



CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

September 26, 2018
AUDIT COMMITTEE MEETING
AGENDA ITEM #3

Accept the Independent Audit Reports from
RSM US LLP for the Fiscal Year Ending
June 30, 2018

Strategic Plan Relevance: Regional Mobility
Department: Finance
Contact: Bill Chapman, Chief Financial Officer
Associated Costs: N/A
Funding Source: N/A
Action Requested: Consider and act on draft resolution

Summary:

Each year the Mobility Authority engages an independent CPA firm to conduct the Authority's required annual audit and single audit. RSM US LLP has completed the annual audit for FY 2017 and will present those reports to the Audit Committee.

The draft resolution accepts the annual audits for FY 2018.

- A. Audit Committee meeting called to order by Committee Chairman Singleton.
- B. Introduction of external auditors from RSM US LLP.
- C. Discuss, consider, and take appropriate action to accept the Fiscal Year 2018 Audit Reports.
- D. Adjourn Audit Committee.

Backup Provided: Draft Resolution
FY 2018 Audit Reports – Report to the Board of Directors, Basic
Financial Statements, Federal Awards Compliance Report & State
Awards Compliance Report;

**MEETING OF THE AUDIT COMMITTEE
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 18-0XX

**ACCEPT THE INDEPENDENT AUDIT REPORTS FROM RSM US LLP
FOR THE FISCAL YEAR ENDING JUNE 30, 2018**

WHEREAS, by Resolution No. 09-50 enacted July 31, 2009, the Board of Directors established the Audit Committee as a standing committee of the Board of Directors, consisting of all of the members of the Board of Directors; and

WHEREAS, under Resolution No. 09-50 and Section 101.036 of the Mobility Authority Policy Code, the Audit Committee is authorized to exercise all powers and authority of the Board of Directors with respect to Mobility Authority finances, and accordingly acts as, and on behalf of, the Board of Directors with respect to the matters addressed by this resolution; and

WHEREAS, the firm of RSM US LLP, has been engaged to provide an independent audit of the finances of the Central Texas Regional Mobility Authority for the fiscal year ending on June 30, 2018, and has presented that audit to the Audit Committee; and

WHEREAS, the Audit Committee has reviewed the “Report to the Board of Directors”, the “Basic Financial Statements”, the “Federal Awards Compliance Report” and the “State Awards Compliance Report” prepared by RSM US LLP, attached respectively as Exhibits A, B, C and D to this resolution, and has heard and considered the presentation on the audit by RSM US LLP.

NOW THEREFORE, BE IT RESOLVED, that the Audit Committee accepts the independent audit reports of the Central Texas Regional Mobility Authority for the fiscal year ending on June 30, 2018; and

BE IT FURTHER RESOLVED that this resolution constitutes approval by the Audit Committee of the investment reports required by 43 *Texas Administrative Code* Rule §26.61.

Adopted by the Audit Committee of the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of September 2018.

Submitted and reviewed by:

Approved:

Geoffrey Petrov, General Counsel

David Singleton
Chairman, Audit Committee

Exhibit A

Report to the Board of Directors

Central Texas Regional Mobility Authority

Report to the Board of Directors
September 18, 2018





RSM US LLP

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September 18, 2018

To the Board of Directors
Central Texas Regional Mobility Authority
Austin, Texas

Dear Members of the Board of Directors:

We are pleased to present this report related to our audit of the financial statements of Central Texas Regional Mobility Authority (the Authority) as of and for the year ended June 30, 2018. This report summarizes certain matters required by professional standards to be communicated to you in your oversight responsibility for the Authority's financial reporting process.

This report is intended solely for the information and use of the Board of Directors and management of the Authority and is not intended to be, and should not be, used by anyone other than these specified parties. It will be our pleasure to respond to any questions you have about this report. We appreciate the opportunity to continue to be of service to Central Texas Regional Mobility Authority.

RSM US LLP

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Required Communications

Generally accepted auditing standards (AU-C 260, *The Auditor's Communication With Those Charged With Governance*) require the auditor to promote effective two-way communication between the auditor and those charged with governance. Consistent with this requirement, the following summarizes our responsibilities regarding the financial statement audit, as well as observations arising from our audit that are significant and relevant to your responsibility to oversee the financial reporting process.

Area	Comments
Our Responsibilities With Regard to the Financial Statement Audit	Our responsibilities under auditing standards generally accepted in the United States of America and <i>Government Auditing Standards</i> issued by the Comptroller General of the United States have been described to you in our arrangement letter dated April 6, 2018. Our audit of the financial statements does not relieve management or those charged with governance of their responsibilities, which are also described in that letter.
Overview of the Planned Scope and Timing of the Financial Statement Audit	We have issued a separate communication and met with the Audit Committee to the Board of Directors during the March 23, 2018, Audit Committee meeting regarding the planned scope and timing of our audit and have discussed with you our identification of, and planned audit response to, significant risks of material misstatement.
Accounting Policies and Practices	<p>Preferability of Accounting Policies and Practices Under accounting principles generally accepted in the United States of America, in certain circumstances, management may select among alternative accounting practices. In our view, in such circumstances, management has selected the preferable accounting practice.</p> <p>Adoption of, or Change in, Accounting Policies Management has the ultimate responsibility for the appropriateness of the accounting policies used by the Authority. The Authority did not adopt any significant new accounting policies, nor have there been any changes in existing significant accounting policies during the current period.</p> <p>Significant or Unusual Transactions We did not identify any significant or unusual transactions or significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.</p> <p>Management's Judgments and Accounting Estimates Summary information about the process used by management in formulating particularly sensitive accounting estimates and about our conclusions regarding the reasonableness of those estimates is in the attached Summary of Significant Accounting Estimates.</p>
Audit Adjustments	There were no audit adjustments made to the original trial balance presented to us to begin our audit.
Uncorrected Misstatements	We are not aware of any uncorrected misstatements other than misstatements that are clearly trivial.

Area	Comments
Disagreements With Management	We encountered no disagreements with management over the application of significant accounting principles, the basis for management's judgments on any significant matters, the scope of the audit or significant disclosures to be included in the financial statements.
Consultations With Other Accountants	We are not aware of any consultations management had with other accountants about accounting or auditing matters.
Significant Issues Discussed With Management	No significant issues arising from the audit were discussed or the subject of correspondence with management.
Significant Difficulties Encountered in Performing the Audit	We did not encounter any significant difficulties in dealing with management during the audit.
Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance with Government Auditing Standards	We have separately issued a report on internal control over financial reporting and on compliance and other matters based on our audit of the financial statements and major program, as required by <i>Government Auditing Standards</i> and Title 2 U.S. Code of Federal Regulations Part 200, <i>Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards</i> (Uniform Guidance) and this communication is included within the compliance report of the Authority for the year ended June 30, 2018.
Significant Written Communication Between Management and Our Firm	A copy of a significant written communication between our firm and management of the Authority, the representation letter provided to us by management, is attached as Exhibit A.

Summary of Significant Accounting Estimates

Accounting estimates are an integral part of the preparation of financial statements and are based upon management's current judgment. The process used by management encompasses its knowledge and experience about past and current events, and certain assumptions about future events. Management may wish to monitor throughout the year the process used to determine and record these accounting estimates. The following describes the significant accounting estimates reflected in the Authority's June 30, 2018, financial statements.

Estimate	Accounting Policy	Management's Estimation Process	Basis for Our Conclusions on Reasonableness of Estimate
Unrealized Gains or Losses on Investments	The money market mutual fund and local government investment pool are reported at net asset values (NAV) based on amortized cost. Investments in debt securities are reported at fair value based on pricing service models.	Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Investments in debt securities are reported at fair value based upon pricing service models. The money market mutual fund and local government investment pool are reported at the NAV of the underlying securities based on amortized cost.	We tested the fair value of investments at year-end by using a valuation specialist to price debt securities. For investments measured using NAV, we confirmed the year-end NAV with the individual money managers. We concluded management's valuation methods and estimates are reasonable.
Depreciable Life of Property and Equipment	The depreciable life of property and equipment is set at the estimated useful life of the related asset.	The determination is made at the time the asset is placed into service and involves various judgments and assumptions, including the estimated useful life and prior experience.	We concluded the estimates used by management are reasonable.
Pension Expense and Net Pension Asset/Liability	The Authority participates in the Texas County and District Retirement System (TCDRS), a statewide agent multiple-employer retirement system. The Authority records the pension expense and net pension asset/liability in its financial statements and discloses the pension expense and net pension asset/liability in Note 7 to the financial statements.	The pension expense and net pension asset/liability were measured as of December 31, 2017. This calculation is prepared by an independent actuarial company engaged by TCDRS, and the Authority's management reviews and considers the appropriateness of the assumptions.	We obtained the TCDRS actuarial valuation report and we confirmed the Authority's reported balances agreed with the actuarial report. We reviewed the significant assumptions and conclusions for reasonableness and tested the underlying data. We concluded the estimates used by management's are reasonable.

**Exhibit A—Significant Written Communication Between Management
and Our Firm**



CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

September 18, 2018

RSM US LLP
811 Barton Springs Rd, 5th floor
Austin, Texas 78704

This representation letter is provided in connection with your audits of the basic financial statements of Central Texas Regional Mobility Authority (the "Authority") as of and for the years ended June 30, 2018 and 2017, for the purpose of expressing an opinion on whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

We confirm, to the best of our knowledge and belief, that as of September 18, 2018:

Financial Statements

1. We have fulfilled our responsibilities, as set out in the terms of the audit arrangement letter dated April 6, 2018, for the preparation and fair presentation of the financial statements referred to above in accordance with U.S. GAAP.
2. We acknowledge our responsibility for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
3. We acknowledge our responsibility for the design, implementation and maintenance of internal control to prevent and detect fraud.
4. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable and reflect our judgment based on our knowledge and experience about past and current events, and our assumptions about conditions we expect to exist and courses of action we expect to take.
5. Related-party transactions, including those with other organizations for which the nature and significance of their relationship with the Authority are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete; including accounts and advances receivable and payable, sale and purchase transactions, long-term loans, leasing arrangements and guarantees, have been recorded in accordance with the economic substance of the transaction and appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.
6. All events subsequent to the date of the financial statements, and for which U.S. GAAP requires adjustment or disclosure, have been adjusted or disclosed.
7. The effects of all known actual or possible litigation and claims have been accounted for and disclosed in accordance with U.S. GAAP.

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Ray A. Wilkerson, *Chairman* • Nikelle Meade, *Vice-Chairman* • David Singleton, *Treasurer*
David B. Armbrust • Mark Ayotte • John Langmore • Frank Leffingwell • Mike Heiligenstein, *Executive Director*

8. There are no unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in pre-November 30, 1989 FASB and AICPA Pronouncements*.
9. We have no direct or indirect legal or moral obligation for any debt of any organization, public or private, or to special assessment bond holders that is not disclosed in the financial statements.
10. We have no knowledge of any uncorrected misstatements in the financial statements.

Information Provided

11. We have provided you with:
 - a. Access to all information of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation and other matters;
 - b. Additional information that you have requested from us for the purpose of the audits;
 - c. Unrestricted access to persons within the Authority from whom you determined it necessary to obtain audit evidence; and
 - d. Minutes of the meetings of the Board of Directors and committees, or summaries of actions of recent meetings for which minutes have not yet been prepared.
12. All transactions have been recorded in the accounting records and are reflected in the financial statements.
13. We have disclosed to you the results of our assessment of risk that the financial statements may be materially misstated as a result of fraud.
14. We have no knowledge of allegations of fraud or suspected fraud affecting the Authority's financial statements involving:
 - a. Management.
 - b. Employees who have significant roles in internal control.
 - c. Others where the fraud could have a material effect on the financial statements.
15. We have no knowledge of any allegations of fraud or suspected fraud affecting the Authority's financial statements received in communications from employees, former employees, analysts, regulators or others.
16. We have no knowledge of noncompliance or suspected noncompliance with laws and regulations whose effects were considered when preparing financial statements.
17. We have disclosed to you all known actual or possible litigation and claims whose effects should be considered when preparing the financial statements.

18. We have disclosed to you the identity of the Authority's related parties and all the related-party relationships and transactions of which we are aware.
19. We are not aware of any significant deficiencies, or material weaknesses in the design or operation of internal controls that could adversely affect the Authority's ability to record, process, summarize and report financial data.
20. We are aware of no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.

Supplementary Information

21. With respect to supplementary information presented in relation to the financial statements as a whole:
 - a. We acknowledge our responsibility for the presentation of such information.
 - b. We believe such information, including its form and content, is fairly presented in accordance with guidelines prescribed by accounting principles generally accepted in the United States of America.
 - c. The methods of measurement or presentation have not changed from those used in the prior period.
 - d. When supplementary information is not presented with the audited financial statements, we will make the audited financial statements readily available to the intended users of the supplementary information no later than the date of issuance of the supplementary information and the auditor's report thereon.
22. With respect to Management's Discussion and Analysis and Required Supplementary Information – Pension presented as required by Governmental Accounting Standards Board to supplement the basic financial statements:
 - a. We acknowledge our responsibility for the presentation of such required supplementary information.
 - b. We believe such required supplementary information including its form and content, is fairly presented in accordance with guidelines prescribed by accounting principles generally accepted in the United States of America.
 - c. The methods of measurement or presentation have not changed from those used in the prior period.
23. During the course of your audits, you may have accumulated records containing data that should be reflected in our books and records. All such data have been so reflected. Accordingly, copies of such records in your possession are no longer needed by us.

Compliance Considerations

In connection with your audit conducted in accordance with *Government Auditing Standards*, we confirm that management:

24. Is responsible for the preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework.
25. Is responsible for compliance with the laws, regulations and provisions of contracts and grant agreements applicable to the auditee.
26. Has disclosed to the auditor there are no instances that have occurred, or are likely to have occurred, of fraud and noncompliance with provisions of laws and regulations that have a material effect on the financial statements or other financial data significant to the audit objectives, and any other instances that warrant the attention of those charged with governance.
27. Has disclosed to the auditor there are no instances that have occurred, or are likely to have occurred, of noncompliance with provisions of contracts and grant agreements that have a material effect on the determination of financial statement amounts.
28. Has disclosed to the auditor there are no instances that have occurred, or are likely to have occurred, of abuse that could be quantitatively or qualitatively material to the financial statements.
29. Is responsible for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
30. Acknowledges its responsibility for the design, implementation and maintenance of internal controls to prevent and detect fraud.
31. There have been no instances of fraud; noncompliance with provisions of laws, regulations, contracts and grant agreements; or abuse that the auditor reports.
32. There have been no instances which require the tracking of the status of audit findings and recommendations.
33. There have been no previous audits, attestation engagements and other studies related to the audit objectives and whether related recommendations have been implemented.
34. There have been no findings which require views on the auditor's reported findings, conclusions and recommendations, as well as management's planned corrective actions, for the report.

35. Acknowledges its responsibilities as it relates to non-audit services performed by the auditor, including a statement that it assumes all management responsibilities; that it oversees the services by designating William Chapman, Chief Financial Officer and Mary Temple, Controller, who possesses suitable skill, knowledge or experience; that it evaluates the adequacy and results of the services performed; and that it accepts responsibility for the results of the services.

In connection with your audit of federal awards conducted in accordance with Subpart F of Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for State and Federal Awards* (Uniform Guidance) and the State of Texas Uniform Grant Management Standards (TUGMS), we confirm:

1. Management is responsible for complying, and has complied, with the requirements of Uniform Guidance and TUGMS.
2. Management is responsible for understanding and complying with the requirements of laws, regulations, and the provisions of contracts and grant agreements related to each of its state and federal programs.
3. Management is responsible for establishing and maintaining, and has established and maintained, effective internal control over compliance for federal programs that provides reasonable assurance that the auditee is managing federal awards in compliance with laws, regulations, and the provisions of contracts or grant agreements that could have a material effect on its federal programs in existence prior to December 26, 2014, as well as for funding increments and new awards obtained after that date.
4. Management has prepared the schedule of expenditures of federal and state awards in accordance with the Uniform Guidance and TUGMS and has included expenditures made during the period being audited for all awards provided by federal and state agencies in the form of grants, federal or state cost reimbursement contracts, loans, loan guarantees, property (including donated surplus property), cooperative agreements, interest subsidies, insurance, food commodities, direct appropriations and other assistance.
5. Management has identified and disclosed all of its government programs and related activities subject to the Uniform Guidance compliance audit.
6. Management has identified and disclosed to the auditor the requirements of federal statutes, regulations, and the terms and conditions of federal and state awards that are considered to have a direct and material effect on each major program. Management has further identified each award resulting from programs in existence prior to December 26, 2014 and funding increments or new awards obtained after that date.
7. Management has made available all federal and state awards (including amendments, if any) and any other correspondence relevant to federal programs and related activities that have taken place with federal and state agencies or pass-through entities.
8. There are no amounts questioned nor known noncompliance with the direct and material compliance requirements of federal and state awards.
9. Management believes that the auditee has complied with the direct and material compliance requirements.

10. Management has made available all documentation related to compliance with the direct and material compliance requirements, including information related to federal and state programs financial reports and claims for advances and reimbursements.
11. Management has provided to the auditor its interpretations of any compliance requirements that are subject to varying interpretations.
12. Management has disclosed to the auditor any communications from federal and state awarding agencies and pass-through entities concerning possible noncompliance with the direct and material compliance requirements, including communications received from the end of the period covered by the compliance audit to the date of the auditor's report.
13. Management has disclosed to the auditor the findings received and related corrective actions taken for previous audits, attestation engagements, and internal or external monitoring that directly relate to the objectives of the compliance audit, including findings received and corrective actions taken from the end of the period covered by the compliance audit to the date of the auditor's report.
14. Management is responsible for taking corrective action on audit findings of the compliance audit.
15. Management has provided the auditor with all information on the status of the follow-up on prior audit findings by federal and state awarding agencies and pass-through entities, including all management decisions.
16. Management has disclosed the nature of any subsequent events that provide additional evidence with respect to conditions that existed at the end of the reporting period that affect noncompliance during the reporting period.
17. Management has disclosed all known noncompliance with direct and material compliance requirements occurring subsequent to the period covered by the auditor's report or stated that there were no such known instances.
18. Management has disclosed whether any changes in internal control over compliance or other factors that might significantly affect internal control, and management is not aware of any instances which may indicate the existence of significant deficiencies and material weaknesses in internal control over compliance subsequent to the period covered by the auditor's report.
19. Federal and state program financial reports and claims for advances and reimbursements are supported by the books and records from which the basic financial statements have been prepared.
20. The copies of federal and state program financial reports provided to the auditor are true copies of the reports submitted, or electronically transmitted, to the federal agency or pass-through entity, as applicable.
21. Management has charged costs to federal and state awards in accordance with applicable cost principles.
22. Management is responsible for, and has accurately prepared, the summary schedule of prior audit findings to include all findings required to be included by Uniform Guidance and TUGMS.
23. The reporting package does not contain protected personally identifiable information.

24. Management has accurately completed the appropriate sections of the data collection form. We further acknowledge our responsibility for the complete, accurate, and timely filing of the data collection form with the Federal Audit Clearinghouse.

Very truly yours,

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY


Mike Heiligenstein - Executive Director


William Chapman - Chief Financial Officer


Mary Temple - Controller

Exhibit B

Basic Financial Statements

Central Texas Regional Mobility Authority

Basic Financial Statements
June 30, 2018

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Basic Financial Statements

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RSM US LLP

Independent Auditor's Report

To the Board of Directors
Central Texas Regional Mobility Authority

Report on the Financial Statements

We have audited the accompanying financial statements of the Central Texas Regional Mobility Authority (the Authority), which comprise the Statements of Net Position as of June 30, 2018 and 2017; the related Statements of Revenues, Expenses and Changes in Net Position and Cash Flows for the years then ended; and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, as listed on the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Authority's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of June 30, 2018 and 2017, and the changes in its financial position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the Required Supplementary Information—Pension Plan, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the basic financial statements as a whole. The Indenture Cash Flow and Debt Service Coverage on page 50 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements, or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated September 18, 2018, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

RSM US LLP

Austin, Texas
September 18, 2018

Central Texas Regional Mobility Authority

Management's Discussion and Analysis June 30, 2018 and 2017

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)

The Central Texas Regional Mobility Authority (the Authority) presents the following discussion and analysis of the Authority's financial activities during the fiscal years that ended June 30, 2018 and 2017. This section is intended to be read in conjunction with the Authority's financial statements, which immediately follow this section.

OVERVIEW OF THE FINANCIAL STATEMENTS

The financial section of this annual report consists of four parts: management's discussion and analysis, the basic financial statements, the notes to the financial statements and the required supplementary information.

The financial statements provide both long-term and short-term information about the Authority's overall financial status. The financial statements also include notes that explain some of the information in the financial statements and provide more detailed data.

Basic financial statements: The financial statements are designed to provide readers with an overview of the Authority's finances in a manner similar to private-sector business.

The *Statements of Net Position* present information on all of the Authority's assets and deferred outflows, as well as the Authority's liabilities and deferred inflows with the difference reported as *net position*. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating. The Statements of Net Position can be found on page 9 of this report.

The *Statements of Revenues, Expenses and Changes in Net Position* present information showing how the Authority's net position changed during the fiscal years ended June 30, 2018 and 2017. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Therefore, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods. The increase or decrease in net position may serve as an indicator of the effect of the Authority's current year operations on its financial position. The Statements of Revenues, Expenses and Changes in Net Position can be found on page 10 of this report.

The *Statements of Cash Flows* summarize all of the Authority's cash flows into three categories as applicable: 1) cash flows from operating activities, 2) cash flows from capital and related financing activities and 3) cash flows from investing activities. The Statement of Cash Flows can be found on page 11 of this report. The Statements of Cash Flows, along with the related notes and information in other financial statements, can be useful in assessing the following:

- The Authority's ability to generate future cash flows
- The Authority's ability to pay its debt as the debt matures
- Reasons for the difference between the Authority's operating cash flows and operating income
- The impact of the Authority's financial position of cash and noncash transactions from investing, capital, and financing activities

Central Texas Regional Mobility Authority

Management's Discussion and Analysis (Continued) June 30, 2018 and 2017

The *Notes to Financial Statements* provide additional information that is essential to a full understanding of the data provided in the basic financial statements. The Notes to Financial Statements can be found starting on page 12 of this report.

FINANCIAL HIGHLIGHTS

- Total toll revenue increased to \$91.5 million in 2018 from \$75.6 million in 2017 or a 21 percent increase. Total toll revenue increased from \$64.3 million to \$75.6 million from 2016 to 2017 or a 18 percent increase.
- Total operating expenses were approximately \$56.6 million, \$45.0 million and \$41.0 million in 2018, 2017 and 2016, respectively.
- Total construction in progress was approximately \$645.7 million, \$594.3 million and \$338.6 million as of June 30, 2018, 2017 and 2016, respectively. Construction in progress increased by approximately \$51.4 million from 2017 to 2018 in part due to progress made on the MoPac Improvement Project of approximately \$21.6 million, the placing in service of \$179.0 million of the MoPac Improvement Project, progress made of the SH 45 Southwest Project of approximately \$42.6 million, starting the 290E Phase III Project of approximately \$4.2 million, continuing the 183 South Project (collectively, the Projects) of approximately \$154.7 million and various other projects which totaled approximately \$7.3 million.
- Construction in progress increased by approximately \$255.7 million from 2016 to 2017 in part due to progress made on the MoPac Improvement Project of approximately \$63.9 million and start of the SH 45 Southwest Project of approximately \$22.2 million and continuing the 183 South Project of approximately \$162.6 million.
- Total restricted cash and cash equivalents decreased by \$32.1 million from 2017 to 2018. The overall decrease in restricted cash and investments was largely due to construction of the Projects.
- Total restricted cash and cash equivalents decreased by \$124.4 million from 2016 to 2017. The overall decrease in restricted cash and investments was largely due to construction of the Projects.

FINANCIAL ANALYSIS OF THE AUTHORITY

Net position: As noted above, net position may serve over time as a useful indicator of the Authority's financial position. The net position reflects an un-expendable and expendable portion of net position. The Authority's assets and deferred outflows exceeded liabilities and deferred inflows by approximately \$635.0 million, \$636.2 million and \$466.8 million as of June 30, 2018, 2017 and 2016, respectively (see Table A-1). As of June 30, 2018 and 2017, the largest portion of the Authority's net position is reflected its investment in capital assets (the Tolling System infrastructure and related assets) net of any outstanding debt used to acquire those assets. The second largest portion of net position, as of June 30, 2018 and 2017, is expendable and reflects proceeds restricted for debt service or construction expenditures. Although the Authority's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

Central Texas Regional Mobility Authority

Management's Discussion and Analysis (Continued)
June 30, 2018 and 2017

Table A-1
Condensed Schedules of Net Position
(In Thousands of Dollars)

	2018	2017	2016
Current assets	\$ 182,094	\$ 204,850	\$ 143,984
Restricted assets	204,384	309,229	492,744
Pension asset	826	355	202
Capital assets	1,673,630	1,491,482	1,084,996
Total assets	<u>2,060,934</u>	<u>2,005,916</u>	<u>1,721,926</u>
Deferred outflows of resources	108,057	109,742	91,656
Total assets and deferred outflows of resources	<u>\$ 2,168,991</u>	<u>\$ 2,115,658</u>	<u>\$ 1,813,582</u>
Total liabilities	\$ 1,532,560	\$ 1,480,216	\$ 1,346,650
Deferred inflows of resources	278	286	172
Total liabilities and deferred inflows of resources	<u>\$ 1,532,838</u>	<u>\$ 1,480,502</u>	<u>\$ 1,346,822</u>
Net position:			
Invested in capital assets	\$ 447,015	\$ 436,282	\$ 200,628
Restricted for other purposes	106,764	141,068	227,787
Unrestricted	82,372	57,806	38,345
Total net position	<u>636,151</u>	<u>635,156</u>	<u>466,760</u>
Total liabilities, deferred inflows of resources and net position	<u>\$ 2,168,989</u>	<u>\$ 2,115,658</u>	<u>\$ 1,813,582</u>

For fiscal year 2018, current and restricted assets decreased as a result of the Authority's ongoing construction on the Projects. The Authority receives grant funds, and bond proceeds to fund the Projects.

For fiscal year 2017, current and restricted assets decreased as a result of the Authority's ongoing construction on the Projects. The Authority receives grant funds, and bond proceeds to fund the Projects.

For fiscal year 2018 and 2017, excluding accumulated depreciation, capital assets increased as a result of the ongoing construction and current period Project additions of approximately \$181.4 million and \$174.4 million, respectively.

For fiscal year 2017 and 2016, excluding accumulated depreciation, capital assets increased as a result of the ongoing construction and current period additions of approximately \$171.4 million and \$214.0 million, respectively, on the Projects.

Changes in net position: The operating revenues continue to increase as the level of toll transactions increases within the completed projects of the Authority's Tolling System (which as of June 30, 2018, includes the 183A Turnpike Project (Phases I and II), the 290E Project (Phases I and II) and the SH 71 Express Project) and the addition of MoPac Improvement Project in October of 2017. The average daily Tolling System transactions increased in 2018 from approximately 222.7 thousand per day in 2017 to approximately 252.1 thousand per day or from an annual total of approximately 80.0 million to 92.0 million from 2017 to 2018.

Central Texas Regional Mobility Authority

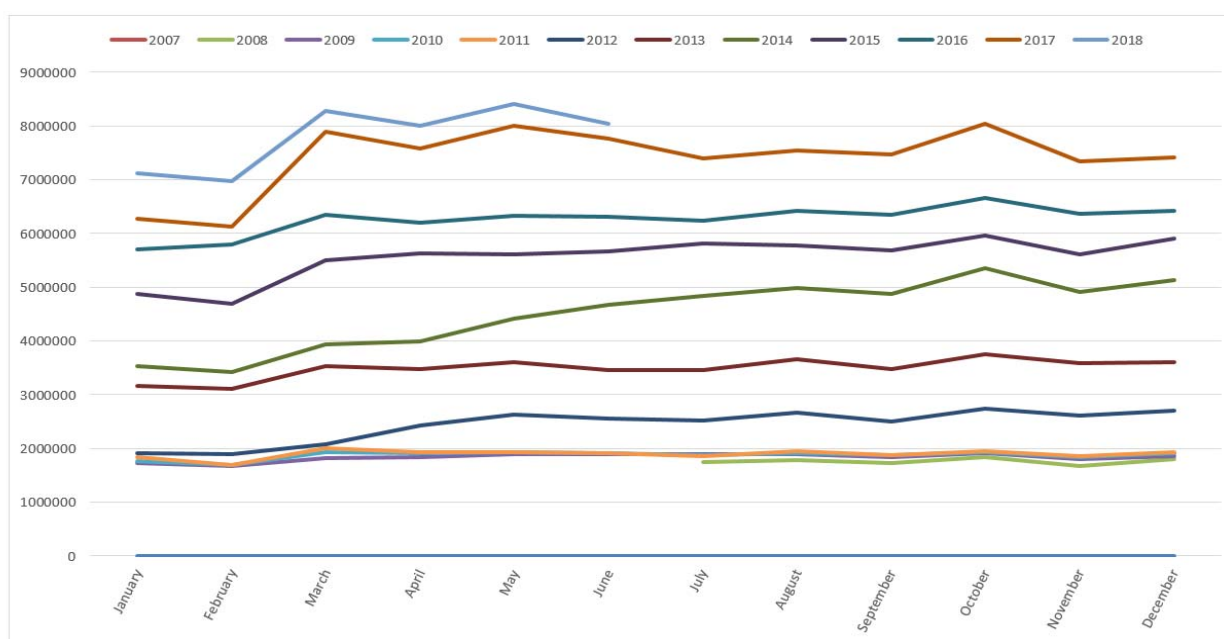
Management's Discussion and Analysis (Continued) June 30, 2018 and 2017

Activity in the MoPac Improvement Project is not reflected in the total Tolling System transactions above. The MoPac Improvement Project is not included in the Authority's Tolling System established by the bond indenture securing the Authority's toll revenue obligations. For fiscal year 2018, activity of the MoPac Improvement Project consisted of approximately 7.4 million transactions and approximately \$8.5 million in revenue.

The average daily Tolling System transactions increased in 2017 from approximately 198 thousand per day to approximately 222.7 thousand per day in 2017 or from an annual total of approximately 62.0 million to 80.0 million from 2016 to 2017.

The chart below includes transactions for the completed projects of the Authority's Tolling System (which as of June 30, 2018, includes the 183A Turnpike Project (Phases I and II), the 290E Project (Phases I and II) and the SH 71 Express Project).

Total Monthly Tolling System Transactions



As noted at Table A-2 on the following page, operating expenses increased by \$11.6 million from 2017 to 2018 and by \$4.0 million from 2016 to 2017. The increases are related to the increase in the number of tolling transactions which result in additional expenses for road maintenance, image tag and collection fees.

The nonoperating expenses (net) increased from \$32.5 million in fiscal year 2017 to \$34.5 million in fiscal year 2018. The increase is attributable to the initial CAMPO RIF payment incurred in fiscal year 2018 relating to the MoPac Improvement Project.

The nonoperating expenses (net) decreased from \$50.8 million in fiscal year 2016 to \$32.5 million in fiscal year 2017. The decrease is attributed to financing expenses in 2016 from the issuance of new revenue bonds exceeding the 2017 financing expenses. Additionally, the Series 2016 Refunding Bonds allowed for lower cost of borrowing and the Authority also capitalized interest of \$13.9 million in 2017 compared to \$9.1 million in 2016.

Central Texas Regional Mobility Authority

Management's Discussion and Analysis (Continued)
June 30, 2018 and 2017

The change in net position before capital grants and contributions is a gain of approximately \$0.978 million in fiscal year 2018 compared to a loss of \$0.2 million and \$26.0 million in fiscal years 2017 and 2016, respectively. See Table A-2.

Table A-2
Condensed Schedules of Revenue, Expenses and Changes in Net Position
(In Thousands of Dollars)

	2018	2017	2016
Revenues:			
Toll revenue	\$ 91,492	\$ 75,651	\$ 64,312
Grant proceeds and other operating	682	1,569	1,486
Total revenues	<u>92,174</u>	<u>77,220</u>	<u>65,798</u>
Expenses:			
Administration	25,390	20,501	16,721
Professional services	3,167	2,371	2,578
Depreciation and amortization	28,045	22,099	21,692
Total expenses	<u>56,602</u>	<u>44,971</u>	<u>40,991</u>
Operating income	35,572	32,249	24,807
Total net nonoperating revenue (expenses)	<u>(34,594)</u>	<u>(32,461)</u>	<u>(50,837)</u>
Change in net position—before capital grants and contributions	978	(212)	(26,030)
Capital grants and contributions, net	17	168,608	173,714
Change in net position	995	168,396	147,684
Total net position at beginning of year	635,156	466,760	319,076
Total net position at end of year	<u>\$ 636,151</u>	<u>\$ 635,156</u>	<u>\$ 466,760</u>

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital assets: As of June 30, 2018, 2017 and 2016, the Authority had invested approximately \$642.5 million, \$594.3 million and \$338.6 million, respectively, in construction in progress. Of the \$645.7 million, and \$594.3 million of the construction in progress, the non-Tolling System projects (projects other than the 183A Turnpike Project, the 290E Project, the 183 South Project and the SH 71 Express Project) made up \$123.1 million and \$216.8 million of the total in 2018 and 2017, respectively. See Table A-3 and Note 3.

Table A-3
Capital Assets
(Net of Depreciation, in Thousands of Dollars)

	2018	2017	2016
Property and equipment	\$ 4,862	\$ 12,474	\$ 11,830
Toll road	1,171,794	1,009,918	837,774
Accumulated depreciation	(145,518)	(125,242)	(103,162)
Construction in progress	642,491	594,333	338,554
Net capital assets	<u>\$ 1,673,629</u>	<u>\$ 1,491,483</u>	<u>\$ 1,084,996</u>

Central Texas Regional Mobility Authority

Management's Discussion and Analysis (Continued) June 30, 2018 and 2017

Long-term debt: As of June 30, 2018, 2017 and 2016, the Authority had total debt outstanding of approximately \$1,441.4 million, \$1,364.5 million and \$1,244.5 million, respectively. See Table A-4.

Table A-4
Total Debt
(In Thousands of Dollars)

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Total debt:			
Total bonds and other obligations	\$ 1,441,425	\$ 1,360,946	\$ 1,239,227
Total notes	-	3,570	5,300
Total debt outstanding	<u>\$ 1,441,425</u>	<u>\$ 1,364,516</u>	<u>\$ 1,244,527</u>
Total debt service payments:			
Principal payments	\$ 8,755	\$ 6,425	\$ 6,905
Interest payments	54,324	45,132	38,004

The total debt obligations include the current portion of the obligations of \$7.4 million, \$6.9 million and \$6.4 million for 2018, 2017 and 2016, respectively.

Additional information on the Authority's long-term debt can be found in Note 4 of this report.

CONTACTING THE AUTHORITY'S FINANCIAL MANAGEMENT

This financial report is designed to provide interested parties with a general overview of the Authority's finances and to demonstrate the Authority's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the Central Texas Regional Mobility Authority, 3300 North IH 35, Suite 300, Austin, 78705.

Central Texas Regional Mobility Authority

Statements of Net Position June 30, 2018 and 2017

	2018	2017
Current assets:		
Unrestricted:		
Cash and cash equivalents (Note 2)	\$ 49,687,164	\$ 903,311
Investments (Note 2)	35,008,355	67,774,818
Due from other governments (Note 8)	4,336,907	17,083,930
Accrued interest receivable	192,484	325,529
Prepaid expenses and other assets	46,518	37,999
Total unrestricted	89,271,428	86,125,587
Restricted:		
Cash and cash equivalents (Note 2)	92,822,518	118,725,139
Total restricted	92,822,518	118,725,139
Total current assets	182,093,946	204,850,726
Noncurrent assets:		
Restricted assets:		
Cash and cash equivalents (Note 2)	26,661,063	81,632,324
Investments (Note 2)	177,722,684	227,597,046
Total restricted assets	204,383,747	309,229,370
Pension asset (Note 7)	826,397	355,139
Total capital assets, net (Note 3)	1,673,629,024	1,491,481,738
Total assets	2,060,933,114	2,005,916,973
Total deferred outflows of resources (Notes 5 and 7)	108,056,556	109,741,671
Total assets and deferred outflows of resources	\$ 2,168,989,670	\$ 2,115,658,644
Current liabilities:		
Payable from current assets:		
Accounts payable	\$ 1,079,771	\$ 1,838,473
Due to other governments	4,073,939	1,672,933
Accrued expenses	584,371	413,542
Total payable from current assets	5,738,081	3,924,948
Payable from restricted current assets:		
Construction accounts payable	45,136,616	73,481,537
CAMPO RIF payable	2,000,000	-
Accrued interest payable	25,942,463	25,975,163
Bonds, notes payable and other obligations, current portion (Note 4)	7,425,000	6,950,000
Unearned revenue	12,318,439	12,318,439
Total payable from restricted current assets	92,822,518	118,725,139
Total current liabilities	98,560,599	122,650,087
Noncurrent liabilities:		
Unearned revenue	-	-
Notes payable, net of current portion (Note 4)	-	1,805,000
Revenue bonds payable and other obligations, net of current portion (note 4)	1,433,999,854	1,355,761,123
Total noncurrent liabilities	1,433,999,854	1,357,566,123
Total liabilities	1,532,560,453	1,480,216,210
Total deferred inflows of resources (Notes 5 and 7)	278,184	286,449
Total liabilities and deferred inflows of resources	1,532,838,637	1,480,502,659
Net position:		
Net Investment in capital assets	447,015,053	436,282,193
Restricted for debt service	106,764,024	141,067,986
Unrestricted	82,371,956	57,805,806
Total net position	636,151,033	635,155,985
Total liabilities and net position	\$ 2,168,989,670	\$ 2,115,658,644

See notes to financial statements.

Central Texas Regional Mobility Authority

**Statements of Revenues, Expenses and Changes in Net Position
Years Ended June 30, 2018 and 2017**

	2018	2017
Operating revenues:		
Tolls	\$ 91,491,730	\$ 75,651,364
Grant proceeds and other operating	681,812	1,568,891
Total operating revenues	92,173,542	77,220,255
Operating expenses:		
Salaries and wages	4,871,271	4,337,946
Toll contractual services	12,258,054	8,356,483
Professional services	3,167,349	2,370,921
General and administrative	8,259,628	7,806,640
Depreciation and amortization	28,045,493	22,099,071
Total operating expenses	56,601,795	44,971,061
Operating income	35,571,747	32,249,194
Nonoperating revenues (expenses):		
Interest income	2,541,537	847,178
Financing expense	(226,753)	(1,358,618)
CAMPO RIF payment	(2,000,000)	-
Interest expense, net of interest capitalized	(34,908,809)	(31,949,097)
Total nonoperating revenues (expenses), net	(34,594,025)	(32,460,537)
Change in net position before capital grants and contributions	977,722	(211,343)
TxDOT capital grants and contributions, net	17,326	168,607,570
Change in net position	995,048	168,396,227
Total net position at beginning of year	635,155,985	466,759,758
Total net position at end of year	\$ 636,151,033	\$ 635,155,985

See notes to financial statements.

Central Texas Regional Mobility Authority

Statements of Cash Flows Years Ended June 30, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Receipts from toll fees	\$ 91,130,996	\$ 73,772,971
Receipts from grants and other income	681,812	1,568,891
Payments to vendors	(22,051,246)	(17,059,484)
Payments to employees	(4,789,619)	(4,258,810)
Net cash flows provided by operating activities	64,971,943	54,023,568
Cash flows from capital and related financing activities:		
Proceeds from notes payable and other obligations	90,521,885	49,636,149
Payments on revenue bonds issuance	-	(3,855,854)
Payments on interest	(54,324,611)	(45,132,276)
Payments on bonds	(9,403,471)	(6,425,000)
Purchase of capital assets	(302,647)	(2,260,579)
Payments for construction in progress	(240,014,400)	(206,701,520)
Proceeds from capital grants	28,679,062	100,753,583
Proceeds from contributed capital	-	4,500,000
Net cash flows used in capital and related financing activities	(184,844,182)	(109,485,497)
Cash flows from investing activities:		
Interest income, gross of capitalized interest	5,083,086	3,170,825
Purchase of investments	(178,465,748)	(285,516,658)
Proceeds from sale or maturity of investments	261,164,872	213,417,984
Net cash flows provided by (used in) investing activities	87,782,210	(68,927,849)
Net decrease in cash and cash equivalents	(32,090,029)	(124,389,778)
Cash and cash equivalents at beginning of year	201,260,774	325,650,552
Cash and cash equivalents at end of year	\$ 169,170,745	\$ 201,260,774
Reconciliation of change in net position to net cash provided by operating activities:		
Operating income	\$ 35,571,747	\$ 32,249,194
Adjustments to reconcile change in net position to net cash provided by operating activities:		
Depreciation and amortization	28,045,493	22,099,071
Changes in assets and liabilities:		
Increase in due from other governments	(391,555)	(1,926,383)
(Increase) decrease in prepaid expenses and other assets	(8,519)	69,602
Increase (decrease) in accounts payable	(727,881)	555,604
Increase in accrued expenses	2,541,014	946,663
Increase in pension asset	(471,258)	(153,116)
Increase in deferred outflow of resources	421,167	68,501
Increase (decrease) in deferred inflow of resources	(8,265)	114,432
Total adjustments	29,400,196	21,774,374
Net cash flows provided by operating activities	\$ 64,971,943	\$ 54,023,568
Reconciliation of cash and cash equivalents:		
Unrestricted cash and cash equivalents	\$ 49,687,164	\$ 903,311
Restricted cash and cash equivalents:		
Current	92,822,518	118,725,139
Noncurrent	26,661,063	81,632,324
Total	\$ 169,170,745	\$ 201,260,774

See notes to financial statements.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 1. Organization and Summary of Significant Accounting Policies

The financial statements of the Central Texas Regional Mobility Authority (the Authority) have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant of the Authority's accounting policies are described below:

A. Reporting entity: The Authority was authorized by the State of Texas in 2002. The Authority is authorized to construct, maintain, repair and operate turnpike projects at locations authorized by the Legislature of the State of Texas and approved by the Texas Department of Transportation (TxDOT). The Authority receives its revenues from tolls, fees and reimbursement grants from the operation of turnpike projects and reimbursement grants for the construction of toll projects. The Authority may issue revenue bonds for the purpose of paying the costs of turnpike projects.

The Authority was formed through the joint efforts of Travis and Williamson Counties (the Counties). Their efforts began in September 2002, following the enactment of provisions by the 77th Texas Legislature authorizing the formation of regional mobility authorities (RMAs). The petition to form the Authority was filed by the Counties, and the Texas Transportation Commission granted approval for its formation in October 2002. The Counties appointed its initial Board of directors (the Board) in January 2003. Each County appointed three directors, and the Governor appointed the presiding officer. The members are appointed in belief that the composition of the Board and the common interest in the region shared by all Board members will result in adequate representation of all political subdivisions within the geographic area of the RMA and serve without pay for terms of two years. The Authority has full control over all operations, but must comply with certain bond indentures and trust agreements. The Authority employs an Executive Director who manages the day-to-day operations.

In evaluating how to define the Authority for financial reporting purposes, management has determined there are no entities over which the Authority exercises significant influence. Significant influence or accountability is based primarily on operational or financial relationships with the Authority. Since the Authority does not exercise significant influence or accountability over other entities, it has no component units.

B. Basis of accounting: The operations of the Authority are accounted for within a single proprietary (enterprise) fund through which all financial activities are recorded. The measurement focus for an enterprise fund is the flow of economic resources. An enterprise fund follows the accrual basis of accounting. With this measurement focus, all assets, liabilities and deferred inflows and outflows of resources associated with the operations are included on the Statements of Net Position. Net position (i.e., total assets and deferred outflows net of total liabilities and deferred inflows) is segregated into amounts of net investment in capital assets, amounts restricted for capital activity and debt service pursuant to the bond indenture, and amounts which are unrestricted. Under the accrual basis of accounting, revenues are recognized in the period in which they are earned, expenses are recognized in the period in which the liability is incurred regardless of the timing of related cash flows, and depreciation of capital assets is recognized. Revenue from grants and contracts specifying allowable costs to be incurred are recognized as revenue when all eligibility requirements imposed by the provider are met and qualifying expenditures have been incurred.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 1. Organization and Summary of Significant Accounting Policies (Continued)

C. Pledged revenue: In accordance with the bond indenture, as amended, between the Authority and the trustee named therein, the Authority has designated the following projects as part of the "CTRMA Turnpike System" (the Tolling System): the 183A Turnpike Project, the 290E Project, the 183 South Project and the SH 71 Express Project. The trust estate established by the bond indenture is pledged to secure certain outstanding obligations of the Authority, and such trust estate includes the revenues from the Tolling System. The Tolling System may also include any future Project and other roads, bridges or other toll facilities for which the Authority has operational responsibility that the Authority designates as part of the Tolling System by official action of its Board of Directors.

D. Cash, cash equivalents and investments: Cash and cash equivalents include cash on hand, demand deposits, investments in the money market mutual fund and short-term investments with original maturities of three months or less from the date of acquisition. Bank deposits are fully collateralized or covered by federal depository insurance. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants. Investments in debt securities are reported at fair value based on pricing service modeling for fixed income securities. Investment in local government investment pools are reported at amortized cost. The net change in fair value of investments is recorded on the Statements of Revenues, Expenses and Changes in Net Position and includes the unrealized and realized gains and losses on investments. The Authority's investment practices are governed by State statutes, the Authority's own investment policy and bond indentures and the Texas Public Funds Investment Act.

E. Compensated absences: Full-time regular employees are eligible for vacation, which accrue monthly. The maximum paid accrual is from 180 hours for one to two years of service up to 336 hours for 10 plus years of service. Vested vacation leave is recorded as an expense and a liability as the benefits accrue to employees. There are no accumulating sick leave benefits that vest for which any liability must be recognized. Accrued vacation leave on the Statements of Net Position is \$282,775 and \$182,441 as of June 30, 2018 and 2017, respectively.

F. Capital assets: Capital assets, which include property and equipment, right of way and toll roads, are reported at cost. Capital assets acquired through contributions, such as those from developers or other governments, are recorded at estimated acquisition value at the date of donation. Capital assets are defined as assets with initial, individual costs exceeding \$500 to \$20,000, depending on the asset category. Depreciation is computed on the straight-line method over the following estimated useful lives:

	<u>Estimated Useful Live</u>
Roads and bridges	40 years
Improvements	5-20 years
Buildings	20-30 years
Equipment	3-10 years

A full month's depreciation is taken in the month an asset is placed in service. When property and equipment are disposed, the cost and accumulated depreciation are removed from the respective accounts, and the resulting gain or loss, if any, is recorded in operations.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 1. Organization and Summary of Significant Accounting Policies (Continued)

F. Capital assets (continued): The Authority capitalizes interest cost of restricted tax-exempt borrowings less any interest earned on temporary investment of the proceeds of those borrowings from the date of borrowing until the specified qualifying assets acquired with those borrowings are ready for their intended use.

The Authority tests for impairment of capital assets when significant unexpected decline in service utility occurs. There were no asset impairments in fiscal year 2018 or 2017.

G. Grants and contributions: Revenues from grants and contributions are cash and noncash which include the following: (1) Capital grants and contributions which are restricted revenues whose resources may only be spent to purchase, build or use capital assets for specified programs or (2) Operating grants and contributions which are restricted in the way they may be spent for operations of a particular program.

The Authority has entered into several construction contracts with TxDOT for the construction of roadways using Highway Planning and Construction federal funding and certain state funding for transportation improvements. During the years ended June 30, 2018 and 2017, the Authority recognized capital grants and contributions of approximately \$15.5 million and \$168.6 million, respectively, from TxDOT. Revenues from federal and state cost reimbursement grants and contracts are recognized as earned when all eligibility requirements, including incurring allowable expenditures, have been met. As of June 30, 2018 and 2017, there was approximately \$12.3 million, for both years, of unearned revenue from a TxDOT construction contract which is recorded as unearned revenue in the Statements of Net Position until qualifying allowable expenditures are incurred.

H. Restricted assets: Certain assets of the Authority are classified as restricted assets in the Statement of Net Position because their use is limited by applicable bond covenants or TxDOT construction contracts. When the proceeds are restricted for the acquisition or construction of noncurrent assets or are restricted for liquidation of long-term debt, they are further classified as noncurrent restricted assets. The Authority's policy is to first apply restricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position are available. In the financial statements, restricted net position is reported for amounts that are externally restricted by creditors (e.g., bond covenants), grantors, contributors or laws and regulations of other governments or law through constitutional provision or enabling legislation.

I. Income taxes: The Authority is an instrumentality of the state of Texas. As such, income earned in the exercise of its essential government functions is exempt from federal income taxes.

J. Pensions: The net pension liability, deferred outflows and deferred inflows of resources related to pensions, pension expense, information about the fiduciary net position of the Authority's participation in the Texas County and District Retirement System (TCDRS), an Agent Plan, and additions to/deductions from TCDRS's fiduciary net position have been determined on the same basis as they are reported by TCDRS. For this purpose, benefit payments (including refunds of employee contributions) are recognized in the TCDRS net pension liability calculations when due and payable in accordance with the benefit terms. The investments are stated at fair value.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 1. Organization and Summary of Significant Accounting Policies (Continued)

K. Deferred outflows and inflows of resources: The Authority has classified as deferred inflows of resources items that represent acquisition of net position that applies to future periods and will not be recognized as a revenue until then. The Authority has classified as deferred outflows of resources certain items that represent a consumption of resources that applies to a future period and, therefore, will not be recognized as an expense until then. Bond issuance cost, other than prepaid insurance, is expensed as incurred, in accordance with GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. Deferred gains/losses on refunding (the difference between the reacquisition price and the carrying value of the existing debt) are recorded as deferred outflows of resources and amortized over the shorter of the life of the original bonds or the life of the refunding bonds.

L. Long-term obligations: Long term obligations are reported as liabilities in the statement of net position and consist of notes and bonds payable and related premiums and discounts. The Authority amortizes premiums and discounts over the estimated life of the bonds as an adjustment to interest expense using the effective interest method.

M. Classification of operating and nonoperating revenue and expenses: The Authority defines operating revenues and expenses as those revenues and expenses generated by the Authority's Tolling System (the 183A Turnpike Project, the 290E Project, the 183 South Project and the SH 71 Express Project) and non-Tolling System (MoPac Improvement Project) operations. It also includes all revenues and expenses not related to capital and related financing, noncapital financing or investing activities. This definition is consistent with the Codification of Governmental Accounting and Financial Reporting Standards, which defines operating receipts as cash receipts from customers and other cash receipts that do not result from transactions defined as capital and related financing, noncapital financing or investing activities. All revenues and expense not meeting this definition are reported as nonoperating revenue and expenses.

N. Estimates: The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts in the financial statements and the accompanying notes. Actual results could differ from those estimates.

O. Noncash disclosures for statements of cash flows:

Capital Appreciation Bonds: The Authority's outstanding capital appreciation bonds Series 2010 and 2011 included accreted interest of \$5.5 million and \$5.2 million for the periods ended June 30, 2018 and 2017, respectively.

SH 71 Express Project: On February 27, 2013, the Authority elected to waive and decline the Authority's option under the Texas Transportation Code to develop, finance, and construct the SH 71 Express Project which consists of three miles of toll lanes (the Project). However, the Authority elected to retain its option to operate any potential toll lanes on the Project and to retain the revenues generated therefrom. Under an agreement executed in December 2013 between the Authority and TxDOT, TxDOT funded the development, design, and construction of the Project, subject to partial reimbursement from the Authority as provided in this agreement. The Project was substantially completed and operational in 2017. The completion of the Project resulted in the contribution of the SH 71 Express Project asset to the Authority's Tolling System in the amount of approximately \$161.0 million with a repayment liability of approximately \$65.0 million, from future toll collections, and a capital contribution from TxDOT of \$96.0 million of the toll project cost.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 1. Organization and Summary of Significant Accounting Policies (Continued)

SH 71 Express Project (continued): During fiscal year 2018 TxDOT updated certain capital balances and related debt on the SH 71 Express Project which resulted in a decrease of contributed capital by \$19.5 million and related debt by \$2.0 million (included in the TxDOT Capital grants and contributions, net on the Statement of Revenues and Expenses and Changes in Net Position).

Noncash Disclosure (in Millions)	2018	2017
SH 71 Express Project obligation:		
Increase (decrease) in highway and bridge capital asset	\$ (19.5)	\$ 161.0
Increase (decrease) in SH 71 Express Project obligation to TxDOT	(2.0)	65.0

2016 Obligations: The Authority issued its Series 2016 Subordinate Lien Revenue Refunding Bonds on August 9, 2016, called the 2016 Subordinate Lien Bonds. The refunding effected through the use of a portion of the proceeds of the 2016 Subordinate Lien Bonds resulted in the following noncash transactions during fiscal year 2017:

Noncash Disclosure (in Millions)	2018	2017
Payments to refunding bond escrow:		
2011 Subordinate Lien Bonds	\$ -	\$ 70.0
Issuance costs	-	1.0
Deferred outflow on refunding	-	19.4
Total	\$ -	\$ 90.4

Note 2. Cash and Investments

The Authority's Board has adopted an Investment Policy to set forth the factors involved in the management of investment assets for the Authority. The Authority seeks to mitigate risk by investing in compliance with the investment policy, state statutes and bond indenture provisions by qualifying the broker or financial institution with whom the Authority will transact business, maintaining sufficient collateralization, portfolio diversification and limiting maturities.

TexSTAR Investment Pool balances are carried at amortized cost, which does not require categorization under GASB No. 72, *Fair Value Measurements and Application*.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 2. Cash and Investments (Continued)

The Authority had the following investments as of June 30:

<u>Summary of Investments by Type</u>	<u>2018</u>	<u>2017</u>
Cash and cash equivalents	\$ 169,170,745	\$ 201,260,774
TexSTAR Investment Pool	127,974,817	169,963,150
US government sponsored enterprises and treasury notes	84,756,222	125,408,714
Total cash and investments	<u>\$ 381,901,784</u>	<u>\$ 496,632,638</u>
Unrestricted cash and cash equivalents	\$ 49,687,164	\$ 903,311
Unrestricted investments	35,008,355	67,774,818
Restricted cash and cash equivalents:		
Current	92,822,518	118,725,139
Noncurrent	26,661,063	81,632,324
Restricted investments	<u>177,722,684</u>	<u>227,597,046</u>
Total cash and cash equivalent and investment, as reported on the Statement of Net Position	<u>\$ 381,901,784</u>	<u>\$ 496,632,638</u>

The Authority utilizes various methods to measure the fair value of investments on a recurring basis. GASB Statement No. 72, *Fair Value Measurement and Application*, establishes a hierarchy that prioritizes inputs to valuation methods. The three levels of inputs are:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets and liabilities that the Authority has the ability to access.

Level 2: Inputs are observable other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument in an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.

Level 3: Inputs are unobservable for the asset or liability, to the extent relevant observable inputs are not available, representing the Authority's own assumptions about the assumptions a market participant would use in valuing the asset or liability, and would be based on the best information available.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety. Investments measured at net asset value do not have significant terms or conditions for redemption or commitment for additional funding. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 2. Cash and Investments (Continued)

The following tables summarize the inputs used as of June 30, 2018 and 2017, for the Authority's investments measured at fair value:

Investment Type	Fair Value Hierarchy at June 30, 2018			
	Level 1	Level 2	Level 3	Balance
Federal HOME Loan Bank	\$ -	\$ 9,973,520	\$ -	\$ 9,973,520
Fannie Mae	-	19,909,580	-	19,909,580
US Treasury Notes	-	44,874,022	-	44,874,022
Farmer MAC	-	9,999,100	-	9,999,100
Total U.S. government sponsored enterprise securities and treasury notes	\$ -	\$ 84,756,222	\$ -	84,756,222
Investments at NAV based on amortized cost:				
Goldman Sachs Financial Square Treasury Obligations Fund				168,743,537
TexSTAR Investment Pool				127,974,817
Total				<u>\$ 381,474,576</u>

Investment Type	Fair Value Hierarchy at June 30, 2017			
	Level 1	Level 2	Level 3	Balance
Federal HOME Loan Bank	\$ -	\$ 75,626,854	\$ -	\$ 75,626,854
Federal Farm Credit Bank	-	39,975,000	-	39,975,000
Freddie MAC Callable	-	9,806,860	-	9,806,860
Total U.S. government sponsored enterprise securities	\$ -	\$ 125,408,714	\$ -	125,408,714
Investments at NAV based on amortized cost:				
Goldman Sachs Financial Square Treasury Obligations Fund				200,357,463
TexSTAR Investment Pool				169,963,150
Total				<u>\$ 495,729,327</u>

Custodial credit risk—deposits: Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the Authority will not be able to recover its deposits or will not be able to recover its collateral securities that are in the possession of an outside party. The Authority has a formal policy specific to custodial credit risk, which requires bank deposit accounts to be collateralized with pledged securities equal to 105 percent of the carrying value.

The Authority was fully collateralized with pledged securities held in the name of the pledging financial institution for amounts in excess of the Federal Deposit Insurance Corporation limit as of June 30, 2018 and 2017. Cash balance as of June 30, 2018 and 2017, are \$427,208 and \$903,311, respectively.

Custodial credit risk—investments: Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, the Authority will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. Investment securities are exposed to custodial risk if the securities are uninsured, are not registered in the name of the Authority and are held by the counterparty, its trust or agent, but not in the Authority's name. The Authority's investment securities are not exposed to custodial credit risk because all securities are held by the Authority's custodial bank in the Authority's name.

Central Texas Regional Mobility Authority

**Notes to Financial Statements
June 30, 2018 and 2017**

Note 2. Cash and Investments (Continued)

Concentration of credit risk: Concentration of credit risk is the risk of loss attributed to the magnitude of the Authority's investment in a single issuer. The Authority is authorized to invest funds in accordance with its investment policy, bond indentures and the Texas Public Funds Investment Act. Authorized investments include, but are not limited to: United States Treasury and federal agency issues, certificates of deposit issued by a state or national bank domiciled in the state of Texas, repurchase agreements collateralized by United States Treasury or federal agency securities, guaranteed investment contracts (GICs), obligations of states and municipalities, Securities and Exchange Commission (SEC) registered no-load money market mutual funds and local government investment pools. The Authority does not have a specific investment policy related to concentration of credit risk. The Authority does have a policy related to portfolio diversification.

With regards to investment composition, the Authority's investment policy currently states that local government investment pools may not exceed 80 percent of the total investment portfolio less bond funds. Bond funds may be invested at 100 percent of total investment portfolio. No other parameters for investment composition are stated in the approved investment policy.

The Authority's portfolio consisted of the following as of June 30:

	2018		2017	
TexSTAR Investment Pool	\$ 127,974,817	33.5%	\$ 169,963,150	34.3%
Goldman Sachs Financial Square Treasury Obligations Fund	168,743,537	44.2%	200,357,463	40.4%
Federal HOME Loan Bank	9,973,520	2.6%	75,626,854	15.3%
Federal Farm Credit Bank	-	0.0%	39,975,000	8.1%
Farmer MAC	9,999,100	2.6%	-	0.0%
Freddie MAC Callable	-	0.0%	9,806,860	2.0%
Fannie Mae	19,909,580	5.2%	-	0.0%
U.S. Treasury notes	44,874,022	11.8%	-	0.0%
Total	\$ 381,474,576		\$ 495,729,327	

Interest rate risk: Interest rate risk is the risk that the changes in interest rates will adversely affect the fair value of an investment. Interest rate risk may be mitigated by investing operating funds primarily in shorter term securities, money market funds or similar investment pools and limiting the average maturity of the portfolio.

The Authority's investment policy notes that with regard to maximum maturities, the Authority will attempt to match its investments with anticipated 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 Authority's Board. Investment of bond proceeds shall not exceed the projected expenditure schedule of the related project. Reserve funds may be invested in securities exceeding 12 months if the maturities of such investments are made to coincide as nearly as practicable with the expected use of the funds.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 2. Cash and Investments (Continued)

As of June 30, 2018 and 2017, the Authority's investments in debt securities mature as follows:

Investment Type	Investment Maturities (in Days)—2018				Fair Value
	90 Days or Less	91 to 180 Days	191 to 365 Days	Greater Than 365 Days	
Federal HOME Loan Bank	\$ -	\$ -	\$ 9,973,520	\$ -	\$ 9,973,520
Fannie Mae	-	19,909,580	-	-	19,909,580
U.S. Treasury Notes	-	24,913,086	19,960,936	-	44,874,022
Farmer MAC	-	-	9,999,100	-	9,999,100
Total U.S. government sponsored enterprise securities and treasury notes	\$ -	\$ 44,822,666	\$ 39,933,556	\$ -	\$ 84,756,222

Investment Type	Investment Maturities (in Days)—2017				Fair Value
	90 Days or Less	91 to 180 Days	191 to 365 Days	Greater Than 365 Days	
Federal HOME Loan Bank	\$ 21,275,076	\$ 14,387,328	\$ 39,964,450	\$ -	\$ 75,626,854
Federal Farm Credit Bank	24,996,000	-	14,979,000	-	39,975,000
Freddie Mac Callable	-	9,806,860	-	-	9,806,860
Total U.S. government sponsored enterprise securities	\$ 46,271,076	\$ 24,194,188	\$ 54,943,450	\$ -	\$ 125,408,714

Local Government Investment Pool: The Texas Short-Term Asset Reserve Fund (TexSTAR) is a public funds investment pool created pursuant to the Interlocal Cooperation Act, Chapter 791, of the Texas Government Code, and the Public Funds Investment Act, Texas Government Code, Chapter 2256. TexSTAR is managed by a 5-member board of trustees who has contracted with JPMorgan Investment Management, Inc. and First Southwest Asset Management, Inc. to administer the operations of the fund. TexSTAR is rated AAA by Standard & Poor's and maintains a weighted average maturity of 60 days or less, with a maximum maturity of 13 months for any individual security. The amounts can be withdrawn with limited notice.

The Chief Financial Officer of the Authority is the President of TexSTAR. The Authority has investments of \$127.9 million and \$170.0 million, respectively, in TexSTAR as of June 30, 2018 and 2017.

Money market mutual fund: The Goldman Sachs Financial Square Treasury Obligations Fund is a government money market fund under Rule 2a-7 of the Investment Company Act of 1940, as amended. As such, the fund values its securities using amortized cost. The fund is rated Aaa by Moody's. The redemption frequency is one day and there are no unfunded commitments.

Credit risk: Credit risk is the risk than an issuer or other counterparty to an investment will not fulfill its obligations to the Authority. To help mitigate credit risk, credit quality guidelines are incorporated into the investment policy, as follows:

- Limiting investments to the safest types of securities, as listed above under the concentration of credit risk section
- Pre-qualifying the financial institutions, brokers/dealers, intermediaries, and advisors with which the Authority will do business

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 2. Cash and Investments (Continued)

The Authority's investments had the following credit risk structure as of June 30, 2018 and 2017, based on Standard & Poor's ratings:

U.S. Government Sponsored Enterprise Securities and Treasury Notes	Standard & Poor's		2018	2017
	Investment Grade Rating			
Federal HOME Loan Bank	AA+	\$	9,973,520	\$ 75,626,854
Federal Farm Credit Bank	AA+		-	39,975,000
Fannie Mae	AA+		19,909,580	-
Freddie MAC Callable	AA+		-	9,806,860
US Treasury Notes	Aaa		44,874,022	-
Farmer MAC	NR		9,999,100	-
Total		\$	84,756,222	\$ 125,408,714

Note 3. Capital Assets

The following schedule summarizes the capital assets of the Authority as of June 30, 2018 and 2017:

	2017	Additions	Disposals/ Adjustments	Transfers	2018
Nondepreciable assets:					
Construction in progress	\$ 594,333,090	\$ 227,501,014	\$ (61,180)	\$ (179,282,341)	\$ 642,490,583
Right of way	88,148,108	1,500	-	-	88,149,608
Total nondepreciable assets	682,481,198	227,502,514	(61,180)	(179,282,341)	730,640,191
Depreciable assets:					
Property and equipment	12,473,998	166,093	(7,777,841)	-	4,862,250
Toll road:					
Building and toll facilities	7,062,332	-	-	-	7,062,332
Highways and bridges	858,354,482	-	(19,449,859)	176,109,526	1,015,014,149
Toll equipment	29,106,931	2,010,383	-	3,172,815	34,290,129
Signs	13,001,702	31,900	-	-	13,033,602
Land improvements	14,243,759	-	-	-	14,243,759
Total depreciable assets	934,243,204	2,208,376	(27,227,700)	179,282,341	1,088,506,221
Property and equipment	(10,828,047)	(566,257)	7,770,769	-	(3,623,535)
Building and toll facilities	(1,771,794)	(176,840)	-	-	(1,948,634)
Highways and bridges	(93,834,827)	(23,392,958)	-	-	(117,227,785)
Toll equipment	(13,116,937)	(2,698,611)	-	-	(15,815,548)
Signs	(2,071,239)	(325,893)	-	-	(2,397,132)
Land improvements	(3,619,820)	(884,934)	-	-	(4,504,754)
Accumulated depreciation	(125,242,664)	(28,045,493)	7,770,769	-	(145,517,388)
Net property and equipment	\$ 1,491,481,738	\$ 201,665,397	\$ (19,518,111)	\$ -	\$ 1,673,629,024

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 3. Capital Assets (Continued)

	2016	Additions	Disposals/ Adjustments	Transfers	2017
Nondepreciable assets:					
Construction in progress	\$ 338,554,088	\$ 262,061,658	\$ -	\$ (6,282,656)	\$ 594,333,090
Right of way	86,849,831	1,298,277	-	-	88,148,108
Total nondepreciable assets	425,403,919	263,359,935	-	(6,282,656)	682,481,198
Depreciable assets:					
Property and equipment	11,829,980	662,733	-	(18,715)	12,473,998
Toll road:					
Building and toll facilities	7,062,332	-	-	-	7,062,332
Highways and bridges	688,882,100	163,189,726	-	6,282,656	858,354,482
Toll equipment	27,734,552	1,372,379	-	-	29,106,931
Signs	13,001,702	-	-	-	13,001,702
Land improvements	14,243,759	-	-	-	14,243,759
Total depreciable assets	762,754,425	165,224,838	-	6,263,941	934,243,204
Property and equipment	(10,234,692)	(612,070)	-	18,715	(10,828,047)
Building and toll facilities	(1,594,679)	(177,115)	-	-	(1,771,794)
Highways and bridges	(76,374,847)	(17,459,980)	-	-	(93,834,827)
Toll equipment	(10,477,858)	(2,639,079)	-	-	(13,116,937)
Signs	(1,745,346)	(325,893)	-	-	(2,071,239)
Land improvements	(2,734,886)	(884,934)	-	-	(3,619,820)
Accumulated depreciation	(103,162,308)	(22,099,071)	-	18,715	(125,242,664)
Net property and equipment	\$ 1,084,996,036	\$ 406,485,702	\$ -	\$ -	\$ 1,491,481,738

Construction in progress as of June 30, 2018 and 2017, consists of the following:

	2017	Additions	Disposals	Transfers	2018
Construction in progress:					
Preliminary and construction costs	\$ 563,265,424	\$ 210,271,099	\$ (61,180)	\$ (176,109,526)	\$ 597,365,817
Collection system	7,374,859	1,408,335	-	(3,172,815)	5,610,379
Capitalized interest	23,692,807	15,821,580	-	-	39,514,387
Net construction in progress	\$ 594,333,090	\$ 227,501,014	\$ (61,180)	\$ (179,282,341)	\$ 642,490,583

	2016	Additions	Disposals	Transfers	2017
Construction in progress:					
Preliminary and construction costs	\$ 323,615,537	\$ 245,980,128	\$ -	\$ (6,330,241)	\$ 563,265,424
Collection system	5,263,163	2,111,696	-	-	7,374,859
Capitalized interest	9,675,388	13,969,834	-	47,585	23,692,807
Net construction in progress	\$ 338,554,088	\$ 262,061,658	\$ -	\$ (6,282,656)	\$ 594,333,090

Depreciation expense for the years ended June 30, 2018 and 2017, totaled \$28,045,493 and \$22,099,071, respectively.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 3. Capital Assets (Continued)

As of June 30, 2018 and 2017, the Authority has other non-Tolling System projects (projects other than the 183A Turnpike Project, the 290E Project, the 183 South Project and the SH 71 Express Project) construction in progress and capital assets for the following projects:

	2018	2017
Construction in progress non-Tolling System projects:		
MoPac Improvement Project	\$ 18,395,548	\$ 161,541,983
MoPac South	12,286,563	11,327,315
183N Mobility	10,975,004	8,455,862
SH45 Southwest	77,108,308	31,775,145
US290 West (Oak Hill)	4,387,198	3,793,939
Capital assets in non-Tolling System projects:		
Building and toll facilities, net of depreciation	173,908,157	-
Toll equipment, net of depreciation	2,946,185	-
Total non-Tolling System projects	<u>\$ 300,006,963</u>	<u>\$ 216,894,244</u>

Note 4. Notes and Bonds Payable

The following schedule summarizes total notes and bonds payable for the years ended June 30, 2018 and 2017:

	2017	Additions/ Accretion	Amortization/ Deductions	2018	Due Within One Year
American Bank Note	\$ 3,570,000	\$ -	\$ (3,570,000)	\$ -	\$ -
Total note	3,570,000	-	(3,570,000)	-	-
Series 2010 Obligations	43,549,710	-	-	43,549,710	1,310,000
Series 2010 CAB accretion	25,337,137	4,671,175	-	30,008,312	-
Total 2010 Bonds	68,886,847	4,671,175	-	73,558,022	1,310,000
Series 2011 Obligations	9,999,944	-	-	9,999,944	-
Series 2011 CAB accretion	4,498,178	925,166	-	5,423,344	-
Total 2011 Bonds	14,498,122	925,166	-	15,423,288	-
Series 2013 Obligations	245,215,000	-	(4,800,000)	240,415,000	5,715,000
Total 2013 Bonds	245,215,000	-	(4,800,000)	240,415,000	5,715,000
TIFIA Bond 2015—Series C	52,531	51,859,820	-	51,912,351	-
SIB Bond 2015—Series E	30,518,853	1,233,202	-	31,752,055	-
SHF Bond 2015—Series D	30,518,853	1,233,232	-	31,752,085	-
Series 2015 Bonds—Series A and B	367,575,000	-	-	367,575,000	-
Total 2015 Bonds	428,665,237	54,326,254	-	482,991,491	-
Sub Lien Refunding Bonds, Series 2016	74,690,000	-	(385,000)	74,305,000	400,000
Sr. Lien Refunding Bonds, Series 2016	358,030,000	-	-	358,030,000	-
Total 2016 Bonds	432,720,000	-	(385,000)	432,335,000	400,000
71E Toll Project Obligation	65,000,000	-	(2,667,942)	62,332,058	-
State Highway 45SW Obligation	-	22,080,000	-	22,080,000	-
Regions 2017 MoPac Obligation	-	17,000,000	-	17,000,000	-
Total 2017 obligations	65,000,000	39,080,000	(2,667,942)	101,412,058	-
Total bonds and obligations payable	1,254,985,206	99,002,595	(7,852,942)	1,346,134,859	7,425,000
Total notes, bonds and obligations payable	1,258,555,206	99,002,595	(11,422,942)	1,346,134,859	7,425,000
Net (premium) discount on revenue bonds payable	105,960,917	-	(10,670,922)	95,289,995	-
Total notes, bonds and obligations payable, net	1,364,516,123	\$ 99,002,595	\$ (22,093,864)	1,441,424,854	\$ 7,425,000
Less current maturities of notes and bonds payable	(6,950,000)	-	-	(7,425,000)	-
Total	<u>\$ 1,357,566,123</u>	-	-	<u>\$ 1,433,999,854</u>	-

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 4. Notes and Bonds Payable (Continued)

	2016	Additions/ Accretion	Amortization/ Deductions	2017	Due Within One Year
American Bank Note	\$ 5,300,000	\$ -	\$ (1,730,000)	\$ 3,570,000	\$ 1,765,000
Total note	5,300,000	-	(1,730,000)	3,570,000	1,765,000
Series 2010 Obligations	43,549,710	-	-	43,549,710	-
Series 2010 CAB accretion	21,005,210	4,331,927	-	25,337,137	-
Total 2010 Bonds	64,554,920	4,331,927	-	68,886,847	-
Series 2011 Obligations	79,999,944	-	(70,000,000)	9,999,944	-
Series 2011 CAB accretion	3,573,728	924,450	-	4,498,178	-
Total 2011 Bonds	83,573,672	924,450	(70,000,000)	14,498,122	-
Series 2013 Obligations	249,910,000	-	(4,695,000)	245,215,000	4,800,000
Total 2013 Bonds	249,910,000	-	(4,695,000)	245,215,000	4,800,000
TIFIA Bond 2015—Series C	51,130	1,401	-	52,531	-
SIB Bond 2015—Series E	5,701,479	24,817,374	-	30,518,853	-
SHF Bond 2015—Series D	5,701,479	24,817,374	-	30,518,853	-
Series 2015 Bonds—Series A and B	367,575,000	-	-	367,575,000	-
Total 2015 Bonds	379,029,088	49,636,149	-	428,665,237	-
Sub Lien Refunding Bonds, Series 2016	-	74,690,000	-	74,690,000	-
Sr. Lien Refunding Bonds, Series 2016	358,030,000	-	-	358,030,000	385,000
Total 2016 Bonds	358,030,000	74,690,000	-	432,720,000	385,000
71E Toll Project Obligation	-	65,000,000	-	65,000,000	-
Total bonds and obligations payable	1,135,097,680	194,582,526	(74,695,000)	1,254,985,206	5,185,000
Total notes, bonds and obligations payable	1,140,397,680	194,582,526	(76,425,000)	1,258,555,206	6,950,000
Net (premium) discount on revenue bonds payable	104,128,955	10,826,977	(8,995,015)	105,960,917	-
Total notes, bonds and obligations payable, net	1,244,526,635	\$ 205,409,503	\$ (85,420,015)	1,364,516,123	\$ 6,950,000
Less current maturities of notes and bonds payable	(6,425,000)			(6,950,000)	
Total	\$ 1,238,101,635			\$ 1,357,566,123	

The Series 2010 Obligations, the Series 2011 Obligations, the Series 2013 Obligations, the Series 2015 Obligations and the Series 2016 Obligations, each as further described below, were issued by the Authority pursuant to a bond indenture between the Authority and the trustee named therein, and are secured by and payable from the trust estate established thereby, in the manner described in and subject to the terms and conditions of the bond indenture. The trust estate established by the bond indenture includes the revenues from the Tolling System. The Authority is required to establish and maintain toll rates in connection with the Tolling System as shall be sufficient to satisfy its rate covenant under the bond indenture.

Series 2010 Obligations: The Authority issued its Series 2010 Senior Lien Revenue Bonds and Taxable Series 2010 Subordinate Lien Revenue Build America Bonds (Series 2010 Subordinate Lien BABs) on March 1, 2010, collectively called the Series 2010 Obligations. The Series 2010 Senior Lien Revenue Bonds were issued in part as current interest bonds (Series 2010 CIBs) and in part as capital appreciation bonds (Series 2010 CABs). The Series 2010 Subordinate Lien BABs were refunded and redeemed in whole by the Authority on June 5, 2013.

The proceeds from the Series 2010 Obligations were used to (i) finance a portion of the costs of the 183A Phase II Project; (ii) currently refund and redeem, in whole, the Authority's outstanding Revenue Notes, Taxable Series 2009; (iii) pay capitalized interest with respect to the Series 2010 Obligations; (iv) make a deposit to the Senior Lien Debt Service Reserve Fund and the Subordinate Lien Debt Service Reserve Fund and (v) pay certain issuance costs of the Series 2010 Obligations.

The Series 2010 CIBs are scheduled to mature in 2019 through 2020. Interest on the Series 2010 CIBs is calculated on the basis of a 360-day year of 12, 30-day months at the rate of 5.75 percent. Interest on the Series 2010 CIBs is payable on each July 1 and January 1, commencing July 1, 2010. As of June 30, 2018 and 2017, the outstanding principal amount was \$8.5 million for each year.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 4. Notes and Bonds Payable (Continued)

The Series 2010 CABs are scheduled to mature in 2025 through 2040 at an aggregated maturity amount of \$176.1 million. The principal amount of \$34.9 million of the Series 2010 CABs represents the total amount of outstanding principal before the accreted and compounded interest as of June 30, 2018 and 2017. As of June 30, 2018 and 2017, the aggregate maturity amount was \$34.9 million for both years.

Interest on the Series 2010 CABs will accrete from the date of initial delivery to stated maturity at rates ranging from 7.20 percent to 7.85 percent and will compound on each July 1 and January 1, commencing July 1, 2010. Such accreted and compounded interest will be paid as part of the maturity amount at stated maturity.

The amount of accumulated accreted interest on the Series 2010 CABs as of June 30, 2018 and 2017 was \$30.0 million and \$25.3 million, respectively. The accumulated accreted interest is added to the outstanding principal on July 1 and January 1 of each year beginning July 1, 2010.

Series 2011 Obligations: The Authority issued its Series 2011 Senior Lien Revenue Bonds and Series 2011 Subordinate Lien Revenue Bonds on June 29, 2011, collectively called the Series 2011 Obligations. The Series 2011 Senior Lien Revenue Bonds were issued in part as current interest bonds (Series 2011 CIBs) and in part as capital appreciation bonds (Series 2011 CABs). The Series 2011 CIBs were refunded in full during fiscal year 2016.

A portion of the proceeds from the Series 2011 Obligations was used to (i) prepay a State Infrastructure Bank loan in full, (ii) redeem the Authority's Series 2010 Notes in whole, (iii) pay capitalized interest with respect to the Series 2011 Obligations, (iv) make a deposit to the Senior Lien Debt Service Reserve Fund and the Subordinate Lien Debt Service Reserve Fund and (v) pay certain issuance costs of the Series 2011 Obligations. The remaining proceeds of the Series 2011 Obligations were used to finance a portion of the costs of the 290E Phase II Project and as otherwise authorized in the Indenture.

The Series 2011 CABs are scheduled to mature starting in 2022 through 2026 at an aggregated maturity amount of \$22.1 million. The principal amount of \$9.9 million for the Series 2011 CABs represents the total amount of outstanding principal before the accreted and compounded interest as of June 30, 2018 and 2017. As of June 30, 2018 and 2017, the aggregate maturity amount was \$9.9 million for both years.

Interest on the Series 2011 CABs will accrete from the date of initial delivery to stated maturity at rates ranging from 5.9 percent to 6.5 percent and will compound on each July 1 and January 1, commencing July 1, 2011. Such accreted and compounded interest will be paid as part of the maturity amount at stated maturity.

The amount of accumulated accreted interest on the Series 2011 CABs as of June 30, 2018 and 2017 was \$5.4 million and \$4.5 million, respectively. The accumulated accreted interest is added to the outstanding principal on July 1 and January 1 of each year beginning July 1, 2011.

During fiscal year 2017, the Series 2011 Subordinate Lien Revenue Bonds were refunded in full in the principal amount of \$70.0 million with a portion of the proceeds from the Series 2016 Subordinate Lien Revenue Refunding Bonds. The Series 2011 Subordinate Lien Revenue Bonds were issued as current interest bonds and were scheduled to mature starting in 2023 through 2041. Interest on the Series 2011 Subordinate Lien Revenue Bonds is calculated on the basis of a 360-day year of 12, 30-day months at the rate of 6.75 percent. Interest on the Series 2011 Subordinate Lien Revenue Bonds is payable on each July 1 and January 1, commencing January 1, 2012.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 4. Notes and Bonds Payable (Continued)

Series 2013 Obligations: The Authority issued its Series 2013A Senior Lien Revenue Refunding Bonds (Series 2013A Senior Lien Bonds), Series 2013B Senior Lien Revenue Refunding Put Bonds (Series 2013B Senior Lien Put Bonds) and Series 2013 Subordinate Lien Revenue Refunding Bonds (Series 2013 Subordinate Lien Bonds), collectively called the Series 2013 Obligations, on May 16, 2013. The Series 2013B Senior Lien Put Bonds were refunded in full during fiscal year 2016.

The proceeds from the Series 2013 Obligations were used to (i) refund in full the Authority's Series 2005 Senior Lien Revenue Bonds, the Authority's 2005 TIFIA Bond, and the Authority's Series 2010 Subordinate Lien BABs, (ii) make a deposit to the Subordinate Lien Debt Service Reserve Fund and (iii) pay certain issuance costs of the Series 2013 Obligations.

The Series 2013A Senior Lien Bonds were issued as current interest bonds and are scheduled to mature on dates ranging from 2017 through 2043. Interest on the Series 2013A Senior Lien Bonds is calculated on the basis of a 360-day year of 12, 30-day months at a rate of 5 percent. Interest on the Series 2013A Senior Lien Bonds is payable on each July 1 and January 1, commencing July 1, 2013. As of June 30, 2018 and 2017, the outstanding principal amount was \$139.9 million and \$143.7 million, respectively.

The Series 2013 Subordinate Lien Bonds were issued as current interest bonds and are scheduled to mature in 2017 through 2042. Interest on the Series 2013 Subordinate Lien Bonds is calculated on the basis of a 360-day year of 12, 30-day months at the rate of 5 percent. Interest on the Series 2013 Subordinate Lien Bonds is payable on each July 1 and January 1, commencing July 1, 2013. As of June 30, 2018 and 2017, the outstanding principal amount was \$100.5 million and \$101.5 million, respectively.

Series 2015 Obligations: The Authority issued its Senior Lien Revenue Bonds, Series 2015A (the Series 2015A Bonds) and its Senior Lien Revenue and Refunding Put Bonds, Series 2015B (the Series 2015B Bonds) on November 19, 2015. The Authority issued its Subordinate Lien Revenue Bond, Taxable Series 2015C (the 2015C TIFIA Bond), its Subordinate Lien Revenue Bond, Taxable Series 2015D (the 2015D SHF Bond), and its Subordinate Lien Revenue Bond, Taxable Series 2015E (the 2015E SIB Bond) on November 18, 2015. The Series 2015A Bonds, the Series 2015B Bonds, the 2015C TIFIA Bond, the 2015D SHF Bond and the 2015E SIB Bond are collectively referred to as the Series 2015 Obligations.

A portion of the proceeds of the Series 2015 Obligations was used to finance and refinance the costs of designing, engineering, developing and constructing the 183 South Project. The remaining proceeds of the Series 2015 Obligations were used to (i) refund and redeem in whole the Authority's outstanding Senior Lien Revenue Refunding Put Bonds, Series 2013B, (ii) prepay in whole the Authority's outstanding 2015 Draw Down Note, (iii) pay capitalized interest with respect to the Series 2015A Bonds, (iv) make deposits to the Senior Lien Debt Service Reserve Fund and (v) pay certain issuance costs of the Series 2015 Obligations.

Series 2015A Bonds: The Series 2015A Bonds were issued as current interest bonds and are scheduled to mature in 2025 through 2045. Interest on the Series 2015A Bonds is calculated on the basis of a 360-day year of 12, 30-day months at a rate of 5 percent. Interest on the Series 2015A Bonds is payable on each July 1 and January 1, commencing January 1, 2016. As of June 30, 2018 and 2017, the outstanding principal amount was \$298.8 million for both years.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 4. Notes and Bonds Payable (Continued)

Series 2015B Bonds: The Series 2015B Bonds were issued as current interest bonds and as variable rate obligations and are scheduled to mature in 2021 through 2045. Through the period that commenced on the issuance date thereof and ends on January 6, 2021 (initial multiannual rate period), the Series 2015B Bonds will bear interest at a rate of 5 percent. On January 7, 2021, the Series 2015B Bonds are subject to mandatory tender at a purchase price equal to the principal amount thereof plus accrued interest to such purchase date. If, on such date, all Series 2015B Bonds are not successfully remarketed, the Authority has no obligation to purchase such Bonds on such date, and all Series 2015B Bonds will continue to be outstanding and will bear interest at a rate of 9 percent per annum until subsequently remarketed.

Interest on the Series 2015B Bonds during the initial multiannual rate period is calculated on the basis of a 360-day year of 12, 30-day months and is payable on each January 1 and July 1, commencing January 1, 2016. Pursuant to the terms of the bond indenture, the Series 2015B Bonds are subject to mandatory tender for purchase and conversion to another interest rate mode at the times stated therein. As of June 30, 2018 and 2017, the outstanding principal amount was \$68.8 million for both years.

2015C TIFIA Bond: In November 2015, the Authority entered into a secured loan agreement (the TIFIA Loan Agreement) with the United States Department of Transportation, pursuant to which the Authority is authorized to borrow an amount not to exceed \$282,200,885 to pay eligible project costs of the 183 South Project. The Authority's obligation to repay amounts borrowed under the TIFIA Loan Agreement is evidenced by the 2015C TIFIA Bond. The 2015C TIFIA Bond bears interest at 3.08 percent per annum and the final maturity date thereof will be the earlier of (i) the date this is 35 years from the date of substantial completion of the 183 South Project and (ii) July 1, 2049. Payments of principal and interest due on the 2015C TIFIA Bond are payable in the amounts set forth in the TIFIA Loan Agreement on each January 1 and July 1, commencing on the earlier of (i) July 1, 2024 and (ii) the semiannual payment date on (or immediately preceding) the fifth anniversary of the date of substantial completion of the 183 South Project.

The Authority has received loan proceeds of approximately \$51.9 million through fiscal year 2018 under the TIFIA Loan Agreement. As of June 30, 2018 and 2017, the 2015C TIFIA Bond had an outstanding balance of \$51.9 million and \$52,531, respectively. As of June 30, 2018, the 2015C TIFIA Bond balance included accrued interest of approximately \$400,000 as part of the loan balance.

2015D SHF Bond: In November 2015, the Authority entered into a secured loan agreement (the SHF Loan Agreement) with TxDOT, pursuant to which the Authority is authorized to borrow an amount not to exceed \$30 million to pay eligible projects costs of the 183 South Project. The Authority's obligation to repay amounts borrowed under the SHF Loan Agreement is evidenced by the 2015D SHF Bond. Interest on the 2015D SHF Bond is payable on each January 1 and July 1, commencing July 1, 2020, and installments of principal thereof are payable on each July 1, commencing July 1, 2025 in the amounts set forth in the SHF Loan Agreement. The 2015D SHF Bond bears interest at 4 percent per annum and the final maturity date thereof is July 1, 2049.

The Authority received loan proceeds of \$24.3 million during fiscal year 2017 under the SHF Loan Agreement. As of June 30, 2018 and 2017, the 2015D SHF Bond had an outstanding balance of \$31.8 million and \$30.5 million, respectively. As of June 30, 2018 and 2017, the 2015D SHF Bond balance included accrued interest of approximately \$1.7 million and \$500,000, respectively.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 4. Notes and Bonds Payable (Continued)

2015E SIB Bond: In November 2015, the Authority entered into a secured loan agreement (the SIB Loan Agreement) with TxDOT, pursuant to which the Authority is authorized to borrow an amount not to exceed \$30 million to pay eligible projects costs of the 183 South Project. The Authority's obligation to repay amounts borrowed under the SIB Loan Agreement is evidenced by the 2015E SIB Bond. Interest on the 2015E SIB Bond is payable on each January 1 and July 1, commencing July 1, 2020, and installments of principal thereof are payable on each July 1, commencing July 1, 2025, in the amounts set forth in the SIB Loan Agreement. The 2015E SIB Bond bears interest at 4 percent per annum and the final maturity date thereof is July 1, 2049.

The Authority received loan proceeds of \$24.3 million during fiscal year 2017 under the SIB Loan Agreement. As of June 30, 2018 and 2017, the 2015E SIB Bond had an outstanding balance of \$31.8 million and \$30.5 million, respectively. As of June 30, 2018 and 2017, the 2015E SIB Bond balance included accrued interest of approximately \$1.7 million and \$500,000, respectively.

Series 2016 Obligations: On August 9, 2016, the Authority issued its Series 2016 Subordinate Lien Revenue Refunding Bonds (2016 Subordinate Lien Bonds) and on June 1, 2016 the Authority issued its Series 2016 Senior Lien Revenue Refunding Bonds (2016 Senior Lien Bonds), collectively called the Series 2016 Obligations. The proceeds of the Series 2016 Senior Lien Bonds were used to (i) refund a portion of the Series 2010 CIBs and all outstanding Series 2011 CIBs and (ii) pay issuance costs of the Series 2016 Senior Lien Bonds.

The 2016 Subordinate Lien Bonds were issued as current interest bonds and are scheduled to mature in 2018 through 2041. Interest on the 2016 Subordinate Lien Bonds is calculated on the basis of a 360-day year of 12, 30-day months at rates ranging from 3.125 percent to 5.000 percent. Interest on the 2016 Subordinate Lien Bonds is payable on each July 1 and January 1, commencing January 1, 2017. As of June 30, 2018 and 2017, the outstanding principal amount was \$74.3 million and \$74.69 million, respectively.

The 2016 Senior Lien Bonds were issued as current interest bonds and are scheduled to mature in 2020 through 2046. Interest on the 2016 Senior Lien Bonds is calculated on the basis of a 360-day year of 12, 30-day months at rates ranging from 3.375 percent to 5.000 percent. Interest on the 2016 Senior Lien Bonds is payable on each July 1 and January 1, commencing July 1, 2016. As of June 30, 2018 and 2017, the outstanding principal amount was \$358.0 million for both years.

American Bank Note: In June 2013, the Authority entered into a secured loan agreement with a bank for an aggregate principal amount not to exceed \$5,300,000 (the Loan). The Loan bears interest at 2.25 percent per annum and matures on January 1, 2019. The Loan requires semiannual interest payments on the outstanding balance starting January 1, 2013.

Proceeds from the Loan are to be used to pay (i) expenses of studying the cost, design, engineering and feasibility of transportation projects; (ii) expenses associated with securing the Loan and (iii) the reimbursement to the Authority of costs attributable to certain preliminary cost and feasibility and other expenses relating to the preparation of financing of the transportation projects incurred prior to the execution of the Loan.

During fiscal year 2018, the Loan was repaid in full in the amount of \$3.6 million. The Loan had an outstanding balance of \$3.6 million as of June 30, 2017.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 4. Notes and Bonds Payable (Continued)

71E Toll Project Obligation to TxDOT: The Authority, the Capitol Area Metropolitan Planning Organization (CAMPO) and TxDOT approved the execution of a Project Agreement (the SH 71 Agreement) for the development of toll lanes on SH 71 extending from Presidential Boulevard to just east of SH 130, including the realignment of FM 973 where that road intersects with SH 71 (the SH 71 Project). The SH 71 Project is also referred to as the SH 71 Express Project.

Pursuant to a resolution adopted by the Authority's Board, the Authority waived and declined to exercise its option to develop, finance, and construct the SH 71 Project, and retained (and did not waive) its option to operate any potential toll lanes on the SH 71 Project and to retain the revenues generated therefrom. Upon completion of the SH 71 Project, the SH 71 Agreement obligates the Authority to operate and maintain the toll lanes and related infrastructure of the SH 71 Project developed, financed and constructed by TxDOT. The Authority will retain the revenues generated from the SH 71 Project, which will be used to pay operation and maintenance costs of the toll lanes, toll facilities and related equipment. After payment of such operation and maintenance costs, one-half of the remaining revenues from the SH 71 Project must be used to reimburse TxDOT for up to \$65.0 million of the costs of the SH 71 Project (the TxDOT Reimbursement Amount), plus interest thereon at 3.62 percent per annum.

The SH 71 Agreement obligates the Authority to repay the TxDOT Reimbursement Amount solely from one-half of the net revenues of the SH 71 Project over a 35-year term. The first payment is due on the first anniversary of substantial completion of the SH 71 Project and continuing every year thereafter for a total of 35 years or until the TxDOT Reimbursement Amount and all accrued interest is paid. The SH 71 Project was substantially completed on March 8, 2017, and, accordingly, the first payment payable by the Authority to TxDOT under the SH 71 Agreement is due on March 8, 2018. In accordance with the SH 71 Agreement a payment was made by the Authority in March 2018 for \$2.7 million, of which \$648,471 was payment of principal on the TxDOT Reimbursement Amount and \$2.1 million was payment of interest. In the event any annual payment is not sufficient to pay for all accrued interest due, the unpaid amount of accrued interest is added to the TxDOT Reimbursement Amount.

Under the SH 71 Agreement, TxDOT is obligated to operate and maintain all other aspects of the SH 71 Project, including but not limited to, the general purpose lanes and the FM 973 realigned intersection with SH 71.

As of June 30, 2017, the toll lanes of the SH 71 Project were operational and the Authority recorded a capital contribution of \$96.0 million and a note payable to TxDOT of \$65.0 million; however, payments made by the Authority in respect of the TxDOT Reimbursement Amount are paid as, and constitute, Operating Expenses under the terms of the Authority's bond indenture securing its outstanding toll revenue obligations. During fiscal year 2018, the Authority made a debt service payment on the TxDOT Reimbursement Amount of approximately \$2.7 million in principal and interest as described above. In addition, TxDOT provided updated final project cost after final project acceptance which reduced the final project costs and related liability by \$19.5 million and \$2.0 million, respectively.

As of June 30, 2018 and 2017, the outstanding principal amount was \$62.3 million and \$65 million, respectively.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 4. Notes and Bonds Payable (Continued)

2016 SHF SH 45SW Loan: In October 2016, the Authority entered into a secured loan agreement (the SHF SH 45SW Loan Agreement) with TxDOT, pursuant to which the Authority is authorized to borrow an amount not to exceed \$60 million to pay eligible project costs of the SH 45 Southwest Project. Interest on amounts borrowed under the SHF SH 45SW Loan Agreement (i) will accrete at 4 percent per annum, compounding semiannually on each January 1 and July 1, until the January 1 or July 1 which is six months prior to the initial interest payment date, and (ii) is payable on each January 1 and July 1, commencing on July 1, 2022. Principal installment payments are due on amounts borrowed under the SHF SH 45SW Loan Agreement on each January 1, commencing on the January 1, 2027, in the amounts set forth therein. Amounts borrowed under the SHF SH 45SW Loan Agreement will bear interest at 4 percent per annum and the final maturity date thereof is January 1, 2049. The Authority may defer up to 25 percent of the principal and interest due on any principal or interest payment date, not to exceed two years and not past the final maturity date. The net revenues from the SH 45 Southwest Project have been pledged as collateral for amounts borrowed under the SHF SH 45SW Loan Agreement.

As of June 30, 2018 and 2017, the Authority borrowed \$22.1 million and \$-0-, respectively, under the SHF SH 45SW Loan Agreement.

Regions 2017 MoPac Note: In December 2017, the Authority entered into a secured loan agreement with a bank for an aggregate principal amount not to exceed \$24,990,900 (the MoPac Note). The MoPac Note bears interest at LIBOR plus 1.44 percent per annum and matures on December 1, 2021. The MoPac Note requires monthly interest payments on the outstanding balance starting January 1, 2018. The net revenues from the MoPac Improvement Project have been pledged as collateral for the MoPac Note.

Proceeds from the MoPac Note are to be used to pay (i) expenses of studying the cost, design, engineering and feasibility of the MoPac Improvement Project; (ii) the costs of construction of the MoPac Improvement Project (iii) the acquisition of the right-of-way other interest in the real property; (iv) expenses associated with securing the MoPac Note and (v) the reimbursement to the Authority of costs attributable to certain preliminary cost and feasibility and other expenses relating to the preparation of financing of the MoPac Improvement Project incurred prior to the execution of the MoPac Note.

During fiscal year 2018, the Authority borrowed \$17.0 million to be used for the MoPac Improvement Project. As of June 30, 2018, the outstanding principal amount of the MoPac Note was \$17.0 million.

Central Texas Regional Mobility Authority

Notes to Financial Statements
June 30, 2018 and 2017

Note 4. Notes and Bonds Payable (Continued)

Future payments on debt obligations: Future payments of principal and interest on the Authority's bonds and notes described in this Note 4 (based on the scheduled payments) as of June 30, 2018, are as follows:

	Current Interest Bonds		Capital Appreciation Bonds		Notes Payable	
	Principal	Interest	Principal	Interest	Principal	Interest
2019	\$ 7,425,000	\$ 51,203,300	\$ -	\$ -	\$ -	\$ -
2020	14,460,000	51,393,175	-	-	-	-
2021	15,965,000	50,998,663	-	-	-	2,749,534
2022	18,105,000	49,958,950	480,449	404,551	17,000,000	2,749,534
2023	19,710,000	48,850,050	1,868,357	1,861,643	-	2,749,534
2024-2028	106,570,000	229,493,250	7,651,138	9,863,862	2,784,991	13,660,460
2029-2033	178,890,000	196,307,750	13,109,731	29,605,269	57,439,156	12,034,646
2034-2038	237,650,000	145,666,225	11,974,257	45,080,743	21,964,066	9,918,140
2039-2043	286,250,000	81,279,813	7,621,437	46,858,563	25,373,598	7,102,828
2044-2048	163,850,000	15,321,500	2,294,285	19,575,715	26,523,705	3,675,450
2049-2051	-	-	-	-	3,410,976	349,214
	<u>\$ 1,048,875,000</u>	<u>\$ 920,472,676</u>	<u>\$ 44,999,654</u>	<u>\$ 153,250,346</u>	<u>\$ 154,496,492</u>	<u>\$ 54,989,340</u>

	Total Debt Service	
	Principal	Interest
2019	\$ 7,425,000	\$ 51,203,300
2020	14,460,000	51,393,175
2021	15,965,000	54,152,748
2022	35,585,449	54,570,127
2023	21,578,357	53,461,227
2024-2028	117,006,129	253,017,572
2029-2033	249,438,887	237,947,665
2034-2038	271,588,323	200,665,108
2039-2043	319,245,035	135,241,204
2044-2048	192,667,990	38,572,665
2049-2051	3,410,976	349,214
Total	<u>1,248,371,146</u>	<u>\$ 1,130,574,005</u>
SH 71E Obligation	62,332,058	
Accreted interest	<u>35,431,655</u>	
	<u>97,763,713</u>	
	<u>\$ 1,346,134,859</u>	

As described above, the Series 2010 CABs and the Series 2011 CABs were issued as capital appreciation bonds. The accreted interest on the Series 2010 CABs and 2011 CABs are reflected on the Statement of Net Position as additional principal and is reflected in the interest column in this table in the amount of \$35,431,655.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 5. Deferred Outflow and Inflow of Resources

In accordance with GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources and Net Position*, the Authority has classified the difference between the reacquisition price and the net carrying amount of the defeased debt as a deferred outflow of resources. The deferred outflow of resources is amortized over the term of the defeased bonds and recognized as a component of interest expense annually. The Authority has also deferred outflows and inflows of resources for certain pension related items in accordance with applicable pension standards as noted under Note 7.

The Authority's deferred outflow of resources balance is composed of the following:

	June 30	
	2018	2017
Deferred outflows from bond refundings	\$ 107,766,160	\$ 109,030,108
Employer pension contribution	245,788	227,392
Difference in pension investment assumption	(25,643)	418,615
Experience changes	28,161	32,857
Assumption changes	42,090	32,699
	<u>\$ 108,056,556</u>	<u>\$ 109,741,671</u>

The Authority's deferred inflow of resources balance is composed of the following:

	June 30	
	2018	2017
Experience changes	<u>\$ 278,184</u>	<u>\$ 286,449</u>

Note 6. Risk Management

In conjunction with its normal operations, the Authority is exposed to various risks related to the damage or destruction of its assets from both natural and man-made occurrences; tort/liability claims; errors and omissions claims; and professional liability claims. As a result of these exposures, the Authority carries insurance with a governmental risk pool under an "all risks" policy. All categories of insurance coverage in place were either maintained at current levels or increased as to overall limits of coverage and reduction of self-retained risk so as to reduce the overall exposure of risk to the Authority. There were no settlements in excess of insurance coverage during fiscal years 2018 and 2017.

Note 7. Employee Retirement Plan

Plan description: The Authority participates in Texas County and District Retirement System (TCDRS). TCERS is a statewide, agent multiple-employer, public employee retirement system. TCERS is a nonprofit public trust providing pension, disability and death benefits for the eligible employees of participating counties and districts. TCERS was established by legislative act in 1967 under authority of Article XVI of the Texas Constitution. The TCERS Act (Subtitle F, Title 8, Texas Government Code) is the basis for TCERS administration. TCERS issues a publicly available annual financial report that includes financial statements and required supplementary information for the plan. That annual report may be downloaded at <http://www.tcds.com>.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 7. Employee Retirement Plan (Continued)

Benefits provided: Effective the date of participation, the Authority provides retirement, disability and death benefits. A percentage of each employee's paycheck is deposited into his or her TCDRS account. That percentage has been set by the Authority at 7 percent and has elected a matching rate of \$2 to \$1. The employee's savings grow at a rate of 7 percent, compounded annually. At retirement, the employee's account balance is combined with the Authority's matching and converted into a lifetime monthly benefit. Employees receive a month of service time for each month that they make a deposit into their account. The amount of service an employee needs to earn a future benefit is called the vesting requirement. When an employee is vested, he or she has the right to a monthly benefit, which includes the employer matching contribution, at age 60 or older.

The Authority adopted a 10 year/Age 60 Retirement Eligibility described in Section 844.207 of the TCDRS Act, under which: (a) any TCDRS member who has 10 or more years of service credit with the District and other subdivisions that have adopted the provisions of Section 844.207 or 844.210, is a vested member and shall have the right to retire and receive a service retirement annuity after attaining age 60, unless the optional 8 year/age 60 Retirement Eligibility and/or Optional Rule 75 Retirement Eligibility is adopted, as allowed by the plan. The Authority has adopted both the Optional 8 year/Age 60 Retirement Eligibility, which allows an 8-year service eligibility requirement for vesting, service, and disability retirement; and Optional Rule 75, which allows the member to have the right to retire and receive service retirement annuity when years of such credited service added to his or her years of attained age equal or exceed 75.

Any TCDRS member who is a vested member may terminate employment with all participating subdivisions prior to attaining age 60, and remain eligible to retire and receive a service retirement annuity after attaining age 60 provided his or her membership is not terminated other than by retirement.

Any TCDRS member who is a vested member under Section 844.207(d) may retire and receive a disability retirement annuity if he or she is certified as disabled, as defined by the plan.

Any TCDRS member who has four or more years of service credit with the District and other subdivisions is eligible for purposes of the Survivor Annuity Death Benefit.

Retirees elect to receive their lifetime benefit by choosing one of seven actuarially equivalent payment options. Prior service gives employees monetary credit for time worked for an eligible organization before it joined the system. Buybacks allow current employees to re-establish a closed TCDRS account from previous service with an employer. Partial lump sum payments at retirement allow employees to withdraw part of their TCDRS account balance as a lump sum at retirement with a reduced monthly benefit. In addition, the Authority may choose to adopt a cost-of-living adjustment (COLA) for its retirees. This adjusts retiree benefits to restore purchasing power lost due to the effects of inflation.

Employees covered by benefit terms: The following employees were covered by the benefit terms as of the valuation date December 31:

	<u>2017</u>	<u>2016</u>
Inactive employees or beneficiaries currently receiving benefits	2	2
Inactive employees entitled to, but not yet receiving benefits	14	11
Active employees	25	24
Total	<u>41</u>	<u>37</u>

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 7. Employee Retirement Plan (Continued)

Contributions: Plan members and the Authority are required to contribute at a rate set by statute. The contribution requirements of plan members and the Authority are established and may be amended. For 2018 and 2017, the contribution rate for the plan members was 7 percent of gross pay. The Authority pays a matching portion to the pension plan totaling 14 percent of gross pay for 2018 and 2017, which totaled \$475,880 and \$446,675, respectively.

Net pension asset: The Authority's net pension asset was measured as of December 31, 2017 and 2016, and the total pension liability used to calculate the net pension asset was determined by an actuarial valuation as of that date.

Actuarial assumptions: The actuarial assumptions that determined the total pension liability as of December 31, 2017 were based on the results of an actuarial experience study for the period January 1, 2013, through December 31, 2016, except where required to be different by GASB Statement No. 68.

The actuarial assumptions that determined the total pension liability as of December 31, 2016 were based on the results of an actuarial experience study for the period from January 1, 2009, through December 31, 2012, except where required to be different by GASB Statement No. 68.

The total pension liability in the December 31, 2017 and 2016, actuarial valuation was determined using the following actuarial assumptions, applied to all periods included in the measurement:

	<u>2017</u>	<u>2016</u>
Inflation	2.75%	3.0%
Salary increases (including inflation plus average merit of 1.6% and 1.4% and productivity of 0.5% for 2017 and 2016)	4.85%	4.9%
Investment rate of return	8.1%	8.1%

Mortality rates were based on the following.

Depositing members: For the December 31, 2017 valuation, 90 percent of the RP-2014 Active Employee Mortality Table for males and 90 percent of the RP-2014 Active Employee Mortality Table for females, projected with 110 percent of the MP-2014 Ultimate scale after 2014.

For the December 31, 2016 valuation, the RP-2000 Active Employee Mortality Table for males with a two-year set-forward and the RP-2000 Active Employee Mortality Table for females with a four-year setback, both projected to 2014 with scale AA and then projected with 110 percent of the MP-2014 Ultimate scale after that.

Service retirees, beneficiaries and nondepositing members: For the December 31, 2017 valuation, 110 percent of the RP-2014 Healthy Annuitant Mortality Table for males and 110 percent of the RP-2014 Healthy Annuitant Mortality Table for females, both projected with 110 percent of the MP-2014 Ultimate scale after 2014.

For the December 31, 2016 valuation, the RP-2000 Combined Mortality Table projected to 2014 with scale AA and then projected with 110 percent of the MP-2014 Ultimate scale after that, with a one-year set-forward for males and no age adjustment for females.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 7. Employee Retirement Plan (Continued)

Disabled retirees: For the December 31, 2017 valuation, 130 percent of the RP-2014 Disabled Annuitant Mortality Table for males and 115 percent of the RP-2014 Disabled Annuitant Mortality Table for females, both projected with 110 percent of the MP-2014 Ultimate scale after 2014

For the December 31, 2016 valuation, RP-2000 Disabled Mortality Table projected to 2014 with scale AA and then projected with 110 percent of the MP-2014 Ultimate scale after with no age adjustment for males and with a two-year set-forward for females.

Long-term rate of return on assets: The long-term expected rate of return on TCDRS assets is determined by adding expected inflation to expected long-term real returns, and reflecting expected volatility and correlation. The capital market assumptions and information shown below are provided by TCDRS' investment consultant. The valuation assumption for long-term expected return is re-assessed at a minimum of every four years, and is set based on a 30-year time horizon; the most recent analysis was performed in 2013.

The capital market assumptions and information shown below are provided by TCDRS' investment consultant based on December 31, 2017, information for a seven- to 10-year time horizon.

Asset Class	Benchmark	Target Allocation (1)	Geometric Real Rate of Return (Expected Minus Inflation) (2)
United States Equities	Dow Jones U.S. Total Stock Market Index	11.5%	4.55%
Private Equity	Cambridge Associates Global Private Equity and Venture Capital Index (3)	16.0%	7.55%
Global Equities	MSCI World (net) Index	1.5%	4.85%
International Equities—Developed	MSCI World Ex USA (net)	11.0%	4.55%
International Equities—Emerging	MSCI EM Standard (net) index	8.0%	5.55%
Investment—Grade Bonds	Bloomberg Barclays U.S. Aggregate Bond Index	3.0%	0.75%
Strategic Credit	FTSE High-Yield Cash-Pay Capped Index	8.0%	4.12%
Direct Lending	S&P/LSTA Leveraged Loan Index	10.0%	8.06%
Distressed Debt	Cambridge Associates Distressed Index (4)	2.0%	6.30%
REIT Equities	67% FTSE NAREIT Equity REITs Index plus 33% FRSE EPRA/NAREIT Global Real Estate Index	2.0%	4.05%
Master Limited Partnerships (MLPs)	Alerian MLP Index	3.0%	6.00%
Private Real Estate Partnerships	Cambridge Associates Real Estate Index (5)	6.0%	6.25%
Hedge Funds	Hedge Fund Research, Inc. Fund of Funds Composite Index	18.0%	4.10%

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 7. Employee Retirement Plan (Continued)

The capital market assumptions and information shown below are provided by TCDRS' investment consultant based on December 31, 2016, information for a seven- to 10-year time horizon.

Asset Class	Benchmark	Target Allocation (1)	Geometric Real Rate of Return (Expected Minus Inflation) (2)
United States Equities	Dow Jones U.S. Total Stock Market Index	13.5%	4.7%
Private Equity	Cambridge Associates Global Private Equity and Venture Capital Index (3)	16.0%	7.7%
Global Equities	MSCI World (net) Index	1.5%	5.0%
International Equities—Developed	MSCI World Ex USA (net)	10.0%	4.7%
International Equities—Emerging	MSCI EM Standard (net) index	7.0%	5.7%
Investment—Grade Bonds	Bloomberg Barclays U.S. Aggregate Bond Index	3.0%	0.6%
High-Yield Bonds	Citigroup High-Yield Cash-Pay Capped Index	3.0%	3.7%
Opportunistic Credit	Citigroup High-Yield Cash-Pay Capped Index	2.0%	3.8%
Direct Lending	S&P/LSTA Leveraged Loan Index	10.0%	8.2%
Distressed Debt	Cambridge Associates Distressed Index (4)	3.0%	6.7%
REIT Equities	67% FTSE NAREIT Equity REITs Index plus 33% FRSE EPRA/NAREIT Global Real Estate Index	2.0%	3.9%
Master Limited Partnerships (MLPs)	Alerian MLP Index	3.0%	5.6%
Private Real Estate Partnerships	Cambridge Associates Real Estate Index (5)	6.0%	7.2%
Hedge Funds	Hedge Fund Research, Inc. Fund of Funds Composite Index	20.0%	3.9%

- (1) Target asset allocation adopted at the April 2018 and 2017 TCDRS Board meetings.
- (2) Geometric real rates of return in addition to assumed inflation of 1.95 percent and 2.0 percent, respectively, per investment consultant's 2018 and 2017 capital market assumptions.
- (3) Includes vintage years 2006-present of Quarter Pooled Horizon IRRs.
- (4) Includes vintage years 2005-present of Quarter Pooled Horizon IRRs.
- (5) Includes vintage years 2007-present of Quarter Pooled Horizon IRRs.

Discount rate: The discount rate used to measure the total pension liability was 8.1 percent for both December 31, 2017 and 2016. In order to determine the discount rate to be used by the employer, the TCDRS used an alternative method to determine the sufficiency of the fiduciary net position in all future years. The alternative method reflects the funding requirements under the employer's funding policy and the legal requirements under the TCDRS Act.

- (1) TCDRS has a funding policy where the Unfunded Actuarial Accrued Liability shall be amortized as a level percent of pay over 20-year closed layered periods.
- (2) Under the TCDRS Act, the employer is legally required to make the contribution specified in the funding policy.
- (3) The employer's assets are projected to exceed its accrued liabilities in 20 years or less. When this point is reached, the employer is still required to contribute at least the normal cost.
- (4) Any increased cost due to the adoption of a COLA is required to be funded over a period of 15 years, if applicable.

Central Texas Regional Mobility Authority

**Notes to Financial Statements
June 30, 2018 and 2017**

Note 7. Employee Retirement Plan (Continued)

Changes in net pension liability (asset): Based on the above, the projected fiduciary net position is determined to be sufficient compared to projected benefit payments. Based on the expected level of cash flows and investment returns to the system, the fiduciary net position as a percentage of total pension liability is projected to increase from its current level in future years.

Since the projected fiduciary net position is projected to be sufficient to pay projected benefit payments in all future years, the discount rate for purposes of calculating the total pension liability and net pension liability of the Authority is equal to the long-term assumed rate of return on investments. This long-term assumed rate of return should be net of investment expenses, but gross of administrative expenses for GASB Statement No. 68 purposes. Therefore, the system has used a discount rate of 8.1 percent. This rate reflects the long-term assumed rate of return on assets for funding purposes of 8.0 percent, net of all expenses, increased by 0.1 percent to be gross of administrative expenses.

Changes in Net Pension Liability (Asset) 2018			
Changes in Net Pension Liability (Asset)	Increase (Decrease)		
	Total Pension Liability (a)	Fiduciary Net Position (b)	Net Pension Liability (Asset) (a) - (b)
Balances as of June 30, 2017	\$ 5,719,320	\$ 6,074,459	\$ (355,139)
Changes for the year:			
Service cost	621,685	-	621,685
Interest on total pension liability (1)	512,318	-	512,318
Effect of plan changes (2)	-	-	-
Effect of economic/demographic (gains) or losses	(34,008)	-	(34,008)
Effect of assumptions changes or inputs	15,820	-	15,820
Refund of contributions	(16,897)	(16,897)	-
Benefit payments	(14,389)	(14,389)	-
Administrative expenses	-	(5,074)	5,074
Member contributions	-	228,848	(228,848)
Net investment income	-	897,084	(897,084)
Employer contributions	-	457,484	(457,484)
Other (3)	-	8,731	(8,731)
Balances as of June 30, 2018	<u>\$ 6,803,849</u>	<u>\$ 7,630,246</u>	<u>\$ (826,397)</u>

Central Texas Regional Mobility Authority

Notes to Financial Statements
June 30, 2018 and 2017

Note 7. Employee Retirement Plan (Continued)

Changes in Net Pension Liability (Asset) 2017			
Changes in Net Pension Liability (Asset)	Increase (Decrease)		
	Total Pension Liability (a)	Fiduciary Net Position (b)	Net Pension Liability (Asset) (a) - (b)
Balances as of June 30, 2016	\$ 4,870,215	\$ 5,072,238	\$ (202,023)
Changes for the year:			
Service cost	636,083	-	636,083
Interest on total pension liability (1)	417,633	-	417,633
Effect of plan changes (2)	-	-	-
Effect of economic/demographic (gains) or losses	(152,926)	-	(152,926)
Effect of assumptions changes or inputs	-	-	-
Refund of contributions	(37,296)	(37,296)	-
Benefit payments	(14,389)	(14,389)	-
Administrative expenses	-	(4,111)	4,111
Member contributions	-	211,078	(211,078)
Net investment income	-	378,134	(378,134)
Employer contributions	-	422,157	(422,157)
Other (3)	-	46,648	(46,648)
Balances as of June 30, 2017	\$ 5,719,320	\$ 6,074,459	\$ (355,139)

- (1) Reflects the change in the liability due to the time value of money. TCDRS does not charge fees or interest.
- (2) Reflects new annuity purchase rates applicable to all TCDRS employees effective January 1, 2018.
- (3) Relates to allocation of system-wide items.

Sensitivity analysis: The following presents the net pension asset/liability of the Authority, calculated using the discount rate of 8.1 percent, as well as what the net pension asset/liability would be if it were calculated using a discount rate that is 1 percentage point lower (7.1 percent) or 1 percentage point higher (9.1 percent) than the current rate.

	June 30, 2018		
	Current		
	1.0% Decrease 7.1%	Discount Rate 8.1%	1.0% Increase 9.1%
Total pension liability	\$ 7,670,245	\$ 6,803,849	\$ 6,068,401
Fiduciary net position	7,630,246	7,630,246	7,630,246
Net pension liability (asset)	39,999	(826,397)	(1,561,845)
	June 30, 2017		
	Current		
	1.0% Decrease 7.1%	Discount Rate 8.1%	1.0% Increase 9.1%
Total pension liability	\$ 6,475,773	\$ 5,719,320	\$ 5,088,480
Fiduciary net position	6,074,459	6,074,459	6,074,459
Net pension liability (asset)	401,314	(355,139)	(985,979)

Central Texas Regional Mobility Authority

**Notes to Financial Statements
June 30, 2018 and 2017**

Note 7. Employee Retirement Plan (Continued)

Pension plan fiduciary net position: Detailed information about the pension plan's fiduciary net position is available in the separate issued TCDRS report.

Pension expense: the Authority recognized the following pension related expense (income):

Pension Expense (Income)	June 30	
	2018	2017
Service cost	\$ 621,685	\$ 636,083
Interest on total pension liability (1)	512,318	417,633
Effect of plan changes	-	-
Administrative expenses	5,074	4,111
Member contributions	(228,848)	(211,078)
Expected investment return net of investment expenses	(518,128)	(435,573)
Recognition of deferred inflows/outflows of resources:		
Recognition of economic/demographic gains or losses	(37,577)	(33,798)
Recognition of assumption changes or inputs	6,429	4,671
Recognition of investment gains or losses	65,301	141,093
Other (2)	(8,731)	(46,648)
Pension expense	\$ 417,523	\$ 476,494

(1) Reflects the change in the liability due to the time value of money. TCDRS does not charge fees or interest.

(2) Relates to allocation of system-wide items.

Deferred inflows and outflows of resources: the deferred inflows and outflows of resources are as follows:

Deferred Inflows/ Outflows of Resources	June 30, 2018		June 30, 2017	
	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources
Differences between expected and actual experience	\$ 278,184	\$ 28,161	\$ 286,449	\$ 32,857
Changes of assumptions	-	42,090	-	32,699
Net difference between projected and actual earnings	-	(25,643)	-	418,615
Contributions made subsequent to measurement date	-	245,788	-	227,392
	\$ 278,184	\$ 290,396	\$ 286,449	\$ 711,563

Central Texas Regional Mobility Authority

**Notes to Financial Statements
June 30, 2018 and 2017**

Note 7. Employee Retirement Plan (Continued)

Contributions made subsequent to the measurement date are eligible employer contributions made from January 1, 2018, through June 30, 2018. Amounts currently reported as deferred outflows of resources and deferred inflows of resources related to pensions, excluding contributions made subsequent to the measurement date, will be recognized in pension expense as follows:

Years ending June 30:

2019	\$ 34,153
2020	18,003
2021	(95,541)
2022	(106,939)
2023	(31,148)
Thereafter	(52,104)
	<u>\$ (233,576)</u>

The remaining balance to be recognized in future years (and included in the thereafter category), if any, will be impacted by additional future deferred inflows and outflows of resources.

Schedule of Deferred Inflows and Outflows of Resources

	Original Amount	Date Established	Original Recognition Period	Amount Recognized in 6/30/18 Expenses (1)	Balance of Deferred Inflows 6/30/2018	Balance of Deferred Outflows 6/30/2018
Investment (gains) losses	\$ (378,957)	12/31/2017	5 years	\$ (75,791)	\$ 303,165	\$ -
Investment (gains) losses	57,439	12/31/2016	5 years	11,488	-	34,464
Investment (gains) losses	567,272	12/31/2015	5 years	113,454	-	226,909
Investment (gains) losses	80,751	12/31/2014	5 years	16,150	-	16,150
Economic/demographic (gains) or losses	(34,008)	12/31/2017	9 years	(3,770)	(30,229)	-
Economic/demographic (gains) or losses	(152,926)	12/31/2016	9 years	(16,992)	(118,942)	-
Economic/demographic (gains) or losses	(193,519)	12/31/2015	9 years	(21,502)	(129,013)	-
Economic/demographic (gains) or losses	46,958	12/31/2014	10 years	4,696	-	28,161
Assumption changes or inputs	15,820	12/31/2017	9 years	1,758	-	14,062
Assumption changes or inputs	-	12/31/2016	9 years	-	-	-
Assumption changes or inputs	42,041	12/31/2015	9 years	4,671	-	28,028
Assumption changes or inputs	-	12/31/2014	10 years	-	-	-

- (1) Investment (gains)/losses are recognized in pension expense over a period of five years; economic/demographic (gain)/losses and assumption changes or inputs are recognized over the average remaining service life for all active, inactive and retired members.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 8. Disaggregation of Receivable and Payable Balances

Due from other governments are comprised of current intergovernmental receivables and amounts due from other Texas tolling authorities related to toll tag transactions on the Authority's toll roads. The Authority does not issue toll tags; however, the Authority has contracted with TxDOT and other tolling entities located both within and outside the State of Texas to handle customer service and operations related to the toll tag transactions at June 30, 2018 and 2017. Accounts payable balances are comprised of 100 percent current payables to contractors and vendors at June 30, 2018 and 2017.

As of June 30, 2018 and 2017, the receivable from TxDOT comprises approximately 19 percent and 82 percent, respectively, and the total balances are as follows:

	June 30	
	2018	2017
TxDOT	\$ 845,325	\$ 13,983,903
Other governments	3,491,582	3,100,027
Total	<u>\$ 4,336,907</u>	<u>\$ 17,083,930</u>

Note 9. Commitments and Contingent Liabilities

Commitments: In May 2014, the Authority entered into a 10-year lease agreement for office space. The aggregate future minimum lease payments under the new lease are as follows:

Years ending December 31:	
2019	\$ 358,932
2020	370,700
2021	382,468
2022	394,236
2023	336,703
	<u>\$ 1,843,039</u>

The Authority's rental expense for fiscal year 2018 and 2017 totaled \$527,968 and \$544,164, respectively, which includes common area maintenance and property taxes.

The Authority has a capital improvement program for roadway construction projects extending into future years. As of June 30, 2018 and 2017, the Authority has a capital budget of approximately \$1.198 billion and \$1.209 billion, respectively, for future toll projects, which may or may not materialize. Including the 183 South Project, the Authority's contractual commitments related to its capital improvement plan are approximately \$464.0 million and \$664.0 million, respectively, for the years ended June 30, 2018 and 2017. All contracts contain a termination for convenience clause in which such contracts may be terminated, in whole or in part, for the convenience of the Authority.

Central Texas Regional Mobility Authority

Notes to Financial Statements June 30, 2018 and 2017

Note 9. Commitments and Contingent Liabilities (Continued)

CAMPO Interlocal Agreement: Capital Area Metropolitan Planning Organization (CAMPO) is the designated metropolitan planning organization for Central Texas. As part of the designated planning organization, CAMPO received approximately \$136 million in grant funds of which \$130 million was allocated to the MoPac Improvement Project. The funding received was made available for transportation projects in the Austin area. As part of the construction of the MoPac Improvement Project, the Authority executed an agreement with CAMPO. The executed agreement calls for the sharing of surplus revenue generated from the MoPac Improvement Project by setting up a Regional Infrastructure Fund (RIF) account. The RIF account was created upon execution of the agreement with CAMPO. As of September 1, 2017, \$2,000,000 of the surplus revenue from the MoPac Improvement Project was deposited into the RIF account. The amounts placed in the RIF account in accordance with the agreement are to be used to fund other CAMPO identified transportation projects in the region. As of June 30, 2018, the Authority has a payable RIF balance of \$2,000,000 which will be deposited into the RIF account. The remaining commitment to the RIF account is dependent upon there being surplus revenue of the MoPac Improvement Project in the future such that the remaining amount payable to the RIF account pursuant to the CAMPO agreement of \$228 million, may be paid through fiscal year 2041.

Litigation: As of June 30, 2018 and 2017, the Authority is involved in various contract disputes on its construction projects. Based on the status of the claims and the information available, the Authority believes that a liability has not been incurred as of the date of the financial statements. The Authority believes it has substantial defenses against these claims and the resolution of these matters will not have a material adverse effect on its financial statements.

Note 10. Authority's Tolling System Disclosure

During fiscal year 2018, the Authority had non-Tolling System assets generating revenue (the MoPac Improvement Project) and non-Tolling System assets under construction. Governments that report enterprise funds or that use enterprise fund accounting and reporting standards to report their activities are required to present segment information for defined activities in the notes to the financial statements. For purposes of this disclosure, a segment is an identifiable activity reported as or within an enterprise fund or an other stand-alone entity for which one or more revenue bonds or other revenue-backed debt instruments outstanding with a revenue pledge to support that debt. In addition, the activities, revenue, expenses, gains and losses, assets and liabilities are required to be accounted for separately. The requirement for separate accounting for the Authority's Tolling System is also imposed by the bond indenture. A segment has a specific identifiable revenue stream pledged in support of revenue bonds or other revenue backed debt and has related expenses, gains and losses, assets, and liabilities that can be identified.

Central Texas Regional Mobility Authority

**Notes to Financial Statements
June 30, 2018 and 2017**

Note 10. Authority's Tolling System Disclosure (Continued)

During fiscal year 2018, the Authority's Non Toll System MoPac Project was placed into operations. Accordingly, the following condensed financial information for the Authority's Tolling System activities are presented below:

**Statement of Net Position
June 30, 2018**

Assets and Deferred Outflows	
Current assets	\$ 75,898,630
Restricted assets	300,624,180
Pension asset	826,397
Capital assets	<u>1,378,573,371</u>
Total assets	<u>1,755,922,578</u>
Deferred outflows of resources	<u>108,056,556</u>
Total assets and deferred outflows of resources	<u><u>\$ 1,863,979,134</u></u>
Liabilities and Deferred Inflows	
Current liabilities	\$ 81,222,707
Noncurrent liabilities	<u>1,394,919,854</u>
Total liabilities	<u>1,476,142,561</u>
Deferred inflows of resources	<u>278,184</u>
Total liabilities and deferred inflows of resources	<u>1,476,420,745</u>
Net position:	
Net investment in capital assets	194,237,697
Restricted for other purposes	106,764,024
Unrestricted	<u>86,556,668</u>
Total net position	<u>387,558,389</u>
Total liabilities, deferred inflows of resources and net position	<u><u>\$ 1,863,979,134</u></u>

**Statements of Revenues, Expenses and Changes in Net Position
Year Ended June 30, 2018**

Operating revenues	\$ 84,756,778
Operating expenses, including depreciation and amortization	<u>49,738,897</u>
Operating income	35,017,881
Total net nonoperating revenues (expenses)	<u>(31,363,082)</u>
Change in net position—before capital grants and contributions	3,654,799
Capital grants and contributions, net of TxDOT adjustment	<u>(14,289,985)</u>
Change in net position	(10,635,186)
Total net position at beginning of year	398,193,575
Total net position at end of year	<u><u>\$ 387,558,389</u></u>

Central Texas Regional Mobility Authority

Notes to Financial Statements

June 30, 2018 and 2017

Note 10. Authority's Tolling System Disclosure (Continued)

**Statement of Cash Flows
Year Ended June 30, 2018**

Net cash flows provided by operating activities	\$ 57,417,921
Net cash flows used in capital and related financing activities	(186,251,682)
Net cash flows provided by investing activities	<u>87,012,957</u>
Net decrease in cash and cash equivalents	(41,820,804)
Cash and cash equivalents at beginning of year	<u>201,260,774</u>
Cash and cash equivalents at end of year	<u><u>\$ 159,439,970</u></u>

Note 11. Subsequent Events

During the first quarter of fiscal year 2019, the Authority received additional borrowings of approximately \$94.0 million and \$18.0 million, respectively, from the 2015C TIFIA Bond and the 2016 SHF SH 45SW Loan Agreement.

Subsequent events have been evaluated through September 18, 2018, the date the financial statements were available to be issued.

Central Texas Regional Mobility Authority

**Required Supplementary Information—Pension Plan
Schedule of Changes in Net Pension Assets and Related Ratios
As of Years Ended June 30**

	2018	2017	2016	2015
Total pension liability:				
Service cost	\$ 621,685	\$ 636,083	\$ 474,778	\$ 461,237
Interest on total pension liability	512,318	417,633	361,003	295,209
Effect of plan changes	-	-	(33,691)	-
Effect of assumption changes or inputs	(34,008)	-	42,041	-
Effect of economic/demographic (gains) or losses	15,820	(152,926)	(193,519)	46,943
Benefit payments/refunds of contributions	(31,286)	(51,685)	(2,211)	-
Net change in total pension liability	1,084,529	849,105	648,401	803,389
Total pension liability at beginning of year	5,719,320	4,870,215	4,221,814	3,418,425
Total pension liability at end of year (a)	6,803,849	5,719,320	4,870,215	4,221,814
Fiduciary net position:				
Employer contributions	457,484	422,157	361,493	327,807
Member contributions	228,848	211,078	180,742	163,979
Investment income net of investment expense	897,084	378,134	(162,009)	261,626
Benefit payments/refunds of contributions	(31,286)	(51,685)	(2,211)	-
Administrative expenses	(5,074)	(4,111)	(3,541)	(3,345)
Other	8,731	46,648	1,713	(242)
Net change in fiduciary net position	1,555,787	1,002,221	376,187	749,825
Fiduciary net position at beginning of year	6,074,459	5,072,238	4,696,051	3,946,226
Fiduciary net position at end of year (b)	7,630,246	6,074,459	5,072,238	4,696,051
Net pension asset at end of year = (a) - (b)	\$ (826,397)	\$ (355,139)	\$ (202,023)	\$ (474,237)
Fiduciary net position as a percentage of total pension liability	112.15%	106.21%	104.15%	111.23%
Pensionable covered payroll	\$ 3,269,251	\$ 3,015,395	\$ 2,582,032	\$ 2,342,556
Net pension liability (asset) as a percentage of covered payroll	(25.28%)	(11.78%)	(7.82%)	(20.24%)

The Schedule of Changes in Net Pension Assets and related Ratio disclosure is required for 10 years. The schedule noted above is only for the years which the new GASB Statements have been implemented.

Central Texas Regional Mobility Authority

Required Supplementary Information—Pension Plan (Continued)
Schedule of Employer Contributions
As of June 30,

Year Ending	Actuarially Determined Contribution (1)	Actual Employer Contribution	Contribution Deficiency (Excess)	Pensionable Covered Payroll (2)	Actual Contribution as a Percentage of Covered Payroll
2009	\$ 177,644	\$ 177,644	\$ -	\$ 1,410,996	12.6%
2010	208,394	224,770	(16,376)	1,605,503	14.0%
2011	212,249	235,472	(23,222)	1,623,942	14.5%
2012	248,565	270,179	(21,614)	1,863,303	14.5%
2013	251,978	286,786	(34,811)	2,048,602	14.0%
2014	261,182	304,447	(43,266)	2,174,701	14.0%
2015	284,621	327,807	(43,187)	2,341,479	14.0%
2016	302,614	339,408	(58,879)	2,424,343	14.0%
2017	341,041	446,675	(81,115)	3,190,536	14.0%
2018	383,156	475,880	(74,328)	3,399,143	14.0%

(1) TCDRS calculates actuarially determined contributions on a calendar year basis. GASB No. 68 indicates the Authority should report contribution amounts on a fiscal year basis.

(2) Payroll is calculated based on contributions as reported for the fiscal year to TCDRS.

Central Texas Regional Mobility Authority

**Required Supplementary Information—Pension Plan (Continued)
Notes to Schedule of Employer Contributions and Net Pension Liability
June 30, 2018 and 2017**

Actuarial methods and assumptions used: Following are the key assumptions and methods used in determining the actuarially determined contribution:

Valuation Timing	Actuarially determined contribution rates are calculated as of December 31, two years prior to the end of the fiscal year in which the contributions are reported.
Actuarial Cost Method	Individual entry age normal cost method, as required by GASB Statement No. 68, used for GASB calculations. A slightly different version of the entry age normal cost method is used for the funding actuarial valuation.
Asset Valuation Method Smoothing period Recognition method Corridor	5 years Non-asymptotic None
Economic Assumptions Inflation Salary increases Investment rate of return COLAs	2.75 percent 4.85 percent (made up of 2.75 percent inflation and 0.5 percent productivity increase assumptions) and a merit, promotion and longevity component that on average approximates 1.6 percent per year for a career employee. 8.1 percent COLAs for the Authority are not considered to be substantively automatic under GASB Statement No. 68. Therefore, no assumption for future cost-of-living adjustments is included in the GASB calculations. No assumption for future cost-of-living adjustments is included in the funding valuation.

Central Texas Regional Mobility Authority

Required Supplementary Information—Pension Plan (Continued)
 Notes to Schedule of Employer Contributions and Net Pension Liability
 June 30, 2018 and 2017

Demographic assumptions—related to December 31, 2017 valuation:

Annual Rates of Service Retirement*					
Retirement Age	Male	Female	Age	Male	Female
40-44	4.5%	4.5%	62	20%	20%
45-49	9	9	63	15	15
50	10	10	64	15	15
51	9	9	65	25	25
52	9	9	66	25	25
53	9	9	67	24	24
54	10	10	68	22	22
55	10	10	69	22	22
56	10	10	70	22	22
57	10	10	71	22	22
58	12	12	72	22	22
59	12	12	73	22	22
60	12	12	74 **	22	22
61	12	12			

* Deferred members are assumed to retire (100 percent probability) at the later of: a) age 60 b) earliest retirement eligibility.

** For all eligible members ages 75 and later, retirement is assumed to occur immediately.

Other terminations of employment: The rate of assumed future termination from active participation in the plan for reasons other than death, disability or retirement are all set at 0 percent and the rates do not vary by length of service, entry-age group (age at hire), and sex. No termination after eligibility for retirement is assumed.

Central Texas Regional Mobility Authority

**Required Supplementary Information—Pension Plan (Continued)
Notes to Schedule of Employer Contributions and Net Pension Liability
June 30, 2018 and 2017**

Withdrawals: Members who terminate may either elect to leave their account with TCDRS or withdraw their funds. The probability that a member elects a withdrawal varies by length of service and vesting schedule. Rates applied to your plan are shown in table below. For nondepositing members who are not vested, 100 percent are assumed to elect a withdrawal.

Probability of Withdrawal			
Years of Service	Probability	Years of Service	Probability
0	100%	15	40%
1	100	16	38
2	100	17	36
3	100	18	33
4	100	19	30
5	50	20	28
6	49	21	26
7	48	22	24
8	47	23	22
9	46	24	20
10	45	25	18
11	44	26	16
12	43	27	14
13	42	28	12
14	41	29*	10

*Members with more than 29 years of service are not assumed to refund.

Central Texas Regional Mobility Authority

**Supplemental Information—Indenture Cash Flow and Debt Service Coverage
June 30, 2018**

Toll revenues		\$ 84,074,966
Other revenues*		680,462
Miscellaneous revenue		1,350
Interest income available to pay debt service		<u>2,541,537</u>
Total revenues		87,298,315
Less system operating expenses		<u>(20,096,093)</u>
Revenues available for rate covenant and additional bonds tests		67,202,222
Net senior lien debt service	\$ 28,920,913	
Net subordinate lien debt service	<u>7,095,986</u>	
Total net debt service	36,016,899	
Debt service coverage ratios for rate covenant and additional bonds test:		
Senior lien obligations	2.32	
Senior and subordinate lien obligations	1.87	
Less system maintenance expenses		<u>(2,988,960)</u>
Revenues available for debt service		64,213,262
Debt service coverage ratios for revenues available for debt service:		
Senior lien obligations	2.22	
Senior and subordinate lien obligations	1.78	
Less total net debt service		(36,016,899)
Less deposits to renewal and replacement fund		-
Less debt service payments on other obligations		<u>-</u>
Annual excess		<u><u>\$ 28,196,363</u></u>

*The HERO operating grant revenues are included in "Other Revenues" above as the corresponding expenses are included in "System Operating Expenses."

Exhibit C

Federal Awards Compliance Report

Central Texas Regional Mobility Authority

Federal Awards Compliance Report
Year Ended June 30, 2018

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RSM US LLP

**Report on Internal Control Over
Financial Reporting and on Compliance and Other Matters
Based on an Audit of Financial Statements Performed in
Accordance With *Government Auditing Standards***

Independent Auditor's Report

To the Board of Directors
Central Texas Regional Mobility Authority

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Central Texas Regional Mobility Authority (the Authority) as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, and have issued our report thereon dated September 18, 2018.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Authority's financial statements will not be prevented or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit, we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weakness may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and the Public Funds Investment Act, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instance of noncompliance or other matters that are required to be reported under *Government Auditing Standards* or the Public Funds Investment Act.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

RSM US LLP

Austin, Texas
September 18, 2018



RSM US LLP

Report on Compliance For the Major Federal Program, Report on Internal Control Over Compliance and Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

Independent Auditor's Report

To the Board of Directors
Central Texas Regional Mobility Authority

Report on Compliance for the Major Federal Program

We have audited Central Texas Regional Mobility Authority's (the Authority) compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on the Authority's major federal program for the year ended June 30, 2018. The Authority's major federal program is identified in the summary of auditor's results section of the accompanying Schedule of Findings and Questioned Costs.

Management's Responsibility

Management is responsible for compliance with the federal statutes, regulations and the terms and conditions of its federal awards applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for the Authority's major federal program based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States and the audit requirements of Title 2 U.S. *Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Authority's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for the major federal program. However, our audit does not provide a legal determination of the Authority's compliance.

Opinion on the Major Federal Program

In our opinion, the Authority complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on its major federal program for the year ended June 30, 2018.

Report on Internal Control Over Compliance

Management of the Authority is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Authority's internal control over compliance with the requirements that could have a direct and material effect on a major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented or detected and corrected on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

We have audited the financial statements of the Authority as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements. We have issued our report thereon dated September 18, 2018, which contained an unmodified opinion on those financial statements. Our audit was conducted for the purpose of forming an opinion on the basic financial statements. The accompanying Schedule of Expenditures of Federal Awards is presented for purposes of additional analysis as required by the Uniform Guidance and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Schedule of Expenditures of Federal Awards is fairly stated in all material respects in relation to the basic financial statements as a whole.

RSM US LLP

Austin, Texas
September 18, 2018

Central Texas Regional Mobility Authority

**Schedule of Expenditures of Federal Awards
Year Ended June 30, 2018**

Federal Grantor/Program Title	Federal CFDA Number	Pass Through Entity Grant Award Number	Passed Through to Subrecipients	Federal Expenditures
U.S. Department of Transportation				
Highway Planning and Construction Cluster:				
<i>Pass through Texas Department of Transportation:</i>				
Highway Planning and Construction—MoPac	20.205	CSJ 3136-01-107	\$ -	\$ 15,165,626
Highway Planning and Construction—US290W Project	20.205	0113-08-060	-	293,094
Highway Planning and Construction—US290W Multi. Projects	20.205	0265-01-080	-	131,081
Highway Planning and Construction—HERO Project	20.205	CSJ 0914-00-358; 0914-00-361	-	544,370
Total Highway Planning and Construction Cluster			-	16,134,171
U.S. Department of Transportation				
Transportation Infrastructure Finance and Innovation Act—TIFIA 183 South	20.223		-	20,433,697
Total Federal Expenditures			\$ -	\$ 36,567,868

See notes to Schedule of Expenditures of Federal Awards.

Central Texas Regional Mobility Authority

Note to Schedule of Expenditures of Federal Awards Year Ended June 30, 2018

Note 1. Summary of Significant Accounting Policies

Reporting entity: The Schedule of Expenditures of Federal Awards (the Schedule) includes the activity of all federal programs administered by Central Texas Regional Mobility Authority (the Authority). Because this schedule presents only a selected portion of the operations of the Authority, it is not intended to, and does not, present the financial position, changes in net position or cash flows of the Authority.

Basis of presentation: The Schedule presents total federal awards expended for each individual program and CFDA number in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards* (Uniform Guidance).

Basis of accounting: The expenditures for each of the federal financial assistance programs are presented on the accrual basis of accounting for the Authority's fiscal year. Such expenditures are recognized following, as applicable, either the cost principles in OMB Circular A-87, *Cost Principles for State and Local and Governments*, or the cost principles contained in Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards*, wherein certain types of expenditures are not allowable or are limited as to reimbursement. In accordance with the Uniform Guidance, the Authority did not apply or use the 10 percent de minimis cost rate as defined by the Uniform Guidance for the period ending June 30, 2018.

Loan and loan guarantees—Transportation Infrastructure Finance and Innovation Act (TIFIA): The United States Department of Transportation provided a secured loan to the Authority of \$282 million to pay or reimburse a portion of the 183 South Toll Project. The secured loan agreement was entered into pursuant to the provisions of TIFIA, and the loan will be repaid with toll revenues from the Toll System.

During fiscal 2018, \$20.4 million of TIFIA loan proceeds were expended to fund the project's construction costs. The TIFIA loan proceeds expended on eligible project expenditures are subject to the *Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards* and are included in the Schedule of Expenditures of Federal Awards.

Central Texas Regional Mobility Authority

**Schedule of Findings and Questioned Costs
Year Ended June 30, 2017**

Section I

Summary of Auditor's Results

1. Financial Statements

Type of auditor's report issued on whether the financial statements were prepared in accordance with GAAP: Unmodified

Internal control over financial reporting:

Material weakness(es) identified? _____ Yes X No

Significant deficiency(ies) identified? _____ Yes X None Reported

Noncompliance material to financial statements noted? _____ Yes X No

2. Federal Awards

Internal control over major federal program:

Material weakness(es) identified? _____ Yes X No

Significant deficiency(ies) identified? _____ Yes X None Reported

Type of auditor's report issued on compliance for the major federal program: Unmodified

Any audit findings disclosed that are required to be reported in accordance with Section 2 CFR 200.516 (a) _____ Yes X No

Identification of major federal program:

CFDA Number(s)
20.223

Name of Federal Program or Cluster
Transportation Infrastructure Finance and Innovation Act (TIFIA) Program

Dollar threshold used to distinguish between type A and type B programs: \$ 1,097,036

Auditee qualified as low-risk auditee? X Yes _____ No

Section II

Financial Statement Findings

None reported

Section III

Federal Award Finding and Questioned Costs

None reported

Central Texas Regional Mobility Authority

**Schedule of Prior Audit Findings
Year Ended June 30, 2017**

Prior-Year Federal Award Finding and Questioned Costs

None reported

Exhibit D

State Awards Compliance Report

Central Texas Regional Mobility Authority

State Awards Compliance Report
Year Ended June 30, 2018

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RSM US LLP

**Report on Internal Control Over Financial Reporting
and on Compliance and Other Matters Based on an
Audit of Financial Statements Performed in Accordance
With Government Auditing Standards**

Independent Auditor's Report

To the Board of Directors
Central Texas Regional Mobility Authority

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Central Texas Regional Mobility Authority (the Authority) as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, and have issued our report thereon dated September 18, 2018.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Authority's financial statements will not be prevented or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit, we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weakness may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and the Public Funds Investment Act, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instance of noncompliance or other matters that are required to be reported under *Government Auditing Standards* or the Public Funds Investment Act.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

RSM US LLP

Austin, Texas
September 18, 2018



RSM US LLP

**Report on Compliance for Each Major State Program,
Report on Internal Control Over Compliance and Report on
Schedule of Expenditures of State Awards Required by the
State of Texas *Uniform Grant Management Standards***

Independent Auditor's Report

To the Board of Directors
Central Texas Regional Mobility Authority

Report on Compliance for the Major State Program

We have audited Central Texas Regional Mobility Authority's (the Authority) compliance with the types of compliance requirements described in the state of Texas *Uniform Grant Management Standards* (UGMS) that could have a direct and material effect on the Authority's major State program for the year ended June 30, 2018. The Authority's major state program is identified in the summary of auditor's results section of the accompanying Schedule of Findings and Questioned Costs.

Management's Responsibility

Management is responsible for compliance with state statutes, regulations, contracts and terms and conditions of its state awards applicable to its state programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for the Authority's major state program based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States and the UGMS. Those standards and the UGMS require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major state program occurred. An audit includes examining, on a test basis, evidence about the Authority's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for the major state program. However, our audit does not provide a legal determination of the Authority's compliance.

Opinion on the Major State Program

In our opinion, the Authority complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on the major state program for the year ended June 30, 2018.

Report on Internal Control Over Compliance

Management of the Authority is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Authority's internal control over compliance with the requirements that could have a direct and material effect on the major state program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the major state program and to test and report on internal control over compliance in accordance with the UGMS, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct noncompliance with a type of compliance requirement of a state program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a state program will not be prevented or detected and corrected on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a state program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the UGMS. Accordingly, this report is not suitable for any other purpose.

Report on Schedule of Expenditures of State Awards Required by the State of Texas *Uniform Grant Management Standards*

We have audited the financial statements of the Authority as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements. We have issued our report thereon dated September 18, 2018, which contained an unmodified opinion on those basic financial statements. Our audit was conducted for the purpose of forming an opinion on the basic financial statements. The accompanying Schedule of Expenditures of State Awards is presented for purposes of additional analysis as required by the UGMS and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Schedule of Expenditures of State Awards is fairly stated in all material respects in relation to the basic financial statements as a whole.

RSM US LLP

Austin, Texas
September 18, 2018

Central Texas Regional Mobility Authority

**Schedule of Expenditures of State Awards
Year Ended June 30, 2018**

State Grantor/Program Title	State Grant Award Number	Passed Through to Subrecipients	State Expenditures
Texas Department of Transportation:			
SH 45SW Toll Project	CSJ 1200-06-004; 1200-07-001	\$ -	\$ 12,699,162
US290W Scenic Brook to Joe Tanner Grant	CSJ 0113-08-060	-	73,273
MoPac Improvement Project	CSJ 3136-01-107	-	3,791,406
MoPac South Project Environmental Assessment Highway Planning and Construction—US290W	CSJ 3136-01-176	-	709,930
Multi. Projects Grant	CSJ 0265-01-080	-	32,770
Highway Planning and Construction—HERO Project	CSJ 0914-00-358; 0914-00-361	-	136,092
Total state expenditures		\$ -	\$ 17,442,633

See notes to Schedule of Expenditures of State Awards.

Central Texas Regional Mobility Authority

Note to Schedule of Expenditures of State Awards Year Ended June 30, 2018

Note 1. Summary of Significant Accounting Policies

Reporting entity: The Schedule of Expenditures of State Awards (the Schedule) includes the activity of all state programs administered by Central Texas Regional Mobility Authority (the Authority). Because this Schedule presents only a selected portion of the operations of the Authority, it is not intended to, and does not, present the financial position, changes in net position or cash flows of the Authority.

Basis of presentation: The Schedule presents total state awards expended for each individual program in accordance with the Texas *Uniform Grant Management Standards*.

Basis of accounting: The expenditures for each of the state financial assistance programs are presented on the accrual basis of accounting for the Authority's fiscal year. Such expenditures are recognized following, as applicable, either the cost principles in OMB Circular A-87, *Cost Principles for State and Local and Governments*, or the cost principles contained in the Texas *Uniform Grant Management Standards*, Cost Principles and Audit Requirements for State Awards, wherein certain types of expenditures are not allowable or are limited as to reimbursement.

Loan and loan guarantees: The Authority has no loan or loan guarantees.

Central Texas Regional Mobility Authority

**Schedule of Findings and Questioned Costs
Year Ended June 30, 2018**

Section I

Summary of Auditor's Results

1. Financial Statements

Type of auditor's report issued on whether the financial statements were presented in accordance with GAAP:

Unmodified

Internal control over financial reporting:

Material weakness(es) identified?

 Yes X No

Significant deficiency(ies) identified?

 Yes X None Reported

Noncompliance material to financial statements noted?

 Yes X No

2. State Awards

Internal control over major state program:

Material weakness(es) identified?

 Yes X No

Significant deficiency(ies) identified?

 Yes X None Reported

Type of auditor's report issued on compliance for the major state program:

Unmodified

Any audit findings disclosed that are required to be reported in accordance with the *State of Texas Single Audit Circular*

 Yes X No

Identification of major state program:

State Award Number(s)
CSJ 1200-06-004 and CSJ 1200-07-001

Name of State Program or Cluster
SH 45SW Toll Project

Dollar threshold used to distinguish between type A and type B programs:

\$ 750,000

Auditee qualified as low-risk auditee?

 X Yes No

Section II

Financial Statement Findings

None reported

Section III

State Award Finding and Questioned Costs

None reported

Central Texas Regional Mobility Authority

**Schedule of Prior Audit Findings
Year Ended June 30, 2018**

Prior Year State Award Finding and Questioned Costs

None reported

