

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

RESOLUTION NO. 14-001

AWARDING A CONTRACT FOR CRACK SEALING PAVEMENT ON 183A.

WHEREAS, the pavement surface of 183A frontage roads is now five years old; and

WHEREAS, routine crack sealing activities are recommended as part of a comprehensive preventive maintenance program for roadway surfaces; and

WHEREAS, on October 30, 2013, the Board authorized and directed the Executive Director to procure a contract for surface crack sealing on the 183A frontage roads in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code; and


WHEREAS, after a review and analysis of the proposal the Mobility Authority staff and the Executive Director recommends awarding a crack sealing contract to D.I.J. Construction, Inc.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby awards the contract to provide surface crack sealing on 183A frontage roads to D.I.J. Construction, Inc., for a total amount not to exceed \$139,000.00; and

BE IT FURTHER RESOLVED, that the Board authorizes the Executive Director to finalize and execute the contract on the terms and conditions acceptable to the Executive Director and consistent with Mobility Authority procurement policies, the invitation to bid, the proposal package received from D.I.J. Construction, Inc., and this resolution.

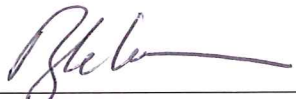
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2014.

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: 14-001
Date Passed: 1/29/14

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

RESOLUTION NO. 14-002

**APPROVING A WORK AUTHORIZATION WITH ATKINS NORTH AMERICA, INC.,
TO PROVIDE GENERAL ENGINEERING CONSULTANT SERVICES FOR
DEVELOPMENT OF THE BERGSTROM EXPRESSWAY PROJECT.**

WHEREAS, Atkins North America, Inc., (“Atkins”) 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, the Executive Director and Atkins have discussed and agreed to a proposed work authorization for Atkins to provide general engineering consultant services for the Bergstrom Expressway Project; and

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

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

BE IT FURTHER RESOLVED that the Executive Director may finalize and execute for the Mobility Authority the proposed 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 29th day of January, 2014.

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: 14-002
Date Passed: 1/29/2014

EXHIBIT 1 TO RESOLUTION 14-002

WORK AUTHORIZATION WITH ATKINS NORTH AMERICA, INC.

[on the following 13 pages]

EXHIBIT D
WORK AUTHORIZATION

Supplemental Work Authorization No. 3 to Work Authorization No.2

This Work Authorization is made as of this 1st day of November, 2013, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of January 4th, 2010 (the Agreement), between the **Central Texas Regional Mobility Authority** (Authority) and **Atkins North America, Inc.** (formerly Post, Buckley, Schuh & Jernigan, inc.) (GEC). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

*Bergstrom Expressway [183S Turnpike Project]
Permitting / Environmental Approval / Schematic Design Review / Design Alternative
Analysis / Toll Systems Design Support / Public Involvement Support / Advancement of
Utility Relocation / Procurement Management Services*

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Services to be Provided by the GEC

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

Not applicable.

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Please reference Attachment A – Services to be Provided by the GEC

Section B. - Schedule

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

Services defined herein shall begin November 1, 2013 and shall be substantially complete by May 31, 2015. This Supplemental Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority authorizes to the GEC an authorized amount \$4,780,000 based on Attachment B- Fee Estimate. This will increase the not to exceed amount for Work Authorization

No. 2 from \$3,389,122 to \$8,169,122. Compensation for Direct Expenses under this Work Authorization which are incurred as part of normal business operations (i.e., internal document reproduction, internal plotting, travel and parking associated with local meetings, etc.) will be reimbursed on a Lump-Sum basis in the amount of: \$47,650 (with \$2,507 to be invoiced monthly). Profit will be 12% for all services. Compensation shall be in accordance with the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

Please reference Attachment A – Services to be Provided by the GEC

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

Not applicable.

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

GEC: Atkins North America, Inc.

By: Mike Heiligenstein

By: _____

Signature: _____

Signature: _____

Title: Executive Director

Title: _____

Date: _____

Date: _____

**Attachment B - Fee Estimate
Summary**

CTRMA General Engineering Consultant
Atkins - Man-hour Breakdown & Fee Estimate
183 South Turnpike Project (Bergstrom Expressway)

ATKINS - Supplemental Work Authorization #3 to Work Authorization #2

183 South Turnpike Project (Bergstrom Expressway)

TASK	<u>SUBTOTAL</u> Labor + Overhead + Profit	<u>SUBTOTAL</u> Direct Expenses	<u>TOTAL</u>
183 South Turnpike Project (Bergstrom Expressway)			
1.1 Environmental Study / Document Services [Code 13210]	\$ 144,297	\$ 1,400	\$ 145,697
1.2 Preliminary Engineering [13110]	\$ 267,875	\$ 2,600	\$ 270,475
1.3 Project Oversight - Pre Construction [Code 13710]	\$ 1,011,790	\$ 10,100	\$ 1,021,890
1.4 Pre-Investment Grade Traffic & Revenue Analysis Coordination [Code 13120]	\$ 168,178	\$ 1,600	\$ 169,778
1.5 Investment Grade Traffic & Revenue Analysis Coordination [Code 13330]	\$ 123,714	\$ 1,250	\$ 124,964
1.6 Project Oversight - CDA [Code 13730]	\$ 1,809,577	\$ 18,900	\$ 1,828,477
1.7 Environmental Permit Support [Code 13220]	\$ 171,324	\$ 1,700	\$ 173,024
1.8 Final Design Services [Code 13310]	\$ 760,431	\$ 7,500	\$ 767,931
1.9 Right-of-Way Acquisition & Relocation Services [Code 13410]	\$ 140,894	\$ 1,400	\$ 142,294
1.10 Right-of-Way Litigation / Condemnation Services [Code 13450]	\$ 125,831	\$ 1,200	\$ 127,031
Subtotals	\$ 4,723,911	\$ 47,650	\$ 4,771,561
		TOTAL (rounded)	\$ 4,780,000

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

**ATKINS - Supplemental Work Authorization #3 to Work Authorization #2
 183 South Turnpike Project (Bergstrom Expressway)**

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	80.00 \$	70.00 \$	60.00 \$	45.00 \$	35.00 \$	25.00 \$	HRS
183 South Turnpike Project (Bergstrom Expressway)							
(Estimated Average Labor Rates)							
1.1 Environmental Study / Document Services [Code 13210]							
1.1.1 US 183 Environmental Assessment (EA)							
1.1.1.1 Facilitate EA Project Status Meetings	90		45	45			180
1.1.1.2 Complete EA Document Reviews	8		40		20		68
1.1.1.3 Update Traffic Information in EA	4	60	20				84
1.1.1.4 Update Figures for EA	4		40	160			204
1.1.1.5 Facilitate Public Involvement Support	20	40	80	160			300

TOTAL DIRECT LABOR	126	100	225	365	20	0	836
	15.07%	11.96%	26.91%	43.66%	2.39%	0.00%	
Labor Costs	\$ 10,080	\$ 7,000	\$ 13,500	\$ 16,425	\$ 700	\$ -	\$ 47,705
Overhead Costs	\$ 17,143	\$ 11,905	\$ 22,959	\$ 27,934	\$ 1,190	\$ -	\$ 81,132
Profit	\$ 3,267	\$ 2,269	\$ 4,375	\$ 5,323	\$ 227	\$ -	\$ 15,460
Total Loaded Labor	\$ 30,490	\$ 21,173	\$ 40,835	\$ 49,682	\$ 2,117	\$ -	\$144,297

Direct Expenses	\$ -
Plotting and Reproduction	\$ 600
Mail and Deliveries	\$ 200
Misc Expenses	\$ 400
Travel and Field Expenses	\$ 200
Total Direct Expenses	\$ 1,400

Total \$ 145,697

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

ATKINS - Supplemental Work Authorization #3 to Work Authorization #2 183 South Turnpike Project (Bergstrom Expressway)

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	(Estimated Average Labor Rates) \$	\$	\$	\$	\$	\$	HRS
183 South Turnpike Project (Bergstrom Expressway)							
1.2 Preliminary Engineering [13110]							
1.2.1 Design Corridor Exhibits and Schematic							
1.2.1.1 TxDOT Support for Engineering Services	40	80	160	160	80	-	520
1.2.1.2 Design Verification	20	40	80	80	40	-	260
1.2.1.3 Design Modification	20	40	80	80	40	-	260
1.2.1.4 Shared Use Path	8	20	40	40	-	-	108
1.2.1.5 Tree Alternative Design	8	20	40	40	-	-	108
1.2.1.6 Mobility Improvement at SH71	8	20	80	160	-	-	268
1.2.1.7 Pedestrian Bridge	4	24	24	40	-	-	92
1.2.1.8 Updates to Design Schematic							

TOTAL DIRECT LABOR	108	244	504	600	160	0	1616
	%	%	%	%	%	%	%
Labor Costs	\$ 8,640	\$ 17,080	\$ 30,240	\$ 27,000	\$ 5,600	\$ -	\$ 88,560
Overhead Costs	\$ 14,694	\$ 29,048	\$ 51,429	\$ 45,919	\$ 9,524	\$ -	\$ 150,614
Profit	\$ 2,800	\$ 5,535	\$ 9,800	\$ 8,750	\$ 1,815	\$ -	\$ 28,701
Total Loaded Labor	\$ 26,134	\$ 51,663	\$ 91,469	\$ 81,669	\$ 16,939	\$ -	\$ 267,875

Direct Expenses	
Plotting and Reproduction	\$ 1,300
Mail and Deliveries	\$ 100
Misc Expenses	\$ 900
Travel and Field Expenses	\$ 300
Total Direct Expenses	\$ 2,600
Total	\$ 270,475

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

ATKINS - Supplemental Work Authorization #3 to Work Authorization #2 183 South Turnpike Project (Bergstrom Expressway)

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
183 South Turnpike Project (Bergstrom Expressway)	80.00	70.00	60.00	45.00	35.00	25.00	
1.3 Project Oversight - Pre Construction [Code 13710]							
1.3.1 Project Management	300	250	250		70	50	920
1.3.2 Project Reporting	120	120	120		40	40	440
1.3.3 Project Scheduling	40	40	200				280
1.3.4 Project Development Support	800	120	1040	160	700	560	3380
1.3.5 Financial Planning Support	40		40	40			120
1.3.6 Conceptual Operations Plan	240		240		120	120	720

TOTAL DIRECT LABOR	1540	530	1890	200	930	770	5860
	<i>26.28%</i>	<i>9.04%</i>	<i>32.25%</i>	<i>3.41%</i>	<i>15.87%</i>	<i>13.14%</i>	
Labor Costs	\$ 123,200	\$ 37,100	\$ 113,400	\$ 9,000	\$ 32,550	\$ 19,250	\$ 334,500
Overhead Costs	\$ 209,526	\$ 63,096	\$ 192,859	\$ 15,306	\$ 55,358	\$ 32,738	\$ 568,884
Profit	\$ 39,927	\$ 12,024	\$ 36,751	\$ 2,917	\$ 10,549	\$ 6,239	\$ 108,406
Total Loaded Labor	\$ 372,653	\$ 112,219	\$ 343,011	\$ 27,223	\$ 98,457	\$ 58,227	\$1,011,790

Direct Expenses	\$ 5,000
Plotting and Reproduction	\$ 200
Mail and Deliveries	\$ 4,200
Misc Expenses	\$ 700
Travel and Field Expenses	\$ 10,100
Total Direct Expenses	\$ 20,400

Total \$1,021,890

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

**ATKINS - Supplemental Work Authorization #3 to Work Authorization #2
 183 South Turnpike Project (Bergstrom Expressway)**

183 South Turnpike Project (Bergstrom Expressway)

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	80.00 \$	70.00 \$	60.00 \$	45.00 \$	35.00 \$	25.00 \$	HRS
1.4 Pre-Investment Grade Traffic & Revenue Analysis Coordination [Code 13120]	80	40	40	80	20	20	280
1.4.1 Coordination with CTRMA's T&R Consultant	40	80	240	240	120	40	760
1.4.2 Provide project information to T&R Consultant							0

(Estimated Average Labor Rates)

TOTAL DIRECT LABOR	120	120	280	320	140	60	1040
	11.54%	11.54%	26.92%	30.77%	13.46%	5.77%	
Labor Costs	\$ 9,600	\$ 8,400	\$ 16,800	\$ 14,400	\$ 4,900	\$ 1,500	\$ 55,600
Overhead Costs	\$ 1,700	\$ 1,428	\$ 2,857	\$ 2,490	\$ 833	\$ 251	\$ 9,559
Profit	\$ 3,111	\$ 2,722	\$ 5,445	\$ 4,667	\$ 1,588	\$ 486	\$ 18,019
Total Loaded Labor	\$ 29,038	\$ 25,408	\$ 50,816	\$ 43,557	\$ 14,822	\$ 4,537	\$ 168,178

Direct Expenses	\$
Plotting and Reproduction	\$ 800
Mail and Deliveries	\$ 200
Misc Expenses	\$ 500
Travel and Field Expenses	\$ 100
Total Direct Expenses	\$ 1,600

Total \$ 169,778

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

**ATKINS - Supplemental Work Authorization #3 to Work Authorization #2
 183 South Turnpike Project (Bergstrom Expressway)**

183 South Turnpike Project (Bergstrom Expressway)

(Estimated Average Labor Rates)

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	80.00 \$	70.00 \$	60.00 \$	45.00 \$	35.00 \$	25.00 \$	HIRS
1.5 Investment Grade Traffic & Revenue Analysis Coordination [Code 13330]							0
1.5.1 Coordination with CTRMA's T&R Consultant	80	40	40	80	20	20	280
1.5.2 Provide project information to T&R Consultant	40	80	120	120	60	40	460

	120	120	160	200	80	60	740
TOTAL DIRECT LABOR	16.22%	16.22%	21.62%	27.03%	10.81%	8.11%	
Labor Costs	\$ 9,600	\$ 8,400	\$ 9,600	\$ 9,000	\$ 2,800	\$ 1,500	\$ 40,900
Overhead Costs	\$ 1,700	\$ 1,428	\$ 1,632	\$ 1,530	\$ 476	\$ 2,551	\$ 6,959
Profit	\$ 3,111	\$ 2,722	\$ 3,111	\$ 2,917	\$ 907	\$ 486	\$ 13,255
Total Loaded Labor	\$ 29,038	\$ 25,408	\$ 29,038	\$ 27,223	\$ 8,470	\$ 4,537	\$123,714

Direct Expenses	
Plotting and Reproduction	\$ 650
Mail and Deliveries	\$ 200
Misc Expenses	\$ 300
Travel and Field Expenses	\$ 100
Total Direct Expenses	\$ 1,250
Total \$	124,964

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

ATKINS - Supplemental Work Authorization #3 to Work Authorization #2 183 South Turnpike Project (Bergstrom Expressway)

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
183 South Turnpike Project (Bergstrom Expressway)							
1.6 Project Oversight - CDA [Code 13730]							
1.6.1 Request for Qualifications (RFQ) Process	140	420	320	90	40	40	1050
1.6.2 Draft Request for Detailed Proposal (RFDP)	500	720	620	620	340	300	3100
1.6.3 Final RFDP	300	500	700	300	200	100	2100
1.6.4 Proposal Coordinator Support	120	240	360	180	100	60	1060
1.6.5 Proposal Review Support	180	480	720	300	120	120	1800
1.6.6 CDA Contracting Support	80		160	120	20	80	460
1.6.7 Bond Sale Support	120	120	180	60	120	180	780

	A	B	C	D	E	F	TOTAL
TOTAL DIRECT LABOR	1440	2480	3060	1670	820	880	10350
<i>% Total by Classification</i>	13.91%	23.96%	29.87%	16.14%	7.92%	8.50%	
Labor Costs	\$ 115,200	\$ 173,600	\$ 183,600	\$ 75,150	\$ 28,700	\$ 22,000	\$ 598,250
Overhead Costs	\$ 1,7007	\$ 195,921	\$ 295,242	\$ 312,249	\$ 127,808	\$ 48,810	\$ 1,017,444
Profit	12.0%	\$ 37,334	\$ 56,261	\$ 59,502	\$ 24,355	\$ 9,301	\$ 193,883
Total Loaded Labor	\$ 348,455	\$ 525,103	\$ 555,350	\$ 227,313	\$ 86,811	\$ 66,545	\$1,809,577

Direct Expenses	
Plotting and Reproduction	\$ 8,400.00
Mail and Deliveries	\$ 1,000.00
Misc Expenses	\$ 2,500.00
Travel and Field Expenses	\$ 7,000.00
Total Direct Expenses	\$ 18,900

Total \$ 1,828,477

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

ATKINS - Supplemental Work Authorization #3 to Work Authorization #2 183 South Turnpike Project (Bergstrom Expressway)

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	\$ 80.00	\$ 70.00	\$ 60.00	\$ 45.00	\$ 35.00	\$ 25.00	HRS
183 South Turnpike Project (Bergstrom Expressway)							0
(Estimated Average Labor Rates)							1048

TASK / WORK DESCRIPTION
 1.7 Environmental Permit Support [Code 13220]
 1.7.1 Preconstruction Notice for (USACE)

TOTAL DIRECT LABOR	48	120	400	400	40	40	1048
	4.58%	11.45%	38.17%	38.17%	3.82%	3.82%	3.82%
Labor Costs	\$ 3,840	\$ 8,400	\$ 24,000	\$ 18,000	\$ 1,400	\$ 1,000	\$ 56,640
Overhead Costs	\$ 1,700	\$ 6,531	\$ 40,817	\$ 30,613	\$ 2,381	\$ 1,701	\$ 96,328
Profit	\$ 1,244	\$ 2,722	\$ 7,778	\$ 5,834	\$ 454	\$ 324	\$ 18,356
Total Loaded Labor	\$ 11,615	\$ 25,408	\$ 72,595	\$ 54,446	\$ 4,235	\$ 3,025	\$ 171,324

Direct Expenses	\$ 800
Plotting and Reproduction	\$ 100
Mail and Deliveries	\$ 600
Misc Expenses	\$ 200
Travel and Field Expenses	\$ 1,700
Total Direct Expenses	\$ 1,700

Total \$ 173,024

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

ATKINS - Supplemental Work Authorization #3 to Work Authorization #2
183 South Turnpike Project (Bergstrom Expressway)

183 South Turnpike Project (Bergstrom Expressway)

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
	80.00 \$	70.00 \$	60.00 \$	45.00 \$	35.00 \$	25.00 \$	
1.8 Final Design Services [Code 13310]	40	120	420	280	160	80	1100
1.8.1 Utility Coordination	200	400	840	1000	1000	800	4240
1.8.2 Subsurface Utility Engineering (SUE)							

TOTAL DIRECT LABOR	240	520	1260	1280	1160	880	5340
	% Total by Classification						
Labor Costs	\$ 19,200	\$ 36,400	\$ 75,600	\$ 57,600	\$ 40,600	\$ 22,000	\$ 251,400
Overhead Costs	\$ 1,700	\$ 32,653	\$ 61,905	\$ 128,573	\$ 97,960	\$ 37,415	\$ 427,556
Profit	\$ 6,222	\$ 11,797	\$ 24,501	\$ 18,667	\$ 13,158	\$ 7,130	\$ 81,475
Total Loaded Labor	\$ 58,076	\$ 110,102	\$ 228,674	\$ 174,228	\$ 122,806	\$ 66,545	\$760,431

Direct Expenses	
Plotting and Reproduction	\$ 3,000
Mail and Deliveries	\$ 1,000
Misc Expenses	\$ 1,500
Travel and Field Expenses	\$ 2,000
Total Direct Expenses	\$ 7,500

Total \$ 767,931

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

**ATKINS - Supplemental Work Authorization #3 to Work Authorization #2
 183 South Turnpike Project (Bergstrom Expressway)**

183 South Turnpike Project (Bergstrom Expressway)

(Estimated Average Labor Rates)

TASK / WORK DESCRIPTION	A	B	C	D	E	F	TOTAL
	\$ 80.00	\$ 70.00	\$ 60.00	\$ 45.00	\$ 35.00	\$ 25.00	HRS
1.9 Right-of-Way Acquisition & Relocation Services [Code 13410]							
1.9.1 Appraisals	40	120	120	80	60	60	480
1.9.2 Negotiation / Voluntary Settlement	40	20	16	16	40	40	172
1.9.3 Relocation Assistance	8	8					16
1.9.4 Right of Way Status Tracking	20	40	60	20	30	30	200

TOTAL DIRECT LABOR	108	188	196	116	130	130	868
	12.44%	21.66%	22.58%	13.36%	14.98%	14.98%	
Labor Costs	\$ 8,640	\$ 13,160	\$ 11,760	\$ 5,220	\$ 4,550	\$ 3,250	\$ 46,580
Overhead Costs	\$ 14,694	\$ 22,381	\$ 20,000	\$ 8,878	\$ 7,738	\$ 5,527	\$ 79,219
Profit	\$ 2,800	\$ 4,265	\$ 3,811	\$ 1,692	\$ 1,475	\$ 1,053	\$ 15,096
Total Loaded Labor	\$ 26,134	\$ 39,806	\$ 35,571	\$ 15,789	\$ 13,763	\$ 9,831	\$140,894

Direct Expenses

Plotting and Reproduction	\$ 700
Mail and Deliveries	\$ 100
Misc Expenses	\$ 400
Travel and Field Expenses	\$ 200
Total Direct Expenses	\$ 1,400

Total \$ 142,294

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183 South Turnpike Project (Bergstrom Expressway)

**ATKINS - Supplemental Work Authorization #3 to Work Authorization #2
 183 South Turnpike Project (Bergstrom Expressway)**

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HIRS
	A	B	C	D	E	F	
183 South Turnpike Project (Bergstrom Expressway)	80.00 \$	70.00 \$	60.00 \$	45.00 \$	35.00 \$	25.00 \$	
1.10 Right-of-Way Litigation / Condemnation Services [Code 13450]							
1.10.1 Litigation Support	20	60	60	200	200	120	660
1.10.2 General Attorney Consultation	40	40	80	0	40	40	240

TOTAL DIRECT LABOR	60	100	140	200	240	160	900
	6.67%	11.11%	15.56%	22.22%	26.67%	17.78%	
Labor Costs	\$ 4,800	\$ 7,000	\$ 8,400	\$ 9,000	\$ 8,400	\$ 4,000	\$ 41,600
Overhead Costs	\$ 8,163	\$ 11,905	\$ 14,286	\$ 15,306	\$ 14,286	\$ 6,803	\$ 70,749
Profit	\$ 1,556	\$ 2,369	\$ 2,722	\$ 2,917	\$ 2,722	\$ 1,296	\$ 13,482
Total Loaded Labor	\$ 14,519	\$ 21,173	\$ 25,408	\$ 27,223	\$ 25,408	\$ 12,099	\$125,831

Direct Expenses

Plotting and Reproduction	\$ 600
Mail and Deliveries	\$ 200
Misc Expenses	\$ 300
Travel and Field Expenses	\$ 100
Total Direct Expenses	\$ 1,200

Total \$ 127,031

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

RESOLUTION NO. 14-003

**APPROVING A NEW WORK AUTHORIZATION WITH TELVENT USA LLC
RELATING TO DESIGN, DEVELOPMENT, TESTING, AND INTEGRATION OF A
DYNAMIC TOLLING SYSTEM 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 relating to design, development, testing, and integration of a dynamic tolling system 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 29th day of January, 2014.

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: 14-003
Date Passed: 1/29/2014

EXHIBIT 1 TO RESOLUTION 14-003

NEW TELVENT WORK AUTHORIZATION

[on the following 7 pages]

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 10

TOLL SYSTEM AND TOLL-RELATED ITS DESIGN, INSTALLATION, AND TESTING

MOPAC IMPROVEMENT PROJECT

THIS WORK AUTHORIZATION (“WA No.10”) is made pursuant to the terms and conditions of Article 1 of the GENERAL PROVISIONS, Attachment A to the original Contract for Toll System Implementation, dated April 27, 2005 (the Contract) entered into by and between the Central Texas Regional Mobility Authority (the “Authority”) and Telvent USA, LLC, as the successor in interest to Caseta Technologies, Inc. (the “Contractor,” also referred to in attachments to this WA No. 10 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 design, installation, and testing services described in Exhibit A and System Integrator Proposal Exhibit B to this WA No. 10. 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 Exhibit C, (ii) the Express Lane Toll Facilities Guidelines in Exhibit D, and (iii) the Toll Facility Responsibility Matrix in Exhibit E. The Contractor shall purchase and provide the equipment and software described in the Bill of Materials in Exhibit F. The Contractor shall perform all work in accordance with Federal Requirements in Exhibit J.

PART II. The maximum amount payable to Contractor under this WA No.10 is \$5,840,021.00. This amount is based on the cost estimate shown in Pricing Schedule in Exhibit H.

PART III. Payment to the Contractor for the services established under this WA No. 10 shall be made in accordance with the Contract and is listed in Payment Schedule in Exhibit I.

PART IV. This WA No. 10 is effective on the date both parties have signed this WA No. 10. This WA No. 10 will terminate on 365 days after the Authority’s Design/Build Contractor for the MoPac Improvement Project has achieved Substantial Completion, unless extended by a supplemental Work Authorization as provided in Attachment A,

Article 1 of the GENERAL PROVISIONS. The work shall be performed in accordance with the Express Lanes Project Schedule and Milestones set forth in **Exhibit G**.

PART V. This WA No. 10 does not waive any party's responsibilities and obligations established by the Contract; and except as specifically modified by this WA No. 10, all such responsibilities and obligations under the Contract remain in full force and effect.

IN WITNESS WHEREOF, this Work Authorization No. 10 is executed in duplicate counterparts and hereby accepted and acknowledged below.

THE CONTRACTOR: Telvent USA, LLC

Signature	Date
Typed/Printed Name and Title	

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Mike Heiligenstein, Executive Director
Date:

LIST OF EXHIBITS

- EXHIBIT A SCOPE OF WORK
- EXHIBIT B SYSTEM INTEGRATOR PROPOSAL
- EXHIBIT C MOPAC - DYNAMIC PRICING AND TOLL SYSTEM LAYOUT
- EXHIBIT D EXPRESS LANE TOLL FACILITIES GUIDELINES
- EXHIBIT E TOLL FACILITY RESPONSIBILITY MATRIX
- EXHIBIT F BILL OF MATERIALS
- EXHIBIT G EXPRESS LANES PROJECT SCHEDULE AND MILESTONES
- EXHIBIT H PRICING SCHEDULE
- EXHIBIT I PAYMENT SCHEDULE
- EXHIBIT J FEDERAL REQUIREMENTS

EXHIBIT A

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
TOLL SYSTEM AND TOLL-RELATED ITS DESIGN, INSTALLATION,
AND TESTING
MoPac Improvement Project

SCOPE OF WORK for SYSTEM 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 has procured a Design/Build Contractor (“D/B Contractor”) and has entered into a design-build contract (the “D/B Contract”) with CH2M HILL who will design and build the Project.

The Toll System Integrator (SI) is responsible for the design, development, testing and installation of 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. 10 (the “Toll System and Toll-Related ITS Design, Installation and Testing”). The Project shall be implemented in accordance with the Project schedule in *Exhibit G - “Express Lanes Project Schedule and Milestones”*.

A1.02. Summary of Scope of Work

The Scope of Work for this Work Authorization No. 10 includes:

- SI shall design the Toll System and Toll-Related ITS.
- SI shall develop and install the Toll System and Toll-Related ITS.
- SI shall implement and test the Toll System and Toll-Related ITS.
- SI shall monitor and provide maintenance and operations support for the duration specified in *Exhibit G - “Express Lanes Project Schedule and Milestones”*.

EXHIBIT A

A2.0 General Description – Express Lane Toll System and Toll-Related ITS 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 where the toll system will be installed, five (5) 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 *Exhibit C - "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 Project's Toll System also includes a primary and secondary Project Host Systems installed at the Field Operations Building (FOB) and at a second site as specified in *Exhibit B - "System Integrator Proposal"*.

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). In support of the MoPac Express Lanes, the Toll System will include Dynamic Pricing Systems, and Image Review Systems and Trip Matching Systems. 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 *Exhibit D - "Express Lane Toll Facilities Guidelines"*.

The SI is responsible for the design, development, testing and installation of the Toll System and Toll-Related ITS Infrastructure identified in *Exhibit E – "Toll Facility Responsibility Matrix"*. The SI shall also work with the Authority, its GEC, the D/B Contractor, and others as described herein. The SI shall purchase, provide and install all equipment detailed in *Exhibit F – "Bill of Materials"*.

A3.01. Toll System Design, Installation, and Testing

The SI shall design and install the Toll System at the four (4) Toll Zones identified in *Exhibit D - "Express Lane Toll Facilities Guidelines"* so that it is fully compatible with and meets the requirements for the Project. The Toll System at each Toll Zone shall meet the requirements in *Exhibit B - "System Integrator Proposal"* and shall include:

- Zone Controllers/Image Capture Station: Redundant and independent servers shall be provided capable of stand-alone operation, each processing all data in parallel and providing control/monitoring of all in-lane hardware.

EXHIBIT A

- Automatic Vehicle Identification (AVI) System: Readers and antennas shall be installed that read transponders in each lane and determine its speed and location to enable the system to accurately assign transponders to the correct vehicle.
- Automatic Vehicle Detection System (AVDS): Redundant vehicle detection system comprising of loops, pucks and SICK laser scanners shall be installed in each lane to detect and track vehicles in the toll zone including motorcycles and trigger the image capture cameras.
- Image Capture and Processing System (ICPS): Front and rear high resolution cameras shall be installed in each lane and shoulder to capture images of all vehicles traveling through the lanes. The solution shall analyze image quality degradation and correlate the images to the correct vehicle.
- Digital Video Audit System (DVAS): Each Toll Zone shall have digital video cameras that monitor traffic activity in the Toll Zone. In addition, security cameras shall be installed at each Toll Zone to monitor the equipment cabinet. The DVAS shall integrate the video from all cameras into a video database that stores recorded video and can be accessed by users for auditing.
- Uninterruptible Power Supplies (UPS): All Toll System equipment and electronics shall be on UPS and the UPS shall support the Toll System with one hour of battery backup.
- Equipment Cabinets: Environmentally controlled cabinets shall be provided to house the Toll System electronics.
- Generators: Each Toll Zone will have a generator to be used if there is a prolonged power outage.

A3.02. Toll-Related ITS Design, Installation, and Testing

The SI shall design and install the Toll-Related ITS at the locations identified in *Exhibit C - "MoPac - Dynamic Pricing and Toll System Layout"*. The Toll-Related ITS shall meet the requirements in *Exhibit B - "System Integrator Proposal"* and shall include:

- Traffic Detection System (TDS): Radar Vehicle Sensing Devices shall be installed at every half mile spanning the entire corridor in both directions to provide full coverage on the general purpose lanes and the Express Lanes. These units shall collect traffic data (volumes, occupancy and speed) and report this data in real-time to Project Host to be utilized in the dynamic pricing algorithm.
- Variable Toll Message Sign (VTMS): VTMS panels shall be attached to static signs mounted to existing or new overhead sign bridges and cantilever overhead sign structures. VTMS controllers shall be installed in cabinets and shall control the panels to display the TollTag and Pay By Mail (PBM) toll rates to the downstream exits. The number of panels per VTMS shall be based on the location of the VTMS.
- VTMS Cameras: A digital video camera shall be installed at each VTMS location to capture the toll rate display at configurable intervals.

EXHIBIT A

- VTMS AVI System: At each VTMS location AVI readers and antennas shall be installed to read transponders on vehicles traveling in the general purpose lanes.
- Closed Circuit Television (CCTV) System: High definition digital video cameras shall be installed throughout the Express Lanes corridor to provide full visual coverage of the Express Lanes in both directions of travel.

A3.03. Toll System Project Host Design, Installation, and Testing

The SI shall design and install a Project Host that supports the monitoring and control of the Toll Systems and Toll-Related ITS. The Project Host shall meet the requirements in *Exhibit B - "System Integrator Proposal"* and shall include:

- Project Host Servers/Storage: Sufficient number of servers and storage devices shall be provided to support the various functions and processes described in *Exhibit B - "System Integrator Proposal"*. There shall be a primary Project Host installed at the FOB and the secondary Project Host shall be at a separate location but connected to the CTRMA fiber communications system. The Project Host shall interface to the CTRMA Host System for processing transponder and PBM trips.
- Dynamic Pricing System: The dynamic pricing algorithm shall utilize the real-time characteristics of the corridor to determine the toll rates. Default toll rates shall be provided to support degraded mode of operations. The dynamic pricing algorithm shall meet the CTRMA operational and revenue generation requirements.
- Optical Character Recognition (OCR)/AutoMatch Software: OCR and AutoMatch software shall be provided to extract the license plate number, jurisdiction and plate type and vehicle characteristics from images of vehicles. The OCR and AutoMatch results shall help with trip building and images review.
- Image Review: Image review and operations functionality shall be provided that allow users to efficiently review images, monitor operations and audit the image processing results.
- Trip Building: Trip Matching software shall be provided that correctly and successfully creates TollTag and PBM trips for customers who drive through the Express Lanes.
- ROMS: The CTRMA ROMS shall be used to monitor and track the overall health of the Express Lanes Toll System and Toll-Related ITS and maintenance activities through real-time displays. Failure of equipment and processes shall result in the creation of work orders through ROMS that are tracked to closure. Maintenance Reports shall be available through ROMS to validate the performance of the Toll System and SI maintenance.
- Dashboards: The Toll System shall include Dashboards that are a graphical representation of information valuable to the management and oversight of the Express Lanes operations. These shall include graphs, charts, and meters that provide as-a-glance real time representation of the system health, Express Lanes traffic conditions, dynamic pricing results, VTMS displays, traffic forecasting and hot links to DVAS, CCTV and VTMS video feeds.

EXHIBIT A

- Remote Operations and Adjustments: The System shall provide authorized users the capability to over-ride dynamic prices; control the VTMS, and make adjustments to toll rates and trip transactions.
- Express Lanes Reports: Traffic, Revenue, Audit, Reconciliation and Operations reports shall be provided to enable CTRMA to audit and reconcile the toll data, transactions and trips; report traffic and revenue and monitor operations.

A3.04. Express Lanes Command Center (ELCC)

The SI shall provide the required workstations and monitors at the FOB to enable the monitoring and operations of the Express Lanes. The SI will provide monitoring, operations and maintenance support for a period of four (4) months after Go Live to monitor and validate the accurate operations of the Express Lanes and the Toll System.

A3.05. Toll System and Toll-Related ITS Documentation

The SI shall provide all documentation for CTRMA review and Approval as listed in *Exhibit G - "Express Lanes Project Schedule and Milestones"*.

A3.06. Toll System and Toll-Related ITS Testing

The SI shall perform all testing as listed in *Exhibit G - "Express Lanes Project Schedule and Milestones"*.

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

RESOLUTION NO. 14-004

**APPROVING AN AMENDMENT TO THE TOLL SYSTEM IMPLEMENTATION
CONTRACT WITH TELVENT USA LLC TO EXTEND THE LENGTH OF THAT
CONTRACT AND INCREASE TOTAL COMPENSATION PAYABLE FOR SERVICES
PROVIDED UNDER THE CONTRACT.**

WHEREAS, the Central Texas Regional Mobility Authority ("Mobility Authority") entered into a contract with Caseta Technologies, Inc. dated April 27, 2005, for the design, procurement, and installation of a toll collection system on the Authority's turnpike system (the "Contract"); and

WHEREAS, Caseta Technologies, Inc., was subsequently acquired by Telvent USA Corporation, a Maryland corporation ("Telvent"), and all rights and obligations of Caseta Technologies, Inc. under the Contract are now the rights and obligations of Telvent; and

WHEREAS, the initial term of the Contract originally expired on April 26, 2010, but has been extended with approvals by the Board of Directors to expire the later date of April 26, 2013, or 365 days after substantial completion of the Manor Expressway project; and

WHEREAS, Telvent is providing toll system implementation services for the MoPac Improvement Project under the Contract, and staff recommends that the Contract remain in effect until all work on the MoPac Improvement Project is complete; and

WHEREAS, staff also recommends making additional amendments to the existing scope of services, increasing the total contract price to pay for that work, and recommends approval of the proposed amendment to the Contract attached as Exhibit 1 to this Resolution.

NOW THEREFORE, BE IT RESOLVED, that Board approves the proposed amendment to the Contract and authorizes the Executive Director to execute the amendment in the form or substantially the same form as shown on Exhibit 1 to this Resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2014.

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 14-004
Date Passed: 1/29/14

EXHIBIT 1 TO RESOLUTION 14-004

AMENDMENT TO CONTRACT FOR TOLL SYSTEM IMPLEMENTATION

[Following 8 Pages]

**THIRD AMENDMENT TO CONTRACT FOR TOLL SYSTEM IMPLEMENTATION
BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
TELVENT USA LLC**

This Third Amendment amends the Contract for Toll System Implementation between the Central Texas Regional Mobility Authority (“CTRMA”) and Telvent USA LLC, as successor in interest to Caseta Technologies, Inc. (the “Contractor”), effective April 27, 2005, and as amended effective February 26, 2010, and again on May 2, 2011 (the “Contract”), and is effective on the ___ day of February, 2014.

Pursuant to action of the CTRMA Board of Directors, reflected in Resolution No. 14- ___, dated January 29, 2014, CTRMA and Contractor amend the Contract as described below.

Section 13 of the Contract, as amended May 2, 2011, is amended to read as follows:

13. **TERM OF CONTRACT** Unless otherwise terminated under Article 15 of Attachment A, this Contract for Toll System Implementation terminates 180 days after the Contractor completes all services authorized and required by all Work Authorizations (and any Change Order or Change Directive to a Work Authorization) approved under this Contract.

Section B 2.0 of Attachment B – SCOPE OF WORK is amended by adding the following Subsections B2.09, B2.10, B2.11, B2.12, B2.13:

B2.09. Cameron County Regional Mobility Authority (CCRMA) SH 550 – Port Spur Toll Project

The SH 550 Project improves the corridor to include a two-lane Toll Road; one lane each direction with shoulders. The Toll Lanes are separated from the frontage roads by a grassed elevated median and physical barrier. The toll collection system for the project will be all Electronic Toll Collection (ETC).

B2.10. MoPac Improvement Project: Toll System and Toll-Related ITS Design, Coordination, and D/B Contractor Oversight

The MoPac Improvement Project will add one Express Lane in each direction along an 11-mile stretch of MoPac (Loop 1) from Parmer Lane north of Austin to Cesar Chavez Street in downtown Austin. The Express Lanes will be located in the middle of the corridor, separated from the general purpose lanes by a striped buffer zone with delineators. The Express Lanes will employ dynamic pricing to manage throughput and Toll System and Toll-Related ITS equipment will be installed to support the Express Lanes operation. This scope of work is for design coordination and oversight of the D/B Contractor during the design phase of the project.

B2.11. Traffic Management Center Implementation

The project consists of renovations to the existing space and facilities at the current Mobility Authority Field Operations Building, located at 104 North Lynnwood Trail in

Cedar Park, Texas, to accommodate the proposed Traffic Management Center (TMC). The TMC will serve the Manor Expressway, the MoPac Improvement Project, and other future projects on the Mobility Authority System. The TMC will Traffic Management System (TMS) components for projects may include but not limited to closed circuit television (CCTV) cameras, dynamic message signs (DMS), radar vehicle sensing detector stations, traffic detection system (TDS), variable toll message signs (VTMS), VTMS cameras, and VTMS AVI system.

B2.12. MoPac Improvement Project: Parmer Lane to Cesar Chavez Street

The MoPac Improvement Project will add one Express Lane in each direction along an 11-mile stretch of MoPac (Loop 1) from Parmer Lane north of Austin to Cesar Chavez Street in downtown Austin. The Express Lanes will be located in the middle of the corridor, separated from the general purpose lanes by a striped buffer zone with delineators. The Express Lanes will employ dynamic pricing to manage throughput and Toll System and Toll-Related ITS equipment will be installed to support the Express Lanes operation. This scope of work is for design and construction of the facility's tolling system during the construction phase of the project.

B2.13. SH 71 Express Project

The SH 71 Express Project is part of a series of improvements intended to complete a highway upgrade to SH 71. The project is dedicated to improving mobility along SH 71 in a safe, efficient, and reliable manner.

Schedule 1 – PRICE SCHEDULE is amended by:

- (1) Adding the attached Schedule 1.2 (pages 1.2-1 through 1.2-2) after Schedule 1.1, page 1.1-5;
- (2) Adding the attached pages for Schedules 1-20b, 1-20c, 1-20d, 1-20d, and 1-20e;
- (3) Deleting the TOTAL PROPOSED PRICE-All Segments and Common Items: \$22,559,465, as it appears on Schedule 1-21, as amended May 2, 2011.

Except to the extent modified herein, all terms and condition of the Contract shall continue in full force and effect.

By their signatures below, the parties to this Contract evidence their agreement to the amendment set forth above.

CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

TELVENT USA LLC

Mike Heiligenstein
Executive Director

**TOLL COLLECTION SYSTEMS IMPLEMENTATION
FEE SCHEDULES**

Payment Measurement

This schedule provides description of the Method of Measurement and the Basis of Payment for the bid items necessary to complete the work under the Project. The Contractor is required to submit price proposals which are based on the Method of Measurement and Basis of Payment for each item described in this schedule.

Payment Items

110. ITS Devices (*Includes: Equipment /materials, installation & integration*)

Method of Measurement

ITS devices shall be measured per each ITS device installed on Express Lanes and General Purpose Lanes. Each shall include furnishing all labor, materials, and support services to complete the design, fabrication, unit testing, packaging, delivery, onsite installation, integration and testing, and acceptance of the ITS Devices, complete with all its internal components, cabinets, UPS, network equipment and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the unit bid price upon successful delivery and verification of the ITS Devices. Payment for the ITS Devices delivery does not relieve the Proposer from any responsibilities and terms specified in the Contract.

111. Equipment Cabinet (*Includes: Equipment/materials, install & integration; Excludes: elec/civil, foundations, concrete slabs, etc.*)

Method of Measurement

Equipment Cabinets shall be measured per each Equipment Cabinet installed at the Tolling Zone. Each shall include furnishing all labor, materials, and support services to complete the design, fabrication, unit testing, packaging, delivery, onsite installation, integration and testing, and acceptance of the Equipment Cabinets, complete with all its internal components and AC, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the unit bid price upon successful delivery and verification of the Equipment Cabinets. Payment for the Equipment Cabinets delivery does not relieve the Proposer from any responsibilities and terms specified in the Contract.

SCHEDULE 1.2

112. **Dynamic Pricing Server and HOST Upgrade** (*Includes: Equipment /materials, installation & integration*)

Method of Measurement

Dynamic Pricing Server and Host Upgrade shall be measured on a lump sum basis each for the Dynamic Pricing Servers installed for the Express Lanes and CTRMA Host Server and Database upgrade. Each shall include furnishing all labor, materials, and support services to complete the design, fabrication, unit testing, packaging, delivery, onsite installation, integration and testing, and acceptance of the Dynamic Pricing Server and Host Upgrade, complete with all its internal components, storage devices, operating system, database and warranty all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the lump sum bid price upon successful delivery, integration and verification of the complete Dynamic Pricing Server and Host Upgrade. Payment shall also include warrant-guarantee services and maintenance services, in accordance with the requirements of the Contract. Payment for the Dynamic Pricing Server and Host Upgrade does not relieve the Proposer from any responsibilities and terms specified in the Contract.

113. **Dynamic Pricing and Trip Building SW Design/Development**

Method of Measurement

Dynamic Pricing and Trip Building SW Design/Development shall be measured on a lump sum basis as developed, tested and deployed on the Express Lanes and shall include all software required for the integration of the Dynamic Pricing and Trip Building SW into the Express Lanes Toll System software. The lump sum unit shall include furnishing all labor, materials, licenses, and support services to complete the design, development, unit testing, integration, configuration, on-site testing and acceptance of the Dynamic Pricing and Trip Building SW all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the lump sum bid price upon successful delivery, integration, testing and acceptance of the complete Express Lanes Toll System which includes the Dynamic Pricing and Trip Building SW. Payment shall also include warrant-guarantee services and maintenance services, in accordance with the requirements of the Contract. Payment for the Dynamic Pricing and Trip Building does not relieve the Proposer from any responsibilities and terms specified in the Contract.

CCRIMA SH-550 TOLL SYSTEM				UNIT PRICE		AMOUNT	
ITEM #	QTY.	UNIT	DESCRIPTION	DOLLARS	CENTS	DOLLARS	CENTS
1	1	LS	Installation/Electrical Design and Plans	9,535	00	9,535	00
2	1	LS	Field Installation and Electrical Work, Materials and Labor	317,183	00	317,183	00
3	2	Ea.	Site Prep	32,646	00	65,292	00
4	1	Ea.	Dual 3343 Cabinet, A/C, and Foundation	72,743	00	72,743	00
5	1	LS	Primary Electrical Service	21,226	00	21,226	00
6	2	Ea.	Zone Controller Hardware & SW	30,624	00	61,248	00
7	2	Ea.	Communication Equipment	61,479	00	122,958	00
8	6	Ea.	Automatic Vehicle Classification System, Express ETC Lane	16,392	00	98,352	00
9	4	Ea.	AVI System Hardware, Express ETC Lane	14,598	00	58,392	00
10	6	Ea.	Violation Enforcement System Hardware, Express ETC Lane	40,473	00	242,838	00
11	1	LS	UPS	13,322	00	13,322	00
12	0	LS	Emergency Generator & Automatic Transfer Switch	49,697	00	-	00
13	1	LS	ROMS HW/SW & Security Server(s) (ie: Digital Video Recorder & Audit)	76,897	00	76,897	00
14	1	LS	Host System (Store & Forward) HW/SW	50,592	00	50,592	00
15	1	LS	Training	8,321	00	8,321	00
16	1	LS	Documentation	34,979	00	34,979	00
17	1	LS	Project Management	65,375	00	65,375	00
18	1	LS	Spare Equipment	27,901	00	27,901	00
19	1	LS	Site Commissioning Test	19,863	00	19,863	00
20	1	LS	Operational Test	19,863	00	19,863	00
				Total		1,386,880	00

The Pricing shown above Excludes:

- Bonding
- Excludes UAE Certification/Testing and all other UAE costs
- Gantries (provided by others)
- All Recurring Data Communication Costs
- Recurring 3rd-Party SW/HW Support Agreements & SW Licenses
- System HW/SW Warranty/Maintenance Services/Support & Spares Replenishment Costs

MoPac Improvement Project - Systems 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%)

**Final PRICE SHEET
TMC Command Center**

Task No.	Description	Qty	Unit	Unit Price (US \$'s)	Extended Price (US \$'s)
1	HW - Materials / Equipment	1	Lot	71,905.64	71,905.64
2	Program Management	1	Lot	41,933.35	41,933.35
3	Design & System Documentation	1	Lot	16,843.80	16,843.80
4	Furniture	1	Lot	30,246.07	30,246.07
5	Integration/Test (FAT, Commissioning, Final Accept, etc.)	1	Lot	64,406.08	64,406.08
6	Construction	1	Lot	464,677.73	464,677.73
TOTAL					\$690,012.67

The Pricing shown above Excludes:

- All Recurring Data Communication Costs
- Recurring 3rd-Party SW/HW Support Agreements & SW Licenses
- Spares Replenishment Costs

MOPAC Express Lanes Project					
ITEM #	QTY.	UNIT	DESCRIPTION	UNIT PRICE	EXT PRICE
1	4	EA	Tolling Zone. Includes: Materials/equipment, SW mods to add new locations to system, field installation/labor & electrical work.	\$ 402,291	\$ 1,609,163
2	1	LS	ITS Devices. Includes: Equipment /materials, installation & integration.	\$ 1,339,610	\$ 1,339,610
3	1	LS	Communication Equipment. Includes: Equipment /materials, installation & integration.	\$ 154,819	\$ 154,819
4	1	LS	Video/DVR System Equipment. Includes: Equipment /materials, installation & integration.	\$ 109,708	\$ 109,708
5	4	EA	Equipment Cabinet. Includes: Equip/materials, install & integration (excls: ele/civil, foundations, concrete slabs, etc.)	\$ 23,078	\$ 92,312
6	1	LS	Dynamic Pricing Server and HOST Upgrade. Includes: Equipment /materials, installation & integration.	\$ 329,557	\$ 329,557
7	1	LS	Fiber Optic Installation	\$ 471,325	\$ 471,325
8	1	LS	Spare Equipment	\$ 164,894	\$ 164,894
9	1	LS	Dynamic Pricing and Trip Building SW Design/Development	\$ 523,496	\$ 523,496
10	1	LS	Documentation. Includes: Plans, training manuals, design doc's, etc.	\$ 258,359	\$ 258,359
11	24	Mth	Project Management	\$ 16,368	\$ 392,830
12	1	LS	On-site First Installation Testing (OFIT)	\$ 64,519	\$ 64,519
13	3	EA	Per Zone Commissioning test support (remaining 3-Zones)	\$ 12,673	\$ 38,019
14	1	LS	Operational Testing	\$ 212,413	\$ 212,413
15	1	LS	Bonding	\$ 58,996	\$ 58,996
16	1	LS	Additional Insurance above basic Corporate Policy to cover added ROW coverage	\$ 20,000	\$ 20,000
TOTAL				\$	5,840,021

Excludes:

- Excludes All Recurring Data Communication Costs
- Excludes Traffic Control (MOT) & Lane Rental Charges
- Excludes System HW/SW Warr/Maint Services/Support & Spares Replenishment Costs
- Equipment Cabinet Installation Excludes electrical/civil, foundations, concrete slabs, etc.
- Excludes Any/all taxes (Assumes CTRMA is Tax Exempt)
- Pricing above is based on mutually agreeable payment terms.

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

RESOLUTION NO. 14-005

**AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE A PROPRIETARY
PURCHASE FROM METROPIA, INC., FOR SOFTWARE AND A SMARTPHONE
APPLICATION TO MANAGE TRAFFIC CONGESTION RESULTING FROM
CONSTRUCTION OF THE MOPAC IMPROVEMENT PROJECT.**

WHEREAS, the Mobility Authority has started construction of the MoPac Improvement Project, and anticipates that travelers on MoPac will face increased traffic congestion while the project is under construction; and

WHEREAS, in an effort to identify methods to reduce and address traffic congestion on MoPac, the Mobility Authority on December 20, 2013, issued a request for information for vendors who could provide an incentive-based traffic congestion management software and smartphone application (the "RFI"); and

WHEREAS, Metropia, Inc., was the sole respondent to the RFI, and the Executive Director recommends negotiating with Metropia, Inc., to reach an agreement for the use of their product to by the Mobility Authority.

NOW THEREFORE, BE IT RESOLVED, that the Board hereby authorizes the Executive Director to negotiate an agreement with Metropia, Inc., for the product and services described in its response to the RFI, on terms and conditions as the Executive Director determines is in the best interests of the Mobility Authority; and

BE IT FURTHER RESOLVED, that any proposed agreement with Metropia, Inc., must be authorized by future Board action.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2014.

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 14-005
Date Passed: 1/29/2014

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

RESOLUTION NO. 14-006

**APPROVING TO THE INVESTMENT POLICY (ARTICLE 1, CHAPTER 2 OF THE
POLICY CODE) FOLLOWING THE ANNUAL REVIEW OF THAT POLICY.**

WHEREAS, the Texas Public Funds Investment Act, Chapter 2256, Government Code, requires the Board of Directors to adopt a written investment policy regarding investment of Mobility Authority funds and funds under its control, and to include a separate written investment strategy for each of the funds or group of funds under its control; and

WHEREAS, in compliance with the Texas Public Funds Investment Act the Board has previously adopted the required written investment policy, now codified as Article 1, Chapter 2 of the Mobility Authority Policy Code (the "Investment Policy"); and

WHEREAS, both the Texas Public Funds Investment Act and Section 201.017 of the Policy Code require an annual review and approval of the Investment Policy by the Board; and

WHEREAS, in connection with and prior to its action on this resolution, the Board has reviewed the Investment Policy; and

WHEREAS, in accordance with recommendations from the Chief Financial Officer and the Controller, the Executive Director recommends to the Board that it approve revisions to Section 201.009 of the Policy Code, as proposed in Exhibit 1 to this Resolution.

NOW THEREFORE, BE IT RESOLVED that Board hereby approves the Investment Policy codified as Article 1, Chapter 2 of the Mobility Authority Policy Code, including the revisions to Section 201.009 (Investment Strategies) as set forth in Exhibit 1 to this Resolution.

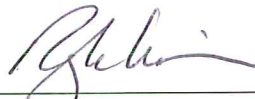
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2014.

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: 14-006
Date Passed: 01/29/14

Exhibit 1 to Resolution 14-006

Proposed Revision to Section 201.009 of the Policy Code:

201.009 Investment Strategies

(a) The authority's investment portfolio shall be designed with the objective of obtaining a rate of return throughout budgetary and economic cycles, commensurate with the investment risk constraints and the cash flow needs.

(b) Market Yield Benchmark: The authority's investment strategy is conservative. Given this strategy, the basis used by the chief financial officer to determine whether minimum market yields are being achieved shall be the six month T-bill rate. Investment Officers and Investment Advisors shall strive to safely exceed minimum market yield within policy and market constraints.

(c) Maximum Maturities: To the extent possible, the authority will attempt to match its individual investments with anticipated ~~project~~ cash flow requirements. ~~Unless matched to a specific cash flow, the authority will not directly invest operating or general funds of each fund. However, in securities maturing more than 16 months from the date of purchase no instance shall~~ the maximum stated maturity of an individual investment exceed five years, unless approved by the board. ~~Investment of bond proceeds shall not exceed the projected expenditure schedule of the related project.~~

~~Reserve funds may be invested in securities exceeding 12 months if the maturity of such investments are made to coincide as nearly as practicable with the expected use of the funds.~~

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

RESOLUTION NO. 14-007

**APPROVING AN UPDATED LIST OF FINANCIAL INSTITUTIONS AND
BROKERS AUTHORIZED TO PROVIDE INVESTMENT SERVICES TO
THE MOBILITY AUTHORITY.**

WHEREAS, Article 1 (Investment Policy), Chapter 2 (Finances) of the Policy Code establishes the Mobility Authority's investment policy in compliance with the Texas Public Funds Investment Act, Chapter 2256 of the Texas Government Code; and

WHEREAS, Sec. 201.011 of the Policy Code provides that "financial institutions and qualified brokers authorized to provide investment services and engage in investment transactions with the authority" shall be approved by a separate resolution adopted by the Board of Directors; and

WHEREAS, the current list of brokers authorized by the Board of Directors was established by Resolution No. 13-006, dated January 30, 2013; and

WHEREAS, the Executive Director, Chief Financial Officer, and Controller recommend that the Board update and restate the list of financial institutions and authorized brokers to include the firms named on the list of Financial Institutions and Authorized Investment Brokers attached as Exhibit 1.

NOW, THEREFORE, BE IT RESOLVED that the firms included on the list of Financial Institutions and Authorized Investment Brokers attached as Exhibit 1 are hereby authorized to provide investment services and engage in investment transactions with the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2014.

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: 14-007
Date Passed: 01/29/14

EXHIBIT 1 TO RESOLUTION 14-007
FINANCIAL INSTITUTIONS AND
AUTHORIZED INVESTMENT BROKERS

Coastal Securities
206 Wild Basin Road, Suite 109
Austin, Texas 78746

JPMorgan Chase Securities, Inc.
1717 Main Street, Lower Level 1
Dallas, TX 75201

Gilford Securities Incorporated
777 Third Avenue
New York, NY 10017

First Allied Securities, Inc.
655 West Broadway, 12th Floor
San Diego, CA 92101

First Empire Securities
100 Motor Parkway, 2nd Floor
Hauppauge, NY 11788

First Southwest Company
325 North Saint Paul, 8th Floor
Dallas, TX 75201

Bank of America Securities
One Bryant Park, 4th Floor
New York, NY 10036

Morgan Asset Management (Regions Bank)
500 North Akard Street, Ste. 100
Dallas, TX 75201

Regions Bank
100 Congress Avenue
Austin, TX 78701

Alamo Capital
201 N. Civic Drive, Suite 145
Walnut Creek, CA 94596

Oppenheimer & Co. Inc.
85 Broad Street, 22nd Floor
New York, NY 10004

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

RESOLUTION NO. 14-008

ACCEPT THE FINANCIAL STATEMENTS FOR DECEMBER 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 December 2013, and has caused Financial Statements to be prepared and attached to this resolution as Attachments A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Statements for December 2013, attached as Attachments A.

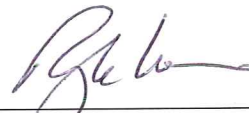
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2014.

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: 14-008
Date Passed: 1/29/2014

Attachment A

Financial Statements for December 2013

**Central Texas Regional Mobility Authority
Balance Sheet**

As of	December 31, 2013	December 31, 2012
Assets		
Current Assets		
Cash in Regions Operating Account	301,844	268,188
Cash In TexSTAR	59,795	74,518
Regions Payroll Account	49,276	27,043
Restricted cash/cash equivalents		
Fidelity Government MMA	155,488,534	108,670,976
Restricted Cash-TexStar	21,374,743	53,757,775
Overpayment accounts	44,331	37,100
Total Cash and Cash Equivalents	177,318,523	162,835,600
Accounts Receivable	7,091	15,302
Due From Other Funds	0	171,248
Due From TTA	408,394	540,356
Due From NTTA	173,654	53,981
Due From HCTRA	142,635	81,410
Due From TxDOT	20,235,775	833,189
Due From Federal Government	0	214,900
Interest Receivable	127,985	370,786
Total Receivables	21,095,534	2,281,172
Short Term Investments		
Treasuries	0	4,549,017
Short Term Investments	45,221,771	104,422,352
Other Current Assets		
Prepaid Insurance	71,115	46,011
Total Current Assets	243,706,943	269,585,136
Construction Work In Process	363,284,027	304,440,288
Fixed Assets		
Computers(net)	96,197	25,979
Computer Software(net)	422,648	(7,853)
Furniture and Fixtures(net)	0	11,107
Equipment(net)	10,637	30,524
Autos and Trucks(net)	10,922	17,821
Buildings and Toll Facilities(net)	5,921,333	6,090,186
Highways and Bridges(net)	322,735,173	276,750,667
Communication Equipment(net)	670,060	856,032
Toll Equipment(net)	11,529,077	9,219,931
Signs(net)	8,707,643	6,002,720
Land Improvements(net)	7,061,869	3,330,973
Right of Way	46,642,851	24,800,630
Leasehold Improvements	177,998	51,827
Total Fixed Assets	403,986,409	327,180,543
Long Term Investments		
Other Assets		
Security Deposits	0	8,644
Intangible Assets	15,032,417	650
2005 Bond Insurance Costs	5,337,706	
Total Assets	1,031,347,502	934,134,455

Liabilities

Current Liabilities

Accounts Payable	47,911	506,953
Overpayments	45,749	38,143
Interest Payable	21,677,842	21,639,292
Due to other Funds	(300,000)	171,248
Deferred Compensation Payable	0	0
TCDRS Payable	42,524	41,899
Due to other Entities	350,279.20	0
FICA Payable		0
FICA MED Payable		(7,500)
Federal Withholding Payable		7,500
Due to State of Texas	(0)	0
Total Current Liabilities	23,452,860	22,397,535

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	189,089
Senior Lien Revenue Bonds 2005	0	172,628,655
Senior Lien Revenue Bonds 2010	106,361,923	103,020,626
Senior Lien Revenue Bonds 2011	307,614,134	306,913,930
Senior Refunding Bonds 2013	185,810,000	0
Sn Lien Rev Bnd Prem/Disc 2010	112,866	150,669
Sn Lien Rev Bnd Prem/Disc 2011	(3,647,934)	(3,801,310)
Sn Lien Rev Bnd Prem/Disc 2013	18,177,214	0
Subordinated Lien Bond 2010	0	45,000,000
Subordinated Lien Bond 2011	70,000,000	70,000,000
Subordinated Refunding Bonds 2013	103,960,000	
Sub Lien Bond 2011 Prem/Disc	(1,936,012)	(2,033,993)
Sub Lien Bond 2013 Prem/Disc	4,041,191	
TIFIA note 2008	0	77,656,077
2011 Regions Draw Down Note	1,799,820	800,000
2013 American Bank Loan	5,300,000	
Total Long Term Liabilities	797,782,289	775,096,455
Total Liabilities	821,235,149	797,493,990

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	153,684,260	86,051,179
Current Year Operations	38,093,247	32,254,440
Total Net Assets	191,777,507	118,305,619
Total Liabilities and Net Assets	1,031,347,502	934,134,455

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Revenue				
Operating Revenue				
Toll Revenue-TxTag-Manor	1,188,228	1,106,873	93.15%	-
Toll Revenue-TxTag-183A	29,507,860	12,058,250	40.86%	10,413,732
Toll Revenue-HCTRA-183A	884,163	512,118	57.92%	491,206
Toll Revenue-HCTRA Manor	173,689	126,847	73.03%	-
Toll Revenue-NTTA-183A	580,498	296,511	51.08%	316,156
Toll Revenue-NTTA-Manor	77,633	39,047	50.30%	-
Video Tolls 183A	4,243,980	2,719,825	64.09%	2,255,075
Video Tolls Manor Expressway	452,664	363,378	80.28%	-
Fee revenue 183A	1,661,750	1,071,826	64.50%	892,032
Fee revenue Manor Expressway	179,820	253,038	140.72%	-
Total Operating Revenue	38,950,285	18,547,713	47.62%	14,368,201
Other Revenue				
Interest Income	180,000	87,077	48.38%	115,369
Grant Revenue	1,236,000	39,485,633	3195%	37,217,623
Reimbursed Expenditures	-	-	0.00%	34,774
Misc Revenue	92,500	363,901	393.41%	216,007
Unrealized Loss	-	-	0.00%	42,708
Total Other Revenue	1,508,500	39,936,612	2647%	37,626,482
Total Revenue	\$ 40,458,785	\$ 58,484,324	144.55%	\$ 51,994,683

Expenses

Salaries and Wages				
Salary Expense-Regular	2,185,005	1,102,474	50.46%	922,930
Part Time Salary Expense	12,000	-	0.00%	480
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	-	0.00%	1,202
TCDRS	317,550	152,997	48.18%	122,218
FICA	102,241	33,940	33.20%	24,404
FICA MED	31,900	16,132	50.57%	13,440
Health Insurance Expense	193,060	98,631	51.09%	88,891
Life Insurance Expense	5,874	1,187	20.20%	3,022
Auto Allowance Expense	10,200	5,100	50.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Other Benefits	190,261	58,474	30.73%	43,364
Unemployment Taxes	12,960	21	0.16%	-
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,119,051	1,468,956	47.10%	1,219,950
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	6,555	54.62%	3,097
Auditing	65,000	51,480	79.20%	44,990
General Engineering Consultant	460,000	1,600	0.35%	120,515
GEC-Trust Indenture Support	75,000	29,250	39.00%	-
GEC-Financial Planning Support	50,000	33,836	67.67%	24,958
GEC-Toll Ops Support	5,000	879	17.59%	-
GEC-Roadway Ops Support	325,000	77,299	23.78%	34,304
GEC-Technology Support	50,000	64,495	128.99%	11,148
GEC-Public Information Support	10,000	461	4.61%	3,436
GEC-General Support	275,000	121,155	44.06%	67,799
General System Consultant	175,000	36,692	20.97%	6,028
Image Processing - 183A	1,140,000	525,439	46.09%	454,347
Image Processing - Manor	120,000	126,176	105.15%	-
Facility maintenance	-	4,097		3,449
HERO	1,629,000	452,231	27.76%	525,522
Special Projects	-	63,500		-
Human Resources	50,000	5,758	11.52%	9,357
Legal	250,000	93,562	37.42%	152,042
Photography	10,000	1,125	11.25%	-
Traffic and Revenue Consultant	5,000	26,650	532.99%	-
Communications and Marketing	-	-	0.00%	92,563
Total Professional Services	4,706,000	1,722,240	36.60%	1,553,555
<u>Other Contractual Services</u>				
IT Services	63,000	19,695	31.26%	16,954
Graphic Design Services	40,000	11,819	29.55%	-
Website Maintenance	35,000	17,748	50.71%	2,929
Research Services	50,000	5,033	10.07%	3,149

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Copy Machine	10,000	3,936	39.36%	2,324
Software Licenses	17,200	7,387	42.95%	7,387
ETC Maintenance Contract	1,291,625	305,458	23.65%	343,567
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	-
Communications and Marketing	140,000	94,254	67.32%	204
Advertising Expense	60,000	33,411	55.68%	25,233
Direct Mail	5,000	-	0.00%	-
Video Production	20,000	5,050	25.25%	20,920
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	156,954	62.78%	76,681
Special assignments	5,000	-	0.00%	-
Traffic Management	-	-	0.00%	14,417
Emergency Maintenance	10,000	-	0.00%	-
Generator Maintenance	20,000	-	0.00%	-
Generator Fuel	9,000	596	6.62%	-
Fire and Burglar Alarm	3,660	-	0.00%	114
Elevator Maintenance	2,640	-	0.00%	-
Refuse	780	191	24.52%	-
Pest Control	1,536	384	25.00%	-
Custodial	4,440	610	13.74%	-
Roadway Maintenance - 183A	750,000	(63,636)	0.00%	71,884
Roadway Maintenance - 290	-	9,008		-
Landscape Maintenance	250,000	60,711	24.28%	76,925
Signal & Illumination Maint	-	20,169		34,216
Mowing and litter control	-	-	0.00%	40,806
Graffiti removal	-	-	0.00%	225
Cell Phones	10,000	5,293	52.93%	3,789
Local Telephone Service	25,000	7,514	30.06%	7,076
Internet	6,000	412	6.86%	-
Fiber Optic System	30,000	35,844	119.48%	14,426
Other Communication Expenses	1,000	376	37.64%	102
Subscriptions	1,850	108	5.86%	53
Memberships	34,600	25,539	73.81%	6,274
Continuing Education	7,300	596	8.16%	1,935
Professional Development	14,000	501	3.58%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Seminars and Conferences	32,000	14,385	44.95%	11,909
Staff-Travel	89,000	38,533	43.30%	44,699
Other Contractual Svcs	200	-	0.00%	-
Tag Collection Fees	2,013,000	748,275	37.17%	579,783
Court Enforcement Costs	15,000	-	0.00%	-
Contractual Contingencies	130,500	-	0.00%	649
Total Other Contractual Services	5,615,831	1,566,153	27.89%	1,408,628
Total Contractual Services	10,321,831	3,288,392	31.86%	2,962,183
Materials and Supplies				
Books & Publications	6,500	895	13.76%	3,225
Office Supplies	10,000	6,794	67.94%	1,091
Computer Supplies	12,500	7,619	60.96%	3,998
Copy Supplies	2,200	187	8.49%	745
Annual Report printing	7,000	1,944	27.77%	-
Other Reports-Printing	10,000	13	0.13%	2,901
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	2,500	484	19.38%	-
Maintenance Supplies-Roadway	9,175	-	0.00%	-
Promotional Items	10,000	370	3.70%	4,827
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-
Tools & Equipment Expense	1,000	-	0.00%	-
Misc Materials & Supplies	3,000	1,122	37.39%	-
Total Materials and Supplies	113,875	19,429	17.06%	16,788
Operating Expenses				
Gasoline	5,500	1,540	28.00%	2,107
Mileage Reimbursement	6,750	2,376	35.20%	2,382
Toll Tag Expense	2,700	141	5.21%	1,383
Parking	3,175	1,474	46.43%	16,535
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	17,300	2,970	17.17%	5,268

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Public Notices	2,000	-	0.00%	-
Postage Expense	5,650	276	4.88%	138
Overnight Delivery Services	1,700	108	6.38%	127
Local Delivery Services	1,150	-	0.00%	12
Insurance Expense	90,000	47,275	52.53%	31,050
Repair & Maintenance-General	500	775	155.00%	403
Repair & Maintenance-Vehicles	500	772	154.33%	109
Repair & Maintenance Toll Equip	5,000	170	3.40%	400
Rent Expense	400,000	206,774	51.69%	89,350
Water	7,500	3,213	42.84%	3,716
Electricity	180,000	49,807	27.67%	32,912
Other Licenses	700	470	67.14%	494
Community Initiative Grants	65,000	50,000	76.92%	30,000
<u>Non Cash Operating Expenses</u>				
Amortization Expense	25,000	49,144	196.58%	180,805
Amort Expense - Refund Savings	-	513,930		-
Dep Exp- Furniture & Fixtures	14,000	-	0.00%	802
Dep Expense - Equipment	17,000	10,497	61.75%	8,445
Dep Expense - Autos & Trucks	7,000	3,449	49.27%	3,449
Dep Expense-Buildng & Toll Fac	100,000	88,557	88.56%	88,279
Dep Expense-Highways & Bridges	9,000,000	4,503,113	50.03%	3,153,301
Dep Expense-Communic Equip	175,000	98,058	56.03%	95,411
Dep Expense-Toll Equipment	986,000	773,238	78.42%	419,794
Dep Expense - Signs	175,000	121,384	69.36%	73,776
Dep Expense-Land Improvemts	160,000	252,000	157.50%	61,400
Depreciation Expense-Computers	11,000	11,585	105.32%	5,670
Total Operating Expenses	11,470,375	6,793,097	59.22%	4,307,518
Financing Expenses				
Arbitrage Rebate Calculation	6,000	6,630	110.50%	5,605
Loan Fee Expense	5,000	-	0.00%	-
Rating Agency Expense	50,000	6,000	12.00%	11,000
Trustee Fees	8,000	5,913	73.91%	2,000
Bank Fee Expense	8,000	2,747	34.33%	2,944
Continuing Disclosure	4,000	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Interest Expense	20,796,755	8,777,790	42.21%	10,962,537
Contingency	15,000	-	0.00%	-
<u>Non Cash Financing Expenses</u>				
Bond issuance expense	400,000	22,123	5.53%	217,685
Total Financing Expenses	21,292,755	8,821,203	41.43%	11,201,772
<u>Other Gains or Losses</u>				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 46,317,887	\$ 20,391,077	44.02%	\$ 19,708,210
Net Income	\$ (5,859,102)	\$ 38,093,247		\$ 32,286,473

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2014
as of December 31, 2013

Cash flows from operating activities:	
Receipts from Department of Transportation	\$ 44,598,845
Receipts from toll fees	19,749,546
Receipts from other fees	-
Receipts from interest income	358,431
Receipts from other sources	2,331,569
Payments to vendors	(4,946,021)
Payments to employees and benefits	(1,494,212)
Net cash flows used in operating activities	<u>60,598,159</u>
 Cash flows from capital and related financing activities:	
Payments on interest	(14,849,932)
Payment on Bonds/Notes	(974,749)
Acquisitions of property and equipment	(183,794)
Acquisitions of construction in progress	(69,399,582)
Proceeds from Loans and Notes	800,000
Net cash flows used in capital and related financing activities	<u>(84,608,057)</u>
 Cash flows from investing activities:	
Purchase of investments	-
Proceeds from sale or maturity of investments	51,279,981
Net cash flows provided by investing activities	<u>51,279,981</u>
 Net increase in cash and cash equivalents	 27,270,083
Cash and cash equivalents at beginning of July 2013	150,048,440
Cash and cash equivalents at end of December 2013	<u>\$ 177,318,523</u>
 Reconciliation of change in net assets to net cash provided by operating activities:	
Change in net assets	\$ 38,093,247
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	6,377,552
Nonoperating interest	8,985,913
Bond Issuance Expense	-
Changes in assets and liabilities:	0
(Increase)/Decrease in accounts receivable	6,690,663
(Increase)/Decrease in prepaid expenses and other assets	(7,709)
(Increase)/Decrease in interest receivable	258,828
Increase/(Decrease) in deferred revenue (audit adjustments)	-
Increase/(Decrease) in other payable	1,207,456
Increase/(Decrease) in accounts payable	(1,007,792)
Total adjustments	<u>22,504,911</u>
 Net cash flows provided by operating activities	 <u>\$ 60,598,159</u>

INVESTMENTS by FUND

		Balance	
		December 31, 2013	
Renewal & Replacement Fund			
TexSTAR	61,316.46		
Regions Sweep	600,000.66		
Agencies		661,317.12	
TxDOT Grant Fund			
TexSTAR	82,176.18		
Regions Sweep	4,350,585.53		
CD's	3,000,000.00		
Agencies	2,029,561.34	9,462,323.05	
Senior Debt Service Reserve Fund			
TexSTAR	13,596,899.29		
Regions Sweep	9,442,586.59		
Agencies	25,143,647.36	48,183,133.24	
2010 Senior Lien DSF			
Regions Sweep	1,722,008.82		
TexSTAR	0.00	1,722,008.82	
2011 Debt Service Acct			
Regions Sweep	0.33	0.33	
2013 Sr Debt Service Acct			
Regions Sweep	5,424,948.84	5,424,948.84	
2013 Sub Debt Service Account			
Regions Sweep	2,841,537.31	2,841,537.31	
2010 Senior Lien DSRF			
Regions Sweep	2.98	2.98	
2011 Sub Debt DSRF			
Regions Sweep	2,024,251.48		
CD's	5,000,000.00	7,024,251.48	
Operating Fund			
TexSTAR	59,795.14		
TexSTAR-Trustee	2,668,544.85		
Regions Sweep	0.00	2,728,339.99	
Revenue Fund			
TexSTAR	1.00		
Regions Sweep	1,223,358.17	1,223,359.17	
General Fund			
TexSTAR	53.78		
Regions Sweep	14,697,448.31	14,697,502.09	
2011 Sr Capitalized Interest Fund			
Regions Sweep	8,984,373.77		
Agencies	0.00	8,984,373.77	
2011 Sub Capitalized Interest Fund			
Regions Sweep	2,362,740.56		
Agencies	0.00	2,362,740.56	
2013 Sub Debt Service Reserve Fund			
Regions Sweep	8,421,926.79	8,421,926.79	
MoPac Construction Fund			
Regions Sweep	28,103,165.17	28,103,165.17	
2010-1 Sub Lien Projects Fund			
TexSTAR	795,643.59		
Regions Sweep	0.00	795,643.59	
2010 Senior Lien Construction Fund			
TexSTAR	1.19		
Regions Sweep	125,772.36	125,773.55	
2011 Sub Debt Project fund			
TexSTAR	4,169,986.51		
Agencies			
Regions Sweep	41,361,943.98	45,531,930.49	
2011 Sr Financial Assistance Fund			
Regions Sweep	0.00	0.00	
2011 Senior Lien Project Fund			
TexSTAR	119.66		
Regions Sweep	22,213,328.09		
Agencies	10,048,562.50	32,262,010.25	
		<u>32,262,010.25</u>	
		<u>\$ 220,556,288.59</u>	

TexSTAR 21,434,537.65
 CD's 8,000,000.00
 Regions Sweep 153,899,979.74
 Agencies 37,221,771.20

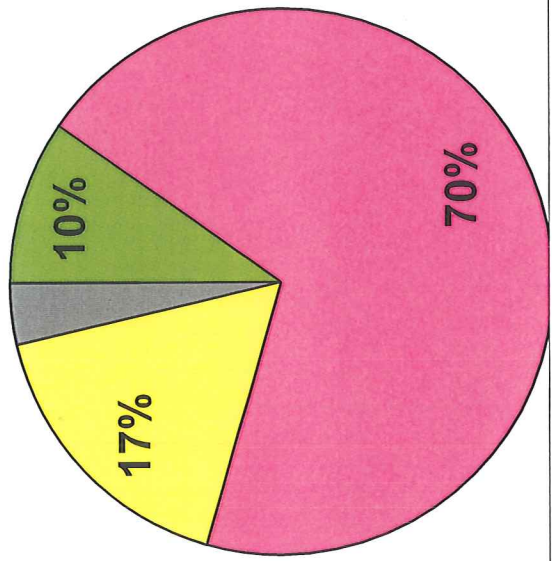
CTRMA INVESTMENT REPORT

	Month Ending 12/31/13					Rate Dec 13
	Balance 12/1/2013	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund	4,169,860.22			126.29		0.038%
2011 Senior Lien Construction Fund	119.66					0.038%
2010 Senior Lien Construction Fund	1.19					0.038%
2010-1 Sub Lien Projects General Fund	795,619.51			24.08		0.038%
Trustee Operating Fund	53.78					0.038%
Renewal and Replacement	3,018,455.55	1,100,000.00		89.30	1,450,000.00	0.038%
TxDOT Grant Fund	661,296.87			19.59	600,000.00	0.038%
Revenue Fund	3,182,082.08			94.10	3,100,000.00	0.038%
Senior Lien Debt Service Reserve Fund	1.00				1.00	0.038%
	13,596,487.43			411.86		0.038%
	25,423,977.29	1,100,000.00		765.22	5,150,000.00	0.038%
	59,793.33	1,450,000.00		1.81	1,450,000.00	0.038%
Amount in TexStar Operating Fund						
Operating Fund	125,756.18	1,100,000.00		16.18	1,100,000.00	0.100%
2010 Senior Lien Project Acct	41,356,576.80			5,367.18		0.100%
2011 Senior Lien Project Acct	0.00	22,725,000.00		38,315.47	549,987.38	0.100%
2010 Senior DSF	1,434,923.42	286,925.00		160.40		0.100%
2011 Senior Lien Debt Service Acct	0.33				0.33	0.100%
2013 Senior Lien Debt Service Acct	4,520,531.02	903,912.50		505.32	5,424,948.84	0.100%
2013 Subordinate Debt Service Acct	2,367,839.29	473,433.33		264.69	2,841,537.31	0.100%
2011 Sr Cap I Fund	8,983,780.88			592.89	8,984,373.77	0.100%
2011 Sub Debt CAP I	2,362,585.18			155.38	2,362,740.56	0.100%
TxDOT Grant Fund	1,250,431.37	3,100,000.00		154.16	4,350,585.53	0.100%
Renewal and Replacement	0.66	600,000.00			600,000.66	0.100%
General Fund	1,158,715.93	3,616,006.70		189.73	1,223,358.17	0.100%
2010 Sr Debt Service Reserve Fund	14,903,060.20	154,224.08		1,860.95	14,697,448.31	0.100%
2011 Sub Debt Service Reserve Fund	0.00			2.98	2.98	0.100%
Senior Lien Debt Service Reserve Fund	2,024,001.95			249.53	2,024,251.48	0.100%
2013 Sub Debt Service Reserve Fund	9,366,431.82			76,154.77	9,442,586.59	0.100%
2013 Sub Debt Service Reserve Fund	8,420,888.60			1,038.19	8,421,926.79	0.100%
MoPac Managed Lane Construction Fund	28,239,919.98			3,691.68	28,103,165.17	0.100%
	126,515,443.61	32,959,501.61	0.00	128,719.50	5,703,684.98	0.100%
Amount in Fed Agencies and Treasuries						
Amortized Principal	49,255,797.36		(34,026.16)	28,958.34	12,000,000.00	0.100%
Accrued Interest	49,255,797.36	0.00	(34,026.16)		12,000,000.00	0.100%
Certificates of Deposit						
Total in Pools	3,000,000.00	5,000,000.00		767.03	0.00	8,000,000.00
Total in Money Market	25,483,770.62	2,550,000.00		128,719.50	6,600,000.00	21,434,537.65
Total in Fed Agencies	126,515,443.61	32,959,501.61	(34,026.16)		5,703,684.98	153,899,979.74
	49,255,797.36	0.00			12,000,000.00	37,221,771.20
Total Invested	204,255,011.59	40,509,501.61	(34,026.16)	129,486.53	24,303,684.98	220,556,288.59

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

William Chapman, CFO

Allocation of Funds



Amount of investments As of December 31, 2013

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Freddie Mac	3134G3BF6	Matured 10,388,500.00	Matured 10,048,562.50	Matured 10,044,900.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	3133XWKV0	1,004,940.00	1,002,634.67	1,003,270.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
Freddie Mac	3137EADD8	1,057,700.00	1,026,926.67	1,031,870.00	0.2290%	12/3/2012	4/17/2015	TxDOT Grant Fund
Northside ISD	66702RAG7	8,081,952.00	8,035,411.36	8,037,600.00	0.3580%	12/5/2012	2/15/2015	TxDOT Grant Fund
Fannie Mae	3135G0BY8	4,999,250.00	4,999,525.00	4,997,550.00	0.2150%	2/8/2013	8/28/2014	2005 DSRF
Fannie Mae	313560TW3	12,217,422.00	12,108,711.00	12,109,320.00	0.4060%	2/8/2013	7/30/2015	2005 DSRF
Federal Home Loan Bank	313371W51				0.2646%	2/8/2013	12/12/2014	2005 DSRF
		11,393,440.00	37,221,771.20	37,224,510.00				

Agency	CUSIP #	COST	Cumulative Amortization	12/31/2013		December 31, 2013	
				Book Value	Maturity Value	Accrued Interest	Interest Earned
Freddie Mac	3134G3BF6	Matured 10,388,500.00	Matured 339,937.50	Matured 10,048,562.50	12,000,000.00	6,250.00	3,960.00
Federal Home Loan Bank	3133XWKV0	1,004,940.00	2,305.33	1,002,634.67	10,000,000.00	19,791.67	3,604.17
Freddie Mac	3137EADD8	1,057,700.00	30,773.33	1,026,926.67	1,000,000.00	416.67	252.00
Northside ISD	66702RAG7	8,081,952.00	46,540.64	8,035,411.36	1,000,000.00	2,500.00	576.67
Fannie Mae	3135G0BY8	4,999,250.00	(275.00)	4,999,525.00	8,000,000.00	5,833.33	1,406.91
Fannie Mae	313560TW3	12,217,422.00	108,711.00	12,108,711.00	500,000.00	1,666.67	1,691.67
Federal Home Loan Bank	313371W51				12,000,000.00	12,500.00	3,440.75
		37,749,764.00	527,992.80	37,221,771.20	44,500,000.00	28,958.34	8,392.84

December 31, 2013 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to		Matures	December 31, 2013		FUND
			Maturity	Interest		Interest	Interest	
Compass Bank	CD9932129	3,000,000	0.35%	8/27/2012	2/27/2014	\$	863.01	TxDOT Grant Fund
Compass Bank	CD 02636	5,000,000	0.35%	2/5/2013		\$	1,458.33	2011 Sub DSRF
		<u>8,000,000</u>				\$	<u>2,321.34</u>	

Travis County Escrow account			
Balance	Accrued	Balance	
12/1/2013	Interest	12/31/2013	
	\$ 1,600,000.00	Withdrawals	\$ 1,588,554.68
		\$ 11,445.32	



Monthly Newsletter - December 2013

Performance

As of December 31, 2013

Current Invested Balance	\$4,749,571,555.83
Weighted Average Maturity (1)	47 Days
Weighted Average Maturity (2)	60 Days
Net Asset Value	1.000050
Total Number of Participants	781
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$322,399.52
Management Fee Collected	\$188,296.66
% of Portfolio Invested Beyond 1 Year	1.16%
Standard & Poor's Current Rating	AAAm

December Averages

Average Invested Balance	\$4,434,287,876.14
Average Monthly Yield, on a simple basis	0.0357%
Average Weighted Average Maturity (1)*	52 Days
Average Weighted Average Maturity (2)*	65 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.

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

Holiday Reminder

In observance of Martin Luther King Jr. holiday, **TexSTAR will be closed Monday, January 20, 2014.** All ACH transactions initiated on Friday, January 17th will settle on Tuesday, January 21st.

In observance of Presidents' Day, **TexSTAR will be closed Monday, February 17, 2014.** All ACH transactions initiated on Friday, February 14th will settle on Tuesday, February 18th.

Investment Forums

TexSTAR and First Southwest were pleased to offer three regional investment forums in December to our participants. These events included several notable speakers who addressed current regulatory and market topics that enabled our participants to be ahead of the curve on many upcoming issues. We would like to thank our TexSTAR Board members who hosted and attended these events in the various locations – Advisory Board members Monte Mercer with the North Central Texas Council of Government who hosted our Arlington conference and Eric Cannon with the Town of Addison, Governing Board President Bill Chapman with the Central Texas Regional Mobility Authority who hosted our Austin conference and Advisory Board member Nicole Conley with Austin ISD, and Governing Board member Kenneth Huewitt with Houston ISD who hosted our Houston conference. We enjoyed seeing our participants at these 2013 events and look forward to expanding these conferences in the future to reach our participants in other areas of the State.

Economic Commentary

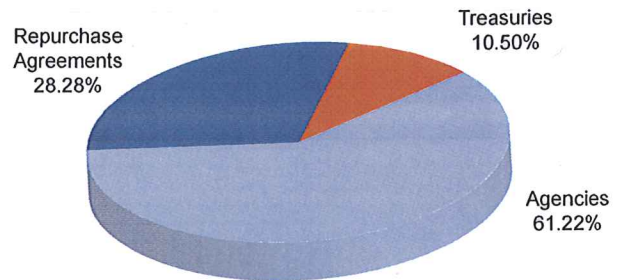
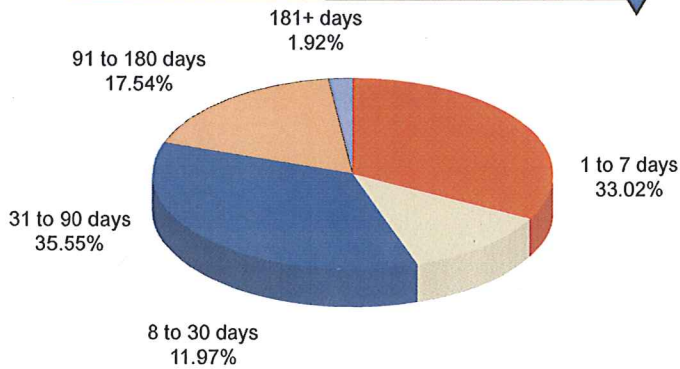
The quarter had an unpromising start, with a federal government shutdown and threats of a debt ceiling breach. Consumer confidence initially plunged; and many feared a sizable economic downturn, including the Fed, as evidenced by their reluctance to taper asset purchases in September. However, these fears proved unwarranted as the economy, led by the consumer, strengthened. Labor markets steadily improved heading into the end of the year. The unemployment rate fell to 7.0%, equity markets hit new record highs, with the S&P 500 Index gaining 30% and the Dow climbing 27% in 2013. The Fed announced on December 18th that it would start to taper its asset purchase program by \$10 billion per month, \$5 billion less in Treasury securities and \$5 billion less in agency MBS starting in January 2014. The tapering announcement was broadly welcomed by equity investors as the decision was a positive signal about the strength of the U.S. economy and a return to more normal monetary policy. The expectations continue to be for subtrend global growth over the next three to six months, but the possibility of above-trend growth in the U.S. has grown. Consumption, investment and diminishing government restraint are leading the U.S. recovery and helping to bring down unemployment. The ongoing improvement in housing is also encouraging. The risks to bond markets have increased moderately. If growth and inflation pressures accelerate at a rate that leads the Fed to consider raising the fed funds target, then a sharp upward move in front-end yields will likely lead to larger bond losses.

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

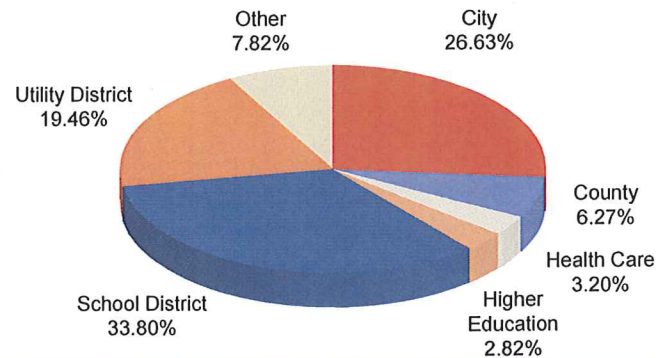
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of December 31, 2013



Portfolio by Maturity As of December 31, 2013



Distribution of Participants by Type As of December 31, 2013

Historical Program Information

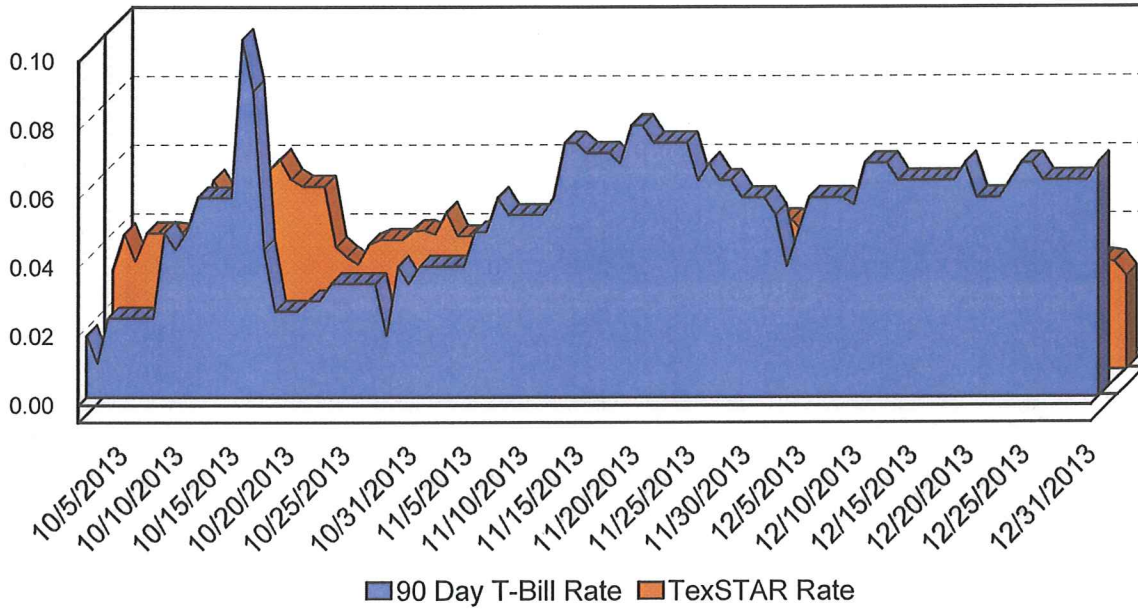
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Dec 13	0.0357%	\$4,749,571,555.83	\$4,749,808,699.35	1.000050	52	65	781
Nov 13	0.0405%	4,358,778,907.03	4,358,933,052.64	1.000035	52	63	781
Oct 13	0.0434%	4,549,543,382.92	4,549,816,768.31	1.000060	52	63	781
Sep 13	0.0390%	4,545,216,845.55	4,545,590,808.40	1.000082	52	64	781
Aug 13	0.0474%	4,682,919,318.35	4,683,351,916.02	1.000091	52	59	777
Jul 13	0.0487%	4,833,856,137.70	4,834,318,370.27	1.000095	52	56	776
Jun 13	0.0614%	5,173,585,142.53	5,173,948,421.52	1.000070	54	58	775
May 13	0.0723%	5,474,920,318.32	5,475,469,836.81	1.000100	54	59	773
Apr 13	0.1038%	5,496,240,712.35	5,496,953,468.88	1.000129	51	57	773
Mar 13	0.1125%	5,635,357,483.25	5,636,069,051.83	1.000126	52	60	770
Feb 13	0.0996%	6,248,843,373.19	6,249,277,988.81	1.000069	51	58	768
Jan 13	0.1103%	6,030,821,287.69	6,031,600,682.90	1.000129	48	57	767

Portfolio Asset Summary as of December 31, 2013

	Book Value	Market Value
Uninvested Balance	\$ (4,175.40)	\$ (4,175.40)
Accrual of Interest Income	1,478,720.33	1,478,720.33
Interest and Management Fees Payable	(348,507.47)	(348,507.47)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,342,648,000.00	1,342,648,000.00
Government Securities	3,405,797,518.37	3,406,034,661.89
Total	\$ 4,749,571,555.83	\$ 4,749,808,699.35

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 historical 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 December 2013

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
12/1/2013	0.0437%	0.000001197	\$4,358,778,907.03	1.000035	52	67
12/2/2013	0.0404%	0.000001106	\$4,380,243,636.05	1.000038	51	66
12/3/2013	0.0384%	0.000001052	\$4,399,707,487.86	1.000040	52	66
12/4/2013	0.0356%	0.000000974	\$4,355,151,531.62	1.000043	52	66
12/5/2013	0.0375%	0.000001028	\$4,345,206,867.41	1.000041	53	68
12/6/2013	0.0363%	0.000000995	\$4,309,338,202.94	1.000038	52	67
12/7/2013	0.0363%	0.000000995	\$4,309,338,202.94	1.000038	52	67
12/8/2013	0.0363%	0.000000995	\$4,309,338,202.94	1.000038	52	67
12/9/2013	0.0364%	0.000000998	\$4,255,971,094.09	1.000039	53	68
12/10/2013	0.0353%	0.000000968	\$4,285,747,956.42	1.000037	53	67
12/11/2013	0.0301%	0.000000825	\$4,283,164,946.79	1.000023	52	67
12/12/2013	0.0284%	0.000000778	\$4,275,537,153.49	1.000027	54	69
12/13/2013	0.0271%	0.000000743	\$4,427,493,646.91	1.000023	50	64
12/14/2013	0.0271%	0.000000743	\$4,427,493,646.91	1.000023	50	64
12/15/2013	0.0271%	0.000000743	\$4,427,493,646.91	1.000023	50	64
12/16/2013	0.0408%	0.000001118	\$4,380,317,624.53	1.000035	53	67
12/17/2013	0.0406%	0.000001111	\$4,410,845,319.88	1.000029	54	69
12/18/2013	0.0451%	0.000001235	\$4,396,630,110.83	1.000031	54	68
12/19/2013	0.0450%	0.000001232	\$4,410,773,750.05	1.000037	52	66
12/20/2013	0.0424%	0.000001163	\$4,418,457,892.83	1.000033	52	66
12/21/2013	0.0424%	0.000001163	\$4,418,457,892.83	1.000033	52	66
12/22/2013	0.0424%	0.000001163	\$4,418,457,892.83	1.000033	52	66
12/23/2013	0.0373%	0.000001022	\$4,452,771,708.67	1.000031	51	64
12/24/2013	0.0342%	0.000000937	\$4,575,755,281.38	1.000031	51	63
12/25/2013	0.0342%	0.000000937	\$4,575,755,281.38	1.000031	51	63
12/26/2013	0.0312%	0.000000856	\$4,585,914,700.93	1.000033	51	64
12/27/2013	0.0318%	0.000000870	\$4,623,713,557.57	1.000038	50	63
12/28/2013	0.0318%	0.000000870	\$4,623,713,557.57	1.000038	50	63
12/29/2013	0.0318%	0.000000870	\$4,623,713,557.57	1.000038	50	63
12/30/2013	0.0313%	0.000000857	\$4,648,069,345.33	1.000040	49	62
12/31/2013	0.0272%	0.000000746	\$4,749,571,555.83	1.000050	47	60
Average	0.0357%	0.000000977	\$4,434,287,876.14		52	65

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>Eric Cannon</i>	<i>Town of Addison</i>	<i>Advisory Board</i>
<i>Nicole Conley</i>	<i>Austin ISD</i>	<i>Advisory Board</i>
<i>Pamela Moon</i>	<i>City of Lubbock</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</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>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**



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

RESOLUTION NO. 14-009

**APPROVING AN EXPEDITED ADMINISTRATIVE CHANGE ORDER APPROVAL
PROCESS FOR USE WITH THE MOPAC IMPROVEMENT PROJECT.**

WHEREAS, completion of the MoPac Improvement Project on schedule is one of the highest priorities of the Mobility Authority; and

WHEREAS, Section 101.038(b)(6) of the Policy Code provides that the Executive Director “may execute ... contract change orders ... not exceeding amounts established in Resolutions of the board;” and

WHEREAS, the Executive Director recommends that the Board authorize his approval of a change order under the design/build contract with CH2MHill, when scheduling the change order for Board approval at a regular monthly meeting could result in a delay in completing the MoPac Improvement Project.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby authorizes the Executive Director, with the approval of the Executive Committee, to approve a change order to the design/build contract with CH2MHill for the MoPac Improvement Project, in any amount above \$300,000 not to exceed \$5 million in additional cost to the Mobility Authority, without prior Board consideration or approval of the change order; and

BE IT FURTHER RESOLVED that the Executive Director shall promptly provide a written report to the members of the Board of Directors a written description of each such approved change order and his reason for approving that change order.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2014.

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: 14-009
Date Passed: 01/29/14

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

RESOLUTION NO. 14-010

**APPROVING AN AGREEMENT WITH HILL COUNTRY CONSTRUCTORS TO
CLOSE OUT THE CONSTRUCTION CONTRACT FOR 183A.**

WHEREAS, on November 29, 2004, the Mobility Authority entered into a Comprehensive Development Agreement with Hill Country Constructors (“HCC”) for development of the US 183A Turnpike Project; and


WHEREAS, the Executive Director and HCC have negotiated the proposed Close Out Agreement in connection with the completion of the 183A Turnpike Project attached as Exhibit 1 to this Resolution; and

WHEREAS, the Executive Director recommends approval of the attached Close Out Agreement with HCC.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves the Close Out Agreement attached as Exhibit 1, and authorizes the Executive Director to execute for the Mobility Authority the Close Out Agreement 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 29th day of January, 2014.

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: 14-010
Date Passed: 01/29/14

EXHIBIT 1 TO RESOLUTION 14-010

CLOSE OUT AGREEMENT

[on the following 7 pages]

CLOSE OUT AGREEMENT

WHEREAS, Central Texas Regional Mobility Authority (“CTRMA”) entered into a Comprehensive Development Agreement dated November 29, 2004 (“CDA”) with Hill Country Constructors (“HCC”), a joint venture between Granite Construction Company (“Granite”) and J.D. Abrams, L.P. (“Abrams”), pursuant to which HCC, as the Developer, agreed to develop, design and construct the 183-A Turnpike Project (“Project”), as such Project is more fully described in the CDA;

WHEREAS, disputes have arisen between CTRMA and HCC regarding the construction of the Project and warranty repairs asserted by CTRMA to be the responsibility of HCC under the CDA and CTRMA has asserted that HCC is required to perform certain warranty repairs and to do other work in connection with the Project, and has asserted that HCC has liability to CTRMA for damages as a result thereof, all of which has been denied by HCC;

WHEREAS, CTRMA, on the one hand, and HCC, Granite and Abrams (the “Developer Parties”) on the other hand (all collectively referred to herein as “Parties” or individually as a “Party”), now desire to compromise, settle, resolve and conclude any and all claims between them.

NOW, THEREFORE, in consideration of the promises contained herein, and other good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SETTLEMENT PAYMENTS

1. Within 30 days after the complete execution of this Agreement by all signatory parties, HCC will pay the sum of Two Million Eight Hundred Fifty Thousand and No/100 Dollars (\$2,850,000.00) to CTRMA (the “Cash Settlement Amount”).

2. In consideration of, and conditioned upon, the full and timely payment of the Cash Settlement Amount, CTRMA for itself and on behalf of its members, board members, officers, directors, agents, employees, partners, affiliates, and assigns (hereinafter the "Releasing Parties"), all of which are bound hereby, RELEASES, ACQUITS AND FOREVER DISCHARGES Developer Parties and Sureties (see Exhibit A) and their respective members, board members, officers, directors, shareholders, agents, employees, partners, affiliates, legal representatives, insurers, sureties, attorneys, successors and assigns (hereinafter the "Released Parties"), from any and all existing and potential claims, demands, damages and causes of action, including claims for defense and indemnity, claims on the Warranty Bond for the Project, and any additional claims, that have been or could have been asserted by the Releasing Parties against any of the Released Parties relating directly or indirectly to HCC's asphalt paving work on the Project, whether related to known or unknown defects, latent or otherwise, save and except only potential claims for damage to asphalt paving work caused by latent defects in non-paving work performed by HCC on the Project under the CDA.

3. CTRMA further agrees and stipulates that upon the full and timely payment of the Cash Settlement Amount and in accordance with Section 12.5 of the CDA all Warranties have, in fact, expired, and that all warranty claims raised by CTRMA prior to the date hereof have been fulfilled or settled, except for the one-year warranty term extensions on the following items of warranty repair work:

a. Paint touch-ups at the Park Street Toll Plaza (warranty extension expires February 25, 2014);

b. Repairs to the Northbound straddle bent just south of Avery Ranch (warranty extension expires April 12, 2014); and

c. Repairs to the southbound mainline bridge abutment at the Spanish Oak Bridge (warranty extension expires August 15, 2014)

4. CTRMA hereby represents to the Released Parties that it has no knowledge of any patent defects in the work performed by HCC on the Project pursuant to the CDA, or of any breach of the CDA by HCC, or any facts that would give rise to any other existing or potential claim that it might assert against HCC in connection with the CDA or the Project.

AGREEMENT IS NOT AN ADMISSION OF LIABILITY

5. It is fully understood by the Parties hereto that this Agreement shall not be taken as an admission of liability of any kind or character by any Party, but rather all such liabilities are expressly denied. This Agreement shall not be admissible in any proceeding or cause of action as an admission of liability.

NO ASSIGNMENTS/WARRANTY OF CAPACITY TO EXECUTE AGREEMENT

6. CTRMA represents and warrants that it has not assigned or transferred any right, title, or interest to any claims, demands, actions, or causes of action released hereby to any person, firm, or business entity. All Parties represent and warrant that they have the authority to execute this Agreement.

PRESS RELEASE

7. The Parties agree that neither Party shall issue any press release regarding this Agreement or the terms of this Agreement.

INVALID/ILLEGAL PROVISIONS, IF ANY, TO BE SEVERED AND REPLACED

8. In case any one or more of the provisions contained in this Agreement should be determined to be invalid, illegal, or unenforceable in any respect under any current or future law, such provision shall be fully severable, and this Agreement shall be construed and enforced as if such provisions had never comprised a part of this Agreement, and the remaining provisions of

this Agreement shall remain in full force and effect and shall not be affected by such provision or its severance from the document or Agreement.

GOVERNING LAW/VENUE

9. This Agreement has been made and executed in the State of Texas and shall in all respects be governed by the laws of the State of Texas. Venue of any dispute or action regarding the Agreement shall be in Travis County, Texas.

PARTIES HAVE HAD THE ADVICE OF INDEPENDENT LEGAL COUNSEL

10. The Parties expressly warrant and represent to each other as part of the consideration for the payment of the consideration that before executing this Agreement and in making this settlement each Party has had the benefit of the counsel of its own respective choosing, and no promise or representation of any kind has been made to any Party by any other Party hereby released or anyone acting for it, except as is expressly stated in this Agreement.

AGREEMENT JOINTLY DRAFTED

11. The Parties agree that this Agreement has been jointly drafted and is not to be more strictly construed against one party than against the other.

AGREEMENT MODIFIED ONLY IF IN A WRITING SIGNED BY ALL PARTIES

12. This Agreement cannot be modified except by a subsequent agreement in writing and personally signed by all Parties hereto.

FACSIMILE COUNTERPARTS DEEMED AS ORIGINALS

13. This Agreement may be executed in counterparts by email or facsimile transmission with each counterpart being deemed an original of the document.

HEADINGS OF PROVISIONS DO NOT CONSTITUTE TERMS OF THE AGREEMENT

14. The Parties agree and acknowledge that the headings to the provisions of this Agreement are included solely for the purpose of convenience of reference and are not to be construed as terms of this Agreement.

AUTHORITY TO EXECUTE AGREEMENT

15. The undersigned represents that he/she/it read the Agreement and fully understands the same and that it is executed for the consideration herein expressed, the receipt and sufficiency of which is hereby expressly acknowledged and confessed, and that he/she/it does so with full authority.

IN WITNESS WHEREOF, the Parties do hereby execute this Agreement on the respective dates set forth hereafter, to be effective as of the date that the last Party executes this Agreement.

Central Texas Regional Mobility Authority

By: _____
Name: _____
Title: _____

Hill Country Constructors

By: Granite Construction Company

By: _____
Name: _____
Title: _____

J.D. Abrams, L.P.

By: _____
Name: _____
Title: _____

THE STATE OF TEXAS §
 §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared _____, the _____ of Central Texas Regional Mobility Authority, who being by me first duly sworn on his/her oath did depose and state that he/she is the authorized person to sign the foregoing Agreement, that he/she has read the Agreement, and that the same is true and correct based on his/her personal knowledge.

SWORN AND SUBSCRIBED TO BEFORE ME, on this the ____ day of _____, 2014.

[Seal]

NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

THE STATE OF TEXAS §
 §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared _____, the _____ of Granite Construction Company, a Joint Venturer of Hill Country Constructors, who being by me first duly sworn on his/her oath did depose and state that he/she is the authorized person to sign the foregoing Agreement, that he/she has read the Agreement, and that the same is true and correct based on his/her personal knowledge.

SWORN AND SUBSCRIBED TO BEFORE ME, on this the ____ day of _____, 2014.

[Seal]

NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

THE STATE OF TEXAS §
 §
COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared _____, the _____ of J.D. Abrams, L.P., a Joint Venturer of Hill Country Constructors, who being by me first duly sworn on his/her oath did depose and state that he/she is the authorized person to sign the foregoing Agreement, that he/she has read the Agreement, and that the same is true and correct based on his/her personal knowledge.

SWORN AND SUBSCRIBED TO BEFORE ME, on this the _____ day of _____, 2014.

[Seal]

NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS