

# HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

## NOTICE OF AND AGENDA FOR A SPECIAL MEETING TO BE HELD BY THE BOARD OF DIRECTORS

DATE: TUESDAY, JULY 6, 2021  
TIME: 11:30 AM  
PLACE: HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY  
TELECONFERENCE MEETING

PRESIDING: S. DAVID DEANDA, JR, CHAIRMAN

MEMBERS OF THE PUBLIC ARE WELCOMED TO PARTICIPATE REMOTELY BY TELEPHONE

DIAL-IN NUMBER: +1 956-413-7950  
CONFERENCE ID: 315 652 770#  
WEBLINK: [Click here to join the meeting](#)

*An electronic copy of the agenda packet can be obtained at [www.hcrma.net](http://www.hcrma.net)*

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### PLEDGE OF ALLEGIANCE

### INVOCATION

### CALL TO ORDER AND ESTABLISHMENT OF A QUORUM FOR SPECIAL MEETING

### PUBLIC COMMENT

#### 1. REGULAR AGENDA

- A. Resolution 2021-23 – Approval of Work Authorization 6 to the Professional Services Agreement with L&G Engineering for re-design effort pertaining to HCID 2 Access.
- B. Resolution 2021 -24 – Approval of Contract Amendment 2 to the Professional Service Agreement with L&G Engineering to increase the maximum payable amount for Work Authorization Number 6.
- C. Resolution 2021-27 – Approval of a Financial Assistance Agreement between the Texas Department of Transportation and the Hidalgo County Regional Mobility Authority for a grant to be used in the construction of the 365 Tollway Project.

#### ADJOURNMENT OF SPECIAL MEETING

#### CERTIFICATION

I, the Undersigned Authority, do hereby certify that the attached agenda of the Hidalgo County Regional Mobility Authority Board of Directors is a true and correct copy and that I posted a true and correct copy of said notice on the Hidalgo County Regional Mobility Authority Web Page ([www.hcrma.net](http://www.hcrma.net)) and the bulletin board in the Hidalgo County Court House (100 North Closner, Edinburg, Texas 78539), a place convenient and readily accessible to the general public at all times, and said Notice was posted on the 1<sup>st</sup> day of July 2021 at 12:00 pm and will remain so posted continuously for at least 72 hours preceding the scheduled time of said meeting in accordance with Chapter 551 of the Texas Government Code.

Maria E. Alaniz  
Administrative Assistant

Note: If you require special accommodations under the Americans with Disabilities Act, please contact Maria E. Alaniz at 956-402-4762 at least 96 hours before the meeting.

**PUBLIC COMMENT POLICY**

Public Comment Policy: "At the beginning of each HCRMA meeting, the HCRMA will allow for an open public forum/comment period. This comment period shall not exceed one-half (1/2) hour in length and each speaker will be allowed a maximum of three (3) minutes to speak. Speakers addressing the Board through a translator will be allowed a maximum of six (6) minutes.

All individuals desiring to address the HCRMA must be signed up to do so, prior to the open comment period. The purpose of this comment period is to provide the public an opportunity to address issues or topics that are under the jurisdiction of the HCRMA. For issues or topics which are not otherwise part of the posted agenda for the meeting, HCRMA members may direct staff to investigate the issue or topic further. No action or discussion shall be taken on issues or topics which are not part of the posted agenda for the meeting. Members of the public may be recognized on posted agenda items deemed appropriate by the Chairman as these items are considered, and the same time limitations applies."

Item 1A

## HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

### AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u>  X  </u>	AGENDA ITEM	<u>  1A  </u>
PLANNING COMMITTEE	<u>          </u>	DATE SUBMITTED	<u>  6/29/2021  </u>
FINANCE COMMITTEE	<u>          </u>	MEETING DATE	<u>  7/06/2021  </u>
TECHNICAL COMMITTEE	<u>          </u>		

1. Agenda Item: **RESOLUTION 2021-23 – APPROVAL OF WORK AUTHORIZATION NUMBER 6 TO THE PROFESSIONAL SERVICE AGREEMENT WITH L&G ENGINEERING FOR RE-DESIGN EFFORTS PERTAINING TO HCID 2 ACCESS.**
2. Nature of Request: (Brief Overview) Attachments:   X   Yes      No  
Consideration and Approval of WA No. 6 for re-design efforts pertaining to HCID 2 Access.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted:      Yes      No   X   N/A
5. Staff Recommendation: **Motion to approve Resolution 2021-23 – Approval of Work Authorization Number 6 to the Professional Service Agreement with L&G Engineering for re-design effort pertaining to HCID 2 Access, as presented.**
6. Program Manager's Recommendation:      Approved      Disapproved   X   None
7. Planning Committee's Recommendation:      Approved      Disapproved   X   None
8. Board Attorney's Recommendation:      Approved      Disapproved   X   None
9. Chief Auditor's Recommendation:      Approved      Disapproved   X   None
10. Chief Financial Officer's Recommendation:      Approved      Disapproved   X   None
11. Chief Development Engineer's Recommendation:   X   Approved      Disapproved   X   None
12. Chief Construction Engineer's Recommendation:      Approved      Disapproved   X   None
13. Executive Director's Recommendation:   X   Approved      Disapproved      None



# Memorandum

**To:** Pilar Rodriguez, P.E  
HCRMA, Executive Director

**From:** Eric Davila, PE, PMP, CCM  
HCRMA, Chief Development Engineer

**Date:** July 1, 2021

**Subject:** RESOLUTION 2021-23 – APPROVAL OF WORK AUTHORIZATION NUMBER 6 TO THE PROFESSIONAL SERVICE AGREEMENT WITH L&G ENGINEERING FOR RE-DESIGN EFFORTS PERTAINING TO HCID 2 ACCESS

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## **GOAL**

Consideration and Approval of professional services agreement L&G Engineering (Engineer) to provide Engineering Services to address remaining access concerns where the HCRMA 365 Tollway (365 Toll) meets the Hidalgo County Irrigation District No. 2 (HCID2) Main Canal at station (STA) 956+00.

## **HISTORY**

Prior to letting the 365 Tollway in mid-2017, the Authority coordinated the acceptance of a low-chord bridge design over the HCID2 main canal at STA 956+00 based on the Engineer's design. The HCRMA instructed the Engineer to include rip-rap along the bottom of the main canal to avoid future dredging by HCID2 as well as inclusion of temporary bypass pumping provisions to avoid water supply disruptions. The HCID2 main canal serves as the main water supply for large farming operations and is a major municipal water supply for the Cities of McAllen, Pharr, Edinburg, and San Juan. The concept was finalized and issued via an addendum during the 365 Tollway bid phase to close on 23 parcels owned by HCID2 that had negotiated fees pending resolution on access concerns. During final coordination in 2020, the HCID2 reiterated that the access underneath the canal was a long-term concern of theirs along with reservations about the longevity of the rip-rap in the main canal. In February 2021, the Engineer came up with a concept to address HCID2's remaining concerns that involved raising the low chord of the bridge and extending the bridge 40-ft to allow for unimpeded access underneath the 365 Tollway by HCID2 maintenance vehicles.

## **PROPOSAL**

After the HCID2 Board accepted the concept, the Engineer developed an expedited scope that involved a new bridge design / retaining wall system requiring approximately 60 revised construction plan sheets within 60 days. The concept adds a net cost of about \$625,000 in construction costs while eliminating the need for costly temporary canals, bypass pumping, and rip-rap (roughly \$450,000 of costs). The concept has an overall positive net effect of shortening the work schedule in this segment of the project while lowering the risk associated with temporary bypass pumping and dewatering of a major water supply canal.

## **RECOMMENDATION**

Staff recommends approval of the scope for professional services with the Engineer in the amount of \$440,070.95 to provide the necessary engineering design revisions in accordance to negotiated terms and conditions of assignments.



**HCRMA**  
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

Project: SH365

☐

CMT Services

☐

Environmental

☒

Engineering **L&G Engineering**

☐

Geo-Technical

☐

Surveying

## WORK AUTHORIZATION SUMMARY

RESOLUTION 2021-23

Work Authorization # 6 Supplemental # \_\_\_\_\_

Amount \$ 440,070.95

### Approved Amendments:

Resolution No.	Description	Amount
2012-10	WA 1 - Schematic 4 lane, pavement design	\$ 998,837.67
2012-30	WA 1 - SUP 1 3.13 mile extension	\$ 310,893.87
2013-58	WA 2 - Geo-tech & bridge layouts	\$ 283,023.23
2013-64	WA 3 - PS&E Seg 2 FM396 to McColl Rd	\$ 3,719,885.81
2015-42	WA 2 SUP 1 - No Cost Extension	\$ 0.00
<b>Subtotal from Cont. Page</b>		<b>\$ 184,623.34</b>
Total Approved WA		<b>\$ 5,497,263.92</b>

Proposed Work Authorization and/or Supplemental

2021-23	WA 6 - Re-Design Effort for HCID 2 Access	<b>\$ 440,070.95</b>
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### Goal and Options:

Approval of Work Authorization 6 to the Professional Services Agreement with L&G Engineering for re-design effort pertaining to HCID 2 Access

**Staff is recommending approval of this request in the amount of \$ 440,070.95**  
**Proposed total approved WA and/or Supplementals \$ 5,937,334.87**

Eric Davila, Dev. Engr.  
Requested By:

Resolution No.	Description	Amount
2015-43	WA 3 Sup 1 - No Cost Time Extension	\$ 0.00
2015-81	WA 2 Sup 2 - No Cost Time Extension	\$ 0.00
2015-82	WA 3 Sup 2 - No Cost Time Extension	\$ 0.00
2016-18	WA 3 Sup 3 - Concrete pavement design	\$ 117,011.65
2016-84	WA 3 Sup 4 - Revise Final PS&E	\$ 34,839.78
2016-103	WA 2 Sup 3 - No Cost Time Extension	\$ 0.00
2017-04	WA 3 Sup 5 - Illumination Design/Anzalduas	\$ 27,301.03
2017-12	WA 3 Sup 6 - No Cost Time Extension	\$ 0.00
2017-33	WA 2 Sup 4 - No Cost Time Extension	\$ 0.00
2017-86	WA 5 Cross-section Reports for 365TOLL Bid	\$ 5,470.88

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Subtotal \$ 184,623.34

HIDALGO COUNTY REGIONAL MOBILITY

AUTHORITY BOARD RESOLUTION No. 2021-23

**APPROVAL OF WORK AUTHORIZATION NO. 6 TO THE  
PROFESSIONAL SERVICE AGREEMENT WITH L&G  
ENGINEERING FOR RE-DESIGN EFFORT PERTAINING TO HCID 2  
ACCESS**

THIS RESOLUTION is adopted this 6<sup>th</sup> of July 2021 by the Board of Directors of the Hidalgo County Regional Mobility Authority at a regular meeting.

WHEREAS, the Hidalgo County Regional Mobility Authority (the "Authority"), acting through its Board of Directors (the "Board"), is a regional mobility authority created pursuant to Chapter 370, Texas Transportation Code, as amended (the "Act"); and

WHEREAS, the Authority is authorized by the Act to address mobility issues in and around Hidalgo County; and

WHEREAS, on April 13, 2011, the Authority awarded a Professional Service Agreement for engineering services to L&G Engineering (the "Consultant") for design work, including plans, specifications, and estimates, for the Trade Corridor Connector ("SH 365/TCC") and on May 2, 2012, by Resolution 2012-10, the Authority amended and restated that agreement (the "Amended and Restated Agreement") in the maximum payable amount of \$5,887,542.43; and

WHEREAS, on May 2, 2012, the Authority Approved Resolution 2012-10 Work Authorization 1 under the Amended and Restated Agreement in the amount of \$998,837.67; and

WHEREAS, on October 28, 2012, the Authority approved Resolution 2012-30 Work Authorization 1 Supplemental 1 to the Amended and Restated Agreement to perform preliminary engineering services for SH 365 from FM 396 to FM 1016 in the amount of \$310,893.87; and

WHEREAS, on November 21, 2012, the Authority approved Resolution 2012-36 the Amended and Restated professional service agreement with the Consultant to prepare plans, specifications and estimates for the revised SH 365 project limits from FM 1016 to East of McColl Road (Project Station 986+00) and to revise the DBE/HUB reporting requirements in the amount of \$27,558.89 for a revised maximum payable amount of \$5,915,101.32; and

WHEREAS, on November 20, 2013, the Authority approved Resolution 2013-58 Work Authorization 2 to the Amended and Restated Professional Service Agreement with the Consultant to provide bridge layouts and geotechnical investigation for the proposed structure over the International Boundaries and Water Commission Interior Floodway in the amount of \$288,223.86 was approved; whereas only \$283,023.23 was expended ; and



WHEREAS, on December 18, 2013, the Authority approved Resolution 2013-64 Work Authorization 3 to the Professional Service Agreement in the amount of \$3,719,885.81 for final plans, specifications and estimates for the State Highway 365 Project from McColl Road to FM 396; and

WHEREAS, on July 28, 2015, the Authority approved Resolution 2015-42 Work Authorization 2 Supplemental 1 to the Professional Service Agreement with the Consultant for a no-cost time extension to provide bridge layouts and geotechnical investigation for the proposed structure over the International Boundaries and Water Commission Interior Floodway; and

WHEREAS, on July 28, 2015, the Authority approved Resolution 2015-43 Work Authorization 3 Supplemental 1 to the Professional Service Agreement with the Consultant for a no-cost time extension to provide final plans, specifications and estimates for the State Highway 365 Project; and

WHEREAS, on July 28, 2015, the Authority approved Resolution 2015-81 Work Authorization 2 Supplemental 2 to the Professional Service Agreement with the Consultant for a no-cost time extension to provide bridge layouts and geotechnical investigation for the proposed structure over the International Boundaries and Water Commission Interior Floodway; and

WHEREAS, on December 15, 2015, the Authority approved Resolution 2015-82 Work Authorization 3 Supplemental 2 to the Professional Service Agreement with the Consultant for a no-cost time extension to provide final plans, specifications and estimates for the State Highway 365 Project; and

WHEREAS, on February 23, 2016 the Authority has approved Resolution 2016-18 Work Authorization 3 Supplemental 3 to the Professional Service Agreement with L&G Engineering to revise the Plans, Specifications and Estimates to include concrete pavement for the State Highway 365 Segment 2 Project in the amount of \$117,011.65; and

WHEREAS, on June 28, 2016 the Authority approved Resolution 2016-84 Work Authorization 3 Supplemental 4 to the Professional Service Agreement with L&G Engineering to revise the Final Plans, Specifications and Estimates for the State Highway 365 Segment 2 Project in the amount of \$34,839.78; and

WHEREAS, on June 28, 2016 the Authority approved Resolution 2016-103 Work Authorization 2 Supplemental 3 to the Professional Service Agreement with L&G Engineering for a no-cost time extension to provide the International Boundaries and Water Commission bridge layouts for the 365 Tollway Project; and

WHEREAS, on January 28, 2017 the Authority approved Resolution 2017-04 Work Authorization 3 Supplemental 5 to the Professional Service Agreement with L&G Engineering for Anzalduas Bridge Proposed Illumination for the 365 Tollway Segment 2 Project in the amount of \$27,301.03; and

WHEREAS, on February 28, 2017 the Authority approved Resolution 2017-12 Work Authorization 3 Supplemental 6 to the Professional Service Agreement with L&G Engineering for a no cost time extension; and

WHEREAS, on March 28, 2017 the Authority approved Resolution 2017-33 Work Authorization 2 Supplemental 4 to the Professional Service Agreement with L&G Engineering for a no cost time extension; and

WHEREAS, on October 24, 2017 the Authority approved Resolution 2017-86 Approval of Work Authorization Number 5 to the Professional Service Agreement with L&G Engineering to provide digital cross-section for use as part of the 365 Tollway bid documents in the amount of \$5,470.88; and

WHEREAS, on June 26, 2018 the Authority approved Resolution 2018-26 Approval of Contract Amendment Number 1 to the Professional Service Agreement with L&G Engineering for a no-cost time extension to provide plans, specifications, and estimates for the 365 Tollway Project, Segments 2 & 4; and

WHEREAS, the Authority finds it necessary to approve Resolution 2021-23 Approval of Work Authorization Number 6 to the Professional Service Agreement with L&G Engineering for re-design effort pertaining to HCID 2 Access in the amount of \$440,070.95.

NOW THEREFORE, BE IT RESOLVED, BY THE BOARD OF DIRECTORS OF  
THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY THAT:

- Section 1. The recital clauses are incorporated in the text of this Resolution as if fully restated.
- Section 2. The Board hereby approves Resolution 2021-23 to the Professional Service Agreement with L&G Engineering for \$440,070.95, attached hereto as Exhibit A.
- Section 3. The Board hereby authorizes the Executive Director to execute Work Authorization 6 as approved on July 6, 2021.

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PASSED AND APPROVED AS TO BE EFFECTIVE IMMEDIATELY BY THE BOARD OF DIRECTORS OF THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY AT A REGULAR MEETING, duly posted and noticed, on the 6<sup>th</sup> of July 2021, at which meeting a quorum was present.

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S. David Deanda, Jr., Chairman

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Ezequiel Reyna, Jr., Secretary/Treasurer

EXHIBIT A

WORK AUTHORIZATION NO. 6  
TO PROFESSIONAL SERVICE AGREEMENT  
WITH L&G ENGINEERING FOR PS&E FOR THE  
365 TOLLWAY PROJECT

TO THE AMENDED AND RESTATED  
PROFESSIONAL SERVICE AGREEMENT WITH  
L&G ENGINEERING

**EXHIBIT D-1**  
**WORK AUTHORIZATION NO. 6**  
**AGREEMENT FOR ENGINEERING SERVICES**

**THIS WORK AUTHORIZATION** is made pursuant to the terms and conditions of “Article V of that certain Professional Services Agreement for Engineering Services” (the Agreement) entered into by and between the Hidalgo County Regional Mobility Authority (Authority), and L&G Consulting Engineers, Inc. (the Engineer).

**PART I.** The Engineer will perform preliminary engineering / design services generally described as in accordance with the project description attached hereto and made a part of this Work Authorization. The responsibilities of the Authority and the Engineer as well as the work schedule are further detailed in exhibits A, B and C which are attached hereto and made a part of the Work Authorization.

**PART II.** The maximum amount payable under this Work Authorization is **\$440,070.95** and the method of payment is **Lump Sum** as set forth in Attachment E of the Agreement. This amount is based upon fees set forth in Attachment E, Fee Schedule, of the Agreement and the Engineer’s estimated Work Authorization costs included in Exhibit D, Fee Schedule, which is attached and made a part of this Work Authorization.

**PART III.** Payment to the Engineer for the services established under this Work Authorization shall be made in accordance with Articles III thru V of the Agreement, and Attachment A, Section 1.

**PART IV.** This Work Authorization shall become effective on the date of final acceptance of the parties hereto and shall terminate on August 31, 2022, unless extended by a supplemental Work Authorization as provided in Attachment A, Section 1.

**PART V.** This Work Authorization does not waive the parties' responsibilities and obligations provided under “Article V of that certain Professional Services Agreement for Engineering / Design Services for SH 365 Segments 0032/0034 from just West of FM 1016 to Just East of McColl Road”.

**IN WITNESS WHEREOF**, this Work Authorization is executed in duplicate counterparts and hereby accepted and acknowledged below.

**THE ENGINEER**

\_\_\_\_\_  
(Signature)  
\_\_\_\_\_  
(Printed Name)  
\_\_\_\_\_  
(Title)  
\_\_\_\_\_  
(Date)

**THE AUTHORITY**

\_\_\_\_\_  
(Signature)  
\_\_\_\_\_  
(Printed Name)  
\_\_\_\_\_  
(Title)  
\_\_\_\_\_  
(Date)

**LIST OF EXHIBITS**

Exhibit A	Services to be provided by the Authority
Exhibit B	Services to be provided by the Engineer
Exhibit C	Work Schedule
Exhibit D	Fee Schedule/Budget
Exhibit H-2	Subprovider Monitoring System Commitment Agreement

## **EXHIBIT A**

### **SERVICES TO BE PROVIDED BY THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY (HCRMA)**

The **AUTHORITY** will provide the following general items.

1. Authorization to begin work.
2. Timely payment for work performed by the Engineer and accepted by the AUTHORITY.
3. Assistance to the Engineer, as necessary, to obtain the required data and information from other local, regional, State and Federal agencies that the Engineer cannot easily obtain.
4. Provide any available relevant data the AUTHORITY may have on file concerning the project.
5. Review and approve the Engineer's progress schedule with milestone activities and/or deliverables identified.
6. Provide timely review and decisions in response to the Engineer's request for information and/or required submittals and deliverables, in order for the Engineer to maintain the agreed-upon work schedule identified in Exhibit C.

## **EXHIBIT C**

### **WORK SCHEDULE**

1. The Engineer will conduct the scope outlined in Exhibit B and provide final project deliverables associated with the PS&E update at the area where 365 Tollway meets HCID2 Main Canal by September 6, 2021.

EXHIBIT D  
FEE SCHEDULE FOR SH 365 TOLL PROJECT - UPDATE PS+E SERVICES  
LIMITS:Approx Sta. 956+00 (1,500 feet to either side)  
L G CONSULTING ENGINEERS, INC.

365 TOLL PROJECT (CSJ: 0921-02-368) PLANS, SPECIFICATIONS AND ESTIMATE SERVICES <i>Develop PS&amp;E for Proposed 365 Toll Project</i> <b>L&amp;G CONSULTING ENGINEERS, INC.</b>								
BASIC SERVICES DESCRIPTION	Senior Project Manager	Senior Engineer	Project Engineer	Senior Engineering Tech	Engineering Tech	Admin/Clerical	Total Labor Hrs.	Task Cost
FC 145 - PROJECT MANAGEMENT (FC 160 TO FC 190) (PS&E SERVICES)								
PREPARE/MANAGE WORK AUTHORIZATIONS (PS&E DEVELOPMENT) (INCLUDING RECORD KEEPING, FILING, ADMINISTRATION, ETC) AND OVERALL QA/QC	6	2	0	0	0	4	12	\$ 2,185.50
COORDINATION/PREPARE SUB WORK AUTHORIZATIONS/MANAGE SUBCONSULTANTS	2	1	0	0	0	2	5	\$ 838.55
PREPARATION OF INVOICES AND PROGRESS REPORTS (TOTAL = 6 EA)	3	2	0	0	0	8	13	\$ 1,695.70
PREPARE & ASSEMBLE PRELIMINARY COST ESTIMATES (1 @ 60% AND 1 @ 100%)	1	2	4	2	0	0	9	\$ 1,584.10
QC/QA - OVERALL 30% SUBMITTAL (1 SUBMITTAL)	4	1	1	1	0	0	7	\$ 1,508.15
QC/QA - OVERALL 60% SUBMITTAL (1 SUBMITTAL)	7	1	1	1	0	0	10	\$ 2,270.75
QC/QA - OVERALL 90% SUBMITTAL (1 SUBMITTAL)	7	2	4	1	0	0	14	\$ 2,985.30
QC/QA - OVERALL 100% SUBMITTAL (1 SUBMITTAL)	7	2	4	8	0	0	21	\$ 3,853.30
ORGANIZE AND DOWNLOAD ELECTRONIC FILE DELIVERABLES	0	0	1	1	1	0	3	\$ 381.30
COMPLETION OF CPM SCHEDULE (FORMS 1823 & 1002 NOT INCLUDED)	1	1	1	1	0	0	4	\$ 745.55
								\$ -
SUB-TOTAL - FC 145 - PROJECT MANAGEMENT (FC 160 TO FC 190) (PS&E SERVICES)	38	14	16	15	1	14	98	\$ 18,048.20
I. GENERAL								
FC 163 - MISCELLANEOUS (ROADWAY)								
UPDATE TITLE SHEET		1	1	2	1		5	\$ 699.05
UPDATE INDEX OF SHEETS	1	2	2	2	8		15	\$ 1,906.50
UPDATE PROJECT LAYOUT	1	2	2	3	4		12	\$ 1,695.70
UPDATE PROP TYPICAL SECTIONS	1	2	12		16		31	\$ 4,064.10
UPDATE GENERAL NOTES & SPECIFICATION DATA	1	2	4	8	5		20	\$ 2,746.60



EXHIBIT D  
FEE SCHEDULE FOR SH 365 TOLL PROJECT - UPDATE PS+E SERVICES  
LIMITS:Approx Sta. 956+00 (1,500 feet to either side)  
L G CONSULTING ENGINEERS, INC.

365 TOLL PROJECT (CSJ: 0921-02-368) PLANS, SPECIFICATIONS AND ESTIMATE SERVICES <i>Develop PS&amp;E for Proposed 365 Toll Project</i> <b>L&amp;G CONSULTING ENGINEERS, INC.</b>								
BASIC SERVICES DESCRIPTION	Senior Project Manager	Senior Engineer	Project Engineer	Senior Engineering Tech	Engineering Tech	Admin/Clerical	Total Labor Hrs.	Task Cost
UPDATE ESTIMATE & QUANTITY SHEETS	1	2	4	8	8		23	\$ 2,997.70
UPDATE SUMMARY OF ROADWAY QUANTITIES			2	6	4		12	\$ 1,426.00
UPDATE SUMMARY OF RETAINING WALL QUANTITIES			1	1	1		3	\$ 381.30
UPDATE SUMMARY OF BRIDGES			1	2	1		4	\$ 505.30
UPDATE SUMMARY OF ILLUMINATION QUANTITIES			1	1	1		3	\$ 381.30
UPDATE SUMMARY OF EARTHWORK QUANTITIES (INCORPORATE GEOPAK EARTHWORK RUN INTO PLAN SHEETS)			4	10	5		19	\$ 2,352.90
UPDATE SUMMARY OF PAVEMENT MARKINGS			1	1	1		3	\$ 381.30
SUB-TOTAL - FC 163 - MISCELLANEOUS (ROADWAY) (L&G ENGINEERING)	5	11	35	44	55	0	150	\$ 19,537.75
0 - III. ROADWAY DETAILS								\$ 19,063.45
0 - FC 160 - ROADWAY DESIGN CONTROLS								
PLAN AND PROFILE								
UPDATE ROADWAY P & P SHEETS - EB & WB MAIN LANES TOGETHER	1	11	18	58	76		164	
UPDATE DRIVEWAY LAYOUTS	0	2	2	4	4		12	
UPDATE MISCELLANEOUS ROADWAY DETAILS		1	1	4	4		10	
UPDATE & PREPARE PLANS ELECTRONIC DELIVERABLES			1	1	1		3	
SUB-TOTAL - FC 160 - ROADWAY DESIGN CONTROLS (L&G ENGINEERING)	1	14	22	67	85	0	189	\$ 22,208.40
V. DRAINAGE DETAILS								\$ 2,154.50
FC 161 - DRAINAGE								
UPDATE PREPARE LARGE AND SMALL DRAINAGE AREA MAPS:	1	2	2	4	8		17	

EXHIBIT D  
FEE SCHEDULE FOR SH 365 TOLL PROJECT - UPDATE PS+E SERVICES  
LIMITS:Approx Sta. 956+00 (1,500 feet to either side)  
L G CONSULTING ENGINEERS, INC.

365 TOLL PROJECT (CSJ: 0921-02-368) PLANS, SPECIFICATIONS AND ESTIMATE SERVICES Develop PS&E for Proposed 365 Toll Project L&G CONSULTING ENGINEERS, INC.								
BASIC SERVICES DESCRIPTION	Senior Project Manager	Senior Engineer	Project Engineer	Senior Engineering Tech	Engineering Tech	Admin/Clerical	Total Labor Hrs.	Task Cost
UPDATE HYDROLOGY CALCULATIONS (STORM SEWER, CULVERTS, DITCHES):	1	2	1	1	1		6	\$ 1,023.00
UPDATE HYDRAULIC COMPUTATIONS SHEETS (STORM SEWER, CULVERTS, DITCHES):	1	2	4	4	6		17	\$ 2,334.30
COORDINATE WITH IRRIGATION DISTRICTS	1	10	10		2	8	31	\$ 4,640.70
UPDATE ROADSIDE DITCH P&P'S (34 SHEETS)/DETENTION AREAS	1	2	8	16	20		47	\$ 5,688.50
UPDATE CULVERT LAYOUT SHEETS	1	2	2	4	5		14	\$ 1,903.40
UPDATE UTILITIES & DRAINAGE P&P SHEETS (STORM SEWER & DITCHES)	1	2	6	6	10		25	\$ 3,264.30
UPDATE PREPARE MISCELLANEOUS DETAILS	1	2	1	1	2		7	\$ 1,106.70
SUB-TOTAL - 0 - FC 161 - DRAINAGE	8	24	34	36	54	8	164	\$ 18,937.90
FC 170 - BRIDGE DESIGN								
WEST BOUND MAIN LANE CANAL BRIDGE								
1 - BRIDGE LAYOUTS	1	26		18			45	\$ 7,523.70
1 -SUMMARY OF QUANTITIES (BRIDGE) AND BEARING SEAT ELEVATION	1	14	26		20		61	\$ 9,154.30
2 - FOUNDATION LAYOUTS		10	16	20	18		64	\$ 8,701.70
4 - ABUTMENTS		26	38	18			82	\$ 13,866.30
2- INTERIOR BENTS		18	26		16		60	\$ 9,340.30
2 - CONC SLAB SPAN		12	12	12	10		46	\$ 6,733.20
1 - CONC FRAMING PLAN & BENT REPORT		10	18	8			36	\$ 6,054.30
1 - CONC TYPICAL SECTIONS AND DEFLECTIONS		18	10	8	10		46	\$ 7,052.50
1 - PRESTR CONC I-GIRDER DESIGN		12	26		20		58	\$ 8,512.60

EXHIBIT D  
FEE SCHEDULE FOR SH 365 TOLL PROJECT - UPDATE PS+E SERVICES  
LIMITS:Approx Sta. 956+00 (1,500 feet to either side)  
L G CONSULTING ENGINEERS, INC.

365 TOLL PROJECT (CSJ: 0921-02-368) PLANS, SPECIFICATIONS AND ESTIMATE SERVICES Develop PS&E for Proposed 365 Toll Project L&G CONSULTING ENGINEERS, INC.								
BASIC SERVICES DESCRIPTION	Senior Project Manager	Senior Engineer	Project Engineer	Senior Engineering Tech	Engineering Tech	Admin/Clerical	Total Labor Hrs.	Task Cost
1 - DRAIN DETAILS		26	16	24	16		82	\$ 12,130.30
1 - BRIDGE BORING LOGS		4	2	6	14		26	
SUB-TOTAL SHEETS - WEST BOUND MAIN LANE CANAL BRIDGE	2	176	190	114	124	0	606	\$ 92,107.20
EAST BOUND MAIN LANE CANAL BRIDGE								\$ 8,546.70
1 - BRIDGE LAYOUTS	1	30	0	20	0		51	
1 -SUMMARY OF QUANTITIES (BRIDGE) AND BEARING SEAT ELEVATION	1	18	26		18		63	
2 - FOUNDATION LAYOUTS		24	8	18	16		66	
4 - ABUTMENTS		14	20	12			46	
2- INTERIOR BENTS		10	4	6			20	
2 - CONC SLAB SPAN		6	6	6	4		22	
1 - CONC FRAMING PLAN & BENT REPORT		10	18	10	8		46	
1 - CONC TYPICAL SECTIONS AND DEFLECTIONS		8	4	5			17	
1 - PRESTR CONC I-GIRDER DESIGN		12	24	7	18		61	
1 - DRAIN DETAILS		12	8	14	8		42	
1 - BRIDGE BORING LOGS		4	2	6	12		24	
SUB-TOTAL SHEETS - EAST BOUND MAIN LANE CANAL BRIDGE	2	148	120	104	84	0	458	\$ 69,942.20
BRIDGE STANDARDS (FOR BOTH L&G AND B2Z)								\$ 83.70
BAS-C BRIDGE APPROACH SLAB					1		1	
FD FOUNDATION DETAILS (1 OF 2)					1		1	

EXHIBIT D  
FEE SCHEDULE FOR SH 365 TOLL PROJECT - UPDATE PS+E SERVICES  
LIMITS:Approx Sta. 956+00 (1,500 feet to either side)  
L G CONSULTING ENGINEERS, INC.

365 TOLL PROJECT (CSJ: 0921-02-368) PLANS, SPECIFICATIONS AND ESTIMATE SERVICES <i>Develop PS&amp;E for Proposed 365 Toll Project</i> <b>L&amp;G CONSULTING ENGINEERS, INC.</b>								
BASIC SERVICES DESCRIPTION	Senior Project Manager	Senior Engineer	Project Engineer	Senior Engineering Tech	Engineering Tech	Admin/Clerical	Total Labor Hrs.	Task Cost
FD FOUNDATION DETAILS (2 OF 2)					1		1	\$ 83.70
MEBRS MINIMUM ERECTION					1		1	\$ 83.70
ODSR OPTIONAL DRILLED SHAFT REINFORCING					1		1	\$ 83.70
PCP PRESTRESSED CONCRETE PANELS (1 OF 4)					1		1	\$ 83.70
PCP PRESTRESSED CONCRETE PANELS (2 OF 4)					1		1	\$ 83.70
PCP PRESTRESSED CONCRETE PANELS (3 OF 4)					1		1	\$ 83.70
PCP PRESTRESSED CONCRETE PANELS (4 OF 4)					1		1	\$ 83.70
PMDF PERMANENT METAL DECK FORMS (1 OF 2)					1		1	\$ 83.70
PMDF PERMANENT METAL DECK FORMS (2 OF 2)					1		1	\$ 83.70
SBTS THICKENED SLAB STEEL GIRDERS					1		1	\$ 83.70
SBMS MISCELLANEOUS SLAB DETAIL STEEL GIRDERS					1		1	\$ 83.70
SEJ-A SEALED EXPANSION JOINT					1		1	\$ 83.70
SGEB ELASTOMERIC BEARING STEEL GIRDERS (1 OF 3)					1		1	\$ 83.70
SGEB ELASTOMERIC BEARING STEEL GIRDERS (2 OF 3)					1		1	\$ 83.70
SGEB ELASTOMERIC BEARING STEEL GIRDERS (3 OF 3)					1		1	\$ 83.70
SGMD MISCELLANEOUS DETAILS STEEL GIRDERS (1 OF 3)					1		1	\$ 83.70
SGMD MISCELLANEOUS DETAILS STEEL GIRDERS (2 OF 3)					1		1	\$ 83.70
SGMD MISCELLANEOUS DETAILS STEEL GIRDERS (3 OF 3)					1		1	\$ 83.70
T551 CONCRETE SAFTEY F-SHAPE RAIL (1 OF 2)					1		1	\$ 83.70

EXHIBIT D  
FEE SCHEDULE FOR SH 365 TOLL PROJECT - UPDATE PS+E SERVICES  
LIMITS:Approx Sta. 956+00 (1,500 feet to either side)  
L G CONSULTING ENGINEERS, INC.

365 TOLL PROJECT (CSJ: 0921-02-368) PLANS, SPECIFICATIONS AND ESTIMATE SERVICES <i>Develop PS&amp;E for Proposed 365 Toll Project</i> <b>L&amp;G CONSULTING ENGINEERS, INC.</b>								
BASIC SERVICES DESCRIPTION	Senior Project Manager	Senior Engineer	Project Engineer	Senior Engineering Tech	Engineering Tech	Admin/Clerical	Total Labor Hrs.	Task Cost
T551 CONCRETE SAFTEY F-SHAPE RAIL (2 OF 2)					1		1	\$ 83.70
BD-1 BRIDGE DRAIN					1		1	\$ 83.70
IGCS CONTINUOUS SLAB DETAILS					1		1	\$ 83.70
IGD PRESTRESSED CONCRETE I-GIRDER DETAILS (1 OF 2)					1		1	\$ 83.70
IGD PRESTRESSED CONCRETE I-GIRDER DETAILS (2 OF 2)					1		1	\$ 83.70
IGEB ELASTOMERIC BEARING AND GRDER END (1 OF 2)					1		1	\$ 83.70
IGEB ELASTOMERIC BEARING AND GRDER END (2 OF 2)					1		1	\$ 83.70
IGMS MISCELLANEOUS SLAB DETAIL					1		1	\$ 83.70
IGTS THICKEND SLAB END DETAILS					1		1	\$ 83.70
MEBRC MINIMUM ERECTION					1		1	\$ 83.70
BL BRIDGE LIGHTING DETAILS					1		1	\$ 83.70
CSAB CEMENT STABILIZED ABUTMENT BACKFILL					1		1	\$ 83.70
CLF-RO 8 FT CHAINLINK FENCE FOR RAILROAD OVERPASS (1 OF 2)					1		1	\$ 83.70
CLF-RO 8 FT CHAINLINK FENCE FOR RAILROAD OVERPASS (2 OF 2)					1		1	\$ 83.70
CRR CONCRETE RIP RAP (TYPE RR 8 AND RR9)					1		1	\$ 83.70
SUB-TOTAL SHEETS - BRIDGE STANDARDS (FOR BOTH L&G AND B2Z)	0	0	0	0	36	0	36	\$ 3,013.20
SUB-TOTAL BRIDGE SHEETS	4	324	310	218	244	0	1100	\$ 165,062.60
VIII. TRAFFIC ITEMS								
FC 162 - SIGNING, PAVEMENT MARKINGS, SIGNALIZATION, AND ILLUMINATION								

EXHIBIT D  
FEE SCHEDULE FOR SH 365 TOLL PROJECT - UPDATE PS+E SERVICES  
LIMITS:Approx Sta. 956+00 (1,500 feet to either side)  
L G CONSULTING ENGINEERS, INC.

365 TOLL PROJECT (CSJ: 0921-02-368) PLANS, SPECIFICATIONS AND ESTIMATE SERVICES Develop PS&E for Proposed 365 Toll Project L&G CONSULTING ENGINEERS, INC.								
BASIC SERVICES DESCRIPTION	Senior Project Manager	Senior Engineer	Project Engineer	Senior Engineering Tech	Engineering Tech	Admin/Clerical	Total Labor Hrs.	Task Cost
UPDATE SIGNING, PAVEMENT MARKINGS, SIGNALIZATION, AND ILLUMINATION SHEETS AS NEEDED	6	8	12	38	58	8	130	\$ 15,270.60
SUB-TOTAL SHEETS - FC 162 - SIGNING, PAVEMENT MARKINGS, SIGNALIZATION, AND ILLUMINATION	6	8	12	38	58	8	130	\$ 15,270.60
XI. CROSS SECTIONS								\$ 55,672.90
FC 163 - MISCELLANEOUS - CROSS SECTIONS								
154 - CROSS SECTIONS (RDWY & DETENTION) (11X17 SHEETS) (INCLUDES GEOPAK WORK WITH EARTHWORK CALCULATIONS)	20	38	168	0	168		394	
SUB-TOTAL - FC 163 - MISCELLANEOUS - CROSS SECTIONS (L&G ENGINEERING)	20	38	168	0	168	0	394	
GRAND TOTAL	82	433	597	418	665	30	2225	\$ 314,738.35
HOURS SUB-TOTALS	82	433	597	418	665	30	2,225	
LABOR RATE PER HOUR	\$ 254.20	\$ 193.75	\$ 173.60	\$ 124.00	\$ 83.70	\$ 68.20		
DIRECT LABOR COSTS	\$ 20,844.40	\$ 83,893.75	\$ 103,639.20	\$ 51,832.00	\$ 55,660.50	\$ 2,046.00	\$ 317,915.85	
TOTAL	\$ 20,844.40	\$ 83,893.75	\$ 103,639.20	\$ 51,832.00	\$ 55,660.50	\$ 2,046.00	\$ 317,915.85	
PERCENT LABOR UTILIZATION FOR TOTAL PROJECT (BASED ON FEE)	6.56%	26.39%	32.60%	16.30%	17.51%	0.64%	100.00%	
PERCENT LABOR UTILIZATION FOR TOTAL PROJECT (BASED ON MANHOURS)	3.69%	19.46%	26.83%	18.79%	29.89%	1.35%	100.00%	

EXHIBIT D  
FEE SCHEDULE FOR SH 365 TOLL PROJECT - UPDATE PS+E SERVICES  
LIMITS:Approx Sta. 956+00 (1,500 feet to either side)  
L G CONSULTING ENGINEERS, INC.

365 TOLL PROJECT (CSJ: 0921-02-368) PLANS, SPECIFICATIONS AND ESTIMATE SERVICES <i>Develop PS&amp;E for Proposed 365 Toll Project</i> <b>L&amp;G CONSULTING ENGINEERS, INC.</b>								
BASIC SERVICES DESCRIPTION	Senior Project Manager	Senior Engineer	Project Engineer	Senior Engineering Tech	Engineering Tech	Admin/Clerical	Total Labor Hrs.	Task Cost
SUB-CONSULTANTS SUMMARY								
L&G SPECIAL SERVICES AND DIRECT EXPENSES								
TOTAL SPL SRVCS-L&G ENGINEERING (SCHEMATIC RE-DESIGN) (SEE ATTACHMENT E-1)							\$	125,271.00
TOTAL DIRECT EXPENSES (FROM BELOW)							\$	61.60
GRAND TOTAL - INCLUDING DIRECT EXPENSES							\$	440,070.95
DIRECT EXPENSES								
MILEAGE 4 TRIP x 28 MI / TRIP @ \$0.55/mile							\$	61.60
TOTAL DIRECT EXPENSES							\$	61.60

EXHIBIT D  
FEE SCHEDULE FOR 365 TOLL PROJECT - UPDATE PS+E SERVICES  
LIMITS: Approx. Sta. 956+00 (1,500 feet to either side)  
L G CONSULTING ENGINEERS, INC.

365 TOLL PROJECT (CSJ: 0921-02-368) PLANS, SPECIFICATIONS AND ESTIMATE SERVICES Update PS&E for Proposed 365 Toll Project L&G CONSULTING ENGINEERS, INC.							
SPECIAL SERVICES (SCHEMATIC RE-DESIGN : VE & PM RECOMMENDATIONS) DESCRIPTION	Senior Project Manager	Senior Engineer	Senior Engineering Tech	Engineering Tech	Admin/Clerical	Total Labor Hrs.	Task Cost
FC 160 - SCHEMATIC REDESIGN (VE & PM RECOMMENDATIONS)							
ADJUSTMENTS NEEDED AT HCID#2 Irrigation Crossing (ML & FR)	10	14	36			60	\$ 9,718.50
MODIFY BRIDGE TYPICAL SECTIONS (ML & FR)	8	10	36	56		110	\$ 13,122.30
REVISED CROSS SECTIONS (ML & FR)	16	20	60	142		238	\$ 27,267.60
REVISE PLAN VIEW (BRIDGE SPANS & LANE RECONFIGURATIONS)	12	18	40	56		126	\$ 16,185.10
REVISE PROFILE (BRIDGE SPANS & LANE RECONFIGURATIONS)	20	16	58	36		130	\$ 18,389.20
REVISE SCHEMATIC TO DISPLAY ULTIMATE & PHASE I	20	26	76	128		250	\$ 30,259.10
MEETINGS & COORDINATION w/ TxDOT, HCID#2, HCRMA	10	16	18		36	80	\$ 10,329.20
SUB-TOTAL - FC 160 - SCHEMATIC REDESIGN (VE & PM RECOMMENDATIONS)	96	120	324	418	36	994	\$ 125,271.00
GRAND TOTAL	96	120	324	418	36	994	\$ 125,271.00
HOURS SUB-TOTALS	96	120	324	418	36	994	
LABOR RATE PER HOUR	\$ 254.20	\$ 193.75	\$ 124.00	\$ 83.70	\$ 68.20		
DIRECT LABOR COSTS	\$ 24,403.20	\$ 23,250.00	\$ 40,176.00	\$ 34,986.60	\$ 2,455.20	\$ 125,271.00	
TOTAL	\$ 24,403.20	\$ 23,250.00	\$ 40,176.00	\$ 34,986.60	\$ 2,455.20	\$ 125,271.00	
PERCENT LABOR UTILIZATION FOR TOTAL PROJECT (BASED ON FEE)	19.48%	18.56%	32.07%	27.93%	1.96%	100.00%	
PERCENT LABOR UTILIZATION FOR TOTAL PROJECT (BASED ON MANHOURS)	9.66%	12.07%	32.60%	42.05%	3.62%	100.00%	
GRAND TOTAL							\$ 125,271.00



**EXHIBIT H-2**  
**Subprovider Monitoring System Commitment Agreement**

This commitment agreement is subject to the award and receipt of a signed contract from the Hidalgo County Regional Mobility Authority (Authority). ***NOTE: Attachment H-2 is required to be attached to each contract that does not include work authorizations. Attachment H-2 is required to be attached with each work authorization. Attachment H-2 is also required to be attached to each supplemental work authorization. If DBE/HUB Subproviders are used, the form must be completed and signed. If no DBE/HUB Subproviders are used, indicate with "N/A" on this line: \_\_\_\_\_ and attach with the work authorization or supplemental work authorization.***

Contract #: \_\_\_\_\_ Assigned Goal: 12.2% Prime Provider L&G Consulting Engineers, Inc.

Work Authorization (WA) #: 6 WA Amount: \$440,070.95 Date: \_\_\_\_\_

Supplemental Work Authorization (SWA) #: \_\_\_\_\_ to WA #: \_\_\_\_\_ SWA Amount: \_\_\_\_\_

Revised WA Amount: \_\_\_\_\_

Description of Work (List by category of work or task description. Attach additional pages, if necessary.)	Dollar Amount (For each category of work or task description shown.)
FC 160's – Misc Roadway / Brg / Drn / XSs	\$ 440,070.95
FC	\$0
<b>Total Commitment Amount</b> (Including all additional pages.)	<b>\$ 440,070.95</b>

**IMPORTANT:** The signatures of the prime and the DBE/HUB and Second Tier Subprovider, if any (both DBE and Non-DBE) and the total commitment amount must always be on the same page.

<b>Provider Name:</b> L&G Consulting Engineers, Inc. <b>Address:</b> 2100 W. Expressway 83, Mercedes, TX 78570 <b>VID Number:</b> <b>PH: (956) 565-9813 FX: (956) 565-9018</b> <b>Email:</b>	<b>Name:</b> Jacinto Garza, P.E. (Please Print) <b>Title:</b> President  _____ <b>Signature</b> <b>Date</b>
<b>DBE/HUB Sub Provider</b> <b>Subprovider Name:</b> <b>VID Number:</b> <b>Address:</b> <b>PH:; FX:</b> <b>Email:</b>	<b>Name:</b> _____ (Please Print) <b>Title:</b> _____  _____ <b>Signature</b> <b>Date</b>
<b>Second Tier Sub Provider</b> <b>Subprovider Name:</b> <b>VID Number:</b> <b>Address:</b> <b>Phone #&amp; Fax #:</b> <b>Email:</b>	<b>Name:</b> _____ (Please Print) <b>Title:</b> _____  _____ <b>Signature</b> <b>Date</b>
<b>VID Number is the Vendor Identification Number issued by the Comptroller. If a firm does not have a VID Number, please enter the owner's Social Security or their Federal Employee Identification Number (if incorporated).</b>	

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Item 1B

## HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

### AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u>  X  </u>	AGENDA ITEM	<u>  1B  </u>
PLANNING COMMITTEE	<u>          </u>	DATE SUBMITTED	<u>  06/29/21  </u>
FINANCE COMMITTEE	<u>          </u>	MEETING DATE	<u>  07/06/21  </u>
TECHNICAL COMMITTEE	<u>          </u>		

1. Agenda Item: **RESOLUTION 2021-24 – APPROVAL OF CONTRACT AMENDMENT NUMBER 2 TO THE PROFESSIONAL SERVICE AGREEMENT WITH L&G ENGINEERING TO INCREASE THE MAXIMUM PAYABLE AMOUNT FOR WORK AUTHORIZATION 6.**
2. Nature of Request: (Brief Overview) Attachments:   X   Yes      No  
  
Consideration and Approval of CA No. 2 to the PSA with L&G Engineering to increase the maximum payable amount for Work Authorization 6.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted:      Yes      No   X   N/A
5. Staff Recommendation: **Motion to approve Resolution 2021-24 – Approval of Contract Amendment Number 2 to the Professional Service Agreement with L&G Engineering to increase the maximum payable amount for Work Authorization Number 6, as presented**
6. Program Manager's Recommendation:      Approved      Disapproved   X   None
7. Planning Committee's Recommendation:      Approved      Disapproved   X   None
8. Board Attorney's Recommendation:      Approved      Disapproved   X   None
9. Chief Auditor's Recommendation:      Approved      Disapproved   X   None
10. Chief Financial Officer's Recommendation:      Approved      Disapproved   X   None
11. Chief Development Engineer's Recommendation:   X   Approved      Disapproved   X   None
12. Chief Construction Engineer's Recommendation:      Approved      Disapproved   X   None
13. Executive Director's Recommendation:   X   Approved      Disapproved      None



Project: SH365

- ☐ CMT Services
- ☐ Environmental
- ☒ Engineering **L&G Engineering**
- ☐ Geo-Technical
- ☐ Surveying

## CONTRACT AMENDMENT SUMMARY

RESOLUTION 2021-24

Original Contract Amount \$ 5,887,542

Amendment # 2

Amount \$ 22,233.55

### Approved Amendments:

Resolution No.	Description	Amount
2012-10	Amended & Restated	\$ 5,887,542.43
2012-36	Modified Agreement Includes DBE & HUB	\$ 27,558.89
2018-26	CA No. 1 - No Cost Time Extension	\$ 0.00

**Subtotal from Cont. Page** \$ 0.00

Contract Amount **\$ 5,915,101.32**

### Proposed Amendment

2021-24 CA No. 2 - WA No. 6 **\$ 22,233.55**

### Goal and Options:

Approval of Contract Amendment 2 to the Professional Service Agreement with L&G Engineering to increase the maximum payable amount for Work Authorization Number 6.

**Staff is recommending approval of this request in the amount of \$ 22,233.55  
for a Revised Maximum Payable Amount of \$ 5,937,334.87**

Requested by: \_\_\_\_\_

HIDALGO COUNTY REGIONAL MOBILITY  
AUTHORITY BOARD RESOLUTION No. 2021-24

**APPROVAL OF CONTRACT AMENDMENT NUMBER 2 TO THE  
PROFESSIONAL SERVICE AGREEMENT WITH L&G  
ENGINEERING TO INCREASE THE MAXIMUM PAYABLE  
AMOUNT FOR WORK AUTHORIZATION NUMBER 6**

THIS RESOLUTION is adopted this 6<sup>th</sup> of July 2021 by the Board of Directors of the Hidalgo County Regional Mobility Authority at a regular meeting.

WHEREAS, the Hidalgo County Regional Mobility Authority (the "Authority"), acting through its Board of Directors (the "Board"), is a regional mobility authority created pursuant to Chapter 370, Texas Transportation Code, as amended (the "Act"); and

WHEREAS, the Authority is authorized by the Act to address mobility issues in and around Hidalgo County; and

WHEREAS, on April 13, 2011, the Authority awarded a Professional Service Agreement for engineering services to L&G Engineering (the "Consultant") for design work, including plans, specifications, and estimates, for the Trade Corridor Connector ("SH 365/TCC") and on May 2, 2012, by Resolution 2012-10, the Authority amended and restated that agreement (the "Amended and Restated Agreement") in the maximum payable amount of \$5,887,542.43; and

WHEREAS, on May 2, 2012, the Authority Approved Resolution 2012-10 Work Authorization 1 under the Amended and Restated Agreement in the amount of \$998,837.67; and

WHEREAS, on October 28, 2012, the Authority approved Resolution 2012-30 Work Authorization 1 Supplemental 1 to the Amended and Restated Agreement to perform preliminary engineering services for SH 365 from FM 396 to FM 1016 in the amount of \$310,893.87; and

WHEREAS, on November 21, 2012, the Authority approved Resolution 2012-36 the Amended and Restated professional service agreement with the Consultant to prepare plans, specifications and estimates for the revised SH 365 project limits from FM 1016 to East of McColl Road (Project Station 986+00) and to revise the DBE/HUB reporting requirements in the amount of \$27,558.89 for a revised maximum payable amount of \$5,915,101.32; and

WHEREAS, on November 20, 2013, the Authority approved Resolution 2013-58 Work Authorization 2 to the Amended and Restated Professional Service Agreement with the Consultant to provide bridge layouts and geotechnical investigation for the proposed structure over the International Boundaries and Water Commission Interior Floodway in the amount of \$288,223.86 was approved; whereas only \$283,023.23 was expended ; and

WHEREAS, on December 18, 2013, the Authority approved Resolution 2013-64 Work Authorization 3 to the Professional Service Agreement in the amount of \$3,719,885.81 for final plans, specifications and estimates for the State Highway 365 Project from McColl Road to FM 396; and

WHEREAS, on July 28, 2015, the Authority approved Resolution 2015-42 Work Authorization 2 Supplemental 1 to the Professional Service Agreement with the Consultant for a no-cost time extension to provide bridge layouts and geotechnical investigation for the proposed structure over the International Boundaries and Water Commission Interior Floodway; and

WHEREAS, on July 28, 2015, the Authority approved Resolution 2015-43 Work Authorization 3 Supplemental 1 to the Professional Service Agreement with the Consultant for a no-cost time extension to provide final plans, specifications and estimates for the State Highway 365 Project; and

WHEREAS, on July 28, 2015, the Authority approved Resolution 2015-81 Work Authorization 2 Supplemental 2 to the Professional Service Agreement with the Consultant for a no-cost time extension to provide bridge layouts and geotechnical investigation for the proposed structure over the International Boundaries and Water Commission Interior Floodway; and

WHEREAS, on December 15, 2015, the Authority approved Resolution 2015-82 Work Authorization 3 Supplemental 2 to the Professional Service Agreement with the Consultant for a no-cost time extension to provide final plans, specifications and estimates for the State Highway 365 Project; and

WHEREAS, on February 23, 2016 the Authority has approved Resolution 2016-18 Work Authorization 3 Supplemental 3 to the Professional Service Agreement with L&G Engineering to revise the Plans, Specifications and Estimates to include concrete pavement for the State Highway 365 Segment 2 Project in the amount of \$117,011.65; and

WHEREAS, on June 28, 2016 the Authority has approved Resolution 2016-84 Work Authorization 3 Supplemental 4 to the Professional Service Agreement with L&G Engineering to revise the Final Plans, Specifications and Estimates for the State Highway 365 Segment 2 Project in the amount of \$34,839.78; and

WHEREAS, on June 28, 2016 the Authority approved Resolution 2016-103 Work Authorization 2 Supplemental 3 to the Professional Service Agreement with L&G Engineering for a no-cost time extension to provide the International Boundaries and Water Commission bridge layouts for the 365 Tollway Project; and

WHEREAS, on January 28, 2017 the Authority approved Resolution 2017-04 Work Authorization 3 Supplemental 5 to the Professional Service Agreement with L&G Engineering for Anzalduas Bridge Proposed Illumination for the 365 Tollway Segment 2 Project in the amount of \$27,301.03; and

WHEREAS, on February 28, 2017 the Authority approved Resolution 2017-12 Work Authorization 3 Supplemental 6 to the Professional Service Agreement with L&G Engineering for a no cost time extension; and

WHEREAS, on March 28, 2017 the Authority approved Resolution 2017-33 Work Authorization 2 Supplemental 4 to the Professional Service Agreement with L&G Engineering for a no cost time extension; and

WHEREAS, on October 24, 2017 the Authority approved Resolution 2017-86 Approval of Work Authorization Number 5 to the Professional Service Agreement with L&G Engineering to provide digital cross-section for use as part of the 365 Tollway bid documents in the amount of \$5,470.88; and

WHEREAS, on June 26, 2018 the Authority approved Resolution 2018-26 Approval of Contract Amendment Number 1 to the Professional Service Agreement with L&G Engineering for a no-cost time extension to provide plans, specifications, and estimates for the 365 Tollway Project, Segments 2 & 4; and

WHEREAS, the Authority finds it necessary to approve Resolution 2021-24 Approval of Contract Amendment Number 2 to the Professional Service Agreement with L&G Engineering to increase and the maximum payable amount for Work Authorization Number 6 in the amount of \$22,233.55.

NOW THEREFORE, BE IT RESOLVED, BY THE BOARD OF DIRECTORS OF  
THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY THAT:

- Section 1. The recital clauses are incorporated in the text of this Resolution as if fully restated.
- Section 2. The Board hereby approves Resolution 2021-24 to the Professional Service Agreement with L&G Engineering for Contract Amendment 2 for \$22,233.55 and Work Authorization 6 in the amount of \$440,070.95, for a revised maximum payable amount of \$5,937,334.87; hereto attached as Exhibit A.
- Section 3. The Board hereby authorizes the Executive Director to execute Contract Amendment 2 as approved on July 6, 2021.

\*\*\*\*\*



PASSED AND APPROVED AS TO BE EFFECTIVE IMMEDIATELY BY THE BOARD OF DIRECTORS OF THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY AT A REGULAR MEETING, duly posted and noticed, on the 6<sup>th</sup> of July 2021, at which meeting a quorum was present.

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S. David Deanda, Jr., Chairman

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Ezequiel Reyna, Jr., Secretary/Treasurer

EXHIBIT A

CONTRACT AMENDMENT NO. 2  
TO PROFESSIONAL SERVICE AGREEMENT  
WITH L&G ENGINEERING  
FOR PS&E FOR THE 365 TOLLWAY PROJECT

TO THE AMENDED AND RESTATED  
PROFESSIONAL SERVICE AGREEMENT  
WITH L&G ENGINEERING

**SUPPLEMENTAL AGREEMENT NO. 2**  
**TO PROFESSIONAL SERVICES**  
**AGREEMENT FOR ENGINEERING / DESIGN SERVICES**

**THIS SUPPLEMENTAL AGREEMENT NO 2 TO MAIN CONTRACT** is made pursuant to the terms and conditions of “Attachment A General Provisions Section 6 Supplemental Agreements of that certain Professional Services Agreement for Engineering Design Services” hereinafter identified as the “Agreement,” entered into by and between the Hidalgo County Regional Mobility Authority (Authority), and L&G Consulting Engineers, Inc. (the Engineer).

The following terms and conditions of the Agreement are hereby amended as follows:

**Article II Agreement Period**

This Agreement becomes effective when fully executed by all parties hereto and it shall terminate at the close of business on August 31, 2022.

**Article III Compensation**

The maximum amount payable under this contract amended from \$5,915,101.32 to \$5,937,334.87 (a \$22,233.55 increase) due to inclusion of updated rate sheets in Amended Attachment E-2 and additional scope in Work Authorization No. 6 in the amount of \$440,070.95.

This Supplemental Agreement No. 2 to the Main Contract shall become effective on the date of final execution of the parties hereto. All other terms and conditions of the Agreement not hereby amended are to remain in full force and effect.

**IN WITNESS WHEREOF**, this Supplemental Agreement is executed in duplicate counterparts and hereby accepted and acknowledged below.

**THE ENGINEER**

\_\_\_\_\_  
(Signature)  
\_\_\_\_\_  
(Printed Name)  
\_\_\_\_\_  
(Title)  
\_\_\_\_\_  
(Date)


**THE AUTHORITY**

\_\_\_\_\_  
(Signature)  
Pilar Rodriguez, P.E.  
\_\_\_\_\_  
(Printed Name)  
Executive Director  
\_\_\_\_\_  
(Title)  
\_\_\_\_\_  
(Date)

Amended Attachment E-2 Rate Sheets

Amended  
ATTACHMENT E-2. RATE SHEETS

SPECIFIED RATE / LUMP SUM PAYMENT BASIS

PRIME OR SUBPROVIDER NAME:  <u>L&amp;G Consulting Engineers, Inc.</u>			
Audited Overhead Rate FY 2019			
Labor/Staff Classification	Hourly Base Rate	Contract Rate FY 20	
Senior Project Manager	\$ 82.00	\$	254.20
Right-of-Way Administrator	\$ 63.00	\$	195.30
Engineer - Senior Engineer	\$ 62.50	\$	193.75
Geotechnical Engineer	\$ 56.00	\$	173.60
Senior Environmental Scientist / Specialist	\$ 56.00	\$	173.60
Engineer - Project Engineer	\$ 56.00	\$	173.60
Right-of-Way Negotiator	\$ 43.00	\$	133.30
Senior Engineer Tech	\$ 40.00	\$	124.00
Engineering Lab Manager	\$ 38.00	\$	117.80
Utility Coordinator	\$ 38.00	\$	117.80
Senior Project Inspector	\$ 38.00	\$	117.80
Record Keeper	\$ 32.00	\$	99.20
Project Inspector	\$ 30.00	\$	93.00
Environmental Planner/Specialist	\$ 29.00	\$	89.90
Engineering Tech / GIS	\$ 27.00	\$	83.70
Admin/Clerical	\$ 22.00	\$	68.20
Soil & Aggregate Technician	\$ 22.00	\$	68.20
Concrete Technician	\$ 22.00	\$	68.20
Asphalt Technician	\$ 22.00	\$	68.20
Negotiated Overhead Rate: 176.60%			
Negotiated Profit Rate: 12.00%			
Multiplier: 3.10			
Other Direct Expenses:	Cost:		
Lodging	\$96/night		
Meals	\$55/day		
Mileage	\$0.575/mile		
Car Rental	\$75.00/day		
8 1/2" X 11" copies (B&W)	\$.50/ea		
11" X 17" copies (B&W)	\$.75/ea		
11" X 17" Mylar	\$2.00/ea		
Overnight Mail - Letter Size	\$15.00/Each		
Overnight Mail - Oversized Box	\$38.00/Each		
Air Travel	At Cost		
Direct Labor			100.00%
Overhead Rate			176.60%
1). Direct Labor + Overhead	276.60		276.60%
2). Profit Rate	0.12		12.00%
3). Profit on DL and OH = [1). X 2).] =	33.192	33.192	33.1920
4). Multiplier = [1). + 3).]/100	3.09792	3.09792	3.097920
5). Multiplier = Round to 2 Sig. Digits for Rounding Errors			3.1000

Amended  
ATTACHMENT E-2. RATE SHEETS

SPECIFIED RATE / LUMP SUM PAYMENT BASIS

<b><u>GEOTECHNICAL &amp; CONSTRUCTION MATERIALS TESTING SERVICES</u></b>			
<b>Direct Expenses</b>			
<b><u>Geotechnical Field Services</u></b>			<b><u>2020</u></b>
Mobilization (Drill Rig and Crew)			\$468.56/Day
Stand-By Time			\$206.01/Hr
Texas Cone Penetration Test (Tex-132)			\$5.89/Ea.
Soil Boring / Solid Stem			\$32.97/Lf
Soil Boring / Hollow Stem			\$32.97/Lf
Soil Boring / Mud Rotary			\$32.97/Lf
Support Truck			\$1.75/Mi.
Piezometer / Monitoring Well			<b>By Quote</b>
<b><u>Soil Testing</u></b>			<b><u>2020</u></b>
Determination of Liquid Limit of Soils - Tex-104-E			\$56.38/Ea.
Determination of Plastic Limit of Soils - Tex-105-E			\$56.62/Ea.
Atterberg Limits of Soils - ASTM D 4318/Tex-106-E			\$84.51/Ea.
Bar Linear Shrinkage of Soils - Tex-107-E			\$70.51/Ea.
Particle Size Analysis of Soils (Gradation) - ASTM D 422/Tex-110-E			\$101.59/Ea.
Material Finer #200 Sieve - ASTM D 1140/Tex-111-E			\$70.51/Ea.
Lime Series Testing (PI Relation) - Tex-112-E			\$507.07/Ea.
Lime Series Testing (pH Relation) - Tex-121-E (Part III)			\$549.97/Ea.
Moisture-Density Relationship (TxDOT) - Tex-113-E /Tex-114-E			\$225.54/Ea.
Standard Proctor - ASTM D 698			\$218.35/Ea.
Standard Proctor Soil-Cement - ASTM D 558			\$257.50/Ea.
Modified Proctor - ASTM D 1557			\$225.45/Ea.
Field Density Test (Nuclear) - ASTM D 6938/Tex-115-E			\$25.37/Ea.
Compressive Strength Soil-Cement Cyl. – ASTM D 1633 (Method A)			\$87.55/Ea.
Determination of Soil pH - Tex-128-E			\$91.66/Ea.
Soil-Lime Testing - Tex-121-E (Part I)			\$169.15/Ea.
Resistivity of Soils - Tex-129-E			\$102.54/Ea.
Sulfate Content of Soils - Tex-145-E			\$91.66/Ea.
Texas Wet Ball Mill (Material Quality) - Tex-116-E			\$246.72/Ea.
Triaxial Compression (Dist. Soil & Base) - Tex-117-E			\$371.32/Ea.
Unconfined Compression-Soil - ASTM D 2166			\$52.99/Ea.
Uniaxial Compression-Rock - ASTM D 7012			\$56.52/Ea.
Consolidation Test - ASTM D 2435			\$553.27/Ea.
Organic Content – ASTM D 2974 (Method C)			\$87.55/Ea.
Dispersive Characteristics of Soil (Double Hydrometer) – ASTM D4221			\$154.50/Ea.
Dispersive Characteristics of Soil (Crumb Test) – ASTM D6572			\$56.55/Ea.
Classification Of Dispersive Clay (Pinhole Test) – ASTM D4647			\$154.50/Ea.
<b><u>Coarse &amp; Fine Aggregate Quality Testing</u></b>			<b><u>2020</u></b>
Sieve Analysis (Dry)(4 Sieves) - ASTM C 136/Tex-200-F			\$63.37/Ea.
Sieve Analysis (Washed)(4 Sieve) - ASTM C 136/Tex-200-F			\$76.67/Ea.
Sieve Analysis (Conc. Aggregate)(5 Sieve) - Tex-401-A			\$90.18/Ea.
Sieve Analysis (Additional Sieves) - All Methods			\$14.12/Ea.
Deleterious Material (Coarse Aggr.) - Tex-217-F (Part I)			\$49.34/Ea.
Deleterious Material (Concrete Aggr.) - Tex-413-A			\$49.34/Ea.
Decantation (Coarse Aggr.) - Tex-217-F (Part II)			\$49.34/Ea.
Decantation Test (Fine Aggr. - Conc.) - ASTM C 117/Tex-406-A			\$49.34/Ea.
Specific Gravity/Absorp. (Conc. Aggr) - ASTM C127/Tex-403-A			\$77.44/Ea.
L.A. Abrasion - ASTM C131/ Tex-410-A			\$598.93/Ea.
Soundness (5 Cycle Magnesium Sulfate) - ASTM C 88/Tex-411-A			\$598.93/Ea.
SSD Unit Weight of Aggregates - ASTM C29/Tex-404-A			\$70.51/Ea.

Amended  
ATTACHMENT E-2. RATE SHEETS

SPECIFIED RATE / LUMP SUM PAYMENT BASIS

Percent Voids/Solids in Conc. Aggr. - Tex-405-A			\$14.06/Ea
*(In Conjunction w/ SSD Unit Wt of Aggregates)			
Sand Equivalent - ASTM D 2419/Tex-203-F			\$77.44/Ea.
Specific Gravity / Absorption (Fine Aggr.) - ASTM C 128/Tex -403-A			\$84.52/Ea.
Organic Impurities in Fine Aggregate -ASTM C 87/Tex -408-A			\$49.34/Ea.
Fineness Modulus of Fine Aggregate - Tex-402-A			\$16.92/Ea.
Flat & Elongated Particles (Coarse Aggr.) - Tex-280-F			\$63.65/Ea.
Coarse Aggr. Crushed Face (Coarse Aggr.) - Tex-460-A (Part I)			\$84.87/Ea.
Acid Insoluble of Fine Aggregate - Tex-612-J			\$91.66/Ea.
<b><u>Pavement Testing (Mix &amp; Roadway) / Asphalt Quality</u></b>			<b><u>2019</u></b>
Sieve Analysis (Paving Mix Gradation) - Tex-236-F/Tex-200-F			\$95.48/Ea.
Asphalt Content - Tex-236-F			\$95.48/Ea.
Voids in Mineral Aggr. (VMA) - Tex-207-F			\$116.70/Ea.
Boil Test (Effect of Water on Paving Mix) - Tex-530-C/Tex-531-C			\$91.66/Ea.
Indirect Tensile Strength Test - Tex-226-F			\$636.54/Ea.
Moisture Content (Paving Mix) - Tex-212-F (Part II)			\$15.91/Ea.
Lab Molded Density - Tex-207-F			\$84.87/Ea.
Hamburg Wheel Tracker - Tex-242-F			\$954.81/Ea.
Field Coring – ACP Thickness - ASTM D 3549			\$70.51/Ea.
Pavement Thickness Det. (Full Depth) - ASTM D 3549			\$93.83/Ea.
Density of Cores (4 or 6 inch) (Set of 2) - Tex-207-F			\$77.49/Ea.
In-Place Air Voids - Tex-207-F			\$26.52/Ea.
Maximum Theoretical SPG (Rice Gravity) - Tex-227-F			\$95.48/Ea.
Extraction/Sieve Analysis/Asphalt Content - Tex-210-F/Tex-200-F			\$246.63/Ea.
Asphalt Rolling Pattern (Nuclear Method) - Tex-207-F (Part IV)			\$42.29/Ea.
Segregation Profile - Tex-207-F (Part V)			\$318.27/Ea.
Joint Density - Tex-207-F (Part VII)			\$318.27/Ea.
Tack Coat Adhesion - Tex-243-F			\$106.09/Ea.
Thermal Profile - Tex-244-F			\$185.66/Ea.
Ride Quality - Tex-1001-S			<b>By Quote</b>
<b><u>Pavement Investigation (All Inclusive – QA Verification Field Sample) ~</u></b>			
Includes Core Exist. Asphalt for Thick. Perform Caliche Base Thick., Sieve Analysis & P.I., Stabilized Subgrade Thickness & P.I			\$528.41/Ea.
<b><u>Concrete/Masonry Field &amp; Laboratory Testing</u></b>			<b><u>2020</u></b>
Temperature Test (Fresh Mix Conc.) – ASTM C 1064/Tex-422-A			No Charge
Slump Test - ASTM C 143/Tex-415-A			No Charge
Air Content (Pressure Method) - ASTM C 231/Tex-416-A			\$25.32/Ea.
Air Content (Volumetric) - ASTM C 173			\$28.18/Ea.
Casting of Concrete Cylinders - ASTM C 31/Tex-447-A			No Charge
Cylindrical Specimen Prep./Hold/Cure - ASTM C 192/ Tex-447-A			\$12.73/Ea.
Compressive Strength of Cyl. Specimen - ASTM C 39/Tex-418-A			\$16.89/Ea.
Casting of Grout Prisms - ASTM C 1019			No Charge
Grout Prism Prep./Cure/Comp. Strength - ASTM C 39			\$35.26/Ea.
Casting of Mortar Cubes - ASTM C 780			No Charge
Mortar Cube Prep./Cure/Comp. Strength - ASTM C 109			\$34.45/Ea.
Masonry Unit Prep. /Comp. Str. (Set of 3) - ASTM C 140			\$246.56/Ea.
Masonry Unit SPG/Abs./Unit Wt. (Set of 3) - ASTM C 140			\$246.56/Ea.
*(In Conjunction w/ Field Inspection)			
<b><u>Miscellaneous Testing</u></b>			<b><u>2020</u></b>
Drilled Shaft Slurry Density - Tex-130-E (Part II)			\$26.52/Ea.
Drilled Shaft Slurry Sand Content - Tex-130-E (Part III)			\$21.22/Ea.
Drilled Shaft Slurry Viscosity - Tex-130-E (Part IV)			\$26.53/Ea.
<b><u>Engineering Review, Evaluation, Management &amp; Administration</u></b>			<b><u>2020</u></b>
Test Report			\$25.03/Ea.

Amended  
ATTACHMENT E-2. RATE SHEETS

SPECIFIED RATE / LUMP SUM PAYMENT BASIS

The specific hourly rate within each classification listed under Labor/Staff Classification depends on the experience, training and qualifications of the personnel. A two (2) hour minimum billing at the applicable rate will be assessed per visit to project site.			
Services provided on Saturday, Sunday and all work in excess of "normal" work hours will be invoiced at an overtime rate 1.5 times the applicable rate for the work performed. The cost of services is based upon the assumption that services will be provided during "normal" working hours. Normal working hours are between 7:00 a.m. and 6:00 p.m., Monday through Friday.			
All other project specific, third-party costs will be charged at cost plus 10 percent.			
Contract Rates include labor, overhead, and profit.			
All rates are negotiated rates and are not subject to change or adjustment except as shown above.			
<b>For Specified Rate Payment Basis</b> - Contract rates to be billed. Documentation of hours required. Rates billed should correspond to the fiscal or calendar year, if applicable, in which the hours were worked. If rates by year are included, the rates for the last year shown apply to all later years. If only one set of rates is included, with no year designation, the rates shown apply to all later years.			
<b>For Lump Sum Payment Basis</b> - Physical percent complete to be billed. Documentation of hours not required. Any staffing or other direct expense classification included in the contract, but not in a work authorization, is not eligible for payment under that work authorization.			

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Item 1C

## HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY

### AGENDA RECOMMENDATION FORM

BOARD OF DIRECTORS	<u>  X  </u>	AGENDA ITEM	<u>  1C  </u>
PLANNING COMMITTEE	<u>          </u>	DATE SUBMITTED	<u>  07/01/21  </u>
FINANCE COMMITTEE	<u>          </u>	MEETING DATE	<u>  07/06/21  </u>
TECHNICAL COMMITTEE	<u>          </u>		

1. Agenda Item: **RESOLUTION 2021-27 – APPROVAL OF THE FINANCIAL ASSISTANCE AGREEMENT BETWEEN THE TEXAS DEPARTMENT OF TRANSPORTATION AND THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY FOR A GRANT TO BE USED IN THE CONSTRUCTION OF THE 365 TOLLWAY PROJECT**
2. Nature of Request: (Brief Overview) Attachments:   X   Yes      No  
Approving Resolution 2021-27 – Approving the FAA between TxDOT and the HCRMA for a grant to be used in the construction of the 365 Tollway Project.
3. Policy Implication: Board Policy, Local Government Code, Texas Government Code, Texas Transportation Code, TxDOT Policy
4. Budgeted:      Yes      No   X   N/A
5. Staff Recommendation: **Motion to approve Resolution 2021-27 – Approval of the Financial Assistance Agreement between the Texas Department of Transportation and the Hidalgo County Regional Mobility Authority for a grant to be used in the construction of the 365 Tollway Project, as presented.**
6. Program Manager's Recommendation:      Approved      Disapproved   X   None
7. Planning Committee's Recommendation:      Approved      Disapproved   X   None
8. Board Attorney's Recommendation:   X   Approved      Disapproved      None
9. Chief Auditor's Recommendation:      Approved      Disapproved   X   None
10. Chief Financial Officer's Recommendation:      Approved      Disapproved   X   None
11. Chief Development Engineer's Recommendation:      Approved      Disapproved   X   None
12. Chief Construction Engineer's Recommendation:      Approved      Disapproved   X   None
13. Executive Director's Recommendation:   X   Approved      Disapproved      None

HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY  
BOARD RESOLUTION No. 2021-27

APPROVAL OF THE FINANCIAL ASSISTANCE AGREEMENT  
BETWEEN THE TEXAS DEPARTMENT OF TRANSPORTATION  
AND THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY  
FOR A GRANT TO BE USED IN THE CONSTRUCTION OF THE 365  
TOLLWAY PROJECT

THIS RESOLUTION is adopted this 6<sup>th</sup> day of July, 2021 by the Board of Directors of the Hidalgo County Regional Mobility Authority.

WHEREAS, the Hidalgo County Regional Mobility Authority (the “Authority”), acting through its Board of Directors (the “Board”), is a regional mobility authority created pursuant to Chapter 370, Texas Transportation Code, as amended (the “Act”); and

WHEREAS, on November 17, 2005, the Texas Transportation Commission (the “Commission”) created the Authority pursuant to (i) the Act; (ii) Title 43, Texas Administrative Code; (iii) a petition of the Hidalgo County Commissioners Court (the “County”); and (iv) findings by the Commission that the creation of the Authority would result in certain direct benefits to the State of Texas (the “State”), local governments, and the traveling public and would improve the State’s transportation system; and

WHEREAS, the Commission determined that the Authority would benefit the State by constructing needed roadway projects as identified by the County, including the approximately 104-mile Hidalgo County Loop (the “Loop System”) and the US 83 La Joya Relief Route; and

WHEREAS, the Authority has identified an independent project suitable for initial development under the Loop System: State Highway 365 from FM 396/Anzalduas Highway to US 281/Military Highway and the US 281/Military Highway Overpass at San Juan Road, including the reconstruction and widening of US 281/Military Highway from 0.45 mile east of SP 600 to FM 2557/Stewart Road, with a new grade separated interchange at SH 365/US 281 Intersection; and

WHEREAS, Section 228.011, Texas Transportation Code, provides for local toll project entities, including the Authority, to develop toll projects and Sections 201.103 and 222.052 of the Code establish that the State shall design, construct and operate a system of highways in cooperation with local governments; and

WHEREAS, on April 29, 2010, by Minute Order 112250, the Texas Transportation Commission designated the Project and on July 27, 2010, by Resolution 2010-17, the Authority asserted its option to develop the Project; and

WHEREAS, by Minute Order 112391, the Commission, and by Resolution Number 2010-55, the Authority entered into that certain agreement for pass-through financing for the Project, pursuant to the provisions of Section 222.104 of the Texas Transportation Code; and

WHEREAS, by Resolution 2014-88, the Authority revised its strategic plan with regard to the Project, changing the boundaries of the Project as well as the proposed funding plan;

WHEREAS, by Minute Order 11320, the Commission canceled the pass-through funding agreement for the Project in order to restructure the designated scope of and funding for the Project to reflect revisions to the Authority's strategic plan;

WHEREAS, by Resolution 2015-01, the Authority approved the Project Development, Operation, and Maintenance Agreement between the Texas Department of Transportation and the Hidalgo County Regional Mobility Authority for the State Highway 365 project; and

WHEREAS, on June 22, 2021, by Resolution 2021-18, the Board approved the First Amendment to the Project Development, Operation, and Maintenance Agreement between the Texas Department of Transportation and the Hidalgo County Regional Mobility Authority for the 365 Tollway Project; and

WHEREAS, on June 30, 2021, by Minute Order \_\_\_\_\_, the Texas Transportation Commission approved the Financial Assistance Agreement between the Texas Department of Transportation and the Hidalgo County Regional Mobility Authority for a grant in the amount of \$27,000,000 to be used in the construction of the 365 Tollway Project ; and

WHEREAS, the Board finds it to be in the best interest of the Authority and Hidalgo County to enter into a Financial Assistance Agreement for construction of the 365 Tollway Project.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF  
DIRECTORS OF THE HIDALGO COUNTY REGIONAL MOBILITY  
AUTHORITY THAT:

Section 1. The recital clauses are incorporated in the text of this Resolution as if fully restated.

Section 2. The Board hereby approves the Financial Assistance Agreement between the Texas Department of Transportation and the Hidalgo County Regional Mobility Authority for a grant in the amount of \$27,000,000 to be used in the construction of the 365 Tollway Project, attached hereto in substantially final form as Exhibit A.

Section 3. The Board authorizes the Executive Director to execute the Financial Assistance Agreement between the Texas Department of Transportation and the Hidalgo County Regional Mobility Authority.

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PASSED AND APPROVED AS TO BE EFFECTIVE IMMEDIATELY BY THE BOARD OF DIRECTORS OF THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY AT A REGULAR MEETING on the 6<sup>th</sup> day of July, 2021, at which meeting a quorum was present.

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S. David Deanda, Jr., Chairman

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Ezequiel Reyna, Jr., Secretary/Treasurer

EXHIBIT A

APPROVAL OF THE FINANCIAL ASSISTANCE AGREEMENT BETWEEN THE  
TEXAS DEPARTMENT OF TRANSPORTATION AND THE HIDALGO COUNTY  
REGIONAL MOBILITY AUTHORITY FOR A GRANT TO BE USED IN THE  
CONSTRUCTION OF THE 365 TOLLWAY PROJECT

## **FINANCIAL ASSISTANCE AGREEMENT**

### **TEXAS DEPARTMENT OF TRANSPORTATION GRANT TO THE HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY FOR CONSTRUCTION OF THE 365 TOLLWAY PROJECT**

This Agreement is made by and between the Texas Department of Transportation, an agency of the State of Texas ("TxDOT"), and Hidalgo County Regional Mobility Authority, a political subdivision of the State of Texas ("HCRMA"), for the purpose of providing financial assistance in the form of a grant in the amount of up to \$27,000,000 to pay certain costs of constructing a toll project in Hidalgo County, consisting of the construction of a controlled access toll facility from FM 396 (Anzalduas Highway) and extending east and south to US 281, a distance of approximately 12.2 miles, as depicted in Exhibit "A" to this Agreement (the "365 Tollway Project").

#### **RECITALS**

The parties acknowledge the following:

- A. The Texas Department of Transportation (TxDOT) and the Hidalgo County Regional Mobility Authority (HCRMA) have been proceeding with the development of projects within the State Highway (SH) 365 corridor in Hidalgo County. As planned, the SH 365 project included the construction of three segments, comprised of both toll and non-toll improvements. Segments 1 and 2 included the construction of toll road improvements from FM 396 (Anzalduas Highway) eastward to FM 3072, approximately 0.9 miles west of FM 2557, and then southward to US 281 (Military Highway). Segment 3, which constitutes US 281 and the Border Safety Inspection Facility (BSIF) Connector, includes the construction of non-toll highway improvements to US 281 (Military Highway) from 0.45 mile east of Spur 600 (Cage Blvd.) to FM 2557 (Stewart Rd.), and construction of non-toll highway improvements called the BSIF Connector from Spur 29 (S. Veterans Drive) to US 281 (Military Highway) below the San Juan Road overpass.
- B. On April 29, 2010, the Texas Transportation Commission (Commission), by Minute Order No. 112250, designated the limits of State Highway 365 along a new location in Hidalgo County, with the initial limits of the project from FM 1016, 1.7 miles south of US 83, eastward to FM 3072, 0.9 miles west of FM 2557, a distance of approximately 12.73 miles.
- C. On July 26, 2012, the Commission, by Minute Order 113199, amended Minute Order 112250 by extending the limits of the SH 365 designation from FM 1016, 1.7 miles south of US 83, eastward to FM 3072, approximately 0.9 miles west of FM 2557, and then southward to US 281 (Military Highway), a distance of approximately 14.31 miles.
- D. TxDOT and the HCRMA, pursuant to former Section 228.0111 of the Transportation Code, agreed on market valuation business terms for the Trade Corridor Connector ("TCC") project, which included Segments 1 and 2 of the SH 365 project, and the HCRMA, in Board Resolution No. 2010-38, adopted on July 27, 2010, exercised its option to develop the project. In Board Resolution No. 2016-73, adopted on May 17, 2016, the HCRMA exercised its option to

develop the project pursuant to Texas Transportation Code §373.052, which superseded the Authority's exercise of its option to develop the project in Resolution 2010-38. In Board Resolution No. 2020-21, adopted August 25, 2020, the HCRMA reasserted its primacy and exercised its option to develop the 365 Tollway Project, a toll project within the limits of Segments 1 and 2 of the SH 365 project.

- E. The HCRMA is proceeding with plans to construct the 365 Tollway Project. The 365 Tollway Project consists of the construction of a controlled access toll facility from FM 396 (Anzalduas Highway) and extending east and south to US 281, a distance of approximately 12.2 miles. In a separate project, HCRMA is reconstructing and widening US 281 as a non-tolled facility from 0.45 mile east of SP 600 to FM 2557 (Stewart Road). On May 28, 2015 and June 25, 2015, the commission passed Minute Order 112605 and Minute Order 114288, approving a request for financial assistance from HCRMA in an amount up to \$127,935,862 for construction costs associated with Segments 1 and 2 of the SH 365 project.
- F. On June 30, 2016, in Minute Order 114625, the Commission rescinded the state highway system designation of SH 365 from FM 1016, 1.7 miles south of US 83, eastward to FM 3072, approximately 0.9 miles west of FM 2557, and then southward to US 281 (Military Highway), a distance of approximately 14.31 miles.
- G. On October 18, 2016, HCRMA and TxDOT entered into a financial assistance agreement for \$127,935,862 to be used on a reimbursement basis for costs associated with construction for the 365 Tollway project.
- H. Transportation Code §370.301 authorizes TxDOT to provide for or contribute to the payment of costs of the design, financing, construction, operation, or maintenance of a turnpike project by a regional mobility authority (RMA) on terms agreed to by TxDOT and the RMA. Transportation Code §222.103 authorizes TxDOT to participate, by spending money from any available source, in the acquisition, construction, maintenance, or operation of a toll facility of a public or private entity on terms and conditions established by the Commission.
- I. Pursuant to Transportation Code §222.103, the Commission adopted Title 43, Texas Administrative Code, §§27.50-27.58 (financial assistance rules) to prescribe conditions for the commission's financing of a toll facility of a public or private entity.
- J. In accordance with Section 27.53 of the financial assistance rules, the HCRMA has submitted a request for \$27,000,000 in financial assistance, in the form of a grant, to cover certain costs of constructing the 365 Toll Project. The HCRMA proposes to expend its own funds to pay actual eligible expenses and seek reimbursement from TxDOT from the financial assistance. The information and data required by Section 27.53 is either contained in the request for financing, is already in TxDOT's possession, or may be waived.
- K. In accordance with Sections 27.53 and 27.54(a) of the financial assistance rules, the commission, in Minute Order 116038 dated June 30, 2021, granted preliminary and final approval of financial assistance in the amount of \$27,000,000, in the form of a grant, to pay for only the costs of constructing the 365 Tollway Project.



- L. In Resolution No. [REDACTED] adopted on [REDACTED] (Exhibit “B”), the HCRMA approved the terms of financial assistance and authorized the execution of this Agreement with TxDOT.

## **AGREEMENT**

In light of the foregoing recitals, and for good and other valuable consideration, the parties agree as follows:

1. Use of Grant Funds.

a. TxDOT will provide financial assistance to HCRMA, in the form of a grant, in an amount not to exceed \$27,000,000 (the “Grant”), to be provided on a reimbursement basis, to be used for construction costs of the 365 Tollway Project in accordance with this Agreement. The financial assistance may not be used for purchase of right-of-way or other development costs. This financial assistance is committed by TxDOT and is not subject to future discretionary actions of TxDOT or the Commission; provided, however, HCRMA acknowledges and agrees that TxDOT's obligation to make any disbursements of the Grant occurring after the end of the current fiscal biennium of the State of Texas (August 31, 2021) shall be subject in each case to the appropriation by the Texas Legislature of funds for such purposes. Any "non-appropriation" by the Texas Legislature as described in the preceding sentence shall not constitute a default by TxDOT under this Agreement. The parties recognize that this funding commitment is an integral part of the overall plan of finance for the 365 Tollway Project.

b. 365 Tollway Project costs paid by or reimbursed to HCRMA using funds granted under this Agreement shall be paid or reimbursed in accordance with applicable policies of HCRMA, the Financial Assistance Rules, and other applicable state and federal laws, including the applicable requirements of OMB Circular A-87 (now at 2 CFR Part 225 - Cost Principles for State, Local, and Indian Tribal Governments).

2. Availability of Grant Funds. All Grant funds governed by this Agreement that have not been provided to HCRMA as of the effective date of this Agreement are available for disbursement by TxDOT, provided that HCRMA is in compliance with the terms of this Agreement and all prerequisites for the disbursement of funds are satisfied, including authorizations for the use of federal funds by the Federal Highway Administration.

3. Disbursement of Grant Funds.

a. HCRMA will deliver to TxDOT prior to each disbursement a certificate in which HCRMA accounts for all Grant funds disbursed under this agreement and certifies that the disbursement, when added to the amount of all prior disbursements under this Agreement, will not exceed the total amount of funding authorized under this Agreement.

b. Funds to be made available pursuant to this Agreement shall be disbursed within thirty (30) days of receipt and formal acceptance by TxDOT of a request for reimbursement from HCRMA in a format acceptable to TxDOT which complies with the requirements in this Agreement and which shall also include the following:

- i. the amount requested;
- ii. a description of the use of the funds requested; and
- iii. copies of proposals, invoices, fee statements, or other documentation showing the intended use of the funds requested.

c. TxDOT shall have the right to deny all or part of a request for funds proposed to be used for purposes not authorized by this Agreement or due to a lack of adequate documentation. In either event, HCRMA will have the right to submit additional information to clarify the use of funds requested or to provide any missing documentation. The parties will use their best efforts to resolve any disputes over the requested use of funds in a manner which recognizes the need for HCRMA to advance the 365 Tollway Project and meet its obligations.

d. HCRMA shall submit to TxDOT an annual budget of 365 Tollway Project costs payable from the Grant funds for the upcoming fiscal year of HCRMA that includes monthly estimates of expenditures, such budget and cash flows to be in a form and in sufficient detail as may be reasonably required by TxDOT (the "Budget"). If HCRMA determines that it will incur costs that were not included in the Budget, HCRMA shall provide a revised Budget to TxDOT.

e. TXDOT has thirty (30) calendar days from receipt of a revised Budget to notify HCRMA in writing of TXDOT's approval of the revised Budget. Failure to notify HCRMA of approval or disapproval of the Budget within thirty (30) calendar days shall be considered deemed approval of the Budget. Budget approval by TXDOT is conditioned on verification by TXDOT that the anticipated Grant disbursements can be made in the anticipated timeframe.

f. If TXDOT disapproves the revised Budget it shall specify, in writing (issued within the initial thirty (30) calendar day review period) the reasons for disapproval. HCRMA may resubmit the revised Budget in a manner which addresses the issues raised by TXDOT. TXDOT shall have ten (10) business days from receipt of the resubmittal to review and approve, or disapprove, of the resubmittal. If TXDOT disapproves the resubmittal, it shall specify, in writing (issued within the ten (10) business day review period) the reasons for disapproval. Additional resubmittals will be processed in the same manner.

g. To the extent funds disbursed hereunder are utilized to procure tangible work product consistent with the authorized purposes under this Agreement, TxDOT shall have the right to review such work product as a condition to making a requested disbursement.

4. Reporting Requirements. HCRMA shall provide the following information to TXDOT within the time frames prescribed herein:

- a. a Budget, no later than three months prior to the start of HCRMA's fiscal year;
- b. HCRMA's annual audited financial statements, no later than thirty (30) days after acceptance of the statements by HCRMA's Board of Directors;

c. if applicable, any other annual financial information and notices of material events disclosed under Rule 15c2-12 of the United States Securities and Exchange Commission relating to any publicly-offered financing for the 365 Tollway Project, no later than ten (10) days after disclosure; and

d. a written report detailing specific expenditures made or reimbursed with Grant disbursements during the previous Fiscal Year, no later than thirty (30) days after the end of the Fiscal Year.

e. HCRMA will maintain transaction level expenditure information relating to expenditures paid or reimbursed with funds provided under this Agreement, and will provide, on a quarterly basis, a written report prepared by its General Engineering Consultant detailing the status of the 365 Tollway Project construction and the specific use of the granted funds during the previous quarter, including without limitation the use of those funds to reimburse costs incurred in anticipation of the receipt of those funds.

5. Notices and Communications.

a. All notices and other communications to either party under this Agreement shall be delivered personally, sent by email followed by a hard copy sent by U.S. mail, sent by overnight mail or courier service, or sent by certified U.S. mail, to the addresses set forth in subsections (b) and (c) of this section.

b. All notices or other communications to TxDOT shall be delivered to the following address or as otherwise directed by TxDOT:

Texas Department of Transportation  
Project Finance, Debt, and Strategic Contracts Division  
125 E. 11th Street  
Austin, TX 78701  
Attn: Director, Project Finance, Debt, and Strategic Contracts Division  
Email: Benjamin.Asher@txdot.gov

with copies mailed to:

Texas Department of Transportation  
Attn: General Counsel Division  
125 East 11th Street  
Austin TX 78701-2483

c. All notices or other communications to HCRMA shall be delivered to the following address or as otherwise directed by HCRMA:

Hidalgo County Regional Mobility Authority

Attn: Executive Director  
118 S. Cage Blvd, 4th Floor  
Pharr, Texas 78577  
Email address: prodriguez@HCRMA.net

With a copy to:  
Hidalgo County Regional Mobility Authority  
Attn: Chief Financial Officer  
118 S. Cage Blvd, 4th Floor  
Pharr, Texas 78577  
Email address: jcastillo@HCRMA.net

d. All personally delivered notices or other communications shall be deemed received on the date so delivered. Any notice or other communication by email shall be deemed received on the date of confirmation of receipt of the email, provided such communication is also deposited in the U.S. mail. All notices or other communications delivered by overnight mail or courier service shall be deemed received on the date shown on the receipt of private carrier or courier service.

7. Compliance With Laws.

a. Each party will comply with applicable state and federal law in the performance of their obligations under this Agreement and any other agreements executed by the parties in relation to the 365 Tollway Project.

b. TxDOT or the Texas State Auditor may conduct an audit or investigation of any aspect of the Grant. HCRMA must provide TxDOT or the Texas State Auditor with access to any information TxDOT or the Texas State Auditor consider relevant to the investigation or audit. An audit by either TxDOT or the Texas State Auditor can include, but is not limited to, any contract for the performance of work authorized by this Agreement. Additionally, HCRMA will maintain its books and records relating to the 365 Tollway Project and the financial assistance provided under this Agreement in accordance with the requirements of 43 Texas Administrative Code §27.55(b)(2), and will comply with the audit, retention, and other requirements relating to records regarding the 365 Tollway Project in 43 Texas Administrative Code §27.55(b). Generally Accepted Accounting Principles (GAAP) will be followed. "GAAP" means those principles of accounting promulgated by the Financial Accounting Standards Board, the Governmental Accounting Standards Board or the standards of the Office of Management and Budget Circular A-133, Audits of States, Local Government and Non-profit Organizations, as applicable, or which have other substantial authoritative support and are applicable in the circumstances as of the date of a report, as such principles are from time to time supplemented and amended.

c. HCRMA shall comply with all environmental permits, issues and commitments necessary for development, construction, operation, or maintenance of the 365 Tollway Project.

8. Project Completion, Default, Remedies, and Indemnity

a. In the event HCRMA is not able to complete the 365 Tollway Project as described in Exhibit "A" then: (i) HCRMA shall return to TxDOT all funds that were disbursed to HCRMA under this Agreement; and (ii) HCRMA shall retain ownership of all work product associated with the 365 Tollway Project procured with funds disbursed under this Agreement.

b. If HCRMA defaults in the performance of any obligation described in this Agreement, TxDOT may exercise any rights and remedies granted by law or this Agreement.

c. **TO THE EXTENT PERMITTED BY LAW, HCRMA HEREBY INDEMNIFIES AND HOLDS TXDOT, ITS OFFICERS, DIRECTORS, EMPLOYEES, AGENTS, AND ADVISORS OF ANY OF THE FOREGOING PERSONS (EACH SUCH PERSON BEING CALLED AN "INDEMNITEE") AGAINST, AND HOLD EACH INDEMNITEE HARMLESS FROM AND AGAINST ANY AND ALL CLAIMS, DAMAGES, LOSSES, LIABILITIES, COSTS OR EXPENSES (INCLUDING REASONABLE FEES, CHARGES AND DISBURSEMENTS OF COUNSEL OF THE INDEMNITEE'S CHOICE) WHICH SUCH INDEMNITEE MAY INCUR OR WHICH MAY BE CLAIMED AGAINST SUCH INDEMNITEE BY ANY PERSON OR ENTITY:**

**1) BY REASON OF ANY INACCURACY OR ALLEGED INACCURACY IN ANY MATERIAL RESPECT, OR ANY UNTRUE STATEMENT OR ALLEGED UNTRUE STATEMENT OF ANY MATERIAL FACT, CONTAINED IN CONTINUING DISCLOSURE DOCUMENTATION FILED BY OR ON BEHALF OF HCRMA OR IN ANY FUTURE OFFERING DOCUMENT OR ANY AMENDMENT OR SUPPLEMENT THERETO, OR BY REASON OF THE OMISSION OR ALLEGED OMISSION TO STATE THEREIN A MATERIAL FACT NECESSARY TO MAKE SUCH STATEMENTS, IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH THEY WERE MADE, NOT MISLEADING, IN EACH CASE TO THE EXTENT SUCH STATEMENTS AND FACTS RELATE TO HCRMA OR THE 365 TOLLWAY PROJECT; PROVIDED THAT, TO THE EXTENT ANY STATEMENTS OR FACTS DO NOT RELATE TO HCRMA OR THE 365 TOLLWAY PROJECT, ARE OTHERWISE KNOWN, FOLLOWING REASONABLY DILIGENT INQUIRY, TO HCRMA AND HAVE BEEN PROVIDED OR APPROVED BY HCRMA FOR INCLUSION THEREIN; OR**

**2) BY REASON OF OR IN CONNECTION WITH THE EXECUTION, DELIVERY OR PERFORMANCE BY HCRMA OF ANY LOAN DOCUMENT OR ANY AGREEMENT, INSTRUMENT OR TRANSACTION CONTEMPLATED THEREBY; OR**

**3) BY REASON OF ANY BREACH BY HCRMA OF ANY REPRESENTATION, WARRANTY, COVENANT, TERM OR CONDITION IN, OR THE OCCURRENCE OF AN EVENT OF DEFAULT UNDER, THIS AGREEMENT, INCLUDING ALL REASONABLE FEES AND EXPENSES RESULTING FROM THE SETTLEMENT OR DEFENSE OF ANY CLAIMS OR LIABILITIES ARISING AS A RESULT OF ANY SUCH BREACH OR DEFAULT; OR**

4) **BY REASON OF ANY ACTUAL OR ALLEGED PRESENCE OR RELEASE OF A HAZARDOUS SUBSTANCE ON OR FROM THE 365 TOLLWAY PROJECT, OR ANY LIABILITY IN RESPECT OF ANY ENVIRONMENTAL CLAIM RELATED TO THE 365 TOLLWAY PROJECT; OR**

5) **BY REASON OF ANY ACTUAL CLAIM, LITIGATION, INVESTIGATION OR PROCEEDING RELATING TO ANY OF THE FOREGOING, WHETHER BASED ON CONTRACT, TORT OR ANY OTHER THEORY AND REGARDLESS OF WHETHER ANY INDEMNITEE IS A PARTY THERETO;**

**PROVIDED THAT THE INDEMNITIES IN THIS SECTION SHALL NOT, AS TO ANY INDEMNITEE, BE AVAILABLE TO THE EXTENT THAT SUCH LOSSES, CLAIMS, DAMAGES, LIABILITIES OR RELATED EXPENSES ARE DETERMINED BY A COURT OF COMPETENT JURISDICTION BY FINAL AND NONAPPEALABLE JUDGMENT TO HAVE RESULTED FROM THE NEGLIGENCE, BAD FAITH OR WILLFUL MISCONDUCT OF SUCH INDEMNITEE.**

9. Miscellaneous

a. No provision of this Agreement shall be construed against or interpreted to the disadvantage of any party by any court or other governmental or judicial authority by reason of such party having or being deemed to have drafted, prepared, structured, or dictated such provision.

b. The signatories to this Agreement warrant that each has the authority to enter into this Agreement on behalf of the party represented.

c. This Agreement does not constitute TxDOT approval of the 365 Tollway Project or TxDOT approval for HCRMA to construct the 365 Tollway Project.

10. Effective Date. This Agreement shall be effective as of the date on which the last party to execute this Agreement does so.

11. Termination.

a. This Agreement may be terminated by written agreement of the parties.

b. If HCRMA fails to issue toll revenue bonds and execute a construction contract by May 1, 2022, the financial assistance may not be disbursed and this Agreement shall automatically terminate unless this deadline is extended by TxDOT at its sole discretion.

c. If this Agreement is terminated, neither party shall have any obligation to the other pursuant to such agreement except as provided for in Section 12 below.

12. Survival. The obligation of a party related to any losses, costs, expenses, penalties, claims, and liabilities due to the activities of a party, or any agent, employee, official, or contractor of a party shall survive the termination of the Financial Assistance Agreement to the extent provided for in any agreement giving rise to such obligation.

**IN WITNESS WHEREOF**, TxDOT and HCRMA have executed this Agreement in four multiple counterparts on the dates shown herein below.

**HIDALGO COUNTY REGIONAL  
MOBILITY AUTHORITY**

**TEXAS DEPARTMENT OF  
TRANSPORTATION**

By: \_\_\_\_\_  
Pilar Rodriguez, P.E.  
Executive Director

By: \_\_\_\_\_  
Marc D. Williams, P.E.  
Executive Director

Date: \_\_\_\_\_

Date: \_\_\_\_\_

# EXHIBIT A

## MAP OF PROJECT

### Project Description:

The 365 Tollway Project (within the limits of Segments 1 and 2 of the SH 365 project) includes the construction of a controlled access toll facility from FM 396 (Anzalduas Highway) and extending east and south to US 281, a distance of approximately 12.2 miles.

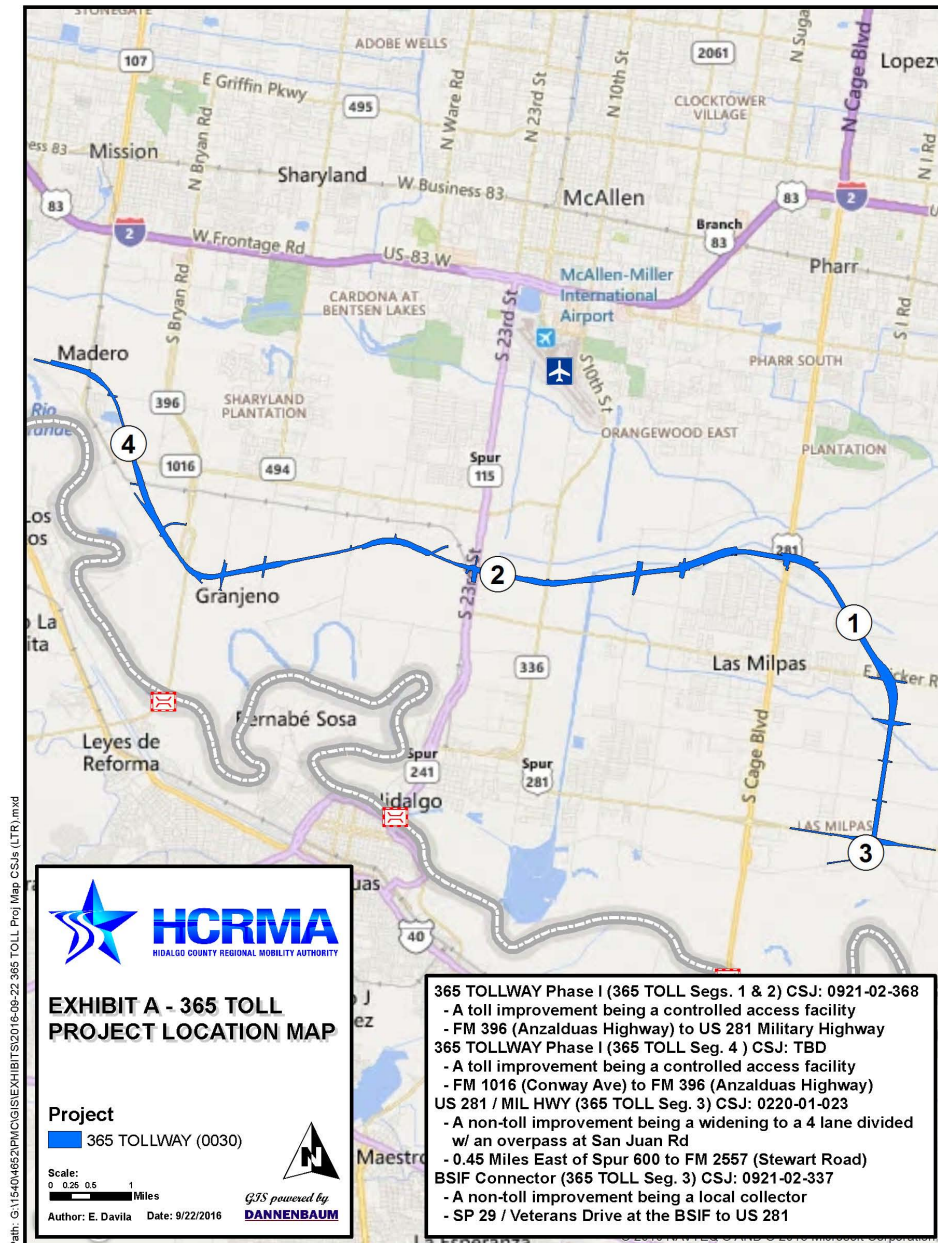




EXHIBIT B  
HIDALGO COUNTY REGIONAL MOBILITY AUTHORITY  
RESOLUTION