

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

RESOLUTION NO. 09-36

**ILA with Cedar Park
Drainage Improvement Construction on 183A
Cedar Park Events Center**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

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

WHEREAS, § 370.033 of the Transportation Code provides that regional mobility authorities may enter into interlocal agreements with other governmental entities for project development related services; and

WHEREAS, the City of Cedar Park, Texas ("Cedar Park") is currently constructing the Cedar Park Events Center (the "CPEC"), including access facilities on the southbound frontage road of the CTRMA's 183A roadway (the "Access Improvements"); and

WHEREAS, the Access Improvements include the construction of a deceleration lane on the 183A right of way and various permitted driveway cuts for ingress and egress to and from the CPEC, all of which are being constructed by Cedar Park under the terms of a construction contract with EBC Construction LLC (the "Cedar Park Construction Contract"); and

WHEREAS, it has been determined that construction of certain drainage improvements (the "Drainage Improvements") regarding subsurface drainage under the existing 183A southbound frontage road and the planned Access Improvements would be beneficial to both Cedar Park and the CTRMA; and

WHEREAS, construction of the Drainage Improvements by Cedar Park's contractor under the Cedar Park Construction Contract as part of the construction of the Access Improvements would be the most efficient and timely manner to complete the Drainage Improvements; and

WHEREAS, Cedar Park and the CTRMA have developed an Interlocal Agreement substantially in the form attached hereto as Attachment "A" (the "Interlocal Agreement") providing for Cedar Park to include the construction of the Drainage Improvements as a change order to the Cedar

Park Construction Contract, with the CTRMA reimbursing the costs and expenses associated with the Drainage Improvements as a benefit to the CTRMA; and

WHEREAS, the CTRMA Board of Directors desires to enter into the Interlocal Agreement with Cedar Park for the purposes set forth herein and as provided in the Interlocal Agreement.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors adopts the Interlocal Agreement in substantially the form attached hereto in Attachment "A" and authorizes the Chairman or the Executive Director to execute and deliver the Interlocal Agreement to Cedar Park upon the adoption of the Interlocal Agreement by the City Council of Cedar Park; and

BE IT FURTHER RESOLVED, that the Interlocal Agreement does not create any further obligations on either Cedar Park or the CTRMA beyond the express terms thereof, and the execution of the Interlocal Agreement by the CTRMA is only for the purposes stated therein.

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 09-36
Date Passed 6/24/09

ATTACHMENT "A"
TO RESOLUTION NO. 09-36
DRAFT CEDAR PARK
INTERLOCAL AGREEMENT

INTERLOCAL AGREEMENT
By and Between
CITY OF CEDAR PARK
and
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

CPEC and Pavement Remedial Work

This Interlocal Agreement (this "Agreement") is dated effective as of _____, 2009, by and between the CITY OF CEDAR PARK ("City"), a home rule municipal corporation of the State of Texas and the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY, a political subdivision of the State of Texas (the "CTRMA").

RECITALS

WHEREAS, the Texas Interlocal Cooperation Act allows public agencies to contract with one another to perform governmental functions and services; and

WHEREAS, the City and the CTRMA mutually desire to be subject to the provisions of the Texas Government Code, Chapter 791, the Interlocal Cooperation Act, specifically §791.011 regarding contracts to perform governmental functions and services; and

WHEREAS, the City and the CTRMA have continued to cooperate with each other regarding the construction and operation of the 183A Turnpike Project ("183A") and have entered into several previous Interlocal Agreements addressing various aspects of 183A; and

WHEREAS, the City has initiated development and construction of the Cedar Park Events Center ("CPEC") adjacent to the western right of way line of 183A, and the CTRMA has previously granted an access permit for driveway access to the CPEC from the southbound frontage road of 183A; and

WHEREAS, as part of the construction contract for the CPEC, the City has included the construction by the City of an auxiliary lane along the southbound frontage road of 183A for access to the CPEC; and

WHEREAS, the CTRMA desires and the City agrees that the City will, at CTRMA's request, incorporate certain roadway pavement remedial work designed by CTRMA and on behalf of CTRMA as part of City's construction contract for the 183A southbound frontage road auxiliary lane in accordance with the terms and conditions set forth herein.

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

1. The City agrees to incorporate CTRMA's requested roadway pavement remedial work as described on Exhibit "A" and Exhibit "B" attached hereto

and incorporated herein for all purposes (the "Pavement Remedial Work") into the auxiliary lane construction contract by change order.

2. The CTRMA agrees to reimburse the City for all direct and indirect costs associated with the completion of the Pavement Remedial Work as set forth in Exhibits A and B attached hereto for the total amount estimated to be \$17,465.00.
3. City agrees, through a change order to its original contract with EBC CONSTRUCTION, LLC ("EBC"), to allow EBC to construct the Pavement Remedial Work as set forth in Exhibits A and B to provide enhanced subsurface drainage along the southbound auxiliary lane between approximate Station 3555+00 and Station 3563+000 of said auxiliary lane.
4. CTRMA agrees to fully reimburse City for all costs and expenses related to the Pavement Remedial Work exactly as billed monthly to City by EBC, the general contractor. CTRMA shall reimburse City to the full extent of the monthly EBC statement related to the Pavement Remedial Work within thirty (30) days from receipt of City's copy of EBC's monthly statement.
5. CTRMA UNDERSTANDS AND AGREES THAT CITY HAS NOT DESIGNED, SELECTED MATERIALS, ESTIMATED QUANTITY OF MATERIALS OR THEIR QUALITY NOR WILL IT BE INSPECTING OR SUPERVISING THE CONSTRUCTION OF THE PAVEMENT REMEDIAL WORK AND HAS NOT RECOMMEND THE USE OF EBC CONSTRUCTION, LLC AS THE GENERAL CONTRACTOR TO CTRMA. CTRMA FURTHER AGREES AND UNDERSTANDS THAT CITY IS NOT MAKING ANY WARRANTIES OR GUARANTEES OF ANY TYPE, KIND OR NATURE WHATSOEVER TO CTRMA AND SHALL NOT BE LIABLE TO CTRMA FOR ANY ERRORS, OMISSIONS OR NEGLIGENCE BY CITY REGARDING THE CONSTRUCTION, DIRECTLY OR INDIRECTLY, OF THE PAVEMENT REMEDIAL WORK. CTRMA UNDERSTANDS AND AGREES THAT CITY IS NOT RESPONSIBLE FOR OR LIABLE TO CTRMA FOR THE QUALITY, QUANTITY, SUITABILITY, TIMELINESS, COSTS AND EXPENSES OF THE WORK AND MATERIALS FOR THE PAVEMENT REMEDIAL WORK. CTRMA AGREES THAT IT SHALL SUPPLY JOB SITE INSPECTORS AT ITS OWN COST AND EXPENSE AND RELY SOLELY UPON ITS OWN JOB SITE INSPECTORS FOR THE PROJECT TO ENSURE THE QUANTITY, QUALITY, SUITABILITY, TIMELINESS, COSTS AND EXPENSES OF THE WORK AND MATERIALS FOR ITS PAVEMENT REMEDIAL WORK.

RECITALS. ALL OF THE RECITALS STATED ABOVE ARE INCORPORATED INTO THIS AGREEMENT AS IF FULLY SET FORTH HEREIN.

Termination for Cause. A party may terminate the Agreement for breach of any provision of this Agreement after providing written notice of the alleged breach to the other party, and allowing the other party at least thirty (30) days after receipt of the written notice in which to cure the alleged breach.

Notices. All notices, demands and requests, including invoices which may be given or which are required to be given by either party to the other, and any exercise of a right of termination provided by this Agreement, shall be in writing and shall be deemed effective when: (i) personally delivered to the intended recipient; (ii) two (2) days after being sent, by certified or registered mail, return receipt requested, addressed to the intended recipient at the address specified below; (iii) delivered in person to the address set forth below for the party to whom the notice was given; (iv) deposited into the custody of a recognized overnight delivery service such as Federal Express Corporation, Emery, or Lone Star Overnight, addressed to such party at the address specified below; or (v) sent by facsimile, telegram or telex, provided that receipt for such facsimile, telegram or telex is verified by the sender and followed by a notice sent in accordance with one of the other provisions set forth above. For purposes of this Section, the addresses of the parties for all notices are as follows (unless changed by similar notice in writing given by the particular person whose address is to be changed):

CITY OF CEDAR PARK

City of Cedar Park
Attn.: City Manager
600 N. Bell Blvd.
Cedar Park, Texas 78613
Phone(512) 401-5000
Fax:(512) 258-6083

AND

City of Cedar Park
Attn: City Attorney
600 N. Bell Blvd.
Cedar Park, Texas 78613
Phone: (512) 401-5004
Fax: (512) 401-5013

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Central Texas Regional Mobility Authority
Attn.: Executive Director
301 Congress Avenue, Suite 650
Austin, Texas 78701
Phone: (512) 996-9778
Fax: (512) 996-9784

Entire Agreement. This Agreement constitutes the entire agreement of the parties regarding the subject matter contained herein. The parties may not modify or amend this Agreement, except by written agreement approved by the governing bodies of each party and duly executed by both parties.

Approval. This Agreement has been duly and properly approved by each party's governing body and constitutes a binding obligation on each party.

Assignment. Except as otherwise provided in this Agreement, a party may not assign this Agreement or subcontract the performance of services without first obtaining the written consent of the other party. Notwithstanding the foregoing, nothing in this Agreement shall preclude the City from contracting with third parties for the construction of the Pavement Remedial Work as part of the construction contract for the southbound frontage road auxiliary lane and CPEC.

Non-Waiver. A party's failure or delay to exercise right or remedy does not constitute a waiver of the right or remedy. An exercise of a right or remedy under this Agreement does not preclude the exercise of another right or remedy. Rights and remedies under this Agreement are cumulative and are not exclusive of other rights or remedies provided by law.

Paragraph Headings. The various paragraph headings are inserted for convenience of reference only, and shall not affect the meaning or interpretation of this Agreement or any section thereof.

Attorneys' Fees. In any lawsuit concerning this Agreement, the prevailing party shall be entitled to recover reasonable attorneys' fees from the nonprevailing party, plus all out-of-pocket expense such as deposition costs, telephone calls, travel expenses, expert witness fees, court costs, and other reasonable expenses.

Severability. The parties agree that in the event any provision of this Agreement is declared invalid by a court of competent jurisdiction that part of the Agreement is severable and the decree shall not affect the remainder of the Agreement. The remainder of the Agreement shall be in full force and effect.

Venue. The parties agree that all disputes that arise out of this Agreement are governed by the laws of the State of Texas and venue for all purposes herewith shall be in Williamson County, Texas.

CITY OF CEDAR PARK, TEXAS

By: _____
Brenda Eivens, City Manager
Cedar Park, Texas

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____
Mike Heiligenstein, Executive Director
Central Texas Regional Mobility Authority

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

RESOLUTION NO. 09-37

Adoption of 2009-2010 Fiscal Year Budget

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, prudent management and fiscal oversight are overriding objectives of the CTRMA Board of Directors; and

WHEREAS, it is necessary and desirable to develop and adopt a budget for CTMRA operations at the commencement of each fiscal year; and

WHEREAS, in Resolution No. 08-38, dated June 25, 2008, the Board of Directors adopted a budget for fiscal year 2008-2009 ("FY 2008-2009"); and

WHEREAS, FY 2008-2009 comes to a close on June 30, 2009; and

WHEREAS, the CTRMA Executive Director and staff have developed a budget for fiscal year 2009-2010 ("FY 2009-2010") attached hereto as Attachment "A" and recommend its approval by the CTRMA Board of Directors.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves the budget for FY 2009-2010, attached hereto as Attachment "A;" and

BE IT FURTHER RESOLVED, that this budget may be amended from time-to-time with the approval of the Board of Directors.

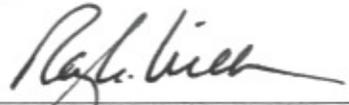
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 24th day of June, 2009.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 09-37
Date Passed 6/24/09

Attachment "A"
To Resolution 09-37
Budget for FY 2009-2010 in its
Final Form

FY 2010 Proposed Budget

Revised June 24, 2009

FY 10 Proposed Budget

The FY 2010 Budget as outlined accounts for changes in agency operations and funds needs associated with the development of new projects. To accomplish these tasks the staff is recommending the following changes of note:

1. The budget anticipates the need for one new position:
 - o Project Coordinator in the Administration Department
2. The Interest Expense budget has been increased to reflect projected interest payments that will be required as part of the short term bond debt and the issuance of long term debt for construction of the 183A Extension in Fall of 2009
3. Toll revenue estimates are based on the original 183A Traffic and Revenue Study and therefore are conservative
 - o The Toll Operations budget was reduced to reflect cost savings associated with the transition to cashless tolling
 - o A new budget line item was added to track costs associated with the Pay By Mail program including the cost of reviewing and processing license plate images
4. The General Engineering Consultant has been performing more work than previously anticipated for maintenance and operation of the 183A project and support services. The FY10 budget has been increased to reflect that additional work load
5. The budget for Outside Legal Services has been increased to handle potential legal costs associated with ongoing projects

As individual projects advance toward construction, we will develop a Capital Project budget for each and present the budget to the Board for review and approval.

The changes from the May proposed operating budget:

\$ 37,989,799	originally proposed operating expenditures
\$ 1,200	increase to books and publications (70100)
\$ 442,000	increase in bond issue cost (90150)
\$ 50,000	increase in interest expense (94000)
<u>\$38,482,999</u>	proposed operating expenditures

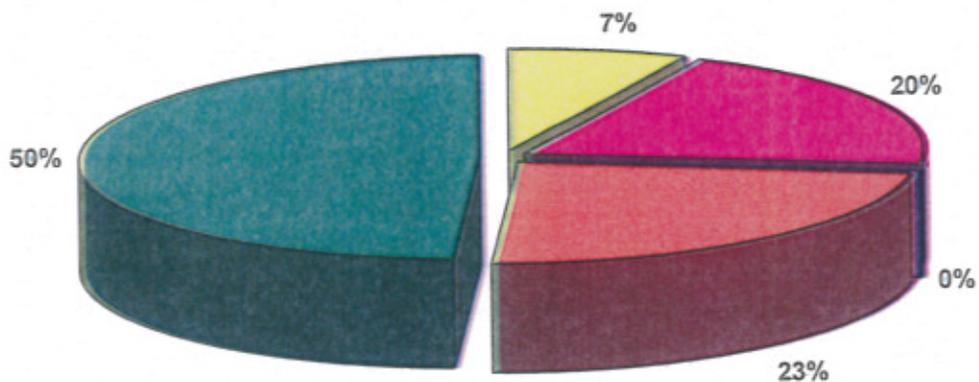
In addition our computer consultants recommend purchasing new computers on an annual basis. The Capital budget would include:

\$6,000 Computer Equipme3nt (16100)

FY 2010 Proposed Operating Budget Central Texas Regional Mobility Authority

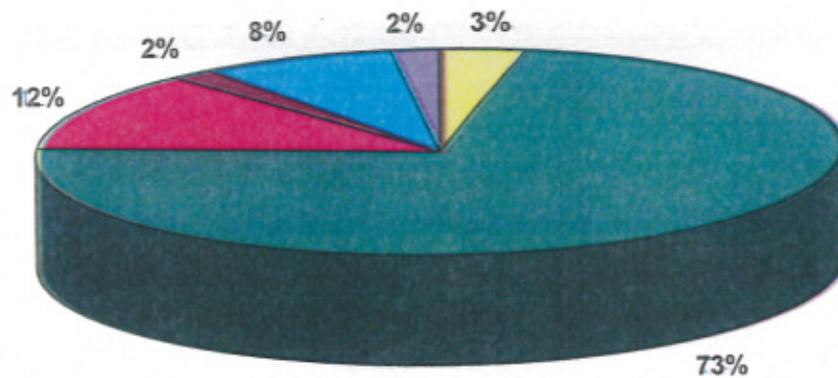
	Budget FY 2010	Budget FY 2009	Increase (Decrease)
Total Salaries & Wages Expense	2,778,081	2,624,917	5.84%
Total Contractual Expenses	7,791,510	7,969,770	-2.24%
Total Materials & Supplies Expense	127,350	154,350	-17.49%
Total Operating Expense	8,967,315	8,328,261	7.67%
Total Financing Expense	18,818,743	11,532,132	63.19%
	<u>38,482,999</u>	<u>30,609,430</u>	<u>25.72%</u>

All Operating Departments by Character



Total Salaries & Wages Expense
 Total Contractual Expenses
 Total Materials & Supplies Expense
 Total Operating Expense
 Total Financing Expense

All Operating Departments by Function



Administration
 Financial Services
 Toll Operations
 Communications
 Engineering
 Legal

Total FY 2010 Proposed Expenditures

38,482,999

Non Cash Expenditures

Amortization Expense

(1,397,000)

Dep Exp- Furniture & Fixtures	19,000
Dep Expense - Equipment	16,440
Dep Expense - Autos & Trucks	4,500
Dep Expense-Building & Toll Fac	160,000
Dep Expense-Highways & Bridges	5,504,000
Dep Expense-Communic Equip	197,000
Dep Expense-Toll Equipment	465,000
Dep Expense - Signs	135,000
Dep Expense-Land Improvemts	49,500
Depreciation Expense-Computers	365,000

Total Depreciation Expense

(6,915,440)

Bond issuance expense Operating

(718,000)

Accreted interest TIFIA

(3,357,215)

Accreted interest CABS

(879,944)

BAB discount amortization

(50,000)

Capitalized Interest 183A Extension

(4,870,833)

Total non cash expenditures

(18,188,433)

20,294,566

Central Texas Regional Mobility Authority
 FY 2010 Proposed Operating Budget
 All Operating Departments

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Revenue				Page 4
Toll Revenue-Cash-183A Op fnd	530,000	0		-
Total Toll Revenue -Cash Rev fnd	530,000	595,045	112.27%	-
Toll Revenue-TxTag-183A Op fund		0		17,250,000
Toll Revenue - TxTag Rev fnd	13,040,000	12,730,467	97.63%	-
Toll Revenue-HCTRA-183A	350,000	414,431	118.41%	565,000
Toll Revenue-NTTA-183A	180,000	234,892	130.50%	306,000
Total Toll Revenue -Toll Tags	0	0		18,121,000
Video Tolls	430,000	1,207,689	280.86%	1,250,000
Fee Revenue	0	639,394		812,500
Interest Income TxDOT Grant Fund	0	229,039		-
Interest Income Sub lien DSF Fund	0	86		-
Interest Income DSF Fund	0	19,798		-
Interest Income DSRF Fund	0	184,668		-
Interest Income R&R Fund	0	17,616		-
Interest Income General fnd	0	107,634		-
Interest Income Construct fnd	0	95,453		-
Interest Income Op fnd	1,133,500	208,477	18.39%	900,000
Interest Income Rev fnd	0	9,551		-
Interest Income Add'l Proj fnd	0	77,760		-
Reimbursed Expenditures	0	3,087		-
Total Revenue	16,193,500	16,775,088	103.59%	21,083,500

Central Texas Regional Mobility Authority
 FY 2010 Proposed Operating Budget
 All Operating Departments

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Page 5				
Expenditures				
Salary & Wage Expense				
Regular	1,729,245	1,365,862	78.99%	1,827,603
Part Time	12,000	111	0.92%	22,000
Overtime	4,000	71	1.79%	4,000
Contractual Employees	105,000	38,998	37.14%	105,000
TCDRS	244,264	182,682	74.79%	273,122
FICA	85,441	65,804	77.02%	89,997
FICA MED	26,031	20,032	76.96%	27,602
Health Insurance	184,994	133,450	72.14%	200,700
Life Insurance	5,707	4,618	80.92%	6,214
Auto Allowance	9,000	8,625	95.83%	9,000
Other Benefits	152,156	40,633	26.70%	160,863
Unemployment Taxes	2,079	1,607	77.31%	1,980
Salary Reserve	65,000	0		50,000
Total Salaries & Wages	2,624,917	1,862,492	70.95%	2,778,081
Contractual Services				
Professional Services				
Accounting	9,000	9,524	105.83%	9,000
Auditing	40,000	37,626	94.07%	45,000
General Engineering Consultant	360,000	1,130,790	314.11%	1,250,000
General System Consultant	250,000	124,659	49.86%	175,000
Toll Collection Contract	1,440,000	632,415	43.92%	0
Image Processing	0	0		540,000
Toll collection mgt admin	75,000	58,462	77.95%	0
CSC mgt admin	45,000	9,045	20.10%	0
Facility maintenance	100,000	85,739	85.74%	75,000
Traffic management	0	5,622		0
Toll perform plan	25,000	6,460	25.84%	0
Human Resources	25,000	6,192	24.77%	15,000
Legal	200,000	111,904	55.95%	400,000
Photography	20,000	5,605	28.02%	15,000
Traffic & Revenue Consultants	40,000	0		20,000
Meeting Transcripts	1,000	0		1,000
Total Professional Services	2,630,000	2,224,046	84.56%	2,545,000

Central Texas Regional Mobility Authority
 FY 2010 Proposed Operating Budget
 All Operating Departments

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Page 6				
Other Contractual Services				
IT Services	170,000	68,897	40.53%	75,000
Graphic Design Services	20,000	10,013	50.06%	15,000
Website Maintenance	20,000	19,654	98.27%	20,000
Research Services	30,000	5,135	17.12%	30,000
Copy Machine	11,800	8,533	72.31%	11,000
Software Licenses	23,000	12,203	53.06%	23,000
ETC Maintenance Contract	1,188,000	851,103	71.64%	1,288,000
ETC Development	399,000	19,375	4.86%	125,000
ETC Testing	100,000	945	0.95%	30,000
Communications and Marketing	125,000	112,888	90.31%	135,000
Advertising	100,000	69,588	69.59%	50,000
Direct Mail	15,000	0		10,000
Video Production	10,000	3,400	34.00%	10,000
Television	5,000	0		5,000
Radio	25,000	21,066	84.26%	20,000
Other Public Relations	2,500	0		2,500
Law Enforcement	260,000	198,606	76.39%	230,000
Special assignments	30,000	0		10,000
Traffic Management	50,000	43,034	86.07%	72,000
Emergency Maintenance	40,000	0		10,000
Railroad Crossing Maintenance	10,000	0		0
Contingency Projects	100,000	0		0
Roadway Maintenance Contract	300,000	141,618	47.21%	200,000
Landscape Maintenance	100,000	81,934	81.93%	240,000
Signal & Illumination Main	250,000	214,503	85.80%	250,000
Mowing and litter control	352,500	248,881	70.60%	350,000
Hazardous material cleanup	15,000	0		10,000
Striping	50,000	10,546	21.09%	30,000
Graffiti removal	5,000	936	18.72%	10,000
Cell Phones	9,760	6,764	69.30%	8,600
Local phone service	18,500	20,811	112.49%	22,000
Long Distance	1,500	317	21.16%	1,000
Internet	6,060	4,379	72.25%	6,060
Fiber Optic System	62,900	30,534	48.54%	63,000
Other Communication Expense	2,000	1,844	92.22%	2,150
Subscriptions	2,000	866	43.29%	2,250
Memberships	16,000	23,830	148.94%	24,900
Continuing Education	2,150	3,404	158.33%	2,000
Professional Development	15,250	155	1.02%	10,550
Seminars and Conferences	32,250	22,805	70.71%	32,500
Staff-Travel	94,500	45,783	48.45%	80,500
Other Contractual Svcs	1,500	0		0
TxTag Collection Fees	1,077,600	577,066	53.55%	1,480,000
Contractual Contingencies	191,000	755	0.40%	249,500
Total Other Contractual Services	5,339,770	2,882,170	53.98%	5,246,510
Total Contractual Expenses	7,969,770	5,106,216	64.07%	7,791,510

**Central Texas Regional Mobility Authority
 FY 2010 Proposed Operating Budget
 All Operating Departments**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Materials and Supplies				Page 7
Books & Publications	10,200	13,686	134.18%	13,100
Office Supplies	19,600	2,974	15.18%	16,000
Computer Supplies	5,250	5,436	103.54%	4,500
Copy Supplies	2,000	353	17.66%	2,000
Annual Report printing	10,000	9,149	91.49%	10,000
Other Printed Reports	20,500	17,756	86.62%	20,500
Direct Mail printing	20,000	0		10,000
Office Supplies printed Operating	1,000	1,401	140.11%	1,000
Office Supplies printed Revenue	1,000	40	3.98%	0
Maintenance Supplies	100	0		100
Promotional Items	10,000	117	1.17%	10,000
Displays	5,000	4,860	97.20%	5,000
ETC spare parts expense	35,000	0		30,000
Tools & Equipment	11,500	967	8.41%	1,650
Misc Materials & Supplies	3,200	1,388	43.37%	3,500
Total Materials & Supplies Exp	154,350	58,128	37.66%	127,350

Central Texas Regional Mobility Authority
 FY 2010 Proposed Operating Budget
 All Operating Departments

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Page 8				
Operating Expenses				
Gasoline	6,000	4,050	67.49%	4,500
Mileage Reimbursement	17,550	5,106	29.09%	13,100
Toll Tag Expense	1,650	2,348	142.29%	3,275
Parking	41,790	32,608	78.03%	37,900
Meeting Facilities	3,400	0		1,050
Community Meetings/Events	20,000	0		5,000
Meeting Expense	7,250	3,677	50.71%	5,500
Public Notices	9,800	564	5.75%	3,300
Postage	8,750	2,065	23.60%	8,100
Overnight Delivery Services	2,850	185	6.50%	2,350
Local Delivery Services	3,100	1,696	54.70%	3,700
Insurance Expense	156,000	110,895	71.09%	140,300
Repair and Maintenance General	500	1,336	267.29%	500
Repair and Maintenance-Vehicles	1,000	1,533		1,000
Repair and Maintenance-Toll Equipment	15,000	1,405		15,000
Rent	192,191	168,713		205,000
Water	8,500	4,130	48.59%	7,500
Electricity	122,000	93,842	76.92%	121,700
Amortization Expense	1,140,000	1,250,903	109.73%	1,397,000
Dep Exp- Furniture & Fixtures	18,000	17,309	96.16%	19,000
Dep Expense - Equipment	4,200	13,915	331.32%	16,440
Dep Expense - Autos & Trucks	4,080	4,027	98.70%	4,500
Dep Expense-Buildng & Toll Fac	177,600	161,845	91.13%	160,000
Dep Expense-Highways & Bridges	5,040,000	4,954,021	98.29%	5,504,000
Dep Expense-Communic Equip	196,800	180,282	91.61%	197,000
Dep Expense-Toll Equipment	480,000	423,300	88.19%	465,000
Dep Expense - Signs	144,000	121,459	84.35%	135,000
Dep Expense-Land Improvemts	54,000	45,435	84.14%	49,500
Depreciation Expense-Computers	384,000	334,701	87.16%	365,000
Other Licenses	1,250	568	45.46%	1,100
Community Initiatives	67,000	44,334	66.17%	75,000
Total Operating Expense	8,328,261	7,986,251	95.89%	8,967,315

Central Texas Regional Mobility Authority
 FY 2010 Proposed Operating Budget
 All Operating Departments

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating Page 9
Financing Expenses				
Arbitrage Rebate Calculation	3,500	2,500	71.43%	4,000
Bond issuance expense Operating	276,000	279,243	101.18%	718,000
Loan Fees	11,000	11,500	104.55%	11,000
Rating Agency Expense	25,000	25,000	100.00%	25,000
Trustee Fees Revenue	2,000	2,000	100.00%	2,000
Bank Fees Operating	25,000	17,404	69.62%	25,000
Bank Fees Revenue	25,000	110	0.44%	0
Interest ExpenseSub DSF		3,205,132		3,357,215
Interest Expense DSF	11,144,632	8,281,811	74.31%	13,190,278
Interest Expense Short term Financing				1,456,250
Contingency	20,000	3,500	17.50%	30,000
Total Financing Expense	11,532,132	11,828,201	102.57%	18,818,743
Total Expenses	30,609,430	26,841,288	87.69%	38,482,999
Net Income	-14,415,930	-10,066,200		-17,399,499
				18,168,433
				\$ 788,934

FY 2010 Operating Budget Administration Department

The primary role of the Administration Department is the oversight and daily management of the Mobility Authority's projects and activities. In addition to the executive director, this department also houses administrative support staff consisting of the office manager, senior administrative assistant and front desk receptionist. One new position – Project Coordinator - is proposed for FY 2010. The Deputy Executive Director is also in this department.

Under the direction of the executive director, this department is responsible for advancing the Mobility Authority's strategic mission and objectives. Serving as a direct liaison with governmental agencies and entities addressing transportation issues throughout the Central Texas region, the executive director serves as the primary communicator and provides information and available resources to assist in the development and implementation of mobility plans and projects.

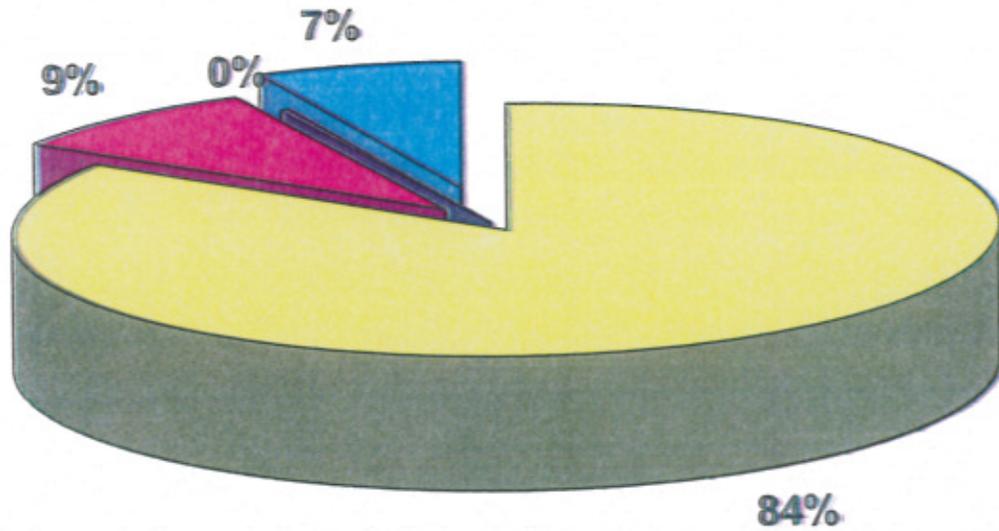
The administration department also provides front-line customer service to the general public and all who make contact with the office. Community development and outreach is another critical function housed in this department. Through a strong presence in the communities we serve, the public involvement process and outreach efforts are on-going activities that begin prior to each project's inception and remain consistent through the life of the project.

There will be an increase of \$86,009 in salaries and wages for fiscal year 2010 when compared to fiscal year 2009 mostly a result of the proposed Project Coordinator position. All other categorical expenses remain relatively the same when compared to the prior fiscal year.

**Central Texas Regional Mobility Authority
Administration Department**

	FY 10 Proposed	FY 09	Increase (Decrease)
Total Salaries & Wages	1,093,114	1,007,105	8.54%
Total Contractual Expenses	110,900	118,650	-6.53%
Total Materials & Supplies Expense	3,500	2,600	34.62%
Total Operating Expense	86,700	79,650	8.85%
Total Financing Expense	0	0	
Total Expenses	<u>1,294,214</u>	<u>1,208,005</u>	<u>7.14%</u>

Administration by Character



■ Total Salaries & Wages	■ Total Contractual Expenses
■ Total Materials & Supplies Expense	■ Total Operating Expense

**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Administration**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Expenditures				
Salary & Wage Expense				
Regular	628,287	459,151	73.08%	684,595
Part Time	12,000	111	0.92%	12,000
Overtime	3,000	71	2.38%	3,000
Contractual Employees	0	492		
TCDRS	95,170	59,394	62.41%	108,691
FICA	33,029	19,738	59.76%	36,490
FICA MED	10,053	6,403	63.70%	10,869
Health Insurance	68,482	48,126	70.28%	91,000
Life Insurance	2,090	1,501	71.82%	2,362
Auto Allowance	9,000	8,625	95.83%	9,000
Other Benefits	80,301	12,283	15.30%	84,415
Unemployment Taxes	693	469	67.72%	693
Salary Reserve	65,000	0		50,000
Total Salaries & Wages	1,007,105	616,364	61.20%	1,093,114
Contractual Services				
Professional Services				
Total Professional Services	0	0		0
Other Contractual Services				
IT Services	0	1,950		-
Cell Phones	3,000	2,518	83.94%	3,500
Other Communication Expense	500	514	102.82%	650
Subscriptions	500	674	134.76%	750
Memberships	12,000	21,645	180.38%	21,000
Continuing Education	150	2,950	1966.67%	
Professional Development	10,000	0		5,000
Seminars and Conferences	15,000	11,310	75.40%	15,000
Staff-Travel	64,000	27,895	43.59%	50,000
Contractual Contingencies	13,500	755	5.59%	15,000
Total Other Contractual Services	118,650	70,211	59.17%	110,900
Total Contractual Expenses	118,650	70,211	59.17%	110,900

**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Administration**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
				Page 12
Materials and Supplies				
Books & Publications	100	201	200.84%	1,500
Office Supplies	250	0		
Computer Supplies	250	0		
Tools & Equipment	1,000	198	19.77%	1,000
Misc Materials & Supplies	1,000	339	33.91%	1,000
Total Materials & Supplies Exp	2,600	738	28.37%	3,500
Operating Expenses				
Mileage Reimbursement	1,500	1,158	77.19%	2,500
Toll Tag Expense	100	50	49.71%	150
Parking	2,500	242	9.68%	700
Meeting Facilities	50	0		50
Meeting Expense	4,500	3,668	81.51%	4,000
Public Notices	0	50		
Postage	2,000	182	9.11%	1,500
Overnight Delivery Services	500	15	2.98%	500
Local Delivery Services	500	1,292	258.31%	1,500
Insurance	0	175		300
Repair and Maintenance	500	1,095	219.00%	500
Rent	500	602	120.40%	
Community Initiatives	67,000	44,334	66.17%	75,000
Total Operating Expense	79,650	52,863	66.37%	86,700
Financing Expenses				
Total Financing Expense	0	0		0
Total Expenses	1,208,005	740,175	61.27%	1,294,214

Financial Services

The major increases to the Financial Services Department are related to financing the upcoming transportation projects. Interest expense is projected to increase \$6,860,000 from \$11,144,000 in FY 2009 to approximately \$18,000,000 in FY 2010. The timing of the bond issues will have a material effect on actual interest.

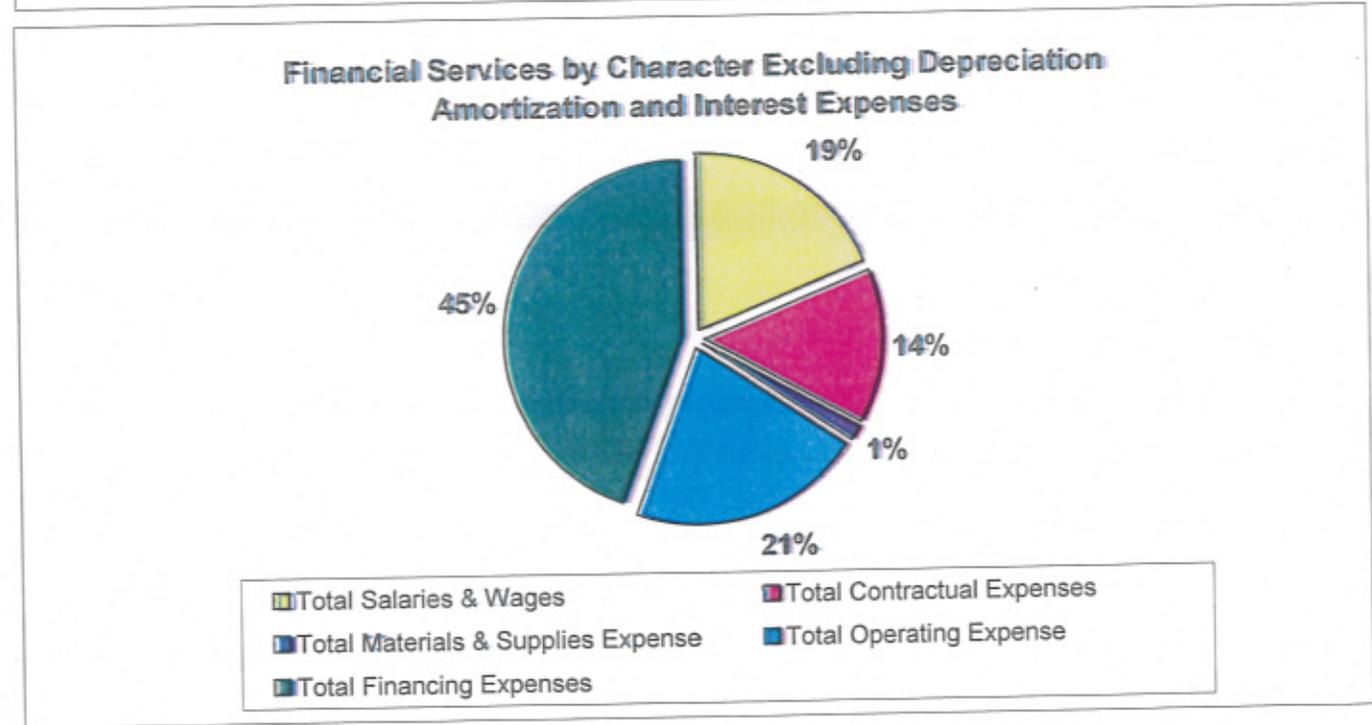
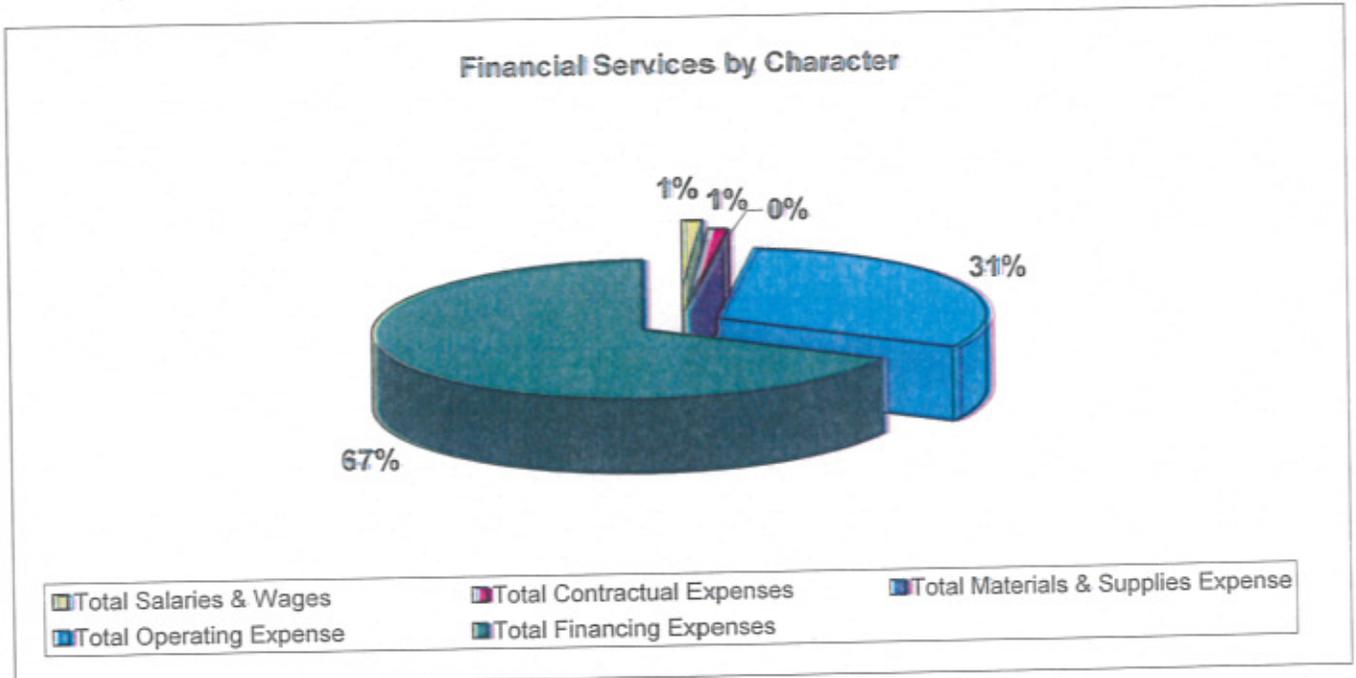
We are continuing efforts to find financing solutions to include:

- TIFIA
- TIGER TIFIA
- Direct placement of mezzanine debt with infrastructure funds, pension funds or insurance companies.
- State Infrastructure Bank loan
- Build America Bonds
- Revenue bonds
- Direct bank loans
- Monoline insurers or other types of credit enhancement

Investment returns will be lower this year due to lower interest rates, but our number one goal is the security of our investments. In addition, during this fiscal year, we will upgrade our financial software.

Central Texas Regional Mobility Authority Financial Services Department

	FY 10 Proposed	FY 09	Increase (Decrease)
Total Salaries & Wages	348,696	334,037	4.39%
Total Contractual Expenses	257,260	286,360	-10.16%
Total Materials & Supplies Expense	24,100	35,400	-31.92%
Total Operating Expense	8,702,365	8,035,871	8.29%
Total Financing Expenses	18,818,743	11,532,132	63.19%
Total Expenses	<u>28,151,164</u>	<u>20,223,800</u>	<u>39.20%</u>



Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Financial Services

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Revenue				Page 14
Interest Income	1,133,500	0		900,000
Total Revenue	1,133,500	0		900,000

**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Financial Services**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Expenditures				
Salary & Wage Expense				
Regular	257,065	240,794	93.67%	255,558
Part Time	0	0		10,000
TCDRS	34,099	30,688	90.00%	37,056
FICA	11,419	10,247	89.74%	11,701
FICA MED	3,727	3,480	93.38%	3,851
Health Insurance	10,183	10,817	106.22%	12,200
Life Insurance	828	778	93.94%	869
Other Benefits	16,419	6,432	39.17%	17,165
Unemployment Taxes	297	226	76.12%	297
Total Salaries & Wages	334,037	303,462	90.85%	348,696
Contractual Services				
Professional Services				
Accounting	9,000	9,520	105.78%	9,000
Auditing	40,000	37,626	94.07%	45,000
Human Resources	25,000	6,192	24.77%	15,000
Total Professional Services	74,000	53,338	72.08%	69,000
Other Contractual Services				
IT Services	100,000	38,939	38.94%	75,000
Copy Machine	11,000	8,533	77.57%	11,000
Software Licenses	23,000	17,822		23,000
Cell Phones	1,400	768	54.89%	1,400
Local phone service	8,500	8,744	102.87%	10,000
Long Distance	1,500	317	21.16%	1,000
Internet	4,560	4,379	96.02%	4,560
Other Communication Expense	1,500	878		1,500
Subscriptions	300	160	53.33%	300
Memberships	1,100	195	17.73%	1,000
Professional Development	0	30		
Seminars and Conferences	3,500	2,214	63.26%	3,500
Staff-Travel	6,000	2,965	49.42%	6,000
Contractual Contingencies	50,000	0		50,000
Total Other Contractual Services	212,360	85,945	40.47%	188,260
Total Contractual Expenses	286,360	139,283	48.64%	257,260

**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Financial Services**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating Page 16
Materials and Supplies				
Books & Publications	300	0		15,000
Office Supplies	15,000	2,974	19.83%	4,500
Computer Supplies	15,000	5,436	36.24%	2,000
Copy Supplies	3,000	353	11.77%	500
Other Printed Reports	500	0		1,000
Office Supplies printed	500	686	137.23%	100
Maintenance Supplies	100	0		1,000
Misc Materials & Supplies	1,000	0		
Total Materials & Supplies Exp	35,400	9,450	26.69%	24,100
Operating Expenses				
Mileage Reimbursement	750	93	12.45%	600
Toll Tag Expense	100	1	1.35%	75
Parking	36,000	32,146	89.29%	36,500
Meeting Facilities	750	0		
Meeting Expense	0	165		750
Postage	1,500	0		1,500
Overnight Delivery Services	1,600	87	5.46%	1,000
Local Delivery Services	0	16		
Insurance Expense	156,000	1,172	0.75%	140,000
Rent	191,691	0		205,000
Electricity	4,500	3,370	74.90%	4,200
Amortization Expense	1,140,000	0		1,397,000
Dep Exp- Furniture & Fixtures	18,000	0		19,000
Dep Expense - Equipment	4,200	0		16,440
Dep Expense - Autos & Trucks	4,080	0		4,500
Dep Expense-Buildng & Toll Fac	177,600	0		160,000
Dep Expense-Highways & Bridges	5,040,000	0		5,504,000
Dep Expense-Communic Equip	196,800	0		197,000
Dep Expense-Toll Equipment	480,000	0		465,000
Dep Expense - Signs	144,000	0		135,000
Dep Expense-Land Improvemts	54,000	0		49,500
Depreciation Expense-Computers	384,000	0		365,000
Other Licenses	300	0		300
Total Operating Expense	8,035,871	37,052	0.46%	8,702,365

**Central Texas Regional Mobility Authority
 FY 2010 Proposed Operating Budget
 Financial Services**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Financing Expenses				
Arbitrage Rebate Calculation	3,500	2,500	71.43%	4,000
Bond issuance expense Operating	276,000	0		718,000
Loan Fees	11,000	11,500	104.55%	11,000
Rating Agency Expense	25,000	25,000	100.00%	25,000
Trustee Fees	2,000	0		2,000
Bank Fees Operating	25,000	3,693	14.77%	25,000
Bank Fees Revenue	25,000	0		
Interest ExpenseSub DSF		3,205,132		3,357,215
Interest Expense DSF	11,144,632	8,281,811		13,190,278
Interest Expense Other Obligations Fund				1,456,250
Contingency	20,000	3,500	17.50%	30,000
Total Financing Expense	11,532,132	11,533,136	100.01%	18,818,743
Total Expenses	20,223,800	12,022,383	59.45%	28,151,164

Communication and Marketing

The Communication and Marketing Department believes that a larger staff or a bigger budget is not always necessary to be successful. We don't believe in spending money solely to preserve existing budgets. To the contrary, we believe that budgets should fluctuate up and down to meet specific needs in any given year.

Last year we launched a major initiative to convert the 183A to cashless toll collection. That initiative required a significant investment in communication and marketing activities. That investment paid off with an extremely smooth transition to cashless tolling. No similar large scale initiatives are expected on 183A in FY 2010. In fact, most of our major activities in FY 2010 will be related to the 183A extension project or the US 290 East (Manor Expressway) project. These projects will occur under separate capital project budgets.

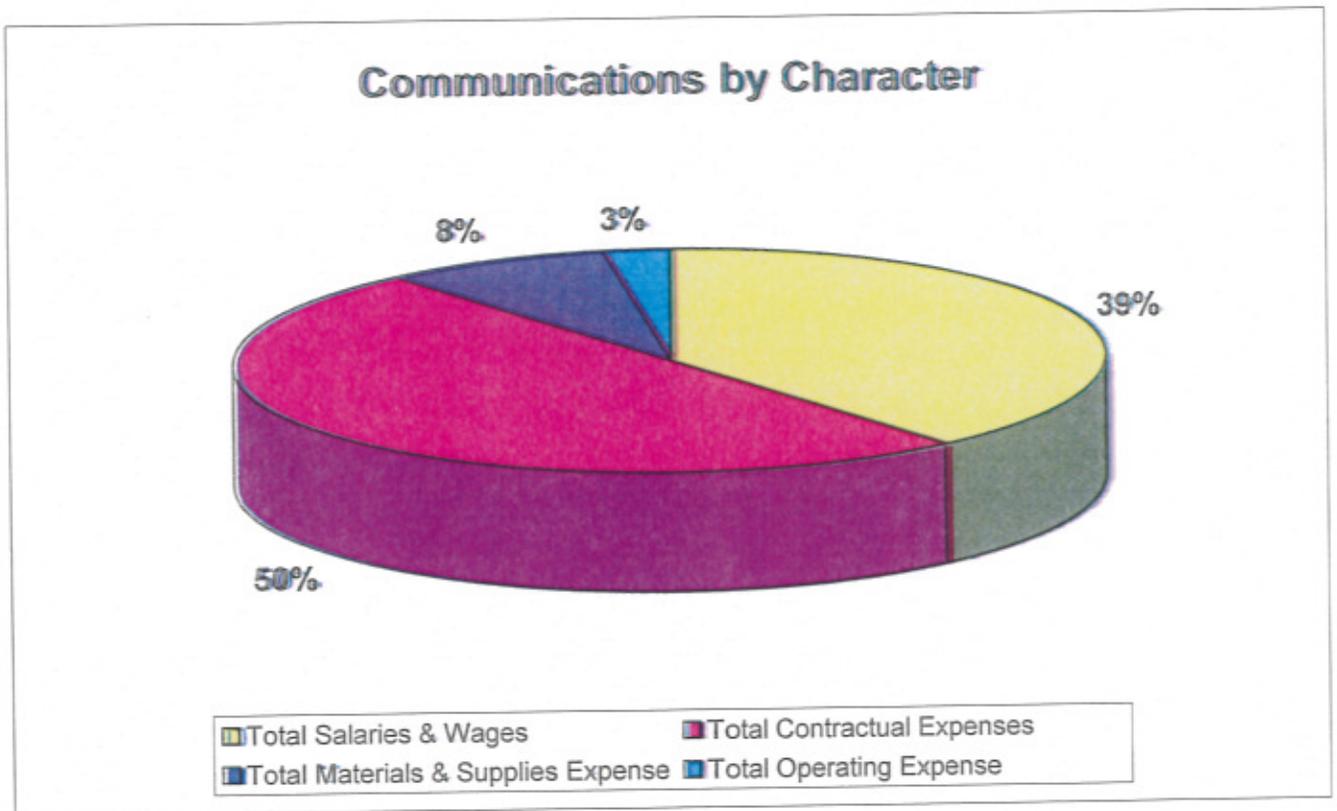
Therefore, in light of the ongoing recession and the need to keep spending under control, the Communication and Marketing Department has established an operating budget that is 10.57% lower than our FY 2009 budget.

As in previous years we intend to keep costs under control and not necessarily spend all of the money allocated in our budget. While most of our savings in FY 2010 will come from a reduction in advertising, we will also continue to maximize the use of existing staff and internal resources to accomplish our program goals in a cost effective manner.

In recent years we have saved a considerable amount of money by bringing the majority of our graphic design work in house. This has allowed us to produce many high end documents including our annual report for virtually nothing except staff time and the cost of printing. With the assistance of our consultant staff at TateAustinHahn we have had access to extremely talented, but cost effective contractors who have helped us develop and maintain our web site, produce award winning marketing campaigns and conduct proactive outreach to the community. In FY 2010 we plan to remain one of the best and most cost effective communication and marketing programs in the toll road industry.

**Central Texas Regional Mobility Authority
Communications Department**

	FY 10 Proposed	FY 09	Increase (Decrease)
Total Salaries & Wages	261,529	240,699	8.65%
Total Contractual Expenses	334,600	393,800	-15.03%
Total Materials & Supplies Expense	56,100	76,100	-26.28%
Total Operating Expense	16,900	37,600	-55.05%
Total Financing Expenses	0	0	
Total Expenses	669,129	748,199	-10.57%



**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Communications**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
				Page 19
Expenditures				
 Salary & Wage Expense				
Regular	172,171	156,690	91.01%	188,123
TCDRS	22,704	19,939	87.82%	25,828
FICA	10,112	8,992	88.93%	10,473
FICA MED	2,496	2,194	87.90%	2,728
Health Insurance	21,358	17,348	81.22%	21,500
Life Insurance	551	502	91.15%	606
Other Benefits	11,010	9,147	83.07%	11,975
Unemployment Taxes	297	228	76.88%	297
Total Salaries & Wages	240,699	215,040	89.34%	261,529
 Contractual Services				
 Professional Services				
Photography	20,000	5,605	28.02%	15,000
Communication and Marketing Consult	0	43,734		
Total Professional Services	20,000	49,339	246.69%	15,000
 Other Contractual Services				
IT Services	0	356		
Graphic Design Services	20,000	10,013	50.06%	15,000
Website Maintenance	20,000	19,654	98.27%	20,000
Research Services	30,000	5,135	17.12%	30,000
Communications and Marketing	125,000	114,050	91.24%	135,000
Advertising	100,000	69,606	69.61%	50,000
Direct Mail	15,000	0		10,000
Video Production	10,000			10,000
Television	5,000	0		5,000
Radio	25,000	21,066	84.26%	20,000
Other Public Relations	2,500	0		2,500
Cell Phones	800	551	68.88%	600
Subscriptions	500	32	6.40%	500
Memberships	1,000	990	99.00%	1,000
Professional Development	5,000	0		5,000
Seminars and Conferences	5,000	3,380	67.60%	5,000
Staff-Travel	9,000	6,534	72.60%	10,000
Total Other Contractual Services	373,800	251,367	67.25%	319,600
Total Contractual Expenses	393,800	300,706	76.36%	334,600

**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Communications**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
				Page 20
Materials and Supplies				100
Books & Publications	100	0		1,000
Office Supplies	1,000	0		10,000
Annual Report printing	10,000	9,149	91.49%	20,000
Other Printed Reports	20,000	17,756	88.78%	10,000
Direct Mail printing	20,000	0		10,000
Office Supplies printed	0	663		
Promotional Items	10,000	117	1.17%	10,000
Displays	5,000	4,860	97.20%	5,000
Tools & Equipment	10,000	0		
Total Materials & Supplies Exp	76,100	32,545	42.77%	56,100
Operating Expenses				
Mileage Reimbursement	4,000	891	22.27%	2,000
Toll Tag Expense	400	84	21.00%	200
Parking	200	0		200
Meeting Facilities	2,500	0		1,000
Community Meeting/Events	20,000			5,000
Meeting Expense	2,500	60	2.39%	500
Public Notices	2,000	0		2,000
Postage	5,000	1,883	37.65%	5,000
Overnight Delivery Services	500	0		500
Local Delivery Services	500	379	75.87%	500
Total Operating Expense	37,600	3,297	8.77%	16,900
Financing Expenses				
Total Financing Expense	0	0		0.00
Total Expenses	748,199	551,588	73.72%	669,129

Toll Operations

CTRMA will begin its second full year of operating 183A in fiscal year 2010.

In the past thirteen months we implemented two key programs that allowed us to decrease operating cost while helping increase revenue. CTRMA is the first agency in the country to use a collections firm as our payment processor and we are the first agency in the United States to transition to cashless tolling. Operationally, we are well positioned to take advantage of or adjust to future changes in the toll industry.

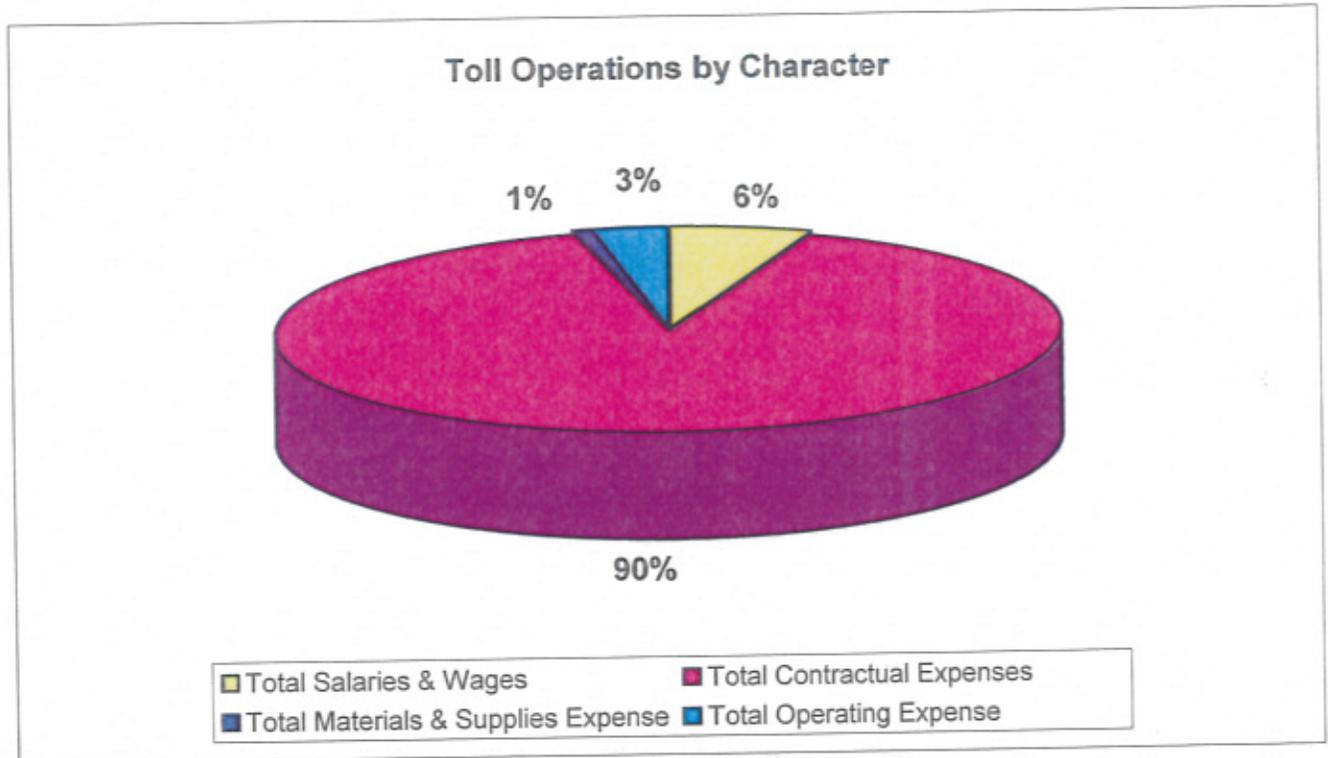
In May 2008 we assumed full responsibility for our violation process while simultaneously beginning the Pay-By-Mail program. We contracted with a collection firm, Municipal Services Bureau, to become our payment processor. CTRMA saw a present cost value of over \$85,000 and an annual benefit of \$560,200 with this contract. The present value benefit to CTRMA over the life of the five-year contract is approximately \$2,400,000.

The early success of Pay-By-Mail coupled with greater than 75% toll tag penetration enhanced our transition to cashless tolling which began on December 1, 2008. We were spending \$1,440,000. in labor and operational costs to collect \$1,700,000 in cash tolls annually. That transition reduced professional services contracts within operations by eighty-six percent (86%). Revenue from Pay-By-Mail and violation processing is projected to exceed \$2,000,000. We've lowered our operating cost and increased revenue.

CTRMA is required by bond indentures and expected from bond holders to operate in the most efficient manner possible. Although the work is performed with the assistance of several contractual vendors ultimate responsibility rests with the Mobility Authority and its staff which oversee those efforts.

Central Texas Regional Mobility Authority Toll Operations Department

	FY 10 Proposed	FY 09	Increase (Decrease)
Total Salaries & Wages	272,391	283,981	-4.08%
Total Contractual Expenses	4,214,300	5,203,160	-19.00%
Total Materials & Supplies Expense	31,000	36,750	-15.65%
Total Operating Expense	148,700	152,590	-2.55%
Total Financing Expenses	0	0	
Total Expenses	4,666,391	5,676,481	-17.79%



**Central Texas Regional Mobility Authority
 FY 2010 Proposed Operating Budget
 Toll Operations**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Revenue				Page 22
Toll Revenue-Cash-183A	530,000	0		17,250,000
Toll Revenue-TxTag-183A	13,040,000	0		565,000
Toll Revenue-HCTRA-183A	350,000	0		306,000
Toll Revenue-NTTA-183A	180,000	0		18,121,000
Total Toll Revenue -Toll Tags	0	0		1,250,000
Video Tolls	430,000	0		812,500
Fee Revenue	0	0		
Total Revenue	14,530,000	0		20,183,500

**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Toll Operations**

**Proposed
FY 2010
Operating**

Page 23

Expenditures

Salary & Wage Expense

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
Regular	200,258	171,193	85.49%	200,296
TCDRS	26,146	22,092	84.49%	29,043
FICA	9,889	8,377	84.71%	9,746
FICA MED	2,904	2,410	82.98%	2,904
Health Insurance	31,539	14,460	45.85%	16,000
Life Insurance	635	558	87.86%	681
Other Benefits	12,313	7,110	57.75%	13,523
Unemployment Taxes	297	297	100.00%	198

Total Salaries & Wages

283,981	226,497	79.76%	272,391
----------------	----------------	---------------	----------------

Contractual Services

Professional Services

General Engineering Consultant	50,000	0		50,000
General System Consultant	250,000	124,659	49.86%	175,000
Toll Collection Contract	1,440,000	632,415	43.92%	
Image Processing	0	0		540,000
Toll collection mgt admin	75,000	58,462	77.95%	
CSC mgt admin	45,000	9,045	20.10%	
Facility maintenance	0	84,232		
Traffic management	0	5,622		
Toll perform plan	25,000	6,460	25.84%	

Total Professional Services

1,885,000	920,896	48.85%	765,000
------------------	----------------	---------------	----------------

Other Contractual Services

ETC Maintenance Contract	1,188,000	851,103	71.64%	1,288,000
ETC Development	399,000	19,375	4.86%	125,000
ETC Testing	100,000	945	0.95%	30,000
Law Enforcement	260,000	198,606	76.39%	230,000
Special assignments	30,000	0		10,000
Traffic Management	50,000	43,034	86.07%	72,000
Signal & Illumination Main	0	185		
Cell Phones	2,160	1,126	52.12%	800
Local phone service	10,000	12,066	120.66%	12,000
Internet	1,500	0		1,500
Fiber Optic System	62,900	30,534	48.54%	63,000
Other Communication Expense	0	452		
Subscriptions	500	0		500
Memberships	1,000	1,000	100.00%	1,000
Seminars and Conferences	3,500	1,450	41.43%	3,500
Staff-Travel	7,000	2,042	29.17%	7,000
TxTag Collection Fees	1,077,600	577,066		1,480,000
Contractual Contingencies	125,000	0		125,000

Total Other Contractual Services

3,318,160	1,738,985	52.41%	3,449,300
------------------	------------------	---------------	------------------

Total Contractual Expenses

5,203,160	2,659,881	51.12%	4,214,300
------------------	------------------	---------------	------------------

**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Toll Operations**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 Operating
				Page 24
Materials and Supplies				
Office Supplies	250	0		
Office Supplies printed	500	0		
ETC spare parts expense	35,000	0		30,000
Tools & Equipment	0	115		
Misc Materials & Supplies	1,000	0		1,000
Total Materials & Supplies Exp	36,750	115	0.31%	31,000
Operating Expenses				
Gasoline	0	3,073		
Mileage Reimbursement	8,000	1,276	15.95%	\$ 6,000.00
Toll Tag Expense	100	1,595	1594.86%	\$ 2,000.00
Parking	2,940	15	0.51%	\$ 300.00
Meeting Facilities	100	0		
Meeting Expense	0	0		100
Postage	250	0		100
Overnight Delivery Services	100	-4	-3.97%	100
Local Delivery Services	100	0		100
Repair and Maintenance-Vehicles	0	1,242		
Repair and Maintenance-Toll Equipment	15,000	1,405		15,000
Water	8,500	4,130	48.59%	7,500
Electricity	117,500	91,071	77.51%	\$ 117,500.00
Total Operating Expense	152,590	103,803	68.03%	148,700
Financing Expenses				
Total Expenses	5,676,481	2,990,297	52.68%	4,666,391

Engineering Department

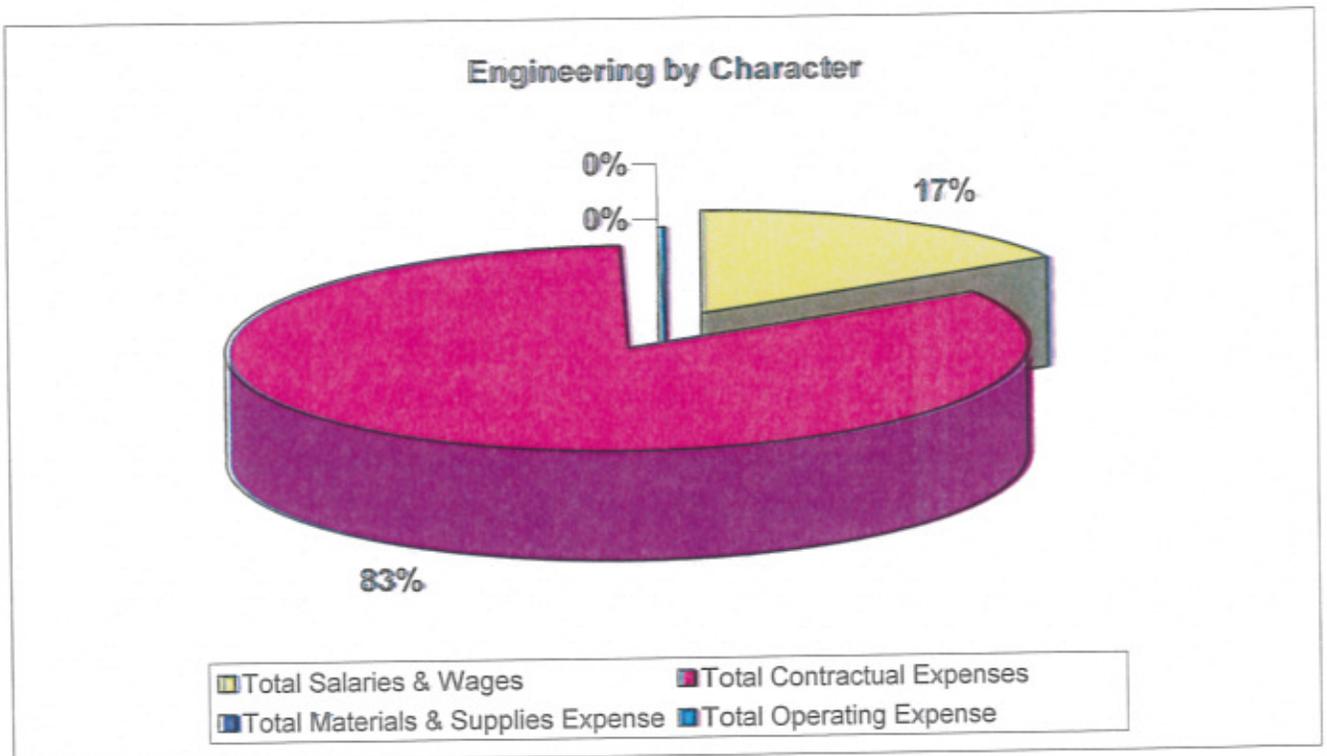
- a. Major elements of work in the Engineering Budget include;
 1. Continued support for oversight of maintenance activities on 183A
 2. Oversight for implementation of 183A extension
 3. Oversight for implementation of 290E
 4. Deployment of CTRMA project "dashboard"
 5. Coordination activities on all other candidate toll projects listed in the implementation plan – SH 45SW, US 183, SH 71E, US 290W at the "Y", Loop 1 Managed Lanes
 6. Continued coordination with Local Governments and Developers along the 183A corridor.
- b. Efficiencies or cost savings
 1. Cost savings and efficiencies for professional service activities are achieved in the management of those activities. New policies concerning invoices for GEC activities include a detailed summary of activities during the billing period, potential issues and activities planned for next billing cycle.
 2. Implementation of the CTRMA project "dashboard" should result in a more integrated and efficient method for communicating the status of any transportation project. Old methodology was to call technical people together for an update of various activities resulting in an inefficient expensive exercise of manual updates on some cycle outside the normal business activities for project management. The dashboard will capitalize on routine business practices to extract data and present it in a snapshot format to allow instant recognition of "where are we" on a particular project.

It is critical to have the Director of Engineering as an "in-house" resource to assure without doubt that the owner's perspective is being represented in all engineering aspects, especially when using engineering judgment. This in-house resource avoids issues (real and perceived) of conflict resulting from marketing services to other local government agencies. Compromises that are reached with other entities have the CTRMA interests served and do not share interest with future employment prospects.

In summary, the in-house Director of Engineering provides direction and judgment that is singular in focus with respect to the overall health of the agency.

Central Texas Regional Mobility Authority Engineering Department

	FY 10 Proposed	FY 09	Increase (Decrease)
Total Salaries & Wages	493,737	463,426	6.54%
Total Contractual Expenses	2,460,750	1,755,050	40.21%
Total Materials & Supplies Expense	1,150	200	
Total Operating Expense	8,900	17,150	
Total Financing Expenses	0	0	
Total Expenses	2,964,537	2,235,826	



**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Engineering**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010
Expenditures				
Page 26				
Salary & Wage Expense				
Regular	264,750	189,180	71.46%	284,098
Contractual Employees	105,000	71,475	68.07%	105,000
TCDRS	37,065	24,437	65.93%	41,194
FICA	11,982	9,984	83.32%	12,279
FICA MED	3,839	2,707	70.51%	4,119
Health Insurance	21,470	15,599	72.66%	26,500
Life Insurance	900	617	68.58%	966
Other Benefits	18,123	2,681	14.79%	19,283
Unemployment Taxes	297	198	66.67%	297
Total Salaries & Wages	463,426	316,878	68.38%	493,737
Contractual Services				
Professional Services				
General Engineering Consultant	310,000	1,130,790	364.77%	1,200,000
Facility maintenance	100,000	1,508	1.51%	75,000
Traffic & Revenue Consultants	40,000	0		20,000
Total Professional Services	450,000	1,132,298	251.62%	1,295,000
Other Contractual Services				
IT Services	70,000	27,652	39.50%	
Copy Machine	800	0		
Emergency Maintenance	40,000	0		10,000
Railroad Crossing Maintenance	10,000	0		
Contingency Projects	100,000	0		
Roadway Maintenance Contract	300,000	141,618	47.21%	200,000
Landscape Maintenance	100,000	81,934	81.93%	240,000
Signal & Illumination Main	250,000	214,318	85.73%	250,000
Mowing and litter control	352,500	248,881	70.60%	350,000
Hazardous material cleanup	15,000	0		10,000
Striping	50,000	10,546	21.09%	30,000
Graffiti removal	5,000	936	18.72%	10,000
Cell Phones	1,500	1,040	69.36%	1,500
Professional Development	250	0		250
Seminars and Conferences	4,000	2,386	59.64%	3,000
Staff-Travel	6,000	3,383	56.38%	4,000
Contractual Contingencies	0	0		57,000
Total Other Contractual Services	1,305,050	732,694	56.14%	1,165,750
Total Contractual Expenses	1,755,050	1,864,992	106.26%	2,460,750

**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Engineering**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010
				Page 27
Materials and Supplies				
Tools & Equipment	0	654		650
Misc Materials & Supplies	200	1,049	524.39%	500
Total Materials & Supplies Exp	200	1,703	851.36%	1,150
Operating Expenses				
Gasoline	6,000	977	16.28%	4,500
Mileage Reimbursement	1,500	734	48.91%	1,000
Toll Tag Expense	750	618	82.38%	750
Parking	100	100	100.00%	150
Meeting Expense	0	24		
Public Notices	7,500	514	6.85%	1,000
Overnight Delivery Services	0	0		100
Local Delivery Services	0	0		100
Repair and Maintenance	0	241		
Repair and Maintenance-Vehicles	1,000	291		1,000
Other Licenses	300	303	101.07%	300
Total Operating Expense	17,150	3,801	22.17%	8,900
Financing Expenses				
Total Financing Expense	0	0		0
Total Expenses	2,235,826	2,187,374	97.83%	2,964,537

LEGAL DEPARTMENT

The 2009-2010 fiscal year budget includes the salaries and benefits for the general counsel as well as an administrative assistant. It also includes costs related to research and operational expenses necessitated by providing general legal services "in-house" as well as budgetary provisions for the use of outside legal counsel in areas requiring specific legal expertise and addressing potential litigation involving the Authority.

The overall 2009-2010 operating budget for legal services is projected to be \$737,564, which is an increase of \$213,145 over the 2008-2009 FY budget. This increase is almost entirely the result of increasing the budgeted amount for outside legal services to \$400,000 over last year's \$200,000 figure.

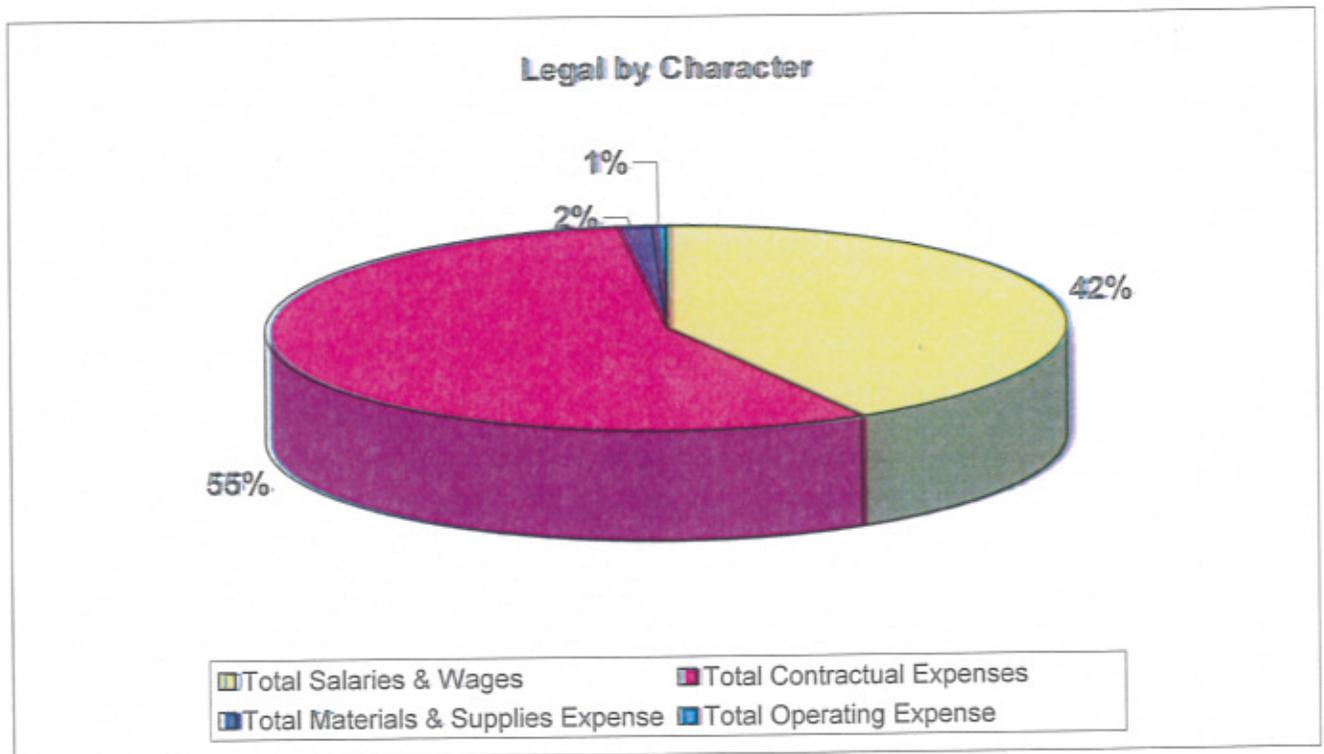
This significant increase is the result of the possibility of legal challenges related to the region's transportation planning and financing efforts, as well as in relation to the existing 183A roadway. It is prudent to anticipate challenges arising in connection with matters associated with regional project development, as well as disputes related to the operation of our current facilities. The proposed budget reflects an effort to provide for such potentialities while attempting to realistically anticipate the reasonable requirements of the Authority.

Other than the specific increase discussed above, the legal department continues to experience success in reducing reliance on outside legal counsel services in addressing month to month administrative and operational issues. With the lack of significant litigation during the 2008-2009 fiscal year, less than 40% of the outside legal services budget was actually expended.

Efforts will continue to ensure that the CTRMA is provided with the legal services and expertise it requires, while continually working to keep the associated costs as low as possible.

**Central Texas Regional Mobility Authority
Legal Department**

	FY 10 Proposed	FY 09	Increase (Decrease)
Total Salaries & Wages	308,614	295,669	4.38%
Total Contractual Expenses	413,700	212,750	94.45%
Total Materials & Supplies Expense	11,500	10,600	8.49%
Total Operating Expense	3,750	5,400	-30.56%
Total Financing Expenses	0	0	
Total Expenses	<u>737,564</u>	<u>524,419</u>	<u>40.64%</u>



**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Legal**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 operating
Expenditures				
Salary & Wage Expense				
Regular	206,714	202,663	98.04%	214,933
Overtime	1,000	0		1,000
TCDRS	29,080	26,133	89.86%	31,310
FICA	9,010	8,465	93.95%	9,308
FICA MED	3,012	2,838	94.23%	3,131
Health Insurance	31,962	27,100	84.79%	33,500
Life Insurance	703	662	94.13%	731
Other Benefits	13,990	2,980	21.30%	14,502
Unemployment Taxes	198	184	93.05%	198
Total Salaries & Wages	295,669	271,025	91.67%	308,614
Contractual Services				
Professional Services				
Legal	200,000	102,404	51.20%	400,000
Meeting Transcripts	1,000	0		1,000
Total Professional Services	201,000	102,404	50.95%	401,000.00
Other Contractual Services				
Cell Phones	900	760	84.44%	800
Subscriptions	200	0		200
Memberships	900	0		900
Continuing Education	2,000	454	22.71%	2,000
Professional Development	0	125		300
Seminars and Conferences	1,250	1,938	155.02%	2,500
Staff-Travel	2,500	2,963	118.53%	3,500
Other Contractual Svcs	1,500	0		
Contractual Contingencies	2,500	0		2,500
Total Other Contractual Services	11,750	6,240	53.11%	12,700
Total Contractual Expenses	212,750	108,645	51.07%	413,700

**Central Texas Regional Mobility Authority
FY 2010 Proposed Operating Budget
Legal**

	Budget FY 2009	Actual Year To Date 6/19/2009	Percent of Budget	Proposed FY 2010 operating
Materials and Supplies				
Books & Publications	10,000	13,485	134.85%	11,500
Office Supplies	100	0		
Tools & Equipment	500	0		
Total Materials & Supplies Exp	10,600	13,485	127.22%	11,500
Operating Expenses				
Mileage Reimbursement	1,800	953	52.97%	1,000
Toll Tag Expense	200	0		100
Parking	50	105	210.00%	50
Meeting Expense	250	10	4.00%	150
Public Notices	300	0		300
Overnight Delivery Services	150	87	57.97%	150
Local Delivery Services	2,000	8	0.42%	1,500
Other Licenses	650	265		500
Total Operating Expense	5,400	1,429	26.46%	3,750
Financing Expenses				
Total Expenses	524,419	394,584	75.24%	737,564

**Central Texas Regional Mobility Authority
FY 2010 Capital Budget**

Operating

Computers

\$6,000

\$6,000

Project Budgets will be presented to Board as awards are made

Central Texas Regional Mobility Authority Staffing

Budgeted Positions	FY 06	FY 07	FY 08	FY 09	FY 10
Administrative					
Executive Director	1	1	1	1	1
Deputy Executive Director	1		1	1	1
Assistant to Director		1	1	1	1
Senior Administrative Assistant	1	1	1	1	1
Administrative Assistant	1	1	1	1	1
Community Development Director	1	1	1	1	1
Project Coordinator					1
Intern	1	1	1	1	
Financial					
CFO	1	1	1	1	1
Fiscal Analyst/Contract Manager	1	1	1	1	1
Intern	1	1	1	1	1
Communications and Marketing					
Director	1	1	1	1	1
Communication and Marketing Specialist	1d	1	1	1	1
Intern			1	1	1
Director Toll Operations					
Director	1	1	1	1	1
Maintenance Manager		1	1	e	
Court Liaison				1f	1
Intern	1	1	1	1	
Engineering					
Director of Engineering	a	a	a	1	1
Maintenance Manager				1e	1
Engineer 1				1	1
Legal					
General Counsel	1	1b	1	1	1
Senior Administrative Assistant	1	1c	1	1	1
FTE Totals	12	13	15	17	18

1 Filled position

a Director of Engineering is a contractual position in FY 06, FY 07. In FY 08 will transition to full time

b General Council was in Administration Department in FY 06

c Administrative Assistant was in Administration Department in FY 06

d Position was budgeted 2/3 in Administration and 1/3 in Communications in FY 06

e Maintenance Manager position moved to Engineering during FY 08

f Position was filled contractually in FY 08 by Washington Group

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

RESOLUTION NO. 09-38

**Administration of the
Highway Emergency Response Operators (HERO) Program**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et seq.* (the "RMA Rules"); and

WHEREAS, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, as part of the American Recovery and Reinvestment Act of 2009, \$29.1 million of transportation funds (the "ARRA Funds") were suballocated to the Capital Area Metropolitan Planning Organization ("CAMPO") region for distribution to projects selected by the CAMPO Transportation Policy Board; and

WHEREAS, CAMPO worked with local jurisdictions and transportation providers to identify projects that would be eligible to receive the ARRA Funds, including the Highway Emergency Response Operators Service Patrol Program ("HERO"); and

WHEREAS, the primary purpose of the local HERO program is to minimize traffic congestion and improve highway safety by clearing damaged or disabled vehicles from roadway lanes or shoulders and providing traffic control and scene protection at roadway incidents; and

WHEREAS, on June 8, 2009, the CAMPO Transportation Policy Board authorized the use of up to \$1,400,000 of the ARRA Funds over a period of two years to fund the HERO program along the IH-35 corridor from Round Rock to Buda, a length of approximately 34 miles; and

WHEREAS, CAMPO's action provides that the CTRMA is to administer the HERO program and the related ARRA Funds, and such administration will require various agreements with the Texas Department of Transportation and other entities involved with the expenditure of ARRA Funds; and

WHEREAS, it will be necessary for the CTRMA to undertake other actions, agreements and efforts related to the administration of the HERO program, including procuring administration and operational services; and

WHEREAS, while all costs and expenses associated with the administration of the HERO program and the related ARRA Funds will be reimbursed with the ARRA Funds, it is necessary that the Executive Director and CTRMA staff be authorized to take the actions necessary to fulfill the CTRMA's administrative duties regarding the HERO program; and

WHEREAS, the CTRMA Board desires to give such authorization to the Executive Director and CTRMA staff for the purposes set forth herein.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes the Executive Director and CTRMA staff to negotiate all necessary agreements with the Texas Department of Transportation and any other governmental entities regarding the administration of the HERO program and the related ARRA Funds; and

BE IT FURTHER RESOLVED, that the Executive Director and CTRMA staff are authorized to undertake other actions, agreements and efforts related to the administration of the HERO program, including procuring administration and operational services; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to finalize and execute any agreements, contracts or other documents necessary to administer the HERO program in accordance with the provisions of this Resolution and to the extent that all related costs and expenses are anticipated to be reimbursable with the ARRA Funds.

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 09-38
Date Passed 6/24/09

**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
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
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 Deprec-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
-----	--	------	--	------

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		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	875.00		1,000,000.00	
Accrued Interest	1,000,000.00	0.00	0.00	875.00	0.00	1,000,000.00	
Certificates of Deposit							
Total in Pools	4,500,000.00	4,609,853.12	0.00	12,287.42	500,000.00	4,000,000.00	
Total in Money Market	32,648,394.75	23,151,270.05	0.00	18,072.99	11,856,885.37	33,969,591.44	
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
Federal Home Loan Bank	3133XTB88	1,000,000.00		1,000,000.00	1,000,000.00	
		<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>

Accrued Interest	Amortization	Interest Earned
\$ 875.00		\$ 875.00
<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	33732MAP0	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	32156CAW8	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	\$	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	66583TCD8	100,000	3.35%	6/18/2008	6/18/2009	\$ 275.34	\$ 3,177.14	\$	TxDOT Grant Fund
Capital Bank	14056MCC7	100,000	3.35%	6/18/2008	6/18/2009	\$ 275.34	\$ 3,177.14	\$	TxDOT Grant Fund
New Century Bank	64353PDU4	100,000	3.40%	6/18/2008	6/18/2009	\$ 279.45	\$ 3,224.57	\$	TxDOT Grant Fund
Regions Bank	CDRB12290	3,000,000	3.23%	10/11/2008	6/30/2009	\$ 8,229.87	\$ 56,281.65	\$	TxDOT Grant Fund
Regions Bank	CDRB21804	100,000	1.99%	2/11/2009	10/11/2009	\$ 198.00	\$ 528.90	\$	TxDOT Grant Fund
						<u>11,655.09</u>	<u>99,131.49</u>	<u>68,920.20</u>	
								<u>4,000,000.00</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	Definition of Weighted Average Maturity (1) & (2)	
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.

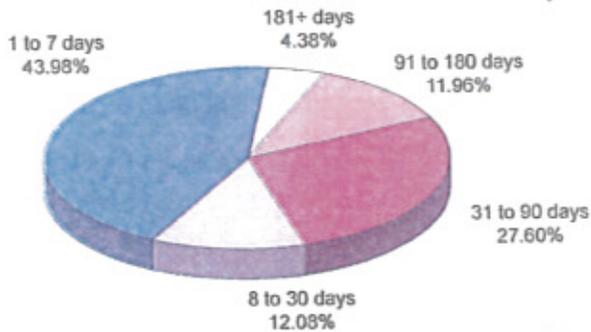
The combination of fiscal stimulus, reduced inventory cutbacks, reduced drag from housing, easier financial conditions, and the advanced stage of household balance sheet repair should gradually restore growth into positive territory in the second half of 2009. In essence, households will continue to 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.

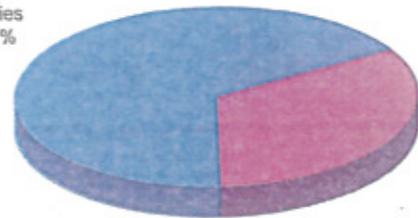
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of May 31, 2009

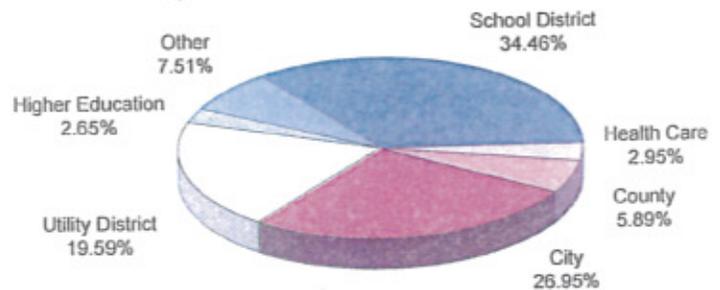


Agencies
66.93%



Repurchase Agreements
33.07%

Portfolio by Maturity As of May 31, 2009



Distribution of Participants by Type As of May 31, 2009

Performance

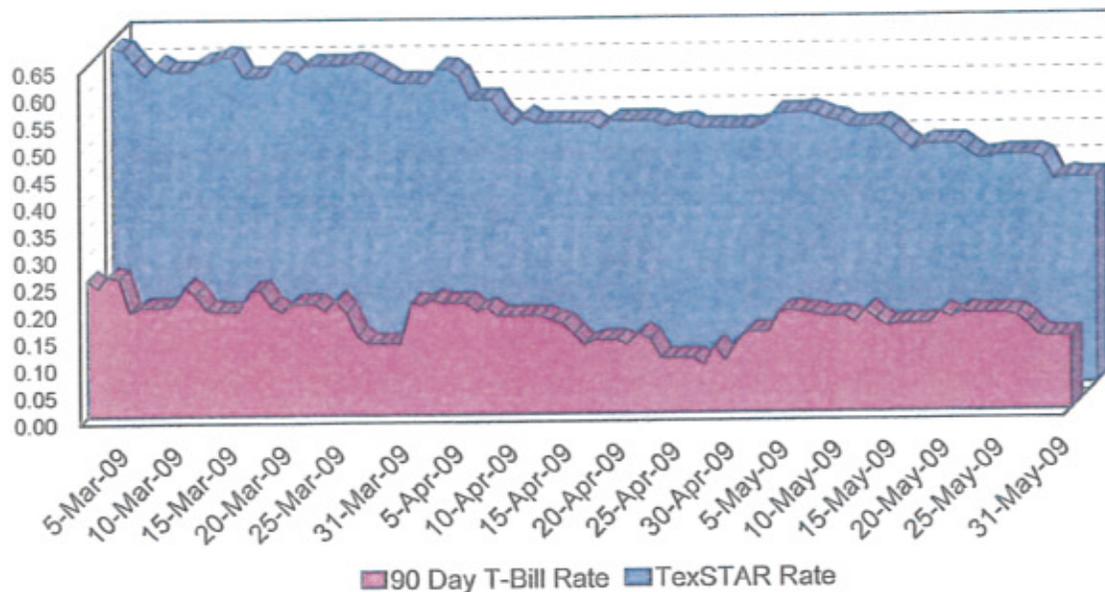
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
May 09	0.4462%	\$ 5,532,083,366.30	\$ 5,535,302,549.55	1.000581	46	75	679
Apr 09	0.4984%	5,647,217,828.45	5,650,940,345.36	1.000659	50	79	677
Mar 09	0.5945%	5,660,835,069.45	5,663,620,225.62	1.000492	50	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

<i>William Chapman</i>	<i>Central Texas Regional Mobility Authority</i>	<i>Governing Board President</i>
<i>Nell Lange</i>	<i>City of Frisco</i>	<i>Governing Board Vice President</i>
<i>Melinda Garrett</i>	<i>Houston ISD</i>	<i>Governing Board Treasurer</i>
<i>Michael Bartolotta</i>	<i>First Southwest Company</i>	<i>Governing Board Secretary</i>
<i>Will Williams</i>	<i>JP Morgan Chase</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Hardy Browder</i>	<i>City of Cedar Hill</i>	<i>Advisory Board</i>
<i>Oscar Cardenas</i>	<i>Northside ISD</i>	<i>Advisory Board</i>
<i>Scott Christensen</i>	<i>Reid Road MUD No. 1</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>McKinney ISD</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Len Santow</i>	<i>Griggs & Santow</i>	<i>Advisory Board</i>
<i>S. Renee Tidwell</i>	<i>Tarrant County</i>	<i>Advisory Board</i>

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

 **First Southwest Asset Management**

 **JPMorganChase**