

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

RESOLUTION NO. 06-66

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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, the CTRMA solicited proposals for the development of 183-A and conducted a thorough evaluation process, designed to assure fairness and objectivity and to determine which proposal provided the best value to the CTRMA; and

WHEREAS, in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved of the selection of Hill Country Constructors as the proposer that provided the best value to the CTRMA and directed the Executive Director and staff to finalize a CDA for the development of 183-A with Hill Country Constructors; and

WHEREAS, the work performed under the CDA requires oversight by the General Engineering Consultant retained by the CTRMA (the "GEC"); and

WHEREAS, the GEC previously developed a scope of work and proposed budget (the "CDA Work Authorization") for the work necessary to oversee the design and construction activities performed under the CDA; and

WHEREAS, in Resolution No. 04-52, dated October 27, 2004, the Board of Directors approved the scope of work contained in the CDA Work Authorization subject to: (i) the GEC presenting, on a quarterly basis, a report on work performed to date under the CDA Work Authorization; and (ii) receiving Board approval of work to be performed during the next quarter; and


WHEREAS, the GEC has presented for Board approval a scope of work and proposed budget for work to be performed under the CDA Work Authorization during the first quarter of 2007, attached hereto as Attachment "A".

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the scope of work and proposed budget for work to be performed under the CDA Work Authorization for the first quarter of 2007, and reflected in Attachment "A"; and

BE IT FURTHER RESOLVED, that all work performed as reflected in Attachment "A" shall be subject to the Agreement for General Consulting Civil Engineering Services between the CTRMA and the GEC; that all work performed under Attachment "A" shall be funded solely from the existing toll equity grant money for 183-A and the proceeds of the project financing for 183-A; and that no additional work may be undertaken without the specific approval of the Board of Directors.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-66
Date Passed 12/13/06

Attachment "A"

CDA Work Authorization for First Quarter of 2007

Attachment "A"

CDA Work Authorization for First Quarter of 2007



**Approval of Work Efforts Report
183-A Turnpike Comprehensive Development Agreement (CDA)
Design & Construction Oversight
1st Quarter 2007**

Introduction:

As detailed in the Central Texas Regional Mobility Authority (CTRMA) Resolution No. 04-52 and the General Engineering Consultant (GEC) Work Authorization No. 4, the GEC is required to provide quarterly reports to the CTRMA and its Board of Directors detailing the CDA oversight work and expenditures and to obtain board approval for the scope of work and budget for the next quarter.

This report details the CDA oversight tasks performed over the past quarter and the CDA oversight tasks to be performed over the next quarter.

The expenditure on CDA oversight to-date is approximately **\$12,177,000**. The currently approved expenditure is **\$12,471,000**. The GEC anticipates expending **\$1,023,000** over the next quarter and therefore requests the Board to approve the not-to-exceed amount of WA4 from \$12,471,000.00 to **\$13,494,000**.

CDA Oversight Tasks Performed over the Past Quarter (from October 1, 2006 to December 31, 2006):

During the 4th Quarter of 2006, the GEC continued to complete several key tasks on the oversight efforts, including:

1. Managed and continued development of subconsultants and their agreements providing oversight activities.
2. Conducted numerous Design Reviews, including:
 - a. Two (2) Request for Information (RFI) submittals
 - b. Fourteen (14) Construction Request for Information (RFI) Submittals
 - c. Eighteen (18) Notice of Design Change (NDC) submittals
 - d. Nine (9) Field Design Change (FDC) submittal
 - e. Two (2) Traffic Control Plan Packages
3. Attended Task Force meetings (Tolling)
4. Participated in "over-the-shoulder" review sessions with HCC.
5. Participated in various workshops with HCC design personnel.
6. Coordinated with TxDOT regarding Segment 9 traffic control, signage, utilities, and scheduling issues.
7. Coordinated with TxDOT and FHWA to insure compliance with all agreements and regulations
8. Coordinated with TxDOT regarding re-evaluation concerns
9. Coordinated with TxDOT regarding historic concerns.
10. Processed draw requests including:
 - a. Reviewing and approval of schedule updates
 - b. Evaluating & certifying status of completion
 - c. Submitting recommendation of payment to CTRMA
11. Processed DBE reports
12. Continued development and management of Electronic Data Management System (EDMS)

13. Continued aesthetics coordination & public meetings, including:
 - a. Coordinated Aesthetic issues.
 - b. Continued to attend Aesthetics committee meetings
 - c. Continued review of 183-A web site and Public Involvement activities
14. Attended meetings with HCC and various utility companies in development of Agreements and relocation plans.
15. Continued coordination on Noise Wall issues.
16. Continued Field reviews to assure compliance with permits
17. Conducted Independent Assurance reviews of materials testing procedures and personnel
18. Conducted Independent Assurance (IA) lab and personnel oversight by testing HCC's QA lab and CTRMA's OVT lab and personnel.
19. Attend weekly construction meetings with HCC on traffic control and planned work.
20. Conducted materials verification testing – statistical analysis & reports
21. Continued daily oversight reviews of project site & completed daily construction logs.
22. Continued to prepare for and participate in daily meetings and workshops with HCC staff on various topics.
23. Attended general management meetings, public involvement meetings & partnering meetings.
24. Attended meetings with TxDOT, FHWA, City, County and other stakeholders.
25. Continued development of monthly status reports on progress and quality of HCC work.
26. Prepared DRB Dispute on SSD.
27. Prepared documentation and responses to Proposed Change Orders.
28. Reviewed and prepared back-up information for Change Orders.
29. Continued negotiations and scoping of change orders.

CDA Oversight Tasks to be Performed Over Next Quarter (from January 1, 2007 to March 31, 2007):

The GEC will continue to implement the CDA oversight program over the next quarter. Specific tasks to be completed include:

1. Complete reviews and provide approvals for all required plans.
2. Attend task force meetings, over the shoulder reviews, & workshops with HCC design personnel
3. Review design submittals including:
 - a. Right-of-way plan submittals
 - b. Final Plans
4. Coordinate with TxDOT and FHWA to insure compliance with all agreements and regulations
5. Process draw requests including:
 - a. Reviewing and approval of schedule updates
 - b. Evaluating & certifying status of completion
 - c. Submitting recommendation of payment to CTRMA
6. Process DBE reports
7. Conduct Independent Assurance reviews of materials testing procedures and personnel
8. Conduct materials verification testing – statistical analysis & reports
9. Continue daily oversight reviews of project site & completed daily construction logs.
10. Continue to prepare for and participate in daily meetings and workshops with HCC staff on various topics.
11. Attend general management meetings, public involvement meetings & partnering meetings.
12. Attend meetings with TxDOT, FHWA, City, County and other stakeholders.
13. Attend and prepare for DRB meetings and hearings.
14. Continue development of monthly status reports on progress and quality of HCC work.

15. Continue processing change orders.
16. Inspect the project for "Substantial Completion".
17. Monitor punch list items.

Anticipated Expenditures and Adjustments of the Not to Exceed Amount for Next Quarter (from January 1, 2007 to March 31, 2007):

The GEC currently anticipates expending approximately \$1,023,000.00 from January 1, 2007 to March 31, 2007 on the CDA oversight efforts, resulting in an anticipated cumulative expenditure total of approximately \$13,200,000.00 thru March 31, 2007.

This authorization is to increase the previously approved Not to Exceed Amount of \$ 12,471,000.00 on the 4th Quarter Authorization by \$1,023,000.00 to meet a maximum expenditure allowed total of \$ 13,494,000.00.

"S-curve" charts have been developed to graphically illustrate the anticipated expenditures over the duration of the associated activities; these charts are attached hereto as Exhibits 1 and 2. The first Exhibit, titled "Exhibit 1: Anticipated CDA Oversight Expenditures Original S-curve", contains a S-curve representing the anticipated expenditures (per the staffing plan established during the development of Work Authorization #4 in October 2004 with a revised adjustment in December 2005) of the total CDA oversight budget of \$14,078,080.95 thru June 1, 2007. The second Exhibit, entitled "Exhibit 2: Anticipated CDA Oversight Expenditures thru 1st Quarter S-curve", presents the anticipated expenditures thru March 31, 2007. The actual expenditure figures to date are also presented on these S-curves. As of December 31, 2006 the GEC will have expended approximately \$12,177,000 of the approved expenditure total of \$12,471,000.00.

Should you have any questions or require additional information in regard to the foregoing information, please feel free to contact Richard Ridings at 512.751-1552.

Exhibit 1: Anticipated CDA Oversight Expenditures Original S-curve

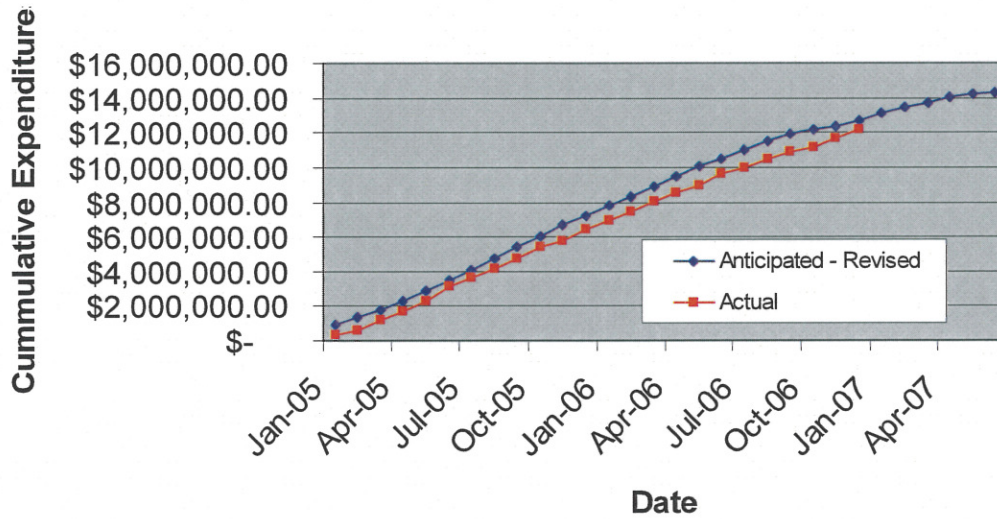
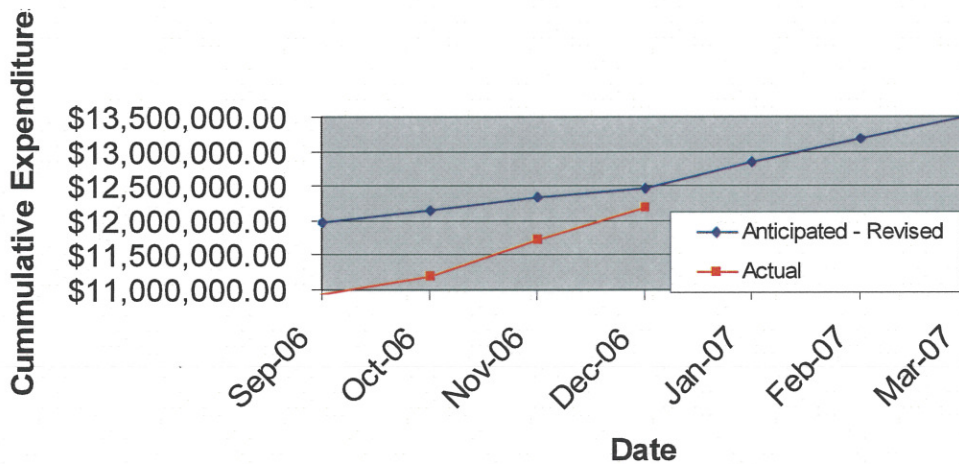


Exhibit 2: Anticipated CDA Oversight Expenditures thru 1st Quarter 2007 S-curve



Agenda Item No. III-A3

**Discussion and Possible Action of Change Order # 12 Regarding the Revisions
to the North Tie-In of the 183-A Project to US 183**

The Board will consider approving a Resolution for HCC Change Order #12 regarding the revisions to the North Tie-In of the 183-A Project to US 183.

Board Action is required.

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

RESOLUTION NO. 06-67

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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, the CTRMA solicited proposals for the development of 183-A and in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved the selection of Hill Country Constructors as the Developer for 183-A, and the CTRMA and Hill Country Constructors entered into a CDA effective November 29, 2004 for the 183-A Turnpike Project; and

WHEREAS, the work performed under the CDA requires oversight by the General Engineering Consultant retained by the CTRMA (the "GEC"); and

WHEREAS, the CDA includes a process for the consideration and development of potential change orders for aspects or portions of the work performed under the CDA which might warrant adjustment to the Development Price or the contractual deadlines for performance by the Developer; and

WHEREAS, the change order process includes consideration of potential changes or revisions caused by several sources or events, including certain requests for changes by the CTRMA, certain otherwise undiscovered matters affecting the 183-A Project, as well as other items more fully set forth in the CDA; and

WHEREAS, the CDA provides that all change orders be formally agreed to by the CTRMA and the Developer, and that except those involving an amount up to and including \$50,000.00 as set forth in Resolution No. 05-46 dated June 29, 2005, the Board must approve any change order; and

WHEREAS, the CTRMA, the GEC and the Developer, pursuant to the change order process set forth in the CDA, have determined that certain changes in the configuration of the north end of 183A from what was proposed by the Developer in their original proposal to accommodate the Leander Transit Oriented Development (TOD) land use plan require the issuance of Change

Order No. 12, as set forth and in accordance with the terms thereof and attached hereto as Attachment "A".


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the execution and issuance of Change Order No. 12 as set forth and in accordance with the terms of thereof and attached hereto as Attachment "A"; and

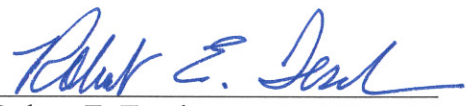
BE IT FURTHER RESOLVED, that Change Order No. 12 is made an amendment to the Contract Documents, as defined in the CDA, as of the date that Change Order No. 12 is fully executed by the CTRMA and the Developer.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2006.

Submitted and reviewed by:

Approved:


Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority


Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-67
Date Passed 12/13/06

Attachment "A"

Copy of Change Order No. 12 Memorandum and Summary

Attachment "A"

Copy of Change Order No. 12 Memorandum and Summary



Central Texas Regional
Mobility Authority

Change Order No. 012 Summary North Tie-In

Description

This change order includes a change in the configuration of the north end of 183A from what was proposed by HCC in their original proposal. The original interim five lane typical section proposed by HCC has been modified to include the frontage roads in their ultimate location.

Justification

The CTRMA initiated this change to accommodate the Leander Transit Oriented Development (TOD) land use changes that have progressed more rapidly than anticipated. The new design eliminated the 2-way frontage road and allows for safer operation.

Price

\$ 2,461,457.00

301 Congress Avenue, Suite 650 Austin, TX 78701

Telephone: (512) 996-9778 / Fax: (512) 996-9784 / www.mobilityauthority.com

Robert E. Tesch, *Chairman* • Lowell H. Lebermann, Jr., *Vice-Chairman* • Robert L. Bennett, Jr., *Treasurer*
Henry H. Gilmore • James H. Mills • David Singleton • Johanna Zmud Ph.D. • Mike Heiligenstein, *Executive Director*

EXHIBIT M

FORM OF CHANGE ORDER

CHANGE ORDER PROPOSAL NO. 012 CONTRACT NO. 183A Turnpike

SECTION 1

Originator: Rich Ginder

Date: December 7, 2006

Title: Toll / Aesthetics Manager

Contract No. 183A Turnpike

Company Name: Hill Country Constructors

DESCRIPTION:


Design and construct the interim NBFR and SBFR to be in the ultimate configuration from the north terminus of the project to approximately Station 310+00.

Scope:

HCC submitted an Alternate Technical Concept (ATC) #9 during the proposal development which shifted the NBFR from its ultimate alignment toward the alignment of the SBFR. HCC recognized substantial cost savings with submitting this ATC because there is substantially less drainage, rock excavation, pavement, erosion control, and grading by shifting the NBFR west than designing the interim NBFR to share the same alignment of the ultimate alignment. The CTRMA accepted this ATC during the development of the proposal. HCC designed and priced the construction of the northern end of the project to have both the NBFR and SBFR share a five lane single roadway section from Station 214 to 285.

CAUSE OF CHANGE ORDER REQUEST:

CTRMA issued a letter on July 20, 2005 directing HCC to design and construct the interim NBFR to be in the same alignment as the ultimate NBFR in lieu of designing and constructing the interim NBFR in the location shown in HCC's proposal which incorporated ATC #9.

 12-8-06

Developer Project Manager

Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 012

CONTRACT NO. 183A Turnpike

SECTION II

The total amount of this Change Order is \$ 2,461,457.00. Documentation supporting the Change Order is attached as Exhibits CO.12.1 through CO.12.3.

Payment Schedule Items Added/Deducted:

<u>Activity No.</u>	<u>Description</u>	<u>Amount</u>
A017100	ROW / Easements	\$ (36,129.00)
B131622	Erosion Control	\$ 33,343.00
A021876	Design and QA of North Tie In	\$ 210,740.00
B094440	Storm Drainage – RCP, Inlets, and MHs	\$ 157,988.00
B094632	5X3 RCB – 3NF14-1	\$ 60,049.00
B094633	5X3 SETB – 3NF14-1	\$ 19,210.00
B094634	7X4 RCB – NBFR 1242	\$ 73,173.00
B094635	7X4 SETB – NBFR 1242	\$ 22,050.00
B094638	6X4 RCB – NBFR 1297	\$ 17,861.00
B094639	6X4 SETB – NBFR 1297	\$ 10,500.00
B094640	6X3 RCB – NBFR 1303	\$ 18,585.00
B094641	6X3 SETB – NBFR 1303	\$ 5,119.00
B094445	Bison Weir Structure	\$ 32,655.00
B061739	Remove Existing AC Pavement	\$ 19,210.00
B061619	Prep ROW	\$ 95,910.00
B061744	Topsoil	\$ 159,545.00
B061739	Excavation	\$ 725,290.00
B061784	Embankment	\$ 0.00
B071860	Finishing	\$ 165,298.00
B061744	Water Supply	\$ 125,786.00
B071861	Select Base Course	\$ 176,182.00
B082221	Asphalt Paving	\$ 413,412.00
B127540	Seeding	\$ 92,539.00
B116320	Striping	\$ (4,873.00)
B116321	Signing	\$ 18,966.00
B104870	Traffic Control	\$ (280,411.00)
A011184	Incidentals	\$ 27,609.00
A021030	Construction QA	\$ 101,850.00

Summary of Change Order Proposal by Categories: [Additives/(Credits)]

A.	Developer Labor (construction)		
1.	Wages ¹	\$	191,145.00
2.	Labor benefits ² (55% of A.1)	\$	105,130.00
B.	Developer and Subcontractor Labor (professional services)		
1.	Wages ¹ (Raw)	\$	86,016.00
2.	Labor benefits ² (145% of B.1, which includes overhead and profit)	\$	124,724.00
3.	Off-duty peace officers and patrol cruisers ¹	\$	0.00
C.	Materials ¹ (with taxes, freight and discounts)	\$	137,726.00
D.	Developer Equipment ¹	\$	730,396.00
E.	Subcontracts ¹ (Time and Materials costs)	\$	944,374.00
F.	Utility Direct Costs ¹	\$	0.00
G.	Overhead and Profit		
1.	Labor (25% of A.1 and A.2)	\$	74,069.00
2.	Traffic Control (5% of B.3)	\$	0.00
3.	Materials (15% of C)	\$	20,659.00
4.	Subcontracts (5% of E)	\$	47,219.00
5.	Utility Direct Costs (5% of F)	\$	0.00

¹ Estimated for Negotiated Change Orders or Actual for Force Account Change Orders.

² Premiums on public-liability and workers-compensation insurance, social-Security and unemployment-insurance taxes.

H.

Grand Total

\$ 2,461,457.00

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 012

CONTRACT NO. 183A Turnpike

SECTION III

The status of Substantial Completion is as follows:

- Unaffected by this Change Order Proposal

The status of Final Acceptance is as follows:

- Unaffected by this Change Order Proposal

Accordingly, the summary of the dates of Substantial Completion and Final Acceptance and Float are as follows:

1. Substantial Completion: Unchanged
(+ or - _____ days from base of _____ calendar days after NTP2)
2. Final Acceptance: Unchanged
(+ or - _____ days from base of _____ calendar days after NTP2)
3. Number of days of Project Float Unchanged _____

Justification for Change Order with reference to CDA:

CDA Section 14.3 allows Developer to request a change order to increase the development price for increased costs associated with CTRMA-Directed Changes which increase the work to be furnished, performed, or paid for by the developer.

The above three sections represent a true and complete summary of all aspects of this change.

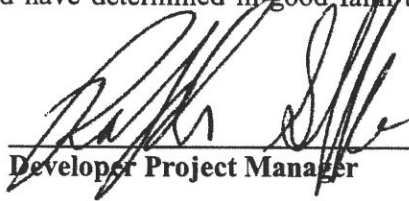
This Change Order Proposal includes all known and anticipated impacts or amounts, direct, indirect and consequential, which may be incurred as a result of the event, occurrence or matter giving rise to the proposed change.

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 012

CONTRACT NO. 183A Turnpike

If the foregoing Change Order Proposal includes claims of Subcontractors or Suppliers, the undersigned have reviewed such claims and have determined in good faith that the claims are justified as to both entitlement and amount.



Developer Project Manager

12-8-06

Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 012

CONTRACT NO. 183A Turnpike

SECTION IV (Reviewed by GEC Manager)



GEC Team Construction Manager (CDA) 12/8/06 Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 012

CONTRACT NO. 183A Turnpike

SECTION V (Reviewed by GEC Project General Engineer)

Richard L. Riddick 12/08/06

Project General Engineer (CDA) **Date**

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 012

CONTRACT NO. 183A Turnpike

SECTION Vi (Reviewed by CTRMA's Director of Finance)

ACTION TAKEN:

- Finance Approval**
- Attached**
- No**
- N/A**

Director of Finance

Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 012

CONTRACT NO. 183A Turnpike

SECTION VII (Approval by CTRMA)

CHANGE ORDER ISSUED: Yes No

CTRMA Executive Director

Date

Comments:

**Exhibit CO.12.1
Cost Breakdown Spreadsheet**

EXHIBIT M

A. DEVELOPER LABOR (CONSTRUCTION)	
1. WAGES	191,145
2. LABOR BENEFITS (55% OF A.1)	105,130
B. DEVELOPER AND SUBCONTRACTOR LABOR (PROFESSIONAL SERVICES)	
1. WAGES	86,016
2. LABOR BENEFITS (145% OF B.1)	124,724
3. OFF-DUTY PEACE OFFICERS AND PATROL CRUISERS	-
C. MATERIALS	137,726
D. EQUIPMENT	730,396
E. SUBCONTRACTS	944,374
F. UTILITY DIRECT COSTS	-
G. OVERHEAD & PROFIT	
1. LABOR (25% OF A.1 and A.2)	74,069
2. TRAFFIC CONTROL (5% OF B.3)	-
3. MATERIALS (15% OF C)	20,659
4. SUBCONTRACTS (5% OF E)	47,219
5. UTILITY DIRECT COSTS (5% OF F)	-
H. GRAND TOTAL	2,461,457

004C	MILL FOR OVERLAY (2")	CY	670	622	(48)	19.77	(167)	-	-	(762)	-	(949)	(1,106)
004D	HAUL TO ABR PLANT	CY	834	1,900	1,066	8.33	-	-	-	8,883	-	8,883	8,883
004E	RECYCLE MILLINGS CREDIT	TN	1,668	3,800	2,132	(2.00)	-	-	(4,264)	-	-	(4,264)	(4,904)
005	PREP ROW	AC	21.5	55.1	33.6	2,550.21	7,475	-	-	13,902	64,310	85,687	95,910
005A	GRINDING SUB (AVR)	AC	21.5	55.1	33.6	1,913.99	7,475	-	-	-	64,310	64,310	67,526
005B	CLEAR & GRUB	AC	21.5	55.1	33.6	636.22	7,475	-	-	13,902	-	21,377	28,385
006	TOPSOIL - 4"	SY	104,061	266,682	162,621	0.77	37,411	-	-	87,061	-	124,472	159,545
006A	STRIP TOPSOIL INTO STOCKPILE	CY	11,562	29,632	18,069	2.05	5,973	-	-	31,022	-	36,995	42,595
006B	LOAD & HAUL FROM STOCKPILE	CY	11,562	29,632	18,069	1.96	8,013	-	-	27,473	-	35,486	42,998
006C	SPREAD TOPSOIL	CY	11,562	29,632	18,069	2.88	23,425	-	-	28,566	-	51,991	73,952
007	ROADWAY EXCAVATION	CY	101,038	181,320	80,282	8.09	71,538	-	-	395,411	182,166	649,115	725,290
007A	*** QUANTITY RECORD ***												
007B	SCRAPERS - EXCESS TO ULTIMATE	CY	13,512	24,248	10,736	2.72	4,525	-	-	24,686	-	29,211	33,453
007C	TRUCK/EXCAV - EXCESS TO ULTIMA	CY	87,526	137,286	49,760	3.26	30,705	-	-	131,342	-	162,047	190,833
007D	POND EXCAV - EXCESS TO ULTIMAT	CY	-	19,786	19,786	2.42	9,922	-	-	37,868	-	47,790	57,092
007G	PREP ORIG GRND - IN ULTIMATE	SY	56,875	102,066	45,191	0.43	3,871	-	-	15,545	-	19,416	23,045
007H	EMBANK EXCESS - IN ULTIMATE	CY	101,038	181,320	80,282	1.52	16,427	-	-	105,455	-	121,882	137,282
	*** - HCC needs to modify HL Chapman's Subcontract to reflect the \$6.75/CY rock mining price												
008	EMBANKMENT	CY	45,549	39,958	(5,591)	-	-	-	-	-	-	-	-
008A	EXCESS EMBANKMENT COMPACTIO	CY	45,549	39,958	(5,591)	(1.84)	1,909	-	-	8,393	-	10,302	12,092
008B	HAUL EXCESS EMBANKMENT	CY	45,549	39,958	(5,591)	(3.36)	-	-	-	18,794	-	18,794	18,794
009	FINISHING	LS	1	1	1	137,562.00	29,585	-	-	107,977	-	137,562	165,298
009A	*** QUANTITY RECORD ***												
009B	FINISH SUBGRADE	SY	52,336	74,820	22,484	1.82	9,447	-	-	31,512	-	40,959	49,816
009C	CONTOUR GRADING	SY	104,058	266,688	162,630	0.48	13,689	-	-	63,577	-	77,266	90,099
009D	SHOULDER-UP	LF	16,184	30,600	14,416	1.34	6,449	-	-	12,888	-	19,337	25,383
010	WATER SUPPLY	MG	10,886	17,821	6,935	15.45	14,173	-	-	57,190	-	107,133	125,786
010A	COMPACTON (IN VARIOUS ITEMS)	MG	5,126	8,365	3,239	-	-	-	-	-	-	-	-
010B	DUST CONTROL	MG	5,760	9,456	3,696	19.31	14,173	-	-	57,190	-	71,363	84,650
010C	PURCHASE WATER / METER	MG	10,886	17,821	6,935	5.16	-	-	-	35,770	-	35,770	41,136

** - After further analysis this item is a wash.

011	SELECT BASE COURSE	TN	22,679	31,890	9,212	16,26	13,626	-	90,816	45,343	-	149,785	176,182
011A	*** QUANTITY RECORD ***												
011B	MATERIAL	TN	22,679	31,890	9,212	9.86	-	-	90,816	-	-	90,816	104,438
011C	PLACE SELECT BASE	TN	22,679	31,890	9,212	3.04	7,695	-	-	20,335	-	28,030	35,244
011D	FINISH SELECT BASE	SY	52,336	73,594	21,258	1.46	5,931	-	-	25,008	-	30,939	36,499
012	ASPHALT PAVING	TN	23,892	31,969	8,077	48.75	-	-	-	-	393,726	393,726	413,412
012A	*** QUANTITY RECORD ***												
012A	ASPHALT SUB (ABR)	TN	23,892	31,969	8,077	48.75	-	-	-	-	393,726	393,726	413,412
013	SEEDING	SY	104,058	266,688	162,630	0.48	10,919	-	16,518	31,896	19,516	78,849	92,559
013A	SEEDING SUB	SY	104,058	266,688	162,630	0.12	-	-	-	-	19,516	19,516	20,491
013B	VEGETATIVE WATERING	MG	2,081	5,334	3,253	18.24	10,919	-	16,518	31,896	-	59,333	72,047
014	STRIPING	LS	1	1	1	(4,641.15)	-	-	-	-	(4,641)	(4,641)	(4,873)
014A	STRIPING SUB	LS	1	1	1	(4,641.15)	-	-	-	-	(4,641)	(4,641)	(4,873)
015	PERMANENT SIGNING	LS			1	18,062.50	-	-	-	-	18,063	18,063	18,966
015A	SIGNING SUB (SIGNS)	SF	4,188	4,463	275	27.50	-	-	-	-	7,563	7,563	7,941
015A	SIGNING SUB (SUPPORTS)	EA	105	140	35	300.00	-	-	-	-	10,500	10,500	11,025
016	TRAFFIC CONTROL	LS	1	1	1	(262,575.00)	(6,946)	-	-	(29,156)	(226,473)	(262,575)	(280,411)
016A	TRAFFIC CONTROL (COMBINED)	LS	1	1	1	(262,575.00)	(6,946)	-	-	(29,156)	(226,473)	(262,575)	(280,411)
017	ADJUSTMENTS	LS			1	195,727.98	11,136	86,016	1,576	-	97,000	195,728	335,978
017A	SURVEY PERSONNEL	MO	-	1	1	12,136.00	11,136	-	1,000	-	-	12,136	22,726
017B	SAFETY, TOOLS, AND TRAINING	MH	-	12,755	12,755	0.98	-	-	12,490	-	-	12,490	14,364
017C	CONSTRUCTION Q/A	LS	1	1	1	97,000.00	-	-	-	-	97,000	97,000	101,850
017D	DESIGN (URS / TCB)	LS	1	1	1	76,000.00	-	76,000	-	-	-	76,000	186,200
017E	DESIGN QA (KBR)	LS	1	1	1	10,016.33	-	10,016	-	-	-	10,016	24,540
	LABOR AND SUB MARKUPS	LS			1	67,877.66	-	-	20,659	-	47,219	67,878	67,878
	OH&P OF MATERIALS (15%)	LS			1	20,658.97	-	-	20,659	-	47,219	20,659	20,659
	OH&P OF SUBCONTRACTS (5%)	LS			1	47,218.69	-	-	47,219	-	47,219	47,219	47,219

Exhibit CO.12.2
CTRMA Request for Change Order Letter



13640 Briarwick Drive
Suite 200
Austin, Texas 78729-1706
Phone: (512) 996-9778
Fax: (512) 996-9784
<http://www.ctrma.org>

Executive Director:
Mike Heiligenstein

Board of Directors:
Robert E. Tesch
Chairman

Lowell Lebermann
Vice-Chairman

Robert L. Bennett
Treasurer

Henry H. Gilmore

James H. Mills

David Singleton

Johanna Zmud, Ph.D.

July 20, 2005

Mr. Ralph Gleffe, P.E.
Hill Country Constructors
12357-A Riata Trace Parkway Suite 300
Austin, TX 78727

RE: 183A Project: Request for Change Proposal #004 – North Tie In
Concept Revision.


Dear Ralph:

The CTRMA requests that HCC provide a Change Order for the North Tie In that includes the frontage road concept in lieu of the proposed five lane section.

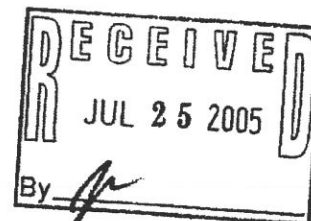
This request does not constitute approval of the requested change order. Such approval shall only be granted by formal action of the CTRMA Board of Directors.

If you have any questions, please contact Richard Ridings at (512) 697-2592.

Sincerely,


Mike Heiligenstein
Executive Director

Cc: Richard Ridings
Brian Cassidy
Curt Ashmos
file



CDA.14.2.1

**Exhibit CO.12.3
HCC Construction Estimate**

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

RESOLUTION NO. 06-68

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, the CTRMA identified the proposed 183-A Turnpike Project (the “Project”) as its initial project in a petition filed under the RMA rules and has subsequently undertaken to cause the Project to be constructed under the terms of a Comprehensive Development Agreement; and

WHEREAS, upon the completion of the Project, it will be necessary for the CTRMA to engage the services of peace officers to provide various law enforcement and policing services for the Project; and

WHEREAS, Section 370.181(c) of the Texas Transportation Code provides that an authority such as the CTRMA may contract with any state or local government for the services of peace officers provided by that government; and

WHEREAS, the Board of Directors agrees that such law enforcement and policing services should be procured for the Project and in Resolution No. 06-59, dated October 25, 2006, authorized the solicitation of information to solicit responses from those qualified governmental entities interested in providing such services to the CTRMA, and

WHEREAS, CTRMA staff caused a Solicitation of Information to be issued on November 14, 2006; and

WHEREAS, three governmental entities, the Williamson County Sheriff’s Office, the Cedar Park Police Department and the Office of Constable Dale Vannoy of Williamson County Precinct 2, each submitted responses to the Solicitation of Information; and

WHEREAS, CTRMA staff has received and evaluated the respective responses; and

WHEREAS; based on their evaluation, CTRMA staff recommends that the CTRMA negotiate and enter into an Interlocal Agreement with _____ to provide law enforcement and policing services for the Project;

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves of the selection of _____ to provide law enforcement and policing services for the Project; and

BE IT FURTHER RESOLVED, that the Executive Director and CTRMA staff are directed to negotiate and finalize an Interlocal Agreement with _____ for the provision of law enforcement and policing services for the Project consistent with the Solicitation of Information and this Resolution, and that such agreement may be executed by the Executive Director upon its completion under the terms hereof.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2006.

Submitted and reviewed by:

Approved:

Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-68
Date Passed 12/13/06

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

RESOLUTION NO. 06-69

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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, in accordance with its Policies and Procedures Governing the Procurement of Goods and Services the CTRMA solicited proposals for the development of 183-A through a CDA; and

WHEREAS, in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved of the selection of Hill Country Constructors ("HCC") as the Developer for 183-A; and

WHEREAS, the CTRMA and HCC entered into a CDA effective November 29, 2004 for the development of the 183-A Turnpike Project; and

WHEREAS, in Resolution No. 05-36, dated April 27, 2005, the Board of Directors approved entering into a Toll Systems Implementation and Maintenance Agreement ("Toll Systems Agreement") with Caseta Technologies ("Caseta");

WHEREAS, in Resolution No. 05-37, dated April 27, 2005, the Board of Directors approved an amendment to the CDA to reflect the assumption by Caseta of certain obligations regarding the design and construction of the toll collection system that were initially included in the CDA; and

WHEREAS, the Toll Systems Agreement includes a process for the consideration and development of potential change orders for aspects or portions of the work performed under the Toll Systems Agreement which might warrant adjustment to the Contract Price or Contract Time as defined thereunder; and

WHEREAS, the change order process includes consideration of potential changes or revisions caused by several sources or events, including certain requests for changes by the CTRMA, certain otherwise undiscovered matters affecting the 183-A Project, and other items more fully set forth in the Toll Systems Agreement; and

WHEREAS, the Toll Systems Agreement provides that all change orders be formally agreed to by the CTRMA and Caseta and, pursuant to Resolution No. 05-46, change orders in excess of \$50,000.00 must be approved by the Board; and

WHEREAS, the CTRMA, the General Engineering Consultant, and Caseta have determined that changes in work related to adding additional electronic toll collection lanes at the Park Street Plaza and elimination of the electronic toll collection lanes at the Brushy Creek Ramp Plazas require the issuance of Caseta Change Order No. 9, attached hereto as Attachment "A".


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the execution and issuance of Caseta Change Order No. 9 in the form, or substantially the same form, as set forth in Attachment "A"; and

BE IT FURTHER RESOLVED, that Caseta Change Order No. 9 shall be made an amendment to the Toll Systems Agreement as of the date that Caseta Change Order No. 9 is fully executed by the CTRMA and Caseta.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2006.

Submitted and reviewed by:

Approved:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-69
Date Passed 12/13/06

WAIT TO SIGN
UNTIL ULTIMATE
DESIGNEE IS CHOSEN
BY BOARD.

Pending
hold out
until Jan.



Central Texas Regional
Mobility Authority

Central Texas Regional Mobility Authority

CHANGE ORDER NUMBER: 9

1. CONTRACTOR: Caseta Technologies, Inc.

2. Change Order Work Limits: Sta. _____ to Sta. _____

3. Type of Change (on federal-aid non-exempt projects): _____

4. Reasons: 3L, 3F (3 Max. - In order of importance - Primary first)

5. Describe the work being revised:

Add Express ETC Lanes at Park Street and Eliminate the dedicated ETC lanes at Brushy Creek Ramp Plazas - Add an Express ETC Lane in each direction at the Park Street mainline. This lane shall be configured as the other lanes at that location. Eliminate both the NB and SB dedicated ETC lanes at Brushy Creek.

CCSJ:	_____
Project:	<u>183A Turnpike</u>
Highway:	<u>183A Turnpike</u>
County:	<u>Travis, Williamson</u>
District:	<u>Austin</u>
Contract Number:	_____
Fed. Aid Exempt:	<input type="checkbox"/>
Fed. Aid Non Exempt:	<input type="checkbox"/>

6. New or revised plan sheet(s) & sketch(es) are attached and numbered:

Each signatory hereby warrants that each has the authority to execute this Change Order (CO).

<p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR Date <u>12/06/06</u></p> <p>By <u>[Signature]</u></p> <p>Typed/Printed Name <u>J. Darby Swank</u></p> <p>Typed/Printed Title <u>Project Manager</u></p>	<p>The following information must be provided</p> <p>Time Ext. #: <u>N/A</u> Days added on this CO: <u>0</u></p> <p>Amount added by this change order: <u>\$159,467.80</u></p> <p>For CTRMA use only:</p> <p>Original Contract Amount: <u>\$7,980,093.06</u></p> <p>Revised contract amount to-date: <u>\$8,685,290.73</u> (Includes COs# 1, 2, 3, 4, 5, 6, 7, and 8)</p> <p>CO portion financed by 3rd party funding: <u>\$0.00</u></p>
---	--

RECOMMENDED FOR EXECUTION BY:

[Signature]
Signature _____ Date _____

Richard L. Ridings
GEC, Project Manager

APPROVAL:

CTRMA, Director of Operations _____ Date _____
 APPROVED REQUEST APPROVAL

CTRMA, Director of Engineering _____ Date _____
 APPROVED REQUEST APPROVAL

CTRMA, General Counsel _____ Date _____
 APPROVED REQUEST APPROVAL

CTRMA, Executive Director _____ Date _____
APPROVED

*Original signatures
in file - cc.*

Central Texas Regional Mobility Authority

CHANGE ORDER NUMBER: 9

CCSJ: _____

Item	Material	Number Of Hours	Rental Rate	Operating Cost	Total
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
Total Material					\$0.00

Item	Subcontractor	Total
		\$0.00
		\$0.00
		\$0.00
		\$0.00
		\$0.00
		\$0.00
		\$0.00
		\$0.00
		\$0.00
		\$0.00
Total Subcontractor		\$0.00

CHANGE ORDER REASON(S) CODE CHART

1. Design Error or Omission	1A. Incorrect PS&E (CTRMA design) 1B. Incorrect PS&E (consultant design) 1C. Other
2. Differing Site Conditions (unforeseeable)	2A. Dispute resolution (expense caused by conditions and/or resulting delay) 2B. Unavailable material 2C. New development (conditions changing after PS&E completed) 2D. Environmental remediation 2E. Miscellaneous difference in site conditions (unforeseeable)(Item 9) 2F. Site conditions altered by an act of nature 2G. Unadjusted utility (unforeseeable) 2H. Unacquired Right-of-Way (unforeseeable) 2I. Additional safety needs (unforeseeable) 2J. Other
3. CTRMA Convenience	3A. Dispute resolution (not resulting from error in plans or differing site conditions) 3B. Public relations improvement 3C. Implementation of a Value Engineering finding 3D. Achievement of an early project completion 3E. Reduction of future maintenance 3F. Additional work desired by CTRMA 3G. Compliance requirements of new laws and/or policies 3H. Cost savings opportunity discovered during construction 3I. Implementation of improved technology or better process 3J. Price adjustment on finished work (price reduced in exchange for acceptance) 3K. Addition of stock account or material supplied by state provision 3L. Revising safety work/measures desired by CTRMA 3M. Other
4. Third Party Accommodation	4A. Failure of a third party to meet commitment 4B. Third party requested work 4C. Compliance requirements of new laws and/or policies (impacting third party) 4D. Other
5. Contractor Convenience	5A. Contractor exercises option to change the traffic control plan 5B. Contractor requested change in the sequence and/or method of work 5C. Payment for Partnering workshop 5D. Additional safety work/measures desired by the contractor 5E. Other
6. Untimely ROW/Utilities	6A. Right-of-Way not clear (third party responsibility for ROW) 6B. Right-of-Way not clear (CTRMA responsibility for ROW) 6C. Utilities not clear 6D. Other

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

RESOLUTION NO. 06-70

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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, in accordance with its Policies and Procedures Governing the Procurement of Goods and Services the CTRMA solicited proposals for the development of 183-A through a CDA; and

WHEREAS, in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved of the selection of Hill Country Constructors ("HCC") as the Developer for 183-A; and

WHEREAS, the CTRMA and HCC entered into a CDA effective November 29, 2004 for the development of the 183-A Turnpike Project; and

WHEREAS, in Resolution No. 05-36, dated April 27, 2005, the Board of Directors approved entering into a Toll Systems Implementation and Maintenance Agreement ("Toll Systems Agreement") with Caseta Technologies ("Caseta");

WHEREAS, in Resolution No. 05-37, dated April 27, 2005, the Board of Directors approved an amendment to the CDA to reflect the assumption by Caseta of certain obligations regarding the design and construction of the toll collection system that were initially included in the CDA; and

WHEREAS, the Toll Systems Agreement includes a process for the consideration and development of potential change orders for aspects or portions of the work performed under the Toll Systems Agreement which might warrant adjustment to the Contract Price or Contract Time as defined thereunder; and

WHEREAS, the change order process includes consideration of potential changes or revisions caused by several sources or events, including certain requests for changes by the CTRMA, certain otherwise undiscovered matters affecting the 183-A Project, and other items more fully set forth in the Toll Systems Agreement; and

WHEREAS, the Toll Systems Agreement provides that change orders be formally agreed to by the CTRMA and Caseta; and


WHEREAS, the CTRMA, the General Engineering Consultant, and Caseta have determined that changes in work related to elimination of planned manual lane front view cameras at the Park Street Plaza require the issuance of Caseta Change Order No. 10, attached hereto as Attachment "A".

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the execution and issuance of Caseta Change Order No. 10 in the form, or substantially the same form, as set forth in Attachment "A"; and

BE IT FURTHER RESOLVED, that Caseta Change Order No. 10 shall be made an amendment to the Toll Systems Agreement as of the date that Caseta Change Order No. 10 is fully executed by the CTRMA and Caseta.

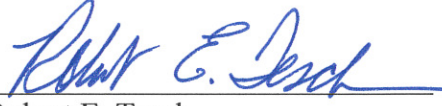
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-70
Date Passed 12/13/06



Central Texas Regional
Mobility Authority

Central Texas Regional Mobility Authority

CHANGE ORDER NUMBER: 10

1. CONTRACTOR: Caseta Technologies, Inc.
2. Change Order Work Limits: Sta. _____ to Sta. _____
3. Type of Change(on federal-aid non-exempt projects): _____
4. Reasons: 3L, 3F (3 Max. - In order of importance - Primary first)
5. Describe the work being revised:

Eliminate the front-view violation enforcement cameras in the manual lanes - Eliminate the front-view violation cameras in the following manual lanes: Park Street Manual - Lanes 1, 2, 3, 4, 11, 12,13, and 14.

CCSJ:	_____
Project:	<u>183A Turnpike</u>
Highway:	<u>183A Turnpike</u>
County:	<u>Travis, Williamson</u>
District:	<u>Austin</u>
Contract Number:	_____
Fed. Aid Exempt:	<input type="checkbox"/>
Fed. Aid Non Exempt:	<input type="checkbox"/>

6. New or revised plan sheet(s) & sketch(es) are attached and numbered:

Each signatory hereby warrants that each has the authority to execute this Change Order (CO).

<p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR _____ Date <u>12/6/06</u></p> <p>By <u>[Signature]</u></p> <p>Typed/Printed Name <u>J. Darby Swank</u></p> <p>Typed/Printed Title <u>Project Manager</u></p>	<p>The following information must be provided</p> <p>Time Ext. #: <u>N/A</u> Days added on this CO: <u>0</u></p> <p>Amount added by this change order: <u>(\$63,727.66)</u></p> <p>For CTRMA use only:</p> <p>Original Contract Amount: <u>\$7,980,093.06</u></p> <p>Revised contract amount to-date: <u>\$8,844,758.53</u> (Includes COs# 1, 2, 3, 4, 5, 6, 7, 8 and 9)</p> <p>CO portion financed by 3rd party funding: <u>\$0.00</u></p>
--	---

RECOMMENDED FOR EXECUTION BY:

[Signature] _____ Date _____

Signature _____ Date _____

Richard L. Ridings
GEC, Project Manager

APPROVAL:

CTRMA, Director of Operations _____ Date _____

APPROVED REQUEST APPROVAL

CTRMA, Director of Engineering _____ Date _____

APPROVED REQUEST APPROVAL

CTRMA, General Counsel _____ Date _____

APPROVED REQUEST APPROVAL

CTRMA, Executive Director _____ Date _____

APPROVED

Central Texas Regional Mobility Authority

CHANGE ORDER NUMBER: 10

CCSJ: _____

Item	Material	Number Of Hours	Rental Rate	Operating Cost	Total
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
Total Material					\$0.00

Item	Subcontractor	Number Of Hours	Rental Rate	Operating Cost	Total
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
Total Subcontractor					\$0.00

Central Texas Regional Mobility Authority

CHANGE ORDER NUMBER: 10

CCSJ: _____

Item	Pass Through Items	Total
1		\$0.00
2		\$0.00
3		\$0.00
4		\$0.00
5		\$0.00
6		\$0.00
7		\$0.00
8		\$0.00
9		\$0.00
Total Pass Through Items		\$0.00

Item	Description	Item Total	Burden (25%)	Insurance (55%)	Material Mark Up (25%)	Equipment Mark Up (15%)	Subcontractor Mark Up (5%)	Total
Labor		\$14,575.18	N/A	N/A				\$14,575.18
Material		\$0.00			\$0.00			\$0.00
Equipment		\$49,152.48				N/A		\$49,152.48
Subcontractor		\$0.00					\$0.00	\$0.00
Pass Through		\$0.00						\$0.00
Force Account Total								\$63,727.66

CHANGE ORDER REASON(S) CODE CHART

1. Design Error or Omission	1A. Incorrect PS&E (CTRMA design) 1B. Incorrect PS&E (consultant design) 1C. Other
2. Differing Site Conditions (unforeseeable)	2A. Dispute resolution (expense caused by conditions and/or resulting delay) 2B. Unavailable material 2C. New development (conditions changing after PS&E completed) 2D. Environmental remediation 2E. Miscellaneous difference in site conditions (unforeseeable)(Item 9) 2F. Site conditions altered by an act of nature 2G. Unadjusted utility (unforeseeable) 2H. Unacquired Right-of-Way (unforeseeable) 2I. Additional safety needs (unforeseeable) 2J. Other
3. CTRMA Convenience	3A. Dispute resolution (not resulting from error in plans or differing site conditions) 3B. Public relations improvement 3C. Implementation of a Value Engineering finding 3D. Achievement of an early project completion 3E. Reduction of future maintenance 3F. Additional work desired by CTRMA 3G. Compliance requirements of new laws and/or policies 3H. Cost savings opportunity discovered during construction 3I. Implementation of improved technology or better process 3J. Price adjustment on finished work (price reduced in exchange for acceptance) 3K. Addition of stock account or material supplied by state provision 3L. Revising safety work/measures desired by CTRMA 3M. Other
4. Third Party Accommodation	4A. Failure of a third party to meet commitment 4B. Third party requested work 4C. Compliance requirements of new laws and/or policies (impacting third party) 4D. Other
5. Contractor Convenience	5A. Contractor exercises option to change the traffic control plan 5B. Contractor requested change in the sequence and/or method of work 5C. Payment for Partnering workshop 5D. Additional safety work/measures desired by the contractor 5E. Other
6. Untimely ROW/Utilities	6A. Right-of-Way not clear (third party responsibility for ROW) 6B. Right-of-Way not clear (CTRMA responsibility for ROW) 6C. Utilities not clear 6D. Other

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

RESOLUTION NO. 06-71

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, the CTRMA identified the proposed 183-A turnpike as its initial project in the petition filed under the RMA Rules; and

WHEREAS, the Board of Directors desires to retain one or more outside entities to provide roadway maintenance services for the 183-A turnpike project; and

WHEREAS, the Board of Directors desires that its Executive Director and staff initiate the process for procuring roadway maintenance services by drafting and issuing various requests for proposals (RFPs) to solicit responses from firms interested in providing such services and publishing such RFPs in accordance with the CTRMA's Policies and Procedures Governing Procurements of Goods and Services; and


WHEREAS, the Board of Directors desires that the Executive Director and staff review the proposals received, interview firms as necessary, and make recommendations to the full Board as to the best-qualified firms to provide roadway maintenance services to the CTRMA.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA authorizes its Executive Director and staff to draft and issue the RFPs for the provision of roadway maintenance services; and

BE IT FURTHER RESOLVED, that the Executive Director and staff shall make a recommendation to the full Board as to the best-qualified firms to provide roadway maintenance services to the CTRMA.

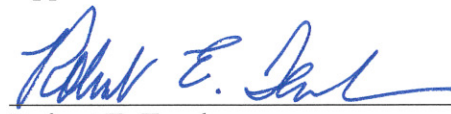
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-71
Date Passed 12/13/06

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

RESOLUTION NO. 06-72

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 CTRMA is charged with funding and developing transportation improvements throughout the region to help solve the current mobility crisis and to improve the quality of life for residents of Central Texas; and

WHEREAS, CTRMA staff, working in partnership with the Austin District of the Texas Department of Transportation, developed a proposed “CTRMA/TxDOT Regional Implementation Program” (the “Program”) which provides for the funding and development of various transportation system improvements through tolling of new roadway capacity; and

WHEREAS, in Resolution 04-62, dated December 8, 2004, the CTRMA Board of Directors adopted formal toll policies for the CTRMA (the “Toll Policies”) that were consistent with the Program and reflected input received through public comment and a public hearing held by the CTRMA for such purpose; and

WHEREAS, the Board of Directors anticipated in Resolution 04-62 that the Toll Policies would be subject to revision and amendment from time to time to insure that the Toll Policies best implement the mission and goals of the CTRMA in its efforts to serve the public regarding mobility matters; and

WHEREAS, certain provisions of the Toll Policies are no longer consistent with the actual operational methods to be used in the operation of various transportation improvements developed under the Program; and

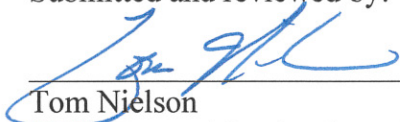
WHEREAS, CTRMA staff has undertaken development of various proposed amendments and revisions to the Toll Policies for the CTRMA and a summary of such proposed revisions to the Toll Policies are attached hereto as Attachment “A” (“Proposed Revisions to Toll Policies”);

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby directs the Executive Director and CTRMA staff to finalize the development of the Proposed Revisions to Toll Policies attached hereto as Attachment “A” in a manner consistent with the current operational methods to be utilized in operating transportation projects under the control of the CTRMA and consistent with any relevant contracts, official statements or financial agreements to which the CTRMA is subject; and

BE IT FURTHER RESOLVED, that the Executive Director and CTRMA staff shall cause all analysis and reports necessary and appropriate to fully determine the impact of each of the Proposed Revisions to Toll Policies to be undertaken, and to present all such information and final Proposed Revisions to Toll Policies to the Board at its regular Board Meeting in January 2007.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2006.

Submitted and reviewed by:



Tom Nielson
Legal Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-72
Date Passed 12/13/06

Memo



CENTRAL TEXAS
Regional Mobility Authority

To: Board Members
From: Tom Nielson
Date: December 8, 2006
Re: Proposed Revisions to Toll Policies

The Mobility Authority's toll policies were first approved by the Board in December 2004 at a time when a number of assumptions had to be made about the ultimate structure of our toll collection operations. Since that time, at the request of staff the Board has made a number of policy decisions that have caused some of the assumptions in the original toll policies to no longer be valid. In addition, staff has identified operational efficiencies and other improvements that were not contemplated in the original toll policies. As a result it has become necessary to review the toll policies and consider a number of revisions.

The biggest operational change involved shifting responsibility for TxTag customer service and violation enforcement processing activities from the Mobility Authority to TxDOT. Most of the changes to the toll policies involve revising the language to reflect this new paradigm. A copy of the preliminary proposed language is included for your review. In addition to these "house cleaning" changes, the staff is asking the board to consider the following policy updates:

- **Eliminating overnight staffing at the Brushy Creek Ramp Plaza** – Staff has analyzed the cost of providing toll attendant staffing at the Brushy Creek Ramps between the hours of 10:00 p.m. and 6:00 a.m. and determined that for the foreseeable future the costs involved in staffing the plazas would exceed any revenue collected during overnight hours. Therefore staff is suggesting the Board authorize those plazas to remain unmanned during the hours of 10:00 a.m. and 6:00 a.m. until such time that it becomes cost effective to staff the plazas during those hours.
- **Provide Public Mass Transit Buses with Toll Free Travel** – As a multi-modal transportation agency committed to reducing congestion, staff believes it would be appropriate for the Mobility Authority to provide publicly owned buses operated by

the Capital Area Metropolitan Transportation Authority and the Capital Area Rural Transportation Agency to travel on Mobility Authority roads without paying a toll. It is anticipated that the Mobility Authority will operate managed lanes on Loop 1 where it is assumed buses would travel toll free. Staff is asking the board to consider a uniform policy that would apply to all Mobility Authority roads. Initial analysis has determined that potential revenue losses are minimal.

- **Extend the period of toll free travel when 183A opens** – Staff has reviewed the approved promotional period for the opening of 183A and is recommending the promotional period criteria be revised to be more consistent with the promotional period used on the Central Texas Turnpike Project. With the opening of the Central Texas Turnpike Project, TxDOT is providing all drivers with two months of free travel. TxTag customers receive a third month of travel toll free and the fourth month TxTag customers travel for half price. In contrast, the Mobility Authority policies currently provide for a six month promotional period with only one month free to all drivers. The second month is currently free to TxTag users and the third through sixth month is 50% off for TxTag customers. Staff believes a shorter promotional period that provides an extended period of toll free travel is more beneficial to customers and easier to market.
- **Replace the \$10 TxTag credit with the extended free travel period** – The original toll policies specified that the Mobility Authority would provide a \$10 toll credit to every new TxTag customer. Since the Mobility Authority has decided to let TxDOT provide TxTag customer service functions, this provision is no longer operationally feasible. Therefore, staff recommends the Board eliminate the \$10 provision in conjunction with the addition of the extra month of free travel.

Some of the changes that are proposed, may, under the terms of our Bond Covenants require the 183A Traffic and Revenue Consultant, Vollmer and Associates, to conduct an analysis to identify how the Mobility Authority's revenue stream may be affected. Staff is seeking direction from the Board on these proposed changes and with such direction would like Board approval to proceed with any required analysis. Once such analysis is complete the proposed policy revisions would be presented to the Board for final approval.

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POLICIES AND PROCEDURES FOR TOLL COLLECTION OPERATIONS ON THE CTRMA TURNPIKE SYSTEM

SECTION 1. PURPOSE

These Policies and Procedures for Toll Collection Operations (“Policies and Procedures”) are established pursuant to CTRMA Resolution No. 04-62, adopted by the CTRMA Board of Directors on December 8, 2004. Under provisions of Chapter 370 of the Texas Transportation Code, CTRMA possesses the authority to designate a turnpike project or a portion of a turnpike project as a controlled-access toll road (Sec. 370.179). These Policies and Procedures establish CTRMA practices and operations for toll collection systems on designated controlled-access toll roads operating within the CTRMA turnpike system, and incorporate provisions of Texas Transportation Code Sec. 370.177 regarding failure or refusal to pay turnpike project tolls and related penalties and offenses.

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SECTION 2. DEFINITIONS

ACH	Automated Clearing House Network.
CSC	Customer Service Center.
Electronic Toll Tag or Toll Tag	<u>A device that records the usage of a vehicle using a toll road; usually adhered to the windshield of the vehicle, allowing motorists to drive non-stop through designated electronic toll collection lanes. (Electronic Toll Tags are a type of “transponder” pursuant to Texas Transportation Code Sec. 370.178.)</u>
ETC	Electronic Toll Collection.
IVR	Interactive Voice Response.
Non-payment Transaction	A transaction where the customer does not pay the toll in the lane at the time of travel through the toll lane.
Non-Tagged Non-payment	Vehicles not equipped with toll tags and that do not pay the toll at the time of travel through the toll lane.
Tag Class	The CTRMA class that is determined using the vehicle information that is programmed in the toll tag.
Tagged Non-payment	A vehicle equipped with a toll tag that is not valid and does not stop to pay toll.

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U/O Unusual Occurrence.
VES Violation Enforcement System.
VPC Violation Processing Center.

SECTION 3. EXEMPTION FROM TOLL PAYMENT

Users of CTRMA Toll Facilities shall be required to pay a toll unless they are determined to be exempt under Texas State Statutes or as authorized by the CTRMA Board under the provisions of the Texas State Statutes.

(a) Emergency and Military Vehicles: In accordance with the provisions of Sec. 370.177 and 362.901 of the Texas Transportation Code, CTRMA will create technical procedures to ensure that authorized emergency vehicles, as well as state and federal military vehicles, are exempt from paying tolls on the CTRMA toll road system.

(b) Public Transportation Vehicles: Under the provisions of Sec. 370.177 of the Texas Transportation Code and to facilitate a multi-modal transportation system that ensures safe and efficient travel for all individuals in Central Texas, public transportation vehicles with a carrying capacity of 20 or more individuals that are owned and/or operated on behalf of the Capital Metropolitan Transportation Authority or the Capital Area Rural Transportation System shall be exempt from paying tolls on CTRMA toll facilities.

SECTION 4. TOLL INCENTIVES AND DISCOUNTS

To promote the use of CTRMA toll roads and to maximize the use of toll tags on CTRMA facilities, the CTRMA will offer customers incentives and discounts.

(a) Discounts for Toll Tag Users: Customers who pay their toll using a toll tag will receive a discount equal to ten percent (10%) off of the toll amount paid by cash toll customers.

(b) Incentive Offers: From time to time the CTRMA may conduct promotions or marketing activities which encourage drivers to use CTRMA toll roads and/or TxTag and/or reward customers for such use.

SECTION 5. CUSTOMER SERVICE AND VIOLATION POLICIES

Upon implementation of the CTRMA toll collection system, CTRMA expects that there may be a high percentage of customers using a toll road who will not have a toll tag. The objective of the toll operations procedures and policies created by the CTRMA is to increase the percentage of toll road customers who establish toll tag accounts with the TxDOT CSC. Additionally, because tolling is a new concept for customers in the Central Texas region, it will take some time for customers to adjust to the toll road operations, rules and regulations. During the few months after the start of CTRMA toll collection operations, a tolerant and customer-friendly

- Deleted: ¶ SECTION 3. ESTABLISHMENT OF CUSTOMER TOLL TAG ACCOUNTS. PAYMENT, DISTRIBUTION OF TOLL TAGS¶
- 3.1 Toll Tag Accounts Generally ¶ Customers may establish either individual or business toll tag accounts by contacting the CTRMA Customer Service Center ("CSC"). Qualification for an "individual" account versus a "business" account will depend upon the num ... [1]
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approach will be employed towards customers who use the road without paying toll charges. While it is understood that the objective of the CTRMA is to collect revenue and minimize toll violation abuse, CTRMA believes that a moderate approach towards customers who did not pay the toll ultimately will allow for a period of adjustment as customers begin using the new toll roads, and will create new toll customers for the CTRMA.

The (TxDOT CSC) provides customer service to CTRMA customers and supports all operations related to customer toll tag account setup, account maintenance and customer service. The efficient operation of the TxDOT CSC is critical to the success of the CTRMA toll collections. The CSC will adhere to the following provisions with respect to customer service, toll violations, and toll tag use:

(a) Customers That Use Toll Tag Lanes Without Corresponding Toll Tags:

If a customer who realizes they caused a Non-payment Transaction contacts the TxDOT CSC and establishes (or re-establishes, if the customer has an invalid toll tag account) a valid, funded toll tag account within ten (7) days, or such period of time that is dictated by the terms of any agreement with TxDOT concerning the VPC, after the Non-payment Transaction was committed, the administrative fee that TxDOT is allowed to charge will be waived, and the unpaid toll amount will be deducted from the customer's account balance. In the event that the violating customer does not either open and adequately fund a new toll tag account, or adequately fund their existing toll tag account, within the specified time frame, that customer will then receive a "Notice of Nonpayment" via regular mail for the unpaid toll amount plus a \$5.00 administrative fee. If the violating customer contacts the TxDOT CSC within thirty (30) days after such notice is mailed, and either opens and adequately funds a new toll tag account, or adequately funds their existing toll tag account, either part of or all of the \$5.00 administrative fee will be waived, and any remainder of the fee not waived, plus the unpaid toll amount, will be deducted from the customer's account balance.

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(b) Violation Enforcement Strategies:

If a customer who receives a "Notice of Nonpayment" does not take any of the actions described in subsection (a) above within thirty (30) days after such notice is mailed, the Non-payment Transaction becomes an offense under Sec. 370.177 of the Texas Transportation Code, and a collection process will be implemented to attempt collection of the unpaid toll amount plus the additional administrative fee (which may include the collection agency's fees). If the collection process does not succeed in obtaining the toll amount and corresponding fees owed, the violating customer will be referred for prosecution. An offense for failure or refusal to pay a toll under Sec. 370.177 of the Texas Transportation Code is a misdemeanor subject to a fine of up to \$250.00 for each offense. If convicted of the offense, a violating customer will be liable for the unpaid toll amount, plus a \$100 administrative fee, plus court costs and a fine of up to \$250.00. In the prosecution of an offense under Sec. 370.177, proof that the vehicle passed through a toll collection facility without payment of the proper toll, together with proof that the defendant was the registered owner or the customer of the vehicle when the

failure to pay occurred, establishes the nonpayment of the registered owner. The proof may be by testimony of a peace officer or CTRMA employee, video surveillance, or any other reasonable evidence. Under provisions of Sec. 370.177, there are certain exceptions to violation for failure to pay toll regarding rental cars and vehicles sold but for which title has not been officially transferred by TxDOT. In addition, it is a defense to prosecution if the vehicle is stolen prior to the failure to pay a toll, but only if the theft is reported to the appropriate law enforcement agency within the required time period.

(c) Procedures for Disputing Toll Violations:

Customers may dispute an alleged failure to pay toll violation by contacting the TxDOT CSC by walk-in, telephone, regular mail, e-mail, or facsimile.

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(d) Appealing a Toll Violation to CTRMA

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A customer who has contacted the TxDOT CSC and has been unable to satisfactorily resolve a dispute regarding a toll violation may submit a written appeal to the CTRMA.

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¶ Toll tags are issued by the CTRMA for use with one (1) corresponding vehicle per toll tag. Customers should not to attempt to remove and transfer a toll tag to another vehicle once the tag is adhered to the original vehicle's windshield. To engage in such unauthorized transfer of a toll tag is against CTRMA policy, and CTRMA reserves the right to refuse to recognize as valid any toll transaction made pursuant to such unauthorized transfer of a toll tag from its original vehicle.¶

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SECTION 6. TOLLING POLICY FOR PHASES OF CTRMA TURNPIKE PROJECT "UNDER CONSTRUCTION"

- (a) For any phase of a toll project "under construction" as of the date the project is included in CAMPO's then governing transportation plan or transportation improvement program as a toll project or candidate toll project, the authority shall defer the commencement of toll collection operations on that phase until additional phases of the project are constructed so as to provide continuous uninterrupted travel for a distance, or to a destination, to be designated by the Board of Directors on a project specific basis. Toll projects subject to this provision shall be designated on Attachment "A" hereto, which shall be updated periodically by action of the Board. The deferral of toll collection operations shall end once the component phases of the project or the designated travel corridor (as identified on Attachment "A") are "substantially complete".
- (b) For purposes of this policy the phrase "under construction" shall mean that a contract has been executed by the authority or TxDOT which provides for roadway construction of a phase of the toll project. The phrase "substantially complete" shall mean that the toll project is open to traffic for its entire length as designated on Attachment "A". Temporary closures due to emergencies or short-term construction or maintenance operations shall not preclude a toll project from being deemed substantially complete.
- (c) The authority may install signage and toll collection equipment on or along a project (or any phase thereof) indicating that toll collection operations are being deferred and that tolls will be collected on the entirety (or any portion) of the project in the future.
- (d) The designation of a project as a toll project or candidate toll project in CAMPO's then governing transportation plan or transportation improvement program prior to the time it

is open to traffic shall preclude the project from being deemed a "conversion" under provisions of the Texas Transportation Code when toll collection operations begin.

- (e) Notwithstanding the foregoing, the Board of Directors may, upon receipt of a written request from CAMPO or from the Commissioners Court(s) of the county(s) in which a project is located, waive this policy and toll a phase of project that is under construction prior to completion of the entirety of the project.

ATTACHMENT "A"

INITIAL PHASE	CONTRACT EXECUTION DATES	TRAVEL CORRIDOR TO BE COMPLETED PRIOR TO TOLLING
US 183 (S): South of IH 35 (N) to South of US 290 (E)	February 10, 2003	From main lanes of US 183 at IH35 to Presidential Blvd. (permitting travel on main lanes unimpeded by traffic signals on US 183 South from IH35 to ABIA)
SH 71 (E): West of Burleson Rd. to West of Riverside Dr.	September 16, 2002	From main lanes of SH 71 from IH35 to Presidential Blvd. (permitting travel on main lanes unimpeded by traffic signals on SH71 East from IH35 to ABIA)
Loop 1 (MOPAC Blvd): South of William Cannon Dr. to US 290 (W)	September 15, 2003	From main lanes of Loop 1 at William Cannon Dr. to south of Barton Skyway (permitting travel on express lanes from William Cannon Dr. to south of Barton Skyway)

SECTION 3. ESTABLISHMENT OF CUSTOMER TOLL TAG ACCOUNTS; PAYMENT; DISTRIBUTION OF TOLL TAGS

3.1 Toll Tag Accounts Generally

Customers may establish either individual or business toll tag accounts by contacting the CTRMA Customer Service Center ("CSC"). Qualification for an "individual" account versus a "business" account will depend upon the number of toll tags a customer seeks to obtain as set forth below. Any customer personal or business information provided to CTRMA, including but not limited to name, address, telephone number, facsimile number, or e-mail address, and information regarding the type of account or number of toll tags issued, shall not be disclosed by CTRMA to any third parties, except for where such disclosure is required as a matter of law. Toll tags will be provided free of charge to customers who establish toll tag accounts; provided, however, that customers with an "initial deposit" individual account described below must pay an additional account set up fee if they request an additional toll tag. Upon issuance, the toll tag will remain the property of CTRMA and the Texas Department of Transportation (TxDOT), and are subject to the provisions of Sec. 370.178 of the Texas Transportation Code. If and when a customer returns a toll tag to the CTRMA, any remaining account balance in the customer's account will be refunded.

The following is a description of the three types of CTRMA toll tag accounts that customers may establish:

Individual Account (Registered)

A customer opens a toll tag account with a minimum of \$20.00. A minimum account balance of \$0.50 is required per toll tag. The first toll tag for the toll tag account is free, however, customers must pay an additional \$20.00 for each additional toll tag requested in conjunction with a toll tag account. Customer will be notified via regular mail, or e-mail if the customer so elects, when their account balance falls to \$10.00. Such notification is provided as a courtesy by CTRMA, and failure to notify shall not relieve the customer of their obligation to remain apprised of their toll tag account balance at all times.

Individual Account (Unregistered)

A customer opens a toll tag account with a minimum of \$20.00. A minimum account balance of \$0.50 is required per toll tag. Customers choosing to remain anonymous by selecting the unregistered account option will be responsible for remaining apprised of their toll tag account balance because CTRMA will not be able to issue any balance notifications due to the account's unregistered status. In addition, unregistered customers will not be eligible for a refund or replacement for any toll tag that is lost or stolen. Customers should consider the toll tags

affiliated with their unregistered account the same as cash, and should take extreme caution to prevent the loss or theft of such toll tag(s).

Business Account (Registered)

To qualify for a Business Account, customer must order a minimum of six (6) toll tags. Customers must open a Business Account with a minimum of \$30.00 per toll tag, with \$30.00 for the account per toll tag, and including the \$.50 required minimum account balance per toll tag. Customer will be notified via regular mail, or e-mail should the customer so elect, when their account balance falls below fifty percent (50%) of the starting account balance. Such notification is provided as a courtesy by CTRMA, and failure to notify shall not relieve the customer of their obligation to remain apprised of their toll tag account balance at all times. Business Account customers are allowed to obtain an unlimited number of toll tags for their account.

3.2 Toll Tag Distribution

(a) Distribution by Mail: Toll tags will be mailed via regular mail to customers who choose to open their toll tag accounts via the following methods, or for customers who request additional toll tags:

- Request via Telephone
- Request via Facsimile
- Request via E-mail
- CTRMA Web Site Application
- Request by Regular Mail
- Certain Authorized Retail Outlets

(b) Distribution via In-Person Pickup: A customer may obtain their toll tag(s) in person when establishing a toll tag account via the following methods:

- In-person visit to CTRMA CSC or any CSC Remote Counter
- Location
- Vending Kiosk or Machine
 - Authorized Retail Outlets
 - Toll Lane Attendant Booth

(c) CTRMA Use of Distribution Information: CTRMA will track the number and frequency of toll tags distributed according to the particular type of distribution method to identify the most frequently used distribution channels.

(d) Technical Operation and Technical Problems With Toll Tag Function: CTRMA will make reasonable efforts to test each toll tag that is issued to a customer. However, customers should test the functioning of their toll tag by passing through a tollbooth lane upon their first use of the toll tag to verify whether the toll tag is capable of being read by the toll collection equipment. If a customer becomes aware of a technical problem, either through self-testing, or because the

customer is contacted by CTRMA for a Non-payment Transaction even though the customer has an adequate balance in their account, the customer should immediately contact the CSC to make arrangements to correct the problem or to receive a new toll tag.

3.3 Payment Methods

Accounts (Registered or Unregistered) are pre-paid, and can be established and maintained by credit card, debit card, automatic clearing house (ACH) transaction, money order, check, and/or cash. To establish a registered account, the customer is required to complete the Account Setup Application and establish a means of account replenishment. Customers with unregistered accounts are not required to provide any information.

The following payment methods are available for the corresponding methods of opening a customer account:

- Customers may pay with cash to open an account via: walk-in visits to the CSC or CSC Remote Location Counter; vending machines or kiosks; authorized retail outlets; or request to open an account made to a toll lane attendant.
- Customers may pay with checks or money orders to open an account via: walk-in visits to the CSC or CSC Remote Location Counter; regular mail; authorized retail outlets; or request to open account made to a toll lane attendant.
- Customers may pay with credit cards, or debit cards that do not require personal identification numbers (PINs), to open an account via: walk-in visits to the CSC or CSC Remote Location Counter; telephone; IVR; CTRMA Web Site Application; facsimile; e-mail; vending machines or kiosks; authorized retail outlets.

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Discounts and Incentives

A primary objective of the CTRMA's Marketing and Public Information Program is to enroll as many customers as possible in the ETC program. CTRMA will determine appropriate introductory and marketing activities on a project-by-project basis, which may include, but not be limited to, the following:

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.1 Special Toll Tag Accounts and Applicable Legal Exemptions

CTRMA recognizes the importance of encouraging mass transit users to travel on toll roads to further relieve congestion and increase regional mobility. Special

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discounts will be provided to these users. Police, law enforcement and certain other “authorized emergency vehicles” as defined by Sec. 541.201 of the Texas Transportation Code are required to be exempt from paying tolls under Sec. 370.177 of the Texas Transportation Code, and state and federal military vehicles are also exempt from paying tolls under Sec. 362.901 of the Texas Transportation Code.

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Capital Metro/ CARTS vehicles shall receive a toll tag rate equal to the rate for cars, and shall also receive a ten percent (10%) discount off that rate

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School Buses: School buses from school districts in the Central Texas region that elect to establish a toll tag account with the CTRMA shall receive a toll tag rate equal to the rate for cars, and shall also receive a ten percent (10%) discount off that rate.

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Emergency Vehicles: In accordance with the provisions of Sec. 370.177 and 362.901 of the Texas Transportation Code, CTRMA will create technical procedures to ensure that authorized emergency vehicles, as well as state and federal military vehicles, are exempt from paying tolls on the CTRMA turnpike system.

Express Buses: Express buses operated by transportation providers other than Capital Metro/CARTS shall receive a toll tag rate equal to the rate for cars, and shall also receive a ten percent (10%) discount off that rate.

Other Mass Transit Provider Vehicles: Vehicles belonging to additional mass transit providers other than Capital Metro/CARTS that choose to establish a toll tag account with CTRMA shall receive a toll tag rate equal to the rate for cars, and shall also receive a ten percent (10%) discount off that rate.

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.2 Incentives and Discounts

During the initial start-up phase of tolling on a particular CTRMA project, some incentives to customers may be offered depending on the level of toll tag enrollment, such as the following discounts and incentives:

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Incentive Offers: CTRMA may offer incentives with each new toll project that is opened to encourage ridership.

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Toll Tag Users: Ten percent (10%) toll tag user discount; equals a discount of ten percent (10%) off of the toll amount paid by cash only toll customers.

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3.3 US183-A Turnpike Introductory Programs

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- (a) Discount For New CTRMA Customers: Free \$10.00 credit for toll charges given to a new CTRMA customer per each toll tag account.

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-) Step-Up or No Charge for Introductory Period: CTRMA shall offer a four

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-month Introductory Period after US 183-A is constructed and opened to traffic. The initial four weeks of the Introductory Period will be free usage for all customers. The period of free usage will be extended up to eight weeks free usage for toll tag customers, and 50% discount for the remaining two

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months of the Introductory Period,

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there will be a fifty percent (50%) reduction in amount of tolls charged for those toll tag customers.

- (c) Customer Friendly Toll Violation Enforcement Process: If a customer who realizes they caused a Non-payment Transaction contacts the CSC and establishes (or re-establishes, if the customer has an invalid toll tag account) a valid, funded toll tag account within ten (10) days, or such period of time that is dictated by the terms of any agreement with TxDOT concerning the VPC, after the Non-payment Transaction was committed, the administrative fee that CTRMA is allowed to charge under Texas Transportation Code Sec. 370.177(c) will be waived, and the unpaid toll amount will be deducted from the customer's account balance. In the event that the violating customer does not either open and adequately fund a new toll tag account, or adequately fund their existing toll tag account, within the specified time frame, that customer will then receive a "Notice of Nonpayment" via regular mail for the unpaid toll amount plus a \$25.00 CTRMA administrative fee. If the violating customer contacts the CSC within thirty (30) days after such notice is mailed, and either opens and adequately funds a new toll tag account, or adequately funds their existing toll tag account, either part of or all of the \$25.00 administrative fee will be waived, and any remainder of the fee not waived, plus the unpaid toll amount, will be deducted from the customer's account balance.

The waiver of CTRMA administrative fees will be graduated over an eighteen (18) month period of time, where: during the first six (6) months of the toll road operations, all administrative fees will be waived; during next six (6) months of operations, \$15.00 of the fee will be waived; during the third six (6) to twelve (12) months of operations, \$10.00 of the administrative fee will be waived; and after a total period of eighteen (18) months after opening of operations, no portion of the administrative fee will be waived.

WhitePaper
Should CTRMA exempt mass transit buses from tolls?

Purpose

This paper considers the possibility of exempting mass transit buses and vans from the payment of tolls on 183A and future CTRMA facilities. It will cover the potential impacts of a policy change, offer a recommendation and outline steps to implement the recommendation.

Background

The CTRMA Board of Directors adopted toll policies in December 2004. Those policies were included in the Official Statement (OS) dated February 2005 for toll project 183A. The current toll policies affecting buses follow:

“CTRMA recognizes the importance of encouraging mass transit users to travel on toll roads to further relieve congestion and increase regional mobility. Special toll tags accounts and discounts will be provided to these mass transit vehicles. Police, law enforcement and certain other “authorized emergency vehicles” as defined by Sec. 541.201 of the Texas Transportation Code are required to be exempt from paying tolls under Sec. 370.177 of the Texas Transportation Code, and state and federal military vehicles are also exempt from paying tolls under Sec. 362.901 of the Texas Transportation Code.

- (a) Capital Metro Bus: Two axle Capital Metro/ CARTS vehicles shall receive a toll tag rate equal to the rate for cars, and shall also receive a ten percent (10%) discount off that rate.
- (b) School Buses: Two axle school buses from school districts in the Central Texas region that elect to establish a toll tag account with the CTRMA shall receive a toll tag rate equal to the rate for cars, and shall also receive a ten percent (10%) discount off that rate.
- (c) Emergency Vehicles: In accordance with the provisions of Sec. 370.177 and 362.901 of the Texas Transportation Code, CTRMA will create technical procedures to ensure that authorized emergency vehicles, as well as state and federal military vehicles, are exempt from paying tolls on the CTRMA turnpike system.
- (d) Express Buses: Two axle express buses operated by transportation providers other than Capital Metro/CARTS shall receive a toll tag rate equal to the rate for cars, and shall also receive a ten percent (10%) discount off that rate.
- (e) Other Mass Transit Provider Vehicles: Two axle vehicles belonging to additional mass transit providers other than Capital Metro/CARTS that choose to establish a toll tag account with CTRMA shall receive a toll tag rate equal to the rate for cars, and shall also receive a ten percent (10%) discount off that rate.”

Possible implications of policy change

The following lists outlines the main considerations associated with exempting mass transit vehicles from the payment of tolls on 183A and future CTRMA facilities.

Pros

Promote mass transit
Partner in regional transportation solutions
Diminishing revenue impacts
Positive Environmental Justice initiative
Consistent with Loop 1 managed lane

Cons

Loss of revenue
Potential amendment of OS
May open door to future requests
Inconsistent with TTA policy
Board must amend toll policies

Revenue loss and costs

We'll begin with the downside. The potential loss of revenue is a concern based on research of the near term (opening year) and medium term (through ramp up) impacts. The three (3) bus routes (983, 986 and 987) that will utilize 183A, running between Leander and Austin, potentially represent annual revenue of \$36,288.

The following indicates how this estimated dollar amount was reached.

- Current toll policy charges buses at the 2 axle rate and gives 10% discount
- These buses would make eighty (80) trips on 183A each week day
- Annual calculations based on 252 days

Annual revenue of \$36,288 is not an insignificant amount. In year one of operation for 183A this loss represents 1.2% of the agency's annual revenue based on projections in the OS. The projected revenue in the OS for year two is over \$10 million and the percent of revenue lost drops to 0.36% if this policy were implemented. By year 2011, the final year of ramp up, annual revenues are projected to be approximately \$23,446,000 and the percentage of revenue lost by exempting buses is estimated to drop to 0.15%.

The agency may incur additional one time costs from bond counsel and/or Vollmer as they provide research and opinions on this issue. Vollmer charged the CTRMA \$12,500 when researching converting the toll schedule at the Brushy Creek ramps. We should assume similar charges will accompany a request on this matter.

Regional consistency

With two toll agencies operating in the same metropolitan area efforts should be made to remain consistent, where possible, in our policies. The concept of exempting transit buses is inconsistent with TTA/TxDOT's current toll policy which requires mass transit vehicles and school buses to pay all tolls.

It is understood however, that the two agencies have different missions. TxDOT operates with a statewide orientation while the CTRMA pursues projects and operates based on regional emphasis. Efforts to inform transit operators of the differing policies would be important.

Opening the door

Another area of concern is opening the issue of free passage on toll facilities at all. The CTRMA Board and staff may receive additional requests from various groups seeking inclusion as they attempt to define themselves as a form of mass transit. These requests will require staff time for research and response. On the other hand, similar requests would likely occur whether the CTRMA opens this issue or not.

Positives aspects

Regional partner

Exempting mass transit buses provides an excellent example that CTRMA is a regional transportation partner committed to mass transit. It would be a positive demonstration that the agency would forego revenue to promote regional transportation interests.

While exempting these vehicles on 183A would be inconsistent with TxDOT it is on target with the developing policies for the Loop 1 Managed Lane project. One of the directives from TxDOT on Loop 1 is that mass transit vehicles will be exempt from tolls. Since TxDOT decided that CTRMA would operate and maintain Loop 1, a policy exempting these vehicles would provide uniformity in our agency policy and reduce potential confusion for those using CTRMA facilities.

Environmental justice

Applying this policy to all CTRMA facilities demonstrates, in part, our concern for environmental justice (EJ). Mass transit agencies would not realize increased operating cost due to tolls on our facilities and therefore have no need to pass along an increase, based on tolls, to their customers. Their customers receive the benefit of faster, more reliable trips without the cost of the tolls.

Recommendation

The CTRMA should pursue amending the adopted toll policies as listed in the OS to allow the exemption of mass transit buses and vans on 183A and future CTRMA facilities. The potential positive impacts outweigh the concerns including the loss of revenue.

The timing of implementation is optional. Postponing a policy change until after the ramp up period, 2011, allows the agency to collect approximately \$145,000 in revenue we would have foregone if this policy is implemented upon the opening of 183A. There is also the possibility that once light rail begins operation, as early as 2008, in the Leander Transit Oriented District that these bus routes will no longer operate. If that happens the potential loss of revenue becomes immaterial.

If and when the policy change takes affect, CTRMA has the opportunity to use the potential negative impacts as part of the greater agency message that we are focused on regional transportation solutions. It would demonstrate that, where feasible, we are willing to spend the time, resources and revenue to research and implement policies that benefit the entire region and our transportation partners.

Implementation

The cleanest way to implement this policy would be for CAPMETRO to open a TxTag corporate account and equip all of their transit vehicles with TxTags. Since the tags are currently free the cost would be in funding their account. TxDOT/TTA could charge the tolls on their facilities without any change to their back office processes.

The CTRMA host computer would recognize these tags as belonging to mass transit vehicles with exempt status. No tolls would be charged. The host computer would pass these transactions to the TTA customer service center as zero dollar (\$0) transactions. We would track total transactions and be able to accurately determine how much revenue we are foregoing due to the policy. The transit operator would have no additional operating cost on our facilities while enhancing their ability to analyze the operational efficiency of their vehicles using toll facilities.

Next steps

The following steps may be required to implement this policy change if the board desires.

- Obtain an opinion from bond counsel
- Vollmer conduct traffic and revenue impact analysis (if required)
- General counsel provide language to amend OS
- Tightly define what vehicles qualify for exemption
- Obtain Board approval for the policy change
- Advise TTA of our policy change
- Equip transit vehicles with TxTags
- Write computer code for CTRMA host system

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

RESOLUTION NO. 06-73

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, the CTRMA identified the proposed 183-A Turnpike Project (the "Project") as its initial project in a petition filed under the RMA rules and has subsequently undertaken to cause the Project to be constructed under the terms of a Comprehensive Development Agreement; and

WHEREAS, the Project is nearing completion and will soon open for use by the traveling public; and

WHEREAS, Section 370.180 of the Texas Transportation Code provides that an authority such as the CTRMA may promote transportation projects as an authority determines; and

WHEREAS, the CTRMA and the Texas Department of Transportation ("TxDOT"), through its Texas Turnpike Authority division, have worked together to promote the use of TxTag transponders as an efficient and convenient way for toll road customers, including those that will utilize the Project, to realize the benefits of electronic toll collection technology, and

WHEREAS, the CTRMA staff has developed as part of its promotional efforts a marketing plan to help maximize the penetration of the use of TxTags by drivers who will utilize the Project whereby community groups can distribute TxTag transponders as a fundraising opportunity for such groups (the "Marketing Program"); and

WHEREAS, the proposed Marketing Program would provide that the CTRMA will pay a participating community group a two dollar commission for each TxTag that the group distributes that is registered from January 1, 2007 until June 30, 2007; and

WHEREAS; based on their efforts to develop the Marketing Program, the CTRMA staff recommends that the Marketing Program be approved by the Board of Directors.

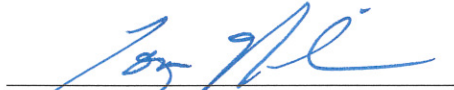
NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves the final development and implementation of the Marketing Program; and

BE IT FURTHER RESOLVED, that the Executive Director and CTRMA staff are directed to finalize the terms, conditions and provisions of the Marketing Program in a manner consistent

with this Resolution, and that the Marketing Program be implemented as provided herein. CTRMA staff is further directed to update the Board from time to time on the success of the Marketing Program and its effectiveness as part of the CTRMA's promotional efforts.

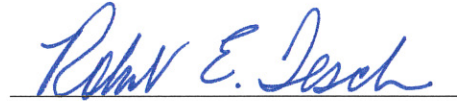
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-73
Date Passed 12/13/06



CENTRAL TEXAS
Regional Mobility Authority

Memo

To: Board Members
From: Steve Pustelnyk
Date: December 7, 2006
Re: Proposed TxTag Marketing Program

The Communications Department is requesting board authorization to implement a marketing concept intended to maximize the penetration of TxTag transponders in the communities adjacent to 183A. Under the proposal, community groups based in areas around Cedar Park, Leander, and Liberty Hill would be eligible to distribute TxTag transponders as a fundraising opportunity. The Mobility Authority would pay each community group a two dollar commission for each TxTag that is registered. As proposed, the program would run from January 1, 2006 to June 30, 2006. At the end of the six month period the Mobility Authority would compute the commission due to each group and issue a commission check.

Funding for the program would be incorporated into the Mobility Authority's FY 2007 budget. Based on traffic projections for 183A, the initial cost to the Mobility Authority is expected to be less than \$50,000. Considering the high cost of traditional advertising, this approach, if successful, could prove a very cost effective way to maximize TxTag distribution.

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

RESOLUTION NO. 06-74

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 months of October and November 2006 and has caused a Financial Report for both months 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 October and November 2006, attached hereto as Attachment "A."

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 13th day of December, 2006.

Submitted and reviewed by:

Approved:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-74
Date Passed 12/13/06

Central Texas Regional Mobility Authority
Balance Sheet

As of

October 31, 2006

October 31, 2005

Assets

Current Assets

Cash in Operating Fund	1,723.66		5,849.13
Cash In TexSTAR	7,257,127.74		8,778,064.92
Cash in Chase Money Mkt Funds	3,457,286.66		12,591,757.49
Money Market Payroll Account	2,378.71		0.00
Restricted Cash-TexStar	21,848,194.55		29,229,455.66
Total Cash Equivalents	32,564,987.66		50,599,278.07
Accounts Receivable	2,049.40		0.00
Interest Receivable	131,192.70		101,544.69
Total	16,362,012.51		14,020,783.20
Agencies			
Prepaid Insurance	2,096.74		1,318.52
Prepaid Expenses	1,583.31		1,266.72
Total Prepaid Expenses	3,680.05		2,585.24
Total Current Assets	49,065,645.98		64,730,040.33

Construction Work In Process

Utility Relocation Expense	60,531.19		7,068.41
Consulting-Admin Services	680,417.12		252,579.28
Consulting-Reimbursed Expenses	121.82		184.14
Environmental Fees	398,750.00		398,750.00
Funding Costs	30,000.00		30,000.00
Legal Fees-Construction	1,877,804.20		1,401,644.13
Traffic & Revenue Analysis	2,142,239.03		928,018.17
Unsuccessful Proposers	356,625.82		356,625.82
Engineering	2,461,918.43		75,266.15
Right of Way	138,740.83		0.00
Total Preliminary Costs	8,147,148.44		3,450,136.10
Public Involvement	179,917.85		0.00
CDA Oversight	5,424,410.91		497,481.81
Engineering	14,082,913.49		12,669,930.21
Total Construction Engineering	19,687,242.25		13,167,412.02
Design	27,424,668.85		6,119,068.25
Construction-CDA	105,214,023.18		35,186,237.56
Other Construction Costs	158,118.08		0.00
Total Construction	132,796,810.11		41,305,305.81
Toll Collection System	4,289,555.61		151,656.00
Accrued Interest Income	(11,738,242.23)		(5,674,008.35)
Accrued Interest Expense	19,817,646.92		8,216,723.88
Amortization of Bond Premium	(2,641,905.32)		(1,108,394.24)
Amortization Bond Disc Invest	(233,316.12)		(34,725.04)
Total Accrued Interest	5,204,183.25		1,399,596.25
Amortization Bond Issue Costs	2,400,878.76		1,008,586.40
Total Construction WIP	172,525,818.42		60,482,692.58

Fixed Assets

Computers	115,571.52		107,202.01	
Accum Deprec-Computers	<u>(76,773.64)</u>	38,797.88	<u>(46,018.78)</u>	61,183.23
Computer Software	95,156.88		73,385.25	
Accumulated Amortization-Software	<u>(21,452.40)</u>	73,704.48	<u>(795.08)</u>	72,590.17
Furniture and Fixtures	52,907.09		0.00	
Accum Deprec-Furn & Fixtures	<u>(7,369.22)</u>	45,537.87	<u>0.00</u>	0.00
Equipment	28,777.93		0.00	
Accum Deprec-Equipment	<u>(7,289.98)</u>	21,487.95	<u>0.00</u>	0.00
Communication Equipment	30,256.02		16,275.09	
Accum Deprec-Comm Equip	<u>(4,926.81)</u>	25,329.21	<u>0.00</u>	16,275.09
Leasehold Improvements		45,943.94		1,105.00
Total Fixed Assets		250,801.33		151,153.49
Other Assets				
Security Deposits		8,643.30		8,643.30
Long Term Investments				
GIC		90,178,142.76		174,187,848.21
Other Assets				
Intangible Assets		650.00		0.00
2005 Bond Issuance Costs		10,529,490.40		11,925,553.88
Total Assets		322,558,542.19		311,485,931.79

Liabilities**Current Liabilities**

Accounts Payable	7,982,879.59		(211,183.53)
Vouchers Payable	0.00		259,599.60
Interest Payable	3,804,313.95		4,025,265.59
Deferred Compensation Payable	0.00		0.00
TCDRS Payable	15,435.37		0.00
Due to State of Texas	(11.03)		0.00
Total Current Liabilities	11,802,617.88		4,073,681.66

Long Term Liabilities

Retainage Payable	6,832,705.32		781,932.37
BANS 2005	66,000,000.00		66,000,000.00
Senior Lien Revenue Bonds 2005	168,943,735.37		167,967,610.70
Sn Lien Rev Bnd Prem/Disc 2005	7,216,301.23		8,749,812.31
Total Long Term Liabilities	248,992,741.92		243,499,355.38
Total Liabilities	260,795,359.80		247,573,037.04

Net Assets Section

Net Assets beginning	62,604,167.57		64,467,206.86
Current Year Operations	<u>(808,522.88)</u>		<u>(554,312.11)</u>
Total Liabilities and Net Assets	322,591,004.49		311,485,931.79

**Central Texas Regional Mobility Authority
Income Statement
All Operating Departments**

Revenue	Budget FY 2007	Actual Year To Date 10/31/2006	Percent Of Budget	Actual Year To Date 10/31/2005
Toll Revenue-Cash-183A	510,000.00	0.00		0.00
Toll Revenue-TxTag-183A	510,000.00	0.00		0.00
Interest Income	503,050.00	160,102.38	31.83%	133,951.08
Reimbursed Expenditures	51,000.00	16,850.52	33.04%	0.00
Total Revenue	1,574,050.00	176,952.90	11.24%	133,951.08

Expenditures	Budget FY 2007	Actual Year To Date 10/31/2006	Percent Of Budget	Actual Year To Date 10/31/2005
Regular	1,210,148.00	302,043.36	24.96%	213,425.73
Part Time	17,000.00	420.75	2.48%	0.00
Overtime	10,000.00	622.23	6.22%	0.00
Contractual Employees	130,000.00	55,400.00	42.62%	40,386.30
TCDRS	155,866.00	40,808.16	26.18%	29,772.92
FICA	64,527.00	13,491.25	20.91%	9,807.38
FICA MED	17,939.00	4,303.21	23.99%	3,025.93
Health Insurance	117,223.00	28,378.28	24.21%	10,899.20
Life Insurance	1,682.00	401.00	23.84%	0.00
Auto Allowance	9,000.00	2,450.00	27.22%	3,250.00
Other Benefits	88,471.00	12,129.81	13.71%	0.00
Unemployment Taxes	4,590.00	201.20	4.38%	0.00
Workers Compensation	5,324.00	0.00		0.00
Total Salaries & Wages	1,831,770.00	460,649.25	25.15%	310,567.46

	Budget FY 2007	Actual Year To Date 10/31/2006	Percent Of Budget	Actual Year To Date 10/31/2005
Contractual Services				
Professional Services				
Accounting	12,000.00	1,811.77	15.10%	11,987.50
Auditing	35,000.00	11,000.00	31.43%	10,800.00
Financial Advisors	4,000.00	0.00		0.00
General Engineering Consultant	450,000.00	0.00		5,568.75
General System Consultant	100,000.00	0.00		0.00
Geotechnical	1,200,000.00	0.00		0.00
Human Resources	22,000.00	195.60	0.89%	0.00
Legal	300,000.00	16,968.69	5.66%	81,532.19
Photography	15,000.00	0.00		3,195.00
Traffic & Revenue Consultants	40,000.00	0.00		0.00
Communications and Marketing	150,000.00	44,479.50	29.65%	0.00
Transcripts	2,000.00	0.00		1,900.00
Total Professional Services	2,330,000.00	74,455.56	3.20%	114,983.44
Other Contractual Services				
IT Services	25,000.00	1,665.25	6.66%	0.00
Graphic Design Services	50,000.00	0.00		18,804.02
Website Maintenance	20,000.00	4,041.25	20.21%	0.00
Research Services	45,000.00	0.00		42,628.07
Copy Machine	13,000.00	2,593.66	19.95%	0.00
Software licenses	21,675.00	7,259.80		0.00
Advertising	50,000.00	7,665.89	15.33%	0.00
Direct Mail	20,000.00	0.00		0.00
Video Production	50,000.00	77,064.48	154.13%	0.00
Television	150,000.00	138,545.75	92.36%	0.00
Radio	50,000.00	0.00		0.00
Other Public Relations	0.00	13,933.75		29,644.95
Security Contracts	60,000.00	134.40	0.22%	0.00
Cell Phones	10,170.00	1,492.82	14.68%	1,261.35
Local	18,240.00	2,058.76	11.29%	0.00
Long Distance	2,400.00	272.42	11.35%	0.00
Internet	4,000.00	1,224.00	30.60%	0.00
Other Communication Expense	1,000.00	42.28	4.23%	607.50
Dues & Subscriptions	7,200.00	1,265.00	17.57%	1,245.00
Memberships	18,950.00	115.00	0.61%	0.00
Continuing Education	9,000.00	1,928.95	21.43%	0.00
Professional Development	11,000.00	1,000.00	9.09%	9,266.10
Seminars and Conferences	21,400.00	12,620.00	58.97%	4,428.39
Total Travel	70,500.00	11,408.12	16.18%	23,310.11
Other Contractual Svcs	9,000.00	735.00	8.17%	0.00
Contractual Contingencies	161,000.00	148.50	0.09%	
Total Other Contractual Services	826,860.00	287,215.08	34.74%	131,195.49
Total Contractual Expenses	3,156,860.00	361,670.64	11.46%	246,178.93

Materials and Supplies	Budget	Actual Year	Percent	Actual Year
	FY 2007	To Date 10/31/2006	Of Budget	To Date 10/31/2005
Books & Publications	3,600.00	1,508.87	41.91%	0.00
Office Supplies	18,750.00	4,069.65	21.70%	6,390.45
Computer Supplies	17,500.00	1,244.26	7.11%	0.00
Copy Supplies	6,000.00	0.00		0.00
Annual Report	20,000.00	0.00		3,200.00
Other Reports	60,500.00	1,006.00	1.66%	0.00
Office Supplies	18,350.00	0.00		156.35
Maintenance Supplies	500.00	0.00		0.00
Promotional Items	12,500.00	0.00		0.00
Displays	10,000.00	11,368.00	113.68%	0.00
Tools & Equipment	2,250.00	15.28	0.68%	135.69
Misc Materials & Supplies	6,000.00	0.00		0.00
Total Materials & Supplies Exp	175,950.00	19,212.06	10.92%	9,882.49

Operating Expenses

Gasoline	10,000.00	0.00		18.92
Mileage Reimbursement	8,200.00	1,165.89	14.22%	2,429.91
Parking	22,100.00	7,065.42	31.97%	761.30
Meeting Facilities	3,000.00	0.00		0.00
Meeting Expense	4,900.00	824.79	16.83%	537.20
Public Notices	3,500.00	9.00	0.26%	189.30
Postage	11,500.00	507.92	4.42%	96.88
Overnight Services	2,200.00	37.12	1.69%	0.00
Delivery Services	3,200.00	475.25	14.85%	481.69
Insurance	26,200.00	9,040.64	34.51%	3,100.00
Reimbursements	1,150.00	0.00		28.36
Repair and Maintenance	3,600.00	0.00		158.00
Rent	162,290.00	53,620.40		0.00
Water	17,000.00	0.00		0.00
Electricity	7,400.00	1,041.74	14.08%	0.00
Natural Gas	500.00	0.00		0.00
Amortization Expense	30,000.00	11,775.16	39.25%	795.08
Dep Exp- Furniture & Fixtures	12,000.00	3,182.60	26.52%	0.00
Dep Expense - Equipment	12,000.00	3,128.24	26.07%	0.00
Dep Expense-Communic Equip	6,000.00	1,991.73	33.20%	0.00
Depreciation Expense-Computers	48,000.00	14,169.42	29.52%	-4,503.96
Recruitment	4,000.00	0.00		0.00
Community Initiative Grants	200,000.00	23,311.20	11.66%	10,000.00
Total Operating Expense	598,740.00	131,346.52	21.94%	14,092.68

Financing Expenses

Arbitrage Rebate	1,000.00	0.00		0.00
Loan Fees	10,500.00	11,000.00	104.76%	0.00
Bond Issuance Cost	25,000.00	0.00		0.00
Trustee Fees	3,800.00	1,266.68	33.33%	1,266.64
Bank Fees	1,000.00	330.63	33.06%	24.98
Credit Card Fees	1,000.00	0.00		0.00
Contingency	20,000.00	0.00		0.00

Total Financing Expense	62,300.00	12,597.31	20.22%	1,291.62
Total Expenses	5,825,620.00	985,475.78	16.92%	582,013.18
Net Income	-4,251,570.00	-808,522.88		-448,062.10

CTRMA INVESTMENT REPORT

	Month Ending 10/31/2006						Current Rate as of 10/31/2006	Maturity
	Balance 9/30/2006	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 10/31/2006		
Amount in repo								
Construction Fund	84,898,590.28			216,078.27	10,136,856.48	74,977,812.07	3.35%	April 1, 2007
Debt Service Fund	15,157,909.25			41,972.13		15,199,881.38	3.35%	April 1, 2007
totals	100,056,499.53	0.00	0.00	258,050.40	10,136,856.48	90,177,693.45		
Amount in Trustee TexStar								
Additional Projects Fund	8,630,075.63			38,776.12		8,668,851.75	5.321%	
Renewal & Replacement Fund	83,106.47			373.41		83,479.88	5.321%	
TxDOT Grant Fund	6,153,517.54			27,648.60		6,181,166.14	5.321%	
Debt Service Reserve Fund	6,883,767.06			30,929.72		6,914,696.78	5.321%	
	21,750,466.70	0.00	0.00	97,727.85	0.00	21,848,194.55		
Amount in TexStar Operating Fund								
	7,536,835.82		0.00	33,240.95	312,949.03	7,257,127.74	5.321%	
Chase Money Market Fund								
-Proceeds Fund	3,478.98			14.43		3,493.41	5.060%	
-Operating Fund	1,039,883.01	1,015,000.00		16,366.91		2,071,249.92	5.060%	
-Additional Projects Fund	73,285.36			262.23		73,547.59	5.060%	
-Construction Fund	1,309,209.26	10,136,856.48		398.68	11,437,946.03	8,518.39	5.060%	
-Debt Service Fund	235,677.49			977.68		236,655.17	5.060%	
-Subordinate Lien DS Fund	1,974.87			8.15		1,983.02	5.060%	
-TxDOT Grant Fund	1,035,005.46			2,476.12		1,037,481.58	5.060%	
-Renewal and Replacement	730.86			119.61		850.47	5.060%	
-Debt Service Reserve Fund	23,409.99			97.12		23,507.11	5.060%	
	3,722,655.28	11,151,856.48	0.00	20,720.93	11,437,946.03	3,457,286.66		
Money Market Fund-payroll								
	2,093.80	66,700.00		24.86	66,439.95	2,378.71	5.060%	
Amount in Fed Agencies								
Amortized Principal	17,344,279.62		32,733.43	36,498.50	1,015,000.00	16,362,013.05		
Accrued Interest	17,344,279.62	0.00	32,733.43		1,015,000.00	16,362,013.05		
Total in Repo's	100,056,499.53	0.00	0.00	258,050.40	10,136,856.48	90,177,693.45		
Total in Pools	29,287,302.52	0.00	0.00	130,968.80	312,949.03	29,105,322.29		
Total in Money Market	3,724,749.08	11,218,556.48	0.00	20,745.79	11,504,385.98	3,459,665.37		
Total in Fed Agencies	17,344,279.62	0.00	32,733.43	0.00	1,015,000.00	16,362,013.05		
Total Invested	150,412,830.75	11,218,556.48	32,733.43	409,764.99	22,969,191.49	139,104,694.16		

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

William Chapman, CFO

