

AGENDA

1. Welcome, opening remarks, and comments concerning items of community interest by the Chairman and members of the Board of Directors.
2. Open Comment Period for Public Comment – See Notes at the end of this agenda.

Discuss, consider, and take appropriate action on the following:

3. Approve the minutes for the April 27, 2011 General Board Meeting.
4. Approve a Change Order #2 for additional pavement and signal work on the construction contract with Webber LLC for the Manor Expressway Direct Connectors at US 183 Project.
5. Approve a supplement to Atkins' Work Authorization #2 concerning general engineering consultant services for the Bergstrom Expressway Project (US183S).
6. Approve an extension and revision to the scope of services for the contract with Stantec Consulting Services, Inc., for traffic and revenue engineering services.
7. Accept the monthly financial report for April, 2011.

Briefing and discussion on the following; no action proposed:

8. Briefing and update on the draft budget for Fiscal Year 2012.
9. Executive Director's report.
 - a. Board meeting on June 10, 2011.
 - b. Responses to comments and questions received at the public hearing on the Manor Expressway Project.
 - c. Update on proposed Freight Shuttles Program.
 - d. Status on 183A managed lanes, inclusion in future TIP, and feasibility study prospects.

Executive Session

Under Chapter 551 of the Texas Government Code, the Board may recess into a closed meeting (an executive session) to deliberate any item on this agenda if the Chairman announces the item will be deliberated in executive session and identifies the section or sections of Chapter 551 that authorize meeting in executive session. A final action, decision, or vote on a matter deliberated in executive session will be made only after the Board reconvenes in an open meeting.

The Board may deliberate the following items in executive session if announced by the Chairman:

10. Discuss acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project and related legal issues, as authorized by §551.072 (Deliberation Regarding Real Property; Closed Meeting) and by §551.071 (Consultation With Attorney).
11. Discuss legal issues relating to legislation proposed to the 82nd Texas Legislature that may affect the Mobility Authority, its operations, or jurisdiction, as authorized by §551.071 (Consultation With Attorney).
12. Discuss legal issues relating to procurement and financing of CTRMA transportation projects, as authorized by §551.071 (Consultation With Attorney).
13. Discuss legal issues related to claims by or against the Authority, pending or contemplated litigation, and any related settlement offers, or other matters as authorized by §551.071 (Consultation With Attorney).
14. Discuss personnel matters as authorized by §551.074 (Personnel Matters).

Reconvene in Open Session following Executive Session

Discuss, consider, and take appropriate action on the following:

15. Consider and revise the CTRMA legislative program for the 82nd Legislature if that action is necessary or desirable.

16. Declare a public necessity to acquire one or more of the following described parcels of land for the Manor Expressway Project, and with respect to those parcels authorize the negotiation and execution of a purchase contract, the negotiation and execution of a possession and use agreement, or the use of the power of eminent domain to acquire the parcel for the Manor Expressway Project, as applicable:
 - A. Parcel 56A of the Manor Expressway Toll Project, a 1.466 acre parcel of real estate owned by the Morris and Elaine Shapiro 1987 Family Trust, located at SWC of US Hwy 290E and FM 3177 west of Decker Lane in Travis County.
 - B. Parcel 56B of the Manor Expressway Toll Project, a 2.567 acre parcel of real estate owned by the Morris and Elaine Shapiro 1987 Family Trust, located at SEC of US Hwy 290E and FM 3177 west of Decker Lane in Travis County.
 - C. Parcel 47A of the Manor Expressway Toll Project, a 0.602 acre parcel of real estate owned by Kerry S. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.
 - D. Parcel 47B of the Manor Expressway Toll Project, a 0.560 acre parcel of real estate owned by The Yom Family Trust, Kerry S. Yom and Sun Y. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.
 - E. Parcel 34 of the Manor Expressway Toll Project, a 0.539 acre parcel of real estate owned by Paul and Verena DeVooght, located at US Hwy 290E West of Giles Road in Travis County.
 - F. Parcel 40 of the Manor Expressway Toll Project, a 0.342 acre parcel of real estate owned by Lake Investment and Production Company, Ltd., located at the south corner of Old Manor Road and Johnny Morris Road in Travis County.
 - G. Parcel 36B of the Manor Expressway Toll Project, a 1.374 acre parcel of real estate owned by Delfino and Renya Perez, located at 9525 Hwy 290E in Travis County.
 - H. Parcel 31 of the Manor Expressway Toll Project, a 2.432 acre parcel of real estate owned by Robert W. and Janice W. Jenkins, located at 9475 US Hwy 290E in Travis County.
 - I. Parcel 28 of the Manor Expressway Toll Project, a 2.610 acre parcel of real estate owned by TX Old Manor Housing, L.P., located at 9345 US Hwy 290E in Travis County.

- J. Parcel 32 of the Manor Expressway Toll Project, a 1.468 acre parcel of real estate owned by Bobby Joe and Deanne Barnett, located at 9493 Hwy 290E in Travis County.
- K. Parcel 46 of the Manor Expressway Toll Project, a 1.528 acre parcel of real estate owned by Duff RE Austin, LP, located at 9665 Hwy 290E in Travis County.
- L. Parcel 48 of the Manor Expressway Toll Project, a 0.747 acre parcel of real estate owned by Sovran Acquisition LP, located at 9717 Hwy 290E in Travis County.
- M. Parcel 39 of the Manor Expressway Toll Project, a 0.999 acre parcel of real estate owned by the City of Austin, located at the southwest corner of 290E and Johnny Morris Road in Travis County.
- N. Parcel 22AC of the Manor Expressway Toll Project, a control of access acquisition owned by Wayne Allen Barbee, located at US Hwy 290E, west of Chimney Hill Boulevard in Travis County.
- O. Parcel 41 of the Manor Expressway Toll Project, a 0.505 acre parcel of real estate owned by Hardin Interests, Inc., located at the west line of Johnny Morris Road, south of US Hwy 290E in Travis County.
- P. Parcel 35 of the Manor Expressway Toll Project, a 1.31 acre parcel of real estate owned by Arturo Diaz, located at US Hwy 290E west of Giles Road in Travis County.
- Q. Parcel 42 of the Manor Expressway Toll Project, a 4.709 acre parcel of real estate owned by H. Dalton Wallace, located at the southeast corner of Johnny Morris Road and US Hwy 290E in Travis County.
- R. Parcel 44A of the Manor Expressway Toll Project, a 0.479 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.
- S. Parcel 44B of the Manor Expressway Toll Project, a 0.907 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.
- T. Parcel 44C of the Manor Expressway Toll Project, a 0.079 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.
- U. Parcel 44D (AC) of the Manor Expressway Toll Project, a control of access acquisition owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

- V. Parcel 45 of the Manor Expressway Toll Project, 1.464 acre parcel of real estate owned by Day Life Corporation, located at 9808 Crofford Lane in Travis County.
- W. Parcel 49A of the Manor Expressway Toll Project, a 0.598 acre parcel of real estate owned by River City Roloffs, Inc., located at 9721 US Hwy 290E in Travis County.
- X. Parcel 49B & 49B(E) of the Manor Expressway Toll Project, a 0.011 acre parcel of real estate and a 0.022 acre parcel of easement owned by River City Roloffs, Inc., located at 9741 US Hwy 290E in Travis County.
- Y. Parcel 50 (Parts 1 & 2) and 50E of the Manor Expressway Toll Project, a 1.837 acre parcel of real estate and a 0.037 acre drainage easement owned by Robert Hurst Rental Company, located at 9741 US Hwy 290E in Travis County.
- Z. Parcel 57 of the Manor Expressway Toll Project, a 0.184 acre parcel of real estate owned by Applied Materials, Inc., located at the northeast corner of US Hwy 290E and Harris Branch Parkway in Travis County.
- AA. Parcel 59 of the Manor Expressway Toll Project, a 0.043 acre parcel of real estate owned by Lone Star Gas Company, located at the south line of US Hwy 290E, between SH 130 and Parmer Lane (Boyce Lane) in Travis County.
- BB. Parcel 29 of the Manor Expressway Toll Project, a 9.108 acre parcel of real estate owned by JMTCV Ltd., located at US Hwy 290E between Ferguson Cutoff and Johnny Morris Road in Travis County.
- CC. Parcel 54 of the Manor Expressway Toll Project, a 0.557 acre parcel of real estate owned by Agnes Marie Aldridge, located at 9751 US Hwy 290E in Travis County.
- DD. Parcel 13AC of the Manor Expressway Toll Project, an access control only parcel owned by Raymond D. and Elda Raschke, located at 9470 US Hwy 290E in Travis County.
- EE. Parcel 21AC of the Manor Expressway Toll Project, an access control only parcel owned by Jimmy Nassour, Trustee and Salim Haddad, Trustee, located at Easterly adjacent to 9230 US Hwy 290E in Travis County.
- FF. Parcel 30AC of the Manor Expressway Toll Project, a control of access acquisition owned by 290 Jones Investments, Inc, located west of Johnny Morris Road on the north side of US Hwy 290E in Travis County.
- GG. Parcel 33AC of the Manor Expressway Toll Project, a control of access acquisition owned by Joe T. Robertson, located at 9500 US Hwy 290E in Travis County.

- HH. Parcel 111AC of the Manor Expressway Toll Project, a control of access acquisition owned by SCC East Bourne Manor LP, located at the southeast corner of US Hwy 290E and SH130 in Travis County.
 - II. Parcel 112AC of the Manor Expressway Toll Project, a control of access acquisition owned by Austin HB Residential, located at the northeast corner of US Hwy 290E and SH130 in Travis County.
 - JJ. Parcel 8 of the Manor Expressway Toll Project, a 2.175 acre parcel of real estate and a 0.186 acre drainage easement owned by Fred Morse and Scott Morse, Co-Independent Executors of the Estate of Frederic Clarke Morse, Sr. and JPMorgan Chase Bank, Trustee of the Frederic Clarke Morse, Jr. Exempt Family Trust, located at the east corner of US 183 and US Hwy 290E in Travis County.
17. Adjourn Meeting.
-

NOTES

Open Comment Period for Public Comment – At the beginning of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to CTRMA's jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the open comment period. If the speaker's topic is not listed on this agenda, the Board may not deliberate the topic or question the speaker during the open comment period, but may direct staff to investigate the subject further or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not act on an item that is not listed on this agenda.

Public Comment on Agenda Items – A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board's consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Meeting Procedures – The order and numbering of agenda items are for ease of reference only. After the meeting is convened, the Chairman may rearrange the order in which agenda items are considered. The Board may consider items listed on the agenda in any order and at any time during the meeting.

Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services, such as an interpreter for persons who are deaf or hearing impaired, and readers of

large print or Braille, are requested to contact Jennifer Guernica at (512) 996-9778 at least two working days before the meeting so that appropriate arrangements can be made.

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 1

Welcome, Opening Remarks and Board Member Comments

Board Action: NO

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 2

Open Comment Period for Public Comment – At the beginning of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to CTRMA’s jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the open comment period. If the speaker’s topic is not listed on this agenda, the Board may not deliberate the topic or question the speaker during the open comment period, but may direct staff to investigate the subject further or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not act on an item that is not listed on this agenda.

Public Comment on Agenda Items – A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board’s consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Board Action: NO

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 3

Approve the minutes for the April 27, 2011 General Board Meeting.

Department: Law

Board Action: YES (by motion)

Description of Matter:

The minutes for the April 27, 2011 General Board Meeting require approval by the Board.

Attached Document: Draft Minutes April 27, 2011 General Board Meeting

Contact for further information:

Andrew Martin, General Counsel

**MINUTES FOR
General Meeting of the Board of Directors
of the
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

**Wednesday, April 27, 2011
9:30 A.M.**

The meeting was held at 301 Congress Avenue, Suite 360, Austin, Texas 78701. On April 21, 2011, notice of the meeting was posted at the Williamson County Courthouse, with the Secretary of State, on the CTRMA website, and on the bulletin board in the lobby of CTRMA's offices at Suite 650, 301 Congress Avenue, Austin, Texas. Notice of the meeting was posted at the Travis County Courthouse on April 22, 2011.

1. Welcome and Opening Remarks by Chairman Ray A. Wilkerson

Mr. Henry Gilmore, as the Board secretary and serving without objection as interim presiding officer, called the meeting to order at 9:40 a.m. and called the roll. Board Members present at the meeting were Mr. Henry Gilmore, Ms. Nikelle Meade, Mr. David Singleton, Mr. Bob Bennett, and Mr. Charles Heimsath.

2. Open Comment Period

Roger Baker addressed the Board during the open comment period.

Vice Chairman Jim Mills joined the dais at the end of the open comment period, and assumed the duties of presiding officer for the remainder of the meeting.

Conduct a public hearing to receive comments and questions on the following:

3. Financial and other information on the Manor Expressway (290 East Toll Project) and the approved contract with Central Texas Mobility Constructors to design and build the Manor Expressway, as required by Section 371.151 of the Texas Transportation Code.

Vice Chairman Jim Mills noted that the date, time, place, and subject of the public hearing had been advertised in the *Austin American-Statesman*, *Daily Texan*, and the *Oak Hill Gazette*. The information that was published was also provided at the meeting as handout available at the speaker sign-up table.

Andrew Martin, General Counsel, provided a short presentation on the Manor Expressway project and the design/build agreement with the Central Texas Mobility Constructors. Manor Expressway will be a toll project owned, operated, and maintained by CTRMA. It is a 6.2 mile project located along the U.S. 290 corridor. The Board has approved a design/build

comprehensive development agreement with Central Texas Mobility Constructors (“CTMC”) to construct the project.

Upon the completion construction, CTRMA’s contract with CTMC will terminate, except for warranty obligations. Expected toll rates will be \$0.15 - \$0.20 per lane mile traveled, and a toll of \$0.25 - \$0.50 to use the direct connectors between 183A and Manor Expressway. Toll rates have been established by the market valuation agreement procedure, and business terms for market valuation were approved by the Capitol Area Metropolitan Planning Organization on December 1, 2008. Rates will be increased annually by a formula based on percentage increase in either Texas State Gross Domestic Product or the Consumer Price Index.

The debt total is approximately \$359 million in the form of senior and subordinate lien revenue bonds issued by CTRMA for 30 years for the senior bonds and a 23 year term for the subordinate bonds. CTRMA will collect tolls to provide for continuing expenses for maintaining and operating the project.

Vice Chairman Jim Mills opened the public hearing and invited comments and questions from those present.

Five individuals provided comments and questions to the Board including, Mr. Bruce Burton, Ms. Mary Anderson, Mr. Vince May, Mr. Roger Baker, and Mr. James Benson.

Mr. Mike Heiligenstein stated that CTRMA staff will provide answers to the comments and questions, including written comments and questions submitted by those present at the public hearing, as they relate to the purpose of this public hearing, and other questions not germane to the purpose of the public hearing will be answered as personal inquiries.

Ms. Nikelle Meade moved to close the public hearing, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 6-0.

4. Approval of Minutes of March 30, 2011 General Board Meeting

Vice Chairman Jim Mills presented the minutes from the March 30, 2011 Board Meeting for review by the Board. Mr. David Singleton moved for approval of the minutes. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 6-0, and the minutes for the March 30, 2011 General Board Meeting were approved as drafted.

5. Approve a supplement to Atkins’ Work Authorization #1 concerning oversight by the general engineering consultant of the design/build comprehensive development agreement for the Manor Expressway.

Ms. Nikelle Meade stated that she would not participate in the discussion or vote on this item because her law firm work represents Atkins.

Mr. Wes Burford presented this item seeking Board approval of a supplement to Atkins' Work Authorization #1 to provide oversight by Atkins of the design/build comprehensive development agreement for the Manor Expressway. The supplement to the Work Authorization includes project management, design oversight, construction oversight, material acceptance testing, environmental compliance, and public involvement.

The supplement to the Work Authorization is funded by the Project's bond financing and is approximately \$23 million, which is 11% of the construction for oversight and testing. The project will last about three years and will include about fifty people employed on the job.

Mr. Bob Bennett moved for approval of the resolution. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 5-0, Ms. Nikelle Meade abstained from the vote, and the resolution was approved as drafted.

6. Approve a change order to the 183A Phase II contract with Webber LLC to install two underground utility encasements.

Mr. Wes Burford presented this item seeking approval of a change order to the 183A Phase II contract with Webber LLC to install two underground utility encasements. The change order includes the installation of utility encasements under Hero Way and the 183A mainlanes on the north side of RM 2243. CTRMA requests this provision to provide continued support for development along the 183A corridor in coordination with the City of Leander. The construction of the utility encasements during the current construction activity is cost effective and will reduce future impacts to the facility.

CTRMA will be reimbursed for the costs associated with the encasements' use, and the change order may not be executed until the Executive Director receives a binding commitment from one or more of the ultimate users of the encasements to reimburse CTRMA for its installation costs.

Mr. Bob Bennett moved for approval, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 6-0, and the Board approved the change order to the 183A Phase II contract with Webber LLC.

7. Approve a contract amendment with Telvent USA Corporation to revise the scope of services and implementation schedule and authorize additional payment for work related to installation of toll collection and intelligent transportation system equipment on the Manor Expressway, and under the amended contract approve Work Authorization #6 for work related to the Manor Expressway.

Mr. Tim Reilly presented this item seeking the Board's approval of a contract amendment with Telvent USA Corporation to revise the scope of services and implementation schedule and authorize additional payment for work related to installation of toll collection and intelligent transportation system equipments on the Manor Expressway, and under the

amended contract approve Work Authorization #6 for work related to the Manor Expressway.

The original agreement was for an initial five years with an option to renew for an additional three years upon mutual consent of the parties. The initial term expired on April 26, 2010, and renewal of the agreement for an additional three years was approved on March 31, 2010, which extends the agreement to April 26, 2013. Phase II of 290E is not set for completion until after the expiration of the existing toll systems contract; therefore, staff is recommending an amendment to the existing contract to adjust the contract maximum amount from approximately \$16 million to approximately \$22 million, and to extend the term of the contract to 365 days after the completion of Phase II of the Manor Expressway Project. The extra 365 days is to keep Telvent under contract during the warranty period for the systems that they will be installing.

Additionally, staff is requesting Board approval of Work Authorization No. 6 for an amount not to exceed approximately \$7 million for the toll system and traffic management system.

Mr. David Singleton moved for approval of the amendment and Work Authorization #6. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 6-0, and the resolution was approved as drafted.

8. Approve a contract amendment with Telvent USA Corporation to adjust fees and scope of services for maintenance of toll equipment.

Mr. Tim Reilly presented this item seeking the Board's approval of a contract amendment with Telvent USA Corporation to adjust fees and scope of services for maintenance of toll equipment. Maintenance will include preventive, predictive, corrective, and emergency maintenance of the toll collection system.

Changes have been made to the toll collection system including conversion to cashless toll system. Also, the process of transfer of various toll road segments by the Texas Transportation Commission has delayed implementation of various projects. Staff performed an analysis in regards to US290 East Toll Project for the purpose of considering adjustments to the maintenance fee schedule in order to more accurately reflect the revised scope of services and implementation schedule.

Mr. David Singleton moved to approve the amendment with Telvent to adjust fees and scope of services for maintenance of toll equipment. Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

9. Approve a supplement to Work Authorization #8 with URS Corporation for traffic and revenue engineering services.

Mr. Bill Chapman presented this item seeking Board approval for a supplement to Work Authorization #8 with URS Corporation for traffic and revenue engineering services. The

Work Authorization is needed to incorporate data from the recently-release 2010 census data into the 290 East Toll Development Project Investment Grade Traffic and Toll Revenue Study (T&R Study).

The additional cost would not exceed approximately \$67,000 which would bring the total funding to approximately \$1.2 million for the Manor Expressway.

Mr. Bob Bennett moved for approval, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

10. Approve an amendment to the toll policies to adjust the base toll rate at the Park Street gantry on the 183A Expressway when the 183A Phase II extension opens in 2012 and to revise the initial effective date and scope of the inflation-based toll rate adjustment policy.

Executive Director Mike Heiligenstein and Mr. Bill Chapman presented this item.

Mr. Heiligenstein explained that in November 2009 a rate adjustment was established at the Park Street gantry location to become effective when Phase 2 of the 183A Expressway opened for traffic. A toll modification formula was also established in 2009 based on increases in the index of Consumer Prices for All Urban Consumers (CPI-U) before seasonal adjustment, as published by the Bureau of Labor Statistics of the U.S. Department of Labor. The initial inflation-based adjustment using the formula was to be implemented in January 1, 2014, and annually thereafter.

The proposed revision to the toll policies will still decrease the current toll charge at the Park Street gantry from \$1.55 to \$1.35, effective when the 183A extension opens in 2012. Also, the proposed revision would establish January 1, 2013 as the first date to implement the inflation-based adjustment for toll rates.

Mr. Bill Chapman further explained that our original CPI-U was adjusted only for tolls on 183A, and the proposed revision would provide for the inflation-based adjustment to apply to tolls charged on the Manor Expressway as well.

Mr. Bob Bennett moved for approval of the amendment to the toll policies, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

11. Accept the monthly financial report for March, 2011.

Mr. Bill Chapman presented this item. A schedule was distributed with various Manor Expressway funding activities, including a trip to New York to visit the rating agencies, presentation to an insurance agency to discuss our financing, meetings with sub-debt investors to discuss and define all of our sub-debt, pricing of the bonds, and a Board

meeting to accept the pricing. After financial close, the transaction would close toward the end of the month of June with a notice to proceed.

Cindy Demeers was introduced as CTRMA's new Controller. She stated she had spent the last 18 years with the City of Round Rock, most recently serving as an assistant city manager, and is pleased to apply that experience in her new position with CTRMA.

Mr. Bill Chapman presented March 2011's financials, and stated that March was CTRMA's best month for transaction and revenue.

Mr. Bob Bennett moved for approval of the monthly financial report for March, 2011, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

Briefing and discussion on the following:

13. Presentation from representative of Freight Shuttle Services and the Texas Transportation Institute concerning the request for proposals by the Texas Transportation Commission regarding possible on freight transfer.

Mr. Heiligenstein suggested to the Board that item 13 be presented before item 12. Dr. Stephen S. Roop, with Texas Transportation Institute affiliated with the Texas A&M University System, made a presentation on a proposed freight shuttle system developed at the Texas Transportation Institute over the past seven years. The system would be located on elevated tracks within existing highway right-of-way and would be used to transport freight traffic in trailers normally transported by truck between the U.S.-Mexico border to central distribution points in central Texas. The freight shuttle system is directed at the commercial trucking industry and is an alternative that would reduce truck traffic on existing highways.

12. Receive draft budget for Fiscal year 2012 and discuss budget review process and timeline.

Mr. Bill Chapman presented this item to the Board to provide a brief explanation for the fiscal year 2012 budget process and timeline. No action was taken on this item.

14. Procurement process for communication and marketing consultant.

Mr. Steve Pustelnyk presented this item in relation to the Board's request for information regarding the procurement process for communication and marketing services. Services will include public information programs, community relations, public involvement, media relations, advertising, marketing, promotions, and special events. Also, the development of presentations, reports, publications, newsletters, websites, and research will be provided.

A selection committee will be appointed by the Executive Director and will include representatives from CTRMA, and can include representatives from other organizations. The proposals will be scored by the selection committee based on pre-established criteria that includes: ability to complete tasks, successful management of similar contracts or projects, team member experience, understanding of Authority needs, strategic vision, diverse workforce, rates, and an oral presentation. No Board action was taken.

Executive Session Pursuant to Government Code, Chapter 551

Vice Chairman Mills announced in open session at 11:53 a.m. that the Board would recess the open meeting and would reconvene in Executive Session to deliberate the following items:

20. Discussion of the acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project and related legal issues, pursuant to §551.072 (Deliberation Regarding Real Property; Closed Meeting) and §551.071 (Consultation With Attorney; Closed Meeting).

21. Discussion of legal issues relating to pending or contemplated litigation and any related settlement offer, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).

22. Discuss legal issues relating to legislation proposed to the 82nd Texas Legislature that may affect the Mobility Authority, its operations, or jurisdiction, as authorized by §551.071 (Consultation With Attorney; Closed Meeting).

23. Discuss personnel matters as authorized by §551.074 (Personnel Matters).

The Board reconvened in open meeting at 12:21 p.m., and Vice Chairman Mills announced that there was no action taken in Executive Session.

24. Consider and revise the CTRMA legislative program for the 82nd Legislature if that action is necessary or desirable.

Mr. Brian Cassidy presented this item. Senate Bill 19 (RMA Primacy bill) is waiting to go to the full House for consideration. The RMA clean-up bill, which would provide parking structures, transportations reinvestment zones, as well as the same toll enforcement and collection zones as other RMA to provide consistency within the agencies, is already out of the House. Amendments to the Environmental Review Process to establish more reasonable deadlines, formalize processes, and add efficiencies to the environmental review process is moving through the Legislature. The extension of CDA authority will expire August 31, 2011 unless it is extended. A House and Senate bill have been filed to extend the CDA Authority, and are also moving through the Legislature.

No action was taken on this item.

25. Declare a public necessity to acquire one or more of the following described parcels of land for the Manor Expressway Project, and with respect to those parcels, authorize the negotiation and execution of a purchase contract, the negotiation and execution of a possession and use agreement, or the use of the power of eminent domain to acquire the parcel for the Manor Expressway Project, as applicable.

After hearing a presentation and a staff recommendation from Andrew Martin, General Counsel, Ms. Nikelle Meade made a motion, seconded by Mr. Charles Heimsath, to adopt the staff recommended resolution for each parcel listed below to authorize negotiation and execution of a purchase contract, the negotiation and execution of a possession and use agreement, or the use of the power of eminent domain to acquire each of the following parcels: 25(C), 25(D), 25(G), 25(H), 25(I), 25(J), 25(K), 25(M), 25(N), 25(O), 25(P), 25(Q), 25(R), 25(S), 25(T), 25(U), 25(V), 25(W), and 25(Z). The motion carried unanimously, 6-0, and a separate resolution authorizing the action specified by the motion was approved for each parcel as drafted.

C. Parcel 35 of the Manor Expressway Toll Project, a 1.31 acre parcel of real estate owned by Arturo Diaz, located at US Hwy 290E West of Giles Road in Travis County.

D. Parcel 41 of the Manor Expressway Toll Project, a 0.505 acre parcel of real estate owned by Hardin Interests, Inc., located at the west line of Johnny Morris Road, South of US Hwy 290E in Travis County.

G. Parcel 40 of the Manor Expressway Toll Project, a 0.342 acre parcel of real estate owned by Lake Investment and Production Company, Ltd., located at the south corner of Old Manor Road and Johnny Morris Road in Travis County.

H. Parcel 42 of the Manor Expressway Toll Project, a 4.709 acre parcel of real estate owned by H. Dalton Wallace, located southeast corner of Johnny Morris Road and US Hwy 290E in Travis County.

I. Parcel 44A of the Manor Expressway Toll Project, a 0.479 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

J. Parcel 44B of the Manor Expressway Toll Project, a 0.907 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

K. Parcel 44C of the Manor Expressway Toll Project, a 0.079 acre parcel of real estate owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

M. Parcel 45 of the Manor Expressway Toll Project, 1.464 acre parcel of real estate owned by Day Life Corporation, located at 9808 Crofford Lane in Travis County.

N. Parcel 49A of the Manor Expressway Toll Project, a 0.598 acre parcel of real estate owned by River City Roloffs, Inc., located at 9721 US Hwy 290E in Travis County.

O. Parcel 49B & 49B(E) of the Manor Expressway Toll Project, a 0.011 acre parcel of real estate and a 0.022 acre parcel of easement, respectively, owned by River City Roloffs, Inc., located at 9741 US Hwy 290E in Travis County

P. Parcel 50 (Parts 1 & 2) and 50E of the Manor Expressway Toll Project, a 1.837 acre parcel of real estate and a 0.037 acre drainage easement owned by Robert Hurst Rental Company, located at 9741 US Hwy 290E in Travis County.

Q. Parcel 56A of the Manor Expressway Toll Project, a 1.466 acre parcel of real estate owned by the Morris and Elaine Shapiro 1987 Family Trust, located at SWC of US Hwy 290E and FM 3177 west of Decker Lane in Travis County.

R. Parcel 56B of the Manor Expressway Toll Project, a 2.567 acre parcel of real estate owned by the Morris and Elaine Shapiro 1987 Family Trust, located at SEC of US Hwy 290E and FM 3177 west of Decker Lane in Travis County.

S. Parcel 57 of the Manor Expressway Toll Project, a 0.184 acre parcel of real estate owned by Applied Materials, Inc., located at the northeast corner of US Hwy 290E and Harris Branch Parkway in Travis County.

T. Parcel 58 of the Manor Expressway Toll Project, a 1.112 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the southeast corner of US Hwy 290E and Parmer Lane in Travis County.

U. Parcel 59 of the Manor Expressway Toll Project, a 0.043 acre parcel of real estate owned by Lone Star Gas Company, located at the south line of US Hwy 290E, between SH 130 and Parmer Lane (Boyce Lane) in Travis County.

V. Parcel 60 of the Manor Expressway Toll Project, a 0.345 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the southeast corner of US Hwy 290E and Parmer Lane in Travis County.

W. Parcel 61 of the Manor Expressway Toll Project, a 14.084 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the northeast corner of US Hwy 290E and Parmer Lane in Travis County.

Z. Parcel 113 of the Manor Expressway Toll Project, a 0.027 acre parcel of real estate owned by the Butler Family Partnership, Ltd., located at the northwest corner of US Hwy 290E and Parmer Lane in Travis County.

The Board took no action on the following agenda items: 25(A), 25(B), 25(E), 25(F), 25(L), 25(X), and 25(Y).

A. Parcel 13AC of the Manor Expressway Toll Project, an access control only parcel owned by Raymond D. and Elda Raschke, located at 9470 US Hwy 290E in Travis County.

B. Parcel 21AC of the Manor Expressway Toll Project, an access control only parcel owned by Jimmy Nassour, Trustee and Salim Haddad, Trustee, located at Easterly adjacent to 9230 US Hwy 290E in Travis County.

E. Parcel 30AC of the Manor Expressway Toll Project, a control of access acquisition owned by 290 Jones Investments, Inc, located west of Johnny Morris Road on the north side of US Hwy 290E in Travis County.

F. Parcel 33AC of the Manor Expressway Toll Project, a control of access acquisition owned by Joe T. Robertson, located at 9500 US Hwy 290E in Travis County.

L. Parcel 44D (AC) of the Manor Expressway Toll Project, a control of access acquisition owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

X. Parcel 111AC of the Manor Expressway Toll Project, a control of access acquisition owned by SCC Eastbourne Manor LP, located at the southeast corner of US Hwy 290E and SH 130 in Travis County.

Y. Parcel 112AC of the Manor Expressway Toll Project, a control of access acquisition owned by Austin HB Residential, located at the northeast corner of US Hwy 290E and SH 130 in Travis County.

15. Sustainability design competitions for the Oak Hill Expressway (US290W / SH71W) and for the Manchaca Expressway (SH45SW) Corridors.

Mr. Wes Burford presented this item discussing the sustainability design competitions for the Oak Hill Expressway and Manchaca Expressway. Staff has branded the competition the Green Mobility Challenge and designed a logo. The submittals will be due in September 2011, finals event and awards ceremony would occur in October 2011, and the release of suggested ideas to TxDOT for consideration in NEPA process would occur in November 2011.

Mr. Burford asked for Board input so that staff is able to incorporate that feedback into the Green Mobility Challenge.

No action taken on this item.

16. Quarterly briefing on the MoPac Improvement Project.

Ms. Heather Reavey presented this item. The project is currently in the middle of the environmental process, and is on schedule. A draft environmental document has been presented to the TxDOT environmental team for review. The team is currently preparing for seven sound wall workshops that will be conducted over the summer. Some design exceptions may be needed in order to stay within right of way. There has been a reinstatement of the citizen aesthetics committee, who has been developing components to create constructible, maintainable, and cost effective solutions within the MoPac corridor. Staff has met with Union Pacific Railroad for possible use of some UPRR right of way to allow construction of refuge bays in the median. Also, utility discussions have started with major utilities along the corridor.

Joseph Carrizales who is the Advanced Project Development Engineer with the Austin District of TxDOT also provided information on the project. Mr. Carrizales stated that we are currently on schedule with the environmental process and schematic design process.

No action taken on this item.

17. Quarterly briefing on the 183A Phase II Project.

Ms. Heather Reavey presented this item. Ms. Reavey described the second phase of the 183A project construction from January 1, 2011 to March 31, 2011 where the placement of bridge deck panels and concrete on the bridge at New Hope and Block House Creek area have been completed. Excavation is needed to allow construction of the tolled main lanes and the Scottsdale Bridge overpass. The project is slightly ahead of schedule.

No action was taken on this item.

18. Quarterly briefing on the Manor Expressway Direct Connectors at US 183 Project.

Mr. Eric Ploch presented this item. Mr. Ploch discussed the quarterly report and provided aerial photos of the project's progress. There are 6-7 columns that have been placed since January. Concrete paving has also been much of the progressed on the east side of the Manor Expressway. On the north side, fourteen spans of beams have been set as well as six deck panels. A short video was shown to show the progress that has been made to Manor Expressway.

No action was taken on this item.

19. Executive Director's report.

Mr. Mike Heiligenstein presented this item. Mr. Heiligenstein provided information regarding new locations where people may go to pay tolls with cash.

No action was taken on this item.

26. Adjourn Meeting

Vice Chairman Mills declared the meeting adjourned by unanimous consent at 1:46 p.m.

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 4

Approve a Change Order No. 2 for additional pavement and signal work on the construction contract with Webber LLC for the Manor Expressway Direct Connectors at US 183 Project.

Department: Engineering

Associated Costs: \$265,306.88

Funding Source: General Fund

Board Action Required: YES

Description of Matter:

CTRMA requested that W. W. Webber, LLC, contractor for the Manor Expressway Direct Connectors at US 183 project, prepare and submit a proposed change order to construct a second left turn lane and traffic signalization for the eastbound US 290 traffic turning left onto Tuscany Way, restripe pavement on US 183 northbound frontage road lanes, and provide under drain construction on the Project.

Webber has submitted the proposed Changer Order No. 2 to accomplish the requested additional work on the Direct Connectors project.

Board approval of this change order is necessary since the price exceeds \$150,000.00.

Attached documentation for reference:

Change Order No. 2

Contact for further information:

Eric J. Ploch, P.E., Atkins' General Engineering Consultant Program Manager

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

RESOLUTION NO. 11-___

**Approve Change Order #2 for Additional Pavement and Signal Work on
the Construction Contract with Webber LLC for the
Manor Expressway Direct Connectors at US 183 Project.**

WHEREAS, by Resolution No. 09-83, dated December 17, 2009, the Board of Directors awarded a construction contract for the Manor Expressway Direct Connectors at US 183 Project, also referred to as Segment 1 of the 290E Toll Project (the "Project"), to W.W. Webber LLC ("Webber"), and authorized and directed the Executive Director to finalize and execute a contract with Webber for provision of those services; and

WHEREAS, Contract No. 10290E22701C for construction of the Project was fully executed by CTRMA and Webber and became effective on April 27, 2010; and

WHEREAS, CTRMA staff and its general engineering consultant have requested that Webber prepare and submit a proposal to construct a second left turn lane and traffic signalization for eastbound US 290 traffic turning left onto Tuscany Way, for pavement restriping on the US 183 northbound frontage road lanes, and under drain construction on the Project; and

WHEREAS, the proposed Change Order No. 2 to Contract No. 10290E22701C ("Change Order No. 2"), attached and incorporated into this Resolution as Attachment A, sets forth a scope of services to implement the requested Project changes; and

WHEREAS, because the additional cost of Change Order No. 8 exceeds \$150,000.00, the Board of Directors must approve this proposed change order.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed Change Order No. 2 in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED, that Change Order No. 2 may be finalized and executed by the Executive Director on behalf of CTRMA.

[Signatures appear on the following page]

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of May, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-_____
Date Passed: 5/25/11

ATTACHMENT “A” TO RESOLUTION 11-

PROPOSED CHANGE ORDER NO. 2

[on the following 9 pages]



Central Texas Regional
Mobility Authority

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

CHANGE ORDER NUMBER: 2

- 1. CONTRACTOR: W.W. Webber, LLC
- 2. Change Order Work Limits: Sta. 205+00.00 to Sta. 285+00.00
- 3. Type of Change(on federal-aid non-exempt projects): Major (Major/Minor)
- 4. Reasons: 3F (In order of importance - Primary first)
- 5. Describe the work being revised:

See attached description.

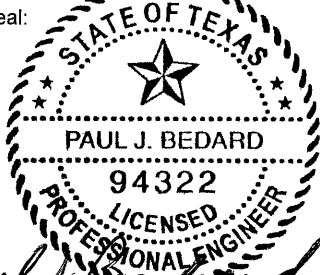
Project Name:	<u>290E Toll Project</u>
Contract No:	<u>10290E22701c</u>
CCSJ:	<u>0114-02-090</u>
Highway:	<u>290E</u>
County:	<u>Travis</u>
District:	<u>Austin</u>
FAP Number:	<u>STP 2009(489)ES</u>

- 6. Work to be performed in accordance with Items: 110,132,341,460,467,496,512,530,556,624,636,644,662,666,672,677,680,681,682,684,6266,8120
- 7. New or revised plan sheet(s) are attached and numbered: 45,72,73,111-114,119-122,915,217A,244A,288A,296A,315A,315B,923A,995A,995B,1072A
- 8. New general notes to the contract are attached: Yes No
- 9. New Special Provisions to Item No. 6266 and Special Specification Item 6266,8120 are attached. X

Each signatory hereby warrants that each has the authority to execute this Change Order (CO).

<p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR Date <u>4-18-11</u></p> <p>By <u>J. Haswell</u></p> <p>Typed/Printed Name <u>J Haswell</u></p> <p>Typed/Printed Title <u>Area Manager</u></p>	<p>The following information must be provided</p> <p>Time Ext. #: <u>1</u> Days added on this CO: <u>20</u></p> <p>Amount added by this change order: \$ <u>265,306.88</u></p> <p>For TxDOT/CTRMA/FHWA use only:</p> <p>Original Contract Amount \$ <u>52,575,545.77</u></p> <p>Revised Contract Amount To Date \$ <u>53,362,227.12</u></p> <p>Days FHWA non-participating _____</p> <p>CO Portion FHWA non-participating _____</p>
---	---

RECOMMENDED FOR EXECUTION:
Engineers Seal:



(1) Paul J. Bedard 4/6/11
GEC Segment Manager Date

(2) Teresa L. Lopez 04/07/11
GEC Construction Manager Date

(7) _____
TxDOT Project Engineer Date
 APPROVED REQUEST APPROVAL

(3) Wesley M. Bunker
CTRMA Director of Engineering Date
 APPROVED REQUEST APPROVAL

(4) _____
CTRMA, General Counsel Date
 APPROVED REQUEST APPROVAL

(5) _____
CTRMA, Executive Director Date
 APPROVED REQUEST APPROVAL

(6) _____
FHWA Area Engineer (Verbal Approval) Date
 APPROVED REQUEST APPROVAL

(8) _____
FHWA Area Engineer Date
 APPROVED REQUEST APPROVAL

CHANGE ORDER REASON(S) CODE CHART

1. Design Error or Omission	1A. Incorrect PS&E 1B. Other
2. Differing Site Conditions (unforeseeable)	2A. Dispute resolution (expense caused by conditions and/or resulting delay) 2B. Unavailable material 2C. New development (conditions changing after PS&E completed) 2D. Environmental remediation 2E. Miscellaneous difference in site conditions (unforeseeable)(Item 9) 2F. Site conditions altered by an act of nature 2G. Unadjusted utility (unforeseeable) 2H. Unacquired Right-of-Way (unforeseeable) 2I. Additional safety needs (unforeseeable) 2J. Other
3. CTRMA Convenience	3A. Dispute resolution (not resulting from error in plans or differing site conditions) 3B. Public relations improvement 3C. Implementation of a Value Engineering finding 3D. Achievement of an early project completion 3E. Reduction of future maintenance 3F. Additional work desired by the CTRMA 3G. Compliance requirements of new laws and/or policies 3H. Cost savings opportunity discovered during construction 3I. Implementation of improved technology or better process 3J. Price adjustment on finished work (price reduced in exchange for acceptance) 3K. Addition of stock account or material supplied by state provision 3L. Revising safety work/measures desired by the CTRMA 3M. Other
4. Third Party Accommodation	4A. Failure of a third party to meet commitment 4B. Third party requested work 4C. Compliance requirements of new laws and/or policies (impacting third party) 4D. Other
5. Contractor Convenience	5A. Contractor exercises option to change the traffic control plan 5B. Contractor requested change in the sequence and/or method of work 5C. Payment for Partnering workshop 5D. Additional safety work/measures desired by the contractor 5E. Other
6. Untimely ROW/Utilities	6A. Right-of-Way not clear (third party responsibility for ROW) 6B. Right-of-Way not clear (County responsibility for ROW) 6C. Utilities not clear 6D. Other

290E Segment 1 Project

CHANGE ORDER NUMBER: 2

TABLE A: Force Account Work and Materials Placed into Stock

Estimated Cost:

LABOR		HOURLY RATE	EQUIPMENT		HOURLY RATE

TABLE B: Contract Items

CHANGE ITEM	REASON CODE	DESCRIPTION	UNIT	QUANTITY	UNIT PRICE	ITEM COST	ORIGINAL + PREVIOUSLY REVISED		NEW		OVERRUN/ UNDERRUN
							QUANTITY	UNIT PRICE	ITEM COST	QUANTITY	
110 2001	3F	EXCAVATION (ROADWAY)	CY	99,414.00	\$6.00	\$596,484.00	99,495.00	\$6.00	\$596,970.00		\$486.00
132 2006	3F	EMBANKMENT (FINAL) (DENS CONT) (TY C)	CY	44,725.00	\$9.00	\$402,525.00	45,142.00	\$9.00	\$406,278.00		\$3,753.00
341 2014	3F	D-GR HMA (GCCQA) TY-B PG76-22	TON	40,487.00	\$63.20	\$2,558,778.40	41,104.00	\$63.20	\$2,597,772.80		\$38,994.40
341 2066	3F	D-GR HMA (GCCQA) TY-C PG76-22	TON	2,901.00	\$69.20	\$200,749.20	3,000.00	\$69.20	\$207,600.00		\$6,850.80
432 2002	3F	CONCRETE RIR RAP 5"	CY	598.00	\$300.00	\$179,400.00	610.00	\$300.00	\$183,000.00		\$3,600.00

496 2004	3F	REMOV STR (SET)	EA	8.00	\$500.00	\$4,000.00	9.00	\$500.00	\$4,500.00		\$500.00
512 2017	3F	PORT CTB (DES SOURCE) (LOW PROF) (TY 1)	LF	2,980.00	\$7.00	\$20,860.00	2,880.00	\$7.00	\$20,160.00		(\$700.00)
512 2035	3F	PORT CTB (STKR) (LOW PROF) (TY 1)	LF	2,980.00	\$6.00	\$17,880.00	3,050.00	\$6.00	\$18,480.00		\$600.00
512 2011	3F	PORT CTB (DES SOURCE) (SAFETY SH) (TY 2)	LF	19,250.00	\$6.00	\$115,560.00	20,220.00	\$6.00	\$121,320.00		\$5,760.00
512 2020	3F	PORT CTB (MOVE) (SAFETY SH) (TY 2)	LF	8,100.00	\$4.00	\$32,400.00	8,430.00	\$4.00	\$33,720.00		\$1,320.00
530 2010	3F	DRIVEWAYS (CONC)	SY	151.00	\$75.00	\$11,325.00	399.00	\$75.00	\$29,925.00		\$18,600.00
556 2001	3F	PIPE UNDERDRAINS (TY 1) (6")	LF	4,121.00	\$20.00	\$82,420.00	6,521.00	\$20.00	\$130,420.00		\$48,000.00
624 2014	3F	GROUND BOX TY D (62922) W/APRON	EA	21.00	\$700.00	\$14,700.00	22.00	\$700.00	\$15,400.00		\$700.00

644 2025	3F	INS SM RD SN SUP&AM TY S80(1) SA(T)	EA	27.00	\$800.00	\$21,600.00	28.00	\$800.00	\$22,400.00		\$800.00
644 2058	3F	RELOCATE SM RD SN SUP & AM TY S80	EA	4.00	\$600.00	\$2,400.00	7.00	\$603.75	\$4,226.25		\$1,826.25
662 2001	3F	WK ZN PAV MRK NON-REMOV (W) 4" (BRK)	LF	4,020.00	\$0.30	\$1,206.00	4,610.00	\$0.30	\$1,383.00		\$177.00
662 2002	3F	WK ZN PAV MRK NON-REMOV (W) 4" (DOT)	LF	605.00	\$0.50	\$302.50	620.00	\$0.50	\$310.00		\$7.50
662 2004	3F	WK ZN PAV MRK NON-REMOV (W) 4" (SLD)	LF	20,888.00	\$0.30	\$6,264.40	21,196.00	\$0.30	\$6,358.80		\$104.40
662 2012	3F	WK ZN PAV MRK NON-REMOV (W) 8" (SLD)	LF	376.00	\$0.40	\$150.40	483.00	\$0.40	\$193.20		\$42.80

662 2032	3F	WK ZN PAV MRK NON-REMOV (Y) 4" (SLD)	LF	19,259.00	\$0.30	\$5,780.70	19,656.00	\$0.30	\$5,896.50		\$115.80
662 2064	3F	WK ZN PAV MRK REMOV (W) 4" (BRK)	LF	249.00	\$2.00	\$498.00	389.00	\$2.00	\$778.00		\$280.00
662 2065	3F	WK ZN PAV MRK REMOV (W) 4" (DOT)	LF	0.00	\$0.00	\$0.00	12.00	\$1.27	\$15.24		\$15.24
662 2067	3F	WK ZN PAV MRK REMOV (W) 4" (SLD)	LF	2,631.00	\$1.00	\$2,631.00	3,123.00	\$1.00	\$3,123.00		\$492.00
662 2075	3F	WK ZN PAV MRK REMOV (W) 8" (SLD)	LF	492.00	\$1.50	\$738.00	1,553.00	\$1.50	\$2,329.50		\$1,591.50
662 2099	3F	WK ZN PAV MRK REMOV (Y) 4" (SLD)	LF	1,294.00	\$1.00	\$1,294.00	1,694.00	\$1.00	\$1,694.00		\$400.00
666 2003	3F	REFL PAV MRK TY (W) 4" (BRK) (100MIL)	LF	5,220.00	\$0.40	\$2,088.00	5,585.00	\$0.40	\$2,234.00		\$146.00
666 2036	3F	REFL PAV MRK TY (W) 8" (SLD) (100MIL)	LF	11,314.00	\$0.60	\$6,788.40	12,222.00	\$0.60	\$7,333.20		\$544.80
666 2042	3F	REFL PAV MRK TY (W) 12" (SLD) (100MIL)	LF	1,592.00	\$3.10	\$4,935.20	1,794.00	\$3.10	\$5,561.40		\$626.20
666 2048	3F	REFL PAV MRK TY (W) 24" (SLD) (100MIL)	EA	176.00	\$5.00	\$880.00	308.00	\$5.00	\$1,540.00		\$660.00
666 2054	3F	REFL PAV MRK TY (W) (ARROW) (100MIL)	EA	13.00	\$90.00	\$1,170.00	17.00	\$90.00	\$1,530.00		\$360.00
666 2096	3F	REFL PAV MRK TY (W) (WORD) (100MIL)	EA	13.00	\$100.00	\$1,300.00	17.00	\$100.00	\$1,700.00		\$400.00
666 2111	3F	REFL PAV MRK TY (Y) 4" (SLD) (100MIL)	LF	7,416.00	\$0.30	\$2,224.80	8,320.00	\$0.30	\$2,496.00		\$271.20
666 2126	3F	REFL PAV MRK TY (Y) 12" (SLD) (100MIL)	LF	0.00	\$0.00	\$0.00	51.00	\$2.81	\$143.31		\$143.31
672 2017	3F	REFL PAV MRK TY (C-R)	EA	665.00	\$3.00	\$1,995.00	688.00	\$3.00	\$2,064.00		\$69.00
677 2001	3F	ELIM EXT PAV MRK & MRKS (4")	LF	13,141.00	\$1.50	\$19,711.50	14,112.00	\$1.50	\$21,168.00		\$1,456.50
677 2003	3F	ELIM EXT PAV MRK & MRKS (8")	LF	768.00	\$2.00	\$1,536.00	2,250.00	\$2.00	\$4,500.00		\$2,964.00
677 2008	3F	ELIM EXT PAV MRK & MRKS (ARROW)	EA	0.00	\$0.00	\$0.00	10.00	\$102.00	\$1,020.00		\$1,020.00
677 2018	3F	ELIM EXT PAV MRK & MRKS (WORD)	EA	0.00	\$0.00	\$0.00	4.00	\$125.00	\$500.00		\$500.00
680 2002	3F	INSTALL HWY TRF SIG (ISOLATED)	EA	0.00	\$0.00	\$0.00	1.00	\$12,705.00	\$12,705.00		\$12,705.00
681 2001	3F	TEMP TRAF SIGNALS	EA	0.00	\$0.00	\$0.00	2.00	\$29,366.40	\$58,732.80		\$58,732.80
682 2001	3F	BACK PLATE (12 IN) (3 SEC)	EA	0.00	\$0.00	\$0.00	1.00	\$52.72	\$52.72		\$52.72
682 2022	3F	VEH SIG SEC (12 IN) LED (GRN ARW)	EA	0.00	\$0.00	\$0.00	1.00	\$194.47	\$194.47		\$194.47
682 2024	3F	VEH SIG SEC (12 IN) LED (YEL ARW)	EA	0.00	\$0.00	\$0.00	1.00	\$220.72	\$220.72		\$220.72
682 2026	3F	VEH SIG SEC (12 IN) LED (RED ARW)	EA	0.00	\$0.00	\$0.00	1.00	\$178.72	\$178.72		\$178.72

CHANGE ITEM	REASON CODE	DESCRIPTION	UNIT	ORIGINAL + PREVIOUSLY REVISED				NEW				OVERRUN/ UNDERRUN
				QUANTITY	UNIT PRICE	ITEM COST	QUANTITY	UNIT PRICE	ITEM COST	QUANTITY	UNIT PRICE	
684 2033	3F	TRE SIG CBL (TY A) (14 AWG) (7 COND)	LF	0.00			15.00	\$4.20		63.00	\$63.00	
6266 2001	3F	VVDS PROCESSOR SYSTEM	EA	0.00			1.00	\$10,237.34		10,237.34	\$10,237.34	
6266 2002	3F	VVDS CAMERA ASSEMBLY	EA	0.00			6.00	\$1,664.22		9,925.32	\$9,925.32	
6266 2003	3F	VVDS SET - UP SYSTEM	EA	0.00			1.00	\$420.00		420.00	\$420.00	
6266 2005	3F	VVDS COMMUNICATION CABLE (COAXIAL)	LF	0.00			1,224.00	\$2.10		2,570.40	\$2,570.40	
8120 2002	3F	ROUTINE MONITORING OF TIMING PLANS	MO	0.00			20.00	\$1,160.55		23,211.00	\$23,211.00	
8120 2003	3F	SPECIAL ADJUSTMENT OF TIMING PLANS	EA	0.00			1.00	\$816.68		816.68	\$816.68	
EXTRA WORK												
480 XXXX	3F	CMP (GAL STL 15 x 20 IN) (OVAL)	LF	0.00			28.00	\$32.44		908.32	\$908.32	
467 2272	3F	SET (TY III) (5 IN) (CMP) (6-1)	EA	0.00			1.00	\$1,000.00		1,000.00	\$1,000.00	
624 2034	3F	REMOVE EXISTING GROUND BOXES	EA	0.00			1.00	\$288.75		288.75	\$288.75	
636 2001	3F	ALUMINUM SIGNS (TY A)	SF	0.00			6.00	\$20.99		125.94	\$125.94	
662 2017	3F	WK ZN PAV MRK NON-REMOV (W) (ARROW)	EA	0.00			2.00	\$43.00		86.00	\$86.00	
662 2018	3F	WK ZN PAV MRK NON-REMOV (W) (DBL ARROW)	EA	0.00			1.00	\$48.00		48.00	\$48.00	
662 2027	3F	WK ZN PAV MRK NON-REMOV (W) (WORD)	EA	0.00			2.00	\$56.00		112.00	\$112.00	
TOTALS												
								\$ 4,322,475.50		\$ 4,587,782.38		\$265,306.88

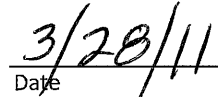
Change Order No. 2 -- Revised Contract Amount to Date Summary

Original Contract: \$ 52,575,545.77

	Amount	Description	Revised Contract Amt to Date:
C.O. #1	\$ 148,122.16	Typical Section Revisions w/ 3x5 Rock	\$ 52,723,667.93
C.O. #3	\$ 10,000.00	Partnering	\$ 52,733,667.93
C.O. #6	\$ 96,000.00	Drilled Shaft Overruns	\$ 52,829,667.93
C.O. #7	\$ -		On Hold
C.O. #8	\$ 182,541.99		\$ 53,012,209.92
C.O. #4	\$ 84,710.32	Traffic Control Items/Recycling/Sign Socks	\$ 53,096,920.24
C.O. #2	\$ 265,306.88	Underdrain, double left turn at Tuscany, TCP NBFR	\$ 53,362,227.12
C.O. #5	\$ -	Revised RW0113 and RW0115	On Hold
C.O. #7		Drilled Shaft Remedy	

Summary Prepared by:


Paul J. Bedard


Date

Change Order #2

Time Extension #1

Days added with CO #2 = 20 Working Days

This time extension is granted as a negotiated amount in order to allow the Contractor to construct the road work and signal work for the double left turn at Tuscany Way. This double left turn at Tuscany must be ready to receive traffic for the Phase 4 alignment shift.

Change Order #2

Description of Work Being Revised

5a. Double Left Turn at Tuscany Way

1. Addition of a second left turn lane and signalization for the eastbound 290 traffic turning left onto Tuscany Way.

2.

The original traffic control plans called for 290 eastbound left turn access to Cross Park Drive being maintained throughout Phases 1 through 3. In Phase 4, the left turn at Cross Park would be closed, requiring all east bound traffic to turn left at Tuscany Way. It is PBS&J's understanding that the second left turn lane at Tuscany Way was to be built by the contractor of the formerly planned Segment 1a. Because this will not be done, Webber will construct a second left turn lane at Tuscany to alleviate anticipated traffic congestion caused by the closing of the left turn onto Cross Park Drive.

Signal work will include both the Tuscany Way intersection and the Springdale Road intersection because the signals are interconnected. The signal work includes the installation of new controllers at both intersections. Also included in the contractor pricing is the maintenance of the temporary traffic signals as a separate item.

5b. Adjustment of Project Limits

1. This change order includes the adjustment of the project limits to include Springdale Road. Signal work at Springdale Road will occur because the signal at that location is wired together with the signal at Tuscany Way.

5c. Restripe US 183 NBFR Lanes

Original traffic control plans stated that ramps along US 183 could be closed to construct the direct connectors. This included both the northbound exit ramp from US 183 to 290E and the northbound exit ramp from US 183 to Cameron Road. The CTRMA realized they did not want consecutive exits closed at the same time and wanted to keep the northbound exit from US 183 to 290E open until the northbound exit to Cameron Road was reopened.

At the same time it was discovered that in order to safely construct the NWDC Bent 7 Right foundation, the left lane of the US 183 frontage road between the 290E exit ramp and the 290E intersection needed to be temporarily closed. In order to reduce the traffic to two lanes at this location the US 183 NBFR would need to be restriped to move traffic over to the middle and right lanes only. The CTRMA determined these traffic control costs are the Contractor's responsibility.

The CTRMA agrees to pay for implementing the revised Traffic Control Plan for the Northbound Frontage Road as compensation to the Contractor for keeping the northbound exit to 290E open until the northbound exit to Cameron Road is reopened. The Contractor is complying with this exit ramp closure requirement.

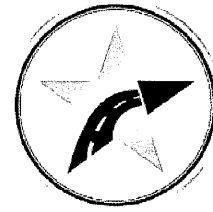
This Change Order is compensation for implementing the revised Traffic Control Plan on the Northbound US 183 Frontage Road.

5d. Increase in Underdrain Quantities

1. The quantity of the Pipe Underdrains needs to be increased due to underdrains not being shown in the original plans at the following locations
 - a. 600 LF at EB Ramp R02 to connect to the existing underdrain system.
 - b. 100 LF at RW0113, RW0114, and RW0115 to drain 3X5 rock.
 - c. 500 LF for RW0116. RW0116 is a cut wall, and underdrain is typically installed in cut walls.
 - d. 1200 LF as an estimated contingency for other location as yet to be addressed.

2. Total estimated quantity of underdrain overrun is 2,400 LF.

REVISION MEMO



Central Texas Regional
Mobility Authority

DATE: February 2, 2011
TO: Paul Bedard, PE, Project Manager
FROM: Jose M. Sandoval, PE
SUBJECT: CHANGE ORDER 2
REVISION NUMBER 1
290 East Segment 1
CSJ No. 0114-02-090

AFFECTED SHEETS:

REMOVE: None

REPLACE: 45, 72, 73, 111, 112, 113, 114, 119, 120, 121, 122, 915

ADD: 217A, 244A, 288A, 296A, 315A, 315B, 923A, 995A, 995B, 1072A, General Notes-Signals,
Special Specification 6266, Special Provision 6266-017, Special Specification 8120

DESCRIPTION OF SHEET CHANGES:

<u>Sheet No(s).</u>	<u>Revised Date</u>	<u>Brief Description of Changes</u>
45, 72, 73, 217A, 288A, 296A, 915, 923A, 995A, 995B	11/02/2010	Addition of 2nd left turn lane
315A, 315B, 1072A	11/02/2010	Additional Standard Sheets
111	11/02/2010	Shifted LPCB on US 183 NB frontage road
112	11/02/2010	Added PCTB for lane closure, pave markings for lane shift
113	11/02/2010	Added PCTB and drums for lane closure
114	11/02/2010	Added drums and signage for lane closure
119, 120, 121, 122	11/02/2010	Restripe US 183 NBFR lanes
244A	11/02/2010	Added driveway at WBFR CL STA 465+31.15

CONSTRUCTION CONTRACT CHANGE ORDER:

See attached sheet.

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 5

Approve a supplement to Atkins' Work Authorization #2 concerning general engineering consultant services for the Bergstrom Expressway Project (US183S).

Department: Engineering

Associated Costs: \$485,641

Funding Source: Toll Equity Funds

Board Action Required: YES

Description of Matter:

By action of the Board at their Meeting on August 26th, 2009, Atkins (formerly PBS&J) was selected to provide General Engineering Consultant (GEC) services to CTRMA. The Board approved Work Authorization No. 2 with Atkins to provide GEC Support Services related to the Bergstrom Expressway (US 183 South) at its meeting on December 17th, 2009.

This Supplemental Work Authorization No. 1 to Work Authorization No. 2 will continue GEC Support Services related to Environmental Study and Project Development/Oversight activities for the Bergstrom Expressway (US 183 South) corridor.

The services contained in this Supplemental Work Authorization No.1 to Work Authorization No. 2 include Environmental Study/Document Services, Project Oversight, and Project Development activities.

The performance of these services will be as directed by CTRMA.

Attached documentation for reference:

Supplemental Work Authorization No. 1 to Work authorization No. 2

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

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

RESOLUTION NO. 11-___

**Approve Supplement No. 1 to Atkins' Work Authorization No. 2
Concerning General Engineering Consultant Services for
the Bergstrom Expressway Project (US183S).**

WHEREAS, by Resolution No. 09-88, dated December 17, 2009, the Board of Directors approved Work Authorization No. 2 under the GEC Contract with PBS&J (now Atkins North America, Inc., or "Atkins") setting forth a Scope of Services for additional GEC services to be provided by Atkins for services relating to the feasibility, development, design and construction of the Bergstrom Expressway Project, also known as the 183 South Toll Project, and authorized and directed the Executive Director to finalize and execute that Work Authorization No. 2; and

WHEREAS, additional GEC services not provided under Work Authorization No. 2 are needed to provide services related to Environmental Study, Pre-Construction Project Oversight, and Pre-Construction Project Development, as detailed in Supplemental Work Authorization No. 1 to Work Authorization No. 2 attached and incorporated into this resolution as Attachment A; and

WHEREAS, because the cost of Supplemental Work Authorization No. 1 to Work Authorization No. 2 exceeds \$150,000.00, the Board of Directors must approve this proposed change order.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed Supplemental Work Authorization No. 1 to Work Authorization No. 2 for the Bergstrom Expressway Project in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED, that Supplemental Work Authorization No. 1 to Work Authorization No. 2 for the Bergstrom Expressway Project may be finalized and executed by the Executive Director on behalf of CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of May, 2011.

Submitted and reviewed by:

Approved:

—

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 5/25/11

ATTACHMENT "A" TO RESOLUTION 11-
SUPPLEMENTAL WORK AUTHORIZATION NO. 1
TO WORK AUTHORIZATION NO. 2

[on the following 10 pages]

EXHIBIT D
WORK AUTHORIZATION

**Supplemental Work Authorization No. 1 to
Work Authorization No. 2**

This Supplemental Work Authorization is made as of this 25th day of May, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of January 4th, 2010 (the Agreement), between the **Central Texas Regional Mobility Authority** (Authority) and **Atkins North America, Inc.** (GEC). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

*183S Turnpike Project
Environmental Study / Document and Project Oversight Service*

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

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

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

Not applicable.

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

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

Section B. - Schedule

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

Services defined herein are expected to be substantially complete within twenty four (24) months from the date this Supplemental Work Authorization becomes effective. This Supplemental Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed \$485,641 based on Attachment B -Fee Estimate. Compensation shall be in accordance with the Agreement.

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

Section D. - Authority’s Responsibilities

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

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

Section E. - Other Provisions

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

Not applicable.

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

Authority: Central Texas Regional Mobility
Authority

GEC: Atkins North America, Inc.

By: Mike Heiligenstein

By: _____

Signature: _____

Signature: _____

Title: Executive Director

Title: _____

Date: _____

Date: _____

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
SUPPLEMENTAL WORK AUTHORIZATION NO.1 TO
WORK AUTHORIZATION NO. 2
ATKINS

ATTACHMENT A
SERVICES TO BE PROVIDED BY GEC

1.0 183S TURNPIKE PROJECT

1.1 Environmental Study / Document Services [Code 13210]

1.1.1 US 183 Re-evaluation

1.1.1.1 Complete response to comments log and make revisions to the US 183 EIS Re-evaluation including but not limited to the following:

- a. Prepare revised US 183 EIS Re-evaluation and respond to District comments. Send revised Re-evaluation to District for forwarding to TxDOT ENV for review.
- b. Prepare revised Re-evaluation and respond to ENV comments. Send revised Re-evaluation to ENV and FHWA.
- c. Prepare revised Re-evaluation and respond to FHWA comments.

1.1.1.2 Assist with the preparation and planning of the Public Hearing (location setup, notice publication in State and Federal Register, court reporter, exhibits, etc.). Provide appropriate staff for attending and working at the Public Hearing.

1.1.1.3 Prepare Public Hearing Summary and Analysis (response to public comments)

1.1.1.4 Continue coordination and providing response to comments to District, ENV, and FHWA upon completion of US 183 EIS Re-evaluation.

1.1.2 US 183 and Regional Toll Analysis

1.1.2.1 Update the US 183 Regional Toll Analysis [originally submitted to the TxDOT Austin District for review in August 2010]. The analysis used CAMPO's 2030 plan and has now elapsed. This will included the following:

- a. Incorporations of the results of CAMPO's new 2035 plan.
- b. Prepare revised Regional Toll Analysis and respond to District comments. Send revised analysis to District for forwarding to TxDOT ENV for review.
- c. Prepare revised Regional Toll Analysis and respond to ENV comments. Send revised analysis to ENV and FHWA.
- d. Prepare revised Regional Toll Analysis and respond to FHWA comments.
- e. Submit copies of the analysis to CAMPO if requested.
- f. For US 183-specific analysis; add to US 183 Re-evaluation

1.1.2.2 Continue coordination and providing response to comments to District, ENV, and FHWA upon completion of US 183 Regional Toll Analysis.

1.1.3 US 183 Ramp Programmatic Categorical Exclusion

1.1.3.1 Complete the US 183 Ramp Programmatic Categorical Exclusion [originally submitted to the TxDOT Austin District for review in December 2011. This will included the following:

- a. Prepare revised PCE (Version 3 and respond to District comments. Send ten copies to District for forwarding to TxDOT Regional Support Center (RSC) for review.
- b. Prepare Final PCE (Version 4 and respond to RSC comments. Send ten copies to District for forwarding to and coordination with RSC.

1.2 Project Oversight – Pre Construction [Code 13710]

1.2.1 Project Management

1.2.1.1 Project Management

- a. Provide staff to manage the daily activities of the program.
- b. Serve as the primary contact between CTRMA, TxDOT, design consultants, third party consultants, utility companies, public agencies, and the general public.

1.2.1.2 Document Controls

- a. Maintain project files for the length of the project.

1.2.2 Project Reporting

1.2.2.1 Provide updates to CTRMA on key tasks accomplished during the preceding month, meetings and key activities for the upcoming month, and identify outstanding issues requiring resolution.

1.2.2.2 Provide Project Administrative support staff to track, monitor, and report on contracts and budgets.

1.2.2.3 Provide Project Administrative support staff to track, monitor, and prepare reports on DBE/HUB utilization by Prime and Segment Designers, and DBE/HUB programs.

1.2.2.4 Prepare a Quarterly Report with an Executive Summary that provides a comprehensive summary of the monthly reports and the overall program progress.

1.2.3 Project Scheduling

1.2.3.1 Maintain a Master Project Schedule (Primavera format) that will show critical milestones for the performance and coordination of services.

1.2.3.2 Monitor, evaluate, and validate all schedules produced by others (Segment Designers, Utility Companies, etc.) that are a subset of the Master Project Schedule.

1.2.3.3 Provide updates of schedules at the appropriate stages of the project and shall provide an assessment of schedules provided by applicable third parties for integration into the Master Project Schedule.

1.3 Project Development – Pre Construction [Code 13710]

1.3.1 Project Development Support

- 1.3.1.1 Loan and/or Grant Applications: Assist the Authority in the development of land and/or grant applications.
- 1.3.1.2 Engineering and Technical Support: Provide various engineering and technical tasks as requested by the Authority including but not limited to engineering assistance, general technology assistance, general environmental coordination reports, research, presentations, 3D Video animation and meetings.
- 1.3.1.3 Traffic Modeling: Conduct per review of the CORSIM and/or VISSIM Traffic Models and provide summary of suggestions.
- 1.3.1.4 TxDOT Coordination: Provide the appropriate staff as part of the coordination efforts between the Authority and TxDOT, as directed by the Authority.
- 1.3.1.5 Agency Coordination: Provide the appropriate staff as part of the coordination efforts between the Authority and Agencies, as directed by the Authority.
- 1.3.1.6 Traffic & Revenue Consultant Coordination: Provide the appropriate staff as part of the coordination efforts between the Authority and the Authority's Traffic and Revenue Consultant, as directed by the Authority.
- 1.3.1.7 Market Valuation: Assist in the development of the market valuation by providing industry knowledge and research for market valuation options.
- 1.3.1.8 Project Development Agreement (PDA): Assist in the development of the PDA, generation of PDA exhibits, review of PDA drafts, and TxDOT coordination support, as directed by the Authority.
- 1.3.1.9 DBE Outreach and Public Involvement support as requested by the Authority.

1.3.2 Financial Planning Support

1.3.2.1 Operation, Maintenance, and Renewal& Replacement Estimates

- a. Develop and/or update GEC's opinion of probable operations cost estimates using either a Sketch Level approach (assumed per transaction costs based on average operations cost of similar toll systems) or a Level 1 approach (estimate actual quantities for various elements of toll operations, enforcement and incident management and applying anticipated unit prices to opening year with an escalation over an established periods of time
- b. Develop and/or update GEC's opinion of probable annual/routine maintenance cost estimates using either a Sketch level approach (an estimated per centerline mile cost based on facility type which considers the number of lanes, pavement material and location) on a Level 1 approach (estimated quantities for the various elements of the

maintenance efforts and applying anticipated unit prices to opening year cost with escalation over an established period of time)

- c. Develop and/or update GEC's opinion of probable renewal & replacement budget cost estimates (non-routine estimates) using either a Sketch Level approach (an estimated per mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (identification of long-term, periodic maintenance replacement schedule, estimation of quantities, and apply escalation to the appropriate replacement years.)

1.3.2.2 Project Cost Estimates: Prepare an estimate of probable construction costs which will include quantity/cost for all major components of work. Prepare estimate for total project cost which will include: program management, preliminary engineering, final engineering, right-of-way, environmental compliance/mitigation, construction, toll collection systems, utility relocation, and CE&I, and financing Co

1.3.2.3 Financial Advisor Support / Financial Plan Development: Provide financial advisor support necessary for the Authority to conduct financial programming. Including but not limited to cost estimating, financing techniques, shortfall mitigation techniques, and funding contingency plan.

1.3.3 Conceptual Operations Plan

1.3.3.1 Prepare a preliminary draft Conceptual Operations Plan which will establish the basic framework for operations of the facility including a basic definition of systems architecture for ITS and toll collection, incident management, safety and enforcement, maintenance. The plan will include role and responsibilities of various agencies.

Attachment B - Fee Estimate Summary

Atkins - Man-hour Breakdown & Fee Estimate

CTRMA General Engineering Consultant
Atkins - Man-hour Breakdown & Fee Estimate
183S Corridor GEC Services

PBS&J WORK AUTHORIZATION #2

183S TURNPIKE PROJECT

<u>TASK</u>	<u>TOTAL</u>
1.0 - 183S Turnpike Project Services	
1.1 Environmental Study / Document Services [Code 13210]	\$ 231,163
1.2 Project Oversight -- Pre Construction [Code 13710]	\$ 103,483
1.3 Project Development -- Pre Construction [Code 13710]	\$ 150,995
TOTAL	\$ 485,641

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183S Corridor GEC Services

ATKINS SUPPLEMENTAL WORK AUTHORIZATION #1 WORK AUTHORIZATION #2 183S TURNPIKE PROJECT

1.0 - 183S Turnpike Project Services

		A	B	C	D	E	F	TOTAL
	(Estimated Average Labor Rates)	\$ 70.00	\$ 60.00	\$ 50.00	\$ 40.00	\$ 30.00	\$ 20.00	HRS
TASK / WORK DESCRIPTION								
1.1 Environmental Study / Document Services [Code 13210]								
1.1.1 US 183 Re-Evaluation		80	140	440	350	390	120	1520
1.1.2 US 183 and Regional Toll Analysis		4	40	40			8	92
1.1.3 US 183 Ramp Programmatic Categorical Exclusion		8	24	40	40	40	40	192

		92	204	520	390	430	168	1804
	<i>% Total by Classification</i>	<i>5.10%</i>	<i>11.31%</i>	<i>28.82%</i>	<i>21.62%</i>	<i>23.84%</i>	<i>9.31%</i>	
TOTAL DIRECT LABOR								
Labor Costs	\$	6,440	12,240	26,000	15,600	12,900	3,360	76,540
Overhead Costs	1.6849 \$	10,851	20,623	43,807	26,284	21,735	5,661	128,962
Profit	12.0% \$	2,075	3,944	8,377	5,026	4,156	1,083	24,660
Total Loaded Labor	\$	19,366	36,807	78,184	46,911	38,792	10,104	\$230,163

Direct Expenses	
Plotting and Reproduction	\$ 300
Mail and Deliveries	\$ 200
Misc Expenses	\$ 300
Travel and Field Expenses	\$ 200
Total Direct Expenses	\$ 1,000

Total \$ 231,163

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183S Corridor GEC Services

ATKINS SUPPLEMENTAL WORK AUTHORIZATION #1 WORK AUTHORIZATION #2 183S TURNPIKE PROJECT

1.0 - 183S Turnpike Project Services

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)	A	B	C	D	E	F	TOTAL
	\$	70.00	\$ 60.00	\$ 50.00	\$ 40.00	\$ 30.00	\$ 20.00	HRS
1.2 Project Oversight -- Pre Construction [Code 13710]								
1.2.1 Project Management & Administration		220	100	0	0	50	50	420
1.2.2 Project Reporting		60	20	0	0	20	20	120
1.2.3 Project Scheduling		20	10	0	50	0	0	80

TOTAL DIRECT LABOR	300	130	0	50	70	70	620
<i>% Total by Classification</i>	<i>48.39%</i>	<i>20.97%</i>	<i>0.00%</i>	<i>8.06%</i>	<i>11.29%</i>	<i>11.29%</i>	
Labor Costs	\$ 21,000	\$ 7,800	\$ -	\$ 2,000	\$ 2,100	\$ 1,400	\$ 34,300
Overhead Costs	1.6849 \$ 35,383	\$ 13,142	\$ -	\$ 3,370	\$ 3,538	\$ 2,359	\$ 57,792
Profit	12.0% \$ 6,766	\$ 2,513	\$ -	\$ 644	\$ 677	\$ 451	\$ 11,051
Total Loaded Labor	\$ 63,149	\$ 23,455	\$ -	\$ 6,014	\$ 6,315	\$ 4,210	\$103,143

Direct Expenses

Plotting and Reproduction	\$ -
Mail and Deliveries	\$ 100
Misc Expenses	\$ -
Travel and Field Expenses	\$ 240
Total Direct Expenses	\$ 340

1 trip to CTRMA/month; incl. roundtrip mileage + parking

Total \$ 103,483

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 Atkins - Man-hour Breakdown & Fee Estimate
 183S Corridor GEC Services

ATKINS SUPPLEMENTAL WORK AUTHORIZATION #1 WORK AUTHORIZATION #2 183S TURNPIKE PROJECT

1.0 - 183S Turnpike Project Services

TASK / WORK DESCRIPTION	(Estimated Average Labor Rates)						TOTAL HRS
	A	B	C	D	E	F	
	\$ 70.00	\$ 60.00	\$ 50.00	\$ 40.00	\$ 30.00	\$ 20.00	
1.3 Project Development -- Pre Construction [Code 13710]							
1.3.1 Project Development Support	110	160	200	200	10	10	690
1.3.2 Financial Planning Support	40	40	20	0	40	40	180
1.3.3 Conceptual Operations Plan	40	40	10	10	0	0	100

TOTAL DIRECT LABOR	190	240	230	210	50	50	970
<i>% Total by Classification</i>	19.59%	24.74%	23.71%	21.65%	5.15%	5.15%	
Labor Costs	\$ 13,300	\$ 14,400	\$ 11,500	\$ 8,400	\$ 1,500	\$ 1,000	\$ 50,100
Overhead Costs	1.6849 \$ 22,409	\$ 24,263	\$ 19,376	\$ 14,153	\$ 2,527	\$ 1,685	\$ 84,413
Profit	12.0% \$ 4,285	\$ 4,640	\$ 3,705	\$ 2,706	\$ 483	\$ 322	\$ 16,142
Total Loaded Labor	\$ 39,994	\$ 43,302	\$ 34,582	\$ 25,260	\$ 4,511	\$ 3,007	\$150,655

Direct Expenses

Plotting and Reproduction	\$ -
Mail and Deliveries	\$ 100
Misc Expenses	\$ -
Travel and Field Expenses	\$ 240 1 trip to CTRMA/month; incl. roundtrip mileage + parking
Total Direct Expenses	\$ 340

Total \$ 150,995

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 6

Approve an extension and revision to the scope of services for the contract with Stantec Consulting Services, Inc., for traffic and revenue engineering services.

Department: Finance

Board Action: YES

Description of Matter:

Attached Document: Contract extension with Stantec

Contact for further information:

Bill Chapman, Chief Financial Officer

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

RESOLUTION NO. 11-___

**Approve an extension and revision to the scope of services for the contract with
Stantec Consulting Services, Inc., for traffic and revenue engineering services.**

WHEREAS, by Resolution No. 07-62, dated October 3, 2007, the Board of Directors authorized entry into a Traffic and Revenue Engineering Services Agreement (the "Agreement") with Stantec Consulting Services, Inc. ("Stantec") for the provision of certain traffic and revenue engineering work for CTRMA; and

WHEREAS, by Resolution No. 09-33, dated May 27, 2009, the Board of Directors authorized an amendment to the Agreement to provide for an expanded scope of traffic and revenue engineering services, increased the authorized payment for the expanded scope of services, and to extend the term of the Agreement until March 31, 2010, and by Resolution No. 9-66, dated October 28, 2009, the Board of Directors authorized an amendment to the Agreement to increase the authorized allocation by \$145,000; and

WHEREAS, by Resolution No. 10-46, dated May 26, 2010, the Board of Directors authorized an amendment to the Agreement to extend the term of the Agreement to June 30, 2011, and to expand the authorized scope of work as set forth in that resolution; and

WHEREAS, CTRMA staff now recommends a further amendment to the Agreement to extend the term of the Agreement to March 1, 2014, and to provide a revised scope of services as detailed in the proposed Fourth Amendment to the Professional Consulting Services Agreement with Stantec attached and incorporated into this resolution as Attachment A (the "Fourth Amendment").

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the Fourth Amendment in the form or substantially the same form as Attachment A, and the Executive Director may finalize and execute the Fourth Amendment on behalf of CTRMA in the form or substantially the same form as Attachment A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of May, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 5/25/11

ATTACHMENT “A” TO RESOLUTION 11-
PROPOSED FOURTH AMENDMENT TO
THE PROFESSIONAL CONSULTING SERVICES AGREEMENT
WITH STANTEC CONSULTING SERVICES, INC.

[on the following 5 Pages]

**Fourth Amendment to the Professional Consulting Services Agreement
between Central Texas Regional Mobility Authority
and
Stantec Consulting Services, Inc.**

This Fourth Amendment to the Agreement Between Central Texas Regional Mobility Authority (“AUTHORITY”) and Stantec Consulting Services Inc. (“CONSULTANT”) effective June 1, 2007 is made effective as of the ____ day of May, 2011, and is for the purpose of amending Articles 3, 4, 5, and 6 of that Agreement Between AUTHORITY and CONSULTANT.

Pursuant to action of the CTRMA Board of Directors, reflected in Resolution No. 11-____, Articles 3, 4, 5, and 6 only of the Agreement are amended as described below.

Article 3 is amended to add the following paragraph A.3:

A.3 After June 30, 2011, CONSULTANT shall perform the work necessary to complete in a manner satisfactory to AUTHORITY the services set forth in the attached Exhibit A-3 “Scope of Work” letter dated May 19, 2011, attached to and, by this reference, incorporated in and made a part of this Fourth Amendment to the Agreement. All services shall be provided at the times and places designated by AUTHORITY.

Article 4 is amended to read as follows:

ARTICLE 4. TERM OF AGREEMENT

The Agreement shall commence upon execution by both parties and shall continue in full force and effect through March 1, 2014, unless earlier terminated or extended as provided in this Agreement.

Article 5 is amended to add the following paragraph B.3:

B.3 For each full hour of labor satisfactorily performed by CONSULTANT under this Agreement after June 30, 2011, pursuant to the attached Exhibit A-3 “Scope of Work” letter dated May 19, 2011, AUTHORITY shall pay CONSULTANT at the labor rates specified in Exhibit B-3, entitled “Stantec Consulting 183A Phase II Post Financing Effort Cost May 19, 2011,” which is attached to and, by this reference, incorporated in and made a part of this Fourth Amendment to this Agreement. In addition, the AUTHORITY shall pay indirect costs at the CONSULTANT’S current FAR approved rate and profit at a fixed rate of 11.5% of labor and overhead. CONSULTANT shall voluntarily and promptly disclose to AUTHORITY, and immediately provide the AUTHORITY with the benefits of any discounted hourly labor fees and rates, or discount in CONSULTANT’S FAR approved rate or profit rate, offered by CONSULTANT to any public entity customer in the State of Texas since April 2, 2007 for work comparable to the Scope of Work. Such discounted fees or rates shall be effective

as of the date CONSULTANT agrees to such fees or rates in a contract with a public entity customer as described herein and shall continue in effect for the remaining term of this Agreement, unless and until CONSULTANT agrees to a lower rate or fee with another public entity customer as described herein, when such lower rate or fee shall become effective. Furthermore, AUTHORITY shall reimburse CONSULTANT for CONSULTANT'S expenses which are directly incurred by the CONSULTANT in the performance of work under this Agreement. Such expenses shall be subject to the reasonable approval of AUTHORITY, not to unreasonably be withheld.

Article 6 is amended to read as follows:

ARTICLE 6. MAXIMUM OBLIGATION

Notwithstanding any provisions of this Agreement to the contrary, AUTHORITY and CONSULTANT mutually agree that AUTHORITY's maximum cumulative payment obligation (including obligation for CONSULTANT's profit) shall be Two Million Eighty-Three Thousand Eight Hundred Sixty-Six and No/100 Dollars (\$2,083,866.00) which shall include all amounts payable to CONSULTANT for its subcontracts, leases, materials and costs arising from, or due to termination of, this Agreement.

By their signatures below, the parties to this Fourth Amendment to the Agreement evidence their agreement to these amendments set forth above.

CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

STANTEC CONSULTING
SERVICES, INC.

Mike Heiligenstein,
Executive Director

Thomas Harknett
Senior Principal

EXHIBIT A-3
SCOPE OF WORK

May 19, 2011
Central Texas Regional Mobility Authority
301 Congress Avenue, Suite 650
Austin, TX 78701

Attention: William Chapman, CFO

Reference: 183A Traffic and Revenue Study Support Services – Additional Services

Dear Mr. Chapman:

As requested we are submitting our scope for providing continued support in our role as Traffic Consultant to the Authority as it moves forward with the operation of the 183A Turnpike and design of potential new toll road projects within the Austin region. This scope will provide a number of specific services including evaluating the impact of the new toll facilities being considered by the Authority on traffic and revenue projections prepared by Stantec for Phases I and II of the 183A toll road and conducting preliminary feasibility assessments of projects in the US 183 corridor, and providing specialized studies of managed lanes project feasibility. A description of each effort follows, along with estimated costs.

Task 1: 183A Monthly Traffic and Revenue Monitoring and Miscellaneous Support

CTRMA currently provides Stantec with traffic and revenue data for 183A Phase I on a monthly basis; in March of 2012 data from the Phase II extension will be added. Stantec will continue to monitor system usage against expected levels forecast in Stantec's several investment grade studies (2004, 2009 & 2011). We will prepare monthly summaries comparing actual traffic and revenues to our forecast. Other operating characteristics will also be reviewed, including impacts of changes in toll schedules, market share by payment types, truck traffic utilization and annualization factors.

Stantec will also provide various services in our role as the Traffic Consultant on the 183A Phase I and Phase II projects. This may include preparing traffic and toll revenue projections; preparing evaluations, studies and opinions as necessary; providing and maintaining traffic modeling tolls; preparing studies and Certificates required by the Trust Indenture; and any additional activities as requested.

Task 2: Regional Traffic Model Update

Stantec developed a regional model for TxDOT integrating the CAMPO and San Antonio regional traffic models. In this task, we will modify key elements of the model to more closely serve CTRMA's interests. In addition to regional capabilities, we have designed this model to forecast managed lanes traffic using dynamic pricing tools. Key steps to be undertaken in this task will include broad levels of calibration in selected corridors (US 183 and Loop 1N), highway network coding for background projects and CTRMA initiatives, demographic updates and sensitivity testing in corridors of interest. As individual toll road or managed lanes projects are advanced more detailed model enhancements will be incorporated at that time.

Task 3: 183A Phase II Coordination w/ MoPac Managed Lanes Project Financing

This task would include coordinating with the finance team and conducting additional related to coordination with the MoPac Managed Lanes project and its consultant (WSA). As we understand it, the MoPac project will be the next element of the CTRMA toll system to be financed, and as such the rating agencies and investors will be concerned about the potential impacts on the 183A revenues. Following is a description of the work elements of our scope:

Preliminary Sensitivity Testing – Initially this task will consist of incorporating various phases of the MoPac project in the background network and assessing the impact on the 183A traffic and revenues. As the project progresses, we assume it will be necessary to conduct several additional sensitivities. This could include variations in value-of-time and dynamic pricing features.

T & R Forecasting Assumptions -- This task will focus on a comparison of forecasting assumptions used by Stantec and WSA in their respective T & R studies. This effort will identify those assumptions which can legitimately differ by reason of engineering judgment. For those assumptions which should not differ between the two studies, the task will be to determine the most reasonable values to use and make required changes to the forecasting process. We assume only a moderate amount of revisions to the model inputs used to produce our forecasts.

Update T&R Forecasts – This task will consist of producing an update to the 183A traffic and revenue forecast stream suitable for use in financing the MoPac Managed Lanes Project. The forecast will incorporate the new integrated model features as well as updates to the key modeling input parameters such as demographics, highway network assumptions, project features, toll rates and sensitivities.

Update T& R Report – This task will include updating existing condition sections of the report such as daily traffic, revenues, revenue collection rates, population, employment and building permit statistics. In addition, updates to the forecasts and underlying assumptions will be incorporated into the document. These updates will be important in keeping the report fresh as the MoPac Project financing becomes closer.

Due Diligence – In this task Stantec will review the methodology, assumptions and results of the MoPac Managed Lanes Forecast and sensitivity studies prepared by WSA. We will conduct a variety of independent studies to offer a range of likely traffic and revenue using our market share approach and the dynamic pricing features of the integrated regional model described herein.

Rating Agencies/Investor Road Show – This task includes meeting with, making presentations to, and responding to comments from the rating agencies, insurers and investors as part of the financing process.

Bond Documents -- This task includes reviewing various documents, preparing various sections, conducting specialized studies, making certifications and other support activities related to project finance.

Meetings/Coordination – We assume this process will extend for approximately 10 to 12 months at which point the financing would be complete. During this period, we expect to be involved in a series of meetings, conference calls and ongoing coordination efforts.

Task 4: Preliminary T & R Assessment of Proposed US 183N Managed Lanes Project

As CTRMA moves towards creating an integrated collection of tolled roadways it is important to understand the impact these new roadways will have on the 183A traffic and revenue. Initially this task will consist of incorporating the features of the US 183N Managed Lanes project in the background network and assessing the impacts of the project on the 183A traffic and revenues. In addition, this task will include a preliminary assessment of the likely traffic and revenues that would be produced by the US 183N managed lanes project.

Task 5: Preliminary T & R Assessment of Proposed Bergstrom Expressway Project

This task will consist of incorporating the proposed phases of the US 183S (Bergstrom Expressway) project in the background network and assessing the impacts of the phased construction on the 183A traffic and revenues. In addition, this task will include a preliminary assessment of the likely traffic and revenues that would be produced by the Bergstrom Expressway project.

Task 6: Preliminary T & R Assessment of Proposed 183A Phase III Project

This task will consist of incorporating the proposed 183A Phase III project in the traffic model network and assessing the impacts on the 183A Phase I and Phase II project traffic and revenues. In addition, this task will include a preliminary assessment of the likely traffic and revenues that would be produced by the Phase III project.

Cost of Services

Exhibit B-3 details the cost breakdown for this additional level of effort. The proposed budget for these services is \$634,821, including allowances for sub consultants (Alliance Transportation Group and GRAM Traffic Counting) and direct expenses. The budget is determined by using estimated labor costs, our latest audited overhead rate and an allowance for profit. As in the base contract we will invoice monthly for actual expenditures.

Please let us know if you have any questions about this scope or budget.

Sincerely yours,

STANTEC CONSULTING SERVICES INC.

William Ihlo
Principal
Tel: (212) 366-5600
Fax: (212) 366-5629
William.Ihlo@stantec.com

EXHIBIT B-3
Stantec Consulting 183A Phase II Post Financing Effort Cost May 19, 2011

Task Description	Principal	Project	Senior	Junior	Total	Total	Total
		Manager	Engineer	Engineer	Hours	Direct Labor	Labor Cost
183A Post Financing Studies							
Task 1 T&R Monitoring & Support	10	100	200	160	470	\$28,214	\$83,879
Task 2 Traffic Model Update	10	80	200	240	530	\$29,319	\$87,163
Task 3 Coordination w/ MoPac Mgd Lanes Financing							
Preliminary Sensitivity Testing	4	30	70	80	184	\$10,351	\$30,771
T&R Forecasting Assumptions	4	20	60	40	124	\$7,443	\$22,128
Update T&R Forecasts	4	24	80	80	188	\$10,479	\$31,153
Update Report	4	20	60	100	184	\$9,556	\$28,410
Due Diligence	10	40	120	160	330	\$17,938	\$53,328
Rating Agencies/Investor Road Show	40	80	40	60	220	\$16,214	\$48,203
Bond Documents	8	60	20	40	128	\$8,768	\$26,067
Meetings & Coordination	8	40	40	40	128	\$8,340	\$24,793
Task 4 US 183N Mgd Lanes Preliminary Assessment	4	40	80	76	200	\$11,708	\$34,808
Task 5 Bergstrom Expressway Preliminary Assessment	4	40	80	76	200	\$11,708	\$34,808
Task 6 183A Phase III Preliminary Assessment	4	40	80	76	200	\$11,708	\$34,808
Total Hours	114	614	1130	1228	3086	\$181,746	\$540,321
Labor Rate	\$117.00	\$85.65	\$64.22	\$35.22			
Total Direct Labor	\$13,338.00	\$52,589.10	\$72,568.60	\$43,250.16			
Multiplier	2.973	2.973	2.973	2.973			
Total Labor Cost	\$39,653	\$156,345	\$215,743	\$128,580			\$540,321
Direct Expenses (Est)							\$9,500
Subconsultant (ATG)							\$50,000
Subconsultant (GRAM)							\$35,000
Total Cost							\$634,821

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 7

Presentation and Action on Acceptance of Monthly Financial Reports

Department: Finance

Associated Costs: None

Board Action Required: Yes

Description of Matter:

Presentation and acceptance of monthly financial report for April 2011

Attached documentation for reference: Financials

Contact for further information: Bill Chapman, Chief Financial Officer

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

RESOLUTION NO. 11-___

Accept Monthly Financial Reports

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 April 2011, and has caused Financial Reports to be prepared for each month which are attached to this resolution as Attachment “A.”

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for April 2011, attached respectively as Attachment “A” to this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of May, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-___
Date Passed 5/25/2011

Exhibit A

Financial Report for April 2011

Central Texas Regional Mobility Authority

Balance Sheet

As of

April 30, 2011

April 30, 2010

Assets

Current Assets

Cash in Regions Operating Account		101,731		42,279
Cash In TexSTAR	41,783		249,619	
Regions Payroll Account	2,838		12,304	
Restricted cash/cash equivalents				
Fidelity Government MMA	15,033,584		4,746,015	
Restricted Cash-TexStar	81,864,164		46,188,168	
Regions SIB account	12,236,239		29,903,840	
Overpayment accounts	17,909		8,523	
Total Cash and Cash Equivalents		109,196,517		81,150,749
Accounts Receivable	124,475		83,985	
Due From Employees	375		375	
Due From TTA	357,978		687,599	
Due From NTTA	43,589		32,788	
Due From HCTRA	64,946		50,082	
Due From TxDOT	45,482		0	
Due From Federal Government	760,054		746,695	
Interest Receivable	82,980		144,481	
Total Receivables		1,479,879		1,746,004
Short Term Investments	0			
Certificates of Deposit		3,100,000		3,100,000
Investment in Government Agencies		7,948,830.5		8,563,736
Other Current Assets				
Prepaid Insurance	39,609		48,124	
Total Current Assets		121,866,566		94,608,613

Construction Work In Process

153,807,992 **48,537,391**

Fixed Assets

Computers(net)		33,793		54,067
Computer Software(net)		1,473,325		2,646,093
Furniture and Fixtures(net)		18,880		34,974
Equipment(net)		47,982		45,709
Autos and Trucks(net)		656		4,589
Buildings and Toll Facilities(net)		6,373,557		6,550,116
Highways and Bridges(net)		178,547,390		183,514,597
Communication Equipment(net)		1,174,102		1,356,655
Toll Equipment(net)		2,708,103		3,245,911
Signs(net)		5,111,304		5,244,572
Land Improvements(net)		903,734		955,318
Right of Way		23,683,553		23,683,553
Leasehold Improvements		60,531		66,383
Total Fixed Assets		220,136,910		227,402,536

Long Term Investments

GIC (Restricted) 66,473,824 100,087,873

Other Assets

Security Deposits		9,483		9,483
Intangible Assets		650		650
Total Bond Issuance Costs		10,457,623		10,889,282

Total Assets

572,753,049

481,535,828

Liabilities

Current Liabilities

Accounts Payable	3,928,777	62,130
Overpayments	18,466	8,788
Interest Payable	6,470,894	5,834,297
Due to other Funds	0	76,027
Deferred Compensation Payable	3,290	0
TCDRS Payable	26,822	25,345
Other	1,928	0
Due to State of Texas	2,130	812
Total Current Liabilities	10,452,307	6,007,400

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	205,137	205,137
Retainage Payable	(284,102)	143,333
Senior Lien Revenue Bonds 2005	172,698,781	171,799,426
Senior Lien Revenue Bonds 2010	97,986,643	95,282,876
Sn Lien Rev Bnd Prem/Disc 2005	4,788,245	4,952,781
Sn Lien Rev Bnd Prem/Disc 2010	209,151	237,897
Subordinated Lien Bond 2010	45,000,000	45,000,000
TIFIA note 2008	77,033,684	73,544,027
2009 Regions Build America Bnd	0	0
2009 Region's BAB Discount	0	0
2010 Regions BAB's Payable	60,000,000	0
2009 State Infrastructure loan	33,002,083	31,997,076
Total Long Term Liabilities	490,639,622	423,162,554
Total Liabilities	501,091,929	429,169,953

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	37,458,979	41,478,327
Current Year Operations	15,867,296	(7,447,298)
Total Net Assets	53,326,274	34,031,029
Total Liabilities and Net Assets	572,753,049	481,535,828

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 4/30/2011	Of Budget	To Date 4/30/2010
Toll Revenue-TxTag-183A	17,000,000	13,083,781	76.96%	12,380,342
Toll Revenue-HCTRA-183A	540,000	536,213	99.30%	446,733
Toll Revenue-NTTA-183A	340,000	335,448	98.66%	287,991
Video Tolls	2,800,000	2,653,294	94.76%	2,336,109
Fee Revenue	1,350,000	1,122,489	83.15%	1,117,967
Total Operating Revenue	22,030,000	17,731,225	80.49%	16,569,142
Interest Income	60,000	203,986	339.98%	330,514
Grant Revenue	0	21,247,449		0
Misc Revenue	6,600	2,017	30.56%	550
Gain/Loss on Disposal of Asset	0	1,000		0.00
Total Revenue	22,096,600	39,185,677	177.34%	16,900,205

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 4/30/2011	Of Budget	To Date 4/30/2010
Salary & Wage Expense				
Regular salaries	1,898,467	1,337,654	70.46%	1,283,342
Part Time salaries	14,000	6,146	43.90%	2,720
Overtime	4,000	0		0
Contractual Employees	105,000	29,550	28.14%	0
TCDRS	286,111	191,628	66.98%	178,823
FICA	97,483	58,163	59.66%	52,731
Medicare	28,901	18,910	65.43%	18,118
Health Insurance	213,300	129,050	60.50%	121,535
Life Insurance	6,618	4,469	67.52%	4,370
Auto Allowance	9,000	7,948	88.31%	7,013
Other Benefits	167,144	46,249	27.67%	40,014
Unemployment Taxes	4,959	2,906	58.60%	904
Salary Reserve	78,719	0		0
Total Salaries & Wages	2,913,702	1,832,674	62.90%	1,709,569

Contractual Services

Professional Services				
	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 4/30/2011	Of Budget	To Date 4/30/2010
Accounting	9,800	5,749	58.67%	8,688
Auditing	54,000	42,650	78.98%	43,057
General Engineering Consultant	1,600,000	758,034	47.38%	730,305
General System Consultant	175,000	5,894	3.37%	44,625
Image Processing	610,000	560,275	91.85%	527,260
Facility maintenance	90,000	76,539	85.04%	75,881
HERO	0	660,366		0
Human Resources	12,000	14,869	123.91%	1,463
Legal	400,000	77,778	19.44%	99,233
Photography	15,000	13,545	90.30%	8,290
Total Professional Services	2,965,800	2,215,699	74.71%	1,546,090

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 4/30/2011	Of Budget	To Date 4/30/2010
Other Contractual Services				
IT Services	65,000	31,029	47.74%	50,440
Graphic Design Services	13,500	1,858	13.76%	9,995
Website Maintenance	45,000	44,671	99.27%	16,618
Research Services	20,000	26,089	130.45%	5,000
Copy Machine	13,500	6,068	44.95%	8,618
Software licenses	23,000	8,300	36.09%	19,873
ETC system Maintenance	1,288,000	491,314	38.15%	915,787
ETC Development	125,000	19,903	15.92%	37,928
ETC Testing	30,000	0		28,718
Communications and Marketing	170,000	123,830	72.84%	107,489
Advertising	25,000	40,439	161.76%	8,153
Direct Mail	5,000	0		0
Video Production	5,000	0		1,884
Television	5,000	0		0
Radio	20,000	0		-30
Other Public Relations	2,500	0		0
Law Enforcement	245,000	134,792	55.02%	167,126
Special Assignments	5,000	0		0
Traffic Management	72,000	47,149	65.48%	52,471
Emergency Maintenance	10,000	0		0
Roadway Maintenance Contract	300,000	68,484	22.83%	199,030
Landscape Maintenance	200,000	81,544	40.77%	156,161
Signal & Illumination Maintenance	250,000	103,625	41.45%	175,377
Mowing and Litter Control	300,000	54,067	18.02%	159,799
Hazardous Material Cleanup	10,000	0		0
Striping	50,000	0		22,367
Graffiti Removal	10,000	1,900	19.00%	800
Cell Phones	7,500	7,564	100.85%	4,929
Local	16,500	8,133	49.29%	9,236
Long Distance	750	232	30.97%	226
Internet	6,600	2,694	40.82%	3,714
Fiber Optic System	63,000	39,223	62.26%	29,492
Other Communication Expense	1,500	1,677	111.79%	721
Subscriptions	1,600	847	52.93%	488
Memberships	22,500	25,727	114.34%	7,235
Continuing Education	3,000	3,100	103.33%	1,350
Professional Development	5,000	0		305
Seminars and Conferences	32,500	13,970	42.98%	14,250
Staff-Travel	81,500	30,932	37.95%	47,282
Other Contractual Svcs	0	267		0
Roadway maintenance contract	0	13,875		0
TxTag Collection Fees	1,767,200	1,163,138	65.82%	931,663
Contractual Contingencies	160,500	27,382	17.06%	381
Total Other Contractual Services	5,477,150	2,623,825	47.90%	3,194,875
Total Contractual Expenses	8,442,950	4,839,524	57.32%	4,740,965

Expenditures	Budget FY 2011	Actual Year To Date 4/30/2011	Percent Of Budget	Actual Year To Date 4/30/2010
Materials and Supplies				
Books & Publications	12,800	11,669	91.17%	7,681
Office Supplies Expense	12,000	5,488	45.73%	3,028
Computer Supplies Expense	7,500	11,291	150.54%	5,233
Copy Supplies Expense	2,000	916	45.82%	387
Annual Report Printing	10,000	5,354	53.54%	8,734
Other Printed Reports	20,000	2,451	12.25%	11,920
Direct Mail-printing Expense	5,000	0		0
Office Supplies-printed	1,000	2,099	209.91%	840
Promotional Items expense	10,000	3,235	32.35%	208
Displays	5,000	0		0
Tools & Equipment Expense	1,500	14	0.93%	374
Misc Materials & Supplies	3,700	89	2.40%	2,536
Total Materials & Supplies Exp	120,500	42,606	35.36%	40,940

Expenditures	Budget FY 2011	Actual Year To Date 4/30/2011	Percent Of Budget	Actual Year To Date 4/30/2010
Operating Expenses				
Gasoline Expense	3,500	3,341	95.45%	2,675
Mileage Reimbursement	8,250	2,943	35.68%	3,386
Toll Tag Expense	4,375	2,434	55.64%	2,220
Parking	39,270	27,737	70.63%	26,345
Meeting Facilities	1,200	100	8.33%	0
Community Events	5,000	500	10.00%	500
Meeting Expense	5,400	4,930	91.29%	2,374
Public Notices	2,400	0		268
Postage	6,000	752	12.53%	1,007
Overnight Delivery Services	3,750	97	2.58%	2,574
Local Delivery Services	3,650	1,477	40.46%	1,393
Insurance	125,000	41,984	33.59%	66,297
Repair and Maintenance	700	158	22.57%	333
Repair & Maintenance-Vehicles	2,900	3,263	112.50%	2,688
Repair and Maintenance Toll Equip	15,000	0		1,030
Rent	212,000	157,257	74.18%	158,377
Water	7,500	3,855	51.40%	3,949
Electricity	121,100	52,694	43.51%	62,839
Community Initiative Grants	65,000	60,250	92.69%	35,000
Other Licenses	250	235	94.00%	235
Non Cash Operating Expenses				
Amortization Expense	1,225,000	1,024,680	83.65%	1,018,289
Dep Exp- Furniture & Fixtures	19,000	12,972	68.28%	15,605
Dep Expense - Equipment	15,000	11,981	79.88%	11,981
Dep Expense - Autos & Trucks	4,000	3,278	81.94%	3,278
Dep Expense-Buildng & Toll Fac	177,000	147,132	83.13%	147,132
Dep Expense-Highways & Bridges	5,000,000	4,139,339	82.79%	4,138,931
Dep Expense-Communic Equip	197,000	161,878	82.17%	164,042
Dep Expense-Toll Equipment	465,000	384,818	82.76%	384,818
Dep Expense - Signs	135,000	111,057	82.26%	111,057
Dep Expense-Land Improvemts	52,000	42,987	82.67%	42,987
Depreciation Expense-Computers	410,000	9,681	2.36%	323,418
Total Operating Expense	8,331,245	6,413,808	76.98%	6,735,028
Financing Expenses				
Arbitrage Rebate Expense	6,000	5,750	95.83%	6,000
Loan Fees	12,500	11,500	92.00%	11,500
Bond Issuance Cost	30,000	31,300	104.33%	30,000
Trustee Fees	2,000	0		0
Bank Fees	7,500	5,497	73.30%	5,250
Interest Expense	11,750,000	9,887,549	84.15%	10,110,846
Contingency	15,000	0		0
Non Cash Financing Expenses				
Bond Issuance Expense	620,280	248,173	40.01%	589,047
Total Financing Expense	12,443,280	10,189,769	81.89%	10,752,643
Other Gains or Loss				
Total Expenses	32,251,677	23,318,381	72.30%	24,347,503
Net Income	-10,155,077	15,867,296		-7,447,298

CTRMA INVESTMENT REPORT

	Month Ending 4/30/11					Rate Apr 2011
	Balance 3/31/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Trustee TexStar						
183A/290E Project Acct	96,485.98			8.38	8,045.33	88,449.03
2010 Senior Lien Construction Fund	1.19					1.19
2010-1 Sub Lien Projects	4,166.08			0.38		4,166.46
2010 Regions Project Acct	55,812,168.59			5,017.25	1,590,554.35	54,226,631.49
General Fund	9,425,584.24			695.70	2,345,419.69	7,080,860.25
Trustee Operating Fund	954,810.97			54.65	600,000.00	354,865.62
Renewal & Replacement Fund	152,987.48			13.93		153,001.41
TxDOT Grant Fund	5,210,436.22			474.38		5,210,910.60
Revenue Fund	1.03			0.00		1.03
2005 Debt Service Reserve Fund	4,824,976.49			439.29		4,825,415.78
2010 Senior Lien DSF	2,068.94			0.19		2,069.13
2010 Senior Lien Debt Service Reserve Fund	6,752,657.05			614.80		6,753,271.85
2010-2Sub Lien Debt Service Reserve Fund	659,941.06			60.08		660,001.14
2010-1Sub Lien Debt Service Reserve Fund	2,502,902.52			227.88		2,503,130.40
2010 Senior Lien Capitalized Interest	841.86			0.08		841.94
2010-1 Sub Lien Capitalized Interest	419.81			0.04		419.85
2010-2 Sub Lien Capitalized Interest	126.70			0.01		126.71
	86,400,576.21	0.00	0.00	7,607.04	4,544,019.37	81,864,163.88
Amount in TexStar Operating Fund						
	41,779.43	6,000,000.00		3.80	6,000,000.00	41,783.23

Amount in TexStar Operating Fund

CTRMA INVESTMENT REPORT

	Month Ending 4/30/11					Rate Apr 2011
	Balance 3/31/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Fidelity Money Market Fund						
Operating Fund	0.00	699,912.24		0.00	8,045.33	699,912.24
2010-2 183A/290E Project Acct	0.53	8,045.33		16.64		0.53
2010-1 Sub Lien Project Acct	1,047,141.11			0.01	358,232.11	1,047,157.75
2010 Senior Lien Construction Fund	0.00	362,752.36		0.11		4,520.26
Other Obligations Fund	12,495.82			14.72		12,495.93
Debt Service Fund 2005	2,012,539.24	619,958.33				2,632,512.29
2010 Senior DSF	12.40					12.40
Subordinate Lien TIFIA DS Fund	7,880.91			0.07		7,880.98
2010-2 BABs Supplemental Security	262,850.48			4.17		262,854.65
2010-2 Cap I Fund	2,817.04			0.04		2,817.08
2010-1 Sub lien supplemental Security	712,067.18			18.14	1,651,804.36	712,085.32
2010 Regions BABs Project Account	0.01	1,651,804.35		0.14	180,833.35	0.00
2010 Regions BABs Debt Service Account	16,336.79	180,833.35		13.08		16,336.93
TxDOT Grant Fund	62,963.48			2.95		62,976.56
Renewal and Replacement	606,575.05			7.00	1,878,608.55	606,578.00
Revenue Fund	967,824.34	1,815,844.32		20.14	2,698,398.95	905,067.11
General Fund	21,613.36	3,026,227.71		19.75		349,462.26
2010 Senior DS Reserve Fund	1,250,211.49			3.40		1,250,231.24
2010-1 Debt Service Reserve Fund	229,264.03	19,019.61		0.47		248,287.04
2010-2 Debt Service Reserve Fund	34,332.74	6,936.86		307.21		41,270.07
Debt Service Reserve Fund 2005	6,170,818.29	8,391,334.46	0.00	428.04	6,775,922.65	6,171,125.50
	13,417,744.29	8,391,334.46	0.00	428.04	6,775,922.65	15,033,584.14
Amount in Region's MMA SIB Loan	12,997,083.43	968,440.41		1,979.50	1,731,264.43	12,236,238.91

Fidelity Money Market Fund
 Operating Fund
 2010-2 183A/290E Project Acct
 2010-1 Sub Lien Project Acct
 2010 Senior Lien Construction Fund
 Other Obligations Fund
 Debt Service Fund 2005
 2010 Senior DSF
 Subordinate Lien TIFIA DS Fund
 2010-2 BABs Supplemental Security
 2010-2 Cap I Fund
 2010-1 Sub lien supplemental Security
 2010 Regions BABs Project Account
 2010 Regions BABs Debt Service Account
 TxDOT Grant Fund
 Renewal and Replacement
 Revenue Fund
 General Fund
 2010 Senior DS Reserve Fund
 2010-1 Debt Service Reserve Fund
 2010-2 Debt Service Reserve Fund
 Debt Service Reserve Fund 2005

Amount in Region's MMA SIB Loan

CTRMA INVESTMENT REPORT

	Month Ending 4/30/11					Rate Apr. 2011
	Balance 3/31/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Bayerische Landesbank GIC						
Subordinate Lien Cap-I 2010-1	1,923,095.55			801.29		1,923,896.84
Subordinate Lien Cap-I 2010-2	684,446.70			285.19		684,731.89
Senior Lien Cap-I 2010	6,816,361.40			4,998.66		6,821,360.06
Senior Lien Project Fund 2010	57,364,206.54			42,224.18	362,752.36	57,043,678.36
	66,788,110.19	0.00	0.00	48,309.32	362,752.36	66,473,667.15

Rate
Apr. 2011
0.500%
0.500%
0.880%
0.850%

Amount in Fed Agencies

Amortized Principal
Accrued Interest

7,954,614.68		(4,535.01)	10,257.18		7,950,079.67
7,954,614.68	0.00	(4,535.01)		0.00	7,950,079.67

Certificates of Deposit

Total in Pools
Total in Money Market
Total in Fed Agencies
Bayerische Landesbank GIC

3,100,000.00	3,000,000.00		7,610.84	3,000,000.00	3,100,000.00
86,442,355.64	6,000,000.00		2,407.54	10,544,019.37	81,905,947.11
26,414,827.72	9,359,774.87		48,309.32	8,507,187.08	27,269,823.05
7,954,614.68	0.00	(4,535.01)		0.00	7,950,079.67
66,788,110.19	0.00			362,752.36	66,473,667.15
190,699,908.23	18,359,774.87	(4,535.01)	58,327.70	22,413,958.81	186,699,516.98

Total Invested

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

William Chapman, CFO

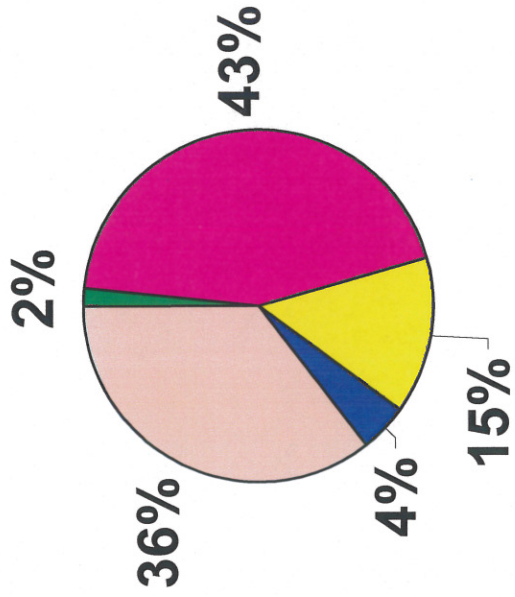
CTRMA INVESTMENT REPORT

Month Ending 4/30/11

Rate
Apr 2011

Balance 3/31/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 4/30/2011

Allocation of Funds



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

Amount of investments As of April 30, 2011

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Farm Credit	31331J2B8	1,997,836.00	1,998,413.07	1,997,420.00	1.000280%	11/22/2010	2/15/2013	TxDOT Grant Fund
Fannie Mae	31398AW32	1,002,500.00	1,001,875.00	1,002,020.00	1.38%	7/19/2010	7/19/2013	2010-1Subordinate DSRF
San Antonio Water Utilities	79642BLM3	200,000.00	200,000.00	199,548.00	1.109%	11/23/2010	5/15/2012	2010-2 DSRF
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	188,818.20	1.457%	11/23/2010	5/15/2013	2010-2 DSRF
Fannie Mae	3136FPAD9	1,514,454.00	1,512,526.80	1,496,520.00	2.000%	11/15/2010	8/24/2015	2010 Sn Lien DSRF
Federal Home loan Bank	3137EABY4	3,064,452.00	3,047,264.80	3,048,210.00	0.40048%	12/23/2010	3/23/2012	TxDOT Grant Fund
		<u>7,969,242.00</u>	<u>7,950,079.67</u>	<u>7,932,536.20</u>				

Agency	CUSIP #	COST	4/30/2011		Maturity Value	Interest Income April 2011		
			Cummulative Amortization	Book Value		Accrued Interest	Amortization	Interest Earned
Federal Farm Credit	31331J2B8	1,997,836.00	577.07	1,998,413.07	2,000,000.00	883.33	72.13	955.46
Fannie Mae	31398AW32	1,002,500.00	625.00	1,001,875.00	1,000,000.00	1,145.83	(69.44)	1,076.39
San Antonio Water Utilities	79642BLM3	200,000.00	0.00	200,000.00	200,000.00	184.83		184.83
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69		230.69
Fannie Mae	3136FPAD9	1,514,454.00	1,927.20	1,512,526.80	1,500,000.00	2,500.00	(240.90)	2,259.10
Federal Home loan Bank	3137EABY4	3,064,452.00	17,187.20	3,047,264.80	3,000,000.00	5,312.50	(4,296.80)	1,015.70
		<u>7,969,242.00</u>	<u>20,316.47</u>	<u>7,950,079.67</u>	<u>7,890,000.00</u>	<u>10,257.18</u>	<u>(4,535.01)</u>	<u>5,722.17</u>

April 2011 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	Apr 2011 Interest	FUND
Regions Bank	CDRB35523	100,000	0.15%	10/14/2009	9/10/2010	\$ 12.74	TxDOT Grant Fund
Regions Bank	CDRB37495	3,000,000				\$ 254.80	Debt Service Reserve Fund 05
		<u>3,100,000</u>				<u>\$ 267.54</u>	

INVESTMENTS by FUND

**Balance
April 30, 2011**

Renewal & Replacement Fund			TexSTAR	81,905,947.11
TexSTAR	153,001.41		CD's	3,100,000.00
Fidelity	606,578.00		Fidelity	15,033,584.14
Agencies		759,579.41	SIB	12,236,238.91
TxDOT Grant Fund			Agencies	7,950,079.67
TexSTAR	5,210,910.60		Bayerische GIC	66,473,667.15
Fidelity	62,976.56			
CD's	100,000.00			
Agencies	5,045,677.87	10,419,565.03		
Subordinate Lien DS Fund 05				
Fidelity	7,880.98	7,880.98		
Debt Service Reserve Fund 05				
TexSTAR	4,825,415.78			
Fidelity	6,171,125.50			
CD's	3,000,000.00			
Agencies		13,996,541.28		
Debt Service Fund 05				
Fidelity	2,632,512.29	2,632,512.29		
2010 Senior Lien DSF				
TexSTAR	2,069.13			
Fidelity	12.40			
Agencies		2,081.53		
Other Obligations Fund				
Fidelity	12,495.93	12,495.93		
Operating Fund				
TexSTAR	41,783.23			
TexSTAR-Trustee	354,865.62			
Fidelity	699,912.24			
Region's SIB Loan MMA	12,236,238.91	13,332,800.00		
Revenue Fund				
TexSTAR	1.03			
Fidelity	905,067.11	905,068.14		
General Fund				
TexSTAR	7,080,860.25			
Fidelity	349,462.26	7,430,322.51		
2010-1 Sub Lien Cost of Issuance				
TexSTAR	0.00	-		
2010 Senior Lien Capitalized Interest				
TexSTAR	841.94			
Bayerische GIC	6,821,360.06	6,822,202.00		
2010-1 Sub Lien Capitalized Interest				
TexSTAR	419.85			
Bayerische GIC	1,923,896.84	1,924,316.69		
2010-2 Sub Lien Capitalized Interest				
TexSTAR	126.71			
Fidelity	2,817.08			
Bayerische GIC	684,731.89	687,675.68		
2010-1 Sub BABs subsidy				
Fidelity	712,085.32	712,085.32		
2010-2 Sub BABs subsidy				
Fidelity	262,854.65	262,854.65		
2010 Senior Lien Debt Service Reserve Fund				
TexSTAR	6,753,271.85			
Fidelity	1,250,231.24			
Agencies	1,512,526.80	9,516,029.89		
2010-2Sub Lien Debt Service Reserve Fund				
TexSTAR	660,001.14			
Fidelity	41,270.07			
Agencies	390,000.00	1,091,271.21		
2010-1Sub Lien Debt Service Reserve Fund				
TexSTAR	2,503,130.40			
Fidelity	248,287.04			
Agencies	1,001,875.00	3,753,292.44		
2010 Regions BABs Project Account				
TexSTAR	54,226,631.49			
Fidelity	0.00	54,226,631.49		
2010 Regions BABs Debt Service Account				
Fidelity	16,336.93	16,336.93		
2010-1 Sub Lien Projects Fund				
TexSTAR	4,166.46			
Fidelity	1,047,157.75	1,051,324.21		
183A/290E Project Acct				
TexSTAR	88,449.03			
Fidelity	0.53	88,449.56		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Fidelity	4,520.26			
Bayerische GIC	57,043,678.36	57,048,199.81		
		\$ 186,699,516.98		



Monthly Newsletter - April 2011

Performance

As of April 30, 2011

April Averages

Current Invested Balance	\$5,661,130,480.00	Average Invested Balance	\$5,888,999,850.25
Weighted Average Maturity (1)	48 Days	Average Monthly Yield, on a simple basis	0.1108%
Weighted Average Maturity (2)	69 Days	Average Weighted Average Maturity (1)*	50 Days
Net Asset Value	1.000172	Average Weighted Average Maturity (2)*	72 Days
Total Number of Participants	731		
Management Fee on Invested Balance	0.05%*		
Interest Distributed	\$778,579.18		
Management Fee Collected	\$242,002.60		
% of Portfolio Invested Beyond 1 Year	2.42%		
Standard & Poor's Current Rating	AAAm		

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

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

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

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

New Participants

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

- ★ Red River Authority of Texas

News

Holiday Reminder - In observance of **Memorial Day**, **TexSTAR will be closed on Monday, May 30, 2011**. All ACH transactions initiated on Friday, May 27th will settle on Tuesday, May 31st. Notification of any early transaction deadlines on the business 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.

Audit Confirmations - With the fiscal year end nearing for many participants, your auditors may wish to begin submitting confirmations for your TexSTAR pool balances. Please note that audit confirmation requests should be sent to the following address:

TexSTAR Participant Services
325 North St. Paul Street, Suite 800
Dallas, Texas 75201

Economic Commentary

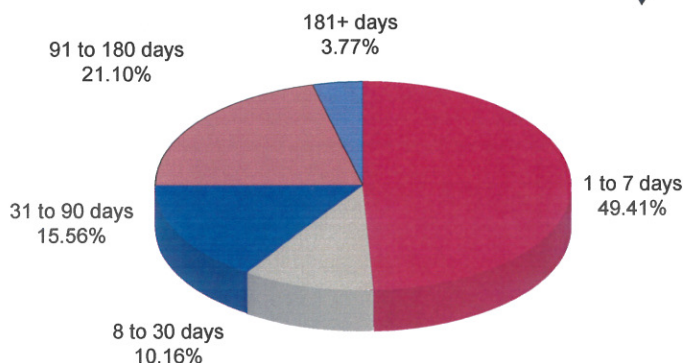
During the month, the U.S. Congress and the Obama Administration wrangled up to the last minute over the 2011 fiscal budget, averting a federal government shutdown but setting the stage for future debates over the federal budget. Furthermore, Standard & Poor's downgraded its outlook for U.S. Treasury debt from stable to negative, escalating concerns regarding the growing size of the federal debt. U.S. economic growth continues to be subdued, as high energy prices have sapped some of the strength in consumer spending. Federal Reserve Chairman Bernanke restated the Fed's view that the rise in commodity prices is expected to be "transitory." Internal forecasts suggest that April retail sales were strong, indicating that the consumer is bending but not breaking in the face of higher prices for necessities. Business investment in equipment and software also remains solid. The labor market continues to improve very gradually. Housing activity remains below market expectations and new home sales remain at historic lows. The base case expectation is for an improving labor market and rising incomes to continue to support consumption. In fact, core retail sales for April are expected to grow, despite the 29% rise in gasoline prices so far this year. The fact that consumers have been able to increase spending on non-fuel items while maintaining their saving rate is reflective of underlying strength in the economy. Fiscal restraint by federal, state, and local governments will detract from growth. In this environment, the Fed is likely to keep rates on hold into 2012 as wage disinflation slows. This message will be challenging for the Fed to deliver as headline inflation measures move higher.

This information is an excerpt from an economic report dated April 2011 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

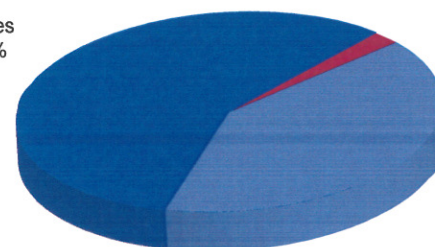
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of April 30, 2011



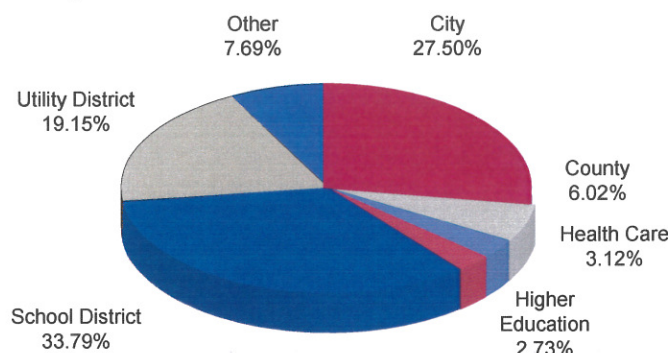
Agencies
57.26%



Treasuries
2.15%

Repurchase
Agreements
40.59%

Portfolio by Maturity As of April 30, 2011



Distribution of Participants by Type As of April 30, 2011

Historical Program Information

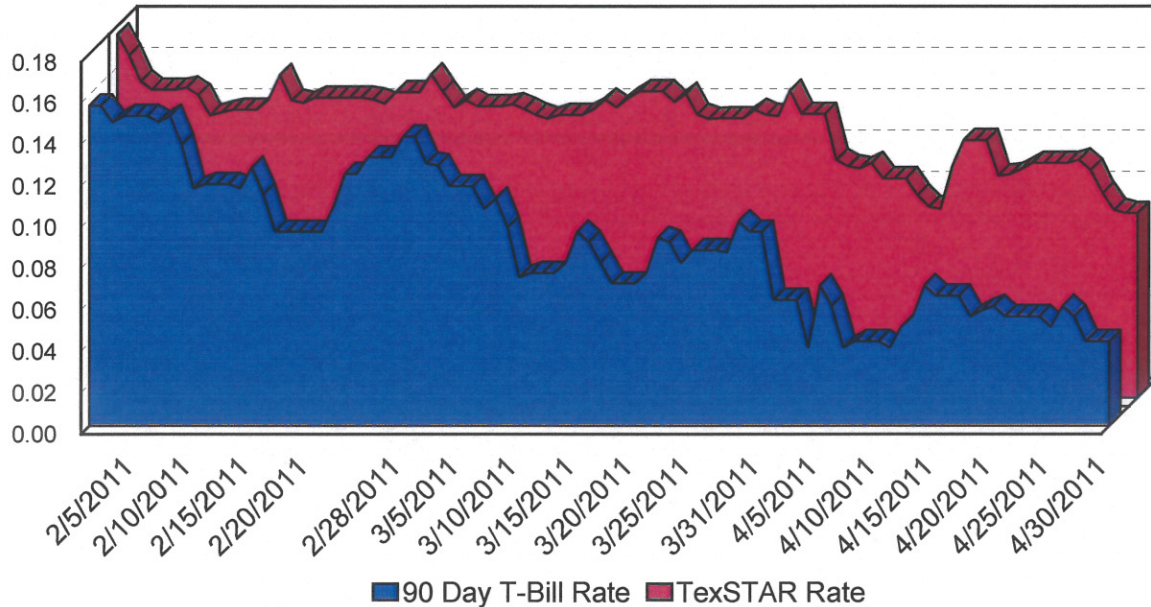
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Apr 11	0.1108%	\$5,661,130,480.00	\$5,662,108,871.87	1.000172	50	72	731
Mar 11	0.1408%	5,949,037,975.79	5,949,804,553.22	1.000128	50	73	730
Feb 11	0.1476%	6,548,224,886.40	6,548,880,605.37	1.000100	48	71	729
Jan 11	0.1637%	6,541,049,111.05	6,541,464,771.26	1.000063	39	66	726
Dec 10	0.1713%	5,593,134,506.98	5,593,670,681.79	1.000091	47	79	723
Nov 10	0.1883%	5,143,274,228.56	5,143,635,927.81	1.000070	52	81	721
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

Portfolio Asset Summary as of April 30, 2011

	Book Value	Market Value
Uninvested Balance	\$ 14,125.56	\$ 14,125.56
Accrual of Interest Income	557,706.97	557,706.97
Interest and Management Fees Payable	(870,412.76)	(870,412.76)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	2,297,786,000.00	2,297,786,000.00
Government Securities	3,363,643,060.23	3,364,621,452.10
Total	\$ 5,661,130,480.00	\$ 5,662,108,871.87

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 April 2011

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
4/1/2011	0.1373%	0.000003761	\$5,949,650,281.37	1.000127	51	74
4/2/2011	0.1373%	0.000003761	\$5,949,650,281.37	1.000127	51	74
4/3/2011	0.1373%	0.000003761	\$5,949,650,281.37	1.000127	51	74
4/4/2011	0.1150%	0.000003151	\$5,920,641,185.32	1.000184	52	74
4/5/2011	0.1119%	0.000003067	\$5,972,798,882.15	1.000167	52	74
4/6/2011	0.1110%	0.000003042	\$5,984,552,884.40	1.000160	52	75
4/7/2011	0.1135%	0.000003110	\$5,975,440,948.58	1.000161	52	74
4/8/2011	0.1061%	0.000002906	\$5,982,987,834.26	1.000158	49	72
4/9/2011	0.1061%	0.000002906	\$5,982,987,834.26	1.000158	49	72
4/10/2011	0.1061%	0.000002906	\$5,982,987,834.26	1.000158	49	72
4/11/2011	0.0980%	0.000002685	\$5,955,347,178.41	1.000165	49	72
4/12/2011	0.0923%	0.000002530	\$6,056,337,980.05	1.000172	48	69
4/13/2011	0.0913%	0.000002501	\$6,044,185,538.06	1.000179	51	73
4/14/2011	0.1115%	0.000003055	\$5,946,109,981.13	1.000179	53	75
4/15/2011	0.1246%	0.000003413	\$5,926,526,945.57	1.000159	52	73
4/16/2011	0.1246%	0.000003413	\$5,926,526,945.57	1.000159	52	73
4/17/2011	0.1246%	0.000003413	\$5,926,526,945.57	1.000159	52	73
4/18/2011	0.1075%	0.000002944	\$5,946,325,801.33	1.000158	51	72
4/19/2011	0.1080%	0.000002959	\$5,901,884,072.66	1.000154	51	72
4/20/2011	0.1106%	0.000003031	\$5,897,001,757.68	1.000150	51	73
4/21/2011	0.1137%	0.000003116	\$5,831,721,745.22	1.000158	48	70
4/22/2011	0.1137%	0.000003116	\$5,831,721,745.22	1.000158	48	70
4/23/2011	0.1137%	0.000003116	\$5,831,721,745.22	1.000158	48	70
4/24/2011	0.1137%	0.000003116	\$5,831,721,745.22	1.000158	48	70
4/25/2011	0.1152%	0.000003155	\$5,770,051,098.21	1.000160	48	70
4/26/2011	0.1102%	0.000003019	\$5,818,475,696.07	1.000158	48	69
4/27/2011	0.0990%	0.000002712	\$5,608,823,470.93	1.000163	50	72
4/28/2011	0.0908%	0.000002488	\$5,645,375,908.00	1.000181	49	71
4/29/2011	0.0893%	0.000002446	\$5,661,130,480.00	1.000172	48	69
4/30/2011	0.0893%	0.000002446	\$5,661,130,480.00	1.000172	48	69
Average	0.1108%	0.000003035	\$5,888,999,850.25		50	72

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>



**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 8

Briefing and update on the draft budget for Fiscal Year 2012.

Department: Finance

Associated Costs: None

Funding Source: None

Board Action Required: No

Attached documentation for reference: Hand-outs will be provided at the Board meeting.

Contact for further information: Bill Chapman, Chief Financial Officer

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM # 9

Executive Director's Update – Presentation of the Executive Director's Report

Department: Administrative

Associated Costs: None

Board Action Required: No

Description of Matter:

The Executive Director's Report is attached for review and reference.

Contact for further information: Mike Heiligenstein



REPORT TO THE BOARD OF DIRECTORS MAY 25, 2011

MIKE HEILIGENSTEIN - EXECUTIVE DIRECTOR

PRIORITY ISSUES



Legislative Issues



Manor Expressway Phase II
Financing

ADMINISTRATION

CAMPO

Staff is planning to make two presentations to the CAMPO Board during their June 13th meeting. We will be presenting information about our upcoming Green Mobility Challenge and updating the CAMPO Board on our successful HERO program. Prior to that meeting, we will be briefing CAMPO's Technical Advisory Committee.

FINANCE

This month, Chairman Wilkerson, Board Members Bennett and Mills, Bill Chapman, our financial advisors and I met with various underwriters and rating agencies to discuss the upcoming bond issuance of phase two of the Manor Expressway and update our ratings. There was significant interest in the Manor Expressway project, and we received positive feedback from those who attended the meetings.

OPERATIONS

PAY-BY-MAIL UPDATE

Since May 2008, when we implemented our Pay-By-Mail program, we have sent over 4 million toll bills, violations and collection notices and collected more than \$22 million in tolls and fees. A majority of our customers choose to pay their bills through the mail or online and do so on time.

A reminder to the Board that beginning in June, customers who wish to pay their toll bills with cash will be able to visit one of 18 area ACE Cash Express locations in the Austin Area to make a payment. ACE Cash Express Inc. is a leading retailer of financial services, including payday loans, consumer loans, check cashing, bill payment and prepaid debit card services.

PROJECT DEVELOPMENT

MANOR EXPRESSWAY PHASE 1

CONSTRUCTION

Phase 1 construction continues to progress. Webber has completed 88% of the footings and 74% of the columns for the direct connectors. As the substructure is completed, Webber is quickly installing the necessary bridge beams.

MANOR EXPRESSWAY PHASE 2

DESIGN/BUILD COMPREHENSIVE DEVELOPMENT AGREEMENT

The Mobility Authority is working to finalize the Comprehensive Development Agreement (CDA) with Central Texas Mobility Constructors (CTMC). The agreement has been submitted to the Attorney General of Texas for final approval, and a formal Concurrence of Award request to FHWA has been submitted to TxDOT. In the meantime, oversight efforts, including review of the Design Quality Management Plan and informal preliminary design reviews, have begun.

RIGHT-OF-WAY

Right-of-way acquisition and negotiations with affected property owners continues for the Manor Expressway between US 183 and Parmer Lane. Appraisals have been completed and offers extended for all of the properties. Negotiations are on-going with a small number of condemnation sites. In addition, property management efforts have fully demolished two of the three gas stations.

MO PAC IMPROVEMENT PROJECT

PROJECT DEVELOPMENT

The MoPac Improvement Project environmental study remains on schedule. Comments from the Environmental Affairs Division of TxDOT are being addressed in preparation for submittal to FHWA this summer. The Context Sensitive Design Committee, made up of the original aesthetics committee members and new members from the surrounding neighborhoods, continues to meet to help recommend design guidelines for items such as sound walls, bridge structures, retaining walls and landscaping. Also, a public Open House to discuss the aesthetic design concepts for the project is **planned for May 26th.**

183A EXTENSION

CONSTRUCTION

The 183A Northern Extension project remains on schedule. Webber continues to make progress on placing bridge deck panels and concrete at the New Hope Drive and Block House Creek overpasses. Webber also continues to work on bridge structure construction, material excavation, drainage facility construction and retaining walls. The project is 51% complete. On May 2nd, the Scottsdale Drive crossover was closed. It is scheduled to re-open in four months.

SHARED USE PATH

Construction of the 183A shared use path from South Brushy Creek to FM 1431 is 90% complete, and the path is on schedule to open this summer. An opening event is being planned, and details will follow soon. One remaining item is a crossing of Capital Metro's rail line. There has been some issues coordinating the contractor and CapMetro, but new emphasis has been applied to all concerned.

**MAY 25, 2011 CTRMA BOARD OF DIRECTORS MEETING
Summary Sheet**

AGENDA ITEM #15

Consider and take appropriate action to revise the CTRMA legislative program for the 82nd Legislature.

Department: Law

Associated Costs: None

Funding Source: None

Board Action Required: If needed.

Description of Matter:

This agenda item is to consider any revisions to the CTRMA legislative program that may be necessary or desirable based on bills that are proposed or pending during the 82nd Texas Legislature.

Staff has no recommendations concerning any needed or desirable revisions as of the time this Summary Sheet is being prepared

Attached documentation for reference:

Draft Resolution template, if needed

Contact for further information:

Andrew Martin, General Counsel

**CTRMA Legislative Program
82nd Legislative Session**

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/SB 1669) 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 resources continue to deteriorate and communities struggle to find means to generate 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).
- **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.

Adopted October 28, 2010 by Resolution 10-99

Amended December 8, 2010 by Resolution 10-107

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

RESOLUTION NO. 11-___

Amending the CTRMA Legislative Program for the 82nd Texas Legislature

WHEREAS, the Texas Legislature convened at noon, January 11, 2011, and will 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 Attachment A to this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of May, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 5/25/2011

Exhibit A

CTRMA Legislative Program Amendment

[Any change to the Legislative Program will be identified here.]