

TEXAS TRANSPORTATION COMMISSION

All Counties

MINUTE ORDER

Page 1 of 2

All Districts

Pursuant to Minute Order 110081, dated May 4, 2005 (authorizing minute order), the Texas Transportation Commission (commission) has approved a Master Resolution Establishing the Texas Transportation Commission Mobility Fund Revenue Financing Program, as subsequently amended (master resolution), to establish a revenue financing program (mobility fund revenue financing program) pursuant to which the commission may issue obligations including bonds, notes and other public securities and execute credit agreements secured by and payable from a pledge of and lien on all or part of the moneys in the mobility fund. Under such master resolution, the commission has approved eight supplemental resolutions to the master resolution which authorized the issuance of twelve series of Texas Transportation Commission State of Texas General Obligation Mobility Fund Bonds.

The commission has previously issued its \$150 million "Texas Transportation Commission State of Texas General Obligation Mobility Fund Bonds, Series 2006-B (Multi-Mode Bonds)" (Series 2005-B Bonds) pursuant to the fifth supplemental resolution of the master resolution (fifth supplement).

Under the fifth supplement, Series 2006-B Bonds are authorized to be tendered for purchase from time to time by the purchasers pursuant to the provisions of the fifth supplement and the commission must maintain a liquidity agreement with a liquidity provider to pay the purchase price of tendered bonds in the event the Series 2006-B Bonds are not remarketed by the remarketing agent.

As part of the ongoing management of the mobility fund revenue financing program, the commission has been requested to consider several actions with respect to the Series 2006-B Bonds to be approved by the chief financial officer which shall be designated for purposes of the fifth supplement to include the chief financial officer of the Texas Department of Transportation (department) or the Director, Project Finance, Debt and Strategic Contracts Division.

The Series 2006-B Bonds current liquidity agreement with California Public Employees' Retirement System and State Street Bank and Trust Company expires December 13, 2016 and the commission must take action to replace or extend such liquidity prior to the expiration date.

The department has determined that the Texas Comptroller of Public Accounts (comptroller) meets the requirements of the fifth supplement to act as the liquidity provider and should be selected as the liquidity provider for the Series 2006-B Bonds pursuant to the terms of the fifth supplement and a liquidity agreement between the commission and the comptroller, substantially in the form provided, with such changes as approved by the chief financial officer.

In the event the department cannot reach an agreement with the comptroller, the department is authorized to proceed with execution of a liquidity agreement with any other liquidity provider that meets the qualifications and cost structure that provides the next best value and terms for the mobility fund revenue financing program as determined by the chief financial officer.

In connection with the replacement of the liquidity provider the department must effectuate a mandatory tender and remarketing of the Series 2006-B Bonds and the remarketing memorandum has been prepared for distribution by the remarketing agent in connection with the remarketing.

The Securities and Exchange Commission (SEC) has adopted certain changes to Rule 15c2-12 regarding continuing disclosure for municipal securities which are applicable to the remarketing of the Series 2006-B Bonds as set forth in the continuing disclosure undertaking.

TEXAS TRANSPORTATION COMMISSION

All Counties

MINUTE ORDER

Page 2 of 2

All Districts

IT IS THEREFORE ORDERED by the commission that the chief financial officer, on behalf of the commission, is authorized and directed to take such action necessary to replace the liquidity provider with respect to the Series 2006-B Bonds, including obtaining rating confirmations, giving any notices and other actions as may be required and the chief financial officer is an authorized representative for purposes of the master resolution and the fifth supplement.

IT IS FURTHER ORDERED by the commission that the chief financial officer, on behalf of the commission, is authorized and directed to execute and deliver the liquidity agreement and the continuing disclosure undertaking with such changes as the chief financial officer executing the same may approve, such approval to be conclusively evidenced by execution of the documents.

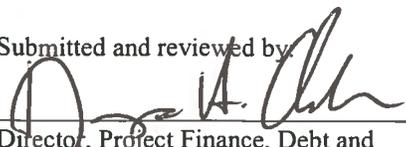
IT IS FURTHER ORDERED by the commission that the remarketing memorandum is hereby approved with such changes as the chief financial officer, on behalf of the commission, may approve, such approval to be conclusively evidenced by execution of the document.

IT IS FURTHER ORDERED by the commission that the amendments to the remarketing agreement and the tender agent agreement are hereby approved with such changes as the chief financial officer, on behalf of the commission, executing the same may approve, such approval to be conclusively evidenced by execution of the documents.

IT IS FURTHER ORDERED by the commission that any necessary auxiliary documents in connection with the replacement of the existing liquidity provider for the Series 2006-B Bonds are hereby approved including any amendments or additional amendments, as applicable, to the fifth supplement, the tender agent agreement with Wells Fargo Bank, N.A. and the remarketing agreement with Goldman, Sachs & Co. and the chief financial officer is authorized and directed to execute and deliver such documents.

IF IS FURTHER ORDERED by the commission that the chief financial officer, on behalf of the commission, is authorized and directed to perform all such acts and execute such documents, including execution of certifications to the remarketing agent and liquidity and other providers, the attorney general, the comptroller and other parties, as may be necessary to carry out the intent of this order and other orders of the commission relating to the mobility fund revenue financing program and the related documents.

Submitted and reviewed by:


Director, Project Finance, Debt and
Strategic Contracts Division

Recommended by:


Executive Director

114741 OCT 27 '16

Minute
Number

Date
Passed