



**CENTRAL TEXAS
Regional Mobility Authority**

Regular Meeting of the Board of Directors

9:30 a.m.
Wednesday, January 30, 2013

Suite 360: Briefing Room
301 Congress Avenue
Austin, Texas 78701

AGENDA

No action on the following:

1. Welcome and opening remarks by the Chairman and members of the Board of Directors.
2. Opportunity 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 December 21, 2012, Special Called Board Meeting.
4. Approve an interlocal agreement with the North East Texas Regional Mobility Authority to provide toll transaction processing and toll collection services by and through the Mobility Authority.
5. Authorize procurement of landscape maintenance services for Mobility Authority road corridors.
6. Authorize a new work authorization with HNTB Corporation for general engineering consultant services related to the 183 North Express Lanes Project.
7. Approve an agreement with the Texas Department of Transportation to use TxDOT conduit and related infrastructure to install Mobility Authority telecommunication and toll system infrastructure.
8. Authorize issuance of a request for qualifications for additional firms interested in providing investment banking services to the Mobility Authority.
9. Approve an updated list of brokers authorized to provide investment services to the Mobility Authority.

10. Approve Article 1 (Investment Policy), Chapter 2 of the Policy Code with no changes following the annual review of that policy.
11. Report on legislative issues and possible action to revise the Mobility Authority legislative program for the 83rd Texas Legislature.
12. Accept the financial reports for November and December 2012.

Briefing and discussion with no action proposed on the following:

13. Quarterly Briefing on the MoPac Improvement Project.
14. Quarterly Briefing on the Manor Expressway Project.
15. Quarterly Briefing on environmental assessments for:
 - A. the Bergstrom Expressway;
 - B. the Oak Hill Parkway;
 - C. the MoPac South Express Lanes Project;
 - D. the 183 North Express Lanes Project; and
 - E. the SH 45 Southwest Project.
16. Executive Director's report
 - A. Project Status Updates.
 - B. Filing 2012 personal financial statements required by state law.

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:

17. Discuss acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project as authorized by §551.072 (Deliberation Regarding Real Property), and related legal issues as authorized by §551.071 (Consultation with Attorney).

18. Discuss legal issues related to claims by or against the Mobility Authority; pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation With Attorney).
19. Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation With Attorney).
20. Discuss legal issues relating to legislation proposed to the 83rd Texas Legislature that could affect the Mobility Authority or its operations, as authorized by §551.071 (Consultation With Attorney).
21. Discuss personnel matters as authorized by §551.074 (Personnel Matters).

Reconvene in Open Session.

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

22. Authorize negotiation and execution of a purchase contract, a settlement agreement, or both in a pending eminent domain proceeding to acquire the following described parcel or property interest for the Manor Expressway Project:
 - A. Parcel 32 of the Manor Expressway Toll Project, a 1.468 acre tract in Travis County, at 9493 US 290 East, owned by Bobby Joe Barnett and DeeAnne Barnett.
23. Adjourn Meeting.

NOTES

Opportunity 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 the Mobility Authority'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 public comment period. If a speaker's topic is not listed on this agenda, the Board may not deliberate the speaker's topic or question the speaker during the open comment period, but may direct staff to investigate the matter or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not deliberate or 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 takes up 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 is for ease of reference only. After the meeting is convened, the Chairman may rearrange the order in which agenda items are considered, and the Board may consider items on the agenda in any order or at any time during the meeting.

Persons with disabilities. If you plan to attend this meeting and may need auxiliary aids or services, such as an interpreter for those who are deaf or hearing impaired, or if you are a reader of large print or Braille, please contact Jennifer Guernica at (512) 996-9778 at least two days before the meeting so that appropriate arrangements can be made.



CENTRAL TEXAS
Regional Mobility Authority

AGENDA ITEM #1 SUMMARY

Welcome, Opening Remarks and Board Member Comments.

Welcome, Opening Remarks and Board Member Comments

Board Action Required: NO



CENTRAL TEXAS
Regional Mobility Authority

AGENDA ITEM #2 SUMMARY

Open Comment Period for Public Comment.
Public Comment on Agenda Items.

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



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #3 SUMMARY

Approve the minutes for the December 21, 2012, Special Called Board Meeting.

Department: Law
Associated Costs: None
Funding Source: None
Board Action Required: YES (by Motion)

Description of Matter:

The Minutes for the December 21, 2012, Special Called Board Meeting.

Attached documentation for reference:

Draft Minutes for the December 21, 2012, Special Called Board Meeting

Contact for further information:

Andrew Martin, General Counsel

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

**Wednesday, December 21, 2012
9:00 A.M.**

The meeting was held at 301 Congress Avenue, Suite 360, Austin, Texas 78701. Notice of the meeting was posted December 17, 2012 at the respective County Courthouses of Williamson and Travis Counties; online at the website of the Secretary of State; online at the website of the Mobility Authority; and on the bulletin board in the Mobility Authority's lobby at 301 Congress Avenue, Suite 650, Austin, Texas 78701.

1. Welcome and Opening Remarks by Chairman Ray Wilkerson.

Chairman Ray Wilkerson called the meeting to order at 9:00 a.m. and called the roll. Directors attending the meeting by present when the meeting was called to order were Vice Chairman Jim Mills, Mr. David Singleton, Mr. Bob Bennett, and Mr. David Armbrust. Ms. Nikelle Meade and Mr. Charles Heimsath were not present when the meeting convened; Ms. Meade joined the open meeting at 9:36 a.m.

Each director present at the meeting participated through a telephone conference call. The open sessions of the meeting were audible to the public and staff who attended the meeting at the conference room location noted above.

2. Open Comment Period.

No public comments were offered.

3. Approve the minutes for the December 5, 2012 Regular Board Meeting.

Chairman Ray Wilkerson presented the minutes for the December 5, 2012, Regular Board Meeting for consideration by the Board. Mr. Jim Mills moved for approval, and Mr. Bob Bennett seconded the motion. The motion carried unanimously 5-0, and the minutes were approved as drafted.

4. Approve the compliance report submitted to the Texas Department of Transportation required by 43 TEX. ADMIN. CODE §26.65.

Ms. Cindy Demers presented this item. In January, 2012, the Texas Department of Transportation revised its rules relating to certain financial information and reports filed by a regional mobility authority. The rules were amended to require a regional mobility authority to file its adopted annual budget, independent audit, and certain

other information previously submitted to TxDOT with each county that is a part of the RMA. The Mobility Authority has provided that information to the Commissioners Courts of Williamson and Travis Counties during 2012.

Starting in 2012 and each year thereafter, new Rule 26.65 requires a regional mobility authority to file a report with TxDOT to confirm the RMA has complied with reporting requirements under the revised rules. The compliance report must be approved by the RMA's board of directors and certified by its executive director.

Mr. Bob Bennett moved for approval, and Mr. David Singleton seconded the motion. The motion carried unanimously 5-0, and the resolution was approved as drafted.

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 9:20 a.m. that the Board would recess the open meeting and reconvene in Executive Session to deliberate the following items:

5. *Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation With Attorney).*
6. *Discuss personnel matters as authorized by §551.074 (Personnel Matters), including evaluation of the performance of the Executive Director.*

The Board reconvened in open meeting at 9:35 a.m., and Chairman Wilkerson announced that no action was taken in Executive Session.

Ms. Nikelle Meade joined the meeting by telephone at 9:36 a.m.

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

- 7. Approve an amended employment agreement with the Executive Director, including compensation and other contract terms.**

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

8. Adjourn Meeting.

Chairman Ray Wilkerson declared the meeting adjourned at 9:45 a.m. with unanimous consent.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #4 SUMMARY

Approve an interlocal agreement with the North East Texas Regional Mobility Authority to provide toll transaction processing and toll collection services by and through the Mobility Authority.

Strategic Plan Relevance:	Regional Mobility
Department:	Operations
Associated Costs:	None
Funding Source:	N/A
Board Action Required:	Yes

Description of Matter: The North East Texas Regional Mobility Authority (“NET RMA”) has requested that the Mobility Authority provide toll transaction processing and toll collection services (including violation processing and past due collection services). The Mobility Authority proposed providing the requested services using its own expertise and that of its existing vendors, including Telvent and Municipal Services Bureau.

The proposed Interlocal Agreement sets forth the terms and conditions under which the Mobility Authority will provide the requested toll transaction processing services for NET RMA. Compensation for the services being performed will be made on a pass-through basis, resulting in a zero cost to the Mobility Authority.

Reference documentation:
Draft Interlocal Agreement
Draft Resolution

Contact for further information:
Tim Reilly, Director of Toll Operations

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

RESOLUTION NO. 13-___

**APPROVING AN INTERLOCAL AGREEMENT WITH THE
NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY TO PROVIDE TOLL
TRANSACTION PROCESSING AND TOLL COLLECTION SERVICES BY AND
THROUGH THE MOBILITY AUTHORITY.**

WHEREAS, Chapter 791 of the Texas Government Code and Section 370.033 of the Transportation Code authorize a regional mobility authority to enter into an agreement with a governmental entity for the performance of governmental functions and services, including administrative functions; and

WHEREAS, the North East Texas Regional Mobility Authority (“NET RMA”) has requested the Mobility Authority and its contractors to provide toll transaction processing and toll collection services for the NET RMA Loop 49 Toll Project, in accordance with the terms and conditions of a proposed agreement attached as Exhibit 1; and

WHEREAS, the Executive Director recommends approval of the proposed agreement.

NOW THEREFORE BE IT RESOLVED that the proposed interlocal agreement with the North East Texas Regional Mobility Authority is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute the proposed interlocal agreement on behalf of the Mobility Authority, in the form or substantially the same form as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 13-___
Date Passed 01/30/13

Exhibit 1

**Interlocal Agreement with
the North East Texas Regional Mobility Authority**

[shown on the following 9 pages]

INTERLOCAL AGREEMENT

THIS INTERLOCAL AGREEMENT (the “Agreement”) is made and entered into effective as of the ___ day of _____, 2013, by and between the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (“CTRMA”) and the NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY (“NET RMA”), political subdivisions of the State of Texas (collectively, the “Parties”).

WITNESSETH:

WHEREAS, the CTRMA is a regional mobility authority created pursuant to the request of Travis and Williamson Counties and operating pursuant to Chapter 370 of the Texas Transportation Code (the “RMA Act”) and 43 TEX. ADMIN. CODE §§ 26.1 *et seq.* (the “RMA Rules”); and

WHEREAS, the NET RMA is a regional mobility authority created pursuant to the request of Gregg and Smith Counties and operating pursuant to Chapter 370 of the RMA Act and Sections 26.1 *et seq.* of the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Cass, Panola, Titus, Van Zandt, and Wood joined the Authority and are represented on the Board of Directors of the NET RMA; and

WHEREAS, Chapter 791 of the Texas Government Code provides that any one or more public agencies may contract with each other for the performance of governmental functions or services in which the contracting parties are mutually interested; and

WHEREAS, Section 370.033 of the RMA Act provides that a regional mobility authority may enter into contracts or agreements with another governmental entity; and

WHEREAS, the NET RMA is in need of toll transaction processing and toll collection services (including “pay-by-mail” processing, violations processing and debt collection services) related to the Loop 49 Toll Project; and

WHEREAS, the CTRMA previously entered into an Agreement for Violation Processing and Debt Collection Services with Gila Corporation, d/b/a Municipal Services Bureau (“MSB”) for the provision of violation processing, collection management, and court process support services (the “MSB Contract”); and

WHEREAS, the CTRMA, independently and by and through its consultants, has the expertise required to provide toll image processing, violations processing and debt collection services in connection with toll projects; and

WHEREAS, the CTRMA is a party to the Statewide Interoperability of Toll Collection Systems Agreement (the “Interoperability Agreement”), through which toll transactions on various tolled facilities throughout the state are processed and credited to the operator of the facility on which the transaction occurred; and

WHEREAS, the Parties have agreed that it would be to their mutual benefit for the CTRMA to provide needed toll collection processing services to the NET RMA through its expertise and resources, including those available through the MSB Contract and the Interoperability Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the undersigned Parties agree as follows:

I. FINDINGS

Recitals. The recitals set forth above are incorporated herein for all purposes and are found by the Parties to be true and correct. It is further found and determined that the Parties have authorized and approved the Agreement by resolution or order adopted by their respective governing bodies, and that this Agreement will be in full force and effect when approved by each party.

II. ACTIONS

1. Provision of Services. Subject to the terms of this Agreement, the NET RMA shall utilize the resources of the CTRMA and/or its consultants, including the resources and services provided under the MSB Contract and the Interoperability Agreement, in connection with the provision of toll transaction processing, toll collection, violation processing, collection management, and court support services on NET RMA toll projects. The general Scope of Work (the “Services”) to be provided by the CTRMA is set forth in Attachment “A”. In the event that NET RMA becomes a direct party to the Interoperability Agreement the parties agree to amend this Agreement as necessary to accommodate such change.

2. Cost of Services and Payment. The cost of services and payments are governed by underlying agreements between CTRMA and its consultants and the Interoperability Agreement. In accordance with the underlying agreements and established processes, and in accordance with a schedule to be mutually agreed upon by the parties, the CTRMA, by and through its consultants, shall submit to the NET RMA a summary of toll related fees and costs charged and collected in providing the Services under this Agreement and shall also present a reconciliation of the related transactions, invoices and accounts.

The current applicable fees for service are provided in the Rate Schedule set forth in Attachment “B”. The CTRMA agrees to pay, or cause to be paid, any funds collected by the CTRMA on behalf of the NET RMA within 45 days of receiving those funds. The current Schedule for collection of toll related funds is provided in the CTRMA Toll Funds Collection Schedule set forth in Attachment “C”. The CTRMA may deduct applicable processing fees prior to transferring toll related funds to the NET RMA, resulting in a net invoice or payment to the NET RMA. The funds due and fees deducted shall be clearly shown on the associated summary document.

Payments due to either party under this Agreement shall be made to:

Central Texas Regional Mobility Authority
301 Congress Avenue, Suite 650
Austin, TX 78701
Attn: Chief Financial Officer

North East Texas Regional Mobility Authority
909 ESE Loop 323 Suite 360
Tyler, Texas 75701
Attn: Project Director

3. Performance Measures. The toll collection processing services being provided pursuant to this Agreement are an extension of the services being provided to the CTRMA under the MSB Contract. As such, CTRMA shall ensure, through its agreement with MSB and other of its subcontractors, that the same performance measures are established and maintained for toll collection processing services on the Loop 49 Toll Project as are applicable to CTRMA facilities. CTRMA shall enforce such measures and standards on NET RMA's behalf, and CTRMA shall not agree to modify performance measures without the prior written consent of NET RMA.

III. GENERAL AND MISCELLANEOUS

1. Term and Termination. Subject to the following, this Agreement shall be effective as of the date first written above and shall continue in force and effect until June 30, 2015. The term of the Agreement may be extended by written agreement of the Parties. Notwithstanding the foregoing:

- a. if the MSB Contract is terminated pursuant to Article 3 of that agreement, this Agreement shall terminate on the same day that the MSB Contract terminates, provided that 1) the CTRMA shall give the NET RMA written notice of the termination within ten (10) days of providing notice to or receiving notice from MSB in accordance with Article 3 of the MSB Contract; and 2) in the event that the CTRMA enters into a contract for toll transaction processing services with another provider upon termination of the MSB Contract, the CTRMA shall use its best efforts to continue to provide the Services to the NET RMA pursuant to the terms of this Agreement under the contract between the CTRMA and its new provider of toll collection processing services;
- b. either party may terminate this Agreement in the event of a material breach of its terms, which may include, but is not limited to, failure to make timely payments of amounts owed and failure of the toll collection processing services to be provided in accordance with this Agreement, provided that the party seeking to terminate the Agreement has provided written notice to the other of the alleged default and the default has not been cured within thirty (30) days of receipt of such notice; and

c. the parties may mutually agree to terminate this Agreement.

2. Prior Written Agreements. This Agreement is without regard to any and all prior written contracts or agreements between the Parties regarding any other subject matter and does not modify, amend, ratify, confirm, or renew any such other prior contract or agreement between the Parties.

3. Other Services. Nothing in this Agreement shall be deemed to create, by implication or otherwise, any duty or responsibility of either of the Parties to undertake or not to undertake any other service, or to provide or not to provide any service, except as specifically set forth in this Agreement or in a separate written instrument executed by both Parties.

4. Governmental Immunity. Nothing in this Agreement shall be deemed to waive, modify, or amend any legal defense available at law or in equity to either of the Parties nor to create any legal rights or claims on behalf of any third party. Neither of the Parties waives, modifies, or alters to any extent whatsoever the availability of the defense of governmental immunity under the laws of the State of Texas and of the United States.

5. Amendments and Modifications. This Agreement may not be amended or modified except in writing and executed by both Parties to this Agreement and authorized by their respective governing bodies.

6. Severability. If any provision of this Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof, but rather this entire Agreement will be construed as if not containing the particular invalid or unenforceable provision(s), and the rights and obligations of the Parties shall be construed and enforced in accordance therewith. The Parties acknowledge that if any provision of this Agreement is determined to be invalid or unenforceable, it is their desire and intention that such provision be reformed and construed in such a manner that it will, to the maximum extent practicable, give effect to the intent of this Agreement and be deemed to be validated and enforceable.

7. Execution in Counterparts. This Agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall be considered fully executed as of the date first written above, when both Parties have executed an identical counterpart, notwithstanding that all signatures may not appear on the same counterpart.

IN WITNESS WHEREOF, the Parties have executed and attested this Agreement by their officers thereunto duly authorized.

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____
Mike Heiligenstein,
Executive Director

**NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

By: _____
Everett Owen, P.E.
Project Director

ATTACHMENT “A”

SCOPE OF SERVICES

The CTRMA shall provide toll transaction processing, image processing, Pay-by-Mail invoicing, violation processing services, and court support services for the purpose of collecting toll-related funds on behalf of the NET RMA. The Scope of Services may include, but not be limited to, the following tasks on behalf of the NET RMA:

1. The CTRMA shall collect and distribute to the NET RMA toll funds collected on behalf of the NET RMA.
2. The CTRMA shall provide assistance to the NET RMA in properly reconciling the payments from CTRMA to NET RMA and, if applicable, payments from CTRMA’s Consultants to the NET RMA.
3. The CTRMA shall process all transactional and image data from specified in-lane toll collection systems for the Loop 49 Toll Project.
4. The CTRMA shall process transactional and image-based data in accordance with the agreed to business rules, policies, and procedures.
5. The CTRMA shall submit transponder-based and applicable image-based transactions to the Texas Statewide Interoperable Hub, in accordance with the approved Texas statewide interoperable business rules and interface control documents.
6. To facilitate the processing of NET RMA transactions, the CTRMA shall submit any required changes to the Statewide Interoperability Committee per Attachment A - Section 2 of the Texas Statewide Interoperability of Toll Collection Systems Agreement.
7. The CTRMA shall make an effort to include the NET RMA in the review of toll transaction processing agreements that affect the processing of NET RMA transactions or may result in a change to the toll transaction fee structure or performance measures.
8. Either directly or through access to consultant-provided systems and reports, the CTRMA shall make all reasonable efforts to provide to the NET RMA the same access to information and reports that the CTRMA requires to audit, reconcile, or resolve customer service or financial related matters.
9. CTRMA shall make all reasonable efforts to provide to the NET RMA the same ownership of toll transaction related information that the CTRMA is afforded through their consultant agreements.
10. CTRMA shall assist with the migration of all NET RMA toll transaction information to a NET RMA Central Repository System (Host) in the event that the NET RMA elects to operate independently of CTRMA at some point in the future.

ATTACHMENT “B”

RATE SCHEDULE

In accordance with the provisions of Appendix “B” of the Agreement between the CTRMA and the MSB for Violation Processing and Debt Collection Services, the Texas Statewide Interoperability of Toll Collection Systems Agreement, and in accordance with the CTRMA’s response to NET RMA’s Request for Information Regarding Toll System Implementation and Support for the Loop 49 Toll Project, the amount CTRMA is to receive for each NET RMA transponder-based and image-based process item is as follows:

Process Item	Fees due to the CTRMA (or their consultants and partners) from NET RMA for each process item	Funds due to the NET RMA from CTRMA (or directly from their consultants) for each process item
*Transactions submitted to the Statewide Interop Hub and paid by the away agency	8% of the toll amount	92% of the toll amount
* Pay-by-Mail invoice processing and mailing	12% of the Pay-by-Mail total toll amount plus a \$1.00 handling fee for each mailing	88% of the Pay-by-Mail total toll amount
*First violation notice processing and mailing	\$10	\$5
*Second violation notice processing and mailing	\$10	\$5
*Final Collection Notice processing and mailing	\$20	\$10
Court Packet development and mailing	\$25	n/a
License plate image review per transaction	\$.095	n/a
** Marketing related processing and mailings	Processing and mailing cost, plus no more than 15%	n/a

*For these items, no fees or funds are due unless the associated toll and/or fees are collected from the customer or violator.

** During the initial tolling operations for the Loop 49 Toll Project, the CTRMA and their consultants may be asked to process license plate images and send marketing related material to the vehicles registered owner.

The rates paid to the CTRMA have no influence on the toll amount or administrative fees that the NET RMA may charge its transponder-based customers, image-based customers, and violators.

CTRMA has agreed to charge the NET RMA, without adjustment, the fees incurred by CTRMA for processing of a NET RMA transaction and images in accordance with the provisions of the above-mentioned agreements. These rates, while currently in effect, are subject to periodic review and adjustment by mutual agreement of CTRMA, NET RMA, and MSB.

ATTACHMENT “C”

CTRMA TOLL FUNDS COLLECTION SCHEDULE

Currently, the CTRMA collects toll related revenue per the schedule below. Unless an agreement is made for direct payment, NET RMA funds will be collected by the CTRMA on the same schedule.

1. Funds are transferred to the CTRMA on a monthly basis from agencies that are a party to the Texas Statewide Interoperability of Toll Collection Systems Agreement.
2. Funds are transferred to the CTRMA on a weekly basis from the Municipal Services Bureau. Generally, the funds transferred are for payments received the previous week.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #5 SUMMARY

Authorize procurement of landscape maintenance services for Mobility Authority road corridors.

Strategic Plan Relevance: Regional Mobility

Department: Engineering

Associated Costs: T.B.D.

Funding Source: General Funds

Board Action Required: Yes

Description of Matter:

The current contract for landscape maintenance services has been in place since April 21, 2011, and will expire on April 30, 2013. To continue providing maintenance services for the landscaped areas along the Mobility Authority's corridors, staff recommends initiating a procurement of a new contract for landscape maintenance services. A new contract provides an opportunity for local contractors to become involved with the Mobility Authority.

A Request for Proposals and associated documents will be prepared and advertised soliciting proposals for landscape maintenance services. After responses to the RFP are received, staff will analyze the proposals and bring a recommendation to the Board of Directors for approval and award of a contract, in accordance with Mobility Authority procurement policies.

Reference documentation: Draft Resolution

Contact for further information:

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

Ray A. Wilkerson, Chairman • James H. Mills, Vice-Chairman • Robert L. Bennett Jr., Treasurer
Nikelle S. Meade, Secretary • David Singleton • Charles Heimsath • David B. Armbrust
Mike Heiligenstein, Executive Director

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

RESOLUTION NO. 13-___

**AUTHORIZING PROCUREMENT OF LANDSCAPE MAINTENANCE
SERVICES FOR MOBILITY AUTHORITY ROAD CORRIDORS.**

WHEREAS, the existing contract to provide landscape maintenance services for Mobility Authority road corridors expires on April 30, 2013; and

WHEREAS, to continue the maintenance of landscape in its road corridors, the Mobility Authority needs to procure a new contract for landscape maintenance services; and

WHEREAS, the Executive Director recommends that the Mobility Authority procure a contract to provide landscape maintenance services for Mobility Authority road corridors, in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code.

NOW THEREFORE, BE IT RESOLVED that the Executive Director is authorized and directed to procure a contract for landscape maintenance services for Mobility Authority road corridors in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 13-___
Date Passed 01/30/13



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #6 SUMMARY

Approve a new work authorization with HNTB Corporation for general engineering consultant services related to the 183 North Express Lanes Project.

Strategic Plan Relevance:	Regional Mobility
Department:	Engineering
Associated Costs:	\$2,550,098
Funding Source:	Reimbursed with Surface Transportation Program – Metropolitan Mobility (STP-MM) funds.
Board Action Required:	Yes

Description of Matter: This work authorization for the 183 North Express Lanes Project will authorize the GEC to perform project management and administrative tasks; procurement and oversight of an environmental development team; coordinate with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA as required for permitting and environmental approval; Schematic Design Review; and provide public involvement support.

Reference documentation:

Draft Work Authorization No. 14
Draft Resolution

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. 13-___

**APPROVING A NEW WORK AUTHORIZATION WITH HNTB CORPORATION
FOR GENERAL ENGINEERING CONSULTANT SERVICES RELATED TO
THE 183 NORTH EXPRESS LANES PROJECT.**

WHEREAS, by Resolution No. 12-036, enacted May 30, 2012, the Board of Directors authorized the Executive Director to negotiate and execute a financial assistance agreement with the Texas Department of Transportation for funding related to environmental assessment and mitigation work and schematic development of a project to construct express lanes on US 183 from Loop 1 south of Steck Avenue to north of Anderson Mill Road (the "183 North Express Lanes Project" or "Project"), which agreement was executed on July 27, 2012; and

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

WHEREAS, the Executive Director and HNTB have discussed and agreed to a proposed work authorization for general engineering consultant services related to the Project, attached as Exhibit 1; and

WHEREAS, the Executive Director recommends approval of the proposed work authorization.

NOW, THEREFORE, BE IT RESOLVED that the proposed work authorization for the 183 North Express Lanes Project is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute the proposed work authorization on behalf of the Mobility Authority, in the form or substantially the same form as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-___
Date Passed: 01/30/13

ATTACHMENT "A" TO RESOLUTION 13-
PROPOSED WORK AUTHORIZATION WITH HNTB CORPORATION

[on the following 12 pages]

APPENDIX D

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 14

This Work Authorization is made as of this __ day of _____, 2013, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of December 23rd, 2009 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and **HNTB Corporation** ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

US 183 North - Project Development, Environmental Oversight

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Scope of Work

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

N/A

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 – Scope of Work

Section B. - Schedule

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

Unless amended otherwise by mutual agreement between Authority and GEC, the Services defined herein shall expire on December 31, 2014, or when all tasks associated with the Scope of Services are complete as defined by the Authority. If the Services defined herein are not complete by December 31, 2014, the Work Authorization will need to be amended to extend the schedule; otherwise, all services will cease.

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 **\$2,550,098** based on a Cost Plus fee listed in Attachment B – Fee Estimate. Compensation shall be in accordance with the Agreement.

The Authority and the GEC agree that the budget amounts contained in Attachment B-Fee Estimate for the GEC are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration of this Work Authorization. The GEC may

the Services actually rendered within the total Work Authorization amount. The GEC shall not exceed the maximum amount payable without prior written permission by the Authority.

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:

N/A

Section E. - Other Provisions

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

N/A

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

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____

Name: Mike Heiligenstein

Title: Executive Director

Date: _____

GEC:

HNTB Corporation

By: _____

Name: Richard L. Ridings, P.E.

Title: Vice President

Date: _____

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**ATTACHMENT A – SCOPE OF SERVICES****WORK AUTHORIZATION NO. 14****SERVICES TO BE PROVIDED BY the GENERAL ENGINEERING CONSULTANT
(GEC)****General**

The services to be performed by GEC will include, but not be limited to, professional services and deliverables for various tasks related to the study and development of the US 183 North Project, “the Project”. The limits of the services are from RM620 south to MoPac. Because the GEC has no control over the cost of labor, materials, or equipment furnished by others, or over the resources provided by others to meet project schedules, the GEC’s opinion of probable costs shall be made on the basis of experience and qualifications as a practitioner of its profession. GEC does not guarantee that proposals, bids, or actual project costs will not vary from GEC’s construction cost estimates and/or GEC’s projected schedules. No review, coordination or monitoring services by GEC under this Agreement relieve other project participants of their contractual obligations to the Authority or any other party.

In performing its services, GEC shall have the right to rely on materials, information and data provided by other parties. In addition, GEC’s services hereunder shall not relieve any other project participant of their contractual duties and obligations to the Authority.

1.0 PROJECT MANAGEMENT & ADMINISTRATION

The GEC will perform internal project management, administrative and coordination duties, including contract administration, reporting, meeting minutes of required meetings, and other related administrative tasks (e.g., direct costs) associated with the GEC’s services for the Project, including:

1.1. Contract Administration

Assist the Authority in Preparation of contracts, as required, between the GEC and the Authority, GEC and subconsultants, and the Authority and its subconsultants. Provide assistance to the Authority related to Board approval of contracts. Coordinate the GEC’s subconsultant(s) activities, review all work products prepared by GEC’s subconsultant(s), review and approve GEC’s subconsultant(s) progress reports and invoices.

1.2. Progress Status Reports

Comprehensive Project Progress Status Update Reports will be prepared, as requested by the Authority, and may include but not limited to activities completed, initiated or ongoing, during the reporting period. This includes Project Quarterly Reports and presentations, and preparation and support for Project updates for distribution to stakeholders and the Board of Directors.

1.3. Record Keeping and File Management

GEC shall maintain its internal files and records related to the project throughout the duration of GEC Services.

1.4. Correspondence

Prepare written materials, letters, survey forms, etc. used to solicit information or collect data for the project and submit them to the Authority for review and approval prior to its use or distribution. Copies of relevant outgoing correspondence and incoming correspondence will be provided to the Authority on a continuing basis.

1.5. Schedule Preparation and Update

Prepare a detailed, graphic Master Schedule linking work authorization tasks, subtasks, critical dates, milestones, deliverables, and the Authority/Texas Department of Transportation (TxDOT)/ Federal Highway Administration (FHWA) scheduled review requirements. The project schedule will be in a format that depicts the order and interdependence of the various tasks, subtasks, milestones and deliverables for each of the tasks identified therein. Progress will be reviewed periodically, and should these reviews indicate a substantial change in progress, a schedule recovery strategy will be developed collectively with the comprehensive Project team and the schedule will be revised accordingly. Implementation of the recovery schedule may be subject to others (TxDOT).

1.6. Project Reporting/Dashboard Update

Prepare and submit updated project information, including schedule and budget, for the Authority's dashboard on a monthly basis; provide QC review of revised information on website. Assist with the Preparation and, if necessary, submit all documentation related to TxDOT's Local Government Project Procedures and.

2.0 PROJECT DEVELOPMENT

This scope of services includes professional services and deliverables in support of the Authority's development of the Project.

2.1. Project Development Support

The GEC will provide support to the Authority as required during the Project Development process. Anticipated efforts will include:

- 2.1.1. Loan and/or Grant Applications: Assist the Authority in the development of loan and/or grant applications for the project as required. This will include various elements of the loan and/or grant form and associated documentation for the Authority's review and approval; it will also include participation in the coordination efforts with State and/or Federal agencies as requested by the Authority. (One Application Anticipated)
- 2.1.2. Engineering and Technical Support: Provide various engineering and technical tasks as requested by the Authority including but not limited to: general

engineering assistance, general technology assistance, environmental assistance, reports, research, presentations, and meetings.

- 2.1.3. Traffic Modeling: Conduct a peer review of the CORSIM and/or VISSIM Traffic Models and provide summary of review comments. Assist with coordination between consultants.
- 2.1.4. TxDOT, Capital Metro, and FHWA Coordination: Provide appropriate staff as part of coordination efforts between the Authority and TxDOT, Capital Metro, and FHWA. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.5. Traffic and Revenue (T&R) Consultant Coordination: Provide coordination and support to the Authority's T&R Consultant, as directed by the Authority. Conduct peer review and provide summary of review comments.
- 2.1.6. 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.
- 2.1.7. CAMPO Coordination: Provide appropriate staff as part of coordination efforts between the Authority and CAMPO. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.8. Provide DBE Outreach as requested by the Authority.
- 2.1.9. Utility and Right-of-Way Support: Support the Authority in its efforts to coordinate future utility relocations and right-of-way acquisitions if needed.

2.2. Financial Planning Support

2.2.1. Project Cost Estimate Updates

GEC will provide opinion of probable total project cost estimate updates for the project. GEC will prepare an estimate of probable construction costs which will include quantity/cost estimates for major components of work such as; roadway paving, roadway earthwork, roadway drainage, bridge structures, retaining walls, other structures, signing and marking, lighting, and signalization. The estimate of probable construction costs will be used to estimate total project costs that will also include program management and oversight, preliminary engineering, final engineering, right-of-way (ROW) acquisition, environmental compliance/mitigation, construction, toll collection systems utility relocation and construction engineering and inspection (CEI), legal, public involvement, and financing costs.

Provide updates to preliminary costs estimate, schedule, financial feasibility analysis necessitated by the on-going project scoping/sizing process.

Incorporate the use of risk-based cost estimating as requested by the Authority.

2.2.2. Operation, Maintenance, and Renewal & Replacement Estimate Updates

- Develop and/or update GEC's opinion of probable operations cost estimates using either a Sketch Level approach (i.e., an assumed per

transaction cost based on average operations costs of similar toll systems) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the toll operations, enforcement and incident management and applying anticipated unit prices to same to develop an opening year cost estimate which can be escalated over time).

- Develop and/or update GEC's opinion of probable annual/routine maintenance cost estimates using either a Sketch Level approach (i.e., an estimated per centerline mile cost based on the facility type which considers the number of lanes, pavement material, and location) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the maintenance efforts and applying anticipated unit prices to same to develop an opening year cost that can be escalated over time).
- Develop and/or update GEC's opinion of probable renewal & replacement budget cost estimates (non-routine maintenance estimates) using either a Sketch Level approach (i.e., an estimated per mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (i.e., includes the identification of a long-term, periodic maintenance/replacement schedule, estimation of quantities for the associated elements, and inflated prices of same to assess the overall cost requirements of the system in the target years).

2.2.3. Toll Feasibility Analysis Updates

GEC will assist the Authority in updating toll feasibility analyses which includes the incorporation of traffic and revenue forecast updates (by others); operations, maintenance, and renewal & replacement estimates; and total project cost estimates to determine the financial feasibility of the project.

2.2.4. Financial Advisor Support/Financial Plan Development

GEC will provide support as requested by the Authority to assist in the financial programming of their system. This will include the development of cash flow analyses which contemplate implementation costs and schedules. GEC will also assist in the identification of priorities for the Project. The tasks will include:

- Assess third party related costs for utility adjustments/relocations.
- If necessary, assist with a system financing plan which may include additional Authority Projects and may require the update and revision of the respective operations and maintenance costs, traffic and revenue studies, and renewal and replacement cost estimates.
- Develop a Funding Contingency Plan should funding for the project as a whole not be provided and determine the impact of various design approaches on estimated project costs and project design life. GEC will:
 - Develop a list of “reasonable” design options for consideration such as project length reductions, ramp reductions, and pavement structure modifications, etc.
 - Meet with the Authority regarding design option concurrence prior to

additional analysis.

- Analyze and document the financial implications of the various design options considered and include such things as project cost, schedule impact, local economic impact, length of useful life, operations and maintenance, and impact on financing options.

2.3. Toll Systems Support

The GEC will update the guidelines for the toll collection system for the Project, if required. The toll system will utilize an Electronic Toll Collection (ETC) System (cashless). The GEC will prepare toll facilities guidelines sufficient for the final design consultant to prepare the final design, if required. Input from the Authority will be included regarding the design concept(s). Toll Systems/Facilities Guidelines will include:

- Locate toll systems / facilities on Schematic Design plans.
- Include toll system elements in the Schematic Design:
 - Plan view (Structural, Equipment Enclosures, Large Signs, Striping)
 - Elevations
 - General Sections
- Analysis of:
 - Toll Operations
 - Mechanical and Electrical Operations
 - Provisions for local utilities services
 - Facilities for surveillance, communication and control
 - Conceptual ITS interface and infrastructure
- Layouts for toll gantries
- Outline Specifications
- Opinion of Probable Construction Cost

2.4. Conceptual Operations Plan

Update the existing MoPac Operations Plan to include the Project. The operations plan is intended to 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, and maintenance. The plan will include the roles and responsibilities of the various agencies. This living document will identify program goals and specific project operational requirements, infrastructure, personnel, operations and maintenance support efforts, and resource requirements.

This task may include coordination with TxDOT, the City of Austin, the City of Cedar Park, Travis County, Williamson County, TTI, the Authority's Toll Systems Integrator, and the Authority's Toll System Consultant. The Conceptual Operations Plan will include the following specific tasks, as necessary:

2.4.1. Operations Plan Development

Based, in part, on the findings of industry research and the development of “Best Practices” for the operation of toll projects, prepare a preliminary Conceptual Operations Plan which presents the concept for operation of the proposed Project to include:

- Definition of the Operations Concept
- Description of the toll facility
- Description of the Systems Architecture, including
 - Toll Collection System components
 - Communications Infrastructure
 - ITS System and Interface
- Incident Management
- Enforcement
- Facility Maintenance

2.4.2. Interagency Coordination

Assist the Authority in any necessary interagency coordination related to the operations of the Project.

3.0 ENVIRONMENTAL SERVICES

3.1. Consultant Procurement

GEC will prepare the deliverables required to complete the procurement of an Environmental Consultant to provide Professional Services (environmental and preliminary engineering) for the environmental clearance and preliminary design of the project in accordance with TxDOT’s Local Government Project Procedures.

Services include those required to assist the Authority in: the preparation of a Request for Qualifications (RFQ); the issuance of the RFQ; and the receipt and assessment of submitted responses (anticipate one (1) solicitation).

- Working jointly with the Authority, the GEC will develop a RFQ for the Project, post the RFQ as required by the Authority, and provide responses to questions/modifications as may be required during the process.
- The GEC will support the development of evaluation criteria for the RFQ and evaluate the measurable qualifications of each component utilizing the evaluation procedures and formulae. Provide summaries of strengths and weaknesses of all respondents for each component. Participate in meetings with the Authority staff to discuss evaluations of Responses.
- Assist and support the Authority in the development of the short-list of consultant teams.

- Assist in the preparation of questions to be asked by the Authority at the interviews of short-listed consultant teams. Assist the Authority in planning and managing the interviews. Assist the Authority in answering technical questions at the interviews.
- Participate with the Authority in discussions and reviews of the respondents' comments and answers to the Authority questions after interviews. Prepare final written synopses of those responses in a style and format suitable for review and evaluation by the Selection Committee.
- Assist the Authority staff in preparing for and presenting the recommendations of the Committee to the Authority Board of Directors (the "Board"). Prepare and organize all documents, exhibits, and visual aids required for the comprehension of the presentation by the Board.
- Assist the Authority in preparation of a contract between the Consultant and the Authority; including Scope of Services and Fee Negotiations.

3.2. Environmental Program Oversight

3.2.1. Agency Coordination

Support the Authority in coordination activities with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA, as required; including meeting preparation, public outreach support and attendance at public meetings, hearings, and associated workshops or preparation meetings.

- Monitor the schedule and provide updates to the Authority on a monthly basis.
- Prepare for and attend technical working group meetings and TxDOT meetings

3.2.2. Document Review

- Review draft and final Environmental Documents and provide written comments on such documents.
- Reviews shall be for general conformance to the applicable requirements of TxDOT, Capital Metro, and FHWA, if required. Sources of materials will include data received from TxDOT and other federal, state and local governmental and quasi-governmental agencies and field investigations.

3.2.3. Schematic Design Review

GEC will provide high level review, for general conformance with the design criteria and overall project goals, of the draft and the final schematic design prepared by the Environmental Consultant as well as a high level constructability review. Written comments will be provided for each review. GEC will also coordinate with the Environmental Consultant during the schematic design.

3.3 Evaluation of Park & Ride Locations

The GEC will evaluate the Project Corridor for potential Park & Ride locations. This effort will include Agency and stakeholder coordination. Support the Authority in its efforts to incorporate safe and feasible pedestrian and bicycling connectivity into the Project.

4.0 PUBLIC INVOLVEMENT SERVICES

4.1. Oversight of Environmental-related Public Involvement

Support the Authority in coordination activities with the Environmental Consultant, as required; including:

- material preparation;
- preparation, coordination, participation, and/or attendance at stakeholder meetings, open houses, public meetings and hearings, and noise workshops
- review of public outreach support materials; and
- review of public outreach documentation and reports.
- review and provide response support to public inquiries.

4.2. Enhanced Public Involvement Activities

Support the Authority in comprehensive services in planning, scheduling, developing, conducting, and documenting enhanced public involvement activities, as required; including:

- “Informed Consent”-driven Open Houses
- Elected Official Outreach
- Stakeholder Outreach and Facilitation
- Website Support
- E-Newsletters

Support the Authority in preparation of media outreach/media briefings, as requested by the Authority. It is anticipated that these services will be primarily handled by the Authority and the Authority’s public relations consultant.

4.3. 3D Simulations

Provide a basic computer simulation(s) of the Project, similar to the simulations used for the MoPac Improvement Project, for use in Open House meetings and outreach events as requested by the Authority.

5.0 CONTEXT SENSITIVE SOLUTIONS SUPPORT

Support the Authority in its efforts to provide context sensitive design solutions to the Project including:

- Establish an aesthetics committee and assist in the coordination of all aesthetic committee meetings
- Incorporate concepts from the Green Mobility Challenge, as appropriate, including coordination with TxDOT

[END OF SECTION]

TASK DESCRIPTION	CLASSIFICATION										TOTAL HOURS	LOADED FEE
	Group Director / Program Manager	Department Manager	Sr. Advisor / Project Director	Project Manager II	Engineer III	Trans Planner	Sr. UDLA	Sr. Public Involvement Rep.	Sr. Graphic Designer	Office Tech Specialist II		
1.0 PROJECT MANAGEMENT AND ADMINISTRATION												
1.1 Contract Administration	40	16	60	80					240		436	\$ 67,175
1.2 Progress Status Reports	139	51	51	89				241	608		1178	\$ 157,808
1.3 Record Keeping and File Management									608		608	\$ 52,380
1.4 Correspondence	8	8	16	8							40	\$ 10,227
1.5 Schedule Preparation and Update	38		80	380							498	\$ 99,462
1.6 Project Reporting / Dashboard Update	152		152	114				152	304		874	\$ 148,057
SUBTOTAL	377	75	359	671	0	0	0	393	0	1760	3,634	\$ 535,109
2.0 PROJECT DEVELOPMENT												
2.1 Project Development Support	360	360	360	1,200	500	160	120	240	80		3380	\$ 610,559
2.2 Financial Planning Support	100	24	160	400	240		40				964	\$ 178,716
2.3 Toll Systems Support	16		80	160	80						336	\$ 63,362
2.4 Conceptual Operations Plan	24		80	160							264	\$ 57,471
SUBTOTAL	500	384	680	1920	820	160	160	240	0	80	4944	\$ 910,107
3.0 ENVIRONMENTAL SERVICES												
3.1 Consultant Procurement	20	80	40					20	20		180	\$ 40,241
3.2 Environmental Program Oversight	80	400	360	360	360	240	80	80	200		2160	\$ 377,618
3.3 Evaluation of Park & Ride Locations / Bicycle and Pedestrians Accommodations	40	60	160	40	80	40	24	40			484	\$ 97,145
SUBTOTAL	140	540	560	400	440	280	104	140	0	220	2,824	\$ 515,004
4.0 PUBLIC INVOLVEMENT SERVICES												
4.1 Oversight of Environmental-Related Public Involvement	40	40	80	100		50		240	50	5	605	\$ 94,585
4.2 Enhanced Public Involvement Activities	60	80	120	60		120	40	280	120		880	\$ 136,340
4.3 3D Simulations			40	40	40				700		820	\$ 98,323
SUBTOTAL	100	120	240	200	40	170	40	520	870	5	2305	\$ 329,249
5.0 CONTEXT SENSITIVE SOLUTIONS SUPPORT												
5.0 Context Sensitive Solutions Support	60	160	80	160	60	200	240			40	1000	\$ 160,629
SUBTOTAL	60	160	80	160	60	200	240	0	0	40	1000	\$ 160,629
TOTAL HOURS	1,177	1,279	1,919	3,351	1,360	810	544	1,293	870	2,105	14,707	
BASE RATE	\$ 105.00	\$ 87.00	\$ 103.00	\$ 62.00	\$ 37.00	\$ 33.00	\$ 39.00	\$ 34.00	\$ 39.00	\$ 31.00		
% of Total Hours	8%	9%	13%	23%	9%	6%	4%	9%	6%	14%	Overall Totals	
TOTAL LABOR	\$ 123,620	\$ 111,244	\$ 197,623	\$ 207,741	\$ 50,320	\$ 26,730	\$ 21,216	\$ 43,951	\$ 33,930	\$ 65,255	\$ 881,630	
Overhead Rate 148.13%	\$ 183,118	\$ 164,786	\$ 292,738	\$ 307,727	\$ 74,539	\$ 39,595	\$ 31,427	\$ 65,104	\$ 50,261	\$ 96,662	\$ 1,305,958	
Profit 12.00%	\$ 36,809	\$ 33,124	\$ 58,843	\$ 61,856	\$ 14,983	\$ 7,959	\$ 6,317	\$ 13,087	\$ 10,103	\$ 19,430	\$ 262,511	
TOTAL	\$ 343,547	\$ 309,153	\$ 549,204	\$ 577,325	\$ 139,842	\$ 74,284	\$ 58,960	\$ 122,141	\$ 94,293	\$ 181,347	\$ 2,450,098	

EXPENSES & SUBCONSULTANTS	ITEM
MISCELLANEOUS EXPENSES	\$ 100,000
MISCELLANEOUS SUBCONSULTANTS	TBD - Fee Included in tasks above
	Estimated Subconsultant Fee = \$300,000
\$	100,000

SUBTOTALS BY TASK	TOTAL HOURS	TOTAL LABOR	TOTAL BURDENED LABOR
1.0 PROJECT MANAGEMENT AND ADMINISTRATION	3,634	\$ 192,551	\$ 535,109
2.0 PROJECT DEVELOPMENT	4,944	\$ 327,488	\$ 910,107
3.0 ENVIRONMENTAL SERVICES	2,824	\$ 185,316	\$ 515,004
4.0 PUBLIC INVOLVEMENT SERVICES	2,305	\$ 118,475	\$ 329,249
5.0 CONTEXT SENSITIVE SOLUTIONS SUPPORT	1,000	\$ 57,800	\$ 160,629
EXPENSES & SUBCONSULTANTS			\$ 100,000
JOB TOTALS	14,707	\$ 881,630	\$ 2,550,098



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #7 SUMMARY

Approve an agreement with the Texas Department of Transportation to use TxDOT conduit and related infrastructure to install Mobility Authority telecommunication and toll system infrastructure.

Strategic Plan Relevance:	Regional Mobility
Department:	Operations
Associated Costs:	Non-Monetary Compensation
Funding Source:	N/A
Board Action Required:	Yes

Description of Matter: This item seeks approval of an interlocal agreement with the Texas Department of Transportation for shared use of existing conduits and related infrastructure for the MoPac Improvement Project.

The Mobility Authority desires to use conduit within TxDOT's existing Loop 1 duct bank and related infrastructure to install infrastructure to transmit transportation-related data. Related infrastructure includes, but is not limited to, fiber optic facilities such as conduit, ducts, control cabinets, poles, structures, etc. along TxDOT roadways and right-of-way, as well as operations and control stations, substations, etc. within the TxDOT operations network.

Reference documentation:

Draft Multiple Use Agreement
Draft Resolution

Contact for further information:

Tim Reilly, Director of Toll Operations

Ray A. Wilkerson, Chairman • James H. Mills, Vice-Chairman • Robert L. Bennett Jr., Treasurer
Nikelle S. Meade, Secretary • David Singleton • Charles Heimsath • David B. Armbrust
Mike Heiligenstein, Executive Director

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

RESOLUTION NO. 13-___

**APPROVING AN AGREEMENT WITH THE TEXAS DEPARTMENT OF
TRANSPORTATION TO USE TXDOT CONDUIT AND RELATED
INFRASTRUCTURE TO INSTALL MOBILITY AUTHORITY
TELECOMMUNICATION AND TOLL SYSTEM INFRASTRUCTURE.**

WHEREAS, the Mobility Authority is currently developing the MoPac Improvement Project, an 11.2 mile project to add one express, variable-priced tolled lane in each direction on Loop 1 between FM 734 (Parmer Lane) and Cesar Chavez Street (the “Project”); and

WHEREAS, the Project is located on existing right-of-way owned by the Texas Department of Transportation (“TxDOT”) and includes existing infrastructure available to the Mobility Authority to install and maintain telecommunication and toll system infrastructure needed for the Project; and

WHEREAS, the Mobility Authority and TxDOT have negotiated the proposed agreement attached as Exhibit 1 under which TxDOT authorizes use of its existing infrastructure for telecommunication and toll system infrastructure needed for the Project; and

WHEREAS, the Executive Director recommends approval of the proposed agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the proposed agreement between the Mobility Authority and TxDOT attached as Exhibit 1; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute the proposed agreement on behalf of the Mobility Authority, in the form or substantially the same form as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-___
Date Passed: 01/30/13

ATTACHMENT “A” TO RESOLUTION 13-

AGREEMENT WITH TxDOT

[on the following 10 pages]

STATE OF TEXAS §

COUNTY OF TRAVIS §

MULTIPLE USE AGREEMENT
for
SHARING FIBER OPTIC CABLE and/or RELATED INFRASTRUCTURE

THIS CONTRACT is entered into by the Contracting Parties under Government Code, Chapter 791.

CONTRACTING PARTIES:

Texas Department of Transportation

TxDOT

Central Texas Regional Mobility Authority

Local Government

The parties desire to connect to and/or use existing Fiber Optic Cable and/or Related Infrastructure for the purpose of transmitting transportation-related data only. Related Infrastructure includes but is not limited to fiber optic facilities such as conduit, ducts, control cabinets, poles, structures, etc. along TxDOT roadways and right-of-way, as well as offices, operations and control centers, substations, etc. within the TxDOT operations network. The desired connection and use must not cause damage to or adversely effect data, interconnections, systems, facilities, infrastructure or operations as determined by TxDOT.

The governing body, by resolution or ordinance, dated **-- enter date of resolution here --**, has authorized the Local Government to enter into this agreement.

This contract incorporates the provisions of **Attachment A**, Local Government's Resolution or Ordinance; **Attachment B**, Descriptions and Specifications of Rights Granted in Article 2; **Attachment C**, Request for Authorization of Fiber Optic Cable Connection; **Attachment D**, Request for Authorization of Fiber Optic Cable-Related Infrastructure Connection; **Attachment E**, Map of Mutually Agreed-Upon Fiber Optic Cable and/or Related Infrastructure.

In consideration of the mutual promises contained in this agreement, the TxDOT and the Local Government now agree as follows:

A G R E E M E N T**ARTICLE 1. CONTRACT PERIOD**

This agreement becomes effective when signed by the last party whose signing makes the agreement fully executed, and shall remain in effect indefinitely or until otherwise modified or terminated, as hereinafter provided.

ARTICLE 2. RIGHTS GRANTED

- A. The parties agree to allow the connection to their respective Fiber Optic Cable and/or Related Infrastructure by the other party.
- B. The Local Government shall be allowed to use only the mutually agreed upon TxDOT Fiber Optic Cable and/or Related Infrastructure as listed in Attachments B, C, D, and further illustrated in Attachment E.
- C. The unit of capacity exchange by either shared method shall be mutually agreed upon on a case-by-case basis. Capacity exchanges need not be on an equal basis.
- D. Each party permits the other party to enter upon its right-of-way and to attach, install, operate, maintain, remove, reattach, reinstall, relocate, and replace such connections of the entering party's Fiber Optic Cable and/or Related Infrastructure to the owning party's Fiber Optic Cable and/or Related Infrastructure.
- E. Any and all rights expressly granted to either party to use the Fiber Optic Cable and/or Related Infrastructure of the other party shall be subject to the prior and continuing right of the party to whom the Fiber Optic Cable and/or Related Infrastructure belongs to use its Fiber Optic Cable and/or Related Infrastructure for its own purposes under applicable laws. The rights granted shall be further subject to all deeds, easements, dedications, conditions, covenants, restrictions, encumbrances, and claims of title of record which may affect the rights to use the Fiber Optic Cable and/or Related Infrastructure.
- F. Nothing in this agreement shall be deemed to grant, convey, create, or vest in either party a real property interest in land, including any fee, leasehold interest, or easement.

ARTICLE 3. OPERATION AND MAINTENANCE RESPONSIBILITIES

- A. Each party will be responsible for the design, engineering, installation, operation and maintenance of their respective Fiber Optic Cable and/or Related Infrastructure system and components, to include the connections,

within their respective right-of-ways.

- B. Each party is responsible for providing and maintaining any hardware, software, and additional infrastructure that are necessary to obtain the rights in Article 2. TxDOT may provide unused Intelligent Transportation Systems infrastructure and TxDOT facilities to support the additional infrastructure when possible and when deemed to be in the best interest of TxDOT.
- C. Because of unforeseen circumstances that may arise from the operation of TxDOT hardware or software, or other difficulties in telecommunications transmission over which TxDOT has no control, no guarantee is made that use of facilities will be available to the Local Government at all times during the term of this agreement. TxDOT is not responsible for any loss of revenue to the Local Government due to any interruption in the facilities. TxDOT does not guarantee a minimum response time to re-establish the facilities due to TxDOT network or system failures or any other circumstance.

ARTICLE 4. INSTALLATION STANDARDS

- A. Any installation, repairs, or removal of equipment shall be performed in accordance with industry standards.
- B. At the Local Government's sole cost and expense, all such work shall be done in compliance with all applicable building codes, ordinances, and other laws, rules, or regulations of governmental authorities having jurisdiction over such work, including, but not limited to, the Americans with Disabilities Act and the Texas Architectural Barriers Act.
- C. The Local Government must obtain all required governmental agreements, permits, and authorizations prior to beginning any such work and shall provide copies of the same to TxDOT upon request.
- D. After commencement of the installation of the equipment, the Local Government shall perform such work with due diligence to its completion.
- E. The Local Government is solely responsible for meeting and adhering to the above listed standards notwithstanding TxDOT's approval of plans and specifications.

ARTICLE 5. INSTALLATION OF EQUIPMENT

- A. The Local Government shall install any necessary hardware, software, or other infrastructure at its sole cost and risk.
- B. Any equipment installation, engineering design, or operations and maintenance plan provided by the Local Government shall be subject to TxDOT's review and approval to ensure compatibility with existing equipment and software.
- C. All equipment shall be clearly labeled to identify it as equipment installed by the Local Government.
- D. The Local Government shall provide all interface items required to maintain the equipment.
- E. Access by the Local Government's employees or contractors to the equipment located at TxDOT's facility will be by appointment only and must have designated TxDOT personnel present.

ARTICLE 6. NOTICE TO PROCEED

A properly completed Request for Authorization of Fiber Optic Cable and/or Related Infrastructure Connection form, attached to this agreement as Attachments C and D, shall be submitted to TxDOT for approval prior to any work being done. TxDOT shall review and approve or disapprove the connection, in writing, within sixty (60) days. During the course of the work, any substantial changes or alterations must also be submitted to TxDOT for prior written approval. All work shall be done in conformity with the approved Attachment C and/or D. Upon completion of the work, the Local Government shall promptly furnish suitable documentation showing the exact nature of the connection.

ARTICLE 7. FEES

TxDOT may require consideration for the agreement in the form of a payment; shared use of a telecommunication facility; or equipment, facilities, or services. TxDOT requires a tape of any stories related to TxDOT or those that involve any input from TxDOT employees that are aired by the Local Government.

ARTICLE 8. INSPECTION

Ingress and egress shall be allowed at all times to the Local Government's facility for Federal Highway Administration and TxDOT personnel and equipment when highway maintenance operations are necessary, and for inspection purposes; and upon request, all Local Government activities shall be prohibited until further notice from TxDOT.

ARTICLE 9. INSURANCE

To the extent that this agreement authorizes the Local Government or its contractor to perform any work on State right-of-way, before beginning work the entity performing the work shall provide TxDOT with a fully executed copy of

TxDOT's Form 1560 Certificate of Insurance verifying the existence of coverage in the amounts and types specified on the Certificate of Insurance for all persons and entities working on State right-of-way. This coverage shall be maintained until all work on the State right-of-way is complete. If coverage is not maintained, all work on State right-of-way shall cease immediately, and TxDOT may recover damages and all costs of completing the work.

ARTICLE 10. AMENDMENTS

Amendments to this agreement must be in writing and executed by both parties. Any amendments must be executed during the contract period established in Article 1, Contract Period.

ARTICLE 11. TERMINATION

- A. Including the provisions established herein, this agreement may be terminated by either of the following conditions:
1. By mutual written agreement, or thirty (30) days after either party gives notice to the other party, whichever occurs first; or
 2. By TxDOT at any time if it is found that traffic conditions have so changed that the existence or use of the respective Fiber Optic Cable and/or Related Infrastructure is impeding maintenance, damaging the highway facility, impairing safety or that the facility is not being properly operated or maintained or that it is not in the public interest; or
 3. By TxDOT, upon written notice to the Local Government as consequence of the Local Government's failure to comply with the requirements of this agreement, unless the Local Government's failure to comply with the agreement is due to no fault of its own.
- B. If the termination is due to the failure of the Local Government to fulfill its contractual obligations, TxDOT will notify the Local Government that a possible breach of contract has occurred. The Local Government must remedy the breach as outlined by TxDOT to TxDOT's satisfaction within thirty (30) days from receipt of TxDOT's notification. TxDOT will declare this agreement terminated upon the Local Government's failure to remedy the breach within the thirty (30) day period.
- C. Termination of the agreement shall extinguish all rights, duties, obligations and liabilities of TxDOT and the Local Government under this agreement.
- D. Termination or expiration of this agreement shall not extinguish any of the Local Government's or TxDOT's obligations under this agreement that by their terms continue after the date of termination or expiration.

ARTICLE 12. REMEDIES

Violation or breach of contract by the Local Government shall be grounds for termination of the agreement and any increased costs arising from the Local Government's default, breach of contract or violation of agreement terms shall be paid by the Local Government. This agreement shall not be considered as specifying the exclusive remedy for any default, but either party may avail itself of any remedy existing at law or in equity, and all remedies shall be cumulative.

ARTICLE 13. RELATIONSHIP BETWEEN THE PARTIES

Each party acknowledges that it is not an agent, servant, or employee of the other party. Each party is responsible for its own acts and deeds and for those of its agents, servants, or employees.

ARTICLE 14. ASSIGNMENT PROHIBITION

The Local Government is prohibited from assigning any of the rights conferred by this agreement, to any third party without the advance written approval of TxDOT. Any attempted transfer of the rights or obligations of this agreement without TxDOT's consent shall be void and shall be grounds for termination of this agreement.

ARTICLE 15. HOLD HARMLESS

The Local Government shall indemnify and save harmless TxDOT and its officers and employees from all claims and liability due to its materials or activities of itself, its agents, or employees, performed under this agreement and that are caused by or result from error, omission, or negligent act of the Local Government or of any person employed by the Local Government. The Local Government shall also indemnify and save harmless TxDOT from any and all expense, including but not limited to attorney fees that may be incurred by TxDOT in litigation or otherwise resisting the claim or liabilities that may be imposed on TxDOT as a result of such activities by the Local Government, its agents, or employees. The Local Government agrees to indemnify and save harmless TxDOT and its officers, agents, and employees from any and all claims, damages, and attorneys' fees arising from the use of outdated data or information. The Local Government's indemnification of TxDOT shall extend for a period of three (3) years beyond the date of termination of this agreement.

ARTICLE 16. GRATUITIES

Any person who is doing business with or who reasonably speaking may do business with TxDOT under this agreement may not make any offer of benefits, gifts, or favors to employees of TxDOT. The only exceptions allowed are ordinary business lunches and items that have received the advanced written approval of TxDOT's executive director.

ARTICLE 17. CONFLICT OF INTEREST

The Local Government shall not assign an employee to activities relating to this agreement if the employee:

- a. owns an interest in or is an officer or employee of a business entity that has or may have a contract with TxDOT relating to this agreement;
- b. has a direct or indirect financial interest in the outcome of this agreement;
- c. has performed services regarding the subject matter of the agreement for an entity that has a direct or indirect financial interest in the outcome of this agreement or that has or may have a contract with TxDOT; or
- d. is a current part-time or full-time employee of TxDOT.

ARTICLE 18. COMPLIANCE WITH LAWS

The Local Government shall comply with all applicable federal, state, and local laws, statutes, ordinances, rules and regulations, and with the orders and decrees of any court or administrative bodies or tribunals in any manner affecting the performance of this agreement. When requested, the Local Government shall furnish TxDOT with satisfactory proof of this compliance. The Local Government shall provide or obtain all applicable permits, plans, or other documentation required by a federal or state entity.

ARTICLE 19. INFORMATION EXCHANGE

- A. Each party agrees to meet on, at a minimum, an annual basis for the purpose of reviewing future plans and current status of their respective Fiber Optic Cable and/or Related Infrastructure.
- B. The Local Government shall provide quarterly evaluation reports during the first calendar year of the agreement and annually thereafter detailing how and when the rights and infrastructure granted have been used.
- C. The Local Government shall not disclose information obtained from TxDOT under this agreement without the express written consent of TxDOT.

ARTICLE 20. STATE AUDITOR'S PROVISION

The State Auditor may conduct an audit or investigation of any entity receiving funds from TxDOT directly under the contract or indirectly through a subcontract under the contract. Acceptance of funds directly under the contract or indirectly through a subcontract under this contract acts as acceptance of the authority of the State Auditor, under the direction of the legislative audit committee, to conduct an audit or investigation in connection with those funds. An entity that is the subject of an audit or investigation must provide the State Auditor with access to any information the State Auditor considers relevant to the investigation or audit.

ARTICLE 21. NOTICES

All notices to either party by the other party required under this agreement shall be delivered personally or sent by U.S. Mail, postage prepaid, addressed to such party at the following respective addresses:

State of Texas:	Texas Department of Transportation ATTN: Director, Maintenance Division 125 East 11 th Street Austin, Texas 78701
Local Government:	Central Texas Regional Mobility Authority ATTN: Director of Operations 301 Congress Avenue, Suite 650 Austin, Texas 78701

All notices shall be deemed to be received by the addressee on the date so delivered or so deposited in the mail, unless otherwise provided herein. Either party hereto may change the above address by sending written notice of such change to the other in the manner provided herein.

ARTICLE 22. SIGNATORY AUTHORITY

Each signatory warrants that the signatory has the necessary authority to execute this agreement on behalf of the entity represented.

IN TESTIMONY WHEREOF, TxDOT and the Local Government have executed duplicate counterparts of this agreement.

LOCAL GOVERNMENT

By _____ Date _____
 AUTHORIZED SIGNATURE

THE STATE OF TEXAS

Executed for the Executive Director and approved for the Texas Transportation Commission for the purpose and effect of activating and/or carrying out the orders, established policies or work programs heretofore approved and authorized by the Texas Transportation Commission.

By _____ Date _____
 John A. Barton, P.E.
 Deputy Executive Director

ATTACHMENT A
LOCAL GOVERNMENT'S RESOLUTION OR ORDINANCE

ATTACHMENT B

DESCRIPTIONS AND SPECIFICATIONS OF RIGHTS GRANTED IN ARTICLE 2

PROVISION OF INFRASTRUCTURE	
By TxDOT	By Local Government
<ol style="list-style-type: none"> 1. TxDOT will assign up to 3 empty ducts from the TxDOT duct bank where available and in the mutual interest of TxDOT and Local Government. 2. At areas outside existing duct bank, TxDOT will assign conduits of number and size available and in the mutual interest of TxDOT and Local Government. 3. When an empty duct or conduit is not available, TxDOT will assign a duct or conduit that may be shared with other occupants. 4. TxDOT will provide access to TxDOT electrical service pole locations where available. Electrical meters shall remain independent. 5. TxDOT will permit use of existing sign structures for the purposes of mounting new signs and traffic detector equipment provided by Local Government when possible and in the mutual interest of TxDOT and Local Government. 	<ol style="list-style-type: none"> 1. Local Government will clearly, consistently, and permanently label Local Government installed cables and conductors with at least owner and function at each access point. 2. Local Government will install a separate inner duct in any duct and/or conduit shared with others. 3. Local Government will follow TxDOT's Austin District standard detail for assigning cable or conductor to duct and/conduit by function. 4. Local Government will make every reasonable effort to comply with NEC guidelines. 5. Local Government is completely responsible for all costs of Local Government materials, operation, and maintenance. Signs will be designed and placed in accordance with Texas Manual on Uniform Traffic Control Devices (TMUTCD) and TxDOT standard details. Signs and traffic detector equipment will not interfere with comprehension of existing signing or operation of existing detectors maintained by TxDOT. 6. Maintenance of infrastructure will be in accordance with the Project Development Agreement between TxDOT and Local Government. Any work over \$5,000 in value and 4 hours in duration require TxDOT Form 1082, Notice of Proposed Installation, unless otherwise addressed in the Project Development Agreement.

NON-MONETARY COMPENSATION	
By TxDOT	By Local Government
<ol style="list-style-type: none"> 1. TxDOT will provide access to existing near real time traffic data and device control consistent with current TxDOT policy and technology capability. 	<ol style="list-style-type: none"> 1. Local Government will provide TxDOT access to near real time vehicle data (volume, speed, occupancy) from additional radar vehicle sensor devices (RVSD) installed. Data will be provided as more fully described in the Data Sharing Agreement between TxDOT and Local Government. 2. Local Government will provide TxDOT conditional control of additional pan-tilt-zoom (PTZ) cameras. Conditions of PTZ are more fully described in the Data Sharing Agreement between TxDOT and Local Government. 3. Local Government will provide device status updates utilizing current TxDOT center to center infrastructure and technology. 4. Local Government will provide as-built drawings of all Local Government installed ducts, conduits, cables, conductors, devices, and cameras.

ATTACHMENT C

REQUEST FOR AUTHORIZATION of FIBER OPTIC CABLE CONNECTION

Requested by: **Local Government** - Attachment C will not be used for this MUA. Local government will be installing new fiber in existing TxDOT duct bank, not connecting to existing TxDOT fiber.

Section A – Ingress Fiber Access Location Information

Ingress Location Identification	-- i.e. control cabinet name --
Ingress Location Address	-- provide physical address --
Fiber Interface Method	<input type="checkbox"/> Dark Fiber Splice <input type="checkbox"/> Wave Division Multiplexer Connection
Interface Quantity	-- i.e. # of fiber strands, # of WDM connections, etc. --
Interface Optical Wavelength	<input type="checkbox"/> 850 nm <input type="checkbox"/> 1310 nm <input type="checkbox"/> 1550 nm <input type="checkbox"/> -- Other: please specify --
Maximum Interface Bandwidth	<input type="checkbox"/> T-1 <input type="checkbox"/> NTSC <input type="checkbox"/> 10Mbps <input type="checkbox"/> 100 Mbps <input type="checkbox"/> 1Gbps <input type="checkbox"/> DS-3 <input type="checkbox"/> OC-3 <input type="checkbox"/> OC-12 <input type="checkbox"/> OC-48 <input type="checkbox"/> -- Other: please specify --
Special Ingress Requirements and Comments	-- i.e. routing, backup considerations, maximum loss, etc. --

Section B – Egress Fiber Access Location Information

Egress Location Identification	-- i.e. control cabinet name --
Egress Location Address	-- provide physical address --
Special Egress Requirements and Comments	

Technical Contact Person:	-- print name --	Phone Number:	_____
Activation Date Requested:	_____		
Requested By:	-- print name --	Date:	_____

Section C – Provider Agency (-- enter agency name --) Review and Response

Engineering Comments:		
Engineering Recommendation:	<input type="checkbox"/> Approve <input type="checkbox"/> Do Not Approve	
Engineering Reviewed By:	-- print name --	
Approved by:		
	-- print name here; signature above --	Date

ATTACHMENT D
REQUEST FOR AUTHORIZATION of INFRASTRUCTURE CONNECTION

Requested by: **Local Government**

Section A – Ingress Infrastructure Access Location Information

Ingress Point	Existing TxDOT ITS duct bank access point at the Customer Service Center (CSC) building as shown in Attachment E.
Ingress Location Address	Starting at the north end of the MoPac/Loop 1 corridor, approximate vicinity located at 12719 Burnet Road, Austin, TX 78727
Ingress Location Identification	Multiple ingress locations along the corridor as shown in Attachment E. Final determination of ingress locations will be determined by the Local Government's Design/Build Contractor.
Type Infrastructure	<input type="checkbox"/> 3" conduit <input checked="" type="checkbox"/> Existing TxDOT ITS duct bank, up to 3 conduits of the 12-2" PVC, and existing TxDOT ITS sign structures. <input type="checkbox"/> 4" multiduct conduit
Cable Type	<input type="checkbox"/> multi mode fiber optic cable -- quantity -- <input checked="" type="checkbox"/> single mode fiber optic cable: Local Government's System Integrator will provide fiber and will only be using up to 3 conduits of the existing duct bank. <input type="checkbox"/> -- Other: please specify --
Special Ingress Requirements and Comments	Ingress at multiple existing TxDOT ground box access points, existing TxDOT loop conduit, and existing TxDOT ITS sign structures along MoPac/Loop 1 corridor as shown in Attachment E.

Section B – Egress Infrastructure Access Location Information

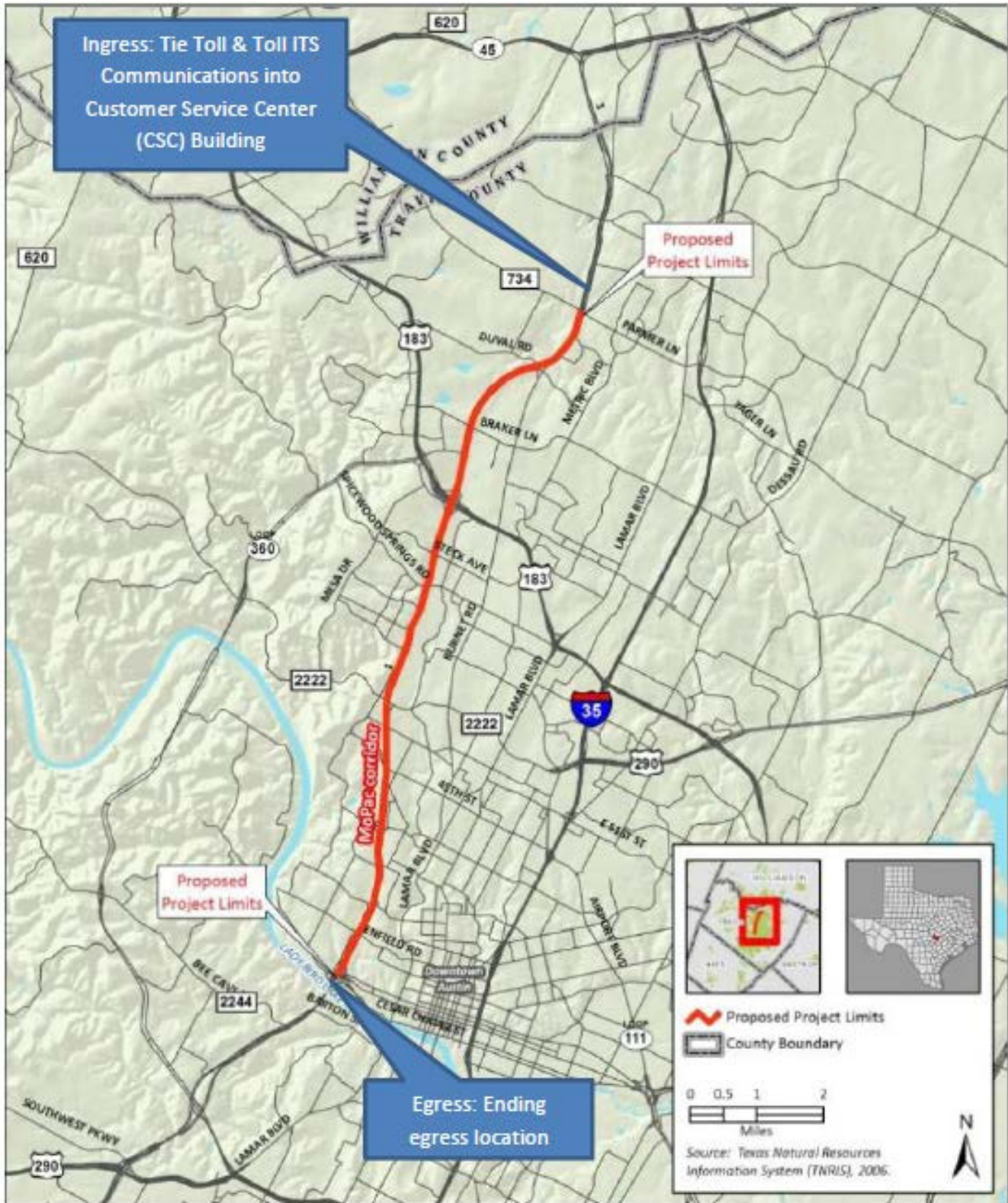
Egress Point	Multiple egress locations along the MoPac/Loop 1 corridor as shown in Attachment E. Final determination of egress locations will be determined by the Local Government's Design/Build Contractor.
Egress Location Address	Multiple egress locations along the MoPac/Loop 1 corridor as shown in Attachment E. Final determination of egress locations will be determined by the Local Government's Design/Build Contractor.
Egress Location Identification	Multiple egress locations along the MoPac/Loop 1 corridor as shown in Attachment E. Final determination of egress locations will be determined by the Local Government's Design/Build Contractor.
Special Egress Requirements and Comments	Egress at multiple existing TxDOT ground box access points, existing TxDOT loop conduit, and existing TxDOT ITS sign structures along MoPac/Loop 1 corridor as shown in Attachment E.

Technical Contact Person:	<u>Kris Keith, P.E.</u>	Phone Number:	<u>512-691-2205</u>
Activation Date Requested:	<u>February 2013</u>		
Requested By:	<u>Tim Reilly</u>	Date:	

Section C – Provider Agency (TxDOT) Review and Response

Engineering Comments:	
Engineering Recommendation:	<input type="checkbox"/> Approve <input type="checkbox"/> Do Not Approve
Engineering Reviewed By:	<u>-- print name --</u>
Approved by:	
	-- print name here; signature above --
	Date

ATTACHMENT E
MAP OF MUTUALLY AGREED-UPON
FIBER OPTIC CABLE and/or RELATED INFRASTRUCTURE





**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #8 SUMMARY

Authorize issuance of a request for qualifications for additional firms interested in providing investment banking services to the Mobility Authority.

Strategic Plan Relevance: Regional Mobility

Department: Finance

Associated Costs: None

Funding Source: N/A

Board Action Required: Yes

Description of Matter:

The Mobility Authority has procured investment banking services by creating a pool of investment banking firms selected in 2003 and revised in 2009 from firms responding to procurements (a request for qualifications) authorized by board resolution.

This item authorizes the issuance of a request for qualifications to solicit additional investment banking services from firms that are not currently included in the pool of authorized investment banking firms. Investment banking firms on the approved list will remain on that list and will not be required to respond; this RFQ is issued to provide the opportunity for additional firms to be identified and qualified for the investment banking pool. After reviewing and analyzing the response, staff will make a recommendation to the board for board action to add the qualified firms to the pool.

Reference documentation: Draft Resolution

Contact for further information: Bill Chapman, Chief Financial Officer
Cindy Demers, Controller

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

RESOLUTION NO. 13-___

**AUTHORIZING ISSUANCE OF A REQUEST FOR QUALIFICATIONS FOR
ADDITIONAL FIRMS INTERESTED IN PROVIDING INVESTMENT BANKING
SERVICES TO THE MOBILITY AUTHORITY.**

WHEREAS, the Mobility Authority has adopted procurement policies in Chapter 4 of the Mobility Authority Policy Code to provide various methods and procedures to procure goods and services needed by the Mobility Authority; and

WHEREAS, investment banking services are essential to the operations of the Mobility Authority and the financing necessary to develop Mobility Authority transportation projects; and

WHEREAS, by Resolution No. 03-45, dated September 24, 2003, and Resolution No. 09-79, dated November 18, 2009, the Board of Directors established a list of qualified firms available to provide investment banking services to the Mobility Authority (the “pool”); and

WHEREAS, the Executive Director, with the recommendation of the Chief Financial Officer and financial advisor, recommends that the Mobility Authority provide an opportunity for additional firms who are interested in providing investment banking services to become qualified to provide those services to the Mobility Authority and be included in the pool.

NOW THEREFORE, BE IT RESOLVED, that the Board hereby authorizes the Executive Director and staff to develop, issue, and process a request for qualifications (“RFQ”) consistent with the procurement policies to solicit responses from investment banking firms interested in being included in the pool; and

BE IT FURTHER RESOLVED, that the Executive Director and staff shall implement a process to review responses to the RFQ and develop recommendations to the Board for qualified firms to be added to the pool, and shall present those recommendations to the Board for final approval.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 13-___
Date Passed 01/30/13



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #9 SUMMARY

Approve an updated list of brokers authorized to provide investment services to the Mobility Authority.

Strategic Plan Relevance: Regional Mobility

Department: Finance

Associated Costs: None

Funding Source: N/A

Board Action Required: Yes

Description of Matter:

The Mobility Authority's Investment Policy, codified as Article 1 (Investment Policy), Chapter 2 (Finances) of the Policy Code, is adopted to comply with the Texas Public Funds Investment Act, Chapter 2256 of the Texas Government Code.

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

This item adds one additional firm to the Mobility Authority's current list of authorized brokers.

Reference documentation: Updated List of Authorized Investment Brokers
Draft Resolution

Contact for further information: Bill Chapman, Chief Financial Officer
Cindy Demers, Controller

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

RESOLUTION NO. 13-___

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

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

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

WHEREAS, the most recent and current list of brokers authorized by the Board of Directors is included as Attachment B to Resolution No. 12-030, dated April 25, 2012; and

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

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

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-___
Date Passed: 01/30/13

EXHIBIT 1 TO RESOLUTION 13-
AUTHORIZED INVESTMENT BROKERS

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

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

Sterne, Agee & Leach Institutional Group
6408 Bannington Drive
Charlotte, NC 28226

Gilford Securities Incorporated
777 Third Avenue
New York, NY 10017

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

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

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

BB&T Capital Markets
2 South 9th Street
Richmond, VA 23219

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

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

Regions Bank
100 Congress Avenue
Austin, TX 78701

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



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #10 SUMMARY

Approve Chapter 2, Article 1 (Investment Policy) of the Policy Code with no changes following the required annual review of that policy.

Strategic Plan Relevance: Regional Mobility

Department: Finance

Associated Costs: None

Funding Source: N/A

Board Action Required: Yes

Description of Matter:

Sec. 201.017 of the Policy Code provides that the “authority shall review and approve the Investment Policy annually. This review shall be conducted by the board with recommendations from the executive director. Any approved amendments shall be promptly incorporated into written policy.” This section restates the obligation imposed by Section 2256.005(e), Texas Public Funds Investment Act.

The Chief Financial Officer and Controller have reviewed the adopted Investment Policy. Based on their recommendation, the Executive Director recommends board review and approval of the existing policy with no changes.

Reference documentation: Investment Policy: Article 1, Chapter 2, Policy Code Draft Resolution

Contact for further information: Bill Chapman, Chief Financial Officer
Cindy Demers, Controller

MOBILITY AUTHORITY POLICY CODE

Chapter 2: FINANCES

Article 1. INVESTMENT POLICY

201.001 Overview

This article is adopted and intended to comply with the Texas Public Funds Investment Act, Chapter 2256, Government Code, as that act may be amended from time to time (the "PFIA"). It is the policy of the authority to invest public funds in a manner which will provide the maximum security with the highest investment return while meeting the daily cash flow demands of the authority conforming to all state and local statutes governing the investment of public funds. The authority's investment policy is approved by the board and is adopted to provide investment policy guidelines for use by authority staff and its advisors.

201.002 Scope

This article applies to all investment activities of authority funds except those subject to other investment covenants, or excluded by contract. All funds covered by this article shall be invested in accordance with the PFIA. These funds are accounted for in the authority's annual financial report and include:

- (1) Revenue Fund
- (2) Rebate Fund
- (3) Operating Funds
- (4) Debt Service Funds
- (5) Debt Service Reserve Funds
- (6) Renewal and Replacement Fund
- (7) General Fund
- (8) Capital Projects Funds

201.003 Objectives

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

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

MOBILITY AUTHORITY POLICY CODE

- (2) Credit Risk: Credit risk is the risk of loss due to the failure of the security issuer or backer. Credit risk may be mitigated by:
 - (3) Limiting investments to the safest types of securities; as listed in Section 201.014.
 - (4) Pre-qualifying the financial institutions, brokers/dealers, intermediaries, and advisors with which the authority will do business; and,
 - (5) Diversifying the investment portfolio so that potential losses on individual securities will be minimized.
- (6) Interest Rate Risk: Interest rate risk is the risk that the market value of securities in the portfolio will fall due to changes in general interest rates. Interest rate risk may be mitigated by:
 - (7) Structuring the investment portfolio so that securities mature to meet cash requirements for ongoing projects, thereby avoiding the need to sell securities on the open market prior to maturity; and,
 - (8) By investing operating funds primarily in shorter-term securities, money market mutual funds or similar investment pools and limiting the average maturity of the portfolio in accordance with Section 201.009.
- (9) Liquidity: The investment portfolio shall remain sufficiently liquid to meet all project and operating requirements that may be reasonably anticipated. This is accomplished by structuring the portfolio so that securities mature concurrent with cash needs to meet anticipated demands.
- (10) Yield: The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and liquidity needs. Return on investment is of least importance compared to the safety and liquidity objectives described above. The core investments are limited to relatively low risk securities in anticipation of earning a fair return relative to the risk being assumed. Securities shall be held to maturity with the following exceptions:
 - (11) A declining credit security could be sold early to minimize loss of principal;
 - (12) A security swap would improve the quality, yield, or target duration in the portfolio; or,
 - (13) Liquidity needs of the portfolio require that the security be sold.
- (14) Public Trust: Participants in the authority's investment process shall act responsibly as public trust custodians. Investment Officers shall avoid transactions which might impair public confidence in the authority's ability to manage effectively.

MOBILITY AUTHORITY POLICY CODE

201.004 Standards Of Care

(a) Prudence: The standard of prudence to be used by investment officials shall be the “prudent person” standard and shall be applied in the context of managing an overall portfolio. An Investment Officer acting in accordance with the investment policy and written procedures and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments.

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

201.005 Ethics and Conflicts

(a) Investment Officers shall refrain from personal business activity that could conflict with or be perceived to conflict with the proper execution and management of the investment program, or that could impair their ability to make an impartial decision. An Investment Officer shall refrain from undertaking personal investment transactions with an individual person with whom business is conducted on behalf of the authority.

(b) For purposes of this section, an investment officer has a personal business relationship with a business organization if:

- (1) the investment officer owns 10 percent or more of the voting stock or shares of the business organization or owns \$5,000 or more of the fair market value of the business organization;
- (2) funds received by the investment officer from the business organization exceed 10 percent of the investment officer's gross income for the previous year; or
- (3) the investment officer has acquired from the business organization during the previous year investments with a book value of \$2,500 or more for the personal account of the investment officer.

(c) An Investment Officer shall file with the Texas Ethics Commission and with the board a statement disclosing the existence of the relationship if the Investment Officer:

- (1) has a personal business relationship with a business organization offering to engage in an investment transaction with the authority; or
- (2) is related within the second degree by affinity or consanguinity, as determined under Chapter 573, Government Code, to an individual seeking to sell an investment to the authority.

MOBILITY AUTHORITY POLICY CODE

201.006 Designation of Investment Officer

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

201.007 Investment Advisor

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

201.008 Required Training

The chief financial officer and controller and any other person designated by resolution of the board as an Investment Officer shall attend at least one training session relating to the responsibilities of maintaining the investment portfolio within 12 months after taking office or assuming duties; and shall attend a training session not less than once every two years and receive not less than ten hours of training. Such training, from an independent source, shall include education in investment controls, security risks, strategy risks, market risks, and compliance with the PFIA. Training required by this section shall be from an independent source certified to provide training required by the PFIA and approved or endorsed by the Government Finance Officers Association of Texas, the Government Treasurers Organization of Texas, the Texas Municipal League, or the North Central Texas Council of Governments.

201.009 Investment Strategies

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

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

MOBILITY AUTHORITY POLICY CODE

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

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

201.010 **Diversification**

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

201.011 **Authorized Financial Institutions and Qualified Brokers**

(a) The board shall approve by separate resolution the financial institutions and qualified brokers authorized to provide investment services and engage in investment transactions with the authority. These may include “primary” brokers or regional brokers that qualify under Securities & Exchange Commission Rule 15C3-1 (uniform net capital rule).

(b) Each security broker who desires to become qualified and authorized under this section to engage in investment transactions with the authority must supply the chief financial officer with the following:

- (1) Audited financial statements;
- (2) Proof of National Association of Securities Dealers (NASD) certification;
- (3) Proof of state registration;
- (4) The completed security broker/dealer questionnaire in the form approved by the board in a separate resolution; and,
- (5) A written certification relating to this Investment Policy signed by a qualified representative of the firm in the form approved by the board in a separate resolution. The authority will not enter into an investment transaction with a security broker/dealer prior to receiving this written certification and acknowledgement.

(c) A current audited financial statement is required to be on file for each financial institution and broker in which the authority invests. An annual review of the financial condition and registrations of qualified brokers will be conducted by the executive director.

MOBILITY AUTHORITY POLICY CODE

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

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

201.012 Custody - Delivery vs. Payment

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

201.013 Safekeeping of Securities

- (a) Securities purchased for the authority's portfolios will be delivered in book entry form and will be held in third party safekeeping by a Federal Reserve member financial institution designated as the authority's safekeeping and custodian bank.
- (b) The authority will execute Safekeeping Agreements prior to utilizing the custodian's safekeeping services. The safekeeping agreement must provide that the safekeeping agent will immediately record and promptly issue and deliver a safekeeping receipt showing the receipt and the identification of the security, as well as the authority's interest. All securities owned by the authority will be held in a Customer Account naming the authority as the customer.
- (c) The safekeeping institution shall annually provide a copy of their most recent report on internal controls (Statement of Auditing Standards no. 70 or SAS 70).

MOBILITY AUTHORITY POLICY CODE

201.014 Authorized And Suitable Investments

(a) The investment of authority funds will be made using only those investment types approved by the board and which are in accordance with the PFIA. The approved investment types will be limited to the following:

- (1) U.S. Treasury and Federal Agency Issues.
- (2) Certificates of Deposit as authorized under Section 2256.010 of the PFIA.
- (3) Repurchase Agreements, including flexible Repurchase Agreements, collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the authority's investment and are pledged and held with the authority's custodial bank or a third-party safekeeping agent approved by the authority. Repurchase agreements must also be secured in accordance with State law. Each counter party to a repurchase transaction is required to sign a copy of an Investment Repurchase Agreement under the guidelines of Section 2256.011 of the PFIA, using the Bond Market Association Public Securities Association Master Repurchase Agreement as a general guide and with such changes thereto as are deemed in the best interest of the authority. Such an Agreement must be executed prior to entering into any transaction with a repo counter-party.
- (4) Guaranteed Investment Contracts (GIC's) collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the authority's investment and are pledged and held with the authority's custodial bank or a third-party safekeeping agent approved by the authority. Bond proceeds, other than bond proceeds representing reserves and funds maintained for debt service purposes, may not be invested for a term which exceeds five years from the date of bond issuance.
- (5) Obligations of states, agencies, counties, cities, and other political subdivisions of any State having been rated as to investment quality by a nationally recognized investment rating firm and having received a rating of not less than "AA" or its equivalent, with fixed interest rates and fixed maturities.
- (6) SEC registered no-load money market mutual funds with a dollar weighted average portfolio maturity of 90 days or less; that fully invest dollar for dollar all authority funds without sales commissions or loads; and whose investment objectives include the maintenance of a stable net asset value of \$1 per share
- (7) Local government investment pools, which are "AAA" rated by a nationally recognized bond rating company (e.g., Moody's, S&P, Fitch), and which participation in any particular investment pool(s) has been authorized by resolution of the board, not to exceed 80% of the total investment portfolio less bond funds. Bond funds may be invested at 100%.

MOBILITY AUTHORITY POLICY CODE

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

(c) An Investment that requires a minimum rating does not qualify as an authorized investment during the period the investment does not have the minimum rating. The Investment Officers shall monitor the credit rating on all authorized investments in the portfolio based upon independent information from a nationally recognized rating agency. The authority shall take all prudent measures that are consistent with its investment policy to liquidate an investment that does not have the minimum rating.

201.015 Reporting and Review

(a) Quarterly Report Requirements: The Investment Officers shall jointly prepare, no less than on a quarterly basis, an investment report, including a summary that provides a clear picture of the status of the current investment portfolio and transactions made after the ending period of the most recent investment report. The report shall be provided to the board and the executive director. The report shall comply with requirements of the PFIA and shall include the following:

- (1) The investment position of the authority on the date of the report.
- (2) The signature of each Investment Officer.
- (3) Summary for each fund stating:
 - (A) Beginning market value;
 - (B) Ending market value.
- (4) Beginning and ending book value and market value for each investment along with fully accrued interest for the reporting period.
- (5) Maturity date of each investment.
- (6) Description of the account or fund for which the investments were made.
- (7) Statement that the investment portfolio is in compliance with the authority's investment policy and strategies.

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

MOBILITY AUTHORITY POLICY CODE

(c) Annual Audit: If the authority places funds in any investment other than registered investment pools or accounts offered by its depository bank, the above reports shall be formally reviewed at least annually by an independent auditor, and the result of the review shall be reported to the Executive Committee. In addition, the authority's external auditors shall conduct a compliance audit of management controls on investments and adherence to the Investment Policy.

201.016 Current Investments Exempted from Policy

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

201.017 Annual Review

The authority shall review and approve the Investment Policy annually. This review shall be conducted by the board with recommendations from the executive director. Any approved amendments shall be promptly incorporated into written policy.

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

RESOLUTION NO. 13-___

**APPROVING CHAPTER 2, ARTICLE 1 (INVESTMENT POLICY)
OF THE POLICY CODE WITH NO CHANGES FOLLOWING
THE REQUIRED ANNUAL REVIEW OF THAT POLICY.**

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

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

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

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

WHEREAS, in accordance with recommendations from the Chief Financial Officer and the Controller, the Executive Director recommends to the Board that it approve the Investment Policy with no changes.

NOW THEREFORE, BE IT RESOLVED that Board hereby approves the Investment Policy codified as Article 1, Chapter 2 of the Mobility Authority Policy Code.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-___
Date Passed: 01/30/13



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #11 SUMMARY

Approve a legislative program for issues and proposals affecting the Mobility Authority in the 83rd Texas Legislature.

Strategic Plan Relevance: Economic Vitality; Sustainability; Innovation

Department: Law

Associated Costs: up to \$65,000

Funding Source: Operating Fund

Board Action Required: Yes

Description of Matter:

The 83rd Legislature is in session and is considering legislative proposals and issues that affect the Mobility Authority.

This item is to brief the Board on any proposals and issues that may affect the Mobility Authority and the status of the Mobility Authority Legislative Program adopted in October 2012 by the Board in Resolution No. 12-070.

Attached documentation for reference:

Resolution No. 12-070

Contact for further information:

Andy Martin, General Counsel

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

RESOLUTION NO. 12-070

**APPROVING A LEGISLATIVE PROGRAM FOR ISSUES AND PROPOSALS
AFFECTING THE MOBILITY AUTHORITY IN THE 83rd TEXAS LEGISLATURE.**

WHEREAS, the Texas Legislature is scheduled to convene at noon, January 8, 2013, and to adjourn on May 27, 2013, in the 83rd Regular Legislative Session; and

WHEREAS, action on legislation considered by the 83rd Legislature can affect the powers, duties, and ability of the Mobility Authority to fulfill its statutory mission as a regional mobility authority existing and operating under Chapter 370 of the Texas Transportation Code; and

WHEREAS, the Board of Directors supports consideration and adoption by the 83rd Legislature of legislation that addresses issues identified and supported by other regional mobility authorities throughout Texas, as well as issues that affect only the Mobility Authority, as set forth on the legislative program attached to this resolution as Exhibit 1.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the legislative program set forth in Exhibit 1 to this Resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 31st day of October, 2012.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 12-070
Date Passed: 10/31/12

Exhibit 1

Mobility Authority Legislative Program

Legislative Priorities
83rd Legislative Session

The following is a list of priorities for the 83rd Legislative Session:

1. **Toll Enforcement Remedies:** As RMAs open newly constructed toll projects to traffic, effective toll enforcement and collection is becoming an increasingly significant issue. While legislation passed last session gave RMAs the same enforcement powers as the North Texas Tollway Authority (NTTA), county toll road authorities, and TxDOT, these powers provide limited options to address the problem of chronic toll violators. The Mobility Authority, working with other RMAs, TxDOT, NTTA, and other toll authorities will support legislation to expand the currently available enforcement measures to include methods such as a vehicle registration renewal block for chronic non-payment of tolls, enhanced penalties for use of toll facilities by chronic violators, and other potential remedies and deterrents. Further, enhanced remedies to address out-of-state (including international) violators are needed.

2. **Revolving Fund:** The concept of a revolving fund for transportation projects has been proposed in various forms during past legislative sessions, most recently as HB 3218 by Representative Larry Phillips during the 82nd Legislative Session. The Mobility Authority and other RMAs continue to support the creation of a revolving fund, either within the existing State Infrastructure Bank (“SIB”) structure or as a separate, stand-alone fund. The revolving fund would serve to provide funding for a variety of purposes, including upfront project costs, a source of “gap” funding (i.e., the difference between bonding capacity and project costs), and as a possible credit enhancement tool, allowing RMAs to issue bonds to finance projects at more favorable rates. The Mobility Authority also supports creating a subaccount with this revolving fund which would only include state funds, allowing for local development of projects pursuant to the streamlined environmental review process implemented last legislative session.

3. **Transportation Reinvestment Zones:** Transportation Reinvestment Zones (TRZs) can offer an important tool for generating local funding for projects. The TRZ statute was significantly improved during the 82nd Legislative Session through the passage of HB 563 by Representative Joe Pickett and certain provisions in SB 1420, bills which were strongly supported by RMAs. The RMA statute was also amended (by virtue of HB 1112) to include provisions making TRZs a viable tool for funding RMA projects. The Mobility Authority supports continued efforts to improve TRZs to facilitate further use of this valuable project financing tool, and will support legislation further clarifying the TRZ statutes to make implementation easier based on actual experience.

4. **Increased Transportation Funding:** There is a dire need for increased funding for the state’s transportation system. Some estimates indicate that there will be little or new funds available for new construction as early as 2014, and that all available funding will be needed for maintenance and rehabilitation. In addition to tools intended to enhance funding capabilities

(such as the SIB/revolving fund and TRZs), the Mobility Authority supports viable options to increase funding at the state or local level, including without limitation the dedication of vehicle sales tax revenues to the state highway fund.

Items specific to the Central Texas Regional Mobility Authority:

5. **Project-Specific CDA Authority:** In the 82nd Legislative Session, SB 1420 (the TxDOT Sunset bill) authorized certain projects to be developed as concession Comprehensive Development Agreement (CDAs). If supported by the our local legislative delegation, the Mobility Authority will seek to extend the CDA authority granted in SB 1420 for the U.S. 183 (Bergstrom Expressway) project.

6. **State Funding for Discounted or Free Tolls under HB 3139, 81st Legislative Session:** The Mobility Authority supports and will seek an appropriation of sufficient funds from the state to defray the cost of providing free or discounted tolls on Mobility Authority toll projects to eligible users identified by subsection (b) of Section 372.053 of the Transportation Code, as enacted by HB 3139.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #12 SUMMARY

Accept the monthly financial reports for
November and December 2012.

Department: Finance

Associated Costs: None

Funding Source: None

Board Action Required: YES

Description of Matter:

Presentation and acceptance of the monthly financial reports for November and
December 2012

Attached documentation for reference:

Draft Resolution

Financial Reports for November and December 2012.

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. 13-___

ACCEPT THE FINANCIAL REPORTS FOR NOVEMBER AND DECEMBER, 2012.

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

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

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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the months of November and December, 2012, and has caused Financial Reports to be prepared and attached to this resolution as Attachment A and Attachment B.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Reports for November and December, 2012, attached as Attachment A and Attachment B.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-___
Date Passed: 1/30/2013

Attachment A

Financial Report for November, 2012

Central Texas Regional Mobility Authority

Balance Sheet

As of

November 30, 2012

November 30, 2011

Assets

Current Assets

Cash in Regions Operating Account	621,996		119,405
Cash In TexSTAR	74,506		6,815
Regions Payroll Account	12,843		185,245
Restricted cash/cash equivalents			
Fidelity Government MMA	53,338,155		18,633,990
Restricted Cash-TexStar	53,725,298		66,505,327
Regions SIB account	0		0
Overpayment accounts	35,987		23,636
Total Cash and Cash Equivalents		107,808,785	
Accounts Receivable	106,415		31,862
Due From Employees	33		0
Due From TTA	349,185		413,977
Due From NTTA	54,716		37,811
Due From HCTRA	86,211		115,047
Due From TxDOT	17,269,844		297,250
Due From Federal Government	772,444		772,443
Interest Receivable	584,335		565,042
Total Receivables		19,223,183	
Short Term Investments			
Treasuries	4,549,017		4,549,017
Short Term Investments		151,088,667	16,697,989
Other Current Assets			
Prepaid Insurance		51,067	47,403
Total Current Assets		278,171,703	104,454,896

Construction Work In Process

	292,254,512	264,379,091
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Fixed Assets

Computers(net)	26,868	27,988
Computer Software(net)	13,391	777,712
Furniture and Fixtures(net)	11,241	16,039
Equipment(net)	31,931	50,595
Autos and Trucks(net)	18,395	25,294
Buildings and Toll Facilities(net)	6,104,899	6,270,565
Highways and Bridges(net)	277,387,833	175,649,852
Communication Equipment(net)	871,934	1,062,755
Toll Equipment(net)	9,321,380	2,352,945
Signs(net)	6,016,206	5,033,564
Land Improvements(net)	3,345,956	1,150,936
Right of Way	24,800,630	24,683,553
Leasehold Improvements	52,839	63,409
Total Fixed Assets	328,003,505	217,165,207

Long Term Investments

GIC (Restricted)	0	224,857,200
Agencies-LT	18,145,913	44,308,040

Other Assets

Security Deposits	8,644	8,644
Intangible Assets	650	650
Total Bond Issuance Costs	14,828,485	15,537,053

Total Assets

931,413,411	870,710,780
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Liabilities

Current Liabilities

Accounts Payable	404,347	163,157
Overpayments	37,005	24,364
Interest Payable	18,031,814	18,647,671
TCDRS Payable	50,238	29,716
Due to other Entities	12,183	19,669
FICA Payable	0	0
Other	0	17,178
Due to State of Texas	0	2,181
Total Current Liabilities	18,535,587	18,903,935

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	413,815
Retainage Payable	0	1,655
Senior Lien Revenue Bonds 2005	172,628,655	172,698,781
Senior Lien Revenue Bonds 2010	102,757,589	98,266,665
Senior Lien Revenue Bonds 2011	306,858,228	306,194,591
Sn Lien Rev Bnd Prem/Disc 2005	4,582,321	4,719,763
Sn Lien Rev Bnd Prem/Disc 2010	153,691	189,296
Tot Sr Lien Rev Bond Pay Pre/D	920,921	882,593
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	70,000,000
Sub Lien Bond 2011 Prem/Disc	(2,042,159)	(2,131,975)
TIFIA note 2008	77,656,077	77,626,562
2010 Regions BAB's Payable	0	0
2011 Regions Draw Down Note	800,000	0
Total Long Term Liabilities	774,768,400	768,952,688
Total Liabilities	793,303,987	787,856,623

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	86,019,147	61,913,602
Current Year Operations	33,755,431	2,605,710
Total Net Assets	119,774,578	64,519,312

Total Liabilities and Net Assets

931,413,411	870,710,780
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Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	23,891,717	8,771,606	36.71%	6,491,803
Toll Revenue-HCTRA-183A	756,067	409,796	54.20%	292,631
Toll Revenue-NTTA-183A	453,640	262,175	57.79%	184,068
Video Tolls	3,629,122	1,914,158	52.74%	1,374,654
Fee revenue	1,512,134	761,491	50.36%	496,064
Total Operating Revenue	30,242,680	12,119,226	40.07%	8,839,220
Other Revenue				
Interest Income	180,000	107,720	59.84%	88,157
Grant Revenue	1,236,000	37,154,278	3006%	4,170,315
Reimbursed Expenditures	-	34,774		-
Misc Revenue	2,500	209,380	8375%	916,497
Gain/Loss on Sale of Asset	-	-	0.00%	12,342
Unrealized Loss	-	42,708		-
Total Other Revenue	1,418,500	37,548,859	2647%	5,187,311
Total Revenue	\$ 31,661,180	\$ 49,668,085	156.87%	\$ 14,026,531
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,115,939	810,781	38.32%	669,479
Part Time Salry Expense	12,000	-	0.00%	7,858
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	1,202	24.03%	7,650
TCDRS	307,536	114,038	37.08%	94,815
FICA	96,433	26,127	27.09%	23,982
FICA MED	30,899	11,699	37.86%	9,575
Health Insurance Expense	186,370	74,474	39.96%	78,200
Life Insurance Expense	5,684	4,059	71.41%	1,786
Auto Allowance Expense	10,200	-	0.00%	3,612
Other Benefits	185,610	40,793	21.98%	33,890
Unemployment Taxes	12,960	-	0.00%	99
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,021,631	1,083,174	35.85%	930,946

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	2,812	23.43%	11,753
Auditing	65,000	44,990	69.22%	43,046
General Engineering Consultant	1,250,000	117,315	9.39%	202,512
GEC-Financial Planning Support	-	7,488		-
GEC-Roadway Ops Support	-	15,631		-
GEC-Public Information Support	-	278		-
GEC-General Support	-	24,803		-
General System Consultant	175,000	4,384	2.51%	26,284
Image Processing	780,000	369,552	47.38%	370,148
Facility maintenance	41,954	3,079	7.34%	4,885
HERO	1,629,000	395,815	24.30%	189,306
Human Resources	25,000	286	1.14%	3,153
Legal	270,000	35,377	13.10%	48,038
Photography	15,000	-	0.00%	11,850
Communications and Marketing	-	-	0.00%	22,935
Total Professional Services	4,262,954	1,080,833	25.35%	933,910
<u>Other Contractual Services</u>				
IT Services	65,000	12,679	19.51%	21,497
Graphic Design Services	10,000	-	0.00%	400
Website Maintenance	35,000	2,929	8.37%	2,416
Research Services	50,000	3,149	6.30%	3,100
Copy Machine	10,000	1,924	19.24%	2,209
Software Licenses	17,200	7,387	42.95%	805
ETC Maintenance Contract	1,029,900	137,773	13.38%	208,188
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	16,620
Communications and Marketing	140,000	59,023	42.16%	-
Advertising Expense	60,000	14,260	23.77%	1,281
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	20,920	418.40%	1,946
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	57,381	22.95%	59,838

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Special assignments	5,000	-	0.00%	-
Traffic Management	-	14,417		27,527
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	114	18.94%	-
Roadway Maintenance Contract	640,000	35,088	5.48%	48,396
Landscape Maintenance	280,000	52,775	18.85%	62,040
Signal & Illumination Maint	-	14,164		32,069
Mowing and litter control	-	8,840		34,802
Striping	-	-	0.00%	19,600
Graffiti removal	-	225		-
Cell Phones	9,700	3,045	31.39%	3,059
Local Telephone Service	18,000	5,898	32.77%	5,286
Internet	4,500	-	0.00%	349
Fiber Optic System	63,000	12,071	19.16%	23,220
Other Communication Expenses	11,500	102	0.88%	273
Subscriptions	1,850	53	2.89%	120
Memberships	33,959	3,774	11.11%	5,520
Continuing Education	7,300	1,935	26.50%	962
Professional Development	14,000	-	0.00%	3,020
Seminars and Conferences	33,000	11,909	36.09%	2,755
Staff-Travel	76,000	40,509	53.30%	22,244
Other Contractual Svcs	200	-	0.00%	177
TxTag Collection Fees	1,434,788	464,692	32.39%	454,035
Contractual Contingencies	250,500	649	0.26%	3,309
Total Other Contractual Services	4,738,497	987,684	20.84%	1,067,062
Total Contractual Services	9,001,451	2,009,494	22.32%	2,000,971
Materials and Supplies				
Books & Publications	12,500	3,225	25.80%	2,216
Office Supplies	11,000	1,018	9.25%	2,075
Computer Supplies	12,500	3,620	28.96%	5,965
Copy Supplies	2,200	539	24.48%	18
Annual Report printing	7,000	-	0.00%	-
Other Reports-Printing	10,000	2,901	29.01%	-
Direct Mail Printing	5,000	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Office Supplies-Printed	2,500	-	0.00%	349
Maintenance Supplies-Roadway	9,175	-	0.00%	-
Promotional Items	10,000	4,827	48.27%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-
Tools & Equipment Expense	1,000	-	0.00%	31
Misc Materials & Supplies	3,000	-	0.00%	279
Total Materials and Supplies	120,875	16,129	13.34%	10,932
Operating Expenses				
Gasoline Expense	5,000	2,107	42.14%	1,785
Mileage Reimbursement	5,950	1,782	29.94%	1,438
Toll Tag Expense	3,120	1,374	44.04%	1,156
Parking	41,175	13,178	32.00%	17,019
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	9,800	3,351	34.19%	1,610
Public Notices	2,200	-	0.00%	-
Postage Expense	5,650	138	2.44%	26
Overnight Delivery Services	1,600	115	7.17%	166
Local Delivery Services	1,250	12	0.96%	6
Insurance Expense	90,000	25,994	28.88%	33,708
Repair & Maintenance-General	500	403	80.65%	-
Repair & Maintenance-Vehicles	500	109	21.77%	358
Repair & Maintenance Toll Equip	5,000	400	8.01%	-
Rent Expense	250,000	89,350	35.74%	84,541
Water	7,500	3,151	42.01%	4,079
Electricity	178,500	27,425	15.36%	25,130
Other Licenses	640	494	77.19%	275
Community Initiative Grants	65,000	30,000	46.15%	20,000
Non Cash Operating Expenses				
Amortization Expense	76,000	158,549	208.62%	512,340
Dep Exp- Furniture & Fixtures	9,000	669	7.43%	3,806
Dep Expense - Equipment	26,400	7,037	26.66%	5,991
Dep Expense - Autos & Trucks	7,000	2,874	41.06%	2,299

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Dep Expense-Buildng & Toll Fac	177,000	73,566	41.56%	73,566
Dep Expense-Highways & Bridges	8,000,000	2,516,135	31.45%	2,069,670
Dep Expense-Communic Equip	195,000	79,509	40.77%	79,521
Dep Expense-Toll Equipment	965,000	318,345	32.99%	192,409
Dep Expense - Signs	135,000	60,290	44.66%	55,528
Dep Expense-Land Improvemts	67,000	46,417	69.28%	27,418
Depreciation Expense-Computers	10,000	4,781	47.81%	4,104
Total Operating Expenses	10,346,035	3,467,552	33.52%	3,217,949
Financing Expenses				
Arbitrage Rebate Calculation	6,000	5,605	93.42%	5,455
Loan Fee Expense	12,500	-	0.00%	12,000
Rating Agency Expense	35,000	11,000	31.43%	5,300
Trustee Fees	6,000	-	0.00%	-
Bank Fee Expense	8,000	2,510	31.37%	13,847
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	20,318,015	9,135,787	44.96%	5,012,478
Contingency	15,000	-	0.00%	-
<u>Non Cash Financing Expenses</u>				
Bond issuance expense	300,000	181,404	60.47%	210,942
Total Financing Expenses	20,704,515	9,336,306	45.09%	5,260,021
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 43,194,507	\$ 15,912,654	36.84%	\$ 11,420,820
Net Income	\$ (11,533,327)	\$ 33,755,431		\$ 2,605,710

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2013
as of November 30, 2012

Cash flows from operating activities:

Receipts from Department of Transportation	\$ 21,730,948
Receipts from toll fees	12,342,224
Receipts from other fees	-
Receipts from interest income	803,308
Receipts from other sources	318,136
Payments to vendors	(3,328,033)
Payments to employees and benefits	(984,570)
Net cash flows used in operating activities	<u>30,882,014</u>

Cash flows from capital and related financing activities:

Payments on interest	(21,087,533)
Payment on Bonds/Notes	(300,000)
Acquisitions of property and equipment	(3,875)
Acquisitions of construction in progress	(56,490,458)
Proceeds from Draw Down Note	700,000
Net cash flows used in capital and related financing activities	<u>(77,181,866)</u>

Cash flows from investing activities:

Purchase of investments	(3,000,000)
Proceeds from sale or maturity of investments	56,220,628
Net cash flows provided by investing activities	<u>53,220,628</u>

Net increase in cash and cash equivalents	6,920,776
Cash and cash equivalents at beginning of July 2012	100,680,911
Cash and cash equivalents at end of November 2012	<u>\$ 107,808,785</u>

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

Change in net assets	\$ 33,755,431
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	3,268,171
Nonoperating interest	9,134,144
Bond Issuance Expense	181,404
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	(15,082,575)
(Increase)/Decrease in prepaid expenses and other assets	(35,145)
(Increase)/Decrease in interest receivable	744,445
Increase/(Decrease) in deferred revenue (audit adjustments)	(77,482)
Increase/(Decrease) in other payable	(102,318)
Increase/(Decrease) in accounts payable	(904,061)
Total adjustments	<u>(2,873,417)</u>
Net cash flows provided by operating activities	<u>\$ 30,882,014</u>

INVESTMENTS by FUND

		Balance November 30, 2012		
Renewal & Replacement Fund				TexSTAR 53,799,804.05
TexSTAR	660,776.95			CD's 3,000,000.00
Regions Sweep	0.66			Regions Sweep 53,338,154.68
Agencies		660,777.61		Agencies 166,226,472.15
TxDOT Grant Fund				
TexSTAR	5,422,196.62			
Regions Sweep	37,530.66			
CD's	3,000,000.00			
Agencies	1,000,000.00	9,459,727.28		\$ 276,364,430.88
Subordinate Lien DS Fund 05				
Regions Sweep	1,664,007.60	1,664,007.60		
Debt Service Reserve Fund 05				
TexSTAR	30,769,584.36			
Regions Sweep	93,515.97			
Agencies	12,199,036.70	43,062,137.03		
Debt Service Fund 05				
Regions Sweep	5,565,075.19	5,565,075.19		
2010 Senior Lien DSF				
Regions Sweep	7,012.60			
TexSTAR	0.15	7,012.75		
2010-1 Debt Service Fund				
Regions Sweep	1,786,024.57	1,786,024.57		
2010-2 Debt Service Fund				
Regions Sweep	407,404.96	407,404.96		
Agencies				
2011 Debt Service Acct				
Regions Sweep	0.33	0.33		
2011 Sub Debt DSRF				
Regions Sweep	3,511,012.61			
Agencies	3,500,549.79	7,011,562.40		
Operating Fund				
TexSTAR	74,505.81			
TexSTAR-Trustee	1,801,029.81			
Regions Sweep	1.91	1,875,537.53		
Revenue Fund				
TexSTAR	1.00			
Regions Sweep	1,268,538.16	1,268,539.16		
General Fund				
TexSTAR	53.78			
Regions Sweep	5,842,235.79	5,842,289.57		
2010 Senior Lien Capitalized Interest				
Regions Sweep	531.84			
TexSTAR	1,705,297.71	1,705,829.55		
2010-1 Sub Lien Capitalized Interest				
Regions Sweep	0.00			
TexSTAR	0.00	-		
2010-2 Sub Lien Capitalized Interest				
TexSTAR	46,009.43			
Regions Sweep	0.01	46,009.44		
2011 Sr Capitalized Interest Fund				
Regions Sweep	36,881.70			
Agencies	26,617,612.21	26,654,493.91		
2011 Sub Capitalized Interest Fund				
Regions Sweep	203.61			
Agencies	7,031,157.76	7,031,361.37		
2010-1 Sub BABs subsidy				
Regions Sweep	79.05	79.05		
2010-2 Sub BABs subsidy				
Regions Sweep	20.55	20.55		
2010 Senior Lien Debt Service Reserve Fund				
TexSTAR	5,558,214.70			
Regions Sweep	43,898.82			
Agencies	3,922,571.25	9,524,684.77		
2010-2 Sub Lien Debt Service Reserve Fund				
TexSTAR	779,209.11			
Regions Sweep	203,886.97			
Agencies	190,000.00	1,173,096.08		
2010-1 Sub Lien Debt Service Reserve Fund				
TexSTAR	1,965,265.26			
Regions Sweep	9,000.51			
Agencies	2,007,916.67	3,982,182.44		
2010-1 Sub Lien Projects Fund				
TexSTAR	850,956.50			
Regions Sweep	0.10	850,956.60		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Regions Sweep	3,219,423.05	3,219,424.24		
2011 Sub Debt Project fund				
TexSTAR	4,166,582.01			
Agencies	43,257,189.44			
Regions Sweep	443,756.67	47,867,528.12		
2011 Sr Financial Assistance Fund				
Regions Sweep	4.60	4.60		
2011 Senior Lien Project Fund				
TexSTAR	119.66			
Regions Sweep	29,198,106.19			
Agencies	66,500,438.33	95,698,664.18		
		\$ 276,364,430.88		

CTRMA INVESTMENT REPORT

Month Ending 11/30/12						Rate
Balance 10/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 11/30/2012	Nov 12
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund			588.91		4,166,582.01	0.176%
2011 Senior Lien Construction Fund					119.66	0.176%
2010 Senior Lien Construction Fund					1.19	0.176%
2010-1 Sub Lien Projects			125.56	70,989.97	850,956.50	0.176%
General Fund					53.78	0.176%
Trustee Operating Fund	1,000,000.00		203.23	300,000.00	1,801,029.81	0.176%
Renewal and Replacement			93.40		660,776.95	0.176%
TxDOT Grant Fund			766.39		5,422,196.62	0.176%
Revenue Fund					1.00	0.176%
Senior Lien Debt Service Reserve Fund			4,349.15		30,769,584.36	0.176%
2010 Senior Lien DSF					0.15	0.176%
2010 Senior Lien Debt Service Reserve Fund			785.66		5,558,214.70	0.176%
2010-2Sub Lien Debt Service Reserve Fund			110.15		779,209.11	0.176%
2010-1Sub Lien Debt Service Reserve Fund			277.77		1,965,265.26	0.176%
2010 Senior Lien Capitalized Interest			241.03		1,705,297.71	0.176%
2010-2 Sub Liien Capitalized Interest			6.47		46,009.43	0.176%
53,088,740.49	1,000,000.00	0.00	7,547.72	370,989.97	53,725,298.24	
Amount in TexStar Operating Fund						
74,492.36	300,000.00		13.45	300,000.00	74,505.81	0.176%

CTRMA INVESTMENT REPORT

Month Ending 11/30/12						
Balance 10/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 11/30/2012	Rate Nov 12
Regions Sweep Money Market Fund						
Operating Fund	1,000,000.00		0.27	1,000,000.00	1,000,000.00	0.150%
2010-1 Sub Lien Project Acct	70,989.97		0.10	70,989.97	70,989.97	0.150%
2010 Senior Lien Project Acct	105,254.59		521.52	977,955.24	3,219,423.05	0.150%
2011 Sub Lien Project Acct	443,752.90		3.77		443,756.67	0.150%
2011 Senior Lien Project Acct	7,750,000.00		2,838.59	8,210,222.47	29,198,106.19	0.150%
2011 Sr Financial Assistance Fund	7,750,000.00		4.60	7,750,000.00	7,750,000.00	0.150%
2005 Debt Service Fund	840,395.83		553.49		5,565,075.19	0.150%
2010 Senior DSF	1,402.50		0.04		7,012.60	0.150%
2011 Senior Lien Debt Service Acct					0.33	0.150%
2010-1 Debt Service Fund	339,062.50		164.81		1,786,024.57	0.150%
Subordinate Lien TIFIA DS Fund	317,664.34		153.22		1,664,007.60	0.150%
2010-2 BABs Supplemental Security					20.55	0.150%
2010-2 Debt Service Fund	81,479.64		2.46		407,404.96	0.150%
2010-2 Cap I Fund					0.01	0.150%
2010 CAP Interest Senior lien			0.07		531.84	0.150%
2011 Sr Cap I Fund			4.70		36,881.70	0.150%
2011 Sub Debt CAP I			0.03		203.61	0.150%
2010-1 Sub lien BABs supplemental Security			0.01		79.05	0.150%
TxDOT Grant Fund			4.67		37,530.66	0.150%
Renewal and Replacement					0.66	0.150%
Revenue Fund	2,710,642.72		147.87	2,736,855.70	1,268,538.16	0.150%
General Fund	124,973.43		586.72	1,939,206.29	5,842,235.79	0.150%
2010 Senior Debt Service Reserve Fund			5.59		43,898.82	0.150%
2010-1 Debt Service Reserve Fund			0.08		9,000.51	0.150%
2010-2 Debt Service Reserve Fund			1,385.87		203,886.97	0.150%
2011 Sub Debt Debt Service Reserve Fund			447.24		3,511,012.61	0.150%
2005 Senior Lien Debt Service Reserve Fund			11.91		93,515.97	0.150%
54,924,681.20	21,091,865.52	0.00	6,837.63	22,685,229.67	53,338,154.68	
Amount in Fed Agencies and Treasuries						
Amortized Principal		(134,788.26)			166,226,472.11	
Accrued Interest			187,881.02			
166,361,260.37	0.00	(134,788.26)		0.00	166,226,472.11	

Regions Sweep Money Market Fund

Amount in Fed Agencies and Treasuries

CTRMA INVESTMENT REPORT

Month Ending 11/30/12					
Balance 10/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 11/30/2012
Certificates of Deposit	0.00	3,000,000.00		0.00	3,000,000.00
Total in Pools	53,163,232.85	1,300,000.00		7,561.17	53,799,804.05
Total in Money Market	54,924,681.20	21,091,865.52		6,837.63	53,338,154.68
Total in Fed Agencies	166,361,260.37	0.00	(134,788.26)	0.00	166,226,472.11
Total Invested	274,449,174.42	25,391,865.52	(134,788.26)	14,398.80	276,364,430.84

Rate
Nov 12

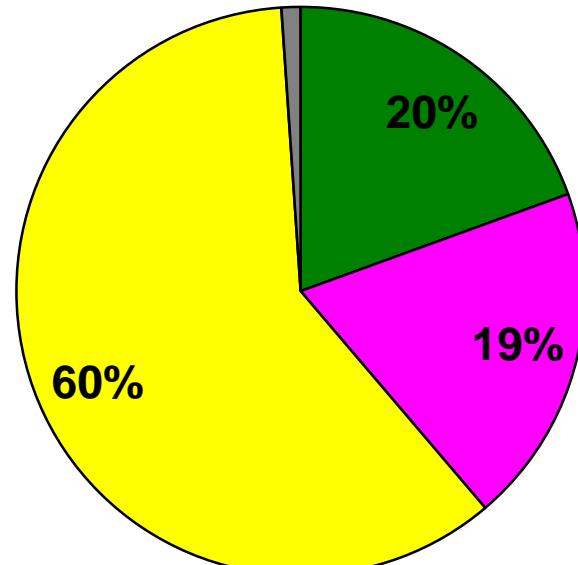
Certificates of Deposit
Total in Pools
Total in Money Market
Total in Fed Agencies

Total Invested

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

William Chapman, CFO

Allocation of Funds



■ Total in Pools

■ Total in Money Market

■ Total in Fed Agencies

■ Total in CD's

Amount of investments As of November 30, 2012

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	190,805.60	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,001,430.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Fannie Mae	31398A6F4	2,319,702.34	2,315,261.23	2,315,416.70	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,473,720.78	2,364,126.94	2,366,817.78	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,351,769.59	2,343,859.84	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,903,215.97	8,877,294.72	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	9,351,457.81	8,948,091.85	8,963,084.84	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	8,771,478.75	8,766,304.39	8,767,577.88	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
Fannie Mae	3135G0GU1	7,002,030.00	7,001,099.58	7,001,330.00	0.4704%	1/3/2012	12/27/2013	2011 Sr DSRF
Fannie Mae	3135G0GU1	3,501,015.00	3,500,549.79	3,500,665.00	0.4704%	1/3/2012	12/27/2013	2011 Sub DSRF
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	1,345,771.00	1,345,889.35	0.2300%	2/9/2012	6/1/2013	2011 SR DSRF
Fannie Mae	31398A3L4	3,883,198.70	3,852,166.12	3,855,163.10	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	3,954,171.00	3,922,571.25	3,925,623.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Fannie Mae	3135G0GH0	2,011,400.00	2,007,916.67	2,000,800.00	0.2104%	2/6/2012	12/5/2014	2010-1 DSRF
Federal Home Loan Bank	3133XR88	7,370,650.00	7,205,916.67	7,201,460.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313376M85	24,999,500.00	24,999,958.33	25,000,000.00	0.1830%	3/30/2012	12/28/2012	2011 Sr Project
Federal Home Loan Bank	313378U41	12,009,480.00	12,005,793.33	12,013,800.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	12,054,960.00	12,029,770.00	12,046,440.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	313376KS3	25,047,750.00	25,018,569.44	25,021,000.00	0.2440%	3/30/2012	6/21/2013	2011 Sub Project
Fannie Mae	31359MRG0	18,715,860.00	18,238,620.00	18,213,840.00	0.1950%	3/30/2012	3/15/2013	2011 Sub Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,259,000.00	10,271,000.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
		<u>167,563,309.44</u>	<u>166,226,472.15</u>	<u>166,223,297.81</u>				

Agency	CUSIP #	COST	Cummulative Amortization	11/30/2012		Interest Income November 30, 2012		
				Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69		230.69
Freddie Mac	3134G2U42	1,000,000.00	-	1,000,000.00	1,000,000.00	312.50		312.50
Fannie Mae	31398A6F4	2,319,702.34	4,441.11	2,315,261.23	2,315,000.00	723.44	(261.24)	462.20
Federal Home loan Bank	3137EABM0	2,473,720.78	109,593.84	2,364,126.94	2,319,000.00	7,246.88	(6,446.70)	800.18
Federal Home loan Bank	3134A4UL6	2,326,924.30	24,845.29	2,351,769.59	2,362,000.00		1,461.49	1,461.49
Federal Home loan Bank	3134A4UL6	8,794,454.76	108,761.21	8,903,215.97	8,946,000.00		6,397.69	6,397.69
Federal Home loan Bank	3137EABM0	9,351,457.81	403,365.96	8,948,091.85	8,782,000.00	27,443.75	(23,727.41)	3,716.34
Fannie Mae	31398A6F4	8,771,478.75	5,174.36	8,766,304.39	8,766,000.00	2,739.38	(304.38)	2,435.00
Fannie Mae	3135G0GU1	7,002,030.00	930.42	7,001,099.58	7,000,000.00	2,916.67	(84.58)	2,832.09
Fannie Mae	3135G0GU1	3,501,015.00	465.21	3,500,549.79	3,500,000.00	1,458.33	(42.29)	1,416.04
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	51,285.00	1,345,771.00	1,315,000.00	5,479.17	(5,128.50)	350.67
Fannie Mae	31398A3L4	3,883,198.70	31,032.58	3,852,166.12	3,830,000.00	3,590.63	(2,216.61)	1,374.02
Fannie Mae	31398A3L4	3,954,171.00	31,599.75	3,922,571.25	3,900,000.00	3,656.25	(2,257.13)	1,399.12
Fannie Mae	3135G0GH0	2,011,400.00	3,483.33	2,007,916.67	2,000,000.00	1,500.00	(316.62)	1,183.38
Federal Home Loan Bank	3133XR88	7,370,650.00	164,733.33	7,205,916.67	7,000,000.00	23,333.33	(20,591.70)	2,741.63
Federal Home Loan Bank	313376M85	24,999,500.00	(458.33)	24,999,958.33	25,000,000.00	3,750.00	41.67	3,791.67
Federal Home Loan Bank	313378U41	12,009,480.00	3,686.67	12,005,793.33	12,000,000.00	3,500.00	(526.67)	2,973.33
Freddie Mac	3134G3BF6	12,054,960.00	25,190.00	12,029,770.00	12,000,000.00	6,250.00	(2,290.00)	3,960.00
Federal Home Loan Bank	313376KS3	25,047,750.00	29,180.56	25,018,569.44	25,000,000.00	8,333.33	(2,652.78)	5,680.55
Fannie Mae	31359MRG0	18,715,860.00	477,240.00	18,238,620.00	18,000,000.00	65,625.00	(59,655.00)	5,970.00
Federal Home Loan Bank	3133XWKV0	10,388,500.00	129,500.00	10,259,000.00	10,000,000.00	19,791.67	(16,187.50)	3,604.17
		<u>167,563,309.44</u>	<u>1,604,050.29</u>	<u>166,226,472.15</u>	<u>165,225,000.00</u>	<u>187,881.02</u>	<u>(134,788.26)</u>	<u>53,092.76</u>

November 30, 2012 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	November 30, 2012 Interest	FUND
Compass Bank	CD9932129	3,000,000	0.35%	8/27/2012	2/27/2014	\$ 115.07	TxDOT Grant Fund
		<u>3,000,000</u>				<u>\$ 115.07</u>	



Monthly Newsletter - November 2012

Performance

As of November 30, 2012

Current Invested Balance	\$4,745,368,285.66
Weighted Average Maturity (1)	51 Days
Weighted Average Maturity (2)	63 Days
Net Asset Value	1.000105
Total Number of Participants	765
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$873,406.47
Management Fee Collected	\$196,301.17
% of Portfolio Invested Beyond 1 Year	0.00%
Standard & Poor's Current Rating	AAAm

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

November Averages

Average Invested Balance	\$4,789,819,061.38
Average Monthly Yield, on a simple basis	0.1720%
Average Weighted Average Maturity (1)*	51 Days
Average Weighted Average Maturity (2)*	63 Days

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

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

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

New Participants

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

- ★ Crystal City ISD
- ★ Sunbelt Fresh Water Supply District

Holiday Reminder

In observance of the Christmas holiday, **TexSTAR will be closed Tuesday, December 25, 2012**. All ACH transactions initiated on Monday, December 24th will settle on Wednesday, December 26th. In observance of the New Year's Day holiday, **TexSTAR will be closed Tuesday, January 1, 2013**. All ACH transactions initiated on Monday, December 31st will settle on Wednesday, January 2nd. Notification of any early transaction deadlines on the business day preceding the holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Economic Commentary

Global equity and credit markets continued to be volatile in November as investors shifted their focus from the ongoing credit concerns in Europe to the potential economic implications of the fiscal cliff in the U.S. Market sentiment was also influenced by developments in the European debt crisis and Chinese growth. U.S. equity markets fell after the presidential election and remained volatile throughout the month as attention turned to negotiations regarding the fiscal cliff. The fiscal cliff refers to a combination of previously agreed upon government spending cuts and increases in a variety of tax rates set to go into effect on January 1, 2013. With just a few weeks before the year-end deadline, the White House and Congress have demonstrated little progress, and markets have continued to swing on news about the potential for a deal or the lack thereof. Failure to come to an agreement on how to handle the challenges imposed by the fiscal cliff could risk putting the U.S. economy back into a recession.

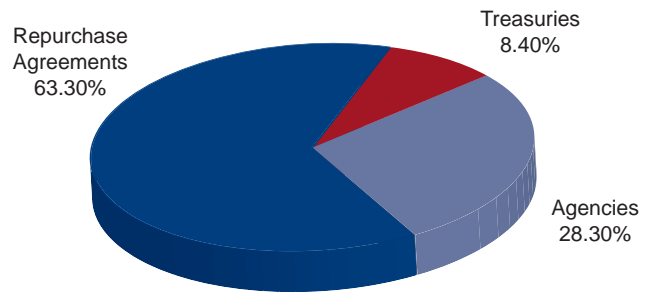
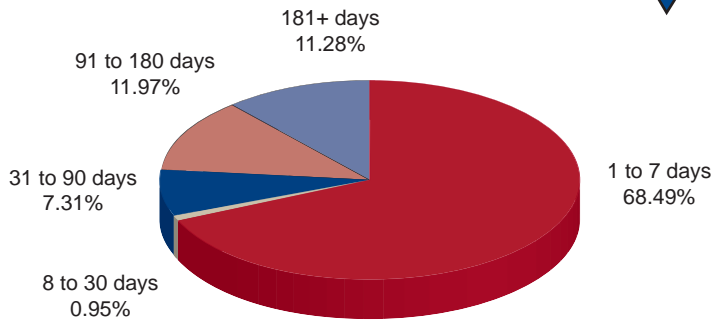
Economic data over the month was mixed, as the effects of Hurricane Sandy caused employment to weaken, and fiscal cliff worries also appeared to weigh on consumption and manufacturing data, while housing improved mildly. It is expected that Congress will move to avert much of the negative impact by year-end, although some fiscal tightening is still expected. Irrespective of a resolution, the uncertainty faced by consumers and business alike should have an adverse impact on growth in the fourth quarter. Due to persistently weak labor markets and the negative impacts of the fiscal cliff, it is expected that the Fed will announce another large-scale asset purchase program at its December meeting. The Fed's current Operation Twist program of buying long-dated Treasuries while selling short-dated Treasuries is set to conclude at year-end. Anticipations are that the Fed to keep its gross purchases constant at \$85 billion per month, in the form of \$45 billion of Treasuries and \$40 billion of mortgage-backed securities. In addition, members of the FOMC have recently discussed revising their communication policy, and it is expected in the near future the Fed will make its forward rate guidance conditional on economic indicators including the unemployment rate and the inflation rate, reflecting the Fed's dual mandate.

This information is an excerpt from an economic report dated November 2012 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

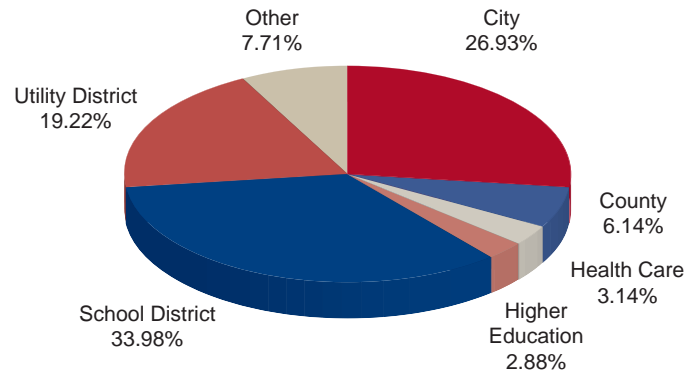
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of November 30, 2012



Portfolio by Maturity As of November 30, 2012



Distribution of Participants by Type As of November 30, 2012

Historical Program Information

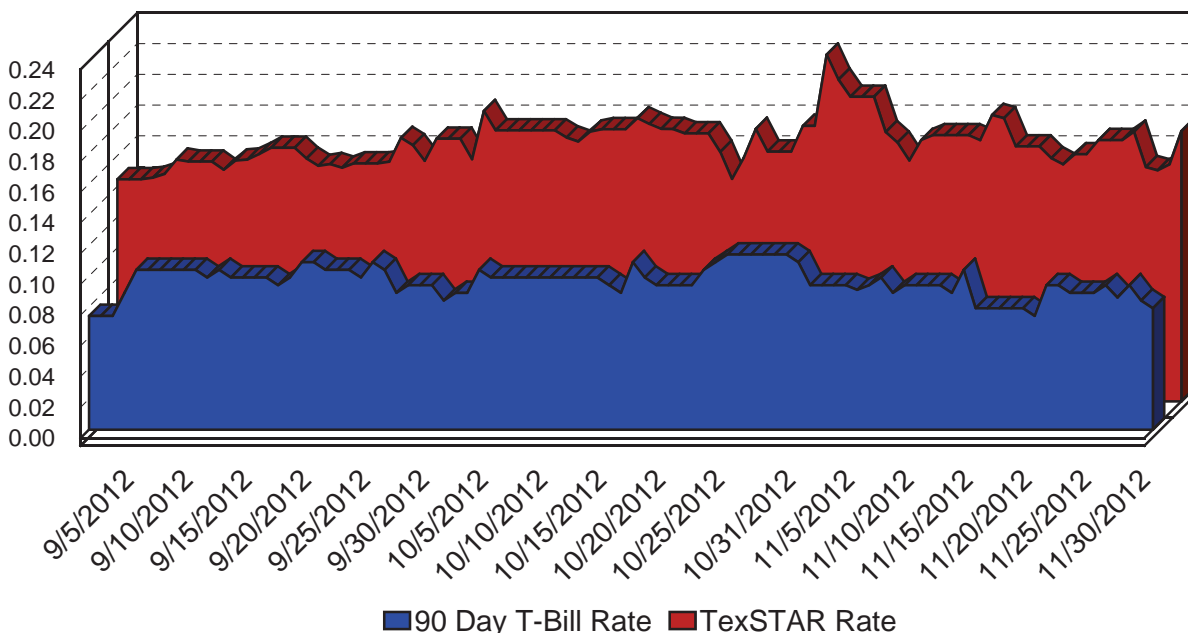
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Nov 12	0.1720%	\$4,745,368,285.66	\$4,745,870,906.22	1.000105	51	63	765
Oct 12	0.1746%	4,755,942,789.56	4,756,394,096.44	1.000094	45	60	763
Sep 12	0.1574%	4,659,065,730.90	4,659,684,743.38	1.000132	46	63	759
Aug 12	0.1326%	4,724,281,980.85	4,724,862,450.42	1.000122	49	67	759
Jul 12	0.1359%	5,189,684,471.14	5,190,308,464.19	1.000120	46	66	757
Jun 12	0.1379%	4,983,255,681.46	4,983,767,166.12	1.000102	48	70	756
May 12	0.1273%	5,178,606,480.90	5,179,224,581.51	1.000119	47	70	754
Apr 12	0.1098%	5,255,005,296.99	5,255,613,981.07	1.000115	46	69	752
Mar 12	0.1148%	5,668,145,582.64	5,668,844,552.57	1.000123	48	71	751
Feb 12	0.0986%	6,014,562,468.35	6,015,309,681.45	1.000124	48	70	751
Jan 12	0.0902%	6,122,141,791.23	6,122,989,120.67	1.000138	46	73	750
Dec 11	0.0815%	5,164,291,074.36	5,164,844,831.26	1.000107	48	79	749

Portfolio Asset Summary as of November 30, 2012

	Book Value	Market Value
Uninvested Balance	\$ 331.79	\$ 331.79
Accrual of Interest Income	1,866,585.59	1,866,585.59
Interest and Management Fees Payable	(927,384.13)	(927,384.13)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	3,002,918,000.00	3,002,918,000.00
Government Securities	1,741,510,752.41	1,742,013,372.97
Total	\$ 4,745,368,285.66	\$ 4,745,870,906.22

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 November 2012

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
11/1/2012	0.2094%	0.000005736	\$4,720,529,618.63	1.000098	48	62
11/2/2012	0.1983%	0.000005432	\$4,748,174,663.62	1.000094	47	60
11/3/2012	0.1983%	0.000005432	\$4,748,174,663.62	1.000094	47	60
11/4/2012	0.1983%	0.000005432	\$4,748,174,663.62	1.000094	47	60
11/5/2012	0.1753%	0.000004804	\$4,734,156,936.34	1.000096	48	61
11/6/2012	0.1685%	0.000004617	\$4,745,227,834.45	1.000094	52	65
11/7/2012	0.1567%	0.000004293	\$4,772,453,102.35	1.000100	53	66
11/8/2012	0.1701%	0.000004659	\$4,765,391,764.67	1.000094	54	67
11/9/2012	0.1733%	0.000004748	\$4,917,228,070.72	1.000092	50	62
11/10/2012	0.1733%	0.000004748	\$4,917,228,070.72	1.000092	50	62
11/11/2012	0.1733%	0.000004748	\$4,917,228,070.72	1.000092	50	62
11/12/2012	0.1733%	0.000004748	\$4,917,228,070.72	1.000092	50	62
11/13/2012	0.1700%	0.000004657	\$4,902,647,783.07	1.000097	52	64
11/14/2012	0.1864%	0.000005106	\$4,939,949,267.53	1.000098	52	64
11/15/2012	0.1843%	0.000005049	\$4,844,185,410.87	1.000109	52	65
11/16/2012	0.1660%	0.000004548	\$4,736,448,156.49	1.000111	52	64
11/17/2012	0.1660%	0.000004548	\$4,736,448,156.49	1.000111	52	64
11/18/2012	0.1660%	0.000004548	\$4,736,448,156.49	1.000111	52	64
11/19/2012	0.1583%	0.000004337	\$4,720,907,195.55	1.000114	52	64
11/20/2012	0.1542%	0.000004226	\$4,710,853,802.82	1.000109	52	64
11/21/2012	0.1609%	0.000004407	\$4,710,800,421.60	1.000107	52	64
11/22/2012	0.1609%	0.000004407	\$4,710,800,421.60	1.000107	52	64
11/23/2012	0.1701%	0.000004661	\$4,737,609,234.94	1.000105	50	62
11/24/2012	0.1701%	0.000004661	\$4,737,609,234.94	1.000105	50	62
11/25/2012	0.1701%	0.000004661	\$4,737,609,234.94	1.000105	50	62
11/26/2012	0.1755%	0.000004809	\$4,783,948,897.91	1.000103	49	61
11/27/2012	0.1525%	0.000004177	\$4,798,431,967.65	1.000107	52	63
11/28/2012	0.1504%	0.000004120	\$4,895,559,368.24	1.000103	51	63
11/29/2012	0.1542%	0.000004226	\$4,857,751,314.39	1.000108	51	63
11/30/2012	0.1759%	0.000004820	\$4,745,368,285.66	1.000105	51	63
Average	0.1720%	0.000004712	\$4,789,819,061.38		51	63

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>Joni Freeman</i>	<i>JP Morgan Chase</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Hardy Browder</i>	<i>City of Cedar Hill</i>	<i>Advisory Board</i>
<i>Oscar Cardenas</i>	<i>Northside ISD</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>Plano ISD</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Becky Brooks</i>	<i>Government Resource Associates, LLC</i>	<i>Advisory Board</i>
<i>Len Santow</i>	<i>Griggs & Santow</i>	<i>Advisory Board</i>

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



J.P.Morgan
Asset Management

Attachment B

Financial Report for December, 2012

**Central Texas Regional Mobility Authority
Balance Sheet**

As of	December 31, 2012	December 31, 2011
Assets		
Current Assets		
Cash in Regions Operating Account	268,187	54,166
Cash In TexSTAR	74,519	106,821
Regions Payroll Account	26,979	74,651
Restricted cash/cash equivalents		
Fidelity Government MMA	108,670,976	33,506,456
Restricted Cash-TexStar	53,757,775	65,784,979
Regions SIB account	0	0
Overpayment accounts	37,100	24,464
Total Cash and Cash Equivalents	162,835,536	99,551,537
Accounts Receivable	15,269	25,537
Due From Employees	33	0
Due From TTA	540,356	406,363
Due From NTTA	53,981	83,336
Due From HCTRA	81,410	74,893
Due From TxDOT	833,189	232,910
Due From Federal Government	214,900	0
Interest Receivable	370,786	183,512
Total Receivables	2,281,172	1,006,550
Short Term Investments		
Treasuries	4,549,017	4,549,017
Short Term Investments	104,422,352	12,931,554
Other Current Assets		
Prepaid Insurance	46,011	46,405
Total Current Assets	269,585,072	113,537,702
Construction Work In Process		
	304,440,288	279,297,361
Fixed Assets		
Computers(net)	25,979	27,186
Computer Software(net)	(7,853)	675,732
Furniture and Fixtures(net)	11,107	15,385
Equipment(net)	30,524	49,397
Autos and Trucks(net)	17,821	24,719
Buildings and Toll Facilities(net)	6,090,186	6,255,852
Highways and Bridges(net)	276,750,667	175,235,918
Communication Equipment(net)	856,032	1,046,853
Toll Equipment(net)	9,219,931	2,314,464
Signs(net)	6,002,720	5,022,459
Land Improvements(net)	3,330,973	1,145,452
Right of Way	24,800,630	24,683,553
Leasehold Improvements	51,827	62,921
Total Fixed Assets	327,180,543	216,559,891
Long Term Investments		
GIC (Restricted)	0	214,929,774
Agencies-LT	18,145,913	35,693,620
Other Assets		
Security Deposits	8,644	8,644
Intangible Assets	650	650
Total Bond Issuance Costs	14,773,282	15,482,713
Total Assets	934,134,391	875,510,355

Liabilities

Current Liabilities

Accounts Payable	506,878	255,515
Overpayments	38,143	25,216
Interest Payable	21,639,292	22,140,918
TCDRS Payable	41,899	59,450
Due to other Entities	0	19,669
FICA Payable	0	0
Other	0	17,178
Due to State of Texas	0	2,298
Total Current Liabilities	22,397,460	22,520,243

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	413,815
Retainage Payable	0	1,655
Senior Lien Revenue Bonds 2005	172,628,655	172,698,781
Senior Lien Revenue Bonds 2010	103,020,626	98,510,797
Senior Lien Revenue Bonds 2011	306,913,930	306,247,521
Sn Lien Rev Bnd Prem/Disc 2005	4,572,712	4,705,454
Sn Lien Rev Bnd Prem/Disc 2010	150,669	186,438
Tot Sr Lien Rev Bond Pay Pre/D	922,071	877,207
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	70,000,000
Sub Lien Bond 2011 Prem/Disc	(2,033,993)	(2,123,809)
TIFIA note 2008	77,656,077	77,626,562
2010 Regions BAB's Payable	0	0
2011 Regions Draw Down Note	800,000	0
Total Long Term Liabilities	775,096,455	769,252,528
Total Liabilities	797,493,915	791,772,771

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	86,019,147	61,913,602
Current Year Operations	32,286,483	3,289,137
Total Net Assets	118,305,630	65,202,739

Total Liabilities and Net Assets

934,134,391	875,310,355
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Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	23,891,717	10,413,732	43.59%	7,838,796
Toll Revenue-HCTRA-183A	756,067	491,206	64.97%	352,420
Toll Revenue-NTTA-183A	453,640	316,156	69.69%	229,593
Video Tolls	3,629,122	2,255,075	62.14%	1,745,792
Fee revenue	1,512,134	892,032	58.99%	631,710
Total Operating Revenue	30,242,680	14,368,201	47.51%	10,798,311
Other Revenue				
Interest Income	180,000	115,369	64.09%	106,489
Grant Revenue	1,236,000	37,217,623	3011%	5,752,071
Reimbursed Expenditures	-	34,774		-
Misc Revenue	2,500	216,007	8640%	918,227
Gain/Loss on Sale of Asset	-	-	0.00%	12,342
Unrealized Loss	-	42,708		-
Total Other Revenue	1,418,500	37,626,482	2653%	6,789,129
Total Revenue	\$ 31,661,180	\$ 51,994,683	164.22%	\$ 17,587,440
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,115,939	922,930	43.62%	960,937
Part Time Salry Expense	12,000	480	4.00%	7,927
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	1,202	24.03%	7,623
TCDRS	307,536	122,218	39.74%	134,743
FICA	96,433	24,404	25.31%	30,083
FICA MED	30,899	13,440	43.50%	13,773
Health Insurance Expense	186,370	88,891	47.70%	82,323
Life Insurance Expense	5,684	3,022	53.17%	2,534
Auto Allowance Expense	10,200	-	0.00%	4,462
Other Benefits	185,610	43,364	23.36%	87,676
Unemployment Taxes	12,960	-	0.00%	215
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,021,631	1,219,950	40.37%	1,332,298

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	3,162	26.35%	13,403
Auditing	65,000	44,990	69.22%	44,771
General Engineering Consultant	1,250,000	120,515	9.64%	411,696
GEC-Financial Planning Support	-	24,958		-
GEC-Roadway Ops Support	-	34,304		-
GEC-Technology Support	-	11,148		-
GEC-Public Information Support	-	3,436		-
GEC-General Support	-	67,799		-
General System Consultant	175,000	6,028	3.44%	27,886
Image Processing	780,000	454,347	58.25%	442,109
Facility maintenance	41,954	3,449	8.22%	5,999
HERO	1,629,000	525,522	32.26%	322,100
Human Resources	25,000	9,357	37.43%	3,221
Legal	270,000	152,042	56.31%	76,676
Photography	15,000	-	0.00%	11,850
Communications and Marketing	-			36,757
Total Professional Services	4,262,954	1,461,056	34.27%	1,396,468
<u>Other Contractual Services</u>				
IT Services	65,000	16,879	25.97%	23,808
Graphic Design Services	10,000	-	0.00%	400
Website Maintenance	35,000	2,929	8.37%	5,783
Research Services	50,000	3,149	6.30%	3,100
Copy Machine	10,000	2,324	23.24%	2,980
Software Licenses	17,200	7,387	42.95%	805
ETC Maintenance Contract	1,029,900	343,567	33.36%	276,979
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	16,620
Communications and Marketing	140,000	92,767	66.26%	-
Advertising Expense	60,000	25,233	42.06%	1,281
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	20,920	418.40%	1,946
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Law Enforcement	250,000	76,681	30.67%	117,219
Special assignments	5,000	-	0.00%	-
Traffic Management	-	14,417		34,396
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	114	18.94%	-
Roadway Maintenance Contract	640,000	71,884	11.23%	53,182
Landscape Maintenance	280,000	76,925	27.47%	74,222
Signal & Illumination Maint	-	34,216		42,069
Mowing and litter control	-	40,806		40,603
Striping	-	-	0.00%	19,600
Graffiti removal	-	225		-
Cell Phones	9,700	3,789	39.06%	3,592
Local Telephone Service	18,000	7,076	39.31%	6,457
Internet	4,500	-	0.00%	435
Fiber Optic System	63,000	14,426	22.90%	28,261
Other Communication Expenses	11,500	102	0.88%	273
Subscriptions	1,850	53	2.89%	120
Memberships	33,959	6,274	18.48%	6,890
Continuing Education	7,300	1,935	26.50%	962
Professional Development	14,000	-	0.00%	3,020
Seminars and Conferences	33,000	11,909	36.09%	6,990
Staff-Travel	76,000	44,699	58.81%	23,718
Other Contractual Svcs	200	-	0.00%	177
TxTag Collection Fees	1,434,788	579,783	40.41%	540,713
Contractual Contingencies	250,500	649	0.26%	32,640
Total Other Contractual Services	4,738,497	1,501,117	31.68%	1,369,242
Total Contractual Services	9,001,451	2,962,173	32.91%	2,765,710
Materials and Supplies				
Books & Publications	12,500	3,225	25.80%	4,056
Office Supplies	11,000	1,091	9.92%	2,573
Computer Supplies	12,500	3,998	31.98%	6,891
Copy Supplies	2,200	745	33.89%	18
Annual Report printing	7,000	-	0.00%	-
Other Reports-Printing	10,000	2,901	29.01%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	2,500	-	0.00%	688
Maintenance Supplies-Roadway	9,175	-	0.00%	9,175
Promotional Items	10,000	4,827	48.27%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-
Tools & Equipment Expense	1,000	-	0.00%	31
Misc Materials & Supplies	3,000	-	0.00%	592
Total Materials and Supplies	120,875	16,788	13.89%	24,024
Operating Expenses				
Gasoline Expense	5,000	2,107	42.14%	2,163
Mileage Reimbursement	5,950	2,382	40.03%	1,920
Toll Tag Expense	3,120	1,383	44.32%	1,424
Parking	41,175	16,535	40.16%	20,123
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	9,800	5,268	53.75%	2,118
Public Notices	2,200	-	0.00%	-
Postage Expense	5,650	138	2.44%	72
Overnight Delivery Services	1,600	127	7.92%	193
Local Delivery Services	1,250	12	0.96%	6
Insurance Expense	90,000	31,050	34.50%	38,964
Repair & Maintenance-General	500	403	80.65%	263
Repair & Maintenance-Vehicles	500	109	21.77%	358
Repair & Maintenance Toll Equip	5,000	400	8.01%	-
Rent Expense	250,000	89,350	35.74%	101,449
Water	7,500	3,716	49.54%	4,386
Electricity	178,500	32,912	18.44%	30,416
Other Licenses	640	494	77.19%	275
Community Initiative Grants	65,000	30,000	46.15%	35,000
Non Cash Operating Expenses				
Amortization Expense	76,000	180,805	237.90%	614,808
Dep Exp- Furniture & Fixtures	9,000	802	8.91%	4,460
Dep Expense - Equipment	26,400	8,445	31.99%	7,189

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Dep Expense - Autos & Trucks	7,000	3,449	49.27%	2,874
Dep Expense-Buildng & Toll Fac	177,000	88,279	49.88%	88,279
Dep Expense-Highways & Bridges	8,000,000	3,153,301	39.42%	2,483,603
Dep Expense-Communic Equip	195,000	95,411	48.93%	95,422
Dep Expense-Toll Equipment	965,000	419,794	43.50%	230,891
Dep Expense - Signs	135,000	73,776	54.65%	66,634
Dep Expense-Land Improvemts	67,000	61,400	91.64%	32,902
Depreciation Expense-Computers	10,000	5,670	56.70%	4,905
Total Operating Expenses	10,346,035	4,307,518	41.63%	3,871,095
Financing Expenses				
Arbitrage Rebate Calculation	6,000	5,605	93.42%	5,455
Loan Fee Expense	12,500	-	0.00%	12,000
Rating Agency Expense	35,000	11,000	31.43%	5,300
Trustee Fees	6,000	2,000	33.33%	-
Bank Fee Expense	8,000	2,944	36.80%	14,318
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	20,318,015	10,962,537	53.95%	6,014,974
Contingency	15,000	-	0.00%	-
Non Cash Financing Expenses				
Bond issuance expense	300,000	217,685	72.56%	253,130
Total Financing Expenses	20,704,515	11,201,772	54.10%	6,305,177
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 43,194,507	\$ 19,708,199	45.63%	\$ 14,298,303
Net Income	\$ (11,533,327)	\$ 32,286,483		\$ 3,289,137

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2013
as of December 31, 2012

Cash flows from operating activities:

Receipts from Department of Transportation	\$ 38,322,094
Receipts from toll fees	14,528,784
Receipts from other fees	-
Receipts from interest income	1,148,256
Receipts from other sources	318,136
Payments to vendors	(4,364,919)
Payments to employees and benefits	(1,295,738)
Net cash flows used in operating activities	<u>48,656,613</u>

Cash flows from capital and related financing activities:

Payments on interest	(20,375,502)
Payment on Bonds/Notes	(300,000)
Acquisitions of property and equipment	(3,875)
Acquisitions of construction in progress	(66,535,059)
Proceeds from Draw Down Note	700,000
Net cash flows used in capital and related financing activities	<u>(86,514,436)</u>

Cash flows from investing activities:

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

Net increase in cash and cash equivalents	61,947,527
Cash and cash equivalents at beginning of July 2012	100,680,911
Cash and cash equivalents at end of December 2012	<u>\$ 162,835,536</u>

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

Change in net assets	\$ 32,286,483
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	4,091,133
Nonoperating interest	10,960,894
Bond Issuance Expense	217,685
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	1,088,342
(Increase)/Decrease in prepaid expenses and other assets	(30,089)
(Increase)/Decrease in interest receivable	1,091,352
Increase/(Decrease) in deferred revenue (audit adjustments)	(77,482)
Increase/(Decrease) in other payable	(131,311)
Increase/(Decrease) in accounts payable	(840,394)
Total adjustments	<u>16,370,130</u>
Net cash flows provided by operating activities	<u>\$ 48,656,613</u>

INVESTMENTS by FUND

		Balance	
		December 31, 2012	
Renewal & Replacement Fund			
TexSTAR	660,869.35		TexSTAR 53,832,293.88
Regions Sweep	0.66		CD's 3,000,000.00
Agencies		660,870.01	Regions Sweep 108,670,976.28
TxDOT Grant Fund			Agencies 119,560,157.17
TexSTAR	5,422,954.89		
Regions Sweep	37,535.29		
CD's	3,000,000.00		
Agencies	1,000,000.00	9,460,490.18	\$ 285,063,427.33
Subordinate Lien DS Fund 05			
Regions Sweep	1,986,875.22	1,986,875.22	
Debt Service Reserve Fund 05			
TexSTAR	30,773,887.27		
Regions Sweep	7,143,902.50		
Agencies	5,190,592.00	43,108,381.77	
Debt Service Fund 05			
Regions Sweep	6,406,108.77	6,406,108.77	
2010 Senior Lien DSF			
Regions Sweep	15,961.25		
TexSTAR	0.15	15,961.40	
2010-1 Debt Service Fund			
Regions Sweep	2,034,375.00	2,034,375.00	
2010-2 Debt Service Fund			
Regions Sweep	409,723.82	409,723.82	
Agencies			
2011 Debt Service Acct			
Regions Sweep	0.33	0.33	
2011 Sub Debt DSRF			
Regions Sweep	7,020,195.47		
Agencies		7,020,195.47	
Operating Fund			
TexSTAR	74,518.89		
TexSTAR-Trustee	1,901,288.09		
Regions Sweep	2.18	1,975,809.16	
Revenue Fund			
TexSTAR	1.00		
Regions Sweep	874,364.93	874,365.93	
General Fund			
TexSTAR	53.78		
Regions Sweep	5,184,062.83	5,184,116.61	
2010 Senior Lien Capitalized Interest			
Regions Sweep	531.91		
TexSTAR	1,705,536.18	1,706,068.09	
2010-1 Sub Lien Capitalized Interest			
Regions Sweep	0.00		
TexSTAR	0.00	-	
2010-2 Sub Lien Capitalized Interest			
TexSTAR	46,015.87		
Regions Sweep	0.01	46,015.88	
2011 Sr Capitalized Interest Fund			
Regions Sweep	8,983,985.00		
Agencies	17,833,978.13	26,817,963.13	
2011 Sub Capitalized Interest Fund			
Regions Sweep	2,363,025.52		
Agencies	4,710,911.34	7,073,936.86	
2010-1 Sub BABs subsidy			
Regions Sweep	712,110.31	712,110.31	
2010-2 Sub BABs subsidy			
Regions Sweep	20.55	20.55	
2010 Senior Lien Debt Service Reserve Fund			
TexSTAR	5,558,991.97		
Regions Sweep	43,904.23		
Agencies	3,920,314.13	9,523,210.33	
2010-2 Sub Lien Debt Service Reserve Fund			
TexSTAR	779,318.08		
Regions Sweep	203,888.64		
Agencies	190,000.00	1,173,206.72	
2010-1Sub Lien Debt Service Reserve Fund			
TexSTAR	1,911,060.75		
Regions Sweep	0.00		
Agencies	2,058,595.73	3,969,656.48	
MoPac Construction Fund			
Regions Sweep	16,500,000.00	16,500,000.00	
2010-1 Sub Lien Projects Fund			
TexSTAR	830,512.09		
Regions Sweep	0.10	830,512.19	
2010 Senior Lien Construction Fund			
TexSTAR	1.19		
Regions Sweep	3,172,626.90	3,172,628.09	
2011 Sub Debt Project fund			
TexSTAR	4,167,164.67		
Agencies	43,194,881.67		
Regions Sweep	493,760.32	47,855,806.66	
2011 Sr Financial Assistance Fund			
Regions Sweep	4.60	4.60	
2011 Senior Lien Project Fund			
TexSTAR	119.66		
Regions Sweep	45,084,009.94		
Agencies	41,460,884.17	86,545,013.77	
		<u>\$ 285,063,427.33</u>	

CTRMA INVESTMENT REPORT

Month Ending 12/30/12						Rate
Balance 11/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 12/31/2012	Dec 12
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund			582.66		4,167,164.67	0.182%
2011 Senior Lien Construction Fund					119.66	0.182%
2010 Senior Lien Construction Fund					1.19	0.182%
2010-1 Sub Lien Projects			117.85	20,562.26	830,512.09	0.182%
General Fund					53.78	0.182%
Trustee Operating Fund	1,000,000.00		258.28	900,000.00	1,901,288.09	0.182%
Renewal and Replacement			92.40		660,869.35	0.182%
TxDOT Grant Fund			758.27		5,422,954.89	0.182%
Revenue Fund					1.00	0.182%
Senior Lien Debt Service Reserve Fund			4,302.91		30,773,887.27	0.182%
2010 Senior Lien DSF					0.15	0.182%
2010 Senior Lien Debt Service Reserve Fund			777.27		5,558,991.97	0.182%
2010-2Sub Lien Debt Service Reserve Fund			108.97		779,318.08	0.182%
2010-1Sub Lien Debt Service Reserve Fund			268.25	54,472.76	1,911,060.75	0.182%
2010 Senior Lien Capitalized Interest			238.47		1,705,536.18	0.182%
2010-2 Sub Liien Capitalized Interest			6.44		46,015.87	0.182%
53,725,298.24	1,000,000.00	0.00	7,511.77	975,035.02	53,757,774.99	
Amount in TexStar Operating Fund						
74,505.81	900,000.00		13.08	900,000.00	74,518.89	0.182%

CTRMA INVESTMENT REPORT

Month Ending 12/30/12						Rate
Balance 11/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 12/31/2012	Dec 12
Regions Sweep Money Market Fund						
Operating Fund	1.91	1,000,000.00		0.27	1,000,000.00	2.18 0.150%
2010-1 Sub Lien Project Acct	0.10	20,562.26			20,562.26	0.10 0.150%
2010 Senior Lien Project Acct	3,219,423.05	91,145.87		438.49	138,380.51	3,172,626.90 0.150%
2011 Sub Lien Project Acct	443,756.67			50,003.65		493,760.32 0.150%
2011 Senior Lien Project Acct	29,198,106.19	25,000,000.00		63,670.32	9,177,766.57	45,084,009.94 0.150%
2011 Sr Financial Assistance Fund	4.60					4.60 0.150%
2005 Debt Service Fund	5,565,075.19	840,395.83		637.75		6,406,108.77 0.150%
2010 Senior DSF	7,012.60	8,948.60		0.05		15,961.25 0.150%
2011 Senior Lien Debt Service Acct	0.33					0.33 0.150%
2010-1 Debt Service Fund	1,786,024.57	248,149.74		200.69		2,034,375.00 0.150%
Subordinate Lien TIFIA DS Fund	1,664,007.60	322,680.74		186.88		1,986,875.22 0.150%
2010-2 BABs Supplemental Security	20.55					20.55 0.150%
2010-2 Debt Service Fund	407,404.96	2,315.82		3.04		409,723.82 0.150%
2010-2 Cap I Fund	0.01					0.01 0.150%
2010 CAP Interest Senior lien	531.84			0.07		531.91 0.150%
2011 Sr Cap I Fund	36,881.70	8,766,000.00		181,103.30		8,983,985.00 0.150%
2011 Sub Debt CAP I	203.61	2,315,000.00		47,821.91		2,363,025.52 0.150%
2010-1 Sub lien BABs supplemental Security	79.05	712,031.25		0.01		712,110.31 0.150%
TxDOT Grant Fund	37,530.66			4.63		37,535.29 0.150%
Renewal and Replacement	0.66					0.66 0.150%
Revenue Fund	1,268,538.16	2,127,142.60		152.67	2,521,468.50	874,364.93 0.150%
General Fund	5,842,235.79			817.95	658,990.91	5,184,062.83 0.150%
2010 Senior Debt Service Reserve Fund	43,898.82			5.41		43,904.23 0.150%
2010-1 Debt Service Reserve Fund	9,000.51	2,054,472.76		9,000.07	2,072,473.34	0.00 0.150%
2010-2 Debt Service Reserve Fund	203,886.97			1.67		203,888.64 0.150%
2011 Sub Debt Debt Service Reserve Fund	3,511,012.61	3,500,000.00		9,182.86		7,020,195.47 0.150%
2005 Senior Lien Debt Service Reserve Fund	93,515.97	7,000,000.00		50,386.53		7,143,902.50 0.150%
MoPac Managed Lane Construction Fund		16,500,000.00				16,500,000.00 0.150%
	53,338,154.68	70,508,845.47	0.00	413,618.22	15,589,642.09	108,670,976.28
Amount in Fed Agencies and Treasuries						
Amortized Principal	166,226,472.11	2,062,640.00	(147,955.05)		48,580,999.86	119,560,157.20
Accrued Interest				193,381.02		
	166,226,472.11	2,062,640.00	(147,955.05)		48,580,999.86	119,560,157.20

CTRMA INVESTMENT REPORT

Month Ending 12/30/12					
Balance 11/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 12/31/2012
Certificates of Deposit	0.00	3,000,000.00		0.00	3,000,000.00
Total in Pools	53,799,804.05	1,900,000.00		7,524.85	53,832,293.88
Total in Money Market	53,338,154.68	70,508,845.47		413,618.22	108,670,976.28
Total in Fed Agencies	166,226,472.11	2,062,640.00	(147,955.05)		119,560,157.20
Total Invested	273,364,430.84	77,471,485.47	(147,955.05)	421,143.07	66,045,676.97
					285,063,427.36

Rate
Dec 12

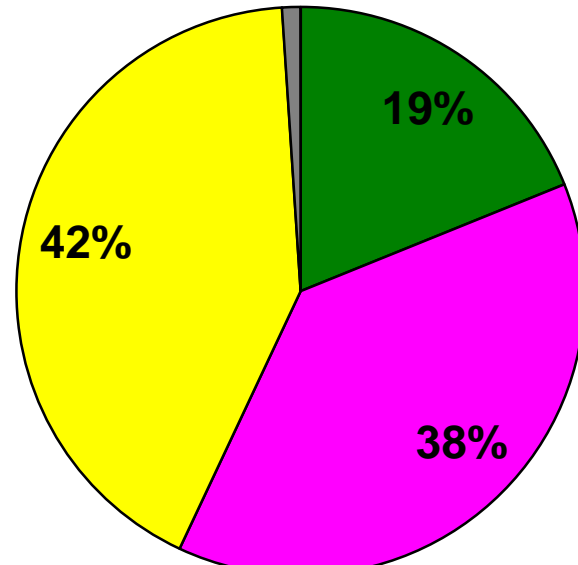
Certificates of Deposit
Total in Pools
Total in Money Market
Total in Fed Agencies

Total Invested

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

William Chapman, CFO

Allocation of Funds



■ Total in Pools

■ Total in Money Market

■ Total in Fed Agencies

■ Total in CD's

Amount of investments As of December 31, 2012

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	190,674.50	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,001,530.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Fannie Mae	31398A6F4	Matured	Matured	Matured	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,473,720.78	2,357,680.26	2,360,742.00	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,353,231.08	2,345,843.92	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,909,613.69	8,884,809.36	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	9,351,457.81	8,924,364.44	8,940,076.00	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	Matured	Matured	Matured	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
Fannie Mae	3135G0GU1	CALLED	CALLED	CALLED	0.4704%	1/3/2012	12/27/2013	2011 Sr DSRF
Fannie Mae	3135G0GU1	CALLED	CALLED	CALLED	0.4704%	1/3/2012	12/27/2013	2011 Sub DSRF
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	1,340,642.50	1,340,800.30	0.2300%	2/9/2012	6/1/2013	2011 SR DSRF
Fannie Mae	31398A3L4	3,883,198.70	3,849,949.50	3,855,622.70	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	3,954,171.00	3,920,314.13	3,926,091.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Fannie Mae	3135G0GH0	CALLED	CALLED	CALLED	0.2104%	2/6/2012	12/5/2014	2010-1 DSRF
Federal Home Loan Bank	3133XR88	7,370,650.00	7,185,325.00	7,181,510.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313376M85	Matured	Matured	Matured	0.1830%	3/30/2012	12/28/2012	2011 Sr Project
Federal Home Loan Bank	313378U41	12,009,480.00	12,005,266.67	12,015,120.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	12,054,960.00	12,027,480.00	12,048,480.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	313376KS3	25,047,750.00	25,015,916.67	25,024,750.00	0.2440%	3/30/2012	6/21/2013	2011 Sub Project
Fannie Mae	31359MRG0	18,715,860.00	18,178,965.00	18,155,160.00	0.1950%	3/30/2012	3/15/2013	2011 Sub Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,242,812.50	10,259,600.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
Freddie Mac	3137EADD8	1,004,940.00	1,004,742.40	1,004,090.00	0.2290%	12/3/2012	4/17/2015	2010-1 DSRF
Northside ISD	66702RAG7	1,057,700.00	1,053,853.33	1,054,910.00	0.3580%	12/5/2012	2/15/2015	2010-1 DSRF
		<u>119,963,123.35</u>	<u>119,560,157.17</u>	<u>119,589,809.78</u>				

Agency	CUSIP #	COST	Cumulative			Interest Income		
			Amortization	12/31/2012 Book Value	Maturity Value	Accrued Interest	Amortization	December 31, 2012 Interest Earned
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69		230.69
Freddie Mac	3134G2U42	1,000,000.00	-	1,000,000.00	1,000,000.00	312.50		312.50
Fannie Mae	31398A6F4	Matured	Matured	Matured	2,315,000.00	723.44	(261.24)	462.20
Federal Home loan Bank	3137EABM0	2,473,720.78	116,040.52	2,357,680.26	2,319,000.00	7,246.88	(6,446.70)	800.18
Federal Home loan Bank	3134A4UL6	2,326,924.30	26,306.78	2,353,231.08	2,362,000.00		1,461.49	1,461.49
Federal Home loan Bank	3134A4UL6	8,794,454.76	115,158.93	8,909,613.69	8,946,000.00		6,397.72	6,397.72
Federal Home loan Bank	3137EABM0	9,351,457.81	427,093.37	8,924,364.44	8,782,000.00	27,443.75	(23,727.41)	3,716.34
Fannie Mae	31398A6F4	Matured	Matured	Matured	8,766,000.00	2,739.38	(304.38)	2,435.00
Fannie Mae	3135G0GU1	CALLED	CALLED	CALLED	7,000,000.00	2,916.67	(1,099.58)	1,817.09
Fannie Mae	3135G0GU1	CALLED	CALLED	CALLED	3,500,000.00	1,458.33	(549.79)	908.54
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	56,413.50	1,340,642.50	1,315,000.00	5,479.17	(5,128.50)	350.67
Fannie Mae	31398A3L4	3,883,198.70	33,249.20	3,849,949.50	3,830,000.00	3,590.63	(2,216.61)	1,374.02
Fannie Mae	31398A3L4	3,954,171.00	33,856.87	3,920,314.13	3,900,000.00	3,656.25	(2,257.13)	1,399.12
Fannie Mae	3135G0GH0	CALLED	CALLED	CALLED	2,000,000.00	1,500.00	(7,916.67)	(6,416.67)
Federal Home Loan Bank	3133XR88	7,370,650.00	185,325.00	7,185,325.00	7,000,000.00	23,333.33	(20,591.70)	2,741.63
Federal Home Loan Bank	313376M85	Matured	Matured	Matured	25,000,000.00	3,750.00	41.67	3,791.67
Federal Home Loan Bank	313378U41	12,009,480.00	4,213.33	12,005,266.67	12,000,000.00	3,500.00	(526.67)	2,973.33
Freddie Mac	3134G3BF6	12,054,960.00	27,480.00	12,027,480.00	12,000,000.00	6,250.00	(2,290.00)	3,960.00
Federal Home Loan Bank	313376KS3	25,047,750.00	31,833.33	25,015,916.67	25,000,000.00	8,333.33	(2,652.78)	5,680.55
Fannie Mae	31359MRG0	18,715,860.00	536,895.00	18,178,965.00	18,000,000.00	65,625.00	(59,655.00)	5,970.00
Federal Home Loan Bank	3133XWKV0	10,388,500.00	145,687.50	10,242,812.50	10,000,000.00	19,791.67	(16,187.50)	3,604.17
Freddie Mac	3137EADD8	1,004,940.00	197.60	1,004,742.40	1,000,000.00	500.00	(197.60)	302.40
Northside ISD	66702RAG7	1,057,700.00	3,846.67	1,053,853.33	1,000,000.00	5,000.00	(3,846.67)	1,153.33
		<u>121,020,823.35</u>	<u>1,743,597.60</u>	<u>119,560,157.17</u>	<u>167,225,000.00</u>	<u>193,381.02</u>	<u>(147,955.05)</u>	<u>45,425.97</u>

December 31, 2012 Certificates of Deposit Outstanding

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



Monthly Newsletter - December 2012

Performance

As of December 31, 2012

Current Invested Balance	\$5,411,874,896.68
Weighted Average Maturity (1)	44 Days
Weighted Average Maturity (2)	53 Days
Net Asset Value	1.000123
Total Number of Participants	767
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$901,422.13
Management Fee Collected	\$209,777.76
% of Portfolio Invested Beyond 1 Year	0.00%
Standard & Poor's Current Rating	AAAm

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

December Averages

Average Invested Balance	\$4,953,290,851.30
Average Monthly Yield, on a simple basis	0.1647%
Average Weighted Average Maturity (1)*	49 Days
Average Weighted Average Maturity (2)*	60 Days

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

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

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

New Participants

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

★ Jefferson County WCID No. 10 ★ Post ISD

Holiday Reminder

In observance of Martin Luther King Jr. holiday, **TexSTAR will be closed Monday, January 21, 2013.** All ACH transactions initiated on Friday, January 18th will settle on Tuesday, January 22nd.

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

Economic Commentary

Global equity and credit markets were volatile in the fourth quarter as investors shifted their focus from the ongoing credit concerns in Europe to the U.S. elections and the potential economic implications of the "fiscal cliff". U.S. economic data was generally a bit better in the fourth quarter, with housing showing the strongest improvement. After much anticipation, the election was status quo with President Obama re-elected and a Congress that remained divided. U.S. equity markets and short-term interest rates fell as the "fiscal cliff" took center stage. Markets swung back and forth on news about a potential for a deal or lack thereof. Uncertainty remained on concerns that negotiations would be protracted. Finally, Congress was able to pass a last-minute bill at the end of the year that averted the full brunt of the "fiscal cliff." However, the measures, which include higher marginal tax rates for upper income households, higher tax rates for capital gains and dividends, and a higher tax rate on estates, only addressed revenue. Congress put off the more important decisions regarding spending cuts via sequestration and the debt ceiling until February and March. Given the difficulty in reaching the deal on taxes, fiscal uncertainty is likely to linger as the new Congress faces a difficult challenge in seeking agreement on spending cuts. The U.S. officially reached the debt ceiling limit on December 31st, but the U.S. Treasury is undertaking extraordinary measures in order to continue paying its obligations for approximately another two months.

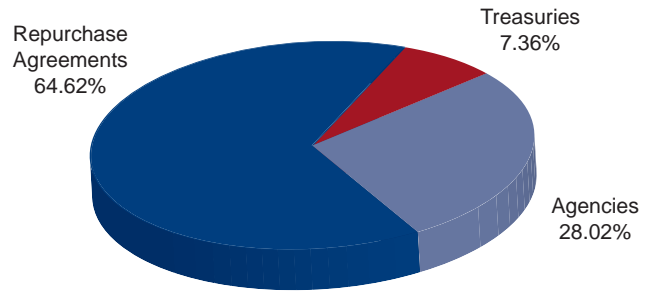
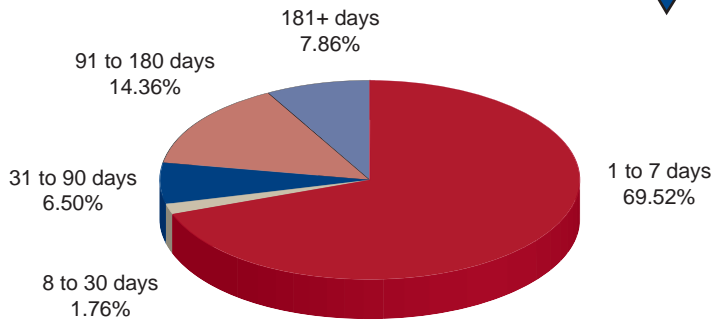
The three major concerns that dominated 2012 appear to have eased as investor fears of a eurozone debt crisis, the fiscal cliff and a Chinese economic hard landing have abated. The conversion of the Fed's Operation Twist to outright open-ended Treasury purchases and the fiscal cliff compromise are positive forces in the U.S. The amount of liquidity being injected into the global financial system by central banks is overwhelming and provides significant monetary conditions for a recovery. The transmission mechanism into economic growth has not yet been triggered, but the likelihood of this happening in the near-term has increased. However, while central banks have reduced tail risks, the ongoing political struggle in the U.S. over spending cuts and the debt ceiling creates significant uncertainty.

This information is an excerpt from an economic report dated December 2012 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

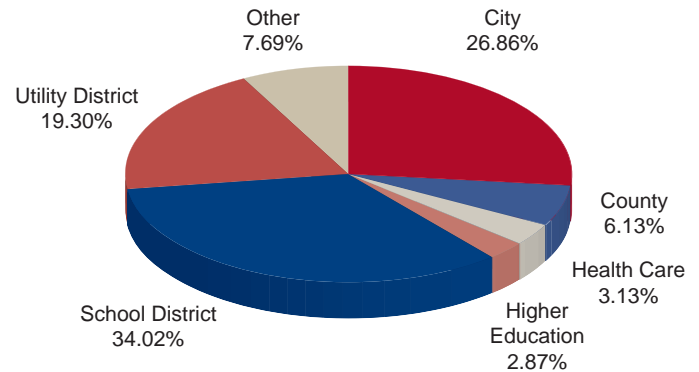
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of December 31, 2012



Portfolio by Maturity As of December 31, 2012



Distribution of Participants by Type As of December 31, 2012

Historical Program Information

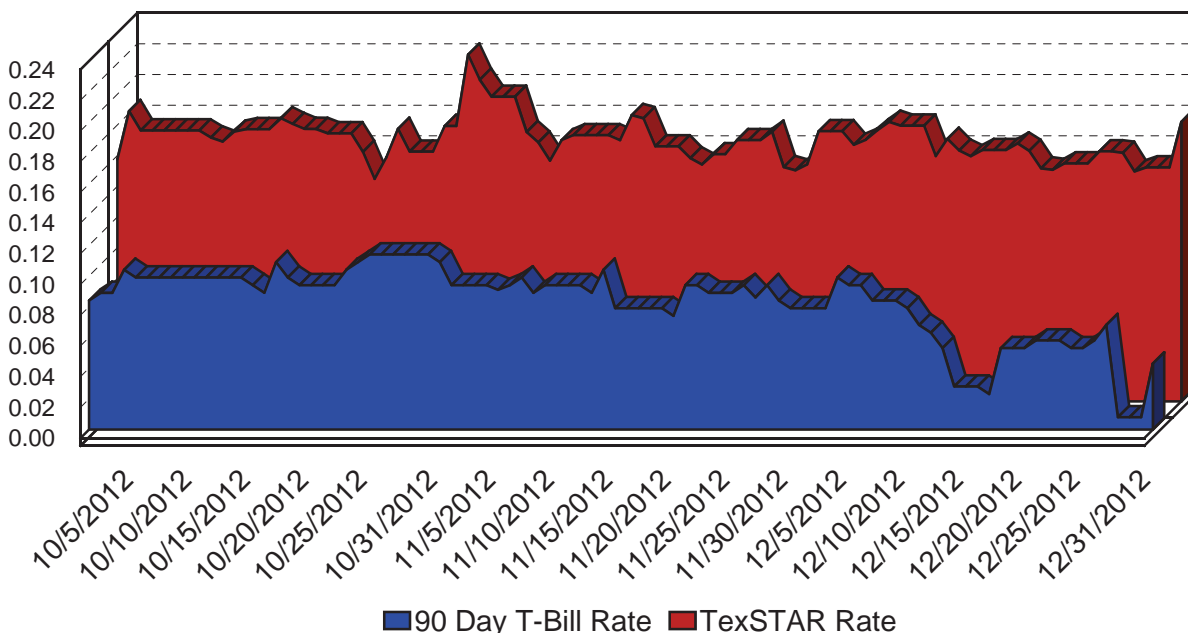
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Dec 12	0.1647%	\$5,411,874,896.68	\$5,412,541,199.28	1.000123	49	60	767
Nov 12	0.1720%	4,745,368,285.66	4,745,870,906.22	1.000105	51	63	765
Oct 12	0.1746%	4,755,942,789.56	4,756,394,096.44	1.000094	45	60	763
Sep 12	0.1574%	4,659,065,730.90	4,659,684,743.38	1.000132	46	63	759
Aug 12	0.1326%	4,724,281,980.85	4,724,862,450.42	1.000122	49	67	759
Jul 12	0.1359%	5,189,684,471.14	5,190,308,464.19	1.000120	46	66	757
Jun 12	0.1379%	4,983,255,681.46	4,983,767,166.12	1.000102	48	70	756
May 12	0.1273%	5,178,606,480.90	5,179,224,581.51	1.000119	47	70	754
Apr 12	0.1098%	5,255,005,296.99	5,255,613,981.07	1.000115	46	69	752
Mar 12	0.1148%	5,668,145,582.64	5,668,844,552.57	1.000123	48	71	751
Feb 12	0.0986%	6,014,562,468.35	6,015,309,681.45	1.000124	48	70	751
Jan 12	0.0902%	6,122,141,791.23	6,122,989,120.67	1.000138	46	73	750

Portfolio Asset Summary as of December 31, 2012

	Book Value	Market Value
Uninvested Balance	\$ 559.04	\$ 559.04
Accrual of Interest Income	2,312,257.88	2,312,257.88
Interest and Management Fees Payable	(966,996.60)	(966,996.60)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	3,496,604,000.00	3,496,604,000.00
Government Securities	1,913,925,076.36	1,914,591,378.96
Total	\$ 5,411,874,896.68	\$ 5,412,541,199.28

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 December 2012

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
12/1/2012	0.1759%	0.000004820	\$4,745,368,285.66	1.000105	51	63
12/2/2012	0.1759%	0.000004820	\$4,745,368,285.66	1.000105	51	63
12/3/2012	0.1670%	0.000004575	\$4,718,617,672.82	1.000114	51	62
12/4/2012	0.1702%	0.000004662	\$4,730,948,870.32	1.000111	51	62
12/5/2012	0.1765%	0.000004835	\$4,744,373,132.38	1.000107	51	62
12/6/2012	0.1820%	0.000004987	\$4,706,007,698.73	1.000107	53	64
12/7/2012	0.1795%	0.000004918	\$4,763,183,648.56	1.000120	51	62
12/8/2012	0.1795%	0.000004918	\$4,763,183,648.56	1.000120	51	62
12/9/2012	0.1795%	0.000004918	\$4,763,183,648.56	1.000120	51	62
12/10/2012	0.1597%	0.000004375	\$4,767,022,703.40	1.000127	51	62
12/11/2012	0.1709%	0.000004683	\$4,789,844,987.34	1.000135	52	63
12/12/2012	0.1633%	0.000004475	\$4,738,799,748.87	1.000137	53	64
12/13/2012	0.1596%	0.000004372	\$4,707,117,681.63	1.000144	53	64
12/14/2012	0.1636%	0.000004481	\$4,862,050,519.24	1.000160	50	60
12/15/2012	0.1636%	0.000004481	\$4,862,050,519.24	1.000160	50	60
12/16/2012	0.1636%	0.000004481	\$4,862,050,519.24	1.000160	50	60
12/17/2012	0.1679%	0.000004601	\$4,841,103,286.19	1.000167	49	60
12/18/2012	0.1631%	0.000004469	\$4,923,028,412.66	1.000157	49	59
12/19/2012	0.1517%	0.000004155	\$5,008,270,382.11	1.000160	52	62
12/20/2012	0.1507%	0.000004129	\$4,983,079,507.42	1.000164	52	62
12/21/2012	0.1549%	0.000004244	\$5,137,451,097.57	1.000160	49	59
12/22/2012	0.1549%	0.000004244	\$5,137,451,097.57	1.000160	49	59
12/23/2012	0.1549%	0.000004244	\$5,137,451,097.57	1.000160	49	59
12/24/2012	0.1628%	0.000004461	\$5,187,211,359.65	1.000152	48	57
12/25/2012	0.1628%	0.000004461	\$5,187,211,359.65	1.000152	48	57
12/26/2012	0.1618%	0.000004433	\$5,168,922,992.23	1.000149	48	58
12/27/2012	0.1497%	0.000004101	\$5,198,340,221.64	1.000132	47	57
12/28/2012	0.1523%	0.000004172	\$5,320,483,036.42	1.000125	43	52
12/29/2012	0.1523%	0.000004172	\$5,320,483,036.42	1.000125	43	52
12/30/2012	0.1523%	0.000004172	\$5,320,483,036.42	1.000125	43	52
12/31/2012	0.1820%	0.000004985	\$5,411,874,896.68	1.000123	44	53
Average	0.1647%	0.000004511	\$4,953,290,851.30		49	60

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



TexSTAR Board Members

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

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



J.P.Morgan
Asset Management



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #13 SUMMARY

Quarterly briefing on the MoPac Improvement Project.

Strategic Plan Relevance: Regional Mobility

Department: Engineering

Associated Costs: None

Funding Source: N/A

Board Action Required: No

Description of Matter:

The report is an account of the activities on the MoPac Improvement Project from October through December, 2012.

Reference documentation:

GEC Quarterly Activities Report and Board Presentation

Contact for further information:

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



◀◀ MOPAC
IMPROVEMENT
PROJECT ▶▶

QUARTERLY PROGRESS REPORT

No. 9 | January 2013

EXPRESS LANES SLATED FOR CONSTRUCTION IN 2013



CENTRAL TEXAS
Regional Mobility Authority

BOARD OF DIRECTORS

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James H. Mills, Vice-Chairman
Robert L. Bennett, Jr., Treasurer
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EXECUTIVE DIRECTOR

Mike Heiligenstein

**GENERAL ENGINEERING
CONSULTANT (GEC)**

HNTB

**DESIGN/BUILD
CONTRACTOR**

TBD

PROJECT PARTNERS



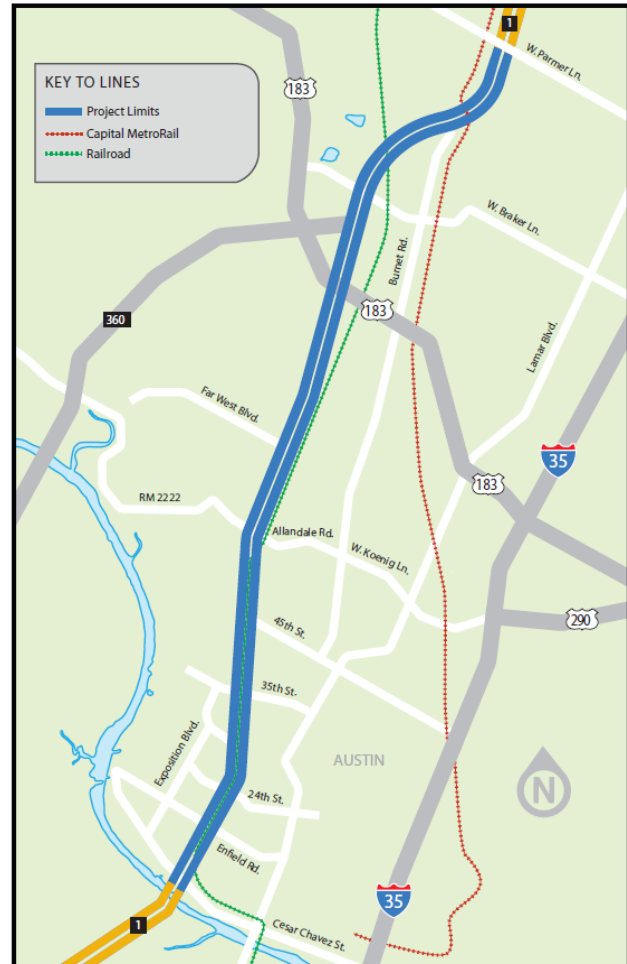
MOPAC IMPROVEMENT PROJECT

QUARTERLY PROGRESS REPORT No. 9

PROJECT DESCRIPTION

The MoPac Improvement Project is a combined effort by the Central Texas Regional Mobility Authority (Mobility Authority), the Texas Department of Transportation (TxDOT), the City of Austin, and Capital Metro (CapMetro) to address the mobility problem in this corridor. The project takes into account the needs of drivers, transit riders, pedestrians, bicyclists, and the concerns of surrounding neighbors. The Project was environmentally cleared in August of 2012. In mid-2013, the Mobility Authority will begin construction of one Express Lane in each direction along an approximately 11 miles stretch of MoPac from Cesar Chavez Street in downtown Austin to Parmer Lane north of Austin within existing right of way.

The Express Lanes will be located in the middle of the MoPac corridor separated from the existing general purpose lanes by a four to five foot wide striped buffer zone with flexible pylons. While this addition of lanes will require widening of the pavement, the Express Lanes project requires no property acquisition and all existing non-toll general purpose lanes and UPRR corridor will remain.

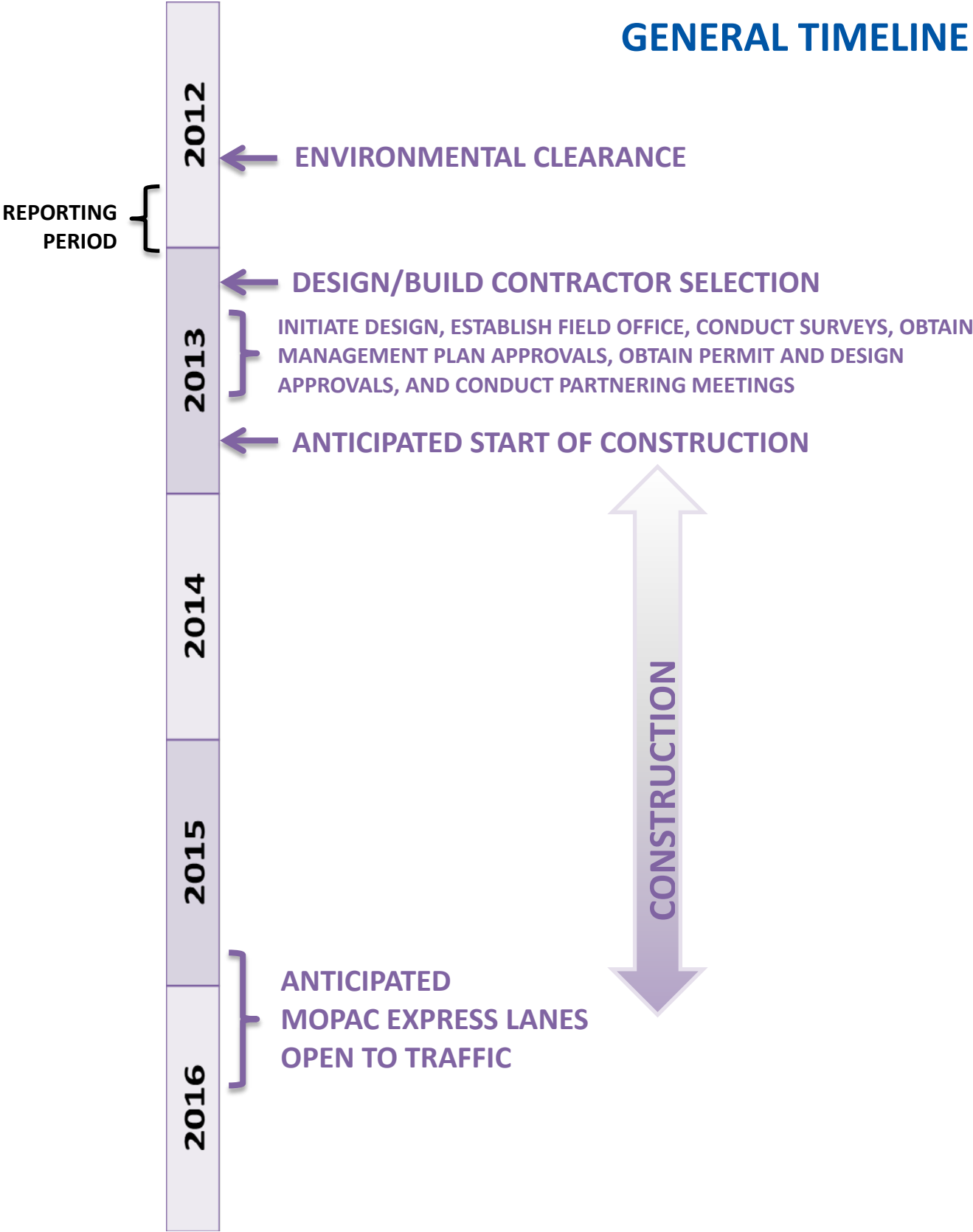


In addition to the Express Lanes, the MoPac Improvement Project will include:

- Sound walls
- Collector/Distributor road under Steck Avenue
- Aesthetic enhancements and significant landscaping
- Bicycle and pedestrian improvements
- Full mainlane overlay with special (PFC) pavement
- Enhanced incident management (cameras and traffic data collection)

This report describes the status of the MoPac Improvement Project and documents the activities accomplished from October 2012 through December 2012.

GENERAL TIMELINE



UPDATES

Here are some key facts and updates about the project:

UPCOMING ANTICIPATED MILESTONES

- **February 2013:** Board of Directors approves Design/Build Contractor
- **March 2013:** Design/Build Contract negotiations and execution
- **Spring 2013:** Establish field office, conduct partnering meetings, initiate design, obtain permits, develop agreements, complete field surveys, and obtain design acceptance prior to construction
- **Summer/Fall 2013:** Ground Breaking/Construction Begins

After the Design/Build Contractor's schedule is finalized and approved, key milestones will be identified and provided to the Board and the public, including when construction will officially begin, sound wall construction completion, and any major planned lane closures.

Before barricades and cones go out, a series of events has to occur, including: setting up offices for designers and field staff, preparation and approval of management plans, partnering meetings with agencies and stakeholders, initiate agreements with utilities and railroads, submittal and acceptance of preliminary design, and submittal and acceptance of construction packages. These activities could take 3 to 5 months to complete. While the traveling public may see surveying crews out this spring, the project will most likely not break ground until the early fall.

The project is expected to take up to two and a half years to complete, but the Design/Build Contractor will be incentivized to complete the work as quickly as possible.

LANE CLOSURES AND OTHER CONSTRUCTION IMPACTS

As MoPac is one of Austin's most important arteries, this construction project will be disruptive to both drivers and nearby residents. However, the Mobility Authority is working diligently to help make the construction process go as smoothly as possible. As construction gears up, an extensive public outreach program will be launched to help keep residents, the traveling public, and other stakeholders up-to-date on construction progress, planned closures and location of work zones. A 24/7 hotline will be available for when issues and concerns arise.

Lane closures will mostly occur at night to avoid impacts to traffic during the day. The Design/Build Contractor will be required to keep all existing lanes on MoPac open between 5:00 a.m. and 9:00 p.m. each weekday; there are stiff financial penalties in place for any lane closure outside this time period. There will be frontage road lanes, shoulders, and some cross street lanes allowed to be closed at limited times during the day; lane rentals will be used for these to keep them to a minimum. Special restrictions are also being placed on the Contractor to minimize impacts to nearby neighborhoods while night work is ongoing. The Design/Build Contractor will also be required to protect any trees that don't have to be removed for construction. Hundreds of additional trees are planned to be planted as part of the project.

More details on potential construction impacts will be provided when a Design/Build Contractor is under contract and the construction workplan is finalized.

AESTHETICS, BIKE AND PEDESTRIAN IMPROVEMENTS, AND SOUND WALLS

The MoPac Improvement Project is more than just pavement. The project includes aesthetic enhancements, the construction of sound walls along many of the neighborhoods in the corridor, and the inclusion of miles of shared use paths and sidewalks. Significant community outreach regarding all these corridor enhancements occurred during the environmental phase. The goal for these enhancements is to be consistent with community values, compatible with the surrounding environment, constructible, affordable, and sustainable.

Current proposed enhancements shall improve the visual appearance of the corridor with special architectural features, colorization of concrete structures, and enhanced landscaping. The estimated cost of this enhancement is approximately \$3 million. In addition, as mitigation for noise, approximately 7.1 miles of sound walls will be built. The walls will be located within MoPac right-of-way either along the property line or near the roadway, with the exception of one mile stretch of wall along Great Northern Boulevard. Wall height varies between 8' and 20' tall, depending on topography and location. The cost of the sound walls is approximately \$20 million. Close coordination with residents will occur as sound walls are constructed along the corridor.



SUSTAINABILITY

The Mobility Authority's mission is to implement innovative solutions that reduce congestion and create multimodal transportation choices that enhance quality of life and economic vitality. In line with this mission, the Mobility Authority promotes sustainability in the development of the MoPac Improvement Project.

The Mobility Authority has implemented a "Green Credits" Program which the Design/Build Contractor will be required to comply with on the MoPac Improvement Project. The Green Credits Program will encourage the Design/Build Contractor to incorporate sustainable measures and design elements into the project. This Program, which has also been implemented on the US 290E construction, is similar to LEED certification in that projects receive various credit values for meeting identified sustainable initiatives. The Design/Build Contractor will be required to meet a minimum number of credits as a condition of Final Acceptance for the Project; which includes mitigation plans for noise, waste management, recycling, water quality, and air quality. Achieving these credits will equate to a cleaner, more efficient construction project that minimizes effects on the surrounding community.

Steps will be taken to define and minimize environmental impacts to the greatest extent possible on the Project.

AGENCY COORDINATION

Coordination with the UPRR, CapMetro, City of Austin, and various utilities continues to be active, as it has been throughout the environmental and Design/Build procurement processes. Many agreements with all of these agencies are in progress and will be finalized throughout the year, especially once the Design/Build Contractor is brought on board and final design is initiated. Most of the remaining agreements (UPRR, Cap Metro, and Utilities) require final design documents before agreements can be executed. The agencies will be invited to attend Project Partnering Meetings during the first few weeks of the design process to open lines of communication with the Design/Build Team. The Mobility Authority will continue to foster communication and cooperation between agencies to keep the Project on track and all stakeholders informed.

ACTIVITIES

The following activities have been accomplished by the Mobility Authority and its consultants during the reporting period.

DESIGN/BUILD (D/B) CONTRACTOR PROCUREMENT

- **RFDP:** During the reporting period, the Proposers prepared their Technical and Price Proposals; submittals from all three Proposers were received in January 2013. These are currently under technical review. Mobility Authority Board approval of the recommended Design/Build Contractor is anticipated to occur in February 2013.
- **D/B Notice to Proceed (NTP):** NTP for design and construction can occur as soon as the D/B Contract is finalized and approved by TxDOT/FHWA. This is anticipated to occur between March and May 2013.

PUBLIC INVOLVEMENT AND COMMUNITY OUTREACH

- **Pre-Construction Communications Plan:** As the Mobility Authority prepares to begin construction of the MoPac Improvement Project, the agency will engage in a Pre-Construction Comprehensive Communications Campaign to inform the community about the project and prepare for groundbreaking in summer/fall of 2013. The plan includes developing materials (Frequently Asked Questions, fact sheets, and presentations) for staff to present to elected officials, public agency staff, and key corridor stakeholders. The Project website, MoPacExpress.com, is also being updated with changes going live in early 2013.
- **Community Outreach Manager:** The Mobility Authority is currently in the progress of hiring a Community Outreach Manager who will lead all community outreach activities regarding construction, with the assistance of the Design/Build Contractor's Community Relations Specialist and the Mobility Authority's communications team.

FUNDING / AGREEMENTS

- **TxDOT Project Development Agreement (PDA):** It is anticipated that the Texas Transportation Commission will approve the PDA in January 2013. The PDA clarifies the roles of TxDOT and the Mobility Authority for the Project's final design, construction, operations, and maintenance.

SCHEDULE

The overall Project remains on schedule. Design/Build Contractor Procurement completion is anticipated in early 2013. The anticipated start of design is Spring 2013 and construction could begin in Summer/Fall of 2013. The facility is anticipated to be open to traffic by early 2016.

SCHEDULE RISK ASSESSMENT



TxDOT & FHWA Coordination



Procurement of a Design/Build Contractor



Public and Political Opinion



Coordination with UPRR / City of Austin / CapMetro / Austin Energy



Traffic and Revenue – Financing



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #14 SUMMARY

Quarterly briefing on the Manor Expressway Project

Strategic Plan Relevance: Regional Mobility given that the Manor Expressway will reduce congestion and improve mobility in the area

Department: Engineering

Associated Costs: Not applicable

Funding Source: Not applicable

Board Action Required: No

Description of Matter: The report is a comprehensive account of the activities on the Manor Expressway Project during the 4th quarter of 2012

Reference documentation: Quarterly Progress Report on the Manor Expressway Project
- Phases I & II

Contact for further information: Eric J. Ploch, P.E., Atkins North America, Inc., GEC
Program Manager



MANOR EXPRESSWAY PROJECT - PHASES I & II

Quarterly Progress Report



No. 14 | January 2013



ATKINS

Independent Engineering Report



CENTRAL TEXAS
Regional Mobility Authority

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Phase I Construction Contractor

webber

Phase II Design-Build Developer



MANOR EXPRESSWAY PROJECT - PHASES I & II
Quarterly Progress Report
No. 14
January 2013



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INTRODUCTION

This report documents and describes both Phase I and Phase II of the Manor Expressway Project during the period from September 26, 2012 to December 25, 2012. This Project is being developed and constructed by the Central Texas Regional Mobility Authority (“Mobility Authority”). The Project is funded by a combination of American Recovery and Reinvestment Act of 2009 funds, a State Infrastructure Bank loan, Series 2011 Senior Lien Bonds, Series 2011 Subordinate Lien Bonds, TxDOT grant funds, and Mobility Authority funds.

PROJECT DESCRIPTION

The Manor Expressway Project is an approximately 6.2-mile toll project located in Travis County along the existing U.S. Highway (US) 290 corridor between US 183 and just east of State Highway (SH) 130. This project will upgrade the existing US 290 four-lane divided highway to a controlled access highway facility with three tolled mainlanes and three non-tolled frontage lanes in each direction. The tolled mainlanes will provide grade-separated access through several local intersections that currently experience significant congestion throughout the day, and will provide a more expeditious route to traverse the US 290 corridor. Local traffic will continue to access adjacent properties by use of non-tolled frontage roads and signalized intersections at cross streets. The Manor Expressway Project also includes four direct connectors at the US 183 interchange that will allow for continuous movement from the US 183 interchange to the Manor Expressway Project.

The Manor Expressway Project is being implemented in three phases as shown on Figure 1 and described below.

Manor Expressway Project - Phase I

Phase I of the Manor Expressway Project includes completion of four tolled direct connectors and associated pavement at the US 183 interchange that will provide direct access to and from the Manor Expressway Project mainlanes. Toll gantries will be installed to toll each of the direct connectors. Frontage roads between the US 183 interchange and Chimney Hill Boulevard will also be constructed in this phase. Access to the westbound direct connectors from the westbound frontage road will be achieved by construction of an entrance ramp located just west of Cross Park Drive.

Manor Expressway Project - Phase II

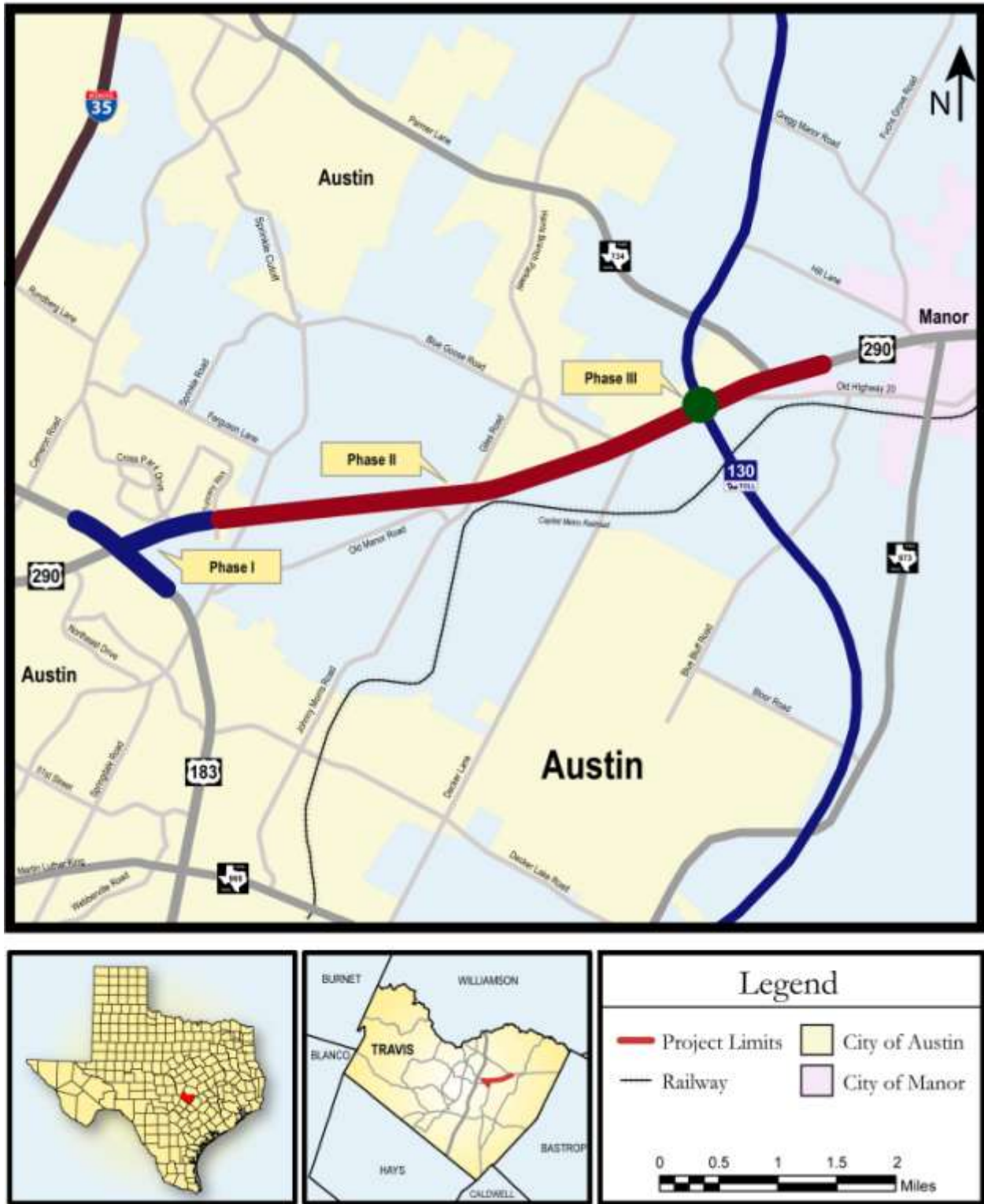
Phase II of the Manor Expressway Project includes completion of the Manor Expressway Project from Phase I at the US 183 interchange to the eastern limits east of SH 130. Three tolled mainlanes and three lane non-tolled frontage roads will be constructed in each direction as well as all associated ramps, auxiliary lanes, toll gantries, and ramp gantries. Phase II of the Manor Expressway Project will include an interim milestone that provides grade-separated intersections at Tuscan Way and Springdale Road so that users of the direct connectors

constructed as part of Phase I can bypass the existing signals at those intersections. These two grade-separated intersections will provide for a minimum of two tolled lanes and two-lane non-tolled frontage roads in each direction. The work associated with the interim milestone, the Interim Development Work, will be completed in advance of Phase II in its entirety.

Manor Expressway Project - Phase III

Phase III of the Manor Expressway Project includes construction of the seven remaining direct connectors at the SH 130 interchange. The Mobility Authority has no current plans to design or construct these direct connectors at this time. Phase III of the Manor Expressway Project will be developed as traffic conditions warrant and funding sources are identified.

Figure 1 - Project Location Map



PHASE I CONSTRUCTION ACTIVITIES

Construction of Phase I of the Manor Expressway Project continues to progress. Since the Quarterly Report in October, 2012, the Phase I Contractor, Webber, LLC (“Webber”), and its subcontractors have completed the placement of all substructure and super structure elements for the direct connectors. Progress includes placement of all remaining bridge deck units and installation of bridge railing and pilasters. As of December 25th, all asphalt and concrete paving, along with the final striping configuration has been completed. Concrete and rock riprap was placed at various locations, in addition to installation of permanent drainage, high-mast illumination foundations and assemblies and overhead sign bridges. Painting operations in accordance with the project aesthetic guidelines have been completed in the months since the last quarterly report. Work at both toll plazas was completed and the toll systems integrator successfully installed and tested the tolling equipment. Efforts to complete final grading throughout the project continue along with the installation of elements for illumination and electrical services. The south-to-east direct connector was opened to traffic on December 5th, and the north-to-east direct connector was opened to traffic on December 12th. The west-to-north and west-to-south direct connectors were opened to traffic on December 22nd. The Mobility Authority commenced toll revenue collection for the direct connectors on January 5th, 2013.

PHASE II DEVELOPMENT ACTIVITIES

Since the Quarterly Report in October, 2012, the Phase II Developer, Central Texas Mobility Constructors, LLC (“CTMC”) has substantially completed the design efforts for Phase II of the Manor Expressway Project. The General Engineering Consultant, Atkins, is currently reviewing the last remaining design submittals. Accordingly, CTMC’s focus has been completion of construction for the Interim Development Work.

Since the Quarterly Report in October, 2012, CTMC has made substantial progress on the Interim Development Work. CTMC has completed the construction of the westbound frontage road, and the eastbound and westbound mainlanes for the Interim Development Work. Relative to the westbound frontage road, CTMC completed construction of the intersection at Chimney Hill Road, constructed the westbound frontage road bridges at Walnut Creek and Tributary #5, and constructed the roadway pavement section between Walnut Creek and Tributary #5. Relative to the eastbound and westbound mainlanes, CTMC has erected the retaining walls and completed the earthwork from Cross Park Drive to Tributary #5, constructed the westbound mainlane bridge at Tuscany Way, constructed the roadway pavement sections from the US 183 interchange to Tributary #5, and constructed Ramps #1, #3 and #4. Additionally, the toll gantries have been installed at Ramps #3 and #4. The toll system integrator has installed and tested the tolling equipment on the gantries. On December 5th, the eastbound lanes were opened to traffic and on December 22nd, the westbound lanes were opened to traffic. Accordingly, on December 22nd, the first phase of the Manor Expressway Project (that portion of the Project associated with the direct connectors and the Interim

Development Work) was opened to traffic. On January 5, 2013, the Mobility Authority commenced toll revenue collection on this first phase of the Manor Expressway Project. The substantial progress achieved for the Interim Development Work during the past three months is demonstrated in the below aerial photographs located between Springdale Road and Cross Park Drive:



September 2012



December 2012

Although the construction focus since the Quarterly Report in October 2012 has been on the Interim Development Work, CTMC has also progressed work on the remainder of the Project. Specifically, CTMC has progressed work on the eastbound frontage road easterly to Giles Road. CTMC has placed asphalt pavement from east of the MOKAN crossing to just west of the Giles Road intersection. Additionally, CTMC has commenced construction of a temporary detour from the existing eastbound US 290 lanes to the new eastbound frontage road for an impending traffic switch. CTMC has also continued erection of various retaining walls. The abutment walls on the east and west side of SH 130 have progressed since the Quarterly Report in October 2012. Much of the eastbound and westbound mainlane bridge substructures at SH 130 have been completed. CTMC has also progressed construction of the bridge structure at Tributary #1C to Gilleland Creek by pouring the bridge deck. CTMC's focus in the next quarter will be completion of the eastbound frontage road between the MOKAN crossing and Giles Road to support the next traffic switch.

PHASE I PROGRESS PHOTOS

Direct Connectors and Toll Gantries

The Phase I Contractor completed placement of concrete for all bridge deck units. Concrete pours for direct connector decks progressed significantly. The Phase I Contractor completed work at both the West to North and South to East toll plazas. The Phase I Contractor completed all asphalt paving and placement of barrier rail. All of the direct connectors were opened to traffic by December 22nd.



Painted columns on the south to east direct connector



Completed South to East Toll Plaza and 290 EBML (Looking Southeast)



West Bound Direct Connector Approach Slab after striping (Looking West)



Placement of T501 Rail on west to south Direct Connector (Looking North)



Striping on northbound US 183 frontage road (Looking North)

PHASE II PROGRESS PHOTOS

Interim Development Work

During the last 3 months, CTMC focused their construction activities primarily on the Interim Development Work. This includes excavation and embankment, drainage structure installation, retaining wall erection, placement of the pavement structure, and bridge construction for the Interim Development Work. The Interim Development Work was completed on December 22nd, and tolling commenced on January 5th, 2013.



Ramp #4 Toll Gantry - eastbound tolling point (Looking East)



Ramp #3 Toll Gantry – westbound tolling point for Interim Development Work (Looking West)



Overhead sign bridge located on the westbound mainlanes (Looking West)



Completed eastbound and westbound mainlanes (Looking East)



Traffic entering Ramp #3 – westbound tolling point (Looking East)

PHASE II PROGRESS PHOTOS

Development Work

(Beyond Interim Development Work)

CTMC continues to progress work beyond the Interim Development Work. CTMC continues construction of the eastbound frontage road easterly to Giles Road. Additionally, earthwork embankment and structures work continues throughout the remainder of the Project. CTMC's focus has shifted west on the Project after completion of the Interim Development Work.



Construction of the eastbound detour west of Giles Road (Looking West)



Earthwork embankment for the eastbound mainlane west of Arterial A (Looking West)



Erection of Wall S2-13 for the eastbound mainlane east of MOKAN (Looking East)



Installation of underground utilities west of Parmer Lane (Looking East)



Placement of backfill behind Wall S2-10 (Looking East)

PHASE I PROGRESS

Based on an assessment of Webber's activities and progress, a summary of the construction progress achieved on work tasks through the period ending December 25, 2012 is provided in Table 1.

With the partial opening of the facility, the Phase I Contractor has requested substantial completion as of November 30th. The construction delays incurred to date did not impact the scheduled date of January 5th, 2013 for commencement of toll revenue collection. Although the Phase I Contractor achieved substantial completion later than the contractual substantial completion date, the Mobility Authority was able to open the facility to traffic, and commence toll revenue collection according to the Mobility Authority's originally planned milestone of January 2013. The Phase I Contractor is currently addressing final construction items (construction elements that can be addressed with traffic on the facility) to achieve final acceptance. Based on Change Order #10, December 20th represents the Phase I Contractor's contract chargeable day 805. The current Contract requirement (revised by Change Order No. 10) has a final acceptance date of August 19, 2012 (which accounts for time suspensions granted related to heavy holiday traffic). Subsequently, the Project is 109 days past the final acceptance date.

Table 1 - Phase I Construction Progress

Construction Tasks	% Complete
Excavation/Embankment	99%
Drilled Shafts	100%
Structure Footings	100%
Structure Columns	100%
Structure Column Capitals	100%
Structure Bent Caps	100%
Concrete Beams	100%
Steel Girders	100%
Bridge Deck	100%
Asphalt Paving	100%
Concrete Paving	100%
Electrical/Lighting/Signing	92%
Toll Structures	100%

PHASE II PROGRESS

CTMC has submitted their progressed schedule for the period ending December 25, 2012. Based on an assessment of CTMC’s activities and progress, a summary of the construction progress achieved on work tasks through this period is provided in Table 2.

CTMC achieved substantial completion of the Interim Development Work on December 22, 2012, approximately eight weeks later than the current contract requirement. Although CTMC didn’t meet the contractual milestone for the completion of the Interim Development Work, the Mobility Authority was able to commence toll revenue collection on the first phase of the Project in accordance with its originally planned date of January 5th, 2012. CTMC’s latest schedule indicates substantial completion of all remaining Development Work on February 7, 2014, on schedule with the current contract requirement. As of December 25, 2012, there were 409 days remaining until contractual substantial completion for the Project; CTMC has used 57.2% of the days allotted in the contract for the Development Work.

Table 2 - Phase II Development Progress

Development Tasks	% Complete
Development Design	99%
Utility Coordination	95%
Earthwork	60%
Utility Relocation	56%
Pavement	18%
Structures (Bridges and Retaining Walls)	48%
Drainage	33%
Lighting, Signing, Striping, and Signals	12%
Toll Facility Infrastructure	13%
Toll System Integration	20%
Incidental Construction (Barriers, Sidewalks, Landscaping)	11%

The Manor Expressway Project (Phases I & II) milestones are provided in Table 3.

Table 3 - Schedule of Project Milestones

Task	Date (*Projected)
Selection of Phase I Contractor	January 12, 2010
Phase I NTP Issued	April 27, 2010
Phase I Substantial Completion	November 30, 2012
Phase I Final Acceptance	February 28, 2013*
Phase II Selection of Developer	February 23, 2011
Phase II NTP Issued	June 29, 2011
Phase II Interim Completion (Open to Traffic)	December 22, 2012
Phase II Substantial Completion (Phase II Open to Traffic)	February 7, 2014*
Phase II Final Acceptance	June 7, 2014*

MANOR EXPRESSWAY PROJECT FINANCIAL SUMMARY

Table 4 shows the overall financial status for the Manor Expressway Project through November 2012. The original budget established for the Project and the expenditures to date are provided. An estimated cost remaining and an estimate at completion is also provided. The Manor Expressway Project is currently projected to be under budget.

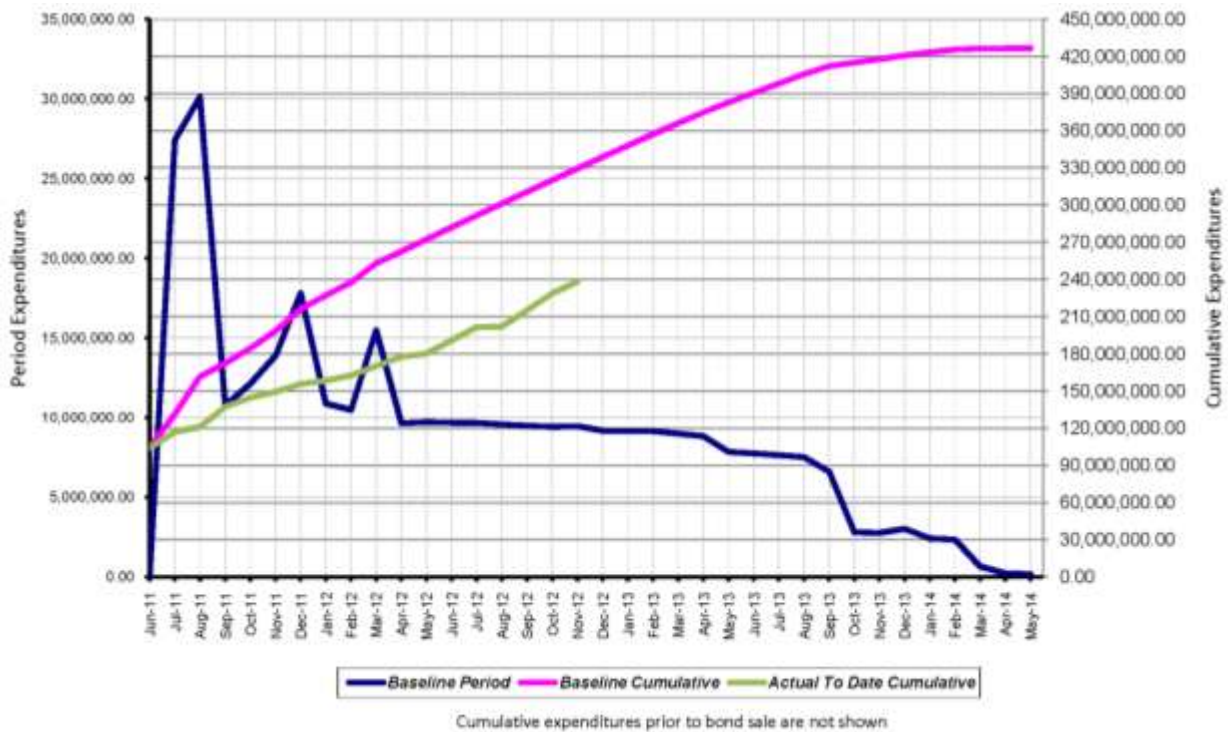
Table 4 - Project Financial Status Summary

Project Description	Original Cost Estimate (\$)	Expenditures to Date (\$)	Estimated Remaining Cost (\$)	Estimate at Completion (\$)
Total Project Cost (Phases I and II)	426,434,773	238,203,317	162,345,990	400,549,307

Note: These costs include Traffic & Revenue analyses costs, Final Engineering costs, Utility Adjustment costs, Construction costs, Toll & ITS costs, GEC costs, Legal costs, and contingencies.

Project Cash Flow Curve - Baseline

Figure 2 - Project Cash Flow Curve (Phase I & Phase II Total Project Costs)



PHASE I CONSTRUCTION FINANCIAL STATUS

The following summary provides the financial status of the Phase I Project.

Original Webber Contract Amount ⁽¹⁾ :	\$ 52,575,545.77
<i>Authorized Changes (Change Order and/or Amendments):</i>	
Change Order No. 1 ⁽¹⁾	\$ 148,122.16
Change Order No. 2 ⁽¹⁾	\$ 265,306.88
Change Order No. 3 ⁽¹⁾	\$ 10,000.00
Change Order No. 4 ⁽¹⁾	\$ 84,710.32
Change Order No. 5 ⁽¹⁾	\$ 84,247.76
Change Order No. 6 ⁽¹⁾	\$ 96,000.00
Change Order No. 7 ⁽¹⁾	\$ 38,039.37
Change Order No. 8 ⁽¹⁾	\$ 182,541.99
Change Order No. 9 ⁽¹⁾	\$ 56,217.67
Change Order No. 10 ⁽¹⁾	\$ (71,819.11)
 <i>Contractually Authorized Additional Quantity Payments:</i>	
Special Measurement Items: Drilled Shafts, excavation/embankment, Flex Base ⁽¹⁾	<u>\$ 432,547.11</u>
Current Authorized Contract Amount:	\$ 53,901,459.92
 Previous Total of Webber Payments	\$ 47,605,232.37
 Amount of Webber Draw Request #26 for July, 2012 efforts	\$ 774,153.08
Amount of Webber Draw Request #27 for August, 2012 efforts ⁽²⁾	<u>\$ 716,558.53</u>
 Total Amount Paid To-Date: ⁽³⁾	\$ 49,095,943.98
Retainage withheld: ⁽⁴⁾	\$ 0.00
Liquidated Damages assessed:	<u>\$ 292,000.00</u>
Approved Amount for work completed (through Draw #27):	\$ 49,387,943.98
 Amount remaining for work to be completed:	\$ 4,513,515.94
Total Percent of Budget Expended through August 2012:	91.62%

Footnotes

- ⁽¹⁾ Information/data presented in previous Quarterly Reports.
- ⁽²⁾ Liquidated Damages were withheld on Draw Request #27 in the amount of \$292,000.
- ⁽³⁾ Draw Request #28 for September 2012 efforts is currently under review by Atkins.
- ⁽⁴⁾ Retainage to be withheld only after 95% of the adjusted contract price has been paid.

Summary of Phase I Change Orders This Reporting Period

Change Order No. 10 has been signed by Webber, LLC, the Mobility Authority, and the Texas Department of Transportation (“TxDOT”). It was sent to the Federal Highway Administration (“FHWA”) for signatures on October 8, 2012. Atkins has responded to questions by FHWA, and the Mobility Authority expects that Change Order No. 10 will be returned with signatures by the FHWA. This Change Order revises traffic rail and high-mast lighting elements. It also captures revised traffic detours, as well as revisions to high-mast light wiring and toll plan revisions. As previously mentioned, this change order revised the substantial completion date to July 28, 2012, which has since been adjusted to August 3, 2012 based on time suspensions granted to date.

PHASE II CONSTRUCTION FINANCIAL STATUS

The following summary provides the financial status of design-build CDA contract for the Phase II Project.

Original CTMC Contract Amount:	\$ 207,297,859.00
<i>Authorized Changes (Change Order and/or Amendments):</i>	
Allowable Dispute Resolution Board Expenses ⁽¹⁾	\$ 11,969.00
Change Order #1	<u>\$ 1,480,445.71</u>
Current Authorized Contract Amount:	\$ 208,790,273.71
Previous Total of CTMC Payments:	\$ 77,449,291.44
Amount of CTMC Draw Request #16 for September 2012 efforts	\$ 6,275,800.66
Amount of CTMC Draw Request #17 for October 2012 efforts	\$ 6,859,488.76
Amount of CTMC Draw Request #18 for November 2012 efforts	<u>\$ 8,045,715.03</u>
Total Amount Paid To-Date: ⁽²⁾	\$ 98,630,295.89
Retainage withheld: ⁽³⁾	<u>\$ 0.00</u>
Approved Amount for work completed (through Draw #18):	\$ 98,630,295.89
Amount remaining for work to be completed:	\$ 110,159,977.82
Total Percent of Budget Expended through November 2012:	47.24%

Footnotes:

- ⁽¹⁾ The Dispute Resolution Board ("DRB") was convened to introduce the board to the project; the CDA allows CTMC to invoice half of the expenses associated with the DRB to the Mobility Authority.
- ⁽²⁾ Draw Request #19 for CTMC's December efforts is currently being reviewed by the General Engineering Consultant.
- ⁽³⁾ Retainage to be withheld only after 95% of the adjusted contract price has been paid.

Summary of Phase II Change Orders This Reporting Period

Change Order #1 has been executed by CTMC and the Mobility Authority. Change Order #1 revises the frontage road and mainlane pavement sections throughout the Project at a cost of \$1,480,445.71. There is no change to the Interim Completion or Substantial Completion dates as a result of this change order. This Change Order #1 was approved by the Mobility Authority's Board of Directors during their December 5th, 2012 meeting. This change order has been submitted to TxDOT and the FHWA for review and signature.

DBE STATUS

Phase I DBE Status

Webber is required to meet the Disadvantaged Business Enterprise (“DBE”) goal of 11.62% for Phase I of the Manor Expressway Project. The total DBE amount subcontracted to date is \$6,109,278.42 which is 11.62% of the original authorized contract total. This represents executed DBE subcontracts with the following firms: Cadit Company, Inc. [structural steel plate], Indus Construction [steel], Panther Creek Transportation, Inc. [trucking], and EBC Construction [underground utilities and riprap].

As of December 2012, Webber has submitted costs associated with DBE construction work in the amount of \$9,655,362.49 which equals approximately 18.36% to date of the original authorized contract value. The Phase I Contractor has exceeded the DBE goal established for Phase I of the Manor Expressway Project.

Figure 3 - Phase I DBE Construction Commitment for Period Ending December 2012



Phase II DBE Status

CTMC is required to meet the Disadvantaged Business Enterprise (“DBE”) goal of 12.2% for Phase II of the Manor Expressway Project. The total DBE amount subcontracted to date is \$25,324,761.47 which is 12.22% of the authorized contract total. This represents executed DBE subcontracts with the following firms: Aviles Engineering Corporation [geotechnical design], RJ Rivera Associates, Inc. [sign and pavement marking design], SE3, LLC [retaining wall design], PE Structural Consultants [bridge design], Lina T. Ramey & Associates [design surveying], United States R.O.W. [right-of-way acquisition], Solar Ray [utility design], Hayden Consultants [TDLR Review], Breda Company [furnish and tie reinforcing steel], N-Line Traffic Maintenance, L.P. [traffic barricades], Office Authority [furnishes office supplies], Panther Creek Transportation, Inc. [trucking], Roadway Specialties [cable barrier & small signs], Texas Trucking [trucking], S&R Investments [furnish fuel], and ID Guerra [wet utilities].

As of December 25, 2012, Webber has submitted costs associated with DBE development work in the amount of \$15,707,905.61 which equals 7.6% to date of the original contract value. CTMC’s utilization of DBE subcontractors to date indicates that CTMC is on track to reach the contractual DBE goal of 12.2%

Figure 4 - Phase II DBE Design & Construction Commitment for Period Ending December 2012



EMPLOYMENT REPORTING STATUS

Construction of Phase I of the Manor Expressway Project supported **191 jobs** during the reporting month of December 2012. This number of jobs supported by the construction includes: the construction personnel and their subcontractors; construction management staff, including inspectors and subconsultants; design support staff; and the general engineering consultant staff and their subconsultants. The total payroll associated with the jobs and work effort for December 2012 is **\$195,638.21**. The employment history through December 2012 for Phase I of the Manor Expressway Project is provided in Figure 5.

The Phase II Developer began providing employment data in January 2012. Construction of Phase II of the Manor Expressway Project supported **541 jobs** during the reporting month of December 2012. This number of jobs supported by the construction includes: the construction personnel and their subcontractors; design staff; design and construction management staff, including inspectors and subconsultants; and the general engineering consultant staff and their subconsultants. The total payroll figures are not being provided by the Phase II Developer. The employment history from January 2012 through December 2012 for Phase II of the Manor Expressway Project is provided in Figure 6.

Figure 5 - Phase I Employment History

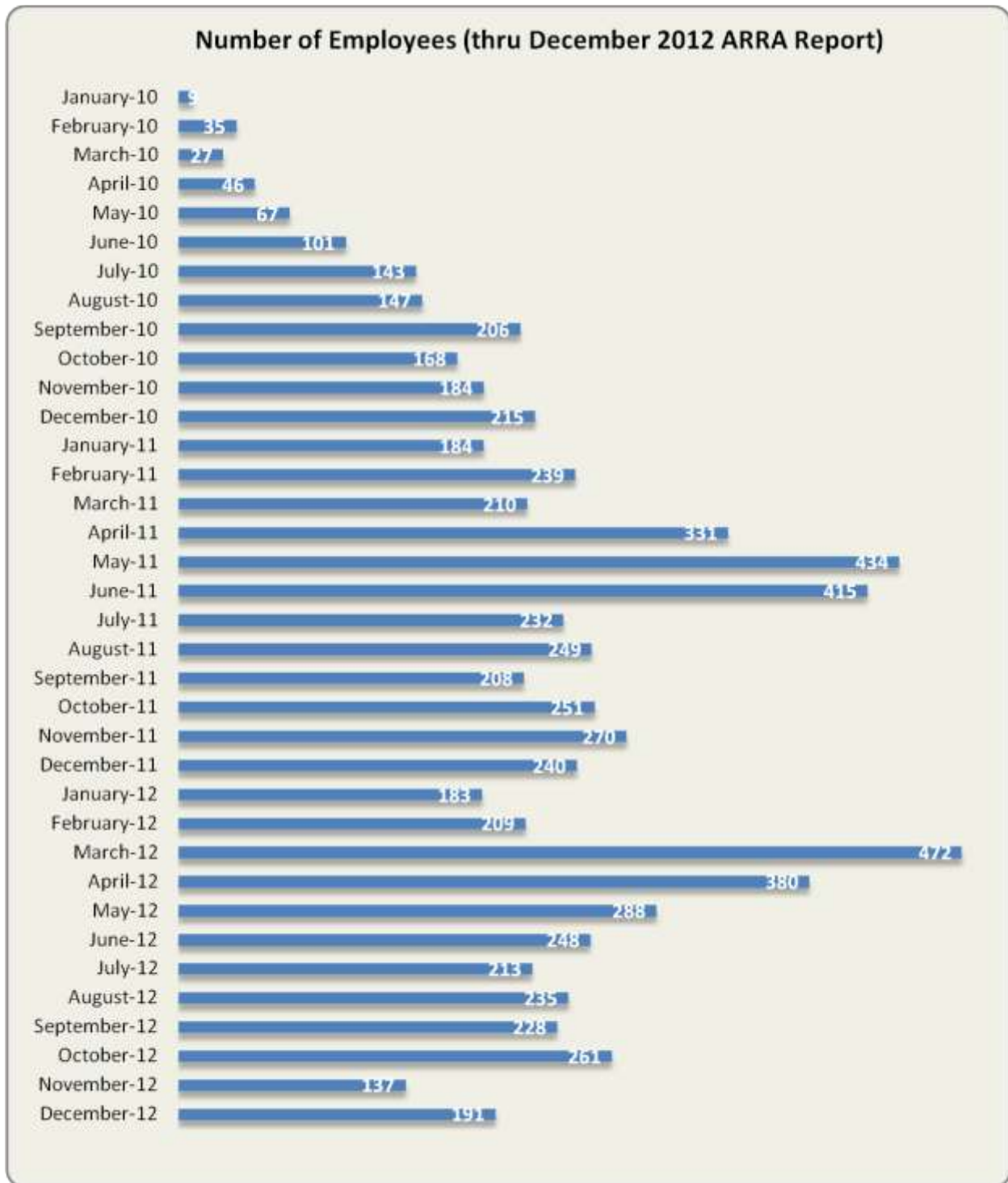
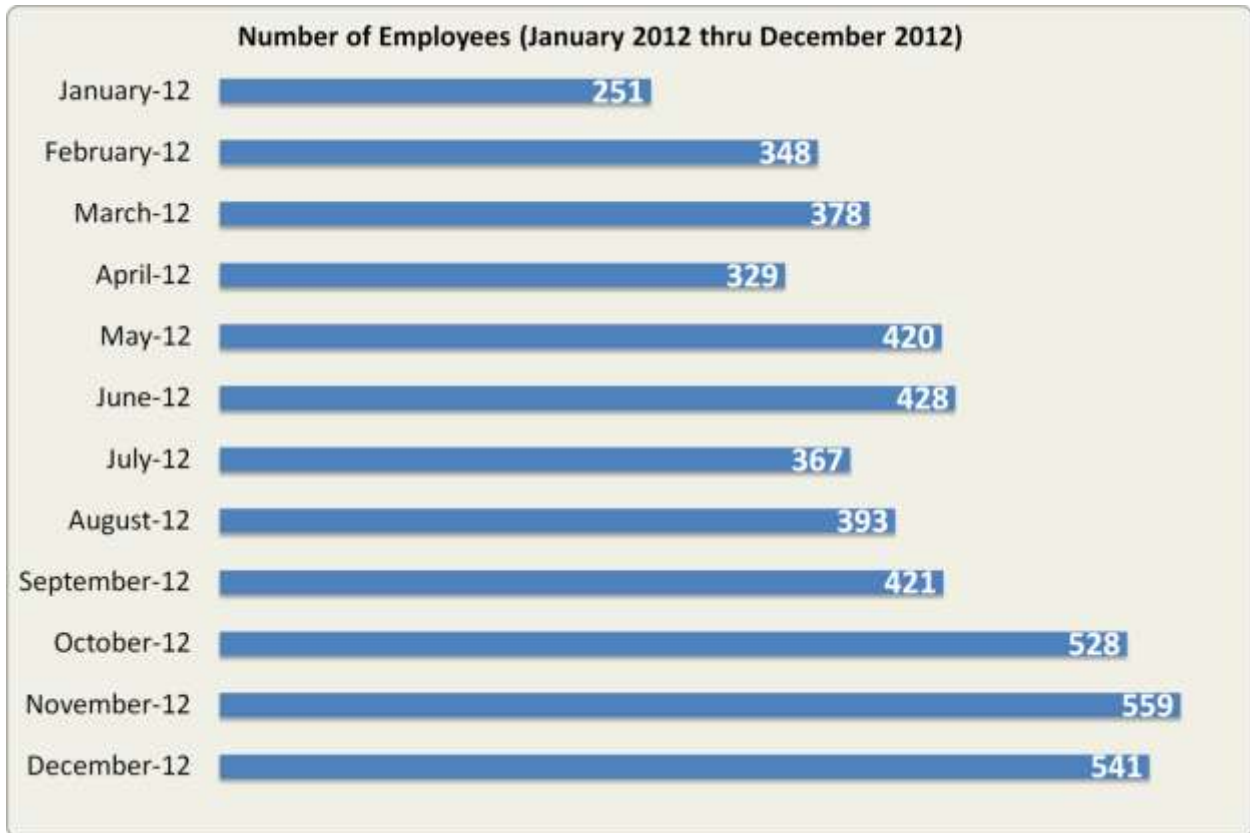


Figure 6 - Phase II Employment History



SUSTAINABILITY

Phase I Sustainability Initiatives

Webber has implemented a number of sustainable practices during their development work on the Project. While Webber isn't contractually required to track quantities associated with their implemented sustainable practices, below is a list of practices being implemented on Phase I of the Manor Expressway Project:

- Use of solar-powered traffic control devices
- Salvage and reuse of embankment on-site
- Use of local/regional materials to reduce emissions and fuel costs
- Use of warm-mix asphalt pavement and recycled asphaltic pavement
- Recycling all reinforcing steel from demolished concrete structures

Phase II Sustainability Initiatives

In accordance with the terms of the Comprehensive Development Agreement ("CDA"), CTMC is required to incorporate sustainable practices into the Project. The Mobility Authority, through provisions in the CDA, has implemented a "Green Credits" program that requires CTMC to attain a minimum number of credits for implementing sustainable practices into the Project; CTMC is required to attain 30 credits for the Project. CTMC is required to submit a quarterly report identifying the sustainable practices being implemented on the Project. CTMC submitted their Sustainability Initiatives Report for the third quarter of 2012 in November. The following sustainable initiatives were reported:

- Sustainability Plans:

CTMC has prepared and implemented a series of required sustainability plans on the Project. These plans include a Noise Mitigation Plan, a Dust/Emission and Odor Control Plan, a Waste Management Plan, a Site Recycling Plan, and a Water Quality Maintenance/Enhancement Plan.

- Solar-Powered Traffic Control Devices/Flashing Beacons:

During the third quarter of 2012, CTMC purchased three additional solar-powered flashing beacons for use on the Project.

- Pavement Reuse:

During the third quarter of 2012, a total of 6,104 cubic yards of asphalt millings were incorporated into embankment or as subgrade for temporary detours, and 6,890 cubic yards of unbound base was used as embankment.

➤ Reuse of Topsoil:

During the third quarter of 2012, CTMC removed approximately 1,601 tons of topsoil and stockpiled this material on the Project right-of-way. During September 2012, CTMC reused 703 tons of topsoil.

➤ Recycled Fill/Embankment Materials:

During the third quarter of 2012, CTMC has reused approximately 341,264 cubic yards of material for fill or embankment. All of this material was from the Project site or from overburden from a local sand reserve quarry.

➤ Wood Recycling:

During the third quarter of 2012, 960 cubic yards of mulch was created by recycling the vegetation removed from the Project during clearing operations.

➤ Steel Recycling:

During the third quarter of 2012, 7.65 tons of steel were recycled from the Project.

➤ Utilization of Reclaimed or Non-Treated Water:

CTMC is currently using non-treated water from Gilleland Creek for dust suppression on the Manor Expressway Project.

➤ Separating Waste for Landfills Recyclable Waste:

Recyclable materials are separated by the project waste contractor, Waste Management.

➤ Automated Equipment Idle Shutdown:

CTMC has implemented a policy requiring that all equipment that will stand at idle for more than 5 minutes will be shutdown.

CTMC has earned eleven (11) Green Credits for the sustainable practices implemented on the Project to date.

PUBLIC INVOLVEMENT

The Mobility Authority's Public Involvement Team manages the Manor Expressway hotline (512-684-3252) and the Project website (manorexpressway.com). Lane closures and construction alerts are regularly posted on the Project website as well as posted on the Project twitter account (@ManorExpressway). Additionally, stakeholders can sign up on the Project website for lane closure information to be sent directly to their cell phone via SMS text.

With both Phase I and Phase II of the Manor Expressway Project in active construction, public involvement continues to play a crucial role in the Manor Expressway Project. Following are the outreach activities for this quarter:

✓ Hotline:

Sixteen calls were received over the project's hotline (512-684-3252) and 10 emails/website contacts were made regarding the Manor Expressway Project. The calls and messages included project information requests, notification of a leak near the parking lot at the Rosemont at Hidden Creek apartments, complaints regarding the safety of the turnaround at Arterial A, complaints regarding the signal timing at Springdale and 290, complaints about noise and vibrations at Chimney Hills, and traffic delays. These issues were addressed by the team via phone, email and in person.

✓ Twitter:

Forty-one updates have been posted to the Manor Expressway's Twitter account (@ManorExpressway) this quarter to inform followers of lane and ramp closures and detours.

✓ Website:

All project updates have continued to be posted on the website in an effort to help keep the public informed on lane closures and construction activities. Five website contacts were fielded which included a complaint regarding construction vehicle safety and a question regarding the closure of the Chimney Hill Road crossover.

✓ Emails:

Forty-three construction alerts were sent out by email to 290 stakeholders via Constant Contact email.

✓ Visits:

Outreach continued with businesses along the project corridor, including a meeting at Applied Materials on October 4th. Outreach also continued with the Chimney Hills neighborhood association, Chimney Hills North Townhomes HOA, Walnut Place neighborhood association and Hidden Creek Apartment community. A stakeholder visit took place on October 3rd regarding noise and possible damage to properties in Chimney Hills. Additionally, a neighborhood appreciation event was held at the apartment community on December 11th.

Attachment A

Manor Expressway Phase I Project
Aerial Photographs
January 2013



Manor Expressway Phase I Project
(Looking West from US 290)
(Taken 1/10/2013)



Manor Expressway Phase I Project
(Looking North from US 183)
(Taken 1/10/2013)



Manor Expressway Phase I Project
(Looking South from US 183)
(Taken 1/10/2013)



Manor Expressway Phase I Project
(Looking East from US 290)
(Taken 1/10/2013)

Attachment B

Manor Expressway Phase II Project
Aerial Photographs
January 2013



US 290 East looking west from Gilleland Creek
(Taken 12/18/2012)



US 290 East looking west from Parmer Lane
(Taken 12/18/2012)



US 290 East at SH 130 Interchange looking west
(Taken 12/18/2012)



US 290 East at Decker Lane Intersection looking west
(Taken 12/18/2012)



US 290 East at Harris Branch Intersection looking west
(Taken 12/18/2012)



US 290 East at Crofford Lane Intersection looking west
(Taken 12/18/2012)



US 290 East at Giles Road Intersection looking west
(Taken 12/18/2012)



US 290 East near Old Manor Road looking west
(Taken 12/18/2012)



US 290 East looking west at Mokan Crossing
(Taken 12/18/2012)



US 290 East at Chimney Hill Blvd looking west
(Taken 12/18/2012)



US 290 East at Springdale Road looking west
(Taken 12/18/2012)



US 290 East at Tuscany Way looking west
(Taken 12/18/2012)

Attachment C

Manor Expressway Project
Contingency Tracking
January 2013

Manor Expressway Phase I | Contingency Balance Sheet

01/11/13

PROJECT CONSTRUCTION CONTINGENCY		\$5,200,000
APPROVED ITEMS		
Executed Change Orders		
CO#01	Added 3x5 Rock to Pavement Section	\$148,122
CO#02	Double left turn at Tuscany Way	\$265,307
CO#03	Partnering Costs	\$10,000
CO#04	Work Zone Speed Zone Revisions	\$84,710
CO#05	Retaining Wall Revisions	\$84,248
CO#06	Addition of Peace Officers and Lane Rentals	\$96,000
CO#07	Drilled Shaft Capacity Mitigation	\$38,039
CO#08	Inclusion of Warm Mix Asphalt Paving	\$182,542
CO#09	Traffic rail; high-mast lighting elements; increased mobilization; increased traffic detour, etc.	\$56,218
CO#10	Revised wiring for high mast light; rock riprap additions; toll plan revisions; temporary attenuator for Manor Rd exit; drop inlet revisions; additional asphaltic concrete; additional T501 barrier rail	-\$71,819
	Subtotal Executed Change Orders	\$893,367
Approved Other Items		
	Special Measurement Items (Drilled Shafts, Excavation, Embankment)	\$432,547
	Subtotal Other Items	\$432,547
	Subtotal Approved Items	\$1,325,914
ITEMS UNDER NEGOTIATION or ESTIMATED		
CO under negotiation		
CO#11	Reduction in toll gantry scope ¹	-\$71,118
	Subtotal CO under negotiation	-\$71,118
Potential Change Orders or pending more information		
CO#12	Striping, small sign, and drainage revisions	-\$47,779
	Subtotal Potential Change Orders	-\$47,779
Other Items		
	None at this time	
	Subtotal Other Items	\$0
¹ CO #11 being negotiated		
	Subtotal Items Under Negotiation or Estimated	-\$118,897
	Total Costs	\$1,207,017
	Budgeted Contingency	\$5,200,000
	TOTAL REMAINING AVAILABLE CONSTRUCTION CONTINGENCY	\$3,992,983

Manor Expressway Phase II | Contingency Balance Sheet

01/11/13

PROJECT CONSTRUCTION CONTINGENCY (from the bond sale)		\$17,200,000
APPROVED ITEMS		
Executed Change Orders		
CO#1	Revision to the mainline and frontage road pavement sections	\$1,480,446
		Subtotal Executed Change Orders
		\$1,480,446
Approved Other Items		
	None at this time	\$0
		Subtotal Other Items
		\$0
		Subtotal Approved Items
		\$1,480,446
ITEMS UNDER NEGOTIATION or ESTIMATED		
CO under negotiation		
	None at this time	\$0
		Subtotal CO under negotiation
		\$0
Potential Change Orders or pending more information		
PCO#2	Design and construction costs associated with ADA compliant Shared Use Path ¹	\$430,000
PCO#3	Revision to pavement widening section near US 183 interchange ¹	\$135,000
PCO#4	Revision to aesthetic scope on frontage roads ¹	-\$280,000
PCO#5	Revision of metal beam guard rail height from 27" to 31" ¹	\$112,500
		Subtotal Potential Change Orders
		\$397,500
Other Items		
Incentive	Early Completion Incentives (Max Amount Achievable)	\$2,700,000
		Subtotal Other Items
		\$2,700,000
¹ Estimated cost		
		Subtotal Items Under Negotiation or Estimated
		\$3,097,500
		Total Costs
		\$4,577,946
		Budgeted Construction Contingency
		\$17,200,000
		TOTAL REMAINING AVAILABLE CONSTRUCTION CONTINGENCY
		\$12,622,054

RIGHT OF WAY COST (from the bond sale)		\$65,400,000
Estimated Right of Way Costs		
	Schematic ROW ²	\$57,830,000
		Subtotal Right of Way Costs
		\$57,830,000
Additional Right of Way Costs		
	Wetland Mitigation	\$48,000
		Subtotal - Additional Right of Way
		\$48,000
² Estimated Cost		
		Available Right of Way Contingency
		\$7,522,000



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #15 SUMMARY

Quarterly briefing on the environmental assessments for the Bergstrom Expressway, the Oak Hill Parkway, the MoPac South Project, the 183 North Project, and the SH 45 Southwest Project.

Strategic Plan Relevance: Regional Mobility

Department: Engineering

Associated Costs: N/A Briefing Only

Funding Source: Toll Equity Grants, Rider 42, STP MM (CAMPO)

Board Action Required: No

Description of Matter: The Director of Engineering will provide a summary of project activities for the following projects:

- Bergstrom Expressway
- Oak Hill Parkway
- MoPac South Project
- 183 North Project
- SH 45 Southwest Project

Reference documentation:

GEC Quarterly Activities Reports

Contact for further information:

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



CENTRAL TEXAS
Regional Mobility Authority

ENVIRONMENTAL STUDIES

**Quarterly
Progress
Report**

January 2013

BERGSTROM EXPRESSWAY

OAK HILL PARKWAY

MOPAC SOUTH PROJECT

US 183 NORTH PROJECT

SH 45 SOUTHWEST PROJECT



CENTRAL TEXAS
Regional Mobility Authority

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Bergstrom Expressway Project

INTRODUCTION

This report documents and describes the Bergstrom Expressway Project (US 183 South) for the period through January 15, 2013. This Project is currently in the environmental clearance phase of development which requires the completion of an Environmental Assessment consistent with the regulations contained in the National Environmental Policy Act of 1969 (NEPA). The Environmental Document is currently being developed in house by Texas Department of Transportation (TxDOT) Austin District staff and supported by the Central Texas Regional Mobility Authority (Mobility Authority), with the Public Outreach being led by the Mobility Authority. In addition, the Project has been authorized by legislation to use a Comprehensive Development Agreement (CDA) project delivery method. This process promotes innovative financing methods that will allow the Project to be funded and constructed much earlier than traditional methodologies.

PROJECT DESCRIPTION

The Project corridor begins just south of the Manor Expressway and extends to SH 71 East; the corridor includes seven grade separations, and connects to 3 major interchanges at the Manor Expressway, Airport Boulevard, and SH 71 East. The corridor includes two pedestrian bridges and a continuous shared use path connecting local communities. The Project can be considered the Gateway to Austin from the Airport and is depicted in the location map below.



The US 183 South Corridor from US 290 East to SH 71 East is one Austin's most significant arteries. Since US 183 was constructed in the mid 1960's, the roadway has been a four lane divided highway with minor improvements. As the primary route to and from the Austin Bergstrom International Airport and points beyond, it attracts numerous motorists per day. In recent years, this vital corridor has grown increasingly congested as the region's population has expanded. The situation is projected to get even worse in the future. Meanwhile, funding challenges at the federal and state level have made it increasingly difficult to finance the corridor.

As part of the NEPA process, the identified needs are to reduce congestion, improve safety and utilize innovative funding and financing processes to expedite project development and construction. Along with the NEPA process, the Mobility Authority is utilizing a Public Involvement and Outreach Program that includes hosting "brown bag" lunch and one-on-one meetings to obtain agency and stakeholder buy-in along the corridor. The Environmental Assessment document is currently being prepared by the TxDOT Austin District. The Mobility Authority, with Atkins under their General Engineering Consultant contract, is supporting and coordinating closely with both TxDOT as the document is being developed.

RECENT ACTIVITIES

The Project Development process is currently focusing on four major elements: Environmental Assessment (EA), Schematic Development, Public Outreach and Context Sensitive Solutions. The Mobility Authority is currently working with TxDOT and other agencies to identify ways to expedite the environmental processes and clearance date.

The first Project Open House held in September was a great success with over 100 attendees. The second Open House is tentatively scheduled for March and will include the first phase of the Context Sensitive Solution (CSS) process. The third Open House and CSS Process is tentatively scheduled for June/July 2013. Following the third Open House, TxDOT will host the Formal Public Hearing (Required by NEPA) in September/October 2013 which will include the results of the CSS process.

The Mobility Authority is currently supporting TxDOT in the development of the EA:

- Development of exhibits required by NEPA for the document
- Facilitating and Coordinating meeting with other Agencies
- Developing, Updating and Tracking with Primavera Scheduling
- Evaluating impacts and addressing issues relevant to project development
- Supporting in recovery plans in order to meet critical dates

The Mobility Authority is currently updating the Design Schematic:

- 90% Schematic Scheduled for submittal February 25
- Evaluating and Addressing Design Issues
- Facilitating and Coordinating meeting with other Agencies

The Mobility Authority's Stakeholder and Outreach is comprehensive and currently includes:

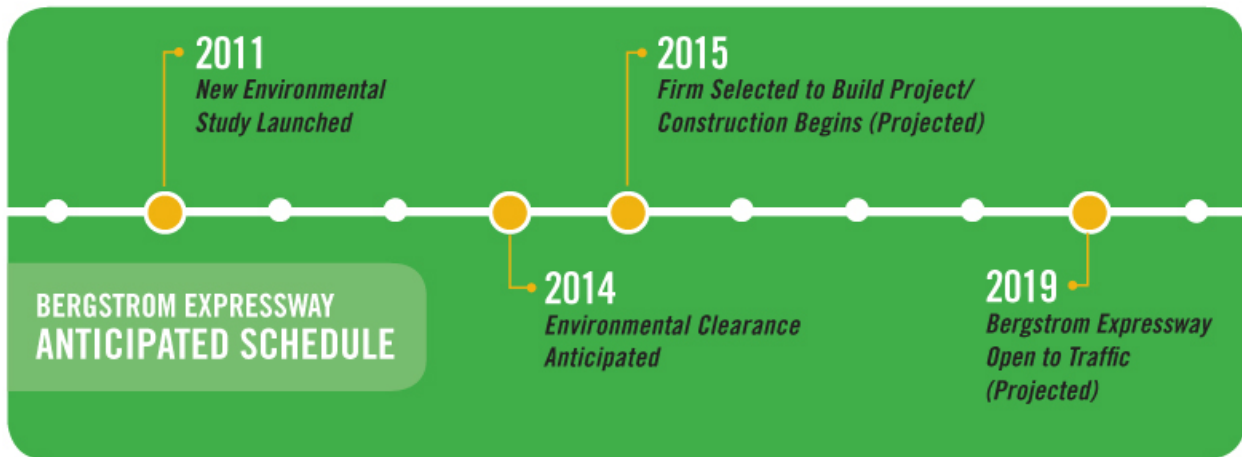
- Agencies: FHWA, TxDOT, City of Austin, Travis County
- Businesses: Misc. Land Developers / Property Owners, Freescale, YMCA, AT&T
- Home Owners Associations: Knollwood, Senate Hills, University Hills
- Interest Groups: Gateway Oaks, Heritage Tree Foundation, PODER, El Concilio

The Mobility Authority's Context Sensitive Solution process is currently focusing on:

- integrating the facility with the area’s built environment to enhance community and in particular the area’s economical quality of life
- integrating the natural environment in order to maximize the facilities scenic, recreation and aesthetic qualities
- incorporating aesthetics that fit the facilities physical setting and preserve the scenic, aesthetic, neighborhood, historic and environmental attributes of the area
- including innovative design elements including considerations from the Green Mobility Challenge

SCHEDULE

The Environmental Assessment process was launched in late 2011 and is anticipated to be complete by mid 2014. A detailed schedule discussion, including the tracking of intermediate milestones, will be provided in upcoming Quarterly Reports. Below is a summary of the anticipated timeline that is being communicated to the public.





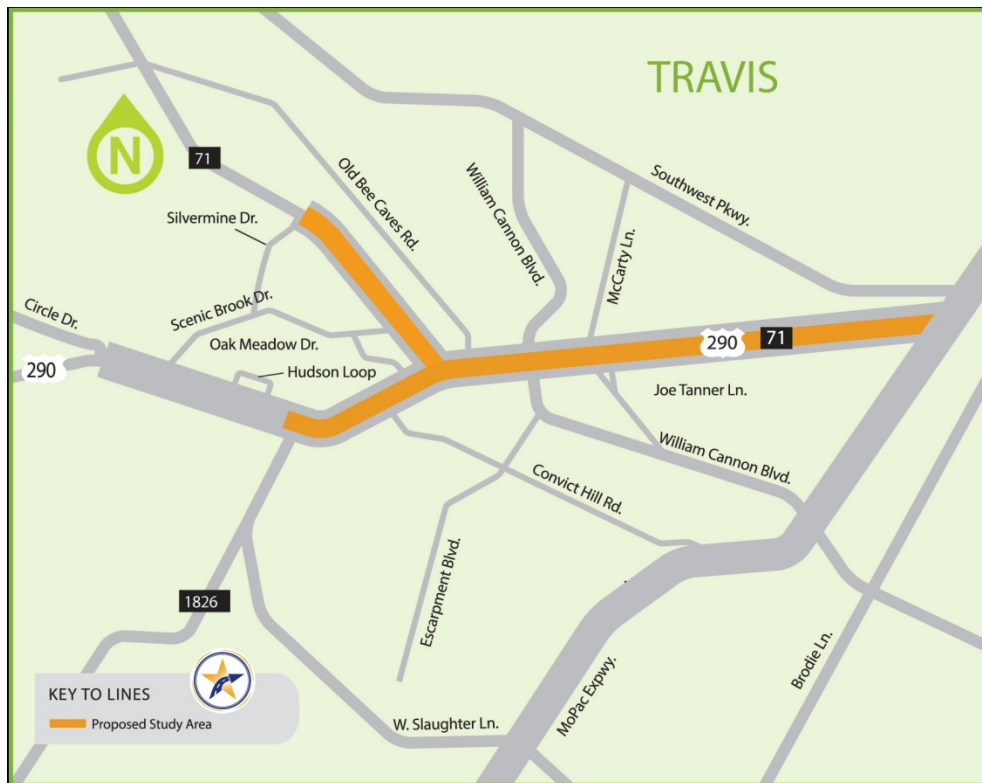
Oak Hill Parkway

INTRODUCTION

This report documents and describes the Oak Hill Parkway Project for the period through January 15, 2013. This Project is currently in the environmental clearance phase of development which requires the completion of an Environmental Impact Statement (EIS) consistent with the regulations contained in the National Environmental Policy Act of 1969 (NEPA). The Project is currently being developed jointly by the Central Texas Regional Mobility Authority and the Texas Department of Transportation (TxDOT) Austin District.

PROJECT DESCRIPTION

The Project encompasses the area surrounding the existing “Y at Oak Hill” intersection and includes the study of US 290 West from FM 1826 to Loop 1, including SH 71 West from Silvermine Drive to US 290 West. The study area is depicted in the location map below.



Currently this area experiences large-scale congestion while attracting more than 60,000 cars/trucks a day and serving as a corridor for statewide travel. As part of the NEPA process, several reasonable alternatives will be identified to address the issues currently plaguing the study area. These alternatives, along with a “No Build” scenario, will be screened to assess the direct, indirect, and cumulative environmental impacts such that environmental values are considered alongside the technical and

economic factors. Another important element of the NEPA process, which is also consistent with the Mobility Authority's approach to project implementation, is public involvement; throughout the entire Environmental Impact Statement process, input will be solicited from neighbors and drivers of the corridor that could potentially be affected.

The Environmental Impact Statement document is currently being prepared by a consultant team led by Rodriguez Transportation Group, Inc. (RTG) under a professional services agreement with the TxDOT Austin District. The Mobility Authority, supported by Atkins under their General Engineering Consultant contract, is coordinating closely with both TxDOT and RTG as the document is being developed.

PREVIOUS EFFORTS

As part of the Public Involvement Initiation, several critical elements were advanced in the previous quarter:

- Community members participated in an Oak Hill Envisioning Mobility Workshop on August 29th to discuss Oak Hill's values and vision for mobility improvements in the area and to help us identify potential names for the project.
- On October 17th, the Texas Department of Transportation, City of Austin, Capital Metro, public officials and the Mobility Authority conducted a press conference to unveil the project name and logo. The Oak Hill Parkway project is now officially underway. Media coverage was very positive!
- The project-specific website, www.oakhillparkway.com, was formally launched and contains a host of useful information related to the project.
- Related to the Resource Agency Involvement, a Notice of Intent was published which notifies all parties that an Environmental Impact Statement will be prepared, describes the proposed action and other basic details related to the Project.

RECENT ACTIVITIES

The implementation of the Project is currently focusing on the initiation of two main elements: Public Outreach and Resource Agency Involvement. This quarter's activities include:

- The Oak Hill Parkway's first open house occurred on November 15th with the goal to gain a better understand the specific issues along the project, directly from the public in attendance. Eighty-three (83) members of the general public signed in for the meeting and we collected project forty-three (43) comment forms combined from the meeting and via the website. Through the comments and project surveys we learned valuable insight into the communities concerns as well as receiving input on the type of project they would like to see. We also had aerial plots of the project area on hand where people could write down and point to specific areas of concern, access issues, pedestrian access issues, planned development, etc.



Citizens provided input directly onto project aerial maps at our November 15th Open House Meeting.

Citizens completed 48 project surveys and 46 satisfaction surveys via the Open House and Project Website.



- The open house Comment Summary and Responses to comments are under development and will be posted with the project survey results on the project website by the end of January. (www.oakhillparkway.com)
- Enhancement Team Kick-off meeting was held on December 3rd to share project information between TxDOT, City of Austin, Travis County and CapMetro and to hear what projects are on their radar. The goal for this group is to cross coordinate other projects in the area (roadway, parks, hike/bike facilities, developer projects) in efforts to create synergy in the Oak Hill community around the project. This team will also be discussing some of the non-transportation related Green Mobility Challenge concepts which are beyond the scope of the Mobility Authority's project.
- Invitations were distributed to public agencies to invite their participation/cooperation on the project as part of the NEPA process. An Agency Scoping Meeting will be facilitated on January 22nd to bring in the agencies who expressed an interest in being involved in the project. The main topic of discussion will be the Draft Public and Agency Coordination Plan which was prepared by RTG's team.

- A draft of our first newsletter is underway with the goal to send a final version to our distribution list by early February.
- Planning efforts are underway for Workshops with community members regarding Environmental, General Design, Context Sensitive Solutions and Bicycle/Pedestrian Facilities. These workshops will initiate with the Environmental Workshop scheduled for January 31st. The workshops will involve members of the public who expressed interest to participate in specific elements of the planning process. The goal is to ensure all members of the public have the opportunity to be actively engaged in more detailed elements early in the project development.

PROGRESS STATUS

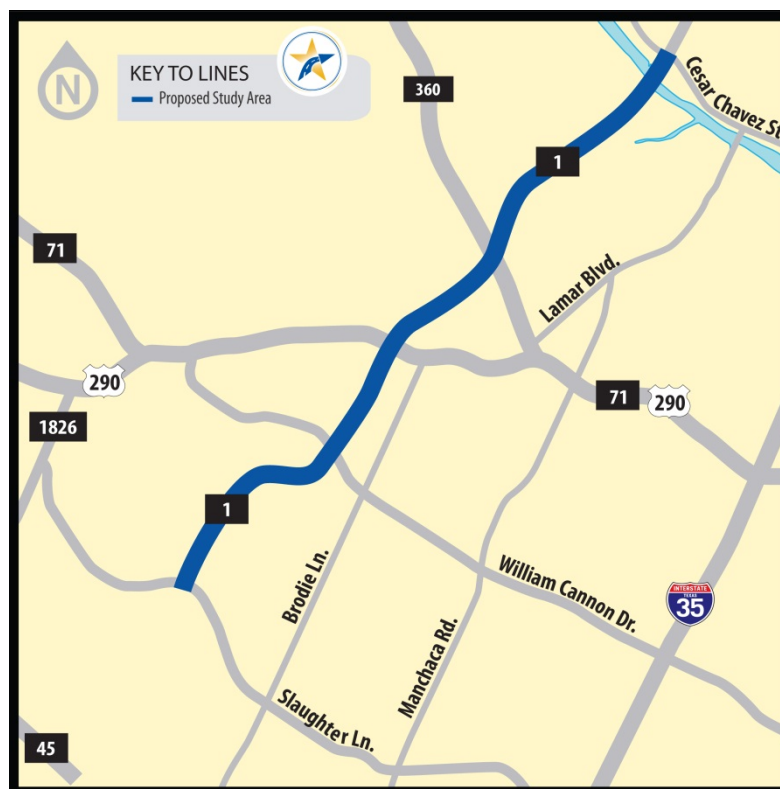
The Environmental Impact Statement process is still in the beginning stages of development and is currently anticipated to take approximately 4 years to complete. A detailed schedule discussion, including the tracking of intermediate milestones, will be provided in upcoming Quarterly Reports.

MoPac South Project

PROJECT DESCRIPTION

The Mobility Authority is initiating activities to start the Environmental Study for improvements to MoPac from Cesar Chavez Street south to Slaughter Lane. Proposed improvements could include adding lane(s) along existing MoPac lane. Implementation of bicycle/pedestrian facilities and inclusion of park-and-rides will be evaluated as part of the project during the environmental study.

The project has been selected as one of the recipients of the Texas Legislature's Rider 42 funding allocation projects. As a Rider 42 objective, the project will utilize enhanced public engagement strategies and tools. The environmental study and community outreach program are anticipated to start in 2013. This will be the first environmental study led by the Mobility Authority.



This report describes the status of the MoPac South project and documents the activities accomplished through the fourth quarter of 2012.

RECENT ACTIVITIES

The following activities have been accomplished by the Mobility Authority and its consultants during the reporting period.

PROJECT DEVELOPMENT / PROCUREMENT

- The Mobility Authority is currently in contract negotiations with Jacobs, the approved Preliminary Engineering and Environmental Services Consultant for this project. The firm is anticipated to be on board by the first of March 2013.
- Based on FHWA comments and Rider 42 funding limits, the project limits now extend south to Slaughter Lane instead of SH 45 SW.
- The La Crosse and Slaughter Lane Overpasses will be analyzed in a separate Categorical Exclusion.

SCHEDULE

The environmental approval process is anticipated to take two to three years. A detailed Project schedule will be produced once an Environmental Services Consultant has been contracted and a detailed scope prepared.

UPCOMING MILESTONES

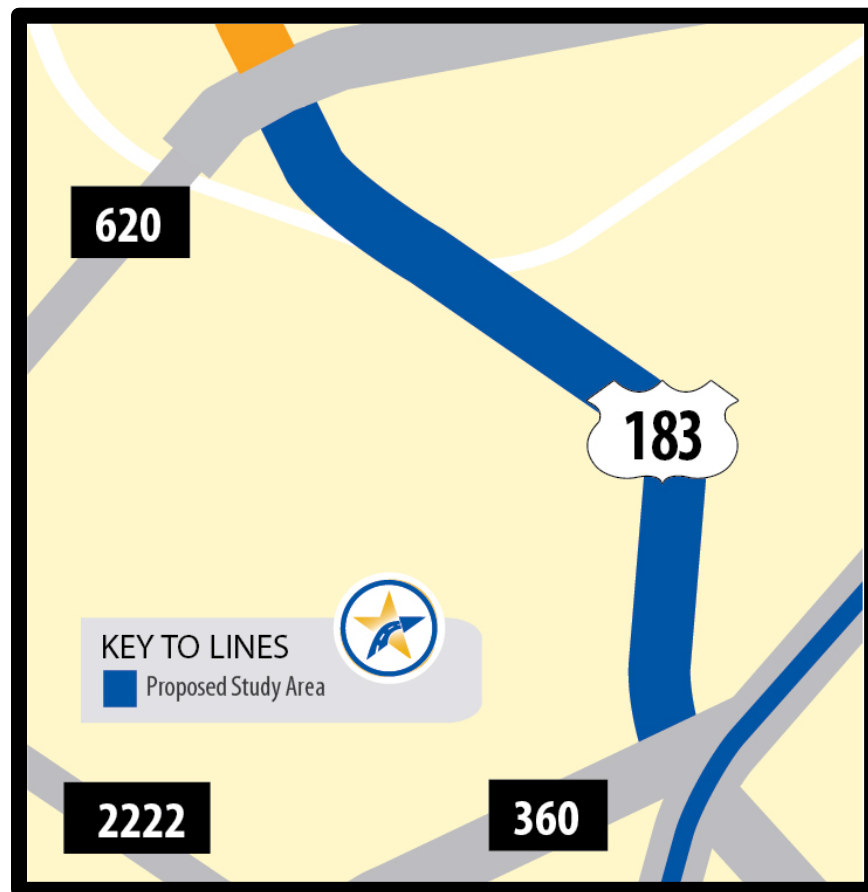
- Preliminary Engineering and Environmental Services Consultant Begins Work (March 2013)

US 183 North Project

PROJECT DESCRIPTION

The Mobility Authority will soon initiate activities to start the Environmental Study for improvements to US 183 North from RM 620 to MoPac. Proposed improvements could include adding lane(s) along existing US 183, as well as direct connectors from US 183 and MoPac.

The project was selected as one of the recipients of the Capital Area Metropolitan Planning Organization (CAMPO) Surface Transportation Program - Metropolitan Mobility (STP MM) funding program. The environmental study and community outreach program are anticipated to start in 2013.



This report describes the status of the US 183 North Project and documents the activities accomplished through the fourth quarter of 2012.

RECENT ACTIVITIES

The following activities have been accomplished by the Mobility Authority and its consultants during the reporting period.

PROJECT DEVELOPMENT / PROCUREMENT

- The Mobility Authority is currently finalizing the schedule to procure a Preliminary Engineering and Environmental Services Consultant for the project. The Request for Qualifications is anticipated to be issued in January 2013.

SCHEDULE

The schedule for this project is in development.

SH 45 Southwest Project

PROJECT DESCRIPTION

In an effort to improve mobility in southwest Travis County, the Mobility Authority is proposing a 3.6-mile, four-lane limited access expressway on a new alignment connecting MoPac South to FM 1626 in southern Travis County. Modeled after the success of the MoPac Improvement Project, the TxDOT and Mobility Authority are working collaboratively to complete the NEPA process while proactively reaching out to stakeholders and the environmental community. In 2011, TxDOT, via a professional services contract, authorized Phase One of the NEPA study which is focused on establishing logical termini for the proposed facility. The public outreach program will be initiated during Phase Two and an environmental impact statement (anticipated) and schematics will be prepared. Concurrent with the Phase One activities, CAMPO and the University of Texas' Center for Transportation Research are developing traffic modeling for the corridor on behalf of Travis and Hays Counties which may influence the proposed project.



This report describes the status of the 45 Southwest Project and documents the activities accomplished through the fourth quarter of 2012.

RECENT ACTIVITIES

During the reporting period, no action has occurred.

SCHEDULE

Mobility Authority activities are currently on hold.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #16 SUMMARY

Executive Director's Report.

Department: Administrative

Associated Costs: None

Funding Source: None

Board Action Required: No

Description of Matter:

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

- A. Project Status Updates.
- B. Filing 2012 personal financial statements required by state law.

Attached documentation for reference:

Executive Director's Report

Contact for further information:

Mike Heiligenstein, Executive Director



REPORT TO THE BOARD OF DIRECTORS JANUARY 30, 2013

MIKE HEILIGENSTEIN - EXECUTIVE DIRECTOR

PRIORITY ISSUES



Manor Expressway Toll Collection
Begins January 5th



183A Shared Use Path Phase II
Now Open

ADMINISTRATION

CAMPO

The CAMPO Transportation Policy Board met on January 14th and discussed a resolution stressing the importance of IH 35 corridor improvements through the CAMPO region. The unanimously approved resolution supports TxDOT as the lead agency in the effort to implement multimodal corridor solutions.

OPERATIONS

HIGHWAY EMERGENCY RESPONSE

OPERATOR (HERO)

This month, the Highway Emergency Response Operator (HERO) motorist assistance program expanded to include a 55-mile section of IH 35 that runs from the City of Kyle (Yarrington Road) to the City of Georgetown (SH 130 North) and a 12-mile stretch of US 183 between IH-35 and Lakeline Boulevard. On January 15th, the Hays County Commission approved a resolution allowing the Mobility Authority to operate HERO in Hays County. HERO patrols from 6:00 a.m. to 8:00 p.m., Monday through Friday. The program is being paid for through a combination of federal and state funds, and it costs roughly \$2.3 million a year to provide the service. We received extensive media coverage.

PROJECT DEVELOPMENT

MANOR EXPRESSWAY

US 183/US 290 DIRECT CONNECTORS

The first phase of the Manor Expressway opened in December 2012 and extends 1.5 miles from

US 183 to east of Springdale Road and includes flyover ramps between the Manor Expressway and US 183. Drivers were invited to try the facility toll free throughout the month of December. Tolling began on January 5th.

MANOR EXPRESSWAY

PHASE II PROJECT

Central Texas Mobility Constructors (CTMC) made considerable progress throughout December completing the interim milestone and opening another stretch of the eastbound frontage road between Springdale Road and Giles Road. To accommodate construction, CTMC had to close a turnaround in that area. The temporary closure is an inconvenience to residents of the Chimney Hills neighborhood and the Rosemont Apartments. The project team is working with the residents to address concerns.

MO PAC IMPROVEMENT PROJECT

PROJECT DEVELOPMENT

The Mobility Authority continues to move forward with project development in anticipation of construction. The shortlisted, proposing Design/Build Teams (DW/Sundt, Abrams/Lane and CH2M HILL) submitted their Technical and Price Proposals this month. These proposals are being reviewed by a technical committee. We anticipate making a recommendation to the Board at the February Board meeting.

TxDOT is currently reviewing the Project Development Agreement (PDA). The PDA

clarifies the Mobility Authority and TxDOT's roles for final design, construction, operations and maintenance. We expect the Texas Transportation Commission's approval this month.

Notice to Proceed (NTP) for design and construction can occur as soon as the Design/Build Contract is finalized and approved by TxDOT and the Federal Highway Administration. This approval is anticipated to occur sometime this spring.

Every three months for the next three years, TxDOT will disburse \$16.5 million from the \$197.6 million in project funds to the Mobility Authority to cover design, construction and oversight costs. The first disbursement was received in December.

Construction of the Express Lanes will be disruptive to both drivers and nearby residents. The Mobility Authority is working diligently to help make the construction process go as smoothly as possible. The Design/Build Contractor will be required to keep all existing lanes on MoPac open between 5:00 a.m. and 9:00 p.m. each weekday, and there are stiff financial penalties in place for any lane closure outside this time period. However, while mainlane closures are only permitted at night, there will be significant work during the day. Frontage road lanes, shoulders and some cross street lanes will be allowed to be closed at limited times during the day. To encourage the contractor to minimize lane and shoulder closures, there will be a lane rental program in place that charges the contractor every time a lane or shoulder is closed.

183A EXTENSION CONSTRUCTION

In January, the Mobility Authority opened the second phase of the 183A Shared Use Path. The \$3.1 million, 5-mile project extends along the west side of 183A from RM 1431 north to Hero Way and connects with phase one, a 2.3-mile section that opened in 2011 and runs from South Brushy Creek to RM 1431. Also, the Mobility Authority and the City of Leander have

completed a project to connect the sidewalks at the intersection of Crystal Falls Parkway and 183A to the Shared Use Path to improve the intersection for pedestrians and cyclists.

BERGSTROM EXPRESSWAY PROJECT DEVELOPMENT

Public involvement and environmental activities for the study continue. In anticipation of the next Open House, scheduled for March 7th, the team continues to move forward with developing Context Sensitive Solutions that build upon ideas developed previously, including concepts from the Green Mobility Challenge. The process is considering enhancements that highlight art, music, native landscaping and bike and pedestrian facilities, with the goal of beautifying the corridor, creating a more cohesive community and promoting the Bergstrom Expressway as a gateway to Austin. In addition to these outreach efforts, the team continues to support TxDOT with the development of the study.

OAK HILL PARKWAY PROJECT DEVELOPMENT

The Oak Hill Parkway Environmental Study continues to move forward. The project team compiled the comments and surveys from the first Open House on November 15th and prepared a summary that is available at OakHillParkway.com. In addition to the open houses, the Mobility Authority and TxDOT are hosting a series of facilitated working group meetings with Oak Hill community members who expressed an interest. These meetings will cover multiple topics including environmental issues, general design, bicycle and pedestrian elements and context sensitive solutions. The first of these working group meetings is scheduled for January 31st. The area's elected officials are being kept informed.

Information collected from these meetings will be used to develop various, alternative ways to improve mobility, while protecting the character of the area and its sensitive environmental features. Additional meetings will be scheduled throughout the year as needed. The next Open House is tentatively planned for this upcoming May.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #17 SUMMARY

EXECUTIVE SESSION

Executive Session:

Discuss 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).



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #18 SUMMARY

EXECUTIVE SESSION

Executive Session:

Discuss legal issues related to claims by or against the Mobility Authority, pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation with Attorney; Closed Meeting).



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #19 SUMMARY

EXECUTIVE SESSION

Executive Session:

Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation with Attorney; Closed Meeting).



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #20 SUMMARY

EXECUTIVE SESSION

Executive Session:

Discuss legal issues relating to legislation proposed to the 83rd Texas Legislature that could affect the Mobility Authority or its operations, pursuant to §551.071 (Consultation with Attorney; Closed Meeting).



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #21 SUMMARY

EXECUTIVE SESSION

Executive Session:

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



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #22 SUMMARY

Right of Way

Authorize negotiation and execution of a purchase contract, a settlement agreement, or both in a pending eminent domain proceeding to acquire the following described parcel or property interest for the 183A Turnpike Project:

- A. Parcel 32 of the Manor Expressway Toll Project, a 1.468 acre tract in Travis County, at 9493 US 290 East, owned by Bobby Joe Barnett and DeeAnne Barnett.