

These are the minutes of the regular meeting of the Texas Transportation Commission held on June 23, 2022, in Austin, Texas. The meeting was called to order at 10:01 a.m. by Chairman Bugg with the following commissioners present:

**Texas Transportation Commission:**

J. Bruce Bugg, Jr.	Chairman
Laura Ryan	Commissioner
Alvin New	Commissioner
Robert C. Vaughn	Commissioner

**Administrative Staff:**

Marc Williams, Executive Director  
 Jeff Graham, General Counsel  
 Nicole Lawson, 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 10:52 a.m. on June 15, 2022, as required by Government Code, Chapter 551, referred to as “The Open Meetings Act.”

**ITEM 1. Safety Briefing**

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

**ITEM 2. Opening Comments from Commissioners and Executive Director**

The commissioners made opening remarks.

**ITEM 3. Consider the approval of the Minutes of the May 26, 2022 regular meeting of the Texas Transportation Commission**

Commissioner Ryan made a motion, which was seconded by Commissioner Vaughn, and the commission approved the minutes of the May 26, 2022, regular meeting by a vote of 4 - 0.

**ITEM 4. Acknowledgment of Service**

Recognize by resolution Director of Communications and Customer Service. for 10 years of service to the department.

This resolution was presented by Deputy Executive Director for Planning and Administration, Brandye Hendrickson.

**ITEM 5. Contracts**

**Consider the award or rejection of contracts for highway construction and maintenance, and construction and rehabilitation of buildings (Presentation)**

**a. Highway Improvement and Other Transportation Facilities (MO)**

This item was presented by Construction Division Director Duane Milligan. Commissioner Ryan made a motion, which was seconded by Commissioner New, and the commission approved the following minute order by a vote of 4 - 0.

116250  
CST

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for improvement of the State Highway System, which were publicly opened and read on June 1 and 2, 2022, as shown on Exhibit A.

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

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

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

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

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

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

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

**b. Routine Maintenance (MO)**

This item was presented by Construction Division Director Duane Milligan. Commissioner New made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 4 - 0.

116251  
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 June 1 and 2, 2022, as shown on Exhibit A.

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

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

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

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

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

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

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

### **c. Construction and Rehabilitation of Buildings (MO)**

This item was presented by Facilities Planning & Management Section Director Warren Rose. Commissioner New made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 4 - 0.

116252  
SSD

Pursuant to Transportation Code, Chapter 223, Subchapter A, and Title 43, Texas Administrative Code, Chapter 9, Subchapter B, the Texas Department of Transportation (department) solicited and received sealed competitive bid proposals for improvement of the State Highway System, which were publicly opened and read on June 7, 2022, 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 6. Discussion Items**

##### **a. Unified Transportation Program (UTP) Discussion of the draft 2023 Unified Transportation Program (Presentation)**

This discussion was led by Jessica Butler, Transportation Planning and Programming Division Director. The commission asked questions and discussed the topic. The commission also heard comments from Grayson County Judge Bill Magers, El Paso MPO Executive Director Eduardo Calvo, and Rethink 35 Executive Director Adam Greenfield. Representing Stop TxDOT I-45, the commission heard comments from Michael Moritz, Fabian Ramirez and Molly Cook; and private citizens Joy Fairchild, Henry Dang, Machell Esthella Blackwell, and Shirin Zaidi.

The commission took a short recess at 11:48 a.m.; and reconvened at 11:58 a.m.

##### **b. Legislative Appropriations Request (Presentation)**

This discussion was led by Amanda Landry Financial Management Division Director. The commission asked questions and discussed the topic. The commission also heard comments from Maritime Division Director Geir-Eilif Kalhagen and Executive Director Marc Williams.

#### **ITEM 7. Aviation**

##### **Various Counties - Consider the award of federal non-primary entitlement grant funding, federal apportionment grant funding for airport improvement projects at various locations (MO)**

This item was presented by Aviation Division Director Dan Harmon. Commissioner New made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute order by a vote of 4 - 0.

116253  
AVN

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

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

On May 25, 2022, a public hearing was held. No comments were received.

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

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

**ITEM 8. Public Transportation**

**Various Counties - Consider the award of state and federal funds to multiple entities for a variety of program-eligible purposes (MO)**

This item was presented by Public Transportation Division Director Eric Gleason. Commissioner New made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 4 - 0.

116254  
PTN

The Texas Transportation Commission (commission) desires to award a total of \$78,327,960 in state and Federal Transit Administration (FTA) program funds to support a variety of public transportation needs in urbanized and non-urbanized areas of the state.

Of the amounts appropriated to the Texas Department of Transportation (department) by the General Appropriations Act of the 87th Texas Legislature, Regular Session, \$69,982,134 was appropriated for urban and rural public transportation systems for the 2022-2023 biennium. Title 43, Texas Administrative Code (TAC), §31.11 establishes a formula by which state public transportation funds shall be distributed to the large urban, small urban and rural areas of the state. An award of \$34,991,067 of FY 2023 state funds to large urban, small urban and rural transit districts is shown in Exhibit A and has been determined in accordance with §31.11.

Title 43, TAC, §31.36(g)(2) and §31.36(g)(4) establish a formula by which public transportation funds shall be distributed under the FTA Formula Grants for Rural Areas program (49 U.S.C. §5311). An award of \$35,734,137 of federal §5311 funds is shown in Exhibit B and has been determined in accordance with §31.36(g).

Title 43, TAC, §31.30(e)(1) establishes a formula by which public transportation funds shall be distributed under the FTA Bus and Bus Facilities Formula Grant program (49 U.S.C. §5339). An award of \$7,602,756 in federal FY 2021 and 2022 §5339 funds and residual funds from prior years is shown in Exhibit C and has been determined in accordance with §31.30(e)(1).

Transportation Code, Chapter 455 assigns a broad spectrum of public transportation roles and missions to the department.

Transportation Code, Chapter 456 authorizes the commission to administer funds appropriated for public transportation.

IT IS THEREFORE ORDERED by the commission that the executive director or the director's designee is directed to proceed with the awards in Exhibits A-C, submit the necessary state application to the FTA, and enter into the necessary contracts.

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

**ITEM 9. State Infrastructure Bank**

**Williamson County - Round Rock Transportation and Economic Development Corporation - Consider final approval of a request from the Round Rock Transportation and Economic Development Corporation for a State Infrastructure Bank loan in the amount of up to \$27,000,000 to pay for the costs of utility relocation, right-of-way acquisition and construction**

necessary for a non-tolled, off-system project involving various improvements to Gattis School Road in Williamson County, Texas (MO) (Presentation)

This item was presented by Project Finance, Debt & Strategic Contracts Division Director Ben Asher. Commissioner Vaughn made a motion, which was seconded by Commissioner New, and the commission approved the following minute order by a vote of 4 - 0.

116255  
PFD

Round Rock Transportation and Economic Development Corporation (Round Rock TEDC) has submitted an application for financial assistance in the form of a loan of up to \$27,000,000 from the State Infrastructure Bank (SIB) under Transportation Code, Chapter 222, Subchapter D, and Title 43 Texas Administrative Code (TAC), Chapter 6 (SIB Rules). The application satisfies all requirements of the rules, including passage by Round Rock TEDC of a resolution authorizing submission of the application to the Texas Department of Transportation (department).

The intended use of the financial assistance conforms to the purposes of the SIB. Round Rock TEDC intends to use the financial assistance to pay for Round Rock TEDC's costs of utility relocation, right-of-way acquisition and construction necessary for a non-tolled, off-system project involving various improvement to Gattis School Road in Williamson County, Texas (project).

The present and projected financial condition of the SIB is sufficient to cover the requested financial assistance for the project.

Round Rock TEDC has proposed a pledge of sales tax revenue as security for repayment of the loan.

The SIB Rules provide for both preliminary and final approval by the Texas Transportation Commission (commission) of any SIB loan in the principal amount of more than \$10 million or in which the department does not have primary responsibility, unless the commission waives the preliminary approval requirement for that application.

In Minute Order No. 116240, dated May 26, 2022, the commission granted preliminary approval of the City's application and, in accordance with the SIB Rules, found that: (1) the project is consistent with the Statewide Long-Range Transportation Plan and the metropolitan transportation plan developed by the applicable metropolitan planning organization; (2) the project is not in a Clean Air non-attainment area; (3) the project will improve the efficiency of the state's transportation systems; (4) the project will expand the availability of funding for transportation projects or reduce direct state costs; and (5) the application shows that Round Rock TEDC is likely to have sufficient revenues to assure repayment of the financial assistance.

In accordance with the SIB Rules, the executive director has negotiated all the terms of an agreement as necessary to protect the public's safety and to prudently provide for the protection of public funds while furthering the purposes of the SIB, as contained in the Term Sheet attached hereto as Exhibit A.

The executive director or his designee implemented actions authorized and required by the SIB Rules for final approval. The executive director affirms that the necessary social, economic, and environmental impact studies have been completed and approved by the department. The executive director recommends that the commission grant final approval of the City's application for financial assistance from the SIB.

In accordance with the SIB Rules, the commission finds that providing financial assistance will protect the public's safety and prudently provide for the protection of public funds, while furthering the purposes of the SIB, and the project will provide for all reasonable and feasible measures to avoid, minimize, or mitigate for adverse environmental impacts.

IT IS THEREFORE DETERMINED AND ORDERED by the commission that the application submitted by Round Rock TEDC for financial assistance in the form of a loan from the SIB meets the applicable requirements of the SIB Rules, and in accordance with those provisions, the commission grants final approval of Round Rock TEDC's application for a SIB loan under the terms in the Term Sheet attached hereto as Exhibit A in an amount not to exceed \$27,000,000 to pay Round Rock TEDC's costs of utility relocation, right-of-way acquisition and construction necessary for the non-tolled, off-system project.

IT IS FURTHER ORDERED by the commission that the executive director or his designee is directed and authorized to enter into a financial assistance agreement with Round Rock TEDC, which complies with the SIB Rules and which contains the terms in the Term Sheet attached hereto as Exhibit A.

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

**ITEM 10. Promulgation of Administrative Rules Under Title 43, Texas Administrative Code, and the Administrative Procedure Act, Government Code, Chapter 2001:**

**a. Rule Proposal**

**(1) Chapter 15 - Ship Channel Improvement Revolving Loan Program amendment to §15.252 relating to eligible applicants and creation of §15.262 relating to the loan terms and forms of financial assistance (MO)**

This item was presented by Project Finance, Debt & Strategic Contracts Division Director Ben Asher. Commissioner New made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 4 - 0.

116256  
PFD

The Texas Transportation Commission (commission) finds it necessary to propose amendments to §15.252 relating to Eligible Applicants and new §15.262 relating to Agreements to be codified under Title 43, Texas Administrative Code, Part 1.

The preamble and the proposed amended and new sections, 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 §15.252 and new section §15.262 are proposed for adoption and is 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 11. Real Estate Disposition**

**Travis County - Consider the grant of authority to the department for the transfer and sale of real property in Travis County, Texas (MO)**

This item was presented by Chief Administrative Officer Rich McMonagle. 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. Chairman Bugg recused himself and did not participate in the vote on this item.

116257  
ROW

On May 11, 1935, the Texas Legislature, through implementation of SB 526 (44th Legislature, 1935), transferred the use and possession of and the right to improve 16.66 acres (now known as the Camp Hubbard (property)) from the Adjutant General's Department to the State Highway Department (now the Texas Department of Transportation (department)), in exchange for \$3,200.

As part of the department's campus consolidation project, all department employees and equipment will move from the property.

SB 1349 (85th Legislature, 2017) (bill) authorizes the department to transfer all or part of the property to the Texas Department of Motor Vehicles (TxDMV) and to sell any part of the property, not transferred to TxDMV, to one or more financial regulatory agencies (agencies), as defined by Section 16.001, Finance Code, under terms that are acceptable to the parties.

The bill exempts the sale of the property from Subchapter B, Chapter 202, Transportation Code.

IT IS THEREFORE ORDERED by the Texas Transportation Commission (commission) that the executive director is authorized to transfer all or part of the property to the TxDMV and to sell any remaining part of the property to one or more of the agencies.

IT IS FURTHER ORDERED by the commission that the executive director is authorized to execute any necessary transfer and sales instruments.

**ITEM 12. Truck Lane Restrictions**

**Denton County - Consider the approval of proposed lane use restrictions for trucks on certain highways in Denton County (MO)**

This item was presented by Traffic Safety Division Director Michael Chacon. Commissioner Vaughn made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute order by a vote of 4 - 0.

116258  
TRF

In accordance with Transportation Code §545.0651 and 43 Texas Administrative Code (TAC) §§25.601-25.604, the Texas Department of Transportation (department) is proposing a lane restriction applicable to trucks with three or more axles, and to truck tractors, regardless of whether the truck tractor is to be drawn by another vehicle or trailer as defined in Transportation Code, §541.201. The proposed lane restriction prohibits those vehicles from using the first controlled access traffic lane on each side of Interstate Highway 35E (I-35E) as counted from the center (inside left lane) of the highway from Corinth Pkwy in Corinth to I-35 in Denton County and I-35 from I-35E in Denton County to 0.200 miles south of US 380 in Denton County.

Transportation Code, §545.0651, authorizes the department to restrict through traffic, by class of vehicle, to two or more designated lanes of traffic on certain portions of the designated state highway system, and requires the Texas Transportation Commission (commission) to adopt rules. The commission adopted these rules, 43 TAC §§25.601-25.604 that became effective on January 8, 2004.

In accordance with TAC §25.604(e)(3), the department conducted a traffic study to evaluate the impact of the lane restrictions. In accordance with §25.604(d), the department published a notice in the Texas Register for a 30 day comment period on February 18, 2022 and held a public hearing on the proposed restrictions on March 1, 2022. The proposed lane restrictions would be in effect 24 hours a day, 7 days a week, and would allow the operation of



those vehicles in a prohibited traffic lane for the purposes of passing another vehicle or entering or exiting the highway.

In accordance with 43 TAC §25.604(h)(2), the executive director may temporarily suspend the lane restrictions in an emergency.

The commission, having evaluated the truck lane restriction proposal based on the safety of the traveling public and the factors listed in 43 TAC §25.604(f), finds that the proposed lane restrictions should be approved.

IT IS THEREFORE ORDERED by the commission that the proposed lane restrictions in Denton County are approved and shall become effective upon placement of all necessary traffic control devices.

**ITEM 13. Purchase of Right of Way**

**Lubbock County - Consider authorizing the acquisition of right of way, utility adjustments, and relocation assistance in connection with, a transportation facility (MO)**

This item was presented by Right of Way Division Director Kyle Madsen. Commissioner New made a motion, which was seconded by Commissioner Vaughn, and the commission approved the following minute order by a vote of 4 - 0.

116259  
ROW

In Lubbock COUNTY, two projects have been proposed to extend STATE LOOP 88 (Loop 88), one between US 84 to US 62, a distance of approximately 17.3 miles (CSJ 1502-02-002) (Loop 88 segment 1&2) and one between US 87 to US 84 (Slaton), a distance of approximately 9.39 miles (CSJ 1502-03-006) (Loop 88 segment 4).

Transportation Code, §201.103 empowers the Texas Transportation Commission (commission) to plan and make policies for the location, construction, and maintenance of a comprehensive system of state highways and public roads. Transportation Code, §§203.051 and 203.052 authorize the commission to acquire an interest in real property that the commission determines is necessary or convenient to a state highway project, including property necessary or convenient to protect a state highway project or to accomplish any other purpose related to the project location, construction, improvement, maintenance, beautification, preservation, or operation.

The commission finds that the acquisition of property within the environmentally cleared Loop 88 segment 1&2 and Loop 88 segment 4 projects is necessary for use in connection with the extension of Loop 88.

IT IS THEREFORE ORDERED that the executive director is authorized to proceed with right of way acquisitions, utility adjustments, and relocation assistance, including the authority to expend funds reasonably necessary to and for those activities, subject to the policies of the department and all applicable federal and state laws governing the acquisition of real property for the Loop 88 segment 1&2 and Loop 88 segment 4 projects.

**ITEM 14. 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 Vaughn 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, Commissioner New, and Commissioner Vaughn (a vote of 4 - 0).

116260  
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-R. 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 1-69 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>
Colorado	IH 10	I	0271-01-081	75
Denton	IH 35E	J	0195-03-072	47
Tarrant	IH 20	L	0008-13-241	8E
Tarrant	IH 20	K	0008-13-241	9E
Travis	IH 35	O	0015-10-065	P00000953
Travis	IH 35	B	0015-13-406	P00001096
Travis	IH 35	M	0015-13-406	P00001117
Travis	IH 35	E	0015-13-406	P00001119
Travis	IH 35	F	0015-13-406	P00001121
Travis	IH 35	H	0015-13-406	P00001122
Travis	IH 35	C	0015-13-406	P00001124
Travis	IH 35	G	0015-13-406	P00001125
Travis	IH 35	D	0015-13-406	P00001126
Travis	IH 35	P	0016-01-122	P00001312
Travis	IH 35	R	0016-01-122	P00001325
Travis	IH 35	Q	0016-01-122	P00001341
Travis	IH 35	A	0016-01-122	P00001344
Travis	IH 35	N	0016-01-122	P00001361

**NON-CONTROLLED ACCESS**

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Bexar	US 90	1	0024-07-060	20
Bexar	FM 3351	10	3212-05-017	P00060307
Bexar	FM 3351	9	3212-05-017	P00060309
Comal	FM 2252	67	1433-02-045	5
Comal	FM 3351	60	3212-05-017	P00060311
Comal	FM 3351	69	3212-05-017	P00060806
Fayette	US 77	62	0211-06-066	6
Fayette	US 77	22	0211-06-066	16
Fayette	US 77	23	0211-06-066	17
Fayette	US 77	33	0211-06-066	20
Fayette	US 77	24	0211-06-066	23
Fayette	US 77	32	0211-06-066	24
Fayette	US 77	31	0211-06-066	25
Fayette	US 77	25	0211-06-066	32
Fayette	US 77	64	0211-06-066	34
Fayette	US 77	26	0211-06-066	36
Fayette	US 77	66	0211-06-066	37
Fayette	US 77	27	0211-06-066	39
Fayette	US 77	65	0211-06-066	51
Fayette	US 77	34	0211-06-066	52
Fayette	US 77	21	0211-06-066	54
Fayette	US 77	36	0211-06-066	55
Fayette	US 77	35	0211-06-066	57
Fayette	US 77	28	0211-06-066	65
Fayette	US 77	63	0211-06-066	72
Galveston	SH 146	7	0389-06-092	310

**NON-CONTROLLED ACCESS (continued)**

<u>COUNTY</u>	<u>HIGHWAY</u>	<u>EXHIBIT</u>	<u>ROW CSJ NO.</u>	<u>PARCEL</u>
Galveston	SH 146	20	0389-06-092	314
Galveston	SH 146	61	0389-06-092	321
Gregg	FM 2275	8	2158-01-025	6
Hidalgo	FM 1925	38	1803-01-102	P00060071
Hidalgo	FM 1925	39	1803-01-102	P00060073
Hidalgo	FM 1925	40	1803-01-102	P00060075
Hidalgo	FM 1925	41	1803-01-102	P00060078
Hidalgo	FM 1925	68	1803-01-102	P00060079
Hidalgo	FM 1925	42	1803-01-102	P00060080
Hidalgo	FM 1925	43	1803-01-102	P00060082
Hidalgo	FM 1925	44	1803-01-102	P00060083
Hidalgo	FM 1925	45	1803-01-102	P00060084
Hidalgo	FM 1925	46	1803-01-102	P00060085
Hidalgo	FM 1925	47	1803-01-102	P00060086
Hidalgo	FM 1925	48	1803-01-102	P00060087
Hidalgo	FM 1925	49	1803-01-102	P00060088
Hidalgo	FM 1925	50	1803-01-102	P00060089
Hidalgo	FM 1925	51	1803-01-102	P00060090
Hidalgo	FM 1925	52	1803-01-102	P00060091
Hidalgo	FM 1925	53	1803-01-102	P00060092
Hidalgo	FM 1925	54	1803-01-102	P00060093
Hidalgo	FM 1925	55	1803-01-102	P00060094
Hidalgo	FM 1925	56	1803-01-102	P00060095
Hidalgo	FM 1925	57	1803-01-102	P00060101
Hidalgo	FM 1925	58	1803-01-102	P00060104
Lampasas	US 281	37	0251-06-040	P00060613
Liberty	US 59	19	0177-03-106	P00060650
Starr	SL 195	14	3632-01-004	122
Starr	SL 195	15	3632-01-004	125
Starr	SL 195	29	3632-01-004	128
Starr	SL 195	30	3632-01-004	134
Starr	SL 195	16	3632-01-004	136
Starr	SL 195	17	3632-01-004	138
Starr	SL 195	18	3632-01-004	139
Starr	SL 195	59	3632-01-004	142
Starr	SL 195	4	3632-01-005	70
Starr	SL 195	5	3632-01-005	71
Starr	SL 195	3	3632-01-005	76
Starr	SL 195	6	3632-01-005	78
Starr	SL 195	11	3632-01-006	89
Starr	SL 195	12	3632-01-006	107
Starr	SL 195	13	3632-01-006	110
Williamson	FM 1466	2	1200-04-018	10

Note: Exhibits A - R and 1 - 69 are on file with the commission chief clerk.

## **ITEM 15. Routine Minute Orders and Reports**

This item was presented by Executive Director Marc Williams. Commissioner New made a motion, which was seconded by Commissioner Ryan, and the commission approved the following minute orders by a vote of 4 - 0.

### **a. Donations to the Department**

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

116261  
CSD

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

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

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

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

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

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

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

**Donations to the Department**

<b><u>Donor</u></b>	<b><u>Dist</u></b>	<b><u>County</u></b>	<b><u>Donation Description</u></b>
Austin Arena Company, LLC	AUS	Travis	Fixed amount of funds towards the State's cost to design, fabricate and install three (3) directional Signs along I-35 northbound and southbound mainlanes for the Moody Center located at 2001 Robert Dedman Drive in Austin.
Canyon Ridge Development, LP	WAC	Bell	Design and construction of a proposed right deceleration/turn lane and two left deceleration/turn lanes into proposed residential subdivision in Temple.
Continental Homes of Texas, L.P.	AUS	Hays	Design and construction of a southbound right turn lane and northbound left turn lane at the Marigold subdivision entrance along SH21 in Uhland.
Continental Homes of Texas, L.P.	AUS	Bastrop	Fixed amount of funds towards the State's cost to design and construct a traffic signal on FM 969 and Blakey Lane from 0.15 miles south of Blakey Lane to 0.15 miles north of Blakey Lane in Bastrop.
D.R. Horton – Texas, Ltd.	HOU	Fort Bend	Design and construction of a right turn lane on FM 359 from 1,200 feet south of Winner Foster Road into the Sorrento development in Richmond.
Emmons General Investments, Ltd.	WAC	Bell	Design and construction of a middle turn lane on FM 2410 in Bell County.
Forestar (USA) Real Estate Group Inc.	AUS	Travis	Design and funds sufficient to cover the State's cost to construct a hooded left turn lane, a culvert, and cable barrier modification to the existing grassy median on eastbound US 290 from Old Kimbro Road to FM 1100 in Manor.

**Donations to the Department (continued)**

<b><u>Donor</u></b>	<b><u>Dist</u></b>	<b><u>County</u></b>	<b><u>Donation Description</u></b>
Gehan Homes, Ltd.	AUS	Williamson	Design and construction of turn lane improvements and signal modifications at North Drive and FM 397 in Taylor.
IDV-BP South Belt, LLC	HOU	Harris	Design and construction of a right turn lane and high mast pole from westbound Beltway 8 frontage road into the South Belt Central Business Park development in Houston.
Lookout Development Group, L.P.	SAT	Kendall	Design and construction of right and left turn lanes, acceleration lane, and a traffic signal-controlled intersection for the ingress and egress from the proposed George's Ranch Subdivision on SH 46, approximately 3 miles east of Boerne.
Nash FM 529, LLC	HOU	Harris	Design and construction of 1) an eastbound left turn lane, westbound right turn lane, and a traffic signal on FM 529 at Elyson Exchange Way, 2) a westbound right turn lane and eastbound through lane on FM 529 at Elyson Square Way, and 3) an eastbound right turn lane on FM 529 at southbound SH 99 Frontage Road in the Elyson Development in Harris County.
National Precast Concrete Association	MTD	N/A	Airfare, ground transportation, lodging at the conference hotel, conference registration and other directly related expenses for Jason Tucker, P.E., Section Director, Prefabricated Structural Materials, Materials and Test Division to attend the 2022 NPCA Convention from May 23, 2022 - May 24, 2022, in Indianapolis, IN.
PPE LCH SS2, LLC	HOU	Fort Bend	Design and construction of a median cut and left turn lane from the southbound lanes of FM 2234/Texas Parkway into the Legacy Community Health development located at 3021 Texas Parkway in Missouri City.

**Donations to the Department (continued)**

<b><u>Donor</u></b>	<b><u>Dist</u></b>	<b><u>County</u></b>	<b><u>Donation Description</u></b>
Pulte Homes of Texas, L.P.	SAT	Comal	Design and construction for installation left and right turn lanes on FM 758 located approximately 0.30 miles north of SH 46 to 0.60 miles south of Saur Lane in New Braunfels.
SA Highland Gardens, Ltd.	SAT	Guadalupe	Design and construction of left and right Turn lanes for a new public street serving the Highland Gardens Subdivision 1.6 miles south of I-35 in New Braunfels.
Shea Homes Houston, LLC	HOU	Montgomery	Design and construction of a driveway and a right turn lane along westbound SH 242 into the Evergreen Development in Montgomery County.
Vaquero Walters Partners, LP	SAT	Bexar	Design and construction for installation of deceleration lane and concrete median on I-35 frontage road located approximately between N Walters and Edgar Avenue in San Antonio.
Carson 288, LLC, a Limited Liability Company	HOU	Harris	Donation of 0.0474 acres a Delaware of land on SH 288. The property being donated will be utilized for drainage along SH 288.
South Austin Emergency Center	AUS	Travis	Revenue generation through the Sponsor a Highway Program. This is a contract renewal on an existing sign location.
Budd Van Lines, Inc.	DAL	Dallas	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Total Point LLC	DAL	Ellis	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Elite MMA – Baytown, LLC	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.



**Donations to the Department (continued)**

<b><u>Donor</u></b>	<b><u>Dist</u></b>	<b><u>County</u></b>	<b><u>Donation Description</u></b>
Excargo Services, Inc	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Katy Asian Town Retail Condominium Association, Inc	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.
Linscomb & Williams, Inc.	HOU	Harris	Litter pick-up throughout a corridor on the State's right of way through the Sponsor a Highway Program.

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

**b. Real Estate Dispositions**

**(1) Bastrop County - FM 969 - Consider an easement release to the underlying fee owner (MO)**

116262  
ROW

Near the unincorporated community of Utley, Bastrop County, on FM 969, the State of Texas acquired an easement interest in certain land by an instrument recorded in Volume 148, at Page 420, of the Deed Records of Bastrop County, Texas.

A portion of the easement, which portion encumbers the real property described in Exhibit A (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 (commission) may release an easement interest no longer needed for a state highway purpose to the owner of the fee in the property.

1332 FM 969 Partners, LLC, a Michigan limited liability company, is the owner of the fee interest in the property and has requested to purchase the easement interest for \$5,585.

The commission finds \$5,585 to be a fair and reasonable value of the state's right, title, and interest in the easement interest.

IT IS THEREFORE ORDERED by the commission that the easement interest encumbering the tract, described in Exhibit A, is no longer needed for a state highway purpose. The commission authorizes the executive director of the Texas Department of Transportation to execute a proper instrument conveying all of the state's right, title, and interest in the easement interest to 1332 FM 969 Partners, LLC, a Michigan limited liability company, for \$5,585.

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

**(2) Bexar County - I-10 - Consider an easement release to the underlying fee owner (MO)**

116263  
ROW

Near the City of Boerne, in Bexar County, on I-10, the State of Texas acquired an easement interest in certain land by an instrument recorded in Volume 4917, at Page 589, of the Deed Records of Bexar County, Texas.

A portion of the easement, which portion encumbers the real property described in Exhibit A (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 (commission) may release an easement interest no longer needed for a state highway purpose to the owner of the fee in the property.

AMFP V Napa Oaks, LLC, a Texas limited liability company, is the owner of the fee interest in the property and has requested to purchase the easement interest for \$4,130.

The commission finds \$4,130 to be a fair and reasonable value of the state's right, title, and interest in the easement interest.

IT IS THEREFORE ORDERED by the commission that the easement interest encumbering the tract, described in Exhibit A, is no longer needed for a state highway purpose. The commission authorizes the executive director of the Texas Department of Transportation to execute a proper instrument conveying all of the state's right, title, and interest in the easement interest to AMFP V Napa Oaks, LLC, a Texas limited liability company, for \$4,130.

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

**(3) Harris County - SH 249 - Consider the sale of right of way to an abutting landowner (MO)**

116264  
ROW

In the City of Tomball, Harris County, on SH 249, the State of Texas acquired certain land for highway purposes by an instrument recorded under County Clerk's File No. S542963 of the Real Property Records of Harris County, Texas.

A portion of the land, which portion is described in Exhibit A (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 (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.

Pamela Castelain Rickman is an abutting landowner and has requested to purchase the tract for \$174,588.

The commission finds \$174,588 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 Pamela Castelain Rickman for \$174,588; 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.

**(4) Montague County - US 82 - Consider a recommendation to the governor regarding the execution and delivery of a quitclaim deed, correction deed, or other conveyance instrument necessary to resolve an ambiguity or error that conveyed an interest in real property to the state for a highway right of way and which resulted in the acquisition of an interest in real property not intended to be included and not needed for a highway purpose (MO)**

116265  
ROW

In Montague County, on US 82, the State of Texas acquired certain land for highway purposes by instruments recorded as Instrument Nos. 2103648, 2103649, and 2103655 of the Official Public Records of Montague County, Texas.

The land (Parcel 41, Parts 1 and 2, Parcel 41E, and Parcel 46, RCSJ 0044-04-063) was conveyed to the state for a highway right of way using incorrect metes and bounds descriptions resulting in the acquisition of real property not intended to be included and not needed for a highway purpose.

In accordance with V.T.C.A., Transportation Code, §202.028, the Texas Transportation Commission (commission) may recommend to the governor the execution and delivery of a quitclaim deed, correction deed, or other conveyance instrument necessary to resolve an ambiguity or error in an instrument that conveyed an interest in real property to the state for a highway right of way and which resulted in the acquisition of an interest in real property not intended to be included and not needed for a highway purpose.

Three-Bars Ranch, L.P., a Texas limited partnership, has requested that the state execute corrective instruments reflecting correct metes and bounds descriptions of the property acquired. The Material Correction Deeds, attached hereto as Exhibits A and B, and the Material Correction Drainage Easement for Highway Purposes, attached hereto as Exhibit C, are such corrective instruments.

IT IS THEREFORE ORDERED that the commission recommends, subject to approval by the attorney general, that the governor of Texas execute the Material Correction Deeds, attached hereto as Exhibits A and B, and the Material Correction Drainage Easement for Highway Purposes, attached hereto as Exhibit C, in order to resolve the error in the metes and bounds descriptions

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

**(5) Tarrant County - SS 303 - Consider an easement release to the underlying fee owner (MO)**

116266  
ROW

In the City of Arlington, Tarrant County, on Spur 303, the State of Texas acquired an easement interest in certain land by instrument recorded in Volume 3189, at Page 531, of the Deed Records of Tarrant County, Texas.

A portion of the easement, which portion encumbers the real property described in Exhibit A (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 (commission) may release an easement interest no longer needed for a state highway purpose to the owner of the fee in the property.

ECM Green Oaks, LLC, a Texas limited liability company, is the owner of the fee interest in the property and has requested to purchase the easement interest for \$131,458.

The commission finds \$131,458 to be a fair and reasonable value of the state's right, title, and interest in the easement interest.

IT IS THEREFORE ORDERED by the commission that the easement interest encumbering the tract, described in Exhibit A, is no longer needed for a state highway purpose. The commission recommends, subject to approval by the attorney general, that the governor of Texas execute a proper instrument conveying all of the state's right, title, and interest in the easement interest to ECM Green Oaks, LLC, a Texas limited liability company, for \$131,458.

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

**(6) Jefferson County - SH 87 - Consider an exchange of real property (MO)**

116267

Near the City of Port Arthur, Jefferson County, on SH 87, the State of Texas acquired

ROW

for highway purposes a fee simple interest in certain lands, described in Exhibit A and recorded in Volume 371, at Page 356, and an easement interest encumbering certain lands, described in Exhibit B and recorded in Volume 370, at Page 586, Deed Records of Jefferson County, Texas.

PALNG Common Facilities Company, LLC (donor), a Delaware limited liability company, has agreed to donate sufficient funding, property, and services to provide for land acquisition and exchange of right of way, utility relocation, environmental assessments, schematics, plan specifications, and estimates, and construction and construction engineering necessary to construct a new segment of replacement highway, as described in Exhibit C, parallel to SH 87 in Jefferson County. The estimated donation is approximately \$58,392,358. The donor has agreed that, on completion of the realignment and construction of the new replacement highway facility for the portion of SH 87, it will convey to the state the fee simple interest for the new right of way. On acceptance of the new right of way, the Texas Department of Transportation (department) will convey the fee simple interest in a portion of, and release its easement granting a right to use, the existing highway right of way currently designated as SH 87. The donor and the state have entered into a 2009 Agreement to Accept Donation for Construction and Exchange of Right of Way and a 2022 Amended Agreement to Accept Donation and Exchange of Right of Way. The series of agreed transactions will provide for the construction of a new segment of highway on property owned by donor and the exchange of that segment for a parallel segment of highway in which the department has an ownership interest. As a result, the department will receive a new highway segment meeting all current specifications, and the donor will be able to pursue development of the property encumbered by the existing highway segment.

In accordance with Transportation Code, Chapter 202, Subchapter B, the Texas Transportation Commission (commission) may recommend the exchange of a surplus interest in real property as whole or partial consideration for another interest in real property needed by the state for highway purposes.

Transportation Code, § 201.206 authorizes the department to accept a donation in any form, including realty, personalty, money, materials, or services, for the purpose of carrying out its functions and duties.

This donation has been examined by department personnel, and the commission adopted Minute Order Number 111723 on February 26, 2009 acknowledging the acceptance of the donation. The department recommends issuance of this minute order to effect the purpose of the donation and to accomplish the exchange of the existing right of way for the new highway facility situated on the new highway alignment upon donor's completion and department's acceptance of the new highway facility.

The commission finds, that upon completion and acceptance of the new highway facility, the fee simple interest and the existing easement encumbering the existing right of way will no longer be needed for highway purposes, will be surplus, and should be removed from the state highway system. It would then be proper and correct that the state convey and release its right, title, and interest in the fee simple interest and in the easement encumbering the existing right of way to the donor in exchange and as consideration for the conveyance of the fee simple interest for the new highway alignment to the state.

IT IS THEREFORE ORDERED, in consideration of the foregoing premises and in accordance with Transportation Code, Chapter 202, Subchapter B, that, when PALNG Common Facilities Company, LLC, at its sole expense, completes construction of the new highway facility to the satisfaction of the department and conveys the fee simple interest in the land described in Exhibit C to the state, the designation of the existing right of way as part of the state highway system is cancelled and the surplus fee simple and easement interests are no longer needed for highway or public transportation purposes.

IT IS FURTHER ORDERED that the commission recommends that, on donor's completion of the foregoing requirements, subject to approval by the attorney general, the governor of Texas execute proper instruments conveying and releasing all of the state's right, title, and interest in the land described in Exhibit A and in the easement encumbering the land described in Exhibit B to PALNG Common Facilities Company, LLC, a Delaware limited liability company, in exchange and as consideration for the conveyance to the state of the fee simple interest in the new highway alignment as described in Exhibit C.

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

**c. Reports**

**(1) Compliance Division report**

Note: Confidential report to commission.

**(2) Environmental Report - Consider the acceptance of the report on projects being processed under the procedures of Transportation Code, Chapter 201, Subchapter I-1 (Report)**

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

**d. Finance**

**(1) Central Texas Turnpike System Bonds - Consider approving the Ninth Supplemental Indenture authorizing the issuance of one or more series of Central Texas Turnpike System (CTTS) revenue refunding bonds to refund all or any portion of the outstanding CTTS bonds, the documents relating to such bonds including any additional supplemental indentures necessary to comply with the CTTS master trust indenture, and the refinancing or remarketing of certain outstanding CTTS bonds without incurring additional debt and without extending the final maturity if financial market conditions are favorable for refinancing; and designating department officials to take all actions necessary to deliver the bonds (MO)**

116268  
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 toll revenue obligations to finance and refinance a portion of the costs of the system (system bonds), composed of the SH 130, SH 45 N, Loop 1, and SH

45 SE project elements, described above, pursuant to an "Indenture of Trust" dated July 15, 2002 (master indenture) and eight supplemental indentures. Any terms not otherwise defined in this order have the meaning given in the master indenture as supplemented by the ninth supplement, defined below.

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

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

The master indenture, together with the "Ninth Supplemental Indenture of Trust" (ninth supplement), prescribes the terms, provisions and covenants related to the proposed issuance of refunding bonds in one or more series with such name, series designation and other terms and provisions as provided in the ninth supplement and each related award certificate so long as the issuance of such refunding bonds results in any of the following: (i) a net present value debt service savings of not less than 3% of the system bonds refunded, (ii) provides long-term fixed rates for refunded variable rate obligations, (iii) alternative variable rate financing for refunded variable rate obligations, (iv) variable rate refinancing of fixed rate obligations or (iv) any combination thereof.

Under the ninth supplement, a chief financial officer, as defined in the ninth 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 conduct a tender offer for outstanding and defeased bonds as well as determine the method of sale for each series of refunding bonds as well as the price, lien status, other terms of each series of the refunding bonds and any tender offer of outstanding and defeased bonds, as prescribed in each award certificate in accordance with the ninth supplement.

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

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

In accordance with the master indenture and each supplemental indenture, a chief financial officer, on behalf of the commission, is authorized to designate the trustee for each series of bonds and is further authorized to remove and replace the trustee for outstanding system bonds in compliance with the requirements of the master indenture and each

supplemental indenture if such change is determined by such chief financial officer to be in the best interest of the system.

The commission has also determined it to be in the best interest of the state to remarket or refund the commission's Central Texas Turnpike System First Tier Revenue Refunding Put Bonds, Taxable Series 2020- B (the "Series 2020-B Bonds") that are subject to mandatory tender on August 15, 2022.

IT IS THEREFORE ORDERED by the commission that the chairman of the commission and executive director of the department are authorized and directed to execute and deliver each series of the refunding bonds and such other documents and certificates necessary or appropriate to carry out the intent of this order and a chief financial officer, on behalf of the commission, is authorized and directed to execute and deliver the ninth supplement, any additional supplemental indentures, each bond purchase agreement (including any forward or delayed delivery bond purchase agreements), escrow agreements, tender offer agreements, paying agent/registrars agreements, award certificates and similar or other agreements necessary or appropriate for each series of the refunding bonds (collectively, program documents), in the form approved by a chief financial officer or in substantially the form previously approved by the commission in connection with the outstanding system bonds are approved, 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, continuing covenant agreements, purchase agreements, tender agent agreements, calculation agent agreements and similar or other agreements necessary or appropriate for any variable rate refunding bonds (collectively, variable rate documents), and the variable rate documents in the form approved by a chief financial officer or in substantially the form previously approved by the commission in connection with outstanding system bonds are approved, as applicable, with such changes as the chief financial officer executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents. Pursuant to the foregoing authority, the chief financial officer is authorized to approve specific terms of, execute and deliver, and terminate or amend, in accordance with its terms, variable rate documents in the form of a "credit agreement," as defined by Section 1371.001(1), Government Code; provided, however, that any variable rate document executed in the form of a credit agreement shall (i) be in a maximum aggregate principal amount not to exceed the outstanding aggregate principal amount of the bonds to which such credit agreement relates, (ii) be for a term that does not exceed the final maturity date of the bonds to which such credit agreement relates, (iii) provide that any payments thereunder shall not bear interest at a rate that exceeds the maximum rate allowed by law, (iv) be payable from and secured by sources identified in the supplemental indenture that authorized the issuance of the bonds to which such credit agreement relates, (v) be executed with a counterparty whose credit is rated investment grade by a nationally recognized statistical rating organizations, and (vi) be executed and delivered before the first anniversary of the date of this order.

IT IS FURTHER ORDERED by the commission that any necessary notices and ancillary documents in connection with the issuance of each series of the refunding bonds, any tender offer, any remarketing, any additional supplemental indentures, any change in trustee, the program documents, the variable rate documents are hereby approved, and 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, may approve such approval to be conclusively evidenced by delivery 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. Disclosure documents are approved for distribution in connection with any tender offer program for outstanding and defeased bonds in such form as a chief financial officer, on behalf of the commission, may approve.

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

IT IS FURTHER ORDERED by the commission that each 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 2020-B Bonds in the same or different interest rate modes or different subseries as authorized by the eighth supplement authorizing the Series 2020-B Bonds including any remarketing agreements, purchase agreements, tender agent agreements, calculation agent agreements and similar or other agreements related to any such remarketing. Each chief financial officer, on behalf of the commission, is authorized to take all other actions necessary in connection with any remarketing of the Series 2020-B Bonds.

(2) State Highway Fund Bonds - Consider approving the Tenth 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, and the refinancing or remarketing of certain outstanding State Highway Fund revenue bonds without incurring additional debt and without extending the final maturity if financial market conditions are favorable for refinancing; and designating department officials to take all actions necessary to deliver the bonds (MO)

116269  
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 tenth supplement, as hereinafter defined.



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

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

The commission has determined it to be in the best interest of the state 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 “Tenth 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” (tenth supplement) prescribes the terms, provisions and covenants related to the issuance of refunding bonds in one or more series, from time to time, with such title and series designation as set forth in the tenth 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 tenth supplement, the department representative, as defined in the tenth supplement, includes the chief financial officer of the Texas Department of Transportation (department) and the director of the project finance, debt and strategic contracts division of the department. The department representative 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 tenth supplement.

Under the tenth 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 tenth supplement and to provide for the management and administration of

the highway fund and any other funds and accounts established and maintained in connection with or related to such obligations.

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

The commission understands that official statements, remarketing memoranda, or other offering documents (collectively, official statements) will be distributed in connection with the public offering of the bonds, including 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, including remarketed variable rate bonds.

IT IS THEREFORE ORDERED by the commission that the chairman of the commission and the executive director of the department are authorized and directed to execute and deliver each series of bonds and such other documents and certificates as are necessary or appropriate to carry out the intent of this order and each department representative, on behalf of the commission, is authorized and directed to execute and deliver the tenth supplement, any bond purchase contract (including any forward or delayed delivery 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 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, 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 parity debt are approved, as applicable, with such changes as the department representative executing the same may approve, such approval to be conclusively evidenced by execution of the variable rate documents. Pursuant to the foregoing authority, the department representative is authorized to approve specific terms of, execute and deliver, and terminate or amend, in accordance with its terms, variable rate documents in the form of a "credit agreement," as defined by Section 1371.001(1), Government Code; provided, however, that any variable rate document executed in the form of a credit agreement shall (i) be in a maximum aggregate principal amount not to exceed the outstanding aggregate principal amount of the bonds to which such credit agreement relates, (ii) be for a term that does not exceed the final maturity date of the bonds to which such credit agreement relates, (iii) provide that any payments thereunder shall not bear interest at a rate that exceeds the maximum rate allowed by law, (iv) be payable from and secured by sources identified in the supplemental resolution that authorized the issuance of the bonds to which such credit agreement relates, (v) be executed with a counterparty whose credit is rated investment grade by a nationally recognized statistical

rating organizations, and (vi) be executed and delivered before the first anniversary of the date of this order.

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

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

IT IS FURTHER ORDERED by the commission that official statements are approved for distribution in connection with the public offering and sale of each series of bonds, including remarketed variable rate bonds, in such form as 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, including remarketed variable rate bonds, and to deem final the preliminary form of each official statement for purposes of Rule 15c2-12 of the Securities and Exchange Commission (rule) with such omissions as permitted by the rule.

IT IS FURTHER ORDERED by the commission that it delegates authority to each department representative to act on behalf of the commission to make all disclosure filings and submit reports relating to the bonds, including continuing disclosure reports, without further action by the commission.

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.

(3) Texas Mobility Fund Bonds - Consider approving the Fourteenth 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, and the refinancing or remarketing of certain outstanding Texas Mobility Fund bonds without incurring additional debt and without extending the final maturity if financial market conditions are favorable for refinancing; and designating department officials to take all actions necessary to deliver the bonds (MO)

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

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

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

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

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

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

Under the fourteenth supplement, each department representative is authorized to conduct a tender offer for outstanding and defeased bonds as well as price all or a portion of the bonds with various interest rate and other structures including variable rate bonds, put bonds,

index bonds and others, which may require the use of liquidity providers, credit providers, tender agents, remarking agents, calculation agents and other entities performing various functions in connection with any such interest rate structures or tender offers.

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

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

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

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

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

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

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

(4) Highway Improvement General Obligation Bonds - Consider approving the Sixth 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, and the refinancing of certain outstanding HIGO bonds without incurring additional debt and without extending the final maturity if financial market conditions are favorable for refinancing; and designating department officials to take all actions necessary to deliver the bonds (MO)

116271  
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 sixth supplement, as hereinafter defined.

Section 49-p, Article III of the Texas Constitution (constitutional provision), Section 222.004, Transportation Code and other applicable law, including Government Code Chapters

1207 and 1371, authorize the commission to issue Highway Improvement General Obligation bonds, notes and other public securities (general obligation bonds) and to enter into credit agreements. The commission may issue general obligation bonds for one or more of the following purposes: 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) to refund outstanding bonds.

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

The master resolution, together with the "Sixth Supplemental Resolution to the Master Resolution Establishing the Texas Transportation Commission Highway Improvement General Obligation Financing Program" (sixth 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 sixth 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 sixth supplement, the "department representative," as defined in the sixth supplement, includes the chief financial officer of the department and the director of the project finance, debt and strategic contracts division of the department. The department representative is authorized to determine the method of sale for the refunding bonds, and shall further determine such price, interest rate or rates, such terms of the refunding bonds and any tender offer of outstanding and defeased bonds, as prescribed in each award certificate in accordance with the sixth supplement.

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

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

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

the department representative, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the program documents.

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

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

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

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



obligation financing program established by the master resolution, the sixth supplement, the program documents, and the variable rate documents.

**e. Transportation Planning**

**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)**

116272  
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 RTC has also identified changes to the list of previously-approved projects, which are shown in Exhibit B. A summary of funds associated with the SH 121 work program is set forth in Exhibit C, 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 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. The commission also concurs with the changes to the list of previously-approved projects as shown in Exhibit B.

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

**g. Speed Zones**

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

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

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

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

Exhibit A lists construction speed zones in effect when signs are displayed within construction projects. The completion and/or acceptance of each project shall cancel the

provision of this minute order applying to said project and any remaining construction speed zone signs shall be removed.

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

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

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

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

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

**ITEM 16. 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 on the Imperial sinkhole on FM 1053 from private citizens Tommy Ervin, Schuyler Wight, and Wayne Tinkler. The commission received no further comments.

Commissioner Ryan motioned adjournment and Commissioner Vaughn seconded the motion. The commission voted 4 - 0 to adjourn. The regular meeting of the Texas Transportation Commission was adjourned at 12:36 p.m.

APPROVED by the Texas Transportation Commission on July 12, 2022:



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

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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 June 23, 2022, in Austin, Texas.



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Nicole Lawson, Commission Chief Clerk

