

THE STATE OF TEXAS §

COUNTY OF CAMERON §

BE IT REMEMBERED on the 20th day of December 2011, there was conducted a Special Meeting of the Cameron County Regional Mobility Authority, at the Dancy Courthouse thereof, in Brownsville, Texas, for the purpose of transacting any and all business that may lawfully be brought before the same.

THE BOARD MET AT:

12:00 Noon

PRESENT:

DAVID E. ALLEX
CHAIRPERSON

MICHAEL SCAIEF
DIRECTOR

DAVID N. GARZA
DIRECTOR

DIRECTOR

RUBEN GALLEGOS, JR.
DIRECTOR

JOHN WOOD
DIRECTOR

DIRECTOR

Secretary

YOLANDA VILLALOBOS
ABSENT

MARK ESPARZA
ABSENT

ABSENT

=====

The meeting was called to order by Chairman David E. Allex at 12:00 Noon. At this time, the Board considered the following matters as posted and filed for Record in the Office of the County Clerk on this December 16, 2011 at 11:34 A.M.

AGENDA

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

**Dancy Courthouse
1100 E. Monroe Street
Brownsville, TX 78520**

Tuesday, December 20, 2011

12:00 Noon

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS
On: Dec 16, 2011 at 11:34A

Joe G Rivera
County Clerk
By
Maggie Pena, Deputy
Cameron County

I. Public Comments

CONSENT ITEMS:

II. Consideration and Approval of the Minutes for:

**November 22, 2011 Special Meeting
November 23, 2011 Special Meeting
December 7, 2011 Special Meeting**

III. Consideration and Approval of the Revenue and Expenditure Report and Financials for the Month of November 2011

IV. Consideration and Approval of Agreement between Cameron County and the Cameron County Regional Mobility Authority for the transfer, assignment, pledge and/or payment of Tax Increment Account Funds to such Authority for the Development of Transportation Projects

V. Consideration and Approval of Interlocal Agreement between Cameron County and the Cameron County Regional Mobility Authority regarding the Olmito Switchyard Expansion Project

VI. Consideration and Approval of the Cameron County Regional Mobility Authority Environmental Policies

VII. Consideration and Approval of Supplemental Work Authorization No. 9 to Work Authorization No. 8 with HNTB for the West Rail International Services

VIII. Consideration and Approval of Supplemental Work Authorization No. 4 to Work Authorization No. 13 with HNTB for the PDA Coordination and Negotiations Support, Time Extension from December 31, 2011 to December 31, 2012

IX. Consideration and Approval of Supplemental Work Authorization No. 2 to Work Authorization No. 29 with HNTB for the SH 550 Permit Services, Time Extension from September 30, 2011 to February 2012

- X. Consideration and Approval of Work Authorization No. 55 with HNTB for the Bi-National Border Master Plan**

ITEMS FOR DISCUSSION AND ACTION:

- XI. Approval of Claims**
- XII. Consideration and Acknowledgement of the GEC Report for the Month of November 2011**
- XIII. Discussion and Project Update of the SH 550 Project by the Texas Department of Transportation**
- XIV. Consideration and Approval of Change Order No. 9 for the SH 550 Project**
- XV. Consideration and Approval of extending Interlocal Agreement with the Texas Department of Transportation (TxDOT) to utilize TxDOT's Customer Service Center on terms and conditions agreeable to both parties for Customer Service on the SH 550 Toll Project, Extension Time from December 31, 2011 to December 31, 2012**
- XVI. Consideration and Approval of Supplemental Work Authorization No. 1 to Work Authorization No. 28 with HNTB for the Olmito Switchyard Expansion Project**

EXECUTIVE SESSION ITEMS

- XVII. Executive Session**

- A. Deliberation and Discussion concerning the evaluation and duties of the Cameron County Regional Mobility Authority Coordinator, Pete Sepulveda, Jr., pursuant to V.T.C.A. Government Code, Section 551.074**

- XVIII. Action Relative to Executive Session**

- A. Possible Action**

- XIX. Adjournment** *th*

Signed this 16 day of December 2011



David E. Alex
Chairman

PUBLIC COMMENTS

I. PUBLIC COMMENTS

Cameron County Commissioner Dan Sanchez approached the Board and thanked them for their work and dedication and stated that he was looking forward to continuing the relationship the Commissioners Court has with the Cameron County Regional Mobility Authority Board of Directors.

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

Director Garza made a motion to approve Consent Items II through IV and VI through X as presented and **TABLE** Item V. The motion was seconded by Director Scaief and carried unanimously.

II. Consideration and Approval of the Minutes for:

November 22, 2011 Special Meeting
November 23, 2011 Special Meeting
December 7, 2011 Special Meeting

III. Consideration and Approval of the Revenue and Expenditure Report and Financials for the Month of November 2011

The Report and Financials are as follows:

IV. Consideration and Approval of Agreement between Cameron County and the Cameron County Regional Mobility Authority for the transfer, assignment, pledge and/or payment of Tax Increment Account Funds to such Authority for the Development of Transportation Projects

The Agreement is as follows:

V. Consideration and Approval of Interlocal Agreement between Cameron County and the Cameron County Regional Mobility Authority regarding the Olmito Switchyard Expansion Project - TABLED

VI. Consideration and Approval of the Cameron County and the Cameron County Regional Mobility Authority Environmental Policies

The Policies are as follows:

VII. Consideration and Approval of Supplemental Work Authorization No. 9 to Work Authorization No. 8 with HNTB for the West Rail International Services

The Supplemental Work Authorization is as follows:

VIII. Consideration and Approval of Supplemental Work Authorization No. 4 to Work Authorization No. 13 with HNTB for the PDA Coordination and Negotiations Support, Time Extension from December 31, 2011 to December 31, 2012

The Supplemental Work Authorization is as follows:

IX. Consideration and Approval of Supplemental Work Authorization No. 2 to Work Authorization No. 29 with HNTB for the SH 550 Permit Services, Time Extension from September 30, 2011 to February 2012

The Supplemental Work Authorization is as follows:

X. Consideration and Approval of Work Authorization No. 55 with HNTB for the Bi-National Border Master Plan

The Work Authorization is as follows:

ACTION ITEMS

XI. Approval of Claims

The attached claims were presented to the Board of Directors for approval.

Mr. Pete Sepulveda, Jr., RMA Coordinator advised the Board of the Claims being presented.

Director Scaief made a motion to approve the Claims. The motion was seconded by Director Garza and carried unanimously.

The Claims are as follows:

XII. Consideration and Acknowledgement of GEC Report for the Month of November 2011

Mr. Richard Ridings with HNTB went over a Power Point Presentation giving an update on the West Rail Project. Mr. Ridings stated that on Thursday, December 22nd the last bridge on Bent 41 is going to be completed. Mr. Ridings then went over every major phase of the project. He proceeded to go through an update of all other projects the Cameron County Regional Mobility Authority is working on. Mr. Pete Sepulveda, Jr., RMA Coordinator advised the Board of an Audit the Federal Highway Administration had conducted on the Veterans International Bridge Expansion files.

Director Garza made a motion to acknowledge the GEC Report for the Month of November 2011 as presented. The motion was seconded by Vice-Chairman Wood and carried unanimously.

The Report is as follows:

XIII. Discussion and Project Update of the SH 550 Project by the Texas Department of Transportation

Mr. Andres Espinoza with the Texas Department of Transportation gave an update on the construction of the SH 550 Project. He advised the Board that of the five bridges that need to be constructed, three are complete, one is under construction and the other one will begin shortly. Mr. Espinoza advised that the project is 50% complete.

Vice-Chairman Wood made a motion to acknowledge the Project Update of the SH 550 Project by the Texas Department of Transportation. The motion was seconded by Director Scaief and carried unanimously.

XIV. Consideration and Approval of Change Order No. 9 for the SH 550 Project

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and stated the reasons for the Change Order. Mr. Sepulveda mentioned that there was an error in the design of the plans primarily in the elevation of the pipe and in the calculation of estimated quantities by the Texas Department of Transportation. Mr. Sepulveda advised the Board that since the project is being funded with ARRA Funds, Change Orders must be paid by the Cameron County Regional Mobility Authority. Mr. Sepulveda recommended approval of the Change Order.

Director Scaief made a motion approve Change Order No. 9 for the SH 550 Project. The motion was seconded by Director Garza and carried unanimously.

The Change Order is as follows:

XV. Consideration and Approval of extending Interlocal Agreement with the Texas Department of Transportation (TxDOT) to utilize TxDOT's Customer Service Center on terms and conditions agreeable to both parties for Customer Service on the SH 550 Toll Project, Extension Time from December 31, 2011 to December 31, 2012

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and advised the Board that this was just an extension for another year. No change in the contract amount.

Director Scaief made a motion to extend Interlocal Agreement with the Texas Department of Transportation (TxDOT) to utilize TxDOT's Customer Service Center on terms and conditions agreeable to both parties for Customer Service on the SH 550 Toll Project, Extension Time from December 31, 2011 to December 31, 2012. The motion was seconded by Vice-Chairman Wood and carried unanimously.

The Supplemental Work Authorization is as follows:

XVI. Consideration and Approval of Supplemental Work Authorization No. 1 to Work Authorization No. 28 with HNTB for the Olmito Switchyard Expansion Project

Mr. Richard Ridings with HNTB, introduced the item and stated the reasons for the Work Authorization. The Work Authorization will close out the first phase of the Olmito Switchyard Expansion Project.

Director Garza made a motion to approval Supplemental Work Authorization No. 1 to Work Authorization No. 28 with HNTB for the Olmito Switchyard Expansion Project. The motion was seconded by Vice-Chairman Wood and carried unanimously.

The Supplemental Work Authorization is as follows:

EXECUTIVE SESSION ITEMS

Director Gallegos moved to go into Executive Session; the motion was seconded by Director Scaief and carried unanimously, the Board met in Executive Session at 12:32 P.M. to discuss the following matter(s):

XVII. Executive Session:

- A. Deliberation and Discussion concerning the evaluation and duties of the Cameron County Regional Mobility Authority Coordinator, Pete Sepulveda, Jr., pursuant to V.T.C.A. Government Code, Section 551.074**

Upon motion by Director Garza seconded by Vice-Chairman Wood and carried unanimously, the Board reconvened into Regular Session at 1:13 P.M.

XVIII. ACTION RELATIVE TO EXECUTIVE SESSION:

- A. Deliberation and Discussion concerning the evaluation and duties of the Cameron County Regional Mobility Authority Coordinator, Pete Sepulveda, Jr., pursuant to V.T.C.A. Government Code, Section 551.074**

Director Gallegos made a motion to acknowledge Report and proceed as discussed. The motion was seconded by Vice-Chairman Wood and carried unanimously.

XIX. ADJOURNMENT

There being no further business to come before the Board and upon motion by Director Gallegos seconded by Director Garza and carried unanimously the meeting was **ADJOURNED** at 1:14 P.M.

APPROVED this 10th day of January 2012.

ATTESTED:



SECRETARY RUBEN GALLEGOS, JR.



CHAIRMAN DAVID E. ALLEX

**III. CONSIDERATION AND APPROVAL OF THE REVENUE AND
EXPENDITURE REPORT AND FINANCIALS FOR THE MONTH OF
NOVEMBER 2011**

1091121

| <u>Fund</u> | <u>Dept</u> | <u>Ln\Itm</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Check Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|-------------|-------------|---------------|-------------|-------------------------------|----------------|-------------------|------------------|-------------|------------------------|---------------|
| SH 550 | | | | | | | | | | |
| 109 | 1121 | 6060 | 0000172330 | GREEN MOUNTAIN ENERGY COMPANY | 00001079 | 11/03/2011 | 11/03/2011 | | 10032657/919716 | 246.93 |
| | | | | | | | | | Check Total | 246.93 |
| | | | | | | | | | Line Item Total | 246.93 |
| | | | | | | | | | Dept. Total | 246.93 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1091121

| <u>Fund</u> | <u>Dept</u> | <u>LnItm</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Check Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Fund Total</u> | <u>Amount</u> |
|---------------|-------------|--------------|-------------|--------------------------------|----------------|-------------------|------------------|-------------|------------------------|-------------------|---------------|
| BALANCE SHEET | | | | | | | | | | | |
| 110 | 000 | 1102 | 0000127024 | SEPULVEDA,PETE | 00001084 | 11/14/2011 | 11/14/2011 | | REIMB TTXTAG PAY | 246.93 | 500.00 |
| | | | | | | | | | Check Total | 500.00 | |
| 110 | 000 | 1102 | 0000157920 | TEXAS DEPARTMENT OF TRANSPORTA | 00001099 | 11/21/2011 | 11/21/2011 | | 25163224 | 1,000.00 | 500.00 |
| | | | | | | | | | Check Total | 1,000.00 | |
| | | | | | | | | | Line Item Total | 1,500.00 | |
| | | | | | | | | | Dept. Total | 1,500.00 | |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1101100

| <u>Fund Dept</u> | <u>LnItem</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Check Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|------------------|---------------|-------------|--------------------------------|----------------|-------------------|------------------|-------------|------------------------|---------------|
| 110 110 | 6045 | 0000127024 | SEPULVEDA,PETE | 00001081 | 11/03/2011 | 11/03/2011 | | REIMB SEC 10/25 | 120.00 |
| | | | | | | | | Check Total | 120.00 |
| 110 110 | 6045 | | | 00001084 | 11/14/2011 | 11/14/2011 | | REIMB SEC REYNA | 120.00 |
| | | | | | | | | Check Total | 120.00 |
| 110 110 | 6045 | | | 00001097 | 11/21/2011 | 11/21/2011 | | SEC SER 11/14 | 120.00 |
| | | | | | | | | Check Total | 120.00 |
| 110 110 | 6050 | 0000161029 | WOOD,JOHN | 00001082 | 11/03/2011 | 11/03/2011 | | Line Item Total | 360.00 |
| | | | | | | | | TRVL REIMB AUSTI | 436.40 |
| | | | | | | | | Check Total | 436.40 |
| 110 110 | 6054 | 0000162835 | MONITOR,THE | 00001092 | 11/21/2011 | 11/21/2011 | P169244 | Line Item Total | 436.40 |
| 110 110 | 6054 | | | 00001092 | 11/21/2011 | 11/21/2011 | P169263 | 30007155-1011 | 1,248.45 |
| | | | | | | | | 30007155-1011 | 1,228.50 |
| | | | | | | | | Check Total | 2,476.95 |
| 110 110 | 6082 | 0000157573 | AVINA,VERONICA | 00001085 | 11/21/2011 | 11/21/2011 | P169762 | Line Item Total | 2,476.95 |
| | | | | | | | | NOV. CONTRACT | 200.00 |
| | | | | | | | | Check Total | 200.00 |
| 110 110 | 6082 | 0000154776 | BETANCOURT,BLANCA | 00001086 | 11/21/2011 | 11/21/2011 | P169761 | Check Total | 700.00 |
| 110 110 | 6082 | 0000170187 | DEHOYOS, SYLVIA | 00001087 | 11/21/2011 | 11/21/2011 | P169790 | Check Total | 700.00 |
| | | | | | | | | NOV. CONTRACT | 400.00 |
| | | | | | | | | Check Total | 400.00 |
| 110 110 | 6082 | 0000055790 | ESTRADA HINOJOSA & COMPANY INC | 00001101 | 11/21/2011 | 09/30/2011 | P171519 | 430 | 5,000.00 |
| | | | | | | | | Check Total | 5,000.00 |
| 110 110 | 6082 | 0000089010 | GALARZA,MARTHA | 00001088 | 11/21/2011 | 11/21/2011 | P169760 | Check Total | 800.00 |
| 110 110 | 6082 | 0000165667 | GARCIA,DAVID A | 00001089 | 11/21/2011 | 11/21/2011 | P169788 | Check Total | 800.00 |
| | | | | | | | | NOV. CONTRACT | 6,250.00 |
| | | | | | | | | Check Total | 6,250.00 |
| 110 110 | 6082 | 0000160653 | HNTB CORP | 00001090 | 11/21/2011 | 11/21/2011 | P170441 | 72-40619-PL-051 | 3,574.02 |
| 110 110 | 6082 | | | 00001090 | 11/21/2011 | 11/21/2011 | P156393 | 72-40619-PL-043B | 1,881.22 |
| 110 110 | 6082 | | | 00001090 | 11/21/2011 | 09/30/2011 | P156393 | 72-40619-PL-043A | 14,571.55 |
| | | | | | | | | Check Total | 20,026.79 |
| 110 110 | 6082 | 0000169613 | PENA,JESUS MARTIN | 00001093 | 11/21/2011 | 11/21/2011 | P169763 | Check Total | 200.00 |
| | | | | | | | | NOV. CONTRACT | 200.00 |
| 110 110 | 6082 | 0000158316 | QUELLHORST,HENDRICK | 00001094 | 11/21/2011 | 11/21/2011 | P169765 | Check Total | 250.00 |
| 110 110 | 6082 | 0000119900 | ROBLES,MARIA A | 00001095 | 11/21/2011 | 11/21/2011 | P169764 | Check Total | 250.00 |
| | | | | | | | | NOV. CONTRACT | 450.00 |
| 110 110 | 6082 | 0000161834 | SAN MIGUEL,FRANCISCO | 00001096 | 11/21/2011 | 11/21/2011 | P169771 | Check Total | 450.00 |
| | | | | | | | | NOV. CONTRACT | 300.00 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1101100

| <u>Fund</u> | <u>Dept</u> | <u>LnItm</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Check Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|-------------|-------------|--------------|-------------|-----------------------|----------------|-------------------|------------------|-------------|------------------------|---------------|
| 110 | 110 | 6082 | 0000127024 | SEPULVEDA,PETE | 00001097 | 11/21/2011 | 11/21/2011 | P169758 | NOV. CONTRACT | 300.00 |
| | | | | | | | | | Check Total | 6,250.00 |
| 110 | 110 | 6082 | 0000155472 | VEGA,DYLBIA JEFFERIES | 00001100 | 11/21/2011 | 11/21/2011 | P169779 | NOV. CONTRACT | 6,250.00 |
| | | | | | | | | | Check Total | 1,100.00 |
| | | | | | | | | | Line Item Total | 41,926.79 |
| | | | | | | | | | Dept. Total | 45,200.14 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1101108

| <u>Fund Dept</u> | <u>LnItm</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Check Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|------------------|--------------|-------------|--------------------|----------------|-------------------|------------------|-------------|------------------|---------------|
| 110 1108 | 6082 | 0000160653 | HNTB CORP | 00001090 | 11/21/2011 | 11/21/2011 | P166634 | 72-40619-PL-008 | 23,646.28 |
| Check Total | | | | | | | | | 23,646.28 |
| Line Item Total | | | | | | | | | 23,646.28 |
| Dept. Total | | | | | | | | | 23,646.28 |

Cash Disbursement Journal By GL

1101116

From 11/01/2011 To 11/30/2011

| <u>Fund Dept</u> | <u>Ln</u> | <u>Item</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|-------------------|-----------|-------------|-------------|---------------------------|----------------|-------------|------------------|-------------|------------------------|---------------|
| WEST RAIL GEC SVC | | | | | | | | | | |
| 110 1116 | 6082 | | | | 00001090 | 11/21/2011 | 09/30/2011 | P169093 | 72-40619-PL-016A | 1,809.16 |
| 110 1116 | 6082 | | | | 00001090 | 11/21/2011 | 09/30/2011 | P151752 | 72-40619-PL-016A | 515.19 |
| 110 1116 | 6082 | | | | 00001090 | 11/21/2011 | 09/30/2011 | P167331 | 72-40619-PL-016A | 14,098.00 |
| 110 1116 | 6082 | | | | 00001090 | 11/21/2011 | 11/21/2011 | P169093 | 72-40619-PL-016B | 1,876.55 |
| | | | | | | | | | Check Total | 18,298.90 |
| 110 1116 | 6082 | | 0000170659 | MCCARTHY BUILDING COMPANY | 00001080 | 11/03/2011 | 09/30/2011 | P160836 | CSJ092106073/233 | 1,199,322.47 |
| | | | | | | | | | Check Total | 1,199,322.47 |
| 110 1116 | 6082 | | | | 00001091 | 11/21/2011 | 11/21/2011 | P160836 | CSJ092106-73/233 | 2,742,823.66 |
| 110 1116 | 6082 | | | | 00001091 | 11/21/2011 | 09/30/2011 | P160836 | 11/CSJ0921-6-073 | 195,915.98 |
| | | | | | | | | | Check Total | 2,938,739.64 |
| | | | | | | | | | Line Item Total | 4,156,361.01 |
| | | | | | | | | | Dept. Total | 4,156,361.01 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1101123

| <u>Fund Dept</u> | <u>Ln/Itm</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|------------------|---------------|-------------|--------------------|----------------|-------------|------------------|-------------|------------------|---------------|
| OLMITO YARD PS&T | | | | | | | | | |
| 110 1123 | 6082 | 0000160653 | HNTB CORP | 00001090 | 11/21/2011 | 11/21/2011 | P157105 | 72-40619-CN-031 | 674.98 |
| Check Total | | | | | | | | | 674.98 |
| Line Item Total | | | | | | | | | 674.98 |
| Dept. Total | | | | | | | | | 674.98 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1101123

| <u>Fund</u> | <u>Dept</u> | <u>LnItem</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Check Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Fund Total</u> | <u>Amount</u> |
|------------------------|-------------|---------------|-------------|--------------------|----------------|-------------------|------------------|-------------|------------------|------------------------|---------------|
| GENERAL ADMINISTRATION | | | | | | | | | | | |
| 111 | 1100 | 6045 | 0000169661 | BREEDEN MCCUMBER | 00001083 | 11/14/2011 | 11/14/2011 | P168488 | 91922A | | 4,765.00 |
| | | | | | | | | | | Check Total | 4,765.00 |
| | | | | | | | | | | Line Item Total | 4,765.00 |
| | | | | | | | | | | Dept. Total | 4,765.00 |
| | | | | | | | | | | Fund Total | 4,227,382.41 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

| <u>Fund</u> | <u>Dept</u> | <u>LnItm</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Check Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|-------------|-------------|--------------|-------------|--------------------|----------------|-------------------|------------------|-------------|------------------|-----------------|
| 111 | 1108 | 6082 | 0000160653 | HNTB CORP | 00001090 | 11/21/2011 | 11/21/2011 | P161490 | 72-40619-CN-033 | 62,796.00 |
| | | | | | | | | | | Check Total |
| | | | | | | | | | | 62,796.00 |
| | | | | | | | | | | Line Item Total |
| | | | | | | | | | | 62,796.00 |
| | | | | | | | | | | Dept. Total |
| | | | | | | | | | | 62,796.00 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

| <u>Fund Dept</u> | <u>LnItm</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Check Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|------------------|--------------|-------------|--------------------|----------------|-------------------|------------------|-------------|------------------|---------------|
| 111 1111 | 6042 | | | 00001090 | 11/21/2011 | 11/21/2011 | P155761 | 72-40619-PL-042 | 12,516.30 |
| | | | | | | | | Check Total | 12,516.30 |
| | | | | | | | | Line Item Total | 12,516.30 |
| | | | | | | | | Dept. Total | 12,516.30 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1111121

| <u>Fund Dept</u> | <u>LnItm</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Check Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|------------------|--------------|-------------|--------------------------------|----------------|-------------------|------------------|-------------|------------------------|---------------|
| SH 550 | | | | | | | | | |
| 111 1121 | 6082 | 0000169797 | TEXAS DEPARTMENT OF TRANSPORTA | 00001098 | 11/21/2011 | 11/21/2011 | P165112 | 861XXF7009 10/11 | 1,844.00 |
| | | | | | | | | Check Total | 1,844.00 |
| | | | | | | | | Line Item Total | 1,844.00 |
| | | | | | | | | Dept. Total | 1,844.00 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1111137

| <u>Fund Dept</u> | <u>LnItm</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|------------------|--------------|-------------|--------------------|----------------|-------------|------------------|-------------|------------------|---------------|
| 111 1137 | 6045 | 0000160653 | HNTB CORP | 00001090 | 11/21/2011 | 11/21/2011 | P160083 | 72-40619-PL-037 | 48,696.66 |
| | | | | | | | | | 48,696.66 |
| | | | | | | | | | 48,696.66 |
| | | | | | | | | | 48,696.66 |
| | | | | | | | | | 48,696.66 |
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Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1111149

PEID

Fund Dept LnItem
 SH32 GEC/EAST LOOP PR
 111 1149 6082

Vendor Name

Post Date

Check # Date

Invoice #

Amount

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|------------------------|------------|------------|---------|-----------------|----------|
| 00001090 | 11/21/2011 | 11/21/2011 | P171413 | 72-40619-PL-049 | 9,809.99 |
| Check Total | | | | | 9,809.99 |
| Line Item Total | | | | | 9,809.99 |
| Dept. Total | | | | | 9,809.99 |

Cash Disbursement Journal By GL
From 11/01/2011 To 11/30/2011

1111149

| <u>Fund</u> | <u>Dept</u> | <u>LnItem</u> | <u>PEID</u> | <u>Vendor Name</u> | <u>Check #</u> | <u>Date</u> | <u>Post Date</u> | <u>PO #</u> | <u>Invoice #</u> | <u>Amount</u> |
|-------------|-------------|---------------|-------------|--------------------|----------------|-------------|------------------|-------------|------------------|----------------------------|
| | | | | | | | | | | Fund Total |
| | | | | | | | | | | 140,427.95 |
| | | | | | | | | | | Total Disbursements |
| | | | | | | | | | | 4,368,057.29 |

IV. CONSIDERATION AND APPROVAL OF AGREEMENT BETWEEN CAMERON COUNTY AND THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY FOR THE TRANSFER, ASSIGNMENT, PLEDGE AND/OR PAYMENT OF TAX INCREMENT ACCOUNT FUNDS TO SUCH AUTHORITY FOR THE DEVELOPMENT OF TRANSPORTATION PROJECTS

THE STATE OF TEXAS §
 §
COUNTY OF CAMERON §

**CAMERON COUNTY, TEXAS AND CAMERON COUNTY REGIONAL MOBILITY
AUTHORITY INTERLOCAL AGREEMENT TO PARTICIPATE IN THE
TRANSPORTATION REINVESTMENT ZONE NO. 1, COUNTY OF CAMERON**

This Interlocal Agreement (this "Agreement") is made and entered into by and between the County of Cameron, Texas ("County"), and Cameron County Regional Mobility Authority ("CCRMA"), each a political subdivision of the State of Texas (collectively, the "Parties").

WITNESSETH:

WHEREAS, the CCRMA is a regional mobility authority created pursuant to the request of Cameron County and operating pursuant to Chapter 370 of the Texas Transportation Code (the "Code") and 43 TEX. ADMIN. CODE §§ 26.1 et seq. (the "RMA Rules"); and

WHEREAS, Chapter 791 of the Texas Government Code provides that any one or more public agencies may contract with each other for the performance of governmental functions or services in which the contracting parties are mutually interested; and

WHEREAS, at a duly called and noticed meeting on December 16, 2010, the Commissioners Court of Cameron County (the "Commissioners Court"), pursuant to Section 222.107 of the Code, adopted a resolution and order (the "Adoption Resolution"), a copy of which is attached as Exhibit "A" hereto, authorizing the creation of "Transportation Reinvestment Zone Number One, County of Cameron" (the "Zone"), to be effective immediately upon passage of the Adoption Resolution; and

WHEREAS, the Zone was created to facilitate the development of portions of State Highway 550, Outer Parkway, East Loop, FM 509 and bypasses on US 77, and US 281 (the "CCRMA Development Program") by Cameron County in conjunction with the Cameron County Regional Mobility Authority ("CCRMA"); and

WHEREAS, the Adoption Resolution included the finding that the designation of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the CCRMA Development Program; and

WHEREAS, at a duly called and noticed meeting on November 23, 2011, the Commissioners Court, pursuant to Sections 222.107 and 370.303 of the Code, adopted a resolution and order (the "Authorizing Resolution" and, collectively with the Adoption Resolution, the "Resolutions"), a copy of which is attached as Exhibit "B" hereto, authorizing the County to remit to the CCRMA a portion of the taxes collected by the County on property located in the Zone to fund development of all or part of those projects in the CCRMA Development Program and authorizing the County to enter into this Agreement; and

WHEREAS, Section 370.303 of the Code authorizes the County to enter into and make payments under this Agreement in connection with the financing, acquisition, construction, or operation by the CCRMA of transportation projects such as those comprising the CCRMA Development Program; and

WHEREAS, Section 370.303 of the Code also authorizes the County to agree with the CCRMA in this Agreement to collect and remit to the CCRMA all or a portion of the taxes collected by the County on property located in the Zone for purposes of developing transportation projects such as those comprising the CCRMA Development Program, and provide a means for the County to pledge or otherwise provide funds for the development of the projects included within the CCRMA Development Program; and

WHEREAS, in order to advance the CCRMA Development Program, the CCRMA, on its own or through an entity created by the CCRMA, intends to issue debt with a maximum repayment term of no more than forty (40)

WHEREAS, the Adoption Resolution provided that the portion of the tax increment on property within the Zone that will be dedicated for use directly for the CCRMA Development Program, and the means to collect those amounts for such use, will be established through action by the Commissioners' Court and an interlocal agreement with CCRMA; and

WHEREAS, the Commissioners' Court now desires to remit to the CCRMA a portion of the taxes collected by the County on property located in the Zone to be used in connection with the funding of the development of those projects in the CCRMA Development Program; and

WHEREAS, Section 370.303 of the Code authorizes the County to enter into and make payments under an agreement (the "Interlocal Agreement") with the CCRMA in connection with the financing, acquisition, construction, or operation by the CCRMA of transportation projects such as those comprising the CCRMA Development Program; and

WHEREAS, Section 370.303 of the Code also authorizes the County to agree with the CCRMA in the Interlocal Agreement to collect and remit to the CCRMA all or a portion of the taxes collected by the County on property located in the Zone for purposes of developing transportation projects such as those comprising the CCRMA Development Program; and

WHEREAS, the Interlocal Agreement may include a means for the County to pledge or otherwise provide funds for advancement of the projects identified in the CCRMA Development Program; and

WHEREAS, in order to advance the CCRMA Development Program, the CCRMA, on its own or through an entity created by the CCRMA, intends to issue debt with a maximum repayment term of no more than forty (40) years in one or more lawful forms, including without limitation, individually or in combination, bonds, notes, loans from the State Infrastructure Bank, assistance pursuant to the Transportation Infrastructure Finance and Innovation Act ("TIFIA"), other state and federal grant and loan programs, and/or a bank loan (the "RMA Debt") to obtain funding necessary to develop all or part of the CCRMA Development Program; and

WHEREAS, to secure payment of the RMA Debt associated with projects identified in the CCRMA Development Program, the CCRMA intends to assign, pledge and transfer its right to receive the portion of the taxes collected on property located in the Zone and remitted by the County to the CCRMA pursuant to this Resolution and order and the Interlocal Agreement; and

WHEREAS, the RMA Debt shall be a limited obligation of the CCRMA, payable solely from the revenue derived from the tax increment of the Zone and, at the CCRMA's sole option, other sources of revenue available to the CCRMA, and the RMA Debt shall not be an obligation of the County and shall not be payable from taxes or any other revenues of the County other than revenues derived from the tax increment of the Zone unless otherwise specifically authorized by the County through separate action; and

WHEREAS, the Commissioners' Court now desires to supplement the Adoption Resolution to confirm that the CCRMA will assign, pledge and transfer a portion of the taxes from the Zone to secure payment of the RMA Debt for so long as the RMA Debt is outstanding;

limitation amounts necessary to fund reserves and capitalized interest accounts for the RMA Debt allocable to some or all of the projects identified in the CCRMA Development Program and to pay costs of issuance of the RMA Debt allocable to some or all of the projects identified in the CCRMA Development Program.

D. The County hereby acknowledges and consents to the CCRMA's assignment, pledge and transfer of the revenue from the Zone to secure payment of the principal of, premium, if any, and interest on the RMA Debt provided such debt is used to fund costs of the financing, acquisition, construction, maintenance, or operation of all or part of the projects included within the CCRMA Development Program. Such assignment, pledge and transfer may be to one or more of the owners or holders of such RMA Debt or a trustee acting on behalf of one or more owners or holders of such RMA Debt. For so long as any RMA Debt is outstanding and unpaid, the County covenants and agrees to annually assess, levy and collect its ad valorem tax on property within the Zone and not to terminate the Zone. Nothing in this Agreement requires the Commissioners Court to levy a tax on taxable property in the County at any minimum rate. The obligations of the County to the CCRMA are subject to the rights of any of the holders of bonds, notes or other obligations that have heretofore or are hereafter issued by the County that are payable from or secured by a general levy of ad valorem taxes throughout the taxing jurisdiction of the County.

E. The County hereby agrees that (i) the County shall deposit the Tax Increment into the Tax Increment Account upon receipt and shall remit, without counterclaim or offset, all amounts in the Tax Increment Account to the CCRMA on a monthly basis on the first business day of each month; and (ii) the County shall not seek to declare this Agreement void or ineffective, and shall not seek to rescind the Resolutions (or modify them in any way that would adversely affect the CCRMA's assignment, pledge and transfer of the revenue from the Zone or the owners or holders of the RMA Debt or a trustee acting on their behalf) or adopt any other resolution or order or take any other action to remove or rescind the revenue from the Zone, until the earlier of:

(a) the date on which all principal of, premium, if any, and interest on the RMA Debt is paid in full through additional CCRMA Development Program financing sources, revenues from operation of all or part of the CCRMA Development Program, or any other source of revenue used to satisfy the RMA Debt, and the RMA Debt is no longer outstanding; or

(b) the date on which the RMA Debt matures, all principal of, premium, if any, and interest on the RMA Debt is paid in full, and all RMA Debt is no longer outstanding.

F. The obligations of the County to make the payments set forth in this Agreement from the Tax Increment shall be absolute and unconditional, and until such time as all RMA Debt incurred as contemplated in this Agreement has been fully paid or provision for payment thereof shall have been made in accordance with its terms, the County will not suspend or discontinue any payments provided for in this Agreement, will not terminate the Zone and will not seek to terminate this Agreement for any reason whatsoever.

III. AGREEMENTS BY THE CCRMA

The CCRMA agrees to diligently pursue the CCRMA Development Program and to use its best efforts to develop some or all of the projects included within the CCRMA Development Program for the benefit of the residents of the County. The CCRMA agrees further to periodically report on its progress on the advancement of the CCRMA Development Program to the Commissioners Court in accordance with requirements of the Code and the RMA Rules and to identify the RMA Debt which the Tax Increment received from the County has been pledged to secure.

IV. ADMINISTRATION OF AGREEMENT

This Agreement shall be administered by the County Judge of the County and the Executive Director or RMA Coordinator of the CCRMA or their respective designees.

V. NOTICES

Whenever this Agreement requires or permits any consent, approval, notice, request, proposal, or demand from one party to another, the consent, approval, notice, request, proposal, or demand must be in writing to be effective and shall be delivered to the party intended to receive it at the addresses shown below:

If intended for County, to:

Cameron County
1100 E. Monroe St.
Brownsville, TX 78520
Attn: Judge Carlos H. Cascos, CPA

If intended for CCRMA, to:

Pete Sepulveda, Jr.
RMA Coordinator
Cameron County Regional Mobility Authority
1100 E. Monroe St.
Brownsville, TX 78520

with a copy to:

Armando R. Villalobos
Cameron County District Attorney
964 E. Harrison St.
Administration Bld. 3rd Floor
Brownsville, TX 78520

Locke Lord LLP
100 Congress Avenue
Suite 300
Austin, TX 78701
Attn: C. Brian Cassidy

or to such other addresses as the parties may request, in writing, from time to time.

VI. GOVERNING LAW AND VENUE

This Agreement is made subject to the provisions of the Texas constitution, codes, and statutes; and all other applicable state and federal laws, regulations and requirements, as amended. Venue shall lie exclusively in Cameron County, Texas.

VII. TERM

This Agreement is effective as of Nov. 13, 2011, and shall terminate upon the termination date of the Zone, provided that in no event shall the termination date of the Zone be earlier than the date specified in Article II above; and further provided, however, that the obligations of the County to deposit to the Tax Increment Fund Tax Increments which accrue during the term of the Zone, but which are not collected until subsequent to the expiration of the term, shall survive.

VIII. ENTIRE AGREEMENT/AMENDMENTS/SUCCESSORS AND ASSIGNS

This Agreement embodies the complete understanding of the County and CCRMA, superseding all oral or written previous and contemporary agreements between the parties relating to matters herein. This Agreement may be amended, modified, or supplemented only by an instrument in writing executed by the County and the CCRMA. Any alterations, additions or deletions to the terms of this Agreement required by changes in federal, state or local law or regulations will be automatically incorporated into this Agreement without written amendment, and shall become effective on the date designated by such law or regulation. This Agreement shall bind and benefit the respective Parties and their legal successors, and shall not be assignable, in whole or in part by either Party without first obtaining the consent of the other Party, except that the CCRMA may assign all or any portion of its rights hereunder to one or more holders or owners of RMA Debt or a trustee acting on behalf of one or more holders or owners of RMA Debt.

IX. AMENDMENTS AND MODIFICATIONS

This Agreement may not be amended or modified except in writing executed by both the County and the CCRMA, and authorized by their respective governing bodies.

X. SEVERABILITY

If any provision of this Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof, but rather this entire Agreement will be construed as if not containing the particular invalid or unenforceable provision or provisions, and the rights and obligation of the Parties shall be construed and enforced in accordance therewith. The Parties acknowledge that if any provision of this Agreement is determined to be invalid or unenforceable, it is their desire and intention that such provision be reformed and construed in such a manner that it will, to the maximum extent practicable, to give effect to the intent of this Agreement and be deemed to be validated and enforceable.

XI. EXECUTION IN COUNTERPARTS

This Agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall be considered fully executed as of the date above first written, when all parties have executed an identical counterpart, notwithstanding that all signatures may not appear on the same counterpart.

EXECUTED and effective as of the 23rd day of November, 2011, by the County and the CCRMA.

CAMERON COUNTY, TEXAS

By: _____

Carlos H. Cascos, CPA
County Judge

ATTEST: _____

By: _____

Joe G. Rivera, County Clerk



CAMERON COUNTY REGIONAL
MOBILITY AUTHORITY

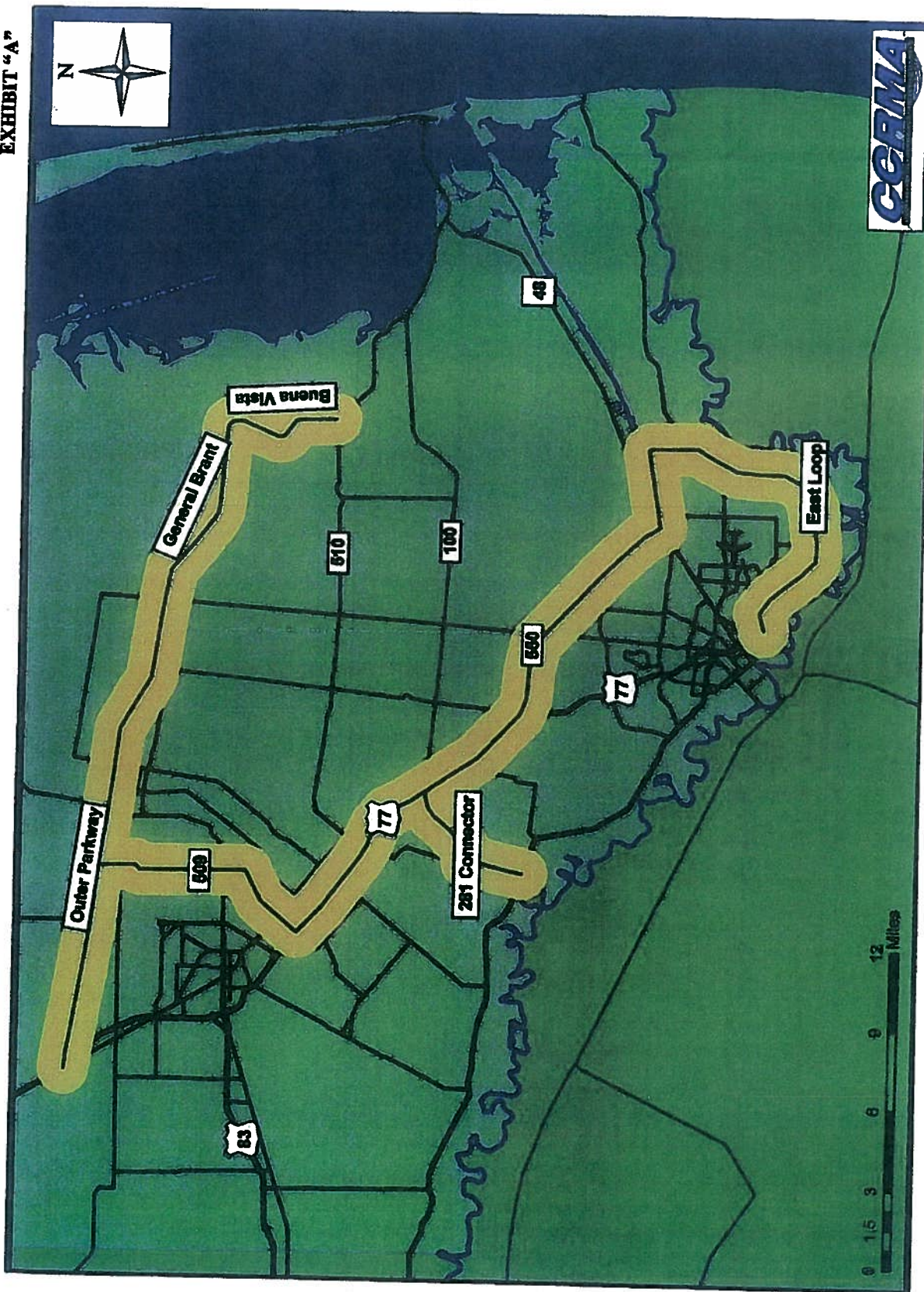
By: _____

David E. Allex, Chairman

Attachments

Commissioner's Court Resolution No. 2010R12150
Commissioner's Court Resolution No. 2011R11099

EXHIBIT "A"



STATE OF TEXAS

§
§
§

COUNTY OF CAMERON

RESOLUTION NO. 2011R11099

BE IT RESOLVED THAT ON THE 23RD DAY OF NOVEMBER, 2011, THE CAMERON COUNTY COMMISSIONERS' COURT CONVENED IN SPECIAL SESSION, AND UPON THE REQUEST OF THE CAMERON COUNTY COMMISSIONERS, THE FOLLOWING ITEM WAS PLACED ON THE AGENDA OF THE SAID COURT FOR SUCH MEETING, PURSUANT TO GOVERNMENT CODE SECTION 551.041 *ET. SEQ.*, VERNON'S TEXAS CIVIL STATUTES (THE TEXAS OPEN MEETING ACT) TO BE CONSIDERED

ORDER AUTHORIZING A PORTION OF THE TAX INCREMENT FROM CAMERON COUNTY TRANSPORTATION REINVESTMENT ZONE NUMBER 1 TO BE DEPOSITED TO THE TAX INCREMENT ACCOUNT FOR SUCH ZONE AND AUTHORIZING AN AGREEMENT WITH THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY FOR THE TRANSFER, ASSIGNMENT, PLEDGE AND/OR PAYMENT OF TAX INCREMENT ACCOUNT FUNDS TO SUCH AUTHORITY FOR THE DEVELOPMENT OF TRANSPORTATION PROJECTS

WHEREAS, at a duly called and noticed meeting on December 16, 2010, the Commissioners' Court of Cameron County (the "Commissioners' Court"), pursuant to Section 222.107 of the Texas Transportation Code (the "Code"), adopted an order (the "Adoption Resolution") authorizing the creation of "Transportation Reinvestment Zone Number One, County of Cameron" (the "Zone"), to be effective immediately upon passage of the Adoption Resolution; and

WHEREAS, the Zone was created to facilitate the development of portions of State Highway 550, the Outer Parkway, East Loop, FM 509, and bypasses on US 77, and US 281 (the "CCRMA Development Program") by Cameron County in conjunction with the Cameron County Regional Mobility Authority ("CCRMA"); and

WHEREAS, the Adoption Resolution included the finding that the designation of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the CCRMA Development Program; and

WHEREAS, the County is authorized to abate ad valorem taxes, collect and dedicate ad valorem taxes for a specific use, or grant other relief from ad valorem taxes permitted under Section 222.107 of the Code on all real property located in the Zone in an amount not to exceed the tax increment, defined generally as the amount of ad valorem taxes attributable to the excess of the appraised value of property in the Zone over the appraised value of such property for the year in which the Zone was established; and

WHEREAS, the Adoption Resolution provided that the portion of the tax increment on property within the Zone that will be dedicated for use directly for the CCRMA Development Program, and the means to collect those amounts for such use, will be established through action by the Commissioners' Court and an interlocal agreement with CCRMA; and

WHEREAS, the Commissioners' Court now desires to remit to the CCRMA a portion of the taxes collected by the County on property located in the Zone to be used in connection with the funding of the development of those projects in the CCRMA Development Program; and

WHEREAS, Section 370.303 of the Code authorizes the County to enter into and make payments under an agreement (the "Interlocal Agreement") with the CCRMA in connection with the financing, acquisition, construction, or operation by the CCRMA of transportation projects such as those comprising the CCRMA Development Program; and

WHEREAS, Section 370.303 of the Code also authorizes the County to agree with the CCRMA in the Interlocal Agreement to collect and remit to the CCRMA all or a portion of the taxes collected by the County on property located in the Zone for purposes of developing transportation projects such as those comprising the CCRMA Development Program; and

WHEREAS, the Interlocal Agreement may include a means for the County to pledge or otherwise provide funds for advancement of the projects identified in the CCRMA Development Program; and

WHEREAS, in order to advance the CCRMA Development Program, the CCRMA, on its own or through an entity created by the CCRMA, intends to issue debt with a maximum repayment term of no more than forty (40) years in one or more lawful forms, including without limitation, individually or in combination, bonds, notes, loans from the State Infrastructure Bank, assistance pursuant to the Transportation Infrastructure Finance and Innovation Act ("TIFIA"), other state and federal grant and loan programs, and/or a bank loan (the "RMA Debt") to obtain funding necessary to develop all or part of the CCRMA Development Program; and

WHEREAS, to secure payment of the RMA Debt associated with projects identified in the CCRMA Development Program, the CCRMA intends to assign, pledge and transfer its right to receive the portion of the taxes collected on property located in the Zone and remitted by the County to the CCRMA pursuant to this Resolution and order and the Interlocal Agreement; and

WHEREAS, the RMA Debt shall be a limited obligation of the CCRMA, payable solely from the revenue derived from the tax increment of the Zone and, at the CCRMA's sole option, other sources of revenue available to the CCRMA, and the RMA Debt shall not be an obligation of the County and shall not be payable from taxes or any other revenues of the County other than revenues derived from the tax increment of the Zone unless otherwise specifically authorized by the County through separate action; and

WHEREAS, the Commissioners' Court now desires to supplement the Adoption Resolution to confirm that the CCRMA will assign, pledge and transfer a portion of the taxes from the Zone to secure payment of the RMA Debt for so long as the RMA Debt is outstanding;

and to authorize entering into the Interlocal Agreement with the CCRMA for such purpose, such agreement to be substantially in the form presented at this meeting and attached as Attachment "A";

THEREFORE, BE IT NOW ORDERED BY THE CAMERON COUNTY COMMISSIONERS' COURT, that:

1. An ad valorem tax increment account for the Zone shall be and is hereby established. The County shall pay into the tax increment account an amount equal to the tax increment (the "Tax Increment"), defined as the amount of ad valorem taxes levied and collected by the County for the year on the captured appraised value of real property taxable by the County and located in the Zone. The captured appraised value of real property taxable by the County for a year is the total appraised value of all real property taxable by the County and located in the Zone for that year less the tax increment base of the County.
2. The County hereby assigns, pledges, transfers and remits the Tax Increment and the amounts in the tax increment account for the Zone to the CCRMA upon receipt to fund costs of the financing, acquisition, construction, maintenance, or operation of one or more projects identified in the CCRMA Development Program which the County has determined will benefit the County and its residents.
3. The County hereby acknowledges and consents to the CCRMA's assignment, pledge and transfer of the revenue from the Zone to secure payment of the principal of, premium, if any, and interest on the RMA Debt provided such debt is used to fund costs of the financing, acquisition, construction, maintenance or operation of all or part of the CCRMA Development Program. Nothing in this Resolution and order requires the Commissioners' Court to levy a tax on taxable property in the County at any minimum rate.
4. The County hereby agrees that (i) the County shall remit the entirety of the Tax Increment to the CCRMA promptly upon its receipt and deposit into the tax increment account; and (ii) the County shall not rescind the Adoption Resolution or this Resolution and order (or modify them in any way that would adversely affect the CCRMA's assignment, pledge and transfer of the revenue from the Zone or the holders of the RMA Debt) or adopt any other resolution or order or take any other action to remove or rescind the revenue from the Zone, until the earlier of:
 - (a) the date on which all principal of, premium, if any, and interest on the RMA Debt is paid in full through additional CCRMA financing sources, revenues from operation of all or part of CCRMA Development Program, or any other source of revenue used to satisfy the RMA Debt, and the RMA Debt is no longer outstanding; or

(b) the date on which the RMA Debt matures, all principal of, premium, if any, and interest on the RMA Debt is paid in full, and all RMA Debt is no longer outstanding.

5. The Interlocal Agreement, substantially in the form attached as Attachment "A", is hereby authorized and approved, and the County Judge is hereby authorized to execute and deliver the Interlocal Agreement, with such changes therein as he shall approve, such approval to be conclusively evidenced by his execution of the Interlocal Agreement.

6. This Resolution shall be in effect from and after the date of its adoption.

Passed, Approved and Adopted on this 23rd day of November 2011.

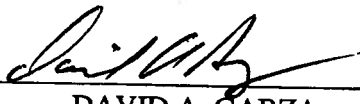
COMMISSIONERS' COURT OF CAMERON COUNTY, TEXAS




CARLOS H. CASCOS, CPA
COUNTY JUDGE



SOFIA C. BENAVIDES
COMMISSIONER PRECINCT 1



DAVID A. GARZA
COMMISSIONER PRECINCT 3



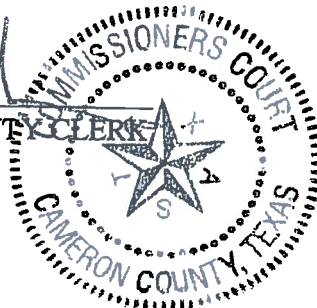
ERNIE HERNANDEZ
COMMISSIONER PRECINCT 2



DAN SANCHEZ
COMMISSIONER PRECINCT 4

ATTEST: 

JOE G. RIVERA, COUNTY CLERK



**VI. CONSIDERATION AND APPROVAL OF THE CAMERON COUNTY
REGIONAL MOBILITY AUTHORITY ENVIRONMENTAL
POLICIES**

**POLICIES AND PROCEDURES
FOR ENVIRONMENTAL
REVIEW OF CCRMA PROJECTS**

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POLICIES AND PROCEDURES FOR ENVIRONMENTAL REVIEW OF CCRMA PROJECTS

SECTION 1. PURPOSE.

These procedures are adopted pursuant to Section 370.188 and Chapter 201, Subchapter I-1 of the Transportation Code. They are intended to establish procedures for environmental review of (1) highway projects for which the Authority serves as a local government sponsor pursuant to Chapter 201, Subchapter I-1; and (2) transportation projects that are not otherwise subject to review under the National Environmental Policy Act ("NEPA") (42 U.S.C. §§ 4321, *et seq.*) or environmental review and approval conducted by the Texas Department of Transportation ("TxDOT") or the Texas Transportation Commission (the "Commission").

SECTION 2. DEFINITIONS.

The following words and terms, when used in these policies, shall have the following meanings, unless the context clearly indicates otherwise.

1. Authority: The Cameron County Regional Mobility Authority.
2. Authority Project: A project which is not subject to review under NEPA or the procedures for environmental review and approval adopted and administered by TxDOT or the Commission.
3. Board: The board of directors of the authority.
4. Due Diligence Documentation: Documentation required to ensure that an authority project is in compliance with all applicable environmental regulations. The due diligence documentation required will depend on the location and type of project.
5. Environmental Report: A written summary of the environmental studies conducted for an authority project, along with copies of all due diligence documentation completed.
6. Environmental Review Document: A document prepared pursuant to federal and/or state law in connection with the environmental review of a highway project, including an environmental assessment or environmental impact statement.
7. Environmental Studies: The investigation of potential environmental impacts of an authority project.

8. Highway Project: A highway or related improvement that is a) part of the state highway system or b) not part of the state highway system but funded wholly or partly by federal money.
9. Local Government Sponsor: A political subdivision, including the Authority, that elects to participate in the planning, development, funding, or financing of a highway project under Chapter 201, Subchapter I-1, Transportation Code.
10. Public Hearing: A hearing held after public notice is provided to solicit public input in determining a preferred alternative for an authority project. All testimony given at a public hearing will be made part of the public hearing record.
11. Public Involvement: An ongoing phase of the project planning process which encourages and solicits public input, and provides the public the opportunity to become fully informed regarding development of an authority project.
12. Public Meeting: Informal discussions intended to assist in the preparation of environmental documents. These may be held with local public officials, interested citizens or the general public, and local, neighborhood, or special interest groups for the purpose of exchanging ideas, and collecting input on the need for, and possible alternatives to, a given authority project. Notice of a public meeting will depend upon anticipated audience attendance.
13. Significant or Significantly: These terms shall have the same meaning as is used and has been interpreted under 42 U.S.C. § 4332 of NEPA and as described 40 CFR § 1508.27.

SECTION 3. REVIEW OF HIGHWAY PROJECTS AS A LOCAL GOVERNMENT SPONSOR.

Chapter 201, Subchapter I-1 of the Transportation Code establishes a process pursuant to which a local government sponsor may prepare the environmental review document for certain highway projects. Pursuant to that subchapter, effective September 1, 2011, the authority may act as a local government sponsor and prepare the environmental review document for a highway project that the authority anticipates developing and for which the authority determines that serving as a local government sponsor will advance the project and is in the best interest of the authority, subject to the additional requirements set forth below.

A. Eligible Highway Projects. The authority may act as a local government sponsor under Chapter 201, Subchapter I-1 for purposes of preparing the environmental review document for:

1. a highway project identified in the financially constrained portion of the approved state transportation improvement program or the financially constrained portion of the approved unified transportation program;
2. a highway project identified by the Commission as being eligible for participation under Chapter 201, Subchapter I-1 of the Transportation Code; or

3. a highway project not described above but for which the authority submits to TxDOT with its notice proposing that the authority prepare the environmental review document a fee in the amount established by Commission rule.

B. Authority Responsibilities. If the authority elects to prepare the environmental review document for a highway project described above, the authority shall:

1. prepare a detailed scope of the project in collaboration with TxDOT;
2. submit notice to TxDOT proposing that the authority prepare the environmental review document for the project, with such notice to include:
 - (a) the project scope;
 - (b) a request for classification of the project (*i.e.*, programmatic categorical exclusion, categorical exclusion, environmental assessment, or environmental impact statement); and
 - (c) if required, a fee in the amount established by the commission;
3. prepare, in accordance with all applicable state and federal requirements, all materials for:
 - (a) project scope determination;
 - (b) environmental reports;
 - (c) the environmental review document;
 - (d) environmental permits and conditions;
 - (e) coordination with resource agencies; and
 - (f) public participation.

C. Preparation of Environmental Review Document. For all highway projects for which it serves as a local government sponsor, the authority shall prepare either documentation supporting classification of the project as a programmatic categorical exclusion or a categorical exclusion; an environmental assessment; or an environmental impact statement, depending upon the classification of the project by TxDOT.

The authority shall comply with applicable federal and state law and the standards adopted by the Commission pursuant to Chapter 201, Subchapter I-1 regarding the preparation of environmental review documents for highway projects, including all standards related to the issues and subject matter to be included in the project scope and the required content of a draft environmental review document.

D. Submission and Revision of Environmental Review Document. The authority shall submit the completed environmental review document to TxDOT, along with a statement that the

document is administratively complete, ready for technical review, and compliant with all applicable requirements. If TxDOT declines to confirm that the environmental review document is administratively complete and ready for technical review, the authority shall remedy the deficiencies identified by TxDOT and resubmit the document.

Upon receipt from TxDOT of comments on a draft environmental review document, the authority shall revise the environmental review document in accordance with the comments and submit the revised document to TxDOT.

E. Agreements with TxDOT and FHWA. The authority may enter into an agreement with TxDOT and, in the event that the project requires federal approval, with the Federal Highway Administration, to further define the relative roles and responsibilities of the parties with respect to the preparation and review of environmental review documents for a specific project subject to this Section 3.

SECTION 4. REVIEW OF NON-NEPA AUTHORITY PROJECTS.

Environmental studies for authority projects which are not subject to review under NEPA or are not subject to review and approval through processes administered by TxDOT or the Commission will be accomplished in accordance with Sections 5 and 6 of these policies and procedures and other applicable state and federal laws including, but not limited to, the Endangered Species Act of 1973, as amended, 16 USC §§ 1531 *et seq.*; the Rivers and Harbors Appropriation Act of 1899, as amended, 33 USC §§ 401 *et seq.*; the Federal Water Pollution Control Act of 1972, as amended, 33 USC §§ 1251 *et seq.*; the Safe Drinking Water Act, as amended, 42 USC §§ 300f *et seq.*; and Texas Transportation Code, Chapter 370. In addition, when appropriate or required, the authority will coordinate with the Texas Commission on Environmental Quality and the Texas Parks and Wildlife Department in conducting environmental studies under these policies and procedures.

These policies and procedures are intended to establish the minimum guidelines to be followed for environmental review of the authority projects to which they apply. In addition, the authority anticipates utilizing other forms of public involvement when feasible, including, without limitation, processes implementing context sensitive design and other processes intended to encourage public involvement.

SECTION 5. PUBLIC INVOLVEMENT PROCESS AND PROCEDURES FOR AUTHORITY PROJECTS.

Public involvement shall be encouraged as an important element of authority project planning. It shall be initiated by the authority staff and will depend on, and be consistent with, the type and complexity of each authority project. Authority staff shall use its best efforts to maintain a list of individuals and groups interested in authority project development, and shall provide notification of public hearing activities to these individuals and groups. Public involvement may include:

A. Informal Meetings. Informal meetings, as one form of public involvement, may be held with affected property owners, residents, and neighborhood associations within the area of the authority project and affected local governments and public officials. Informal meetings shall

comprise the authority's primary means of public involvement when an authority project requires:

1. detours and/or a minimal amount of right-of-way acquisition, or use of temporary construction easements; and
2. a minor location or design revision after environmental review and public involvement requirements have previously been completed.

Additionally, authority staff may hold information meetings at their discretion to supplement the public involvement process for an authority project not described above. Notice of informal meetings, and the time and location of such meetings, will depend upon the nature of the authority project and the number of individuals or entities directly affected by the project.

B. Public Meetings. Public meetings shall comprise the primary means of public involvement for all authority projects not described in Section 5.A or Section 5.C and may be held in connection with any authority project at the discretion of authority staff. Public meetings will be held:

1. at any time during project planning and development that the board directs in order to keep the public informed;
2. during the completion of environmental studies and preparation of the environmental report discussed in Section 5 below;
3. as early as the authority staff determines feasible to encourage beneficial public input into project planning and consideration of project alternatives;
4. at a time and place convenient to the public in the vicinity of the authority project; and
5. pursuant to notice provided by such means as the authority deems appropriate given the scope and magnitude of the project, provided that at a minimum the notice shall be posted on the authority's website. Mailed notice (or email notice in lieu of mailing) shall also be provided to persons or organizations included on any lists of interested parties maintained by the authority for the project, any known neighborhood associations within the area of the authority project which have notified the authority in writing of their interest in the project, and affected local governments and public officials.

C. Public Hearings. The authority shall hold a public hearing to solicit comments on the environmental review for all projects which involve substantial public interest or require the taking of public land designated as a park, recreation area, wildlife refuge, historic site, or scientific area (as covered in the Parks and Wildlife Code, §§ 26.001 *et seq.*) or for which a public hearing is requested in accordance with these rules.

The public hearing shall be held at such time as location and design studies have been developed and when the public can be given a feasible proposal with appropriate environmental studies.

1. Request for Public Hearing.

- (a) One or more members of the public may request a public hearing on an authority project for which it is determined that a public hearing is not mandatory, including an authority project which requires or will result in:
 - (i) the acquisition of significant amounts of rights-of-way;
 - (ii) a substantial change in the layout or function of the connecting roadways or of the facility being improved;
 - (iii) a measurable adverse impact on abutting real property; or
 - (iv) an otherwise substantial social, economic, or environmental effect.
- (b) The following procedures will be followed for providing notice of an opportunity to request a public hearing:
 - (i) Two notices of the opportunity to request a public hearing shall be published in one or more local newspaper(s) having general circulation. The notice shall include information on the procedure and deadline for submitting a request for a public hearing. The first notice shall be published at least 30 days in advance of the deadline set by the authority for submittal of written requests for holding of public hearings; and the second notice shall be published at least 5 but no more than 10 days prior to the deadline. In the event an authority project is expected to directly affect an area that is predominantly Spanish-speaking, the notices required herein shall be published in a Spanish language newspaper of general circulation in the area of the project, if available.
 - (ii) Notices of the opportunity for public hearing shall also be mailed to landowners abutting the roadway as identified by tax rolls, known neighborhood associations whose boundaries encompass all or part of the authority project and which have notified the authority, in writing, of their interest in the project, and to affected local governments and public officials.

No further action will be taken to hold a public hearing if at the end of the time set for affording an opportunity for a public hearing no requests are received.

2. Notice of Public Hearing.

- (a) The hearing notice for a public hearing under these rules shall at a minimum contain the following information:
 - (i) time, date, and location of the hearing;

- (ii) description of the project termini, improvements, and right-of-way needs;
 - (iii) reference to maps, drawings, and environmental studies and/or documents, and other information about the project, that are available for public inspection at a designated location;
 - (iv) reference to the potential for relocation of residences and businesses and the availability of relocation assistance for displacements;
 - (v) a statement that verbal and written comments may be presented for a period of 10 days after the hearing;
 - (vi) the address where written comments may be submitted; and
 - (vii) the existence of any floodplain, wetland encroachment, taking of endangered species habitat, or encroachment on a sole source aquifer recharge zone by an authority project.
- (b) Except for authority projects requiring the taking of public land designated as a park, recreation area, wildlife refuge, historic site, or scientific area, notice of the public hearing must be given by the publication of two notices in one or more local newspaper(s) having general circulation, with the first notice published at least 30 days before the hearing, and the second notice published at least 5 but no more than 10 days before the hearing. In the event an authority project is expected to directly affect an area that is predominantly Spanish-speaking, the notices required herein shall be published in a Spanish language newspaper of general circulation in the area of the project, if available. Notices of the public hearing shall also be mailed to landowners abutting the roadway as identified by tax rolls, known neighborhood associations whose boundaries encompass all or part of the authority project and which have notified the authority, in writing, of their interest in the project, and affected local governments and public officials. For authority projects requiring the taking of public land designated as a park, recreation area, wildlife refuge, historic site, or scientific area, notice of the public hearing shall be given in accordance with Texas Parks and Wildlife Code § 26.002.

3. Submission of Written Comments; Public Hearing Record. The public shall have 10 days after the close of a public hearing to submit written comments to the authority office regarding a proposed authority project. The hearing notice published pursuant to this Section 5 shall inform the public of the opportunity to submit written comments for inclusion in the public hearing record and shall advise the public on where to obtain information concerning the project and the deadline for submission of written comments.

SECTION 6. EVALUATION AND PREPARATION OF REPORTS FOR AUTHORITY PROJECTS.

Prior to approving the location or alignment of an authority project, the authority shall evaluate any direct or indirect environmental effects of the project and analyze project alternatives; identify and complete any documentation required for compliance with environmental laws, regulations, or permitting requirements; and prepare one or more written reports summarizing the authority's review of the project, including any necessary mitigation measures.

A. Review and Evaluation. The authority shall review and evaluate all authority projects in order to determine any direct or indirect environmental effects of the project and to analyze project alternatives. The authority's review and evaluation of a project shall be proportional in scope and complexity to the project itself. In determining the extent of review and evaluation required for a project, the authority shall consider whether the project will:

1. involve significant environmental impacts;
2. induce significant impacts to planned growth or land use of the authority project area;
3. require the relocation of significant numbers of people;
4. have a significant impact on any natural, cultural, recreational, historic, or other resource;
5. involve significant air, noise, or water quality impacts; or
6. significantly impact travel patterns.

If at any point during the environmental planning and study process the authority determines that a project does not meet any of the criteria listed above, no further review and evaluation is required.

When conducting the required review and evaluation, the authority shall coordinate and consult with the Texas Commission on Environmental Quality and the Texas Parks and Wildlife Department, other interested agencies, local political subdivisions, and others as appropriate. Additionally, the authority shall conduct public meetings and, as appropriate, public hearings in accordance with Section 5 above.

B. Due Diligence Documentation. Concurrently with the environmental studies described in Section 6.A above, the authority shall identify and complete the required due diligence documentation necessary for regulatory compliance. Due diligence documentation required on authority projects may include, but is not limited to, one or more of the following:

1. Cultural and Historic Resources Survey and/or Background Review
2. Jurisdictional Waters Determination

3. Threatened and Endangered (“T&E”) Species Assessment
4. T&E Presence / Absence Surveys
5. Jurisdictional Delineation / Nationwide or Individual Permit Preparation
6. Phase I Environmental Site Assessment
7. Storm Water Pollution Prevention Plan

Details regarding the timing and necessity of the due diligence documents listed above are provided in Appendix “A”. The authority shall coordinate with and, as necessary, secure the review and approval of specific regulatory agencies when developing due diligence documents.

C. Preparation of Written Report. The authority shall prepare a written report summarizing the environmental review for each authority project. The report shall contain copies of all due diligence documentation completed pursuant to Section 6.B above and a written summary of the review and evaluation conducted pursuant to Section 6.A which:

1. defines of the scope of the project;
2. identifies any alternatives to the proposed actions;
3. describes which aspects of the proposed actions have potential for environmental impact;
4. identifies measures and alternatives which might mitigate adverse environmental impacts and specifies any mitigation measures on which the project is conditioned; and
5. summarizes the public involvement for the project.

After issuance of an environmental report, a notice of the availability of the report shall be published by the authority on the authority’s website and in one or more local newspaper(s) of general circulation. The notice shall include information on obtaining copies of the report and information about the project. The public shall be afforded a 30-day period from the date of the notice to submit written comments on the environmental report. The authority shall review and consider any public comments submitted and may, as appropriate, respond to comments on the authority’s website or by supplementing the environmental report as discussed in Section 6.D below.

D. Supplemental Reports. An environmental report may be supplemented at any time.

1. The environmental report for a project shall be supplemented whenever the authority determines that:
 - (a) changes to the project would result in significant environmental impacts that were not previously evaluated; or

- (b) new information or circumstances relevant to environmental concerns bearing on the proposed action or its impacts would result in significant environmental impacts not previously evaluated.
- 2. Supplementation will not be necessary when changes to the project, new information, or new circumstances result in a lessening of adverse impacts previously evaluated, an insignificant increase in adverse impacts previously evaluated, or no effect on adverse impacts previously evaluated, provided that such changes, new information, or new circumstances do not cause other environmental impacts that are significant and were not previously evaluated.
- 3. When there is an uncertainty of the significance of new impacts, the authority will conduct additional analysis to assess the impacts of the changes, new information, or new circumstances.

APPENDIX “A”

Due Diligence Documents

| Name of Report | Description | Schedule and Impacts | When Needed | Standard/Regulation | Regulatory Agency |
|--|---|--|--|---------------------------------------|------------------------|
| Archeological and Historic Resources Survey and/or Background Review (minimum level of effort) | Record archeological and historic sites and prevent damage to site. May require avoidance or mitigation of sights that are within areas to be disturbed | As early as possible in planning phase. Minimum two month turnaround. Findings may impact design. Must receive “no impact” concurrence from TCH prior to any soil disturbance. | Property owned/utilized by any political subdivisions of the State or Federal agency | Texas Antiquities Code | THC |
| Jurisdictional Waters Determination | Determine if wetlands or waters of the US are present | As early as possible in planning phase, prior to soil disturbance. Findings may impact design. | Streams or water bodies present in the project area | Section 404 Clean Water Act | USACE, EPA |
| Jurisdictional Delineation/ Nationwide or Individual Permit (NWP or IP) Preparation | Permit and mitigate for impacts to wetlands or waterways located during the Jurisdictional Waters Determination | As early as possible, in planning/design phase once impacts are known. NWP has 90 day turnaround; IP is nine months to one year. | Impacts to wetlands and water bodies cannot be avoided by design | Section 404 Clean Water Act | USACE |
| Threatened and Endangered (T&E) Species Assessment | Determine if listed species and/or their habitat is present | As early as possible in planning phase. Findings may impact design. | Any county project | Endangered Species Act | USFWS, TPWD |
| T&E Presence/Absence Surveys | Determine if species are present in potential habitat | As early as possible in process. | Project limits within areas where T&E species habitat has been identified | USFWS survey protocols | USFWS |
| Phase I Environmental Site Assessment | Protect purchaser from potential contamination | In design phase once purchase details (amounts and locations of ROW) are known and prior to purchase or sale of property. Findings may impact sale/purchase price and design. | Any county project | ASTM 1527-05 | EPA |
| Storm Water Pollution Prevention Plan | Prevent pollution from storm water leaving project site | In design phase. Must implement to construction phase. | Required for any county projects over one acre | Texas Pollution Discharge Elimination | EPA, delegated to TCEQ |

| | | | | | |
|--------|--|--|--|--------|--|
| (SW3P) | | | | System | |
|--------|--|--|--|--------|--|

**VII. CONSIDERATION AND APPROVAL OF SUPPLEMENTAL WORK
AUTHORIZATION NO. 9 TO WORK AUTHORIZATION NO. 8
WITH HNTB FOR THE WEST RAIL INTERNATIONAL SERVICES**

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
General Engineering Consultant Services

SUPPLEMENTAL WORK AUTHORIZATION NO. 9
WORK AUTHORIZATION NO. 8
West Rail
International Advisor Services

This Supplemental Work Authorization No. 9 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. 9 to Work Authorization No. 8 is hereby increased by **\$69,054.00** or from **\$ 727,578.00** to **\$796,632.00**, 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. 9 to Work Authorization No. 8 shall be made in accordance with the Agreement.

Part 4. This Supplemental Work Authorization No. 9 to Work Authorization No. 8 is effective as of January 1, 2012, and shall extend the termination date to June 30, 2012, unless extended by a Supplemental Work Authorization.

Part 5. This Supplemental Work Authorization No. 9 to Work Authorization No. 8 does not waive the parties' responsibilities and obligations provided under the Agreement.

Supplemental Work Authorization No. 9
Work Authorization No. 8

Part 6. This Supplemental Work Authorization No. 9 to Work Authorization No. 8 is hereby accepted and acknowledged below.

CONSULTANT:
HNTB Corporation

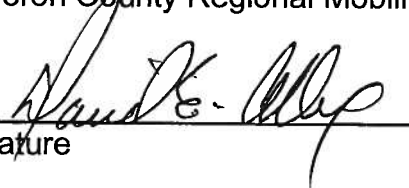
By: 
Signature

Richard L. Ridings, P.E.
Printed Name

Vice President
Title

12/20/11
Date

AUTHORITY:
Cameron County Regional Mobility Authority

By: 
Signature

David E. Allex
Printed Name

Chairman
Title

12-20-11
Date

LIST OF EXHIBITS

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

**VIII. CONSIDERATION AND APPROVAL OF SUPPLEMENTAL WORK
AUTHORIZATION NO. 4 TO WORK AUTHORIZATION NO. 13
WITH HNTB FOR THE PDA COORDINATION AND
NEGOTIATIONS SUPPORT, TIME EXTENSION FROM DECEMBER
31, 2011 TO DECEMBER 31, 2012.**

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
General Engineering Consultant Services

SUPPLEMENTAL WORK AUTHORIZATION NO. 4
TO WORK AUTHORIZATION NO. 13
PDA Coordination and Negotiation Support

This Supplemental Work Authorization No. 4 to Work Authorization No. 13 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 "GEC TEAM").

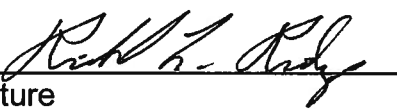
Part 1. No change is made to Work Authorization No. 13 engineering services with this Supplemental Work Authorization No. 4.

Part 2. This Supplemental Work Authorization No. 4 to Work Authorization No. 13 is effective as of January 6, 2010 and shall extend the termination date from **December 31, 2011 to December 31, 2012**, unless extended by a Supplemental Work Authorization.

Part 3. This Supplemental Work Authorization No. 4 to Work Authorization No. 13 does not waive the parties' responsibilities and obligations provided under the Agreement.

Part 4. This Supplemental Work Authorization No. 4 to Work Authorization No. 13 is hereby accepted and acknowledged below.

GEC TEAM:
HNTB Corporation

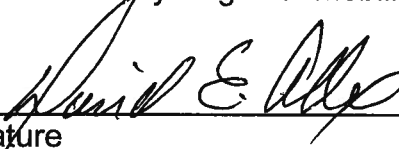
By: 
Signature

Richard L. Ridings, P.E.
Printed Name

Vice President
Title

12/20/11
Date

AUTHORITY:
Cameron County Regional Mobility Authority

By: 
Signature

David E. Alex
Printed Name

Chairman
Title

12-20-11
Date

IX. CONSIDERATION AND APPROVAL OF SUPPLEMENTAL WORK AUTHORIZATION NO. 2 TO WORK AUTHORIZATION NO. 29 WITH HNTB FOR THE SH 550 PERMIT SERVICES, TIME EXTENSION, FROM SEPTEMBER 30, 2011 TO FEBRUARY 2012.

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
General Engineering Consultant Services

**SUPPLEMENTAL WORK AUTHORIZATION NO. 2
TO WORK AUTHORIZATION NO. 29
FM 511 (SH 550) PERMIT SERVICES**

This Supplemental Work Authorization No. 2 to Work Authorization No. 29 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:

No change is made to the responsibilities of the AUTHORITY or the CONSULTANT.

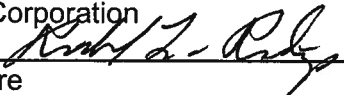
Part 2. Payment to the CONSULTANT for the services is not amended with the supplement.

Part 3. This Supplemental Work Authorization No. 2 Work Authorization No. 29 extends the contract expiration date to from September 30, 2011 to February 29, 2012, unless extended by an additional Supplemental Work Authorization.

Part 4. This Supplemental Work Authorization No. 2 to Work Authorization No. 29 does not waive the parties' responsibilities and obligations provided under the Agreement.

Part 5. This Supplemental Work Authorization No. 2 Work Authorization No. 29 is hereby accepted and acknowledged below.

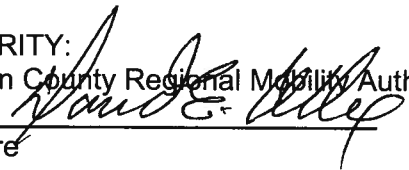
CONSULTANT
HNTB Corporation

By: 
Signature

Richard L. Ridings, P.E.
Printed Name

Vice President
Title

12/20/11
Date

AUTHORITY:
Cameron County Regional Mobility Authority
By: 
Signature

David E. Alex
Printed Name

Chairman
Title

12-20-11
Date

**X. CONSIDERATION AND APPROVAL OF WORK AUTHORIZATION
NO. 55 WITH HNTB FOR THE BI-NATIONAL BORDER MASTER
PLAN**

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
General Engineering Consultant Services

WORK AUTHORIZATION NO. 55
International Advisory Services Border Master Plan

This Work Authorization No. 55 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 preparation of a Border Master Plan. 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. 55 is \$156,096.00. 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. 55 shall be made in accordance with the Agreement.

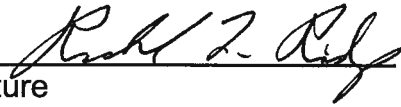
Part 4. This Work Authorization No. 55 is effective as of January 1, 2012, and shall termination December 31, 2012, unless extended by a Supplemental Work Authorization.

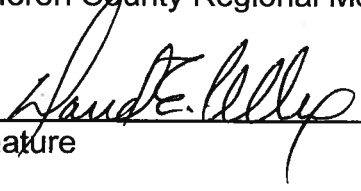
Part 5. This Work Authorization No. 55 does not waive the parties' responsibilities and obligations provided under the Agreement.

Part 6. This Work Authorization No. 55 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

Date

12/20/11

Date

12-20-11

LIST OF EXHIBITS

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

XI. APPROVAL OF CLAIMS



**Cameron County Regional Mobility Authority
Daily Check Register 12/19/2011**

FY 2012

Page 1

| <u>Check No.</u> | <u>Vendor Name</u> | <u>Fund</u> | <u>Dept.</u> | <u>Purpose</u> | <u>PO#</u> | <u>Amount</u> |
|------------------|--------------------------------|-------------|--------------|-------------------------------|------------|---------------|
| 00001108 | ALLEX,DAVID | 110 | 110 | REIMB. ALLEX 11/22 MEALS | | 68.05 |
| | | | | Check No. 00001108 | Total | 68.05 |
| 00001109 | AVINA,VERONICA | 110 | 110 | CONTRACT FOR SERVICES FROM O | P169762 | 200.00 |
| | | | | Check No. 00001109 | Total | 200.00 |
| 00001110 | BETANCOURT,BLANCA | 110 | 110 | CONTRACT FOR SERVICES FROM O | P169761 | 700.00 |
| | | | | Check No. 00001110 | Total | 700.00 |
| 00001111 | DEHOYOS, SYLVIA | 110 | 110 | CONTRACT FOR SERVICES FROM O | P169790 | 400.00 |
| | | | | Check No. 00001111 | Total | 400.00 |
| 00001112 | ESTRADA HINOJOSA & COMPANY INC | 110 | 110 | ANNUAL RETAINER FEE FOR SERVI | P172366 | 30,000.00 |
| | | | 110 | TOTAL REIMBURSEMENT EXPENSE | P172366 | 3,601.57 |
| | | | | Check No. 00001112 | Total | 33,601.57 |
| 00001113 | GALARZA,MARTHA | 110 | 110 | CONTRACT FOR SERVICES FROM O | P169760 | 800.00 |
| | | | | Check No. 00001113 | Total | 800.00 |
| 00001114 | GARCIA,DAVID A | 110 | 110 | REIM. GARCIA MEALS 12/13 | | 106.41 |
| | | | 110 | REIM.TRVL GARCIA/GARZA 12/1-2 | | 794.60 |
| | | | 110 | CONTRACT FOR SERVICES FROM O | P169788 | 6,250.00 |
| | | | | Check No. 00001114 | Total | 7,151.01 |
| 00001115 | HNTB CORP | 110 | 110 | WORK AUTHORIZATION NO. 43 (SH | P156393 | 31,937.73 |
| | | | 1123 | WORK AUTHORIZATION NO. 47 GEI | P167330 | 2,690.76 |
| | | | 1123 | WORK AUTHORIZATION NO. 31 FOF | P157105 | 2,751.94 |
| | | 111 | 1121 | CAMERON COUNTY REGIONAL MO | P158036 | 2,108.73 |
| | | | 1137 | WORK AUTHORIZATION NO. 37 FOF | P160083 | 43,285.92 |
| | | | 1149 | WORK AUTHORIZATION NO. 49 FOF | P171413 | 19,619.97 |
| | | | | Check No. 00001115 | Total | 102,395.05 |
| 00001116 | LOCKE LORD BISSELL AND LIDDELL | 111 | 000 | RMA LEGAL SERVICES; | P169174 | 529.64 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 2,640.29 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 648.40 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 256.70 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 121.35 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 106.25 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 11,137.13 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 340.00 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 695.94 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 63.75 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 957.31 |
| | | | 000 | RMA LEGAL SERVICES; | P169174 | 1,428.01 |
| | | | 1100 | RMA LEGAL SERVICES; | P169174 | 6,514.62 |
| | | | 1100 | RMA LEGAL SERVICES; | P169174 | 36,203.71 |
| | | | 1100 | RMA LEGAL SERVICES; | P169174 | 390.50 |
| | | | 1100 | RMA LEGAL SERVICES; | P169174 | 9,777.13 |
| | | | 1100 | RMA LEGAL SERVICES; | P169174 | 728.88 |
| | | | 1100 | RMA LEGAL SERVICES; | P169174 | 17,759.60 |



**Cameron County Regional Mobility Authority
Daily Check Register 12/19/2011**

FY 2012

Page 2

| <u>Check No.</u> | <u>Vendor Name</u> | <u>Fund</u> | <u>Dept.</u> | <u>Purpose</u> | <u>PO#</u> | <u>Amount</u> |
|---|--------------------------------|-------------|--------------|------------------------------|------------|---------------|
| <div> <div>Check No. 00001116</div> <div>Total 90,299.21</div> </div> | | | | | | |
| 00001117 | PENA,JESUS MARTIN | 110 | 110 | CONTRACT FOR SERVICES FROM O | P169763 | 200.00 |
| <div> <div>Check No. 00001117</div> <div>Total 200.00</div> </div> | | | | | | |
| 00001118 | QUELLHORST,HENDRICK | 110 | 110 | CONTRACT FOR SERVICES FROM O | P169765 | 250.00 |
| <div> <div>Check No. 00001118</div> <div>Total 250.00</div> </div> | | | | | | |
| 00001119 | ROBLES,MARIA A | 110 | 110 | CONTRACT FOR SERVICES FROM O | P169764 | 450.00 |
| <div> <div>Check No. 00001119</div> <div>Total 450.00</div> </div> | | | | | | |
| 00001120 | SAN MIGUEL,FRANCISCO | 110 | 110 | CONTRACT FOR SERVICES FROM O | P169771 | 300.00 |
| <div> <div>Check No. 00001120</div> <div>Total 300.00</div> </div> | | | | | | |
| 00001121 | SEPULVEDA,PETE | 110 | 110 | CONTRACT SERVICES FROM OCTOJ | P169758 | 6,250.00 |
| <div> <div>Check No. 00001121</div> <div>Total 6,250.00</div> </div> | | | | | | |
| 00001122 | TEXAS DEPARTMENT OF TRANSPORTA | 111 | 1121 | INTERLOCAL AGREEMENT WITH T. | P165112 | 1,844.00 |
| <div> <div>Check No. 00001122</div> <div>Total 1,844.00</div> </div> | | | | | | |
| 00001123 | VEGA,DYLBIA JEFFERIES | 110 | 110 | CONTRACT FOR SERVICES FROM O | P169779 | 1,100.00 |
| <div> <div>Check No. 00001123</div> <div>Total 1,100.00</div> </div> | | | | | | |

Print Date: 12/19/2011 **Print By:** HENDRICK QUELLHO

Total for All Checks: 246,008.89

**XII. CONSIDERATION AND ACKNOWLEDGEMENT OF THE GEC
REPORT FOR THE MONTH OF NOVEMBERS 2011**

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



December 2, 2011

Dear Mr. Sepulveda,

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

Project Management:

General GEC

- Prepared & submitted CCRMA GEC Invoice for work performed on various Work Authorizations. Updated and submitted October 2011 GEC report.
- On November 3, Richard Ridings, Greg Garcia and Jimmy Berry attended the Special Meeting of the Board of Directors.
- On November 14, Richard Ridings, Greg Garcia and Jimmy Berry attended the Special Meeting of the Board of Directors. Richard presented the October GEC Report and Jimmy Berry gave a presentation on the status of the Olmito Switch Yard and West Rail construction projects.
- On November 22 Richard Ridings attended the Special Meeting of the Board of Directors.
- On November 23, Richard Ridings, Greg Garcia, Jon Hockenyos (TXP) and Travis James (TXP) attended the Special Meeting of the Board of Directors and jointly with the Cameron County Commissioner's Court. A Resolution was passed authorizing a portion of the tax increment from Cameron County TRZ be allocated to CCRMA transportation projects.
- 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 connecting to FM

106/General Brant Road. The recommended 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 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, TxDOT-Environmental Affairs Division, and TxDOT-General Counsel. 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 provided a “no comments” letter. The deadline for TPWD to submit comments has passed; no comments were received.
- 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. TxDOT has reviewed and approved this Supplemental Work Authorization.

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).

- Coordination with TransMontaigne is ongoing. TransMontaigne continues to work on environmental needs and design for the project.
- Coordination with the Department of Homeland Security is ongoing for this project. A meeting with the Department of Homeland Security was held on November 30, 2011 to discuss items requested change order items associated with the building and bridge.

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).

- Dr. de las Fuentes reported that the Mexican Contractor on the Bridge project was at approximately 25% completion and is holding to their completion date of May 28, 2012. The Mexican Contractor on the Rail Relocation and Switchyard is estimated to be at 2% completion. The contract expects to be complete in July of 2012. Over the course of the month, Dr. de las Fuentes had several meetings with SCT and project representatives to assure expedited completion of the project.
- Dr. de las Fuentes facilitated meetings with ROW agents, property owners and CONAGUA in order to obtain permission to utilize River waters for irrigation on a temporary basis during construction.
- 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 by attending meetings with City staff.
- All parties have agreed to the Binational Construction Covenant. Dr. de las Fuentes will shepherd the completion of the document by obtaining the appropriate signatures.
- Meetings were between SCT and KCSM to discuss organizational and logistical requirements of the new facility. The agreement is being finalized so that a meeting can be scheduled in November with UPRR. KCSM approved and signed the agreement on August 29th.
- The 46th meeting of the West rail Technical Review Group was held on November 4th in Brownsville.
- The 47th meeting of the West rail Technical Review Group is scheduled for December 9th, 2011.

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

- As a result of legislative action, CDA activity is now on hold until environmental documents are substantially complete for South Padre Second Access and Outer Parkway.

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.

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 an alternate route to the Queen Isabella Memorial Causeway; thus, enhancing local and regional mobility, and facilitating effective evacuation of 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 Division and General Counsel), FHWA (Texas Division and Legal) and Cooperating Agencies (U.S. Fish and Wildlife Service, U.S. Army Corps of Engineers and National Marine Fisheries Service, and U.S. Coast Guard)
- The draft EIS has been revised, when warranted, in response to comments received from the Cooperating Agencies. The revised document was submitted to TxDOT on November 22, 2011.
- Continued fielding calls from the public on the SPI 2nd Access project.

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

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) are included in a second set of construction plans..

RIP Facility Construction:

- TxDOT approved ZIWA Corporation as the low bidder for the project.
- ZIWA received NTP for project
- HNTB responded to ZIWA RFI's and submittals

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. Also, a separate PS&E package was prepared for the SH 550 Pass-Through project from U.S. 77/83 to just south of Old Alice Road.

- Utility database is being maintained, and coordination meetings for each of the identified conflicts and service locations will continue.
- Final PS&E TxDOT comments to the mylar submittal have been received and revisions are in progress.
- The preliminary plan set has been posted to CivCast website for contractor's information only.

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.

- Currently coordinating responses to TxDOT Environmental Affairs Division comments on draft Categorical Exclusion and addressing document classification issues with Pharr District staff.

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 Expansion Project.

- The Contractor has completed 100% of the construction on the project.
- Final documentation and close out is pending approval of SWA #01.

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 approved ZIWA Corporation as the low bidder for the Repair-In-Place Facility.
- Completed As-Built plans for Olmito Yard Expansion construction.
- HNTB responding to ZIWA RFI's and submittals.

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 contractor has completed the bent #41W Columns and caps. They are continuing with the fabrication of the 150' through plate girder span over US 281. The building sub contractor has completed the sheet rock on the interior walls. He installed the windows and is waiting on deliver of the doors. In the mean time he has installed temporary doors to close the openings.
- The track subcontractor has completed placing ties. He has backfilled the 12X10 culvert at Railroad Street and placed the flex base over that area. He still needs to pave Railroad Street, New Carmen Road and the DHS building drive and parking lot.

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:

The Phase I study, which has been completed, included field investigations, constraints mapping and technical evaluations necessary to identify a recommended corridor for the proposed Outer Parkway.

A Phase II scope and fee has been submitted to CCRMA. During Phase II, a right-of-way footprint will be established, property owners in the immediate vicinity of the project will be notified and afforded an opportunity to provide feedback, MPO coordination will be initiated and environmental studies will be performed. Phase III will include environmental permitting and agency coordination.

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.

- Completed report on the development of the TRZ including the estimates of future values and revenues.
- Attended the CCRMA Board of Directors Meeting on November 23rd and gave an overview of the TRZ potential revenues. A Resolution was passed authorizing a portion of the tax increment from Cameron County TRZ be allocated to CCRMA transportation projects.

West Rail RFIs, As-Builts (Work Authorization No. 40)

This work authorization provides construction phase services throughout the construction of the West Rail Relocation Project by providing responses to Requests for Information from the contractor and providing As-Built construction drawings. Also, records keeping will be provided through the use of DashPort.

- Continued to respond to RFIs from the contractor.

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 prepared by other firms for the East Loop project.

- Continued bi-weekly coordination meetings regarding SH 32-West and SH 32-East.
- Continued coordination with TxDOT.

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.

- Developed and submitted an application for a \$33.1 SIB Loan to TxDOT for SH 550.
- Continued to address comments from TxDOT.

Olmito Switch Yard Expansion Construction Inspection Phase II RIP(Work Authorization No. 47)
This work authorization provides professional services associated with construction inspection phase work for the Olmito Repair In Place Facility.

- Contractor has moved onto the project and started construction. He has installed a perimeter fence and started clearing and grubbing the site.

SH 32 GEC (Work Authorization No. 49)

This work authorization provides professional services for oversight, guidance, agency coordination, and issue resolution, necessary to expedite the development of two SH 32 projects. The two projects, which each have logical termini and independent utility, extend from US 77/83 to FM 3068 (herein referred to as SH 32-West) and from FM 3068 to SH 4 (herein referred to SH 32-East). The proposed projects are being developed by two prime subconsultants, (S&B Infrastructure, Ltd. and Traffic Engineers, Inc.) under the oversight of HNTB (GEC).

- Met with TxDOT-Pharr District on November 3, 2011, to discuss Design Summary Reports and resolve key design criteria issues.
- Alignment of SH 32-West modified to minimize potential impacts on historic Piper Plantation; initiated corresponding revisions/updates to EA.
- SH 32-East EA revised to reflect comments provided by TxDOT-Pharr District; revised EA submitted to TxDOT on November 28, 2011.

Strategic Plan Update (Work Authorization No. 51)

This work authorization provides professional services for HNTB to assist the Authority in scheduling and facilitating a four hour workshop for the purpose of developing the CCRMA Strategic Plan Update. This includes input from the CCRMA, TxDOT Pharr District, the Brownsville and Harlingen-San Benito MPOs. The purpose of the workshop will be to validate or revise the goals and objectives stated in the existing CCRMA Strategic Plan. Using input from the Strategic Plan Update workshop, HNTB will revise the Strategic Plan Goals and provide a summary of CCRMA accomplishments to date. HNTB will compile the new and updated information generated from the above tasks and will develop the Strategic Plan Update document.

- Prepared for and created exhibits, slides and handouts for the December 7 Board Workshop.

US 77 PCE (Work Authorization No. 53)

This Work Authorization provides services and deliverables to perform environmental services required for the construction of an overpass and frontage roads along US 77 in Kenedy County.

- The Board approved this Work Authorization on October 17, 2011.
- Draft programmatic categorical exclusion (PCE) prepared; under-going internal (HNTB) review in anticipation of submission to TxDOT.

US 77 PCE (Work Authorization No. 54)

This Work Authorization provides services and deliverables to perform environmental services required for the conversion of two-way frontage roads to one-way frontage roads in Cameron County from SH 107 to the Cameron/Willacy County line.

- Continued data collection for the PCE document.
- Began preparations for the public meeting, tentatively scheduled for February 2012.

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 Repair-In-Place Facility construction project, West Rail construction project, SH 32 East Loop EA, and SIB Loan application for SH 550.

Best regards,



Richard L. Ridings, P.E.
Vice President

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

November Status Report

HNTB

| | |
|--------------------|--|
| Project | FM 509 |
| Work Authorization | 5 Route Studies and Environmental |
| Supplemental | 1 ICI Analysis |
| Supplemental | 2 Development of Reasonable Alternatives |

| | |
|----------------|------------|
| WA Cost: \$ | 656,210.00 |
| SA Cost: \$ | 40,358.00 |
| SA Cost: \$ | 10,826.00 |
| Total Cost: \$ | 707,394.00 |

Description: The FM 509 project is a relief route around the north and east areas of the City of Harlingen that would construct 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.

Scope: Develop Route and Environmental Studies for the Cameron County Regional Mobility Authority.

Deliverables: Drawing of the Conceptual Corridor Alternatives. Line Diagrammatic Schematic Drawings. Environmental Assessment Document required for obtaining a Finding of No Significant Impact (FONSI)

Project Activity

Environmental

Status: Project On-Hold

Recent Activity: None

Upcoming Activity: on hold

Outstanding Issues: on hold

Design Status: Complete

| Task | Status | Date of Antipated Completion | % Complete |
|---|----------|------------------------------|------------|
| FM 509 Data Assembly and Review | Complete | Complete | 100% |
| FM 509 Route Alternative Studies | Complete | Complete | 100% |
| FM 509 Development of Reasonable Alter. | Complete | Complete | 100% |
| FM 509 Evaluation and Viable Alter. | Complete | Complete | 100% |
| Notice to Proceed | Complete | Complete | 100% |
| Data Collection | Complete | Complete | 100% |
| Need and Purpose | Complete | Complete | 100% |
| Alternatives Analysis | Complete | Complete | 100% |
| Field Investigations | Complete | Complete | 100% |
| Resource Agency Mtgs. | Ongoing | Complete | 50% |
| Constraints map | Complete | Complete | 100% |
| Social/Economic Investigations | Complete | Complete | 100% |
| Natural Environment Investigations | Complete | Complete | 100% |
| Cultural Resources | Complete | TBD | 95% |
| Report Preparation | on hold | TBD | 95% |
| Public Involvement | on hold | TBD | 60% |
| Supp 1: Envir. Assessment Doc. Prepar. | Complete | Complete | 100% |
| Supp 1: Indirect Impacts | Complete | Complete | 100% |
| Supp 1: Cumulative Impacts | Complete | Complete | 100% |
| Supp 1: Surveying/Mapping | Complete | Complete | 100% |
| Supp 1: Light Detection and Ranging | Complete | Complete | 100% |
| Supp 2: Deve. Reasonable Alternatives | Complete | Complete | 100% |

| | | | | |
|--------------------|----------------|----------------------------|----------|----------------|
| WA Amount: \$ | 707,394.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: \$ | 686,172.18 | | | |
| Paid To Date: \$ | 686,172.18 | | | |
| Unpaid Balance: \$ | - | | | |
| Funding Source: | Cameron County | | | |

Total: \$ -

November Status Report

HNTB

| | | | | |
|--------------------|---|---------------------------------|----------------|--------------|
| Project | | West Parkway | | |
| Work Authorization | 7 | Route Studies and Environmental | WA Cost: \$ | 1,471,763.00 |
| Supplemental | 1 | Public Involvement and ENV | SA Cost: \$ | 98,862.00 |
| Supplemental | 4 | Route and Environmental Studies | SA Cost: \$ | 378,427.00 |
| | | | Total Cost: \$ | 1,949,052.00 |

Description: The West Parkway project is a proposed new location, four-lane controlled access expressway 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.

Scope: Develop Route and Environmental Studies for the Cameron County Regional Mobility Authority

Deliverable: Develop Route and Environmental Studies for the Cameron County Regional Mobility Authority. Conceptual typical sections Summary of preliminary conceptual design criteria. Overlay of identified major utilities onto conceptual layouts. Overlay of conceptual ROW requirements onto conceptual layouts. Final Traffic Technical Memorandum. Draft and Final Intermediate Level (Level 2) Toll Feasibility Report (Level 2 funding matrix. Environmental Assessment Document required for obtaining a Finding of No Significant Impact (FONSI)

Project Activity**Environmental**

| | |
|---------------------|--|
| Status: | On Hold |
| Recent Activity: | On Hold |
| Upcoming Activity: | Update Historic Survey; respond to TxDOT-OGC comments |
| Outstanding Issues: | FHWA review; public hearing. The environmental document is on hold until historical site research is performed. Need CCRMA approval to perform historical site research. |

Design

| | |
|---------------------|---|
| Status: | Continued preparation of updated drawings addressing Public meeting comments |
| Recent Activity: | Cost estimates, typical sections, exhibits |
| Upcoming Activity: | Complete Schematic with public meeting changes |
| Outstanding Issues: | This project is on hold until SWA#5 to WA#7 is approved for historical research. TxDOT approved this. |

Other: Traffic

| | |
|---------------------|---|
| Status: | Project On Hold |
| Recent Activity: | Project On Hold |
| Upcoming Activity: | Revise Microsimulation based on new schematic |
| Outstanding Issues: | 3d animation is recommended - need supplement for this effort |

| Task | Status | Date of Anticipated Completion | % Complete |
|---|----------------------------|--------------------------------|------------|
| Conceptual Design | Complete | Complete | 100% |
| Intermediate-level (level 2) Toll Feasibility | Draft Level 2 TFS complete | | 80% |
| Innovative Financing Support | Ongoing | TBD | 20% |
| Traffic Analysis and Microsimulation | On hold | TBD | 80% |
| Geometric Schematic | Assessing revisions | TBD | 88% |
| Environmental Assessment Report | Ongoing | TBD | 89% |
| West Loop Public Involvement Activities | Awaiting Public Hearing | TBD | 70% |
| Surveying and Aerial Mapping | Complete | Complete | 100% |
| Surveying | Complete | Complete | 100% |
| Aerial Mapping | Complete | Complete | 100% |
| Right of Entry | Complete | Complete | 100% |
| Supp 1: Inter.Level Toll Feasibility Study | Complete | Complete | 100% |
| Supp 1: Environmental Assessment | Assessing revisions | TBD | 89% |
| Supp 1: Public Involvement | Complete | Complete | 100% |

| WA Amount: | \$ | 1,949,052.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
|-----------------|---------------------------|--------------|----------------------------|----------|----------------|
| Billed To Date: | \$ | 1,843,632.07 | 67-40619-PL-007 | 175 | \$ 2,176.59 |
| Paid To Date: | \$ | 1,841,240.57 | 68-40619-PL-007 | 140 | \$ 214.91 |
| Unpaid Balance: | \$ | 2,391.50 | | | |
| Funding Source: | TxDOT Toll Equity Funding | | | | |
| Total: \$ | | | | | 2,391.50 |

November Status Report

HNTB

| | | | |
|--------------------|----------------------|--------------------------------|---------------------------|
| Project | West Rail Relocation | | |
| Work Authorization | 8 | International Advisor Services | WA Cost: \$ 186,579.00 |
| Supplemental | 1 | International Advisor Services | SA Cost: \$ 67,264.00 |
| Supplemental | 2 | International Advisor Services | SA Cost: \$ 67,163.00 |
| Supplemental | 3 | International Advisor Services | SA Cost: \$ 67,163.00 |
| Supplemental | 4 | International Advisor Services | SA Cost: \$ 67,939.00 |
| Supplemental | 5 | International Advisor Services | SA Cost: \$ 67,939.00 |
| Supplemental | 6 | International Advisor Services | SA Cost: \$ 67,703.00 |
| Supplemental | 7 | International Advisor Services | SA Cost: \$ 67,914.00 |
| Supplemental | 8 | International Advisor Services | SA Cost: \$ 67,914.00 |
| | | | Total Cost: \$ 727,578.00 |

Description: The West Rail Relocation project 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. This subconsultant is Arturo de las Fuentes of Caminos Y Puentes Internacionales. The project plans will require approval by Secretaria de Comunicaciones y Transportes (SCT), Comision Internacional de Limits Y Aguas (CILA) and Kansas City Southern Mexico (KCSM).

Scope: Provide professional services and deliverables required for project administration and coordination for the Cameron County Regional Mobility Authority

Deliverable: Monthly Project Progress Reports and meeting minutes that details activities performed by task (Spanish and English versions will be provided). Monthly invoice/billings with list of tasks performed and products delivered per invoice billing cycle (English version will be provided).

Project Activity**International Advisory Services**

Status: Ongoing

Recent Activity: Detailed report available

Upcoming Activity: -

Outstanding Issues:

Design

Status: -

Recent Activity: -

Upcoming Activity: -

Outstanding Issues: -

Other: Project Administration

Status:

Recent Activity:

Upcoming Activity:

Outstanding Issues: In discussions to extend this Work Authorization.

| Task | | Status | Date Anticipated Completion | % Complete |
|------------------------|----------------|----------------------------|-----------------------------|----------------|
| International Services | | Ongoing | December | 98% |
| WA Amount: | \$ 727,578.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 703,931.72 | 71-40619-PL-008 | 49 | \$ 12,732.62 |
| Paid To Date: | \$ 691,199.10 | | | |
| Unpaid Balance: | \$ 12,732.62 | | | |
| Funding Source: | Cameron County | | | |
| | | | Total: | \$ 12,732.62 |

November Status Report

HNTB

Project PDA Coordination and Negotiation Support

Work Authorization ☒ 13 _____

Supplemental ☐ _____

Supplemental ☐ _____

WA Cost: \$ 790,903.00

SA Cost: _____

SA Cost: _____

Total Cost: \$ 790,903.00

Description: 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 Port Spur, West Loop, and US 77 Improvements projects. Also includes support services for the procurement of a concession design-build developer

Scope: Support the CCRMA in negotiations with TxDOT and ZAI/ACS, and assist in the development of a Project Development Agreement (PDA) for SH 550, West Parkway, and US 77 Improvements, support the procurement of a design-build concessionaire

Deliverable: Engineering support in the development of a PDA. Additional work includes the procurement of a concession CDA developer which is presently on hold.

Project Activity**CDA Procurement**

Status: No activity.

Recent Activity: No activity.

Upcoming Activity: CDA activity on hold.

Outstanding Issues:

| Task | Status | Date of Anticipated Completion | % Complete |
|---|----------------------------|--------------------------------|----------------|
| Design Review | Initiated | | 10% |
| Specification Review | Initiated | | 1% |
| CDA Requirements/Terms/Risk Assessment | Initiated | | 29% |
| CDA Procurement | Initiated | | 70% |
| Draft Technical Requirements/Obligations | Initiated | | 25% |
| Draft Operations/Tolling Obligations | Started PDA | | 10% |
| Draft Reporting/Maintenance Obligations | Started PDA | | 10% |
| Final Reviews, Recommendations, and Presentations | Not Started | | 0% |
| WA Amount: \$ 790,903.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: \$ 630,798.83 | | | |
| Paid To Date: \$ 630,798.83 | | | |
| Unpaid Balance: \$ - | | | |
| Funding Source: | | | |
| Total: \$ - | | | |

November Status Report

HNTB

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|--------------------|-----------------------------|---------------------------------|
| Project | South Padre Island Phase 3A | |
| Work Authorization | 17 | |
| Supplemental | 2 | Affected Env & Env Consequences |
| Supplemental | 3 | Affected Env & Env Consequences |
| Supplemental | 4 | Affected Env & Env Consequences |

| | |
|----------------|--------------|
| WA Cost: \$ | 2,965,831.00 |
| SA Cost: \$ | 165,885.00 |
| SA Cost: \$ | 415,622.00 |
| SA Cost: \$ | 109,870.00 |
| Total Cost: \$ | 3,657,208.00 |

Description: 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.

Scope: Prepare preliminary engineering, DEIS, Public Hearing, and FEIS

Deliverable: This Work Authorization continues remaining 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.

Project Activity**Environmental**

| | |
|----------------------------|--|
| Status: | On-going (DEIS being processed) |
| Recent Activity: | Received/evaluated comments from federal Cooperating Agencies (USACE, USFWS, NMFS, US Coast Guard). Evaluated comments and made associated revisions to DEIS. Submitted revised DEIS on November 22, 2011. |
| Upcoming Activity: | Submit Biological Assessment and Essential Fish Habitat Assessment for TxDOT and FHWA review in anticipation of consultation with USFWS and NMFS, respectively. Public hearing after FHWA review/approval of DEIS. |
| Outstanding Issues: | Schedule slip due to delays in agency reviews and unanticipated reviews (Coast Guard); delay will affect public hearing. |

Design

| | |
|----------------------------|--|
| Status: | Complete |
| Recent Activity: | Support Env in responding to comments |
| Upcoming Activity: | Prepare scope for Schematic Development. Continue coordination with Environmental. |
| Outstanding Issues: | Obtain approval of schematic scope and fee |

Economic Study

| | |
|----------------------------|---|
| Status: | Completed draft economic study submitted in December 2009 |
| Recent Activity: | Coordinate with DEIS |
| Upcoming Activity: | Respond to comments |
| Outstanding Issues: | |

| Task | Status | Date of Anticipated Completion | % Complete |
|---|---------------------------|--------------------------------|------------|
| Data Collection/Existing Conditional Analysis | Complete | | 100% |
| Preliminary Engineering Services | On-going | | 98% |
| Geometric Layout (Schematic Plan) Development (SWA) | NA | NA | NA |
| Value Engineering Participation | NA | NA | NA |
| Traffic Volume Development | NA | NA | NA |
| Innovative Financing Support | NA | NA | NA |
| Traffic Operational Analysis | NA | NA | NA |
| Economic Study | Complete | | 100% |
| Draft Environmental Impact Statement | On-going | | 80% |
| Affected Environment and Environmental Consequences | On-going | | 80% |
| Public Involvement | Public Hearing - Date TBD | | 0% |
| Field Surveying (SWA) | NA | NA | NA |

| WA Amount: \$ | 3,657,208.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
|--------------------|--------------|----------------------------|----------|----------------|
| Billed To Date: \$ | 3,152,088.64 | 66-40619-PL-017 | 203 | \$ 35,069.20 |
| Paid To Date: \$ | 2,862,543.44 | 67-40619-PL-017 | 175 | \$ 16,336.58 |
| Unpaid Balance: \$ | 289,545.20 | 68-40619-PL-017 | 140 | \$ 13,301.87 |
| | | 69-40619-PL-017 | 112 | \$ 50,050.23 |
| | | 70-40619-PL-017 | 77 | \$ 50,209.95 |
| Funding Source: | | 71-40619-PL-017 | 49 | \$ 48,438.03 |
| | | 72-40619-PL-017 | 21 | \$ 77,332.09 |
| Total: \$ | | | | 289,545.20 |

November Status Report

HNTB

| | | |
|--------------------|----|--------------------------------------|
| Project | | Olmito Switchyard PS&E |
| Work Authorization | 23 | Olmito Track and Grading PS&E |
| Supplemental | 1 | Olmito RIP and Lighting PS&E |
| Supplemental | 2 | Olmito Bid Documents & Advertisement |
| Supplemental | 3 | Permits & Off-site Utility Access |
| Supplemental | 4 | Expansion RIP Facility |

| | | |
|-------------|----|------------|
| WA Cost: | \$ | 145,519.00 |
| SA Cost: | \$ | 183,763.00 |
| SA Cost: | \$ | 41,632.00 |
| SA Cost: | \$ | 60,035.00 |
| SA Cost: | \$ | 72,458.00 |
| Total Cost: | \$ | 503,407.00 |

Description: This Work Authorization is to provide plans, specifications, and estimates (PS&E) for the Union Pacific Railroad (UPRR) Olmito Yard Expansion and RIP facility. The construction of these additional tracks will allow the UPRR to relocate their current yard operations from Harlingen to Olmito.

Scope: Design and preparation of PS&E for the Olmito Yard expansion, not including the repair-in-place (RIP) facility and lighting. This includes track, drainage, construction sequencing, SWPPP, bid package, specifications, quantities, construction estimate, and schedule. Supplement includes the RIP facility and Lighting PS&E.

Deliverable: Olmito Switchyard PS&E package, including mylar sheets, bid package, estimate, and construction schedule.

| Project Activity | |
|---|--|
| Olmito Switchyard PS&E | |
| Status: Complete. | |
| Recent Activity: ZIWA Corporation received NTP. | |
| Upcoming Activity: Construction of project. | |
| Outstanding Issues: Awaiting approval for SWA. | |

| Task | Status | Anticipated Completion | % Complete |
|--|----------|------------------------|------------|
| Olmito Switchyard PS&E | | | |
| Coordination with County, UPRR, and TxDOT | Complete | Complete | 100% |
| Coordination of Field Survey | Complete | Complete | 100% |
| Project Control Plans | Complete | Complete | 100% |
| Railroad Track Plans and Profiles | Complete | Complete | 100% |
| Construction Sequencing | Complete | Complete | 100% |
| Drainage Plans and Profiles | Complete | Complete | 100% |
| SWPPP | Complete | Complete | 100% |
| Bid Package, Specifications, Quantities, and Estimates | Complete | Complete | 100% |
| Pre-bid Conference and Requests for Information | Complete | Complete | 100% |
| Field Surveys | Complete | Complete | 100% |

| | | | |
|--|-------------------------------|----------|------|
| Olmito RIP PS&E | | | |
| Coordination with County and UPRR | Complete | Complete | 100% |
| Coordination of Geotechnical Borings | Complete | Complete | 100% |
| Project Control Plans | Complete | Complete | 100% |
| Railroad Track Plans and Profiles | Complete | Complete | 100% |
| Construction Sequencing | Complete | Complete | 100% |
| Drainage Plans and Profiles | Complete | Complete | 100% |
| SWPPP | Complete | Complete | 100% |
| RIP Facility Building, Crew Modular Building, and Structural Plans | Complete | Complete | 100% |
| RIP Facility and Crew Modular Mechanical and Plumbing Plans | Complete | Complete | 100% |
| Power and Lighting Plans | Complete | Complete | 100% |
| Bid Package, Specifications, Quantities, and Estimates | Complete | Complete | 100% |
| Pre-bid Conference and Requests for Information | Ongoing | Complete | 100% |
| Geotechnical Studies | Complete | Complete | 100% |
| Field Surveys (Olmito Yard) | Complete | Complete | 100% |
| Field Surveys (UPRR/RVSC Harlingen Yard) | N/A County Surveyor to handle | N/A | N/A |

| | | | | | |
|-----------------|----|------------|----------------------------|----------|----------------|
| WA Amount: | \$ | 503,407.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ | 477,537.51 | | | |
| Paid To Date: | \$ | 477,537.51 | | | |
| Unpaid Balance: | \$ | - | | | |
| | | | | | |
| | | | | | |
| Funding Source: | | | | | |
| Total: | | | | | \$ - |

November Status Report

HNTB

Project SH 550 PS&E
 Work Authorization 24 PS&E Phase 1
 Supplemental 1 PS&E
 Supplemental 2

WA Cost: \$ 39,243.00
 SA Cost: \$ 4,941,150.00
 SA Cost: \$ 185,418.00
 Total Cost: \$ 5,165,811.00

Description: This Work Authorization provides engineering services associated with the development of plans, specifications, and estimates for the SH 550

Scope: This Work Authorization provides engineering services associated with the development of plans, specifications, and estimates for the SH 550 . Phase 1 is the intial scoping efforts. Phase 2 included survey, geotech, design, specifications, and estimates.

Deliverable: Phase 1: general exhibit of limits of design, typical section, preliminary cost estimate, determination of Geotechnical needs Phase 2: Survey, geotechnical, Final Plans, Specifications, and Estimates

Project Activity

Design

Status: Started Phase 2

Recent Activity:

Addressed some minor review comments from TxDOT.

Upcoming Activity:

No activity. Project is ready for construction.

Outstanding Issues:

None.

| Task | | Status | Anticipated Completion | % Complete |
|------------------------|-----------------|----------------------------|------------------------|----------------|
| Design | | | | |
| Phase 1 effort | | Complete | | 100% |
| General Administration | | In Progress | 7/1/2011 | 100% |
| survey | | Complete | 3/1/2011 | 100% |
| Geotechnical Studies | | Complete | 3/1/2011 | 100% |
| 30% plans | | Complete | 12/2/2010 | 100% |
| 60% plans | | Complete | 2/3/2011 | 100% |
| 90% plans | | Complete | 4/7/2011 | 100% |
| letting documents | | Submitted to TxDOT | 9/30/2011 | 100% |
| WA Amount: | \$ 5,165,811.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 5,147,269.20 | 71-40619-DS-024 | 49 | \$ 216,287.70 |
| Paid To Date: | \$ 4,930,981.50 | | | |
| Unpaid Balance: | \$ 216,287.70 | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| Total: | | | | \$ 216,287.70 |

November Status Report

HNTB

| | | |
|--------------------|----|-----------------------------------|
| Project | | General Brant |
| Work Authorization | 26 | General Brant |
| Supplemental | 1 | Section 404 Individual Permit App |
| Supplemental | | |

| | | |
|-------------|----|------------|
| WA Cost: | \$ | 208,639.00 |
| SA Cost: | \$ | 11,114.00 |
| SA Cost: | | |
| Total Cost: | \$ | 219,753.00 |

Description: This Work Authorization provides professional services associated with the development of a Categorical Exclusion document and Section 404 Individual Permit application (with Conceptual Mitigation Plan) for improvements to General Brant Road (FM 106).

Scope: Project Management and Social, Economic and Environmental studies for CCRMA. Activities necessary for obtaining environmental clearance, including Section 404 permit from U.S. Army Corps of Engineers, for roadway improvements.

Deliverables: Categorical Exclusion and Section 404 Individual Permit with Conceptual Mitigation Plan.

| Project Activity | |
|-------------------------------|---|
| Categorical Exclusion | |
| Status: | On-going. Environmental document (categorical exclusion) being processed. |
| Recent Activity: | Continued coordination with Pharr District regarding document type (TxDOT-ENV has indicated that an enviornmental assessment may be required rather than a CE). |
| Upcoming Activity: | Revise CE (or upgrade to EA) after classification decision is made. |
| Outstanding Issues: | Revise CE (or upgrade to EA). |
| Section 404 Individual Permit | |
| Status: | Ongoing |
| Recent Activity: | Section 404 Permit application submitted to U.S. Army Corps of Engineers. |
| Upcoming Activity: | Respond to U.S. Army Corps of Engineers comments concerning Section 404 Permit application. Coordinate responses with TxDOT. |
| Outstanding Issues: | None |

| Task | | Status | Date of Anticipated Completion | % Complete |
|---|--|---------|--------------------------------|------------|
| Categorical Exclusion document preparation | | Ongoing | March 2011 | 90% |
| Section 404 Individual Permit (with Conceptual Mitigation Plan) | | Ongoing | March 2011 | 90% |

| | | | | | |
|-----------------|----|------------|----------------------------|----------|----------------|
| WA Amount: | \$ | 219,753.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ | 215,357.94 | | | |
| Paid To Date: | \$ | 215,357.94 | | | |
| Unpaid Balance: | \$ | - | | | |
| | | | | | |
| | | | | | |
| Funding Source: | | | | | |

Total: \$ -

November Status Report

HNTB

Project Olmito Switchyard CI Services
 Work Authorization Construction & Inspection Services
 Supplemental
 Supplemental
 Supplemental

WA Cost: \$ 674,150.00
 SA Cost: \$ 15,377.00
 SA Cost:
 SA Cost:
 Total Cost: \$ 689,527.00

Description: This Work Authorization is to provide construction inspection (CI) for the Union Pacific Railroad (UPRR) Olmito Yard expansion. The construction of these additional tracks will allow the UPRR to relocate their current yard operations from Harlingen to Olmito.

Scope: Construction administration for the Olmito Yard expansion, not including the repair-in-place (RIP) facility and lighting. This includes track, drainage, construction sequencing, SWPPP, pay estimates, quantities, and schedule.

Deliverable: Olmito Switchyard pay estimates, ARRA paperwork, and construction schedule.

Project Activity

Olmito Switchyard Construction Inspection Services (CI)

Status: Construction at 100% complete
Recent Activity: Yard: Track construction at 100% complete.
Upcoming Activity: Final Project Documentation
Outstanding Issues: SWA #01 for the North Access Road needs to be approved.

| Task | Status | Anticipated Completion | % Complete |
|--|---------------|-----------------------------------|-----------------------|
| Olmito Switchyard Construction Inspection Services (CI) | | | |
| Project Management, Administration, QA/QC | Ongoing | 6/15/2011 | 100% |
| Process Invoices and Progress Reports | Ongoing | 6/28/2011 | 100% |
| Construction Inspection Services | Complete | 5/23/2011 | 100% |
| Construction Management | Ongoing | 6/18/2011 | 100% |
| Construction Observation and Inspection | Complete | 5/23/2011 | 100% |
| Record Keeping and File Management | Ongoing | 6/18/2011 | 100% |
| Schedule | Complete | 5/23/2011 | 100% |
| Project Close-Out | | | |
| Construction Management | Ongoing | 9/30/2011 | 90% |
| Record Keeping and File Management | Ongoing | 9/30/2011 | 80% |
| | | | |
| WA Amount: | \$ 689,527.00 | Outstanding Invoice Number | Days Old |
| Billed To Date: | \$ 689,527.00 | | Invoice Amount |
| Paid To Date: | \$ 689,527.00 | | |
| Unpaid Balance: | \$ - | | |
| | | | |
| | | | |
| Funding Source: | | | |
| Total: \$ - | | | |

November Status Report

HNTB

Project FM 511 (SH 550) Permit Services

Work Authorization ☐ 29 Permitting Services

Supplemental ☐ 1

Supplemental ☐

Supplemental ☐

WA Cost: \$ 52,759.00

SA Cost: \$ 94,911.00

SA Cost: \$ -

SA Cost: \$ -

Total Cost: \$ 147,670.00

Description: The SH 550 Re-Evaluation project provides professional services and deliverables in support of the CCRMA's development of the SH 550 toll project from US 77/83 to SH 48 and the proposed entrance to the Port of Brownsville. The focus of the re-evaluation will be on the effects of tolling the project. Supplements focus on developing mitigation plans and permit approval.

Scope: Project Management and Social, Economic and Environmental studies for the AUTHORITY. Environmental Activity necessary for obtaining Re-evaluation clearance for a tolled roadway. Development of plans for mitigation site.

Deliverable: Environmental Activity necessary for obtaining Re-evaluation clearance for a tolled roadway

Project Activity**Environmental**

Status: Permits Received; Mitigation site monitoring and Corps coordination on-going.

Recent Activity: Conducted mitigation site visit; coordinated findings with TxDOT and Contractor.

Upcoming Activity:

Outstanding Issues: Contrator requested plan modifications may require permit amendment.

Design

Status: SH 550 Bids received

Recent Activity: support efforts complete

Upcoming Activity: WA complete

Outstanding Issues:

Other

Status: -

Recent Activity: -

Upcoming Activity: -

Outstanding Issues: -

| Task | | Status | Date of Anticipated Completion | % Complete |
|---|---------------------------|----------------------------|--------------------------------|----------------|
| Environmental Assessment Doc. Preparation | | Complete | complete | 100% |
| Wetland Delineation, Permitting and Mitigation (supplement 2) | | Complete | complete | 85% |
| Public Involvement | | Complete | complete | 100% |
| PS&E plans for TxDOT (supplement 3) | | complete | complete | 100% |
| Re-evaluation of EA for mitigation property (supplement 3) | | complete | complete | 100% |
| WA Amount: | \$ 147,670.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 140,286.50 | 71-40619-PL-029 | 49 | \$ 9,491.10 |
| Paid To Date: | \$ 130,795.40 | | | |
| Unpaid Balance: | \$ 9,491.10 | | | |
| Funding Source: | County License Plate Fees | | | |
| Total: | | | | \$ 9,491.10 |

November Status Report

HNTB

Project Olmito RFI, Shop Drawings

Work Authorization ☒ 31 RFI, Shop Drawings

Supplemental ☐ _____

Supplemental ☐ _____

Supplemental ☐ _____

WA Cost: \$ 116,016.00

SA Cost: _____

SA Cost: _____

SA Cost: _____

Total Cost: \$ 116,016.00

Description: This Work Authorization is to provide responses to Requests for Information (RFI) from the contractor, and to provide Shop Drawing Reviews and to provide a set of As-Built construction drawings.

Deliverable: Responses to RFIs, shop drawing reviews and As-Built construction drawings.

Project Activity

Olmito RFI, Shop Drawings

Status: Ongoing.

Recent Activity: Responded to RFIs.

Upcoming Activity: Respond to RFIs on an as needed basis.

Outstanding Issues:

| Task | | Status | Anticipated Completion | % Complete |
|-------------------------------------|---------------|----------------------------|------------------------|----------------|
| Olmito RFI, Shop Drawings | | | | |
| Project Management and Coordination | | | | 60% |
| General Administration | | | | 60% |
| Requests for Information (RFI) | | | | 60% |
| Shop Drawing Review | | | | 60% |
| As-Built Construction Drawings | | | | 52% |
| WA Amount: | \$ 116,016.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 62,530.04 | 71-40619-CN-031 | 49 | \$ 5,460.69 |
| Paid To Date: | \$ 57,069.35 | | | |
| Unpaid Balance: | \$ 5,460.69 | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| Total: | | | | \$ 5,460.69 |

November Status Report

HNTB

Project West Rail Construction & Inspection Services
 Work Authorization ☒ 33 Construction & Inspection Services
 Supplemental ☐ _____
 Supplemental ☐ _____
 Supplemental ☐ _____

WA Cost: \$ 1,255,920.00

SA Cost: _____

SA Cost: _____

SA Cost: _____

Total Cost: \$ 1,255,920.00

Description: This Work Authorization is to provide construction inspection (CI) for the Union Pacific Railroad (UPRR) West Rail Bypass. The construction of these additional tracks will allow the UPRR to abandon their current location between Mexico and Olmito eliminating several grade crossings.

Scope: Construction administration for the construction of the West Rail relocation. The construction includes track, drainage, construction sequencing, SWPPP, pay estimates, quantities, and schedule. This includes the DHS facility on the north side of US 281.

Deliverable: West Rail bypass pay estimates, ARRA paperwork, and construction schedule.

Project Activity

West Rail Bypass Construction Inspection

| | |
|----------------------------|--|
| Status: | Ongoing. |
| Recent Activity: | Building DHS Building, Loat tested bent 41 drilled shafts, Bridge Structure and 12X10 Box at Rail Road Street. |
| Upcoming Activity: | Continued construction of DHS building, Fabrication and erection of span 41-42 steel beams, Rail Road Street construction. |
| Outstanding Issues: | Change order for the DHS changes to the fence and bridge items. Relocation of Transmontaigne lines. |

| Task | Status | Anticipated Completion | % Complete |
|--|---------|------------------------|------------|
| West Rail Construction Inspection Services (CI) | | | |
| Project Management, Administration, QA/QC | Ongoing | 2/1/2012 | 69% |
| Process Invoices and Progress Reports | Ongoing | 2/1/2017 | 69% |
| Construction Inspection Services | | | |
| Construction Management | Ongoing | 12/31/2011 | 69% |
| Construction Observation and Inspection | Ongoing | 12/31/2011 | 69% |
| Record Keeping and File Management | Ongoing | 12/31/2011 | 61% |
| Schedule | Ongoing | 12/31/2011 | 69% |
| Project Close-Out | | | |
| Construction Management | Pending | 2/1/2012 | 0% |
| Record Keeping and File Management | Pending | 2/1/2012 | 0% |
| Post Construction Services | Pending | 2/1/2017 | 0% |

| WA Amount: | \$ | 1,255,920.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
|-----------------|----|--------------|----------------------------|----------|----------------|
| Billed To Date: | \$ | 879,144.00 | 71-40619-CN-033 | 49 | \$ 188,388.00 |
| Paid To Date: | \$ | 690,756.00 | | | |
| Unpaid Balance: | \$ | 188,388.00 | | | |
| | | | | | |
| | | | | | |
| Funding Source: | | | | | |
| Total: | | | | | \$ 188,388.00 |

November Status Report

HNTB

Project Outer Parkway Planning Study
 Work Authorization ☒ 36 Outer Parkway Plannin Study
 Supplemental ☐ _____
 Supplemental ☐ _____

WA Cost: \$ 103,839.00
 SA Cost: _____
 SA Cost: _____
 Total Cost: \$ 103,839.00

Description: 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.

Scope: This Work Authorization includes the development of an environmental and engineering constraints map, environmental constraints report, and corridor identification report to aid in the establishment of the alignment of the Outer Parkway

Deliverable: Constraints map, environmental constraints/corridor identification report

Project Activity

Outer Parkway Planning Study

Status: Ongoing

Recent Activity:

Submitted Corridor Identification Report (Phase I deliverable). Submitted Phase II scope and fee to CCRMA.

Upcoming Activity:

Upon Board approval, begin Phase II of study.

Outstanding Issues:

| Task | | Status | Date of Anticipated Completion | % Complete |
|-------------------------------------|---------------|----------------------------|--------------------------------|----------------|
| Outer Parkway Planning Study | | | | |
| Project Management and Coordination | | On going | 3/1/2011 | 100% |
| Data Collection | | On going | 3/1/2011 | 100% |
| Meetings/Management | | On going | 3/1/2011 | 100% |
| | | | | |
| WA Amount: | \$ 103,839.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 102,800.61 | | | |
| Paid To Date: | \$ 102,800.61 | | | |
| Unpaid Balance: | \$ - | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| Total: | | | | \$ - |

November Status Report

HNTB

Project Transportation Reinvestment Zones
 Work Authorization ☒ 37 Transportation Reinvestment Zones
 Supplemental ☐ _____
 Supplemental ☐ _____

WA Cost: \$ 541,074.00
 SA Cost: _____
 SA Cost: _____
 Total Cost: \$ 541,074.00

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

Scope: This document specifies the necessary tasks and subtasks to perform services related to the analysis of a Transportation Reinvestment Zone (TRZ) in Cameron County. The TRZ may encompass the following roadways: US 77/83, US 281 Connector, SH 550, FM 509, West Parkway, and the Outer Parkway. The scope of work is divided into two phases with detailed tasks. It is likely that the phases will overlap and that detailed subtasks will be modified based on initial findings, data availability, and stakeholder input.

Deliverable: TRZ Map and Property Database, TRZ Revenue Estimates

Project Activity

Transportation Reinvestment Zone

Status: Ongoing

Recent Activity:

• Developed Final TRZ Report. HNTB and TXP staff attended November 23rd Board meeting where Board approved Resolution to allocate a portion of the tax increment from the TRZ to CCRMA transportation projects.

Upcoming Activity:

Outstanding Issues:

| Task | | Status | Date of Anticipated Completion | % Complete |
|--|---------------|----------------------------|--------------------------------|----------------|
| Transportation Reinvestment Zones | | | | |
| Project Management and Coordination | | On going | | 100% |
| Kick Off Meeting | | On going | 11/4/2010 | 100% |
| TRZ Boundary Public Hearing | | On going | 11/11/2010 | 100% |
| Complete Phase I | | Complete | 12/17/2010 | 100% |
| Complete Phase II | | On going | 11/27/2011 | 100% |
| WA Amount: | \$ 541,074.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 497,788.08 | 71-40619-PL-037 | 49 | \$ 16,232.22 |
| Paid To Date: | \$ 481,555.86 | | | |
| Unpaid Balance: | \$ 16,232.22 | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| Total: | | | | \$ 16,232.22 |

November Status Report

HNTB

Project SH 550 Port Spur/Fm 1847
 Work Authorization ☒ 38 RFI, Shop Drawing Review
 Supplemental ☐
 Supplemental ☐
 Supplemental ☐

WA Cost: \$ 37,739.00
 SA Cost:
 SA Cost:
 SA Cost:
 Total Cost: \$ 37,739.00

Description: This Work Authorization is to provide response to questions related to the plans and specifications as needed throughout the duration of the construction and review of shop drawings.

Scope: Project Manager shall be the point of contact for the AUTHORITY to address issues regarding project staff, progress, response to questions related to the plans and specifications as needed throughout the duration of the construction, and shop drawings review.

Deliverable:

Project Activity

Port Access RFI, Shop Drawings

Status: Respond to RFIs on an as needed basis.

Recent Activity: Responded to multiple RFIs.

Upcoming Activity: Respond to RFIs on an as needed basis.

Outstanding Issues:

| Task | | Status | Anticipated Completion | % Complete |
|---------------------------------------|--------------|----------------------------|------------------------|----------------|
| Port Access RFI, Shop Drawings | | | | |
| Project Management | | | | 65% |
| Respond to Requests for Information | | | | 65% |
| Shop Drawing Review | | | | 0% |
| WA Amount: | \$ 37,739.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 14,162.74 | 71-40619-CN-031 | 49 | \$ 130.69 |
| Paid To Date: | \$ 14,032.05 | | | |
| Unpaid Balance: | \$ 130.69 | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| Total: \$ | | | | 130.69 |

November Status Report

HNTB

Project West Rail RFI, As-Builts
 Work Authorization ☒ 40 West Rail RFI, As-Builts
 Supplemental ☐
 Supplemental ☐
 Supplemental ☐

WA Cost: \$ 171,150.00
 SA Cost:
 SA Cost:
 SA Cost:
 Total Cost: \$ 171,150.00

Description: This Work Authorization is to provide response to questions related to the plans and specifications as needed throughout the duration of the construction and review of shop drawings.

Scope: Project Manager shall be the point of contact for the AUTHORITY to address issues regarding project staff, progress, response to questions related to the plans and specifications as needed throughout the duration of the construction.

Deliverable:

Project Activity

West Rail RFI, Shop Drawings

Status: Respond to RFIs on an as needed basis.

Recent Activity: Responded to multiple RFIs.

Upcoming Activity: Respond to RFIs on an as needed basis.

Outstanding Issues: Awaiting approval for SWAs.

| Task | | Status | Anticipated Completion | % Complete |
|-------------------------------------|---------------|----------------------------|------------------------|----------------|
| West Rail RFI, Shop Drawings | | | | |
| Project Management | | | | 100% |
| Respond to Requests for Information | | | | 100% |
| | | | | |
| WA Amount: | \$ 171,150.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 171,150.00 | | | |
| Paid To Date: | \$ 171,150.00 | | | |
| Unpaid Balance: | \$ - | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| | | | Total: \$ | - |

November Status Report

HNTB

Project East Loop EA
 Work Authorization ☒ 42 East Loop EA
 Supplemental ☐
 Supplemental ☐

WA Cost: \$ 250,326.00
 SA Cost:
 SA Cost:
 Total Cost: \$ 250,326.00

Description: Oversight and management of State Highway 32 environmental studies.

Scope: This Work Authorization allows the GEC to oversee/manage the development of two environmental assessments being prepared for State Highway 32. The environmental assessments are being prepared by other firms.

Deliverable: Meeting notes, schedules, document reviews, permitting strategies

Project Activity

East Loop EA

Status: On-going. SH 32-West EA prepared. SH 32-East EA prepared.

Recent Activity:

Continued coordination with S&B, TEI/AECOM and TxDOT. SH 32-East EA revised and resubmitted on November 28, 2011. SH 32-West EA being revised/updated to reflect modified alignment.

Upcoming Activity:

SH 32-West EA to be resubmitted in January 2012.

Outstanding Issues:

Formal Section 7 Consultation required for projects.

| Task | | Status | Date of Anticipated Completion | % Complete |
|-------------------------------------|---------------|----------------------------|--------------------------------|----------------|
| East Loop EA | | | | |
| Project Management and Coordination | | | | 50% |
| | | | | |
| | | | | |
| | | | | |
| WA Amount: | \$ 250,326.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 150,195.60 | 71-40619-PL-042 | 49 | \$ 25,032.60 |
| Paid To Date: | \$ 125,163.00 | | | |
| Unpaid Balance: | \$ 25,032.60 | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| Total: | | | | \$ 25,032.60 |

November Status Report

HNTB

Project SH 550 State Infrastructure Bank Loan

Work Authorization ☒ 43 SH 550 SIB Loan

Supplemental ☐ _____

Supplemental ☐ _____

WA Cost: \$ 96,781.00

SA Cost: _____

SA Cost: _____

Total Cost: \$ 96,781.00

Description: Provide technical support and information for the preparation of the SH 550 SIB Loan Application**Scope:** This Work Authorization allows the GEC to work with CCRMA's traffic and revenue consultant and financial consultant to develop range of (or specific) requested amount of SIB funding.**Deliverable:** • Support materials for SIB loan application**Project Activity****SH 550 SIB Loan****Status:** on-going**Recent Activity:**

Address questions and comments from TxDOT. Provided additional costs to TxDOT.

Upcoming Activity:

Address any comments TxDOT may have and finalize application.

Outstanding Issues:

| Task | | Status | Date of Anticipated Completion | % Complete |
|--|--------------|----------------------------|--------------------------------|----------------|
| SH 550 SIB Loan | | | | |
| Project Management and Coordination | | ongoing | 3/31/2011 | 90% |
| Kick-off Meeting | | complete | 11/4/2010 | 100% |
| Project Meetings | | ongoing | 3/31/2011 | 90% |
| Develop project development, operations, and maintenance costs | | ongoing | 1/31/2011 | 90% |
| Provide additional support in development of loan application | | ongoing | 3/31/2011 | 90% |
| WA Amount: | \$ 96,781.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 55,165.17 | | | |
| Paid To Date: | \$ 55,165.17 | | | |
| Unpaid Balance: | \$ - | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| Total: | | | \$ | - |

HNTB

| | | |
|-------------|----|------------|
| WA Cost: | \$ | 134,538.00 |
| SA Cost: | \$ | - |
| SA Cost: | | |
| SA Cost: | | |
| Total Cost: | \$ | 134,538.00 |

Scope: Construction administration for the Olmito Yard repair-in-place (RIP) facility and lighting. This includes building, equipment, track, drainage, construction sequencing, SWPPP, pay estimates, quantities, and schedule.

Project Activity

Outstanding Issues:

| Task | | | Status | Anticipated Completion | % Complete |
|--|---------------|----------------------------|----------|------------------------|------------|
| Olmito RIP Facility Construction Inspection Services (CI) | | | | | |
| Project Management, Administration, QA/QC | | | Ongoing | 4/6/2012 | 1% |
| Process Invoices and Progress Reports | | | Ongoing | 4/6/2012 | 1% |
| Construction Inspection Services | | | Complete | 4/6/2012 | 1% |
| Construction Management | | | Ongoing | 4/6/2012 | 1% |
| Construction Observation and Inspection | | | Complete | 4/6/2012 | 1% |
| Record Keeping and File Management | | | Ongoing | 4/6/2012 | 1% |
| Schedule | | | Complete | 4/6/2012 | 1% |
| Project Close-Out | | | | | |
| Construction Management | | | Ongoing | 6/30/2011 | 0% |
| Record Keeping and File Management | | | Ongoing | 6/30/2011 | 0% |
| | | | | | |
| WA Amount: | \$ 134,538.00 | Outstanding Invoice Number | Days Old | Invoice Amount | |
| Billed To Date: | \$ 6,726.90 | 71-40619-CN-047 | 49 | \$ 6,726.90 | |
| Paid To Date: | \$ - | | | | |
| Unpaid Balance: | \$ 6,726.90 | | | | |
| | | | | | |
| | | | | | |
| Funding Source: | | | | | |
| | | | Total: | \$ 6,726.90 | |

November Status Report

HNTB

Project Strategic Plan Development

Work Authorization ☒ 51 Strategic Plan Development

Supplemental ☐ _____

Supplemental ☐ _____

WA Cost: \$ 59,567.00

SA Cost: _____

SA Cost: _____

Total Cost: \$ 59,567.00

Description: This Work Authorization provides services to coordinate with the Authority, TxDOT, Brownsville MPO, Harlingen-San Benito MPO, as well as cities and towns in Cameron County to validate or revise the goals and objectives stated in the existing CCRMA Strategic Plan.

Scope:

Deliverable: • Twelve (12) copies of a draft Strategic Plan documenting CCRMA goals and proposed implementation strategy.
• Twelve (12) copies of a final Strategic Plan with CCRMA goals and implementation strategy.

Project Activity**Strategic Plan Development**

Status: Prepared for December 7 Board Workshop.

Recent Activity: Collected data.

Upcoming Activity: Conduct Board Workshop on December 7.

Outstanding Issues:

| Task | | Status | Date of Anticipated Completion | % Complete |
|-------------------------------------|--------------|-----------------------------------|--------------------------------|-----------------------|
| Strategic Plan Development | | | | |
| Project Management and Coordination | | | | 10% |
| Kick-off Meeting with Authority | | | | 100% |
| Coordination Meetings | | | | 20% |
| Strategic Plan Update | | | | 10% |
| WA Amount: | \$ 59,567.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 3,574.02 | | | |
| Paid To Date: | \$ 3,574.02 | | | |
| Unpaid Balance: | \$ - | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| Total: | | | | \$ - |

November Status Report

HNTB

Project US 77 Programmatic Categorical Exclusion
 Work Authorization ☒ 53 US 77 Programmatic Categorical Exclusion
 Supplemental ☐ _____
 Supplemental ☐ _____

WA Cost: \$ 81,202.00
 SA Cost: _____
 SA Cost: _____
 Total Cost: \$ 81,202.00

Description: The AUTHORITY has decided to proceed with the construction of frontage roads and an overpass along US 77 from 0.87 mile south of La Parra Avenue to 0.71 mile north of La Parra Avenue in Kenedy County, Texas (CSJ 0327-02-050). The total project length is approximately 1.58 miles

Scope: The work to be performed includes the preparation of a PCE for the proposed US 77 project

Deliverable: • Nine (9) draft copies and three (3) final copies of the PCE document; also an electronic copy of each submittal.

Project Activity

US 77 Programmatic Categorical Exclusion

| | |
|---------------------|--|
| Status: | PCE being developed |
| Recent Activity: | Draft PCE prepared; under-going internal (HNTB) review. |
| Upcoming Activity: | PCE to be submitted to TxDOT-Pharr District for review on December 12, 2011. |
| Outstanding Issues: | TxDOT review |

| Task | Status | Date of Anticipated Completion | % Complete |
|---|--------------|--------------------------------|-------------|
| US 77 Programmatic Categorical Exclusion | | | |
| Project Management and Coordination | ongoing | | 50% |
| Programmatic Categorical Exclusion Document Preparation | ongoing | | 50% |
| | | | |
| | | | |
| | | | |
| WA Amount: | \$ 81,202.00 | Outstanding Invoice Number | Days Old |
| Billed To Date: | \$ 8,120.20 | 72-40619-PL-053 | 21 |
| Paid To Date: | \$ - | | |
| Unpaid Balance: | \$ 8,120.20 | | |
| | | | |
| | | | |
| Funding Source: | | | |
| | | Total: | \$ 8,120.20 |

November Status Report

HNTB

Project US 77 Programmatic Categorical Exclusion
 Work Authorization ☒ 54 US 77 Programmatic Categorical Exclusion
 Supplemental ☐ _____
 Supplemental ☐ _____

WA Cost: \$ 80,778.00

SA Cost: _____

SA Cost: _____

Total Cost: \$ 80,778.00

Description: The AUTHORITY has decided to proceed with conversion of two-way frontage roads to one-way frontage roads along US 77 from SH 107/FM 506, in Cameron County, Texas, to the Cameron/Willacy County line (CSJ 0327-08-083 and 0327-07-230). The total project length is approximately 6.85 miles.

Scope: The following scope of work covers the environmental consulting services to be provided by the CONSULTANT to the AUTHORITY. The work to be performed includes the preparation of a PCE for the proposed US 77 project.

Deliverable: • Nine (9) draft copies and three (3) final copies of the PCE document; also an electronic copy of each submittal.

Project Activity**US 77 Programmatic Categorical Exclusion**

| | |
|----------------------------|---|
| Status: | PCE being developed |
| Recent Activity: | Data collection, field investigation and document preparation initiated. |
| Upcoming Activity: | PCE to be submitted in late-January 2012. Public meeting (tentatively scheduled for February 2012). |
| Outstanding Issues: | TxDOT Review |

| Task | | Status | Date of Anticipated Completion | % Complete |
|---|--------------|-----------------------------------|--------------------------------|-----------------------|
| US 77 Programmatic Categorical Exclusion | | | | |
| Project Management and Coordination | | | | 10% |
| Programmatic Categorical Exclusion Document Preparation | | | | 10% |
| | | | | |
| | | | | |
| | | | | |
| WA Amount: | \$ 80,778.00 | Outstanding Invoice Number | Days Old | Invoice Amount |
| Billed To Date: | \$ 6,224.24 | 72-40619-PL-054 | 21 | \$ 6,224.24 |
| Paid To Date: | \$ - | | | |
| Unpaid Balance: | \$ 6,224.24 | | | |
| | | | | |
| | | | | |
| Funding Source: | | | | |
| Total: | | | | \$ 6,224.24 |

**XIV. CONSIDERATION AND APPROVAL OF CHANGE ORDER NO. 9
FOR THE SH 550 PROJECT**

**CHANGE ORDER NBR.****9****REPORT DATE: 11/08/11**

| | | | |
|--------------------------|-----------------------------------|-----------------------------|--|
| 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: | Hector Gonzalez, P.E. Interim |
| PROJECTED AMOUNT: | \$34,357,241.40 | AREA NUMBER: | 055 |
| CONTRACTOR: | ANDERSON COLUMBIA CO., INC. | | |
| CO AMOUNT: | \$142,220.40 | | |
| CO TYPE: | FED LETTER OF AUTH - MINOR - PART | | |
| 3RD PARTY AMOUNT: | \$0.00 | | |
| APPRV LEVEL: | District Engineer | | |
| | | DESCRIPTION: | REMOVE & RELAY 1-60" RCP @ RANCHO VIEJO FLOODWAY |
| | | REASON: | 1A - 1A-INCORRECT PS&E (TXDOT DESIGN) |
| | | SECONDARY REASON(S): | 002F - 2F-SITE CONDITIONS ALTERED BY ACT OF GOD |

Functions:

| | |
|--|--|
| <input checked="" type="checkbox"/> Extra Work | <input type="checkbox"/> Force Account |
| <input type="checkbox"/> Zero Dollar | <input type="checkbox"/> Final Quantity |
| <input checked="" 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 # 9 introduces Remove and Relay 60 IN RC Pipe as a new item to the contract. Change Order# 9 also proposes to over run 60 IN RC Pipe for reasons described below.

TxDOT instructed contractor to remove and relay 1- 60 IN x 140 LF (CL III) RC Pipe equalizer lateral at STA. 1511+43 due to environmental issues. Proposed plans call for a total of 5- 60 IN x 140 LF RC Pipe equalizers at Rancho Viejo Floodway all at flow line elevation 2.80' based on engineering hydraulic calculations. Existing natural ground elevation on SH 550 across Rancho Viejo Floodway is lower than 2.80'. Due to the severe 2011 drought season, a section of Rancho Viejo Floodway dried out which is a potential for losing natural wildlife species. Therefore, TxDOT decided to lower the flow line elevation for only 1 of the 5-60 IN X 140 LF RC Pipe lateral to existing natural ground elevation 1.25' in an effort to maintain water flow on both sides of SH 550 at Rancho Viejo Floodway.

A quantity adjustment is being made to the proposed 60 IN RC Pipe along Old Port Isabel Road (RT) from existing NBFR Road to existing Outfall Channel#3 due to calculation error on project estimate. Proposed plans call for 2-60 IN X 256 LF and 2-60" X144 LF RC Pipe for a total of 800 LF at the above mentioned location. Project estimate accounted only for 400 LF under Line#1640 under CSJ: 0684-01-066. Therefore, a quantity adjustment is being made for the completed work at the above mentioned location.

See Revised SH#44R,144R & 220R

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: _____ DATE _____

TYPED/PRINTED NAME: _____ DATE _____

TYPED/PRINTED TITLE: _____ DATE _____

AREA ENGINEER: _____ DATE _____

AREA ENGINEER'S SEAL: _____ DATE _____

DISTRICT ENGINEER: _____ DATE _____

DIRECTOR, CONSTRUCTION DIVISION: _____ DATE _____

AED For Eng. Operations: _____ DATE _____

FHWA: _____ DATE _____

CONTRACT ID 362201001

CHANGE ORDER NBR. 9

Page 3 of 3

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 | 0384 | 04722013 CO DESCR ADDTL CO DESCR 1 | | REMOV & RE-LAY PIPE (60 IN) NEW ITEM# CO#9 @ RANCHO VIEJO FLOODWAY | LF | 87.51000 | 0.000 | 140.000 | 140.000 | \$12,251.40 |

| | | | | | | | | | | |
|-----|------|----------|-----|-------------------------|----|-----------|---------|---------|-----------|--------------|
| 001 | 1640 | 04642013 | 003 | RC PIPE (CL III)(60 IN) | LF | 150.00000 | 400.000 | 784.000 | 1,184.000 | \$117,600.00 |
|-----|------|----------|-----|-------------------------|----|-----------|---------|---------|-----------|--------------|

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 | 0190 | 04002005 CO DESCR | 007 | CEM STABIL BKFL EXIST ITEM# CO#9 | CY | 57.00000 | 3,259.000 | 217.000 | 3,476.000 | \$12,369.00 |

CHANGE ORDER AMOUNT \$142,220.40

TEXAS DEPARTMENT OF TRANSPORTATION

CONSTRUCTION CONTRACT CHANGE ORDER NUMBER: 9

Third Party Funding Notification Sheet

This form is used when the subject change order involves funding by a source other than TxDOT/U.S. DOT, and involves third parties who are providing funding under an Advance Funding Agreement or Donation Agreement.

1. Outside funding provided by:

CCRMA

(Outside Entity's Legal Name)

2. Type of outside funding agreement for this change:

☒ Existing ☐ Amended ☐ New
[Check one]

3. Indicate the type and amount of funding:

☐ Fixed Price (Lump Sum) (Estimated Amount \$142,220.40)
☒ Actual Cost

| | | |
|---------------------------------|-------------------------------|----------------------------|
| (a) Contract Items (Bid Items): | | <u>\$142,220.40</u> |
| (b) E&C*: | (a) x <u>3.5</u> enter % | = <u>\$4,977.71</u> |
| (c) Indirect Cost**: | (a + b) x <u>0</u> enter % | = <u>\$0.00</u> |
| TOTAL | | <u>\$147,198.11</u> |

CCSJ: 3622-01-001

Project: STP2009(662)ES

Highway: SH 550

County: CAMERON

District: PHARR

Contract
Number: 03103002

Use as needed:

I hereby acknowledge notification of the modifications covered by this Change Order.

Date _____

By _____

Typed/Printed Name _____

Typed/Printed Title _____

* The percentage (%) for E&C (Engineering and Contingencies) charges varies from project to project depending on the contract amount of the project. Projects with a higher contract amount will have a lower rate of E&C charge. For a specific project, E&C rate (%) can be derived from the cost of "Engineering and Contingencies" in the "Estimated Cost" of the project.

** Use the statewide district rate as established by Finance Division each year. This line 3(c) is for Service Project only, unless otherwise specified in the Advance Funding Agreement. See Stand Alone Manual Notice 98-2 for instructions.

Funding for this Change Order has been arranged:

TxDOT Representative _____

Date _____

Typed/Printed Name: _____



Anderson Columbia Co., Inc.

P.O. Box 565 • Weslaco, TX 78599

October 31, 2011

~~October 24, 2011~~

Mr. Ricardo Gallaga, P.E.
Assistant Area Engineer
1120 E. 77 Sunshine Strip
San Benito, TX. 78586

Re: REMOVE AND RELAY 60" RCP
SH 550, Cameron Co.
STP 2009(662)ES

Mr. Gallaga,

Anderson Columbia Company, Inc. is submitting the attached pricing for 140 LF of REMOVE AND RELAY 60" RCP.

Respectfully,

ANDERSON COLUMBIA CO., INC.

James Cavazos
Project Manager

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

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

10/31/11

ACCI JOB NUMBER: 90105

ITEM : 496 - 2007 REMOVE STR (PIPE) 140 LF

LABOR (Rates include payroll taxes & insurance)

| <u>Description</u> | <u>Hourly Rate</u> | <u>Overtime Factor</u> | <u>Avg. Hourly Rate w/ OT</u> | <u>Hours Worked</u> | <u>P/R Taxes 55%</u> | <u>Markup 25%</u> |
|--------------------|--------------------|------------------------|-------------------------------|---------------------|----------------------|-------------------|
|--------------------|--------------------|------------------------|-------------------------------|---------------------|----------------------|-------------------|

EQUIPMENT

| <u>Description</u> | <u>Blue Book Hourly Rate</u> | <u>Equipment Hours</u> | <u>Equipment Cost</u> | <u>Markup 15%</u> |
|--------------------|------------------------------|------------------------|-----------------------|-------------------|
|--------------------|------------------------------|------------------------|-----------------------|-------------------|

MATERIALS

| <u>Description</u> | <u>Quantity</u> | <u>Unit</u> | <u>Unit Cost</u> | <u>Material Cost</u> | <u>Markup 25%</u> | |
|--------------------|-----------------|-------------|------------------|----------------------|-------------------|----------------|
| None | 0 | EA | 0.00 | 0.00 | 0.00 | = 0.00 0.00 |

SUBCONTRACTOR

| <u>Description</u> | <u>Quantity</u> | <u>Unit</u> | <u>Unit Cost</u> | <u>Material Cost</u> | <u>Markup 5%</u> | |
|--------------------|-----------------|-------------|------------------|----------------------|------------------|---------------|
| REMOVE STR (PIPE) | 140 | LF | \$82.52 | \$11,552.80 | \$577.64 | = \$12,130.44 |

BOND

| <u>Description</u> | <u>Subtotal Cost</u> | <u>Markup 1%</u> | |
|--------------------|----------------------|------------------|------------|
| Bond Cost @ 1% | \$12,130.44 | \$121.30 | = \$121.30 |

TOTAL COST \$12,251.74

UNIT PRICE \$87.51 / LF

*** ADDITIONAL WORKING DAYS: 8

Note:

MCALLEN CONSTRUCTION, INC.

P.O. Box 3244
McAllen, TX 78502
Ph : 956-686-7819
Fax: 956-686-7824

Letter of Transmittal

To: ANDERSON-COLUMBIA
2201 N. VOTECH DRIVE
WESLACO, TX 78596

Transmittal #: 17

Date: 10/10/2011

Job: 210-458 Cameron County SH 550

Subject: Change Request - 8: Remove & Relay 140 LF of 60" RC Pipe Equalizer @ STA. 1511+43

WE ARE SENDING YOU ☒ Attached ☐ Under separate cover via the following items:

☐ Shop drawings ☐ Prints ☐ Plans ☐ Samples

☐ Copy of letter ☐ Change order ☐ Specifications ☒ Change Request

| Document Type | Copies | Date | No. | Description |
|----------------|--------|----------|-----|---|
| Change Request | 1 | 10/10/11 | 8 | Remove & Relay 140 LF of 60" RC Pipe Equalizer @ STA. 1511+43 |

THESE ARE TRANSMITTED as checked below:

☒ For approval ☐ Approved as submitted ☐ Resubmit ___ copies for approval

☐ For your use ☐ Approved as noted ☐ Submit ___ copies for distribution

☐ As requested ☐ Returned for corrections Via Fax 0 Pages, Including Cover

☐ For review and comment ☐ Other

☒ FOR BIDS DUE ☐ PRINTS RETURNED AFTER LOAN TO US

Remarks: Attached please find a copy of the above referenced Change Request to remove and relay 140 LF of 60"RC Pipe Equalizer @ STA. 1511+43.

Please review and let us know if it is acceptable to proceed with this added work.

Copy To:

From: Callahan, Bill (MCALLEN CONSTRUCTION INC

Signature: _____

MCALLEN CONSTRUCTION, INC.

P.O. Box 3244
McAllen, TX 78502
Ph : 956-686-7819

Change Request

To: ANDERSON-COLUMBIA
2201 N. VOTECH DRIVE
WESLACO, TX 78596

Number: 8
Date: 10/10/11
Job: 210-458 Cameron County SH 550
Phone:

Description: Remove & Relay 140 LF of 60" RC Pipe Equalizer @ STA. 1511+43

We are pleased to offer the following specifications and pricing to make the following changes:

Remove and relay only 1-60"RC Pipe Equalizer @ STA. 1511+43 as per email dated 10/5/11 from TxDOT, including revised drawings attached to the email. This Change Request includes removal and relaying of 140 LF of 60" RCP @ STA 1511+43 only.

| Item | Description | Unit Price |
|----------|-----------------------------|---|
| 464-2013 | RC PIPE (CL III)(60 IN) | \$145.00 |
| | 60" RCP (Material Only) | \$ 75.43 (included in above Unit Price) |
| | 60" RCP (Installation Only) | \$ 69.57 (included in above Unit Price) |
| 496-2007 | REMOVE STR (PIPE) | \$12.95 |
| | 60" RCP (Installation Only) | \$69.57 |
| | Remove & Relay | \$82.52 |
| 474-xxxx | Remove & Relay 60" RCP | \$82.52 Per LF X 140 LF = \$11,552.80 |

~~400-2005 GEM STAB BK FL @ \$33.00 X 217 CY =~~

~~\$ 7,161.00~~

Exist Contract Item

Total Cost

\$11,552.80

The total amount to provide this work is **\$11,552.80**

Please note that MCALLEN CONSTRUCTION, INC. will require an extra 8 Work Days.

If you have any questions, please contact me at (956) 686-7819.

Submitted by: Bill Callahan
MCALLEN CONSTRUCTION INC

Approved by: _____
Date: _____

Cc: Galvan, Juan (MCALLEN CONSTRUCTION INC)

AVERAGE LOW BID UNIT PRICE - CONSTRUCTION - STATEWIDE

Page 4 of 5

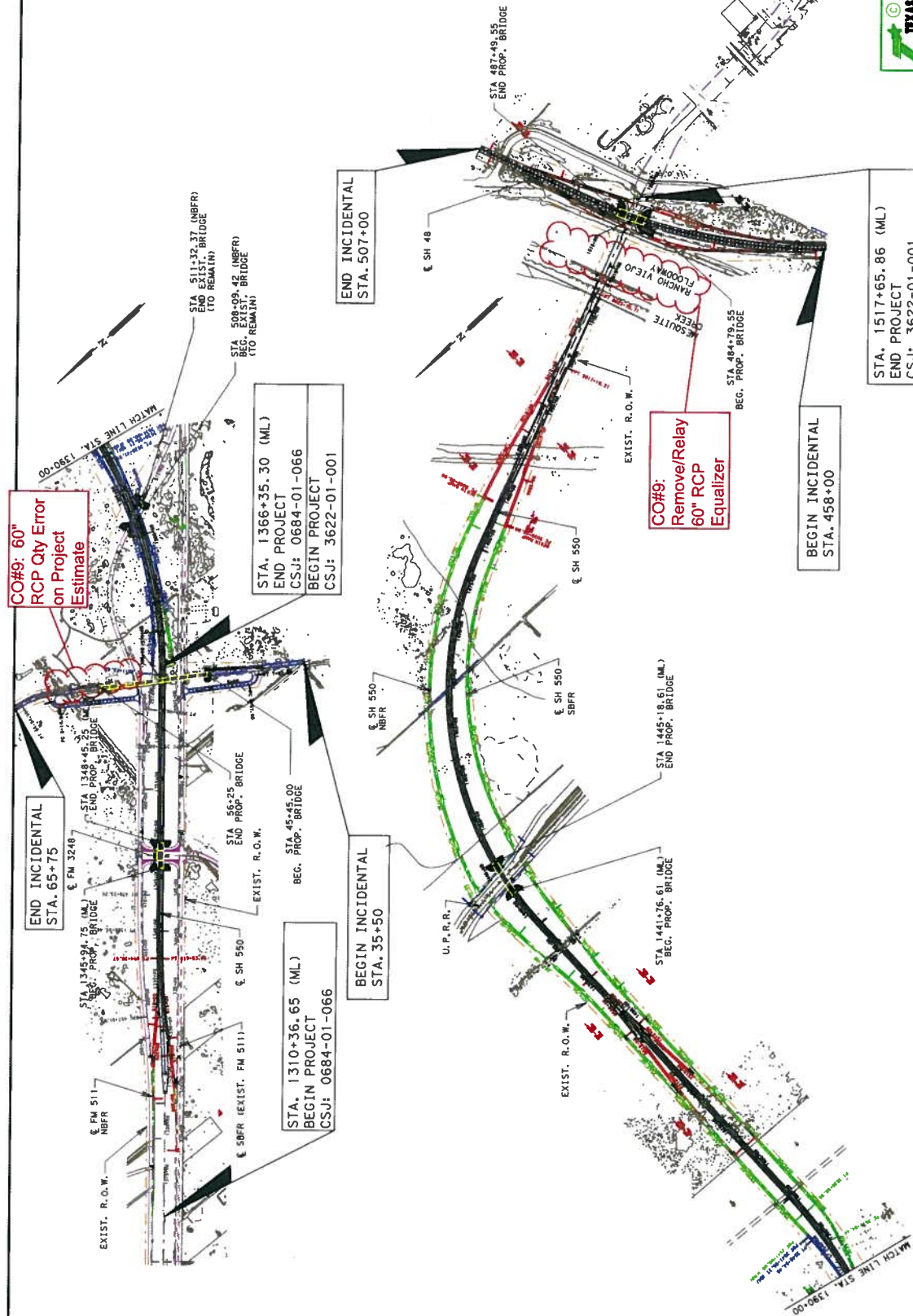
| | (C) (OPT1) | | | | | | | |
|----------|--|----|---------|-------------|-----------|-------------|---|--------------------------------|
| 467 2655 | SET (TY II) (30IN) (RCP) (6: 1) (P) (OPT1) | EA | 2.000 | 1,500.00000 | 2.000 | 1,500.00000 | 1 | |
| 467 2656 | SET (TY II) (36IN) (RCP) (6: 1) (P) (OPT1) | EA | 6.000 | 3,000.00000 | 6.000 | 3,000.00000 | 1 | |
| 471 2001 | GRATE | EA | | | 2.000 | 1,132.50000 | 2 | |
| 471 2003 | GRATE & FRAME | EA | 73.000 | 3,969.86301 | 195.000 | 2,337.23595 | 9 | |
| 471 2005 | RING & COVER | EA | | | 3.000 | 1,820.50000 | 1 | |
| 472 2001 | REMOV & RE - LAY PIPE (12 IN) | LF | | | 158.000 | 15.72785 | 2 | |
| 472 2003 | REMOV & RE - LAY PIPE (18 IN) | LF | | | 697.500 | 18.65771 | 4 | |
| 472 2004 | REMOV & RE - LAY PIPE (21 IN) | LF | | | 52.000 | 25.00000 | 1 | |
| 472 2005 | REMOV & RE - LAY PIPE (24 IN) | LF | 180.000 | 32.00000 | 856.000 | 22.22684 | 4 | |
| 472 2007 | REMOV & RE - LAY PIPE (30 IN) | LF | | | 25.000 | 30.00000 | 1 | |
| 472 2008 | REMOV & RE - LAY PIPE (36 IN) | LF | | | 125.000 | 48.80000 | 3 | |
| 472 2010 | REMOV & RE - LAY PIPE (42 IN) | LF | | | 96.000 | 60.00000 | 1 | |
| 472 2012 | REMOV & RE - LAY PIPE (54 IN) | LF | | | 24.000 | 198.75000 | 2 | Vs. \$87.51 Contractor's Price |
| 474 2005 | SLOT DRAIN (GAL STL) (18 IN) | LF | 20.000 | 120.00000 | 2,881.000 | 148.86810 | 5 | |
| 474 2006 | SLOT DRAIN OUTFALL (GAL STL) (18 IN) | LF | 4.000 | 150.00000 | 202.000 | 58.01980 | 3 | |
| 474 2007 | SLOT DRAIN (GAL STL) (21 IN) | LF | | | 760.000 | 210.00000 | 1 | |
| 474 2009 | SLOT DRAIN (GAL STL) (24 IN) | LF | | | 600.000 | 220.00000 | 1 | |
| 476 2001 | JACK BOR OR TUN PIPE (18 IN) (RC) (CL III) | LF | | | 163.000 | 158.15951 | 2 | |
| 476 2002 | JACK BOR OR TUN PIPE (24 IN) (RC) (CL III) | LF | 144.000 | 444.14804 | 1,337.000 | 180.23874 | 8 | |
| 476 2003 | JACK BOR OR TUN PIPE (30 IN) (RC) (CL III) | LF | | | 1,035.000 | 337.15362 | 5 | |
| 476 2005 | JACK BOR OR TUN PIPE (42 IN) (RC) (CL III) | LF | 55.000 | 1,092.18000 | 55.000 | 1,092.18000 | 1 | |
| 476 2006 | JACK BOR OR TUN PIPE (48 IN) (RC) (CL III) | LF | 272.000 | 425.00000 | 552.000 | 437.68116 | 3 | |
| 476 2008 | JACK BOR OR TUN PIPE (60 IN) (RC) (CL III) | LF | | | 535.000 | 600.00000 | 1 | |
| 476 2010 | JACK BOR OR TUN PIPE (72 IN) (RC) (CL III) | LF | | | 358.000 | 700.00000 | 1 | |
| 476 2012 | JACK BOR OR TUN PIPE (24 IN) (RC) (CL IV) | LF | | | 210.000 | 209.83333 | 2 | |
| 476 2013 | JACK BOR OR TUN PIPE (30 IN) (RC) (CL IV) | LF | | | 158.000 | 370.00000 | 1 | |
| 476 2014 | JACK BOR OR TUN PIPE (36 IN) (RC) (CL IV) | LF | | | 135.000 | 525.00000 | 1 | |

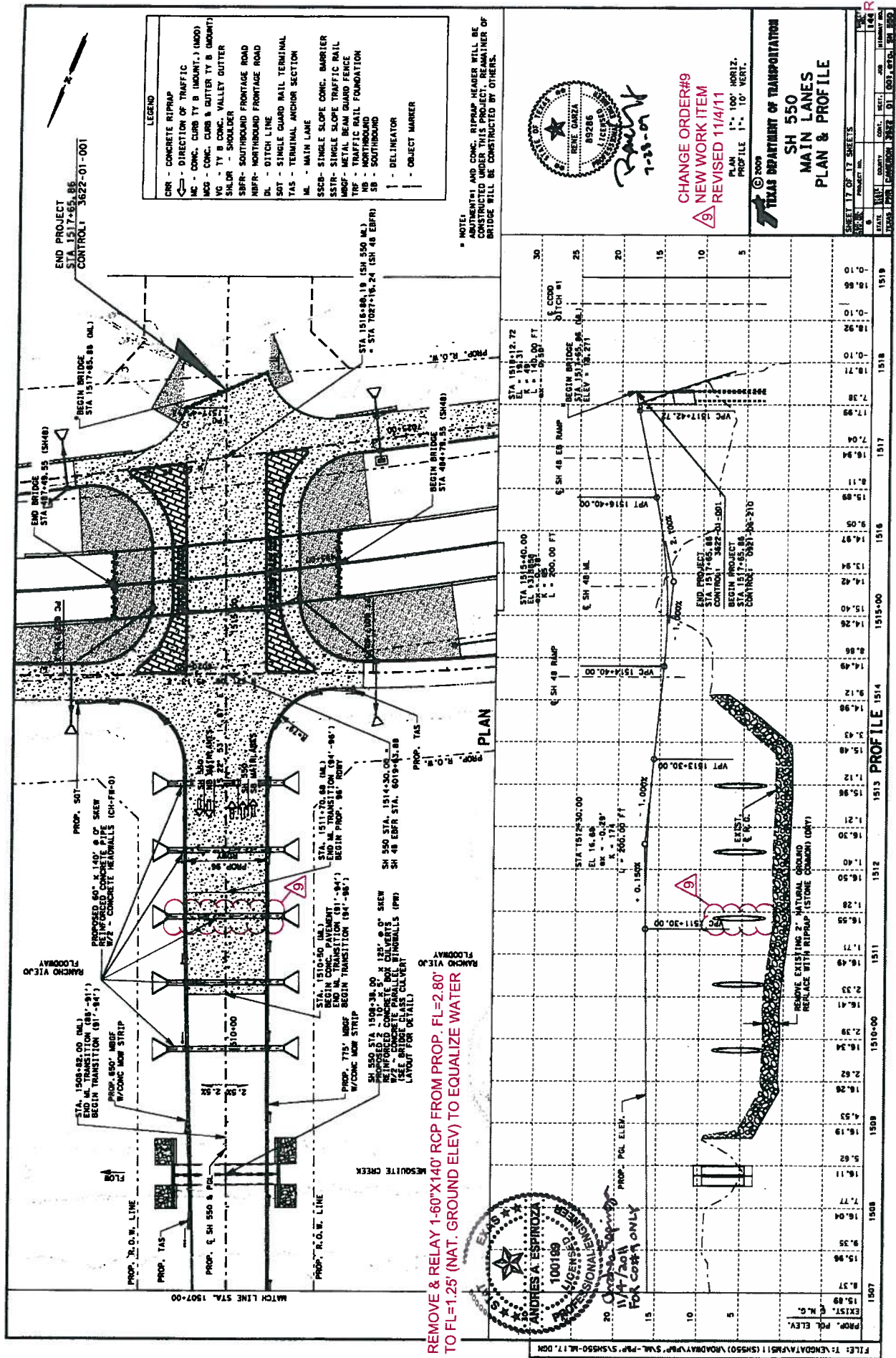
© 2008

SH 550

PROJECT LAYOUT

| | | | | | | | | | |
|--------------|--|-------------|--|---------|--|----------|--|-----------|--|
| SHEET 1 OF 1 | | | | | | | | | |
| 6 | | PROJECT NO. | | COUNTY | | CONTRACT | | SHEET NO. | |
| TEXAS | | PHR | | CAMERON | | 3622 01 | | 001, etc. | |
| | | | | | | | | SH 550 | |



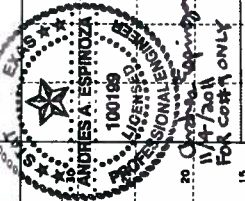


CHANGE ORDER#9
NEW WORK ITEM
REVISED 11/14/11
PLAN 1"=100' HORIZ.
PROFILE 1"=10' VERT.

TEXAS DEPARTMENT OF TRANSPORTATION
SH 550
MAIN LANES
PLAN & PROFILE

© 2009

| SHEET 17 OF 17 SHEETS | |
|-----------------------|----------|
| PROJECT NO. | DATE |
| 3622-01 | 11/14/11 |

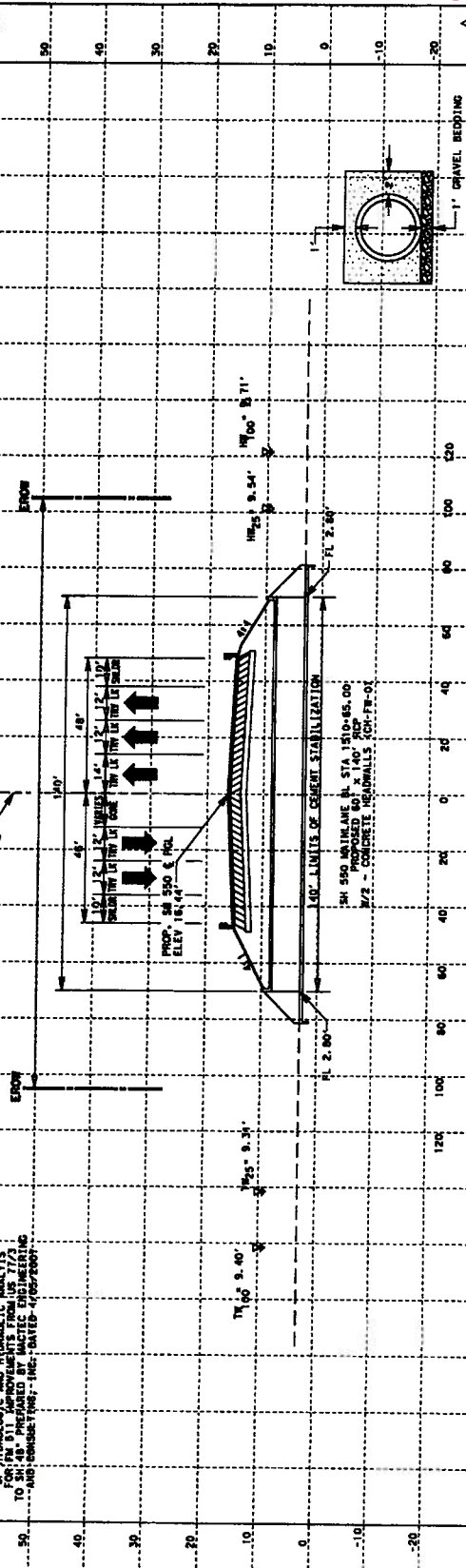


20. Change Order
11/14/2011
FOR COST ONLY

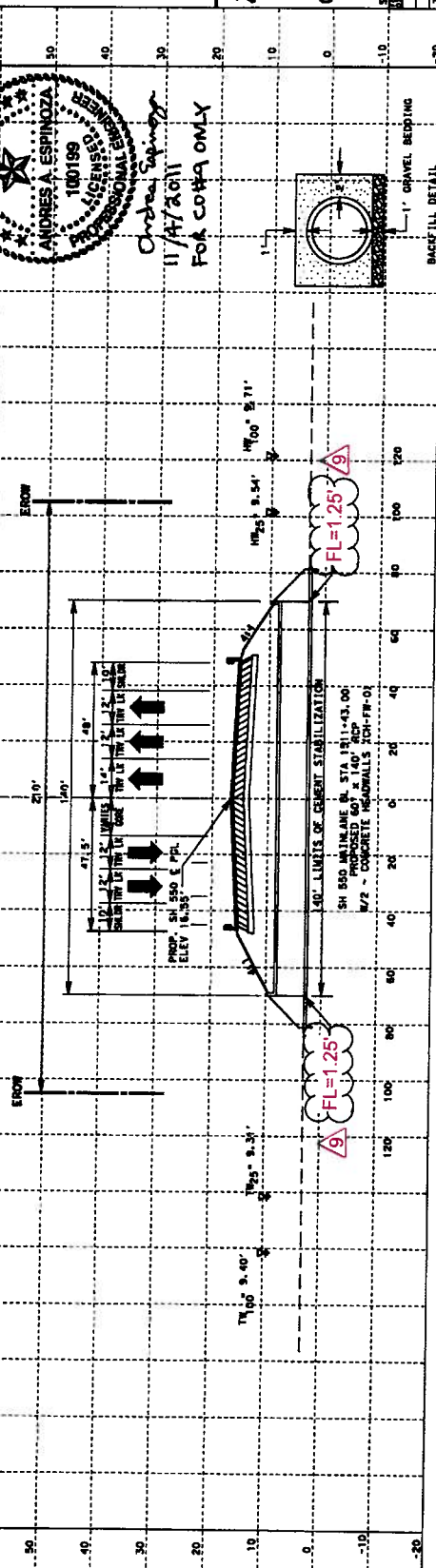
REMOVE & RELAY 1-60"X140" RCP FROM PROP. FL=2.80'
TO FL=1.25' (NAT. GROUND ELEV) TO EQUALIZE WATER

| CALCULATIONS PERFORMED USING HEC-RAS | | | |
|--------------------------------------|--------------------------------------|--|--|
| $Q_{\text{ave}} = 625 \text{ cfs}$ | $V_{\text{ave}} = 3.08 \text{ ft/s}$ | | |
| $Q_{\text{max}} = 730 \text{ cfs}$ | $V_{\text{max}} = 3.31 \text{ ft/s}$ | | |

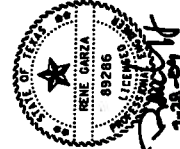
HYDRAULIC DATA TAKEN FROM SUMMARY OF HYDROLOGIC AND HYDRAULIC ANALYSIS FOR FM 811 IMPROVEMENTS FROM US 77/3 SH. PREPARED BY BACTEC ENGINEERING, INC. AND CONSULTING, INC. - DATE: 4/05/2007.



| | |
|---------------------|-----------------------|
| $C_{10} = 825$ cfs | $V_{10} = 3.06$ ft/s |
| $Q_{100} = 730$ cfs | $V_{100} = 3.51$ ft/s |



CHANGE ORDER#9
NEW WORK ITEM
REVISED 11/4/11

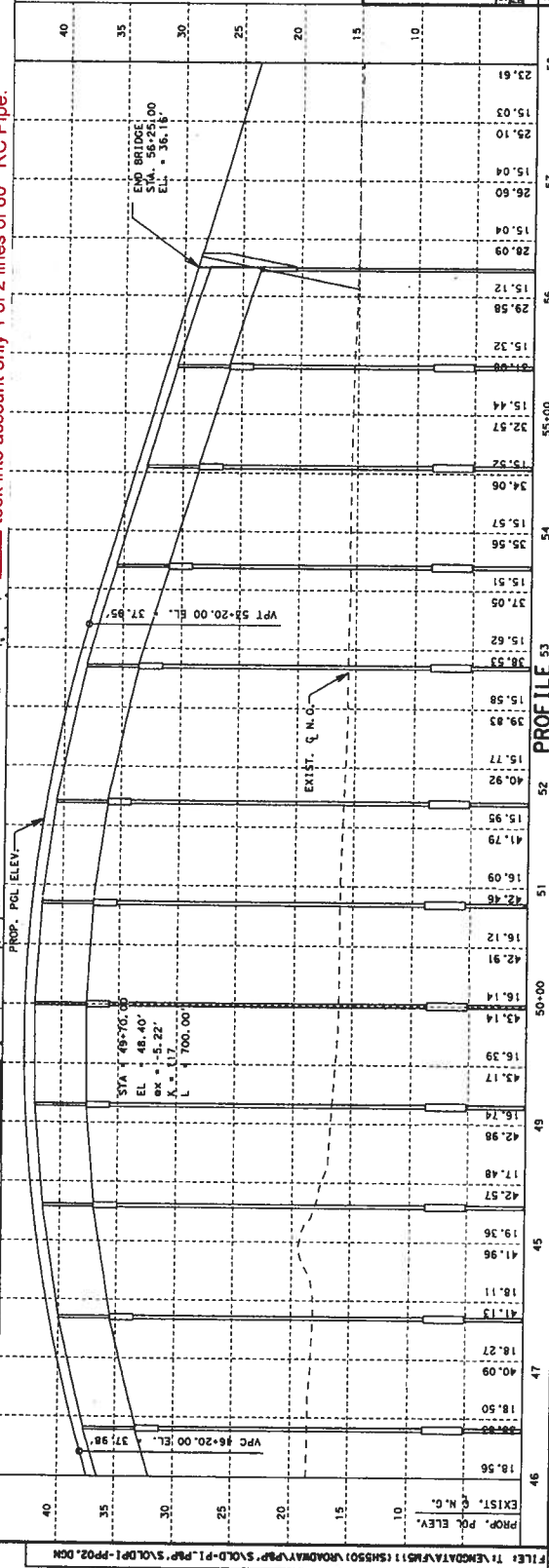


SCALE:
PLAN 1" = 40' HORIZ.
PROFILE 1" = 20' VERT.



SH 550
CROSS SECTIONS
CULVERT SITES

| | | | | | |
|--------------|-------|-------------------|--|--------------|--|
| SHEET 2 OF 7 | | PROJECT NO. | | COUNTY | |
| 6 | | 229 | | CANDLER | |
| STATE | DIST. | JOB | | HIREMENT NO. | |
| TEXAS | 21 | 3422 ON 601, etc. | | 54 560 | |
| CONF. | SECT. | | | | |



FILE: \\ENCDATA\FB1\SH5501\ROADWAY\PP\SOLD-PI.PP\SOLDPI-PP02.DGN



CO#9 60" RCP QTY
9 ADJUSTMENT.

SCALE:
PLAN 1"= 100' HORIZ.
PROFILE 1"= 10' VERT.

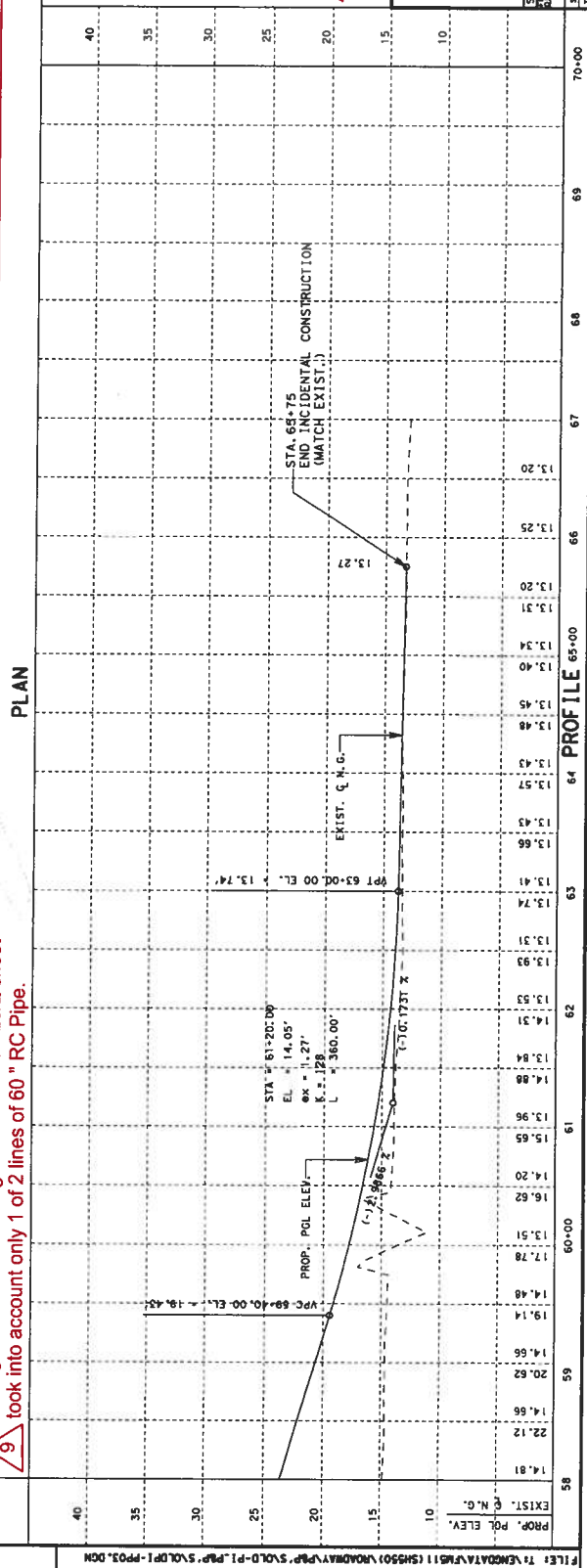
2009

TEXAS DEPARTMENT OF TRANSPORTATION

**OLD PORT ISABEL
PLAN & PROFILE**

| | | | | | | | | | |
|---|--|--|--|--|--|--|--|--|--|
| SHEET 2 OF 3 SHEETS | | | | | | | | | |
| 10-11-12-13-14-15-16-17-18-19-20-21-22-23-24-25-26-27-28-29-30-31-32-33-34-35-36-37-38-39-40-41-42-43-44-45-46-47-48-49-50-51-52-53-54-55-56-57-58-59-60-61-62-63-64-65-66-67-68-69-70-71-72-73-74-75-76-77-78-79-80-81-82-83-84-85-86-87-88-89-90-91-92-93-94-95-96-97-98-99-100-101-102-103-104-105-106-107-108-109-110-111-112-113-114-115-116-117-118-119-120-121-122-123-124-125-126-127-128-129-130-131-132-133-134-135-136-137-138-139-140-141-142-143-144-145-146-147-148-149-150-151-152-153-154-155-156-157-158-159-160-161-162-163-164-165-166-167-168-169-170-171-172-173-174-175-176-177-178-179-180-181-182-183-184-185-186-187-188-189-190-191-192-193-194-195-196-197-198-199-200-201-202-203-204-205-206-207-208-209-210-211-212-213-214-215-216-217-218-219-220-221-222-223-224-225-226-227-228-229-230-231-232-233-234-235-236-237-238-239-240-241-242-243-244-245-246-247-248-249-250-251-252-253-254-255-256-257-258-259-260-261-262-263-264-265-266-267-268-269-270-271-272-273-274-275-276-277-278-279-280-281-282-283-284-285-286-287-288-289-290-291-292-293-294-295-296-297-298-299-300-301-302-303-304-305-306-307-308-309-310-311-312-313-314-315-316-317-318-319-320-321-322-323-324-325-326-327-328-329-330-331-332-333-334-335-336-337-338-339-340-341-342-343-344-345-346-347-348-349-350-351-352-353-354-355-356-357-358-359-360-361-362-363-364-365-366-367-368-369-370-371-372-373-374-375-376-377-378-379-380-381-382-383-384-385-386-387-388-389-390-391-392-393-394-395-396-397-398-399-400-401-402-403-404-405-406-407-408-409-410-411-412-413-414-415-416-417-418-419-420-421-422-423-424-425-426-427-428-429-430-431-432-433-434-435-436-437-438-439-440-441-442-443-444-445-446-447-448-449-450-451-452-453-454-455-456-457-458-459-460-461-462-463-464-465-466-467-468-469-470-471-472-473-474-475-476-477-478-479-480-481-482-483-484-485-486-487-488-489-490-491-492-493-494-495-496-497-498-499-500-501-502-503-504-505-506-507-508-509-510-511-512-513-514-515-516-517-518-519-520-521-522-523-524-525-526-527-528-529-530-531-532-533-534-535-536-537-538-539-540-541-542-543-544-545-546-547-548-549-550-551-552-553-554-555-556-557-558-559-560-561-562-563-564-565-566-567-568-569-570-571-572-573-574-575-576-577-578-579-580-581-582-583-584-585-586-587-588-589-590-591-592-593-594-595-596-597-598-599-600-601-602-603-604-605-606-607-608-609-610-611-612-613-614-615-616-617-618-619-620-621-622-623-624-625-626-627-628-629-630-631-632-633-634-635-636-637-638-639-640-641-642-643-644-645-646-647-648-649-650-651-652-653-654-655-656-657-658-659-660-661-662-663-664-665-666-667-668-669-670-671-672-673-674-675-676-677-678-679-680-681-682-683-684-685-686-687-688-689-690-691-692-693-694-695-696-697-698-699-700-701-702-703-704-705-706-707-708-709-710-711-712-713-714-715-716-717-718-719-720-721-722-723-724-725-726-727-728-729-730-731-732-733-734-735-736-737-738-739-740-741-742-743-744-745-746-747-748-749-750-751-752-753-754-755-756-757-758-759-760-761-762-763-764-765-766-767-768-769-770-771-772-773-774-775-776-777-778-779-780-781-782-783-784-785-786-787-788-789-790-791-792-793-794-795-796-797-798-799-800-801-802-803-804-805-806-807-808-809-810-811-812-813-814-815-816-817-818-819-820-821-822-823-824-825-826-827-828-829-830-831-832-833-834-835-836-837-838-839-840-841-842-843-844-845-846-847-848-849-850-851-852-853-854-855-856-857-858-859-860-861-862-863-864-865-866-867-868-869-870-871-872-873-874-875-876-877-878-879-880-881-882-883-884-885-886-887-888-889-890-891-892-893-894-895-896-897-898-899-900-901-902-903-904-905-906-907-908-909-910-911-912-913-914-915-916-917-918-919-920-921-922-923-924-925-926-927-928-929-930-931-932-933-934-935-936-937-938-939-940-941-942-943-944-945-946-947-948-949-950-951-952-953-954-955-956-957-958-959-960-961-962-963-964-965-966-967-968-969-970-971-972-973-974-975-976-977-978-979-980-981-982-983-984-985-986-987-988-989-990-991-992-993-994-995-996-997-998-999-1000-1001-1002-1003-1004-1005-1006-1007-1008-1009-1010-1011-1012-1013-1014-1015-1016-1017-1018-1019-1020-1021-1022-1023-1024-1025-1026-1027-1028-1029-1030-1031-1032-1033-1034-1035-1036-1037-1038-1039-1040-1041-1042-1043-1044-1045-1046-1047-1048-1049-1050-1051-1052-1053-1054-1055-1056-1057-1058-1059-1060-1061-1062-1063-1064-1065-1066-1067-1068-1069-1070-1071-1072-1073-1074-1075-1076-1077-1078-1079-1080-1081-1082-1083-1084-1085-1086-1087-1088-1089-1090-1091-1092-1093-1094-1095-1096-1097-1098-1099-1100-1101-1102-1103-1104-1105-1106-1107-1108-1109-1110-1111-1112-1113-1114-1115-1116-1117-1118-1119-1120-1121-1122-1123-1124-1125-1126-1127-1128-1129-1130-1131-1132-1133-1134-1135-1136-1137-1138-1139-1140-1141-1142-1143-1144-1145-1146-1147-1148-1149-1150-1151-1152-1153-1154-1155-1156-1157-1158-1159-1160-1161-1162-1163-1164-1165-1166-1167-1168-1169-1170-1171-1172-1173-1174-1175-1176-1177-1178-1179-1180-1181-1182-1183-1184-1185-1186-1187-1188-1189-1190-1191-1192-1193-1194-1195-1196-1197-1198-1199-1200-1201-1202-1203-1204-1205-1206-1207-1208-1209-1210-1211-1212-1213-1214-1215-1216-1217-1218-1219-1220-1221-1222-1223-1224-1225-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| | | | | | | | | |

9 Change Order#9: No changes to this sheet. E&Q sheet took into account only 1 of 2 lines of 60 " RC Pipe.



FILE: T:\ENGDATA\FB51 (SH550)\ROADWAY\PP\S\OLD-PI.PP\S\OLDPI-PP03.DGN



CO#9 60" RCP QTY
ADJUSTMENT.

SCALE:
PLAN 1" = 100' HORIZ.
PROFILE 1" = 10' VERT.



**OLD PORT ISABEL
PLAN & PROFILE**

| | | | | | | | | | |
|---------------------|--|-------------|--|-----------|--|-------------|--|-----------|--|
| SHEET 3 OF 3 SHEETS | | | | | | | | | |
| SHEET NO. | | PROJECT NO. | | SHEET NO. | | PROJECT NO. | | SHEET NO. | |
| 181 | | 181 | | 181 | | 181 | | 181 | |

SUMMARY OF PROP DRAINAGE STRUCTURES

[illegible]

SUMMARY OF PROP DRAINAGE STRUCTURES - EQUALIZERS

[illegible]

CHANGE ORDER #9
INTRODUCED REMOVE & RELAY 60"
RC PIPE @ RANCHO VIEJO FLOODWAY
& ADJUSTED 60" RCP QTY'S @ OPI RD
MODIFIED ON 11-4-11



© 2009

SH 550
SUMMARY TABLES OF
ESTIMATED QUANTITIES

| | | |
|----------------------|-------------|--------------|
| FILE NO. DIV. NO. | PROJECT NO. | SHEET NO. |
| 6 | | 428 |
| STATE | COUNTY | JOB |
| TEXAS | PHR CAMERON | CONTRACT NO. |
| | | 3622 01 |
| | | 001.010. |
| | | SH 550 |

SH 48

SH 550: Rancho Viejo Floodway Looking South (DRIED OUT SECTION)



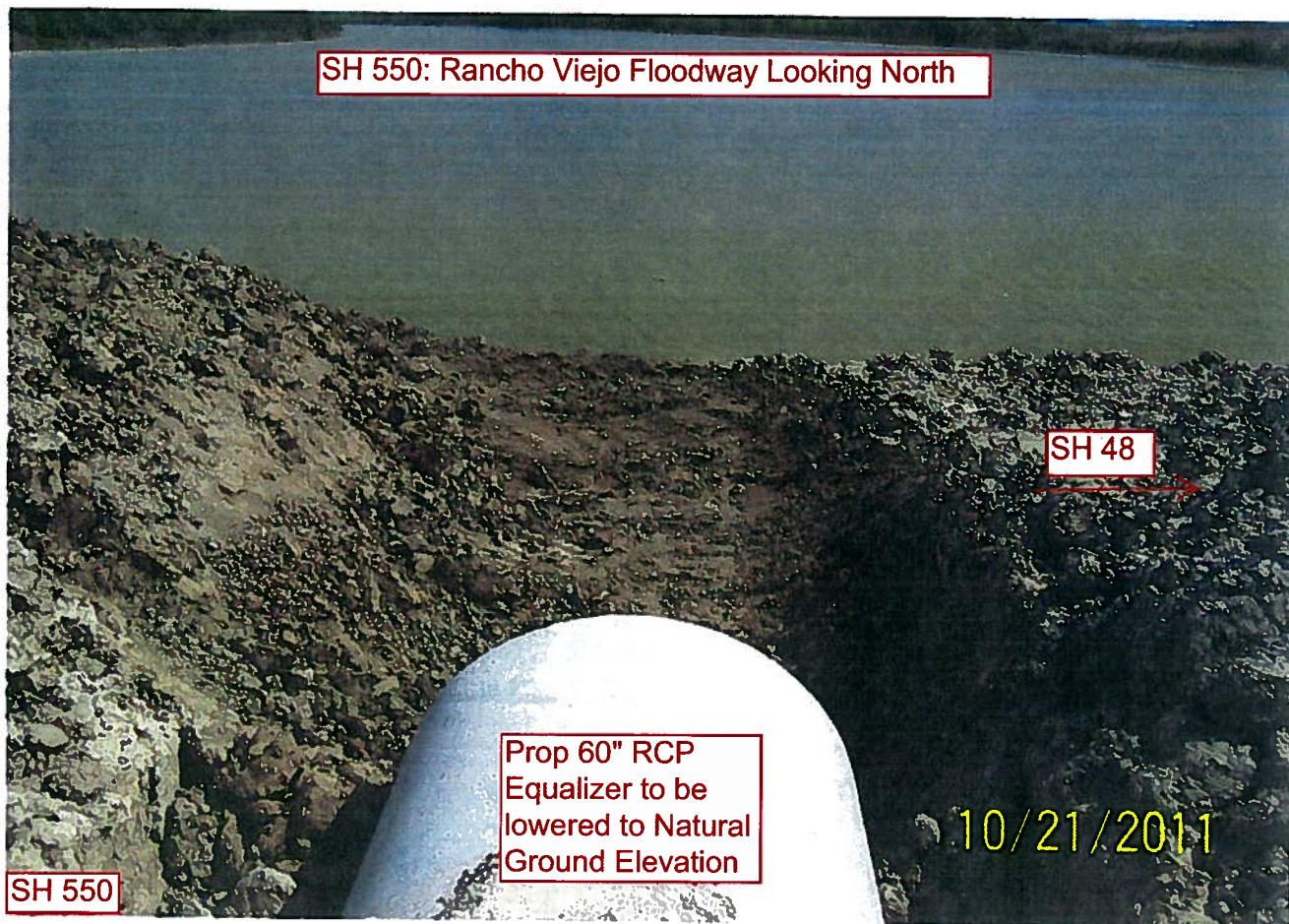
SH 48

Prop 60" RCP
Equalizer to be
lowered to Natural
Ground Elevation

SH 550

10/21/2011

SH 550: Rancho Viejo Floodway Looking North



SH 48

Prop 60" RCP
Equalizer to be
lowered to Natural
Ground Elevation

SH 550

10/21/2011

**XV. CONSIDERATION AND APPROVAL OF EXTENDING
INTERLOCAL AGREEMENT WITH THE TEXAS DEPARTMENT
OF TRANSPORTATION (TxDOT) TO UTILIZE THE TxDOT'S
CUSTOMER SERVICE CENTER ON TERMS AND CONDITIONS
AGREEABLE TO BOTH PARTIES FOR CUSTOMER SERVICE ON
THE SH 550 TOLL PROJECT, EXTENSION TIME FROM
DECEMBER 31, 2011 TO DECEMBER 31, 2012**

STATE OF TEXAS §

COUNTY OF TRAVIS §

AMENDMENT TO INTERLOCAL CONTRACT**Amendment Number 1**

THIS INTERLOCAL AMENDMENT is made by and between the State of Texas acting by and through the Texas Department of Transportation, (TxDOT), and Cameron County Regional Mobility Authority (Local Government), and shall become effective when fully executed by both parties.

BACKGROUND

The TxDOT and the Local Government executed a contract on May 6, 2011 concerning the SH 550 Toll Project. The parties agreed that the Local Government may utilize TxDOT's Customer Service Center on terms and conditions agreeable to both parties for customer service on the SH 550 Toll Project. Separately, the Local Government has contracted with Central Texas Regional Mobility Authority for various toll systems implementation and transaction processing services, and through that agreement and the Customer Service Center, Central Texas Regional Mobility Authority will process Local Government TxTag-based transactions in a manner similar to how Central Texas Regional Mobility Authority transactions are currently processed. This Contract is intended to further facilitate toll operations on the SH 550 Toll Project by providing for the provision of certain marketing and operational support services by TxDOT.

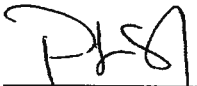
It is mutually understood and agreed by and between the undersigned contracting parties to the above numbered Interlocal Contract to amend the contract as follows:

AGREEMENT


V. TERM OF CONTRACT: The termination date is extended from December 31, 2011 to December 31, 2012 in order to continue to facilitate toll operations on the SH 550 Toll Project.

All other terms and conditions of the above numbered Interlocal Contract not hereby amended remain in full force and effect.

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

By  Date December 20, 2011
 AUTHORIZED SIGNATURE
 Name Pete Sepulveda, Jr.
 TYPED OR PRINTED NAME
 Title RMA Coordinator
 TYPED OR PRINTED TITLE

THE STATE OF TEXAS

By  Date December 22, 2011
 Janice Mullenix
 Director of Contract Services
 Texas Department of Transportation

**XVI. CONSIDERATION AND APPROVAL OF SUPPLEMENTAL WORK
AUTHORIZATION NO. 1 TO WORK AUTHORIZATION NO. 28
WITH HNTB FOR THE OLMITO SWITCHYARD EXPANSION
PROJECT**

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
General Engineering Consultant Services

SUPPLEMENTAL WORK AUTHORIZATION NO. 1
WORK AUTHORIZATION NO. 28

UPRR Olmito Yard North Access Road Construction and Inspection Services

This Supplemental Work Authorization No. 1 to Work Authorization No. 28 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:

The responsibilities of the AUTHORITY, the CONSULTANT and the schedule are further detailed in Exhibits A, B, C and D.

Part 2. Without modification, the amount payable for services performed under this Lump Sum Supplemental Work Authorization No. 1 to Work Authorization No. 28 is **\$31,700.00**, which increases the total amount payable from **\$689,527.00** to **\$721,227.00**. 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 Supplemental Work Authorization No. 1 to Work Authorization No. 28 shall be made in accordance with the Agreement.

Supplemental Work Authorization No. 1
Work Authorization No. 28

Part 4. This Supplemental Work Authorization No. 1 to Work Authorization No. 28 is effective as of December 20, 2011 and shall extend the termination date from July 31, 2011 to April 30, 2012, unless extended by a Supplemental Work Authorization.

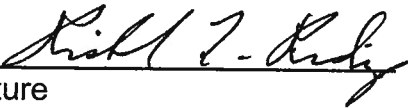
Part 5. This Supplemental Work Authorization No. 1 to Work Authorization No. 28 does not waive the parties' responsibilities and obligations provided under the Agreement.

Part 6. This Supplemental Work Authorization No. 1 to Work Authorization No. 28 is hereby accepted and acknowledged below.

CONSULTANT:
HNTB Corporation

AUTHORITY:
Cameron County Regional Mobility Authority

By: _____
Signature

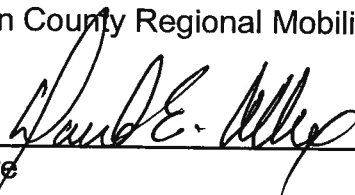


Richard L. Ridings, P.E.
Printed Name

Vice President
Title

12/20/11
Date

By: _____
Signature



David E. Allex
Printed Name

Chairman
Title

12-20-11
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