

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

RESOLUTION NO. 08-62

WHEREAS, the Central Texas Regional Mobility Authority (“CTRMA”) was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, et seq. (the “RMA Rules”); and

WHEREAS, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, the 80th Texas Legislature enacted Senate Bill 792 (“SB 792”) which made significant changes to the process and procedures for developing toll projects in areas throughout the state; and

WHEREAS, SB 792 provides that local toll project entities, such as the CTRMA, are to be given the primary role and the first option to develop toll projects within a region; and

WHEREAS, on June 14, 2007, the Texas Transportation Commission (the “Commission”) approved Minute Order Number 110964 in which it identified candidate projects for development, construction, and operation as toll projects and directed TxDOT staff to work with local toll project entities to develop market valuations for those projects; and

WHEREAS, the 290 East Toll Project (the “Project”) was included on the list of projects identified in Minute Order Number 110964; and

WHEREAS, the process and procedures of SB 792 provide that CTRMA be given the first option to develop the Project once the market valuation process has been completed and the Capital Area Metropolitan Planning Organization (“CAMPO”) has approved the business terms incorporated in the market valuation; and

WHEREAS, TxDOT’s Austin District and the CTRMA completed the market valuation process for the Project as required under SB 792 and Section 228.0111 of the Texas Transportation Code and TxDOT and the CTRMA have executed a Market Valuation Agreement for the 290 East Toll Project effective July 30, 2008; and

WHEREAS, on December 1, 2008, CAMPO approved the business terms incorporated in the Market Valuation Agreement as required by SB 792 and Section 228.0111(g) of the Texas Transportation Code; and

WHEREAS, with CAMPO having approved the business terms incorporated in the Market Valuation Agreement, the procedural requirements of SB 792 have been met, and the CTRMA now has the opportunity to exercise its option to develop the Project; and

WHEREAS, the CTRMA Board of Directors, recognizing its purpose of accelerating needed transportation projects through the direction of a local board making local choices about local mobility needs that enhance quality of life and economic opportunity for all residents of the region, believes that it is in the best interest of the region for the CTRMA to develop the Project.


NOW THEREFORE, BE IT RESOLVED, that the Central Texas Regional Mobility Authority Board of Directors hereby exercises the option of the Authority to develop the Project as provided for under the process and procedures of SB 792; and

BE IT FURTHER RESOLVED, that the Executive Director and CTRMA staff are directed to communicate the CTRMA's action to the Texas Department of Transportation; and

BE IT FURTHER RESOLVED, that the Executive Director and staff are directed to take such other actions as are necessary to proceed with development of the Project.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 17th day of December, 2008.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved: 

Lowell H. Lebermann, Jr.
Vice Chairman, Board of Directors
Resolution Number 08-62
Date Passed 12-17-08

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

RESOLUTION NO. 08-63

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et seq.* (the "RMA Rules"); and

WHEREAS, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, in a minute order approved on August 25, 2005, the Texas Transportation Commission authorized the CTRMA to pursue the development of the 290 East Turnpike Project (the "Project"); and

WHEREAS, PBS&J is providing project management services to the CTRMA in connection with the Project (the "Project Manager"); and

WHEREAS, in Resolution No. 07-70, dated December 7, 2007, the Board of Directors authorized CTRMA staff to initiate the process for procuring design and engineering services for the design and engineering of the Project in three segments; and

WHEREAS, in Resolution No. 08-16, dated March 26, 2008, the Board of Directors authorized entering into contracts with three engineering design firms [Jacobs Carter Burgess, LJA Engineering ("LJA") and KCI Kennedy Consulting ("Kennedy")] for the three respective segments of the Project; and

WHEREAS, contracts were executed with each of the engineering design firms, including a Work Authorization No. 1 regarding the general design work to be undertaken; and

WHEREAS, in order to have the necessary utility design services required for the two segments of the Project requiring such services to be undertaken by LJA and Kennedy, it is necessary to enter into Work Authorization No. 2 for the respective contracts with LJA and Kennedy, substantially in the form set forth in Attachment "A" attached hereto and incorporated herein; and


WHEREAS, the Project Manager has represented to the Board of Directors and CTRMA staff that the work reflected in Work Authorization No. 2 and the cost thereof are necessary and appropriate for the continued efficient and timely design of the Project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Work Authorization No. 2 under each of the respective LJA and Kennedy contracts, attached hereto as Attachment "A" as it relates to utility design services for the Project, provided that any work

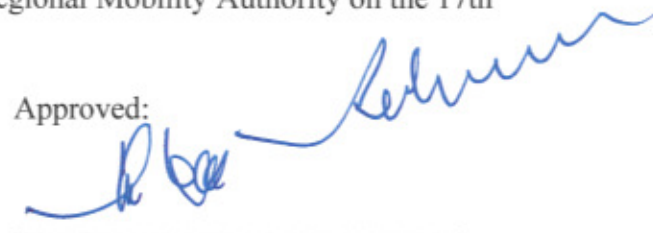
commenced under Work Authorization No. 2 be subject to the terms and conditions of the respective LJA and Kennedy contracts.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 17th day of December, 2008.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved: 

Lowell H. Lebermann, Jr.
Vice Chairman, Board of Directors
Resolution Number 08-63
Date Passed 12/17/08

ATTACHMENT "A"
TO
RESOLUTION NO. 08-63
WORK AUTHORIZATIONS NO. 2
TO LJA AND KENNEDY CONTRACTS

ATTACHMENT C

**WORK AUTHORIZATION
C-1
WORK AUTHORIZATION NO. 2
CONTRACT FOR ENGINEERING SERVICES**

THIS WORK AUTHORIZATION is made pursuant to the terms and conditions of Article 4 of the Contract for Engineering Services (the Contract) entered into by and between the Central Texas Regional Mobility Authority (the Authority) and Kennedy Consulting, Ltd. (the Engineer) dated _____.

PART I. The Engineer will perform engineering services generally described as utility coordination and design services for the 290 East Toll Project Segment #3 (approximate limits from just west of FM 3177 to FM 734) in accordance with the project description attached hereto and made a part of this Work Authorization. The responsibilities of the Authority and the Engineer as well as the work schedule are further detailed in Exhibits A, B and C, as well as Attachment B-1, which are attached hereto and made a part of the Work Authorization.

PART II. The maximum amount payable under this Work Authorization is **\$85,673.14** and the method of payment is Cost Plus Fixed Fee. This amount is based upon the Engineer's estimated Work Authorization costs included in Exhibit D and Exhibit E, which is attached and made a part of this Work Authorization. The basis for payment will be as follows:

The amount paid shall be based on actual labor hours worked, billed at actual wage rates, plus allowable direct expenses (only those identified in Exhibit D) at actual costs. Billed labor rates must be equal to or less than the maximum wage rates per classification shown in the Maximum Rate Schedule in Exhibit E. The total amount paid shall not exceed the maximum amount payable. For payment the Engineer is required to provide evidence of actual hours worked, employee classification, actual wage rates, and evidence of allowable direct costs.

PART III. Payment to the Engineer for the services established under this Work Authorization shall be made in accordance with the appropriate sections of the Contract.

PART IV. This Work Authorization shall become effective on the date of final acceptance of the parties hereto and shall terminate upon completion of the work, unless extended by a supplemental Work Authorization as provided in Article 4 of the Contract.

PART V. This Work Authorization does not waive the parties' responsibilities and obligations provided under the Contract.

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

THE ENGINEER

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

(Signature)

J. Kevin Kennedy

President of G.P.

(Date)

(Signature)

Mike Heiligenstein

Executive Director

(Date)

LIST OF EXHIBITS

Exhibit A	Scope of Services to be provided by the Authority
Exhibit B	Scope of Services to be provided by the Engineer
Exhibit C	Work Schedule
Exhibit D	Fee Schedule
Exhibit E	Maximum Rate Schedule
Exhibit H-2	DBE subprovider Form

EXHIBIT A
SERVICES TO BE PROVIDED BY THE AUTHORITY

The Authority shall perform and provide the following in a timely manner so as not to delay the Services to be provided by the Engineer:

1. Authorize the Engineer in writing to proceed.
2. Place at Engineer's disposal all reasonably available information pertinent to the Project, including previous reports, drawings, specifications, or any other data relative to the design and construction of the Project.
3. Review and approve the Engineer's progress schedule with milestone activities and/or deliverables identified.
4. Provide timely review and decisions in response to the Engineer's request for information and/or required submittals and deliverables, in order for the Engineer to maintain the agreed-upon work schedule identified in Exhibit C.
5. Provide Project Design Guidelines and CADD Standards Manual.
6. Attend and participate in progress and coordination meetings as required.

EXHIBIT B
SERVICES TO BE PROVIDED BY THE SEGMENT ENGINEER

The Segment Engineer, herein referred to as the "Engineer", shall be responsible for the work outlined in this Scope of Services. This scope of services appends the scope set forth in Section 1.07 and Section 1.19 of Work Authorization #1.

1.07 Utility Coordination and Design

A. Meetings and Coordination

1. Meeting/Coordination with COA Utility Staff – The Engineer will setup meetings and coordinate with the COA Utility Staff throughout the design effort. Initial meetings to discuss the proposed scope of each of the projects, progress meetings to review interim plan sets, and final approval meetings will be held between the Engineer and COA Utility Staff. Throughout the design, the Engineer will be in contact with COA Utility staff regarding the water and wastewater relocation designs. The Engineer will obtain from the City of Austin design flows and pressures (normal working pressure and design surge pressure). For budgeting purposes it has also been assumed that corrosion monitoring design will not be required.
2. Coordination with Prime Consultant on Plan Preparation and Cross- Sections – The Engineer will coordinate with the Prime Consultant regarding plan set up and details for including the utility relocation plans within the overall bid document. Coordination between water and wastewater utilities and other aspects of the project including dry utilities, grading, structural, and storm water improvements will be covered.

B. Design and Plan Production

1. Review SUE/Data Acquisition – The Engineer shall gather relevant water/wastewater data from the SUE deliverables, the City of Austin (COA) Water Utility, and other sources as available. The data will be reviewed and the Engineer shall coordinate with the GEC, SUE subconsultant and COA regarding any questions with the data. From the final analysis of the data, the Engineer shall define each water and wastewater utility relocation project to be included in the design.
2. Plan and Profile Sheets for Water Main Relocations – The Engineer will create plan and profile sheets for proposed water main relocations to be included in the bid documents for the overall project. These sheets shall include:
 - a. Preparation of plan and profile sheets of proposed water main relocations at a scale of 1"=40' H and 1"=4'V, or as necessary to clearly show all required information.
 - b. Depiction of abandonment of existing water mains.

3. Water Shutdown/Tie In Sequencing Sheets – The Engineer will create sheets to show how water tie-ins and possible water shutdowns shall be accomplished at each relocation project.
4. Water/Wastewater Detail Sheets – The Engineer shall prepare water and wastewater detail sheets including COA & CTRMA standard details and project specific details as required. All utility engineering activities will be done in accordance with TxDOT's ROW Utility Manual, The Utility Accommodation Rules "UAR", or as directed by CTRMA.
5. Water/Wastewater Note Sheets – The Engineer shall prepare water and wastewater note sheets in accordance with COA, CTRMA, and TCEQ standards.
6. Specification Preparation – The Engineer shall prepare specifications for the proposed projects using standard COA Specifications with Special Provisions and Special Specifications as required for the project.
7. Quantity Takeoffs/Bid Form – The Engineer will compute quantities related to water and wastewater relocations included in the project. A bid form provided by the Prime Consultant will be filled out with the final quantities.
8. Cost Estimates – The Engineer will prepare cost estimates for each water and wastewater relocation for each design submittal (60%, Pre-Final and Final).
9. COA Design Report/Summary – The Engineer will prepare a final design report detailing calculations, materials, and other details of the water and wastewater relocations.
10. Advertise and Bid Phase Services – The Engineer will assist with advertising and bidding of the project to include attending pre-bid meetings, responding to bidder questions, and preparing addenda.

Deliverable Summary

- The Engineer will submit to the GEC via the Segment Designers ten (10) copies of 11 X 17's of the PS&E at each phase (60%, Pre-Final and Final) stage for approval.
- The Engineer will submit to the GEC and Segment Designers all Microstation DGNs files at each submittal (60%, Pre-Final and Final).
- Upon final plan acceptance by the GEC, Segment Designers and City of Austin, a sealed mylar copy of the final, signed by City of Austin, will be submitted to the segment designers in a format suitable for inclusion in each segment designers final PS&E assembly. One (1) set of 11x17's of the final plans will also be provided to the GEC in both electronic and hard copy formats.

1.19 Coordination, Meetings & Invoicing

- A. The Engineer will attend the Utility Coordination Meetings with the Project Team, as outlined in Section 4.4.5, Utility Coordination, of the 290 East Project Manual. This task includes attendance at Segment-specific meetings as needed by design issues.

**EXHIBIT C
WORK SCHEDULE**

Segment 3

60% Submittal (Utility design 90% complete).....April 23, 2009
Pre-Final Submittal (Utility design 100% complete).....July 1, 2009
Final Submittal.....August 13, 2009

EXHIBIT D
FEE SCHEDULE

FOR
KENNEDY CONSULTING, LTD.

290 EAST TOLL PROJECT
Utility Coordination and Design

For services describe in the Scope of Services, we request the compensation as detailed below. Cost breakdowns for engineering services and explanation of expenses are shown on the following pages.

TOTAL COMPENSATION

Utility Design and Coordination (K Friese & Associates, Inc.) \$ 85,673.14

Exhibit D
Summary of Manhours by Classification & Major Task Analysis

CATEGORY	K. Frise & Associates, Inc.		TOTALS	
	HOURS	COST	HOURS	COST
1.02 GOVERNMENTAL AGENCY COORDINATION				\$ -
1.03 DATA COLLECTION				\$ -
1.04 GEOTECHNICAL INVESTIGATION				\$ -
1.05 SUPPLEMENTAL SURVEYING				\$ -
1.06 ROW MAPPING				\$ -
1.07 UTILITY COORDINATION AND DESIGN	869	83,417.38	869	\$ 83,417
1.08 INITIAL DESIGN AND DCC				\$ -
1.09 ROADWAY DESIGN				\$ -
1.10 DRAINAGE DESIGN				\$ -
1.11 STRUCTURAL DESIGN				\$ -
1.12 RETAINING WALL DESIGN				\$ -
1.13 SIGNING, MARKINGS AND SIGNALIZATION				\$ -
1.14 TRAFFIC CONTROL PLAN				\$ -
1.15 TRAFFIC MANAGEMENT SYSTEMS				\$ -
1.16 ILLUMINATION				\$ -
1.17 TOLL FACILITY DESIGN				\$ -
1.18 MISCELLANEOUS				\$ -
1.19 COORDINATION, MEETINGS & INVOICING	14	1,809.36	14	\$ 1,809
TOTAL LABOR COST		\$ 85,226.74		\$ 85,227
DIRECT EXPENSES		\$ 446.40		\$ 446
TOTALS	883	\$ 85,673.14	883	\$ 85,673.14
FIXED FEE		\$ 8,522.67		
DBE PERCENTAGE		100.0%		100.0%
OVERALL PERCENTAGES		100.0%		100.0%

Exhibit D
Summary of Manhours by Classification & Major Task Analysis
K. Friese & Associates, Inc.
Utility Coordination and Design - Water and Wastewater

Fee/Rate Schedule	Average Billing		OH RATE		MARGIN RATE		PROJECT MULTIPLIER		
	\$58.50	\$43.00	\$35.00	\$28.50	\$27.00	\$21.00	159.85%	10.00%	2.858
Average Loaded Rate	\$167.22	\$122.91	\$100.05	\$81.47	\$77.18	\$60.03			
Description of Work or Task	Senior Proj Engr \$167.22/Hr	Senior Engineer \$122.91/Hr	Design Engineer \$100.05/Hr	EIT \$81.47/Hr	Sr. Engr. Tech. \$77.18/Hr	Admin / Clerical \$60.03/Hr	Staff-Hr. Totals	Staff Cost / Task Totals	Plan Sheet Total
1.07 UTILITY COORDINATION AND DESIGN - WATER AND WASTEWATER									
1.07.A.1 Meetings and Coordination									
A.1.a Meetings/Coordination with City of Austin Staff	4	16	0	8	0	0	28	\$ 3,287.20	0
A.1.b Meetings/Coordination with Prime Consultant	0	28	0	20	48	0	96	\$ 8,775.52	0
<i>Design Meeting Subtotal:</i>	4	44	0	28	48	0	124	\$ 12,062.72	0
1.07.B.2 Design and Plan Production									
B.2.a Review SUE / Data Acquisition	2	8	0	24	12	0	46	\$ 4,199.16	0
B.2.b Plan and Profile Design and Sheet Production - Water									
1. 800 LF of 6" 458+50 to 466+50	2	16	0	8	16	0	42	\$ 4,187.64	2
2. 1400 LF of 12" 469+00 to 483+00	3	28	0	12	24	0	67	\$ 6,773.10	3
3. 700 LF of 8" 474+00	2	16	0	8	16	0	42	\$ 4,187.64	2
4. 650 LF of 8" 513+00	2	16	0	8	16	0	42	\$ 4,187.64	2
5. 650 LF of 2.25" 514+50	2	12	0	8	12	0	34	\$ 3,387.28	2
6. 2,800 LF of 6" 519+40 to 541+00	6	48	0	16	40	0	110	\$ 11,293.72	6
7. 500 LF of 6" 539+00	1	8	0	4	8	0	21	\$ 2,093.82	1
8. Water Line design as directed by GEC/CTRMA	4	16	0	24	20	0	64	\$ 6,134.32	4
B.2.c Water Shutdown / Tie-In Sequencing Plans	2	16	0	8	8	0	34	\$ 3,570.20	1
B.2.d Construction Details	0	2	0	4	12	0	18	\$ 1,497.86	3
B.2.e Construction Notes	0	2	0	4	8	0	14	\$ 1,189.14	2
B.2.f Specifications	2	4	0	12	0	16	34	\$ 2,764.20	0
B.2.g Quantities / Bid Form	0	4	0	16	20	0	40	\$ 3,338.76	0
B.2.h Cost Estimate	1	8	0	12	0	0	21	\$ 2,128.14	0
B.2.i City of Austin Design Summary Report	2	12	0	16	32	8	70	\$ 6,052.88	0
B.2.j Advertisement and Bid Phase Services	2	16	0	8	12	8	46	\$ 4,359.16	0
<i>Design Plan and Production Subtotal:</i>	33	232	0	192	256	32	745	\$ 71,354.66	28
1.19 COORDINATION, MEETINGS AND INVOICING									
A. GEC / CTRMA Coordination	2	12	0	0	0	0	14	\$ 1,809.36	0
Basic General Expenses (detail included below)								\$ 446.40	0
Utility Coordination and Engineering - Water and Wastewater Total:	39	288	0	220	304	32	883	\$ 85,673.14	28

Exhibit D
Summary of General Expenses
K. Friese & Associates, Inc.
Segment 3 - Utility Coordination and Design

Item Description	Unit	Quantity	Unit Cost	Total Cost
Basic General Expenses				
I. CADD Time	HR.	0	\$0.00	\$0.00
II. Basic Printing and Reproduction				
A. Report Submittals 8.5" x 11"	EA.	500	\$0.10	\$50.00
B. 60% Submittal 11" x 17" (24 shfs. X 1 Set)	EA.	24	\$0.20	\$4.80
C. Pre-Final Submittal 11" x 17" (24 shfs. X 1 Set)	EA.	24	\$0.20	\$4.80
D. Final Submittal 11" x 17" (24 shfs. X 1 Set)	EA.	24	\$0.20	\$4.80
E. Final Submittal 11" x 17" Mylar (24 shfs. X 1 Set)	EA.	24	\$2.00	\$48.00
III. Overnight Deliveries (FedEx) (1/mo. X 8 mo.)	EA.	5	\$20.00	\$100.00
IV. Travel - Mileage	Miles	400	\$0.585	\$234.00
Total Basic General Expenses				\$446.40

Exhibit E
Maximum Rate Schedule
Utility Coordination and Design

Labor Classification	Maximum Rate
K Friese & Associates, Inc.	
Senior Project Engineer	\$ 58.50
Senior Engineer	\$ 43.00
Engineer	\$ 35.00
Engineer-In-Training	\$ 28.50
Senior Engineer Technician	\$ 27.00
Clerical	\$ 21.00
Actual billed rates are not to exceed the maximum rate.	
Documentation of hours worked is necessary to receive reimbursement.	

EXHIBIT H-2

**Central Texas Regional Mobility Authority
Subprovider Monitoring System Commitment Agreement**

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

Contract #: 08290E22703E Assigned Goal: 12.7% Prime Provider: Kennedy Consulting, Ltd.

Work Authorization (WA)#: 2 WA Amount: \$85,673.14 Date: 12/2/2008
Supplemental Work Authorization (SWA) #: _____ to WA #: _____ SWA Amount: _____

Revised WA Amount: _____

Description of Work <i>(List by category of work or task description. Attach additional pages, if necessary.)</i>	Dollar Amount <i>(For each category of work or task description shown.)</i>
Utility Coordination – Water/Wastewater	\$85,673.14
Total Commitment Amount (Including all additional pages.)	\$85,673.14

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

Provider Name: Kennedy Consulting, Ltd. Address: 204 S. IH 35, Suite 101, Georgetown, TX 78628 Phone # & Fax #: 512-864-2833 (Fax: 512-930-0909) Email: kkennedy@kci-ltd.com	Name: <u>J. Kevin Kennedy, P.E.</u> <i>(Please Print)</i> Title: <u>President of General Partner</u> _____ <div style="display: flex; justify-content: space-between;">SignatureDate</div>
DBE/HUB Sub Provider Subprovider Name: K Friese & Associates, Inc. VID Number: Address: 1120 S. Capital of Texas Highway Austin, TX 78746 Phone # & Fax #: 512-338-1704 (Fax: 512-338-1784) Email: kfriese@kfriese.com	Name: <u>Karen A. Friese, P.E.</u> <i>(Please Print)</i> Title: <u>President</u> _____ <div style="display: flex; justify-content: space-between;">SignatureDate</div>
Second Tier Sub Provider Subprovider Name: VID Number: Address: Phone # & Fax #: Email:	Name: _____ <i>(Please Print)</i> Title: _____ _____ <div style="display: flex; justify-content: space-between;">SignatureDate</div>

VID Number is the Vendor Identification Number issued by the Comptroller. If a firm does not have a VID Number, please enter the owner's Social Security or their Federal Employee Identification Number (if incorporated).

ATTACHMENT C

WORK AUTHORIZATION

C-1

WORK AUTHORIZATION NO. 2

CONTRACT FOR ENGINEERING SERVICES

THIS WORK AUTHORIZATION is made pursuant to the terms and conditions of Article 4 of the Contract for Engineering Services (the Contract) entered into by and between the Central Texas Regional Mobility Authority (the Authority) and LJA Engineering & Surveying, Inc. (the Engineer) dated _____.

PART I. The Engineer will perform engineering services generally described as utility engineering and design services for the 290 East Toll Project Segment #2 (approximate limits from just west of Tuscany Way to just west of FM 3177) in accordance with the project description attached hereto and made a part of this Work Authorization. The responsibilities of the Authority and the Engineer as well as the work schedule are further detailed in Exhibits A, B, and C which are attached hereto and made a part of the Work Authorization.

PART II. The maximum amount payable under this Work Authorization is **\$771,940.88** and the method of payment is Cost Plus Fixed Fee. This amount is based upon the Engineer's estimated Work Authorization costs included in Exhibit D and Exhibit E, which is attached and made a part of this Work Authorization. The basis for payment will be as follows:

The amount paid shall be based on actual labor hours worked, billed at actual wage rates, plus allowable direct expenses (only those identified in Exhibit D) at actual costs. Billed labor rates must be equal to or less than the maximum wage rates per classification shown in the Maximum Rate Schedule in Exhibit E. The total amount paid shall not exceed the maximum amount payable. For payment the Engineer is required to provide evidence of actual hours worked, employee classification, actual wage rates, and evidence of allowable direct costs.

PART III. Payment to the Engineer for the services established under this Work Authorization shall be made in accordance with Articles 3 thru 5 of the contract, and Attachment A, Article 1.

PART IV. This Work Authorization shall become effective on the date of final acceptance of the parties hereto and shall terminate upon completion of the work, unless extended by a supplemental Work Authorization as provided in Article 4 of the Contract.

PART V. This Work Authorization does not waive the parties' responsibilities and obligations provided under the Contract.

*CTRMA 290 East Design Segment #2
LJA Engineering & Surveying, Inc.*

*Work Authorization #2
CTRMA Contract #08290E22702E*

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

THE ENGINEER

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

(Signature)

(Signature)

Jeff Collins, P.E.
(Printed Name)

Mike Heiligenstein
(Printed Name)

Senior Vice President

Executive Director

(Date)

(Date)

LIST OF EXHIBITS

Exhibit A
Exhibit B
Exhibit C
Exhibit D
Exhibit E
Exhibit H-2

Scope of Services to be provided by the Authority
Scope of Services to be provided by the Engineer
Work Schedule
Fee Schedule
Maximum Rate Schedule
DBE Subprovider Forms (3)

EXHIBIT A
SERVICES TO BE PROVIDED BY THE AUTHORITY

The Authority shall perform and provide the following in a timely manner so as not to delay the Services to be provided by the Engineer:

1. Authorize the Engineer in writing to proceed.
2. Place at Engineer's disposal all reasonably available information pertinent to the Project, including previous reports, drawings, specifications, or any other data relative to the design and construction of the Project.
3. Review and approve the Engineer's progress schedule with milestone activities and/or deliverables identified.
4. Provide timely review and decisions in response to the Engineer's request for information and/or required submittals and deliverables, in order for the Engineer to maintain the agreed-upon work schedule identified in Exhibit C.
5. Provide Project Design Guidelines and CADD Standards Manual.
6. Attend and participate in progress and coordination meetings as required.

EXHIBIT B
SERVICES TO BE PROVIDED BY THE SEGMENT ENGINEER

The Segment Engineer, herein referred to as the "Engineer", shall be responsible for the work outlined in this Scope of Services. This scope of services appends the scope set forth in Section 1.07, 1.14 and Section 1.19 of Work Authorization #1.

1.07 Utility Coordination and Design

A. Telecommunications and Natural Gas Facilities

1. Meetings and Coordination with Facility Owners.

a) The Engineer will schedule individual and/or group meetings with the Telecom Companies within each Roadway Segment to review and discuss the Joint Trench and/or Individual Trench Design. Meetings will include discussions on the trench design layout, number, size and type of conduits requested by the Telecom, and the utility standards and specifications to be used in the design. Meeting minutes will be prepared and distributed within five (5) business days by the Engineer to all meeting participants. The Engineer will notify the GEC of the individual telecom meetings within three (3) business days of the meeting date.

b) The Engineer will schedule individual meetings with Texas Gas Services (TGS) within each Roadway Segment to review and discuss the relocation design. Meetings will include discussions on the design layout, size and type of gas line required, and the utility standards and specifications to be used in the design. Meeting minutes will be prepared and distributed within five (5) business days by the Engineer to all meeting participants. The Engineer will notify the GEC of the TGS meetings within three (3) business days of the meeting date.

2. Design and Plan Production.

The Engineer will provide the professional design services for a joint trench telecom duct bank, individual telecom trench, and gas line relocations associated with the US 290 East Project – Segments 1, 2 & 3. Design Services will include utility coordination meetings with group and individual utility companies, design of relocation plans for a joint trench and individual trench for the telecom utilities and relocation plans for TGS lines, including plans, specifications, quantities, and estimates, and coordination and update

meetings with the Corridor General Engineering Consultant (GEC). All utility engineering activities will be done in accordance with TxDOT's ROW Utility Manual, the Utility Accommodation Rules "UAR", telecom and gas industry design standards, or as directed by CTRMA. The relocation plans, specifications, quantities and cost estimate will be separated into the three segments of the project. Utility design services shall be as outlined below:

a) The Engineer will review the telecom and gas as-builts provided by the GEC along with information obtained directly from all utilities involved in conjunction with the each Roadway Segment schematic design to identify, coordinate and verify limits of joint trench and individual telecom trench design and gas relocation design. The joint and individual trench limits and gas relocation limits will be coordinated with the GEC and individual utility companies prior to the start of the utility relocation design.

b) The Engineer will prepare plan and profiles for the joint trench and individual telecom trench relocations for each Roadway Segment. The plan sheets will be 11x17 and will be incorporated into each Roadway Segment PS&E package. Roadway segment design files, project resource files, and border and sheet files will be provided by the GEC to the Engineer for preparation of the utility relocation designs. The joint trench and individual trench telecom and gas relocation design will be in Microstation (*.dgn) format, Version 8.

c) The Engineer will prepare telecom specifications, quantities, and estimate for each Roadway Segment, to be incorporated into the PS&E submittal package. The specifications, quantities, and estimate will be provided in the format as required by the contract documents for this project.

d) The Engineer will submit the 90% utility relocation trench design for telecom to the individual utility companies and GEC within each segment for review and approval. The Engineer will update the 90% utility relocation trench design plans to address and resolve review comments received from the individual utility companies.

e) The Engineer will submit ten (10) 11x17 paper copies of the 90% utility relocation trench design for gas and telecom with the 60% Roadway Section Design Submittal. The design plans will be provided in hard copy and electronic (*.dgn/*.pdf) format.

f) The Engineer will make updates to the 90% gas and telecom utility relocation trench design plans, specifications, quantities and estimates.

g) The Engineer will submit ten (10) 11x17 paper copies and one 11x17 mylar copy of the 100% complete gas and telecom utility relocation trench design plans, specifications, quantities, and estimates for review and approval to the GEC with the Pre-Final Roadway Section Design Submittal. The final 11x17 mylar plan and profile sheets will be signed and sealed by a Professional Engineer licensed in the State of Texas.

Deliverable Summary

- The Engineer will submit to the GEC via the Segment Designers ten (10) copies of 11 X 17's of the PS&E at each phase (60%, Pre-Final and Final) stage for approval.
- The Engineer will submit to the GEC via the Segment Designers all Microstation DGNs files at each submittal (60%, Pre-Final and Final).
- Upon final plan acceptance by the GEC and Segment Designers, a sealed mylar copy of the final will be submitted to the segment designers in a format suitable for inclusion in each segment designers final PS&E assembly. One (1) set of 11x17's of the final plans will also be provided to the GEC in both electronic and hard copy formats.

B. Water and Wastewater Facilities

1. Meetings and Coordination.

a) The Engineer will setup meetings and coordinate with the COA Utility Staff throughout the design effort. Initial meetings to discuss the proposed scope of each of the projects, progress meetings to review interim plan sets, and final approval meetings will be held between the Engineer and COA Utility Staff. Throughout the design, the Engineer will be in contact with COA Utility staff regarding the water and wastewater relocation designs. The Engineer will obtain from the City of Austin design flows and pressures (normal working pressure and design surge pressure). For budgeting purposes it has also been assumed that corrosion monitoring design will not be required.

b) Coordination with Prime Consultant on Plan, Profile and Cross-Section Preparation – The Engineer will coordinate with the Prime Consultant

regarding plan set up and details for including the utility relocation plans within the overall bid document. Coordination between water and wastewater utilities and other aspects of the project including dry utilities, grading, structural, and storm water improvements will be covered.

2. Design and Plan Production.

a) Review SUE/Data Acquisition – The Engineer shall gather relevant water/wastewater data from the SUE deliverables, the City of Austin (COA) Water Utility, and other sources as available. The data will be reviewed and the Engineer shall coordinate with the GEC, SUE Engineer and COA regarding any questions with the data. From the final analysis of the data, the Engineer shall define each water and wastewater utility relocation project to be included in the design.

b) Plan and Profile Sheets for Water Main Relocations – The Engineer will create plan and profile sheets for proposed water main relocations to be included in the bid documents for the overall project. These sheets shall include:

(1) Preparation of plan and profile sheets of proposed water main relocations at a scale of 1"=40' H and 1"=4'V, or as necessary to clearly show all required information.

(2) Depiction of abandonment of existing water mains.

c) Plan and Profile Sheets for Wastewater Main Relocations – The Engineer will create plan and profile sheets for proposed wastewater main relocations to be included in the bid documents for the overall project. These sheets shall include:

(1) Preparation of plan and profile sheets of proposed wastewater main relocations at a scale of 1"=40' H and 1"=4'V, or as necessary to clearly show all required information.

(2) Depiction of abandonment of existing wastewater mains.

d) Water Shutdown/Tie In Sequencing Sheets – The Engineer will create sheets to show how water tie-ins and possible water shutdowns shall be accomplished at each relocation project.

- e) Bypass Pumping plans for Wastewater – The Engineer shall create bypass pumping plans for each wastewater relocation project. It has been assumed that the City of Austin will provide bypass pumping design flows. These plans shall be at a scale of 1"=100'H.

- f) Water/Wastewater Detail Sheets – The Engineer shall prepare water and wastewater detail sheets including COA & CTRMA standard details and project specific details as required. All utility engineering activities will be done in accordance with TxDOT's ROW Utility Manual, The Utility Accommodation Rules "UAR", or as directed by CTRMA.

- g) Water/Wastewater Note Sheets – The Engineer shall prepare water and wastewater note sheets in accordance with COA, CTRMA, and TCEQ standards.

- h) Specification Preparation – The Engineer shall prepare specifications for the proposed projects using standard COA Specifications with Special Provisions and Special Specifications as required for the project.

- i) Quantity Takeoffs/Bid Form – The Engineer will compute quantities related to water and wastewater relocations included in the project. A bid form provided by the Prime Consultant will be filled out with the final quantities.

- j) Cost Estimates – The Engineer will prepare cost estimates for each water and wastewater relocation for each design submittal (60%, Pre-Final and Final).

- k) COA Design Report/Summary – The Engineer will prepare a final design report detailing calculations, materials, and other details of the water and wastewater relocations.

- l) Advertise and Bid Phase Services – The Engineer will assist with advertising and bidding of the project to include attending pre-bid meetings, responding to bidder questions, and preparing addenda.

Deliverable Summary

- The Engineer will submit to the GEC via the Segment Designers ten (10) copies of 11 X 17's of the PS&E at each phase (60%, Pre-Final and Final) stage for approval.
- The Engineer will submit to the GEC via the Segment Designers all Microstation DGNs files at each submittal (60%, Pre-Final and Final).
- Upon final plan acceptance by the GEC, Segment Designers and City of Austin, a sealed mylar copy of the final, signed by City of Austin, will be submitted to the segment designers in a format suitable for inclusion in each segment designers final PS&E assembly. One (1) set of 11x17's of the final plans will also be provided to the GEC in both electronic and hard copy formats.

1.14 Traffic Control

1. Meetings and Coordination.
 - a) Coordination with Utility Designers and Prime Consultant. The Engineer shall coordinate to resolve traffic control issues.
2. Design and Plan Production.
 - a) Preparation of traffic control details / sequencing narrative. The Engineer shall prepare traffic control details and/or standards and include utility considerations in the overall construction sequencing narrative.

Deliverable Summary

- Traffic control details and sequencing narrative as further described in Section 1.14, Traffic Control of Work Authorization No. 1.

1.19 Coordination, Meetings & Invoicing

- A. The Engineer will attend the bi-weekly Utility Coordination Meetings with the Project Team, as outlined in Section 4.4.5, Utility Coordination, of the 290 East Project Manual. This task includes attendance at Segment-specific meetings as needed by design issues.
- B. The Specialty and Segment Design Consultants shall have a quality control plan in effect during the entire time work is being performed under this project.
- C. The Engineer will attend Submittal Review Meetings at the 60%, Pre-Final, and Final Design Submittals and attend the Pre-Bid Meeting for Roadway Construction (4 meetings per Segment)
- D. The Engineer will follow invoice procedures as described in Section 3.2 of the 290 East Project Manual, as outlined below. Invoice and Progress Report Format shall include the following:
 - 1. Original signature of appropriate personnel of the Engineer
 - 2. Dates of the billing period
 - 3. Documentation of hours worked
 - 4. Past months activities and accomplishments
 - 5. Pending issues and decisions
 - 6. Problem areas and recommended corrective actions
 - 7. Next month's planned activities
 - 8. Current period budget status summary (showing task percent complete vs cost percent complete per task)
 - 9. Job to date budget status summary (showing task percent complete vs. cost percent complete per task)
 - 10. Total amount of Work Authorization spent to date
 - 11. Total amount of Work Authorizations spent in current period

**EXHIBIT C
WORK SCHEDULE**

Segment 1

60% Submittal (Utility design 90% complete).....March 5, 2009
Pre-Final Submittal (Utility design 100% complete).....May 7, 2009
Final Submittal.....June 17, 2009

Segment 2

60% Submittal (Utility design 90% complete).....April 9, 2009
Pre-Final Submittal (Utility design 100% complete).....June 4, 2009
Final Submittal.....July 16, 2009

Segment 3

60% Submittal (Utility design 90% complete).....April 23, 2009
Pre-Final Submittal (Utility design 100% complete).....July 1, 2009
Final Submittal.....August 13, 2009

EXHIBIT D
FEE SCHEDULE

FOR
LJA Engineering & Surveying, Inc.

290 EAST TOLL PROJECT - UTILITY COORDINATION AND DESIGN

For services describe in the Scope of Services, we request the compensation as detailed below. Cost breakdowns for engineering services and explanation of expenses are shown on the following pages.

TOTAL COMPENSATION

Utility Coordination and Design (LJA Engineering & Surveying, Inc.)	\$ 22,237.24
Utility Coordination and Design - Water and Wastewater (K Friese & Associates, Inc.)	\$ 196,364.94
Utility Coordination and Design - Telecommunications and Natural Gas (Cobb Fendley & Associates)	\$ 544,165.94
Utility Coordination and Design - Traffic Control (Rodriguez Transportation Group)	\$ 9,172.76
	<u>\$ 771,940.88</u>

Exhibit D
Summary of Manhours by Classification & Major Task Analysis
LJA Engineering & Surveying, Inc.
Utility Coordination and Design

Fee/Rate Schedule	Average Billing Rate		OH RATE		MARGIN RATE		PROJECT MULTIPLIER		
	\$69.52	\$50.00	\$45.00	\$36.06	10.00%	3.055	\$20.80	177.70%	
Average Loaded Rate	\$212.36	\$152.74	\$137.46	\$110.15	\$63.54				
Description of Work or Task	Project Manager	Senior Proj Engr	Engineer	Sr. Engr. Tech.	Engr. Tech.	Admin / Clerical	Staff-Hr. Totals	Staff Cost / Task Totals	Plan Sheet Total
	\$212.36/Hr	\$152.74/Hr	\$140.70/Hr	\$137.46/Hr	\$110.15/Hr	\$63.54/Hr			
1.19 GEC Coordination, Meetings and Invoicing									
A) Coordinate with Utility Designers and Segment 1 & 2 Segment Designers	8	32	0	0	0	0	40	\$ 6,566.56	0
B) Incorporate Utility Plans into Bid Package (Quantities, Provisions, Specifications, Plans, Estimates)	0	8	16	0	24	0	48	\$ 6,116.72	0
C) QA/QC Utility Plans (3 submittals)	0	12	24	0	0	0	36	\$ 5,209.68	0
D) Invoicing (assume 6 invoices)	4	12	0	0	0	24	40	\$ 4,207.28	0
Basic General Expenses (see detail below)								\$ 117.00	
Utility Engineering Total:	12	64	40	0	24	24	164	\$ 22,237.24	0

Exhibit D
Summary of General Expenses
LJA Engineering & Surveying, Inc.
Utility Coordination and Design

Item Description	Unit	Quantity	Unit Cost	Total Cost
Basic General Expenses				
I. Basic Printing and Reproduction				
A. Report Submittals 8.5" x 11"	EA.	0	\$ -	\$ -
B. 60% Submittal 11" x 17"	EA.	0	\$ -	\$ -
C. Pre-Final Submittal 11" x 17"	EA.	0	\$ -	\$ -
D. Final Submittal 11" x 17"	EA.	0	\$ -	\$ -
E. Final Submittal 11" x 17" Mylar	EA.	0	\$ -	\$ -
II. Overnight Deliveries (FedEx)	EA.	0	\$ -	\$ -
III. Travel - Mileage	Miles	200	\$ 0.59	\$ 117.00
Total Basic General Expenses				\$ 117.00

Exhibit D
Summary of Manhours by Classification & Major Task Analysis
Cobb Fendley & Associates
Utility Coordination and Design - Telecommunications and Natural Gas

Fee/Rate Schedule	Average Billing Rate		OH RATE		MARGIN RATE		PROJECT MULTIPLIER					
	\$79.76	\$40.88	\$55.88	\$26.44	\$23.12	\$20.98	185.00%	3.135				
Average Loaded Rate	\$250.05	\$128.16	\$175.18	\$82.89	\$72.48	\$65.77						
Description of Work or Task	Principal	Project Manager	Senior Engineer	Project Engineer III	Project Engineer II	Proj Eng II / Tech III	Technician II	Technician I	Admin / Clerical	Staff-Hr. Totals	Staff Cost / Task Totals	Plan Sheet Total
	\$250.05/Hr	\$128.16/Hr	\$175.18/Hr	\$133.68/Hr	\$115.31/Hr	\$90.01/Hr	\$82.89/Hr	\$72.48/Hr	\$65.77/Hr			
SEGMENT 1 (STA 235+00 to 261+00) - UTILITY ENGINEERING												
1.07.A.1 Meetings and Coordination												
A.1.a Meetings w/Telecom Owners	0	16	0	24	0	8	0	8	4	60	\$ 6,821.88	0
A.1.b Meetings w/Natural Gas Owners	0	1	4	4	0	0	0	2	1	12	\$ 1,574.33	0
<i>Segment 1 Subtotal - Coordination</i>	0	17	4	28	0	8	0	10	5	72	\$ 8,396.21	
1.07.A.2 Design and Plan Production - Telecommunications												
A.2.a Review as-builts	0	2	0	12	0	0	0	0	0	14	\$ 1,860.48	0
A.2.b Plan and profile design and production												
b.i Joint Trench (assumed 1,260 lf)	0	2	4	0	6	8	6	16	0	42	\$ 4,026.00	6
b.ii Individual Trench (assumed 2,200 lf)	0	4	8	0	18	24	28	54	0	136	\$ 12,384.74	8
b.iii Trench design as directed by GEC/CTRMA	0	2	4	0	4	6	6	10	0	32	\$ 3,180.48	4
A.2.c Prepare specifications, quantities and estimate	0	1	1	5	0	2	0	0	1	10	\$ 1,217.53	0
A.2.d Submit 90% to owners for review and approval	0	2	0	2	2	6	0	6	2	20	\$ 1,860.78	0
A.2.e Submit 90% to Prime and GEC	0	0	1	2	0	4	0	6	1	14	\$ 1,303.23	0
A.2.f Address Comments, Update Design	0	2	2	2	2	8	0	10	2	28	\$ 2,681.08	0
A.2.g Submit Final Plans for review and approval	2	1	2	1	2	0	0	6	1	15	\$ 1,843.57	0
<i>Segment 1 Subtotal - Telecom</i>	2	16	22	24	34	58	40	108	7	311	\$ 30,357.89	18
1.07.A.2 Design and Plan Production - Natural Gas												
A.2.a Review as-builts	0	1	0	4	0	0	0	0	0	5	\$ 662.88	0
A.2.b Plan and profile design and production (assumed 1,250 lf)	0	2	4	8	6	10	4	6	0	40	\$ 4,384.88	6
b.i Gas Line design as directed by GEC/CTRMA	0	0	1	0	2	0	4	4	0	11	\$ 1,027.28	
A.2.c Prepare specifications, quantities and estimate	0	1	1	4	0	4	0	0	1	11	\$ 1,263.87	0
A.2.d Submit 90% to owners for review and approval	0	1	0	2	0	2	0	1	1	7	\$ 713.79	0
A.2.e Submit 90% to Prime and GEC	0	1	1	1	0	1	0	1	1	6	\$ 665.28	0
A.2.f Address Comments	0	2	2	2	0	2	0	2	2	12	\$ 1,330.56	0
A.2.g Submit Final Plans for review and approval	1	1	1	2	0	0	0	2	1	8	\$ 1,031.48	0
<i>Segment 1 Subtotal - Natural Gas</i>	1	9	10	23	8	19	8	16	6	100	\$ 11,080.02	6
Segment 1 - Utility Engineering Total:	3	42	36	75	42	85	48	134	18	483	\$ 49,834.12	

Exhibit D
Summary of Manhours by Classification & Major Task Analysis
Cobb Fendley & Associates
Utility Coordination and Design - Telecommunications and Natural Gas

Fee/Rate Schedule	Principal \$250.05/Hr	Project Manager \$128.16/Hr	Senior Engineer \$175.18/Hr	Project Engineer III \$133.60/Hr	Project Engineer II \$115.31/Hr	Proj Eng II Tech III \$90.01/Hr	Technician II \$82.89/Hr	Technician I \$72.48/Hr	Admin/ Clerical \$65.77/Hr	Staff-Hr. Totals	Staff Cost / Task Totals	MARGIN RATE	OH RATE	PROJECT MULTIPLIER
Average Billing Rate	\$79.76	\$40.88	\$55.88	\$42.64	\$36.78	\$28.71	\$26.44	\$23.12	\$20.98			10.00%	185.00%	3.135
Average Loaded Rate	\$250.05	\$128.16	\$175.18	\$133.68	\$115.31	\$90.01	\$82.89	\$72.48	\$65.77					

Description of Work or Task	Principal \$250.05/Hr	Project Manager \$128.16/Hr	Senior Engineer \$175.18/Hr	Project Engineer III \$133.60/Hr	Project Engineer II \$115.31/Hr	Proj Eng II Tech III \$90.01/Hr	Technician II \$82.89/Hr	Technician I \$72.48/Hr	Admin/ Clerical \$65.77/Hr	Staff-Hr. Totals	Staff Cost / Task Totals	Plan Sheet Total
SEGMENT 2 (STA 261+00 to 458+50) - UTILITY ENGINEERING												
1.07.A.1 Meetings and Coordination												
A.1.a Meetings w/Telecom Owners												
a.i Joint Trench Coordination	0	4	0	4	0	2	0	4	2	16	\$ 1,648.84	0
a.ii Individual Trench Coordination	0	32	0	48	0	16	0	16	8	120	\$ 13,643.76	1
A.1.b Meetings w/Natural Gas Owners	0	3	4	4	2	0	0	2	1	16	\$ 2,061.27	0
Segment 2 Subtotal - Coordination	0	39	4	56	2	18	0	22	11	152	\$ 17,353.87	
1.07.A.2 Design and Plan Production - Telecommunications												
A.2.a Review as-builts	0	4	0	16	0	16	0	0	4	40	\$ 4,354.76	0
A.2.b Plan and profile design and production												
b.i Joint Trench (assumed 24,610 lf)	0	52	76	200	0	221	266	532	0	1347	\$ 127,214.31	53
b.ii Individual Trench (assumed 15,600 lf)	0	32	64	128	0	160	192	384	0	960	\$ 90,572.48	34
b.iii Trench design as directed by GEC/CTRMA	0	8	12	40	0	54	60	70	0	244	\$ 23,382.18	35
A.2.c Prepare specifications, quantities and estimate	0	4	2	14	0	16	0	0	4	40	\$ 4,437.76	0
A.2.d Submit 90% to owners for review and approval	0	4	0	8	0	10	0	12	2	36	\$ 3,483.48	0
A.2.e Submit 90% to Prime and GEC	0	3	3	10	0	6	0	10	2	34	\$ 3,643.22	0
A.2.f Address Comments, Update Design	0	4	8	24	0	32	0	48	4	120	\$ 11,744.84	0
A.2.g Submit Final Plans for review and approval	2	3	3	8	0	4	0	8	2	30	\$ 3,550.98	0
Segment 2 Subtotal - Telecom	2	114	168	448	0	519	518	1064	18	2851	\$ 272,384.01	122
1.07.A.2 Design and Plan Production - Natural Gas												
A.2.a Review as-builts	0	2	0	4	0	6	0	0	0	12	\$ 1,331.10	0
A.2.b Plan and profile design and production (assumed 6,960 lf)	0	20	40	80	50	154	49	97	0	490	\$ 50,984.01	23
b.i Gas Line design as directed by GEC/CTRMA	0	2	2	4	10	16	20	20	0	74	\$ 6,842.06	0
A.2.c Prepare specifications, quantities and estimate	0	2	3	10	0	10	0	0	6	31	\$ 3,413.38	0
A.2.d Submit 90% to owners for review and approval	0	1	0	2	0	4	0	0	1	8	\$ 821.33	0
A.2.e Submit 90% to Prime and GEC	0	1	1	2	0	2	0	4	2	12	\$ 1,172.18	0
A.2.f Address Comments, Update Design	0	2	4	8	0	12	0	14	0	40	\$ 4,121.32	0
A.2.g Submit Final Plans for review and approval	1	1	2	4	0	0	0	6	2	16	\$ 1,825.71	0
Segment 2 Subtotal - Natural Gas	1	31	52	114	60	204	69	141	11	683	\$ 70,515.09	23
Segment 2 - Utility Engineering Total:	3	148	224	566	62	723	587	1207	30	3550	\$ 360,252.97	

Exhibit D
Summary of Manhours by Classification & Major Task Analysis
Cobb Fendley & Associates
Utility Coordination and Design - Telecommunications and Natural Gas

Fee/Rate Schedule	\$79.76	\$40.88	\$55.88	\$42.64	\$36.78	\$28.71	\$26.44	\$23.12	\$20.98	OH RATE	MARGIN RATE	PROJECT MULTIPLIER
Average Billing Rate	\$250.05	\$128.16	\$175.18	\$133.68	\$115.31	\$90.01	\$82.89	\$72.48	\$65.77	185.00%	10.00%	3.135
Average Loaded Rate												

Description of Work or Task	Principal \$250.05/Hr	Project Manager \$128.16/Hr	Senior Engineer \$175.18/Hr	Project Engineer III \$133.68/Hr	Project Engineer II \$115.31/Hr	Proj Eng II/ Tech III \$90.01/Hr	Technician II \$82.89/Hr	Technician I \$72.48/Hr	Admin / Clerical \$65.77/Hr	Staff-Hr. Totals	Staff Cost / Task Totals	Plan Sheet Total
SEGMENT 3 (STA 458+50 to 564+00) - UTILITY ENGINEERING												
1.07.A.1 Meetings and Coordination												
A.1.a Meetings w/Telecom Owners												
a.i Joint Trench Coordination	0	4	0	4	0	2	0	4	2	16	\$ 1,648.84	0
a.ii Individual Trench Coordination	0	24	0	36	0	12	0	12	6	90	\$ 10,232.82	0
Segment 3 Subtotal - Coordination	0	28	0	40	0	14	0	16	8	106	\$ 11,881.66	
1.07.A.2 Design and Plan Production - Telecommunications												
A.2.a Review as-buils	0	4	0	14	0	10	0	0	0	28	\$ 3,284.26	0
A.2.b Plan and profile design and production												
b.i Joint Trench (assumed 5,270 lf)	0	10	22	0	44	52	62	123	0	313	\$ 28,943.94	14
b.ii Individual Trench (assumed 5,290 lf)	0	14	28	0	56	55	66	132	0	351	\$ 33,145.29	16
b.iii Trench design as directed by GEC/CTRMA	0	4	4	0	20	24	36	52	0	140	\$ 12,432.80	0
A.2.c Prepare specifications, quantities and estimate	0	1	1	8	0	8	0	0	4	22	\$ 2,365.94	0
A.2.d Submit 90% to owners for review and approval	0	3	0	2	2	8	0	10	2	27	\$ 2,458.88	0
A.2.e Submit 90% to Prime and GEC	0	0	2	1	2	8	0	10	2	25	\$ 2,291.08	0
A.2.f Address Comments, Update Design	0	2	1	1	14	2	0	10	2	32	\$ 3,215.88	0
A.2.g Submit Final Plans for review and approval	1	1	2	1	1	0	0	10	1	17	\$ 1,766.13	0
Segment 3 Subtotal - Telecom	1	39	60	27	139	167	164	347	11	955	\$ 89,896.20	30
Segment 3 - Utility Engineering Total:	1	67	60	67	139	181	164	363	19	1061	\$ 101,777.86	
GENERAL - UTILITY ENGINEERING												
1.19 GEC Coordination, Meetings and Invoicing												
A. Bi-Weekly Utility Coordination Meetings	0	20	0	20	0	10	0	20	8	78	\$ 8,112.66	0
B. QA/QC	0	25	25	0	0	0	0	0	0	50	\$ 7,583.50	0
C. Submittal Review Meetings (Per Segment)												
1. 60%	0	9	0	9	0	0	0	6	3	27	\$ 2,988.75	0
2. Pre-Final	0	9	0	9	0	0	0	6	3	27	\$ 2,988.75	0
3. Final	0	9	0	9	0	0	0	6	3	27	\$ 2,988.75	0
4. Pre-Bid	0	12	0	12	0	0	0	0	0	24	\$ 3,142.08	0
D. Prepare and submit monthly invoicing and progress reports	3	12	0	0	0	0	0	0	9	24	\$ 2,880.00	0
E. Basic General Expenses											\$ 1,616.50	
GEC Coordination Total:	3	96	25	59	0	10	0	38	26	257	\$ 32,300.99	0
											\$ 544,165.94	
												UTILITY DESIGN & COORDINATION TOTAL - TELECOMMUNICATIONS AND NATURAL GAS

Exhibit D

Summary of General Expenses
 Cobb Fendley & Associates
 Utility Coordination and Design - Telecommunications and Natural Gas

Item Description	Unit	Quantity	Unit Cost	Total Cost
Basic General Expenses				
I. Basic Printing and Reproduction				
A. Report Submittals 8.5" x 11"	EA.	150	\$ 0.11	\$ 16.50
B. 60% Submittal 11" x 17"	EA.	1,600	\$ 0.16	\$ 256.00
C. Pre-Final Submittal 11" x 17"	EA.	1,600	\$ 0.16	\$ 256.00
D. Final Submittal 11" x 17"	EA.	1,600	\$ 0.16	\$ 256.00
E. Final Submittal 11" x 17" Mylar	EA.	160	\$ 1.15	\$ 184.00
II. Overnight Deliveries (FedEx)	EA.	5	\$ 36.00	\$ 180.00
III. Travel - Mileage	Miles	800	\$ 0.59	\$ 468.00
Total Basic General Expenses				\$ 1,616.50

Exhibit D
Summary of Manhours by Classification & Major Task Analysis
K. Friese & Associates, Inc.
Utility Coordination and Design - Water and Wastewater

Fee/Rate Schedule	Average Billing		Average Loaded Rate		OH RATE	MARGIN RATE	PROJECT MULTIPLIER			
	\$56.50	\$43.00	\$35.00	\$26.50				\$21.00	10.00%	2.858
	\$167.22	\$122.91	\$100.05	\$77.18	\$72.00	\$60.03	159.86%			
Description of Work or Task	Senior Proj Engr \$167.22/Hr	Senior Engineer \$122.91/Hr	Engineer \$100.05/Hr	EIT \$81.47/Hr	Sr. Engr. Tech. \$77.18/Hr	Engr. Tech. \$72.00/Hr	Admin / Clerical \$60.03/Hr	Staff-Hr. Totals	Staff Cost / Task Totals	Plan Sheet Total
1.07 UTILITY COORDINATION AND DESIGN - WATER AND WASTEWATER										
1.07.B.1 Meetings and Coordination										
B.1.a Meetings/Coordination with City of Austin Staff	4	60	16	0	8	0	4	92	\$ 10,501.84	0
B.1.b Meetings/Coordination with Prime Consultant	8	48	24	8	0	72	8	168	\$ 15,954.64	0
<i>Design Meeting Subtotal:</i>	12	108	40	8	8	72	12	260	\$ 26,456.48	
1.07.B.2 Design and Plan Production										
B.2.a Review SUE / Data Acquisition	0	32	16	40	24	0	0	112	\$ 10,645.04	0
B.2.b Plan and Profile Design and Sheet Production - Water										
1. 1,500 LF of 12"/16" 275+40 to 286+10	3	12	16	8	24	0	0	63	\$ 6,081.46	3
2. 650 LF of 6" 289+00 to 292+00	2	8	4	12	16	0	0	42	\$ 3,930.44	2
3. 600 LF of 12" 289+00 to 292+00	2	8	12	4	16	0	0	42	\$ 4,079.08	2
4. 500 LF of 6" 292+00 to 296+00	1	4	4	4	8	0	0	21	\$ 2,002.38	1
5. 650 LF of 2.25" 295+00 to 296+00	2	8	4	12	16	0	0	42	\$ 3,930.44	2
6. 450 LF of 16" 334+00	2	4	4	4	8	0	0	22	\$ 2,169.60	1
7. 450 LF of 8" 344+50	1	4	4	4	8	0	0	21	\$ 2,002.38	1
8. 1,300 LF of 2.25" 344+50 to 357+50	3	12	4	16	24	0	0	59	\$ 5,532.62	3
9. 400 LF of 12" 365+00	1	4	4	4	8	0	0	21	\$ 2,002.38	1
10. 700 LF of 66" 374+00 to 377+00	4	16	4	16	16	0	0	56	\$ 5,574.04	2
11. 500 LF of 2.25" 388+00 to 389+50	1	2	2	4	8	0	0	17	\$ 1,566.46	1
12. 500 LF of 24" 388+00 to 389+50	2	8	4	4	8	0	0	26	\$ 2,661.24	1
13. 400 LF of 6" 389+50 to 393+00	1	4	6	4	8	0	0	23	\$ 2,202.48	1
14. 600 LF of 16" 391+00 to 393+50	2	8	12	4	16	0	0	42	\$ 4,079.08	2
15. 950 LF of 16" 393+50 to 403+00	2	8	12	4	16	0	0	42	\$ 4,079.08	2
16. 500 LF of 12" 407+50	2	4	8	4	8	0	0	26	\$ 2,569.80	1
17. 200 LF of 2.25" 407+50	1	2	4	4	8	0	0	19	\$ 1,756.66	1
18. 3,250 LF of 16" 407+50 to 455+00	8	28	12	40	56	0	0	144	\$ 13,560.72	7
19. 1,200 LF of 2.25/6" 426+00 to 433+00	2	8	8	16	24	0	0	58	\$ 5,273.96	3
20. 450 LF of 2.25" 451+50	1	2	4	6	8	0	0	21	\$ 1,919.50	1
21. 700 LF of 6" 451+50 to 458+50	2	8	4	12	16	0	0	42	\$ 3,930.44	2
22. Water as directed by GEC/CTRMA	4	16	8	12	24	0	0	64	\$ 6,265.80	3
Water Plan & Profile Subtotal:	49	210	160	238	368	0	0	1025	\$ 97,804.96	

Exhibit D
Summary of Manhours by Classification & Major Task Analysis
K. Friese & Associates, Inc.
Utility Coordination and Design - Water and Wastewater

Fee/Rate Schedule	Average Billing		Average Loaded Rate		OH RATE		MARGIN RATE		PROJECT MULTIPLIER	
	\$58.50	\$43.00	\$35.00	\$28.50	\$27.00	\$25.19	\$21.00	159.86%		2.858
	\$167.22	\$122.91	\$100.05	\$81.47	\$77.18	\$72.00	\$60.03	10.00%		
Description of Work or Task	Senior Proj Engr \$167.22/Hr	Senior Engineer \$122.91/Hr	Engineer \$100.05/Hr	EIT \$81.47/Hr	Sr. Engr. Tech. \$77.18/Hr	Engr. Tech. \$72.00/Hr	Admin / Clerical \$60.03/Hr	Staff-Hr. Totals	Staff Cost / Task Totals	Plan Sheet Total
1.07 UTILITY COORDINATION AND DESIGN - WATER AND WASTEWATER										
B.2.c Plan and Profile Design and Sheet Production - Wastewater										
1. 50 LF of 8" 290+00	0	2	2	6	4	0	0	14	\$ 1,243.46	1
2. 450 LF of 66" 309+00 (only MH adjustment)	1	2	0	2	4	0	0	9	\$ 884.70	1
3. 3,300 LF of 2" FM 405+00 to 434+00	7	12	24	40	60	0	0	143	\$ 12,936.26	7
4. WW design as directed by GEC/CTRMA	4	16	8	12	24	0	0	64	\$ 6,265.80	3
Wastewater Plan & Profile Subtotal:	12	32	34	60	92	0	0	230	\$ 21,330.22	
B.2.d Water Shutdown / Tie-in Sequencing Plans	6	16	8	12	24	0	0	66	\$ 6,600.24	3
B.2.e Wastewater Bypass Pumping Plans	2	6	8	0	8	0	0	24	\$ 2,489.74	1
B.2.f Construction Details	0	2	0	4	20	0	0	26	\$ 2,115.30	5
B.2.g Construction Notes	0	2	0	4	20	0	0	26	\$ 2,115.30	2
B.2.h Specifications	4	8	8	24	0	0	12	56	\$ 5,128.20	0
B.2.i Quantities / Bid Form	0	4	4	40	40	0	0	88	\$ 7,237.84	0
B.2.j Cost Estimate	0	12	0	24	0	0	0	36	\$ 3,430.20	0
B.2.k City of Austin Design Summary Report	4	20	32	8	8	0	0	72	\$ 7,597.88	0
B.2.l Advertisement and Bid Phase Services	4	28	20	8	20	0	0	80	\$ 8,306.72	0
1.19 COORDINATION, MEETINGS AND INVOICING										
A. Bi-Weekly Coordination	8	24	0	0	0	0	8	40	\$ 4,767.84	0
Basic General Expenses (detail included below)									\$ 884.00	
Utility Coordination and Engineering - Water and Wastewater Total:	174	822	548	736	1076	144	44	3544	\$ 196,364.94	65

Exhibit D
Summary of General Expenses
K. Friese & Associates, Inc.
Utility Coordination and Design - Water and Wastewater

Item Description	Unit	Quantity	Unit Cost	Total Cost
Basic General Expenses				
I. Basic Printing and Reproduction				
A. Report Submittals 8.5" x 11"	EA.	0	\$ 0.11	\$ -
B. 60% Submittal 11" x 17"	EA.	1,200	\$ 0.20	\$ 240.00
C. Pre-Final Submittal 11" x 17"	EA.	0	\$ 0.16	\$ -
D. Final Submittal 11" x 17"	EA.	0	\$ 0.16	\$ -
E. Final Submittal 11" x 17" Mylar	EA.	59	\$ 1.00	\$ 59.00
II. Overnight Deliveries (FedEx)	EA.	5	\$ 20.00	\$ 100.00
III. Travel - Mileage	Miles	1,000	\$ 0.59	\$ 585.00
Total Basic General Expenses				\$ 984.00

Exhibit D
Summary of Manhours by Classification & Major Task Analysis
Rodriguez Transportation Group
Utility Coordination and Design - Traffic Control

Fee/Rate Schedule	Average Billing Rate		OH RATE		MARGIN RATE	PROJECT MULTIPLIER		
	\$72.80	\$62.40	\$41.60	\$34.32			145.94%	2.749
Average Loaded Rate	\$200.15	\$171.56	\$114.37	\$94.36	10.00%			
Description of Work or Task	Project Manager \$200.15/Hr	Senior Proj Engr \$171.56/Hr	Engineer \$114.37/Hr	Sr. Engr. Tech. \$106.10/Hr	Engr. Tech. \$94.36/Hr	Staff-Hr. Totals	Staff Cost / Task Totals	Plan Sheet Total
UTILITY COORDINATION AND DESIGN - TRAFFIC CONTROL								
1.14.1 Meetings and Coordination								
1.a Coordination with utility designers and prime consultant	4	32	0	0	0	36	\$6,290.52	
1.14.2 Design and Plan Production								
2.a Include utility sequencing in overall traffic control narrative	0	8	0	0	16	24	\$2,882.24	
Utility Coordination and Design - Traffic Control Total:	4	40	0	0	16	60	\$9,172.76	

Exhibit E
Maximum Rate Schedule
Work Authorization No. 2
Utility Coordination and Design

Labor Classification	Maximum Rate
LJA Engineering & Surveying, Inc.	
Project Manager	\$ 69.52
Senior Project Engineer	\$ 50.00
Engineer	\$ 46.06
Senior Engineering Technician	\$ 45.00
Engineering Technician	\$ 36.06
Clerical	\$ 20.80
Cobb Fendley & Associates	
Principal	\$ 79.76
Project Manager	\$ 40.88
Senior Engineer	\$ 55.88
Project Engineer III	\$ 42.64
Project Engineer II	\$ 36.78
Technician III	\$ 28.71
Technician II	\$ 26.44
Technician I	\$ 23.12
Clerical	\$ 20.98
K Friese & Associates, Inc.	
Senior Project Engineer	\$ 58.50
Senior Engineer	\$ 43.00
Engineer	\$ 35.00
Engineer-in-Training	\$ 28.50
Senior Engineer Technician	\$ 27.00
Engineering Technician	\$ 25.19
Clerical	\$ 21.00
Rodriguez Transportation Group	
Project Manager	\$ 72.80
Senior Project Engineer	\$ 62.40
Engineer	\$ 41.60
Senior Engineering Technician	\$ 38.59
Engineering Technician	\$ 34.32
Actual billed rates are not to exceed the maximum rate.	
Documentation of hours worked is necessary to receive reimbursement.	

EXHIBIT H-2
Central Texas Regional Mobility Authority
Subprovider Monitoring System Commitment Agreement

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

Contract #: 08290E22702E Assigned Goal: 12.7 % Prime Provider: LJA Engineering & Surveying, Inc.

Work Authorization (WA)#: 2 WA Amount: \$771,940.88 Date: _____

Supplemental Work Authorization (SWA) #: _____ to WA #: _____ SWA Amount: _____

Revised WA Amount: _____

Description of Work <i>(List by category of work or task description. Attach additional pages, if necessary.)</i>	Dollar Amount <i>(For each category of work or task description shown.)</i>
Utility Coordination and Design	\$544,165.94
Total Commitment Amount (Including all additional pages.)	\$544,165.94

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

Provider Name: <u>LJA Engineering & Surveying, Inc.</u> Address: <u>5316 Highway 290 West, Suite 150</u> Phone # & Fax #: <u>512.439.4700 / 512.439.4716</u> Email: <u>jcollins@ljaengineering.com</u>	Name: <u>Jeff Collins, P.E.</u> <i>(Please Print)</i> Title: <u>Senior Vice President</u> _____ <div style="display: flex; justify-content: space-between;">SignatureDate</div>
DBE/HUB Sub Provider Subprovider Subprovider Name: <u>Cobb, Fendley & Associates, Inc.</u> VID Number: <u>17421928791</u> Address: <u>8000 Centre Park Drive, Ste 270</u> <u>Austin, Texas 78754</u>	Name: <u>William Fendley, P.E.</u> <i>(Please Print)</i> Title: _____ _____ <div style="display: flex; justify-content: space-between;">SignatureDate</div>

EXHIBIT H-2
Central Texas Regional Mobility Authority
Subprovider Monitoring System Commitment Agreement

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Contract #: 08290E22702E Assigned Goal: 12.7 % Prime Provider: LJA Engineering & Surveying, Inc.
 Work Authorization (WA)#: 2 WA Amount: \$771,940.88 Date: _____
 Supplemental Work Authorization (SWA) #: _____ to WA #: _____ SWA Amount: _____
 Revised WA Amount: _____

Description of Work <i>(List by category of work or task description. Attach additional pages, if necessary.)</i>	Dollar Amount <i>(For each category of work or task description shown.)</i>
Utility Coordination and Design	\$196,364.94
Total Commitment Amount (Including all additional pages.)	\$196,364.94

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

Provider Name: <u>LJA Engineering & Surveying, Inc.</u> Address: <u>5316 Highway 290 West, Suite 150</u> Phone # & Fax #: <u>512.439.4700 / 512.439.4716</u> Email: <u>jcollins@ljaengineering.com</u>	Name: <u>Jeff Collins, P.E.</u> <i>(Please Print)</i> Title: <u>Senior Vice President</u> <div style="display: flex; justify-content: space-between;"> _____ _____ </div> <div style="display: flex; justify-content: space-between;"> Signature Date </div>
DBE/HUB Sub Provider Subprovider Subprovider Name: <u>K Friese & Associates, Inc.</u> VID Number: <u>1481304687800</u> Address <u>1120 South Capital of Texas</u> <u>Highway, Bldg. 3, Ste 100</u> <u>Austin, Texas 78759</u> Phone # & Fax #: <u>512.338.1704/512.338.1784</u> Email: <u>kfriese@kfriese.com</u>	Name: <u>Karen Friese, P.E.</u> <i>(Please Print)</i> Title: <u>President</u> <div style="display: flex; justify-content: space-between;"> _____ _____ </div> <div style="display: flex; justify-content: space-between;"> Signature Date </div>
Second Tier Sub Provider Subprovider Name: _____ VID Number: _____ Address: _____ Phone # & Fax #: _____ Email: _____	Name: _____ <i>(Please Print)</i> Title: _____ <div style="display: flex; justify-content: space-between;"> _____ _____ </div> <div style="display: flex; justify-content: space-between;"> Signature Date </div>

VID Number is the Vendor Identification Number issued by the Comptroller. If a firm does not have a VID Number, please enter the owner's Social Security or their Federal Employee Identification Number (if incorporated).

EXHIBIT H-2
Central Texas Regional Mobility Authority
Subprovider Monitoring System Commitment Agreement

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

Contract #: 08290E22702E Assigned Goal: 12.7 % Prime Provider: LJA Engineering & Surveying, Inc.

Work Authorization (WA)#: 2 WA Amount: \$771,940.88 Date: _____

Supplemental Work Authorization (SWA) #: _____ to WA #: _____ SWA Amount: _____

Revised WA Amount: _____

Description of Work <i>(List by category of work or task description. Attach additional pages, if necessary.)</i>	Dollar Amount <i>(For each category of work or task description shown.)</i>
Traffic Engineering	\$9,172.76
Total Commitment Amount (Including all additional pages.)	\$9,172.76

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

Provider Name: LJA Engineering & Surveying, Inc.
Address: 5316 Highway 290 West, Suite 150
Phone # & Fax #: 512.439.4700 / 512.439.4716
Email: jcollins@ljaengineering.com

Name: Jeff Collins, P.E.
(Please Print)
Title: Senior Vice President

Signature Date

DBE/HUB Sub Provider Subprovider
Subprovider Name: Rodriguez Transportation Group, Inc.
VID Number: 1742776874600
Address: 11211 Taylor Draper Lane, Ste 100
Austin, Texas 78759
Phone # & Fax #: 512.231.9544 / 512.231.9133
Email: mrodriguez@rtg-texas.com

Name: Mark E. Rodriguez, P.E.
(Please Print)
Title: President

Signature Date

Second Tier Sub Provider
Subprovider Name: _____
VID Number: _____
Address: _____
Phone # & Fax #: _____
Email: _____

Name: _____
(Please Print)
Title: _____

Signature Date

VID Number is the Vendor Identification Number issued by the Comptroller. If a firm does not have a VID Number, please enter the owner's Social Security or their Federal Employee Identification Number (if incorporated).

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

RESOLUTION NO. 08-64

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et seq.* (the "RMA Rules"); and

WHEREAS, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, the CTRMA 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

WHEREAS, in Resolution No. 03-13, dated February 26, 2003, the Board of Directors adopted policies and procedures to govern procurement of goods and services by the CTRMA (the "Procurement Policies"); and

WHEREAS, the Procurement Policies have been amended from time to time by the Board of Directors; and


WHEREAS, the Board of Directors now desires to amend the previously adopted and amended Procurement Policies, primarily for the purpose of ensuring conformity with applicable federal rules and regulations.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves and adopts the revisions to the Procurement Policies reflected on Attachment "A" attached hereto and the Procurement Policies are hereby revised to fully incorporate the attached revisions for all purposes.

BE IT FURTHER RESOLVED, that the Procurement Policies may be further amended from time to time by action of the Board of Directors.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 17th day of December, 2008.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Lowell H. Lebermann, Jr.
Vice Chairman, Board of Directors
Resolution Number 08-64
Date Passed 12/17/08

ATTACHMENT "A"
TO
RESOLUTION NO. 08-64
Revised Language for Procurement Policy

SECTION 5, Subsection 5.4, Paragraph (c) of the Procurement Policy is revised to read as follows:

- (c) **Notice of contract letting shall also be published in the officially designated newspaper of the Authority at least once, and no less than three (3) weeks before the date set for letting of the contract.**

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

RESOLUTION NO. 08-65

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, the prudent and legally permissible management and investment of CTRMA funds is the responsibility of the Board of Directors and its designees; and

WHEREAS, CTRMA staff and consultants previously developed an Investment Policy (the "Investment Policy"), and such Investment Policy was approved by the Board of Directors on January 5, 2005, in Resolution No. 05-04; and

WHEREAS, in Resolution No. 07-05, dated January 30, 2007, and in Resolution No. 07-75, dated December 7, 2007, respectively, the Board of Directors reviewed and reapproved the Investment Policy; and

WHEREAS, CTRMA staff recommends reapproval of the Investment Policy, a copy of which is attached hereto as Attachment "A" and incorporated herein for all purposes; and


WHEREAS, the CTRMA's Financial Advisor has represented that the Investment Policy complies with the provisions of the Public Funds Investment Act, Tex. Govt. Code, Chapter 2256; and

WHEREAS, the Board of Directors has caused a review the Investment Policy and investment strategies to be undertaken as provided under the Public Funds Investment Act and such review has been completed.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors hereby states that a review of the Investment Policy and investment strategies has been undertaken and hereby approves the same as reflected in the form attached hereto as Attachment "A".


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 17th day of December, 2008.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Lowell H. Lebermann, Jr.
Vice Chairman, Board of Directors
Resolution Number 08-65
Date Passed 12/17/08

ATTACHMENT "A"
RESOLUTION NO. 08-65
CTRMA INVESTMENT POLICY

ATTACHMENT "A"



CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
INVESTMENT POLICY

EFFECTIVE: DECEMBER 17, 2008

ATTACHMENT "A"

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ATTACHMENT "A"
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
INVESTMENT POLICY

I. OVERVIEW

This policy is created to comply with all current requirements of the Texas Public Funds Investment Act, Chapter 2256 of the Texas Government Code. It is the policy of the Central Texas Regional Mobility Authority (the "Authority") to invest public funds in a manner which will provide the maximum security with the highest investment return while meeting the daily cash flow demands of the Authority conforming to all state and local statutes governing the investment of public funds. The Authority's investment policy, as approved by the CTRMA Executive Committee, is adopted to provide investment policy guidelines for use by Authority Staff.

II. SCOPE

This policy applies to all investment activities of Authority funds except those subject to other investment covenants, or excluded by contract. All funds covered by this policy shall be invested in accordance with the Public Funds Investment Act as amended. These funds are accounted for in the Authority's annual financial report and include:

- A. Revenue Fund
- B. Rebate Fund
- C. Operating Fund
- D. Debt Service Fund
- E. Debt Service Reserve Fund
- F. Renewal and Replacement Fund
- G. Other Operating Fund
- H. General Fund
- I. Capital Projects Fund

III. OBJECTIVES

The primary objectives, in priority order, of investment activities shall be:

A. Safety

Safety of principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. The objective shall be to mitigate credit risk and interest rate risk.

1. Credit Risk

Credit risk is the risk of loss due to the failure of the security issuer or backer. Credit risk may be mitigated by:

ATTACHMENT "A"

- a. Limiting investments to the safest types of securities; as listed in Section VII.
- b. Pre-qualifying the financial institutions, brokers/dealers, intermediaries, and advisors with which the CTRMA will do business; and,
- c. Diversifying the investment portfolio so that potential losses on individual securities will be minimized.

2. Interest Rate Risk

Interest rate risk is the risk that the market value of securities in the portfolio will fall due to changes in general interest rates. Interest rate risk may be mitigated by:

- a. Structuring the investment portfolio so that securities mature to meet cash requirements for ongoing projects, thereby avoiding the need to sell securities on the open market prior to maturity; and,
- b. By investing operating funds primarily in shorter-term securities, money market mutual funds or similar investment pools and limiting the average maturity of the portfolio in accordance with this policy (Section V.B.)

B. Liquidity

The investment portfolio shall remain sufficiently liquid to meet all project and operating requirements that may be reasonably anticipated. This is accomplished by structuring the portfolio so that securities mature concurrent with cash needs to meet anticipated demands.

C. Yield

The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and liquidity needs. Return on investment is of least importance compared to the safety and liquidity objectives described above. The core investments are limited to relatively low risk securities in anticipation of earning a fair return relative to the risk being assumed. Securities shall be held to maturity with the following exceptions:

1. A declining credit security could be sold early to minimize loss of principal;
2. A security swap would improve the quality, yield, or target duration in the portfolio; or,
3. Liquidity needs of the portfolio require that the security be sold.

IV. STANDARDS OF CARE

A. Prudence

The standard of prudence to be used by investment officials shall be the "prudent

ATTACHMENT "A"

person" standard and shall be applied in the context of managing an overall portfolio. Investment officers acting in accordance with the investment policy and written procedures and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived.

B. Ethics and Conflicts

Officers and employees involved in the investment process shall refrain from personal business activity that could conflict or be perceived to conflict with the proper execution and management of the investment program, or that could impair their ability to make impartial decisions. Investment officers shall disclose any material interests in financial institutions with which they conduct business. They shall further disclose any personal financial/investment positions that could be related to the performance of the investment portfolio. Investment officers shall refrain from undertaking personal investment transactions with the same individual person with whom business is conducted on behalf of the Authority.

C. Designation of Investment Officer

The Chief Financial Officer shall act as the Investment Officer of the Authority and shall have responsibility for managing the Authority's investment program. Additional Authority personnel may also be designated as Investment Officers with approval of the CTRMA. Written operational and investment procedures consistent with this policy shall be established. Such procedures shall include explicit delegation of authority to persons responsible for investment transactions. No person may engage in an investment transaction except as provided under the terms of this policy and the established procedures.

D. Investment Advisor

The CTRMA Board may select an Investment Advisor to advise the Authority on investment of funds and other responsibilities as outlined in this policy including but not limited to broker compliance, security selection, competitive bidding, reporting and security documentation. The Investment Advisor must be registered with the Securities and Exchange Commission (SEC) under the Investment Advisor's Act of 1940 as well as with the Texas State Securities Board.

E. Required Training

The Chief Financial Officer and any other persons designated as Investment Officers shall attend at least one training session relating to the responsibilities of maintaining the investment portfolio within 12 months after taking office or assuming duties; and shall attend a training session not less than once every two years and receive not less

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than ten (10) hours of training. Such training, from an independent source as approved by the CTRMA Board, shall include education in investment controls, security risks, strategy risks, market risks, and compliance with the Public Funds Investment Act.

V. INVESTMENT STRATEGIES

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.

A. 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 (6) month T-bill rate. Investment Officers and Investment Advisors shall strive to safely exceed minimum market yield within policy and market constraints.

B. Maximum Maturities

To the extent possible, the Authority will attempt to match its investments with anticipated project cash flow requirements. Unless matched to a specific cash flow, the Authority will not directly invest *operating or general funds* in securities maturing more than sixteen (16) months from the date of purchase, unless approved by the CTRMA Board. Investment of bond proceeds shall not exceed the projected expenditure schedule of the related project.

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

C. Diversification

The Authority will seek to diversify investments, by security types and maturity dates in order to avoid incurring unreasonable risks.

VI. SAFEKEEPING AND CUSTODY

A. Authorized Financial Dealer and Institutions

The Chief Financial Officer shall maintain a list of financial institutions authorized to provide investment services. In addition, a list will also be maintained of approved security broker/dealers selected by credit worthiness who are authorized to provide investment services in the State of Texas. These may include "primary" dealers or regional dealers that qualify under Securities & Exchange Commission Rule 15C3-1 (uniform net capital rule).

All financial institutions and broker/dealers who desire to become qualified bidders for investment transactions must supply the Executive Director with the following:

1. Audited financial statements;

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2. Proof of National Association of Securities Dealers (NASD) certification;
3. Proof of state registration;
4. Completed broker/dealer questionnaire; and,
5. Certification of having read the entity's investment policy, and acknowledged that they have implemented reasonable procedures and controls in an effort to preclude imprudent investment activities with the Authority, except to the extent that this authorization is dependent on an analysis of the makeup of the entire Authority portfolio or requires an interpretation of subjective investment standards. The Authority will not enter into an investment transaction with a financial institution prior to receiving the written instrument described above.

A current audited financial statement is required to be on file for each financial institution and broker/dealer in which the Authority invests. An annual review of the financial condition and registrations of qualified bidders will be conducted by the Executive Director.

B. Collateralization

The Authority, in accordance with State Statutes, requires all funds held by financial institutions above the Federal Deposit Insurance Corporation (FDIC) insurance limit to be collateralized with securities whose market value is pledged at 102% of principal and accrued interest by that institution with the Authority's custodial bank. Private insurance coverage is not an acceptable collateralization form. Securities which are acceptable for collateralization purposes are as follows:

1. FDIC insurance coverage.
2. A bond bill, certificate of indebtedness, or Treasury note of the United States, or other evidence of indebtedness of the United States that is guaranteed as to principal and interest by the United States (i.e. Treasury Agency issues).
3. Obligations, the principal and interest on which, are unconditionally guaranteed or insured by the State of Texas.
4. A bond of the State of Texas or a country, city or other political subdivision of the State of Texas having been rated as investment grade by a nationally recognized rating agency with a remaining maturity of ten years or less.

C. Custody - Delivery vs. Payment

All security transactions entered into by the Authority shall be conducted on a delivery-versus-payment (DVP) basis. Securities will be held by the Authority's custodial bank and evidenced by safekeeping receipts.

D. Safekeeping of Securities

Securities purchased for the Authority's portfolios will be delivered in book entry form and will be held in third party safekeeping by a Federal Reserve member financial institution designated as the Authority's safekeeping and custodian bank.

The Authority will execute Safekeeping Agreements prior to utilizing the custodian's safekeeping services. The safekeeping agreement must provide that the safekeeping

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agent will immediately record and promptly issue and deliver a safekeeping receipt showing the receipt and the identification of the security, as well as the Authority's interest. All securities owned by the Authority will be held in a Customer Account naming the Authority as the customer.

The safekeeping institution shall annually provide a copy of their most recent report on internal controls (Statement of Auditing Standards no. 70 or SAS 70).

VII. AUTHORIZED AND SUITABLE INVESTMENTS

The investment of Authority funds will be made using only those investment types approved by the CTRMA Board and which are in accordance with State of Texas Government Code, Chapter 2256. The approved investment types will be limited to the following:

A. Allowable Investments

1. U.S. Treasury and Federal Agency Issues;
2. Certificates of Deposit issued by a state or national bank domiciled in the State of Texas guaranteed or insured by the FDIC or its successor, collateralized with U.S. Treasury or Agency issues whose market value is 102% of the Authority's investment, pledged and held with the Authority's custodial bank; and,
3. Repurchase Agreements, *including flexible Repurchase Agreements*, collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the Authority's investment and are pledged and held with the Authority's custodial bank or a third-party safekeeping agent approved by the Authority. Repurchase agreements must also be secured in accordance with State law. Each counter party to a repurchase transaction is required to sign a copy of the Bond Market Association Public Securities Association Master Repurchase Agreement as approved by the CTRMA Board. An executed copy of this agreement must be on file before the Authority enters into any transactions with a repo counter-party.
4. Guaranteed Investment Contracts (GIC's) collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the Authority's investment and are pledged and held with the Authority's custodial bank or a third-party safekeeping agent approved by the Authority. Bond proceeds, other than bond proceeds representing reserves and funds maintained for debt service purposes, may not be invested for a term which exceeds five years from the date of bond issuance.
5. Obligations of states, agencies, counties, cities, and other political subdivisions of any State having been rated as to investment quality by a nationally recognized investment rating firm and having received a rating of not less than "AA" or its equivalent, with fixed interest rates and fixed maturities.
6. SEC registered no-load money market mutual funds with a dollar weighted average portfolio maturity of 90 days or less; that fully invest dollar for dollar

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all Authority funds without sales commissions or loads; and whose investment objectives include the maintenance of a stable net asset value of \$1 per share

7. Local government investment pools, which are AAA- rated by a nationally recognized bond rating company, e.g., Moody's, S&P, Fitch, and which participation in any particular investment pool(s) has been authorized by resolution of the CTRMA Board, not to exceed 80% of the total investment portfolio less bond funds. Bond funds may be invested at 100%.

B. Prohibited Investments

The Authority is prohibited from purchasing any security that is not authorized by Texas State law, or any direct investment in asset-backed or mortgage-backed securities. The Authority expressly prohibits the purchase of inverse floaters, interest-only (IO) and principal-only (PO) collateralized mortgage obligations (CMO's).

C. Downgrade Provisions

An Investment that requires a minimum rating does not qualify as an authorized investment during the period the investment does not have the minimum rating. The Authority shall take all prudent measures that are consistent with its investment policy to liquidate an investment that does not have the minimum rating.

VIII. REPORTING AND REVIEW

A. Quarterly Report Requirements

The Chief Financial Officer shall prepare a quarterly investment report, including a summary that provides a clear picture of the status of the current investment portfolio and transactions made over the last quarter. The report should be provided to the Executive Committee. The report shall include the following:

1. The investment position of the Authority on the date of the report.
2. Signature of all Investment Officers.
3. Summary for each fund stating:
 - a. Beginning market value;
 - b. Additions and changes; and
 - c. Ending market value.
4. Beginning and ending book value and market value for each investment along with fully accrued interest for the reporting period.
5. Maturity date of each investment.
6. Description of the account or fund for which the investments were made.
7. Statement that the investment portfolio is in compliance with the Authority's investment policy and strategies.

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B. Security Pricing

Current market value of securities may be obtained by independent market pricing sources including, but not limited to, the Wall Street Journal, broker dealers and banks other than those who originally sold the security to the Authority as well as the Authority's safekeeping agent.

C. Annual Audit

If the Authority places funds in any investment other than registered investment pools or accounts offered by its depository bank, the above reports shall be formally reviewed at least annually by an independent auditor, and the result of the review shall be reported to the Executive Committee.

In addition, the Authority's external auditors shall conduct a compliance audit of management controls on investments and adherence to the Investment Policy.

IX. POLICY

A. Exemption

Any investment currently held that does not meet the guidelines of this policy or subsequent amended versions shall be exempted from the requirements of this policy. At maturity or liquidation, such monies shall be reinvested only as provided by this policy.

B. Annual Review

The Authority shall review the Investment Policy annually. This review shall be conducted by the Executive Committee with recommendations from the Executive Director. Any approved amendments shall be promptly incorporated into written policy.

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CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
SECURITY BROKER/DEALER QUESTIONNAIRE

1. Name of Firm: _____
2. Primary Representative: _____
 Acct Executive: _____ Title: _____
 Phone Number: _____ Phone #: _____
3. Is your firm registered with the Texas Securities Commission?
 No Yes [Include copy of registration]

 Is your firm NASD certified? No Yes [Include copy of certificates.]
4. Does your firm come under SEC regulation and their Uniform
 Net Capital Rule (Rule 152c3-1)? No Yes
5. What was your firm's total volume in US Treasuries/Agencies during you last fiscal year?

Firmwide	\$ _____	# of Transactions
Local Office	\$ _____	# of Transactions
6. Which instruments are traded regularly by the local desk?
 Treasuries Agencies
 Other
7. Please provide comparable public sector references.

Name of Entity	Contact Name	Phone Number
_____	_____	_____
_____	_____	_____
_____	_____	_____
8. Please submit a copy of your annual financial report.
9. Please submit your trading authorization form.
10. Please submit a copy of all necessary paperwork to establish an account with your firm.
11. Please describe a typical transaction between the Authority and your firm.
 Note deadlines or cut off times involved.
12. Do you clear through another firm? If so, what firm?
13. Has your firm ever been subject to a regulatory or state or federal agency investigation for alleged improper, fraudulent, disreputable or unfair activities related to the sale of government securities or money market instruments? Have any of your employees ever been so investigated? Explain.

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CERTIFICATION

I hereby certify that I have personally read the Investment Policy and objectives of the Central Texas Regional Mobility Authority (CTRMA) and have implemented reasonable procedures and a system of controls designed to preclude imprudent investment activities arising out of transactions conducted between our firm and CTRMA. I agree that our firm will not deliver or propose any investments that are not allowed under the CTRMA Investment Policy. All sales personnel will be routinely informed of your investment objectives, strategies and risk constraints whenever we are so advised. We will notify you immediately by telephone and in writing in the event of a material adverse change in our financial condition. We pledge to exercise due diligence in informing you of all foreseeable risks associated with financial transactions conducted with our firm. I attest to the accuracy of our responses to your questionnaire.

Signature

Firm Representative

Title

Date

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

RESOLUTION NO. 08-66

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


WHEREAS, the Board of Directors has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the CTRMA'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 October 2008 and has caused a Financial Report to be prepared which is attached hereto as Attachment "A."


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for October 2008, attached hereto as Attachment "A."

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 17th day of December, 2008.

Submitted and reviewed by:


Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:


Lowell H. Lebermann, Jr.
Vice Chairman, Board of Directors
Resolution Number 08-66
Date Passed 12/17/08

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

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2009	To Date 10/31/2008	Of Budget	To Date 10/31/2007
Toll Revenue-Cash-183A	530,000.00	492,447.34	92.91%	648,088.33
Toll Revenue-TxTag-183A	13,040,000.00	4,657,017.45	35.71%	4,488,806.61
Toll Revenue-HCTRA-183A	350,000.00	151,794.45	43.37%	0.00
Toll Revenue-NTTA-183A	180,000.00	78,709.50	43.73%	0.00
Video Tolls	430,000.00	223,835.39	52.05%	0.00
Fee Revenue	0.00	179,401.00		0.00
Operating Revenue	14,530,000.00	5,783,205.13	39.80%	5,136,894.94
Interest Income	1,133,500.00	498,929.98	44.02%	1,833,194.29
Reimbursed Expenditures	0.00	2,936.33		21,813.88
Total Revenue	15,663,500.00	6,285,071.44	40.13%	6,991,903.11

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2009	To Date 10/31/2008	Of Budget	To Date 10/31/2007
Regular	1,729,245.00	505,140.55	29.21%	364,020.04
Part Time	12,000.00	0.00		2,392.51
Overtime	4,000.00	71.43	1.79%	157.41
Contractual Employees	105,000.00	4,449.75	4.24%	33,880.50
TCDRS	244,264.00	62,026.52	25.39%	47,464.04
FICA	85,441.00	19,085.21	22.34%	15,057.38
FICA MED	26,031.00	7,106.11	27.30%	5,384.88
Health Insurance	184,994.00	49,153.96	26.57%	32,925.65
Life Insurance	5,707.00	1,596.22	27.97%	735.74
Auto Allowance	9,000.00	3,000.00	33.33%	2,450.00
Other Benefits	152,156.00	15,870.09	10.43%	18,604.31
Unemployment Taxes	2,079.00	108.64	5.23%	149.77
Salary Reserve	65,000.00	0.00		0.00
Total Salaries & Wages	2,624,917.00	667,608.48	25.43%	523,222.23

Contractual Services

Professional Services

Accounting	9,000.00	2,367.56	26.31%	2,833.72
Auditing	40,000.00	33,626.00	84.07%	22,560.00
General Engineering Consultant	360,000.00	132,128.06	36.70%	0.00
General System Consultant	250,000.00	66,048.46	26.42%	0.00
Toll Collection contract	1,440,000.00	313,761.91	21.79%	269,104.65
Toll collection mgt admi	75,000.00	9,310.72	12.41%	0.00
CSC mgt admin	45,000.00	0.00		0.00
Facility maintenance	100,000.00	9,330.32	9.33%	14,878.27
Toll perform plan	25,000.00	0.00		0.00
Human Resources	25,000.00	160.40	0.64%	8,011.10
Legal	200,000.00	7,538.31	3.77%	7,617.20
Photography	20,000.00	3,881.92	19.41%	259.00
Traffic & Revenue Consultants	40,000.00	0.00		22,500.00
Communications and Marketing	0.00	23,470.29		0.00
Transcripts	1,000.00	0.00		0.00
Total Professional Services	2,630,000.00	601,623.95	22.88%	358,110.04

Expenditures	Budget FY 2009	Actual Year To Date 10/31/2008	Percent Of Budget	Actual Year To Date 10/31/2007
Other Contractual Services				
IT Services	170,000.00	11,443.57	6.73%	11,213.73
Graphic Design Services	20,000.00	0.00		0.00
Website Maintenance	20,000.00	7,949.67	39.75%	95.00
Research Services	30,000.00	3,500.00	11.67%	0.00
Copy Machine	11,800.00	2,553.28	21.64%	2,652.60
Software licenses	23,000.00	7,624.86	33.15%	7,258.80
ETC system Maintenance	1,188,000.00	106,830.94	8.99%	0.00
ETC Development	399,000.00	0.00		0.00
ETC Testing	100,000.00	945.00	0.95%	0.00
Communications and Marketing	125,000.00	5,783.37	4.63%	0.00
Advertising	100,000.00	3,091.92	3.09%	1,380.00
Direct Mail	15,000.00	0.00		0.00
Video Production	10,000.00	3,400.00	34.00%	0.00
Television	5,000.00	0.00		0.00
Radio	25,000.00	0.00		600.00
Other Public Relations	2,500.00	0.00		1,032.73
Law Enforcement	260,000.00	51,918.00	19.97%	51,918.00
Special Assignments	30,000.00	0.00		0.00
Traffic Management	50,000.00	5,459.48	10.92%	0.00
Emergency Maintenance	40,000.00	0.00		0.00
Railroad Crossing Maintenance	10,000.00	0.00		0.00
Contingency Projects	100,000.00	0.00		0.00
Roadway Maintenance Contract	300,000.00	60,680.39	20.23%	0.00
Landscape Maintenance	100,000.00	3,034.00	3.03%	0.00
Signal & Illumination Maintenance	250,000.00	26,343.00	10.54%	0.00
Mowing and Litter Control	352,500.00	104,582.74	29.67%	0.00
Hazardous Material Cleanup	15,000.00	0.00		0.00
Striping	50,000.00	0.00		0.00
Graffiti Removal	5,000.00	936.00	18.72%	0.00
Cell Phones	9,760.00	1,583.32	16.22%	2,023.81
Local	18,500.00	5,032.33	27.20%	3,677.94
Long Distance	1,500.00	103.18	6.88%	130.97
Internet	6,060.00	1,016.40	16.77%	1,384.52
Fiber Optic System	62,900.00	10,206.25	16.23%	0.00
Other Communication Expense	2,000.00	725.26	36.26%	284.77
Subscriptions	2,000.00	0.00		26.00
Memberships	16,000.00	3,620.00	22.63%	1,307.50
Continuing Education	2,150.00	0.00		575.00
Professional Development	15,250.00	0.00		238.00
Seminars and Conferences	32,250.00	12,847.59	39.84%	8,639.00
Total Travel	0.00	22,319.50		15,828.63
Other Contractual Svcs	1,500.00	0.00		1,277.90
TxTag Collection Fees	1,077,600.00	9,318.64	0.86%	0.00
Contractual Contingencies	191,000.00	475.00	0.25%	988.00
Total Other Contractual Services	5,339,770.00	473,323.69	8.86%	120,857.90
Total Contractual Expenses	7,969,770.00	1,074,947.64	13.49%	478,967.94

Expenditures	Budget FY 2009	Actual Year To Date 10/31/2008	Percent Of Budget	Actual Year To Date 10/31/2007
Books & Publications	10,200.00	3,715.44	36.43%	992.70
Office Supplies Expense	19,600.00	492.58	2.51%	2,327.80
Computer Supplies Expense	5,250.00	1,190.99	22.69%	717.61
Copy Supplies Expense	2,000.00	277.35	13.87%	0.00
Annual Report Printing	10,000.00	0.00		0.00
Other Printed Reports	20,500.00	965.00	4.71%	14,870.06
Direct Mail-printing Expense	20,000.00	0.00		431.02
Office Supplies-printed	1,000.00	27.25	2.73%	567.13
Maintenance Supplies Expense	100.00	0.00		0.00
Promotional Items expense	10,000.00	0.00		0.00
Displays	5,000.00	0.00		0.00
Tools & Equipment Expense	11,500.00	313.05	2.72%	835.00
Misc Materials & Supplies	3,200.00	14.08	0.44%	6,073.00
Total Materials & Supplies Exp	153,350.00	6,995.74	4.56%	26,814.32

Expenditures	Budget FY 2009	Actual Year To Date 10/31/2008	Percent Of Budget	Actual Year To Date 10/31/2007
Operating Expenses				
Gasoline Expense	6,000.00	1,410.51	23.51%	937.07
Mileage Reimbursement	17,550.00	1,512.75	8.62%	1,896.84
Toll Tag Expense	1,650.00	723.54	43.85%	0.00
Parking	41,790.00	11,444.38	27.39%	7,128.94
Meeting Facilities	3,400.00	0.00		50.00
Community Events	20,000.00	0.00		0.00
Meeting Expense	7,250.00	809.31	11.16%	1,950.73
Public Notices	9,800.00	0.00		129.82
Postage	8,750.00	180.00	2.06%	870.99
Overnight Delivery Services	2,850.00	68.17	2.39%	236.92
Local Delivery Services	3,100.00	646.69	20.86%	477.67
Insurance	156,000.00	45,680.21	29.28%	20,072.41
Repair and Maintenance	500.00	0.00		0.00
Repair & Maintenance-Vehicles	1,000.00	205.77	20.58%	32.94
Repair and Maintenance Toll Equip	15,000.00	0.00		0.00
Rent	192,191.00	62,452.08	32.49%	60,657.76
Water	8,500.00	1,182.28	13.91%	0.00
Electricity	122,000.00	28,478.05	23.34%	23,060.61
Amortization Expense	1,140,000.00	417,181.92	36.59%	296,641.52
Dep Exp- Furniture & Fixtures	18,000.00	6,305.94	35.03%	5,539.44
Dep Expense - Equipment	4,200.00	6,288.27	149.72%	6,158.64
Dep Expense - Autos & Trucks	4,080.00	1,357.92	33.28%	1,357.92
Dep Expense-Buildng & Toll Fac	177,600.00	58,852.76	33.14%	57,480.16
Dep Expense-Highways & Bridges	5,040,000.00	2,064,717.40	40.97%	1,592,952.74
Dep Expense-Communic Equip	196,800.00	65,557.14	33.31%	65,610.52
Dep Expense-Toll Equipment	480,000.00	153,927.12	32.07%	150,666.40
Dep Expense - Signs	144,000.00	43,953.80	30.52%	43,822.16
Dep Expense-Land Improvemts	54,000.00	15,961.26	29.56%	13,657.24
Depreciation Expense-Computers	384,000.00	121,896.91	31.74%	116,767.54
Other Licenses	1,250.00	235.00	18.80%	0.00
Community Initiative Grants	67,000.00	25,000.00	37.31%	0.00
Total Operating Expense	8,328,261.00	3,136,029.18	37.66%	2,468,156.98
Financing Expenses				
Arbitrage Rebate	3,500.00	2,500.00	71.43%	0.00
Bond Issuance Expense	276,000.00	92,324.28	33.45%	482,526.76
Loan Fees	11,000.00	11,500.00	104.55%	11,000.00
Bond Issuance Cost	25,000.00	0.00		0.00
Trustee Fees	2,000.00	0.00		0.00
Bank Fees	25,000.00	7,660.53	30.64%	8,515.25
Interest Expense	11,144,632.00	3,813,538.76	34.22%	3,839,942.04
Contingency	20,000.00	0.00		0.00
Total Financing Expense	11,507,132.00	3,927,523.57	34.13%	4,341,984.05
Total Expenses	30,583,430.00	8,813,104.61	28.82%	7,839,145.52
Net Income	-14,919,930.00	-2,528,033.17		-847,242.41

**Central Texas Regional Mobility Authority
Balance Sheet**

As of

October 31, 2008

October 31, 2007

Assets

Current Assets

Cash in Operating Fund	68,135.15		(22,092.09)
Chase-Regions Trustee Account	3,600.96		4,103.96
Regions Trustee cash account	2,662.50		6,000.47
Cash In TexSTAR	1,307,787.07		5,749,658.07
Money Market Payroll Account	3,493.37		48,591.93
Fidelity Government MMA	3,679,638.27		2,606,352.52
Restricted Cash-TexStar	44,183,729.15		57,759,573.78
Total Cash Equivalents	49,174,647.86		66,164,176.30
Due From TTA	521,010.65		766,208.19
Due From NTTA	19,245.60		76,179.10
Due From HCTRA	35,311.50		62,843.40
Interest Receivable	36,880.26		4,325.01
Total Receivables	612,448.01		909,555.70
Certificates of Deposit	7,575,000.00		
Agencies	1,005,923.71		2,978,551.63
Prepaid Insurance	87,587.83		107,750.51
Total Prepaid Expenses	87,587.83		107,750.51
Total Current Assets	58,530,006.02		70,148,046.48

Construction Work In Process

Utility Relocation Expense	7,296.44		7,296.44
Consulting-Admin Services	30,456.38		28,559.43
Consulting-Reimbursed Expenses	5,137.68		5,137.68
Environmental Fees	16,664.52		0.00
Funding Costs	113,785.52		0.00
Legal Fees-Construction	909,983.76		521,170.73
Traffic & Revenue Analysis	3,200,421.58		1,647,301.30
Engineering	4,284,938.13		2,172,260.04
Right of Way	1,131,997.24		60,358.07
Project Management			
Total Preliminary Costs	9,700,681.25		4,442,083.69
Public Involvement	194,041.63		138,787.88
CDA Oversight	51,775.13		0.00
Total Construction Engineering	245,816.76		138,787.88
Design	2,125,559.75		0.00
Other Construction Costs	36,780.34		0.00
Total Construction Costs	2,162,340.09		0.00
Toll Collection System	162,806.55		27,220.00
Total Accrued Interest	0.00		0.00
Amortization Bond Issue Costs	0.00		0.00
Total Construction WIP	12,271,644.65		4,608,091.57

Fixed Assets

Computers	1,205,203.69		1,196,453.52	
Accum Deprec-Computers	<u>(608,670.68)</u>	596,533.01	<u>(243,419.01)</u>	953,034.51
Computer Software	5,996,807.93		4,893,155.21	
Accumulated Amortization-Software	<u>(1,547,468.02)</u>	4,449,339.91	<u>(405,434.22)</u>	4,487,720.99
Furniture and Fixtures	102,134.95		92,046.66	
Accum Deprec-Furn & Fixtures	<u>(38,991.58)</u>	63,143.37	<u>(20,722.34)</u>	71,324.32
Equipment	76,177.93		76,177.93	
Accum Depec-Equipment	<u>(39,457.05)</u>	36,720.88	<u>(20,462.70)</u>	55,715.23
Autos and Trucks	16,295.00		16,295.00	
Accum Deprec-Autos and Trucks	<u>(5,431.68)</u>	10,863.32	<u>(1,357.92)</u>	14,937.08
Buildings and Toll Facilities	7,062,332.11		6,897,618.00	
Accum Deprec-Buildings & Toll	<u>(247,379.03)</u>	6,814,953.08	<u>(71,850.20)</u>	6,825,767.80
Highways and Bridges	197,459,450.54		192,665,145.77	
Accum Deprec-Highways & Bridge	<u>(7,325,537.21)</u>	190,133,913.33	<u>(1,989,432.34)</u>	190,675,713.43
Communication Equipment	1,938,955.13		1,938,955.13	
Accum Deprec-Comm Equip	<u>(287,144.12)</u>	1,651,811.01	<u>(90,445.96)</u>	1,848,509.17
Toll Equipment	4,587,114.80		4,519,992.00	
Accum Deprec-Toll Equip	<u>(648,531.72)</u>	3,938,583.08	<u>(188,333.00)</u>	4,331,659.00
Signs	5,329,323.76		5,260,262.00	
Accum Deprec-Signs	<u>(186,402.46)</u>	5,142,921.30	<u>(54,777.70)</u>	5,205,484.30
Land Improvements	1,031,686.00		819,435.00	
Accum Deprec-Land Improv	<u>(62,468.77)</u>	969,217.23	<u>(17,071.55)</u>	802,363.45
Right of Way		22,704,834.88		22,767,758.41
Leasehold Improvements		75,160.15		44,567.38
Total Fixed Assets		236,587,994.55		238,084,555.07
Other Assets				
Security Deposits		9,483.30		8,643.30
Long Term Investments				
GIC		0.00		5,187,641.87
Other Assets				
Intangible Assets		650.00		650.00
2005 Bond Issuance Costs		8,585,909.06		9,086,998.48
Total Assets		315,985,687.58		327,124,626.77

Liabilities**Current Liabilities**

Accounts Payable		29,449.93		30,735.22
Salaries Payable		53,940.00		0.00
Interest Payable		2,757,542.76		3,839,942.04
TCDRS Payable		22,215.83		20,397.35
Due to State of Texas		32.04		28.52
Total Current Liabilities		2,863,180.56		3,891,103.13

Long Term Liabilities

Accrued Vac & Sick Leave Paybl		205,137.00		150,835.00
Retainage Payable		64,537.19		4,574,726.92
BANS 2005		0.00		66,000,000.00
Senior Lien Revenue Bonds 2005		170,521,942.82		169,715,619.24
Sn Lien Rev Bnd Prem/Disc 2005		5,198,367.21		5,623,996.97
TIFIA note 2008		68,603,696.00		0.00
Total Long Term Liabilities		244,593,680.22		246,065,178.13
Total Liabilities		247,456,860.78		249,956,281.26

Net Assets Section

Contributed Capital	18,334,845.57	18,430,634.57
Net Assets beginning	52,722,014.40	59,584,953.35
Current Year Operations	<u>(2,528,033.17)</u>	<u>(847,242.41)</u>
Total Liabilities and Net Assets	<u>315,985,687.58</u>	<u>327,124,626.77</u>

CTRMA INVESTMENT REPORT

	Month Ending 10/31/2008				Current Rate as of 10/31/2008	
	Balance 9/30/2008	Additions	Discount Amortization	Accrued Interest		Withdrawals
Amount in Trustee TexStar						
Additional Projects Fund	8,194,962.24			9,999.86	2,429,571.02	5,775,391.08
Construction Fund	7,944,717.33			11,941.17	236,735.82	7,719,922.68
General Fund	7,886,714.18	467,348.57		12,155.48		8,366,218.23
Trustee Operating Fund	3,188,598.72	400,000.00		4,997.29	106,830.94	3,486,765.07
Renewal & Replacement Fund	102,076.44			154.53		102,230.97
TxDOT Grant Fund	11,261,133.39			12,336.72	3,232,128.06	8,041,342.05
Revenue Fund	614.57			0.93		615.50
Debt Service Reserve Fund	10,675,082.86			16,160.71		10,691,243.57
	49,253,899.73	867,348.57	0.00	67,746.69	6,005,265.84	44,183,729.15
	1,865,405.38			2,374.21	559,992.52	1,307,787.07
Amount in TexStar Operating Fund						
Fidelity Money Market Fund						
-Operating Fund	0.07	638,959.00		76.70	638,959.00	76.77
-Additional Projects Fund	29,235.26	2,429,571.02		143.03	2,442,909.05	16,040.26
-Construction Fund	136,627.76	236,735.82		218.24	260,578.25	113,003.57
-Debt Service Fund	1,867,451.56	619,958.33		2,472.12		2,489,882.01
-Subordinate Lien DS Fund	7,829.81			13.02		7,842.83
-TxDOT Grant Fund	26,371.23	3,232,128.06		1,423.40	3,232,128.06	27,794.63
-Renewal and Replacement	38,900.99			882.75		39,783.74
-Revenue Fund	799,422.73	1,556,257.05		1,533.11	1,487,306.90	869,905.99
-General Fund	0.56	0.00		65.11	0.00	65.67
-Debt Service Reserve Fund	110,229.76			5,013.04		115,242.80
	3,016,069.73	8,713,609.28	0.00	11,840.52	8,061,881.26	3,679,638.27
	2,324.35	103,000.00		10.75	101,841.73	3,493.37
Money Market Fund-payroll						
	1,006,352.99		(429.27)	3,583.34		1,005,923.72
	1,006,352.99	0.00	(429.27)	3,583.34	0.00	1,005,923.72
Amount in Fed Agencies						
Amortized Principal	4,475,000.00	3,100,000.00		20,763.75		7,575,000.00
Accrued Interest	51,119,305.11	867,348.57	0.00	70,120.90	6,565,258.36	45,491,516.22
	3,018,394.08	8,816,609.28	0.00	11,851.27	8,163,722.99	3,683,131.64
	1,006,352.99	0.00	(429.27)	3,583.34	0.00	1,005,923.72
Certificates of Deposit						
Total in Pools	59,619,052.18	12,783,957.85	(429.27)	106,319.26	14,728,981.35	57,755,571.58
Total in Money Market						
Total in Fed Agencies						
Total Invested						

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

October 08 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to		Matures	Oct 08		Cumulative		FUND
			Maturity	Purchased		Interest	Interest Earned	Interest Received		
First Trust Bank	33732NAP0	100,000	3.25%	5/21/2008	5/21/2009	\$ 267.12	\$ 1,438.60	\$ 1,383.72	Renewal and Replacement	
Merrick Bank	59012YRW9	100,000	3.30%	5/21/2008	5/21/2009	\$ 278.27	\$ 1,466.22	\$ 1,466.22	Renewal and Replacement	
Capmark Bank	140653UQ7	100,000	3.30%	5/21/2009	5/21/2009	\$ 278.27	\$ 1,466.22	\$ 1,466.22	Renewal and Replacement	
Farmers & Merchants Bank	308680AJ6	100,000	3.30%	5/23/2008	5/23/2009	\$ 271.23	\$ 1,442.34	\$ 1,378.18	Renewal and Replacement	
Centennial Bank	30943UBX5	99,000	3.25%	9/4/2008	5/4/2008	\$ 264.45	\$ 496.83	\$ 264.45	Renewal and Replacement	
Cathay Bank	149159DV4	100,000	3.40%	6/13/2008	6/12/2009	\$ 286.23	\$ 1,310.30	\$ 1,310.30	TxDOT Grant Fund	
Wright Exp Fin Serv	98233PNY9	100,000	3.35%	6/13/2008	6/12/2009	\$ 281.98	\$ 1,290.72	\$ 1,290.72	TxDOT Grant Fund	
First National Bank	32115CAW8	100,000	3.35%	6/18/2008	6/18/2009	\$ 281.83	\$ 1,234.28	\$ 1,234.28	TxDOT Grant Fund	
Firstcity Bank	33765PCS7	100,000	3.35%	6/12/2008	6/12/2009	\$ 275.34	\$ 1,287.22	\$ 1,119.72	TxDOT Grant Fund	
SCB Bank	78391TCX5	100,000	3.35%	6/13/2008	6/13/2009	\$ 275.34	\$ 1,287.22	\$ 1,119.72	TxDOT Grant Fund	
Horicon Bank	440392ED6	100,000	3.35%	6/17/2008	6/17/2009	\$ 281.85	\$ 1,243.68	\$ 1,243.68	TxDOT Grant Fund	
New South Savings Bank	64880T5A1	100,000	3.35%	6/12/2008	6/12/2009	\$ 281.98	\$ 1,290.72	\$ 1,290.72	TxDOT Grant Fund	
Oregon Community Bank	68583TCD8	100,000	3.35%	6/18/2008	6/18/2009	\$ 275.34	\$ 1,231.39	\$ 1,119.72	TxDOT Grant Fund	
Capital Bank	14056MCC7	100,000	3.35%	6/18/2008	6/18/2009	\$ 275.34	\$ 1,231.39	\$ 1,119.72	TxDOT Grant Fund	
New Century Bank	64353PDU4	100,000	3.40%	6/18/2008	6/18/2009	\$ 279.45	\$ 1,249.77	\$ 1,136.44	TxDOT Grant Fund	
United FSB Bank	06651NAW8	100,000	3.20%	7/11/2008	1/12/2009	\$ 268.54	\$ 972.38	\$ 972.38	Senior Lien Debt Service Reserve	
Union Bank	905200AP6	100,000	3.05%	7/16/2008	12/16/2009	\$ 250.68	\$ 887.37	\$ 768.76	Senior Lien Debt Service Reserve	
Viking Community Bank	92676MBR1	100,000	3.10%	7/16/2008	1/16/2009	\$ 254.79	\$ 901.93	\$ 781.37	Senior Lien Debt Service Reserve	
Midfirst Bank	59740LV84	100,000	3.10%	7/16/2008	1/16/2009	\$ 259.98	\$ 898.49	\$ 781.37	Senior Lien Debt Service Reserve	
Randolph Bank and Trust	75237NAH9	100,000	3.10%	7/16/2008	1/16/2009	\$ 254.79	\$ 901.93	\$ 781.37	Senior Lien Debt Service Reserve	
Community West Bank	20415QC7	100,000	3.10%	7/16/2008	1/16/2009	\$ 254.79	\$ 901.93	\$ 781.37	Senior Lien Debt Service Reserve	
Montgomery Bank SA	613118AV0	100,000	3.15%	7/16/2008	1/16/2009	\$ 264.20	\$ 913.03	\$ 793.96	Senior Lien Debt Service Reserve	
Quad City Bank	74731SAU3	100,000	3.15%	7/16/2008	1/16/2009	\$ 258.90	\$ 916.46	\$ 793.96	Senior Lien Debt Service Reserve	
Cascade Bank	147352DJ4	100,000	3.15%	7/16/2008	1/16/2009	\$ 258.90	\$ 916.46	\$ 793.96	Senior Lien Debt Service Reserve	
Washington Trust bank	940615FB8	100,000	3.15%	7/16/2008	1/16/2009	\$ 258.90	\$ 916.46	\$ 793.96	Senior Lien Debt Service Reserve	
FirstBank	337629VW6	100,000	3.20%	7/16/2008	1/16/2009	\$ 263.01	\$ 931.01	\$ 806.57	Senior Lien Debt Service Reserve	
GE Capital Financial	36160WBK4	100,000	3.20%	7/16/2008	1/16/2009	\$ 268.42	\$ 927.57	\$ 793.96	Senior Lien Debt Service Reserve	
NY Community Bank	649447NPO	100,000	3.20%	7/16/2008	1/16/2009	\$ 268.42	\$ 927.57	\$ 793.96	Senior Lien Debt Service Reserve	
State Bank	856283HW9	100,000	3.20%	7/16/2008	1/16/2009	\$ 268.42	\$ 927.57	\$ 793.96	Senior Lien Debt Service Reserve	
Paragon Bank and Trust	69911NCQ3	100,000	3.15%	7/17/2008	1/20/2009	\$ 258.90	\$ 907.71	\$ 793.96	Senior Lien Debt Service Reserve	
Washington Mutual Bank	939371NZ9	100,000	3.25%	7/17/2008	1/16/2009	\$ 272.62	\$ 933.02	\$ 793.96	Senior Lien Debt Service Reserve	
Central Bank	152526CY3	98,000	3.10%	7/18/2008	1/20/2009	\$ 254.74	\$ 863.52	\$ 765.74	Senior Lien Debt Service Reserve	
Madison County Bank	55677LAU3	98,000	3.10%	7/18/2008	1/20/2009	\$ 249.70	\$ 867.01	\$ 778.09	Senior Lien Debt Service Reserve	
Ranier Pacific Bank	75087WCS4	98,000	3.15%	7/18/2008	1/16/2009	\$ 253.73	\$ 880.99	\$ 778.09	Senior Lien Debt Service Reserve	
Heritage Community Bank	42723UBA8	98,000	3.15%	7/18/2008	1/20/2009	\$ 253.73	\$ 880.99	\$ 778.09	Senior Lien Debt Service Reserve	
Syringa Bank	87182PB9	100,000	3.20%	7/18/2008	1/20/2009	\$ 268.38	\$ 909.66	\$ 793.96	Senior Lien Debt Service Reserve	
Security Bank and Trust	813788BL9	98,000	3.15%	7/21/2008	1/21/2009	\$ 258.81	\$ 851.57	\$ 765.74	Senior Lien Debt Service Reserve	
Patriot State Bank	703375AE5	98,000	3.10%	7/23/2008	1/23/2009	\$ 249.70	\$ 824.81	\$ 765.74	Senior Lien Debt Service Reserve	
Williamsburg FNB	969555CA7	98,000	3.10%	7/23/2008	1/23/2009	\$ 249.70	\$ 824.81	\$ 765.74	Senior Lien Debt Service Reserve	
First South Bank	33644DAC8	98,000	3.10%	7/23/2008	1/23/2009	\$ 249.70	\$ 824.81	\$ 765.74	Senior Lien Debt Service Reserve	
Signature Bank	82669LCC5	98,000	3.15%	7/23/2008	1/23/2009	\$ 253.73	\$ 838.12	\$ 778.09	Senior Lien Debt Service Reserve	
Bank of Florida SW	06425CBX4	98,000	3.15%	7/23/2008	1/23/2009	\$ 253.73	\$ 838.12	\$ 778.09	Senior Lien Debt Service Reserve	
Florida Ft Lauderdale Bank	062131CJ4	98,000	3.15%	7/23/2008	1/23/2009	\$ 253.73	\$ 838.12	\$ 778.09	Senior Lien Debt Service Reserve	
National Bank of Commerce	63336PBC0	98,000	3.15%	7/23/2008	1/23/2009	\$ 253.73	\$ 838.12	\$ 778.09	Senior Lien Debt Service Reserve	
Corefirst Bank	21871AAK5	100,000	3.15%	7/25/2008	1/26/2009	\$ 264.00	\$ 833.67	\$ 778.09	Senior Lien Debt Service Reserve	
Regions Bank	CDRB12282	100,000	3.70%	10/1/2008	2/4/2009	\$ 314.25	\$ 314.25	\$ 314.25	Senior Lien Debt Service Reserve	
Regions Bank	CDRB12290	3,000,000	3.23%	10/1/2008	6/30/2009	\$ 8,544.11	\$ 8,544.11	\$ 8,544.11	TxDOT Grant Fund	
							20,763.75	54,420.44	23,468.45	
							7,575,000.00			

INVESTMENTS by FUND

Balance
October 31, 2008

Additional Projects Fund			
TexSTAR	5,775,391.08		
Fidelity	16,040.26		
			5,791,431.34
Construction Fund			
TexSTAR	7,719,922.68		
Fidelity	113,003.57		
			7,832,926.25
Renewal & Replacement Fund			
TexSTAR	102,230.97		
Fidelity	39,783.74		
CD's	499,000.00		
			641,014.71
TxDOT Grant Fund			
TexSTAR	8,041,342.05		
Fidelity	27,794.63		
CD's	4,100,000.00		
Agencies	1,005,923.72		
			13,175,060.40
Subordinate Lien DS Fund			
TexSTAR	0.00		
Fidelity	7,842.83		
			7,842.83
Debt Service Reserve Fund			
TexSTAR	10,691,243.57		
Fidelity	115,242.80		
CD's	2,976,000.00		
			13,782,486.37
Debt Service Fund			
TexSTAR	0.00		
Fidelity	2,489,882.01		
			2,489,882.01
Operating Fund			
TexSTAR	1,307,787.07		
TexSTAR-Trustee	3,486,765.07		
MMA Payroll	3,493.37		
Fidelity	76.77		
			4,798,122.28
Revenue Fund			
TexSTAR	615.50		
Fidelity	869,905.99		
			870,521.49
General Fund			
TexSTAR	8,366,218.23		
Fidelity	65.67		
			8,366,283.90
			<u>57,755,571.58</u>



Monthly Newsletter - October 2008

Performance

As of October 31, 2008

Current Invested Balance	\$4,653,785,653.26
Weighted Average Maturity (1)	38 Days
Weighted Average Maturity (2)	81 Days
Net Asset Value	0.999727
Total Number of Participants	659
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$7,778,138.43
Management Fee Collected	\$211,967.69
% of Portfolio Invested Beyond 1 Year	0.54%
Standard & Poor's Current Rating	AAAm

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

October Averages

Average Invested Balance	\$5,005,248,062.38
Average Monthly Yield, on a simple basis	1.7825%
Average Weighted Average Maturity (1)*	39 Days
Average Weighted Average Maturity (2)*	82 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.

New Participants

We would like to welcome the following entities who joined the TexSTAR program in October 2008:

- ★ Zephyr ISD
- ★ Corsicana ISD
- ★ Montgomery ISD
- ★ Brewster County
- ★ Grandview ISD
- ★ San Marcos CISD
- ★ North Hardin Water Supply Corporation
- ★ Terrell County WCID 1

Holiday Reminder

In observance of the **Veterans Day holiday**, **TexSTAR will be closed on Tuesday, November 11, 2008**. All ACH transactions initiated on Monday, November 10th, will settle on Wednesday, November 12th.

In observance of the **Thanksgiving Day holiday**, **TexSTAR will be closed on Thursday, November 27, 2008**. All ACH transactions initiated on Wednesday, November 26th, will settle on Friday, November 28th.

Economic Commentary

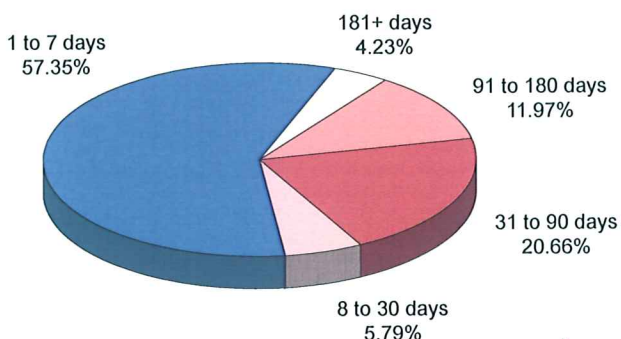
The most recent wave of market turmoil that began in September continued in October, with spreads across fixed income markets reaching record levels and global equity markets seeing one of their worst months ever. However, unprecedented injections of liquidity and the establishment of numerous backstop facilities by the Federal Reserve and related actions by the Treasury Department appear to have finally managed to thaw money markets over the last half of the month. Additionally, tentative signs are emerging of some recovery in corporate bond issuance. To be sure, financial conditions are very tight, but they are gradually improving. In monitoring financial conditions moving forward, the primary concerns are equity prices, due to the wealth implications for households, the corporate bond market, a primary source of funding for business expansion, and consumer credit growth. Should financial conditions continue to improve, a slight decline in GDP is expected in the fourth quarter followed by unchanged growth in first quarter 2009. Why not expect even weaker growth? First, trade is expected to remain quite supportive. Second, inventories remain lean. Third, the decline in gas prices should somewhat offset the combined impact of credit tightening, falling wealth, and a weaker labor market on consumer spending. Fourth, the two most credit sensitive sectors, housing and autos, have already fallen very sharply, limiting the downside to some extent. Finally, while details remain unclear, another dose of fiscal stimulus is now very likely by early first quarter. Some further easing from an already low 1% is possible in Q4, but the timing and magnitude will depend both on financial conditions and economic data.

This information is an excerpt from an economic report dated October 2008 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

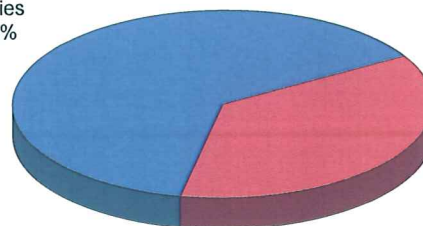
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of October 31, 2008



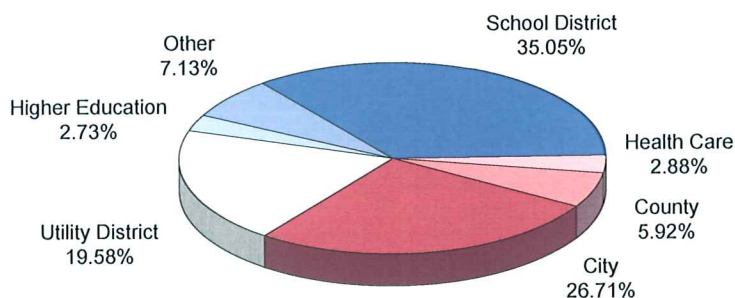
Agencies
63.49%



Repurchase
Agreements
36.51%

Portfolio by Maturity As of October 31, 2008

Distribution of Participants by Type As of October 31, 2008



Performance

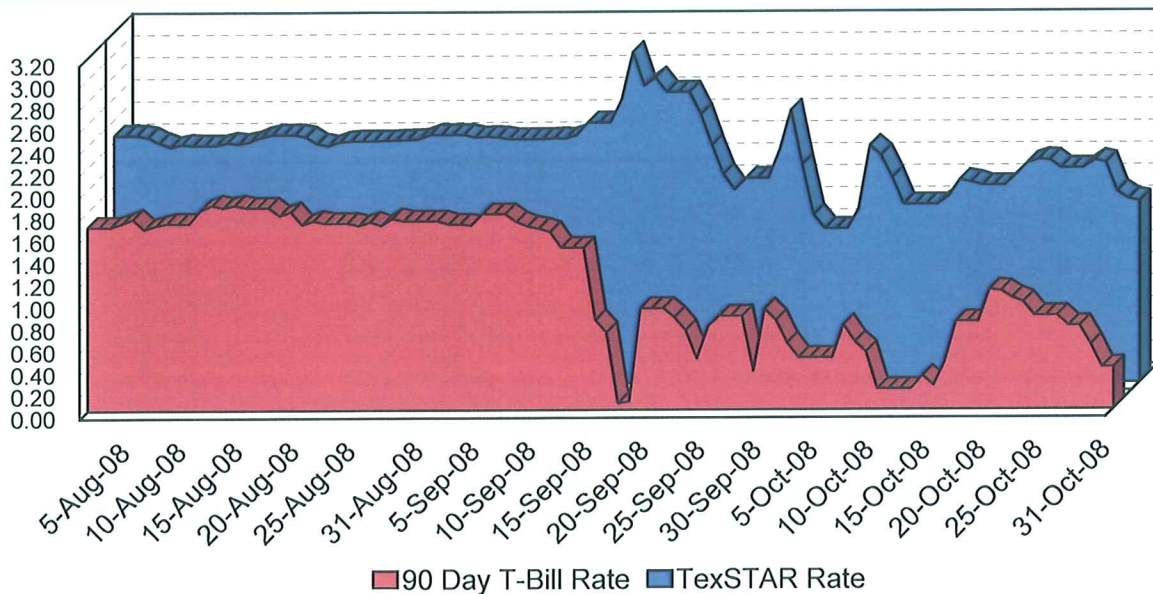
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Oct 08	1.7825%	\$ 4,653,785,653.26	\$ 4,652,712,677.18	0.999727	39	82	659
Sep 08	2.2986%	5,252,346,054.07	5,248,471,023.31	0.999262	34	81	650
Aug 08	2.2120%	4,936,314,476.42	4,933,265,676.60	0.999370	36	87	647
Jul 08	2.1874%	5,328,247,286.85	5,325,742,811.75	0.999529	30	84	643
Jun 08	2.2467%	5,450,912,795.58	5,448,966,529.06	0.999642	31	86	637
May 08	2.2194%	5,893,819,751.64	5,893,907,633.72	1.000013	28	87	627
Apr 08	2.4396%	6,349,528,618.20	6,349,341,491.76	0.999970	21	82	623
Mar 08	2.9807%	6,635,062,776.30	6,636,736,509.65	1.000252	17	82	616
Feb 08	3.4224%	6,294,186,095.49	6,296,863,425.91	1.000401	17	82	609
Jan 08	4.2033%	5,919,661,192.90	5,923,891,294.00	1.000714	22	80	603
Dec 07	4.5430%	5,180,414,831.71	5,181,584,153.60	1.000202	21	79	594
Nov 07	4.6975%	4,999,671,312.52	5,000,767,637.47	1.000190	18	79	591
Oct 07	4.9007%	4,793,406,663.48	4,794,712,410.18	1.000272	19	84	584

Portfolio Asset Summary as of October 31, 2008

	Book Value	Market Value
Uninvested Balance	\$ 1,958.30	\$ 1,958.30
Accrual of Interest Income	6,330,872.03	6,330,872.03
Interest and Management Fees Payable	(7,754,677.52)	(7,754,677.52)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreements	1,699,399,000.00	1,699,399,000.00
Government Securities	2,955,808,500.45	2,954,735,524.37
Total	\$ 4,653,785,653.26	\$ 4,652,712,677.18

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for October 2008

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
1-Oct-08	1.9773%	0.0000541720	5,258,975,997.53	0.999326	37	82
2-Oct-08	1.5216%	0.0000416870	5,217,853,518.47	0.999487	37	82
3-Oct-08	1.3980%	0.0000383020	5,197,946,509.88	0.999544	37	82
4-Oct-08	1.3980%	0.0000383020	5,197,946,509.88	0.999544	37	82
5-Oct-08	1.3980%	0.0000383020	5,197,946,509.88	0.999544	37	82
6-Oct-08	1.5727%	0.0000430890	5,115,965,358.98	0.999810	40	86
7-Oct-08	2.1485%	0.0000588620	5,145,184,451.78	0.999691	40	85
8-Oct-08	2.0612%	0.0000564700	5,137,337,122.04	0.999859	39	84
9-Oct-08	1.8577%	0.0000508960	5,125,430,938.61	0.999820	39	84
10-Oct-08	1.6165%	0.0000442870	5,149,708,690.48	0.999949	40	82
11-Oct-08	1.6165%	0.0000442870	5,149,708,690.48	0.999949	40	82
12-Oct-08	1.6165%	0.0000442870	5,149,708,690.48	0.999949	40	82
13-Oct-08	1.6165%	0.0000442870	5,149,708,690.48	0.999949	40	82
14-Oct-08	1.6856%	0.0000461810	5,100,779,627.40	0.999806	41	83
15-Oct-08	1.8351%	0.0000502770	5,072,562,475.80	0.999806	41	83
16-Oct-08	1.8177%	0.0000498000	5,052,382,611.85	0.999719	41	83
17-Oct-08	1.7880%	0.0000489870	4,989,581,273.68	0.999602	40	82
18-Oct-08	1.7880%	0.0000489870	4,989,581,273.68	0.999602	40	82
19-Oct-08	1.7880%	0.0000489870	4,989,581,273.68	0.999602	40	82
20-Oct-08	1.8780%	0.0000514520	4,929,998,089.12	0.999509	40	83
21-Oct-08	1.9868%	0.0000544330	4,912,788,823.07	0.999676	40	82
22-Oct-08	2.0201%	0.0000553460	4,841,955,973.26	0.999738	41	83
23-Oct-08	2.0153%	0.0000552140	4,861,291,547.52	0.999757	41	83
24-Oct-08	1.9424%	0.0000532160	4,799,616,907.19	0.999756	40	82
25-Oct-08	1.9424%	0.0000532160	4,799,616,907.19	0.999756	40	82
26-Oct-08	1.9424%	0.0000532160	4,799,616,907.19	0.999756	40	82
27-Oct-08	2.0107%	0.0000550890	4,871,606,273.86	0.999749	39	81
28-Oct-08	1.9898%	0.0000545140	4,870,504,432.17	0.999804	39	80
29-Oct-08	1.7272%	0.0000473210	4,757,297,383.65	0.999854	40	82
30-Oct-08	1.6599%	0.0000454780	4,676,720,821.28	1.000085	40	82
31-Oct-08	1.6398%	0.0000449250	4,653,785,653.26	0.999727	38	81
Average	1.7825%	0.000048834	5,005,248,062.38		39	82

TexSTAR Participant Services
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TexSTAR Board Members

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

