

THE STATE OF TEXAS §

COUNTY OF CAMERON §

BE IT REMEMBERED on the 29th day of June 2011, there was conducted a Special Meeting of the Cameron County Regional Mobility Authority, at the Joe G. Rivera and Aurora de la Garza County Annex, thereof, in San Benito, Texas, for the purpose of transacting any and all business that may lawfully be brought before the same.

THE BOARD MET AT:

11:00 A.M.

PRESENT:

DAVID E. ALLEX
CHAIRPERSON

MICHAEL SCAIEF
DIRECTOR

DAVID N. GARZA
DIRECTOR

DIRECTOR

RUBEN GALLEGOS, JR.
DIRECTOR

JOHN WOOD
DIRECTOR

MARK ESPARZA
DIRECTOR

Secretary

YOLANDA VILLALOBOS
ABSENT

ABSENT

ABSENT

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The meeting was called to order by Chairman David E. Allex at 11:02 A.M. At this time, the Board considered the following matters as posted and filed for Record in the Office of the County Clerk on this June 24, 2011, at 1:53 P.M.

AGENDA

Special Meeting of the Board of Directors of the Cameron County Regional Mobility Authority

**Joe G. Rivera and Aurora de la Garza County Annex
1390 W. Expressway 77
San Benito, Texas 78586**

Wednesday, June 29, 2011

11:00 AM

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS
On: Jun 24, 2011 at 01:53P

I. Public Comments

Joe G. Rivera
County Clerk
By
Hilda Perez, Deputy
Cameron County

CONSENT ITEMS:

All Items under the Consent Agenda are heard collectively unless opposition is presented, in which case the contested item will be considered, discussed and appropriate action taken separately.

II. Consideration and Approval of the Minutes for June 6, 2011 Special Meeting

III. Consideration and Approval of the Financial Services Agreement and Amended and Restated Continuing Disclosure Agreement between the Cameron County Regional Mobility Authority and Estrada Hinojosa and Company, Inc.

ACTION ITEMS:

IV. Consideration and Approval of Change Order No. 6 for the SH 550 Project

V. Consideration and Approval of Change Order No. 7 for the SH 550 Project

VI. Consideration and Approval of Supplemental No. 8 to Work Authorization No. 8 with HNTB for the West Rail Relocation Project

VII. Consideration and Approval of Work Authorization No. 50 with HNTB for the SH 550 Direct Connectors Pass Through Toll Agreement Negotiations

VIII. Consideration and Approval of Work Authorization No. 1 with Cruces Y Puentes Internacionales regarding the Bi-National Development Study between the Republic of Mexico, the State of Tamaulipas, the City of Matamoros, Cameron County and the Cameron County Regional Mobility Authority

IX. Discussion Regarding the SH 550 Traffic & Revenue Report

X. Discussion and Status of the Transportation Reinvestment Zone

- XI. Discussion Regarding the Amount of State and Federal Grants Received to Date**
- XII. Discussion Regarding the Cameron County Regional Mobility Authority System Map**
- XIII. Discussion Regarding Sources of Funding for Cameron County Regional Mobility Authority Projects**
- XIV. Discussion Regarding Status of Cameron County Regional Mobility Authority Projects**
- XV. Discussion Regarding Spreadsheet of Funds Needed Per Project**
- XVI. Discussion Regarding Action Needed for Cameron County Regional Mobility Authority Projects**
- XVII. Discussion Regarding the Update of the Cameron County Regional Mobility Authority Strategic Plan**
- XVIII. Discussion Regarding a Marketing Plan for the Cameron County Regional Mobility Authority**
- XIX. Discussion Regarding Financing Needed for Projects within the next Thirty (30) Months**
- XX. Consideration and Authorization to develop and issue Request for Proposals for Property, Casualty, Windstorm and Hail Coverage of Cameron County Regional Mobility Authority Assets**
- XXI. Discussion Regarding Training and Courses offered by the International Bridge, Tunnel and Turnpike Association (IBTTA)**

EXECUTIVE SESSION ITEMS:

XXII. Executive Session

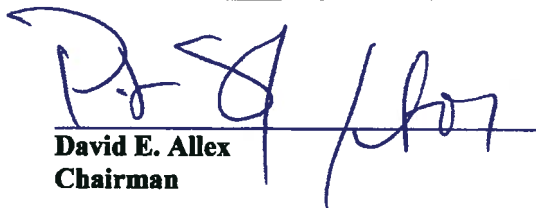
- A. Consultation with, and advice from Legal Counsel concerning negotiations and related contract issues regarding the Cameron County Regional Mobility Authority's Comprehensive Development Agreement, Pursuant to V.T.C.A. Government Code, Section 551.071 (2)**

XXIII. Action Relative to Executive Session

- A. Possible Action**

XXIV. Adjournment

Signed this 24th day of June, 2011


David E. Alex
Chairman

PUBLIC COMMENTS

I. PUBLIC COMMENTS

None were presented.

CONSENT ITEMS

ALL ITEM(S) UNDER THE CONSENT RMA AGENDA ARE HEARD COLLECTIVELY UNLESS OPPOSITION IS PRESENTED, IN WHICH CASE THE CONTESTED ITEM WILL BE CONSIDERED, DISCUSSED AND APPROPRIATE ACTION TAKEN SEPARATELY

II. Consideration and Approval of the Minutes for June 6, 2011 Special Meeting

Director Gallegos made a motion to approve, with corrections, the Minutes for June 6, 2011 Special Meeting. The motion was seconded by Director Esparza and carried unanimously.

III. Consideration and Approval of the Financial Services Agreement and Amended and Restated Continuing Disclosure Agreement between the Cameron County Regional Mobility Authority and Estrada Hinojosa and Company, Inc.

Director Gallegos made a motion to approve the Financial Services Agreement and Amended and Restated Continuing Disclosure Agreement between the Cameron County Regional Mobility Authority and Estrada Hinojosa and Company, Inc. The motion was seconded by Director Esparza and carried unanimously.

The Agreement is as follows:

ACTION ITEMS

IV. Consideration and Approval of Change Order No. 6 for the SH 550 Project

Mr. Richard Ridings, with HNTB, explained to the Board the need for this Change Order. Mr. Pete Sepulveda, Jr., RMA Coordinator advised the Board that it was Staff's recommendation for approval of the Change Order.

Director Scaief made a motion to approve Change Order No. 6 for the SH 550 Project. The motion was seconded by Director Garza and carried unanimously.

The Change Order is as follows:

V. Consideration and Approval of Change Order No. 7 for the SH 550 Project

Mr. Richard Ridings, with HNTB, explained the need for this Change Order. Mr. Pete Sepulveda, Jr., RMA Coordinator advised the Board that Staff's recommendation was for approval of the Change Order.

Director Garza made a motion to approve Change Order No. 7 for the SH 550 Project. The motion was seconded by Director Esparza and carried unanimously.

The Change Order is as follows:

VI. Consideration and Approval of Supplemental No. 8 to Work Authorization No. 8 for the West Rail Relocation Project

Mr. Richard Ridings, with HNTB, explained the need for the Work Authorization. Mr. Pete Sepulveda, Jr., RMA Coordinator advised the Board that this should take us to the completion of construction on December 2011.

Director Scaief made a motion to approve Supplemental No. 8 to Work Authorization No. 8 for the West Rail Relocation Project. The motion was seconded by Director Garza and carried unanimously.

The Supplement is as follows:

Vice-Chairman Wood arrived to the meeting at 11:19 A.M.

VII. Consideration and Approval of Work Authorization No. 50 with HNTB for the SH 550 Direct Connectors Pass Through Toll Agreement Negotiations

Mr. Richard Ridings, with HNTB, introduced the item and advised the Board about the purpose and need for this Work Authorization. Mr. Pete Sepulveda, Jr., RMA Coordinator stated that the Texas Transportation Commission awarded \$25.5 Million in Pass Through Funding for the SH 550 Direct Connectors and that the Cameron County Regional Mobility Authority needed to negotiate a Pass Through Agreement with the Texas Department of Transportation (TxDOT). Mr. Sepulveda further stated that Staff was working with TxDOT to extend the project limits from Baker Road to Old Alice Road. HNTB would be working with Estrada Hinojosa and Company, Inc. during the financing of the project as well.

Director Garza made a motion to approve Work Authorization No. 50 with HNTB for the SH 550 Direct Connectors Pass Through Toll Agreement Negotiations. The motion was seconded by Director Scaief and carried unanimously.

The Work Authorization is as follows:

VIII. Consideration and Approval of Work Authorization No. 1 with Cruces Y Puentes Internacionales regarding the Bi-National Development Study between the Republic of Mexico, the State of Tamaulipas, the City of Matamoros, Cameron County and the Cameron County Regional Mobility Authority.

Upon motion by Director Gallegos, seconded by Director Scaief and carried unanimously, this item was **TABLED**.

IX. Discussion Regarding the SH 550 Traffic & Revenue Report

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and went over the Traffic Report for SH 550. Mr. Sepulveda advised the Board that traffic was still symmetrical between southbound and northbound traffic. Mr. Sepulveda also informed the Board that there are over 1,000 trucks that on a daily basis are not utilizing the toll road. Mr. Sepulveda stated that some of those trucking companies are registered in the County's AVI System at the international bridges. A strong and aggressive marketing and out-reach program is needed to notify the trucking companies of the benefits of using the toll road.

Director Gallegos made a motion to acknowledge the SH 550 Traffic & Revenue Report as presented. The motion was seconded by Director Wood and carried unanimously.

X. Discussion and Status of the Transportation Reinvestment Zone

Mr. Richard Ridings, with HNTB, introduced the item and advised the Board of the existing Transportation Reinvestment Zone (TRZ) that was approved by the Cameron County Commissioners Court on December 2010. Mr. Ridings went over the permitted uses under the new legislation as well as an estimate of a net present value revenues of the entire zone. Mr. Ridings explained that the TRZ revenues arise if in the future there is an increase in tax valuation from the base year of 2010. A discussion and questions and answers ensued between the Board, GEC and Staff on the Transportation Reinvestment Zone.

Director Gallegos made a motion to acknowledge the Status of the Transportation Reinvestment Zone Report as presented. The motion was seconded by Director Wood and carried unanimously.

XI. Discussion Regarding the Amount of State and Federal Grants Received to Date

Mr. Pete Sepulveda, Jr., RMA Coordinator advised the Board on the amount of state and federal funds received to date on various projects. Mr. Richard Ridings, with HNTB, stated that the Cameron County Regional Mobility Authority has accomplished what very few governmental entities have in securing the amount of state and federal grants. Mr. Ridings stated that it was unheard of to be able to secure the amount of grant funds the Cameron County Regional Mobility Authority has secured.

Director Gallegos made a motion to acknowledge the Report on the Amount of State and Federal Grants Received to Date as presented. The motion was seconded by Director Garza and carried unanimously.

XII. Discussion Regarding the Cameron County Regional Mobility Authority System Map

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced this item and went over the Cameron County Regional Mobility Authority latest revised System Map and explained to the Board the difference from previous System Maps. Mr. Sepulveda went over the legend provided in the System Map that includes the Cameron County Regional Mobility Authority projects.

Director Garza made a motion to acknowledge the Report Regarding the Cameron County Regional Mobility Authority System Map as presented. The motion was seconded by Director Wood and carried unanimously.

XIII. Discussion Regarding Sources of Funding for Cameron County Regional Mobility Authority Projects

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and went over a list of funding sources available to the Cameron County Regional Mobility Authority. Mr. Sepulveda explained each of the funding sources and how they could be incorporated into financing of the Cameron County Regional Mobility Authority Projects. See attached list provided to the Board of Directors.

A discussion and questions ensued between the Board, Staff and the GEC. Mr. Ridings, with HNTB, explained the purpose of the National Infrastructure Bank and the TIFIA loans funding sources. Mr. Dave Gordon, with Estrada Hinojosa and Company, Inc., mentioned how State Infrastructure Bank (SIB) Loans and Pass Through Funds could be incorporated into project financing.

Director Gallegos made a motion to acknowledge the Report Regarding Sources of Funding for Cameron County Regional Mobility Authority Projects as presented. The motion was seconded by Director Wood and carried unanimously.

The list is as follows:

XIV. Discussion Regarding Status of Cameron County Regional Mobility Authority Projects

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and provided a detailed Report on each Cameron County Regional Mobility Authority Project. Below is the status update of every project:

Olmito Switchyard Expansion, Phase II. This project is in the bidding phase. Mr. Sepulveda stated that there were six general contractors that attended the pre-bid conference and that construction should take six months to complete. The bids are due on the 14th of July and a full report will be given to the Board once bids are received.

West Rail Relocation Project. Mr. Sepulveda advised the Board that the project was approximately 30% complete. He stated that Staff was still trying to work out issues with the Department of Homeland Security (DHS) related to additional fencing, lighting and gates that DHS was requesting. He informed the Board that the conservation easement with the Corp of Engineers (COE) was being coordinated with the COE and that it was part of the General Contractor's responsibility. He further stated that there are on-going everyday issues that arise with Mexico but that those issues are worked out daily or weekly. Mr. Sepulveda advised the Board on an issue with the Mexican Section of the International Boundary and Water Commission (IBWC), but he mentioned that the U.S. Section of the IBWC had viewed the construction on the U.S. side and had no issues with the construction method that was being utilized at the Rio Grande River.

SH 550 Port Spur Project. Mr. Sepulveda advised the Board that the project was 45% complete and that the construction completion date was December 2012. He informed the Board that the site excavation and site preparation was almost complete. The mangrove seeds were lost with the freeze and that there was a request by the Contractor for an extension for the second seed collection to be able to plant in the Spring of 2011. An extension has been requested from the Corps of Engineers. The conservation easement request is also at the Corps of Engineers pending their review. Mr. Sepulveda provided the Board with a detailed project schedule that is attached.

Veterans International Bridge Expansion Project. Mr. Sepulveda illustrated a schematic to the Board and described the toll plaza areas both, in the U.S. and in Mexico and explained to the Board the reason and need for the expansion. Mr. Sepulveda stated that no improvements would be needed for operations for Customs and Border Protection since the infrastructure was already in place. He advised the Board of the status of the project on the Mexican side and that construction on the U.S. side had begun on June 6th of this year. Mr. Sepulveda stated that they will continue to coordinate the project with Customs and Border Protection and Mexico. Mr. Sepulveda also mentioned that Mexico's project includes three overpasses along the route to the bridge.

Spur 56 Overpass and Lily County Road Underpass. Mr. Sepulveda informed the Board that both the overpass and the underpass would be let by the Texas Department of Transportation (TxDOT) on July 8, 2011. Construction on the project would start sometime in the Fall of 2011. Mr. Sepulveda advised the Board that the construction for the project was fully funded by TxDOT. Mr. Sepulveda told the Board that once the project is let he would provide the Board with the low bid information.

SH 550 Direct Connectors. Mr. Sepulveda passed out maps and aerials of the proposed direct connectors. Mr. Richard Ridings, with HNTB, illustrated the location the connectors would be constructed at. Mr. Sepulveda advised the Board that the Texas Transportation Commission awarded \$25.5 million of Pass Through Funding for this particular project. Mr. Sepulveda went over the project limits and advised the Board that Staff was working with the Texas Department of Transportation (TxDOT) District Staff in Pharr to extend the project limits to Old Alice Road. He mentioned that on July 11th the negotiations with TxDOT will take place via a meeting or conference call. Mr. Jody Ellington, TxDOT District Staff, stated that if the negotiations are successful on July 11th, the agreement would be presented to the Texas Transportation Commission on their July 2011 Commission Meeting. Mr. Sepulveda stated that financing was a high priority if we were going to be under construction by January 2012. He stated that this project was environmentally cleared, right of way in place and the project was designed and engineered. Mr. Sepulveda stated that an Investment Grade Study was necessary to proceed with financing and that the Cameron County Regional Mobility Authority also had to do an RFP for Construction Management Services. Mr. Sepulveda stated that Staff would be in

direct communication with TxDOT and the Cameron County Regional Mobility Authority's Financial Advisor's and GEC to move the project along a schedule that would have commencement of construction by January 2012. Mr. Sepulveda stated that Mr. Dave Gordon, with Estrada Hinojosa and Company, Inc., would provide more detail on another agenda item.

U.S. 77. Mr. Sepulveda advised the Board that Board Director Wood and Cameron County Regional Mobility Authority Staff had met with the County Judge in Kleberg County and a Kleberg County Commissioner to discuss improvements on U.S. 77. Mr. Sepulveda stated that there is another meeting pending on July 5th and that the Texas Department of Transportation's Pharr District Engineer and the Corpus Christi District Engineer will attend the meeting. Mr. Sepulveda stated that he would inform the Board at the next meeting on the outcome of the meeting.

SH 32 (East Loop). Mr. Sepulveda gave the Board a detailed update and status of the project. He illustrated the conceptual alignment on a map, both for the West Segment and East Segment. Mr. Sepulveda stated that the project was broken into two segments, the West Segment starting at the Veterans International Bridge and ending at Paloma Blanca Road and the East Segment began at Paloma Blanca Road and ended at the Port of Brownsville. He stated that the document for the West Segment had been submitted to the TxDOT District office and to TxDOT ENV and that the Cameron County Regional Mobility Authority was currently addressing comments from the Texas Department of Transportation's (TxDOT) Environmental Division in Austin. The East Segment had been submitted to the District office and we addressed their comments and resubmitted the document on the 24th of June. TxDOT ENV will submit to the Federal Highway Administration (FHWA) accordingly when EA documents are sufficient to forward. Mr. Sepulveda informed the Board of a meeting with the U.S. Fish & Wildlife Service (USFWS) to go over the Cameron County Regional Mobility Authority's Projects. Mr. Sepulveda stated that on the East Loop there are several big issues that require coordination with USFWS. One of those is the preparation of a Biological Assessment and whether to do one assessment for the entire project or do two assessments, one for each Segment which is what the Cameron County Regional Mobility Authority would prefer. USFWS requested one Biological Assessment but there was a discussion that if for any reason one Segment is delayed the entire project can be placed at risk. Cameron County Regional Mobility Authority will coordinate with the FHWA and the USFWS. A discussion with USFWS was also held on the locations of crossings for Ocelots for both Segments. Cameron County Regional Mobility Authority Staff and Consultants will coordinate with USFWS personnel. Mr. Sepulveda mentioned that we are pending a Work Authorization to incorporate the work being done by the Consultants into one and have the Cameron County Regional Mobility Authority's GEC oversee that work. Mr. Sepulveda stated that this was a very complicated project because it involved coordinating with the Department of Homeland Security on a temporary border fence and coordinating the permanent fence, dealing with the International Boundary and Water Commission (IBWC) in relocating their levee. Mr. Sepulveda mentioned that the relocation of the levee will be done within the Restricted Use Zone (RUZ) of the IBWC and that by treaty the levees between the U.S. and Mexico could be 2,300 feet apart. So in taking all coordination into consideration and adding the issues with USFWS made it a very complex project. Mr. Sepulveda mentioned that the agreement with TxDOT that the Cameron County Regional Mobility Authority executed must have construction on one of the Segments begin by April 2013. Mr. Sepulveda stated that after environmental clearance, right of way acquisition would be required as well. Mr. Sepulveda stated that there will be several relocations (homes) involved but that Staff, Commissioner Benavides and the Consultant had met with most of the property owners impacted by the relocations. After the right of way acquisition process, the project must be designed and engineered. Mr. Sepulveda stated that the Cameron County Regional Mobility Authority would stay focused and meet the April 2013 construction start schedule. Mr. Sepulveda also mentioned that an RFQ for Engineering Services would be needed in the future for this project.

General Brandt Road. Mr. Sepulveda mentioned that a categorical exclusion was prepared and is pending submittal to the Texas Department of Transportation District Office. Once submitted a determination will be made as to whether an Environmental Assessment will be required. Mr. Sepulveda mentioned that he continues to work with the District Office to identify funding for the project. Mr. Sepulveda illustrated in a map the project limits for the General Brandt Road Project.

SPI 2nd Access. Mr. Sepulveda stated that back in November 2009 the Draft Environmental Impact Statement had been submitted to the District Office for their review. Mr. Sepulveda stated that since then the 1,700 page DEIS document had been reviewed by the District Office and that the Cameron County Regional Mobility Authority had been

successful in getting the Texas Department of Transportation ENV and the Federal Highway Administration (FHWA) to agree to do a concurrent review on the document, thus saving 24 to 30 months on the process. Mr. Sepulveda stated that FHWA had circulated the DEIS to all cooperating agencies and that it was under the cooperating agencies review. Additionally, the FHWA's Legal Division was also reviewing the DEIS. Mr. Sepulveda stated that on a worst case scenario, we were looking at a public hearing date of February 2012 and environmental clearance of March 2013. Mr. Sepulveda informed the Board that although the Cameron County Regional Mobility Authority has not received an official request from FHWA, U.S. Fish & Wildlife Service (USFWS) stated that they would be requesting a 20 day extension on the review period. The deadline for comments is July 8th, unless the extension request from USFWS is made and FHWA grants the extension. Mr. Sepulveda assured the Board that concurrent to the environmental process, Cameron County Regional Mobility Authority Staff, the GEC and Financial Advisor are exploring all funding opportunities that are available to the Cameron County Regional Mobility Authority for this project.

West Parkway. Mr. Sepulveda mentioned that the Environmental Assessment had been submitted to the District Office, the Environmental Division and the Texas Department of Transportation's (TxDOT) Office of General Counsel. Staff and GEC are currently addressing comments. Mr. Sepulveda mentioned that one task that must be done before TxDOT proceeds with their review is to conduct a historical survey update on the project. Mr. Sepulveda stated that a Scope, Fee Schedule and Work Authorization would be brought to the Board at a future Board meeting. Mr. Sepulveda mentioned that in the meeting with USFWS the Ocelot crossings were discussed.

FM 803. Mr. Sepulveda passed out a Conceptual Map of the realignment for FM 803 that would connect Highway 100 with U.S. 77. Mr. Sepulveda stated that an RFQ is out for Environmental Assessment Services. Mr. Sepulveda stated that he was working with the Texas Department of Transportation in identifying funding for the construction phase of the project.

North Cameron County Switchyard. Mr. Sepulveda mentioned that Rio Valley Switching Company (RVSC) still switches and interchanges in downtown Harlingen and that when the agreement between Union Pacific Railroad, Cameron County, the City of Harlingen and the Cameron County Regional Mobility Authority was executed, all parties agreed to work together and plan the relocation of RVSC's switchyard to the north of downtown Harlingen. Additionally, the last phase of the project to relocate the downtown UP switchyard from Harlingen to Olmito involves straightening the curve on Commerce Street. A categorical exclusion is required. Mr. Sepulveda stated that at a future Board meeting he would take a Work Authorization to address the preparation of the categorical exclusion that would allow the Cameron County Regional Mobility Authority to submit the categorical exclusion to TxDOT.

Port Isabel Access Road. Mr. Sepulveda advised the Board that there was an RFP out for Engineering and Design Services for this project. Mr. Sepulveda stated that there was a Level II Environmental Report prepared and that the Cameron County Regional Mobility Authority could proceed to the design phase of the project.

Outer Parkway. Mr. Richard Ridings, with HNTB, went over the detailed report of findings for this project. Director Scaief disclosed for the record that he owned property along this future project. Chairman David E. Alex disclosed that he had listings in the area of the project.

281 Connector. Mr. Sepulveda stated that Cameron County Regional Mobility Authority Staff and the GEC were reviewing the schematic that was prepared for the Texas Department of Transportation. Once the review is complete Staff will proceed accordingly with the project.

Bi-National Development Plan. Mr. Sepulveda illustrated on a map the entire zone that the Bi-National Development Study would cover. Mr. Sepulveda mentioned that the federal government of Mexico, the State of Tamaulipas, the City of Matamoros, Cameron County and the Port of Brownsville were all on board on this project. Mr. Sepulveda stated that he will finalize the review of the scope and fee and proceed in placing the item back on the agenda for the Boards consideration.

Phase I of the Olmito Switchyard Expansion Project has been completed. Union Pacific is using the additional trackage that was constructed to be able to relocate and consolidate all switching operations for Union Pacific.

Port Access Road Project (new entrance into the Port of Brownsville) has been completed. The Port is utilizing the portion of the road from Old Highway 48 south.

Director Gallegos made a motion to acknowledge the Status of Funding for Cameron County Regional Mobility Authority Projects as presented by Staff. The motion was seconded by Director Wood and carried unanimously.

XV. Discussion Regarding Spreadsheet of Funds Needed Per Project

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and went over a spreadsheet that has each project listed, its cost estimate, status and funding sources available to the Cameron County Regional Mobility Authority. A discussion was held as well as questions from the Board were answered by Staff.

Director Gallegos made a motion to acknowledge the Report by Staff on the Spreadsheet of Funds Needed Per Project as presented. The motion was seconded by Director Wood and carried unanimously.

XVI. Discussion Regarding Action Needed for Cameron County Regional Mobility Authority Projects

Mr. Pete Sepulveda, Jr., RMA Coordinator went over and outlined the action needed per project. The particular action by project will be placed on future Board meeting agendas.

Director Gallegos made a motion to acknowledge the Report of Staff on the Action Needed for Cameron County Regional Mobility Authority Projects as presented. The motion was seconded by Director Wood and carried unanimously.

XVII. Discussion Regarding the Update of the Cameron County Regional Mobility Authority Strategic Plan

Director Gallegos made a motion to **TABLE** this item. The motion was seconded by Director Scaief and carried unanimously.

XVIII. Discussion Regarding a Marketing Plan for the Cameron County Regional Mobility Authority

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and went over with the Board the immediate need to do marketing on SH 550 to attract commercial customers that are not currently using the toll road. Mr. Sepulveda stated that there was a list of trucking companies that use the Bridge System that Staff can use to start reaching out to companies and explaining the benefits of using the toll roads. A discussion ensued with the Board on different ideas to market and sell TxTAGS, one of which is to have a portable facility along the SH 550 route where the Cameron County Regional Mobility Authority can sell the TxTAGS. Staff will look into the possibility of mobilizing some temporary unit and sell the tags. Staff will also look into the possibility of being able to sell the tags at the Stripes Stores. The Port of Brownsville has agreed to provide free use of office space so that the Cameron County Regional Mobility Authority can sell the TxTAG's as well. The Board was advised that out of 8,000 notices that were sent, 1,200 payments have been received. Mr. Ben Guerrero, with Breeden McCumber, Inc., gave the Board an update on on-going marketing efforts and short term activities that are planned including an event jointly with TTA on July 11th. Approaching and working with Amfels was also discussed. Mr. Sepulveda advised the Board that we also needed to start looking at marketing the Cameron County Regional Mobility Authority as a whole aside from the marketing and advertising efforts on SH 550.

Director Gallegos made a motion to authorize Staff to define scope needed for immediate marketing efforts and that Breeden McCumber, Inc., be utilized while going out for RFP's for Marketing and Advertising Services. The motion was seconded by Director Garza and carried unanimously.

XIX. Discussion Regarding Financing Needed for Projects within the next Thirty (30) Months

Mr. Dave Gordon, with Estrada Hinojosa and Company, Inc., went over funding scenarios and possibilities for financing the SH 550 Direct Connectors. Mr. Gordon explained the process of how Pass Through funding works and what the Cameron County Regional Mobility Authority must do to provide the financing needed for the SH 550 and East Loop Projects which are projects needing financing in the next 30 months. The SH 550 Project is much more advanced and will be ready to go to construction by January 2012. Mr. Gordon explained the need for an Investment Grade Study that needs to be prepared for the SH 550 financing. Mr. Gordon discussed in detail the financing scenarios for the East Loop Project discussing the possibilities of the overweight corridor fees as well. Mr. Gordon felt that we have good options and that we need to thoroughly look at all options but again emphasized the need for an Investment Grade Study.

Mr. Gordon will work with Staff and the GEC in putting the options together as well as preparing a financial plan to present to the Board.

Director Gallegos made a motion to acknowledge the report of the Financial Advisor for Financing Needed for Projects within the next Thirty (30) Months. The motion was seconded by Director Garza and carried unanimously.

XX. Consideration and Authorization to develop and issue Request for Proposals for Property, Casualty, Windstorm and Hail Coverage of Cameron County Regional Mobility Authority Assets

Mr. Pete Sepulveda, Jr., RMA Coordinator recommended to the Board that Staff be authorized to prepare an RFP for Property, Casualty, Windstorm and Hail Coverage for Cameron County Regional Mobility Authority Assets.

Director Scaief made a motion to authorize Staff to develop and issue Request for Proposals for Property Casualty, Windstorm and Hail Coverage of Cameron County Regional Mobility Authority Assets as presented. The motion was seconded by Director Wood and carried unanimously.

XXI. Discussion Regarding Training and Courses offered by the International Bridge, Tunnel and Turnpike Association (IBTTA)

Mr. Pete Sepulveda, Jr., RMA Coordinator advised the Board of upcoming trainings provided by the International Bridge, Tunnel and Turnpike Authority.

Director Wood made a motion to acknowledge Report by Staff on Training and Courses offered by the International Bridge, Tunnel and Turnpike Association (IBTTA). The motion was seconded by Director Esparza and carried unanimously.

EXECUTIVE SESSION ITEMS

Director Gallegos moved to go into Executive Session, the motion was seconded by Director Garza and carried unanimously, the Board met in Executive Session at 11:57 A.M. to discuss the following matter(s):

XXII. Executive Session:

- A. Consultation with, and advice from Legal Counsel concerning negotiations and related contract issues regarding the Cameron County Regional Mobility Authority's Comprehensive Development Agreement, Pursuant to V.T.C.A. Government Code, Section 551.071 (2)

Upon motion by Director Esparza seconded by Director Gallegos and carried unanimously, the Board reconvened into Regular Session at 12:42 P.M. to discuss the following matter(s):

XXIII. ACTION RELATIVE TO EXECUTIVE SESSION:

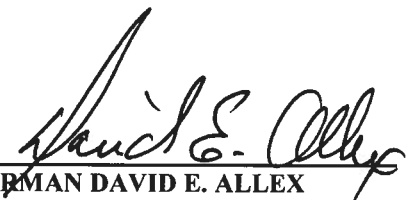
- A. Consultation with, and advice from Legal Counsel concerning negotiations and related contract issues regarding the Cameron County Regional Mobility Authority's Comprehensive Development Agreement, Pursuant to V.T.C.A. Government Code, Section 551.071 (2)

Director Esparza made a motion to acknowledge the report as presented by Legal Counsel in Executive Session. The motion was seconded by Director Garza and carried unanimously.

XXIV. ADJOURNMENT

There being no further business to come before the Board and upon motion by Director Scaief seconded by Director Wood and carried unanimously the meeting was **ADJOURNED** at 3:00 P.M.

APPROVED this 15th day of July, 2011.


CHAIRMAN DAVID E. ALLEX

ATTESTED:


SECRETARY RUBEN GALLEGOS, JR.

III. CONSIDERATION AND APPROVAL OF THE FINANCIAL SERVICES AGREEMENT AND AMENDED AND RESTATED CONTINUING DISCLOSURE AGREEMENT BETWEEN THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY AND ESTRADA HINOJOSA AND COMPANY, INC.

**AGREEMENT
FOR
FINANCIAL ADVISORY SERVICES
By and Between**

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(Hereinafter referred to as the "Issuer")**

And

ESTRADA HINOJOSA & COMPANY, INC.

It is understood that the Issuer will have under consideration from time to time the authorization and issuance of indebtedness in amounts and forms which cannot be determined and that in connection with the authorization, sale, issuance and delivery of such indebtedness of the Issuer, we have been requested to submit a proposal to provide professional services to the Issuer in the capacity of Financial Advisor. We are pleased to comply with this request and submit the following proposal for consideration. This proposal, if accepted by the Issuer, shall become the agreement (the "Agreement") between the Issuer and Estrada Hinojosa & Company, Inc. effective at the date of its acceptance as provided for herein below.

I.

This Agreement shall apply to any and all evidences of indebtedness or debt obligations that may be authorized and issued or otherwise created or assumed by the Issuer (hereinafter referred to collectively as the "Debt Instruments") from time to time during the period in which this Agreement shall be effective.

II.

We agree to provide our professional services and our facilities as Financial Advisor and agree to direct and coordinate all programs of financing as may be considered and authorized during the period in which this Agreement shall be effective and to assume and pay those Closing expenses set out in Appendix A, provided, however, that our obligations to pay expenses shall not include any costs incident to litigation, mandamus action, test case or other similar actions.

III.

We agree to perform the following duties normally performed by financial advisors and all other duties as, in our judgement, may be necessary or advisable:

1. We will conduct a survey of the financial resources of the Issuer to determine the extent of its capacity to authorize issue and service any Debt Instruments contemplated. This survey will include an analysis of any existing debt structure as compared with the existing and projected sources of revenues which may be pledged to secure payment of debt service and, where appropriate, will include a study of the trend of the assessed valuation, taxing power (if applicable) and present and future taxing requirements of the Issuer and, if appropriate, Cameron County. Where appropriate, this survey will also include an analysis of potential governmental funding sources such as financing programs offered by the Texas Department of Transportation. In the event revenues of existing or projected facilities operated by the Issuer are to be pledged to repayment of the Debt Instruments then under consideration, the survey

will take into account any outstanding indebtedness payable from the revenues thereof, and additional potential revenues, as reasonably projected by consulting engineers employed by the Issuer, resulting from improvements to be financed by the Debt Instruments under consideration. We will also take into account future financing needs and operations as projected by the Issuer's staff and consulting engineers or other experts, if any, employed by the Issuer.

2. On the basis of the information developed by the survey described above, and other information and experience available to us, we will submit to the Issuer our recommendations on the Debt Instruments under consideration including such elements as the date of issue, interest payment dates, schedule of principal maturities, portions of prior payment, security provisions, and any other additional provisions designed to make the issue attractive to investors. All recommendations will be based upon our professional judgement with the goal of designing Debt Instruments which can be sold under terms most advantageous to the Issuer and at the lowest interest cost consistent with all other considerations.

3. We will advise the Issuer of current bond market conditions, forthcoming bond issues and other general information and economic data which might normally be expected to influence interest rates or bidding conditions so that the date of sale of the Debt Instruments may be set at a time which, in our opinion, will be favorable.

4. We understand the Issuer has retained, or will retain, firms of municipal bond attorneys (the "Bond Counsel") whose fees will be paid by the Issuer. In the event it is necessary to hold an election to authorize the Debt Instruments then under consideration, we will assist in coordinating the assembly and transmittal to Bond Counsel of such data as may be required for the preparation of necessary petitions, orders, resolutions, ordinances, notices, and certificates in connection with the election.

5. We will recommend the method of sale of the Debt Instruments that, in our opinion, is in the best interest of the Issuer and will proceed, as directed by the Issuer, with one of the following methods:

a. Advertised Sale: We will supervise the sale of the Debt Instrument at a public sale in accordance with procedures set out herein.

b. Negotiated Sale: We will recommend one or more investment banking firms as managers of an underwriting syndicate for the purposes of negotiating the purchase of Debt Instruments and in no event will we participate either directly or indirectly in the underwriting of the Debt Instruments. We will collaborate with any senior managing underwriter selected and Counsel to the underwriters in the preparation of the Official Statement or Offering Memorandum. We will cooperate with the underwriters in obtaining any Blue Sky Memorandum and Legal Investment Survey, preparing the Bond Purchase Contract, Underwriters' Agreement and any other related documents. The costs thereof, including the printing of the documents, will be paid by the underwriters.

c. Private Placement: Upon authorization by the Issuer and acting in its behalf, we will place privately the Debt Instruments directly with institutional investors for a placement fee of \$7.50 per \$1,000 par value of Debt Instruments issued and placed, which fee will be in addition to the fees set forth in Appendix A attached hereto. We will prepare and provide to the prospective purchasers a Limited Offering Memorandum and other related documents.

6. When appropriate, we will advise financial publications of the forthcoming sale of the Debt Instruments and provide them with all pertinent information.

7. We will coordinate the preparation of the Notice of Sale and Bidding Instructions, Official Statement, Official Bid Form and such other documents as may be required. We will submit to the Issuer all such documents for examinations, approval and certification. After such examination, approval and certification, we will provide the Issuer with a supply of all such documents sufficient to its needs and will distribute by mail sets of the same to prospective bidders and to banks, life, fire and casualty insurance companies, investment counselors and other prospective purchasers of the Debt Instruments. We also provide sufficient copies of the Official Statement to the purchaser of the debt Instruments in accordance with the Notice of Sale and Bidding Instructions. The expenses associated with printing and distribution of these documents will be paid by the Issuer.

8. We will, after consulting the Issuer, arrange for such reports and opinions of recognized independent consultants we deem necessary and required for the successful marketing of the Debt Instruments.

9. Subject to the approval of the Issuer, we will organize and make arrangements for such information meetings as, in our judgement, may be necessary.

10. We will make recommendations to the Issuer as to the advisability of obtaining a credit rating, or ratings, for the Debt Instruments as, in our opinion, is required for submission to the appropriate company, institution or institutions. In those cases where the advisability of personal presentation of information to the rating agency, or agencies, may be indicated, we will arrange for such personal presentations. The expenses associated with the preparation of information and personal presentations will be paid by the Issuer.

11. We will make recommendations to the Issuer as to the advisability of obtaining municipal bond insurance or other credit enhancement, or qualifications for same, for the Debt Instruments and, when directed by the Issuer, we will coordinate the preparation of such information as, in our opinion, is required for submission to the appropriate company, institution or institutions. In those cases where the advisability of personal presentation of information to the appropriate company, institution or institutions may be indicated, we will arrange for such personal presentations. The expenses associated with the preparation of information and personal presentations will be paid by the Issuer.

12. We will assist the staff of the Issuer at any advertised sale of Debt Instruments in coordinating the receipt, tabulation and comparison of bids and we will advise the Issuer as to the best bid. We will provide the Issuer with our recommendations as to acceptance or rejection of such bid.

13. As soon as a bid for the Debt Instruments is accepted by the Issuer, we will proceed to coordinate the efforts of all concerned to the end that the Debt Instruments may be delivered and paid for as expeditiously as possible. We will assist the Issuer in the preparation or verification of final closing figures incident to the delivery of the Debt Instruments.

14. We will maintain liaison with Bond Counsel in the preparation of all legal documents pertaining to the authorization, sale and issuance of the Debt Instruments. Bond Counsel will provide an unqualified legal opinion as to the legality of the issuance of the Debt Instruments at the time of delivery.

15. If requested, we will counsel with the Issuer in the selection of a Paying Agent/Registrar for the Debt Instruments, and will assist in the preparation of agreements pertinent to these services and the fees incident thereto.

16. In the event formal verification by an independent auditor or any calculations incident to the Debt Instruments is required, we will make arrangements for such services.

17. We agree to do, or cause to be done, all work incident to pertaining of the Debt Instruments, obtaining approval, as may be required by the Attorney General, registration by the Comptroller of Public Accounts and delivery to the purchaser. The expenses associated with the printing of the debt instruments will be paid by the Issuer.

18. After the closing of the sale and delivery of the Debt Instruments, we will deliver to the Issuer a schedule of annual debt service requirements on the Debt Instruments. In coordination with Bond Counsel, we will assure that the Paying Agent/Registrar has been provided with a copy of the authorizing ordinance, order or resolution.

19. We will attend any and all meeting(s) of the governing body of the Issuer, its staff, representatives or committees as requested and at the Issuer's expense, at all times when we may be of assistance or service and the subject of financing is to be discussed.

20. We will advise the Issuer and its staff of changes, proposed or enacted, in Federal and State laws and regulations which would affect the municipal bond market.

21. We will work with the Issuer, its staff and any consultants employed by the Issuer in developing financial feasibility studies and analyzing alternative financing plans.

IV.

In addition to the services set out above, we agree to provide the following services when so requested:

1. We will provide our advice as to the investment of certain funds of the Issuer. We will, when so directed, purchase those investments authorized to be purchased and we will charge a normal and customary commission for each such transaction.

2. We will provide our advice and assistance with regard to exercising any call and/or refunding of any outstanding Debt Instruments.

3. We will provide our advice and assistance in the development of, and financing for, any capital improvement programs of the Issuer.

4. We will provide our advice and assistance in the development of the long-range financing plan of the Issuer.

5. We will provide any other financial planning services as may be requested by the Issuer.

V.

The fee due Estrada Hinojosa & Company, Inc. in accordance with Appendix A attached hereto, any other fees as may be mutually agreed and all expenses for which Estrada Hinojosa & Company, Inc. is entitled to reimbursement, shall become due and payable concurrently with the delivery of the Debt Instruments to the purchaser.

VI.

This agreement shall become effective at the date of acceptance by the Issuer set out herein below and remain in effect thereafter for a period of five years from the date of acceptance. Provided, however, this Agreement may be terminated with or without cause by the Issuer upon thirty (30) days' written notice. In the event of such termination, it is understood and agreed that only the amount due to Estrada Hinojosa & Company, Inc. for services provided and expenses incurred to the date of termination will be due and payable, including a pro rata share of the annual fee. No penalty will be assessed for termination of this Agreement. This Agreement is submitted in triplicate originals. When accepted by the Issuer, it, together with Appendix A attached hereto, will constitute the entire Agreement between the Issuer and Estrada Hinojosa & Company, Inc. for the purposes and the considerations herein specified. Acceptance will be indicated by the signature of authorized officials of the Issuer together with the date of acceptance on all three copies and the return of two executed copies to Estrada Hinojosa & Company, Inc.

VII.

We agree to maintain in full force and effect throughout the term of this agreement errors and omissions insurance in an amount not less than Two Hundred and Fifty Thousand Dollars and No Cents (\$250,000.00) and to furnish Issuer a duplicate policy of our errors and omissions insurance. We shall give Issuer a minimum of thirty (30) days written notice in the event of cancellation or material change in terms of our errors and omissions insurance.

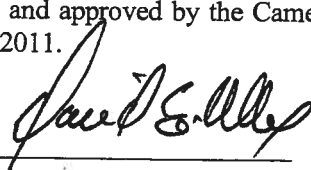
Respectfully submitted,

ESTRADA HINOJOSA & COMPANY, INC.

By: 
Authorized Representative

ACCEPTANCE CLAUSE

The above and foregoing is hereby in all things accepted and approved by the Cameron County Regional Mobility Authority, on this the 5 day of July, 2011.

By: 

ATTEST

(SEAL)

Appendix A

In consideration for the services rendered by Estrada Hinojosa, we will be paid an annual fee of \$30,000, paid in arrears, each year on the anniversary date of this contract. Should the Authority issue debt during any given contract year, the annual fee, or a pro rata share of it, will be reduced based on the fee for the issuance of debt as outlined below. In no case will we be paid less than the annual fee in any given contract year. Our fee for each issue of debt instruments will be as follows on any given transaction or issue:

Base Fee - Any Issue - \$4,550

Plus	\$	7.85	per \$1,000 up to	\$	500,000	or	\$	8,475	for \$500,000 Bonds
Plus		7.35	per \$1,000 next		500,000	or		12,150	for \$1,000,000 Bonds
Plus		4.20	per \$1,000 next		1,500,000	or		18,450	for \$2,500,000 Bonds
Plus		3.15	per \$1,000 next		2,500,000	or		26,325	for \$5,000,000 Bonds
Plus		2.35	per \$1,000 next		5,000,000	or		38,075	for \$10,000,000 Bonds
Plus		1.30	per \$1,000 next		10,000,000	or		51,075	for \$20,000,000 Bonds
Plus		1.05	per \$1,000 over		20,000,000				

It is also understood and agreed that we will charge, in addition to our Financial Advisory fee, a computer fee to be negotiated on a case-by-case basis.

Grant/Loan Programs – For financings involving grant or loan programs from governmental agencies like TxDOT, Estrada Hinojosa will charge an additional fee to be negotiated on a case-by-case basis.

Revenue Bond Issues – Fees for Revenue Bond Issues shall be the amount shown plus a 25% additional charge.

Refunding Issues – Fees for Refunding Issues shall be the amount shown plus a 25% additional charge.

For any issue of Advanced Refunding Bonds and/or other Debt Instruments involving Escrow Agreements, it is understood and agreed that we will charge, in addition to our Financial Advisory fee, a computer fee to be negotiated on a case-by-case basis.

Private Concession, Sale, Lease or Market Valuation – For transactions of the Authority resulting in the grant of a concession for the right to design, construct and finance a project by a private entity which also holds (or will hold) a leasehold interest in, or the right to, operate and retain resources from the project, EH will be paid a fee equal to 30.0 basis points (0.30%) times the total project costs including costs associated with construction, engineering, right-of-way acquisition (exclusive of donated property), and any up-front payments to the Authority up to the maximum amount of \$2,000,000.

In consideration for services unrelated to debt issuance, our fee will be as follows:

Principal/Senior Bankers	\$225 per hour
Other Professionals	\$150 per hour
Administrative Support	\$ 75 per hour

Estrada Hinojosa & Company, Inc. will bill the Issuer at Closing for each issue of Debt Instruments a Net Amount which will include a fee calculated on the above schedule as well as costs and expenses, where applicable, incurred on behalf of the Issuer for Bond Counsel (provided the Issuer has requested and that Estrada Hinojosa serve as its Agent in the payment of Bond Counsel fee), preparation, printing and distribution of the Notice of Sale, Official Statement, Uniform Bid Form or Private Placement Memorandum, independent consultants, information meetings, if any, presentation to rating agencies, rating fees and travel expenses to rating/insurance meetings, if any, printing of the Debt Instruments, and all appropriate costs and expenses can be paid out of the costs of issuing the debt instruments as such issues occur.

The payment of reimbursable expenses that we have assumed on behalf of the Cameron County RMA shall NOT be contingent on the delivery of debt instruments and shall be due at the time that services are rendered and payable upon receipt of an invoice with supporting documentation. We may choose, at our option, to wait until the issuance of debt to invoice for reimbursable expenses.

Incidental Costs

In view of the fees quoted above, Estrada Hinojosa will request that reasonable and actual travel and other expenses be reimbursed as authorized by the Issuer. Generally, such expenses will be associated with travel between the Authority and Dallas.

Amended and Restated
Continuing Disclosure Agreement

ESTRADA • HINOJOSA
INVESTMENT BANKERS

AMENDED AND RESTATED CONTINUING DISCLOSURE AGREEMENT

THIS AMENDED AND RESTATED CONTINUING DISCLOSURE AGREEMENT (this “Agreement”) is executed and delivered by the Cameron County Regional Mobility Authority (the “Authority”) and Estrada Hinojosa and Company, Inc. (the “Firm”) in its capacity as dissemination agent (“Dissemination Agent”) in connection with the issuance by the Regional Mobility Authority of municipal bonds.

Section 1. Purpose of Agreement. This Agreement is being executed and delivered by the Regional Mobility Authority for the benefit of holders and Beneficial Owners of the bonds issued by the Authority in order to permit the Underwriter to comply with the provisions of Rule 15c2-12 of the Securities Exchange Act of 1934, as amended, in connection with the public offering of bonds.

The Authority, in consideration of the mutual covenants herein contained and other good and lawful consideration, hereby covenants and agrees, for the sole and exclusive benefit of holders of bonds issued by the Hospital District, as follows:

Section 2. Defined Terms.

“Agreement” shall mean this Agreement as the same from time to time may be amended and supplemented in accordance with the terms hereof.

“Annual Information” shall mean the information specified in **Section 4** hereof.

“Beneficial Owner” shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as owner of any Bonds for federal income tax purposes.

“Bonds” shall mean municipal securities issued by the Cameron County Regional Mobility Authority.

“Dissemination Agent” shall mean Estrada Hinojosa & Company, Inc. so long as the Firm is under contract to serve as the Financial Advisor to the Authority. Upon termination of the Agreement to provide Financial Advisory services, the Agreement to provide disclosure services will also terminate.

“EMMA” shall mean the Electronic Municipal Market Access system maintained by the MSRB with a portal at <http://emma.msrb.org>.

“GAAP” shall mean generally accepted accounting principles as prescribed from time to time for governmental units by the Governmental Accounting Standards Board.

“GAAS” shall mean generally accepted auditing standards as in effect from time to time in the United States.

“Holder” shall mean any registered owner of the Bonds and for the purpose of Section 6 of the Agreement only, if registered in the name of DTC (or a nominee thereof) or in the name of any other entity (or a nominee thereof) that is a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended, any beneficial owner of Bonds.

“Issuer” shall mean the Cameron County Regional Mobility Authority.

“MSRB” shall mean the Municipal Securities Rulemaking Board, established in accordance with the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934, as amended. The current address of the MSRB is Suite 600, 1900 Duke Street, Alexandria, Virginia 22314; Facsimile: (703) 797-6700.

“Obligated Person” shall mean the person (including an issuer of separate securities) that is committed by contract or other arrangements structured to support payment of all or part of the obligations under the municipal securities.

“Official Statement” shall mean the Official Statement relating to the Bonds.

“Rating Agency” shall mean any nationally recognized rating service which has assigned a rating to the Bonds.

“Repository” shall mean each nationally recognized municipal securities repository within the meaning of Rule 15c2-12.

“Rule 15c2-12” shall mean Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended and as in effect on the date of this Agreement, including any official interpretations thereof issued either before or after the effective date of this Agreement which are applicable to this Agreement.

“State Depository” shall mean the state information depository for the State of Texas, if and to the extent it has been established and is in existence and operating as a state information depository within the meaning of Rule 15c2-12.

“Underwriter” shall mean the underwriter or underwriters that have contracted to purchase the Bonds from the Agency upon initial issuance.

Section 3. Obligations to Providing Continuing Disclosure.

(a) Obligations of the Regional Mobility Authority.

(i) The Authority, as the “obligated person,” hereby undertakes, for the benefit of the holders or Beneficial Owners of bonds issued by the Authority, to provide or cause to be provided at least annually and no later than 180 days after the end of each of its fiscal years, commencing with the 2010 fiscal year end, to EMMA, or any other filing system approved by the United States Securities and Exchange Commission, the Annual Information relating to such fiscal year.

(ii) The Authority, as the “obligated person,” hereby undertakes, for the benefit of holders or Beneficial Owners of bonds issued by the Authority, to provide or cause to be provided at least annually and no later than 180 days after the end of each of its fiscal years, commencing with the 2010 fiscal year end, audited financial statements of the Hospital District to EMMA, or any other filing system approved by the United States Securities and Exchange Commission, however, if audited financial statements are not then available, unaudited financial statement shall be provided no later than 180 days after the end of each of its fiscal years and the audited financial statements shall be delivered to EMMA, or any other filing system approved by the United States Securities and Exchange Commission, if and when they become available.

(iii) The Authority, as the “obligated person,” hereby undertakes, for the benefit of the holders or Beneficial Owners of bonds issued by the Authority, to provide to EMMA, in a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the following events with respect to any bonds issued by the Authority:

- A. Principal and interest payment delinquencies;
- B. Non-payment related defaults, if material;
- C. Unscheduled draws on debt service reserves reflecting financial difficulties;
- D. Unscheduled draws on credit enhancements reflecting financial difficulties;
- E. Substitution of credit or liquidity providers or their failure to perform;
- F. Adverse tax opinions, IRS notices or event affecting the tax status of the security;
- G. Modifications to rights of security holders, if material;
- H. Bond calls, if material;
- I. Defeasance;
- J. Release, substitution or sale of property securing repayment of the securities, if material; and,
- K. Rating changes.
- L. Tender offers;
- M. Bankruptcy, insolvency, receivership or similar event of the obligated person;
- N. Merger, consolidation, or acquisition of the obligated person, if material; and,
- O. Appointment of a successor or additional trustee, or the change of name of a trustee, if material; and,
- P. Issuance by the IRS of proposed or final determinations of taxability, Notice of Proposed Issue (IRS Form 5701 TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of security.

(iv) The Authority, as the “obligated person,” hereby undertakes, for the benefit of the holders or Beneficial Owners of bonds issued by the Authority, to provide to EMMA, in a timely manner not in excess of ten business days after the occurrence of the event, notice of any of the following voluntary event-based disclosures with respect to any bonds issued by the Authority:

- A. Amendment to continuing disclosure undertaking;
- B. Change in obligated person;
- C. Notice to investors pursuant to bond documents;
- D. Certain communications from the IRS;
- E. Secondary market purchases;
- F. Bid for auction rate or other securities;
- G. Capital or other financing plan;
- H. Litigation/enforcement action;
- I. Change of tender agent, remarketing agent, or other on-going party;
- J. Derivative or other similar transaction; and,
- K. Other event-based disclosure.

(v) The Authority, as the “obligated person,” shall notify the Firm of the occurrence of any of the events with respect to bonds issued by the Authority listed in **Section 3(a)(iii)** and **Section 3(a)(iv)** hereof, immediately upon becoming aware of the occurrence of any such event, but in any event, no later than noon of the next business day following the occurrence of any such event.

(b) **Dissemination Agent.** The Authority, as the “obligated person,” shall provide the Annual Information described in Section 3(a)(i) through Section 3(a)(iv) on or before the date specified to the Firm, in its capacity as Dissemination Agent, in order to submit the information to EMMA, or any other filing system approved by the United States Securities and Exchange Commission, in its capacity as Dissemination Agent in connection with the issuance by the Authority of municipal bonds. This arrangement will be in place while the Firm serves as Financial Advisor to the Authority. This Agreement may be terminated with or without cause by the issuer upon 30 days written notice.

(c) **Failure To Provide Annual Information.** The Firm, in its capacity as Dissemination Agent, agrees to provide or cause to be provided, in a timely manner, (a) to EMMA or (b) any filing system approved by the United States Securities and Exchange Commission, notice of failure by the Authority to provide the Annual Information described in **Section 3(a)(i) through Section 3(a)(iv)** on or prior to the date specified.

(d) **Termination or Modification of Disclosure Obligation.** The obligations of the Authority hereunder may be terminated if the Authority is no longer an “obligated person” with respect to the issuance of bonds within the meaning of Rule 15c2-12. Upon any such termination, the Authority shall provide written notice thereof to EMMA, or any other filing system approved by the United States Securities and Exchange Commission.

(e) **Other Information.** Nothing herein shall be deemed to prevent the Authority from disseminating any other information in addition to that required hereby in the manner set forth herein or in any other manner.

Section 4. Annual Information.

(a) **Information Categories.** The requirements contained in this Agreement under **Section 3(a)** are intended to set forth a general description of the type of financial information and operating data to be provided by the Authority, as the “obligated person,” and such descriptions are not intended to state more than general categories of financial information and operating data; and where the provisions of **Section 3(a)** call for information that no longer can be generated or relates to operations that have been materially changed or discontinued, a statement to that effect shall be provided.

Section 5. Financial Statements. The annual financial statements of the Authority for each fiscal year shall be prepared in accordance with GAAP (unless applicable accounting principles are otherwise disclosed) and audited by an independent accounting firm in accordance with GAAS (but only if audited financial statements are otherwise available for such fiscal year). The annual financial statements may be provided by specific incorporation by reference to any other documents which have been filed with EMMA, or any other filing system approved by the United States Securities and Exchange Commission.

Section 6. Remedies. If the Authority should fail to comply with any provision of this Agreement, then any holder bonds issued by the Authority may enforce, for the equal benefit and protection of all the holders bonds, by mandamus or other suit or proceeding at law or in equity, against such party and any of its officers, agents and employees, and may compel such party or any such officers, agents or employees to perform and carry out their duties under this Agreement; provided that the sole and exclusive remedy for breach of this Agreement shall be an action to compel specific performance of the obligations of such party hereunder, and no person or entity shall be entitled to recover monetary damages hereunder under any circumstances and, provided further, that the rights of any holder or Beneficial Owner to challenge the adequacy of the information provided in accordance with Sections 2 and 3 hereunder are conditions upon the provisions of the Indentures with respect to the enforcement of

remedies of holders upon the occurrence of an Event of Default thereunder as though such provisions applied hereunder. Failure of any party to perform its obligations hereunder shall not constitute an Event of Default under the Indentures or any agreement executed and delivered in connection with the issuance of the Bonds.

Section 7. Amendments.

(a) Without the consent of the holders or Beneficial Owners of bonds issued by the Authority, at any time and from time to time, may together enter into amendments or changes to this Agreement for any purposes, if:

(i) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Authority or any type of business or affairs it conducts;

(ii) the undertakings set forth herein, as amended, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of Rule 15c2-12 on the date hereof, after taking into account any amendments to, or interpretation by the staff of the Securities and Exchange Commission of, Rule 15c2-12, as well as any change in circumstances; and

(iii) the amendment, in the opinion of nationally recognized bond counsel, does not materially impair the interests of the holders or Beneficial Owners of bonds issued by the Authority.

(b) Annual Information for any fiscal year containing any amended operating data or financial information for such fiscal year shall explain, in narrative form, the reasons for such amendment and the impact of the change in the type of operating data or financial information in the Annual Information being provided for such fiscal year. If a change in accounting principles is included in any such amendment, such Annual Information shall present a comparison between the financial statements or information prepared on the basis of the amended accounting principles and those prepared on the basis of the former accounting principles. Such comparison shall include a qualitative discussion of the differences in accounting principles and the impact of the change in the accounting principles on the presentation of the financial information. To the extent reasonably feasible such comparison shall also be quantitative. A notice of any such change in accounting principles shall be sent in a timely manner by the Authority to EMMA, or any other filing system approved by the United States Securities and Exchange Commission.

Section 8. Termination. This Agreement shall remain in full force and effect until such time as all principal, redemption premium, if any, and interest on the Bonds shall have been paid in full or the Bonds shall have otherwise been paid or legally defeased pursuant to the indentures; provided, however, that if Rule 15c2-12 (or successor provision) shall be amended, modified or changed so that all or any part of the information currently required to be provided thereunder shall no longer be required to be provided thereunder, then such information shall no longer be required to be provided hereunder; and provided further, that if and to the extent Rule 15c2-12 (or successor provision), or any provision thereof, shall be declared by a court of competent and final jurisdiction to be, in whole or in part, invalid, unconstitutional, null and void, or otherwise inapplicable to the Bonds, then the information requirement to be provided hereunder, insofar as it was required to be provided by a provision of Rule 15c2-12 so declared, shall no longer be required to be provided hereunder. Upon any legal defeasance, the Authority

shall provide notice of such defeasance to each Repository or to the MSRB, and the State Repository, and such notice shall state whether the Bonds have been defeased to maturity or to redemption and the timing of such maturity or redemption.

Section 9. Notices. Any notices of communications to the Authority may be given as follows:

Mr. Pete Sepulveda
RMA Coordinator
1100 E. Monroe
Brownsville, TX 78521

Any person may, by written notice to the other persons listed above, designate a different address or telephone number(s) to which subsequent notices or communications should be sent.

Section 10. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF TEXAS DETERMINED WITHOUT REGARD TO PRINCIPLES OR CONFLICT OF LAW; PROVIDED, HOWEVER, THAT TO THE EXTENT THIS AGREEMENT ADDRESSES MATTER OF FEDERAL SECURITIES LAWS, INCLUDING RULE 15c2-12, THIS AGREEMENT SHALL BE GOVERNED BY SUCH FEDERAL SECURITIES LAWS AND OFFICIAL INTERPRETATIONS THEREOF.

IN WITNESS WHEREOF, the undersigned have duly authorized, executed and delivered this Agreement as of the date written below.

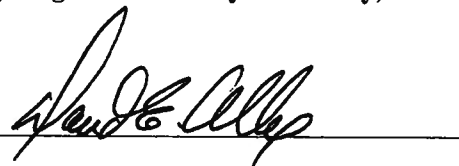
DATED: 1-5, 2011.

Cameron County Regional Mobility Authority, as the
Obligated Person

By: _____

Name: _____

Title: _____

A handwritten signature in black ink, appearing to read "David H. Allen", is written over a horizontal line.

**IV. CONSIDERATION AND APPROVAL OF CONSIDERATION
AND APPROVAL OF CHANGE ORDER NO. 6 FOR THE SH
550 PROJECT**



CHANGE ORDER NBR. 6

REPORT DATE: 06/09/11

CONTRACT ID:	362201001	HIGHWAY:	SH 550
PROJECT:	STP 2009(662)ES	DISTRICT:	21
CONTRACT:	03103002	COUNTY:	CAMERON
AWARD AMOUNT:	\$34,161,741.40	AREA ENGINEER:	Arnoldo Cortez
PROJECTED AMOUNT:	\$34,357,241.40	AREA NUMBER:	055
CONTRACTOR:	ANDERSON COLUMBIA CO., INC.	Functions: <input checked="" type="checkbox"/> Extra Work <input type="checkbox"/> Zero Dollar <input type="checkbox"/> Overrun/Underrun <input type="checkbox"/> Time Adjustment <input type="checkbox"/> Force Account <input type="checkbox"/> Final Quantity <input type="checkbox"/> Change Project Limits <input type="checkbox"/> Delete/Add CSJ	

CO AMOUNT:	\$10,979.50	DESCRIPTION:	SILT FENCE AT MITIGATION SITE
CO TYPE:	STATE LETTER OF AUTH - NON- PART	REASON:	2F - 2F-SITE CONDITIONS ALTERED BY ACT OF GOD
3RD PARTY AMOUNT:	\$0.00	SECONDARY REASON(S):	004D - 4D-THIRD PARTY ACCOMMODATION (OTHER)
APPRV LEVEL:	Area Engineer		

DESCRIBE THE REASON FOR THE CHANGE ORDER AND WHAT IS BEING CHANGED. WHEN NECESSARY, INCLUDE EXCEPTIONS TO THIS AGREEMENT:

Change order # 6 introduces additional silt fence on Mitigation Site at Long Island.

Contractor had to replace 2,200 LF of damaged silt fence on Mitigation Site due to Tropical Storm Hermine in 2010 considered an Act of God. Contractor will get paid for 2,200 LF of damaged silt fence. However, contractor is still responsible to maintain silt fence at their own cost throughout the life of the project.

During construction, the Army Corp of Engineers visited the Mitigation Site on Long Island and decided to relocate the 15 AC disposal placement area in order to preserve the existing vegetation and to prevent disposal material from blowing away, disturbing nearby resident homes. TxDOT instructed the contractor to install additional silt fence along the shoreline of the new 30 AC disposal placement area. Contractor is getting paid only for the additional 937 LF of silt fence on new placement area, in addition to the 2,200 LF of silt fence described above. Original 2,162 LF silt fence quantity will get paid under existing item 0684-2010 MITIGATION SITE CONST, PLANT, AND ESTAB (EA).

ADDITIONAL TIME NOT NEEDED

"By signing this change order, the contractor agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change and that this agreement is made in accordance Item 4 and the Contract. Exceptions should be noted in explanation above."

THE CONTRACTOR

BY:	_____	DATE	_____	DISTRICT ENGINEER:	_____	DATE	_____
TYPED/PRINTED NAME:	_____	DATE	_____	DIRECTOR, CONSTRUCTION DIVISION:	_____	DATE	_____
TYPED/PRINTED TITLE:	_____	DATE	_____	AED For Eng. Operations:	_____	DATE	_____
AREA ENGINEER:	_____	DATE	_____	FHWA:	_____	DATE	_____
AREA ENGINEER'S SEAL:	_____	DATE	_____				

CONTRACT ID

362201001

CHANGE ORDER NBR.

6

CONTRACT ITEMS

PROJECT NBR

362201001

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	0434	05062034		TEMPORARY SEDIMENT CONTROL FENCE	LF	3.50000	0.000	3,137.000	3,137.000	\$10,979.50
		CO DESCR		NEW ITEM# CO#6						
		ADDTL CO DESCR 1		At Mitigation Site & New Placement Area						

CHANGE ORDER AMOUNT

\$10,979.50

COST JUSTIFICATION USING ITEM SEARCH BY NUMBER REPORT

Site Manager: Item Search by Number
 Item Nbr Queried: 05082034
 Item Category: Miscellaneous Construction

Date Report: 03/17/2011

Number of Items: 29

District	Mgr Nbr	County	HWY	CCSJ	Subordinata	Project No.	Contract No.	Letting Date	Accepted Date	Cont Status	Spec Yr	Prime Contractor	Type of Work	Line No.	Item Code	SP	Item Description	Orig Bid Qty	CO Item Qty	Adjusted Bid Qty (\$+T)	Bid Price	Qty Installed to Date	Amount Paid to Date (\$+M)	Item PCT	UOM
AMARILL	058	HUTCHINS	SH 207			0358-01-08298-01-4	BR 207 2063300	12/05/2008	02/15/2008	ACTV	2004	N-	BRIDGE	0185	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,050	0	3,050	\$3.00	0	0	0	LF
AMARILL	050	POTTER	SH 138			0379-02-02879-02-4	SFT 379 0608325	08/09/2008	04/14/2008	ACTV	2004	LEE	REHABIL	0315	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	2,920	0	2,920	\$4.50	1,274	5,733	44	LF
ATLANTA	053	HARRISON	FM 968			1576-02-02875-02-4	STP 207 0608320	06/07/2008	11/16/2008	ACTV	2004	VIEW	REHABIL	0285	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,000	0	3,000	\$3.00	7,432	22,286	248	LF
AUSTIN	058	HAYS	US 280			0113-07-08837-07-4	NH 207 0607320	06/08/2007	08/05/2008	ACTV	2004	BLAN	WIDEN N	0335	0508-2034	007	TEMPORARY SEDIMENT CONTROL FENCE	3,185	0	3,185	\$5.00	6,704	33,520	210	LF
BEAUMO	051	JEFFERSON	US 69			0200-16-00900-16-4	BR 200 0608320	05/08/2008		ACTV	2004	GHTI	BRIDGE	0285	0508-2034	011	TEMPORARY SEDIMENT CONTROL FENCE	3,121	0	3,121	\$3.00	3,234	9,702	104	LF
BEAUMO	058	JEFFERSON	US 69			0200-15-01110-15-4	NH 200 0608320	08/10/2005	06/08/2008	ACTV	2004	TEXA	NEWLOC	0230	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,070	0	3,070	\$3.20	3,070	9,824	100	LF
BEAUMO	055	NEWTON	SH 12			0498-02-02598-02-4	STP 207 05325	07/08/2005	03/28/2008	ACTV	2004	CON	OVERLA	0130	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,068	0	3,068	\$3.00	1,500	4,500	49	LF
BEAUMO	051	ORANGE	IH 10			0228-08-10078-08-4	NH 200 205302	12/01/2005		ACTV	2004	AMS	WIDEN F	0760	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,190	0	3,190	\$5.00	6,248	31,240	198	LF
CORPUS	058	ARANSAS	FM 178			1549-01-04899-01-4	SFT 154 0608304	08/08/2008	01/08/2008	ACTV	2004	CARR	MISCELL	0200	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,072	0	3,072	\$3.00	96	288	3	LF
CORPUS	056	BEE	FM 623			0988-01-01878-01-4	STP 203 107302	07/07/2008	04/16/2010	ACTV	2004	ANDE	MISCELL	0815	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,200	0	3,200	\$3.85	1,278	4,857	40	LF
DALLAS	052	DALLAS	US 67			0281-02-06111-02-4	BR 200 0608320	12/05/2008	02/02/2009	ACTV	2004	H	BRIDGE	0310	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,197	0	3,197	\$3.40	0	0	0	LF
EL PASO	050	BREWSTER	US 87			0075-01-02075-01-4	STP 204 068301	04/11/2008	03/19/2008	ACTV	2004	E	WIDEN F	0165	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,186	0	3,186	\$4.00	4,082	16,328	128	LF
EL PASO	051	EL PASO	IH 10			2121-04-08711-04-4	NH 207 0407320	04/11/2007	12/23/2009	ACTV	2004	ABRA	INTERCH	3980	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	2,948	0	2,948	\$3.28	1,499	4,886	51	LF
EL PASO	051	EL PASO	MH			8032-24-00232-24-4	BR 200 0410320	04/07/2010		ACTV	2004	WILLI	BRIDGE	0635	0508-2034	010	TEMPORARY SEDIMENT CONTROL FENCE	3,087	0	3,087	\$4.00	0	0	0	LF
HOUSTON	058	HARRIS	SH 288			0598-01-08598-01-4	DNO 24 208320	12/05/2008	12/14/2009	ACTV	2004	AMS	MISCELL	0420	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,150	0	3,150	\$5.00	2,684	13,420	85	LF
HOUSTON	053	MONTGOM	US 58			0177-05-08077-05-4	C 177 5 0608300	06/08/2008	12/21/2009	ACTV	2004	AMS	WIDEN F	0680	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	2,922	0	2,922	\$3.00	4,760	14,338	164	LF
LAREDO	051	DIMMIT	US 83			0037-06-07377-06-4	NH 200 0406320	04/12/2008	06/26/2007	CMPL	2004	HO	REHABIL	0280	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,200	0	3,200	\$3.02	4,280	12,928	134	LF
LAREDO	051	WEBB	LP 20			0086-14-04586-14-4	NH 200 2207320	02/09/2007	02/15/2008	CMPL	2004	IT	MISCELL	0285	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,129	0	3,129	\$3.55	4,086	14,541	131	LF
LUBBOCK	053	LUBBOCK	US 82			0130-05-08900-05-4	C 130 57 10306	07/08/2010		ACTV	2004	LANE	REHABIL	0365	0508-2034	010	TEMPORARY SEDIMENT CONTROL FENCE	3,100	0	3,100	\$4.00	1,439	5,758	46	LF
LUFKIN	053	ANGELINA	FM 844			1186-01-01778-01-4	STP 203 0308301	03/04/2008	01/04/2011	ACTV	2004	EQUI	HAZARD	0365	0508-2034	011	TEMPORARY SEDIMENT CONTROL FENCE	2,884	0	2,884	\$3.00	2,080	6,270	70	LF
LUFKIN	054	HOUSTON	FM 230			0931-01-03111-01-4	STP 20 111301	01/04/2011		ACTV	2004	CREE	OVERLA	0345	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,200	0	3,200	\$3.00	0	0	0	LF
SAN ANTI	050	BEXAR	FM 202			1879-01-01879-01-4	BR 200 0608323	06/09/2008	09/27/2007	ACTV	2004	VIEW	BRIDGE	0225	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,050	0	3,050	\$3.00	1,911	5,733	63	LF
WACO	055	FALLS	IH 35			0016-07-11216-07-4	STP 20 111302	01/04/2011	03/17/2008	CMPL	2004	BAR	REHABIL	0185	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,054	0	3,054	\$5.00	2,236	11,180	73	LF
WACO	055	LIMESTONE	FM 147			0752-05-02802-05-4	STP 20 111302	01/04/2011		ACTV	2004	CREE	REHABIL	0285	0508-2034	011	TEMPORARY SEDIMENT CONTROL FENCE	2,816	0	2,816	\$3.00	0	0	0	LF
WICHITA	052	ARCHER	SH 25			0137-05-02807-05-4	STP 204 0608303	04/23/2008		ACTV	2004	S	BRIDGE	0240	0508-2034	011	TEMPORARY SEDIMENT CONTROL FENCE	3,154	0	3,154	\$3.50	3,568	12,482	113	LF
WICHITA	051	MONTAGUE	FM 677			1352-01-01582-01-4	BR 200 0406323	04/12/2008	02/18/2008	CMPL	2004	ELL	MISCELL	0180	0508-2034	010	TEMPORARY SEDIMENT CONTROL FENCE	2,960	0	2,960	\$5.00	2,300	11,500	78	LF
YOAKUM	057	MATAGORD	SH 35			0179-04-08379-04-4	BR 200 205321	12/02/2005	02/21/2008	ACTV	2004	CON	BRIDGE	0235	0508-2034	000	TEMPORARY SEDIMENT CONTROL FENCE	3,050	0	3,034	\$3.00	1,525	4,594	100	LF

Average Bid Price = \$3.59 > \$3.50 Contractor's Price

MITIGATION SITE CONSTRUCTION, PLANTING & ESTABLISHMENT SH 550

CONTRACTOR'S BREAKDOWN @ BID DAY (SEE SH#583)

P.01/01

TOTAL P.01

Schedule of Estimated Quantities				Unit	Price	Total Bid	% Comp.	Total to Date
1	Planning, Site Staking & Construction Monitoring	30 Months			2,800.00	84,000.00	90%	75,600.00
2	Construction Access : 25' Access Corridor Grading & Rut Repair	2,280 LF			16.00	36,480.00	80%	29,184.00
3	Silt Fencing at Mitigation Site	7,715 LF			3.50	27,002.50	75%	20,251.88
4	Wave Barrier Fencing	2,018 LF			18.00	36,324.00	100%	36,324.00
5	Temporary Berm (installation and removal)	3,500 CY			8.00	28,000.00	90%	25,200.00
6	Replacing Topsoil (as required)	21,595 CY			4.00	86,380.00	95%	82,061.00
7	Articulated Concrete Mat (10' to 12' Width)	3,277 LF			65.00	213,005.00	0%	0.00
8	Bollard and Cable Fencing	2,619 LF			18.00	47,142.00	0%	0.00
9	Piling and Timber Fencing	313 LF			110.00	34,430.00	0%	0.00
10	Restricted Area Sign	5 EA			500.00	2,500.00	100%	2,500.00
Excavation								
11	Hauling	120,000 CY			4.00	480,000.00	97%	465,600.00
11a	Construction Access : 25' Access Corridor Grading, Compaction and Rut Repair	4,850 LF			18.00	87,300.00	97%	84,681.00
11b	Silt Fencing - Placement Area	2,162 LF			3.50	7,567.00	75%	5,675.25
11c	Rough Grade & Smooth Spoils at Placement Area	15 AC			6,400.00	96,000.00	97%	93,120.00
Planting								
12	Mangrove Planting	92,892 EA			4.20	390,146.40	0%	0.00
13	Shoalgrass Planting	83,309 EA			3.00	249,927.00	0%	0.00
14	Smooth Cordgrass Planting	56,192 EA			3.00	168,576.00	0%	0.00
15	Saltwort Planting	20,691 EA			2.90	60,003.90	0%	0.00
Monitoring & Replanting								
16	Survival Monitoring Site Survey (post 60 day)	1 EA			7,000.00	7,000.00	0%	0.00
17	Replant (less than 50% survival rate at post 60 day)	1 EA			90,000.00	90,000.00	0%	0.00
18	Post-Construction Site Survey & monitoring Reports (6, 12 & 24 months)	3 EA			6,000.00	18,000.00	0%	0.00
						2,248,783.80		920,197.13

ACCI bid price is \$2,250,000.00 for the item.

\$3.50(CO#6) = \$3.50(Bid Day Breakdown)

MAR-15-2011 14:14

There is no change to this sheet, but shown for change order purposes only.

ITEM:	Mitigation Site Construction, Planting, & Establishment**	1	Lump Sum
-------	---	---	----------

** The below Schedule of Estimated Quantities are for the Contractor's information only. The items below will not be paid directly and were developed to compile the estimate for item: Mitigation Site Construction, Planting, and Establishment that consists of a Lump Sum pay item.

#	Schedule of Estimated Quantities	Amount	Units
---	----------------------------------	--------	-------

SITE WORK

1	Planning, Site Staking, & Construction Monitoring	30	Months
2	Construction Access: 25' Access Corridor Grading and Post-Construction Rut Repair (Adjacent to Mitigation Site)	2,280	LF
3	Silt Fencing at Mitigation Site	7,715	LF
4	Wave Barrier Fencing	2,018	LF
5	Temporary Berm (Installation and removal)	3,500	CY
6	Replacing Topsoil (As Required)	21,595	CY
7	Articulated Concrete Mat (10' to 12' Width)	3,277	LF
9	Bollard & Cable Fencing	2,619	LF
10	Piling & Timber Fencing	313	LF
11	Restricted Area Sign	5	EA

EXCAVATION

12	Hauling	120,000	CY
12a	Construction Access: 25' Access Corridor w/ Grading, Compaction, and Post-Construction Rut Repair (Running from mitigation site to Placement Area)	4,950	LF
12b	Silt Fencing - Placement Area	2,162	LF
12c	Rough Grade & Smooth Spoils Pile at Placement Area	15	AC

PLANTING

13	Mangrove Planting - (92,892 EA)	8.53	AC
14	Shoalgrass Planting - (83,309 EA)	7.65	AC
15	Smooth Cordgrass Planting - (58,192 EA)	5.16	AC
16	Saltwort Planting - (20,891 EA)	1.9	AC

MONITORING & REPLANTING

17	Survival Monitoring Site Survey (post 60 day)	1	EA
18	Replant (less than 50% Survival Rate at post 60 day)	1	EA
19	Post-Construction Site Survey & Monitoring Reports (6, 12, & 24 month) *	3	EA

* To ensure required coverage noted within #5 "Site Monitoring Notes"



HNTB

HNTB CONSULTANTS
The HNTB Companies
INCORPORATED
SHEET 5 OF 12




SH 550 MITIGATION
SCHEDULE OF
QUANTITIES
SHEET 5 OF 12

PROJECT NO.	581
STATE	TEXAS
COUNTY	CHANDLER
DIST.	PHARR
SECT.	01
DATE	01/01/2010

"Wetland Mitigation Plan"
prepared in conjunction with
Belaire Environmental, Inc. Final
PS&E prepared by HNTB.

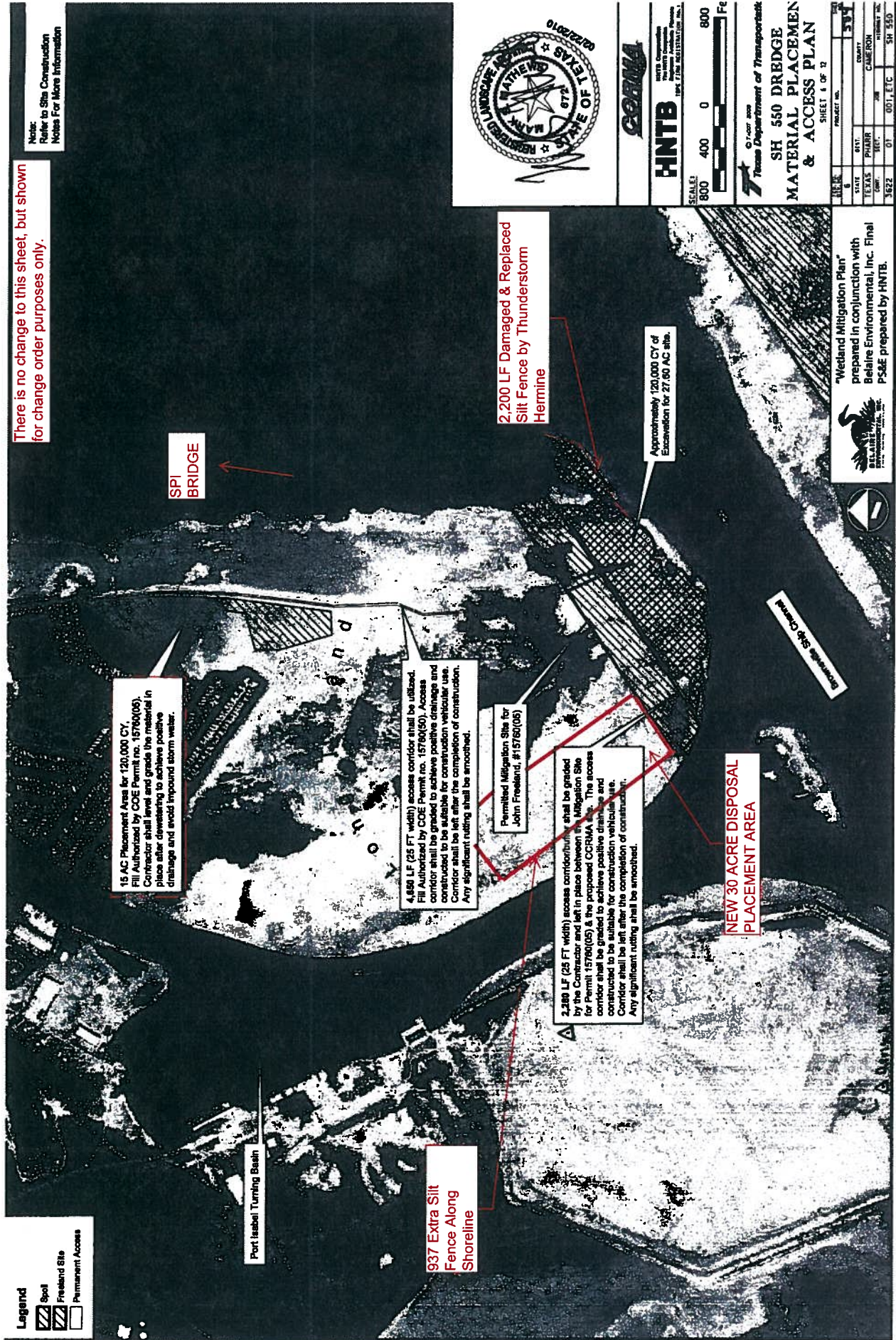


Legend

-  Spoil
-  Freshland Site
-  Permanent Access

There is no change to this sheet, but shown for change order purposes only.

Note:
Refer to Site Construction
Notes For More Information



"Wetland Mitigation Plan"
prepared in conjunction with
Belaine Environmental, Inc. Final
P&E prepared by HNTB.

FENCE INSTALLATION SHEET

SHEET NO.

PROJECT NO.

SH#586

DIST.	STATE	COUNTY	TOWNSHIP	RANGE	SECTION
PHARR	TEXAS				
DO NOT SCALE					

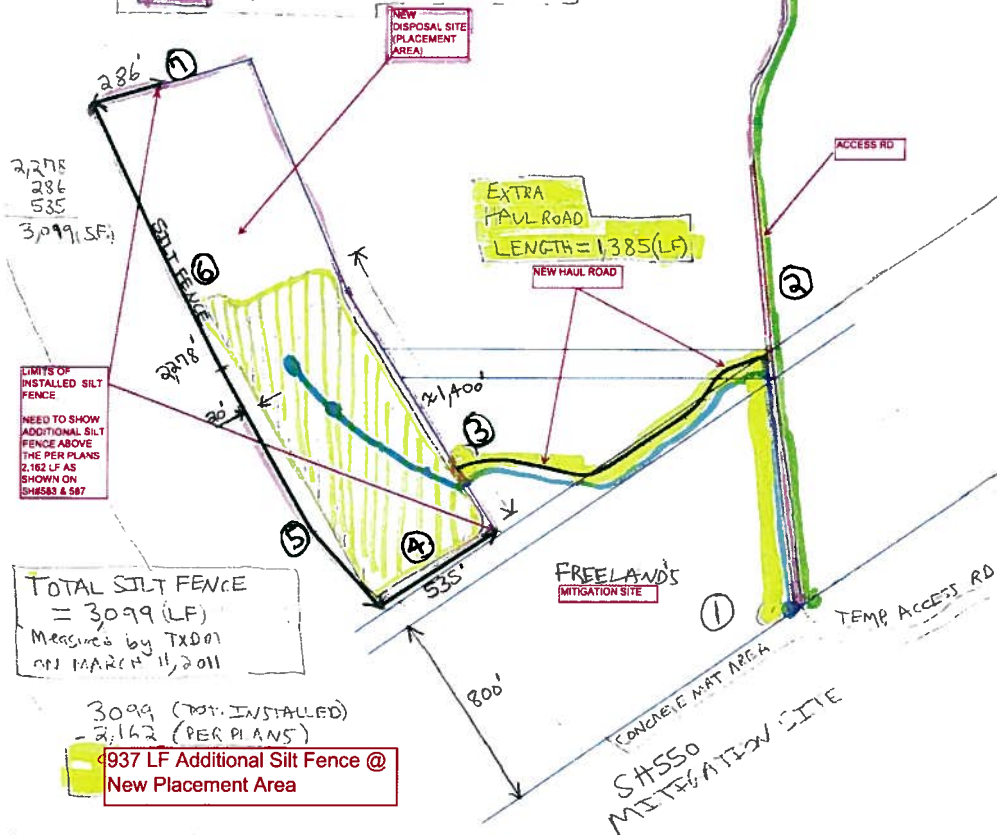
WATER
WATER
WATER



→ S.P.I.

LEGEND

- HOMES TO BE PROTECTED BY CHANGING DISPOSAL PLACEMENT AREA
- 0.4 MILES
- 0.6 MILES
- 0.5 MILES
- 0.6 MILES
- MANGROVES TO BE PROTECTED
- DISPOSAL LIMITS (IN PLACE)
- ORIGINAL DISPOSAL SITE EMBANK "PAD" BEFORE ARMY CORP CHANGED PLACEMENT AREA
- NEW DISPOSAL PLACEMENT AREA



④

SH 550 MITIGATION SITE

S.P.I.

FREELAND'S MITIGATION SITE

NEW PLACEMENT AREA

03/11/2011



S.P.I.

5

NEW PLACEMENT
AREA

SH 550
MITIGATION
SITE

03/11/2011



There is no change to this sheet. Include here as a reference. Remove plan sheet number from CO.

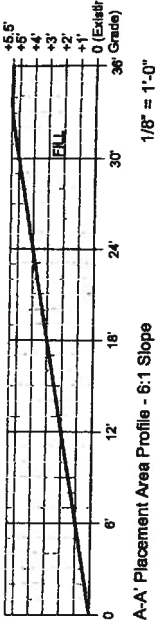
Legend
Silt Fence



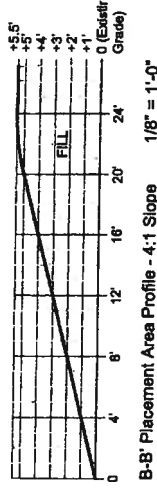
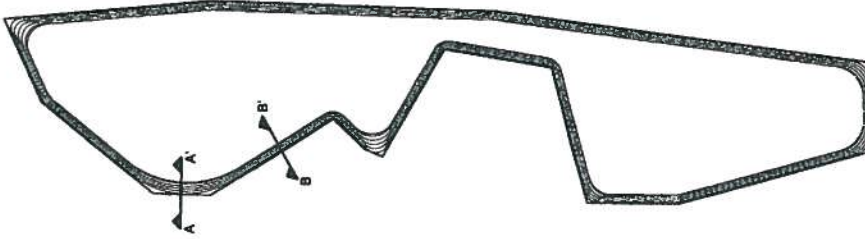
- Silt Fence Notes:
1. A silt fence (2,162 LF) will be installed along the outer toe of Placement Area and across the existing ditch as shown.
 2. The silt fence will meet the Texas Commission on Environmental Quality specifications and will be maintained at frequency necessary to ensure proper function of silt fence.
 3. See the Silt Fence Notes on Sheet 4.

ORIGINAL 15 ACRE DISPOSAL PLACEMENT AREA

A



A



Placement Area Conceptual Grading



"Wetland Mitigation Plan"
prepared in conjunction with
Belaire Environmental, Inc. Final
PS&E prepared by HNTB.



HNTB
HNTB Corporation
The HNTB Companies
10000 West Loop West, Suite 1000
Houston, Texas 77042-1100



0.000 000
Texas Department of Transportation

SH 550 SILT FENCE
AT PLACEMENT AREA

SHEET 9 OF 12	PROJECT NO.	DATE
6	PHASE	3/17
TEXAS	COUNTY	CAMERON
15762	SECTION	01
1001, ETC.	REVISION NO.	SH 550

**V. CONSIDERATION AND APPROVAL OF CHANGE
ORDER NO. 7 FOR THE SH 550 PROJECT**



Texas Department of Transportation

P.O. BOX 1717 · PHARR, TEXAS 78577-1717 · 956-702-6100

P.O. BOX 1041

SAN BENITO, TEXAS 78586

OFFICE 956-399-5102 / FAX 956-399-8450

June 20, 2011

Pete Sepulveda Jr.
County Administrator
1100 E. Monroe St.
Brownsville, Texas 78520

RE: Subject: CO#7 Electrical Work Approval
Project: STP 2009 (662) ES
CSJ: 3622-01-001, ETC
HWY: SH 550
County: Cameron

Dear Mr. Sepulveda:

Attached for CCRMA's review and approval is Change Order# 7 (CO#7) for some electrical work needed at FM 3248 for the ongoing SH 550 project. TxDOT wants to stress out that it is extremely important that CCRMA approves this change order before the end of this week on June 24, 2011. Otherwise, contractor will request compensation for project delays in addition to the attached CO#7. Thank you for your prompt response.

Please feel free to contact our office if you have any questions or comments concerning this matter.

Sincerely,

Arnold Cortez, P.E.
San Benito Area Engineer



CHANGE ORDER NBR. 7

REPORT DATE: 06/21/11

CONTRACT ID:	362201001	HIGHWAY:	SH 550
PROJECT:	STP 2009(662)ES	DISTRICT:	21
CONTRACT:	03103002	COUNTY:	CAMERON
AWARD AMOUNT:	\$34,161,741.40	AREA ENGINEER:	Arnoldo Cortez
PROJECTED AMOUNT:	\$34,357,241.40	AREA NUMBER:	055
CONTRACTOR:	ANDERSON COLUMBIA CO., INC.		

CO AMOUNT:	\$16,932.64	DESCRIPTION:	ADDITIONAL ELECTRICAL WORK @ FM 3248
CO TYPE:	FED LETTER OF AUTH - MINOR - PART	REASON:	1A - 1A-INCORRECT PS&E (TXDOT DESIGN)
3RD PARTY AMOUNT:	\$0.00	SECONDARY REASON(S):	
APPRV LEVEL:	Area Engineer		

Functions:

<input checked="" type="checkbox"/> Extra Work	<input type="checkbox"/> Force Account
<input type="checkbox"/> Zero Dollar	<input type="checkbox"/> Final Quantity
<input type="checkbox"/> Overrun/Underrun	<input type="checkbox"/> Change Project Limits
<input checked="" type="checkbox"/> Time Adjustment	<input type="checkbox"/> Delete/Add CSJ

DESCRIBE THE REASON FOR THE CHANGE ORDER AND WHAT IS BEING CHANGED. WHEN NECESSARY, INCLUDE EXCEPTIONS TO THIS AGREEMENT:

Change order # 7 proposes additional electrical work at FM 3248.

Plans do not address the electrical work needed for the reconfiguration of the existing traffic signals at FM 3248 and SH 550. Existing traffic signals must continue in operation during and after construction. There is an existing ground mounted controller cabinet, a ground box, and electrical conduits in conflict with the proposed FM 3248 overpass concrete footings; these need to be relocated and adjusted, respectively. TxDOT has reviewed and accepted the contractor's breakdown for the additional electrical work needed to keep the existing traffic signals in service.

Time will be addressed later in the project when the time impact of the change order is better known.

"By signing this change order, the contractor agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change and that this agreement is made in accordance Item 4 and the Contract. Exceptions should be noted in explanation above."

THE CONTRACTOR

BY:	_____	DISTRICT ENGINEER:	_____
TYPED/PRINTED NAME:	_____	DIRECTOR, CONSTRUCTION DIVISION:	_____
TYPED/PRINTED TITLE:	_____	AED For Eng. Operations:	_____
AREA ENGINEER:	_____	FHWA:	_____
AREA ENGINEER'S SEAL:	_____		_____

CONTRACT ID 362201001

CHANGE ORDER NBR. 7

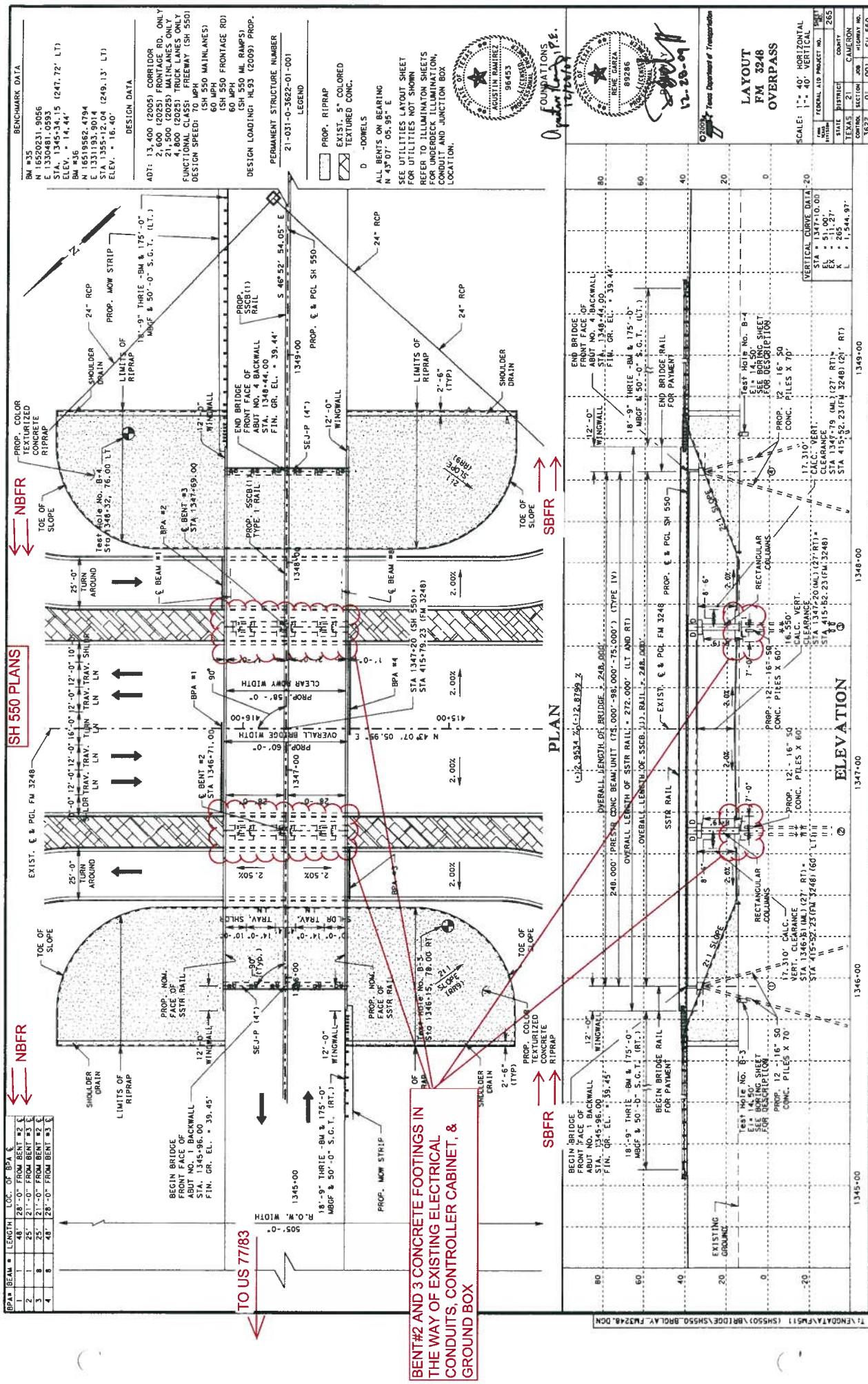
Page 2 of 2

CONTRACT ITEMS

PROJECT NBR 068401066

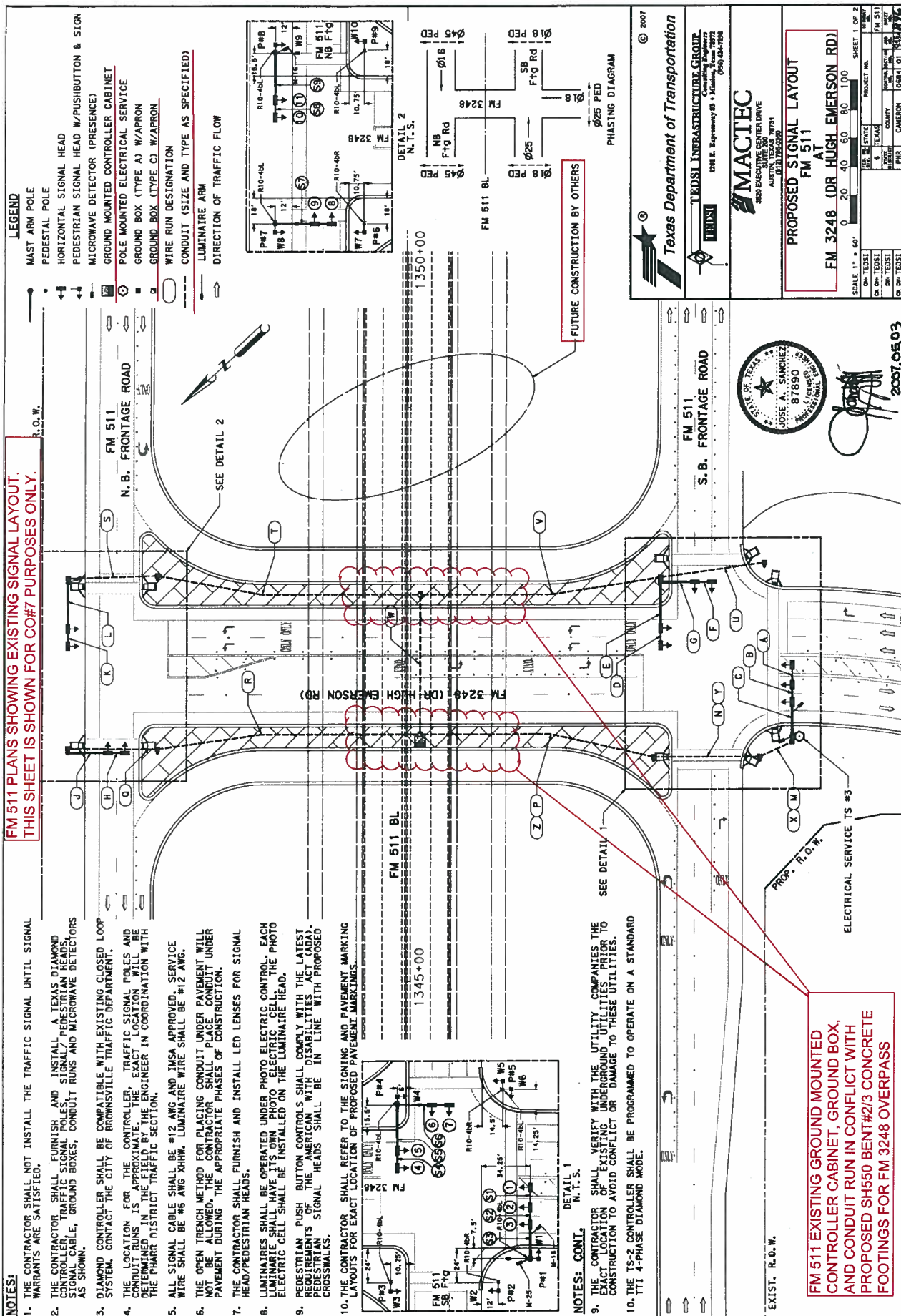
CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	QTY THIS CO	NEW QTY	AMOUNT THIS CO
001	1792	06182024 CO DESCR ADDTL CO DESCR 1		CONDT (PVC) (SCHD 40) (4") NEW ITEM# CO#7 @ FM 3248	LF	5.00000	0.000	608.000	608.000	\$3,040.00
001	1827	06212004 CO DESCR ADDTL CO DESCR 1		TRAY CABLE (4 CONDR) (12 AWG) NEW ITEM# CO#7 @ FM 3248	LF	1.00000	0.000	670.000	670.000	\$670.00
001	1963	06842010 CO DESCR ADDTL CO DESCR 1		TRF SIG CBL (TY A) (12 AWG) (5 CONDR) NEW ITEM# CO#7 @ FM 3248	LF	1.20000	0.000	1,510.000	1,510.000	\$1,812.00
001	1980	96082007 CO DESCR ADDTL CO DESCR 1 ADDTL CO DESCR 2		UNIQUE CHANGE ORDER ITEM 7 NEW ITEM# CO#7 ADDITIONAL ELECTRICAL WORK @ FM 3248 DEMO/INSTALL CONTR FOUNDATION, SPLICE,BORE,ISOLATE TRAFF SIG	DOL	11,410.64000	0.000	1.000	1.000	\$11,410.64

CHANGE ORDER AMOUNT	\$16,932.64
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FM 511 PLANS SHOWING EXISTING SIGNAL LAYOUT.
THIS SHEET IS SHOWN FOR CO#7 PURPOSES ONLY.

1. THE CONTRACTOR SHALL NOT INSTALL THE TRAFFIC SIGNAL UNTIL SIGNAL WARRANTS ARE SATISFIED.
2. THE CONTRACTOR SHALL FURNISH AND INSTALL A TEXAS DIAMOND CONTROLLER, TRAFFIC SIGNAL POLES, SIGNAL, PEDESTRIAN HEADS, SIGNAL CABLE, GROUND BOXES, CONDUIT RUNS AND MICROWAVE DETECTORS AS SHOWN.
3. SYSTEM CONTROLLER SHALL BE COMPATIBLE WITH EXISTING CLOSED LOOP DIAMOND. CONTACT THE CITY OF BROWNSVILLE TRAFFIC DEPARTMENT.
4. THE LOCATION FOR THE CONTROLLER, TRAFFIC SIGNAL POLES AND CONDUIT RUNS IS APPROXIMATE. THE EXACT LOCATION WILL BE DETERMINED IN THE FIELD BY THE ENGINEER IN COORDINATION WITH THE THERR DISTRICT TRAFFIC SECTION.
5. ALL SIGNAL CABLE SHALL BE #12 AWG AND JMSA APPROVED. SERVICE WIRE SHALL BE #6 AWG XHHW. LUMINAIRE WIRE SHALL BE #12 AWG.
6. THE OPEN TRENCH METHOD FOR PLACING CONDUIT UNDER PAVEMENT WILL NOT BE ALLOWED. THE CONTRACTOR SHALL PLACE CONDUIT UNDER PAVEMENT DURING THE APPROPRIATE PHASES OF CONSTRUCTION.
7. THE CONTRACTOR SHALL FURNISH AND INSTALL LED LENSES FOR SIGNAL HEADS/PEDESTRIAN HEADS.
8. LUMINAIRES SHALL BE OPERATED UNDER PHOTO ELECTRIC CONTROL. EACH LUMINAIRE SHALL HAVE ITS OWN PHOTO ELECTRIC CELL. THE PHOTO ELECTRIC CELL SHALL BE INSTALLED ON THE LUMINAIRE HEAD.
9. PEDESTRIAN PUSH BUTTON CONTROLS SHALL COMPLY WITH THE LATEST REQUIREMENTS OF THE AMERICAN WITH DISABILITIES ACT (ADA). THE CONTRACTOR SHALL BE IN LINE WITH PROPOSED CROSSWALKS.
10. THE CONTRACTOR SHALL REFER TO THE SIGNING AND PAVEMENT MARKING



NOTES: CONT.

9. THE CONTRACTOR SHALL VERIFY WITH THE UTILITY COMPANIES THE EXACT LOCATION OF EXISTING UNDERGROUND UTILITIES PRIOR TO CONSTRUCTION TO AVOID CONFLICT OR DAMAGE TO THESE UTILITIES.
10. THE TS-2 CONTROLLER SHALL BE PROGRAMMED TO OPERATE ON A STANDARD 111 4-PHASE DIAMOND MODE.

FM 511 EXISTING GROUND MOUNTED
CONTROLLER CABINET, GROUND BOX,
AND CONDUIT RUN IN CONFLICT WITH
PROPOSED SH550 BENT#2/3 CONCRETE
FOOTINGS FOR FM 3248 OVERPASS

EXIST. R.O.W.

ELECTRICAL SERVICE TS #3-

2007.05.03

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Texas Department of Transportation

TEDSI
TEDSI INFRASTRUCTURE GROUP
Consulting Engineers
1201 E. Expressway 83 • Mesquite, Texas 76052
(940) 424-7208

MACTEC
3620 EXECUTIVE CENTER DRIVE
SUITE 200
AUSTIN, TEXAS 78731

PROPOSED SIGNAL LAYOUT

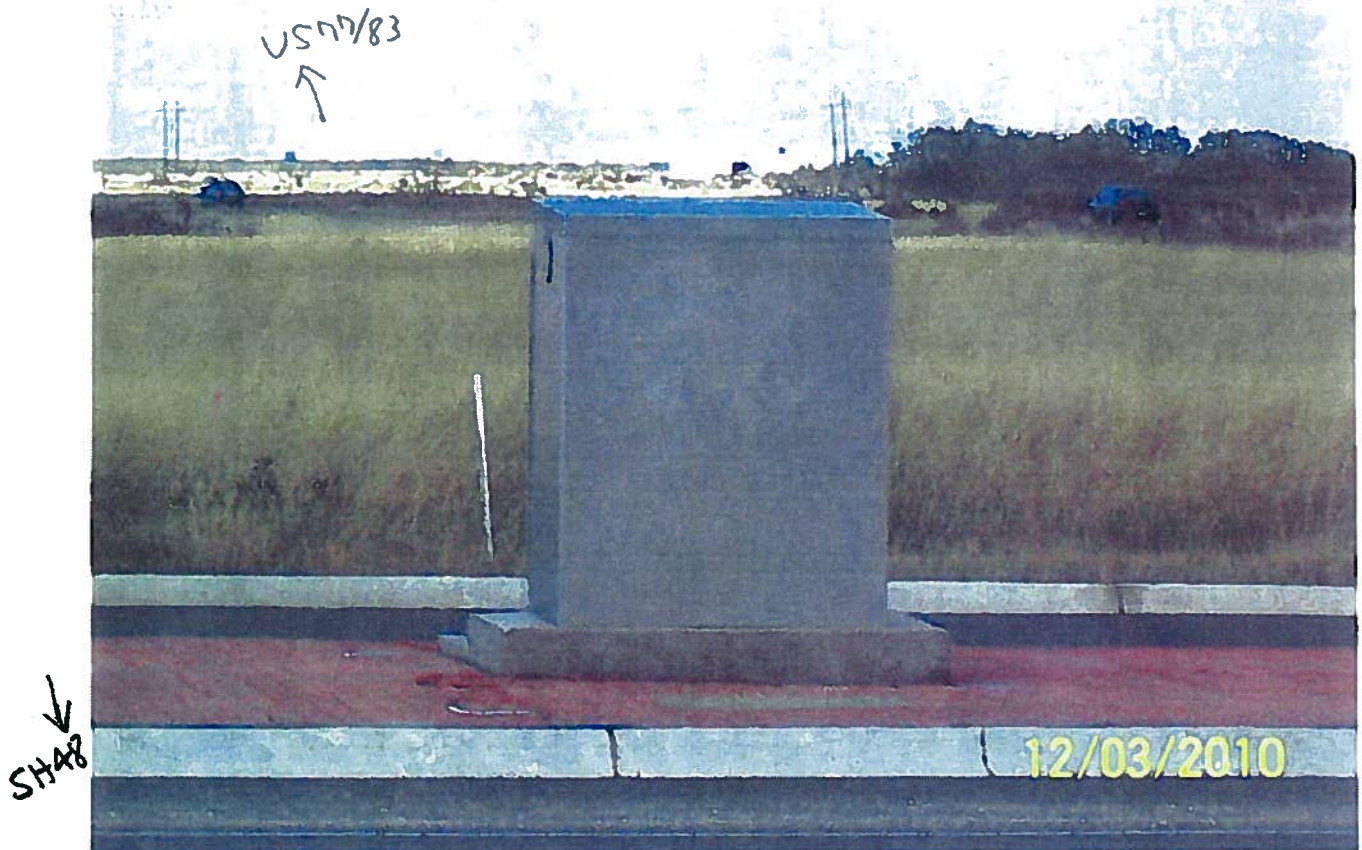
FM 511 AT

3248 (DR HUGH EMERSON RD)

Scale: 0' 20' 40' 60' 80' 100'

SHEET NO.	PROJECT NO.
DATE	COUNTY
TITLE	CITY
DRAWN BY	FILE
CHECKED BY	DATE

EXISTING CONTROLLER BOX IN CONFLICT W/ FOOTING



EXISTING GROUND BOX IN CONFLICT W/ FOOTING





Anderson Columbia Co., Inc.

P.O. Box 565 • Weslaco, TX 78599

June 6, 2011

Mr. Arnold Cortez, P.E.
San Benito Area Engineer
1120 E. 77 Sunshine Strip
San Benito, TX. 78586

Re: Remove and Reset Traffic Signal Controller and Pull Box FM3248
SH550, Cameron County
STP 2009(662)ES

Mr. Cortez,

Anderson Columbia Company, Inc. is submitting the attached pricing for removing and resetting the Traffic Signal Controller and Pull Box that are in conflict with the interior Bents at the FM3248 Bridge.

Please call with any questions. Thank you.

Respectfully,

ANDERSON COLUMBIA CO., INC.

38

Brian C. Sabala
Project Manager

2210 N. Vo-Tech Dr • Weslaco, TX 78596
Phone: 956-969-4614 • Fax: 956-968-0982

**PRIME CONTRACTOR'S SUMMARY
OF EXISTING AND NEW ITEMS
INCLUDING PRIME'S MARKUPS**

ANDERSON COLUMBIA CO., INC.
CHANGE ORDER
PROJECT NO.: STP 2009 (662) ES
CSJ: 3622-01-001
CAMERON COUNTY, SH 550

ACCI JOB NUMBER:

90105

6-Jun-11

Desc.: New Items Associated with Moving the Electrical Boxes at FM3248 to Include ACCI's Markup							
Description	Quantity	Unit	Unit Cost	Cost	5% Markup	Bond Markup 1%	Total
CONDUIT BORE (PVC)(SCHD 40)(4")	85	LF	\$39.20	\$3,332.00	\$166.60	\$34.99	\$3,533.59
REMOVE EXISTING WIRE	1	EACH	\$1,706.61	\$1,706.61	\$85.33	\$17.92	\$1,809.86
SPLICE PULL BOXES	36	EACH	\$25.27	\$909.72	\$45.49	\$9.55	\$964.76
RELOCATE TRAF SIG CONTROLLER & FOUNDATION	1	EACH	\$2,046.69	\$2,046.69	\$102.33	\$21.49	\$2,170.51
RELOCATE PULL BOXES	2	EACH	\$374.03	\$748.06	\$37.40	\$7.85	\$793.32
TERMINATE CONTROLLER/INTERSECTION	1	EACH	\$2,016.60	\$2,016.60	\$100.83	\$21.17	\$2,138.60
						TOTAL	\$11,410.64

Desc.: Overrun Items Associated with Moving the Electrical Boxes at FM3248							
CONDUIT (PVC)(SCHD40)(4")	608	LF	\$5.00	\$3,040.00	\$0.00	\$0.00	\$3,040.00
TRAY CABLE (4CONDR)(12 AWG)	670	LF	\$1.00	\$670.00	\$0.00	\$0.00	\$670.00
TRF SIG CBL (TY A)(12 AWG)(5 CONDR)	1,510	LF	\$1.20	\$1,812.00	\$0.00	\$0.00	\$1,812.00
						TOTAL	\$5,522.00

TOTAL CHANGE ORDER \$16,932.64

ALL NEW ITEMS
WERE LUMP SUM
UNDER UNIQUE
CHANGE ORDER
ITEM 7 (9608-2007)
UNDER LINE ITEM#
1980



**SUBCONTRACTOR'S
SUMMARY BREAKDOWN**

STAR OPERATIONS, INC.

HIGHWAY CONSTRUCTION
DBE CERTIFIED

Project: STP 2009(662)ES
Hwy: SH 550
County: CAMERON
Att: BRIAN SABALA
Contractor: ANDERSON COLUMBIA CO., INC.
Ref: CHANGE ORDER-CONTROLLER
RELOCATION

Bid Date: JUNE 2, 2011

PROPOSAL-REV#1**

ITEM	DESCRIPTION	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0618 2024	CONDT (PVC) (SCHD 40) (4")	608.00	LF	5.00	3,040.00
0621 2004	TRAY CABLE (4 CONDR) (12 AWG)	670.00	LF	1.00	670.00
0684 2010	TRF SIG CBL (TY A) (12 AWG) (5 CONDR)	1,510.00	LF	1.20	1,812.00
	SUBTOTAL "OVERRUN ITEMS"				\$5,522.00
9000 0001	CONDT (PVC) (SCHD 40) (4") (BORE)	85.00	LF	39.20	3,332.00
9000 0002	REMOVE EXIST WIRE	1.00	EA	1,706.61	1,706.61
9000 0003	SPLICE AT PULL BOXES	36.00	EA	25.27	909.72
9000 0004	RELOCATE TRAF SIG CONTROLLER & FOUNDATION	1.00	EA	2,046.69	2,046.69
9000 0005	RELOCATE PULL BOXES	2.00	EA	374.03	748.06
9000 0006	TERMINATE CONTROLLER/INTERSECTION	1.00	EA	2,016.60	2,016.60
	SUBTOTAL "NEW" ITEMS				\$10,759.68
GRAND TOTAL					\$16,281.68

NOTES:

- 1.) Bond Excluded
- 2.) Field Engineering/Surveying Excluded
- 3.) Traffic Control/Barricading Excluded
- 4.) An Approved Change Order is Required Prior To Any Work Taking Place
- 5.) This Quote Is Valid For 30 Days
- 6.) Star Operations, Inc. Is Requesting-1 Day Due To This Additional Work For New Installation And Overruns
- 7.) Allow 2 Weeks For Delivery

Respectfully Submitted,
Star Operations, Inc.

Gaylon Chapman-Estimator
DBE Vendor No. 05278

Bid Summary Totals Report

Standard Markup Instructions

	Cost Basis	Markup %	Markup
Labor:	2,770	25.00	692
Burden:	1,523	0.00	0
Perm Matl:	840	25.00	210
Const Matl:	127	25.00	32
Sub:	0	5.00	0
Eq. Op. Exp:	10	15.00	2
Co. Equip:	3,873	15.00	581
Rented Eq.:	0	15.00	0
PER DIEM:	0	25.00	0
Misc2:	0	0.00	0
Misc3:	0	0.00	0
Overrides:	0		0
Total:	9,143	16.59	1,516

Selected Bond Table: A1

Previous Run

Summary: 06/02/2011 5:01 PM

Spread: 06/02/2011 5:01 PM

Summary run on Takeoff Quan and Adjusted to Bid Quan.

Standard Spreads

Indirect Spread:	Total
Markup Spread:	Markup %
Addon/Bond Spread:	Total

Totals as of Last Spread

	Cost:	Markup:	Total:
Direct:	9,142	1,516	10,658
Indirect:	0	0	0
Addons:	0	0	0
Bond:	101		101
SubTotal:	9,243	1,516	10,759
Pass Through:	0		0
Total:	9,243	1,516	10,759

There are no Key Indicators setup.

EXISTNG ITEM OVERRAN

Star Operations, Inc.
052611B
Gaylon Chapman

CO JB#21-88 SIGNALS OVER/NEW "REVISED"

COST REPORT

Page 1
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Activity	Desc	Quantity	Unit	Unit	Perm	Constr	Equip	Sub-	
Resource		Pcs		Cost	Labor	Material	Matl/Exp	Ment	Contract
									Total

BID ITEM = 6182024 **CLIENT#** = 0618 2024
Description = CONDT (PVC) (SCHD 40) (4")
There are no activities in this biditem.

Unit = **LF** **Takeoff Quan:** 608.000 **Engr Quan:** 608.000

EXISTNG ITEM OVERRAN

Star Operations, Inc.
052611B
Gaylon Chapman

CO JB#21-88 SIGNALS OVER/NEW "REVISED"

COST REPORT

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Activity	Desc	Quantity	Unit	Unit	Perm	Constr	Equip	Sub-	
Resource		Pcs		Cost	Labor	Material	Matl/Exp	Ment	Contract
									Total

BID ITEM = 6212004 CLIENT# = 0621 2004

Description = TRAY CABLE (4 CONDR) (12 AWG)

Unit = LF Takeoff Quan: 670.000 Engr Quan: 670.000

There are no activities in this biditem.

EXISTNG ITEM OVERRAN

Star Operations, Inc.
052611B
Gaylon Chapman

CO JB#21-88 SIGNALS OVER/NEW "REVISED"

COST REPORT

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Activity	Desc	Quantity	Unit	Unit	Perm	Constr	Equip	Sub-		
Resource		Pcs	Unit	Cost	Labor	Material	Matl/Exp	Ment	Contract	Total

BID ITEM = 6842010	CLIENT# = 0684 2010					
Description = TRF SIG CBL (TY A) (12 AWG) (5 CONDR)	Unit =	LF	Takeoff Quan:	1,510.000	Engr Quan:	1,510.000

There are no activities in this biditem.

SUBCONTRACTOR'S BREAKDOWN FOR NEW ITEMS STARTS W/ THIS PAGE

Star Operations, Inc.
052611B
Gaylon Chapman

CO JB#21-88 SIGNALS OVER/NEW "REVISED"

COST REPORT

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Activity	Desc	Quantity	Unit	Unit	Cost	Labor	Material	Perm	Constr	Matl/Exp	Equip	Sub-	Contract	Total
Resource		Pcs												
BID ITEM	= 90000001	CLIENT# = 9000 0001												
Description =	CONDT (PVC) (SCHD 40) (4") (BORE)			Unit =	LF	Takeoff Quan:	85.000		Engr Quan:	85.000				
0618050	Install In Condt (PVC) Sch40-			Quant:	85.00 LF	Pr/Shift:	10.00	Cat: 50	WG: EX50					
20618100110	Conduit (4") PVC Sch40	100.00	LF		2.000		200							200
206GLUEB	RAIN/SHINE GLUE	1.00	EA		8.000		8							8
206PRPL	PURPLE PRIME	1.00	EA		6.000		6							6
20DUCTTAPE	Duct Tape	1.00	EA		5.500		6							6
\$219.50					[]		220							220
							2.58							2.58
06180001	DRILL-BORE-TRANS SIGNALS-			Quant:	85.00 LF	Pr/Shift:	10.00	Cat: 50	WG: EX50					
0618-B	Boring Crew			5.00	CH	Prod:	170.0000	US	Lab Pcs:	3.00	Eqp Pcs:	5.50		
8EBKH0E1	Cat 420 Bckh w/Lder/Tr	1.00	5.00	HR	42.370					218		218		
8EBOR1720	1720 Bore Machine/Trai	1.00	5.00	HR	50.590					261		261		
8EBORTRK03	3 Ton Bore Truck (1720	1.00	5.00	HR	91.770					473		473		
8TFB03T	3 Ton Flatbed Truck	1.00	5.00	HR	28.260					146		146		
8TKVACS	VacStar Machine/Traile	0.50	2.50	HR	30.300					78		78		
8TPU250	3/4 Ton Pickup Truck R	1.00	5.00	HR	22.060					114		114		
L175	Utility Laborer	1.00	5.00	MH	12.500		107					107		
L342	Crane, Backhoe Operator	1.00	5.00	MH	14.500		124					124		
L443	Bore Machine Operator	1.00	5.00	MH	16.500		141					141		
\$1,659.32		0.1764	MH/LF	15.00	MH	[2.815]	371			1,288		1,659		
0.5000	Shifts		170.0000	Un/Shift	*	0.1765	MH/Unit			4.36		15.16		19.52
06182035	Mobilize Bore Crew			Quant:	1.00 LS	Pr/Shift:	10.00	Cat: 50	WG: EX50					
06182A	Bore Crew (Std)			5.00	CH	Prod:	0.5000	S	Lab Pcs:	4.00	Eqp Pcs:	2.00		
8EBORTRK03	3 Ton Bore Truck (1720	1.00	5.00	HR	91.770					473		473		
8TPU250D	3/4 Ton P.U.(Diesel)CR	1.00	5.00	HR	12.650					65		65		
L172	Common Laborer	2.00	10.00	MH	10.500		179					179		
L175	Utility Laborer	1.00	5.00	MH	12.500		107					107		
L443	Bore Machine Operator	1.00	5.00	MH	16.500		141					141		
\$964.00		20.0000	MH/LS	20.00	MH	[275]	426			538		964		
0.5000	Shifts	*	2.0000	Un/Shift			426.25			537.75		964.00		

COST REPORT

Activity	Desc	Quantity	Unit	Unit	Perm	Constr	Equip	Sub-		
Resource		Pcs		Cost	Labor	Material	Matl/Exp	Ment	Contract	Total

BID ITEM = 90000002 CLIENT# = 9000 0002
Description = REMOVE EXIST WIRE Unit = EA Takeoff Quan: 1.000 Engr Quan: 1.000
PER LEO: DEMO EXISTING FOUNDATIONS TO BE DONE BY OTHERS.
6/1/11 B.G.

06200000		REMOVE EXISTING WIRE		Unit	1.00 EA	HR/Shift	10.00	CAH 50	WG: 1X5190		
CREW SET UP PER LEO											
6/1/11 B.G.											
0620	Elec Cndr Wire Crew			10.00	CH	Prod:	1.0000 S	Lab Pcs:	4.00	Eqp Pcs:	3.00
8RU16	16' Utility Trailer	1.00	10.00	HR		3.850			40		40
8TFB01T	1 Ton Flatbed Truck	1.00	10.00	HR		24.030			248		248
8TPU250	3/4 Ton Pickup Truck R	1.00	10.00	HR		22.060			227		227
L175	Utility Laborer	3.00	30.00	MH		12.500	639				639
L999	Foreman	1.00	10.00	MH		18.000	307				307
\$1,460.64		40.0000	MH/EA	40.00	MH	[610.5]	946		514		1,461
1.0000	Shifts	*	1.0000	Un/Shift	40.0000	MH/Unit	946.28		514.36		1,460.64
<hr/>											
Item Totals:		90000002	- REMOVE EXIST WIRE								
\$1,460.64		40.0000	MH/EA	40.00	MH	[610.5]	946		514		1,461
1,460.640			1 EA				946.28		514.36		1,460.64

Star Operations, Inc.
052611B
Gaylon Chapman

CO JB#21-88 SIGNALS OVER/NEW "REVISED"

COST REPORT

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Activity Resource	Desc	Pcs	Quantity Unit	Unit Cost	Labor	Perm Material	Constr Matl/Exp	Equip Ment	Sub- Contract	Total
BID ITEM = 90000003 CLIENT# = 9000 0003										
Description = SPLICE AT PULL BOXES			Unit =	EA	Takeoff Quan:	36.000	Engr Quan:	36.000		
06200000 Splice Wire QTY: 36.00 EA RES: 10.00 CR: 50 WGT: 15.00 CREW SET UP PER LEO										
6/1/11	B.G.									
0620	Elec Cndr Wire Crew		5.00 CH	Prod:	0.5000 S	Lab Pcs:	4.00	Eqp Pcs:	2.00	
8TFB01T	1 Ton Flatbed Truck	1.00	5.00 HR	24.030			124		124	
8TPU250	3/4 Ton Pickup Truck R	1.00	5.00 HR	22.060			114		114	
L175	Utility Laborer	3.00	15.00 MH	12.500	320				320	
L999	Foreman	1.00	5.00 MH	18.000	153				153	
\$710.49	0.5555 MH/EA		20.00 MH	[8.479]	473		237		710	
0.5000 Shifts	* 72.0000 Un/Shift		0.5556 MH/Unit		13.14		6.59		19.74	
06200510 Splice Kits QTY: 36.00 EA RES: 10.00 CR: 50 WGT: 15.00 206SPICEKIT SPLICE KITS										
		36.00 EA		1.750		63				63
Item Totals: 90000003 - SPLICE AT PULL BOXES										
\$773.49	0.5555 MH/EA		20.00 MH	[8.479]	473	63		237		773
21.486	36 EA				13.14	1.75		6.59		21.49

COST REPORT

Activity	Desc	Quantity	Unit	Unit	Perm	Constr	Equip	Sub-	Total
Resource		Pcs		Cost	Labor	Material	Ment	Contract	
BID ITEM = 90000004 CLIENT# = 9000 0004 Description = RELOCATE TRAF SIG CONTROLLER & FOUNDATIO Unit = EA Takeoff Quan: 1.000 Engr Quan: 1.000									
50070000 REMOVE/RELOC SIG CONTROLLER									
Q104	Concrete Demo Crew	5.00	CH	Prod:	0.5000 S	Lab Pcs:	4.00	Eqp Pcs:	3.00
8RUT20	20' Utility Trailer/RA	1.00	HR	5.030			26		26
8TCT05T	5 Ton Crane Truck	1.00	HR	41.420			213		213
8TPU250	3/4 Ton Pickup Truck R	1.00	HR	22.060			114		114
L139	Electrician	1.00	MH	24.500	209				209
L172	Common Laborer	1.00	MH	10.500	90				90
L342	Crane, Backhoe Operator	1.00	MH	14.500	124				124
L999	Foreman	1.00	MH	18.000	153				153
\$928.24	20.0000 MH/EA	20.00	MH	[371.25]	575		353		928
0.5000 Shifts	* 2.0000 Un/Shift	20.0000	MH/Unit	575.43			352.81		928.24
06560000 Exc/Sec Form & Rebar-SUBSIDIARY									
Q531	Concrete Crew	2.00	CH	Prod:	0.2000 S	Lab Pcs:	3.00	Eqp Pcs:	2.00
8RUT16	16' Utility Trailer	1.00	HR	3.850			8		8
8TFB01T	1 Ton Flatbed Truck	1.00	HR	24.030			50		50
L130	Concrete Finisher-Structure	1.00	MH	11.500	39				39
L166	Form Setter-Structures	1.00	MH	11.500	39				39
L175	Utility Laborer	1.00	MH	12.500	43				43
\$178.50	6.0000 MH/EA	6.00	MH	[78.1]	121		57		179
0.2000 Shifts	* 5.0000 Un/Shift	6.0000	MH/Unit	121.07			57.43		178.50
06560000 Pour & Finish Concrete-SUBSIDIARY									
Q531	Concrete Crew	1.50	CH	Prod:	0.1500 S	Lab Pcs:	3.00	Eqp Pcs:	2.00
8RUT16	16' Utility Trailer	1.00	HR	3.850			6		6
8TFB01T	1 Ton Flatbed Truck	1.00	HR	24.030			37		37
L130	Concrete Finisher-Structure	1.00	MH	11.500	29				29
L166	Form Setter-Structures	1.00	MH	11.500	29				29
L175	Utility Laborer	1.00	MH	12.500	32				32
\$133.87	4.5000 MH/EA	4.50	MH	[58.59]	91		43		134
0.1500 Shifts	* 6.6667 Un/Shift	4.5000	MH/Unit	90.81			43.06		133.87
06560000 Remove Form-SUBSIDIARY									
Q531	Concrete Crew	1.00	CH	Prod:	0.1000 S	Lab Pcs:	2.00	Eqp Pcs:	2.00
8RUT16	16' Utility Trailer	1.00	HR	3.850			4		4
8TFB01T	1 Ton Flatbed Truck	1.00	HR	24.030			25		25
L166	Form Setter-Structures	1.00	MH	11.500	20				20
L175	Utility Laborer	1.00	MH	12.500	21				21
\$69.63	2.0000 MH/EA	2.00	MH	[26.4]	41		29		70
0.1000 Shifts	* 10.0000 Un/Shift	2.0000	MH/Unit	40.92			28.71		69.63
06560532 Run TS Controls/End Main									
20531010103	Class C Concrete	1.00	CY	78.000		78			78
205MISC	MISC	1.00	EA	1.000		1			1
20618100106	Conduit (2") PVC Sch40	10.00	LF	0.800		8			8
20618100110	Conduit (4") PVC Sch40	20.00	LF	2.000		40			40
20618100206	Coupling (2") PVC Sch40/8	2.00	EA	0.430		1			1
20618100210	Coupling (4") PVC Sch40/8	4.00	EA	1.900		8			8
20618100306	Elbow 90 (2") PVC Sch40	1.00	EA	1.520		2			2
20618100310	Elbow 90 (4") PVC Sch40	2.00	EA	8.000		16			16
20618100706	Bell End (2") PVC Sch40/8	1.00	EA	3.150		3			3
20618100710	Bell End (4") PVC Sch40/8	2.00	EA	4.000		8			8
20618101310	Cap (4") PVC Sch40/80	2.00	EA	11.100		22			22
20620501105	CU (No.6) Bare Solid	10.00	LF	0.250		3			3
20624152010	Ground Rod 5/8" x 10'	1.00	EA	8.000		8			8
20624201015	Grnd Rod Clamp 5/8" (Acor	1.00	EA	1.500		2			2

Star Operations, Inc.
052611B
Gaylon Chapman

CO JB#21-88 SIGNALS OVER/NEW "REVISED"

COST REPORT

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Activity Resource	Desc	Quantity Pcs	Unit	Unit Cost	Labor	Perm Material	Constr Matl/Exp	Equip Ment	Sub- Contract	Total
BID ITEM = 90000004 CLIENT# = 9000 0004										
Description =	RELOCATE TRAF SIG CONTROLLER & FOUNDATIO	Unit =	EA	Takeoff Quan:	1.000	Engr Quan:	1.000			
20656010104	No. 4 Rebar	40.00	LBS	0.550	22					22
20656011006	No.6 6 x 6 Wire Mesh	1.00	1.00 EA	70.000	70					70
30620011601	Expanding Foam@108.25%	1.00	EA	7.100			8			8
309000601002	2 x 4 X12' Lum@108.25%	2.00	EA	4.500			10			10
309000601006	1" X2" X 18" S@108.25%	1.00	EA	7.500			8			8
309000601010	3/4" x 8' Cham@108.25%	20.00	LF	0.110			2			2
309000601011	2 X 6 X 12'@108.25%	2.00	EA	7.000			15			15
3090007010	NAILS 16P DUPL@108.25	2.00	LBS	35.000			76			76
\$409.20			[]		290		119			409
					290.33		118.87			409.20
====> Item Totals: 90000004 - RELOCATE TRAF SIG CONTROLLER & FOUNDATIO										
\$1,719.44	32.5000 MH/EA	32.50	MH	[534.34]	828	290	119	482		1,719
1,719.440	1 EA				828.23	290.33	118.87	482.01		1,719.44

Star Operations, Inc.
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CO JB#21-88 SIGNALS OVER/NEW "REVISED"

COST REPORT

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Activity Resource	Desc	Pcs	Quantity Unit	Unit Cost	Labor	Perm Material	Constr Mat/Exp	Equip Ment	Sub- Contract	Total
<hr/>										
BID ITEM	= 90000005			CLIENT# = 9000 0005						
Description =	RELOCATE PULL BOXES			Unit =	EA	Takeoff Quan:		2.000	Engr Quan:	2.000
06830000	RELOCATE EXIST GROUND BOXES			Quant:	2.00 EA	Hrs/Shift:	10.00	Unit: 50	W/C: 18.190	
0682	Ped & Sig Head Crew		4.00 CH	Prod:	5.0000	US	Lab Pcs:	2.00	Eqp Pcs:	1.00
8TPU350D	1 Ton P.U (DIESEL) CREW	1.00	4.00 HR	21.020				87		87
L175	Utility Laborer	1.00	4.00 MH	12.500	85					85
L999	Foreman	1.00	4.00 MH	18.000	123					123
\$294.61		4.0000 MH/EA	8.00 MH	[67.1]	208			87		295
0.4000 Shifts		5.0000 Un/Shift	* 4.0000 MH/Unit		104.01			43.30		147.31
10820000	Remove Gnd Boxes (Complete)			Quant:	2.00 EA	Hrs/Shift:	10.00	Unit: 50	W/C: 18.190	
0624	Ground Box Crew		2.00 CH	Prod:	10.0000	US	Lab Pcs:	3.00	Eqp Pcs:	4.00
8EBKH0E1	Cat 420 Bckh w/Lder/Tr	1.00	2.00 HR	42.370				87		87
8RUT16	16' Utility Trailer	1.00	2.00 HR	3.850				8		8
8TDT03T	3 TON DUMP TRUCK	1.00	2.00 HR	31.600				65		65
8TFB03T	3 Ton Flatbed Truck	1.00	2.00 HR	28.260				58		58
L172	Common Laborer	1.00	2.00 MH	10.500	36					36
L175	Utility Laborer	1.00	2.00 MH	12.500	43					43
L342	Crane, Backhoe Operator	1.00	2.00 MH	14.500	49					49
\$346.40		3.0000 MH/EA	6.00 MH	[41.25]	128			219		346
0.2000 Shifts		10.0000 Un/Shift	* 3.0000 MH/Unit		63.95			109.26		173.20
<hr/>										
Item Totals:	90000005	- RELOCATE PULL BOXES								
\$641.01	7.0000 MH/EA		14.00 MH	[108.35]	336			305		641
320.505	2 EA				167.95			152.56		320.51

Star Operations, Inc.
052611B
Gaylon Chapman

CO JB#21-88 SIGNALS OVER/NEW "REVISED"

COST REPORT

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Activity Resource	Desc	Pcs	Quantity Unit	Unit Cost	Labor	Perm Material	Constr Matl/Exp	Equip Ment	Sub- Contract	Total
BID ITEM = 90000006 CLIENT# = 9000 0006										
Description =	TERMINATE CONTROLLER/INTERSECTION		Unit =	EA	Takeoff Quan:	1.000	Engr Quan:	1.000		
06800000 Program/Turn On Signals										
0680	Traf Sig Instal Crew		10.00 CH	Prod:	1.0000 S	Lab Pcs:	4.00	Eqp Pcs:	2.00	
8TBT030	30' Bucket Truck	1.00	10.00 HR	28.200				290		290
8TPU250	3/4 Ton Pickup Truck R.	1.00	10.00 HR	22.060				227		227
L172	Common Laborer	1.00	10.00 MH	10.500	179					179
L175	Utility Laborer	2.00	20.00 MH	12.500	426					426
L999	Foreman	1.00	10.00 MH	18.000	307					307
\$1,429.85	40.0000 MH/EA		40.00 MH	[588.5]	912			518		1,430
1.0000 Shifts	* 1.0000 Un/Shift		40.0000 MH/Unit		912.18			517.67		1,429.85
06800501 Turn On (Isolated)										
20620501104	CU (No.8) Bare Solid	25.00	LF	0.120				3		3
20624152008	Ground Rod 5/8" x 8'	2.00	EA	6.000				12		12
20624201015	Gnd Rod Clamp 5/8" (Acor	2.00	EA	1.500				3		3
2068001	Coding Tape	2.40	EA	4.500				11		11
206CLD	COLD GALV. SPRAY	1.00	EA	7.500				8		8
206DUCT	DUCT TAPE	1.00	EA	5.500				6		6
206GLUE	PVC GLUE	1.00	EA	5.500				6		6
206HTSHRNK	HEAT SHRINK	1.00	EA	22.000				22		22
206SLC	SILICONE(TUBES)	1.00	EA	12.000				12		12
206TAPE	RUBBER TAPE	1.00	EA	10.500				11		11
20MISC	Misc Materials	1.00	EA	150.000				150		150
20ZIPTIE	Zip Ties	1.00	EA	25.000				25		25
30620011601	Expanding Foam@108.25%	1.00	EA	7.100				8		8
\$274.49				[]				267		274
								266.80	7.69	274.49
Item Totals: 90000006 - TERMINATE CONTROLLER/INTERSECTION										
\$1,704.34	40.0000 MH/EA		40.00 MH	[588.5]	912	267	8	518		1,704
1,704.340	1 EA				912.18	266.80	7.69	517.67		1,704.34

Star Operations, Inc.
052611B
Gaylon Chapman

CO JB#21-88 SIGNALS OVER/NEW "REVISED"

COST REPORT

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Activity Resource	Desc	Quantity Pcs	Unit	Unit Cost	Perm Labor	Constr Material	Equip Matl/Exp	Sub- Ment Contract	Total
\$9,141.74	*** Report Totals ***	181.50	MH		4,293	840	127	3,883	9,142

>>> indicates Non Additive Activity

-----Report Notes:-----

The estimate was prepared with TAKEOFF Quantities.

This report shows TAKEOFF Quantities with the resources.

Bid Date: 05/26/11 Owner: Engineering Firm:

Estimator-In-Charge: G. CHAPMAN

JOB NOTES

Brian Sabala
SabalaB@AndersonColumbia.com
Project Manager-Texas Division
P.O. Box 565
Weslaco, TX 78599
(956) 969-4614 Office
(956) 515-1871 Primary Mobile
(956) 204-9880 Secondary Mobile
SabalaB@andersoncolumbia.com

TxDOT will over run SH 550 quantities for additional electrical work requested by TxDOT at FM 3248. Star Operations will get paid accordingly for their work as discussed in our field meeting last week.

Andres A. Espinoza, P.E.
Transportation Engineer II
(956)-399-5102

* on units of MH indicate average labor unit cost was used rather than base rate.

[] in the Unit Cost Column = Labor Unit Cost Without Labor Burdens

In equipment resources, rent % and EOE % not = 100% are represented as XXX%YYY where XXX=Rent% and YYY=EOE%

-----Calendar Codes-----

Calendars are found in crew and labor codes and have the format XXXdY where
XXX = The Calendar and Y = The Starting Day of the Week with Day 1 = Monday, etc.

40	Standard Calendar
45	5 - 9 hr days
50	5 - 10 hr days
60	6 - 10 hr days

**VI. CONSIDERATION AND APPROVAL OF
SUPPLEMENTAL NO. 8 TO WORK
AUTHORIZATION NO. 8 WITH HNTB FOR THE
WEST RAIL RELOCATION PROJECT**

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
General Engineering Consultant Services

SUPPLEMENTAL WORK AUTHORIZATION NO. 8
WORK AUTHORIZATION NO. 8
West Rail
International Advisor Services

This Supplemental Work Authorization No. 8 to Work Authorization No. 8 is made pursuant to the terms and conditions of the Base Contract, effective February 16, 2006, hereinafter identified as the "Agreement", entered into by and between Cameron County Regional Mobility Authority (the "AUTHORITY") and HNTB Corporation (the "CONSULTANT").

Part 1. The CONSULTANT will provide the following consulting services:

Services to Work Authorization No. 8 are unchanged and remain in full force and effect.

Part 2. Without modification, the maximum amount payable under this Lump Sum Supplemental Work Authorization No. 8 to Work Authorization No. 8 is hereby increased by **\$67,914.00** or from \$ **659,664.00** to **\$727,578.00**, Exhibit D, providing details supporting the increased amount, is attached and hereby made part of Work Authorization No. 8.

Part 3. Payment to the CONSULTANT for the services established under this Supplemental Work Authorization No. 8 to Work Authorization No. 8 shall be made in accordance with the Agreement.

Part 4. This Supplemental Work Authorization No. 8 to Work Authorization No. 8 is effective as of June 30, 2011, and shall extend the termination date to December 31, 2011, unless extended by a Supplemental Work Authorization.

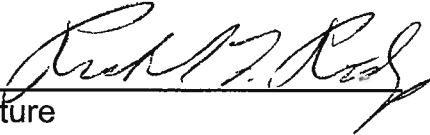
Part 5. This Supplemental Work Authorization No. 8 to Work Authorization No. 8 does not waive the parties' responsibilities and obligations provided under the Agreement.

Supplemental Work Authorization No. 8
Work Authorization No. 8

Part 6. This Supplemental Work Authorization No. 8 to Work Authorization No. 8 is hereby accepted and acknowledged below.

CONSULTANT:
HNTB Corporation

AUTHORITY:
Cameron County Regional Mobility Authority

By: 
Signature

By: 
Signature

Richard L. Ridings, P.E.
Printed Name

David E. Allex
Printed Name

Vice President
Title

Chairman
Title

6/29/11
Date

6-29-11
Date

LIST OF EXHIBITS

- Exhibit B – Scope Arturo
- Exhibit C - Work Schedule
- Exhibit D - Fee Schedule

**VII. CONSIDERATION AND APPROVAL OF WORK
AUTHORIZATION NO. 50 WITH HNTB FOR THE SH .
550 DIRECT CONNECTORS PASS THROUGH TOLL
AGREEMENT NEGOTIATIONS**

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
General Engineering Consultant Services

WORK AUTHORIZATION NO. 50
I-69 Direct Connectors Pass Through Negotiations

This Work Authorization No. 50 is made pursuant to the terms and conditions of the Base Contract, effective February 16, 2006, hereinafter identified as the "Agreement", entered into by and between Cameron County Regional Mobility Authority (the "AUTHORITY"), and HNTB Corporation (the "CONSULTANT").

Part 1. The CONSULTANT will provide the following engineering services:

Support the AUTHORITY in the negotiation of terms for the I-69 Direct Connectors Pass Through Financing Agreement with TxDOT. The responsibilities of the AUTHORITY, the CONSULTANT and the schedule are further detailed in Exhibits A, B, and C.

Part 2. Without modification, the amount payable for services performed under this Lump Sum Work Authorization No. 50 is **\$53,418.00**. A fee schedule used to establish the amount payable is attached hereto as Exhibit D. The CONSULTANT may alter the compensation distribution between individual phases, tasks or work assignments to be consistent with the services actually rendered, within the total lump sum amount.

The lump sum includes compensation for the services, subconsultant costs, if any, and appropriate factors for labor, overhead, profit and reimbursable expenses.

Although the CONSULTANT recognizes and accepts the ordinary risks and/or benefits of a lump sum fee structure, the parties agree to negotiate adjustment of the lump sum amount if there has been, or is to be, a material change in the: (a) scope, complexity or character of the services or the project; (b) conditions under which the services are required to be performed; or (c) duration of the services, if a change in the schedule warrants such adjustment in accordance with the terms of this Agreement.

Part 3. Payment to the CONSULTANT for the services established under this Work Authorization No. 50 shall be made in accordance with the Agreement.

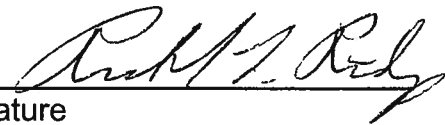
Part 4. This Work Authorization No. 50 is effective as of June 6, 2011 and shall terminate August 31, 2011, unless extended by a Supplemental Work Authorization.

Part 5. This Work Authorization does not waive the parties' responsibilities and obligations provided under the Agreement.

Part 6. This Work Authorization No. 50 is hereby accepted and acknowledged below.

CONSULTANT
HNTB Corporation

AUTHORITY:
Cameron County Regional Mobility Authority

By: 
Signature

By: 
Signature

Richard L. Ridings, P.E.
Printed Name

David E. Allex
Printed Name

Vice President
Title

Chairman
Title

6/29/11
Date

6-29-11
Date

LIST OF EXHIBITS

- Exhibit A – Services to be Provided by the Authority
- Exhibit B - Services to be Provided by the Consultant
- Exhibit C - Work Schedule
- Exhibit D - Fee Schedule

**IX. DISCUSSION REGARDING THE SH 550 TRAFFIC &
REVENUE REPORT**

SH550 TRAFFIC & REVENUE REPORT

Jun-11

Date	Northbound	Southbound	Total	Revenue	Tag Penetration
1	900	842	1,742	\$ 1,410.75	8.09%
2	902	928	1,830	\$ 1,445.00	7.82%
3	953	954	1,907	\$ 1,484.25	8.34%
4	688	775	1,463	\$ 959.00	6.77%
5	598	540	1,138	\$ 688.00	4.31%
6	865	881	1,746	\$ 1,533.25	8.13%
7	794	785	1,579	\$ 1,228.75	11.34%
8	831	830	1,661	\$ 1,283.00	6.62%
9	864	866	1,730	\$ 1,360.50	7.75%
10	852	900	1,752	\$ 1,440.00	9.31%
11	732	794	1,526	\$ 1,008.50	6.68%
12	563	489	1,052	\$ 627.00	4.28%
13	844	841	1,685	\$ 1,465.00	7.06%
14	850	836	1,686	\$ 1,372.50	8.36%
15	803	867	1,670	\$ 1,398.50	9.35%
16	788	845	1,633	\$ 1,324.00	9.49%
17	774	812	1,586	\$ 1,261.50	9.77%
18	572	687	1,259	\$ 775.50	5.80%
19	473	445	918	\$ 529.00	7.41%
20	704	673	1,377	\$ 1,131.00	7.70%
21	641	670	1,311	\$ 1,013.00	10.14%
22	602	610	1,212	\$ 992.00	11.39%
23	541	582	1,123	\$ 874.50	11.22%
24	628	735	1,363	\$ 1,094.50	9.56%
25	506	585	1,091	\$ 728.50	6.97%
26	438	409	847	\$ 498.00	7.97%
27	665	722	1,387	\$ 1,131.00	10.89%
28	651	631	1,282	\$ 1,076.00	14.27%
29					
30					
Total	20,022	20,534	40,556	\$ 31,132.50	8.45%

2 axle - 76%

3 axle - 3%

4 axle - 3%

5 axle - 17%

6 axle - <1%

**XI. DISCUSSION REGARDING THE AMOUNT OF STATE
AND FEDERAL GRANTS RECEIVED TO DATE**



CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

FUNDING SECURED

Toll Equity Funding	\$ 21.6 Million
SH 550 Project	\$ 36 Million
SH 550 Direct Connectors	\$ 25.5 Million
Veterans International Bridge Expansion	\$ 6 Million
West Rail Relocation Project	\$ 31 Million
Olmito Switchyard	\$ 17 Million
East Loop Corridor	\$ 40 Million
U.S. 77 Project	\$ 28 Million
FM 509 Project	\$ 1.5 Million
GSA Border Station	\$ 26 Million
TOTAL:	\$ 232.6 Million

**XII. DISCUSSION REGARDING THE CAMERON COUNTY
REGIONAL MOBILITY AUTHORITY SYSTEM MAP**

SYSTEM MAP

- EAST LOOP PROJECT / ENVIRONMENTAL STUDIES
- WEST PARKWAY PROJECT / ENVIRONMENTAL STUDIES
- SPI 2ND ACCESS PROJECT ALTERNATIVES / ENVIRONMENTAL STUDIES
- ⋯ FM 509 PROJECT / ENVIRONMENTAL STUDIES
- OUTER PARKWAY PROJECT / CORRIDOR STUDIES
- NORTH RAIL RELOCATION PROJECT / CORRIDOR STUDIES
- US 281 EXPANSION PROJECT / CORRIDOR STUDIES
- GENERAL BRANT ROAD / ENVIRONMENTAL STUDIES
- PORT ISABEL ACCESS ROAD / ENVIRONMENTAL STUDIES
- ⋯ FUTURE PORT BRIDGE PROJECT / CORRIDOR STUDIES
- ⋯ PORT ACCESS ROAD / CONSTRUCTION COMPLETE
- ⋯ OLMITO EXPANSION / CONSTRUCTION COMPLETE
- ⋯ SH 550 AT FM 1847 / CONSTRUCTION COMPLETE
- ⋯ SH 550 PROJECT / UNDER CONSTRUCTION
- ⋯ SH 550 PROJECT / UNDER DESIGN
- ⋯ WEST RAILROAD PROJECT / UNDER CONSTRUCTION
- VETERAN'S BRIDGE / UNDER CONSTRUCTION
- ⋯ PROPOSED FM 1925 PROJECT (BY TXDOT)
- ⋯ RAILROAD
-  PORT
-  AIRPORT
- INTERNATIONAL BRIDGES



**XIII. DISCUSSION REGARDING SOURCES OF FUNDING
FOR CAMERON COUNTY REGIONAL MOBILITY
AUTHORITY PROJECTS**

FUNDING SOURCES

- 1 – Aviation Funding
- 2 – American Recovery and Reinvestment Act (ARRA)
- 3 – Bond Proceeds
- 4 – Coordinated Border Infrastructure Funds (CBI)
- 5 – Comprehensive Development Agreement (CDA)
- 6 – Federal Funds (General/FRA)
- 7 – General Services Administration (GSA)
- 8 – Hotel/Motel Tax
- 9 – Local Funds
- 10 – National Infrastructure Bank
- 11 – Overweight Corridor Permit Fees
- 12 – Pass Through Funding
- 13 – Proposition 12 Funding
- 14 – Proposition 14 Funding
- 15 – SH 550 Toll Revenues
- 16 – State Infrastructure Bank Loan (SIB Loan)
- 17 – Toll Equity
- 18 – Transportation Infrastructure Finance and Innovation Act (TIFIA)
- 19 – Transportation Investment Generating Economic Recovery Funding (TIGER)
- 20 – Transportation Reinvestment Zone (TRZ)
- 21 – TxDOT Backstop
- 22 – TxDOT Discretionary
- 23 – Vehicle Registration Fees (VRF)
- 24 – 43 TAC Section 15

**XIV. DISCUSSION REGARDING STATUS OF CAMERON
COUNTY REGIONAL MOBILITY AUTHORITY
PROJECTS**

Pete Sepulveda, Jr.
CCRMA Coordinator
Cameron County Regional Mobility Authority
1100 East Monroe Street
Brownsville, Texas 78520



June 3, 2011

Dear Mr. Sepulveda,

The following is a summary of our progress on the subject projects for the month of May 2011.

Project Management:

General GEC

- Prepared & submitted CCRMA GEC Invoice for work performed on various Work Authorizations. Updated and submitted April 2011 GEC Work Authorization status report.
- On May 3, Richard Ridings, Bobby Balli, Dan Baker and Jimmy Berry attended the Special Meeting of the Board of Directors.
- On May 11, Richard Ridings and Jimmy Berry attended the Special Meeting of the Board of Directors. Richard Ridings presented the GEC Report and Jimmy Berry gave a presentation on the status of the Olmito Switch Yard and West Rail Relocation construction projects.
- On May 31, Richard Ridings and Jimmy Berry attended the Special Meeting of the Board of Directors.
- HNTB continues to attend numerous meetings and correspond with RMA staff and others to support the RMA's efforts.

FM 509 Project (Work Authorization No. 5)

The FM 509 project is a relief route around the north and east areas of the City of Harlingen that would construct an extension of FM 509, in Cameron County, from US 77 to the Intersection with FM 508. The proposed facility would consist of a four-lane roadway with directions of travel separated by a center median. Dependent upon traffic projections, an interim facility with fewer lanes may initially be constructed. Interchanges or grade separations would be constructed at major thoroughfares. As proposed, the right-of-way would be 300-feet wide (usual) and sufficient to accommodate future transportation needs; however, any future improvements would be subject to environmental review. This could include bicycle and pedestrian facilities, general purpose lanes, truck lanes, or some combination of these modes.

- HNTB is currently performing preliminary development of the Outer Parkway. This project would provide a greater economic benefit to the area and establish a corridor along similar alignment yet would continue along the North side of Cameron County to the future SPI 2nd Access. The recommended alternative alignment for the north-south section of FM 509 is being utilized as a connection to the future Outer Parkway to the existing FM 509 corridor. The east-west section of the recommended alternative potential alignment for FM 509 is being considered as an option for the east-west Outer Parkway alignment. The HNTB team

is currently utilizing FM 509 environmental studies, constraint data, Lidar survey data, and right of way information for this endeavor.

West Parkway Project:

The proposed West Parkway is a new location facility and will provide a four-lane controlled access parkway with interchanges and connections at strategic locations and grade separation structures for several crossing streets in Brownsville. The majority of the project alignment falls within or in the vicinity of the existing Union Pacific Railroad right-of-way. Negotiations are underway to relocate the railroad and donate the right-of-way to the county for the project.

West Parkway EA/Schematic (Work Authorization No. 7):

This Work Authorization provides for the development of a Schematic and Environmental Assessment based on the project design developed by TxDOT and detailed in the value engineering report.

- To date, the Environmental Assessment has been reviewed by TxDOT-Pharr District and TxDOT-Environmental Affairs Division. All review comments have been addressed. The most recent version of the document was submitted on March 10, 2011. Since submittal, TxDOT has initiated project coordination with the Texas Commission on Environmental Quality (TCEQ) and Texas Parks and Wildlife Department (TPWD). TCEQ has provided a "no comments" letter; TPWD review is on pending.
- This project is on hold until CCRMA gives HNTB a notice to proceed on Supplemental Work Authorization #5 to Work Authorization #7 for Historical Site Research. The environmental document cannot move forward without this research.

West Parkway Public Involvement (Work Authorization No. 18):

This Work Authorization provided community involvement services through a series of neighborhood meetings, focus group meetings, and one on one meetings to develop a two-way dialogue with the public to inform them of the need and purpose of the project and to gather their ideas on how the West Parkway can become a valuable community asset.

- This effort is complete and the contract is closed.

West Rail (Work Authorization No. 16):

This Work Authorization provides additional professional services and deliverables for the West Rail Relocation project. Work includes utility coordination and evaluation, changes to plan set for fencing, lighting and gate relocation on the bridge structure, coordination with DHS/CBP for temporary border fence removal to support construction and providing information to the contractor with regards to Request for Information (RFI's).

- Texas Gas Service completed the pipeline adjustments on the project.
- Coordination with TransMontaigne is ongoing. HNTB provided adjustments to TxDOT to eliminate conflicts at locations 3 and 4. A meeting is scheduled between TransMontaigne, TxDOT, and HNTB in early June to review options.
- Coordination with the Department of Homeland Security is ongoing for this project. The plan set has been completed to reflect the DHS/CBP changes (change order #1) for the fencing, gate relocation and lighting and the plan sheets submitted to TxDOT and UPRR for their review and comment. A plan set with these changes had also been submitted to DHS/CBP for their review. DHS/CBP has now advised that they will not coordinate VACIS

relocation efforts with their contractor, SAIC, and has stated that a separate contract between SAIC and the County is now required. Plans have been submitted to SAIC for their review. DHS/CBP has provided a copy of their HB 1400-02B Security Policy and Procedures Handbook after appropriate non-disclosure agreements (NDA's) had been approved. DHS comments to plan set referencing HB 1400-02B are showing some of the HB 1400 specifications are out of date/no longer manufactured. We are working with architect and DHS for resolution.

West Rail Relocation International Coordination (Work Authorization No. 8):

This Work Authorization provides appropriate subconsultant(s) for staff coordination with the Mexican agencies to monitor and determine project schedules, permit requirements, funding technical agreements and design for the West Rail Relocation around Brownsville, Texas. The project plans will require approval by Secretaría de Comunicaciones y Transportes (SCT), Comisión Internacional de Límites Y Aguas (CILA) and Kansas City Southern Mexico (KCSM).

- Due to the delay caused by realignment issues described in last month's report, four parcels are still in the final process for being acquired.
- Arturo de las Fuentes facilitated additional meetings with SCT officials and the Mexican design and construction team to work out discrepancies with the design assumptions and geotechnical considerations utilized in the Mexican design. Arturo facilitated conversations between HNTB representatives and the team of engineers and contractors on the Mexican side. Through these meetings, the issues were resolved and the construction of the Mexican side of the project continues.
- A meeting with representatives of SCT and the State of Tamaulipas was facilitated by Dr. de las Fuentes on May 3rd for the purpose of communicating the final revisions to the Mexican alignment, the required ROW acquisition process, the status of the environmental permit and the permits of CONAGUA and CILA.
- Dr. de las Fuentes facilitated a meeting with SCT, the State of Tamaulipas and Grupo BM to coordinate the future West Loop of Matamoros Right of way requirements where the future project will intersect the West Rail project on the Mexican side. Constant updates were provided to numerous Mexican agencies on the status of the above stated.
- Dr. de las Fuentes continues to assist with the development of a 30 year Binational Regional Plan of the Cameron County and Matamoros Municipality Zone.
- Several telephone calls were made to the new SCT administration to determine the status of the Construction Agreement between SCT, KCSM, UPRR and the County. The signature of the agreement between the SCT and KCSM was in its final signature steps. The final KCSM signatures are expected by the end of May.
- The 42nd Technical Review meeting will be held on May 20th.

TxDOT Project Development Agreement for I69 CDA (Work Authorization No. 13):

This Work Authorization provides support to the Authority and its Legal and Financial Advisors in the development of a Project Development Agreement (PDA) between the Authority and TxDOT concerning the development of the SH 550, West Parkway, and US 77 Improvements projects

- Continued addressing FHWA and TxDOT review comments on the RFDP for Industry Review.
- As a result of legislative action, CDA activity is now on hold

SH 550 Re-Evaluation (Work Authorization No. 15 & Supplements 1, 2 & 3):

This Work Authorization provided professional services and deliverables in support of the CCRMA's development of the SH 550 toll project from US 77/83 to State Highway 48 and the proposed entrance to the Port of Brownsville. Work included the preparation of an Environmental Assessment Re-evaluation focusing on the effects of tolling the project, preparation of a wetlands report, and development of a mitigation plan/Section 404 permit application. Supplements 2 & 3 included the mitigation design and re-evaluation of the EA to include the mitigation site.

- Construction/mitigation site monitoring and coordination with the US Army Corps of Engineers continues in accordance with the executed Section 404 permit.

SH 550 Toll Systems Integration and Design (Work Authorization No. 21 & Sup 1 & 2):

This Work Authorization provides professional services and deliverables in support of the CCRMA's tolling of the SH 550 from US 77/83 to State Highway 48 and the proposed entrance to the Port of Brownsville. Work includes the preparation of plans, specifications, and estimates for gantry, signing, conduit, and paving required for tolling of the main lanes. These will be included in the design package that TxDOT is currently completing and plans on letting using ARRA funds early in 2010. Supplement 1 to this WA includes the development of gantry and signage plans for change order into the current project under construction at the FM 1847 overpass as well as developing a plan for toll systems integration and customer service center implementation. Supplements 2 and 3 to this WA include the development of interlocal agreements with CTRMA and TTA for the toll system implementation and TxTAG customer service.

- Worked via a CTRMA work authorization to provide coordination of CTRMA resources, including subcontractors to CTRMA and those that will interface with the CTRMA's systems in support of the CCRMA Toll System implementation project.
- Organized, facilitated and documented weekly meetings for the purpose of coordinating CTRMA's provision of toll systems, transaction processing, financial reconciliation and maintenance services to the CCRMA.
- Worked with CTRMA and their image processor to develop a process for gathering license plate and address information for CCRMA marketing purposes.
- Continued refinement and coordinated the draft ILA between CCRMA and TxDOT.
- Promoted immediate meetings and discussions between the TxDOT toll marketing coordinator and the CCRMA marketing firm to promote TxTag distribution and penetration.

South Padre Island Second Access Phase 3A (Work Authorization No. 17):

This Work Authorization provides engineering and environmental services associated with the development and advancement of the NEPA process for the proposed South Padre Island (SPI) 2nd Access Project in Cameron County, Texas. The proposed Project will provide important congestion relief for the Queen Isabella Memorial Causeway. The proposed SPI 2nd Access Project will also serve as a critical alternative evacuation route from the island in times of disaster, hurricanes, and other emergencies. The tasks associated with the Project will include the development of the necessary environmental documentation, corridor alternatives assessments, and related public involvement activities. This Work Authorization continues the environmental and corridor alternatives assessment tasks necessary to advance the project to a selection of a Recommended Preferred Alternative and ultimately to a Record of Decision (ROD). After the selection of a Preferred Alternative a supplement for schematic design will be required.

- To date, the draft EIS has been reviewed by TxDOT (Pharr District, Environmental Affairs and General Counsel) and FHWA-Texas Division.
- The most recent version of the draft EIS is now being back checked by FHWA-Texas Division in anticipation of submission to FHWA-Legal and designated Cooperating Agencies.

Olmito Switchyard PS&E (Work Authorization No. 23 & Supplement No. 1):

This Work Authorization provides for the production of Plans, Specifications, and Estimates for the construction of addition rail and repair facilities in the Olmito Switchyard. Rail and grading plans were prepared. The repair facilities (RIP) will be included in a second set of construction plans for letting at a later date.

RIP Facility plans:

- Plans have been approved. A letting date will be provided and advertisement can commence once the AFA is signed by TxDOT.

SH 550 PS&E (Work Authorization No. 24):

This Work Authorization provides engineering services for the preparation of plans, specifications and estimates (PS&E) for the construction of SH 550 tolled main lanes between existing frontage road lanes from US 77/83 to 0.5 mile north of FM 3248. The work will be performed in two phases as follows:

Phase 1 – Prepared a design summary report (DSR), typical sections, design layout, and preliminary cost estimate for the proposed SH 550 tolled main lanes.

- Phase 1 work was completed in April 2010.

Phase 2 – Prepare PS&E package for letting based on approved typical sections and design layout from Phase 1.

- Utility database is being maintained, and coordination meetings for each of the identified conflicts and service locations will continue. Traffic memo was submitted to TxDOT on 5/30.
- Progress Meetings were held on 5/3, 5/10, and 5/24.
- Received the 90% PS&E submittal review comments from TxDOT on 5/16.
- Addressed TxDOT and internal review comments. Completed development of final design plans, for final Mylar submittal to TxDOT.
- Submitted Final PS&E Documents to TxDOT on 5/31, as scheduled. Submittal included: Mylar plan sheets (plus 5 bound copies), cross-sections, specs, special specs and provisions, general notes, construction estimate, construction schedule, certifications, district PS&E checklist, comment/response form, geotech report, and the scour study.

Port Access Road (Work Authorization No. 25):

This Work Authorization provided engineering services associated with the development of plans, specifications, and estimates for the construction of a new access drive from SH 48 into the Port of Brownsville. The CCRMA is constructing the new \$2.5 M entrance into the Port of Brownsville in exchange for the donation of the SH 550 Port Spur ROW. TxDOT had initiated design of this

entrance road but stopped design at an approximately 60% level of completion. The GEC obtained TxDOT design files and utilized them to complete a PS&E package.

This Work Authorization is complete. No activity.

General Brant Road/FM 106 Extension (Work Authorization No. 26)

This work authorization provides professional services and deliverables associated with the preparation of a categorical exclusion (to be reviewed by the Federal Highway Administration in anticipation of possible federal funding) and the completion of the Section 404 permitting process (including the development of a conceptual mitigation plan) for the project.

- Received comments from TxDOT Environmental Affairs Division on draft Categorical Exclusion; currently coordinating responses and addressing document classification issues with Pharr District staff.
- Submitted Section 404 permit application to Pharr District for signature.

SH 32 East Loop Pass Through Application (Work Authorization No. 27)

This work authorization provided professional services and deliverables associated with reviewing and revising the 2009 application. The Application was submitted to TxDOT on May 11, 2010.

- This effort is complete and the contract is closed.

Olmito Switch Yard Expansion Construction Inspection (Work Authorization No. 28)

This work authorization provides professional services associated with construction inspection phase work for the Olmito Switch Yard.

- The Contractor has completed 100% of the construction on the project.
- The Change Order for the North Access road has been completed by the contractor.
- Final documentation is underway and will be completed soon.

TIGER II Grant Application (Work Authorization No. 30)

This work authorization provided professional services and deliverables associated with applying for a Transportation Investment Generating Economic Recovery II (TIGER II) grant.

- This effort is complete and the contract is closed.

Olmito Switch Yard & Repair-In-Place Facility (Work Authorization No. 31)

This work authorization provides construction phase and engineering services throughout the construction duration of the Olmito Switch Yard and Repair-In-Place (RIP) Facility by providing responses to the contractor's Requests for Information, Shop Drawing Review and As-Built construction plans. Also, HNTB will provide a records keeping process through the use of DashPort.

- TxDOT authorized the County to proceed with bidding the project.

Port Access Road RFIs, Shop Drawing Review (Work Authorization No. 32)

This Work Authorization provides engineering services associated with construction phase services for the construction of the Port Access Road. The Port Access Road is presently under construction and the GEC will respond to Requests for Information (RFIs) from the contractor and will review shop drawings on an as needed basis.

- Bridge work on hold per contractor request for convenience, associated with McAllen's work on the adjacent TxDOT section of SH 550 Port Spur project.

West Rail Bypass, CI (Work Authorization No. 33)

This work authorization provides professional services associated with construction inspection phase work for the West Rail Bypass.

- The drilled shaft sub contractor has completed the shafts for all bents except #41. The shafts for bent #41 have been the point of discussion for some time. We have reviewed several submittals by the contractor to complete theme, but we have not received an acceptable proposal yet. The columns have been placed at Bents 52 and 53. The cap for bent 53 is scheduled for placement next week.
- The building sub contractor began building the DHS facility. The foundation was poured on April 29, 2011. We have been working with DHS and GMS to identify acceptable door hardware. Once the door hardware is approved, the contractor can begin construction of the exterior walls.
- The earthwork subcontractor has completed the embankment for the track construction from Butler Road to New Carmen Road. The first lift of Subballast has been placed over most of this area. There is a lot of drainage work that will be required prior to placement of all the Subballast. He is installing the bypass channels for the Irrigation District #6 channel. That will allow him to construct the permanent drainage structures under the South Wye and Rail Road Street.
- TxDOT is working with Transmontaigne to relocate the utility crossings at the five crossing locations. We are expecting Transmontaigne to agree to eliminate two adjustments to their line soon.

SH 32 East Loop Pass Through Negotiation (Work Authorization No. 34)

This work authorization provided professional services and deliverables associated with negotiating a final pass through agreement with TxDOT. CCRMA received a fully executed Pass Through Agreement from TxDOT dated January 25, 2011.

This effort is complete and the contract is closed.

Outer Parkway Study (Work Authorization No. 36)

This work authorization provides professional services and deliverables associated with a study for the Outer Parkway. The study is to be performed in a three phase effort to deliver a schematic design for the Outer Parkway project. The phases are:

Phase I includes field investigations, constraints mapping and technical evaluations necessary to identify a recommended ½ mile wide corridor for the proposed Outer Parkway.

Phase II will include the refinement of the corridor identified in Phase I (by narrowing the corridor down from ½ mile wide to 1,000 feet wide). During this phase, property owners in

the immediate vicinity of the project will be notified and afforded an opportunity to provide feedback.

During Phase III, a specific alignment will be developed and a right-of-way footprint established. Phase III will include the development of the schematic design, environmental permitting, agency coordination, and the appropriate environmental documentation for connections to roadways on the State Highway System.

- Finalized the draft Corridor Identification Report; official submission is pending.

Transportation Reinvestment Zone (TRZ) (Work Authorization No. 37)

This work authorization provides services and deliverables perform services required for the identification and establishment of Cameron County Transportation Reinvestment Zone No. 1.

- Continued research and coordination with Cameron Appraisal District to identify remaining properties to be included in the TRZ.
- Developed tables of historic property values and revenues and preliminary estimates of future values and revenues for the TRZ

US 77 PS&E (Work Authorization No. 41)

This Work Authorization provides services and deliverables to perform engineering services required for the aerial mapping, preparation of plans, specifications and estimates (PS&E) for the construction of US 77 within existing right-of-way (ROW) for the existing schematic as completed and provided by the Texas Department of Transportation (TxDOT) which includes two (2) control section job (CSJ) projects as follows:

CSJ: 0327-10-053: FM 1018 to 0.3 miles North of FM 498

CSJ: 0327-10-054: 0.3 miles North of FM 498 to FM 3168

- Received final Division comments on May 27, 2011. Will be addressing comments to resubmit revised Mylars to Division by June 10th.
- Deadline for requesting public hearing expired; no hearing request was received.
- TxDOT met with area farmers to discuss access concerns. Project being modified to address access issues; PCE being updated accordingly.
- The advertise for bids date is June 16 for a July 7 or 8 letting.

SH 32 EA (Work Authorization No. 42)

This Work Authorization provides oversight, guidance, agency coordination, issue resolution, and quality assurance/quality control necessary to expedite the environmental review/approval process for two environmental assessment (EA) documents being provided by other firms for the East Loop project.

- Continued bi-weekly coordination meetings regarding SH 32-West and SH 32-East.
- SH 32-East environmental assessment was submitted to Pharr District for review.

SH 550 State Infrastructure Bank (SIB) Loan (Work Authorization No. 43)

This Work Authorization provides services to work with CCRMA's traffic and revenue consultant and financial consultant to develop a range of (or specific) requested amount of SIB funding. The information developed by HNTB for this task will include environmental, design, construction information, and maintenance and operation costs. HNTB will provide direction and guidance in completing and assembling the SIB loan application, to be produced by another firm. HNTB will provide follow-up direction and guidance in responding to requests for additional information from TxDOT during the SIB application review and approval process.

- No activity. It is expected to resume work this summer upon final SIB Loan rules being approved by the State legislature.

I-69 Pass-Through Finance Application (Work Authorization No. 45)

This Work Authorization provides services to develop and submit a Pass-Through Financing Application for the improvement of US 77 to Interstate Highway standards in Cameron, Willacy, Kennedy, Kleberg, and Nueces Counties, Texas.

- At the May 26 Texas Transportation Commission Meeting, the US 77 Direct Connectors at SH 550 were approved for negotiations.


Consultant Management:

- Continued coordination with subconsultants.

Agency Coordination:

- Conducted ongoing discussions with CCRMA staff, TxDOT staff, TTA staff and subconsultants for preparation of SPI 2nd Access project, West Parkway project, SH 550, Olmito Switch Yard construction project, West Rail project, SH 550 SIB Loan Application, Comprehensive Development Agreement, East Loop EA, and I-69 Pass-Through Finance Application.

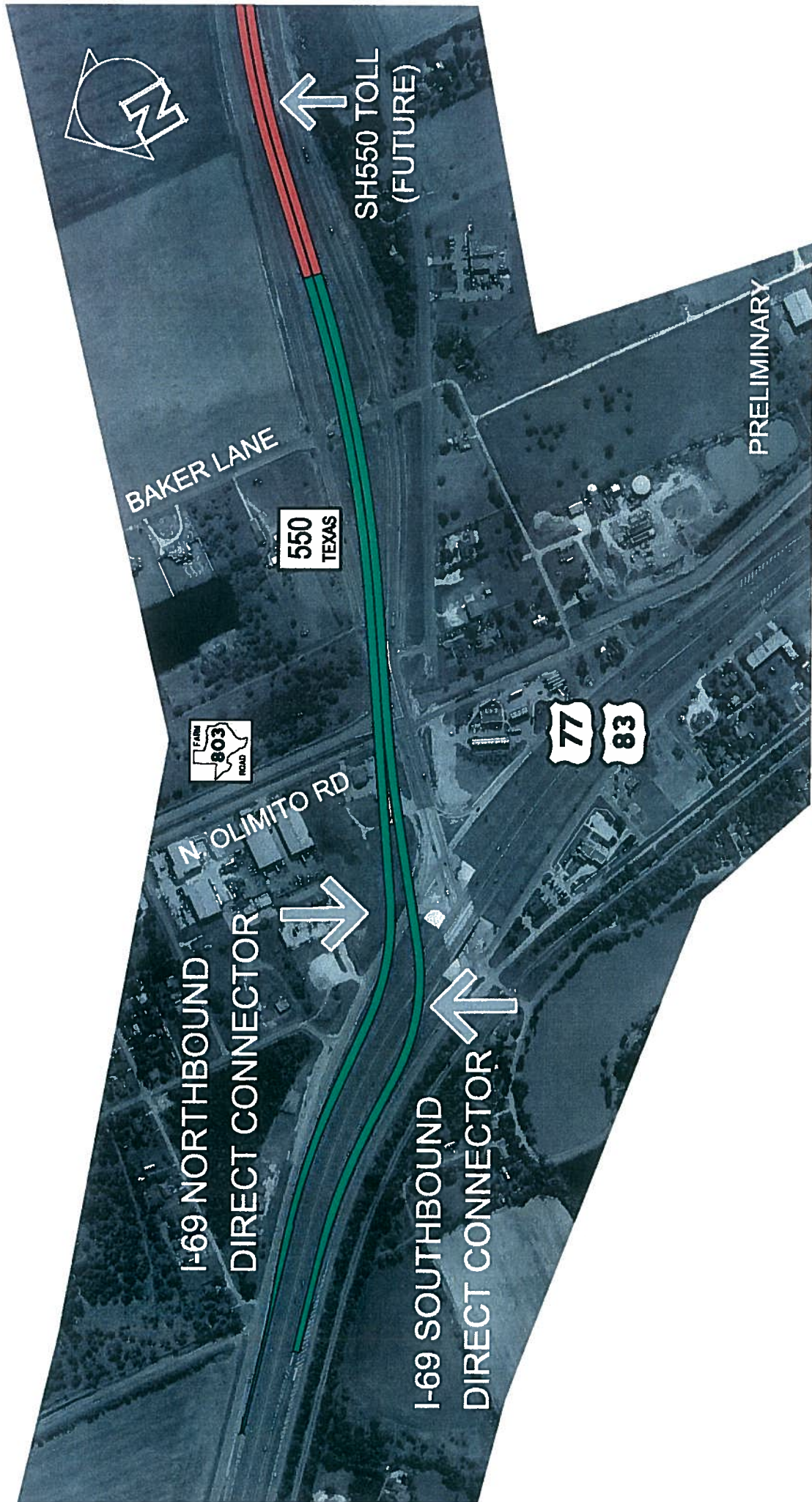
Best regards,



Richard L. Ridings, P.E.
Vice President

cc: David Garcia
Van Short, P.E.
Lamberto "Bobby" Balli, P.E.





Activity ID		Activity Description		Orig Dur		Early Start		Early Finish		Total Float	
5060		Bent Footings 3248 OP		24	01SEP11	24	01SEP11	10OCT11	133		
2450		Haul & Compact fill North Header 3248		33	25AUG11	33	25AUG11	14OCT11	50		
5040		Drive Piling Abut 1 3248 OP		6	17OCT11	6	17OCT11	24OCT11	149		
2070		Constr Bents 3248 OP		20	28OCT11	20	28OCT11	28NOV11	133		
2470		Haul & Compact fill South Header		36	17OCT11	36	17OCT11	13DEC11	50		
5050		Drive Piling Abut 4 3248 OP		6	14DEC11	6	14DEC11	22DEC11	117		
5080		Constr Abuts 3248 OP		12	22DEC11	12	22DEC11	11JAN12	117		
5090		Set Beams 3248 OP		1	20JAN12	1	20JAN12	20JAN12	186		
5100		Set deck Panels / Form deck 3248 OP		14	31JAN12	14	31JAN12	20FEB12	181		
5110		Pour and cure Deck 3248 OP		10	21FEB12	10	21FEB12	06MAR12	181		
5120		Form and Pour SSTR Rail 3248 OP		2	07MAR12	2	07MAR12	08MAR12	181		
5010		3248 Overpass		134	22AUG11	134	22AUG11	15MAR12	181		
5130		Paint Bridge 3248 OP		4	12MAR12	4	12MAR12	15MAR12	181		
3248 TO PI											
1870		"A" 1355+00 398LF 36", 42" RCP w/ 2 CC 16H0 LFD + 10' H		5	25AUG10A	5	25AUG10A	27AUG10A			
1860		"A" 1355+00 2 BBL 10x5 x 440 MBC		22	29NOV10A	22	29NOV10A	17DEC10A			
PI BRIDGE & APPR 1355+00											
5450		Drive Piling Bent 5 and footings PI Rd		13	10NOV10A	13	10NOV10A	26NOV10A			
5460		Drive Piling Bent 6 and footings PI Rd		13	11NOV10A	13	11NOV10A	03DEC10A			
5470		Drive Piling Bent 7 and footings PI Rd		13	15NOV10A	13	15NOV10A	10DEC10A			
5480		Drive Piling Bent 8 and footings PI Rd		13	15NOV10A	13	15NOV10A	21DEC10A			
2710		Cut Subgrade Jughandies		2	20DEC10A	2	20DEC10A	23DEC10A			
1830		PI Rd 2 BBL 10x6 x 180 MBC w/		16	20DEC10A	16	20DEC10A	26DEC10A			
1840		PI Rd 2 BBL 60" x 400LF w/ Tie-In, Wing		18	05JAN11A	18	05JAN11A	04MAR11A			
2720		Line Subgrade Jughandies		2	01MAR11A	2	01MAR11A	16MAR11A			
2730		Rework, Compact, Bluestop Subgrade		4	14MAR11A	4	14MAR11A	16MAR11A			
2740		Geogrid Jughandies		2	16MAR11A	2	16MAR11A	22MAR11A			
2750		Deliver and set Ty A Base Jughandies		2	23MAR11A	2	23MAR11A	04APR11A			
2760		Finish Ty A Base Jughandies		2	09MAY11A	2	09MAY11A	11MAY11A			
2770		Shoot Prime Jughandies		1	13MAY11A	1	13MAY11A	14MAY11A			
2780		Lay ACP TY "B" Jughandies		1	14MAY11A	1	14MAY11A	14MAY11A			
2790		1 Course Surf Treat Jughandies		1	17MAY11A	1	17MAY11A	17MAY11A			
2800		Lay ACP TY "D" Jughandies		2	21MAY11A	2	21MAY11A	23MAY11A			
2810		Striping Jughandies		1	01JUN11	1	01JUN11	01JUN11	0		
2700		Jughandies @ Old PI Rd		108	20DEC10A	108	20DEC10A	02JUN11	0		
2820		Switch Traffic Jughandies		1	02JUN11	1	02JUN11	02JUN11	10		
2360		PI Road South Aprr		2	03JUN11	2	03JUN11	06JUN11	57		
5420		Drive Piling Bent 2 and footings PI Rd		13	01JUN11	13	01JUN11	21JUN11	0		
2530		Haul & Compact fill South Header Old		12	03JUN11	12	03JUN11	22JUN11	133		
5430		Drive Piling Bent 3 and footings PI Rd		13	08JUN11	13	08JUN11	29JUN11	0		
2370		PI Road North Aprr		8	23JUN11	8	23JUN11	06JUL11	133		
5440		Drive Piling Bent 4 and footings PI Rd		13	21JUN11	13	21JUN11	06JUL11	133		
2550		Haul & Compact fill North Header Old		12	23JUN11	12	23JUN11	11JUL11	282		
2910		Cut Subgrade Old PI Aprr		2	12JUL11	2	12JUL11	13JUL11	282		
2920		Line Subgrade Old PI Aprr		2	14JUL11	2	14JUL11	16JUL11	282		
5490		Drive Piling Bent 9 and footings PI Rd		13	28JUN11	13	28JUN11	19JUL11	133		
2930		Rework, Compact, Bluestop S/S Old PI		5	19JUL11	5	19JUL11	25JUL11	282		
5500		Drive Piling Bent 10 and footings PI Rd		13	08JUL11	13	08JUL11	27JUL11	133		
2940		Geogrid Old PI Aprr		2	26JUL11	2	26JUL11	27JUL11	282		
2950		Deliver and set Ty A Base Old PI Aprr		2	26JUL11	2	26JUL11	28JUL11	282		
2960		Finish Ty A Base Old PI Aprr		2	01AUG11	2	01AUG11	02AUG11	282		
2970		Shoot Prime Old PI Aprr		1	03AUG11	1	03AUG11	03AUG11	282		

Start Date

Finish Date

Non Date

02AUG10

10DEC12

15JUN11 20:19

5010

01JUN11

Early Bar

Progress Bar

Critical Activity

Sheet 2 of 7

Anderson Columbia Co., Inc.

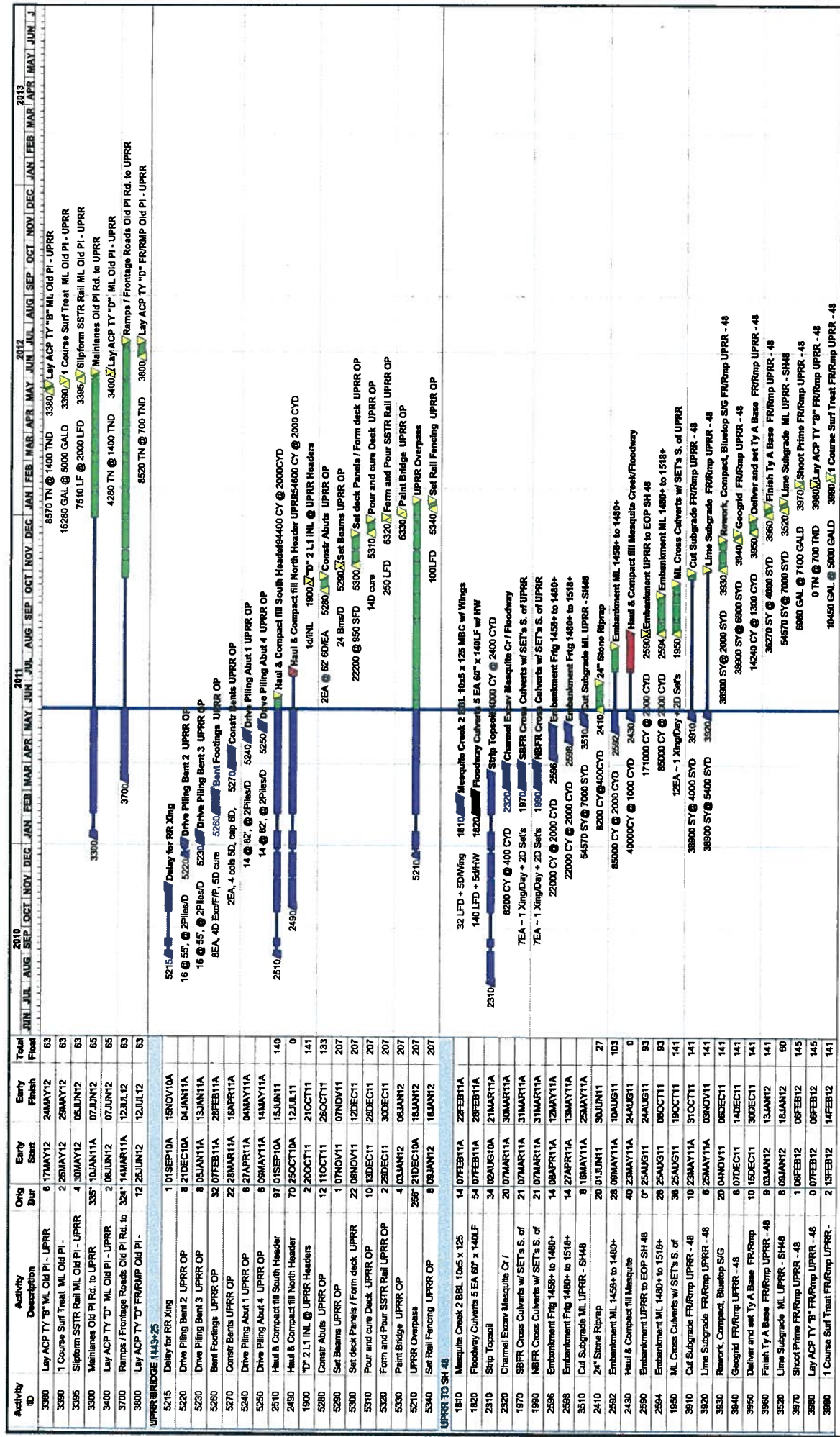
Cameron Co. SH 550 - 3622-01-001

UPDATE 01JUN11

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Activity ID | **Activity Description** | **Orig Dur** | **Early Start** | **Early Finish** | **Total Float**

2880	Lay ACP TY "B" Old PI Apr	0	04AUG11	03AUG11	282
2890	Drive Piling Bent 11 and footings PI Rd	13	13JUL11	04AUG11	133
2900	1 Course Surf Treat Old PI Apr	1	04AUG11	04AUG11	282
2900	Old PI Rd Approaches	19	12JUL11	08AUG11	282
3000	Lay ACP TY "D" Old PI Apr	2	05AUG11	08AUG11	282
5530	Drive Piling Bent 12 and footings PI Rd	6	04AUG11	11AUG11	133
5540	Drive Piling Bent 13 PI Rd OP	13	27JUL11	12AUG11	133
5550	Build Bent Columns PI Rd OP	44	20DEC10A	23AUG11	181
5560	Build Bent Caps PI Rd OP	68	21FEB11	19SEP11	181
5570	Build Abutments PI Rd OP	12	19SEP11	09OCT11	181
5580	Set Panels/form/pour deck Spans 1-4	20	17OCT11	20OCT11	181
5590	4 Day cure before stripping forms PI Rd	20	21NOV11	21NOV11	181
5600	Set Panels/form/pour deck Spans 5-8	20	30NOV11	29DEC11	181
5605	4 Day cure before stripping forms PI Rd	4	10DEC11	05JAN12	181
5610	Set Panels/form/pour deck Spans 9-12	16	06JAN12	03JAN12	181
5620	Strip forms and 14D cure PI Rd OP	10	31JAN12	14FEB12	181
5630	Form and Pour SSTR Rail PI Rd OP	2	03MAR12	08MAR12	182
5410	Old PI Road Overpass	186	01JUN11	13MAR12	182
5640	Paint Bridge PI Rd OP	4	07MAR12	13MAR12	182



Sheet 4 of 7

Anderson Columbia Co., Inc.

Cameron Co. SH 550 - 3622-01-001

UPDATE 01JUN11

Start Date: 06AUG10 15010

Finish Date: 10DEC12

Date Date: 01JUN11

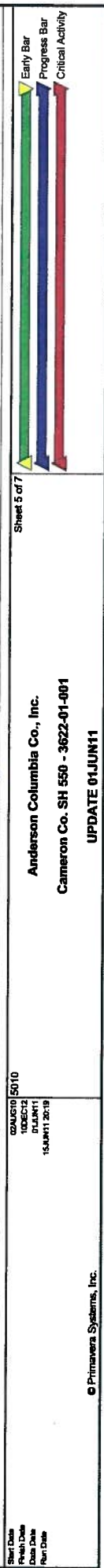
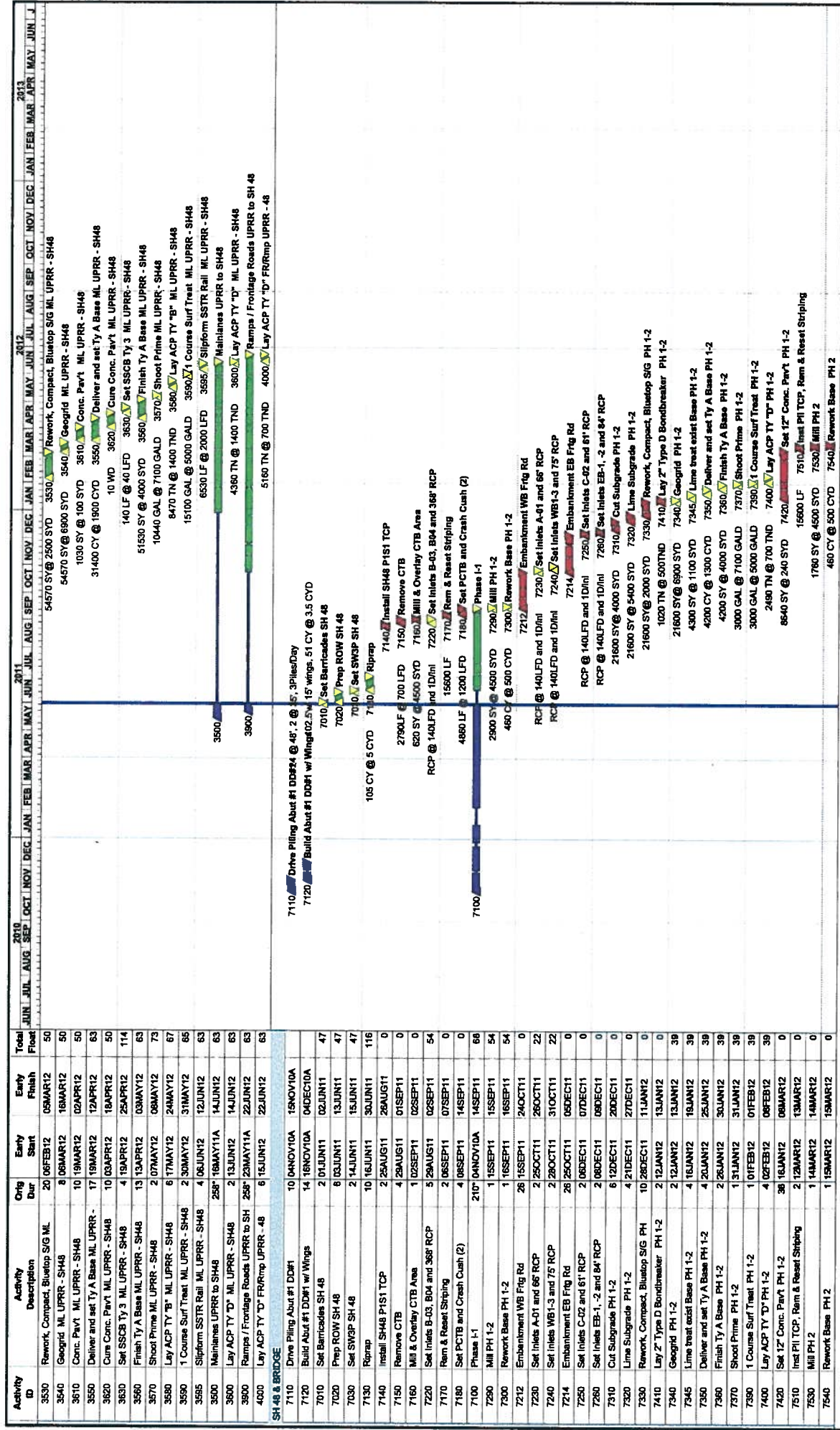
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Early Bar

Progress Bar

Critical Activity



END PROJECT
CSJ: 1138-02-015
STA 214+01.25

SH 100

BROWNSVILLE

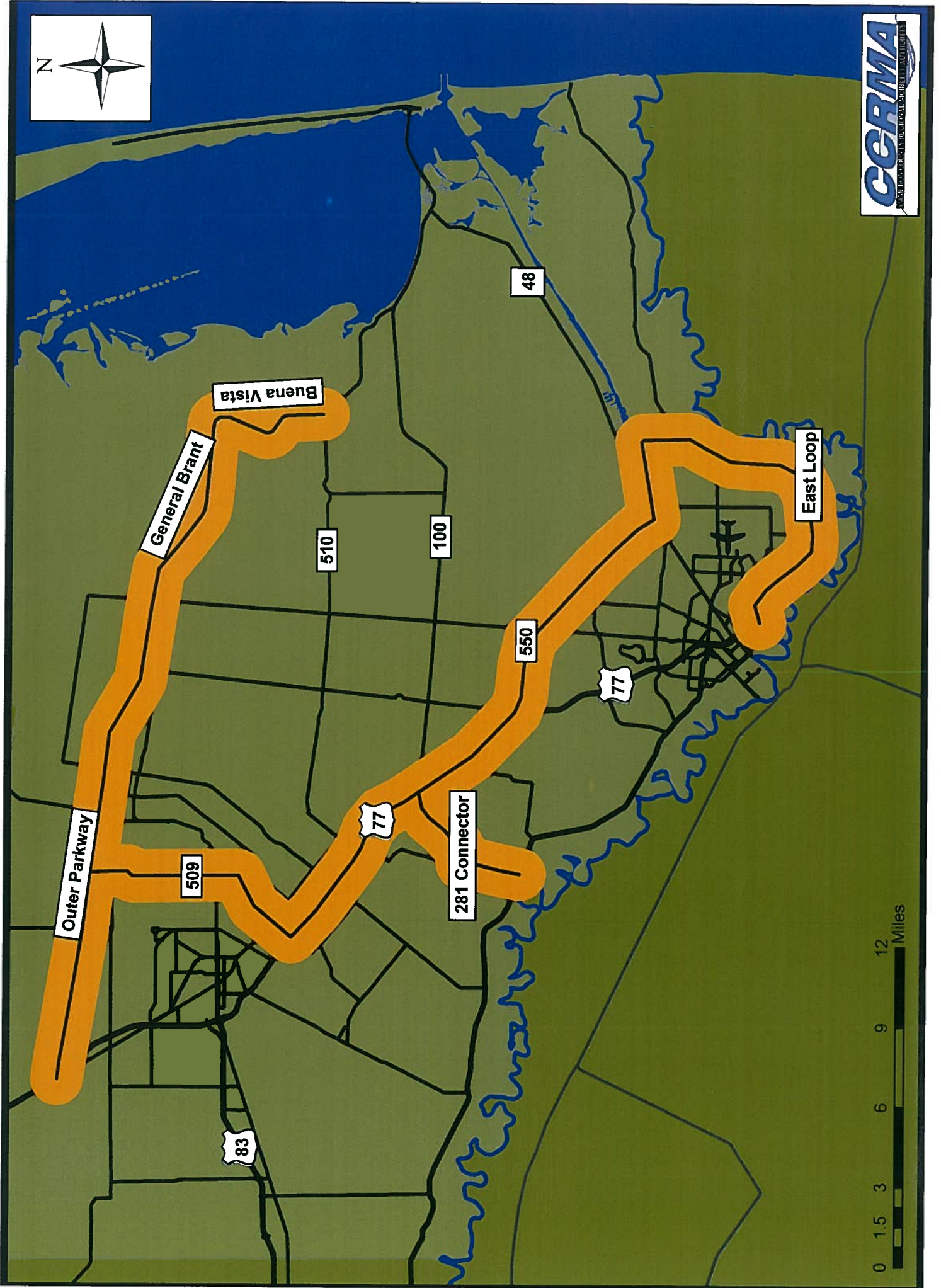
EXIST FM 803

BEGIN PROJECT
CSJ: 1138-02-015
STA 67+95.28

FM 511

RANCHO VIEJO

US 27/83



**OUTER PARKWAY
CORRIDOR IDENTIFICATION REPORT**

CAMERON COUNTY, TEXAS

**PREPARED FOR
CAMERON COUNTY REGIONAL MOBILITY AUTHORITY**

**PREPARED BY
HNTB CORPORATION**

MAY 2011

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Exhibit A:	Study Area
Exhibit B:	Alternatives
Exhibit C:	New Location Alternatives Environmental Constraints
Exhibit D:	Recommended Alignment

I. INTRODUCTION

The mission of the Cameron County Regional Mobility Authority (CCRMA) is to make significant contributions to the region's quality of life by providing effective, safe mobility improvements that will encourage economic development and job creation for South Texas. The CCRMA is planning a complete system of transportation infrastructure additions and upgrades for Cameron County that will support economic development and increase safety for the benefit of the entire region. The Outer Parkway is one of several projects that will integrate regional planning, multi-modal options, and modern technology toward development of a world-class transportation system in Cameron County that will support economic development in the region – now and in the future.

As currently envisioned, the Outer Parkway would provide a new east-west travel route in northeastern Cameron County. It would extend from U.S. Highway (US) 77/83 to Farm-to-Market (FM) 106 (General Brant Road) in the vicinity of FM 1847 (see **Exhibit A**). As currently proposed, the Outer Parkway would be controlled access and tolled. Although construction may be phased, the ultimate facility would consist of two lanes in each direction, separated by a wide center median reserved for future transportation use.

No state or federal funds are currently planned for construction of the Outer Parkway. Instead, a combination of local funds, toll revenue-supported bonds and revenue generated from the Cameron County Transportation Reinvestment Zone #1 (TRZ-1) will be used to finance the project.

This report documents the project purpose and objectives, evaluates potential alternatives, and identifies a recommended corridor. This corridor is conceptual and will be refined to minimize environmental impacts during the next stage of project development. Other steps to be taken in the project development process are also outlined in this report.

II. PROJECT PURPOSE

The purpose of the Outer Parkway is to (1) enhance east-west mobility in northeastern Cameron County and (2) support/promote economic development. Each aspect of the project purpose is discussed below.

Enhance East-West Mobility/Facilitate Evacuation

East-west mobility in the northeastern portion of Cameron County is severely limited due to a lack of adequate transportation infrastructure. The inadequate roadway is a negative impact for this under-developed portion of Cameron County. Specifically, the lack of adequate infrastructure impacts east-west mobility for residents, commuting employees and tourists. Lack of adequate east-west infrastructure also impedes the efficient routing of hurricane evacuation from South Padre Island and coastal areas; impedes police, fire and emergency medical response;

and hampers economic development in this economically-distressed area of South Texas. A recent accident on State Highway (SH) 100 over the Easter weekend resulted in a four hour trip to South Padre Island. Implementation of the Outer Parkway would have alleviated this delay.

Currently, east-west access in northeastern Cameron County is provided by FM 106 (General Brant Road), FM 510 and SH 100. FM 106 extends from Loop 499, south of Harlingen, east to FM 1847. This section of roadway consists of two 12-foot wide lanes with 10-foot wide shoulders. It is maintained as part of the State Highway System and is in good condition. East of FM 1847, the roadway continues as General Brant Road/Buena Vista Boulevard until it intersects with FM 510 northwest of Port Isabel. General Brant Road/Buena Vista Boulevard is a two-lane substandard roadway. The roadway is in poor condition and in many places the pavement has deteriorated entirely. The Texas Department of Transportation (TxDOT), in cooperation with the CCRMA, is developing a project to reconstruct and improve General Brant Road/Buena Vista Boulevard. Although the roadway would be reconstructed/improved to meet current safety and design standards, it would remain as a two-lane facility (no capacity would be added). Upon completion of reconstruction, this section of roadway would be added to the State Highway System (as an extension of FM 106).

SH 100 is a major four-lane roadway that extends from South Padre Island to US 77/83. FM 510 is a major two-lane roadway that extends from FM 106 to SH 345. TxDOT has no plans to improve/expand FM 106 (west of FM 1847), SH 100 or FM 510. The Harlingen-San Benito Metropolitan Planning Organization (MPO) has no mobility projects identified for FM 106, FM 510 or SH 100 in the MPO's 2010–2035 Metropolitan Transportation Plan (MTP) or Fiscal Year 2011–2014 Transportation Improvement Program (TIP). The Brownsville MPO has identified portions of FM 510 and SH 100 as primary arterials in the MPO's 2010–2035 MTP; however, there are no mobility projects identified in the MTP or the MPO's Fiscal Year 2011–2014 TIP.

The ability to safely and efficiently route hurricane evacuation traffic from South Padre Island and mainland coastal areas is a critical public safety issue and on-going challenge for the region. The South Padre Island Emergency Management Team generally requires a complete mandatory evacuation of the area when a Category 2 or higher storm is predicted. The Outer Parkway, when used in conjunction with existing roadways, would significantly improve hurricane evacuation by providing an additional east-west roadway to funnel traffic to US 77/83 and away from coastal areas.

The Outer Parkway would provide an alternate route for police, fire and medical services; thus, facilitating efficient and timely emergency response. This is especially important during evacuation periods when gridlock occurs on the existing east-west roadway network.

Economic Development

Economic development is critical to the future of Cameron County. The County's population, which was 406,220 in 2010, is anticipated to grow to 664,146 by 2040. In 2010, 153,440

Cameron County residents were employed. By 2040, the employment level is expected to increase to only 223,108¹. A comparison of population growth to employment growth reveals that employment growth in Cameron County is not keeping pace with population growth – a clear indication of the need to maximize economic development opportunities in the County and facilitate the location/relocation of major employment centers to the region. By providing a new east-west thoroughfare, the Outer Parkway would provide additional infrastructure necessary to support and encourage economic development in the northeastern portion of the County.

III. PROJECT GOALS AND OBJECTIVES

To effectively satisfy the project purpose while minimizing adverse project-related impacts, the following goals and objectives have been identified as critical:

- Provide another or more direct east-west route;
- Maximize potential toll revenue;
- Minimize displacements;
- Maximize economic development potential; and
- Minimize environmental impacts

IV. ALTERNATIVES CONSIDERED

During the course of the Outer Parkway Route Identification Study, a total of five alternatives were evaluated to determine their ability to satisfy the project's purpose, goals and objectives. Three of the alternatives would upgrade and expand existing east-west roadways (SH 100, FM 510 or FM 106) and two would involve construction of a new roadway (see **Exhibit B**). Each of these alternatives is addressed below.

Upgrade and Expand State Highway 100

It would be possible to upgrade and expand SH 100, thus enhancing east-west mobility in the northeastern portion of Cameron County. However, because this alternative entails improving an existing roadway, it would not satisfy the goal of providing an “alternate” route.

Tolling is a major component of the project financing plan. Because SH 100 is not currently tolled, in accordance with State law, non-tolled access would have to be provided/maintained or area residents would have to vote to “convert” the existing non-tolled roadway to a tolled roadway. For that reason, this report assumes that non-tolled frontage roads would be required to maintain (existing) non-tolled access. To accommodate additional travel lanes and non-tolled frontage roads, complete reconstruction of the roadway would be required. The reconstruction/addition of travel lanes and frontage roads could not be accommodated within existing right-of-way; thus, additional right-of-way would be required.

¹ Source: TXP

Acquisition of the additional right-of-way would result in numerous residential and commercial displacements. Displacement impacts would be greatest in the vicinity of Los Fresnos where the existing right-of-way is constrained and adjacent properties are extensively developed. The loss of commercial development within Los Fresnos would have an adverse economic impact on the community and the County as a whole, and would be inconsistent with the economic development goals of the project.

Upgrade and Expand FM 510

It would be possible to upgrade and expand FM 510, thus enhancing east-west mobility in northeastern Cameron County. However, upgrading and expanding FM 510 would result in the similar challenges and limitations as those identified above for the SH 100 Alternative. Specifically, the FM 510 Alternative would not provide an alternate route and because the existing roadway is not tolled, non-tolled access would have to be provided. This alternative would require complete reconstruction of the existing roadway and the acquisition of right-of-way within a developed area (Bayview). The acquisition of right-of-way would result in the displacement of homes and businesses.

Upgrade and Expand FM 106 (General Brant Road)

It would be possible to upgrade and expand FM 106/General Brant Road, thus enhancing east-west mobility in northeastern Cameron County. However, upgrading and expanding FM 106/General Brant Road would result in the similar challenges and limitations as those identified above for the SH 100 Alternative. Specifically, the FM 106/General Brant Road Alternative would not provide an alternate route and because the existing roadway is not tolled, non-tolled access would have to be provided. This alternative would require complete reconstruction of the existing roadway and the acquisition of right-of-way within a developed area (Rio Hondo). The acquisition of right-of-way would result in the displacement of homes and businesses.

New Location Roadway

Although right-of-way would be required to implement a new location alternative, the roadway could be planned and routed in a manner that would avoid and/or minimize relocations and other adverse impacts. A new location alternative would not require a non-tolled alternative and would provide an additional east-west facility to improve mobility in northeastern Cameron County. Additionally, a new location alternative would provide additional infrastructure necessary to support and encourage economic development in northeastern Cameron County. For these reasons, the New Location Alternative is the recommended solution.

To identify a potential location for the proposed facility, maps and aerial photographs of northeastern Cameron County were examined and a study area was identified. Land use, existing development, environmental constraints and connectivity with the existing transportation network were considered in identifying a study area. Once the study area was identified, a constraints map of the area was developed and potential transportation corridors were identified. The study area identified through this process extends from US 77/83, north and south of the

City of Harlingen, to the east in the vicinity of General Brant Road/Buena Vista Boulevard. The study area is generally centered along existing FM 106/General Brant Road and encompasses a corridor approximately 11 miles in width.

Within the study area, two route alternatives were evaluated – one north and one south of FM 106/General Brant Road. **Exhibit C** shows the location of the study area, the two new location alternatives, and the study area environmental constraints.

New Location – South of FM 106/General Brant Road

The alternative south of existing FM 106/General Brant Road would extend for approximately 19.7 miles from State Loop 499, east of FM 507 in Harlingen, east to Buena Vista Boulevard (north of FM 510) near the Port Isabel-Cameron County Airport. This alternative would traverse south of Rio Hondo and would cross FM 509, FM 1420, FM 1846, SH 345, FM 803 and FM 1847. This alternative would have less effective opportunities to connect with US 77/83. Specifically, this alternative would result in considerable misdirection of travel to get to US 77 north of the developed portions of Harlingen. Additionally, there is more existing development south of FM 106/General Brant Road, which would provide less potential for economic development. Environmental constraints associated with this alternative include numerous floodplains, wetlands and National Wildlife Refuge lands. This alternative would provide significantly less effective hurricane evacuation and emergency services routing.

New Location – North of FM 106/General Brant Road

The alternative north of existing FM 106/General Brant Road would extend for approximately 21.5 miles from US 77/83, north of Harlingen, east to General Brant Road. This alternative would traverse north of Rio Hondo and would cross FM 507, FM 1420, FM 2925 and FM 1847. This alternative provides more options for effective connection with US 77/83. Additionally, this area is generally undeveloped, which would provide more potential for economic development. This alternative would cross fewer floodplains and wetlands, and there would be no impact to National Wildlife Refuge lands. This alternative would provide significantly more effective hurricane evacuation and emergency services routing.

For this alternative, two options for connecting with US 77/83 (West Option 1 and West Option 2) and two options for connecting with General Brant Road (East Option 1 and East Option 2) were considered. These options are shown on **Exhibit D**.

West Option 1 is approximately 6.4 miles long and would follow a strip of land annexed by the City of Harlingen between US 77/83 and FM 507. This corridor does not present significant physical constraints. However, it intersects US 77/83 close to the northbound entrance ramp from Business US 77. An interchange in this location could create operational issues for US 77 as traffic volumes increase.

West Option 2 is approximately 6.9 miles long and would intersect US 77/83 at the future intersection of US 77/83 and FM 1925; thus, eliminating the need to construct an additional

interchange. Further, at this location, the east-west Outer Parkway would connect to the east-west FM 1925, maximizing the benefits to the regional transportation network. For these reasons, West Option 2 is recommended.

East Option 1 is approximately 3.2 miles long and would intersect FM 106 west of FM 1847; negating the need for an overpass at the intersection of FM 1847 and the Outer Parkway. This has the potential to reduce the Outer Parkway construction cost, but would require Outer Parkway traffic to pass through an at-grade intersection when entering/exiting the facility.

East Option 2 is approximately 5.4 miles long and would intersect General Brant Road east of FM 1847. This option would require an overpass at the intersection of FM 1847 and the Outer Parkway; thus, increasing the project construction cost. However, this option would eliminate the at-grade intersection with FM 1847. Although potentially more expensive, this option is desirable due to the greater mobility and traffic flow benefits resulting from the elimination of an at-grade intersection. For this reason, East Option 2 is recommended.

V. RECOMMENDATION

A route must be identified that has reasonable project costs, can be completed in a timely manner, and is politically supportable. Additionally, the route must facilitate economic development, address regional mobility needs, accommodate future traffic, and have minimal impact to existing communities and the environment.

The following table summarizes the effectiveness of each of the alternatives addressed above, with regard to satisfying the project purpose, goals and objectives.

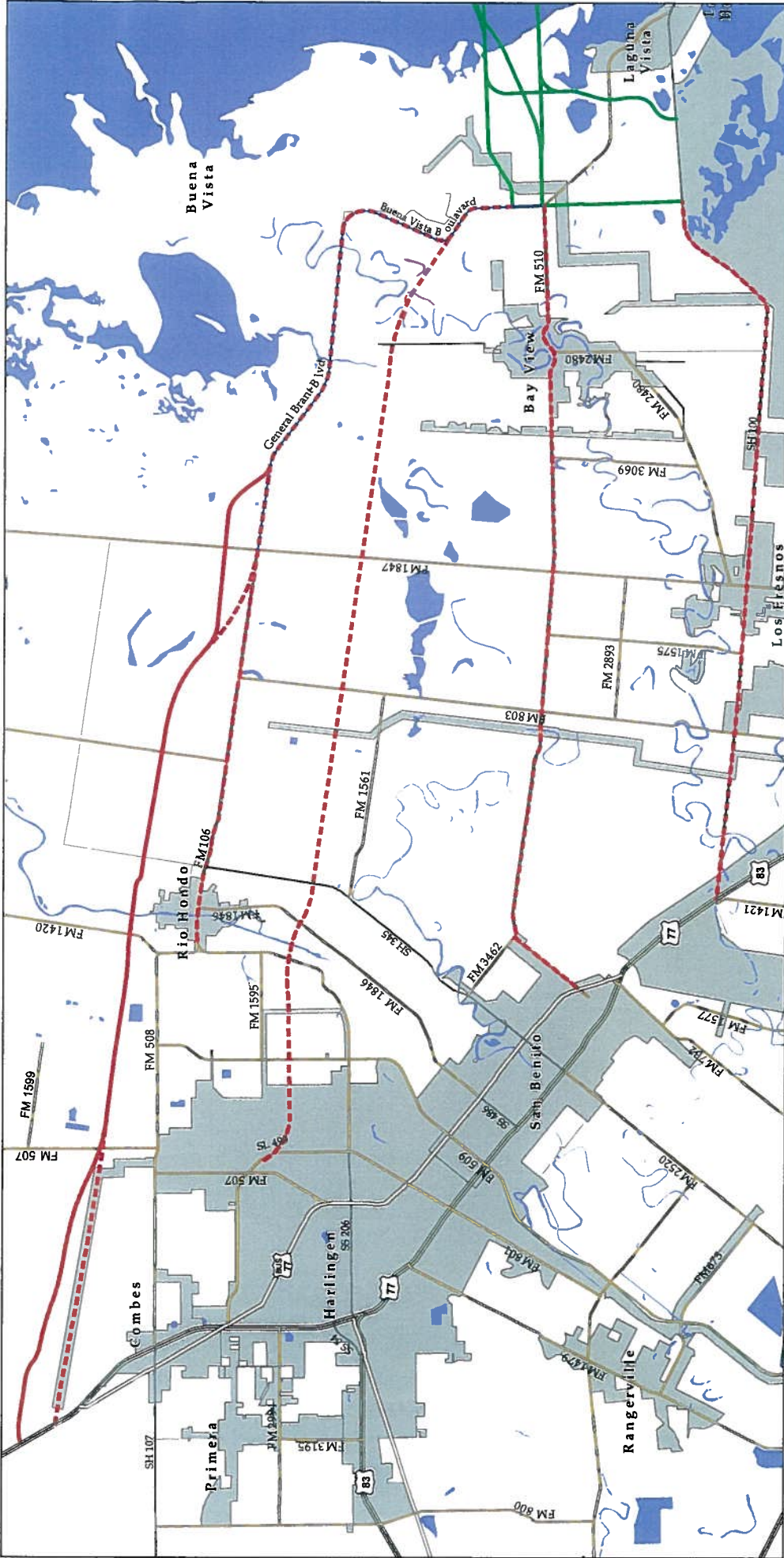
Alternative	Additional East/West Facility	Minimal Need for Non-tolled Access	Minimal Potential for Residential Displacements	Maximum Economic Development Potential	Reduced Potential for Environmental Impacts
SH 100	No	No	No	No	Yes
FM 510	No	No	No	No	Yes
FM 106 (General Brant Road)	No	No	No	No	Yes
New Location – South of FM 106/General Brant Road	Yes	Yes	Yes	Yes	No
New Location – North of FM 106/General Brant Road	Yes	Yes	Yes	Yes	Yes

As reflected above, the New Location – North of FM 106/General Brant Road Alternative (which would incorporate West Option 2 and East Option 2) most effectively addresses the purpose, goals and objectives of the Outer Parkway project. For this reason, the New Location – North of FM 106/General Brant Road Alternative is the recommended alternative.

VI. NEXT STEPS

To refine and advance the Outer Parkway project, the following actions are recommended:

1. Preliminary engineering to refine conceptual route that will minimize environmental impacts
2. Develop preliminary schematic
3. Conduct environmental due diligence surveys/investigations
4. Finalize schematic
5. Prepare Programmatic Categorical Exclusions (or other level of environmental study documentation necessary to satisfy TxDOT Access Rules) for connections with the State Highway system (i.e., highway crossings)
6. Right-of-way mapping and acquisition
7. Environmental permitting (e.g., Coordination with the U.S. Fish and Wildlife Service and the U.S. Army Corps of Engineers)



Outer Parkway Alternatives

EXHIBIT B

Cameron County, Texas

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Outer Parkway Alternative Routes Considered

- Outer Parkway Preferred Alignment
- South Padre Island 2nd Access Alternative Alignments

Legend

- US Highway
- Business Highway
- Farm To Market
- State Loop
- Park Road
- State Highway
- Minor Highway

City Limits

- Other Counties
- Cameron County



Outer Parkway New Location Alternative Routes Considered

- Outer Parkway Recommended Alignment
- Proposed FM 1025 Extension
- FM 108 Extension (General Brant Highway) Project
- National Wetland Inventory
- 100-Year Floodplain
- City Limits
- National Wildlife Refuge

Aerial Source: NAPP County Mosiac (THRTS) 2008

Outer Parkway Recommended Alignment

EXHIBIT D
Page 1 of 8

Cameron County, Texas

Legend

- Outer Parkway Recommended Alignment
- Proposed FM 1025 Extension
- FM 108 Extension (General Brant Highway) Project
- National Wetland Inventory
- 100-Year Floodplain
- City Limits
- National Wildlife Refuge

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Outer Parkway Recommended Alignment

EXHIBIT D
Page 2 of 8

Cameron County, Texas

— Outer Parkway New Location Alternative Routes Considered
— Outer Parkway Recommended Alignment
— Proposed FM 1925 Extension
— FM 106 Extension (General Brant Highway) Project
 National Wetland Inventory
 100-Year Floodplain
 City Limits
 National Wildlife Refuge

Aerial Source: NMAP County Maps (THRS) 2008

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Outer Parkway Recommended Alignment

EXHIBIT D
Page 3 of 8

Cameron County, Texas

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Outer Parkway New Location Alternative Routes Considered

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- National Wildlife Refuge

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Aerial Source: MAP County Mosiac (TM) 2008

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Outer Parkway Recommended Alignment

EXHIBIT D
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Cameron County, Texas

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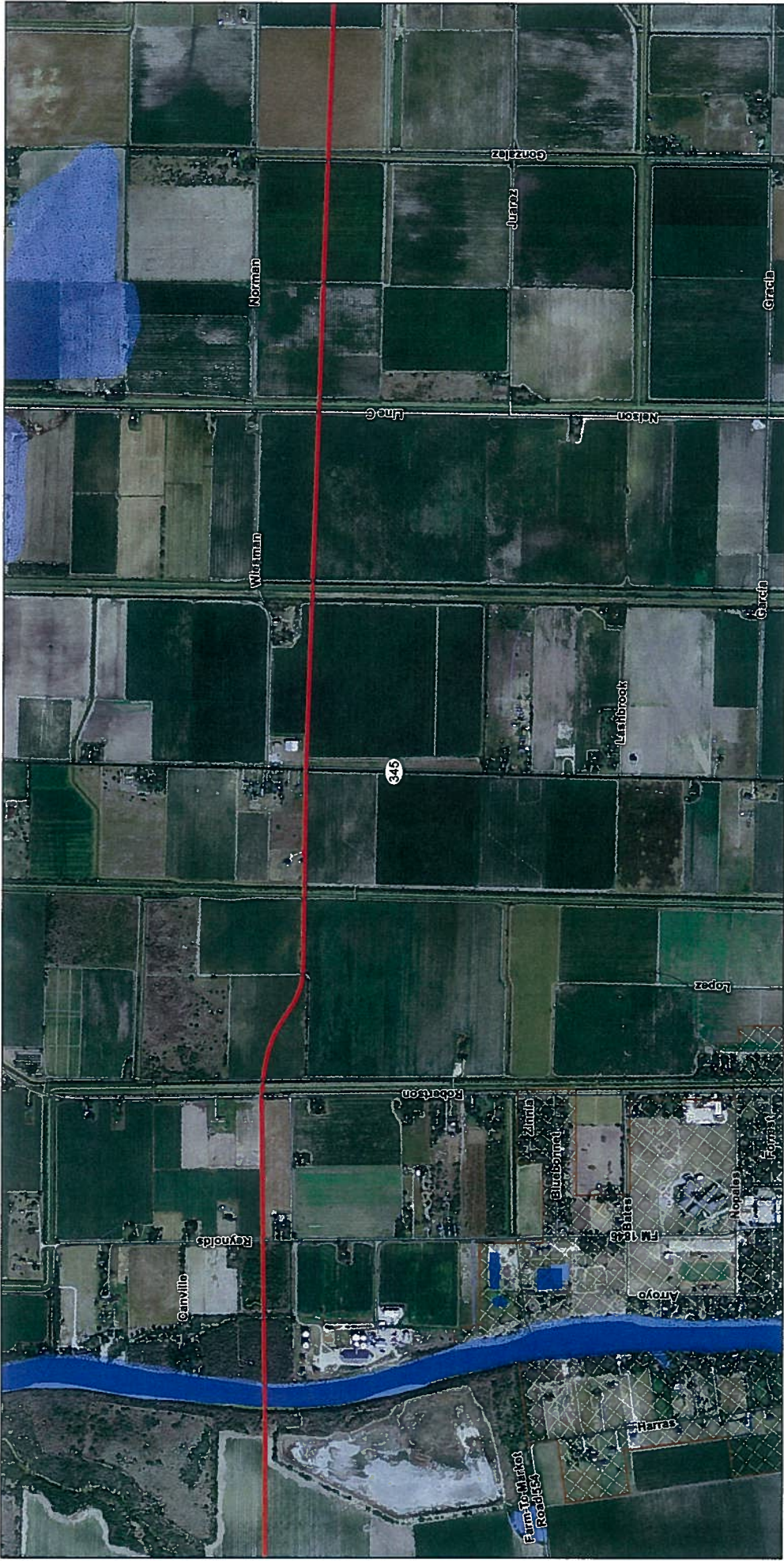
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Legend

- Outer Parkway New Location Alternative Routes Considered
- Outer Parkway Recommended Alignment
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Map Source MAP County Maps (TMIS) 2008

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Outer Parkway New Location Alternative Routes Considered

- Outer Parkway Recommended Alignment
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Outer Parkway Recommended Alignment

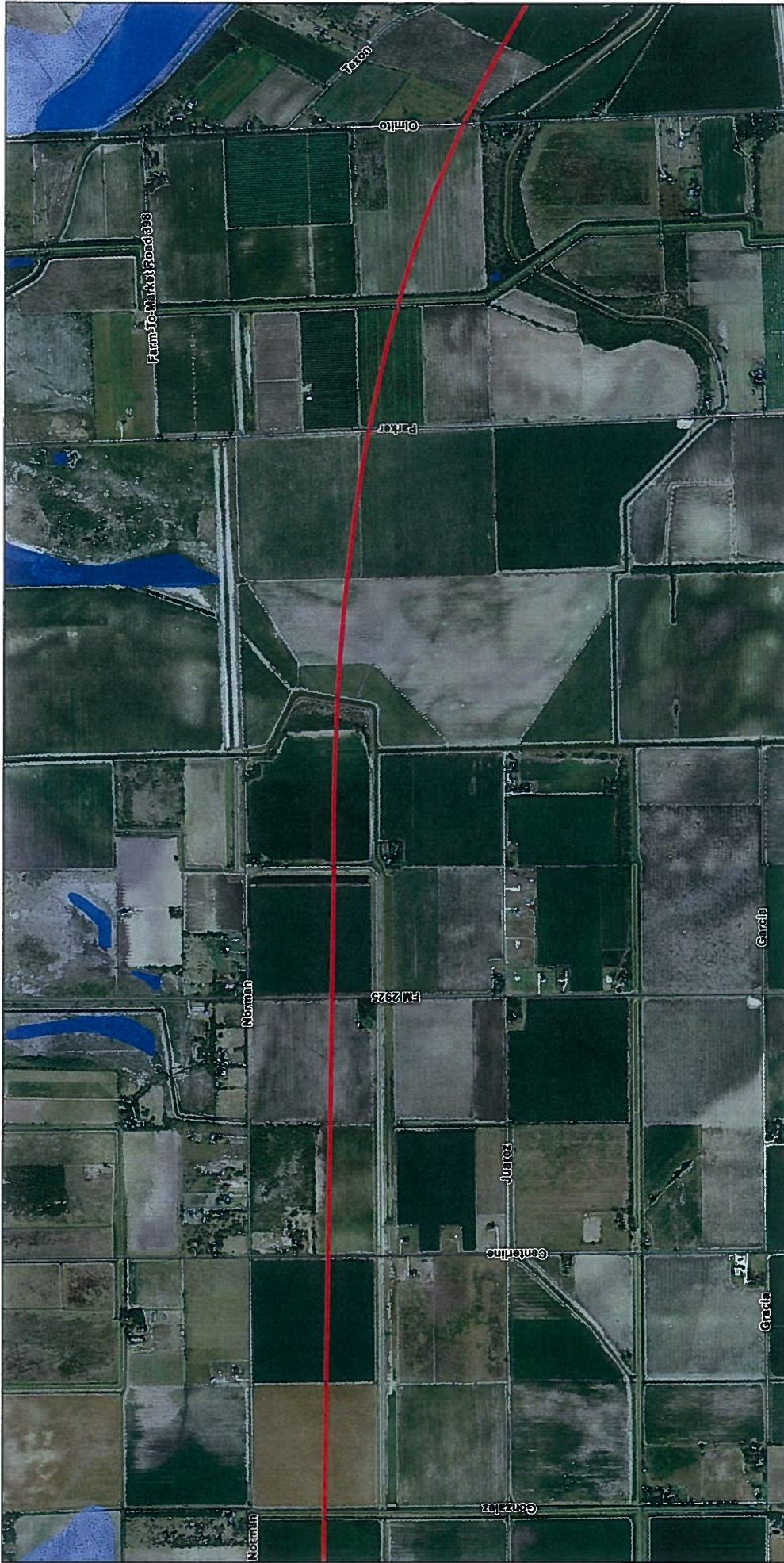
EXHIBIT D
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Cameron County, Texas

Legend

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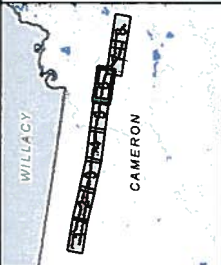
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Outer Parkway New Location Alternative Routes Considered

- Outer Parkway Recommended Alignment
- Proposed FM 1925 Extension
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- National Wildlife Refuge

Aerial Source: MAP County Mosiac (TMRS) 2008




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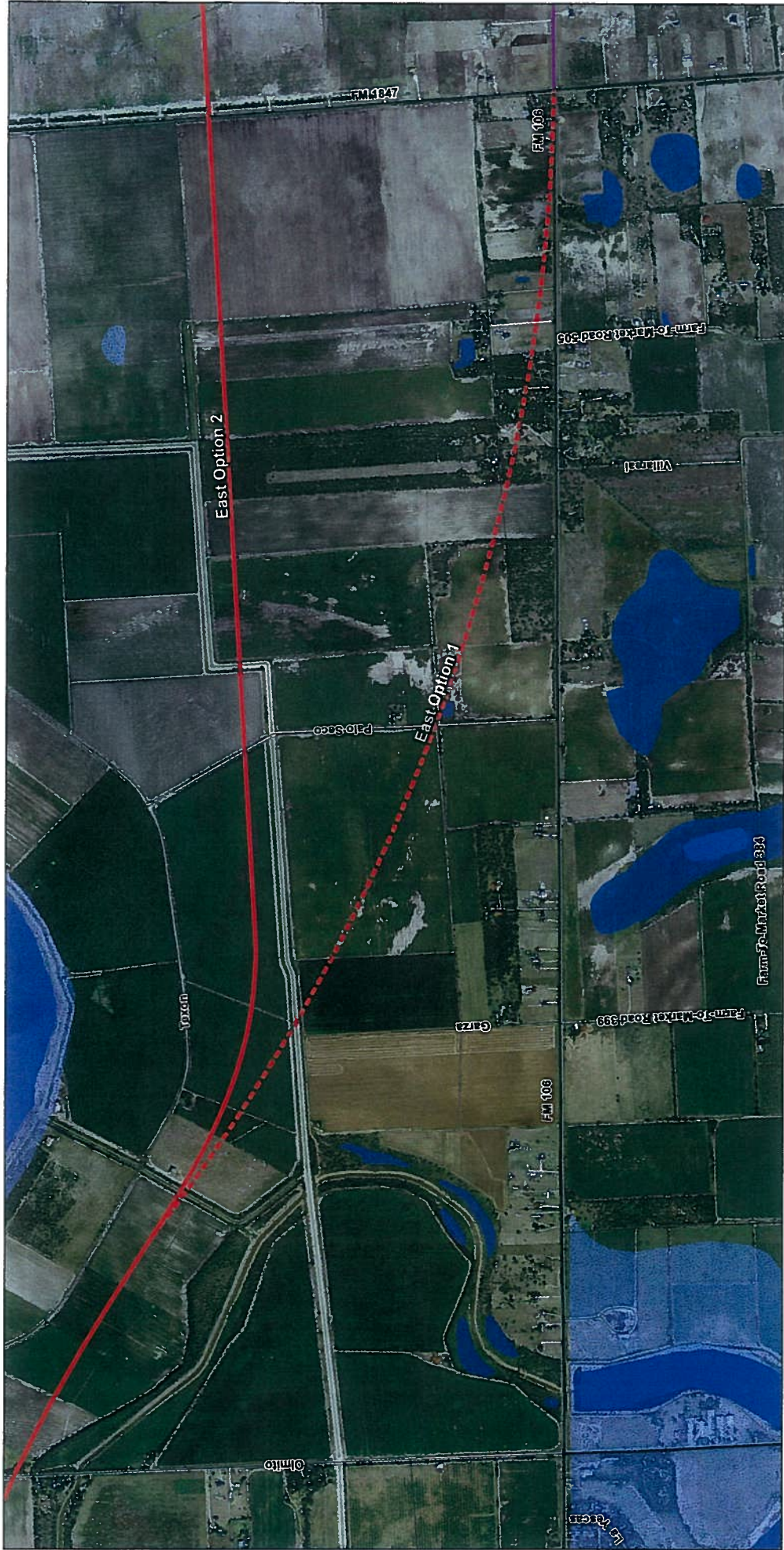
Outer Parkway Recommended Alignment

EXHIBIT D

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Cameron County, Texas

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Outer Parkway New Location Alternative Routes Considered

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- Proposed FM 1925 Extension
- FM 100 Extension (General Brant Highway) Project
- National Wetland Inventory
- 100-Year Floodplain
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- National Wildlife Refuge

Aerial Source: MAP County Mosaic (TINETS) 2008

Outer Parkway Recommended Alignment

EXHIBIT D
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Cameron County, Texas

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Aerial Source: MAP County Mosaic (TMRS) 2008

Outer Parkway Recommended Alignment

EXHIBIT D
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Cameron County, Texas

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**XV. DISCUSSION REGARDING SPREADSHEET OF
FUNDS NEEDED PER PROJECT**

CCRMA Project Development List

Project Name	Project Limits	Project Costs	Status	Funding Source
<u>TOLL ROADS OPEN</u>				
SH 550 Phase I	Overpass at UPRR and FM 1847	\$ 7 Million	Toll Road Open	3,22
<u>PROJECTS COMPLETED</u>				
Olmito Switchyard Phase I	North Brownsville/Olmito	\$ 22 Million	Construction Complete	2,6,9
Port Access Road	SH 48/SH 550 to Capt. Donald Foust Road	\$ 3 Million	Construction Complete	3,23
<u>UNDER CONSTRUCTION</u>				
West Railroad Relocation	U.S. 77/83 and Olmito Switchyard into Mexico	*\$ 80 Million	25% Complete	2,6,9, 22
SH 550 North Port Spur	FM 3248 to SH 48/New Port Entrance	\$ 34 Million	42% Complete	2,3
Veterans International Bridge Exp	Over Rio Grande River at U.S. 77	\$ 6 Million	5% Complete	4,9
<u>ENVIRONMENTALLY CLEARED</u>				
Olmito Switchyard Phase II	North Brownsville/Olmito	\$ 3.6 Million	July 8, 2011 Letting	8,9
CE Spur 56 Willacy County	FM 1018 to FM 3168	\$ 28 Million	July 8, 2011 Letting	9,13
U.S. 77 Sarita Overpass	Sarita School Area	\$ 12 Million	Sept 2011 Letting	9,13
SH 550 Ultimate Facility	U.S. 77/83 to SH 48	\$135 Million	\$25.6M available for Direct Connectors	3,8,9,10, 12,13,14,15,16,18,20
<u>ENVIRONMENTAL STUDIES</u>				
I-69	Brownsville to Corpus Christi	\$180 Million	Dec 2011 Environmental Clearance	3,5,6,9,10,12,13,14,15,16,18,21,24
SH 32 East Loop	Port of Brownsville to Veterans Bridge	\$ 90 Million	\$34.5M Available for Construction Env. Clearance June 2012	3,4,6,9,10,11,12,13,14,16,18,20,23
General Brant Road	FM 1847 to FM 510	\$ 12 Million	Pending CE Submittal	6,9,13,14,24
South Padre Island 2nd Access	Mainland over Laguna Madre to Park Road 100	\$465 Million	FHWA Legal Reviewing Admin. DEIS	3,5,6,8,10,17,18,20
West Parkway	U.S. 77 to B&M Bridge	\$160 Million	EA Process in Progress	3,5,6,10,12,17,18
FM 803	U.S. 77 to SH 100	\$ 6 Million	EA Process in Progress	13,14,22
North Cameron County Switchyard	North of Harlingen near U.S. 77	\$ 25 Million	Pending CE Preparation	6,9,10,20
North Railroad Relocation	North Cameron County to SH 106	\$ 60 Million	Preliminary Study Complete	6,9,10,20
<u>CORRIDOR STUDIES</u>				
Port Isabel Access Road	SH 48 to Port of Port Isabel	\$ 3 Million	Design Phase	9,23
Outer Parkway	U.S. 77 near N. County Line to FM 1847	\$180 Million	Study in Progress	3,5,18,20
FM 509 Extension	Outer Parkway to Current Section of FM 509	\$ 7 Million	EA Process in Progress	3,6,9
281 Connector	County Line to FM 1577 to U.S. 77/83 & SH100	\$140 Million	No Activity	3,5,10,18,20
Port International Bridge Project	Port of Brownsville/East Loop into Mexico	\$ 50 Million	Planning Phase with Mexico	4,6,7,9,10
TOTAL PROJECT COSTS = \$ 1.7 Billion		*Includes Mexico Side		