

These are the minutes of the regular meeting of the Texas Transportation Commission held on July 25, 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

Commissioner Austin left the meeting at 10:15 a.m.

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 2:58 p.m. on July 16, 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 Sidney Maloy.

Chairman Bugg recognized Representative Lina Ortega, who made a few remarks to the commission. Chairman Bugg also recognized Representative Ed Thompson, who spoke concerning inclusion of SH 99, Grand Parkway Segments B-D, in the Unified Transportation Program.

ITEM 2. Consider the approval of the Minutes of the June 26, 2019 workshop meeting and the June 27, 2019, regular meeting of the Texas Transportation Commission

Commissioner Austin made a motion, which was seconded by Commissioner Ryan, and the commission approved the minutes of the June 26, 2019 workshop meeting and the June 27, 2019, regular meeting by a vote of 4 - 0.

ITEM 3. Acknowledgment of Service

Recognize by resolution David Fulton, Director, Aviation Division for 27 years of service to the department

This resolution was presented by Deputy Executive Director Marc Williams. Deputy Director Williams thanked Director Fulton for his service and remarked on his long career in aviation. The commission and Director Fulton heard thanks and praise from private citizen and engineer Don Dixon. Aviation Advisory Committee Chairman Jim Schwertner came forward and thanked Director Fulton for his assistance with the committee and for his dedication and service. Director Fulton thanked the commission and provided a few remarks on his career. Photographs were taken.

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 New, and the commission approved the following minute order by a vote of 4 - 0.

115529
CST

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of

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 July 9 and 10, 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 New made a motion, which was seconded by Commissioner Austin, and the commission approved the following minute order by a vote of 4 - 0.

115530
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 July 9 and 10, 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.

115531
SSD

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation solicited and received sealed competitive bid proposals for improvement of the State Highway System, which were publicly opened and read on July 2, 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. Executive Director Compensation

Consider an adjustment of the compensation of the executive director (MO)

This item was presented by Chairman Bruce Bugg. 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.

115532
COMM

The Texas Transportation Commission (commission) selects the executive director of the Texas Department of Transportation (department) and sets the salary to be paid the executive director in accordance with the salary rate established by the General Appropriations Act for that position.

The commission elected James Bass as executive director of the department on December 17, 2015, with the adoption of Minute Order 114463. The commission has evaluated the performance of Mr. Bass and finds his performance to be exceptional. The commission finds that it is in the best interest of the state and the department to increase the salary of the executive director.

IT IS THEREFORE ORDERED by the commission that effective September 1, 2019, the executive director of the Texas Department of Transportation be compensated at an annual salary of \$344,000, which is the maximum annual amount payable for that position under the 2020-2021 General Appropriations Act.

Commissioner Austin left the meeting at 10:15 a.m. following agenda item 5.

ITEM 6. Discussion Item

Demography of employees (Presentation)

This item was presented by Chief Administrative Officer Rich McMonagle. The commission discussed the topic with each other and with staff.

ITEM 7. 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 §9.87, Selection (MO)

This item was presented by Right of Way Division Director Kyle Madsen. Commissioner Ryan made a motion, which was seconded by Commissioner New, and the commission approved the following minute order by a vote of 3 - 0.

115533
ROW

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §9.87 relating to Selection 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 §9.87 are proposed for adoption and are authorized for publication in the *Texas Register* for the purpose of receiving public comments.

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

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

ITEM 8. Financial Assistance for Projects

Bexar County - Alamo Regional Mobility Authority - As a result of the Alamo Area Metropolitan Planning Organization's adoption of a resolution supporting the development of Loop 1604 from SH 16 to I-35 as a non-tolled project, consider rescinding Minute Order 115051 dated September 28, 2017, and Minute Order 115073 dated October 26, 2017, both regarding a grant up to \$17,000,000 to the Alamo Regional Mobility Authority for the development of the Loop 1604 Managed Lanes Project, which included the addition of two tolled managed lanes in each direction along Loop 1604 from SH 16 to I-35 (MO)

This item was presented by Project Finance, Debt & Strategic Contracts Division Director Ben Asher. Commissioner Ryan made a motion, which was seconded by Commissioner New, and the commission approved the following minute order by a vote of 3 - 0.

115534
PFD

Transportation Code §370.301 authorizes the Texas Department of Transportation (department) to provide for or contribute to the payment of costs of the design, financing, construction, operation, or maintenance of a turnpike project by a regional mobility authority (RMA) on terms agreed to by the department and the RMA. Transportation Code §222.103 authorizes the department to participate, by spending money from any available source, in the acquisition, construction, maintenance, or operation of a toll facility of a public or private entity on terms and conditions established by the commission.

Pursuant to Transportation Code §222.103, the commission adopted Title 43 Texas Administrative Code §§27.50-27.58 (financial assistance rules) to prescribe conditions for the commission's financing of a toll facility of a public or private entity.

In accordance with Sections 27.53 and 27.54 of the financial assistance rules, the commission, in Minute Order 115051 dated September 28, 2017 and Minute Order 115073 dated October 26, 2017, granted both preliminary and final approval of financial assistance in the amount of up to \$17,000,000 in the form of a grant, to be used to pay costs for an investment grade traffic and revenue study, environmental review work, and design work for the Loop 1604 Managed Lanes Project in Bexar County, as a toll project (Loop 1604 Project), and authorized the executive director or his designee to enter into a financial assistance agreement with ARMA which complies with the financial assistance rules, and which contained certain terms detailed in MO 115073.

In Minute Order 115051, the commission found that the Loop 1604 Project was consistent with the metropolitan transportation plan developed by the Alamo Area Metropolitan Planning Organization (AAMPO), in accordance with Section 27.54(a) of the financial assistance rules. The AAMPO approved a resolution in support of the Loop 1604 Project as a non-tolled project in the AAMPO's metropolitan transportation improvement program, effectively preventing the ARMA from proceeding with the primacy process for the Loop 1604 Project pursuant to Transportation Code, Section 373.051(a). Accordingly, the Texas Transportation Commission (commission) has determined that ARMA will not be proceeding with the development of the Loop 1604 Project and will not be entering into a financial assistance agreement with the department for a grant in the amount of up to \$17,000,000, as authorized by the commission in Minute Order 115051 and Minute Order 115073.

The department has not entered into a financial assistance agreement with ARMA for the \$17,000,000 grant and recommends that the commission rescind Minute Order 115051 and Minute Order 115073 in which the commission approved the \$17,000,000 grant to ARMA for an investment grade traffic and revenue study, environmental review work, and design work for the Loop 1604 Project and authorized the executive director or his designee to enter into a financial assistance agreement with ARMA.

IT IS THEREFORE DETERMINED AND ORDERED by the commission that the commission's authority to enter into a financing agreement with ARMA in an amount of up to \$17,000,000, pursuant to Minute Order 115051 and Minute Order 115073, is no longer needed and that: (1) the commission hereby rescinds Minute Order 115051 and Minute Order 115073 to cancel the commission's authority for the department to enter into a financial assistance agreement with ARMA to provide financial assistance up to \$17,000,000 in the form of a grant for the Loop 1604 Project.

ITEM 9. Veterans Discount Program

Various Counties - Consider the approval of additional programs and projects, specifically the costs associated with the veterans discount program on the Central Texas Turnpike System, to be funded with payments received from SH 130 Concession Company, LLC in accordance with the SH 130, Segments 5&6 Facility Concession Agreement, and interest earned on those payments (SH 130 payments), and the allocation of funds from the SH 130 payments to that program and project (MO)

This item was presented by Toll Operations Division Director Rick Nelson. Commissioner New made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute order by a vote of 3 - 0.

115535
TOD

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 and the surplus revenue of a department 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 a project or system is located. Interest earned on money in a subaccount shall be deposited to the credit of that subaccount.

The department has created a subaccount in the state highway fund to hold the payments received from SH 130 Concession Company, LLC under the SH 130, Segments 5&6 Facility Concession Agreement for the right to develop, finance, design, construct, operate, and maintain the SH 130, Segments 5&6 toll project from US 183 in Travis County to I-10 in Guadalupe County, and the interest earned on those payments (SH 130 payments).

The Texas Transportation Commission (commission) previously approved projects to be funded with the SH 130 payments and approved the placement of those projects in work programs established for the Austin and San Antonio Districts.

In Minute Order 115270, dated July 26, 2018, the commission adopted an amended and restated policy defining the circumstances under which free passage on department toll projects will be provided (free passage policy).

Transportation Code §372.053 authorizes a toll project entity, including the department, to establish a discount program for electronic toll collection customers that, if established, must include free or discounted use of toll projects by an electronic toll collection customer whose account relates to a vehicle registered under (1) Transportation Code §504.202 (disabled veterans), (2) Transportation Code §504.315(f) (recipients of the Air Force Cross or Distinguished Service Cross, the Army Distinguished Service Cross, the Navy Cross or the Medal of Honor (Legion of Valor)), or (3) Transportation Code §504.315(g) (Purple Heart recipients). SB 1091, 86th Legislature, Regular Session, amended Transportation Code, §372.053 to provide that a toll project entity may limit to no more than two the number of transponders issued to a participant in the entity's program. An entity that adopts a limit shall allow a participant to be issued one extra transponder on a demonstration of hardship, as determined by the entity. Implementation of SB 1091 will be addressed through the promulgation of administrative rules.

Section 502(b) of the Indenture of Trust (indenture) for the Central Texas Turnpike System (CTTS) does not permit free or discounted use of the CTTS as authorized in Transportation Code §372.053. However, providing such free or discounted use of the CTTS is possible under the indenture if the department pays to the appropriate indenture account the cost of tolls not paid by those veterans. The commission's trust indentures relating to other department toll projects and systems do not have the same restriction, so it is possible to provide free or discounted use of those projects and systems to electronic toll collection customers described in Transportation Code §372.053 without the department paying the costs of tolls not paid by those veterans.

The commission has amended the free passage policy on numerous occasions, most recently in Minute Order 115270, which provides that free passage on department toll projects shall be granted to vehicles registered under Transportation Code §504.202 and Transportation Code §§504.315(f) and (g), and to vehicles registered by recipients of the Medal of Honor under Transportation Code §504.315(e) (veterans discount program). Minute Order 115270 further provides that the department shall pay to the appropriate indenture account from lawfully available funds the cost of tolls not paid by persons operating those vehicles.

Transportation Code, §372.053 provides that the legislature may appropriate funds from the general revenue fund to a toll project entity to defray the cost of providing free or discounted use of the entity's toll project under that section. The legislature did not appropriate funds to the department for that purpose in the General Appropriations Act for the FY 2020-FY 2021 biennium.

The department has established an additional work program to account for and track project costs associated with the veterans discount program on the CTTS that are to be funded with the SH 130 payments. Exhibit A to this order contains funding allocations from the SH 130 payments for those CTTS project costs.

IT IS THEREFORE ORDERED by the commission that funds from payments received from SH 130 Concession Company, LLC for the right to develop, finance, design, construct, operate, and maintain the SH 130 toll project from US 183 in Travis County to I-10 in Guadalupe County, and interest earned on those payments, shall be allocated to the costs associated with the veterans discount program on the CTTS, in the amounts shown in Exhibit A.

IT IS FURTHER ORDERED that the use of payments received from SH 130 Concession Company, LLC, and the interest earned on those payments, for the project costs shown in Exhibit A is approved.

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

ITEM 10. Eminent Domain Proceedings

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

This item was presented by Right of Way Division Director Kyle Madsen. Commissioner 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 Ryan and the following minute order was approved by Chairman Bugg, Commissioner Ryan, and Commissioner New (a vote of 3 - 0).

115536
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-SSS. 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 1-144 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>
Austin	IH 10	H	0271-02-063	5
Austin	IH 10	III	0271-02-063	13,13E
Austin	IH 10	J	0271-02-063	14
Austin	IH 10	LLL	0271-02-063	15
Austin	IH 10	AAA	0271-02-063	19
Bexar	FM 1518	L	0465-02-028	95
Bexar	IH 410	I	0521-06-140	22
Bexar	IH 410	B	0521-06-140	41
Bexar	IH 410	F	0521-06-140	42
Bexar	IH 410	M	0521-06-140	58
Bexar	IH 410	N	0521-06-140	60
Bexar	IH 410	G	0521-06-140	61
Bexar	IH 410	P	0521-06-140	62
Bexar	IH 410	Q	0521-06-140	64
Bexar	IH 410	C	0521-06-140	89
Bowie	IH 30	R	0610-07-099	6
Chambers	SH 99	T	3510-10-017	1323
Comal	IH 35E	YY	0016-05-116	52A
Dallas	IH 35E	V	0196-03-246	1
Dallas	IH 35E	W	0196-03-246	7A
Dallas	IH 35E	II	0196-03-246	11
Dallas	IH 35E	D	0196-03-246	12
Dallas	IH 35E	PPP	0196-03-247	2

CONTROLLED ACCESS (continued)

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Dallas	IH 35E	JJ	0196-03-247	4
Dallas	IH 35E	A	0196-03-247	5
Dallas	IH 35E	KK	0196-03-247	6
Dallas	IH 35E	LL	0196-03-247	7
Dallas	IH 35E	MM	0196-03-247	9
Dallas	IH 35E	NN	0196-03-248	1
Dallas	IH 35E	OO	0196-03-248	5
Dallas	IH 35E	PP	0196-03-248	6
Dallas	IH 35E	OOO	0196-03-248	7
Dallas	IH 35E	QQ	0196-03-248	10
Dallas	IH 35E	QQQ	0196-03-248	37,37E
Dallas	IH 35E	E	0196-03-248	94
Denton	IH 35E	O	0196-01-100	82
Denton	IH 35E	U	0196-02-109	8
Galveston	IH 45	K	0500-04-137	413
Liberty	SH 99	RRR	3510-09-003	1167
Liberty	SH 99	RR	3510-09-003	1187
Liberty	SH 99	SSS	3510-09-004	1202
Liberty	SH 99	S	3510-09-004	1228
Rockwall	IH 30	EEE	0009-12-223	16
Rockwall	IH 30	GG	0009-12-223	18
Rockwall	IH 30	Y	0009-12-223	19
Rockwall	IH 30	SS	0009-12-223	20
Rockwall	IH 30	HH	0009-12-223	21
Rockwall	IH 30	Z	0009-12-223	23
Rockwall	IH 30	TT	0009-12-223	25
Rockwall	IH 30	X	0009-12-223	26
Rockwall	IH 30	FFF	0009-12-223	27
Rockwall	IH 30	EE	0009-12-223	30
Rockwall	IH 30	AA	0009-12-223	31
Rockwall	IH 30	FF	0009-12-223	34,34E
Rockwall	IH 30	BB	0009-12-223	35
Rockwall	IH 30	DD	0009-12-223	38
Rockwall	IH 30	CC	0009-12-223	39
Rockwall	IH 30	DDD	0009-12-223	44
Travis	US 290	JJJ	0113-08-089	67
Travis	US 290	KKK	0113-08-089	70
Travis	SH 71	GGG	0265-03-044	9A
Travis	SH 71	MMM	0700-03-101	54
Walker	IH 45	HHH	0675-07-104	17
Walker	IH 45	NNN	0675-07-104	35
Walker	IH 45	UU	0675-07-104	37
Walker	IH 45	VV	0675-07-104	38
Walker	IH 45	ZZ	0675-07-104	40
Walker	IH 45	CCC	0675-07-104	41
Walker	IH 45	BBB	0675-07-104	44

CONTROLLED ACCESS (continued)

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Walker	IH 45	WW	0675-07-104	47
Walker	IH 45	XX	0675-07-104	48

NON-CONTROLLED ACCESS

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Austin	IH 10	125	0271-02-063	16
Austin	IH 10	127	0271-02-063	20
Austin	IH 10	128	0271-02-063	21
Austin	IH 10	129	0271-02-063	24
Bastrop	SH 71	75	0265-03-044	5
Bastrop	SH 71	85	0265-03-045	5
Bexar	FM 1518	23	0465-02-028	5
Bexar	FM 1518	24	0465-02-028	7
Bexar	FM 1518	115	0465-02-028	9
Bexar	FM 1518	114	0465-02-028	11
Bexar	FM 1518	81	0465-02-028	12
Bexar	FM 1518	113	0465-02-028	15
Bexar	FM 1518	116	0465-02-028	19
Bexar	FM 1518	117	0465-02-028	21
Bexar	FM 1518	82	0465-02-028	22
Bexar	FM 1518	118	0465-02-028	35
Bexar	FM 1518	130	0465-02-028	36
Bexar	FM 1518	84	0465-02-028	41
Bexar	FM 1518	131	0465-02-028	42
Bexar	FM 1518	132	0465-02-028	43
Bexar	FM 1518	83	0465-02-028	46
Bexar	FM 1518	25	0465-02-028	68
Bexar	FM 1518	79	0465-02-028	88
Bexar	FM 1518	30	0465-02-028	89
Bexar	FM 1518	29	0465-02-028	102
Bexar	FM 1518	28	0465-02-028	107
Bexar	FM 1518	27	0465-02-028	110
Bexar	FM 1518	77	0465-02-028	123
Bexar	FM 1518	26	0465-02-028	125
Bexar	FM 1518	78	0465-02-028	126
Brazoria	SH 36	111	0188-03-020	100
Brazoria	SH 36	65	0188-03-020	210
Brazoria	SH 36	136	0188-03-020	220
Brazoria	SH 36	137	0188-03-020	221
Brazoria	SH 36	140	0188-03-020	319
Brazoria	SH 36	139	0188-03-020	415
Cherokee	US 175	126	0198-04-034	9
Cherokee	US 175	13	0198-04-034	21
Cherokee	US 175	56	0198-04-034	23
Cherokee	US 175	57	0198-04-034	25
Cherokee	US 175	19	0198-04-034	27
Cherokee	US 175	32	0198-04-034	29

NON-CONTROLLED ACCESS (continued)

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Cherokee	US 175	36	0198-04-034	34
Cherokee	US 175	35	0198-04-034	37
Cherokee	US 175	46	0198-04-034	43
Comal	SH 46	76	0215-01-052	74
Dallas	SH 78	74	0009-02-071	7
Dallas	SH 78	73	0009-02-071	10
Dallas	SL 9	45	2964-10-010	93,93E
Dallas	SL 9	44	2964-10-010	94,94E
Dallas	SL 9	58	2964-10-010	120,120E
Dallas	SL 9	34	2964-10-010	125,125E
Dallas	SL 9	33	2964-10-010	128,128E
Dallas	SL 9	59	2964-10-011	165
Dallas	SL 9	43	2964-10-011	170
Dallas	SL 9	42	2964-10-011	171
Dallas	SL 9	40	2964-10-011	173
Dallas	SL 9	38	2964-10-011	174
Dallas	SL 9	63	2964-10-011	177
Denton	US 377	68	0081-03-062	22
Denton	US 377	6	0081-03-062	29
Denton	US 377	7	0081-03-062	30
Denton	US 377	60	0081-03-062	35
Denton	US 377	70	0081-03-062	36
Denton	US 377	62	0081-03-062	37
Denton	US 377	61	0081-03-062	38
Denton	US 377	8	0081-03-062	41
Denton	US 377	9	0081-03-062	42
Denton	US 377	14	0081-03-062	44
Denton	US 377	15	0081-03-062	45
Denton	US 377	16	0081-03-062	46
Denton	US 377	18	0081-03-062	48
Denton	US 377	17	0081-03-062	50
Denton	US 377	20	0081-03-062	52
Denton	US 377	21	0081-03-062	53
Denton	US 377	22	0081-03-062	54
Denton	US 377	47	0081-03-062	62
Denton	US 377	48	0081-03-062	65
Denton	US 377	49	0081-03-062	67
Denton	US 377	50	0081-03-062	69
Denton	US 377	71	0081-03-062	71
Denton	US 377	51	0081-03-062	73
Denton	US 377	52	0081-03-062	77
Denton	US 377	69	0081-03-062	79
Denton	US 377	53	0081-03-062	80
Denton	US 377	1	0081-03-062	81
Denton	US 377	55	0081-03-062	83
Denton	US 377	2	0081-03-062	85
Denton	US 377	3	0081-03-062	86

NON-CONTROLLED ACCESS (continued)

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Denton	US 377	4	0081-03-062	87
Denton	US 377	5	0081-03-062	88
Denton	US 377	54	0081-03-062	96
Ellis	SL 9	37	2964-12-003	31,31E
Ellis	SL 9	64	2964-12-004	156,156E
Fort Bend	FM 1463	109	0188-10-038	200
Fort Bend	FM 1463	110	0188-10-038	210
Harris	FM 1960	86	1685-03-097	149
Harris	FM 1960	102	1685-03-101	228
Harris	FM 1960	138	1685-03-101	240
Harris	FM 1960	135	1685-03-101	269
Lubbock	FM 1585	41	1502-01-037	292
McLennan	SH 6	122	0258-09-144	1
McLennan	SH 6	121	0258-09-144	3
McLennan	SH 6	134	0258-09-144	4
McLennan	SH 6	120	0258-09-144	10
McLennan	SH 6	112	0258-09-144	11
McLennan	SH 6	119	0258-09-144	12
McLennan	SH 6	133	0258-09-144	13
Montgomery	SH 99	87	3510-07-008	865
Montgomery	SH 99	142	3510-07-008	901
Parker	FM 51	88	0313-02-061	6
Parker	FM 51	90	0313-02-061	11
Parker	FM 51	89	0313-02-061	12
Parker	FM 51	91	0313-02-061	17
Parker	FM 51	92	0313-02-061	19
Starr	US 83	66	0038-06-048	6
Starr	US 83	96	0038-06-048	8
Starr	US 83	67	0038-06-049	3
Starr	US 83	12	0038-06-049	4
Tarrant	SH 360	143	2266-02-129	95
Taylor	FM 89	10	0699-01-057	1B
Taylor	FM 89	11	0699-01-057	2
Taylor	FM 89	39	0699-01-059	5
Taylor	FM 89	31	0699-01-059	20
Travis	US 290	93	0113-08-089	24
Travis	US 290	80	0113-08-089	35
Travis	US 290	124	0113-08-089	92
Travis	SH 71	72	0265-03-044	4
Travis	SH 71	95	0700-03-101	47
Travis	SH 71	98	0700-03-101	49
Travis	SH 71	97	0700-03-101	50
Travis	SH 71	103	0700-03-101	51
Travis	SH 71	141	0700-03-101	52
Travis	SH 71	144	0700-03-101	53
Travis	SH 71	101	0700-03-101	55
Travis	SH 71	100	0700-03-101	56

NON-CONTROLLED ACCESS (continued)

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Travis	SH 71	99	0700-03-101	58
Travis	SH 71	104	0700-03-101	59
Travis	SH 71	94	0700-03-101	60
Travis	SH 71	105	0700-03-101	61
Travis	SH 71	106	0700-03-101	63
Travis	SH 71	107	0700-03-101	64
Travis	SH 71	108	0700-03-101	65
Travis	SH 71	123	0700-03-101	73

Note: Exhibits A - SSS and 1 - 144 are on file with the commission chief clerk.

ITEM 11. Routine Minute Orders and Reports

This item was presented by Executive Director James Bass. Commissioner Ryan made a motion, which was seconded by Commissioner New, and the commission approved the following minute orders by a vote of 3 - 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)

115537
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.

Donations to the Department

<u>Donor</u>	<u>DDO</u>	<u>County</u>	<u>Donation Description</u>
Central Southwest Texas Development. L.L.C.	AUS	Williamson	Design and construction of a hooded left turn lane and right turn lane on RM 620 in Williamson County from 0.232 Miles E. of O'Connor Drive to 0.568 Miles E. of O'Connor Dr. in Round Rock.
Costco Wholesale Corporation	HOU	Waller	Design and construction of a westbound left turn lane and eastbound deceleration lane along with overlay and re-striping Highway 90 into the Costco Depot development in Katy.
Cyclone Development, Inc.	AUS	Travis	Design and construction of dual southbound left turn lanes and a northbound right turn deceleration lane at the intersection at FM 973 and San Savino Rd, Manor.
Kim Burke	TRF	Knox	Funds to design, fabricate, and install two memorial highway designation signs near the bridge structure along SH 6 over the Brazos River designated as the Corporal David Anthony Gentry Memorial Bridge within Knox County.
LGI Homes – Texas, LLC	SAT	Bexar	Design and construction of removal and replacement of an existing traffic signal, installation of a right turn lane and striping modifications on FM 1516 and Crestway Road in Converse.
Morris Corners Collection, Ltd.	AUS	Williamson	Design and construction of a 360 feet long right turn lane on SH 29 in Georgetown.

<u>Donor</u>	<u>DDO</u>	<u>County</u>	<u>Donation Description</u>
Morris Venture Partners IV, LLC			Design and an amount sufficient to cover the State's cost to construct a right turn lane/deceleration lane and traffic signal on SH 29, from .107 mi. west of Wolf Ranch Road to .181 mi. west of Wolf Ranch Road in Georgetown.
"Odessa Development Corporation"	ODA	Ector	Funds towards improvements consisting of constructing a new interchange at the intersection of IH 20 and Faudree.
Richardson Citizen Police Academy Alumni Association, Inc.	TRF	Dallas	Funds to design, fabricate, and install two memorial highway designation signs on the portion of US 75 within the municipal limits of Richardson, designated as the Officer David Sherrard Memorial Highway.
RK City Park I LLC	HOU	Harris	Design and construction of a right turn lane from southbound SH 288 into the City Park development in Houston.
Southside Market and B-B-Q, Inc.			Design and construction of a left turn lane on US 290 at SH 95 in Elgin.
Long Motors, Inc.	AUS	Williamson	Revenue generation through the Sponsor a Highway Program.
Click4 LLC	DAL	Collin	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
23330 Emergency Center, LLC	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
23330 Emergency Center, LLC	HOU	Montgomery	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
AMCAP Mortgage, LTD	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Long Motors, Inc.	SAT	Comal	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
AMCAP Mortgage, LTD	HOU	Fort Bend	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.

<u>Donor</u>	<u>DDO</u>	<u>County</u>	<u>Donation Description</u>
Elephant Insurance Services, LLC	DAL	Dallas	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Elephant Insurance Services, LLC	DAL	Denton	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Elephant Insurance Services, LLC	FTW	Tarrant	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Deborah-McNiff Bracken	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Sport Clips, Inc.	AUS	Travis	Revenue generation through the Sponsor a Highway Program.
Sport Clips, Inc.	AUS	Bastrop	Revenue generation through the Sponsor a Highway Program.
AM Petroleum, Inc.	AUS	Travis	Revenue generation through the Sponsor a Highway Program.
Adventure Forest, LLC	DAL	Collin	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
First Texas Auto Credit, Inc.	DAL	Dallas	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Acme Brick Company	FTW	Tarrant	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
South Austin Emergency Center	AUS	Travis	Revenue generation through the Sponsor a Highway Program.

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

b. Real Estate Dispositions

(1) Brown County - US 67/84/377 - Consider the quitclaim of the state's interests including mineral rights, if any, to comply with reversionary clauses contained in the instruments that originally conveyed the interests to the state (MO)

115538
ROW

In the city of Brownwood, Brown County, on US 67/84/377, the state of Texas acquired certain easements for highway purposes by instruments recorded in Volume 282, at Page 1, and in Volume 677, at Page 759, Deed Records of Brown County, Texas.

The easements (tracts), described in Exhibits A and B, are no longer needed for a state highway purpose.

The instruments conveying the easements over the tracts to the state contained clauses to the effect that if the state ceases to use the premises for roadside park purposes, the property shall revert to the grantor, the City of Brownwood.

In accordance with V.T.C.A., Transportation Code, Chapter 202, Subchapter B, and particularly §202.025(6), the Texas Transportation Commission (the commission) may recommend the quitclaim of the state's interests to comply with reversionary clauses contained in the instruments that originally conveyed the interests to the state.

The City of Brownwood has requested that the tracts be quitclaimed to it to honor the reversionary clauses.

The commission finds that it is proper and correct that the state quitclaim its right, title, and interest in the tracts to comply with the reversionary clauses contained in the instruments of conveyance to the state.

IT IS THEREFORE ORDERED by the commission that the easements over the tracts are 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 quitclaiming the state's right, title, and interest in the tracts to the City of Brownwood.

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

(2) Caldwell County - SH 130 - Consider the sale of right of way to an abutting landowner (MO)

115539
ROW

In Caldwell County, on SH 130, the State of Texas acquired certain land for highway purposes by instruments recorded in Volume 568, at Page 179 and at Page 191, Deed Records of Caldwell County, Texas.

The fee simple interest in all or a portion of the land, described in Exhibit A (the tract), is no longer needed for a state highway purpose. However, there is a need for a channel or drainage easement over the tract.

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

Noel V. Smith, Jr. is an abutting landowner and has requested to purchase the fee simple interest in the tract, subject to a channel or drainage easement, for \$827.

The commission finds \$827 to be a fair and reasonable value of the state's fee simple right, title, and interest in the tract, subject to a channel or drainage easement.

IT IS THEREFORE ORDERED by the commission that the fee simple interest in the tract is no longer needed for a state highway purpose. The commission authorizes the executive director of the Texas Department of Transportation to execute a proper instrument conveying all of the state's fee simple right, title, and interest in the tract, subject to a reservation for channel or drainage easement purposes, to Noel V. Smith, Jr. for \$827; SAVE AND EXCEPT, however, there is to be excepted and reserved therefrom 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.

(3) Coryell County - US 190 - Consider the sale of right of way to an abutting landowner (MO)

115540
ROW

In Copperas Cove, Coryell County, on US 190, the State of Texas acquired certain land for highway purposes by an instrument recorded in Volume 138, at Page 400, Deed Records of

Coryell County, Texas.

A portion of the land, described in Exhibit A (the tract), 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 (the commission) may recommend the sale of any interest in right of way no longer needed for a state highway purpose to abutting and adjoining landowners.

James W. Clark II is an abutting landowner and has requested to purchase the tract for \$44,000.

The commission finds \$44,000 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 James W. Clark II for \$44,000; SAVE AND EXCEPT, however, there is to be excepted and reserved therefrom 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.

c. Reports

(1) Compliance Division report

Note: Confidential report to commission.

(2) Letting Allocation Status Report

Quarterly status report on the FY 2019 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 Cash Report

Quarterly report on FY 2019 State Highway Fund 6 cash status (Report)

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

d. Finance

(1) Quarterly Investment Report

Consider accepting the Quarterly Investment Report for all of the funds invested at the direction of the commission (MO)

115541
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.

In Minute Order 114360, dated August 27, 2015, the commission approved and adopted a written investment policy that included an investment strategy applicable to funds in the prepaid TxTag custodial account under the Master Lockbox and Custodial Account Agreement dated as of September 2, 2012, as amended, 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 included an investment strategy applicable to funds related to obligations issued for the IH 35E Project under a Trust Agreement by and between the commission and Amegy Bank, a Division of ZB, National Association, as trustee.

In Minute Order 115393, dated December 13, 2018, the commission approved and adopted a written investment strategy, included as part of the commission's investment policy, applicable to funds related to obligations issued for the SH 249 System under a Master Trust Agreement by and between the commission and U.S. Bank National Association, as 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.

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 May 31, 2019, 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) Travis and Williamson Counties - Consider the acceptance of the Voluntary Quarterly Report of Actual Traffic and Toll Revenue for the Central Texas Turnpike System (MO)

115542
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 1 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 Voluntary Quarterly Report of Actual Traffic and Toll Revenue attached as Exhibit A is accepted.

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

(3) State Highway Fund Bonds

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

115543
PFD

Pursuant to Minute Order 110472, dated March 30, 2006, the Texas Transportation Commission (commission) approved a "Master Resolution Establishing a Financing Program for Bonds, Other Public Securities and Credit Agreements Secured by and Payable from Revenue Deposited to the Credit of the State Highway Fund," as subsequently amended and restated (master resolution), to establish a revenue financing program (state highway fund revenue financing program) pursuant to which the commission may issue bonds, notes and

other public securities and execute credit agreements secured by and payable from a pledge of and lien on revenues deposited to the credit of the State Highway Fund (highway fund). Any terms not otherwise defined herein have the meaning given in the ninth supplement, as hereinafter defined.

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

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

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

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

Under the ninth supplement, the department representative, as defined in the ninth supplement, includes the chief financial officer of the Texas Department of Transportation (department) and the director, project finance, debt and strategic contracts division of the department, and is authorized to determine the method of sale of the bonds and shall further determine the price, interest rate or rates, and such terms of the bonds as prescribed in each award certificate in accordance with the ninth supplement.

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

The commission has determined that it is in the best interest of the state to authorize the department representative to enter into any memoranda and agreements (collectively,

management agreements) as are deemed necessary or appropriate by the department representative to permit timely payment of obligations issued or incurred pursuant to the master resolution and the ninth supplement and to provide for the management and administration of the highway fund and any other funds and accounts established and maintained in connection with or related to such obligations.

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

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

IT IS FURTHER ORDERED by the commission that each department representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreements, liquidity agreements, continuing covenant agreements, purchase agreements, tender agent agreements, calculation agent agreements, and similar or other agreements necessary or appropriate for any variable rate bonds (collectively, variable rate documents), and the variable rate documents in the form approved by the department representative or in substantially the form previously approved by the commission in connection with the parity debt are approved, with such changes as the department representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents.

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

IT IS FURTHER ORDERED by the commission that the department representative is authorized to execute and deliver such management agreements as are deemed necessary or appropriate to permit timely payment of obligations issued or incurred pursuant to the ninth supplement or the cash defeasance or redemption of a portion of the outstanding parity debt and to provide for the management and administration of the highway fund and any other funds and accounts established and maintained in connection with or related to such obligations.

IT IS FURTHER ORDERED by the commission that official statements are approved for distribution in connection with the public offering and sale of each series of bonds or remarketed variable rate bonds in such form as a department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of such official statements. Each department representative, on behalf of the commission, is authorized to execute the official statement for each series of bonds or remarketed variable rate bonds and to deem final the preliminary form of each official

statement for purposes of Rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule.

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

(4) Texas Mobility Fund Bonds

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

115544
PFD

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

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

Transportation Code, Chapter 201, Subchapter M, provides that the commission may guarantee on behalf of the state the payment of any obligations and credit agreements secured by the fund by pledging the full faith and credit of the state to the payment of the obligations

and credit agreements in the event the revenue and money dedicated to the fund and on deposit in the fund under the constitutional provision, are insufficient for that purpose.

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

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

Under the thirteenth supplement, the department representative, as defined in the thirteenth supplement, includes the chief financial officer of the Texas Department of Transportation (department) and the director, project finance, debt and strategic contracts division of the department, is authorized to determine the method of sale of each series of the obligations and shall further determine the price, interest rate or rates and such terms of the obligations as prescribed in each award certificate in accordance with the thirteenth supplement.

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

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

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

IT IS FURTHER ORDERED by the commission that each department representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing

agreements, liquidity agreements, tender agent agreements and similar agreements necessary for any variable rate bonds (collectively, variable rate documents), and the variable rate documents and similar agreements in connection with any variable rate bonds are approved in substantially the form previously approved by the commission in connection with the outstanding parity debt, as defined in the thirteenth supplement, with such changes as the department representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents.

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

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

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

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

(5) Highway Improvement General Obligation Bonds

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

115545
PFD

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

constitutional provision and Transportation Code Section 222.004. Any terms not otherwise defined herein have the meaning given in the fifth supplement, as hereinafter defined.

Section 49-p, Article III of the Texas Constitution (constitutional provision), Section 222.004, Transportation Code and other applicable law, including Government Code Chapters 1207 and 1371, authorize the commission to issue general obligation bonds, notes and other public securities (bonds) and to enter into credit agreements. The commission may issue general obligation bonds for one or more of the following purposes: 1) to pay, or reimburse the State Highway Fund for payment of, all or part of the costs of highway improvement projects including loans for highway improvement projects; 2) to pay (a) the costs of administering projects authorized under Section 222.004, Transportation Code, (b) the costs or expense of the issuance of the bonds or (c) all or part of a payment owed or to be owed under a credit agreement; and 3) refunding outstanding bonds.

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

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

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

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

The commission understands that preliminary official statements and final official statements will be distributed in connection with the public offering of one or more series of the bonds, which preliminary official statements and official statements will include a description of the general obligation pledge of the state's full faith and credit.

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

IT IS FURTHER ORDERED by the commission that the department representative, on behalf of the commission, is authorized and directed to execute and deliver any remarketing agreements, liquidity agreements, tender agent agreements and similar agreements necessary for any variable rate bonds (collectively, variable rate documents), and the variable rate documents and similar agreements in connection with any variable rate bonds are approved in substantially the form previously approved by the commission in connection with the outstanding Texas Mobility Fund debt with such changes as the department representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents, if any.

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

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

(6) Central Texas Turnpike System Bonds

Consider approving the Eighth Supplemental Indenture authorizing the issuance of one or more series of Central Texas Turnpike System (CTTS) revenue refunding bonds to refund all or any portion of the outstanding CTTS bonds, the documents relating to such bonds, the refinancing or remarketing of certain outstanding CTTS bonds without incurring additional debt and without extending the final maturity, if financial market conditions are favorable for refinancing, and the designation of department officials to take all actions necessary to deliver the bonds (MO)

115546
PFD

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

By Minute Order 108873, dated April 25, 2002, 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 North was designated as a toll project and a controlled access state highway from west of US 183 to the SH 130/SH 45 North interchange (SH 45 N) as part of the system.

By Minute Order 108896, dated May 30, 2002, 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 issued system bonds to finance and 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 a master indenture and seven supplemental indentures. Any terms not otherwise defined in this order have the meaning given in the master indenture as supplemented by the eighth supplement, defined below.

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

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

The master 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 system bonds 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 director of the project finance, debt and strategic contracts division of the department who is authorized to determine the method of sale for each series of refunding bonds as well as the price, lien status and other terms of each series of the refunding bonds as prescribed in each award certificate.

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

Under the eighth supplement, a chief financial officer, on behalf of the commission, is authorized to price all or a portion of the refunding bonds with various interest rate and other structures including variable rate bonds, put bonds, index bonds and others, which may require the use of liquidity providers, tender agents, remarketing agents and other entities performing various functions in connection with any such interest rate structures.

The commission's outstanding First Tier Revenue Refunding Put Bonds, Series 2015-A (the "Series 2015-A Bonds") are subject to mandatory tender on April 1, 2020 and will either be refunded or remarketed as determined by a chief financial officer.

IT IS THEREFORE ORDERED by the commission that the chairman of the commission and executive director of the department are authorized and directed to execute and deliver each series of the refunding bonds and such other documents and certificates 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 agreements, if necessary, paying agent agreements, award certificates and similar agreements necessary for each series of the refunding bonds (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 bonds, 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 agreements, liquidity agreements, tender agent agreements 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 bonds 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 each series of the refunding bonds, 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 preliminary official statements and official statements are approved for distribution in connection with the public offering and sale of each series of refunding bonds in such form as 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 statements. The chief financial officer, on behalf of the commission, is authorized to deem each preliminary official statement and official statement final for purposes of rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule.

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

IT IS FURTHER ORDERED by the commission that each chief financial officer is authorized and directed to provide any required notices and execute all necessary documents in connection with any remarketing of the Series 2015-A Bonds including any amendment to the remarketing and other agreements. Any remarketing memorandum is approved for distribution and each chief financial officer, on behalf of the commission, is authorized to approve the form of any remarketing memorandum.

e. Transportation Planning

(1) Various Counties - Consider 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)

115547
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.

(2) Various Counties - Consider 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)

115548
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 has identified changes to the list of previously-approved projects, which are shown in Exhibit A. A summary of funds associated with the SH 161 work program is set forth in Exhibit B, which is 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 changes to the list of previously-approved projects shown in Exhibit A.

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 and B are on file with the commission chief clerk.

f. Speed Zones

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

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.

IT IS THEREFORE ORDERED by the commission that the reasonable and safe prima facie maximum speed limits determined in accordance with the department's "Procedures for Establishing Speed Zones" and shown on the attached Exhibits A and B are declared as tabulated in those Exhibits. The executive director is directed to implement this order for control and enforcement purposes by the erection of appropriate signs showing the prima facie maximum speed limits.

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

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

ITEM 12. 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 the following individuals concerning SH 99, Grand Parkway inclusion in the Unified Transportation Program: Galveston County Commissioner Ken Clark, Fort Bend County Director, Public Transportation Perri D'Armond, League City City Manager John Baumgartner, City of Alvin Mayor Paul Horn, Houston-Galveston Area Council Director of Transportation Planning Alan Clark, Memorial Hermann Director of Local and Community Relations Ashlea Quinonez, City of Alvin Economic Development Director Larry Buehler, Fort Bend Grand Parkway Toll Road Authority

Executive Consultant James Thompson, and Fort Bend Economic Development Council member Marvin Marcell.

Commissioner Ryan motioned adjournment and Commissioner New seconded the motion. The commission voted 3 - 0 to adjourn. The regular meeting of the Texas Transportation Commission was adjourned at 11:31 a.m.

APPROVED by the Texas Transportation Commission on August 29, 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 July 25, 2019, in Austin, Texas.



Robin Carter, Commission Chief Clerk
Texas Department of Transportation