

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-010

**AUTHORIZING THE EXECUTIVE DIRECTOR TO FINALIZE AND EXECUTE
A DESIGN-BUILD CONTRACT FOR THE MOPAC IMPROVEMENT PROJECT
WITH THE APPARENT BEST VALUE RESPONDENT TO THE MOBILITY
AUTHORITY'S REQUEST FOR DETAILED PROPOSALS.**

WHEREAS, after finding the Central Texas Regional Mobility Authority (the "Mobility Authority") satisfied all the requirements of Section 228.0111, Transportation Code, the Board on September 29, 2010, enacted Resolution No. 10-86 to exercise the Mobility Authority's option to develop the MoPac Improvement Project (the "Project"); and

WHEREAS, Subchapter K, Chapter 370, Transportation Code, authorizes the Mobility Authority to use a design-build method to develop the Project; and

WHEREAS, Subchapter A, Article 7, Chapter 4 of the Mobility Authority Policy Code implements applicable state law and establishes the process the Mobility Authority uses to solicit proposals for a design-build contract; and

WHEREAS, in accordance with those procurement policies and state law, by Resolution No. 12-032 approved on May 30, 2012, the Board of Directors identified three teams qualified to submit proposals in response to the Mobility Authority's request for detailed proposals ("RFDP") for the development of the Project through a design-build contract; and

WHEREAS, the RFDP was issued to the three qualified teams on September 21, 2012, and each team responded to the RFDP on or before the January 11, 2013, deadline; and

WHEREAS, pursuant to Mobility Authority procurement policies, an evaluation committee analyzed and scored each proposal using the criteria and procedure set forth in the RFDP; and

WHEREAS, based on the evaluation of the responses to the RFDP, the Executive Director recommends that the proposal received from CH2M Hill Engineers, Inc. provides the apparent best value to the Mobility Authority; and

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors selects CH2M Hill Engineers, Inc. as the proposer presenting the apparent best value proposal to the Mobility Authority for development of the MoPac Improvement Project under a design-build contract; and

BE IT FURTHER RESOLVED, that Executive Director is authorized and directed to finalize and execute a design-build contract with CH2M Hill Engineers, Inc. for development of the

Improvement Project in accordance with the response to the RFDP, Mobility Authority Procurement Policies, and applicable law; and

BE IT FURTHER RESOLVED, that if the Executive Director is unable to negotiate a satisfactory contract with CH2M HILL, the Executive Director shall end all negotiations with that proposer by providing written formal notice to the proposer, and shall then proceed to negotiate with Abrams-Lane Joint Venture, and then with DWCo Sundt, until a design-build contract is reached or negotiations with all three proposers end.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:

Approved:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority



Ray A. Willerson
Chairman, Board of Directors
Resolution Number: 13-010
Date Passed: 2/27/13

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-011

**APPROVING A NEW WORK AUTHORIZATION WITH TELVENT USA
CORPORATION TO ASSIST IN THE OVERSIGHT OF THE DESIGN-BUILD
CONTRACTOR'S DESIGN FOR THE TOLL SYSTEM AND TOLL-RELATED
NETWORK INFRASTRUCTURE FOR THE MOPAC IMPROVEMENT PROJECT.**

WHEREAS, effective April 27, 2005, the Mobility Authority executed a Contract for Toll System Implementation with Caseta Technologies, Inc., subsequently acquired by Telvent USA Corporation, for Telvent to provide toll systems implementation services to the Mobility Authority (the "Telvent Contract"); and

WHEREAS, development of the MoPac Improvement Project will require the design and installation of a toll system and related network infrastructure; and

WHEREAS, the Executive Director and Telvent have discussed and agreed to a new work authorization under the Telvent Contract for certain toll system implementation services needed for the MoPac Improvement Project; and

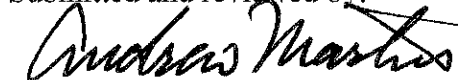
WHEREAS, the Executive Director recommends approval of the new work authorization attached as Exhibit 1.

NOW, THEREFORE, BE IT RESOLVED that the new work authorization with Telvent is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director may finalize and execute for the Mobility Authority the new work authorization in the form or substantially the same form attached as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-011
Date Passed: 02/27/2013

EXHIBIT 1 TO RESOLUTION 13-011

NEW TELVENT WORK AUTHORIZATION

[on the following 7 pages]

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 8

TOLL SYSTEM IMPLEMENTATION

MOPAC IMPROVEMENT PROJECT

THIS WORK AUTHORIZATION ("WA No.8") is made pursuant to the terms and conditions of that certain Contract for Toll System Implementation dated April 27, 2005, between the Central Texas Regional Mobility Authority (the "Authority") and Telvent USA Corporation, as the successor in interest to Caseta Technologies, Inc. (the "Contractor," also referred to in attachments to this WA No. 8 as the "System Integrator" or "SI"), as that contract has been amended on February 26, 2010, and on May 2, 2011 (the "Contract").

PART I. The Contractor will perform toll system implementation services described in **Attachment A** to this WA No. 8. The Contractor's duties and responsibilities to coordinate with the Authority's Design/Build Contractor for the MoPac Improvement Project are detailed in (i) the MoPac - Dynamic Pricing and Toll System Layout in **Attachment B**, (ii) the Express Lane Toll Facilities Guidelines in **Attachment C**, and (iii) the Toll Facility Responsibility Matrix in **Attachment D**.

PART II. The maximum amount payable to Contractor under this WA No.8 is \$224,263.00. This amount is based on the cost estimate shown in **Attachment E**.

PART III. Payment to the Contractor for the services established under this WA No. 8 shall be made in accordance with the Contract.

PART IV. This WA No. 8 is effective on the date both parties have signed this WA No. 8. This WA No. 8 will terminate on the D/B Contractor's Substantial Completion date or upon payment of the maximum amount payable in **Part II**, whichever date is first, unless extended as provided by the Contract. The work shall be performed in accordance with the Preliminary Project Schedule and Milestones set forth in **Attachment F**.

PART V. This WA No. 8 does not waive any party's responsibilities and obligations established by the Contract; and except as specifically modified by this WA No. 8, all such responsibilities and obligations under the Contract remain in full force and effect.

IN WITNESS WHEREOF, this Work Authorization No. 8 is executed in duplicate counterparts and hereby accepted and acknowledged below.

THE CONTRACTOR: Telvent USA Corporation

Signature	Date
Typed/Printed Name and Title	

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Mike Heiligenstein, Executive Director	
Date:	

LIST OF ATTACHMENTS

- ATTACHMENT A SCOPE OF WORK
- ATTACHMENT B MOPAC - DYNAMIC PRICING AND TOLL SYSTEM LAYOUT
- ATTACHMENT C EXPRESS LANE TOLL FACILITIES GUIDELINES
- ATTACHMENT D TOLL FACILITY RESPONSIBILITY MATRIX
- ATTACHMENT E FEE SCHEDULE/BUDGET
- ATTACHMENT F PRELIMINARY PROJECT SCHEDULE AND MILESTONES

ATTACHMENT A

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

TOLL SYSTEM AND TOLL-RELATED ITS DESIGN, COORDINATION, AND D/B CONTRACTOR OVERSIGHT

MoPac Improvement Project

SCOPE OF WORK for SYSTEMS INTEGRATOR

A1.0 General

A1.01. Background

The Central Texas Regional Mobility Authority (“Authority”) is developing the MoPac Improvement Project on Loop 1 (MoPac) from Parmer Lane to Cesar Chavez Street, for a total length of approximately 11.2 miles (the “Project”). The Project includes construction of one tolled Express Lane in each direction which will be dynamically priced.

The Authority is procuring a Design/Build Contractor (“D/B Contractor”) and will enter into a design-build contract (the “D/B Contract”) with the D/B Contractor who will design and build the Project. The D/B Contractor will be responsible for the design and construction of the infrastructure required to install a dynamic tolling system (“Toll System”) and related Intelligent Transportation Systems in support of the Toll System (“Toll-Related ITS”), as further described in this Work Authorization No. 8 (the “Toll System Infrastructure”).

A1.02. Summary of Scope of Work

The Scope of Work for this Work Authorization No. 8 includes:

- SI shall coordinate with the GEC and D/B Contractor and attend meetings, workshops and plan reviews to facilitate the design and timely construction of the Toll System Infrastructure by the D/B Contractor.
- SI shall provide the location and site requirements, such as height of poles and conduit requirements for the design of the Toll System Infrastructure.
- SI shall consult with and advise the D/B Contractor on the design and construction scheduling for the Toll System Infrastructure, and provide the Authority a written acceptance or specific exceptions to the D/B Contractor’s design and the project schedule for installation of the Toll System Infrastructure. SI shall be available during the design and construction of

ATTACHMENT A

the Toll System Infrastructure to promptly respond to requests for information from the D/B Contractor.

SI shall ensure the design and schedule for construction of the Toll System Infrastructure by the D/B Contractor meets all requirements and specifications needed to serve and install the Toll System and Toll-Related ITS.

A2.0 General Description – Express Lane Infrastructure and Site Work

The Project's Toll System will be an all-electronic toll (AET) facility that uses a dynamic pricing structure to manage the operations of the Express Lanes. The proposed facility will consist of four (4) gantry locations, five variable toll message signs (VTMS) with VTMS Cameras, traffic detection systems (TDS) every ½ mile, and CCTV Cameras which shall provide visual coverage of the entire project. Preliminary facility layout is shown in *Attachment B - "MoPac - Dynamic Pricing and Toll System Layout"*. Locations of tolling facilities are approximate and are subject to change as the D/B Contractor progresses towards the completion of plan development.

The Toll System for the Project will be fully compatible with the Toll Collection System (TCS) which has been designed and implemented for the 183A Toll Road and 290 East (Manor Expressway) Toll Projects, using Automatic Vehicle Identification (AVI) technology, a Violation Enforcement System (VES) with an integrated camera and triggering system to capture referenced digital images of license plates, and a Remote Online Management System (ROMS). The Toll System shall be interoperable with other Texas electronic toll collection systems.

A3.0 Detailed Scope of Services

The D/B Contractor is responsible for the design and construction of the Toll System Infrastructure, as established by the D/B Contract. The general locations, layouts, and guidelines for the Toll System, as established by the D/B Contract, are indicated in *Attachment C - "Express Lane Toll Facilities Guidelines"*.

The SI is responsible for the coordination and project interface activities to facilitate the design and construction of the Toll System Infrastructure identified in *Attachment D - "Toll Facility Responsibility Matrix"*. The SI shall also work with the Authority, its GEC, the D/B Contractor, and others as described herein.

A3.01. Coordination, workshops, meetings, and plan reviews

The SI is required to participate in meetings and workshops to communicate to the D/B Contractor specific, detailed information regarding the proposed Toll System components and Toll-Related ITS elements to complete the design and construction of the Toll System Infrastructure. The SI will be responsible for maintaining relationships with a wide variety of third parties, including designers, contractors, and various suppliers. The SI shall:

- Attend up to two Partnering workshops.
- Attend weekly design coordination meetings.
- Provide "over the shoulder" reviews as necessary.

ATTACHMENT A

A3.02. Toll System and Toll-Related ITS requirements and Site Design

The SI shall provide to the D/B Contractor the details and technical requirements needed to construct the Toll System Infrastructure so that it is fully compatible with and meets the requirements for the Toll System and Toll-Related ITS.

The SI shall be responsible for assuring the Toll-Related ITS, which consists of the TDS, CCTV Camera, VTMS, and VTMS Camera systems, are properly placed and designed to meet the tolling and management requirements of the Project. The SI shall provide D/B Contractor:

- Location of TDS, CCTV Camera, VTMS, and VTMS Camera structures (SI shall work cooperatively with the D/B Contractor to identify cost effective designs). This information will be required for the 30% submittal by the D/B Contractor, as established in the D/B Contract.
- Requirements of the TDS, CCTV Camera, VTMS, and VTMS Camera equipment to be incorporated into the site plans.
- Provide design input and design information including details, dimensions and layout configurations, and specific technical requirements for elements of the proposed Toll System and Toll-Related ITS.
- Provide input in the development of the project schedule as it relates to the installation and testing of the Toll System and Toll-Related ITS.

A3.03. Schedule Review and Acceptance

The SI shall review the Project Baseline Schedule prepared by the D/B Contractor and provided to the Mobility Authority for its review and acceptance. The SI shall:

- Review and return comments to the Mobility Authority no later than five business days after receiving the Project Baseline Schedule.
- Attend issue resolution meetings as necessary to resolve any outstanding comments.
- Provide written acceptance of the Project Baseline Schedule.
- Coordinate with the D/B Contractor as work progresses and schedule updates and revisions are required.

SI shall consider provisions in the D/B Contract relating to lane closure restrictions and lane rental charges in the SI's schedule determination and coordination with the D/B Contractor.

A3.04. Plan Review and Acceptance

The SI shall review the D/B Contractor's construction documents to ensure that all Toll System Infrastructure is located and configured properly to accommodate the SI's own particular system components required to meet the Mobility Authority's Toll System and Toll-Related ITS Elements performance and accuracy requirements.

ATTACHMENT A

The SI shall have ten business days to review those portions of the 30% and 100% design submittal packages required from the D/B Contractor under the D/B Contract that impact the Toll System and Toll-Related ITS. The SI shall:

- Review and return comments no later than ten business days after receiving a design submittal.
- Attend issue resolution meetings as necessary to resolve any outstanding comments.
- Provide written acceptance of the design submittal package.
- Return the response for a request for information (RFI) no later than four business days after receiving the RFI.

Any SI requested changes to the D/B Contractor's design, after design plans have been accepted and which result in a change order, shall be the SI's responsibility and shall be paid for by the SI. SI shall not be held liable or responsible in cases where sufficient details were not provided in plans, drawings or design documents during the review process. However, SI shall be responsible for notifying the D/B Contractor and the Mobility Authority of any non-sufficient details upon providing written acceptance of the design packages.

DRAFT

ATTACHMENT E

MoPac Improvement Project - System Integrator - Price Build-up													
Item Description / Position Title	Rate	DSoS - A3.01		DSoS - A3.02		DSoS - A3.03		DSoS - A3.04		Ext Price			
		Hrs	Price	Hrs	Price	Hrs	Price	Hrs	Price				
Software Engineer	\$ 116.00	8	\$ 928	32	\$ 3,712	8	\$ 928	12	\$ 1,392	\$ 6,960.00			
System Engineer	\$ 127.00	200	\$ 25,400	460	\$ 58,420	64	\$ 8,128	64	\$ 8,128	\$ 100,076.00			
Technician	\$ 89.00		\$ -	24	\$ 2,136	12	\$ 1,068	8	\$ 712	\$ 3,916.00			
Database Administrator	\$ 165.00		\$ -	24	\$ 3,960		\$ -	8	\$ 1,320	\$ 5,280.00			
Documentation Clerk	\$ 119.00	60	\$ 7,140	80	\$ 9,520		\$ -	40	\$ 4,760	\$ 21,420.00			
Testing Engineer	\$ 126.00		\$ -	36	\$ 4,536		\$ -		\$ -	\$ 4,536.00			
Project Manager	\$ 165.00	140	\$ 23,100	140	\$ 23,100	80	\$ 13,200	120	\$ 19,800	\$ 79,200.00			
SUB-TOTAL LABOR		408	\$ 56,568	796	\$ 105,384	164	\$ 23,324	252	\$ 36,112	\$ 221,388.00			
Other Costs													
Equipment/Materials \$ -													
Sub-Contractors \$ -													
Travel Exp's													
ODC's \$ 2,500.00													
SUB-TOTAL OTHER COSTS													
\$ 2,500.00													
G&A / Fee on Other Costs													
15%													
\$ 375.00													
TOTAL PRICE													
\$ 224,263.00													

- A3.01. - Coordination, workshops, meetings, and over the shoulder reviews
 - A3.02. - Toll System and Toll-Related ITS requirements and Site Design
 - A3.03. - Schedule Review and Acceptance
 - A3.04. - Plan Review and Acceptance
- 1) Excludes any and all Taxes (including State/Federal/Local taxes)
 - 2) Excludes Bonding and/or costs for additional Insurance
 - 3) Excludes Subcontractor, Materials/Equipment and Other Direct Costs (if required, these costs/expenses/services will be billed back to CTRMA at Cost + 15%)

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-012

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF ONE OR MORE SERIES OF CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY SENIOR LIEN REVENUE REFUNDING BONDS, SERIES 2013 AND ONE OR MORE SERIES OF CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY SUBORDINATE LIEN REVENUE REFUNDING BONDS, SERIES 2013 (COLLECTIVELY, THE "SERIES 2013 BONDS"), IN ACCORDANCE WITH SPECIFIED PARAMETERS; APPROVING THE FORM OF, AND AUTHORIZING THE EXECUTION AND DELIVERY OF, THE TENTH SUPPLEMENTAL TRUST INDENTURE AND THE ELEVENTH SUPPLEMENTAL TRUST INDENTURE; APPOINTING AN AUTHORIZED OFFICER TO AUTHORIZE, APPROVE AND DETERMINE CERTAIN TERMS AND PROVISIONS OF THE SERIES 2013 BONDS AND THE FORM OF THE SERIES 2013 BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE CONTRACTS OF PURCHASE FOR THE SERIES 2013 BONDS; APPROVING THE PREPARATION OF AN OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND SALE OF SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE ESCROW AGREEMENTS RELATING TO THE OBLIGATIONS TO BE REFUNDED WITH THE PROCEEDS OF THE SERIES 2013 BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS AND INSTRUMENTS IN CONNECTION WITH THE FOREGOING; AND ENACTING OTHER PROVISIONS RELATING TO THE SUBJECT.

WHEREAS, the Central Texas Regional Mobility Authority (the "Authority") has been created and organized pursuant to and in accordance with the provisions of Chapter 361, Texas Transportation Code, and operates pursuant to the Constitution and laws of the State of Texas, including, particularly, Chapter 370, Texas Transportation Code (the "Act"), for the purposes of constructing, maintaining and operating transportation projects, including turnpike projects, in Travis and Williamson Counties, Texas; and

WHEREAS, pursuant to the Act, the Authority is authorized to: (i) study, evaluate, design, finance, acquire, construct, maintain, repair and operate transportation projects (as defined in the Act), individually or as a system (as defined in the Act); (ii) issue bonds, certificates, notes or other obligations payable from the revenues of a transportation project or system, including tolls, fees, fares or other charges, to pay all or part of the cost of a transportation project and to refund any bonds previously issued for a transportation project; and (iii) impose tolls, fees, fares or other charges for the use of each of its transportation projects and the different parts or sections of each of its transportation projects; and

WHEREAS, pursuant to the Act and other applicable laws, the Authority is authorized to issue revenue bonds, notes, certificates or other obligations for the purposes of (i) financing all or a portion of the cost of the acquisition, construction, improvement, extension or expansion of one or more turnpike projects (as defined in the Act), (ii) refunding, defeasing and redeeming any of such outstanding obligations previously issued by the Authority, and (iii) paying the expenses of issuing such revenue bonds, notes, certificates or other obligations; and

WHEREAS, the Authority has previously executed and delivered that certain Master Trust Indenture (the "Master Indenture"), between the Authority and JPMorgan Chase Bank, National Association, as prior trustee (the "Prior Trustee"), providing for the issuance from time to time by the Authority of one or more series of its revenue obligations (collectively, the "Obligations"), as supplemented by (i) that certain First Supplemental Trust Indenture (the "First Supplement"); (ii) that certain Second Supplemental Trust Indenture (the "Second Supplement"); and (iii) that certain Third Supplemental Indenture (the "Third Supplement"), each between the Authority and the Prior Trustee and dated as of February 1, 2005; (iv) that certain Fourth Supplemental Trust Indenture (the "Fourth Supplement"), dated as of May 1, 2009; (v) that certain Fifth Supplemental Trust Indenture (the "Fifth Supplement"), dated as of March 1, 2010; (vi) that certain Sixth Supplemental Trust Indenture (the "Sixth Supplement"), dated as of March 1, 2010; (vii) that certain Seventh Supplemental Trust Indenture, dated as of August 1, 2010 (the "Seventh Supplement"); (viii) that certain Eighth Supplemental Trust Indenture, dated as of June 1, 2011 (the "Eighth Supplement"); and (ix) the Ninth Supplemental Trust Indenture, dated as of June 1, 2011 (the "Ninth Supplement," and, together with the Master Indenture, the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement, the Sixth Supplement, the Seventh Supplement, the Eighth Supplement, and the Ninth Supplement, the "Indenture"), between the Authority and Regions Bank, as trustee (successor in trust to the Prior Trustee) (the "Trustee"); and

WHEREAS, Sections 301, 302, 706, 708 and 1002 of the Master Indenture authorize the Authority and the Trustee to execute and deliver supplemental indentures authorizing the issuance of Obligations, including Additional Senior Lien Obligations and Additional Subordinate Lien Obligations, and to include in such supplemental indentures the terms of such Additional Senior Lien Obligations and Additional Subordinate Lien Obligations, respectively, and any other matters and things relative to the issuance of such Obligations which are not inconsistent with or in conflict with the Indenture, to add to the covenants of the Authority, and to pledge other moneys, securities or funds as part of the Trust Estate; and

WHEREAS, the Board of Directors (the "Board") of the Authority has determined to refund and redeem all or a portion of its Senior Lien Revenue Bonds, Series 2005 (the "Series 2005 Senior Lien Bonds"), all or a portion of its Subordinate Lien Revenue Bonds, Taxable Series 2005 (the "Series 2005 Subordinate Lien Bonds"), and all or a portion of its Subordinate Lien Revenue Bonds, Taxable Series 2010 (the "Series 2010 Subordinate Lien Bonds," and, together with the Series 2005 Senior Lien Bonds and the Series 2005 Subordinate Lien Bonds, the "Refunded Bond Candidates"), from the proceeds of all or a portion of Additional Senior Lien Obligations and Additional Subordinate Lien Obligations (collectively, the "Additional Obligations"); and

WHEREAS, pursuant to Chapter 1207 Texas Government Code, as amended, the Board desires to authorize the issuance of one or more series of its Senior Lien Revenue Refunding Bonds, Series 2013 (the "Series 2013 Senior Lien Bonds), and one or more series of its Subordinate Lien Revenue Refunding Bonds, Series 2013 (the "Series 2013 Subordinate Lien Bonds," and, together with the Series 2013 Senior Lien Bonds, the "Series 2013 Bonds"), pursuant to the Master Indenture, a tenth supplemental trust indenture and an eleventh supplemental trust indenture for the purpose of refunding all or a portion of the Refunded Bond Candidates, making deposits to reserve funds, and paying the costs of issuing the Series 2013 Bonds, all under and in accordance with the Constitution and the laws of the State; and

WHEREAS, the Board has been presented with and examined proposed forms of a tenth supplemental trust indenture, an eleventh supplemental trust indenture and an escrow agreement with respect to the Series 2013 Bonds, and the Board finds that the form and substance of such documents are satisfactory and the recitals and findings contained therein are true, correct and complete, and hereby adopts and incorporates by reference such recitals and findings as if set forth in full in this Resolution, and finds that it is in the best interest of the public and the Authority to authorize the execution and delivery of such documents; and

WHEREAS, the Board now desires to appoint one or more officers of the Authority to act on behalf of the Authority to determine the final terms and conditions of the Series 2013 Bonds, as provided herein, and to make such determinations as may be required by the tenth supplemental trust indenture and the eleventh supplemental trust indenture, respectively, to carry out the purposes of this Resolution and to execute one or more Award Certificates (as defined herein) setting forth such determinations and authorizing and approving all other matters relating to the issuance, sale and delivery of the Series 2013 Bonds; and

WHEREAS, the Board desires to provide for the issuance of the Series 2013 Bonds in accordance with the requirements of the Master Indenture, the tenth supplemental trust indenture and the eleventh supplemental trust indenture, respectively, and to authorize the execution and delivery of such supplemental trust indentures, escrow agreements, contracts of purchase, certificates, agreements, instruction letters and other instruments as may be necessary or desirable in connection therewith;

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

1. FINDINGS AND DETERMINATIONS

1.1 Findings and Determinations. (a) The findings and determinations set forth in the preamble hereof are hereby incorporated herein for all purposes as though such findings and determinations were set forth in full herein. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned thereto in the Master Indenture, the tenth supplemental trust indenture and the eleventh supplemental trust indenture, respectively.

(b) The Board has found and determined that the Series 2013 Bonds may be issued in part as one or more series of Additional Senior Lien Obligations and in part as one or more series of Additional Subordinate Lien Obligations, respectively, as designated by the Authorized

Officer in the Award Certificates, and as Long Term Obligations and Refunding Obligations in accordance with the Master Indenture. A portion of the Series 2013 Bonds may also be designated as Variable Rate Obligations in the Award Certificate.

(c) It is officially found, determined and declared that the meeting at which this Resolution has been adopted was open to the public and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution was given, all as required by the applicable provisions of Chapter 551, Texas Government Code, as amended.

(d) The Board hereby finds and determines that the issuance of the Series 2013 Bonds is in the best interest of the Authority. The Authorized Officer is hereby authorized to make any findings and determinations required by Section 1207.008, Texas Government Code, as amended in the Award Certificate.

2. ISSUANCE OF SERIES 2013 BONDS; APPROVAL OF DOCUMENTS

2.1 Authorization of Issuance of Series 2013 Bonds; Approval of Tenth and Eleventh Supplemental Trust Indentures. The Authority hereby authorizes, approves and directs the issuance of the Series 2013 Bonds in accordance with the terms of this Resolution, the Master Indenture and a tenth supplemental trust indenture substantially in the form of the Tenth Supplemental Trust Indenture relating to the issuance of the Series 2013 Senior Lien Bonds (the "Tenth Supplement"), and an eleventh supplemental trust indenture substantially in the form of the Eleventh Supplemental Trust Indenture relating to the issuance of the Series 2013 Subordinate Lien Bonds (the "Eleventh Supplement," and, together with the Tenth Supplement, the "Supplemental Trust Indentures"), each of such Supplemental Trust Indentures to be dated as of the date to be specified in the Award Certificates, and each between the Authority and the Trustee, drafts of which were presented to the Authority and its counsel, the form, terms and provisions of such Supplemental Trust Indentures being hereby authorized and approved with such changes as may be approved by the Authorized Officer, such approval to be evidenced by the execution thereof. The Chairman of the Board is hereby authorized to execute such Supplemental Trust Indentures and the Secretary is hereby authorized to attest the signature of the Chairman.

2.2 The Issuance of Series 2013 Senior Lien Bonds. The issuance, execution and delivery of the Series 2013 Senior Lien Bonds, which shall be issued in the aggregate principal amount, in one or more series and bearing interest in accordance with the terms of the Tenth Supplement, all as determined by the Authorized Officer and set forth in an Award Certificate, to provide funds to (i) refund the all or a portion of the Refunded Bond Candidates, (ii) make deposits, if any, to a reserve fund and (iii) pay costs of issuance for the Series 2013 Senior Lien Bonds, all pursuant to and in accordance with the Master Indenture and the Tenth Supplement, are hereby authorized and approved.

2.3 The Issuance of the Series 2013 Subordinate Lien Bonds. The issuance, execution and delivery of the Series 2013 Subordinate Lien Bonds, which shall be issued in the aggregate principal amount, in one or more series and bearing interest in accordance with the terms of the Eleventh Supplement, all as determined by the Authorized Officer and set forth in

an Award Certificate, to provide funds to (i) refund the all or a portion of the Refunded Bond Candidates, (ii) make a deposit, if any, to a reserve fund, and (iii) pay costs of issuance for the Series 2013 Subordinate Lien Bonds, all pursuant to and in accordance with the Master Indenture and the Eleventh Supplement, are hereby authorized and approved.

2.4 Execution and Delivery of Series 2013 Bonds. The Chairman of the Board is hereby authorized and directed to execute and the Secretary of the Board is hereby authorized and directed to attest the signature of the Chairman of the Board and to affix the Authority's seal to the Series 2013 Bonds and to cause the Trustee to authenticate and deliver the Series 2013 Bonds to the applicable Representative against payment therefor in accordance with and subject to the terms and provisions of the Master Indenture and the Supplemental Trust Indentures.

3. APPOINTMENT OF AUTHORIZED OFFICER; DELEGATION OF AUTHORITY

3.1 Appointment of Authorized Officer. The Board hereby appoints the Chairman of the Board, the Executive Director and the Chief Financial Officer, severally and each of them, to act as an authorized officer (the "Authorized Officer") on behalf of the Board and to perform all acts authorized and required of an Authorized Officer set forth in this Resolution, the Tenth Supplement and the Eleventh Supplement, respectively. The Authorized Officer is hereby authorized and directed to execute one or more Award Certificates setting forth the information authorized to be stated therein pursuant to this Resolution and required to be stated therein pursuant to the Tenth Supplement and the Eleventh Supplement, respectively.

3.2 Delegation of Authority. The Board hereby authorizes and directs that the Authorized Officer act on behalf of the Authority to determine the final terms and conditions of the Series 2013 Bonds, the prices at which the Series 2013 Bonds will be sold, any different or additional designation or title of each series of the Series 2013 Bonds, the principal amounts and maturity dates therefor, the per annum interest rates for the Series 2013 Bonds, the aggregate principal amount of Series 2013 Bonds to be issued as Senior Lien Bonds and the aggregate principal amount of the Series 2013 Bonds to be issued as Subordinate Lien Bonds; and, further, the principal amount of the Series 2013 Senior Lien Bonds to be issued as fixed rate bonds and the principal amount to be issued as variable rate bonds (if any), the interest rate modes and tender provisions for any variable rate bonds, the redemption provisions, dates and prices for the Series 2013 Bonds, the final forms of the Series 2013 Bonds, the selection of the Refunded Bond Candidates to be refunded (the "Refunded Bonds"), and such other terms and provisions that shall be applicable to the Series 2013 Bonds, to approve the form and substance of one or more contracts of purchase providing for the sale of the Series 2013 Bonds, to authorize and approve the forms of a preliminary official statement and a final official statement and to make such findings and determinations as are otherwise authorized herein or as may be required by the Tenth Supplement and the Eleventh Supplement, respectively, to carry out the purposes of this Resolution and to execute one or more award certificates (each an "Award Certificate," collectively, the "Award Certificates") setting forth such determinations, such other matters as authorized herein, and authorizing and approving all other matters relating to the issuance, sale and delivery of the Series 2013 Bonds; provided, that the following conditions can be satisfied:

- (i) the aggregate principal amount of the Series 2013 Bonds to be issued shall not exceed \$305,000,000;

- (ii) the Series 2013 Bonds shall not bear interest at an initial rate greater than 7%;
- (iii) the aggregate amount of payments to be made under the Series 2013 Bonds shall not exceed the aggregate amount of payments that would have been made under the terms of the Refunded Bonds by an amount greater than \$4,000,000; and
- (iv) the aggregate principal amount of the Series 2013 Bonds to be issued as Variable Rate Bonds (as hereinafter defined) shall not exceed \$30,000,000

all based on bond market conditions and available rates for the Series 2013 Bonds on the date of sale of the Series 2013 Bonds.

The Series 2013 Bonds may be issued all as one or more series of Series 2013 Senior Lien Bonds, all as one or more series of Series 2013 Subordinate Lien Bonds, or as a combination of one or more series of Series 2013 Senior Lien Bonds and one or more series of Series 2013 Subordinate Lien Bonds, all as specified in the Award Certificate.

3.3 Limitation on Delegation of Authority. The authority granted to the Authorized Officer under this Resolution shall expire at 5:00 p.m. Central Time on August 15, 2013, unless otherwise extended by the Board by separate cover. Any Series 2013 Bonds, with respect to which an Award Certificate is executed prior to 5:00 p.m. Central Time on August 15, 2013, may be delivered to the initial purchaser thereof after such date.

4. APPROVAL OF SALE OF SERIES 2013 BONDS

4.1 Approval of Sale of Series 2013 Fixed Rate Bonds. The sale of one or more series of Series 2013 Bonds to J.P. Morgan Securities LLC (the "Representative"), acting on behalf of itself and such other entities as may be named in the contract of purchase, one or more, described herein (collectively, the "Underwriters – Fixed Rate"), in each case bearing interest at a fixed per annum interest rate or rates from the date of issuance thereof to the stated maturity date of such Bonds and not subject to adjustment (the "Fixed Rate Bonds"), in the aggregate principal amounts and at the prices set forth in such contract of purchase, as determined by the Authorized Officer on the date of sale of the Fixed Rate Bonds, is hereby authorized and approved. The Authorized Officer is hereby authorized and directed to execute and deliver on behalf of the Authority one or more contracts of purchase providing for the sale of the Fixed Rate Bonds to the Underwriters – Fixed Rate in such form as determined by the Authorized Officer (each, a "Fixed Rate Contract of Purchase"), to be dated as of the date of its execution and delivery, by and among the Authority and the Underwriters – Fixed Rate. The Authorized Officer is hereby authorized and directed to approve the final terms and provisions of the Fixed Rate Contract of Purchase and to approve and to execute and deliver such Fixed Rate Contract of Purchase on behalf of the Authority, such approval to be conclusively evidenced by the execution thereof.

4.2 Approval of the Sale of the Series 2013 Variable Rate Bonds. The sale of one or more series of Series 2013 Bonds to Loop Capital Markets (the "Representative"), and such other entities as may be named in the contract of purchase, one or more, described herein (collectively, the "Underwriters – Variable Rate"), in each case bearing interest at a per annum interest rate or rates that are subject to change from the date of issuance to the stated maturity date of such Series 2013 Bonds, pursuant to the terms and provisions of the Tenth Supplement (the "Variable Rate Bonds"), in the aggregate principal amount and at the prices set forth in such

contract of purchase as approved by the Authorized Officer on the date of sale of the Variable Rate Bonds, is hereby authorized and approved. The Authorized Officer is hereby authorized and directed to approve and to execute and deliver on behalf of the Authority one or more contracts of purchase providing for the sale of the Variable Rate Bonds to the Underwriters – Variable Rate in such form as determined by the Authorized Officer (each, a “Variable Rate Contract of Purchase”), to be dated as of the date of its execution and delivery, by and among the Authority and the Underwriters – Variable Rate. The Authorized Officer is hereby authorized and directed to approve the final terms and provisions of the Variable Rate Contract of Purchase and to execute and deliver such Variable Rate Contract of Purchase on behalf of the Authority, such approval to be conclusively evidenced by the execution thereof. The Authorized Officer is specifically authorized to determine the principal amount, if any, of the Series 2013 Bonds to be issued and sold as Variable Rate Bonds.

4.3 Sale on Best Terms Available. The Series 2013 Bonds shall be sold to the Underwriters at the prices, bearing interest at the rates and having such other terms and provisions, that, based on then current market conditions, result in the best terms reasonably available and advantageous to the Authority, as is determined by the Authorized Officer on the date of sale of each series of the Series 2013 Bonds. The Authorized Officer is hereby authorized and directed to make such findings in the Award Certificate regarding the terms of the sale of the Series 2013 Bonds and the benefit of such sale of the Series 2013 Bonds to the Authority.

5. APPROVAL OF ESCROW AGREEMENT; NOTICES OF REDEMPTION

5.1 Approval of Escrow Agreement. To provide for the security and investment of a portion of the proceeds of the Series 2013 Bonds until such time as such proceeds are to be paid to the registered owners of the Refunded Bonds, the Authority hereby approves the form and substance of an escrow agreement, one or more, each substantially in the form of the Escrow Agreement (each an “Escrow Agreement”), between the Authority and Regions Bank, as escrow agent (the “Escrow Agent”), dated as of the date set forth in an Award Certificate, a draft of which was presented to the Board and its counsel, the form, terms and provisions of such Escrow Agreement being hereby authorized and approved. The Authorized Officer is hereby authorized and directed to execute and deliver one or more Escrow Agreements in the name and on behalf of the Authority, with such changes therein as the Authorized Officer may approve, such approval to be conclusively evidenced by such Authorized Officer’s execution thereof.

5.2 Notice of Redemption to Owners of Refunded Bonds. The Board hereby authorizes and calls for the redemption of the Refunded Bonds on the dates and at the prices determined by the Authorized Officer and set forth in the Award Certificate. The Authorized Officer shall cause notice of redemption to be given to the registered owners of such Refunded Bonds in accordance with the Master Indenture and the supplemental trust indenture pursuant to which such series of Refunded Bonds were issued.

6. APPROVAL OF OFFICIAL STATEMENT

6.1 Approval of Official Statement. The Authorized Officer is hereby authorized and directed to authorize and approve the form and substance of the Preliminary Official Statement

prepared in connection with the public offering of the Series 2013 Bonds, together with any addenda, supplement or amendment thereto (the "Preliminary Official Statement"), and the preparation, use and distribution of the Preliminary Official Statement in the marketing of the Series 2013 Bonds. The Authorized Officer is authorized to "deem final" the Preliminary Official Statement as of its date (except for the omission of pricing and related information) within the meaning and for the purposes of paragraph (b)(1) of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. The Authorized Officer is hereby further authorized and directed to use and distribute or authorize the use and distribution of, a final official statement and any addenda, supplement or amendment thereto (the "Official Statement"). The use thereof by the Underwriters – Fixed Rate and the Underwriters – Variable Rate (collectively, the "Underwriters") in the public offering and sale of the Series 2013 Bonds is hereby authorized and approved. The Chairman of the Board is hereby authorized and directed to execute and the Authorized Officer to deliver the Official Statement to the Underwriters in number and in accordance with the terms of respective Contracts of Purchase. The Secretary of the Board is hereby authorized and directed to include and maintain copies of the Preliminary Official Statement and the Official Statement in the permanent records of the Authority.

7. USE AND APPLICATION OF PROCEEDS; LETTERS OF INSTRUCTION; POWER TO REVISE DOCUMENTS

7.1 Use and Application of Proceeds; Letters of Instruction. The proceeds from the sale of the Series 2013 Bonds shall be used for the respective purposes set forth in and in accordance with the terms and provisions of the Tenth Supplement, the Eleventh Supplement and the Award Certificate. The deposit and application of the proceeds from the sale of the Series 2013 Bonds shall be set forth in Letters of Instruction of the Authority executed by the Authorized Officer.

7.2 Execution and Delivery of Other Documents. The Authorized Officer is hereby authorized and directed to execute and deliver such other documents, including agreements, assignments, certificates, instruments, releases, financing statements, written requests, filings with the Internal Revenue Service and letters of instruction, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution and to comply with the requirements of the Master Indenture, the Tenth Supplement, the Eleventh Supplement, the Award Certificates, the Escrow Agreements and the Contracts of Purchase.

7.3 Power to Revise Form of Documents. Notwithstanding any other provision of this Resolution, the Authorized Officer is hereby authorized to make or approve such nonsubstantive revisions in the form of the documents presented at this meeting and any other document, certificate or agreement pertaining to the issuance and delivery of the Series 2013 Bonds in accordance with the terms of the Master Indenture, the Tenth Supplement and the Eleventh Supplement, respectively, as, in the judgment of such person, may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution, such approval to be evidenced by the execution thereof.

8. APPROVAL AND RATIFICATION OF CERTAIN ACTIONS

8.1 Approval of Submission to the Attorney General of Texas. The Authority's Bond Counsel is hereby authorized and directed to submit to the Attorney General, for his approval, transcripts of the legal proceedings relating to the issuance, sale and delivery of the Series 2013 Bonds as required by law, and to the Comptroller of Public Accounts of the State of Texas (the "Comptroller") for registration. In connection with the submission of the record of proceedings for the Series 2013 Bonds to the Attorney General of the State of Texas for examination and approval of such Series 2013 Bonds, the Authorized Officer is hereby authorized and directed to issue one or more checks of the Authority payable to the Attorney General of the State of Texas as a nonrefundable examination fee in the amount required by Chapter 1202, Texas Government Code. The Initial Series 2013 Bonds shall be delivered to the Trustee for delivery to the Representatives against payment therefor and upon satisfaction of the requirements of the Indenture, the Tenth Supplement and the Eleventh Supplement, respectively, and the Contracts of Purchase. Upon satisfaction of such requirements, the Trustee shall cancel the Initial Series of 2013 Bonds and authenticate and deliver for the respective accounts of the Underwriters definitive Series 2013 Bonds, registered in the name of Cede & Co., as nominee of The Depository Trust Company.

8.2 Certification of the Minutes and Records. The Secretary and any Assistant Secretary of the Board are each hereby severally authorized to certify and authenticate minutes and other records on behalf of the Authority for the issuance of the Series 2013 Bonds and for all other Authority activities.

8.3 Ratifying Other Actions. All other actions taken or to be taken by the Executive Director, the Chief Financial Officer, the Authorized Officer and the Authority's staff in connection with the issuance of the Series 2013 Bonds are hereby approved, ratified and confirmed.

8.4 Authority to Invest Funds. The Executive Director and the Chief Financial Officer are each hereby severally authorized to undertake all appropriate actions and to execute such documents, agreements or instruments as they deem necessary or desirable under the Master Indenture, the Tenth Supplement, the Eleventh Supplement and the Escrow Agreement with respect to the investment of proceeds of the Series 2013 Bonds and other funds of the Authority.

8.5 Federal Tax Considerations. In addition to any other authority provided under this Resolution, each Authorized Officer is hereby further expressly authorized, acting for and on behalf of the Authority, to determine and designate in the Award Certificate for each series of Series 2013 Bonds whether such bonds will be issued as taxable bonds or tax-exempt bonds for federal income tax purposes and to make all appropriate elections under the Internal Revenue Code of 1986, as amended. Each Authorized Officer is hereby further expressly authorized and empowered from time to time and at any time to perform all such acts and things deemed necessary or desirable and to execute and deliver any agreements, certificates, documents or other instruments, whether or not herein mentioned, to carry out the terms and provisions of this section, including but not limited to, the preparation and making of any filings with the Internal Revenue Service.

9. GENERAL PROVISIONS

9.1 Changes to Resolution. The Executive Director, the Chief Financial Officer and the Authorized Officer, and either of them, singly and individually, are hereby authorized to make such changes to the text of this Resolution as may be necessary or desirable to carry out the purposes hereof or to comply with the requirements of the Attorney General of Texas in connection with the issuance of the Series 2013 Bonds herein authorized.

9.2 Effective Date. This Resolution shall be in full force and effect from and upon its adoption.

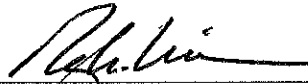
Adopted, passed and approved by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:

Approved:



Andrew Martin
General Counsel for the Central Texas
Regional Mobility Authority



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 13-012
Date Passed: 2/27/13

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-013

**DESIGNATING AN UNDERWRITING TEAM FOR THE PROPOSED
ISSUANCE, SALE, AND DELIVERY OF REVENUE REFUNDING BONDS.**

WHEREAS, the Board of Directors has previously designated by resolution a pool of firms qualified to provide investment banking services to the Central Texas Regional Mobility Authority (the "Mobility Authority"); and

WHEREAS, the Executive Director and the Mobility Authority's financial advisors have recommended firms from that pool of firms to serve as the underwriting team for the proposed issuance, sale, and delivery of revenue refunding bonds, as authorized by a separate resolution of this Board enacted on this date (the "Series 2013 Refunding Bonds").

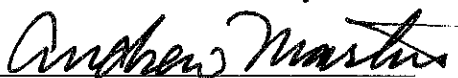
NOW THEREFORE, BE IT RESOLVED, for the Series 2013 Refunding Bonds financing syndicate, the Board of Directors designates JPMorgan Securities, Inc., as the Senior Co-Manager for the sale of fixed rate bonds; and

BE IT FURTHER RESOLVE, that the Board of Directors designates Loop Capital Markets as the Senior and Sole Manager for the sale of variable rate soft put bonds, if any; and

BE IT FURTHER RESOLVED, that the Board of Directors designates the following firms as Co-Managers of the Series 2013 Refunding Bonds financing syndicate: Barclays Capital; CITI; Coastal Securities, Inc.; Jefferies & Company, Inc.; Estrada Hinojosa & Company, Inc.; Loop Capital Markets; Ramirez & Co., Inc.; and Raymond James.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Willkerson
Chairman, Board of Directors
Resolution Number: 13-013
Date Passed: 2/27/13

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-014

**WAIVING CERTAIN MOBILITY AUTHORITY OPTIONS UNDER
CHAPTER 373, TRANSPORTATION CODE, RELATING TO DEVELOPMENT
OF A PORTION OF SH 71 RIGHT-OF-WAY IN TRAVIS COUNTY.**

WHEREAS, the Texas Department of Transportation (“TxDOT”) intends to develop, finance, and construct a portion of SH 71 in Travis County from east of SH 130 to US 183 (the “SH 71 Project”); and

WHEREAS, one alternative that may be considered includes adding tolled lanes to the SH 71 Project, if approved by the Capital Area Metropolitan Planning Organization (“CAMPO”) by amendments to the 2035 Regional Transportation Plan and the Transportation Improvement Plan (the “CAMPO Plans”); and

WHEREAS, under Section 373.052, Transportation Code, the Central Texas Regional Mobility Authority (“Mobility Authority”) has the first option to develop, finance, construct, and operate any new toll project located in the territory of the Mobility Authority, including Travis County; and

WHEREAS, under Section 373.055(a), Transportation Code, the Mobility Authority may at any time waive or decline to exercise any option, step, or other right under Subchapter B, Chapter 373, Transportation Code, that solely benefits the Mobility Authority; and

WHEREAS, the Mobility Authority supports the goal of relieving traffic congestion near the Austin Bergstrom International Airport by improving SH 71 at the earliest possible date, including adding tolled lanes if TxDOT determines tolled lanes are needed to finance the SH 71 Project; and

WHEREAS, the Mobility Authority could operate tolled lanes included in the SH 71 Project in accordance with an agreement between the Mobility Authority and TxDOT under Chapter 373, Transportation Code, and other applicable law; and

WHEREAS, to facilitate timely completion of the TxDOT SH 71 Project, the Executive Director recommends that the Mobility Authority waive and decline to exercise its option under Section 373.052, Transportation Code to develop, finance, and construct tolled lanes in the SH 71 Project, if those tolled lanes are added to the CAMPO Plans.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby waives and declines to exercise the Mobility Authority's option to develop, finance, and construct the SH 71 Project from east of SH 130 to US 183 in Travis County; and

BE IT FURTHER RESOLVED, that the Board of Directors hereby retains and does not waive the Mobility Authority's option under Chapter 373, Transportation Code, to operate any potential tolled lanes in the SH 71 Project and to retain the revenues generated therefrom if the SH 71 Project includes tolled lanes for the benefit of the region for projects included in the CAMPO Plans; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to initiate negotiations with TxDOT for agreements under Chapter 373, Transportation Code, and other applicable law, for (i) TxDOT to design, develop, finance, and construct the SH 71 Project with the benefit of input from, and collaboration with, the Mobility Authority; and (ii) for the Mobility Authority to operate the tolled lanes in the SH 71 Project, if included in the CAMPO Plans, and to retain the revenues generated therefrom; and

BE IT FURTHER RESOLVED, that the Executive Director will bring the proposed agreements to the Board for its consideration and action; and

BE IT FURTHER RESOLVED, that the Executive Director is directed to provide a copy of this resolution to the Texas Department of Transportation on behalf of the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-014
Date Passed: 02/27/13

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-015

**APPROVING THE RESOLUTION ENACTED BY THE CAPITAL AREA
METROPOLITAN PLANNING ORGANIZATION (CAMPO) RELATING TO IH 35
CORRIDOR IMPROVEMENTS AND REQUESTING THAT THE TEXAS
DEPARTMENT OF TRANSPORTATION LEAD AND COORDINATE THOSE
IMPROVEMENT EFFORTS.**

WHEREAS, a portion of IH 35 within the boundaries of the Capital Area Metropolitan Planning Organization ("CAMPO") has been identified as the fourth most congested corridor in the State of Texas; and


WHEREAS, on January 14, 2013, the CAMPO Transportation Policy Board adopted a resolution addressing the importance of the IH 35 corridor to the CAMPO region and stating the CAMPO Board's desire to have the Texas Department of Transportation lead and coordinate efforts to provide a multimodal corridor solution and implementation plan for improvements to IH 35;

WHEREAS, the Board of Directors agrees with the members of the CAMPO Board that the Texas Department of Transportation is the logical agency to lead and coordinate the improvements to the IH 35 corridor with the active involvement of regional partners, including the Mobility Authority.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby requests the Texas Department of Transportation to lead and coordinate efforts to provide a large scale, comprehensive corridor solution for improvements to IH 35 that span the CAMPO region, as stated by the CAMPO Board in its resolution attached to this resolution as Exhibit 1.

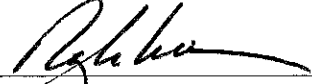
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-015
Date Passed: 02/27/2013

EXHIBIT 1 TO RESOLUTION NO. 13-015

CAMPO RESOLUTION

[attached beginning on the following page]



February 4, 2013

Mr. Greg Malatek, P.E.
District Engineer
Texas Department of Transportation - Austin District
P.O. Drawer 15426
Austin, TX 78761 – 5426

Dear Mr. Malatek:

On January 14, the CAMPO Transportation Policy Board took action to approve the accompanying resolution articulating the importance of improvements to the IH 35 corridor through the CAMPO region and seeking TxDOT's leadership in this critical corridor.

We have been asked to convey this information to TxDOT on behalf of the Policy Board. I've also included, for information purposes, the background material that staff provided in support of the resolution.

If you should have any questions, please feel free to contact me at 512.974.2275 or maureen.mccoy@campotexas.org.

Sincerely,

Maureen McCoy
Director

Attachments

Copy: Sandy Guzman, Senator Kirk Watson
Marc Williams, TxDOT



RESOLUTION

Relating to Improvements to the IH 35 Corridor through the CAMPO Region and Requesting that TxDOT coordinates Improvement Efforts

WHEREAS, pursuant to federal law, the Governor of the State of Texas designated the Capital Area Metropolitan Planning Organization (CAMPO) as the Metropolitan Planning Organization for the Austin region in 1973 and in 2010 CAMPO's boundary was expanded to include Bastrop, Caldwell, Hays, Travis and Williamson Counties; and

WHEREAS, CAMPO's Transportation Policy Board is the regional forum for cooperative decision-making regarding transportation issues in Bastrop, Caldwell, Hays, Travis and Williamson Counties in Central Texas; and

WHEREAS, a portion of IH 35 through the CAMPO region has been identified as the fourth most congested corridor in the State of Texas; and

WHEREAS, the vitality of the CAMPO region, the state and the nation is dependent upon this backbone corridor; and

WHEREAS, CAMPO and its member jurisdictions have invested over \$ 90 million in improvements and conceptual studies in the IH 35 corridor over the last several years; and

WHEREAS, it is time to undertake a large scale, comprehensive corridor solution along IH 35 spanning our region; and

WHEREAS, the Texas Department of Transportation (TxDOT) is the logical agency to spearhead the multi-jurisdictional improvement initiative in the IH 35 corridor with active involvement of regional partners.

NOW, THEREFORE BE IT RESOLVED that the Transportation Policy Board hereby votes in support of TxDOT leading the effort for a multimodal corridor solution and Implementation Plan for IH 35 through the CAMPO region and bringing resources to bear for such; and

Hereby orders the recording of this resolution in the minutes of the Transportation Policy Board; and

NOW, THEREFORE BE IT FURTHER RESOLVED that the Board delegates the signing of the necessary documents to the Board Chair.

The above resolution being read, a motion to convey the importance of the IH 35 corridor to the CAMPO region and the desire to have TxDOT coordinate improvement efforts in the corridor of the was made on January 14, 2013 by Commissioner Long, duly seconded by Judge Biscoe.

Those voting "AYE":

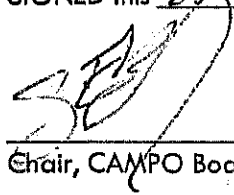
Commissioner Conley	Mayor Leffingwell
Judge Biscoe	Commissioner Long
Mayor Blackmore-Hlista	Mr. Mills
Commissioner Beckett	Council Member Moman
Mayor Pro-Tem Cole	Mayor Powell
Commissioner Cyrler	Council Member Riley
Mayor Garver	Council Member Spelman
Mayor Pro-Tem Gonzales	

Those "Opposed":

Abstaining: Greg Malatek

Absent and Not Voting: Commissioner Eckhardt, Mayor Guerrero

SIGNED this 25th day of January, 2013

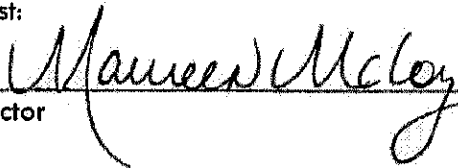


SARAH ECKHARDT on behalf of Will Conley

Chair, CAMPO Board

Attest:

Director





January 7, 2013

REVISED Transportation Policy Board **Agenda Item 3**

Consider and take appropriate action on a resolution to the Texas Department of Transportation articulating the importance of improvements to the IH 35 corridor through the CAMPO region

According to TxDOT, a portion of IH 35 through the CAMPO region is the 4th most congested corridor in the state of Texas. Additionally, there was a need identified in the CAMPO 2035 Plan for a corridor study between San Marcos and Georgetown.

The Transportation Policy Board approved over \$13 million in funds toward IH 35 projects/studies and the Mobility Investment Priority (Rider 42) task force has allocated almost \$13 million in Rider 42 funds for study and implementation on IH 35 between SH 45(N) and SH 45(S) as outlined below:

County	Source	Work Description	Funds Committed (millions)
Hays	Prop 12	SH 80 and Loop 82 intersections	\$4.8
Hays/Williamson	Cat 12	Studies/project development (remainder of \$136.5 million)	\$6.5
Williamson	STP MM	Operational Study	\$1.8
Travis	Rider 42	Studies/project development/incident management from 45N to 45S	\$12.8
TOTAL			\$25.9

Additionally, the transportation partners in the region have recently committed the following investments in the IH 35 corridor:

Agency	Work Description	Funds Committed (millions)
Williamson County	Frontage Roads, ramps, auxiliary lanes, interchanges (pass through finance program)	\$12
Hays County	Frontage Roads, ramps, auxiliary lanes, interchanges (pass through finance program)	\$19
City of Austin	IH 35 conceptual study; 51 st Street interchange; various project design; bicycle and pedestrian facilities	\$41.9
City of Round Rock	Improve ramps and add auxiliary lanes	\$8
City of Georgetown	Northwest Blvd Interchange	\$8

TOTAL	\$5166
-------	--------

The conceptual study being wrapped up by the City of Austin/TxDOT has brought forth some potential improvement concepts and created a platform for moving forward with a large scale, comprehensive corridor study. For this effort to be successful, it is essential that it be well coordinated with one entity spearheading the project. Since IH 35 is an interstate highway and is of international, national and regional significance, TxDOT is the logical choice to manage the corridor study through the CAMPO region and beyond.

It is critical that the TxDOT leadership understand the importance of this corridor to the vitality of the CAMPO region (and beyond) by acknowledging the financial commitment CAMPO and its member jurisdictions have made to this corridor over the last several years. However, there is still a tremendous need for additional resources for further study and implementation of improvements. The attached resolution (**Attachment A**) conveys that message to the TxDOT administration and Texas Transportation Commission.

RECOMMENDATION

That the Transportation Policy Board approves the accompanying resolution (**Attachment A**) for conveyance to the Texas Department of Transportation articulating the importance of improvements to the IH 35 corridor through the CAMPO region and seeking TxDOT's leadership in this critical corridor.

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-016

AUTHORIZING FILING THREE TOLL EQUITY GRANT APPLICATIONS WITH THE TEXAS DEPARTMENT OF TRANSPORTATION TO PROVIDE FINANCIAL ASSISTANCE FOR (I) CONSTRUCTION COSTS ASSOCIATED WITH THE BERGSTROM EXPRESSWAY (US 183 SOUTH) PROJECT, (II) ENVIRONMENTAL STUDY COSTS ASSOCIATED WITH THE 183 NORTH PROJECT, AND (III) ENVIRONMENTAL STUDY AND FINAL DESIGN COSTS ASSOCIATED WITH THE MOPAC SOUTH PROJECT.

WHEREAS, the Mobility Authority seeks funding to proceed with its development of the Bergstrom Expressway (US 183 South) Project, the 183 North Project, and the MoPac South Project (collectively the "Projects"); and

WHEREAS, the Mobility Authority desires to obtain financial assistance to develop the Projects from the Texas Department of Transportation ("TxDOT") by toll equity grants to be used for construction costs associated with the Bergstrom Expressway (US 183 South) Project, for environmental study costs associated with the 183 North Project, and for environmental study and final design costs associated with the MoPac South Project.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the filing applications with TxDOT, in the form and with provisions reasonably determined by the Executive Director to be acceptable, for three separate toll equity grants to be used respectively for construction costs associated with the Bergstrom Expressway (US 183 South) Project, for environmental study costs associated with the 183 North Project, and for environmental study and final design costs associated with the MoPac South Project; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to execute such documents as are necessary to submit and process through TxDOT these toll equity grant applications on behalf of the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 13-016
Date Passed 02/27/13

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-017

**APPROVING AN AMENDED WORK AUTHORIZATION WITH
HNTB CORPORATION RELATING TO THE 183A PHASE II PROJECT.**

WHEREAS, HNTB Corporation (“HNTB”) serves as a general engineering consultant to the Mobility Authority under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the “GEC Agreement”); and

WHEREAS, by Resolution No. 09-73 enacted on November 18, 2009, the Board approved a work authorization for HNTB to provide GEC Construction Development Services for the 183A Phase II Project (the “Project”); and

WHEREAS, the Executive Director and HNTB have discussed and agreed to a proposed amendment to that work authorization to continue HNTB’s support of GEC Construction Development Services for the Project; and

WHEREAS, the Executive Director recommends approval of the proposed amendment to the work authorization attached as Exhibit 1.

NOW THEREFORE, BE IT RESOLVED that the proposed amendment to the work authorization is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director may finalize and execute for the Mobility Authority the proposed amendment to the work authorization in the form or substantially the same form as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-017
Date Passed: 02/27/2013

EXHIBIT 1 TO RESOLUTION 13-017

AMENDED WORK AUTHORIZATION WITH HNTB CORPORATION

[on the following 3 pages]

APPENDIX D

WORK AUTHORIZATION SUPPLEMENT

WORK AUTHORIZATION NO. 1.0

SUPPLEMENT NO. 4

This Supplement No. 4 to Work Authorization No. 1.0, is made as of this ____ day of _____, 2013, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of December 23, 2009 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and HNTB Corporation ("GEC"). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

***183A Phase II
Extension of Construction Oversight Services***

This Supplement adds time extension for the GEC to continue to support 183A Phase II Construction Oversight and Closeout. The construction contractor did not complete the project within the required contract schedule which was not anticipated in the GEC's original Work Authorization. The scope of the project remains the same and will support the completion of the project.

The following terms and conditions of Work Authorization No. 1.0 are hereby amended, as follows:

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Services defined herein are expected to be substantially complete by December 31, 2013. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____
Name: Mike Heiligenstein
Title: Executive Director
Date: _____

GEC:

HNTB Corporation

By: _____
Name: Richard L. Ridings, P.E.
Title: Vice President
Date: _____

Attachment A: N/A
Attachment B: N/A

Attachment C: N/A

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-018

**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A DEVELOPMENT
AGREEMENT WITH PECAN GROVE – SPVF L.P. AND TO ADVERTISE FOR BIDS
TO CONSTRUCT A RIGHT-TURN LANE ON THE 183A FRONTAGE ROAD.**

WHEREAS, Pecan Grove – SPVF L.P. (the “Developer”) is developing property abutting the northbound 183A frontage road at and near its intersection with Scottsdale Drive; and

WHEREAS, to provide safe and sufficient access to the development and travelers on the 183A frontage roads, the Developer and the Mobility Authority have negotiated a development agreement to provide a right-turn lane for the northbound 183A frontage road to provide safer access to driveways and streets serving development, and a future traffic signal to be installed at the intersection of that frontage road and Scottsdale Drive; and


WHEREAS, the Executive Director recommends approval of the proposed development agreement attached to this resolution as Exhibit 1.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the proposed development agreement and authorizes the Executive Director to execute the development agreement with Pecan Grove – SPVF L.P. in the form or substantially in the form attached to this resolution as Exhibit 1; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to advertise for bids to construct the proposed right-turn lane in accordance with terms of the development agreement and the Mobility Authority’s procurement policies.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-018
Date Passed: 2/27/13

EXHIBIT 1 TO RESOLUTION NO. 13-018

PROPOSED DEVELOPMENT AGREEMENT

[on the next 19 pages]

DEVELOPMENT AGREEMENT

This Development Agreement (“Agreement”) is effective January ____, 2013, and is between the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (“Mobility Authority”) and PECAN GROVE SPVEF, LTD., a Delaware limited partnership (“Developer”). The Mobility Authority and Developer may be referred to collectively in this Agreement as the “Parties,” and individually as a “Party.”

WHEREAS, the Mobility Authority recently completed its construction of the 183A Phase II Turnpike Project, from RM 1431 to a point north of the intersection of 183A and Hero Way (“183A”); and

WHEREAS, Developer is the owner of certain real property in the City of Cedar Park, Texas, that abuts the northbound frontage roads for 183A, consisting of Tract 1 (17.62 acres), Tract 2A (111.08 acres), and Tract 2B (1.21 acres) (collectively, the “Properties”), as more fully described in **Exhibit 1** attached to this Agreement.

WHEREAS, to facilitate traffic management for the benefit of both the public and for the users and occupants of the Properties after the Properties are developed, Developer has proposed construction of a new right turn lane in the northbound 183A frontage road abutting and serving the Properties, starting at a point located approximately 1,960 feet south of Scottsdale Drive, continuing north to and within the intersection of the northbound 183A frontage road with Scottsdale Drive (the “Roadway Project”), and

WHEREAS, the Developer and the Mobility Authority anticipate the need to design and install an electronic traffic signal at the intersection of the northbound 183A frontage road and Scottsdale Drive (the “Traffic Signal Project”) in the future as warranted; and

WHEREAS, this Agreement establishes the Parties respective obligations with respect to the Roadway Project and the Traffic Signal Project.

NOW THEREFORE, the Mobility Authority and Developer hereby agree as follows:

A. ROADWAY PROJECT

1. The Roadway Project is further defined as construction of a 12-ft wide right turn lane, curbed and guttered, together with all required and related construction and drainage improvements, as generally illustrated by **Exhibit 2** to this Agreement.
2. Developer shall provide on the Properties all temporary and permanent easements to provide all drainage and water quality infrastructure required to construct the Roadway Project and to develop the Properties, so that no temporary or permanent drainage or water quality infrastructure facility will be located on Mobility Authority right-of-way.
3. Developer has prepared and provided to the Mobility Authority the design and construction documents required for the Roadway Project, including plans in accordance to TxDOT

Standards and Specifications; a Construction Manual that includes all documents, specifications, special provisions, special specifications and general notes required by the Mobility Authority; a Construction Schedule; native CADD files used in the development of the construction documents; an electronic file in PDF format for each document provided under this paragraph; and any other documents identified by the Mobility Authority as necessary to construct the Roadway Project (the "Project Plans"). Based on the Project Plans, the Developer has provided the Engineer's Cost Estimate set forth in **Exhibit 3**. The Mobility Authority has reviewed and approved the Project Plans and the Engineer's Cost.

4. No later than five days after the effective date of this Agreement, Developer shall pay the full amount of the Engineer's Cost Estimate established by **Exhibit 3** into an escrow account established in accordance with and subject to the Escrow Agreement attached as **Exhibit 4** to this Agreement (the "Escrow Agreement").
5. The Mobility Authority shall procure and supervise the construction contract for the Roadway Project in accordance with the Mobility Authority's Procurement Policies established by the Mobility Authority Policy Code. The Mobility Authority shall initiate the procurement process required to hire a contractor to build the Roadway Project no later than 30 days after:
 - a. the Escrow Agreement has been executed by the Mobility Authority, the Developer, and the escrow agent identified in that agreement (the "Escrow Agent"), and a duly-executed counterpart original of that escrow agreement has been delivered to the Escrow Agent; and
 - b. Developer has deposited funds equal to the Engineer's Cost Estimate with the Escrow Agent to be held in escrow under the Escrow Agreement.
6. Developer shall pay all costs incurred by the Mobility Authority for the procurement, construction, and construction oversight of the Roadway Project (the "Actual Cost"), in an amount not to exceed the Engineer's Cost Estimate approved by the Mobility Authority and deposited into escrow. The Mobility Authority may draw upon the funds deposited by Developer into the escrow account in accordance with the terms and conditions of the Escrow Agreement. After completion and acceptance of the Roadway Project by the Mobility Authority and after the Mobility Authority has established and paid the Actual Cost, any funds remaining in the escrow account, including any accrued interest, shall be returned to Developer.

B. THE TRAFFIC SIGNAL PROJECT

1. The Traffic Signal Project is further defined as the design, construction, and installation of an electronic traffic signal to include mast arms, foundations, signal heads, pedestrian heads, appropriate signage, conduits, and wiring needed to provide a fully functional traffic signal at the intersection of Scottsdale Drive and the northbound 183A frontage road.

2. Developer agrees to pay \$100,000.00 to the Mobility Authority as a contribution towards the cost of the Traffic Signal Project (the "Signal Light Contribution"). The Signal Light Contribution shall be paid to the Mobility Authority no later than the earliest of the following dates:
 - a. the date an application is filed with the City of Cedar Park for the initial city permit required to construct the first building to be built in Phase II of the Scottsdale Development, as that Phase II is identified in **Exhibit 5** to this Agreement; or
 - b. the payment date established no earlier than thirty days after notice to the Developer by the Mobility Authority that states the Mobility Authority's determination that the Traffic Signal Project is warranted based on then-current traffic conditions; or
 - c. February 5, 2015.
3. No later than ten days after the effective date of this Agreement, Developer shall deliver to the Mobility Authority and continuously maintain until February 28, 2015, or its payment of the Signal Light Contribution, whichever comes first, a letter of credit in the amount of \$100,000.00 payable to the Mobility Authority to assure payment of the Signal Light Contribution. Any letter of credit provided under this paragraph shall be from an issuer acceptable to the Mobility Authority and in a form acceptable to the Mobility Authority. The Mobility Authority may draw upon any letter of credit provided under this paragraph upon the occurrence of the earlier of the following events:
 - a. The Developer has not renewed or replaced the letter of credit at least 45 days before the expiration date of the letter of credit; or
 - b. The Developer has failed to timely pay the Signal Light Contribution due under paragraph B(2).

The Mobility Authority may draw on the letter of credit by submitting a draft to its issuer that complies with the terms governing the draft and this paragraph 3. The Mobility Authority shall send a copy of the draft to the Developer contemporaneously with submitting the draw to the issuer.

4. The Mobility Authority shall pay all costs for the Traffic Signal Project and shall apply the Developer's Traffic Signal Contribution towards those costs. The Mobility Authority will begin the Traffic Signal Project no later than 90 days after the date it receives the Traffic Signal Contribution under paragraph B(2) or B(3) of this Agreement and shall proceed diligently to complete the Traffic Signal Project. If the actual cost of the completed Traffic Signal Project is less than the Traffic Signal Contribution paid by Developer, the Mobility Authority shall return the unspent portion of the Traffic Signal Contribution to Developer no later than 30 days after the Traffic Signal Project is completed and finally accepted by the Mobility Authority.

C. DEFAULT; REMEDIES; TERMINATION

1. Either Party may terminate this Agreement if the other Party defaults in its obligation and, after receiving notice of the default and of the non-defaulting Party's intent to terminate, fails to cure the default no later than ten days after receipt of that notice.
2. This Agreement will terminate when the Roadway Project and the Traffic Signal Project have both been completed and accepted by the Mobility Authority, or on May 1, 2015, whichever date is earlier.

D. MISCELLANEOUS PROVISIONS

1. Actions Performable; Venue. The Mobility Authority and the Developer agree that all actions to be performed under this Agreement are performable in Williamson County, Texas. The parties agree that the exclusive venue for any lawsuit arising out of or relating to this Agreement will be in Williamson County, Texas, and waive the right to sue or be sued elsewhere.
2. Governing Law. The Mobility Authority and Developer agree that this Agreement has been made under the laws of the State of Texas in effect on this date, and that any interpretation of this Agreement at a future date shall be made under the laws of the State of Texas.
3. Complete Agreement; Amendment. This Agreement represents the entire agreement between the parties regarding the Roadway Project and the Traffic Signal Project, and supersedes all oral statements and prior writings relating to this Agreement. This Agreement may not be amended except by an instrument in writing signed by Developer and the Mobility Authority.
4. Exhibits. All exhibits and attachments attached hereto are incorporated herein by this reference.

Exhibit 1	-	Description of the Properties
Exhibit 2	-	Roadway Project Illustration
Exhibit 3	-	Engineer's Cost Estimate
Exhibit 4	-	Escrow Agreement
Exhibit 5	-	Phase II of the Scottsdale Development

5. Notice. All notices, demands or other requests, and other communications required or permitted under this Agreement or which any Party may desire to give, shall be in writing and shall be deemed to have been given on the sooner to occur of (i) receipt by the Party to whom the notice is hand-delivered, with a written receipt of notice provided by the receiving Party, or (ii) two business days after deposit in a regularly maintained express mail receptacle of the United States Postal Service, postage prepaid, or registered or certified mail, return receipt requested, express mail delivery, addressed to such Party at the respective addresses set forth below, or such other address as each Party may from time to time designate by written notice to the others as herein required or (iii) facsimile transmission on which standard confirmation has been received by the sending Party:

For the Mobility Authority:

Mike Heiligenstein, Executive Director
Central Texas Regional Mobility Authority
301 Congress Avenue, Suite 650
Austin, TX 78701
(512) 996-9784 (facsimile)

For the Developer:

PECAN GROVE-SPVEF, L.P.
c/o Dennis R McDaniel
906 Crystal Creek Drive
Austin, TX 78746
(512) ???-???? (facsimile)

6. Force Majeure. Whenever a period of time is prescribed by this Agreement for action to be taken by either Party, the Party shall not be liable or responsible for, and there shall be excluded from the computation of any such period of time, any delays due to strikes, riots, acts of God, shortages of labor or materials, war, terrorist acts or activities, governmental laws, regulations, or restrictions, or any other causes of any kind whatsoever which are beyond the control of such party.
7. Assignment. This Agreement may be assigned by the Developer. The Developer must deliver to the Mobility Authority a written acknowledgement from the entity being assigned the Developer's position in this Agreement, acknowledging this Agreement and committing to assume all of the Developer's obligations included in this Agreement. No assignment of this Agreement shall release Developer from its obligations under this Agreement, but rather Developer and its assignee shall be jointly and severally liable for those obligations.
8. Signature Warranty Clause. The signatories to this Agreement represent and warrant that they have the authority to execute this Agreement on behalf of the Mobility Authority and Developer, respectively.

[signatures on following page]

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

By: _____
Mike Heiligenstein, Executive Director

PECAN GROVE SPVEF, LTD.

By: _____

Printed Name: _____

Exhibit 1 - Description of the Properties

[to be provided]

Exhibit 2 - Roadway Project Illustration

[to be provided]

Exhibit 3 - Engineer's Cost Estimate

[to be provided]

Exhibit 4 - Escrow Agreement

[on the following eight pages]

Exhibit 5 - Phase II of the Scottsdale Development

[to be provided]

ESCROW AGREEMENT

This Escrow Agreement (“Agreement”) is dated January ____, 2013, and is between PECAN GROVE SPVEF, LTD., a Delaware limited partnership (“Developer”), the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (“Mobility Authority”), a Texas political subdivision, and HERITAGE TITLE COMPANY OF AUSTIN, INC. (“Heritage Title”), as the Escrow Agent. The Developer, Mobility Authority, and Heritage Title may be referred to collectively in this Agreement as the “Parties,” and individually as a “Party.”

RECITALS

WHEREAS, the Developer and the Mobility Authority have entered into a Development Agreement effective January ____, 2013 (the “Development Agreement”) to fund certain roadway and related improvements described in that agreement (the “Roadway Project”); and

WHEREAS, Developer has agreed in the Development Agreement to place \$_____ in an escrow account as a source of funds to be used by the Mobility Authority to build the Roadway Project; and

WHEREAS, Heritage Title has agreed to serve as the escrow agent for Developer and the Mobility Authority in accordance with the terms and conditions of this Agreement.

NOW, THEREFORE, for Parties agree as follows:

1. **Incorporation of Recitals and Findings.** The Recitals above are a part of this agreement. Capitalized words and phrases that are not defined in this Escrow Agreement have the meaning given in the Development Agreement.
2. **Appointment of Escrow Agent.** Developer and the Mobility Authority hereby appoint Heritage Title to act as escrow agent (“Escrow Agent”) and to act as their agent with respect to the Escrowed Items, and Escrow Agent hereby accepts such appointment. The Escrow Items shall include the Escrow Agreement and the Escrowed Funds as set forth in paragraphs 3 and 4 below.
3. **Deposit of Escrow Agreement with Escrow Agent.** No later than five business days after all Parties have signed this Agreement, Developer shall deliver one duly-executed counterpart original of this Escrow Agreement to Escrow Agent.
4. **Deposit of Escrowed Funds.** Concurrently with the delivery of the duly-executed counterpart original of this Escrow Agreement to Escrow Agent, Developer shall deposit with Escrow Agent the sum of \$_____ (the “Escrowed Funds”). Escrow Agent shall not be responsible for the collection of the Escrowed Funds and may fully rely on Developer to assure the Escrowed Funds are timely deposited.

- (a) Escrow Agent shall keep all the Escrowed Funds in one or more interest-bearing accounts under the name and tax identification number of Developer and insured by the FDIC. Escrow Agent shall not be liable in the event of loss of the Escrowed Funds due to failure of the bank or savings and loan institution.
- (b) Any interest which accrues on the Escrowed Funds shall be paid to the person/entity receiving any amounts remaining in the Escrow at the close of the Escrow, in accordance with the terms of this Escrow Agreement.

5. **Escrow Term.** The Escrow shall close when all of the Escrowed Funds are disbursed in accordance with Paragraphs 6 and 9 below, as applicable.

6. **Disbursement of Escrowed Funds to Mobility Authority.** Escrow Agent is instructed to disburse payments from the Escrowed Funds to the Mobility Authority in accordance with the following procedures:

- (a) Mobility Authority will submit a draw request to the Escrow Agent stating and representing as true and correct the payment or payments made by the Mobility Authority to outside contractors to provide services relating to bidding and oversight of the construction contract and to pay the contract price for construction of the Roadway Project to the bidder selected for the contract. A true and correct copy of each draw request submitted to the Escrow Agent shall be submitted contemporaneously by the Mobility Authority to the Developer using the same method of notice the Mobility Authority uses under Paragraph 13(c) to submit the draw request to the Escrow Agent.
- (b) Within two business days after the date Escrow Agent receives a draw request, Escrow Agent shall disburse the Draw Amount to the Mobility Authority.
- (c) The draw request shall be completed using the form attached as Exhibit 1.
- (d) The Escrow Agent shall pay each completed draw request forwarded by the Mobility Authority to Escrow Agent. The draw request shall be paid in the dollar amount actually submitted in writing by the Mobility Authority, if sufficient Escrowed Funds are available.

7. **Documentation and Audit of Draw Requests.**

- (a) The Mobility Authority shall keep and maintain records to document and support that each individual draw request paid to the Mobility Authority has been used only for one or more of the authorized purposes established by Section 6(a) of this Agreement. Records maintained under this subsection shall be made available for review and copying by the Developer upon Developer's written request.
- (b) All of the Mobility Authority's expenditures under this Agreement shall be subject to audit by the Developer, at Developer's request and sole expense.

8. **Disbursement of Remaining Escrowed Funds.** Escrow Agent shall disburse to the Developer any funds that remain in the Escrow Account no later than ten days after receipt of notice from the Mobility Authority to Escrow Agent and to the Developer that the Roadway Project has been completed and accepted by the Mobility Authority, and that after all funds eligible for disbursement to the Mobility Authority under Section 6(a) have been disbursed to the Mobility Authority.

9. **Resignation of Escrow Agent.** Escrow Agent reserves the right to resign hereunder, upon 20 days prior written notice to the Mobility Authority and Developer. In the event of said resignation, and prior to the effective date thereof, either (a) the Mobility Authority and the Developer, by joint written notice to Escrow Agent, shall designate a successor escrow agent to assume the responsibilities of Escrow Agent under this Escrow Agreement, and Escrow Agent shall immediately deliver all of the Escrowed Funds in Escrow Agent's possession to such successor escrow agent, or (b) if the Mobility Authority and the Developer do not agree on a successor escrow agent, or if they fail to deliver to Escrow Agent such written notice, Escrow Agent shall be entitled to interplead the Escrowed Funds into a court with proper jurisdiction in Williamson County, Texas.

10. **Indemnification of Escrow Agent.** The Developer and the Mobility Authority (subject to appropriations and to the extent permitted by law) jointly and severally agree to indemnify, protect, and save and hold Escrow Agent, its successors and assigns, harmless from all liabilities, obligations, losses, damages, penalties, taxes, claims, actions, suits, costs, and expenses (including attorneys' fees) of whatsoever kind or nature imposed on, incurred by, or asserted against Escrow Agent which in any way relate to, or arise out of the execution and delivery of this Escrow Agreement or the services and/or actions thereunder; provided, however, that the Developer and the Mobility Authority shall have no such obligation to indemnify Escrow Agent for its own willful misconduct or gross negligence.

12. **Escrow Fee.** For its ordinary services hereunder, Escrow Agent shall be entitled to a fee of \$75.00 per draw, to be withdrawn from the Escrowed Funds and paid to Escrow Agent simultaneously with each draw disbursement. In the event that Escrow Agent performs any service not specifically provided hereinabove, or that there is any assignment or attachment of any interest in the subject matter of this escrow or any modification thereof, or that any controversy arises hereunder, or that Escrow Agent is made a party to, or intervenes in, any litigation pertaining to this escrow or the subject matter thereof, the Mobility Authority and Developer shall, jointly and severally, reasonably compensate Escrow Agent therefore and reimburse Escrow Agent for all costs and expenses occasioned thereby, and indemnify Escrow Agent against any loss, liability or expense incurred in any act or thing done by it hereunder, to the extent permitted by law.

13. Miscellaneous.

- (a) Time is of the essence with respect to each and every provision of this Escrow Agreement and in the performance, occurrence, fulfillment or satisfaction of each and every term and condition of the escrow created hereby.
- (b) Escrow Agent shall be entitled to assume that documents and writings that are deposited into escrow or that are received in the course of carrying out its instructions hereunder are genuine and are in fact signed by the person or persons purporting to execute them, and Escrow Agent is entitled to act upon and use such documents and writings, unless and until Escrow Agent has actual knowledge of facts or circumstances that would cause a reasonably prudent person to suspect that they are not genuine. Escrow Agent shall not be responsible or liable for the accuracy, validity or appropriateness of any document or request submitted to it, and may fully rely on such document or request in acting or proceeding in accordance with this Agreement.
- (c) All notices, demands, draw or other requests, and other communications required or permitted hereunder or which any Party may desire to give, shall be in writing and shall be deemed to have been given on the sooner to occur of (i) receipt by the Party to whom the notice is hand-delivered, with a written receipt of notice provided by the receiving Party, or (ii) two business days after deposit in a regularly maintained express mail receptacle of the United States Postal Service, postage prepaid, or registered or certified mail, return receipt requested, express mail delivery, addressed to such Party at the respective addresses set forth below, or such other address as each Party may from time to time designate by written notice to the others as herein required or (iii) facsimile or electronic mail transmission (the latter of scanned documents in formats such as .pdf or .tif) for which confirmation of receipt by the other parties has been obtained by the sending Party:

Escrow Agent: Heritage Title Company of Austin
Attn: Nancy Grasshoff
401 Congress Avenue, Suite 1500
Austin, Texas 78701
(512) 505-5000
(512) 505-5024 (facsimile)
Email: ngrasshoff@heritage-title.com

Developer: PECAN GROVE-SPVEF, L.P.
c/o Dennis R McDaniel
906 Crystal Creek Drive
Austin, TX 78746
(512) ???-????
(512) ???-???? (facsimile)
Email: ???@???

Mobility Authority: Central Texas Regional Mobility Authority
Attn: Wes Burford, Director of Engineering
301 Congress Avenue, Suite 650
Austin, Texas 78701
(512) 996-9778
(512) 996-9784 (facsimile)
Email: wburford@ctrma.org

- d) Escrow Agent shall not be obligated to determine or resolve conflicting demands or claims to funds, documents or items deposited in escrow or conflicting demands or claims concerning the validity or interpretation of, or performance under, this Escrow Agreement. Until such conflicting demands or claims have been determined, resolved or eliminated by written agreement of the Parties, a valid amendment to this Escrow Agreement or a final order of judgment of the court of competent jurisdiction, Escrow Agent shall be authorized to (i) refrain from carrying out its duties hereunder, and to retain in escrow any funds, documents or items that are the subject of the conflict or that may be dependent on or affected by the resolution of the conflict or (ii) interplead the subject matter of this Escrow into any court of competent jurisdiction and the act of such interpleader shall immediately relieve Escrow Agent of its duties, liabilities and responsibilities hereunder. In that regard, the Parties hereto expressly acknowledge Escrow Agent's right to interplead the Escrowed Items into a court of competent jurisdiction in Williamson County, Texas, as provided by this Agreement.
- (e) This Escrow Agreement may be amended only by means of a written amendment signed by all the Parties to this Escrow Agreement. Any purported oral amendment of this Escrow Agreement shall be ineffective and invalid.
- (f) This Escrow Agreement may be executed in counterparts, each of which individually shall be an original and all of which together shall constitute but one and the same document. Any signature page to any counterpart of this Escrow Agreement may be detached from such counterpart without impairing the legal effect of the signature thereon and thereafter attached to another counterpart identical thereto except having to it additional signature pages.
- (g) The captions contained in this Escrow Agreement are for purposes of identification only and shall not be considered in construing this Escrow Agreement.
- (h) This Escrow Agreement shall be governed by and construed in accordance with the laws in the State of Texas.
- (i) This Escrow Agreement shall be binding on the Parties hereto and their respective heirs, executives, administrators, successors and assigns when all Parties have executed and delivered a counterpart hereof.

(j) Each Party represents that it has full power and authority rightfully to execute and deliver this Escrow Agreement and to perform the actions contemplated hereby.

14. **Conflict with Development Agreement.** In the event of a conflict between any term, provision or condition of the Development Agreement and this Escrow Agreement, the terms, conditions and provisions of the Development Agreement shall govern with respect to Developer and Mobility Authority. Escrow Agent shall be bound by only the terms and stipulations of this Escrow Agreement.

15. **Effective Date.** The Effective Date shall be the date the last of the Parties shown below executes this Escrow Agreement.

16. **Term.** This Escrow Agreement shall terminate when all Escrowed Funds have been disbursed in accordance with the terms hereof.

IN WITNESS WHEREOF, the Mobility Authority, Developer, and Escrow Agent have executed this Escrow Agreement to be effective as of the Effective Date.

MOBILITY AUTHORITY: Central Texas Regional Mobility Authority

By: _____
Name: Mike Heiligenstein
Title: Executive Director
Date: _____

DEVELOPER: PECAN GROVE SPVEF, LTD.

By: _____
Name: _____
Title: _____
Date: _____

ESCROW AGENT: Heritage Title Company of Austin, Inc.

By: _____
Name: Nancy Grasshoff
Title: _____
Date: _____

EXHIBIT 2

DRAW REQUEST

Date: _____

Heritage Title Company of Austin, Inc.
401 Congress Avenue, Suite 1500
Austin, TX 78701

Re: Escrow Agreement by and between PECAN GROVE SPVEF, LTD., a Delaware limited partnership ("Developer"), the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY ("Mobility Authority"), a Texas political subdivision, and HERITAGE TITLE COMPANY OF AUSTIN, INC. ("Heritage Title"), as the Escrow Agent.

To Whom It May Concern:

In connection with the above captioned escrow, the undersigned hereby requests disbursement from the captioned escrow as follows:

\$ _____ draw request for Payment Period: _____, 2013.

\$ _____ Amount Remaining in Escrow following Current Draw.

The undersigned certifies that these funds are requested exclusively for the purpose of:

1. Reimbursement of costs paid by the Mobility Authority to HNTB Corporation, its General Engineering Consultant, for services relating to procurement and oversight of the construction contract.
2. Reimbursement of costs paid by the Mobility Authority to _____, its _____, for services relating to procurement and oversight of the construction contract.
3. Reimbursement of costs paid by the Mobility Authority to _____, the general contractor selected by the Mobility Authority, for costs and charges incurred under the contract to construct the Roadway Project.

The undersigned further certifies that:

1. all work described by this draw request has been undertaken in compliance with applicable local, state, and federal laws and regulations; and
3. the Mobility Authority has provided a true and correct copy of this draw request to Developer contemporaneously with submission of this draw request to the Escrow

Agent, using the same method of notice it used to give notice of this draw request to Escrow Agent.

True and correct records and documents are available and in the possession of the Mobility Authority to document the expenses included in this draw request.

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

By: _____
Name: _____
Title: _____
Date: _____

cc: PECAN GROVE SPVEF, LTD.
Attn: Dennis R. McDaniel
906 Crystal Creek Drive
Austin, TX 78746

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-019

**APPROVING AN UPDATED LIST OF INVESTMENT BANKING FIRMS
AUTHORIZED TO PROVIDE INVESTMENT BANKING SERVICES TO THE
MOBILITY AUTHORITY.**

WHEREAS, in accordance with Mobility Authority procurement policies, by Resolution No. 13-005 approved on January 30, 2013, the Board of Directors authorized issuing a request for qualifications to provide an opportunity for additional firms interested in providing investment banking services to become qualified to provide those services to the Mobility Authority and be included in the pool (the "RFQ"); and

WHEREAS, the Mobility Authority and its financial advisors have received and evaluated responses received to the RFQ before February 21, 2013, and recommend that the firms identified on Exhibit 1 be added to the pool of investment banking firms qualified and available to provide investment banking services to the Mobility Authority.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves adding the investment banking firms listed on Exhibit 1 to the pool of investment banking firms qualified and available to provide investment banking services to the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 13-019
Date Passed 2/27/2013

EXHIBIT 1

RESOLUTION NO. 13-019

INVESTMENT BANKING FIRMS ADDED TO POOL

1. M.R. Beal & Company
2. Piper Jaffray & Co.
3. Stifel, Nicolaus & Company, Inc.

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-020

ACCEPT THE FINANCIAL REPORTS FOR JANUARY 2013.

WHEREAS, the Central Texas Regional Mobility Authority ("Mobility Authority") is empowered to procure such goods and services as it deems necessary to assist with its operations and to study and develop potential transportation projects, and is responsible to insure accurate financial records are maintained using sound and acceptable financial practices; and

WHEREAS, close scrutiny of the Mobility Authority's expenditures for goods and services, including those related to project development, as well as close scrutiny of the Mobility Authority's financial condition and records is the responsibility of the Board and its designees through procedures the Board may implement from time to time; and


WHEREAS, the Board has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the Mobility Authority's Chief Financial Officer, to review invoices, approve disbursements, and prepare and maintain accurate financial records and reports; and

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of January 2013, and has caused Financial Reports to be prepared and attached to this resolution as Attachment A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Reports for January 2013, attached as Attachment A.

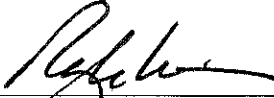
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-020
Date Passed: 2/27/2013

Attachment A

Financial Reports for January 2013

**Central Texas Regional Mobility Authority
Balance Sheet**

As of	January 31, 2013	January 31, 2012
Assets		
Current Assets		
Cash in Regions Operating Account	218,143	30,137
Cash In TexSTAR	145,779	155,824
Regions Payroll Account	25,090	79,920
Restricted cash/cash equivalents		
Fidelity Government MMA	86,435,435	13,008,817
Restricted Cash-TexStar	52,409,784	57,884,643
Overpayment accounts	37,075	25,159
Total Cash and Cash Equivalents	139,271,306	71,184,499
Accounts Receivable	15,269	22,953
Due From Employees	33	0
Due From TTA	0	378,942
Due From NTTA	58,030	71,503
Due From HCTRA	95,446	130,162
Due From TxDOT	1,377,710	3,813,762
Due From Federal Government	154,489	154,488
Interest Receivable	551,194	158,180
Total Receivables	2,252,170	4,729,990
Short Term Investments		
Treasuries	0	4,549,017
Short Term Investments	122,423,363	40,700,035
Other Current Assets		
Prepaid Insurance	40,955	41,325
Total Current Assets	264,012,637	116,657,504
Construction Work In Process	308,782,108	285,412,458
Fixed Assets		
Computers(net)	25,089	26,385
Computer Software(net)	(25,672)	574,115
Furniture and Fixtures(net)	10,973	14,731
Equipment(net)	29,116	48,199
Autos and Trucks(net)	17,246	24,144
Buildings and Toll Facilities(net)	6,075,473	6,241,139
Highways and Bridges(net)	276,113,500	174,821,984
Communication Equipment(net)	840,130	1,030,951
Toll Equipment(net)	9,118,481	2,275,982
Signs(net)	5,989,234	5,011,353
Land Improvements(net)	3,315,990	1,139,969
Right of Way	24,800,630	24,683,553
Leasehold Improvements	50,815	62,434
Total Fixed Assets	326,361,005	215,954,939
Long Term Investments		
GIC (Restricted)	0	208,105,739
Other Assets		
Security Deposits	8,644	8,644
Intangible Assets	650	650
Total Bond Issuance Costs	14,717,522	15,428,918
Total Assets	913,882,567	859,714,764

Liabilities**Current Liabilities**

Accounts Payable	176,019	385,777
Overpayments	38,143	25,936
Interest Payable	3,608,999	4,095,206
Due to other Funds	171,248	0
TCDRS Payable	32,946	31,764
Medical Reimbursement Payable	(39)	63
Due to other Entities	7,509	19,669
Other	0	17,178
Due to State of Texas	0	2,098
Total Current Liabilities	<u>4,034,825</u>	<u>4,577,689</u>

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	413,815
Retainage Payable	0	1,655
Senior Lien Revenue Bonds 2005	170,404,728	171,678,662
Senior Lien Revenue Bonds 2010	103,293,630	98,764,238
Senior Lien Revenue Bonds 2011	306,971,392	306,300,450
Sn Lien Rev Bnd Prem/Disc 2005	4,562,861	4,692,939
Sn Lien Rev Bnd Prem/Disc 2010	147,562	183,498
Tot Sr Lien Rev Bond Pay Pre/D	<u>922,895</u>	<u>873,534</u>
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	70,000,000
Sub Lien Bond 2011 Prem/Disc	(2,025,828)	(2,115,644)
TIFIA note 2008	77,506,077	77,526,562
2010 Regions BAB's Payable	0	0
2011 Regions Draw Down Note	1,200,000	200,000
Total Long Term Liabilities	<u>773,461,982</u>	<u>768,643,272</u>
Total Liabilities	<u>777,496,807</u>	<u>773,220,961</u>

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	85,847,898	61,913,602
Current Year Operations	<u>32,203,016</u>	<u>6,245,355</u>
Total Net Assets	<u>118,050,914</u>	<u>68,158,957</u>
Total Liabilities and Net Assets	<u>913,882,567</u>	<u>859,714,764</u>

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 1/31/2013	Percent of Budget	Actual Prior Year to Date 1/31/2012
Revenue				
Operating Revenue				
Toll Revenue-TxTAG-290E	574,358	124,175	21.62%	-
Toll Revenue-TxTag-183A	23,317,359	12,274,299	52.64%	9,180,099
Toll Revenue-HCTRA-183A	741,110	569,628	76.86%	407,689
Toll Revenue-HCTRA-290E	14,957	15,939	106.56%	-
Toll Revenue-NTTA-183A	444,666	370,493	83.32%	263,285
Toll Revenue-NTTA-290E	8,974	3,582	39.91%	-
Video Tolls	3,629,122	2,635,221	72.61%	2,010,247
Fee revenue	1,512,134	1,042,432	68.94%	745,913
Total Operating Revenue	30,242,680	17,035,767	56.33%	12,607,233
Other Revenue				
Interest Income	180,000	138,876	77.15%	123,741
Grant Revenue	1,236,000	37,875,420	3064%	9,332,923
Reimbursed Expenditures	-	34,774		-
Misc Revenue	2,500	217,776	8711%	918,366
Gain/Loss on Sale of Asset	-	-	0.00%	12,342
Unrealized Loss	-	42,708		-
Total Other Revenue	1,418,500	38,309,555	2701%	10,387,372
Total Revenue	\$ 31,661,180	\$ 55,345,322	174.80%	\$ 22,994,606
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,115,939	1,074,438	50.78%	1,082,642
Part Time Salry Expense	12,000	480	4.00%	7,927
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	1,202	24.03%	7,623
TCDRS	307,536	143,564	46.68%	152,218
FICA	96,433	33,742	34.99%	37,771
FICA MED	30,899	15,632	50.59%	15,571
Health Insurance Expense	186,370	106,719	57.26%	98,477
Life Insurance Expense	5,684	3,151	55.44%	2,737
Auto Allowance Expense	10,200	-	0.00%	4,462

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 1/31/2013	Percent of Budget	Actual Prior Year to Date 1/31/2012
Other Benefits	185,610	50,020	26.95%	93,303
Unemployment Taxes	12,960	3,354	25.88%	1,397
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,021,631	1,432,302	47.40%	1,504,129
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	3,703	30.86%	15,172
Auditing	65,000	44,990	69.22%	44,771
General Engineering Consultant	1,250,000	121,315	9.71%	505,574
GEC-Financial Planning Support	-	31,640		-
GEC-Roadway Ops Support	-	62,749		-
GEC-Technology Support	-	12,517		-
GEC-Public Information Support	-	6,619		-
GEC-General Support	-	110,816		-
General System Consultant	175,000	6,028	3.44%	27,886
Image Processing	780,000	566,892	72.68%	483,002
Facility maintenance	41,954	4,621	11.01%	7,247
HERO	1,629,000	591,184	36.29%	386,209
Human Resources	25,000	9,429	37.71%	63,323
Legal	270,000	152,175	56.36%	76,676
Photography	15,000	-	0.00%	11,850
Total Professional Services	4,262,954	1,724,678	40.46%	1,621,709
<u>Other Contractual Services</u>				
IT Services	65,000	20,162	31.02%	26,986
Graphic Design Services	10,000	-	0.00%	400
Website Maintenance	35,000	2,929	8.37%	5,783
Research Services	50,000	3,149	6.30%	3,100
Copy Machine	10,000	2,824	28.24%	3,342
Software Licenses	17,200	7,387	42.95%	805
ETC Maintenance Contract	1,029,900	343,567	33.36%	345,585
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	16,620
Communications and Marketing	140,000	92,767	66.26%	46,899
Advertising Expense	60,000	56,368	93.95%	31,281
Direct Mail	5,000	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 1/31/2013	Percent of Budget	Actual Prior Year to Date 1/31/2012
Video Production	5,000	20,920	418.40%	1,946
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	95,981	38.39%	117,219
Special assignments	5,000	-	0.00%	-
Traffic Management	-	14,417		41,509
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	114	18.94%	-
Roadway Maintenance Contract	640,000	103,918	16.24%	53,182
Landscape Maintenance	280,000	89,000	31.79%	74,222
Signal & Illumination Maint	-	44,898		46,069
Mowing and litter control	-	40,806		40,603
Striping	-	-	0.00%	19,600
Graffiti removal	-	225		-
Cell Phones	9,700	4,525	46.65%	4,071
Local Telephone Service	18,000	8,254	45.85%	7,630
Internet	4,500	-	0.00%	435
Fiber Optic System	63,000	16,780	26.64%	29,500
Other Communication Expenses	11,500	102	0.88%	273
Subscriptions	1,850	107	5.78%	120
Memberships	33,959	24,955	73.49%	23,960
Continuing Education	7,300	2,845	38.97%	1,997
Professional Development	14,000	-	0.00%	3,020
Seminars and Conferences	33,000	14,574	44.16%	9,090
Staff-Travel	76,000	45,450	59.80%	24,638
Other Contractual Svcs	200	-	0.00%	177
TxTag Collection Fees	1,434,788	697,842	48.64%	712,533
Contractual Contingencies	250,500	649	0.26%	34,115
Total Other Contractual Services	4,738,497	1,755,513	37.05%	1,726,710
Total Contractual Services	9,001,451	3,480,191	38.66%	3,348,419
Materials and Supplies				
Books & Publications	12,500	4,283	34.27%	4,056
Office Supplies	11,000	1,235	11.22%	2,922
Computer Supplies	12,500	3,998	31.98%	6,891

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 1/31/2013	Percent of Budget	Actual Prior Year to Date 1/31/2012
Copy Supplies	2,200	745	33.89%	18
Annual Report printing	7,000	-	0.00%	6,005
Other Reports-Printing	10,000	2,901	29.01%	-
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	2,500	-	0.00%	688
Maintenance Supplies-Roadway	9,175	-	0.00%	9,175
Promotional Items	10,000	4,827	48.27%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-
Tools & Equipment Expense	1,000	-	0.00%	89
Misc Materials & Supplies	3,000	-	0.00%	683
Total Materials and Supplies	120,875	17,989	14.88%	30,526
Operating Expenses				
Gasoline Expense	5,000	2,107	42.14%	2,609
Mileage Reimbursement	5,950	2,774	46.62%	2,015
Toll Tag Expense	3,120	1,390	44.55%	1,730
Parking	41,175	19,653	47.73%	23,064
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	9,800	8,147	83.13%	2,680
Public Notices	2,200	-	0.00%	-
Postage Expense	5,650	221	3.91%	118
Overnight Delivery Services	1,600	140	8.78%	226
Local Delivery Services	1,250	12	0.96%	6
Insurance Expense	90,000	36,106	40.12%	43,560
Repair & Maintenance-General	500	403	80.65%	263
Repair & Maintenance-Vehicles	500	109	21.77%	392
Repair & Maintenance Toll Equip	5,000	400	8.01%	-
Rent Expense	250,000	127,725	51.09%	119,927
Water	7,500	4,274	56.99%	4,585
Electricity	178,500	37,731	21.14%	36,139
Other Licenses	640	494	77.19%	275
Community Initiative Grants	65,000	30,000	46.15%	35,000

**Central Texas Regional Mobility Authority
Income Statement
All Operating Departments**

Account Name	Budget Amount FY 2013	Actual Year to Date 1/31/2013	Percent of Budget	Actual Prior Year to Date 1/31/2012
Non Cash Operating Expenses				
Amortization Expense	76,000	199,636	262.68%	716,912
Dep Exp- Furniture & Fixtures	9,000	936	10.40%	5,114
Dep Expense - Equipment	26,400	9,852	37.32%	8,387
Dep Expense - Autos & Trucks	7,000	4,024	57.49%	3,449
Dep Expense-Buildng & Toll Fac	177,000	102,992	58.19%	102,992
Dep Expense-Highways & Bridges	8,000,000	3,790,468	47.38%	2,897,537
Dep Expense-Communic Equip	195,000	111,312	57.08%	111,324
Dep Expense-Toll Equipment	965,000	521,244	54.01%	269,372
Dep Expense - Signs	135,000	87,262	64.64%	77,740
Dep Expense-Land Improvemts	67,000	76,383	114.00%	38,386
Depreciation Expense-Computers	10,000	6,560	65.60%	5,706
Total Operating Expenses	10,346,035	5,182,358	50.09%	4,509,507
Financing Expenses				
Arbitrage Rebate Calculation	6,000	5,605	93.42%	5,455
Loan Fee Expense	12,500	-	0.00%	12,000
Rating Agency Expense	35,000	11,000	31.43%	5,300
Trustee Fees	6,000	2,000	33.33%	-
Bank Fee Expense	8,000	3,425	42.82%	14,826
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	20,318,015	12,752,930	62.77%	7,024,447
Contingency	15,000	-	0.00%	-
Non Cash Financing Expenses				
Bond issuance expense	300,000	254,506	84.84%	294,640
Total Financing Expenses	20,704,515	13,029,467	62.93%	7,356,669
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 43,194,507	\$ 23,142,306	53.58%	\$ 16,749,250
Net Income	\$ (11,533,327)	\$ 32,203,016		\$ 6,245,355

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2013
as of January 31, 2013

Cash flows from operating activities:

Receipts from Department of Transportation	\$ 38,543,921
Receipts from toll fees	17,517,588
Receipts from other fees	-
Receipts from interest income	1,160,276
Receipts from other sources	419,905
Payments to vendors	(5,151,644)
Payments to employees and benefits	(1,343,161)
Net cash flows used in operating activities	<u>51,146,886</u>

Cash flows from capital and related financing activities:

Payments on interest	(41,255,133)
Payment on Bonds/Notes	(3,170,000)
Acquisitions of property and equipment	(3,875)
Acquisitions of construction in progress	(69,239,996)
Proceeds from Draw Down Note	1,100,000
Net cash flows used in capital and related financing activities	<u>(112,569,004)</u>

Cash flows from investing activities:

Purchase of investments	(5,071,807)
Proceeds from sale or maturity of investments	104,877,157
Net cash flows provided by investing activities	<u>99,805,350</u>

Net increase in cash and cash equivalents	38,383,232
Cash and cash equivalents at beginning of July 2012	100,680,911
Cash and cash equivalents at end of January 2013	<u>\$ 139,271,306</u>

Reconciliation of change in net assets to net cash provided by operating activities:

Change in net assets	\$ 32,203,016
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	4,910,670
Nonoperating interest	12,751,287
Bond Issuance Expense	254,506
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	1,237,341
(Increase)/Decrease in prepaid expenses and other assets	(49,877)
(Increase)/Decrease in interest receivable	1,089,716
Increase/(Decrease) in deferred revenue (audit adjustments)	(77,482)
Increase/(Decrease) in other payable	(142,645)
Increase/(Decrease) in accounts payable	(1,029,647)
Total adjustments	<u>18,943,870</u>

Net cash flows provided by operating activities	<u>\$ 51,146,886</u>
---	----------------------

INVESTMENTS by FUND

		Balance	
		January 31, 2013	
Renewal & Replacement Fund			TexSTAR 52,555,559.90
TexSTAR	660,928.24		CD's 3,000,000.00
Regions Sweep	0.66		Regions Sweep 86,435,434.93
Agencies		660,928.90	Agencies 119,422,292.16
TxDOT Grant Fund			
TexSTAR	5,423,462.74		
Regions Sweep	37,540.07		
CD's	3,000,000.00		
Agencies	1,000,000.00	9,461,002.81	\$ 261,413,286.98
Subordinate Lien DS Fund 05			
Regions Sweep	317,096.50	317,096.50	
Debt Service Reserve Fund 05			
TexSTAR	30,776,769.19		
Regions Sweep	7,144,062.53		
Agencies	5,183,246.89	43,104,078.61	
Debt Service Fund 05			
Regions Sweep	860,729.17	860,729.17	
2010 Senior Lien DSF			
Regions Sweep	286,925.10		
TexSTAR	0.15	286,925.25	
2010-1 Debt Service Fund			
Regions Sweep	220,712.55	220,712.55	
2010-2 Debt Service Fund			
Regions Sweep	216,662.10	216,662.10	
Agencies			
2011 Debt Service Acct			
Regions Sweep	0.33	0.33	
2011 Sub Debt DSRF			
Regions Sweep	7,020,714.91		
Agencies		7,020,714.91	
Operating Fund			
TexSTAR	145,778.77		
TexSTAR-Trustee	2,301,477.78		
Regions Sweep	2.18	2,447,258.73	
Revenue Fund			
TexSTAR	1.00		
Regions Sweep	1,624,399.11	1,624,400.11	
General Fund			
TexSTAR	53.78		
Regions Sweep	4,218,272.76	4,218,326.54	
2010 Senior Lien Capitalized Interest			
Regions Sweep	0.07		
TexSTAR	487.85	487.92	
2010-1 Sub Lien Capitalized Interest			
Regions Sweep	0.00		
TexSTAR	0.00		
2010-2 Sub Lien Capitalized Interest			
TexSTAR	33.69		
Regions Sweep	0.01	33.70	
2011 Sr Capitalized Interest Fund			
Regions Sweep	37,530.52		
Agencies	17,816,648.44	17,854,178.96	
2011 Sub Capitalized Interest Fund			
Regions Sweep	564.39		
Agencies	4,705,926.13	4,706,490.52	
2010-1 Sub BABs subsidy			
Regions Sweep	17.57	17.57	
2010-2 Sub BABs subsidy			
Regions Sweep	0.00		
2010 Senior Lien Debt Service Reserve Fund			
TexSTAR	6,559,512.55		
Regions Sweep	43,909.82		
Agencies	3,918,057.00	9,521,479.37	
2010-2 Sub Lien Debt Service Reserve Fund			
TexSTAR	779,391.07		
Regions Sweep	203,890.37		
Agencies	190,000.00	1,173,281.44	
2010-1 Sub Lien Debt Service Reserve Fund			
TexSTAR	1,911,239.73		
Regions Sweep	0.01		
Agencies	2,054,551.47	3,965,791.21	
MoPac Construction Fund			
Regions Sweep	16,500,004.52	16,500,004.52	
2010-1 Sub Lien Projects Fund			
TexSTAR	828,747.69		
Regions Sweep	0.10	828,747.69	
2010 Senior Lien Construction Fund			
TexSTAR	1.19		
Regions Sweep	3,023,211.03	3,023,212.22	
2011 Sub Debt Project fund			
TexSTAR	4,167,554.92		
Agencies	43,132,573.89		
Regions Sweep	493,764.24	47,793,893.05	
2011 Sr Financial Assistance Fund			
Regions Sweep	4.60	4.60	
2011 Senior Lien Project Fund			
TexSTAR	119.66		
Regions Sweep	44,185,419.71		
Agencies	41,421,288.33	85,606,827.70	
		\$ 261,413,286.98	

CTRMA INVESTMENT REPORT

	Month Ending 1/31/13					Rate Jan 13
	Balance 12/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund	4,167,164.67			390.25		4,167,554.92
2011 Senior Lien Construction Fund	119.66					119.66
2010 Senior Lien Construction Fund	1.19					1.19
2010-1 Sub Lien Projects General Fund	830,512.09			77.67	1,842.17	828,747.59
Trustee Operating Fund	53.78					53.78
Renewal and Replacement	1,901,288.09	1,000,000.00		189.69	600,000.00	2,301,477.78
TxDOT Grant Fund	660,869.35			61.89	3.00	660,928.24
Revenue Fund	5,422,954.89			507.85		5,423,462.74
Senior Lien Debt Service Reserve Fund	1.00					1.00
2010 Senior Lien DSF	30,773,887.27			2,881.92		30,776,769.19
2010 Senior Lien Debt Service Reserve Fund	0.15					0.15
2010-2Sub Lien Debt Service Reserve Fund	5,558,991.97			520.58		5,559,512.55
2010-1Sub Lien Debt Service Reserve Fund	779,318.08			72.99		779,391.07
2010 Senior Lien Capitalized Interest	1,911,060.75			178.98		1,911,239.73
2010-2 Sub Lien Capitalized Interest	1,705,536.18			8.51	1,705,056.84	487.85
	46,015.87			0.23	45,982.41	33.69
	53,757,774.99	1,000,000.00	0.00	4,890.56	2,352,884.42	52,409,781.13
Amount in TexStar Operating Fund						
	74,518.89	771,248.19		11.69	700,000.00	145,778.77

Amount in TexStar Operating Fund

CTRMA INVESTMENT REPORT

	Month Ending 1/31/13					Rate Jan 13
	Balance 12/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Regions Sweep Money Market Fund						
Operating Fund	2.18	1,000,000.00			1,000,000.00	2.18
2010-1 Sub Lien Project Acct	0.10	1,842.17			1,842.17	0.10
2010 Senior Lien Project Acct	3,172,626.90			404.06	149,819.93	3,023,211.03
2011 Sub Lien Project Acct	493,760.32			3.92		493,764.24
2011 Senior Lien Project Acct	45,084,009.94			3,712.34	902,302.57	44,185,419.71
2011 Sr Financial Assistance Fund	4.60					4.60
2005 Debt Service Fund	6,406,108.77	856,234.54		760.86	6,402,375.00	860,729.17
2010 Senior DSF	15,961.25	1,992,513.75		0.10	1,721,550.00	286,925.10
2011 Senior Lien Debt Service Acct	0.33	8,946,606.25			8,946,606.25	0.33
2011 Sub Debt Service Fund	0.00	2,362,500.00			2,362,500.00	0.00
2010-1 Debt Service Fund	2,034,375.00	932,500.94		242.86	2,746,406.25	220,712.55
Subordinate Lien TIFIA DS Fund	1,986,875.22	315,991.81		231.90	1,986,002.43	317,096.50
2010-2 BABs Supplemental Security	20.55	159,504.37			159,524.92	0.00
2010-2 Debt Service Fund	409,723.82	262,661.59		3.47	455,726.78	216,662.10
2010-2 Cap I Fund	0.01	45,982.41			45,982.41	0.01
2010 CAP Interest Senior lien	531.91	1,705,056.84		0.07	1,705,588.75	0.07
2011 Sr Cap I Fund	8,983,985.00			151.77	8,946,606.25	37,530.52
2011 Sub Debt CAP I	2,363,025.52			38.87	2,362,500.00	564.39
2010-1 Sub lien BABs supplemental Security	712,110.31			17.57	712,110.31	17.57
TxDOT Grant Fund	37,535.29			4.78		37,540.07
Renewal and Replacement	0.66					0.66
Revenue Fund	874,364.93	3,698,278.67		157.09	2,948,401.58	1,624,399.11
General Fund	5,184,062.83	420,987.35		697.16	1,387,474.58	4,218,272.76
2010 Senior Debt Service Reserve Fund	43,904.23			5.59		43,909.82
2010-1 Debt Service Reserve Fund	0.00			0.01		0.01
2010-2 Debt Service Reserve Fund	203,888.64			1.73		203,890.37
2011 Sub Debt Debt Service Reserve Fund	7,020,195.47			519.44		7,020,714.91
2005 Senior Lien Debt Service Reserve Fund	7,143,902.50			160.03		7,144,062.53
MoPac Managed Lane Construction Fund	16,500,000.00			4.52		16,500,004.52
	108,670,976.28	22,700,660.69	0.00	7,118.14	44,943,320.18	86,435,434.93
Amount in Fed Agencies and Treasuries						
Amortized Principal	119,560,157.20		(137,865.05)	180,293.20		119,422,292.15
Accrued Interest						

Regions Sweep Money Market Fund

Operating Fund
 2010-1 Sub Lien Project Acct
 2010 Senior Lien Project Acct
 2011 Sub Lien Project Acct
 2011 Senior Lien Project Acct
 2011 Sr Financial Assistance Fund
 2005 Debt Service Fund
 2010 Senior DSF
 2011 Senior Lien Debt Service Acct
 2011 Sub Debt Service Fund
 2010-1 Debt Service Fund
 Subordinate Lien TIFIA DS Fund
 2010-2 BABs Supplemental Security
 2010-2 Debt Service Fund
 2010-2 Cap I Fund
 2010 CAP Interest Senior lien
 2011 Sr Cap I Fund
 2011 Sub Debt CAP I
 2010-1 Sub lien BABs supplemental Security
 TxDOT Grant Fund
 Renewal and Replacement
 Revenue Fund
 General Fund
 2010 Senior Debt Service Reserve Fund
 2010-1 Debt Service Reserve Fund
 2010-2 Debt Service Reserve Fund
 2011 Sub Debt Debt Service Reserve Fund
 2005 Senior Lien Debt Service Reserve Fund
 MoPac Managed Lane Construction Fund

Amount in Fed Agencies and Treasuries

Amortized Principal
 Accrued Interest

CTRMA INVESTMENT REPORT

Rate
Jan 13

	Month Ending 1/31/13					Balance 1/31/2013
	Balance 12/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
	119,560,157.20	0.00	(137,865.05)		0.00	119,422,292.15
Certificates of Deposit	0.00	3,000,000.00			0.00	3,000,000.00
Total in Pools	53,832,293.88	1,771,248.19		4,902.25	3,052,884.42	52,555,559.90
Total in Money Market	108,670,976.28	22,700,660.69		7,118.14	44,943,320.18	86,435,434.93
Total in Fed Agencies	119,560,157.20	0.00	(137,865.05)		0.00	119,422,292.15
Total Invested	282,063,427.36	27,471,908.88	(137,865.05)	12,020.39	47,996,204.60	261,413,286.98

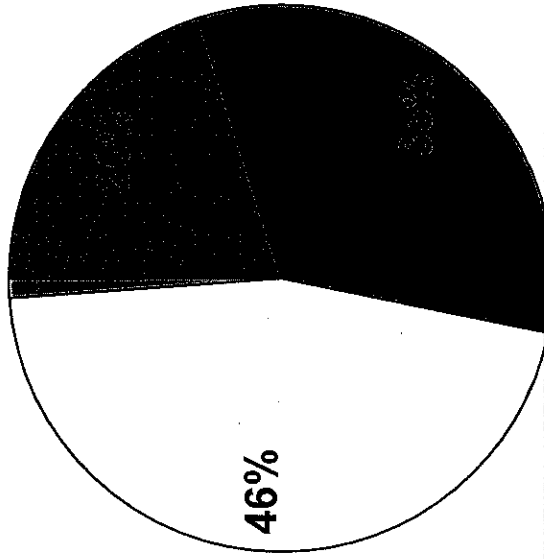
Certificates of Deposit
Total in Pools
Total in Money Market
Total in Fed Agencies

Total Invested

All Investments in the portfolio are in compliance with the CTRMA's Investment policy.

William Chapman, CFO

Allocation of Funds



■ Total in Pools

■ Total in Money Market

□ Total in Fed Agencies

■ Total in CD's

Amount of investments As of January 31, 2013

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND	
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	190,530.10	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF	
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,001,370.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund	
Federal Home loan Bank	3137EABM0	2,473,720.78	2,351,233.57	2,353,924.14	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I	
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,354,692.56	2,347,733.52	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I	
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,916,011.41	8,891,966.16	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I	
Federal Home loan Bank	3137EABM0	9,351,457.81	8,900,637.03	8,914,256.92	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I	
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	1,335,514.00	1,335,408.80	0.2300%	2/9/2012	6/1/2013	2011 SR DSRF	
Fannie Mae	31398A3L4	3,883,198.70	3,847,732.89	3,852,711.90	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF	
Fannie Mae	31398A3L4	3,954,171.00	3,918,057.00	3,923,127.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF	
Federal Home Loan Bank	3133XR88	7,370,650.00	7,164,733.33	7,159,950.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project	
Federal Home Loan Bank	313378U41	12,009,480.00	12,004,740.00	12,013,560.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project	
Freddie Mac	3134G3BF6	12,054,960.00	12,025,190.00	12,044,520.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project	
Federal Home Loan Bank	313376KS3	25,047,750.00	25,013,263.89	25,020,500.00	0.2440%	3/30/2012	6/21/2013	2011 Sub Project	
Fannie Mae	31359MRG0	18,715,860.00	18,119,310.00	18,093,060.00	0.1950%	3/30/2012	3/15/2013	2011 Sub Project	
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,226,625.00	10,243,300.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project	
Freddie Mac	3137EADD8	1,004,940.00	1,004,544.80	1,003,990.00	0.2290%	12/3/2012	4/17/2015	2010-1 DSRF	
Northside ISD	66702RAG7	1,057,700.00	1,050,006.67	1,054,280.00	0.3580%	12/5/2012	2/15/2015	2010-1 DSRF	
		<u>119,963,123.35</u>	<u>119,422,292.15</u>	<u>119,444,188.54</u>					

Agency	CUSIP #	COST	Cummulative Amortization	Book Value	Maturity Value	Interest Income	January 31, 2013 Interest Earned	
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69	230.69	
Freddie Mac	3134G2U42	1,000,000.00	-	1,000,000.00	1,000,000.00	312.50	312.50	
Federal Home loan Bank	3137EABM0	2,473,720.78	122,487.21	2,351,233.57	2,319,000.00	(6,446.70)	800.18	
Federal Home loan Bank	3134A4UL6	2,326,924.30	27,768.26	2,354,692.56	2,362,000.00	1,461.49	1,461.49	
Federal Home loan Bank	3134A4UL6	8,794,454.76	121,556.65	8,916,011.41	8,946,000.00	6,397.72	6,397.72	
Federal Home loan Bank	3137EABM0	9,351,457.81	450,820.78	8,900,637.03	8,782,000.00	(23,727.41)	3,716.34	
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	61,542.00	1,335,514.00	1,315,000.00	(5,128.50)	350.67	
Fannie Mae	31398A3L4	3,883,198.70	35,465.81	3,847,732.89	3,830,000.00	(2,216.61)	1,374.02	
Fannie Mae	31398A3L4	3,954,171.00	36,114.00	3,918,057.00	3,900,000.00	(2,257.13)	1,399.12	
Federal Home Loan Bank	3133XR88	7,370,650.00	205,916.67	7,164,733.33	7,000,000.00	(20,591.70)	2,741.63	
Federal Home Loan Bank	313378U41	12,009,480.00	4,740.00	12,004,740.00	12,000,000.00	(526.67)	2,973.33	
Freddie Mac	3134G3BF6	12,054,960.00	29,770.00	12,025,190.00	12,000,000.00	(2,290.00)	3,960.00	
Federal Home Loan Bank	313376KS3	25,047,750.00	34,486.11	25,013,263.89	25,000,000.00	(2,652.78)	5,680.55	
Fannie Mae	31359MRG0	18,715,860.00	596,550.00	18,119,310.00	18,000,000.00	(59,655.00)	5,970.00	
Federal Home Loan Bank	3133XWKV0	10,388,500.00	161,875.00	10,226,625.00	10,000,000.00	(16,187.50)	3,604.17	
Freddie Mac	3137EADD8	1,004,940.00	395.20	1,004,544.80	1,000,000.00	(197.60)	302.40	
Northside ISD	66702RAG7	1,057,700.00	7,693.33	1,050,006.67	1,000,000.00	(3,846.67)	1,153.33	
		<u>121,020,823.35</u>	<u>1,897,181.02</u>	<u>119,422,292.15</u>	<u>118,644,000.00</u>	<u>180,293.20</u>	<u>(137,865.06)</u>	<u>42,428.14</u>

January 31, 2013 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	January 31, 2013 Interest	FUND
Compass Bank	CD9932129	3,000,000	0.35%	8/27/2012	2/27/2014	115.07	TxDOT Grant Fund
		<u>3,000,000</u>				<u>\$ 115.07</u>	



Monthly Newsletter - January 2013

Performance

As of January 31, 2013

Current Invested Balance	\$6,030,821,287.69
Weighted Average Maturity (1)	47 Days
Weighted Average Maturity (2)	55 Days
Net Asset Value	1.000129
Total Number of Participants	767
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$785,880.20
Management Fee Collected	\$245,865.75
% of Portfolio Invested Beyond 1 Year	0.00%
Standard & Poor's Current Rating	AAAm

Rates reflect historical information and are not an indication of future performance.

January Averages

Average Invested Balance	\$5,789,824,712.15
Average Monthly Yield, on a simple basis	0.1103%
Average Weighted Average Maturity (1)*	48 Days
Average Weighted Average Maturity (2)*	57 Days

Definition of Weighted Average Maturity (1) & (2)

- (1) This weighted average maturity calculation uses the SEC Rule 2a-7 definition for stated maturity for any floating rate instrument held in the portfolio to determine the weighted average maturity for the pool. This Rule specifies that a variable rate instrument to be paid in 397 calendar days or less shall be deemed to have a maturity equal to the period remaining until the next readjustment of the interest rate.
- (2) This weighted average maturity calculation uses the final maturity of any floating rate instruments held in the portfolio to calculate the weighted average maturity for the pool.

* The maximum management fee authorized for the TexSTAR Cash Reserve Fund is 12 basis points. This fee may be waived in full or in part in the discretion of the TexSTAR co-administrators at any time as provided for in the TexSTAR Information Statement.

Program Information

The system conversion in July 2012 allows TexSTAR to provide additional functionality for participants. One such item we are pleased to highlight is that you are now able to retrieve PDFs of the mailed monthly statements by the end of the second business day of the month. To obtain your statements, log in to www.texstar.org and select "Transactions" at the top of the screen. Select "Statements" from the menu bar and choose the month you would like to access.

Holiday Reminder

In observance of Presidents' Day, TexSTAR will be closed Monday, February 18, 2013. All ACH transactions initiated on Friday, February 15th will settle on Tuesday, February 19th.

Economic Commentary

Risk assets experienced a strong start to the year as global stock markets reached multi-year highs. The S&P 500 Index rose above 1500 for first time since 2007. Markets were lifted by the ability of the U.S. Congress to avert the full brunt of the "fiscal cliff", continued accommodative central bank policy globally, a stronger than expected earnings season in the U.S., some positive news in Europe and a reacceleration of growth in China. The 'risk-on' sentiment continued in January after U.S. lawmakers struggled to pass a compromise that prevented the full brunt of tax hikes and spending cuts scheduled to take place at the beginning of 2013. While they also averted a debt ceiling crisis, the stage is set for a contentious debate as Congress put off the more important decisions regarding spending cuts via sequestration and the debt ceiling until March and May respectively. Toward the end of the month, U.S. equity markets benefited from a strong earnings season. With approximately 60% of the S&P 500 having reported, 69% beat analysts' earnings estimates. While the European sovereign debt crisis is far from over, the ECB's announcement, that €137 billion of its long term refinancing operations (LTRO) will be repaid by banks, lifted markets. This was viewed as good news as 278 banks repaid approximately 30% lent under the first round of the LTRO, significantly higher than expected.

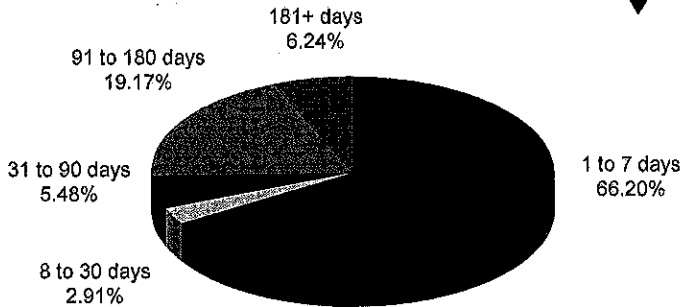
Economic data released in January were mixed. Labor market measurements reflected a steady but slow recovery and housing data slowed in December after three strong months. While the advance report of U.S. fourth quarter 2012 GDP shrunk by -0.1%, this was primarily due to a large contraction in government spending, specifically federal national defense spending, which fell by -22.2% in anticipation of the Budget Control Act of 2011 taking effect in 2013. The forecast for U.S. growth remains lackluster in the first half of 2013. Cuts in government spending should continue to detract directly from growth and fiscal uncertainty may also dampen corporations' willingness to make capital expenditures. The Federal Reserve should continue to purchase \$85 billion per month in Treasury and mortgage-backed securities well through 2013 as inflation remains below their target. Labor markets are likely to experience tepid growth as businesses worry about the potentially messy negotiations in Washington over deficit reduction.

This information is an excerpt from an economic report dated January 2013 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of January 31, 2013

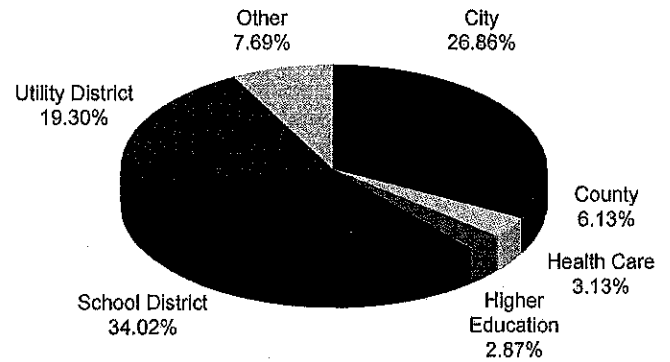


Repurchase
Agreements
60.82%

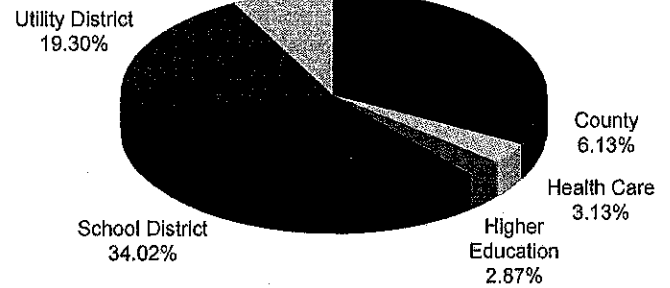
Treasuries
6.99%

Agencies
32.19%

Portfolio by Maturity As of January 31, 2013



Distribution of Participants by Type As of January 31, 2013



Historical Program Information

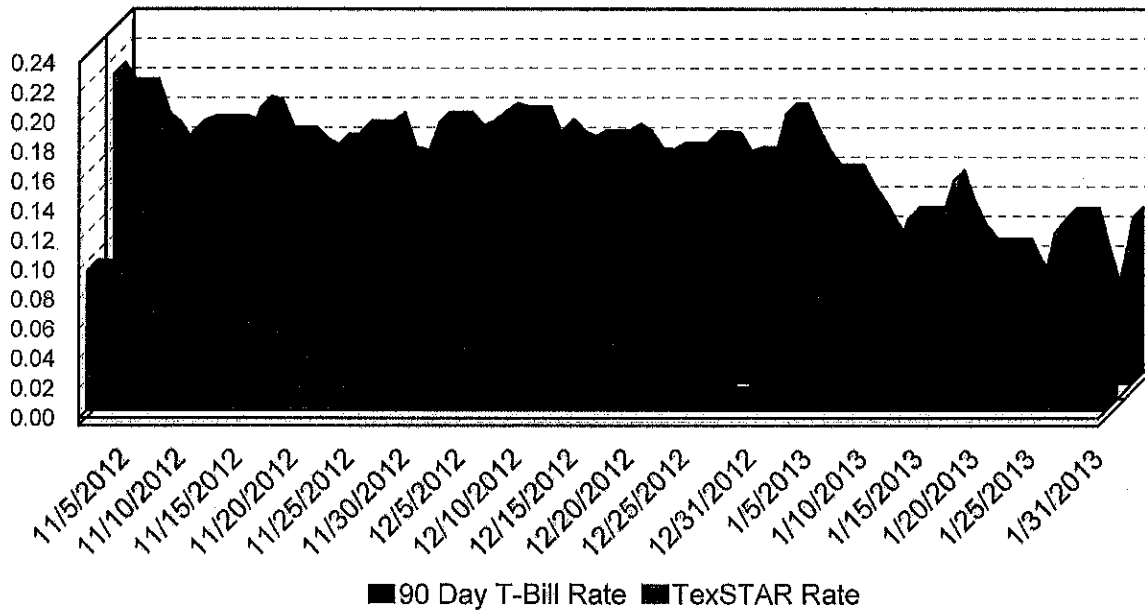
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Jan 13	0.1103%	\$6,030,821,287.69	\$6,031,600,682.90	1.000129	48	57	767
Dec 12	0.1647%	5,411,874,896.68	5,412,541,199.28	1.000123	49	60	767
Nov 12	0.1720%	4,745,368,285.66	4,745,870,906.22	1.000105	51	63	765
Oct 12	0.1746%	4,755,942,789.56	4,756,394,096.44	1.000094	45	60	763
Sep 12	0.1574%	4,659,065,730.90	4,659,684,743.38	1.000132	46	63	759
Aug 12	0.1326%	4,724,281,980.85	4,724,862,450.42	1.000122	49	67	759
Jul 12	0.1359%	5,189,684,471.14	5,190,308,464.19	1.000120	46	66	757
Jun 12	0.1379%	4,983,255,681.46	4,983,767,166.12	1.000102	48	70	756
May 12	0.1273%	5,178,606,480.90	5,179,224,581.51	1.000119	47	70	754
Apr 12	0.1098%	5,255,005,296.99	5,255,613,981.07	1.000115	46	69	752
Mar 12	0.1148%	5,668,145,582.64	5,668,844,552.57	1.000123	48	71	751
Feb 12	0.0986%	6,014,562,468.35	6,015,309,681.45	1.000124	48	70	751

Portfolio Asset Summary as of January 31, 2013

	Book Value	Market Value
Uninvested Balance	\$ 794.67	\$ 794.67
Accrual of Interest Income	1,677,909.92	1,677,909.92
Interest and Management Fees Payable	(843,521.49)	(843,521.49)
Payable for Investment Purchased	(24,985,625.00)	(24,985,625.00)
Repurchase Agreement	3,682,949,000.00	3,682,949,000.00
Government Securities	2,372,022,729.59	2,372,802,124.80
Total	\$ 6,030,821,287.69	\$ 6,031,600,682.90

Market value of collateral supporting the Repurchase Agreements is at least 102% of the Book Value. The portfolio is managed by J.P. Morgan Chase & Co. and the assets are safekept in a separate custodial account at the Federal Reserve Bank in the name of TexSTAR. The only source of payment to the Participants are the assets of TexSTAR. There is no secondary source of payment for the pool such as insurance or guarantee. Should you require a copy of the portfolio, please contact TexSTAR Participant Services.

TexSTAR versus 90-Day Treasury Bill



This material is for information purposes only. This information does not represent an offer to buy or sell a security. The above rate information is obtained from sources that are believed to be reliable; however, its accuracy or completeness may be subject to change. The TexSTAR management fee may be waived in full or in part at the discretion of the TexSTAR co-administrators and the TexSTAR rate for the period shown reflects waiver of fees. This table represents investment performance/return to the customer, net of fees, and is not an indication of future performance. An investment in the security is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the issuer seeks to preserve the value of an investment at \$1.00 per share, it is possible to lose money by investing in the security. Information about these and other program details are in the fund's Information Statement which should be read carefully before investing. The yield on the 90-Day Treasury Bill ("T-Bill Yield") is shown for comparative purposes only. When comparing the investment returns of the TexSTAR pool to the T-Bill Yield, you should know that the TexSTAR pool consist of allocations of specific diversified securities as detailed in the respective information Statements. The T-Bill Yield is taken from Bloomberg Finance L.P. and represents the daily closing yield on the then current 90-day T-Bill.

Daily Summary for January 2013

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
1/1/13	0.1820%	0.000004985	\$5,411,874,896.68	1.000125	44	53
1/2/13	0.1652%	0.000004525	\$5,551,272,787.52	1.000117	43	53
1/3/13	0.1500%	0.000004109	\$5,623,866,050.39	1.000117	46	55
1/4/13	0.1406%	0.000003851	\$5,754,970,056.07	1.000122	48	57
1/5/13	0.1406%	0.000003851	\$5,754,970,056.07	1.000122	48	57
1/6/13	0.1406%	0.000003851	\$5,754,970,056.07	1.000122	48	57
1/7/13	0.1263%	0.000003460	\$5,781,167,636.87	1.000121	50	61
1/8/13	0.1160%	0.000003179	\$5,867,402,200.37	1.000123	50	60
1/9/13	0.1026%	0.000002810	\$5,804,111,759.72	1.000129	51	61
1/10/13	0.0908%	0.000002487	\$5,789,652,996.12	1.000137	51	61
1/11/13	0.1114%	0.000003051	\$5,673,585,505.59	1.000132	51	61
1/12/13	0.1114%	0.000003051	\$5,673,585,505.59	1.000132	51	61
1/13/13	0.1114%	0.000003051	\$5,673,585,505.59	1.000132	51	61
1/14/13	0.1125%	0.000003081	\$5,715,980,971.80	1.000125	50	60
1/15/13	0.1367%	0.000003744	\$5,746,753,328.07	1.000117	50	59
1/16/13	0.1150%	0.000003152	\$5,737,748,258.32	1.000122	50	60
1/17/13	0.0997%	0.000002731	\$5,747,366,786.13	1.000114	49	59
1/18/13	0.0904%	0.000002476	\$5,799,407,946.22	1.000113	47	56
1/19/13	0.0904%	0.000002476	\$5,799,407,946.22	1.000113	47	56
1/20/13	0.0904%	0.000002476	\$5,799,407,946.22	1.000113	47	56
1/21/13	0.0904%	0.000002476	\$5,799,407,946.22	1.000113	47	56
1/22/13	0.0750%	0.000002054	\$5,818,694,124.40	1.000118	49	57
1/23/13	0.0675%	0.000001849	\$5,905,641,124.09	1.000115	48	57
1/24/13	0.1014%	0.000002778	\$5,892,470,822.72	1.000117	47	56
1/25/13	0.1113%	0.000003049	\$5,885,052,959.39	1.000116	47	56
1/26/13	0.1113%	0.000003049	\$5,885,052,959.39	1.000116	47	56
1/27/13	0.1113%	0.000003049	\$5,885,052,959.39	1.000116	47	56
1/28/13	0.0833%	0.000002281	\$5,953,942,224.23	1.000124	47	55
1/29/13	0.0571%	0.000001565	\$5,996,748,967.17	1.000127	46	55
1/30/13	0.0744%	0.000002039	\$5,970,592,506.28	1.000129	47	56
1/31/13	0.1118%	0.000003063	\$6,030,821,287.69	1.000129	47	55
Average	0.1103%	0.000003021	\$5,789,824,712.15		48	57

TexSTAR Participant Services
First Southwest Asset Management, Inc.
325 North St. Paul Street, Suite 800
Dallas, Texas 75201



TexSTAR Board Members

<i>William Chapman</i>	<i>Central Texas Regional Mobility Authority</i>	<i>Governing Board President</i>
<i>Nell Lange</i>	<i>City of Frisco</i>	<i>Governing Board Vice President</i>
<i>Kenneth Huewitt</i>	<i>Houston ISD</i>	<i>Governing Board Treasurer</i>
<i>Michael Bartolotta</i>	<i>First Southwest Company</i>	<i>Governing Board Secretary</i>
<i>Joni Freeman</i>	<i>JP Morgan Chase</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Hardy Browder</i>	<i>City of Cedar Hill</i>	<i>Advisory Board</i>
<i>Oscar Cardenas</i>	<i>Northside ISD</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>Plano ISD</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Becky Brooks</i>	<i>Government Resource Associates, LLC</i>	<i>Advisory Board</i>
<i>Len Santow</i>	<i>Griggs & Santow</i>	<i>Advisory Board</i>

For more information contact TexSTAR Participant Services ★ 1-800-TEX-STAR ★ www.texstar.org

FirstSouthwest 

J.P.Morgan
Asset Management

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 13-021

ADOPTING THE MOBILITY AUTHORITY ANNUAL REPORT FOR 2012

WHEREAS, state law and the Mobility Authority's Policy Code provide for the preparation and adoption of an annual report on the Mobility Authority's activities during the preceding year no later than February 28 of each year; and

WHEREAS, the Executive Director has provided a draft 2012 Annual Report for the Board's review, and recommends that it be adopted by the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby adopts the 2012 Annual Report of the Central Texas Regional Mobility Authority attached as Exhibit 1 to this resolution.

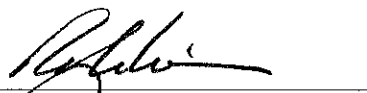
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of February, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:

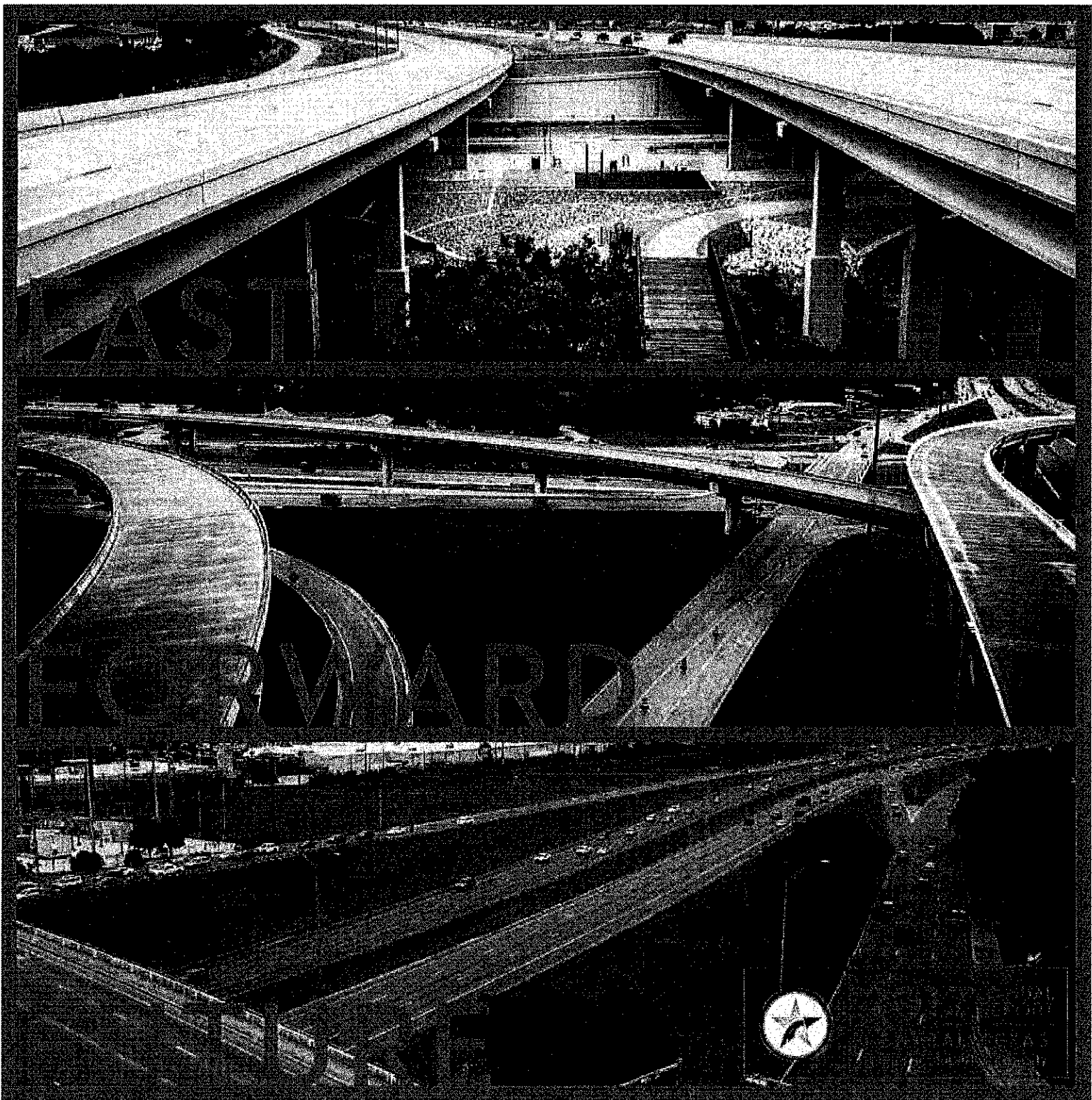


Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-021
Date Passed: 02/27/2013

EXHIBIT 1 TO RESOLUTION NO. 13-021

2012 ANNUAL REPORT

[attached beginning on the following page]



CHAIRMAN'S LETTER

Things are moving fast here in Central Texas. From increased speed limits to new highways, high-rises, retail outlets and housing developments—we are on the move! Just this past year, the Mobility Authority opened the 183A northern extension and raised the speed limit on the entire roadway to 75 mph. Nearby, KB Homes is planning a 1,000-home development known as Mason Ranch. Costco is building a new store, a 40,000-seat indoor athletic center is being developed and a new 55-acre Schlitterbahn Water Park is under development.

We have been working with our Manor Expressway contractor to meet our aggressive deadline to open the first phase by January 2013 and complete the entire \$426 million project by 2014. Meanwhile, we have delivered on our promise to fast-track improvements to the northern section of the MoPac Expressway by completing the environmental work in just two years. We will soon be starting construction of the \$200 million project in 2013 without taking on much, if any, additional debt thanks to an innovative funding arrangement. This should come as welcome news to our existing bondholders. But the real benefit will be to our region, which will have more money to spend on new mobility projects in the years ahead—and there are plenty of those on the horizon.

In 2013, we expect to begin environmental work on at least four more mobility projects that are critical to the region. Two of them, the Bergstrom Expressway and the Oak Hill Parkway, are critical missing links in the regional expressway system. The other two, US-183 North and the MoPac Expressway South, are proposed Express Lane projects that would offer relief on existing, heavily congested expressways. Some of these projects could even be funded as public-private partnerships.

The reason I mention public-private partnership is because the Mobility Authority can't do it all on our own. To continue our aggressive mobility improvement program and meet our future financial obligations, partnerships—both public and private—will be essential. We've come a long way in the past decade, and thanks to the innovative road we've taken, we remain ready and able to fulfill our mission.

Ray Wilkerson

Ray Wilkerson, Chairman
Board of Directors



RAY WILKERSON
CHAIRMAN

CRUISING DOWN THE HIGHWAY

Since its founding in 2002, the Central Texas Regional Mobility Authority has steadily been picking up speed. With one expressway open, another under way and a third slated to start construction in 2013—the Mobility Authority is really starting to cruise. In the coming year, the Mobility Authority will partner with TxDOT to study up to five more potential projects and for the first time, will be the lead agency on two of those studies. While other regions face a bleak outlook in regard to federal and state funding, the Mobility Authority and its regional partners are taking bold and innovative steps to ensure Central Texas remains an attractive and prosperous community.



JAMES H. MILLS
VICE CHAIRMAN



ROBERT L. BENNETT, JR.
TREASURER



IBELLE MEADE
SECRETARY



DAVID B. ANSBUST



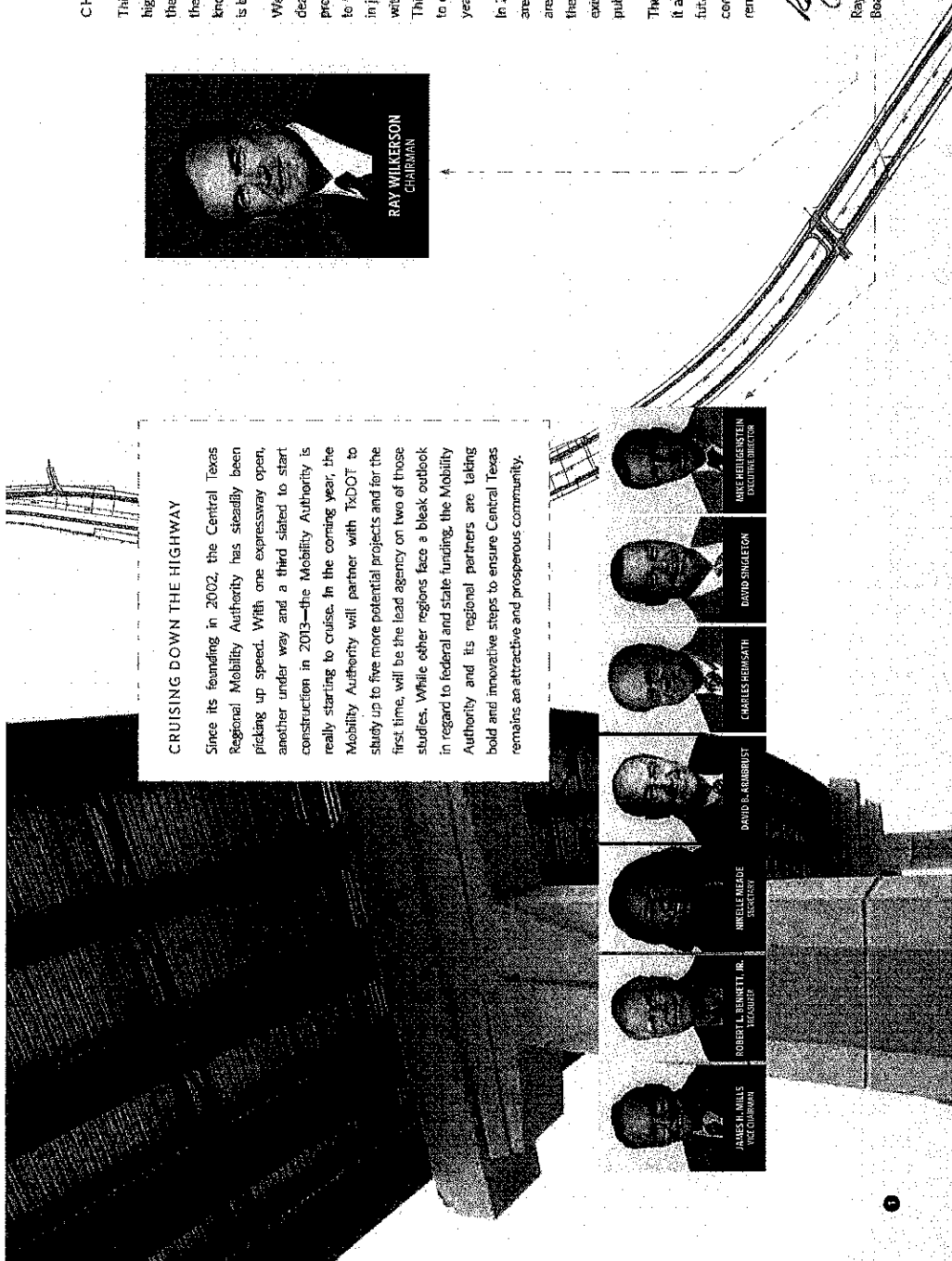
CHARLES HEMISATH

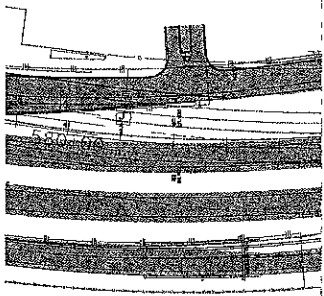


DAVID SINGLETON



MIKE HELGENSTEIN
EXECUTIVE DIRECTOR

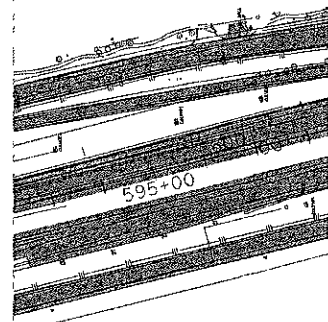




ON THE ROAD TO 2025: A STRATEGIC PLAN

The Central Texas Regional Mobility Authority will enhance economic vitality and achieve greater regional mobility through innovative methods and greater sustainability.

Since its inception, the Mobility Authority's top priority has been completing missing links in the regional expressway network. Now, the agency is expanding its strategic vision to include creation of an entirely new regional express lane network. Together, these efforts are part of a larger community goal to create a comprehensive regional transportation system.



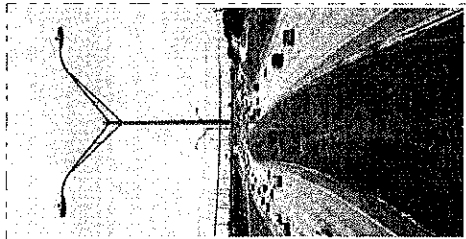
Filling in the Gaps

183A, Manor Expressway, Bergstrom Expressway and Oak Hill Parkway are all designed to relieve congestion by offering a nonstop, limited-access alternative to existing congested, signalized roadways. The Mobility Authority is also working with the community to determine the best approach for completing missing segments of State Highway 45 SW south of Austin. Each project is at a different stage of the completion process (with 183A already being open), but, within the next 10 years, all of these projects will be well under way.

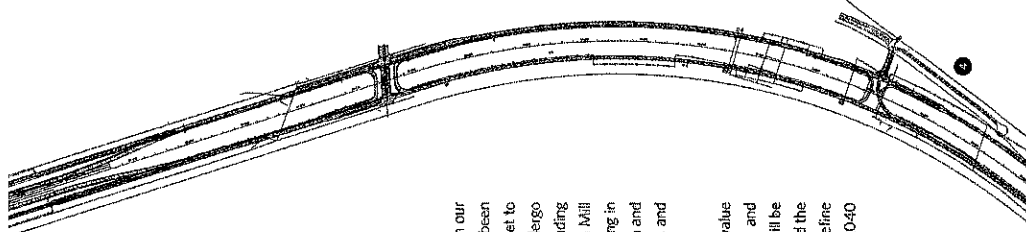
Maximizing Mobility

A regional express lane network is starting to take shape on our congested urban roadways. To date, most of the focus has been on the MoPac corridor, where one express lane project is set to begin construction in 2013, and a second is about to undergo environmental review. A third segment of the network (extending the MoPac Express Lanes north along US 183 to Anderson Mill Road) will also be undergoing environmental review beginning in 2013. On another critical corridor—IH-35, the City of Austin and TxDOT are in the early stages of examining improvements and the potential for Express Lanes.

Community leaders have begun to recognize the great value Express Lanes bring as a tool to improve overall mobility and enhance transit service. As a result, the Mobility Authority will be partnering with the City of Austin, Capital Metro, TxDOT and the Capital Area Metropolitan Planning Organization to better define and prioritize the Express Lane network in the forthcoming 2040 long-range transportation plan for the region.

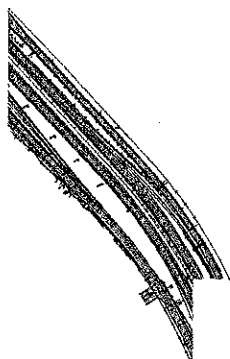


FUTURE MOPAC EXPRESS LANES



Hikers, bikers, runners and even babies in strollers are enjoying the shared-use path along the 183A EXPRESSWAY. The Mobility Authority has constructed several major developments to the shared-use path in the last two years.





A LEGACY OF PROMISES KEPT: 183A NORTHERN EXTENSION OPENING

Cedar Park, Leander and the communities of the Hill Country have all become better connected in 2012 thanks to the completion of the 183A Northern Extension, which increased the length of 183A to nearly 10 miles. The new extension allows drivers to bypass three traffic signals, reaching downtown Austin and other important regional destinations without stopping. In addition, the speed limit on 183A has been raised to 75 mph, allowing drivers to reach their destinations faster than ever before.

Despite a slowed economy, traffic remains strong along the extension with more than 15,000 vehicles using the extension each day. Prospects for increased traffic are excellent due to the strong economic development activity in the area. There are a number of new subdivisions being built in the area, a new Costco is in the works and many other commercial projects are on the horizon.

The 183A extension was opened five years after the first phase of 183A and just two years after construction first began. The extension has once again affirmed the Mobility Authority's ability to deliver projects quickly using innovative methods.

Blazing a New Trail: The 183A Shared-Use Path

A faster commute hasn't been the only benefit to the community since the completion of the 183A toll road. Hikers, bikers, runners and even babies in strollers are enjoying the shared-use path along 183A. The Mobility Authority has constructed several major developments to the shared use path in the last two years. In 2011, the first 2.2-mile stretch between South Brushy Creek and FM 1431 was opened. Then, in 2012, a critical bridge across Brushy Creek (linking the 183A trail with the 7-mile-long Brushy Creek Regional Trail) was opened, and the 183A Shared-Use Path was extended an additional five miles from FM 1431 north to Hero Way in Leander. With development of the 183A Shared-Use Path, the Mobility Authority has provided greater mobility and an improved quality of life to the residents who live near 183A.

An Expressway to Opportunity: The Manor Expressway

A critical missing link in the Central Texas Expressway Network will be opening in several distinct phases over the course of the next two years. When completed, the 6.2-mile Manor Expressway will link downtown Austin with SH 130 (the eastern beltway around Austin), and will serve as a gateway to all things east of downtown.

The project is being built in the US 290 corridor, a major route between Austin and Houston that is quickly becoming a major commuter route serving the growing suburbs around Manor, Elgin, Pflugerville and Round Rock. The area, which is largely rural today, offers endless development opportunities. Already, thanks to the presence of SH 130, a \$350-million Formula 1 track has been constructed in southeastern Travis County. Meanwhile, the city of Manor has grown from 1,200 residents in 2000 to more than 16,000 in 2011. New building permits tripled over the last year in Manor, and Walmart has announced plans for a new SuperCenter on the edge of town.

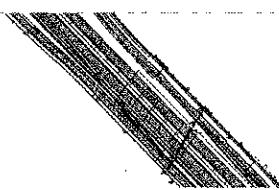
The first phase of the Manor Expressway project opened in late 2012 with completion of a direct connector interchange at US 183 and a 1.5-mile stretch of expressway that will bypass two heavily congested intersections at Tuscany Way and Springdale Drive. The remainder of the project remains on schedule for completion in 2014.

GREEN INITIATIVES

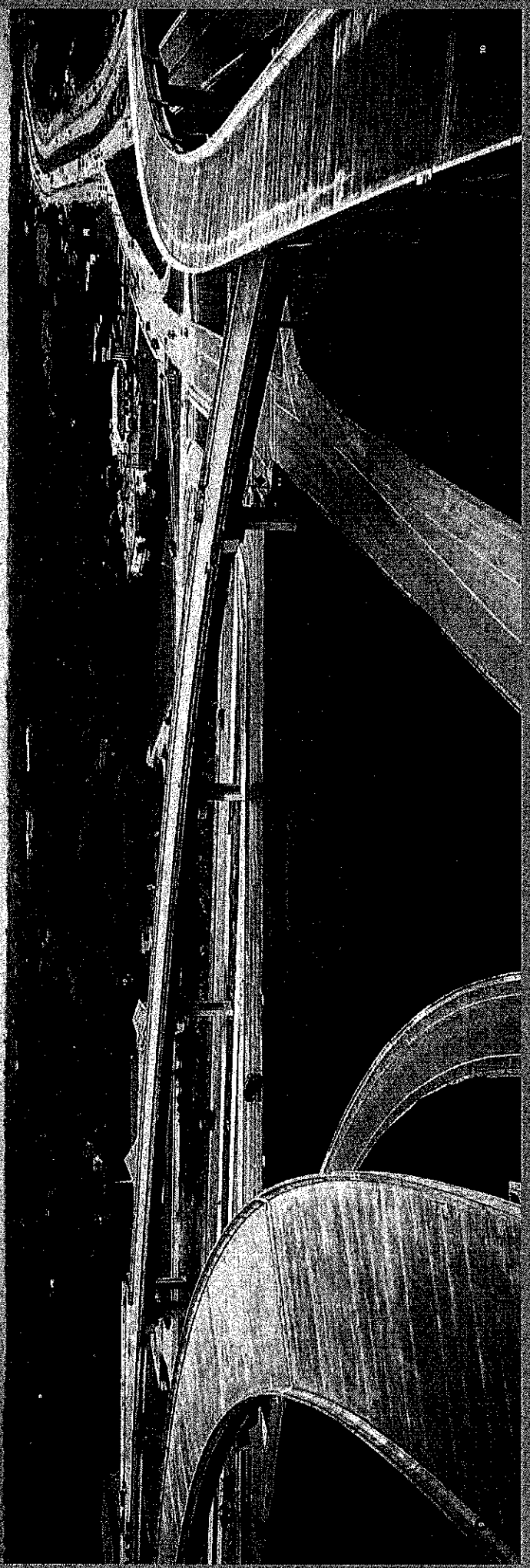


People love Central Texas for its deep green canopy of trees, rolling hills and sparkling blue waters. This favorable natural environment, coupled with Central Texas's strong economic condition are primary reasons why the area keeps growing.

Keeping Central Texas beautiful and mobile presents a special set of challenges, which is why the Green Mobility Challenge was created. Forward-thinking highway engineers, architects and landscape designers were all asked to create solutions for sustainable transportation projects during the challenge. Six teams representing 72 different companies and two universities competed in the final round, which occurred in November of 2011. Teams were rated with submitting sustainable design ideas on two particularly sensitive highway projects: the Manchaca Expressway (State Highway 45 SW) and the Oak Hill Parkway (US 290/Texas 71 West). The teams suggested a wide range of ideas such as mandatories to reduce vehicle idling and wildlife crossings to protect animals. They also proposed special water treatment systems to protect water quality and unique solar systems to reduce energy demand.



The first phase of the **MANOR EXPRESSWAY** project opened in late 2012 with completion of a direct connector interchange at US 183 and a 1.5-mile stretch of expressway that will bypass two heavily congested intersections at Tuscany Way and Springdale Drive.





Oak Hill Project Gets New Name and New Identity

TxDOT and the Mobility Authority took a unique approach to launching the Oak Hill Environmental Study in 2012. The agencies invited key community leaders to a visioning workshop to learn more about the wants and needs of the area. The effort gave the project team a great opportunity to better understand the issues that need to be addressed as the project moves forward. The workshop also led to the selection of Oak Hill Parkway as the official name of the study effort.

The study will take approximately five years to complete and will involve a tremendous amount of community outreach and input. The project team plans to introduce a number of new alternatives that were not previously studied and will also gather public input on alternatives developed during previous studies. A number of special community working groups will be formed to provide input on bicycle and pedestrian issues, aesthetic design, landscaping, and environmental issues.

The Mobility Authority is also forming a Project Enhancement Team consisting of staff from partner agencies. This team will be charged with looking for opportunities to coordinate the creation of green space and parks, rezoning, redevelopment, road realignment and transit enhancements.

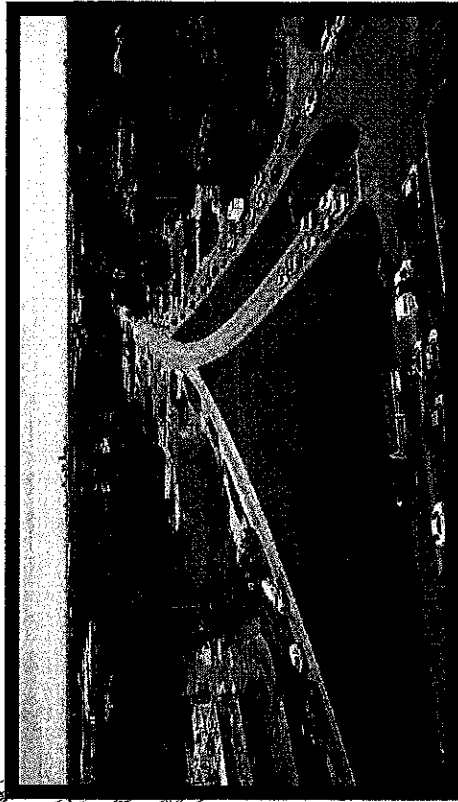
Bergstrom Expressway Could be First Public-Private Partnership (P3)

Environmental work has begun on the Bergstrom Expressway, a planned 7-mile toll road in the median of US 183. The Bergstrom Expressway will greatly improve mobility between the Austin Bergstrom International Airport and north Austin. US 183 is currently traveled by more than 60,000 cars a day and is heavily congested during peak travel times. The environmental study is expected to be completed by 2014. Estimates show that the project could cost more than \$700 million. Fortunately, the State Legislature has identified the project as a potential public-private partnership project. The Mobility Authority will be working with financial consultants and private-sector companies over the next three years to determine if the project is a good P3 candidate.

At the same time, the project team will be holding open house meetings and workshops with stakeholders and residents along the corridor to discuss aesthetic design, landscaping, and bicycle and pedestrian needs.

SH 45: A Difficult Gap to Fill

Uncertainty continues to surround the proposed SH 45 southwest project. TxDOT and the Mobility Authority have begun initial work on an Environmental Impact Statement, but work has been slowed while the Capital Area Metropolitan Planning Organization conducts additional traffic studies and local leaders discuss the future of the project.

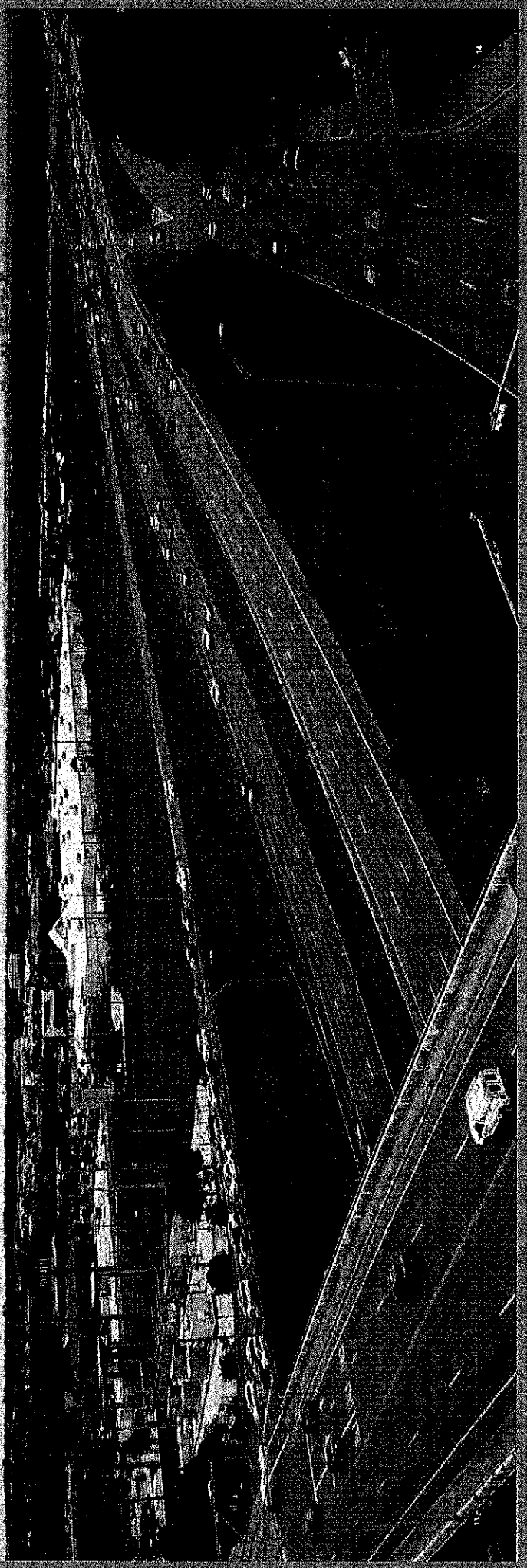


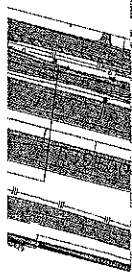
CRUISING INTO CHALLENGING TERRITORY

Many drivers are now cruising in and around Central Texas a lot easier thanks to the opening of more than 75 miles of new toll roads (all built within the last decade). But, in some corners of the community, greater mobility remains a promise unfulfilled. That's why the Mobility Authority isn't slowing down. Over the next five years, the agency will embark on a long list of difficult and challenging projects—projects that have been stymied by funding challenges and delayed by decades of controversy and discourse. Working with a wide range of community partners, the agency will strive to overcome barriers and unite disparate groups with hopes of improving mobility and the quality of life in these critical corridors.



In 2013 the Mobility Authority will begin constructing one Express Lane in each direction on an 11-mile stretch of MOPAC (from downtown Austin to Parmer Lane). At the same time, the Mobility Authority will be studying the potential for Express Lanes on south MoPac from downtown Austin to SH 45





MAXIMIZING MOBILITY

Express Lane Network Promises Reliable Travel

MoPac is about to become the first piece of a regional Express Lane network that will someday offer nonstop travel in congested corridors all over Austin. In 2013, the Mobility Authority will begin constructing one Express Lane in each direction on an 11-mile stretch of MoPac from downtown Austin to North Partner Lane. At the same time, the Mobility Authority will be studying the potential for Express Lanes on south MoPac from downtown Austin to Slaughter Lane and on US 183 north from MoPac to Anderson Mill Road. In a parallel effort, the City of Austin, Capital Metro and TxDOT have been studying the potential for Express Lanes on Interstate 35.

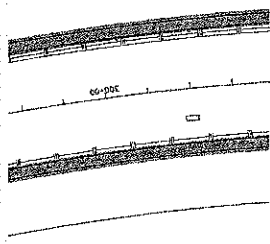
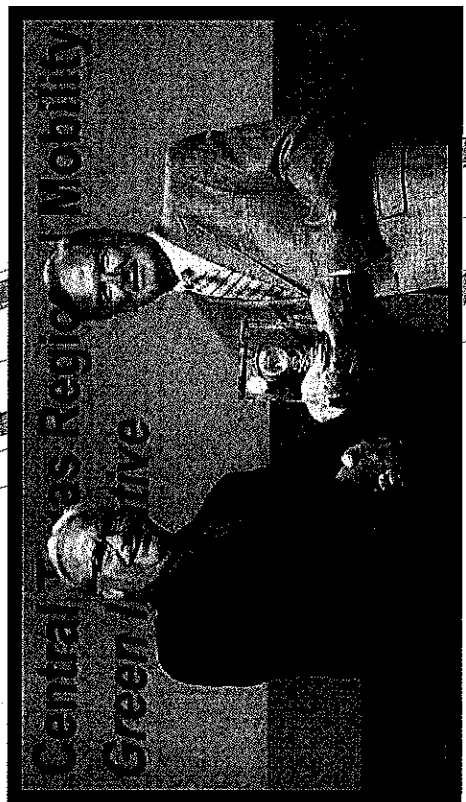
Express Lanes offer a state-of-the-art approach to improving mobility in heavily congested corridors where there is limited ability to expand roadway capacity. They provide reliable and predictable travel times for Express Buses, vanpools and individual drivers who are willing to pay a toll. To keep traffic moving and manage the number of vehicles in the Express Lane, the toll goes up when traffic is heavy and down when traffic is light. The goal is to keep traffic flowing around 45 mph as much as possible during rush hour.

Innovative Funding Approach to Pay Big Dividends for Community

The MoPac Improvement Project is going to be built with little or no bond debt thanks to an innovative partnership with the Capital Area Metropolitan Planning Organization (CAMPO) and TxDOT. While \$190 million in federal and state funds will pay for the project, the Mobility Authority has agreed to set up a Regional Infrastructure Fund to help finance future transportation projects in the region. Over the next 25 years, the Mobility Authority will deposit \$230 million into the fund, and the CAMPO Policy Board will allocate the funds to other transportation projects in the region. This arrangement will help the community deal with transportation funding cuts that are expected at the federal and state level in the years ahead, and will ultimately set the stage for improvements to the Interstate 35 corridor.

MOBILITY AUTHORITY WINS INTERNATIONAL SUSTAINABILITY AWARD

In 2012, the Mobility Authority's Green Initiative program won the Toll Innovation Award for Social Responsibility, a prestigious award given out by the International Bridge, Tunnel and Turnpike Association (IBTTA). The Green Initiative aims to preserve and protect the environment using a wide range of strategies and tools, in the construction process, the Mobility Authority is encouraging contractors to increase the recycling of materials, reduce toxic emissions, and use energy-efficient devices such as LED lighting. As part of the Green Initiative, the agency is also pursuing innovative and sustainable methods to design roadways. In 2011, the agency hosted the Green Mobility Challenge. The Challenge solicited innovative design ideas from a number of engineering firms and student-led teams. Many of the ideas presented during the Green Mobility Challenge are being considered for implementation on upcoming projects.



2012 FINANCIAL REPORT

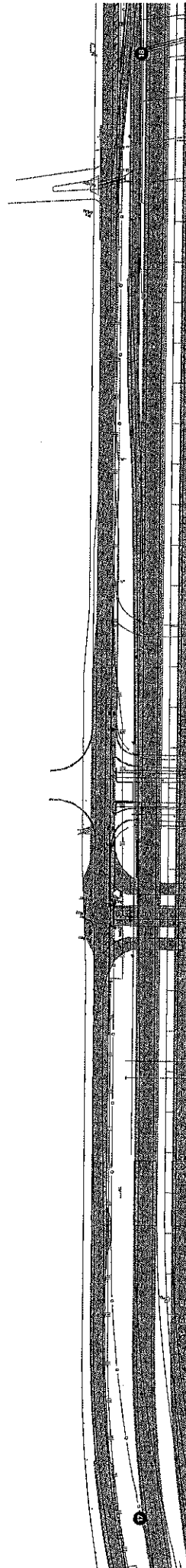
The Mobility Authority's financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to governmental units on an accrual basis. To view the full, audited Financial Statements and Management Discussion and Analysis, please visit MobilityAuthority.com

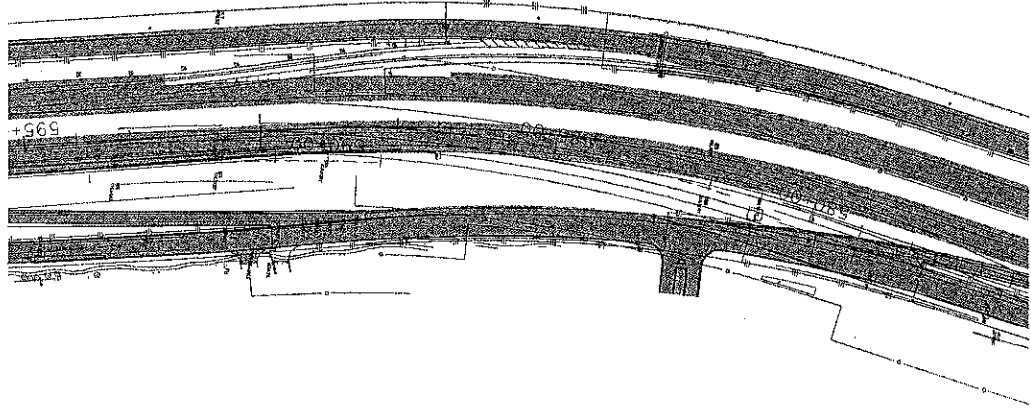
NET ASSETS
Statements of Net Assets as of June 30, 2012 and 2011

	2012	2011
CURRENT ASSETS		
Cash And Cash Equivalents	\$96,087	\$343,397
Investments	4,563,052	7,690,809
Due From Other Agencies	13,863,197	5,880,736
Accrued Interest Receivable	477,627	98,481
Prepaid Expenses And Other Assets	25,216	35,554
TOTAL CURRENT ASSETS	19,025,179	14,048,977
RESTRICTED ASSETS		
Cash And Cash Equivalents	45,098,220	76,482,979
Investments	265,742,034	356,935,630
TOTAL RESTRICTED ASSETS	307,840,254	433,408,609
Property, Toll Road And Equipment, Net	212,980,016	220,167,972
Construction Work In Progress	364,852,641	204,303,264
Bond Issuance Costs, Net	15,100,302	16,095,508
TOTAL ASSETS	\$919,798,392	\$888,024,270

LIABILITIES
Statements of Net Assets as of June 30, 2012 and 2011 (continued)

	2012	2011
CURRENT LIABILITIES		
Accounts payable	\$71,590,593	\$29,978,373
Accrued interest payable	21,088,563	8,084,628
Accrued expenses	236,811	436,271
Deferred revenue	34,774	-
TIFIA bond - current portion	150,000	100,000
Bonds payable - 2005 Series - current portion	2,720,000	1,495,000
TOTAL CURRENT LIABILITIES	45,810,741	40,094,232
NONCURRENT LIABILITIES		
Draw down note	400,000	-
TIFIA bond	77,506,077	77,526,562
Bonds payable - 2005 Series	168,382,977	171,263,917
Bonds payable - 2010 Series	140,048,531	140,083,302
Bonds payable - 2011 Series	368,971,128	370,031,771
Accumulated accretion on capital appreciation bonds	13,360,344	8,773,047
TOTAL LIABILITIES	\$15,479,778	\$307,772,825
NET ASSETS		
Invested in capital assets, net of related debt	19,870,933	25,693,973
Restricted for other purposes	76,419,502	40,508,495
Unrestricted	8,028,179	14,048,977
TOTAL NET ASSETS	104,318,614	80,251,445
TOTAL LIABILITIES AND NET ASSETS	\$919,798,392	\$888,024,270





STATEMENTS OF REVENUES, EXPENSES AND CHANGES
For the years ended June 30, 2012 and 2011

	2012	2011
OPERATING REVENUES		
Tolls	\$23,602,595	\$21,458,000
Grants and contributions	28,422,670	31,989,492
Other	210,622	3,383
TOTAL REVENUES	52,237,797	53,450,875
OPERATING EXPENSES		
Salaries and wages	2,379,779	2,443,879
Other contractual services	2,761,992	3,049,653
Professional services	2,285,640	2,585,915
General and administrative	9,660,353	9,601,791
TOTAL OPERATING EXPENSES	17,087,764	17,681,238
TOTAL OPERATING INCREASE	35,150,033	35,769,637
NON-OPERATING REVENUE/EXPENSES		
Gain on legal settlement	835,372	
Interest income, net of interest capitalized	190,533	239,771
Interest expense	(12,159,309)	(1,875,221)
CHANGE IN NET ASSETS	24,007,069	24,134,007
TOTAL NET ASSETS (BEGINNING 2012)	80,251,445	56,117,438
TOTAL NET ASSETS (ENDING 2012)	\$104,258,514	\$80,251,445

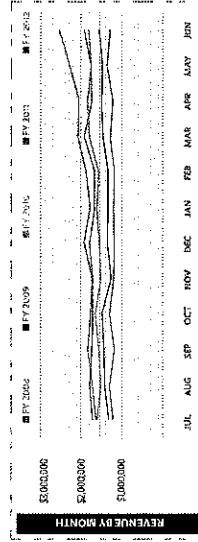
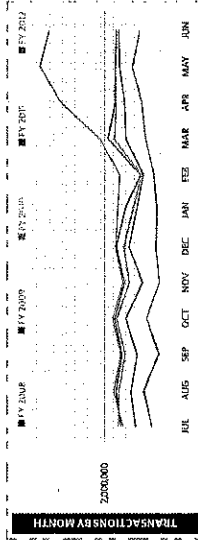
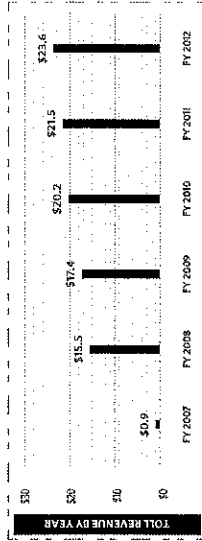
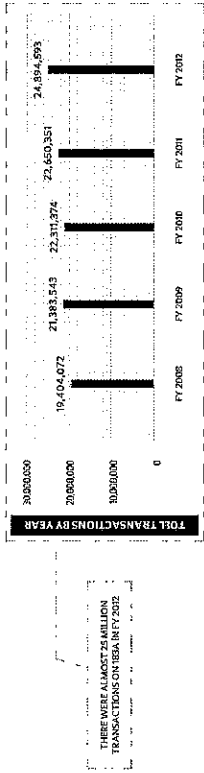
STATEMENTS OF CASH FLOWS
For the years ended June 30, 2012 and 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from toll fees	\$28,553,058	\$21,818,552
Receipts from grants and other income	27,574,251	31,992,875
Receipts from interest income	289,474	241,195
Payments to vendors	(4,628,754)	(3,423,724)
Payments to professionals	(2,523,325)	(2,585,915)
Payments to employees	(2,377,417)	(2,395,308)
NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES	46,887,817	45,642,675
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Acquisitions of property and equipment	(24,951)	(1,407,644)
Payments on interest	(8,534,500)	(7,439,500)
Acquisitions of construction in progress	(165,676,788)	(121,295,268)
Payment of State Infrastructure Loan		(32,946,677)
Payment of Series 2002 Bonds	(1,495,000)	
Proceeds from Series 2007 Bonds		370,051,771
Payment of TETA bond	(100,000)	
Proceeds from Draw Down Note	400,000	
NET CASH FLOWS PROVIDED BY (USED IN) CAPITAL AND RELATED FINANCING ACTIVITIES	(175,831,239)	206,945,742
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of investments	(427,003,296)	(394,064,169)
Proceeds from sale or maturity of investments	529,344,649	181,154,191
NET CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES	97,341,353	(212,910,198)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(31,602,069)	39,676,499
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	76,796,376	37,119,877
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$45,194,307	\$76,796,376

Including \$45,098,220 for 2012 and \$76,452,979 for 2011 reported in restricted assets

STATEMENTS OF CASH FLOWS (CONTINUED)
For the years ended June 30, 2012 and 2011

RECONCILIATION OF CHANGE IN NET ASSETS TO NET CASH PROVIDED BY OPERATING ACTIVITIES	
Adjustments to reconcile change in net assets to:	
Change in net assets	\$24,194,007
Net cash used in operating activities:	
Depreciation and amortization	7,232,847
Amortization of premium/discount	-160,940
Interest accretion	1,424,874
Issuance cost amortization	301,858
Non-operating interest	6,934,500
Changes in assets and liabilities:	
Increase in prepaid expenses and other assets	10,338
(Increase) decrease in non-cash revenue	-7,882,461
(due from other agencies)	
Increase in accounts payable	13,244,278
Decrease in accrued expenses	-199,430
Increase in deferred revenue	34,274
TOTAL ADJUSTMENTS	22,820,646
NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES	\$46,887,817
	\$45,642,615





CENTRAL TEXAS
Regional Mobility Authority

301 Congress Avenue Suite 650

Austin, Texas 78701

www.MobilityAuthority.com

T: (512) 996-9778

F: (512) 996-9784