

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

RESOLUTION NO. 10-103

Adopting a Damage Claim Recovery Policy

WHEREAS, the Board of Directors is authorized under Chapter 370 of the Texas Transportation Code to adopt rules for the regulation of CTRMA's affairs and the conduct of its business; and

WHEREAS, from time to time, CTRMA property is damaged under circumstances where a third party may be liable to CTRMA for the cost of repairing or replacing the damaged property; and

WHEREAS, the Executive Director has recommended that the Board adopt policies and procedures by which the CTRMA staff acts to recover the full costs of repairing or replacing CTRMA property that is damaged by third-parties who may be responsible for the damage.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors adopts the Damage Claim Recovery Policy attached as Exhibit "A" to this Resolution as a formal policy of the Central Texas Regional Mobility Authority; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to promulgate and adopt administrative rules, regulations, and forms as may be needed or desirable to implement the Damage Claim Recovery Policy, provided those administrative rules and regulations are consistent with that policy.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 8th day of December, 2010.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 10-103
Date Passed: 12/08/10

Exhibit A

Damage Claim Recovery Policy

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

DAMAGE CLAIM RECOVERY POLICY

I. Purpose.

This Policy sets forth guidelines for management and collection of claims by CTRMA against an individual, company, or organization for damage to a CTRMA transportation project. This Policy is not intended to apply to damage to CTRMA property resulting from the actions of contractors engaged in the construction, maintenance, or repair of CTRMA projects.

II. Definitions.

<u>Accident:</u>	A collision, crash, or impact, with or without apparent cause, involving one or more vehicles.
<u>Damage:</u>	Loss or harm to a transportation project resulting from an accident or from a deliberate act, including an act of vandalism. Damage does not include wear and tear caused by normal use of a transportation project.
<u>Insurer:</u>	An insurance company authorized to write motor vehicle insurance in this state and through which a responsible party had a motor vehicle insurance policy in effect at the time of an accident.
<u>Responsible Party:</u>	The owner or operator of a vehicle involved in an accident resulting in damage or the person responsible for a deliberate act resulting in damage to a CTRMA transportation project.
<u>Transportation Project:</u>	A turnpike project, passenger or freight rail facility, roadway, pedestrian or bicycle facility, or any other facility or structure included within the definition of "transportation project" set forth in Section 370.003(13), Texas Transportation Code.
<u>Vehicle:</u>	A device in or by which a person or property is or may be transported or drawn on a public highway, other than a device used exclusively on stationary rails or tracks. Includes, without limitation, a passenger car, truck, bus, tractor, trailer, semi-trailer, all-terrain vehicle, recreational vehicle, motorcycle, moped, or bicycle.

III. Collection of Damage Claims.

CTRMA shall seek reimbursement from the responsible party for costs it incurs to repair damage to a transportation project owned or maintained by the CTRMA, including the cost of labor, materials, equipment. Additionally, the CTRMA may seek reimbursement for any internal or external administrative or other costs the Authority necessarily incurs in connection with making repairs to the damage and obtaining reimbursement for those costs.

The Executive Director shall develop and implement procedures for maintaining records of all damage claims and notifying a responsible party and/or the party's insurer, as appropriate, of the existence and nature of damage claim by CTRMA and for recovering the cost of the repairs. A responsible party and the insurer shall be provided with a copy of any police report relating to the accident or damage, a description of the damage, and a summary of the costs incurred or estimates of costs to be incurred for repairing the damage. CTRMA shall provide a process for a responsible party and the insurer to dispute the liability of a responsible party or the existence or amount of a damage claim.

If a responsible party who did not have an insurance policy in effect at the time of an accident fails to pay a claim for damages totaling at least \$1,000.00 within 90 days after notice of a claim is sent to the responsible party by CTRMA, CTRMA may notify the Texas Department of Public Safety and may recommend that the responsible party's driver's license be suspended in accordance with procedures set forth in Subchapter F, Chapter 601, Texas Transportation Code.

For a damage claim that totals at least \$500 against a responsible party who did not have a motor vehicle insurance policy in effect at the time of an accident, CTRMA may enter into a payment plan with the responsible party; provided, however, that payments shall not extend beyond a one year period.

A damage claim of less than \$25,000.00 may be compromised or settled in the best interests of CTRMA with the approval of the Executive Director. A damage claim that equals or exceeds \$25,000.00 may be compromised or settled only with the approval of the Board of Directors.

If CTRMA is unable to collect a damage claim through its internal collection procedures, the claim may be assigned to a collection agency or, with the approval of the Board of Directors, CTRMA may institute a civil action to recover its damages in a court of competent jurisdiction. All efforts by CTRMA to recover costs of repairing damage to CTRMA property shall comply with applicable state and federal laws and regulations governing the collection of debts.

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

RESOLUTION NO. 10-104

Awarding Two Contracts for Human Resources Advisory Services

WHEREAS, CTRMA issued a request for proposals for human resources advisory services on August 24, 2010 (the "RFP"), and three responsive proposals were received by the submittal deadline of September 10, 2010 established by the RFP; and

WHEREAS, the three proposals were reviewed and evaluated in accordance with CTRMA's procurement policies; and

WHEREAS, after a review and analysis of the proposals by a review team and the Executive Director, the Executive Director recommends awarding contracts to two of the respondents to provide certain human resource advisory services in amounts not to exceed the amounts specified by this Resolution.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors adopts the recommendation of the Executive Director and awards a contract to BDO USA, L.L.P to evaluate employee compensation and benefits, conduct a compensation survey per position; develop a performance appraisal system; design a performance incentive system; assist in recruitment; and provide general employment information and guidance for an annual amount not to exceed \$60,000 for an initial term of three years, with two renewal options of one year each; and

BE IT FURTHER RESOLVED that the Board of Directors adopts the recommendation of the Executive Director and awards a contract to Human Performance Strategies to develop a management and executive training system and provide advice on employee relations issues for an annual amount not to exceed \$20,000 for an initial term of three years, with two renewal options of one year each; and

BE IT FURTHER RESOLVED that the Board of Directors authorizes the Executive Director to finalize and execute a contract with BDO USA, L.L.P and with Human Performance Strategies on the terms and conditions acceptable to the Executive Director and consistent with the RFP, CTRMA procurement policies, and the RFPs submitted by these respondents, and this Resolution.

[Signatures are on the following page]

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 8th day of December, 2010.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-104
Date Passed 12/08/10

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

RESOLUTION NO. 10-105

Awarding a Contract for General Systems Consultant Services

WHEREAS, CTRMA issued a request for proposals for general systems consultant services on October 15, 2010 (the "RFP"), and three responsive proposals were received by the submittal deadline of November 8, 2010 established by the RFP; and

WHEREAS, the three proposals were reviewed and evaluated in accordance with CTRMA's procurement policies; and

WHEREAS, after a review and analysis of the proposals by a review team and the Executive Director, the Executive Director recommends awarding the contract to MSX, International the respondent with the best value proposal to provide general systems consultant services, in an amount not to exceed the amount specified by this Resolution.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors adopts the recommendation of the Executive Director and awards a contract to MSX, International to provide general systems consultant services for an annual amount not to exceed \$175,000 and for a term of no more than five years, terminable at the desire of either party; and

BE IT FURTHER RESOLVED that the Board of Directors authorizes the Executive Director to finalize and execute a contract with MSX, International on terms and conditions acceptable to the Executive Director and consistent with the RFP, CTRMA procurement policies, the response to the RFP submitted by MSX, International and this Resolution.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 8th day of December, 2010.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-105
Date Passed 12/08/10



CENTRAL TEXAS
Regional Mobility Authority

Memo

To: Board Members
From: Ron Fagan
Date: December 8, 2010
Re: General Systems Consultant Contract

In March 2006 the Executive Director executed a contract with MSX, International to provide General System Consultant services with an initial term of three years and two one year extensions. The current contract will expire February 28, 2011.

The Mobility Authority issued a Request for Qualifications (RFQ) and received proposals from MSX International; Jacobs; and Wilbur Smith and Associates. The Executive Director authorized a selection committee to review proposals submitted and score them based on the key areas outlined within the RFQ.

The committee scores were tabulated and staff is recommending MSX International. This is an action item seeking Board authorization to enter into contract negotiations with MSX International.

The term of the contract will be for three years with two one-year renewal options for a total of five years. The Mobility Authority budgeted \$175,000 for this contract this year. We do not anticipate a need to change that figure based on this procurement.

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

RESOLUTION NO. 10-106

**Authorizing a Program for Free or Discounted Use of CTRMA Toll Projects
by Certain Eligible Vehicles Subject to Funding by
the State of Texas to Defray the Cost of the Program**

WHEREAS, in 2009, the 81st Texas Legislature passed and the Governor signed H.B. 3139, which took effect on September 1, 2009; and

WHEREAS, Section 372.053 of the Transportation Code, enacted by H.B. 3139, authorizes a toll project entity such as the Central Texas Regional Mobility Authority to establish a program for free or discounted use of a toll project for a vehicle registered under Transportation Code § 504.202 [disabled veterans], § 504.315(g) ["recipients of the Purple Heart"], or to "a person who has received the Medal of Honor;" and

WHEREAS, in subsection (b) of Section 372.053, the Legislature provided that "[t]he legislature may appropriate funds from the general revenue fund to a toll project entity to defray the cost of providing free or discounted use of the entity's toll project ..."; and

WHEREAS, the Board of Directors supports the idea of establishing a program to provide free or discounted use of CTRMA's toll projects to vehicles eligible under Section 372.053, provided that the State of Texas, rather than the other users of CTRMA toll projects, defrays the cost of that program.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors authorizes the Executive Director to begin designing a program to provide free or discounted use of CTRMA toll projects to vehicles eligible under Section 372.053; and

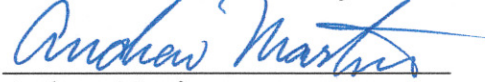
BE IT FURTHER RESOLVED that the Executive Director shall bring the proposed program to the Board for its approval when the State of Texas has appropriated and makes available to CTRMA sufficient funds to defray the full cost of the proposed program.

BE IT FURTHER RESOLVED that the Executive Director shall bring this Resolution to the Board for assessment following the conclusion of the 82nd Legislative session.

[Signatures on the following page]


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 8th day of December, 2010.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 10-106
Date Passed: 12/08/10

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

RESOLUTION NO. 10-107

Amending the CTRMA Legislative Program for the Texas 82nd Legislature

WHEREAS, the Texas Legislature is scheduled to convene at noon, January 11, 2011, and to adjourn on Monday, May 30, 2011, in the 82nd Regular Legislative Session; and

WHEREAS, on October 27, 2010, the Board of Directors adopted and approved a Legislative Program for the 82nd Legislature by enacting Resolution No. 10-99; and

WHEREAS, an issue that affects the powers, duties, and ability of the Central Texas Regional Mobility Authority to fulfill its statutory mission as a regional mobility authority existing and operating under Chapter 370 of the Texas Transportation Code has come to the attention of the Board that justifies an amendment to the Legislative Program.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the amendment to the CTRMA Legislative Program set forth in Exhibit "A" to this Resolution.

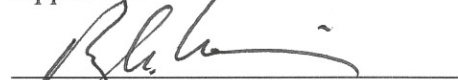
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 8th day of December, 2010.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 10-107
Date Passed: 12/08/10

Exhibit A

CTRMA Legislative Program Amendment

Add the following provision to “Other issues which CTRMA would like to see addressed during the 82nd Session include:”

- **Discounted or Free Tolls under HB 3139, 81st Legislative Session:** Appropriate sufficient funds from the state general revenue fund to defray the cost of providing free or discounted use of CTRMA toll projects, as the 81st Legislature provided by subsection (b) of Section 372.053 of the Transportation Code, enacted by HB 3139.

CTRMA Legislative Program
82nd Legislative Session
Adopted October 27, 2010

The following identifies CTRMA's legislative program and priorities for the 82nd Legislature:

1. **Primacy:** CTRMA (along with other RMAs) worked closely with Sen. Nichols last session to advance SB 17, which would have eliminated the "market valuation" process provided for in SB 792 and established an order of priority that would have given local toll project entities (LTPEs) the first option to develop toll projects within their regions. CTRMA supports advancing these concepts again. CTRMA believes it is critical to assure that local control will be maintained over toll projects and that toll revenues will remain within the areas where they are generated.

2. **Extension of CDA Authority:** Concession CDA authority for RMAs expired August 31, 2009 (except for certain exempted projects) and Design/Build CDA authority will expire August 31, 2011. Design/Build CDA authority has been an important tool for delivery of CTRMA projects. It is noteworthy that both the North Texas Turnpike Authority (NTTA) and county toll road authorities (including HCTRA, the Harris County Toll Road Authority) have CDA authority that is not subject to expiration, and there is no reason that RMAs should not have the same tools available as those other local toll project entities (LTPEs). At a minimum, Design/Build CDA authority should be extended for RMAs, along with the ability to secure financing as part of a Design/Build CDA.

3. **RMA Clean-up:** An RMA "clarification" bill was filed last session (HB 2990/SB1669) to clarify language in several sections of Chapter 370 of the Transportation Code related to project financing, add parking structures and transportation reinvestment zone projects to the list of authorized RMA projects, and give RMAs the same collection and enforcement tools as TxDOT, NTTA and HCTRA. CTRMA supports these changes to Chapter 370, its governing statute.

4. **Transportation Reinvestment Zones:** Transportation Reinvestment Zones (TRZs) offer an important tool for generating local funding for projects. As TxDOT's financial condition continues to deteriorate and communities struggle to find means to general local funding, the use of TRZs has become even more important. Currently TRZs are tied to the "pass-through" program, and have other statutory problems which require correction or improvement. CTRMA and other RMAs supported HB 1810/SB 2378 introduced last session to correct many of the TRZ deficiencies; CTRMA supports pursuing that legislation again.

5. **Environmental Review Process:** Increased attention has been given to the delays in project delivery and the associated costs resulting from prolonged review periods for environmental documents. CTRMA and other RMAs supported SB 502 during the previous session which would have allowed RMAs and other LTPEs to "fund" positions at various state and federal entities to help to expedite project reviews. CTRMA supports pursuing that legislation again, as well as other statutory changes to establish reasonable deadlines, formalize processes, and otherwise add efficiencies to the environmental review process.

Other issues which CTRMA would like to see addressed during the 82nd Session include:

- **Funding:** issue the remaining Prop 12 bond capacity; enhance the pass-through program, and pursue other options for additional funding.
- **Enforcement:** Improve and standardize throughout Texas authorized toll violation enforcement and collection procedures (and possible consolidation of statutes for different types of toll authorities).

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

RESOLUTION NO. 10-108

Approve the Financial Report

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 2010 and has caused a Financial Report to be prepared which is attached hereto as Exhibit "A."

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for October 2010, attached as Exhibit "A" to this Resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 8th day of December, 2010.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-108
Date Passed 12/08/10

Exhibit A

Financial Report for October, 2010

**Central Texas Regional Mobility Authority
Balance Sheet**

As of

October 31, 2010

October 31, 2009

Assets

Current Assets

Cash in Regions Operating Account		104,455.08		118,998.66
Cash In TexSTAR	81,731.22		29,489.95	
Regions Payroll Account	12,119.82		64,355.30	
Restricted cash/cash equivalents				
Fidelity Government MMA	7,360,119.95		4,509,587.36	
Restricted Cash-TexStar	87,381,949.84		34,987,885.88	
Regions SIB account	15,799,066.85		55,002.95	
Overpayment accounts	12,292.91		3,789.09	
Total Cash and Cash Equivalents		110,647,280.59		39,769,109.19
Accounts Receivable	93,689.35		102,659.36	
Due From Employees	375.00		0.00	
Due From TTA	358,780.40		538,280.06	
Due From NTTA	31,520.25		28,852.65	
Due From HCTRA	51,543.15		41,373.45	
Due From TxDOT	6,517,310.30		0.00	
Due From Federal Government	800,575.04		0.00	
Interest Receivable	149,418.87		5,174.34	
Total Receivables		8,003,212.36		716,339.86
Short Term Investments	0.00			
Certificates of Deposit		3,100,000.00		6,100,000.00
Investment in Government Agencies		11,561,983.38		1,000,000.00
Other Current Assets				
Prepaid Insurance	89,139.49		77,277.82	
Total Current Assets		<u>133,506,070.90</u>		<u>47,662,726.87</u>

Construction Work In Process

98,908,668.12

36,158,746.87

Fixed Assets

Computers(net)		40,127.79		253,495.33
Computer Software(net)		2,083,546.32		3,248,991.18
Furniture and Fixtures(net)		25,610.66		44,337.15
Equipment(net)		55,170.96		47,848.64
Autos and Trucks(net)		2,622.20		6,555.47
Buildings and Toll Facilities(net)		6,461,836.52		6,638,394.80
Highways and Bridges(net)		181,030,993.20		185,984,595.53
Communication Equipment(net)		1,258,431.01		1,455,139.59
Toll Equipment(net)		2,938,993.36		3,476,801.72
Signs(net)		5,177,938.22		5,311,206.32
Land Improvements(net)		929,526.40		981,110.26
Right of Way		23,683,553.05		23,683,553.05
Leasehold Improvements		63,457.07		69,308.62
Total Fixed Assets		<u>223,751,806.76</u>		<u>231,201,337.66</u>

Long Term Investments

GIC		87,602,087.34		0.00
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Other Assets

Security Deposits		9,483.30		9,483.30
Intangible Assets		650.00		650.00
Total Bond Issuance Costs		10,925,878.84		8,773,663.87

Total Assets

554,704,645.26

323,806,608.57

Liabilities

Current Liabilities

Accounts Payable	23,704.58		12,689.95
Overpayments	12,703.48		3,925.96
Interest Payable	6,489,125.84		2,769,948.12
Due to other Funds	187,800.00		76,027.00
TCDRS Payable	24,898.85		23,673.73
Medical Reimbursement Payable	0.00		(1,598.32)
Due to State of Texas	604.70		756.42
Total Current Liabilities	6,738,837.45		2,885,422.86

Long Term Liabilities

Accrued Vac & Sick Leave Paybl		205,137.00	205,137.00
Retainage Payable		134,317.16	144,776.71
Senior Lien Revenue Bonds 2005	172,244,197.98		171,364,253.68
Senior Lien Revenue Bonds 2010	96,592,682.61		
Sn Lien Rev Bnd Prem/Disc 2005	4,871,472.50		5,032,215.50
Sn Lien Rev Bnd Prem/Disc 2010	225,679.28		
Subordinated Lien Bond 2010		45,000,000.00	0.00
TIFIA note 2008		75,538,824.05	72,129,124.37
2009 Regions Build America Bnd	0.00		15,000,000.00
2009 Region's BAB Discount	0.00		(54,166.65)
2009 BAB's Payable		0.00	14,945,833.35
2010 Regions BAB's Payable		59,775,000.00	0.00
2009 State Infrastructure loan		32,469,033.28	0.00
Total Long Term Liabilities		487,056,343.86	263,821,340.61
Total Liabilities		493,795,181.31	266,706,763.47

Net Assets Section

Contributed Capital		18,334,845.57	18,334,845.57
Net Assets beginning		37,767,383.47	41,137,451.62
Current Year Operations		4,807,234.90	(2,372,452.09)
Total Net Assets		42,574,618.37	38,764,999.53
Total Liabilities and Net Assets		554,704,645.26	323,806,608.57

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

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 10/31/2010	Of Budget	To Date 10/31/2009
Toll Revenue-TxTag-183A	17,000,000	5,279,001	31.05%	4,837,436
Toll Revenue-HCTRA-183A	540,000	219,707	40.69%	176,918
Toll Revenue-NTTA-183A	340,000	129,627	38.13%	115,401
Video Tolls	2,800,000	1,040,035	37.14%	924,381
Fee Revenue	1,350,000	414,283	30.69%	417,393
Total Operating Revenue	22,030,000	7,082,652	32.15%	6,471,530
Interest Income	60,000	135,985	226.64%	104,330
Grant Revenue	0	6,469,284		0
Misc Revenue	6,600	733	11.11%	0
Total Revenue	22,096,600	13,688,654.64	61.95%	6,575,859.58

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 10/31/2010	Of Budget	To Date 10/31/2009
Salary & Wage Expense				
Regular salaries	1,898,467	504,673.06	26.58%	498,693.32
Part Time salaries	14,000	4,861.92	34.73%	0.00
Overtime	4,000	0.00		0.00
Contractual Employees	105,000	28,500.00	27.14%	30,339.31
TCDRS	286,111	72,331.63	25.28%	68,689.17
FICA	97,483	19,059.97	19.55%	17,859.58
Medicare	28,901	7,093.75	24.54%	7,077.02
Health Insurance	213,300	44,080.98	20.67%	50,182.00
Life Insurance	6,618	1,816.09	27.44%	1,685.13
Auto Allowance	9,000	2,847.50	31.64%	2,512.50
Other Benefits	167,144	17,922.19	10.72%	16,942.11
Unemployment Taxes	4,959	0.00		11.70
Salary Reserve	78,719	0.00		0.00
Total Salaries & Wages	2,913,702.00	703,187.09	24.13%	693,991.84

Contractual Services

Professional Services

Accounting	9,800.00	2,759.78	28.16%	2,646.08
Auditing	54,000.00	19,907.50	36.87%	36,842.00
General Engineering Consultant	1,600,000.00	120,983.15	7.56%	168,675.94
General System Consultant	175,000.00	2,508.20	1.43%	15,842.36
Image Processing	610,000.00	237,227.38	38.89%	222,833.42
Facility maintenance	90,000.00	18,482.34	20.54%	28,764.52
HERO	0.00	198,916.47		0.00
Human Resources	12,000.00	8,565.60	71.38%	252.11
Legal	400,000.00	30,680.06	7.67%	12,244.45
Photography	15,000.00	9,000.00	60.00%	6,347.65
Total Professional Services	2,965,800.00	649,030.48	21.88%	444,230.37

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 10/31/2010	Of Budget	To Date 10/31/2009
Other Contractual Services				
IT Services	65,000.00	11,774.18	18.11%	20,017.80
Graphic Design Services	13,500.00	780.00	5.78%	1,875.00
Website Maintenance	45,000.00	2,755.00	6.12%	5,978.50
Research Services	20,000.00	18,066.84	90.33%	0.00
Copy Machine	13,500.00	3,583.84	26.55%	2,606.21
Software licenses	23,000.00	7,387.12	32.12%	6,661.80
ETC system Maintenance	1,288,000.00	196,327.00	15.24%	316,231.65
ETC Development	125,000.00	3,862.98	3.09%	3,706.00
ETC Testing	30,000.00	0.00		0.00
Communications and Marketing	170,000.00	34,981.83	20.58%	25,537.89
Advertising	25,000.00	16,882.12	67.53%	3,751.00
Direct Mail	5,000.00	0.00		0.00
Video Production	5,000.00	0.00		0.00
Television	5,000.00	0.00		0.00
Radio	20,000.00	0.00		-30.00
Other Public Relations	2,500.00	0.00		0.00
Law Enforcement	245,000.00	18,336.00	7.48%	56,207.78
Special Assignments	5,000.00	0.00		0.00
Traffic Management	72,000.00	12,721.46	17.67%	11,701.91
Emergency Maintenance	10,000.00	0.00		0.00
Roadway Maintenance Contract	300,000.00	33,575.93	11.19%	6,755.97
Landscape Maintenance	200,000.00	41,745.90	20.87%	27,185.86
Signal & Illumination Maintenance	250,000.00	63,034.16	25.21%	87,134.00
Mowing and Litter Control	300,000.00	43,305.20	14.44%	0.00
Hazardous Material Cleanup	10,000.00	0.00		0.00
Striping	50,000.00	0.00		0.00
Graffiti Removal	10,000.00	1,900.00	19.00%	800.00
Cell Phones	7,500.00	2,357.45	31.43%	1,961.19
Local	16,500.00	2,368.03	14.35%	3,202.26
Long Distance	750.00	46.04	6.14%	67.40
Internet	6,600.00	612.00	9.27%	612.00
Fiber Optic System	63,000.00	10,366.42	16.45%	8,422.76
Other Communication Expense	1,500.00	0.00		372.99
Subscriptions	1,600.00	0.00		0.00
Memberships	22,500.00	4,650.00	20.67%	2,715.00
Continuing Education	3,000.00	0.00		0.00
Professional Development	5,000.00	0.00		0.00
Seminars and Conferences	32,500.00	7,075.00	21.77%	7,010.00
Staff-Travel	81,500.00	7,528.13	9.24%	15,527.81
TxTag Collection Fees	1,767,200.00	344,086.11	19.47%	211,821.60
Contractual Contingencies	160,500.00	1,038.63	0.65%	0.00
Total Other Contractual Services	5,477,150.00	891,147.37	16.27%	827,834.38
Total Contractual Expenses	8,442,950.00	1,540,177.85	18.24%	1,272,064.75

Expenditures	Budget FY 2011	Actual Year To Date 10/31/2010	Percent Of Budget	Actual Year To Date 10/31/2009
Materials and Supplies				
Books & Publications	12,800.00	2,874.69	22.46%	1,882.96
Office Supplies Expense	12,000.00	1,470.74	12.26%	510.70
Computer Supplies Expense	7,500.00	1,258.00	16.77%	122.06
Copy Supplies Expense	2,000.00	0.00		23.85
Annual Report Printing	10,000.00	0.00		0.00
Other Printed Reports	20,000.00	381.40	1.91%	11,567.01
Direct Mail-printing Expense	5,000.00	0.00		0.00
Office Supplies-printed	1,000.00	899.62	89.96%	0.00
Promotional Items expense	10,000.00	2,163.05	21.63%	0.00
Displays	5,000.00	0.00		0.00
Tools & Equipment Expense	1,500.00	0.00		0.00
Misc Materials & Supplies	3,700.00	5.90	0.16%	2,454.88
Total Materials & Supplies Exp	120,500.00	9,053.40	7.51%	16,561.46

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 10/31/2010	Of Budget	To Date 10/31/2009
Operating Expenses				
Gasoline Expense	3,500.00	786.65	22.48%	625.79
Mileage Reimbursement	8,250.00	1,020.09	12.36%	1,622.11
Toll Tag Expense	4,375.00	661.32	15.12%	448.97
Parking	39,270.00	12,827.48	32.66%	6,007.90
Meeting Facilities	1,200.00	250.00	20.83%	0.00
Community Events	5,000.00	500.00	10.00%	500.00
Meeting Expense	5,400.00	539.16	9.98%	681.03
Public Notices	2,400.00	0.00		200.00
Postage	6,000.00	276.60	4.61%	-431.45
Overnight Delivery Services	3,750.00	48.07	1.28%	125.98
Local Delivery Services	3,650.00	26.00	0.71%	155.70
Insurance	125,000.00	36,859.01	29.49%	38,189.45
Repair and Maintenance	700.00	0.00		218.00
Repair & Maintenance-Vehicles	2,900.00	407.97	14.07%	62.78
Repair and Maintenance Toll Equip	15,000.00	0.00		1,030.00
Rent	212,000.00	62,643.84	29.55%	64,057.36
Water	7,500.00	916.57	12.22%	918.50
Electricity	121,100.00	14,722.09	12.16%	16,506.13
Community Initiative Grants	65,000.00	30,750.00	47.31%	0.00
Other Licenses	250.00	0.00		235.00
Non Cash Operating Expenses				
Amortization Expense	1,225,000.00	409,871.85	33.46%	407,280.92
Dep Exp- Furniture & Fixtures	19,000.00	6,242.14	32.85%	6,242.18
Dep Expense - Equipment	15,000.00	4,792.56	31.95%	4,792.57
Dep Expense - Autos & Trucks	4,000.00	1,311.10	32.78%	1,311.08
Dep Expense-Buildng & Toll Fac	177,000.00	58,852.76	33.25%	58,852.76
Dep Expense-Highways & Bridges	5,000,000.00	1,655,735.66	33.11%	1,655,327.90
Dep Expense-Communic Equip	197,000.00	65,482.72	33.24%	65,557.14
Dep Expense-Toll Equipment	465,000.00	153,927.12	33.10%	153,927.12
Dep Expense - Signs	135,000.00	44,422.70	32.91%	44,422.70
Dep Expense-Land Improvmts	52,000.00	17,194.62	33.07%	17,194.62
Depreciation Expense-Computers	410,000.00	3,346.11	0.82%	122,778.81
Total Operating Expense	8,331,245.00	2,584,414.19	31.02%	2,668,841.05
Financing Expenses				
Arbitrage Rebate Expense	6,000.00	0.00		0.00
Loan Fees	12,500.00	0.00		0.00
Bond Issuance Cost	30,000.00	5,000.00	16.67%	5,000.00
Trustee Fees	2,000.00	0.00		0.00
Bank Fees	7,500.00	2,462.90	32.84%	2,005.13
Interest Expense	11,750,000.00	3,938,521.47	33.52%	4,047,411.04
Contingency	15,000.00	0.00		0.00
Non Cash Financing Expenses				
Bond Issuance Expense	620,280.00	98,602.84	15.90%	242,436.40
Total Financing Expense	12,443,280.00	4,044,587.21	32.50%	4,296,852.57
Other Gains or Loss				
Total Expenses	32,251,677.00	8,881,419.74	27.54%	8,948,311.67
Net Income	-10,155,077.00	4,807,234.90		-2,372,452.09

CTRMA INVESTMENT REPORT

	Month Ending 10/31/2010					Rate
	Balance 9/30/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	
ount in Trustee TexStar						
183A/290E Project Acct	1,997,065.03			330.62	165,187.77	1,832,207.88
2010 Senior Lien Construction Fund	5,494.33			0.93		5,495.26
2010-1 Sub Lien Projects	869,533.50			125.71	713,714.00	155,945.21
2010 Regions Project Acct	58,267,767.29			9,896.87	152,293.06	58,125,371.10
General Fund	4,114,971.23			699.69		4,115,670.92
Trustee Operating Fund	574,855.16	655,188.71		57.71	600,000.00	630,101.58
Renewal & Replacement Fund	152,858.72			25.99		152,884.71
TxDOT Grant Fund	7,283,893.99			1,238.52		7,285,132.51
Revenue Fund	620.39			0.11		620.50
Debt Service Reserve Fund 05	4,820,915.33			819.72		4,821,735.05
2010 Senior Lien DSF	2,067.20			0.35		2,067.55
2010 Senior Lien Debt Service Reserve Fund	6,746,973.36			1,147.22		6,748,120.58
2010-2Sub Lien Debt Service Reserve Fund	1,001,064.88			170.22		1,001,235.10
2010-1Sub Lien Debt Service Reserve Fund	2,500,795.84			425.22		2,501,221.06
2010-1 COI Sub Lien	2,752.93			0.47		2,753.40
2010 Senior Lien Capitalized Interest	841.15			0.14		841.29
2010-1 Sub Lien Capitalized Interest	419.46			0.07		419.53
2010-2 Sub Lien Capitalized Interest	126.59			0.02		126.61
	88,343,016.38	655,188.71	0.00	14,939.58	1,631,194.83	87,381,949.84
ount in TexStar Operating Fund	57,720.07	600,000.00		11.15	576,000.00	81,731.22
						0.192%

CTRMA INVESTMENT REPORT

	Month Ending 10/31/2010					Rate Oct 2010
	Balance 9/30/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Velocity Money Market Fund						
Operating Fund	0.00	655,188.24		0.47	655,188.71	0.00
2010-2 183A/290E Project Acct	0.05	165,187.77			165,187.77	0.001%
2010-1 Sub Lien Project Acct	13.78	2,713,714.00		0.15	2,713,714.15	0.001%
2010 Senior Lien Construction Fund	14,548.58			0.38		0.001%
Other Obligations Fund	12,494.82			0.10		0.001%
Debt Service Fund 2005	2,012,339.68	619,958.33		14.16		0.001%
2010 Senior DSF	12.40				12.40	0.001%
Subordinate Lien TIFIA DS Fund	7,880.28			0.06		0.001%
2010-2 BABs Supplemental Security	110,404.38			2.30		0.001%
2010-2 Subordinate Cap I Fund	2,816.63			0.07		0.001%
2010 Regions BABs Project Account	0.00	152,293.06		0.00	152,293.06	0.001%
2010 Regions BABs Debt Service Account	0.00	175,000.00			175,000.00	0.001%
TxDOT Grant Fund	19,924.94	100,000.00		12.39		0.001%
Renewal and Replacement	5,009.62			2.23		0.001%
2010-1 Sub lien supplemental Security	12.52				12.52	0.001%
Revenue Fund	992,955.02	2,130,700.52		6.41	1,958,135.28	0.001%
General Fund	1,021,663.54	422,652.58		12.26	75,755.46	0.001%
2010 Senior DS Reserve Fund	250,009.86	1,500,000.00		5,069.14		0.001%
2010-1 Subordinate DS Reserve Fund	115,572.00	19,319.47		2.81		0.001%
2010-2 Subordinate DS Reserve Fund	41,206.38	7,015.62		1.02		0.001%
Debt Service Reserve Fund 2005	81,725.96			740.40		0.001%
	4,688,590.44	8,661,029.59	0.00	5,864.35	5,995,274.43	7,360,209.95
Amount in Region's MMA SIB Loan	17,443,962.93			2,551.49	1,647,447.57	15,799,066.85
						0.003%

CTRMA INVESTMENT REPORT

	Month Ending 10/31/2010					Rate Oct 2010
	Balance 9/30/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Bayerische Landesbank GIC						
Subordinate Lien Cap-I 2010-1	3,950,872.51			1,646.19		0.500%
Subordinate Lien Cap-I 2010-2	1,117,966.82			465.82		0.500%
Senior Lien Cap-I 2010	8,509,107.18			6,240.01		0.880%
Subordinate Lien Project Fund 2010-1	13,565,515.92			3,308.05	2,000,000.00	0.300%
Senior Lien Project Fund 2010	62,458,640.66			44,272.76		0.850%
	89,602,103.09	0.00	0.00	55,932.83	2,000,000.00	
Amount in Fed Agencies						
Amortized Principal	13,063,295.11		(1,311.73)		1,500,000.00	11,561,983.38
Accrued Interest	13,063,295.11	0.00	(1,311.73)	20,239.58	1,500,000.00	11,561,983.38
Certificates of Deposit						
Invested in Pools	3,100,000.00					3,100,000.00
Invested in Money Market	88,400,736.45	1,255,188.71		14,950.73	2,207,194.83	87,463,681.06
Invested in Fed Agencies	22,132,553.37	8,661,029.59		8,415.84	7,642,722.00	23,159,276.80
Invested in Bayerische Landesbank GIC	13,063,295.11	0.00	(1,311.73)	55,932.83	1,500,000.00	11,561,983.38
	89,602,103.09	0.00			2,000,000.00	87,658,035.92
Total Invested	216,298,688.02	9,916,218.30	(1,311.73)	79,299.40	13,349,916.83	212,942,977.16

William Chapman, CFO

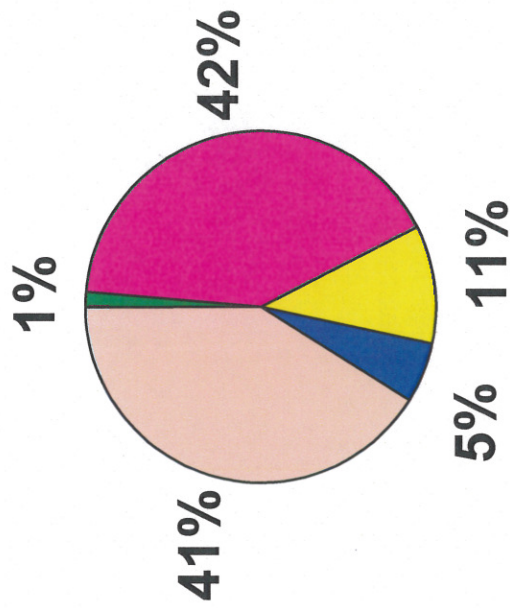
Investments in the portfolio are in compliance with the CTRMA's Investment policy.

CTRMA INVESTMENT REPORT

Month Ending 10/31/2010					
Balance 9/30/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 10/31/2010

Rate
Oct 2010

Allocation of Funds



- Certificates of Deposit
- Total in Fed Agencies
- Total in Pools
- Bayerische Landesbank GIC
- Total in Money Market

INVESTMENTS by FUND

Balance
October 31, 2010

Renewal & Replacement Fund				TexSTAR	87,463,681.06
TexSTAR	152,884.71			CD's	3,100,000.00
Fidelity	5,011.85			Fidelity	7,360,209.95
Agencies	500,000.00	657,896.56		SIB	15,799,066.85
TxDOT Grant Fund				Agencies	11,561,983.38
TexSTAR	7,285,132.51			Bayerische GIC	87,658,035.92
Fidelity	19,937.33				
CD's	100,000.00				
Agencies	2,998,937.50	10,404,007.34			
Subordinate Lien DS Fund 05					
Fidelity	7,880.34	7,880.34			
Debt Service Reserve Fund 05					
TexSTAR	4,821,735.05				
Fidelity	82,466.36				
CD's	3,000,000.00				
Agencies	6,060,754.21	13,964,955.62			
Debt Service Fund 05					
Fidelity	2,632,312.17	2,632,312.17			
2010 Senior Lien DSF					
TexSTAR	2,067.55				
Fidelity	12.40	2,079.95			
Other Obligations Fund					
Fidelity	12,494.92	12,494.92			
Operating Fund					
TexSTAR	81,731.22				
TexSTAR-Trustee	630,101.58				
Fidelity	0.00				
Region's SIB Loan MMA	15,799,066.85	16,510,899.65			
Revenue Fund					
TexSTAR	620.50				
Fidelity	1,165,526.67	1,166,147.17			
General Fund					
TexSTAR	4,115,670.92				
Fidelity	1,368,572.92	5,484,243.84			
2010-1 Sub Lien Cost of Issuance					
TexSTAR	2,753.40	2,753.40			
2010 Senior Lien Capitalized Interest					
TexSTAR	841.29				
Bayerische GIC	8,515,347.19	8,516,188.48			
2010-1 Sub Lien Capitalized Interest					
TexSTAR	419.53				
Bayerische GIC	3,952,518.70	3,952,938.23			
2010-2 Sub Lien Capitalized Interest					
TexSTAR	126.61				
Fidelity	2,816.70				
Bayerische GIC	1,118,432.64	1,121,375.95			
2010-1 Sub BABs subsidy					
Fidelity	12.52	12.52			
2010-2 Sub BABs subsidy					
Fidelity	110,406.68	110,406.68			
2010 Senior Lien Debt Service Reserve Fund					
TexSTAR	6,748,120.58				
Fidelity	1,755,079.00				
Agencies	1,000,000.00	9,503,199.58			
2010-2Sub Lien Debt Service Reserve Fund					
TexSTAR	1,001,235.10				
Fidelity	48,223.02	1,049,458.12			
2010-1Sub Lien Debt Service Reserve Fund					
TexSTAR	2,501,221.06				
Fidelity	134,894.28				
Agencies	1,002,291.67	3,638,407.01			
2010 Regions BABs Project Account					
TexSTAR	58,125,371.10				
Fidelity	0.00	58,125,371.10			
2010-1 Sub Lien Projects Fund					
TexSTAR	155,945.21				
Fidelity	13.78				
Bayerische GIC	11,568,823.97	11,724,782.96			
183A/290E Project Acct					
TexSTAR	1,832,207.88				
Fidelity	0.05	1,832,207.93			
2010 Senior Lien Construction Fund					
TexSTAR	5,495.26				
Fidelity	14,548.96				
Bayerische GIC	62,502,913.42	62,522,957.64			
		<u>\$ 212,942,977.16</u>			

Amount of investments As of October 31, 2010

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Fannie Mae	3136FMDR2	2,998,500.00	2,998,937.50	3,002,820.00	1.125%	3/30/2010	4/23/2012	TxDOT Grant Fund
Fannie Mae	31398AZY1	5,070,000.00	5,056,629.21	5,003,150.00	1.62%	11/30/2009	11/10/2014	2005 Debt Service Reserve Fund
Fannie Mae	31398AX80	1,004,500.00	1,004,125.00	1,001,880.00	1.45%	7/29/2010	7/26/2013	2005 Debt Service Reserve Fund
Fannie Mae	31398AW32	1,002,500.00	1,002,291.67	1,005,310.00	1.38%	7/19/2010	7/19/2013	2010-1Subordinate DSRF
Federal Home loan Bank	313370CR7	1,000,000.00	1,000,000.00	1,000,310.00	0.25%	7/27/2010	1/27/2011	2010 Sn Lien DSRF
Farm Credit Bank	31331JVW0		Called		1.35%	7/22/2010	7/22/2013	2010 Sn Lien DSRF
Fannie Mae	3136FFP7	500,000.00	500,000.00	500,155.00	0.625%	9/17/2010	9/17/2013	Renewal and Replacement
		<u>11,575,500.00</u>	<u>11,561,983.38</u>	<u>11,513,625.00</u>				

Agency	CUSIP #	COST	Cumulative Amortization	10/31/2010		Interest Income October 2010		
				Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
Fannie Mae	3136FMDR2	2,998,500.00	437.50	2,998,937.50	3,000,000.00	2,812.50	62.50	2,875.00
Fannie Mae	31398AZY1	5,070,000.00	(13,370.79)	5,056,629.21	5,000,000.00	13,020.83	(1,179.79)	11,841.04
Fannie Mae	31398AX80	1,004,500.00	375.00	1,004,125.00	1,000,000.00	1,208.33	(125.00)	1,083.33
Fannie Mae	31398AW32	1,002,500.00	208.33	1,002,291.67	1,000,000.00	1,145.83	(69.44)	1,076.39
Federal Home loan Bank	313370CR7	1,000,000.00	0.00	1,000,000.00	1,000,000.00	104.17	0.00	104.17
Farm Credit Bank	31331JVW0		0.00		1,500,000.00	1,687.50	0.00	1,687.50
Fannie Mae	3136FFP7	500,000.00	0.00	500,000.00	500,000.00	260.42	0.00	260.42
		<u>11,575,500.00</u>	<u>(12,349.96)</u>	<u>11,061,983.38</u>	<u>13,000,000.00</u>	<u>20,239.58</u>	<u>(1,311.73)</u>	<u>18,667.43</u>

October 2010 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to		Matures	Oct 2010		FUND
			Maturity			Interest		
Regions Bank	CDRB32454	3,000,000	0.30%	4/5/2010	1/4/2011	\$	739.73	Debt Service Reserve Fund 05
Regions Bank	CDRB35523	100,000	0.15%	10/14/2009	9/10/2010	\$	12.33	TxDOT Grant Fund
		<u>3,100,000</u>					<u>752.06</u>	



Monthly Newsletter - October 2010

Performance

As of October 31, 2010

Current Invested Balance	\$5,024,200,466.22
Weighted Average Maturity (1)	53 Days
Weighted Average Maturity (2)	81 Days
Net Asset Value	1.000088
Total Number of Participants	719
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$1,056,572.47
Management Fee Collected	\$211,250.27
% of Portfolio Invested Beyond 1 Year	3.54%
Standard & Poor's Current Rating	AAAm

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

October Averages

Average Invested Balance	\$4,974,468,170.12
Average Monthly Yield, on a simple basis	0.2002%
Average Weighted Average Maturity (1)*	49 Days
Average Weighted Average Maturity (2)*	74 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:

★ Riesel ISD

Holiday Reminder

In observance of the **Veterans Day holiday**, **TexSTAR will be closed Thursday, November 11, 2010**. All ACH transactions initiated on Wednesday, November 10th will settle on Friday, November 12th.

In observance of the **Thanksgiving Day holiday**, **TexSTAR will be closed on Thursday, November 25, 2010**. All ACH transactions initiated on Wednesday, November 24th, will settle on Friday, November 26th. Notification of any early transaction deadlines on the day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Economic Commentary

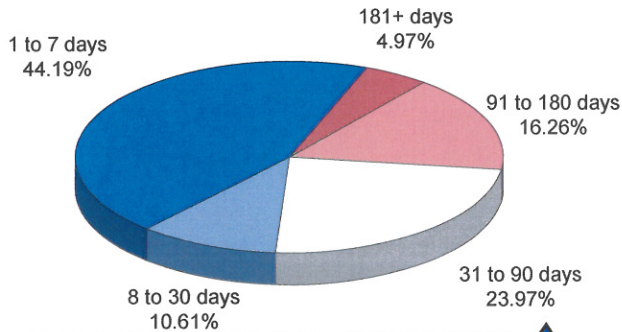
Markets spent much of the month anticipating the impacts of potential Federal Reserve policy actions and the U.S. mid-term elections in November. While the likelihood has grown that the Fed will announce the resumption of asset purchases, or quantitative easing, following its November 3rd FOMC meeting, expectations for the initial size and impact of the program have become more modest than earlier speculation. Mortgage servicers continued to deal with the implications of increased focus on foreclosure procedures, while several large bondholders, including the Fed, have joined in asking Bank of America to review mortgages that were used as collateral to back securities issued by Countrywide, which was acquired by the bank in 2008. Uncertainty before the mid-term elections and Fed asset purchases led to caution in important segments of the economy over the short run. The outcome of mid-term elections will have important implications for financial regulatory reform, agency reform and the debate between fiscal stimulus and austerity. Meanwhile, the size, pace and timeframe of the Fed's largely anticipated asset purchases will likely impact the direction of financial markets and investor confidence. Therefore, it is believed that uncertainty related to these events has likely dampened economic growth, including hiring and private consumption. It is anticipated that the trajectory of inflation, more than unemployment, is going to drive the strength and timing of further asset purchases by the Federal Reserve. Although credit demand continues to be weak and credit conditions remain tight, the intended effect of additional asset purchases is to indirectly increase asset prices by both forcing money managers into higher yielding products and lowering the discount rate of risk assets. This indirect asset price inflation should temporarily stimulate consumption and perhaps raise confidence. The baseline scenario is that economic growth remains tepid, core CPI remains at the low end of the Federal Reserve's comfort zone and that the unemployment rate is likely to remain elevated through 2011.

This information is an excerpt from an economic report dated October 2010 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

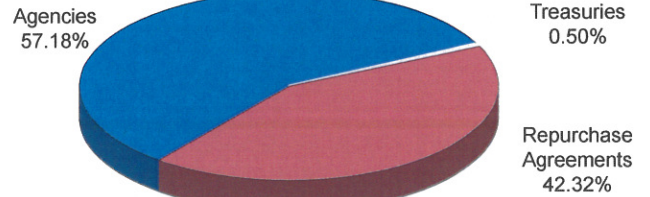
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

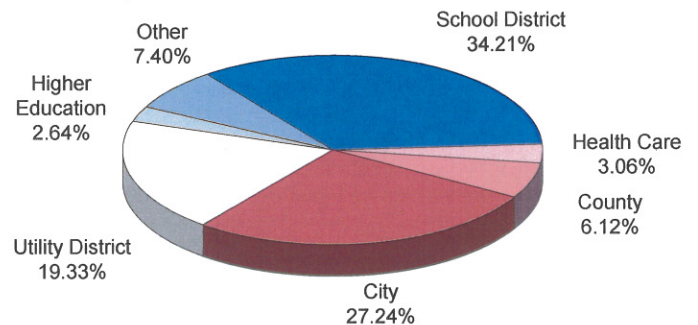
Portfolio by Type of Investment As of October 31, 2010



Distribution of Participants by Type As of October 31, 2010



Portfolio by Maturity As of October 31, 2010



Historical Program Information

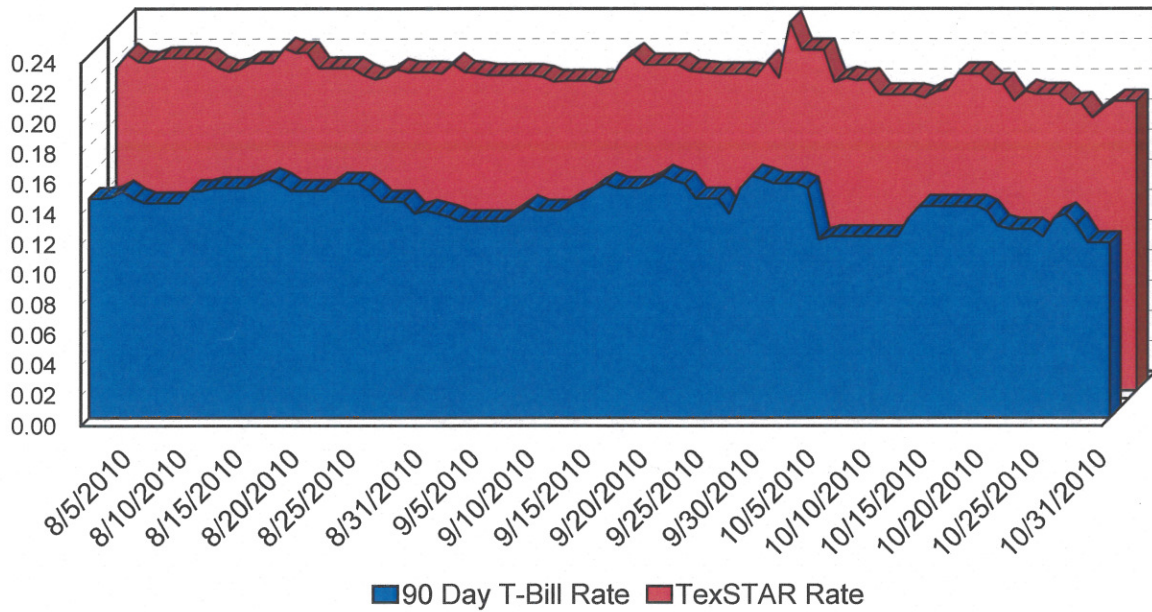
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Oct 10	0.2002%	\$5,024,200,466.22	\$ 5,024,647,553.30	1.000088	49	74	719
Sep 10	0.2113%	4,970,973,494.85	4,971,467,034.53	1.000099	47	74	718
Aug 10	0.2153%	4,898,435,591.73	4,899,135,875.31	1.000142	49	81	715
Jul 10	0.1992%	4,973,684,902.13	4,974,288,088.24	1.000117	43	71	712
Jun 10	0.1860%	5,156,538,488.97	5,157,298,475.17	1.000147	44	72	712
May 10	0.1838%	5,182,297,968.35	5,182,789,855.09	1.000094	47	74	711
Apr 10	0.1721%	5,339,490,225.82	5,339,710,431.56	1.000035	51	80	710
Mar 10	0.1552%	5,631,610,152.45	5,632,064,660.25	1.000080	52	75	705
Feb 10	0.1453%	6,054,214,913.66	6,054,862,055.15	1.000106	46	68	704
Jan 10	0.1604%	5,840,134,270.14	5,841,215,764.12	1.000185	44	62	702
Dec 09	0.1888%	5,407,637,704.81	5,408,888,081.88	1.000223	49	69	701
Nov 09	0.1986%	5,098,729,406.85	5,100,566,153.33	1.000360	53	73	699

Portfolio Asset Summary as of October 31, 2010

	Book Value	Market Value
Uninvested Balance	\$ 37,795.79	\$ 37,795.79
Accrual of Interest Income	864,999.60	864,999.60
Interest and Management Fees Payable	(1,083,570.20)	(1,083,570.20)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	2,126,669,000.00	2,126,669,000.00
Government Securities	2,897,712,241.03	2,898,159,328.11
Total	\$ 5,024,200,466.22	\$ 5,024,647,553.30

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 2010

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
10/1/2010	0.2254%	0.000006174	\$4,874,310,476.09	1.000102	47	72
10/2/2010	0.2254%	0.000006174	\$4,874,310,476.09	1.000102	47	72
10/3/2010	0.2254%	0.000006174	\$4,874,310,476.09	1.000102	47	72
10/4/2010	0.2041%	0.000005593	\$4,887,748,738.33	1.000099	48	73
10/5/2010	0.2067%	0.000005663	\$4,939,316,027.55	1.000091	48	73
10/6/2010	0.2051%	0.000005619	\$4,980,220,881.45	1.000107	47	72
10/7/2010	0.2058%	0.000005638	\$4,967,690,079.40	1.000103	46	71
10/8/2010	0.1958%	0.000005364	\$4,973,403,619.90	1.000093	46	70
10/9/2010	0.1958%	0.000005364	\$4,973,403,619.90	1.000093	46	70
10/10/2010	0.1958%	0.000005364	\$4,973,403,619.90	1.000093	46	70
10/11/2010	0.1958%	0.000005364	\$4,973,403,619.90	1.000093	46	70
10/12/2010	0.1937%	0.000005306	\$5,022,936,435.04	1.000088	49	74
10/13/2010	0.1978%	0.000005420	\$4,942,987,039.31	1.000079	50	75
10/14/2010	0.1993%	0.000005459	\$4,932,260,831.98	1.000072	50	74
10/15/2010	0.2097%	0.000005744	\$4,887,690,700.97	1.000066	49	73
10/16/2010	0.2097%	0.000005744	\$4,887,690,700.97	1.000066	49	73
10/17/2010	0.2097%	0.000005744	\$4,887,690,700.97	1.000066	49	73
10/18/2010	0.2028%	0.000005556	\$4,955,006,056.31	1.000074	48	72
10/19/2010	0.2028%	0.000005555	\$4,977,507,329.85	1.000065	48	71
10/20/2010	0.1917%	0.000005253	\$4,957,888,375.99	1.000077	49	72
10/21/2010	0.1983%	0.000005433	\$5,066,489,387.73	1.000082	49	71
10/22/2010	0.1962%	0.000005374	\$4,975,748,800.43	1.000086	49	72
10/23/2010	0.1962%	0.000005374	\$4,975,748,800.43	1.000086	49	72
10/24/2010	0.1962%	0.000005374	\$4,975,748,800.43	1.000086	49	72
10/25/2010	0.1894%	0.000005189	\$5,107,999,521.52	1.000088	50	72
10/26/2010	0.1901%	0.000005209	\$5,118,638,237.27	1.000087	51	79
10/27/2010	0.1807%	0.000004952	\$5,100,623,977.94	1.000097	51	79
10/28/2010	0.1866%	0.000005111	\$5,071,734,543.29	1.000100	51	79
10/29/2010	0.1916%	0.000005249	\$5,024,200,466.22	1.000088	53	81
10/30/2010	0.1916%	0.000005249	\$5,024,200,466.22	1.000088	53	81
10/31/2010	0.1916%	0.000005249	\$5,024,200,466.22	1.000088	53	81
Average	0.2002%	0.000005485	\$4,974,468,170.12		49	74

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



TexSTAR Board Members

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



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

RESOLUTION NO. 10-109

**Authorizing a Acquisition of Property Rights
by Agreement or Condemnation of Certain Property in
Travis County for the US 290 East Toll Project (“Manor Expressway”)
(Parcel 3)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code, its Resolution 10-50, and other applicable law, the Central Texas Regional Mobility Authority (“CTRMA”) has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 2.005 acres described by metes and bounds in Exhibit “A” to this Resolution (the “Subject Property”), owned by KEMCO PROPERTIES (the “Owner”), for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 290 East Toll Project (the “Project”), as a part of the improvements to the Project, but excluding all the oil, gas, and sulphur which can be removed from beneath the Subject Property, without any right whatever remaining to the owner of such oil, gas, and sulphur of ingress to or egress from the surface of the Subject Property for the purpose of exploring, developing, or mining of the same, and that such constructing, reconstructing, maintaining, widening, straightening, lengthening, and operating of the Project shall extend across and upon, and will cross, run through, and be upon the Subject Property;; and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the CTRMA, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the CTRMA, through agents employed or contracted with the CTRMA, has transmitted an official written offer to the Owner, based on the amount determined to be just compensation, and has entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation and damages, if any, due to said Owner for the Subject Property.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the CTRMA that the Executive Director is specifically authorized and directed to acquire the Subject Property and all leasehold interests in the Subject Property for the Project by agreement, subject to approval of the purchase contract by the Board of Directors of the CTRMA; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Subject Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the property interests for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by, the Subject Property described in the attached Exhibit "A" to this Resolution; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 8th day of December, 2010.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-109
Date Passed: 12/08/10

EXHIBIT A

County: Travis
Parcel No.: 3
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 3

DESCRIPTION OF 1.929 ACRES (84,009 SQUARE FEET) OF LAND OUT OF THE H.T. DAVIS SURVEY NO. 30, ABSTRACT NO. 214, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 2 ACRES IN A DEED TO KEMCO PROPERTIES, OF RECORD IN DOCUMENT 1999122667, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS; SAID 1.929 ACRES OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap, in the proposed south right-of-way (ROW) line of U.S. Highway 290, 221.00 feet right of Engineer's Baseline Station 275+19.20, at the southeast corner of this tract, being in the east line of said Kemco Properties tract, and the west line of Lot 6, Block A, 290/Tuscany Business Park, a subdivision of record in Book 101, Pages 65-67, Plat Records, Travis County, Texas, said Lot 6 being described in a deed to 1825 Fortview, Inc., of record in Volume 13189, Page 6, Real Property Records, Travis County, Texas from which a 3/4" iron pipe found at the south corner of said Kemco Property tract and at an angle point in the west line of said 1825 Fortview tract and said Lot 6 bears S03°57'13"W 54.52 feet;

- 1) THENCE, with the proposed south ROW line of U.S. Highway 290 and the south line of this tract crossing said Kemco Properties tract, S84°02'32"W 123.74 feet to a 1/2" iron rod set with a TxDOT aluminum cap, 221.00 feet right of Engineer's Baseline Station 273+95.47, at the southwest corner of this tract, same being in the southwest line of said Kemco Properties tract and the northeast line of that certain tract of land described as 176.74 acres (save and except 16.326 acres), Tract Two, in a distribution conveyance deed to J.P. Morgan Chase Bank, as Trustee of Frederic Clarke Morse, Jr.

EXHIBIT ____

Exempt Family Trust, of record in Document 2004113210, Official Public Records, Travis County, Texas;

- 2) THENCE, with the southwest line of this tract and said Kemco Properties tract, same being the northeast line of said JP Morgan Chase Bank tract, **N70°47'58"W 39.55 feet** to a TxDOT Type II concrete monument found 204.19 feet right of Engineer's Baseline Station 273+59.67, at the northeast corner of said J.P. Morgan Chase Bank tract, an angle point in the existing irregular south ROW line of U.S. Highway 290, and the east corner of that certain tract of land described as 16.32 acres in an Agreed Judgement to the State of Texas, of record in Document 2006144438, Official Public Records, Travis County Texas, from which point a TxDOT Type II concrete monument found, 191.68 feet right of Engineer's Baseline Station 265+20.65, in the existing south ROW line of U.S. Highway 290, and the south line of said 16.32 acre State of Texas tract, same being the north line of said JP Morgan Chase Bank tract, bears **S84°07'38"W 830.28 feet**;

THENCE, continuing with the southwest line of this tract and of said Kemco Properties tract, same being the existing irregular south ROW line of U.S. Highway 290, same being the northeast line of said 16.32 acre State of Texas tract, the following two (2) courses, numbered 3 and 4;

- 3) **N70°47'58"W 293.46 feet** to a 1/2" iron rod found;
- 4) **N70°00'36"W 183.77 feet** to a calculated point, at the northwest corner of this tract and of said Kemco Properties tract, same being the northeast corner of said 16.32 acre State of Texas tract, also being in the existing south ROW line of said U.S. Highway 290, and at the southwest corner of that certain tract of land described as 4.228 acres (Part 1) in a deed to the State of Texas, of record in Volume 3138, Page 2243, Deed Records, Travis County, Texas, and the east corner of that certain tract of land described as 2.014 acres in a deed to the State of Texas, of record in Volume 3100, Page 864, Deed Records, Travis County, Texas, from which point a 1/2" iron rod found bears **S05°57'50"E 0.26 feet**;
- 5) THENCE, with the north line of this tract and of said Kemco Properties tract, same being the existing south ROW line of U.S. Highway 290, and the south line of said 4.228 acre State of Texas tract, **N84°02'10"E 629.20 feet** to a 1/2" iron rod found at the northeast corner of this tract and said Kemco Properties tract, same being the northwest corner of said 1825 Fortview tract and said Lot 6;

EXHIBIT _____

- 6) THENCE, with the east line of this tract and of said Kemco Properties tract, same being the west line of said 1825 Fortview tract and said Lot 6, **S03°57'13"W 225.41 feet** to the POINT OF BEGINNING and containing 1.929 acres of land within these metes and bounds, more or less.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

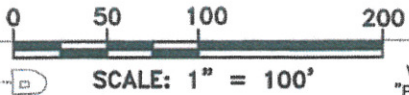
That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 16th day of September, 2009 A.D.

SURVEYED BY:
McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591



Chris Conrad, Reg. Professional Land Surveyor No. 5623
Note: There is a plat to accompany this description. US 290 P3
Issued 02/02/07; Revised 03/20/07, 07/17/09, 09/16/09

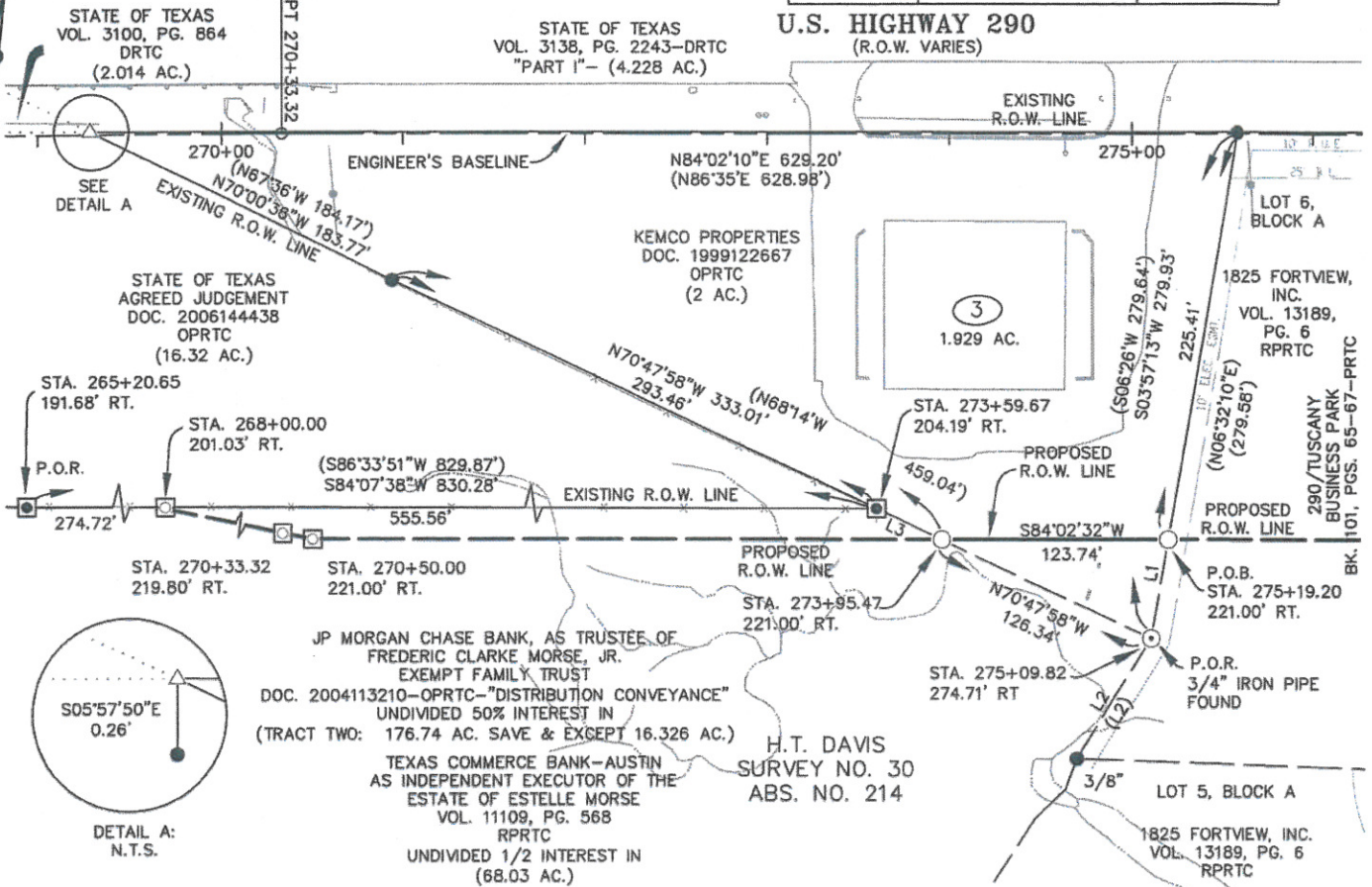


STATE OF TEXAS
VOL. 663, PG. 164-DRTC
"PARCEL (A)"- (8.254 AC.)

LINE TABLE		
LINE	BEARING	LENGTH
L1	S03°57'13"W	54.52'
L2	S25°28'14"W	77.09'
(L2)	(N28°30'49"E)	(77.57')
L3	N70°47'58"W	39.55'

STATE OF TEXAS
VOL. 3138, PG. 2243-DRTC
"PART I"- (4.228 AC.)

U.S. HIGHWAY 290
(R.O.W. VARIES)



STATE OF TEXAS
VOL. 3100, PG. 864
DRTC
(2.014 AC.)

KEMCO PROPERTIES
DOC. 1999122667
OPRTC
(2 AC.)

1825 FORTVIEW, INC.
VOL. 13189,
PG. 6
RPRTC

STA. 265+20.65
191.68' RT.

STA. 268+00.00
201.03' RT.

STA. 273+59.67
204.19' RT.

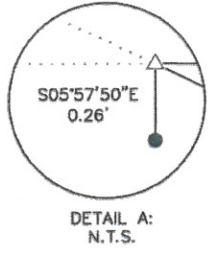
STA. 270+33.32
219.80' RT.

STA. 270+50.00
221.00' RT.

STA. 273+95.47
221.00' RT.

STA. 275+09.82
274.71' RT.

STA. 275+19.20
221.00' RT.



JP MORGAN CHASE BANK, AS TRUSTEE OF
FREDERIC CLARKE MORSE, JR.
EXEMPT FAMILY TRUST
DOC. 2004113210-OPRTC-"DISTRIBUTION CONVEYANCE"
UNDIVIDED 50% INTEREST IN
(TRACT TWO: 176.74 AC. SAVE & EXCEPT 16.326 AC.)
TEXAS COMMERCE BANK-AUSTIN
AS INDEPENDENT EXECUTOR OF THE
ESTATE OF ESTELLE MORSE
VOL. 11109, PG. 568
RPRTC
UNDIVIDED 1/2 INTEREST IN
(68.03 AC.)

H.T. DAVIS
SURVEY NO. 30
ABS. NO. 214

1825 FORTVIEW, INC.
VOL. 13189, PG. 6
RPRTC

SURVEYED ACREAGE	ACQUISITION ACREAGE	ACQUISITION SQUARE FEET	REMAINDER ACREAGE	REMAINDER SQUARE FEET
2.005 AC.	1.929 AC.	84,009	0.076 AC.	3,323

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- III ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



NOTES:

- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
- 2) SEE PAGES 1, 2, AND 3 OF 4 FOR A DESCRIPTION OF THIS PARCEL.
- 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
- 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
- 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad

09/16/09

CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

McGRAY & McGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 1.929 AC. OF LAND OUT OF THE H.T. DAVIS SURVEY NO. 30, ABSTRACT NO. 214, SAME BEING ALL OF THAT CERTAIN TRACT DESCRIBED AS 2 AC. IN A DEED TO KEMCO PROPERTIES, OF RECORD IN DOCUMENT 1999122667, OFFICIAL PUBLIC RECORDS, TRAVIS COUNTY, TEXAS.

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 3
PAGE 4 OF 4