

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

RESOLUTION NO. 09-39

May 2009 Financial Report

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

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

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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of May 2009 and has caused a Financial Report to be prepared which is attached hereto as Attachment "A."

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for May 2009, attached hereto as Attachment "A."

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 24th day of June, 2009.

Submitted and reviewed by:

Approved:



Tom Nielson

General Counsel for the Central
Texas Regional Mobility Authority



Ray A. Wilkerson

Chairman, Board of Directors
Resolution Number 09-39
Date Passed 6/24/09

**Central Texas Regional Mobility Authority
Balance Sheet**

As of

May 31, 2009

May 31, 2008

Assets

Current Assets

Cash in Operating Fund	77.71		55,372.22
Regions Operating Account	58,170.31		0.00
Chase-Regions Trustee Account	0.00		3,467.00
Regions Trustee cash account	0.00		3,715.24
Cash In TexSTAR	87,204.44	3,761,478.22	
Money Market Payroll Account	0.00	2,247.66	
Regions Payroll Account	2,127.13	0.00	
Fidelity Government MMA	22,029,521.39	10,717,157.78	
Restricted Cash-TexStar	33,882,387.00	49,134,052.44	
Overpayment accounts	1,276.40	0.00	
Total Cash Equivalents	56,002,516.36	63,614,936.10	
Due From TTA	717,636.88	544,729.30	
Due From NTTA	24,861.15	19,870.65	
Due From HCTRA	43,865.55	34,942.50	
Interest Receivable	39,090.86	18,633.33	
Total Receivables	825,454.44		618,175.78
Certificates of Deposit	4,000,000.00		500,383.75
Agencies	1,000,000.00		1,008,070.00
Prepaid Insurance	42,685.19	56,857.68	
Total Prepaid Expenses	42,685.19	56,857.68	56,857.68
Total Current Assets	61,928,904.01	65,860,977.77	

Construction Work In Process

Utility Relocation Expense	15,664.44	7,296.44	
Consulting-Admin Services	111,888.88	28,559.43	
Consulting-Reimbursed Expenses	5,137.68	5,137.68	
Environmental Fees	32,770.89	0.00	
Funding Costs	145,960.52	39,204.26	
Legal Fees-Construction	1,014,859.09	749,732.82	
Traffic & Revenue Analysis	3,877,485.85	2,047,380.91	
Engineering	6,494,292.77	2,707,515.77	
Right of Way	1,250,793.15	152,635.34	
Project Management	408,087.51	0.00	
Total Preliminary Costs	13,356,940.78		5,737,462.65
Public Involvement	203,928.88	145,914.59	
CDA Oversight	56,536.11	81,311.22	
Total Construction Engineering	260,464.99		227,225.81
Design	8,663,191.03	0.00	
Other Construction Costs	94,450.74	0.00	
Total Construction Costs	8,757,641.77	0.00	0.00
Toll Collection System	49,778.19		35,764.03
Total Accrued Interest	0.00		0.00
Amortization Bond Issue Costs	0.00		0.00
Total Construction WIP	22,424,825.73	6,000,452.49	

Fixed Assets

Computers	1,217,896.77		1,202,456.72	
Accum Deprec-Computers	<u>(821,474.47)</u>	396,422.30	<u>(456,311.00)</u>	746,145.72
Computer Software	6,133,429.48		5,365,932.95	
Accumulated Amortization-Software	<u>(2,377,775.30)</u>	3,755,654.18	<u>(1,038,923.55)</u>	4,327,009.40
Furniture and Fixtures	102,134.95		98,195.95	
Accum Deprec-Furn & Fixtures	<u>(49,995.12)</u>	52,139.83	<u>(31,159.11)</u>	67,036.84
Equipment	100,517.93		76,177.93	
Accum Depec-Equipment	<u>(47,084.24)</u>	53,433.69	<u>(31,596.72)</u>	44,581.21
Autos and Trucks	16,295.00		16,295.00	
Accum Deprec-Autos and Trucks	<u>(8,100.68)</u>	8,194.32	<u>(3,734.28)</u>	12,560.72
Buildings and Toll Facilities	7,062,332.11		7,062,332.11	
Accum Deprec-Buildings & Toll	<u>(350,371.36)</u>	6,711,960.75	<u>(173,813.08)</u>	6,888,519.03
Highways and Bridges	197,804,082.03		196,747,086.38	
Accum Deprec-Highways & Bridge	<u>(10,214,840.35)</u>	187,589,241.68	<u>(4,849,667.81)</u>	191,897,418.57
Communication Equipment	1,938,955.13		1,938,955.13	
Accum Deprec-Comm Equip	<u>(401,869.12)</u>	1,537,086.01	<u>(205,197.69)</u>	1,733,757.44
Toll Equipment	4,587,114.80		4,587,114.80	
Accum Deprec-Toll Equip	<u>(917,904.18)</u>	3,669,210.62	<u>(456,122.82)</u>	4,130,991.98
Signs	5,630,642.42		5,274,462.60	
Accum Deprec-Signs	<u>(263,907.72)</u>	5,366,734.70	<u>(131,489.79)</u>	5,142,972.81
Land Improvements	1,031,686.00		957,685.00	
Accum Deprec-Land Improv	<u>(91,942.68)</u>	939,743.32	<u>(42,563.82)</u>	915,121.18
Right of Way		23,680,885.15		22,800,110.88
Leasehold Improvements		71,746.77		41,845.17
Total Fixed Assets		233,832,453.32		238,748,070.95

Long Term Investments

GIC		0.00		0.00
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Other Assets

Security Deposits		9,483.30		9,483.30
Intangible Assets		650.00		650.00
2005 Bond Issuance Costs		8,414,605.86		8,732,177.15
2009 BAB Bond issue costs		661,715.92		0.00
Total Assets		327,272,638.14		319,351,811.66

Liabilities

Current Liabilities

Accounts Payable		19,761.85		21,475.47
Overpayments		1,276.40		0.00
Interest Payable		4,145,496.72		3,439,437.20
Due to other Funds		76,027.00		0.00
TCDRS Payable		22,961.09		21,172.65
Other		8,229.86		0.00
Due to State of Texas		753.41		(17.36)
Total Current Liabilities		4,274,506.33		3,482,067.96

Long Term Liabilities

Accrued Vac & Sick Leave Paybl		205,137.00		150,835.00
Retainage Payable		144,776.71		934,633.03
Senior Lien Revenue Bonds 2005	170,938,506.96		170,114,368.18	
Sn Lien Rev Bnd Prem/Disc 2005	5,097,085.19		5,296,852.00	

Tot Sr Lien Rev Bond Pay Pre/D	0.00	176,035,592.15	175,411,220.18
TIFIA note 2008		70,752,832.02	67,329,300.00
2009 Regions Build America Bnd	15,000,000.00		0.00
2009 Region's BAB Discount	(75,000.00)		0.00
2009 BAB's Payable		14,925,000.00	0.00
Total Long Term Liabilities		<u>262,063,337.88</u>	<u>243,825,988.21</u>
Total Liabilities		<u><u>266,337,844.21</u></u>	<u><u>247,308,056.17</u></u>
Net Assets Section			
Contributed Capital		18,334,845.57	18,430,634.57
Net Assets beginning		52,402,779.47	59,639,556.31
Current Year Operations		<u>(9,802,831.11)</u>	<u>(6,026,435.39)</u>
Total Net Assets		<u><u>42,599,948.36</u></u>	<u><u>53,613,120.92</u></u>
Total Liabilities and Net Assets		<u><u>327,272,638.14</u></u>	<u><u>319,351,811.66</u></u>

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2009	To Date 5/31/2009	Of Budget	To Date 5/31/2008
Toll Revenue-Cash-183A	530,000.00	595,045.03	112.27%	1,559,548.39
Toll Revenue-TxTag-183A	13,040,000.00	12,730,467.38	97.63%	12,380,091.80
Toll Revenue-HCTRA-183A	350,000.00	414,431.10	118.41%	65,859.75
Toll Revenue-NTTA-183A	180,000.00	234,891.90	130.50%	39,532.05
Video Tolls	430,000.00	1,207,689.21	280.86%	0.00
Fee Revenue	0.00	639,394.36		0.00
Operating Revenue	14,530,000.00	15,821,918.98	108.89%	14,045,031.99
Interest Income	1,133,500.00	950,082.54	83.82%	3,616,150.32
Reimbursed Expenditures	0.00	3,086.53		43,016.34
Total Revenue	15,663,500.00	16,775,088.05	107.10%	17,708,381.09

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2009	To Date 5/31/2009	Of Budget	To Date 5/31/2008
Regular	1,729,245.00	1,307,140.71	75.59%	1,154,539.57
Part Time	12,000.00	0.00		2,524.51
Overtime	4,000.00	71.43	1.79%	157.41
Contractual Employees	105,000.00	24,432.06	23.27%	106,788.53
TCDRS	244,264.00	174,578.13	71.47%	145,449.32
FICA	85,441.00	62,261.22	72.87%	55,595.85
FICA MED	26,031.00	19,203.90	73.77%	16,516.60
Health Insurance	184,994.00	133,417.40	72.12%	116,177.74
Life Insurance	5,707.00	4,418.70	77.43%	4,129.21
Auto Allowance	9,000.00	8,250.00	91.67%	7,550.00
Other Benefits	152,156.00	39,412.63	25.90%	72,379.56
Unemployment Taxes	2,079.00	1,607.27	77.31%	1,571.00
Salary Reserve	65,000.00	0.00		0.00
Total Salaries & Wages	2,624,917.00	1,774,793.45	67.61%	1,683,379.30

Contractual Services

Professional Services

Accounting	9,000.00	8,911.70	99.02%	8,504.71
Auditing	40,000.00	37,626.00	94.07%	23,385.00
General Engineering Consultant	360,000.00	985,063.15	273.63%	0.00
General System Consultant	250,000.00	118,314.41	47.33%	0.00
Toll Collection contract	1,440,000.00	822,220.63	57.10%	1,086,156.99
Image Processing	0.00	48,483.02		0.00
Toll collection mgt admi	75,000.00	58,462.44	77.95%	0.00
CSC mgt admin	45,000.00	9,045.17	20.10%	0.00
Facility maintenance	100,000.00	65,442.61	65.44%	46,730.24
Toll perform plan	25,000.00	6,459.69	25.84%	0.00
Human Resources	25,000.00	920.19	3.68%	20,945.90
Legal	200,000.00	93,721.40	46.86%	46,826.60
Photography	20,000.00	5,214.92	26.07%	18,235.00
Traffic & Revenue Consultants	40,000.00	0.00		45,000.00
Transcripts	1,000.00	0.00		0.00
Total Professional Services	2,630,000.00	2,259,885.33	85.93%	1,438,485.97

Expenditures	Budget FY 2009	Actual Year To Date 5/31/2009	Percent Of Budget	Actual Year To Date 5/31/2008
Other Contractual Services				
IT Services	170,000.00	38,837.91	22.85%	150,822.22
Graphic Design Services	20,000.00	7,325.00	36.63%	6,625.00
Website Maintenance	20,000.00	18,022.40	90.11%	17,773.45
Research Services	30,000.00	5,134.90	17.12%	34,465.00
Copy Machine	11,800.00	7,318.24	62.02%	8,219.34
Software licenses	23,000.00	12,202.70	53.06%	21,654.80
ETC system Maintenance	1,188,000.00	851,103.27	71.64%	1,143,940.00
ETC Development	399,000.00	19,374.50	4.86%	0.00
ETC Testing	100,000.00	945.00	0.95%	0.00
Communications and Marketing	125,000.00	92,719.00	74.18%	0.00
Advertising	100,000.00	68,897.10	68.90%	24,387.96
Direct Mail	15,000.00	0.00		0.00
Video Production	10,000.00	3,400.00	34.00%	0.00
Television	5,000.00	0.00		0.00
Radio	25,000.00	21,066.00	84.26%	9,985.00
Other Public Relations	2,500.00	0.00		1,032.73
Law Enforcement	260,000.00	180,270.00	69.33%	174,849.33
Special Assignments	30,000.00	0.00		0.00
Traffic Management	50,000.00	36,906.31	73.81%	0.00
Emergency Maintenance	40,000.00	0.00		0.00
Railroad Crossing Maintenance	10,000.00	0.00		0.00
Contingency Projects	100,000.00	0.00		0.00
Roadway Maintenance Contract	300,000.00	141,240.90	47.08%	0.00
Landscape Maintenance	100,000.00	81,934.27	81.93%	0.00
Signal & Illumination Maintenance	250,000.00	214,503.00	85.80%	0.00
Mowing and Litter Control	352,500.00	248,880.91	70.60%	0.00
Hazardous Material Cleanup	15,000.00	0.00		0.00
Striping	50,000.00	10,545.94	21.09%	0.00
Graffiti Removal	5,000.00	936.00	18.72%	0.00
Cell Phones	9,760.00	6,291.29	64.46%	8,260.53
Local	18,500.00	20,399.54	110.27%	14,362.43
Long Distance	1,500.00	317.34	21.16%	574.03
Internet	6,060.00	4,378.56	72.25%	4,082.37
Fiber Optic System	62,900.00	30,534.43	48.54%	0.00
Other Communication Expense	2,000.00	1,844.38	92.22%	1,859.95
Subscriptions	2,000.00	833.80	41.69%	1,113.80
Memberships	16,000.00	23,830.00	148.94%	15,112.50
Continuing Education	2,150.00	3,404.13	158.33%	789.85
Professional Development	15,250.00	125.00	0.82%	337.00
Seminars and Conferences	32,250.00	22,804.76	70.71%	19,322.00
Total Travel	0.00	45,479.96		41,450.02
Other Contractual Svcs	1,500.00	0.00		1,277.90
TxTag Collection Fees	1,077,600.00	473,805.42	43.97%	0.00
Contractual Contingencies	191,000.00	755.00	0.40%	40,473.43
Total Other Contractual Services	5,339,770.00	2,696,366.96	50.50%	2,039,804.54
Total Contractual Expenses	7,969,770.00	4,956,252.29	62.19%	3,478,290.51

Expenditures	Budget FY 2009	Actual Year To Date 5/31/2009	Percent Of Budget	Actual Year To Date 5/31/2008
Books & Publications	10,200.00	12,599.15	123.52%	7,732.74
Office Supplies Expense	19,600.00	2,974.36	15.18%	5,545.81
Computer Supplies Expense	5,250.00	5,435.97	103.54%	3,187.00
Copy Supplies Expense	2,000.00	353.15	17.66%	231.12
Annual Report Printing	10,000.00	9,149.00	91.49%	16,080.19
Other Printed Reports	20,500.00	15,062.00	73.47%	25,528.63
Direct Mail-printing Expense	20,000.00	0.00		431.02
Office Supplies-printed	1,000.00	753.20	75.32%	1,718.96
Maintenance Supplies Expense	100.00	0.00		15.21
Promotional Items expense	10,000.00	95.00	0.95%	199.34
Displays	5,000.00	0.00		468.93
Tools & Equipment Expense	11,500.00	966.99	8.41%	924.94
Misc Materials & Supplies	3,200.00	1,363.17	42.60%	6,513.66
Total Materials & Supplies Exp	153,350.00	48,751.99	31.79%	68,577.55

Expenditures	Budget FY 2009	Actual Year To Date 5/31/2009	Percent Of Budget	Actual Year To Date 5/31/2008
Operating Expenses				
Gasoline Expense	6,000.00	4,049.57	67.49%	3,430.65
Mileage Reimbursement	17,550.00	4,821.41	27.47%	6,267.75
Toll Tag Expense	1,650.00	2,302.01	139.52%	0.00
Parking	41,790.00	32,593.00	77.99%	23,812.50
Meeting Facilities	3,400.00	0.00		50.00
Community Events	20,000.00	0.00		0.00
Meeting Expense	7,250.00	3,621.75	49.96%	4,765.41
Public Notices	9,800.00	563.68	5.75%	3,261.14
Postage	8,750.00	2,064.93	23.60%	1,131.45
Overnight Delivery Services	2,850.00	185.21	6.50%	1,327.81
Local Delivery Services	3,100.00	1,686.58	54.41%	1,568.03
Insurance	156,000.00	110,895.39	71.09%	95,632.87
Repair and Maintenance	500.00	1,336.46	267.29%	368.50
Repair & Maintenance-Vehicles	1,000.00	1,532.97	153.30%	272.28
Repair and Maintenance Toll Equip	15,000.00	1,405.00	9.37%	0.00
Rent	192,191.00	168,713.27	87.78%	162,434.74
Water	8,500.00	4,129.98	48.59%	704.84
Electricity	122,000.00	93,508.08	76.65%	71,970.58
Amortization Expense	1,140,000.00	1,250,902.58	109.73%	933,544.24
Dep Exp- Furniture & Fixtures	18,000.00	17,309.48	96.16%	15,976.21
Dep Expense - Equipment	4,200.00	13,915.46	331.32%	17,292.66
Dep Expense - Autos & Trucks	4,080.00	4,026.92	98.70%	3,734.28
Dep Expense-Buildng & Toll Fac	177,600.00	161,845.09	91.13%	159,443.04
Dep Expense-Highways & Bridges	5,040,000.00	4,954,020.54	98.29%	4,453,188.21
Dep Expense-Communic Equip	196,800.00	180,282.14	91.61%	180,362.25
Dep Expense-Toll Equipment	480,000.00	423,299.58	88.19%	418,456.22
Dep Expense - Signs	144,000.00	121,459.06	84.35%	120,534.25
Dep Expense-Land Improvemts	54,000.00	45,435.17	84.14%	39,149.51
Depreciation Expense-Computers	384,000.00	334,700.70	87.16%	329,659.53
Other Licenses	1,250.00	303.20	24.26%	0.00
Community Initiative Grants	67,000.00	29,334.25	43.78%	15,878.85
Total Operating Expense	8,328,261.00	7,970,243.46	95.70%	7,066,717.80
Financing Expenses				
Arbitrage Rebate	3,500.00	2,500.00	71.43%	0.00
Bond Issuance Expense	276,000.00	279,243.48	101.18%	837,348.09
Loan Fees	11,000.00	11,500.00	104.55%	11,000.00
Bond Issuance Cost	25,000.00	25,000.00	100.00%	25,000.00
Trustee Fees	2,000.00	2,000.00	100.00%	2,000.00
Bank Fees	25,000.00	17,191.61	68.77%	21,767.09
Interest Expense	11,144,632.00	11,486,942.88	103.07%	10,537,236.14
Contingency	20,000.00	3,500.00	17.50%	3,500.00
Total Financing Expense	11,507,132.00	11,827,877.97	102.79%	11,437,851.32
Total Expenses	30,583,430.00	26,577,919.16	86.90%	23,734,816.48
Net Income	-14,919,930.00	-9,802,831.11		-6,026,435.39

CTRMA INVESTMENT REPORT

	Month Ending 5/31/2009					Current Rate as of 5/31/2009	
	Balance 4/30/2009	Additions	Discount Amortization	Accrued Interest	Withdrawals		Balance 5/31/2009
Amount in Trustee TexStar							
Additional Projects Fund	640,391.94			177.93	225,582.17	414,987.70	0.380%
Construction Fund	5,214,376.33			1,411.13	2,257,361.68	2,958,425.78	0.380%
General Fund	8,267,504.02			3,133.42		8,270,637.44	0.380%
Trustee Operating Fund	1,198,848.05	1,183,058.58		567.41	300,000.00	2,082,474.04	0.380%
Renewal & Replacement Fund	102,710.13			38.93		102,749.06	0.380%
TxDOT Grant Fund	6,177,481.06			2,341.29		6,179,822.35	0.380%
Revenue Fund	618.37			0.23		618.60	0.380%
Debt Service Reserve Fund	10,741,354.38	3,126,794.54		4,523.11		13,872,672.03	0.380%
	32,343,284.28	4,309,853.12	0.00	12,193.45	2,782,943.85	33,882,387.00	
Amount in TexStar Operating Fund	305,110.47	300,000.00		93.97	518,000.00	87,204.44	0.380%
Fidelity Money Market Fund							
-Operating Fund	3,182,704.50	400,000.00		354.08	3,183,058.58	400,000.00	0.080%
-Additional Projects Fund	409,889.15	225,582.17		26.82	635,498.14	0.00	0.080%
-Construction Fund	-0.01	2,257,361.68		0.00	2,257,361.67	0.00	0.080%
-Construction Fund 09	0.00	15,302,800.00			661,715.92	14,641,084.08	0.080%
-Debt Service Fund	2,499,307.84	619,958.33		323.46		3,119,589.63	0.080%
-Subordinate Lien DS Fund	7,876.70			1.26		7,877.96	0.080%
-TxDOT Grant Fund	109,329.25	2,000,000.00		9,345.61		2,118,674.86	0.080%
-Renewal and Replacement	143,266.41	400,000.00		7,152.19		550,418.60	0.080%
-Revenue Fund	832,627.45	1,399,352.71		174.33	1,614,656.51	617,497.98	0.080%
-General Fund	405,768.69	546,215.16		194.43	377,800.00	574,378.28	0.080%
-Debt Service Reserve Fund	3,126,293.73			500.81	3,126,794.54	0.00	0.080%
	10,717,063.71	23,151,270.05		18,072.99	11,856,885.36	22,029,521.39	
Money Market Fund-payroll	0.01				0.01	0.00	
Amount in Fed Agencies							
Amortized Principal	1,000,000.00		0.00			1,000,000.00	
Accrued Interest				875.00			
	1,000,000.00	0.00	0.00	875.00	0.00	1,000,000.00	
Certificates of Deposit	4,500,000.00				500,000.00	4,000,000.00	
Total in Pools	32,648,394.75	4,609,853.12	0.00	12,287.42	3,300,943.85	33,969,591.44	
Total in Money Market	10,717,063.72	23,151,270.05		18,072.99	11,856,885.37	22,029,521.39	
Total in Fed Agencies	1,000,000.00	0.00	0.00	875.00	0.00	1,000,000.00	
Total Invested	48,865,458.47	27,761,123.17	0.00	31,235.41	15,657,829.22	60,999,112.83	

INVESTMENTS by FUND

		Balance May 31, 2009
Additional Projects Fund		
TexSTAR	414,987.70	
Fidelity	0.00	
		414,987.70
Construction Fund		
TexSTAR	2,958,425.78	
Fidelity	0.00	
		2,958,425.78
Renewal & Replacement Fund		
TexSTAR	102,749.06	
Fidelity	550,418.60	
CD's		
		653,167.66
TxDOT Grant Fund		
TexSTAR	6,179,822.35	
Fidelity	2,118,674.86	
CD's	4,000,000.00	
Agencies	1,000,000.00	
		13,298,497.21
Subordinate Lien DS Fund		
TexSTAR	0.00	
Fidelity	7,877.96	
		7,877.96
Debt Service Reserve Fund		
TexSTAR	13,872,672.03	
Fidelity	0.00	
CD's		
		13,872,672.03
Debt Service Fund		
TexSTAR	0.00	
Fidelity	3,119,589.63	
		3,119,589.63
Operating Fund		
TexSTAR	87,204.44	
TexSTAR-Trustee	2,082,474.04	
MMA Payroll	0.00	
Fidelity	400,000.00	
		2,569,678.48
Revenue Fund		
TexSTAR	618.60	
Fidelity	617,497.98	
		618,116.58
General Fund		
TexSTAR	8,270,637.44	
Fidelity	574,378.28	
		8,845,015.72
09 Construction Fund		
Fidelity	14,641,084.08	
TexSTAR		
		14,641,084.08
		60,999,112.83

Amount of investments As of May 31, 2009

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	3133XTB88	1,000,000.00	1,000,000.00	1,002,500.00	1.05%	3/6/2009	3/5/2010	TxDOT Grant Fund
		<u>1,000,000.00</u>	<u>1,000,000.00</u>	<u>1,002,500.00</u>				

Agency	CUSIP #	COST	Cummulative Amortization	5/31/2008 Book Value	Maturity Value	Interest Income May 2009		
						Accrued Interest	Amortization	Interest Earned
Federal Home Loan Bank	3133XTB88	1,000,000.00		1,000,000.00	1,000,000.00	\$ 875.00		\$ 875.00
		<u>1,000,000.00</u>	<u>0.00</u>	<u>1,000,000.00</u>	<u>1,000,000.00</u>	<u>875.00</u>	<u>0.00</u>	<u>875.00</u>

May 09 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	May 09 Interest	Cummulative Interest Earned	Cummulative Interest Received	FUND
First Trust Bank	33732NAP0	Matured	3.25%	5/21/2008	5/21/2009	\$ 185.87	\$ 3,245.03		Renewal and Replacement
Merrick Bank	59012YRW9	Matured	3.30%	5/21/2008	5/21/2009	\$ 148.03	\$ 3,300.00		Renewal and Replacement
Capmark Bank	140653UQ7	Matured	3.30%	5/21/2009	5/21/2009	\$ 148.03	\$ 3,300.00		Renewal and Replacement
Farmers & Merchants Bank	308680AJ6	Matured	3.30%	5/23/2008	5/23/2009	\$ 198.02	\$ 3,285.82		Renewal and Replacement
Cathay Bank	149159DV4	100,000	3.40%	6/13/2008	6/12/2009	\$ 291.96	\$ 3,336.77		TxDOT Grant Fund
Wright Exp Fin Serv	98233PNY9	100,000	3.35%	6/13/2008	6/12/2009	\$ 287.54	\$ 3,286.76		TxDOT Grant Fund
First National Bank	32115CAW8	100,000	3.35%	6/18/2008	6/18/2009	\$ 287.38	\$ 3,229.21		TxDOT Grant Fund
SCB Bank	78391TCX5	100,000	3.35%	6/13/2008	6/13/2009	\$ 275.34	\$ 3,232.97	\$ 3,065.47	TxDOT Grant Fund
Horicon Bank	440392ED6	100,000	3.35%	6/17/2008	6/17/2009	\$ 287.38	\$ 3,238.78		TxDOT Grant Fund
New South Savings Bank	64880T5A1	100,000	3.35%	6/12/2008	6/12/2009	\$ 287.54	\$ 3,286.76		TxDOT Grant Fund
Oregon Community Bank	68583TCD8	100,000	3.35%	6/18/2008	6/18/2009	\$ 275.34	\$ 3,177.14	\$ 3,065.47	TxDOT Grant Fund
Capital Bank	14056MCC7	100,000	3.35%	6/18/2008	6/18/2009	\$ 275.34	\$ 3,177.14	\$ 3,065.47	TxDOT Grant Fund
New Century Bank	64353PDU4	100,000	3.40%	6/18/2008	6/18/2009	\$ 279.45	\$ 3,224.57	\$ 3,111.24	TxDOT Grant Fund
Regions Bank	CDRB12290	3,000,000	3.23%	10/1/2008	6/30/2009	\$ 8,229.87	\$ 56,281.65	\$ 56,281.65	TxDOT Grant Fund
Regions Bank	CDRB21804	100,000	1.98%	2/11/2009	10/11/2009	\$ 198.00	\$ 528.90	\$ 330.90	TxDOT Grant Fund
		<u>4,000,000.00</u>				<u>11,655.09</u>	<u>99,131.49</u>	<u>68,920.20</u>	



Monthly Newsletter - May 2009

Performance

<i>As of May 31, 2009</i>		<i>May Averages</i>	
Current Invested Balance	\$5,532,083,366.30	Average Invested Balance	\$5,603,097,441.99
Weighted Average Maturity (1)	43 Days	Average Monthly Yield, on a simple basis	0.4462%
Weighted Average Maturity (2)	73 Days	Average Weighted Average Maturity (1)*	46 Days
Net Asset Value	1.000581	Average Weighted Average Maturity (2)*	75 Days
Total Number of Participants	679	<i>Definition of Weighted Average Maturity (1) & (2)</i>	
Management Fee on Invested Balance	0.05%*	(1) This weighted average maturity calculation uses the SEC Rule 2a-7 definition for stated maturity for any floating rate instrument held in the portfolio to determine the weighted average maturity for the pool. This Rule specifies that a variable rate instrument to be paid in 397 calendar days or less shall be deemed to have a maturity equal to the period remaining until the next readjustment of the interest rate.	
Interest Distributed	\$2,362,815.67	(2) This weighted average maturity calculation uses the final maturity of any floating rate instruments held in the portfolio to calculate the weighted average maturity for the pool.	
Management Fee Collected	\$237,946.17	* The maximum management fee authorized for the TexSTAR Cash Reserve Fund is 12 basis points. This fee may be waived in full or in part in the discretion of the TexSTAR co-administrators at any time as provided for in the TexSTAR Information Statement.	
% of Portfolio Invested Beyond 1 Year	2.10%		
Standard & Poor's Current Rating	AAAm		

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

New Participants

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

★ City of Woodway

★ Northwest Harris County MUD 29

Holiday Reminder

Please note that in observance of the Independence Day holiday, *TexSTAR will be closed on Friday, July 3, 2009.* All ACH transactions initiated on Thursday, July 2nd will settle on Monday, July 6th. Notification of any early transaction deadlines on the day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants.

Economic Commentary

Incoming data continue to suggest a significant abatement in the pace of contraction in economic activity, supporting Federal Reserve Chairman Bernanke's assertion that the economy is beginning to see "green shoots" of improvement. Among the more notable "green shoots" over the past month were: a substantial rise in consumer confidence, especially forward-looking expectations; marked improvement in manufacturing indicators; and more evidence of stabilization in housing activity. Home sales and housing starts may have possibly bottomed. Amidst monthly volatility, single family housing starts have essentially been unchanged since the beginning of the year; likewise for new and existing home sales. Rising affordability, driven largely by lower prices and lower rates, has apparently helped stabilize sales. However, the stability in sales has apparently come at huge price discounts, and much more foreclosure inventory lies in the pipeline. Also, the recent run up in Treasury yields, if it continues and lifts mortgage rates materially, would clearly be a source of downside risk to what is still a fragile housing market.

The outline for the path leading up to the end of the recession has long been one where consumer metrics start to improve, supported by temporary stimulus and gradually improving financial conditions. Better consumer spending and final demand leads to reduced business caution and ultimately to improved labor markets. Data over the past few months have been consistent with all but one element of this central theme: a measurable labor market recovery is yet to materialize.

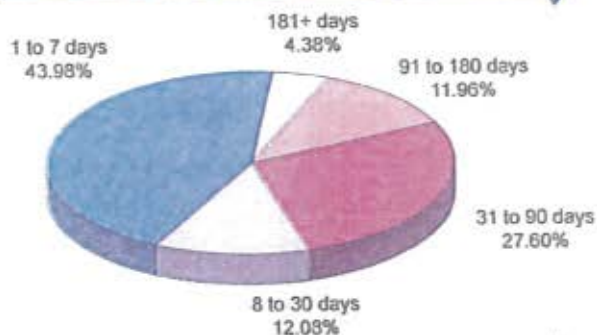
The combination of fiscal stimulus, reduced inventory cutbacks, reduced drag from housing, easier financial conditions, and the advanced stage of household balance sheet repair should gradually restore growth into positive territory in the second half of 2009. In essence, households will continue to increase savings in response to the \$16 trillion of wealth destruction seen over the six quarters up to first quarter 2009. Short of an improbable and very aggressive rebound in jobs and income and/or house and equity prices, continued household balance sheet repair will restrain consumer spending in the coming quarters. Financial conditions that are still tight are also expected to normalize only gradually. Growth in the range expected is low enough that the unemployment rate will keep rising into mid-2010, and disinflation will remain a key feature of the economic backdrop.

This information is an excerpt from an economic report dated May 2009 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

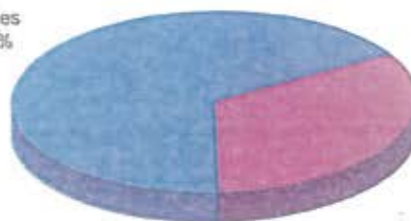
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of May 31, 2009

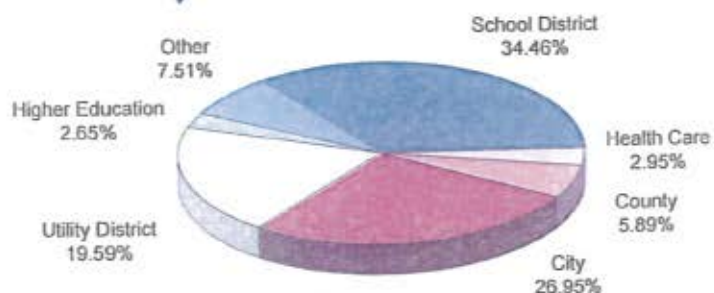


Agencies
66.93%



Repurchase Agreements
33.07%

Portfolio by Maturity As of May 31, 2009



Distribution of Participants by Type As of May 31, 2009

Performance

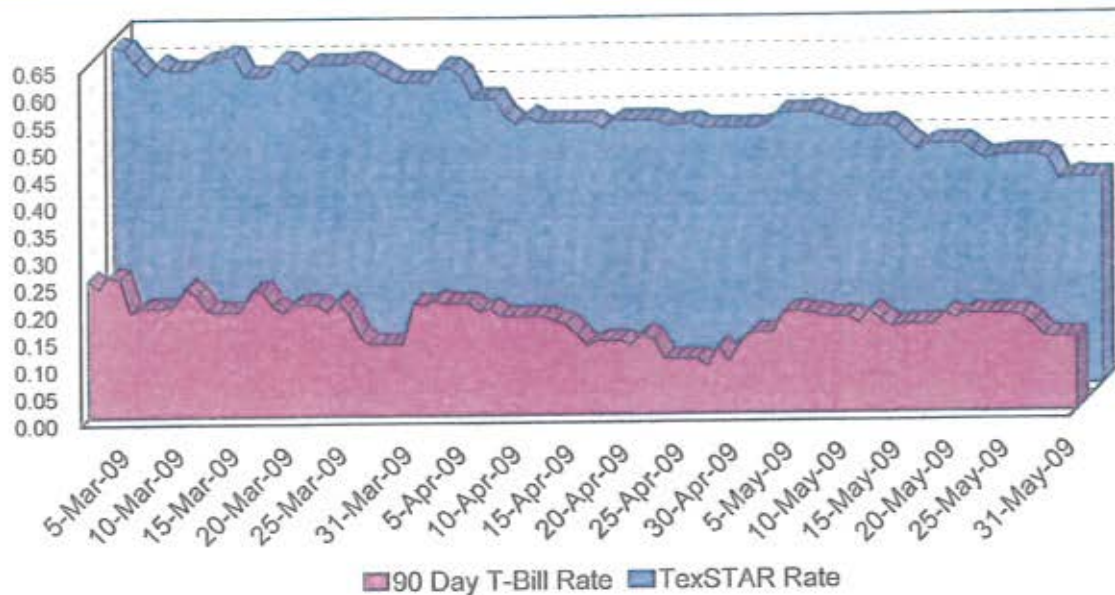
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
May 09	0.4462%	\$ 5,532,083,366.30	\$ 5,535,302,549.55	1.000581	46	75	679
Apr 09	0.4984%	5,647,217,828.45	5,650,940,345.36	1.000659	50	79	677
Mar 09	0.5945%	5,660,835,069.45	5,663,620,225.62	1.000492	50	77	673
Feb 09	0.7053%	6,132,498,993.34	6,134,995,172.40	1.000402	48	72	670
Jan 09	0.9005%	5,676,377,612.45	5,680,297,695.81	1.000683	50	78	667
Dec 08	1.3793%	4,993,884,782.18	4,999,322,863.96	1.001075	48	81	664
Nov 08	1.5651%	4,516,705,034.64	4,520,414,835.22	1.000821	37	76	663
Oct 08	1.7825%	4,653,785,653.26	4,652,712,677.18	0.999727	39	82	659
Sep 08	2.2986%	5,252,346,054.07	5,248,471,023.31	0.999262	34	81	650
Aug 08	2.2120%	4,936,314,476.42	4,933,265,676.60	0.999370	36	87	647
Jul 08	2.1874%	5,328,247,286.85	5,325,742,811.75	0.999529	30	84	643
Jun 08	2.2467%	5,450,912,795.58	5,448,966,529.06	0.999642	31	86	637
May 08	2.2194%	5,893,819,751.64	5,893,907,633.72	1.000013	28	87	627

Portfolio Asset Summary as of May 31, 2009

	Book Value	Market Value
Uninvested Balance	\$ 330.97	\$ 330.97
Accrual of Interest Income	3,168,691.59	3,168,691.59
Interest and Management Fees Payable	(2,484,805.28)	(2,484,805.28)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreements	1,829,387,000.00	1,829,387,000.00
Government Securities	3,702,012,149.02	3,705,231,332.27
Total	\$ 5,532,083,366.30	\$ 5,535,302,549.55

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for May 2009

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
5/1/2009	0.5040%	0.000013809	\$5,620,087,098.41	1.000627	48	78
5/2/2009	0.5040%	0.000013809	\$5,620,087,098.41	1.000627	48	78
5/3/2009	0.5040%	0.000013809	\$5,620,087,098.41	1.000627	48	78
5/4/2009	0.5074%	0.000013901	\$5,631,546,264.03	1.000617	48	77
5/5/2009	0.5015%	0.000013740	\$5,652,235,027.44	1.000564	48	76
5/6/2009	0.4934%	0.000013518	\$5,653,503,188.68	1.000574	48	77
5/7/2009	0.4900%	0.000013424	\$5,656,809,267.24	1.000585	48	77
5/8/2009	0.4783%	0.000013103	\$5,694,827,428.11	1.000569	46	75
5/9/2009	0.4783%	0.000013103	\$5,694,827,428.11	1.000569	46	75
5/10/2009	0.4783%	0.000013103	\$5,694,827,428.11	1.000569	46	75
5/11/2009	0.4809%	0.000013176	\$5,642,233,724.93	1.000600	46	75
5/12/2009	0.4696%	0.000012866	\$5,606,458,562.38	1.000591	45	75
5/13/2009	0.4494%	0.000012313	\$5,614,423,290.82	1.000589	46	75
5/14/2009	0.4360%	0.000011946	\$5,605,011,166.26	1.000658	48	77
5/15/2009	0.4453%	0.000012199	\$5,549,068,842.76	1.000680	46	77
5/16/2009	0.4453%	0.000012199	\$5,549,068,842.76	1.000680	46	77
5/17/2009	0.4453%	0.000012199	\$5,549,068,842.76	1.000680	46	77
5/18/2009	0.4454%	0.000012202	\$5,639,440,413.06	1.000651	46	75
5/19/2009	0.4318%	0.000011831	\$5,628,122,210.06	1.000663	46	74
5/20/2009	0.4180%	0.000011453	\$5,603,321,678.60	1.000626	45	74
5/21/2009	0.4195%	0.000011494	\$5,654,476,046.43	1.000628	47	75
5/22/2009	0.4234%	0.000011600	\$5,559,483,769.68	1.000612	46	74
5/23/2009	0.4234%	0.000011600	\$5,559,483,769.68	1.000612	46	74
5/24/2009	0.4234%	0.000011600	\$5,559,483,769.68	1.000612	46	74
5/25/2009	0.4234%	0.000011600	\$5,559,483,769.68	1.000612	46	74
5/26/2009	0.4153%	0.000011379	\$5,560,791,878.67	1.000605	45	73
5/27/2009	0.3764%	0.000010311	\$5,563,106,841.25	1.000615	45	73
5/28/2009	0.3828%	0.000010488	\$5,558,405,856.39	1.000614	44	71
5/29/2009	0.3800%	0.000010410	\$5,532,083,366.30	1.000581	43	73
5/30/2009	0.3800%	0.000010410	\$5,532,083,366.30	1.000581	43	73
5/31/2009	0.3800%	0.000010410	\$5,532,083,366.30	1.000581	43	73
Average	0.4462%	0.000012226	5,603,097,441.99		46	75

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



TexSTAR Board Members

William Chapman

Nell Lange

Melinda Garrett

Michael Bartolotta

Will Williams

Hardy Browder

Oscar Cardenas

Scott Christensen

Stephen Fortenberry

Monte Mercer

Len Santow

S. Renee Tidwell

Central Texas Regional Mobility Authority

City of Frisco

Houston ISD

First Southwest Company

JP Morgan Chase

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Northside ISD

Reid Road MUD No. 1

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North Central TX Council of Government

Griggs & Santow

Tarrant County

Governing Board President

Governing Board Vice President

Governing Board Treasurer

Governing Board Secretary

Governing Board Asst. Sec./Treas.

Advisory Board

Advisory Board

Advisory Board

Advisory Board

Advisory Board

Advisory Board

Advisory Board

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

 **First Southwest Asset Management**

 **JPMorganChase**