

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

RESOLUTION NO. 12-086

ACCEPT THE FINANCIAL REPORTS FOR OCTOBER, 2012.

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

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

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

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

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

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 5th day of December, 2012.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 12-086
Date Passed: 12/5/2012

Attachment A

Financial Report for October 2012

**Central Texas Regional Mobility Authority
Balance Sheet**

As of	October 31, 2012	October 31, 2011
Assets		
Current Assets		
Cash in Regions Operating Account	367,522	649,082
Cash In TexSTAR	74,492	41,811
Regions Payroll Account	88,728	148,549
Restricted cash/cash equivalents		
Fidelity Government MMA	54,924,681	17,317,063
Restricted Cash-TexStar	53,088,740	68,478,577
Regions SIB account	0	0
Overpayment accounts	35,063	22,282
Total Cash and Cash Equivalents	108,579,227	86,657,363
Accounts Receivable	120,524	32,656
Due From Employees	33	0
Due From TTA	412,006	364,039
Due From NTTA	55,219	37,286
Due From HCTRA	159,620	55,887
Due From TxDOT	8,516,415	218,521
Due From Federal Government	617,955	617,954
Interest Receivable	397,723	472,562
Total Receivables	10,279,494	1,798,905
Short Term Investments		
Treasuries	4,549,017	4,549,017
Short Term Investments	151,223,456	16,777,794
Other Current Assets		
Prepaid Insurance	53,188	52,143
Total Current Assets	270,135,365	105,287,860
Construction Work In Process		
	279,219,564	253,540,724
Fixed Assets		
Computers(net)	27,758	28,789
Computer Software(net)	37,694	879,692
Furniture and Fixtures(net)	11,374	16,722
Equipment(net)	33,339	40,793
Autos and Trucks(net)	18,970	25,869
Buildings and Toll Facilities(net)	6,119,612	6,285,278
Highways and Bridges(net)	278,025,000	176,063,786
Communication Equipment(net)	887,836	1,078,657
Toll Equipment(net)	9,422,830	2,391,427
Signs(net)	6,029,693	5,044,670
Land Improvements(net)	3,360,939	1,156,420
Right of Way	24,800,630	24,683,553
Leasehold Improvements	53,851	63,896
Total Fixed Assets	328,829,525	217,759,552
Long Term Investments		
GIC (Restricted)	0	231,209,312
Agencies-LT	18,145,913	44,308,040
Other Assets		
Security Deposits	8,644	8,644
Intangible Assets	650	650
Total Bond Issuance Costs	14,883,688	15,591,393
Total Assets	911,223,348	867,706,174

Liabilities

Current Liabilities

Accounts Payable	261,421	656,870
Overpayments	36,056	22,985
Interest Payable	14,426,541	15,011,060
TCDRS Payable	33,243	29,716
Medical Reimbursement Payable	63	0
Due to other Entities	0	19,669
FICA Payable	0	0
Other	17,178	17,178
Due to State of Texas	0	2,140
Total Current Liabilities	14,774,503	15,759,618

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	413,815
Retainage Payable	0	1,655
Senior Lien Revenue Bonds 2005	172,628,655	172,698,781
Senior Lien Revenue Bonds 2010	102,494,552	98,022,532
Senior Lien Revenue Bonds 2011	306,794,360	306,141,662
Sn Lien Rev Bnd Prem/Disc 2005	4,591,930	4,734,071
Sn Lien Rev Bnd Prem/Disc 2010	156,713	192,155
Tot Sr Lien Rev Bond Pay Pre/D	919,771	887,979
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	70,000,000
Sub Lien Bond 2011 Prem/Disc	(2,042,159)	(2,140,140)
TIFIA note 2008	77,656,077	77,626,562
2011 Regions Draw Down Note	700,000	0
Total Long Term Liabilities	774,340,346	768,652,847
Total Liabilities	789,114,848	784,412,465

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	86,019,147	61,913,602
Current Year Operations	17,754,508	3,045,261
Total Net Assets	103,773,654	64,958,863

Total Liabilities and Net Assets

911,223,348

867,706,174

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 10/31/2012	Percent of Budget	Actual Prior Year to Date 10/31/2011
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	23,891,717	6,920,282	28.97%	5,225,122
Toll Revenue-HCTRA-183A	756,067	324,183	42.88%	233,472
Toll Revenue-NTTA-183A	453,640	207,578	45.76%	146,257
Video Tolls	3,629,122	1,503,800	41.44%	1,085,535
Fee revenue	1,512,134	597,240	39.50%	391,707
Total Operating Revenue	30,242,680	9,553,082	31.59%	7,082,092
Other Revenue				
Interest Income	180,000	84,369	46.87%	70,705
Grant Revenue	1,236,000	20,499,528	1659%	4,043,688
Reimbursed Expenditures	-	34,774		-
Misc Revenue	2,500	44,585	1783%	836,218
Gain/Loss on Sale of Asset	-	-	0.00%	12,342
Unrealized Loss	-	42,708		-
Total Other Revenue	1,418,500	20,705,964	1460%	4,962,954
Total Revenue	\$ 31,661,180	\$ 30,259,045	95.57%	\$ 12,045,047
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,115,939	575,721	27.21%	526,075
Part Time Salry Expense	12,000	-	0.00%	7,858
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	1,202	24.03%	5,550
TCDRS	307,536	80,961	26.33%	74,672
FICA	96,433	21,140	21.92%	20,484
FICA MED	30,899	8,296	26.85%	7,525
Health Insurance Expense	186,370	60,519	32.47%	50,346
Life Insurance Expense	5,684	3,673	64.62%	1,406
Auto Allowance Expense	10,200	-	0.00%	2,762
Other Benefits	185,610	27,758	14.95%	24,819
Unemployment Taxes	12,960	-	0.00%	58
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,021,631	779,270	25.79%	721,554

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 10/31/2012	Percent of Budget	Actual Prior Year to Date 10/31/2011
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	2,485	20.71%	10,576
Auditing	65,000	44,990	69.22%	37,745
General Engineering Consultant	1,250,000	108,863	8.71%	202,512
General System Consultant	175,000	4,384	2.51%	26,284
Image Processing	780,000	277,500	35.58%	290,239
Facility maintenance	41,954	2,832	6.75%	4,186
HERO	1,629,000	331,951	20.38%	188,791
Human Resources	25,000	214	0.86%	3,042
Legal	270,000	92,003	34.08%	2,850
Photography	15,000	-	0.00%	11,850
Total Professional Services	4,262,954	865,223	20.30%	778,075
<u>Other Contractual Services</u>				
IT Services	65,000	8,730	13.43%	18,198
Graphic Design Services	10,000	-	0.00%	400
Website Maintenance	35,000	1,147	3.28%	1,196
Research Services	50,000	3,100	6.20%	3,100
Copy Machine	10,000	1,124	11.24%	1,722
Software Licenses	17,200	7,387	42.95%	734
ETC Maintenance Contract	1,029,900	137,773	13.38%	138,923
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	16,620
Communications and Marketing	140,000	17,784	12.70%	-
Advertising Expense	60,000	14,260	23.77%	1,250
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	-	0.00%	1,946
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	57,381	22.95%	-
Special assignments	5,000	-	0.00%	-
Traffic Management	-	14,417		20,814
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	114	18.94%	-
Roadway Maintenance Contract	640,000	35,088	5.48%	48,396

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 10/31/2012	Percent of Budget	Actual Prior Year to Date 10/31/2011
Landscape Maintenance	280,000	52,775	18.85%	44,304
Signal & Illumination Maint	-	14,164		14,314
Mowing and litter control	-	8,840		34,802
Striping	-	-	0.00%	16,600
Graffiti removal	-	225		-
Cell Phones	9,700	1,883	19.41%	2,286
Local Telephone Service	18,000	4,721	26.23%	3,191
Internet	4,500	-	0.00%	172
Fiber Optic System	63,000	9,122	14.48%	9,628
Other Communication Expenses	11,500	50	0.44%	47
Subscriptions	1,850	53	2.89%	-
Memberships	33,959	2,473	7.28%	3,045
Continuing Education	7,300	1,485	20.34%	472
Professional Development	14,000	-	0.00%	3,000
Seminars and Conferences	33,000	12,349	37.42%	2,505
Staff-Travel	76,000	39,022	51.34%	13,026
Other Contractual Svcs	200	-	0.00%	177
TxTag Collection Fees	1,434,788	342,430	23.87%	334,943
Contractual Contingencies	250,500	649	0.26%	3,309
Total Other Contractual Services	4,738,497	788,546	16.64%	739,118
Total Contractual Services	9,001,451	1,653,769	18.37%	1,517,193
Materials and Supplies				
Books & Publications	12,500	3,225	25.80%	-
Office Supplies	11,000	759	6.90%	1,012
Computer Supplies	12,500	3,570	28.56%	1,212
Copy Supplies	2,200	332	15.08%	18
Annual Report printing	7,000	-	0.00%	-
Other Reports-Printing	10,000	-	0.00%	-
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	2,500	-	0.00%	-
Maintenance Supplies-Roadway	9,175	-	0.00%	-
Promotional Items	10,000	-	0.00%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 10/31/2012	Percent of Budget	Actual Prior Year to Date 10/31/2011
Tools & Equipment Expense	1,000	-	0.00%	6
Misc Materials & Supplies	3,000	-	0.00%	133
Total Materials and Supplies	120,875	7,886	6.52%	2,380
Operating Expenses				
Gasoline Expense	5,000	1,780	35.60%	1,049
Mileage Reimbursement	5,950	1,303	21.91%	1,007
Toll Tag Expense	3,120	1,144	36.65%	690
Parking	41,175	12,727	30.91%	13,864
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	9,800	3,548	36.20%	938
Public Notices	2,200	-	0.00%	-
Postage Expense	5,650	138	2.44%	14
Overnight Delivery Services	1,600	108	6.74%	106
Local Delivery Services	1,250	12	0.96%	6
Insurance Expense	90,000	20,849	23.17%	28,968
Repair & Maintenance-General	500	403	80.65%	-
Repair & Maintenance-Vehicles	500	109	21.77%	325
Repair & Maintenance Toll Equip	5,000	400	8.01%	-
Rent Expense	250,000	71,657	28.66%	67,632
Water	7,500	2,383	31.77%	1,378
Electricity	178,500	21,728	12.17%	13,832
Other Licenses	640	398	62.11%	40
Community Initiative Grants	65,000	10,000	15.38%	-
Non Cash Operating Expenses				
Amortization Expense	76,000	133,235	175.31%	409,872
Dep Exp- Furniture & Fixtures	9,000	535	5.94%	3,123
Dep Expense - Equipment	26,400	5,630	21.33%	4,793
Dep Expense - Autos & Trucks	7,000	2,299	32.85%	1,725
Dep Expense-Buildng & Toll Fac	177,000	58,853	33.25%	58,853
Dep Expense-Highways & Bridges	8,000,000	1,878,968	23.49%	1,655,736
Dep Expense-Communic Equip	195,000	63,607	32.62%	63,619
Dep Expense-Toll Equipment	965,000	216,895	22.48%	153,927
Dep Expense - Signs	135,000	46,803	34.67%	44,423

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 10/31/2012	Percent of Budget	Actual Prior Year to Date 10/31/2011
Dep Expense-Land Improvemts	67,000	31,434	46.92%	21,935
Depreciation Expense-Computers	10,000	3,891	38.91%	3,303
Total Operating Expenses	10,346,035	2,590,836	25.04%	2,551,156
Financing Expenses				
Arbitrage Rebate Calculation	6,000	5,605	93.42%	-
Loan Fee Expense	12,500	-	0.00%	-
Rating Agency Expense	35,000	11,000	31.43%	5,300
Trustee Fees	6,000	-	0.00%	-
Bank Fee Expense	8,000	2,010	25.12%	13,058
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	20,318,015	7,309,038	35.97%	4,009,983
Contingency	15,000	-	0.00%	-
<u>Non Cash Financing Expenses</u>				
Bond issuance expense	300,000	145,123	48.37%	168,753
Total Financing Expenses	20,704,515	7,472,777	36.09%	4,197,094
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 43,194,507	\$ 12,504,538	28.95%	\$ 8,989,377
Net Income	\$ (11,533,327)	\$ 17,754,508		\$ 3,055,670

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

Cash flows from operating activities:

Receipts from Department of Transportation	\$ 13,815,518
Receipts from toll fees	9,626,215
Receipts from other fees	-
Receipts from interest income	788,910
Receipts from other sources	47,084
Payments to vendors	(2,631,076)
Payments to employees and benefits	(701,895)
Net cash flows used in operating activities	<u>20,944,755</u>

Cash flows from capital and related financing activities:

Payments on interest	(21,087,533)
Payment on Bonds	-
Acquisitions of property and equipment	(3,875)
Acquisitions of construction in progress	(45,475,658)
Proceeds from Draw Down Note	300,000
Net cash flows used in capital and related financing activities	<u>(66,267,066)</u>

Cash flows from investing activities:

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

Net increase in cash and cash equivalents	7,898,316
Cash and cash equivalents at beginning of July 2012	100,680,911
Cash and cash equivalents at end of October 2012	<u>\$ 108,579,227</u>

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

Change in net assets	\$ 17,754,508
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	2,442,150
Nonoperating interest	7,307,395
Bond Issuance Expense	145,123
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	(6,479,988)
(Increase)/Decrease in prepaid expenses and other assets	(37,265)
(Increase)/Decrease in interest receivable	743,788
Increase/(Decrease) in deferred revenue (audit adjustments)	(77,482)
Increase/(Decrease) in other payable	(109,036)
Increase/(Decrease) in accounts payable	(744,439)
Total adjustments	<u>3,190,247</u>
Net cash flows provided by operating activities	<u>\$ 20,944,755</u>

INVESTMENTS by FUND

		Balance October 31, 2012	
Renewal & Replacement Fund			TexSTAR 53,163,232.85
TexSTAR	660,683.55		CD's 3,000,000.00
Regions Sweep	0.66		Regions Sweep 54,924,681.20
Agencies		660,684.21	Agencies 166,361,260.38
TxDOT Grant Fund			
TexSTAR	5,421,430.23		
Regions Sweep	37,525.99		
CD's	3,000,000.00		
Agencies	1,000,000.00	9,458,956.22	\$ 277,449,174.43
Subordinate Lien DS Fund 05			
Regions Sweep	1,346,190.04	1,346,190.04	
Debt Service Reserve Fund 05			
TexSTAR	30,765,235.21		
Regions Sweep	93,504.06		
Agencies	12,206,466.40	43,065,205.67	
Debt Service Fund 05			
Regions Sweep	4,724,125.87	4,724,125.87	
2010 Senior Lien DSF			
Regions Sweep	5,610.06		
TexSTAR	0.15	5,610.21	
2010-1 Debt Service Fund			
Regions Sweep	1,446,797.26	1,446,797.26	
2010-2 Debt Service Fund			
Regions Sweep	325,922.86	325,922.86	
Agencies			
2011 Debt Service Acct			
Regions Sweep	0.33	0.33	
2011 Sub Debt DSRF			
Regions Sweep	3,510,565.37		
Agencies	3,500,592.08	7,011,157.45	
Operating Fund			
TexSTAR	74,492.36		
TexSTAR-Trustee	1,100,826.58		
Regions Sweep	1.64	1,175,320.58	
Revenue Fund			
TexSTAR	1.00		
Regions Sweep	1,294,603.27	1,294,604.27	
General Fund			
TexSTAR	53.78		
Regions Sweep	7,655,881.93	7,655,935.71	
2010 Senior Lien Capitalized Interest			
Regions Sweep	531.77		
TexSTAR	1,705,056.68	1,705,588.45	
2010-1 Sub Lien Capitalized Interest			
Regions Sweep	0.00		
TexSTAR	0.00		
2010-2 Sub Lien Capitalized Interest			
TexSTAR	46,002.96		
Regions Sweep	0.01	46,002.97	
2011 Sr Capitalized Interest Fund			
Regions Sweep	36,877.00		
Agencies	26,635,246.27	26,672,123.27	
2011 Sub Capitalized Interest Fund			
Regions Sweep	203.58		
Agencies	7,036,404.20	7,036,607.78	
2010-1 Sub BABs subsidy			
Regions Sweep	79.04	79.04	
2010-2 Sub BABs subsidy			
Regions Sweep	20.55	20.55	
2010 Senior Lien Debt Service Reserve Fund			
TexSTAR	5,557,429.04		
Regions Sweep	43,893.23		
Agencies	3,924,828.38	9,526,150.65	
2010-2 Sub Lien Debt Service Reserve Fund			
TexSTAR	779,098.96		
Regions Sweep	202,501.10		
Agencies	190,000.00	1,171,600.06	
2010-1 Sub Lien Debt Service Reserve Fund			
TexSTAR	1,964,987.49		
Regions Sweep	9,000.43		
Agencies	2,008,233.33	3,982,221.25	
2010-1 Sub Lien Projects Fund			
TexSTAR	921,820.91		
Regions Sweep	0.00	921,820.91	
2010 Senior Lien Construction Fund			
TexSTAR	1.19		
Regions Sweep	4,091,602.18	4,091,603.37	
2011 Sub Debt Project fund			
TexSTAR	4,165,993.10		
Agencies	43,319,497.22		
Regions Sweep	443,752.90	47,929,243.22	
2011 Senior Lien Project Fund			
TexSTAR	119.66		
Regions Sweep	29,655,490.07		
Agencies	66,539,992.50	96,195,602.23	
		\$ 277,449,174.43	

CTRMA INVESTMENT REPORT

	Month Ending 10/31/12					Rate Oct 12	
	Balance 9/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals		Balance 10/31/2012
Amount in Trustee TexStar							
2011 Sub Lien Construction Fund	4,165,375.59			617.51		4,165,993.10	0.226%
2011 Senior Lien Construction Fund	119.66					119.66	0.226%
2010 Senior Lien Construction Fund	1.19					1.19	0.226%
2010-1 Sub Lien Projects	1,016,083.46			138.46	94,401.01	921,820.91	0.226%
General Fund	53.78					53.78	0.226%
Trustee Operating Fund	1,200,642.83	1,000,000.00		183.75	1,100,000.00	1,100,826.58	0.226%
Renewal and Replacement	660,585.61			97.94		660,683.55	0.226%
TxDOT Grant Fund	5,420,626.64			803.59		5,421,430.23	0.226%
Revenue Fund	1.00					1.00	0.226%
Senior Lien Debt Service Reserve Fund	30,760,675.02			4,560.19		30,765,235.21	0.226%
2010 Senior Lien DSF	0.15					0.15	0.226%
2010 Senior Lien Debt Service Reserve Fund	5,556,605.27			823.77		5,557,429.04	0.226%
2010-2Sub Lien Debt Service Reserve Fund	778,983.48			115.48		779,098.96	0.226%
2010-1Sub Lien Debt Service Reserve Fund	1,964,696.23			291.26		1,964,987.49	0.226%
2010 Senior Lien Capitalized Interest	1,704,803.93			252.75		1,705,056.68	0.226%
2010-2 Sub Lien Capitalized Interest	45,996.16			6.80		46,002.96	0.226%
	53,275,250.00	1,000,000.00	0.00	7,891.50	1,194,401.01	53,088,740.49	
Amount in TexStar Operating Fund							
	24,482.71	1,100,000.00		9.65	1,050,000.00	74,492.36	0.226%

CTRMA INVESTMENT REPORT

Month Ending 10/31/12						
Balance 9/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 10/31/2012	Rate Oct 12
Regions Sweep Money Market Fund						
Operating Fund	0.00	1,000,000.00		1.64	1,000,000.00	1.64 0.150%
2010-1 Sub Lien Project Acct	0.00	94,401.01			94,401.01	0.00 0.150%
2010 Senior Lien Project Acct	4,103,399.23	7,682.23		501.60	19,980.88	4,091,602.18 0.150%
2011 Sub Lien Project Acct	443,750.98			1.92		443,752.90 0.150%
2011 Senior Lien Project Acct	18,538,683.20	24,200,000.00		46,338.11	13,129,531.24	29,655,490.07 0.150%
2011 Sr Financial Assistance Fund	0.00	4,200,000.00			4,200,000.00	0.00 0.150%
2005 Debt Service Fund	3,883,309.99	840,395.83		420.05		4,724,125.87 0.150%
2010 Senior DSF	4,207.53	1,402.50		0.03		5,610.06 0.150%
2011 Senior Lien Debt Service Acct	0.33					0.33 0.150%
2010-1 Debt Service Fund	1,107,621.89	339,062.50		112.87		1,446,797.26 0.150%
Subordinate Lien TIFIA DS Fund	1,028,421.10	317,664.34		104.60		1,346,190.04 0.150%
2010-2 BABs Supplemental Security	20.55					20.55 0.150%
2010-2 Debt Service Fund	244,441.59	81,479.64		1.63		325,922.86 0.150%
2010-2 Cap I Fund	0.01					0.01 0.150%
2010 CAP Interest Senior lien	531.70			0.07		531.77 0.150%
2011 Sr Cap I Fund	36,872.45			4.55		36,877.00 0.150%
2011 Sub Debt CAP I	203.55			0.03		203.58 0.150%
2010-1 Sub lien BABs supplemental Security	79.03			0.01		79.04 0.150%
TxDOT Grant Fund	35,646.60			1,879.39		37,525.99 0.150%
Renewal and Replacement	0.66					0.66 0.150%
Revenue Fund	1,226,884.60	2,721,028.08		176.19	2,653,485.60	1,294,603.27 0.150%
General Fund	4,344,443.74	4,131,092.78		557.14	820,211.73	7,655,881.93 0.150%
2010 Senior Debt Service Reserve Fund	43,889.26			3.97		43,893.23 0.150%
2010-1 Debt Service Reserve Fund	9,000.36			0.07		9,000.43 0.150%
2010-2 Debt Service Reserve Fund	202,499.44			1.66		202,501.10 0.150%
2011 Sub Debt Debt Service Reserve Fund	3,510,132.62			432.75		3,510,565.37 0.150%
2005 Senior Lien Debt Service Reserve Fund	93,493.95			10.11		93,504.06 0.150%
	38,857,534.36	37,934,208.91	0.00	50,548.39	21,917,610.46	54,924,681.20
Amount in Fed Agencies and Treasuries						
Amortized Principal	186,496,681.96		(135,421.59)		20,000,000.00	166,361,260.37
Accrued Interest				191,547.69		
	186,496,681.96	0.00	(135,421.59)		20,000,000.00	166,361,260.37

CTRMA INVESTMENT REPORT

Month Ending 10/31/12					
Balance 9/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 10/31/2012
Certificates of Deposit	0.00	3,000,000.00		0.00	3,000,000.00
Total in Pools	53,299,732.71	2,100,000.00	7,901.15	2,244,401.01	53,163,232.85
Total in Money Market	38,857,534.36	37,934,208.91	50,548.39	21,917,610.46	54,924,681.20
Total in Fed Agencies	186,496,681.96	0.00	(135,421.59)	20,000,000.00	166,361,260.37
Total Invested	278,653,949.03	43,034,208.91	(135,421.59)	44,162,011.47	277,449,174.42

Rate
Oct 12

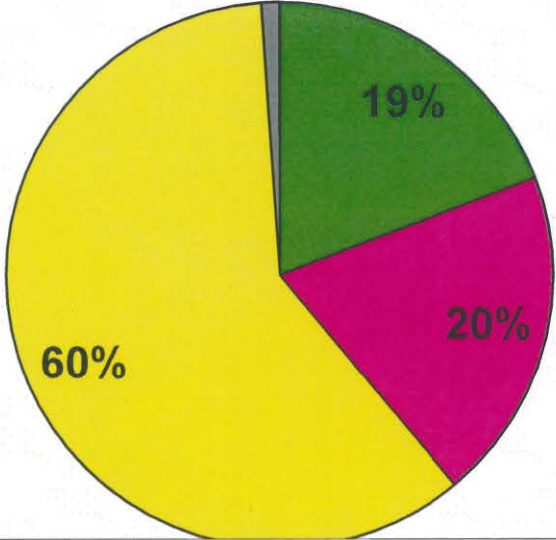
Certificates of Deposit
Total in Pools
Total in Money Market
Total in Fed Agencies

Total Invested

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

William Chapman, CFO

Allocation of Funds



- Total in Pools
- Total in Money Market
- Total in Fed Agencies
- Total in CD's

Amount of investments As of October 31, 2012

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	190,957.60	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,001,380.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Fannie Mae	31398A6F4	2,319,702.34	2,315,522.47	2,316,041.75	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,473,720.78	2,370,573.63	2,373,913.92	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,350,308.10	2,341,804.90	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,896,818.25	8,869,511.70	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	9,351,457.81	8,971,819.26	8,989,957.76	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	8,771,478.75	8,766,608.76	8,769,944.70	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
Fannie Mae	3135G0GU1	7,002,030.00	7,001,184.17	7,002,870.00	0.4704%	1/3/2012	12/27/2013	2011 Sr DSRF
Fannie Mae	3135G0GU1	3,501,015.00	3,500,592.08	3,501,435.00	0.4704%	1/3/2012	12/27/2013	2011 Sub DSRF
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	1,350,899.50	1,361,406.35	0.2300%	2/9/2012	6/1/2013	2011 SR DSRF
Fannie Mae	31398A3L4	3,883,198.70	3,854,382.73	3,857,690.90	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	3,954,171.00	3,924,828.38	3,928,197.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Fannie Mae	3135G0GH0	2,011,400.00	2,008,233.33	2,001,420.00	0.2104%	2/6/2012	12/5/2014	2010-1 DSRF
Federal Home Loan Bank	3133XR88	7,370,650.00	7,226,508.33	7,225,050.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313376M85	24,999,500.00	24,999,916.67	25,000,750.00	0.1830%	3/30/2012	12/28/2012	2011 Sr Project
Federal Home Loan Bank	313378U41	12,009,480.00	12,006,320.00	12,015,360.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	12,054,960.00	12,032,060.00	12,048,240.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	3133765P6	Matured	Matured	Matured	0.1535%	3/30/2012	10/26/2012	2011 Sr Project
Federal Home Loan Bank	313376KS3	25,047,750.00	25,021,222.22	25,022,250.00	0.2440%	3/30/2012	6/21/2013	2011 Sub Project
Fannie Mae	31359MRG0	18,715,860.00	18,298,275.00	18,282,240.00	0.1950%	3/30/2012	3/15/2013	2011 Sub Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,275,187.50	10,286,300.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
		<u>167,563,309.44</u>	<u>166,361,260.38</u>	<u>166,386,721.58</u>				

Agency	CUSIP #	COST	Cummulative Amortization	10/31/2012 Book Value	Maturity Value	Interest Income October 31, 2012		
						Accrued Interest	Amortization	Interest Earned
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69		230.69
Freddie Mac	3134G2U42	1,000,000.00	-	1,000,000.00	1,000,000.00	312.50		312.50
Fannie Mae	31398A6F4	2,319,702.34	4,179.87	2,315,522.47	2,315,000.00	723.44	(261.24)	462.20
Federal Home loan Bank	3137EABM0	2,473,720.78	103,147.15	2,370,573.63	2,319,000.00	7,246.88	(6,446.70)	800.18
Federal Home loan Bank	3134A4UL6	2,326,924.30	23,383.80	2,350,308.10	2,362,000.00		1,461.49	1,461.49
Federal Home loan Bank	3134A4UL6	8,794,454.76	102,363.49	8,896,818.25	8,946,000.00		6,397.69	6,397.69
Federal Home loan Bank	3137EABM0	9,351,457.81	379,638.55	8,971,819.26	8,782,000.00	27,443.75	(23,727.41)	3,716.34
Fannie Mae	31398A6F4	8,771,478.75	4,869.99	8,766,608.76	8,766,000.00	2,739.38	(304.38)	2,435.00
Fannie Mae	3135G0GU1	7,002,030.00	845.83	7,001,184.17	7,000,000.00	2,916.67	(84.58)	2,832.09
Fannie Mae	3135G0GU1	3,501,015.00	422.92	3,500,592.08	3,500,000.00	1,458.33	(42.29)	1,416.04
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	46,156.50	1,350,899.50	1,315,000.00	5,479.17	(5,128.50)	350.67
Fannie Mae	31398A3L4	3,883,198.70	28,815.97	3,854,382.73	3,830,000.00	3,590.63	(2,216.61)	1,374.02
Fannie Mae	31398A3L4	3,954,171.00	29,342.62	3,924,828.38	3,900,000.00	3,656.25	(2,257.13)	1,399.12
Fannie Mae	3135G0GH0	2,011,400.00	3,166.67	2,008,233.33	2,000,000.00	1,500.00	(316.62)	1,183.38
Federal Home Loan Bank	3133XR88	7,370,650.00	144,141.67	7,226,508.33	7,000,000.00	23,333.33	(20,591.70)	2,741.63
Federal Home Loan Bank	313376M85	24,999,500.00	(416.67)	24,999,916.67	25,000,000.00	3,750.00	41.67	3,791.67

Federal Home Loan Bank	313378U41	12,009,480.00	3,160.00	12,006,320.00	12,000,000.00		3,500.00	(526.67)	2,973.33
Freddie Mac	3134G3BF6	12,054,960.00	22,900.00	12,032,060.00	12,000,000.00		6,250.00	(2,290.00)	3,960.00
Federal Home Loan Bank	3133765P6	Matured	Matured	Matured	20,000,000.00		3,666.67	(633.33)	3,033.34
Federal Home Loan Bank	313376KS3	25,047,750.00	26,527.78	25,021,222.22	25,000,000.00		8,333.33	(2,652.78)	5,680.55
Fannie Mae	31359MRG0	18,715,860.00	417,585.00	18,298,275.00	18,000,000.00		65,625.00	(59,655.00)	5,970.00
Federal Home Loan Bank	3133XWKV0	10,388,500.00	113,312.50	10,275,187.50	10,000,000.00		19,791.67	(16,187.50)	3,604.17
		167,563,309.44	1,453,543.64	166,361,260.38	185,225,000.00		191,547.69	(135,421.59)	56,126.10

October 31, 2012

Certificates of Deposit Outstanding

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



Monthly Newsletter - October 2012

Performance

As of October 31, 2012

Current Invested Balance	\$4,755,942,789.56
Weighted Average Maturity (1)	46 Days
Weighted Average Maturity (2)	60 Days
Net Asset Value	1.000094
Total Number of Participants	763
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$910,161.61
Management Fee Collected	\$202,251.55
% 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.

October Averages

Average Invested Balance	\$4,775,817,650.65
Average Monthly Yield, on a simple basis	0.1746%
Average Weighted Average Maturity (1)*	45 Days
Average Weighted Average Maturity (2)*	60 Days

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

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

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

New Participants

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

★ Bowie County ★ Harris County ESD No. 9 ★ Kerrville Economic Development Corp ★ City of Mansfield

Holiday Reminder

In observance of the Veterans Day holiday, **TexSTAR will be closed Monday, November 12, 2012.** All ACH transactions initiated on Friday, November 9th will settle on Tuesday, November 13th. In addition, in observance of the Thanksgiving Day holiday, **TexSTAR will be closed Thursday, November 22, 2012.** All ACH transactions initiated on Wednesday, November 21st will settle on Friday, November 23rd. Notification of any early transaction deadlines on the day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Economic Commentary

Economic growth continued its slow and steady pace of improvement over the month. The unemployment rate increased slightly but measures of consumer confidence and consumer spending improved over the month. Retail sales rose in September and sales of Apple's iPhone 5 had a significant impact. Nevertheless, even excluding electronics and online sales, growth in spending was strong. Because consumer spending increased faster than income, the savings rate declined from 3.7% to 3.3%, its lowest level since late 2011. Aside from corporate earnings disappointment, market sentiment was heavily influenced by the forthcoming US election and looming fiscal cliff, the developments in Europe, and Chinese growth. U.S. quarterly earnings results were poorly received, with slowing global demand blamed for weaker results. Of even greater concern was negative revenue growth, which has not been seen since 2009. Many companies also revised down earnings for the year citing economic uncertainty.

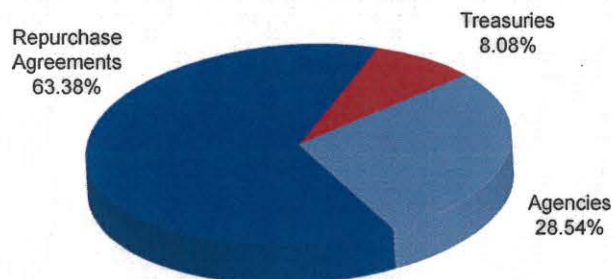
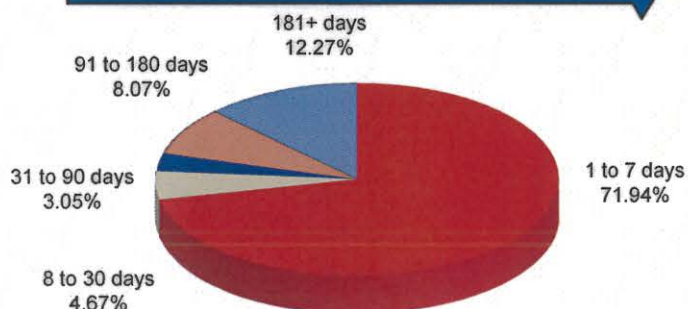
Recent strength in labor markets and consumer confidence are likely to drive growth during the fourth quarter. However, whether these trends can continue will be dependent on several factors. It is unlikely that consumers can continue to reduce savings further to sustain spending. Gasoline prices have also been a challenge to growth recently. The effects of Hurricane Sandy are too recent to be incorporated into consumer confidence measures, but are likely to impede growth in the near-term while benefiting in the future as reconstruction commences. That being said, anemic wage increases and the Fed's recent bias to increase accommodative policy suggest the Fed will continue asset purchases longer than current market expectations. Perhaps most important are the upcoming elections and the implications they will have on fiscal spending. The November's presidential election will not resolve the fiscal cliff, but will certainly be key in determining its impact. In the near term, the prevailing uncertainty will keep markets on edge and may continue depressing business spending as well as preventing significant acceleration in GDP growth. Expectations are for Congress to turn the cliff into more of a fiscal speed bump, though such a favorable outcome is far from guaranteed.

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

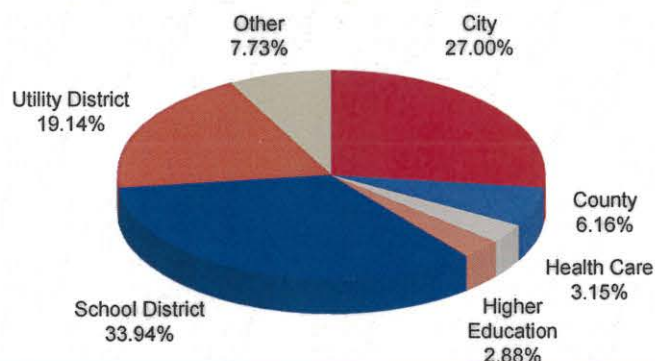
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of October 31, 2012



Portfolio by Maturity As of October 31, 2012



Distribution of Participants by Type As of October 31, 2012

Historical Program Information

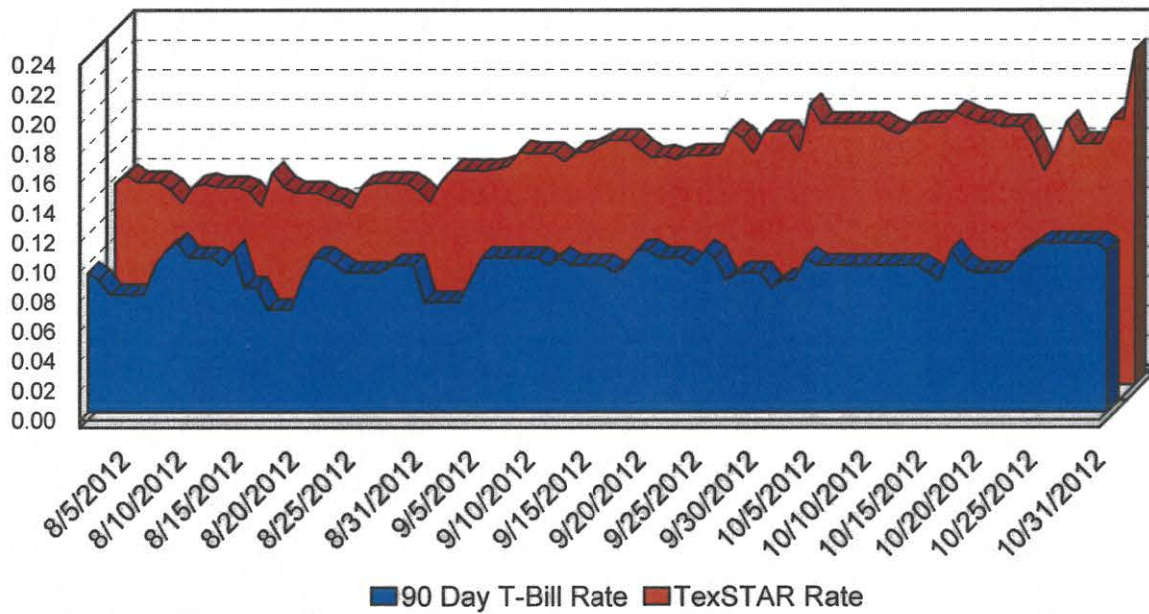
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Oct 12	0.1746%	\$4,755,942,789.56	\$4,756,394,096.44	1.000094	45	60	763
Sep 12	0.1574%	4,659,065,730.90	4,659,684,743.38	1.000132	46	63	759
Aug 12	0.1326%	4,724,281,980.85	4,724,862,450.42	1.000122	49	67	759
Jul 12	0.1359%	5,189,684,471.14	5,190,308,464.19	1.000120	46	66	757
Jun 12	0.1379%	4,983,255,681.46	4,983,767,166.12	1.000102	48	70	756
May 12	0.1273%	5,178,606,480.90	5,179,224,581.51	1.000119	47	70	754
Apr 12	0.1098%	5,255,005,296.99	5,255,613,981.07	1.000115	46	69	752
Mar 12	0.1148%	5,668,145,582.64	5,668,844,552.57	1.000123	48	71	751
Feb 12	0.0986%	6,014,562,468.35	6,015,309,681.45	1.000124	48	70	751
Jan 12	0.0902%	6,122,141,791.23	6,122,989,120.67	1.000138	46	73	750
Dec 11	0.0815%	5,164,291,074.36	5,164,844,831.26	1.000107	48	79	749
Nov 11	0.0973%	4,964,174,535.92	4,964,899,185.74	1.000145	48	80	747

Portfolio Asset Summary as of October 31, 2012

	Book Value	Market Value
Uninvested Balance	\$ (8,660.17)	\$ (8,660.17)
Accrual of Interest Income	2,376,232.14	2,376,232.14
Interest and Management Fees Payable	(955,100.46)	(955,100.46)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	3,013,290,000.00	3,013,290,000.00
Government Securities	1,741,240,318.05	1,741,691,624.93
Total	\$ 4,755,942,789.56	\$ 4,756,394,096.44

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for October 2012

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
10/1/2012	0.1576%	0.000004317	\$4,662,394,895.96	1.000131	43	59
10/2/2012	0.1890%	0.000005177	\$4,667,718,465.07	1.000127	43	59
10/3/2012	0.1764%	0.000004833	\$4,721,358,873.24	1.000126	43	59
10/4/2012	0.1764%	0.000004833	\$4,745,457,352.06	1.000116	42	58
10/5/2012	0.1764%	0.000004832	\$4,698,734,184.95	1.000109	40	56
10/6/2012	0.1764%	0.000004832	\$4,698,734,184.95	1.000109	40	56
10/7/2012	0.1764%	0.000004832	\$4,698,734,184.95	1.000109	40	56
10/8/2012	0.1764%	0.000004832	\$4,698,734,184.95	1.000109	40	56
10/9/2012	0.1718%	0.000004706	\$4,705,163,216.50	1.000111	40	56
10/10/2012	0.1691%	0.000004632	\$4,743,664,295.32	1.000104	41	56
10/11/2012	0.1756%	0.000004810	\$4,766,709,134.20	1.000101	47	62
10/12/2012	0.1772%	0.000004854	\$4,836,736,726.46	1.000092	45	60
10/13/2012	0.1772%	0.000004854	\$4,836,736,726.46	1.000092	45	60
10/14/2012	0.1772%	0.000004854	\$4,836,736,726.46	1.000092	45	60
10/15/2012	0.1843%	0.000005049	\$4,827,133,810.64	1.000092	49	64
10/16/2012	0.1806%	0.000004948	\$4,825,299,485.46	1.000098	50	65
10/17/2012	0.1774%	0.000004861	\$4,859,054,339.34	1.000090	50	65
10/18/2012	0.1773%	0.000004858	\$4,840,613,332.84	1.000092	50	64
10/19/2012	0.1745%	0.000004782	\$4,798,967,859.41	1.000095	48	63
10/20/2012	0.1745%	0.000004782	\$4,798,967,859.41	1.000095	48	63
10/21/2012	0.1745%	0.000004782	\$4,798,967,859.41	1.000095	48	63
10/22/2012	0.1624%	0.000004449	\$4,813,444,885.10	1.000098	48	62
10/23/2012	0.1448%	0.000003966	\$4,842,430,388.31	1.000091	48	62
10/24/2012	0.1587%	0.000004347	\$4,811,273,993.55	1.000092	48	62
10/25/2012	0.1774%	0.000004860	\$4,867,495,863.64	1.000087	47	61
10/26/2012	0.1626%	0.000004454	\$4,812,909,704.08	1.000095	46	60
10/27/2012	0.1626%	0.000004454	\$4,812,909,704.08	1.000095	46	60
10/28/2012	0.1626%	0.000004454	\$4,812,909,704.08	1.000095	46	60
10/29/2012	0.1793%	0.000004911	\$4,727,206,219.78	1.000093	46	61
10/30/2012	0.1793%	0.000004911	\$4,727,206,219.78	1.000093	46	61
10/31/2012	0.2257%	0.000006184	\$4,755,942,789.56	1.000094	46	60
Average	0.1746%	0.000004782	\$4,775,817,650.65		45	60

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



TexSTAR Board Members

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

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

FirstSouthwest 

J.P.Morgan
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