



**CENTRAL TEXAS
Regional Mobility Authority**

Regular Meeting of the Board of Directors

9:30 a.m.
Wednesday, May 30, 2012

301 Congress Avenue, Suite 360
Austin, Texas 78701

AGENDA

No action on the following:

1. Welcome and opening remarks by the Chairman and members of the Board of Directors.
2. Opportunity for Public Comment – See *Notes* at the end of this agenda.

Recess Board meeting.

Convene Audit Committee meeting for briefing and discussion, no action proposed on the following:

- A. Call Audit Committee meeting to order: Robert L. Bennett, Jr., Chairman
- B. Introduction of external auditors from PMB Helin Donovan, LLP
- C. Briefing and discussion of annual audit process
- D. Adjourn Audit Committee

Reconvene Board meeting.

Discuss, consider, and take appropriate action on the following:

3. Approve the minutes for the April 25, 2012, Regular Board Meeting.
4. Approve the list of qualified respondents who may respond to a request for detailed proposals to develop the MoPac Improvement Project as a design/build contractor.

5. Authorize sending a draft request for detailed proposals (RFDP) to develop the MoPac Improvement Project to qualified respondents to receive their input, and authorize the executive director to issue the final RFDP upon its approval by the Federal Highway Administration.
6. Authorize negotiation and execution by the executive director of a contract to provide information technology consulting services to the Mobility Authority.
7. Accept the financial reports for March and April, 2012.

Briefing and discussion with no action proposed on the following:

8. Presentation of the FY 2012-2013 Preliminary Annual Budget.
9. Executive Director's report.
 - A. Update on Mobility Authority projects.
 - B. First month traffic and revenue report on 183A Phase II
 - C. Overview of the proposed Variable Pricing Pilot Project

Executive Session

Under Chapter 551 of the Texas Government Code, the Board may recess into a closed meeting (an executive session) to deliberate any item on this agenda if the Chairman announces the item will be deliberated in executive session and identifies the section or sections of Chapter 551 that authorize meeting in executive session. A final action, decision, or vote on a matter deliberated in executive session will be made only after the Board reconvenes in an open meeting.

The Board may deliberate the following items in executive session if announced by the Chairman:

10. Discuss legal issues related to claims by or against the Mobility Authority, pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation With Attorney).
11. Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation With Attorney).
12. Discuss legal issues relating to a proposed amendment to the contract with Gila Corporation, d/b/a/ Municipal Service Bureau to be considered under Agenda Item 15, as authorized by §551.071 (Consultation With Attorney).
13. Discuss personnel matters as authorized by §551.074 (Personnel Matters).

Reconvene in Open Session.

Discuss, consider, and take appropriate action on the following:

14. Authorize execution of an agreement with the Capital Area Metropolitan Planning Organization for financial assistance to develop the MoPac Improvement Project.
15. Authorize the Executive Director to file with the Texas Department of Transportation one or more requests for financial assistance to develop a MoPac South Express Lanes Project and a 183 North Express Lanes Project, and to negotiate and execute any agreements required to receive financial assistance requested from the Texas Department of Transportation.
16. Approve an amendment to the Agreement for Violation Processing and Debt Collection Services with Gila Corporation, d/b/a/ Municipal Service Bureau (MSB) to reduce fees paid to MSB and extend that contract's expiration date to January 14, 2016.
17. Consider recognition of and response to City of Austin Resolution No. 20120426-075 concerning the study of bicycle and pedestrian facilities in conjunction with the MoPac Improvement Project.
18. Adjourn Meeting.

NOTES

Opportunity for Public Comment. At the beginning of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to the Mobility Authority's jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the public comment period. If a speaker's topic is not listed on this agenda, the Board may not deliberate the speaker's topic or question the speaker during the open comment period, but may direct staff to investigate the matter or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not deliberate or act on an item that is not listed on this agenda.

Public Comment on Agenda Items. A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board takes up consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Meeting Procedures. The order and numbering of agenda items is for ease of reference only. After the meeting is convened, the Chairman may rearrange the order in which agenda items are considered, and the Board may consider items the listed on the agenda in any order or at any time during the meeting.

Persons with disabilities. If you plan to attend this meeting and may need auxiliary aids or services, such as an interpreter for those who are deaf or hearing impaired, or if you are a reader of large print or Braille, please contact Jennifer Guernica at (512) 996-9778 at least two days before the meeting so that appropriate arrangements can be made.



CENTRAL TEXAS
Regional Mobility Authority

AGENDA ITEM #1 SUMMARY

Welcome, Opening Remarks and Board Member Comments.

Welcome, Opening Remarks and Board Member Comments

Board Action Required: NO



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #2 SUMMARY

Open Comment Period for Public Comment.
Public Comment on Agenda Items.

Open Comment Period for Public Comment - At the beginning of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to CTRMA's jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the open comment period. If the speaker's topic is not listed on this agenda, the Board may not deliberate the topic or question the speaker during the open comment period, but may direct staff to investigate the subject further or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not act on an item that is not listed on this agenda.

Public Comment on Agenda Items - A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board's consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Board Action: NO

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

RESOLUTION NO. 04-39

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 46 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, in Board Resolution No. 04-17 the Board of Directors found that auditing services were important to the operations of the CTRMA; and

WHEREAS, the Board of Directors directed its staff to issue a Request for Qualifications (RFQ) for firms interested in providing auditing services to the CTRMA; and

WHEREAS, the staff caused an RFQ to be issued on May 19, 2004; and

WHEREAS, two firms submitted responses to the RFQ; and

WHEREAS, CTRMA staff and financial consultants have received and evaluated the RFQ responses; and

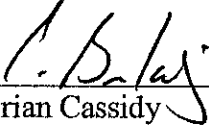
WHEREAS; based on their review of the responses CTRMA staff and financial consultants recommend that the services of Helin, Donovan, Trubee, & Wilkinson LLP be retained to provide auditing services;

NOW THEREFORE, BE IT RESOLVED, the CTRMA Board of Directors authorizes and approves of the retention of Helin, Donovan, Trubee, & Wilkinson LLP to provide auditing services for the CTMRA; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to negotiate an agreement with Helin, Donovan, Trubee, & Wilkinson LLP for the provision of auditing services and that such agreement may be executed upon the approval of the Executive Committee.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of July 2004.

Submitted and reviewed by:



C. Brian Cassidy
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 04-39
Date Passed 07/28/04

May 16, 2012

Mr. William Chapman
Central Texas Regional Mobility Authority
301 Congress Avenue, Suite 650
Austin, Texas 78701

RE: Engagement Letter

Dear Mr. Chapman:

We are pleased to confirm our understanding of the services we are to provide Central Texas Regional Mobility Authority for the year ended June 30, 2012. We will audit the financial statements of the Central Texas Regional Mobility Authority as of and for the year ended June 30, 2012. Accounting standards generally accepted in the United States of America provide for certain required supplementary information (RSI), such as management's discussion and analysis (MD&A), to supplement Central Texas Regional Mobility Authority's basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. As part of our engagement, we will apply certain limited procedures to Central Texas Regional Mobility Authority's RSI in accordance with auditing standards generally accepted in the United States of America. These limited procedures will consist of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We will not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance. Management's Discussion and Analysis is required by generally accepted accounting principles and will be subjected to certain limited procedures, but will not be audited.

We have also been engaged to report on supplementary information other than RSI that accompanies Central Texas Regional Mobility Authority's financial statements. We will subject the following supplementary information to the auditing procedures applied in our audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America and will provide an opinion on it in relation to the financial statements as a whole:

- 1) Schedule of expenditures of federal awards.

Audit Objectives

The objective of our audit is the expression of opinions as to whether your basic financial statements are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles and to report on the fairness of the supplementary information referred to in the second paragraph when considered in relation to the financial statements as a whole. The objective also includes reporting on—

- Internal control related to the financial statements and compliance with laws, regulations, and the provisions of contracts or grant agreements, noncompliance with which could have a material effect on the financial statements in accordance with *Government Auditing Standards*.
- Internal control related to major programs and an opinion (or disclaimer of opinion) on compliance with laws, regulations, and the provisions of contracts or grant agreements that could have a direct and material effect on each major program in accordance with the Single Audit Act Amendments of 1996 and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*.

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The reports on internal control and compliance will each include a statement that the report is intended solely for the information and use of management, the body or individuals charged with governance, others within the entity specific legislative or regulatory bodies, federal awarding agencies, and if applicable, pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America; the standards for financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; the Single Audit Act Amendments of 1996; and the provisions of OMB Circular A-133, and will include tests of accounting records, a determination of major program(s) in accordance with OMB Circular A-133, and other procedures we consider necessary to enable us to express such opinions and to render the required reports. If our opinions on the financial statements or the Single Audit compliance opinions are other than unqualified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed opinions, we may decline to express opinions or to issue a report as a result of this engagement.

Management Responsibilities

Management is responsible for the basic financial statements and all accompanying information as well as all representations contained therein. Management is also responsible for identifying government award programs and understanding and complying with the compliance requirements, and for preparation of the schedule of expenditures of federal awards in accordance with the requirements of OMB Circular A-133. As part of the audit, we will assist with preparation of your financial statements, schedule of expenditures of federal awards, and related notes. You are responsible for making all management decisions and performing all management functions relating to the financial statements, schedule of expenditures of federal awards, and related notes and for accepting full responsibility for such decisions. You will be required to acknowledge in the management representation letter our assistance with preparation of the financial statements and schedule of expenditures of federal awards and that you have reviewed and approved the financial statements, schedule of expenditures of federal awards, and related notes prior to their issuance and have accepted responsibility for them. Further, you are required to designate an individual with suitable skill, knowledge, or experience to oversee any nonaudit services we provide and for evaluating the adequacy and results of those services and accepting responsibility for them.

Management is responsible for establishing and maintaining effective internal controls, including internal controls over compliance, and for evaluating and monitoring ongoing activities, to help ensure that appropriate goals and objectives are met and that there is reasonable assurance that government programs are administered in compliance with compliance requirements. You are also responsible for the selection and application of accounting principles; for the fair presentation in the financial statements of the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the Central Texas Regional Mobility Authority and the respective changes in financial position and, where applicable, cash flows in conformity with U.S. generally accepted accounting principles; and for compliance with applicable laws and regulations and the provisions of contracts and grant agreements.

Management is also responsible for making all financial records and related information available to us and for ensuring that management and financial information is reliable and properly recorded. Your responsibilities also include identifying significant vendor relationships in which the vendor has responsibility for program compliance and for the accuracy and completeness of that information. Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud or illegal acts affecting the government

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involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud or illegal acts could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the entity complies with applicable laws, regulations, contracts, agreements, and grants. Additionally, as required by OMB Circular A-133, it is management's responsibility to follow up and take corrective action on reported audit findings and to prepare a summary schedule of prior audit findings and a corrective action plan. The summary schedule of prior audit findings should be available for our review on August 6, 2012. You are responsible for the preparation of the supplementary information in conformity with U.S. generally accepted accounting principles. You agree to include our report on the supplementary information in any document that contains and indicates that we have reported on the supplementary information. You also agree to include the audited financial statements with any presentation of the supplementary information that includes our report thereon or make the audited financial statements readily available to users of the supplementary information no later than the date the supplementary information is issued with our report thereon.

Management is responsible for establishing and maintaining a process for tracking the status of audit findings and recommendations. Management is also responsible for identifying for us previous financial audits, attestation engagements, performance audits, or other studies related to the objectives discussed in the Audit Objectives section of this letter. This responsibility includes relaying to us corrective actions taken to address significant findings and recommendations resulting from those audits, attestation engagements, performance audits, or studies. You are also responsible for providing management's views on our current findings, conclusions, and recommendations, as well as your planned corrective actions, for the report, and for the timing and format for providing that information.

Audit Procedures—General

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. We will plan and perform the audit to obtain reasonable rather than absolute assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the entity or to acts by management or employees acting on behalf of the entity. Because the determination of abuse is subjective, *Government Auditing Standards* do not expect auditors to provide reasonable assurance of detecting abuse.

Because an audit is designed to provide reasonable, but not absolute assurance and because we will not perform a detailed examination of all transactions, there is a risk that material misstatements or noncompliance may exist and not be detected by us. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements or major programs. However, we will inform you of any material errors and any fraudulent financial reporting or misappropriation of assets that come to our attention. We will also inform you of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential, and of any material abuse that comes to our attention. We will include such matters in the reports required for a Single Audit. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, and may include tests of the physical existence of inventories, and direct confirmation of receivables and certain other assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will request written representations from your attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our

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audit, we will require certain written representations from you about the financial statements and related matters.

Audit Procedures—Internal Controls

Our audit will include obtaining an understanding of the entity and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. Tests of controls may be performed to test the effectiveness of certain controls that we consider relevant to preventing and detecting errors and fraud that are material to the financial statements and to preventing and detecting misstatements resulting from illegal acts and other noncompliance matters that have a direct and material effect on the financial statements. Our tests, if performed, will be less in scope than would be necessary to render an opinion on internal control and, accordingly, no opinion will be expressed in our report on internal control issued pursuant to *Government Auditing Standards*.

As required by OMB Circular A-133, we will perform tests of controls over compliance to evaluate the effectiveness of the design and operation of controls that we consider relevant to preventing or detecting material noncompliance with compliance requirements applicable to each major federal award program. However, our tests will be less in scope than would be necessary to render an opinion on those controls and, accordingly, no opinion will be expressed in our report on internal control issued pursuant to OMB Circular A-133.

An audit is not designed to provide assurance on internal control or to identify significant deficiencies. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards, *Government Auditing Standards*, and OMB Circular A-133.

Audit Procedures—Compliance

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of Central Texas Regional Mobility Authority's compliance with applicable laws and regulations and the provisions of contracts and agreements, including grant agreements. However, the objective of those procedures will not be to provide an opinion on overall compliance and we will not express such an opinion in our report on compliance issued pursuant to *Government Auditing Standards*.

OMB Circular A-133 requires that we also plan and perform the audit to obtain reasonable assurance about whether the auditee has complied with applicable laws and regulations and the provisions of contracts and grant agreements applicable to major programs. Our procedures will consist of tests of transactions and other applicable procedures described in the *OMB Circular A-133 Compliance Supplement* for the types of compliance requirements that could have a direct and material effect on each of Central Texas Regional Mobility Authority's major programs. The purpose of these procedures will be to express an opinion on Central Texas Regional Mobility Authority's compliance with requirements applicable to each of its major programs in our report on compliance issued pursuant to OMB Circular A-133.

Engagement Administration, Fees, and Other

We may from time to time, and depending on the circumstances, use third-party service providers in serving your account. We may share confidential information about you with these service providers, but remain committed to maintaining the confidentiality and security of your information. Accordingly, we maintain internal policies, procedures, and safeguards to protect the confidentiality of your personal information. In addition, we will secure confidentiality agreements with all service providers to maintain the confidentiality of your information and we will take reasonable precautions to determine that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. In the event that we are unable to secure an appropriate confidentiality agreement, you will be asked to provide your consent prior to the sharing of your confidential information with the third-party

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service provider. Furthermore, we will remain responsible for the work provided by any such third-party service providers.

We understand that your employees will prepare all cash, accounts receivable, or other confirmations we request and will locate any documents selected by us for testing.

At the conclusion of the engagement, we will complete the appropriate sections of the Data Collection Form that summarizes our audit findings. It is management's responsibility to submit the reporting package (including financial statements, schedule of expenditures of federal awards, summary schedule of prior audit findings, auditors' reports, and corrective action plan) along with the Data Collection Form to the federal audit clearinghouse. We will coordinate with you the electronic submission and certification. If applicable, we will provide copies of our report for you to include with the reporting package you will submit to pass-through entities. The Data Collection Form and the reporting package must be submitted within the earlier of 30 days after receipt of the auditors' reports or nine months after the end of the audit period, unless a longer period is agreed to in advance by the cognizant or oversight agency for audits.

The audit documentation for this engagement is the property of PMB Helin Donovan, LLP and constitutes confidential information. However, pursuant to authority given by law or regulation, we may be requested to make certain audit documentation available to the federal or state oversight or its designee, a federal agency providing direct or indirect funding, or the U.S. Government Accountability Office for purposes of a quality review of the audit, to resolve audit findings, or to carry out oversight responsibilities. We will notify you of any such request. If requested, access to such audit documentation will be provided under the supervision of PMB Helin Donovan, LLP personnel. Furthermore, upon request, we may provide copies of selected audit documentation to the aforementioned parties. These parties may intend, or decide, to distribute the copies or information contained therein to others, including other governmental agencies.

The audit documentation for this engagement will be retained for a minimum of five years after the report release or for any additional period requested by the [Name of Cognizant Agency, Oversight Agency for Audit, or Pass-through Entity]. If we are aware that a federal awarding agency, pass-through entity, or auditee is contesting an audit finding, we will contact the party(ies) contesting the audit finding for guidance prior to destroying the audit documentation.

We expect to begin our audit on approximately August 6, 2012 and to issue our reports no later than September 21, 2012. Don McPhee is the engagement partner and is responsible for supervising the engagement and signing the reports or authorizing another individual to sign them. We estimate that our fees for the audit of the Company will be as follows:

	<u>Hours</u>	<u>Fee Estimate</u>
Audit fee as of and for the year ended June 30, 2012	350	\$ 47,200
Out of pocket expenses for report reproduction, confirmation costs, travel, etc.		1,365
Total	<u>350</u>	<u>\$ 48,565</u>

The fee estimate is based upon an estimate of 350 hours to complete the audit. Circumstances encountered during the performance of the audit that warrants additional time or expense could cause us to be unable to complete the audit within the above estimates. If additional time is necessary in excess of 350 hours, we will bill that time at a blended, discounted rate of \$135 per hour.

You will also be billed for travel and other out-of-pocket costs such as confirmation costs, report production, word processing, postage, etc. The fee estimate is based on anticipated cooperation from

Mr. William Chapman
May 16, 2012 - Page 6

your personnel and the assumption that unexpected circumstances will not be encountered during the engagement. If significant additional time is necessary, we will keep you informed of any problems we encounter and our fees will be adjusted accordingly. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation.

If reproduction or publication of financial statements prepared by us is intended (including in any investor solicitation package), it is our policy that the masters or printer's proofs be submitted to us for review beforehand if our firm's name will be mentioned.

The Company may wish to include or incorporate by reference our audit report on these financial statements in other documents, such as a registration statement proposed to be filed under the Securities Act of 1933 or in some other securities offering. If so, you agree not to include our audit report or make reference to our Firm without our prior permission or consent. Any agreement to perform work in connection with an offering, including an agreement to provide permission or consent, will be a separate engagement.

Any additional services that may be requested, and we agree to provide, will be the subject of separate arrangements.

If any dispute, controversy or claim arises in connection with the performance or breach of this agreement, either party may, on written notice to the other party, request that the matter be mediated. Such mediation will be conducted by a mediator appointed by and pursuant to the Rules of the American Arbitration Association or such other neutral facilitator acceptable to both parties. Both parties will exert their best efforts to discuss with each other in good faith their respective positions in an attempt to finally resolve such dispute or controversy.

Each party may disclose any facts to the other party or to the mediator which it, in good faith, considers necessary to resolve the matter. All such discussions, however, will be for the purpose of assisting in settlement efforts and will not be admissible in any subsequent litigation against the disclosing party. Except as agreed by both parties, the mediator will keep confidential all information disclosed during negotiations. The mediator may not act as a witness for either party in any subsequent arbitration between the parties.

The mediation proceedings will conclude within sixty days from receipt of the written notice unless extended or terminated sooner by mutual consent. Each party will be responsible for its own expenses. The fees and expenses of the mediator, if any, will be borne equally by the parties.

If any dispute, controversy, or claim arising out of or in connection with the performance or breach of this agreement cannot be resolved by mediation, then the dispute, controversy, or claim will be settled by arbitration in accordance with the Rules of the American Arbitration Association ("AAA") for the Resolution of Accounting Firm Disputes. No prehearing discovery will be permitted unless specifically authorized by the arbitration panel. The arbitration hearings will take place in the city closest to the place where this agreement was performed in which the AAA maintains an office, unless the parties agree to a different locale.

The award issued by the arbitration panel may be confirmed in a judgment by any federal or state court of competent jurisdiction. All reasonable costs of both parties, as determined by the arbitrators, including (1) the fees and expenses of the AAA and the arbitrators and (2) the costs, including reasonable attorneys' fees, necessary to confirm the award in court, will be borne entirely by the non-prevailing party (to be designated by the arbitration panel in the award) and may not be allocated between the parties by the arbitration panel.

Mr. William Chapman
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We acknowledge and agree that all business, technical and financial information we obtain from the Company is confidential and proprietary to the Company ("Proprietary Information"). Except as expressly and unambiguously allowed herein, we will hold in confidence and not use or disclose any Proprietary Information and will similarly bind our employees in writing. Our nondisclosure obligation shall not apply to information we can document is generally available to the public (other than through breach of this Agreement). Also, our nondisclosure obligation shall not apply to examinations of work papers and interview of personnel by the Public Company Accounting Oversight Board, the Securities and Exchange Commission or any other organization with a legal right to review the documents.

We further acknowledge and agree that due to the unique nature of the Proprietary Information, there can be no adequate remedy at law for any breach of our obligations hereunder, that any such breach may allow third parties to unfairly compete with the Company resulting in irreparable harm to the Company, and therefore, that upon any such breach or any threat thereof, the Company shall be entitled to appropriate equitable relief (without the posting of any bond) in addition to whatever remedies it might have at law and to be indemnified by us from any loss or harm, including, without limitation, lost profits and attorney's fees, in connection with any breach or enforcement of our obligations hereunder or the unauthorized use or release of any such Proprietary Information.

Notwithstanding the foregoing, the Company shall be entitled to seek injunctive or other equitable or legal relief in any court of competent jurisdiction with respect to matters related to Proprietary Information or violation of the Company's intellectual property rights.

Government Auditing Standards require that we provide you with a copy of our most recent external peer review report and any letter of comment, and any subsequent peer review reports and letters of comment received during the period of the contract. Our 2011 peer review accompanies this letter.

We appreciate the opportunity to be of service to Central Texas Regional Mobility Authority and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy and return it to us.

Very truly yours,

PMB Helin Donovan, LLP



Donald K. McPhee, Partner

RESPONSE:

This letter correctly sets forth the understanding of Central Texas Regional Mobility Authority

By: 

Title: CFO

Date: 5/16/12



Tel: 210-342-8000
Fax: 210-342-0866
www.bdo.com

40 NE Loop 410
Suite 200
San Antonio, TX 78216

System Review Report

November 30, 2011

To the Partners of PMB Helin Donovan, LLP
and the National Peer Review Committee

We have reviewed the system of quality control for the accounting and auditing practice of PMB Helin Donovan, LLP (the firm), applicable to non-SEC issuers, in effect for the year ended June 30, 2011. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants. The firm is responsible for designing a system of quality control and complying with it to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance therewith based on our review. The nature, objectives, scope, limitations of, and the procedures performed in a System Review are described in the standards at www.aicpa.org/prsummary.

As required by the standards, engagements selected for review included engagements performed under *Government Auditing Standards*; audits of employee benefit plans, and audits performed under FDICIA.

In our opinion, the system of quality control for the accounting and auditing practice of PMB Helin Donovan, LLP, applicable to non-SEC issuers, in effect for the year ended June 30, 2011, has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of pass, pass with deficiency(ies), or fail. PMB Helin Donovan, LLP has received a peer review rating of *pass*.

BDO USA, LLP

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

RESOLUTION NO. 09-50

Establishment of Audit Committee

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, Section 16 of the CTRMA Bylaws (the "Bylaws") provides that the Chairman and/or the Board of Directors may designate from among the Directors one or more ad hoc or standing committees; and

WHEREAS, Section 16 of the Bylaws further provides that a committee shall have and may exercise all of the authority of the Board if approved by a Resolution passed by a majority vote of the Board, to the extent provided in such Resolution; and

WHEREAS, the CTRMA has an independent external audit performed every year at the conclusion of its fiscal year on June 30; and

WHEREAS, in order to further ensure the responsible and transparent oversight of the CTRMA's management and use of funds, the establishment of an Audit Committee consisting of all of the members of the Board of Directors is desired; and

WHEREAS, it is desirable that the Audit Committee have the authority to cause any and all aspects of the finances of the CTRMA to be reviewed and audited by an independent third party at such times as deemed necessary by the Audit Committee, in addition to the fiscal year audit, and that the Audit Committee be a resource for all issues relating to the accounting and fiscal matters of the CTRMA; and

WHEREAS, the Audit Committee shall review financial statements developed and issued by the Authority and monitor, oversee and revise internal control processes as deemed necessary to ensure the existence of accurate and efficient accountability of Authority funds and expenditures; and

WHEREAS, the Audit Committee shall promote and ensure open dialogue, communication and cooperation exists between the Authority, management, external and other appropriate auditing entities, the Board and the public; and

WHEREAS, the Board of Directors desire that all members of the Board of Directors serve as members of the Audit Committee, with the Chair of the Audit Committee being a member of the Board other than the Chairman of the Board and shall be elected as determined by a majority vote of the Audit Committee.

NOW THEREFORE, BE IT RESOLVED, that the Chairman and the Board of Directors hereby establish the Audit Committee for the purposes stated herein and with all of the power and authority described herein and as required to achieve the goals and standards stated herein; and


BE IT FURTHER RESOLVED, that all members of the Board of Directors serve as members of the Audit Committee, with the Chair of the Audit Committee being a member of the Board other than the Chairman of the Board and elected by a majority vote of the Audit Committee; and

BE IT FURTHER RESOLVED, that the Audit Committee shall be a standing committee with the functions and authority described herein, and such Committee is to have a continuing existence, unless and until the Board of Directors otherwise determines by subsequent Resolution.

Adoption of this Resolution shall be considered delivery of same to the Secretary of the CTRMA and the provisions hereof shall be entered in the official records of the CTRMA as a notation in the Minutes of this Board Meeting.

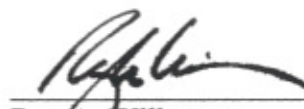
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 31st day of July, 2009.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 09-50
Date Passed 7/31/09



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #3 SUMMARY

Approve the minutes for the April 25, 2012
Regular Board Meeting.

Department: Law

Associated Costs: None

Funding Source: None

Board Action Required: YES (by Motion)

Description of Matter:

The Minutes for the April 25, 2012 Regular Board Meeting.

Attached documentation for reference:

Draft Minutes for April 25, 2012 Regular Board Meeting

Contact for further information:

Andrew Martin, General Counsel

**MINUTES FOR
Regular Meeting of the Board of Directors
of the
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

**Wednesday, April 25, 2012
9:30 A.M.**

The meeting was held at 301 Congress Avenue, Suite 360, Austin, Texas 78701. Notice of the meeting was posted April 19, 2012 at the County Courthouses of Williamson and Travis County, with the Secretary of State, on the Mobility Authority website, and on the bulletin board in the lobby of the Mobility Authority's offices at 301 Congress Avenue, Suite 650, Austin, Texas 78701.

1. Welcome and Opening Remarks by Chairman Ray Wilkerson.

Chairman Ray Wilkerson called the meeting to order at 9:30 a.m. and called the roll. Directors present at the time the meeting was called to order were Vice Chairman Jim Mills, Mr. David Singleton, and Mr. David Armbrust. Mr. Charles Heimsath arrived at 9:34 a.m. Mr. Bob Bennett and Ms. Nikelle Meade were not present for the meeting.

2. Open Comment Period.

No public comments were offered.

3. Approval of the minutes for the March 28, 2012, Regular Board Meeting and for the April 6, 2012, and April 11, 2012, Special Called Board Meetings.

Chairman Ray Wilkerson presented the minutes from the March 28, 2012, Regular Board Meeting and the April 6, 2012 and April 11, 2012 Special Called Board Meetings for consideration by the Board. Mr. David Singleton moved for approval, and Mr. Jim Mills seconded the motion. The motion carried unanimously 5-0, and the minutes were approved as drafted.

4. Authorizing an agreement with the Federal Highway Administration and the Texas Department of Transportation addressing use of MoPac Improvement Project toll revenues.

Mr. Wes Burford presented this item. Execution of the 129(a) agreement permits Federal participation in the construction of a toll facility and is a requirement for the use of Federal funding on the MoPac Improvement Project.

Mr. Jim Mills moved for approval, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 5-0, and the resolution was approved as drafted.

5. Approving an amended work authorization with HNTB Corporation for additional services provided in connection with the MoPac Improvement Project.

Mr. Wes Burford presented this item. The amended work authorization provides for continuation of support of current activities which include: project management and administrative tasks; technical support and project design development; support in developing toll concept of operations and tolling design; assistance with procurement of a design-build contractor; and coordination with the Texas Department of Transportation, City of Austin, Capital Metro, Union Pacific Railroad, and the Federal Highway Administration as required for permitting, environmental approval and development of other agreements.

Mr. Jim Mills moved for approval, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 5-0, and the resolution was approved as drafted.

6. Authorizing a new work authorization with Telvent USA Corporation to provide assistance with a new toll system under the interlocal agreement with Cameron County Regional Mobility Authority.

Mr. Tim Reilly presented this item. The Mobility Authority provided and fully integrated a toll system now in use on Phase 1 of the SH 550 Project in Brownsville, Texas. The Cameron County Regional Mobility Authority ("CCRMA") has requested assistance from the Mobility Authority under an existing interlocal agreement to provide a toll system for Phase 2 of the SH 550 Project, also known as the "Port Spur."

The new work authorization with Telvent USA Corporation will provide for implementation of a new toll system for the Port Spur. CCRMA will pay for the work under the terms of the interlocal agreement.

Mr. Charles Heimsath moved for approval, and Mr. David Singleton seconded the motion. The motion carried unanimously 5-0, and the resolution was approved as drafted.

7. Authorizing an interlocal agreement with Fort Bend Grand Parkway Toll Road Authority to provide assistance with a new toll system.

This item was pulled from the Agenda at staff's request and not considered by the Board.

8. **Authorizing an amendment to the contract with Telvent USA Corporation to provide assistance to the Fort Bend Grand Parkway Toll Road Authority with a new toll system.**

This item was pulled from the Agenda at staff's request and not considered by the Board.

9. **Authorizing a new work authorization with Telvent USA Corporation under an interlocal agreement with Fort Bend Grand Parkway Toll Road Authority to provide assistance with a new toll system.**

This item was pulled from the Agenda at staff's request and not considered by the Board.

10. **Amending the Policy Code relating to toll rates and toll collection policies.**

Mr. Andy Martin presented this item. The Policy Code amendment revises Article 1, Chapter 3 of the Policy Code, to delete or revise obsolete or inapplicable language relating to toll charges and toll collections, based on current policies and practices.

Mr. David Singleton moved for approval, and Mr. Jim Mills seconded the motion. The motion carried unanimously 5-0, and the resolution was approved as drafted.

11. **Amending the Policy Code relating to financial institutions and security broker/dealers authorized to provide services to the Mobility Authority.**

Mr. Bill Chapman presented this item. The Policy Code amendment revises the Investment Policy provision that addresses financial institutions and security broker/dealers authorized by the Board to provide investment services to the Mobility Authority.

The resolution also updates the list of authorized broker/dealers to add Morgan Asset Management (Regions Bank).

Mr. David Singleton moved for approval, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 5-0, and the resolution was approved as drafted.

12. **Accepting the monthly financial reports for March, 2012.**

The Board did not take action on this item. It will be postponed to the following month.

Briefing and discussion on the following:

13. Quarterly briefing on the MoPac Improvement Project.

Ms. Heather Reavey presented this item. The environmental process is currently on schedule. Various stakeholder meetings were held in early 2012, and two community open houses were held in March, 2012. Draft aesthetic guidelines were completed and discussed with the Texas Department of Transportation.

14. Quarterly briefing on the Manor Expressway Project.

Mr. Eric Ploch presented this item. Progress for Phase I included drilled shafts, columns, column capitals, bent caps, pre-stressed concrete beams, steel girder erection and forming and pouring bridge decks. Roadway construction included excavation, embankment, mechanically stabilized earth, retaining walls, permanent drainage, illumination and intelligent transportation conduit, asphaltic concrete pavement, traffic control, and erosion efforts. Phase I will be substantially completed by September 19, 2012.

Phase II construction included design work for both the interim development work and the remainder of the project. The overall project design is 97% complete. The development work for Phase II will be substantially completed by February 7, 2014.

15. Quarterly briefing on the 183A Expressway Phase II Project.

Ms. Heather Reavey presented this item. Construction is 93% complete and will be completed in the summer, 2012. Telvent worked concurrently with Webber to ensure all tolling equipment was in place for testing and operation for opening day on April 6, 2012. Crews have been working on the placement of safety guardrail and illumination lighting. Construction of the pedestrian bridge over Brushy Creek continues and will be finalized this summer.

16. Executive Director's Report.

Mr. Mike Heiligenstein presented this item. The Mobility Authority is hosting public involvement/informed consent training and information sessions that will occur on May 3rd and 4th.

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 10:32 a.m. that the Board would recess the open meeting and reconvene in Executive Session to deliberate the following items:

17. *Discuss acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project and related legal issues, as authorized by §551.072 (Deliberation Regarding Real Property; Closed Meeting) and by §551.071 (Consultation With Attorney).*
18. *Discuss acquisition of real property or interests in real property for Mobility Authority office space and related needs, and related legal issues, as authorized by §551.072 (Deliberation Regarding Real Property; Closed Meeting) and by §551.071 (Consultation With Attorney).*
19. *Discuss legal issues related to claims by or against the Mobility Authority, pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation With Attorney).*
20. *Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation With Attorney).*
21. *Discuss personnel matters as authorized by §551.074 (Personnel Matters).*

The Board reconvened in open meeting at 11:00 a.m., and Chairman Wilkerson announced that there was no action taken in Executive Session.

18. Adjourn Meeting.

Chairman Ray Wilkerson declared the meeting adjourned by unanimous consent at 11:05 a.m.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #4 SUMMARY

Approve the list of qualified respondents who may respond to a request for detailed proposals to develop the MoPac Improvement Project as a design/build contractor.

Strategic Plan Relevance: Regional Mobility

Department: Engineering

Associated Costs: Statutory Stipend Requirement of 0.2% of Final Contract Price per unsuccessful shortlisted Proposer

Funding Source: General Fund, Reimbursed with Either Bond Sale Funds or Other Potential Funding Options Under Discussion

Board Action Required: Yes

Description of Matter:

On April 11, 2012, the Board of Directors authorized the issuance of a Request for Qualifications (RFQ) soliciting qualifications submittals from teams interested in pursuing the development of the MoPac Improvement Project through a Design/Build Contract. The RFQ was issued on April 13, 2012. Seven Qualifications Submittals were received on May 14, 2012 in response to the RFQ.

A Committee led by the Engineering Manager, Sean Beal, P.E., and composed of the Mobility Authority staff and consultants evaluated the Responses against the criteria provided in the RFQ.

The RFQ Evaluation Committee recommends Board approval of a recommended shortlist of Teams to advance to the next step of the Design/Build Contract procurement process. Following our previous practice, the Teams on the recommended shortlist will be identified at the Board meeting.

Reference documentation:

Draft Resolution

Contact for further information: Wesley M. Burford, P.E., Director of Engineering

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

RESOLUTION NO. 12-___

**APPROVING THE LIST OF QUALIFIED RESPONDENTS WHO MAY RESPOND TO
A REQUEST FOR DETAILED PROPOSALS TO DEVELOP THE MOPAC
IMPROVEMENT PROJECT AS A DESIGN/BUILD CONTRACTOR.**

WHEREAS, after finding the Central Texas Regional Mobility Authority (the “Mobility Authority”) satisfied all the requirements of Section 228.0111, Transportation Code, the Board on September 29, 2010, enacted Resolution No. 10-86 to exercise the Mobility Authority’s option to develop the MoPac Improvement Project (the “Project”); and

WHEREAS, Subchapter K, Chapter 370, Transportation Code, authorizes the Mobility Authority to use a design-build method to develop the Project; and

WHEREAS, Subchapter A, Article 7, Chapter 4 of the Mobility Authority Policy Code implements applicable state law and establishes the process the Mobility Authority will use to solicit proposals for a design-build contract to develop the Project; and

WHEREAS, in accordance with those procurement policies and state law, on April 11, 2012, the Board, by Resolution No. 12-025, authorized and directed the Executive Director to issue a Request for Qualifications to solicit qualifications submittals from teams interested in pursuing the development of the Project through a design-build contract; and

WHEREAS, on April 13, 2012, the Executive Director issued a “Request for Qualifications for Development of the MoPac Improvement Project Through a Design-Build Contract” (the “RFQ”), with a response deadline of 4:00 p.m. on May 14, 2012; and

WHEREAS, the Mobility Authority received seven responses to the RFQ, each of which complied with and was responsive to the RFQ; and

WHEREAS, the Executive Director appointed an RFQ Evaluation Committee to evaluate the responses and to recommend a short-list of teams to participate in the detailed proposal phase of the design-build contract procurement process; and

WHEREAS, pursuant to the RFQ and Mobility Authority procurement policies, the Evaluation Committee analyzed and scored each proposal using the criteria and procedure set forth in the RFQ; and

WHEREAS, the RFQ Evaluation Committee has recommended to the Executive Director those teams best qualified to submit a detailed proposal for the Project in response to a request for detailed proposals (“RFDP”) to be issued after a final RFDP is approved and issued; and

WHEREAS, the Executive Director recommends to the Board that it approve the short-list of teams identified and recommended by the RFQ Evaluation Committee as listed on Exhibit A to this Resolution.

NOW THEREFORE, BE IT RESOLVED, that the Board hereby approves the short-list of teams recommended by the Executive Director, as identified and listed on Exhibit A to this Resolution; and

BE IT FURTHER RESOLVED, that the Board expresses its appreciation to all of the teams and members of the teams that submitted a response to the RFQ.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of May, 2012.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 12-
Date Passed: 5/30/2012

Exhibit A to Resolution No. 12-_____

Short-List of Teams Qualified to Respond to the RFDP

To Develop the MoPac Improvement Project



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #5 SUMMARY

Authorize sending a draft request for detailed proposals (RFDP) to develop the MoPac Improvement Project to qualified respondents to receive their input, and authorize the executive director to issue a final RFDP when it has been approved by the Federal Highway Administration.

Strategic Plan Relevance: Regional Mobility

Department: Engineering

Associated Costs: Statutory Stipend Requirement of 0.2% of Final Contract Price per unsuccessful shortlisted Proposer

Funding Source: General Fund, Reimbursed with Either Bond Sale Funds or Other Potential Funding Options Under Discussion

Board Action Required: Yes

Description of Matter:

Mobility Authority staff and consultants are preparing the Request for Detailed Proposals (RFDP) for a design/build contract to construct the MoPac Improvement Project. We are currently working with the Texas Department of Transportation and Federal Highway Administration to receive formal approval of the Final RFDP and authorization to issue the Final RFDP to the shortlisted Teams.

Consistent with the Procurement Policies and legislation enacted by the 82nd Legislature, the Mobility Authority will include a payment provision in the RFDP which will entitle each unsuccessful shortlisted Team that submits a qualifying response to receive a stipend of 0.2% of the final contract price. Issuance of these payments will be based on the terms and conditions in the RFDP and entitles the Mobility Authority to use all work product including concepts, ideas, technology, techniques, methods, processes, drawings, reports, plans and specifications.

Mobility Authority staff seeks Board approval to release a draft RFDP to the shortlist of Teams and to authorize the Executive Director or his designee to issue the final RFDP once approved by the Federal Highway Administration, and to release of Addenda to the RFDP as necessary.

Reference documentation:

Draft Resolution

Contact for further information: Wesley M. Burford, P.E., Director of Engineering

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

RESOLUTION NO. 12-___

**AUTHORIZING SENDING A DRAFT REQUEST FOR DETAILED PROPOSALS
(RFDP) TO DEVELOP THE MOPAC IMPROVEMENT PROJECT TO
QUALIFIED RESPONDENTS TO RECEIVE THEIR INPUT, AND AUTHORIZE
THE EXECUTIVE DIRECTOR TO ISSUE THE FINAL RFDP UPON ITS
APPROVAL BY THE FEDERAL HIGHWAY ADMINISTRATION.**

WHEREAS, after finding the Central Texas Regional Mobility Authority (the “Mobility Authority”) satisfied all the requirements of Section 228.0111, Transportation Code, the Board on September 29, 2010, enacted Resolution No. 10-86 to exercise the Mobility Authority’s option to develop the MoPac Improvement Project (the “Project”); and

WHEREAS, Subchapter K, Chapter 370, Transportation Code, authorizes the Mobility Authority to use a design-build method to develop the Project; and

WHEREAS, Subchapter A, Article 7, Chapter 4 of the Mobility Authority Policy Code implements applicable state law and establishes the process the Mobility Authority will use to solicit proposals for a design-build contract to develop the Project; and

WHEREAS, these procurement policies provide that the Mobility Authority will issue a request for detailed proposals (“RFDP”) to a short-list of respondents to the “Request for Qualifications for Development of the MoPac Improvement Project Through a Design-Build Contract” issued on April 13, 2012, as identified by the Mobility Authority (the “Short-List Teams”); and

WHEREAS, by a separate resolution enacted on May 30, 2012, the Board has selected the Short-List Teams qualified to receive an RFDP for a design-build contract to develop the Project; and

WHEREAS, Section 370.409 of the Transportation Code and Section 401.314 of the Policy Code provide for the payment by the Mobility Authority of a stipend to each unsuccessful proposer that submits a responsive proposal to the RFDP.

NOW THEREFORE, BE IT RESOLVED, that the Board authorizes the Executive Director to release a draft RFDP for development of the Project through a design-build contract to each of the Short-List Teams for industry review and comment; and

BE IT FURTHER RESOLVED, following receipt and consideration comments on the draft RFDP, and after the Federal Highway Administration approves a final RFDP, the Executive Director is authorized to issue the final RFDP and any necessary Addenda to each of the Short-List Teams.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of May, 2012.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 12-_____
Date Passed: 5/30/2012



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #6 SUMMARY

Authorize negotiation and execution by the executive director of a contract to provide information technology consulting services to the Mobility Authority.

Strategic Plan Relevance: Innovation – To provide efficient and cost effective management of the Mobility Authority, the agency is seeking outside expertise in the area of Information Technology (IT). An IT consultant will allow the Mobility Authority to implement and maintain a stable and reliable state-of-the-art computer network that enhances productivity and supports innovation.

Department: Communications

Associated Costs: Not to exceed \$50,000 annually

Funding Source: Operating Budget

Board Action Required: Yes

Description of Matter:

The Executive Director seeks authority to enter into a contract with Sigma Information Group to provide IT consulting services. The term of the agreement would be for two years, for an amount not to exceed \$50,000 annually, with an option for two one-year renewals.

Reference documentation:

Board memo from Steve Pustelnyk, Director of Communications

Draft Resolution

RFP for Information Technology Consulting Services

Contact for further information:

Steve Pustelnyk, Director of Communications

Memo



CENTRAL TEXAS
Regional Mobility Authority

To: Board of Directors
From: Steve Pustelnyk, Director of Communications
Date: May 14, 2012
Re: Information Technology Consultant Selection

On February 29, 2012, the Board authorized the issuance of a Request for Proposals (RFP) for an Information Technology Consultant. The RFP was issued on April 13, 2012. The Mobility Authority received responses from GCS Technologies, Inc. and Sigma Information Group. The proposals were reviewed and scored by Mobility Authority Controller Cindy Demers, Communications Director Steve Pustelnyk and HNTB Technology Consultant Grant Fisher.

Sigma Information Group received a score of 91.5 out of 100 points. GCS Technologies, Inc. received a score of 83.7. Therefore, staff is recommending the Board authorize the Executive Director to enter into a contract with Sigma Information Group to provide Information Technology Consulting Services. The contract would be for a two year period with an option for two one-year renewals. The contract would be for an amount not to exceed \$50,000 annually.

**CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

REQUEST FOR PROPOSALS

FOR

**INFORMATION TECHNOLOGY
CONSULTANT SERVICES**

RELEASE DATE: APRIL 13, 2012

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RFP TITLE	Information Technology Consulting Services
ISSUING DATE	April 13, 2012
ISSUING AGENCY	Central Texas Regional Mobility Authority
CONTACT PERSON	Steve Pustelnyk, Director of Communications
PROPOSAL DUE DATE	4:00 p.m. CDST, May 4, 2012

Section 1. Introduction

1.1 Summary of the Request for Proposals

This request for proposals (“RFP”) by the Central Texas Regional Mobility Authority (“Authority”) seeks proposals from firms interested in and capable of providing information technology consulting services to the Authority (“IT Firm”), including technical advice and support in the procurement, installation, maintenance, operation, updating, and upgrading of the computer systems and related technology used to provide the Authority’s general administration and office functions. The Authority solicits responses from well-established firms in the business of providing information technology consulting services to public and private sector clients in the Austin area.

1.2 Description of the Authority

The Authority is a regional government entity with broad powers under state law to study, design, construct, operate, expand, enlarge, and extend transportation projects in the region of the Authority (currently Travis and Williamson Counties) and adjacent areas as permitted by law. Further information on the Authority and its current projects may be reviewed at the Authority’s website: www.mobilityauthority.org.

Section 2. Services Sought by this RFP

The Authority by this RFP seeks services from one or more IT Firms that:

- provide technical advice and support in procurement, installation, maintenance, operation, updating, and upgrading computer hardware used by the Authority, including but not limited to network servers, wireless and hard wired routers, switches, cables, desktop computers, laptops, netbooks, iPads, personal smart phones accessing the Authority’s network, printers, monitors, and related infrastructure and equipment;
- provide technical advice and support in procurement, installation, maintenance, operation, updating, and upgrading computer software and related services that are currently used or planned for use by the Authority;

- monitor the ongoing functionality of the Authority's computer systems and networks, rapidly identify failures or needed improvements, and make timely repairs to retain the continuing functionality of those systems and networks;
- provide technical advice and support necessary to ensure the security of the Authority's networks, prevent unauthorized access, and protect against computer viruses, phishing scams, spam email and other illicit or malicious activities;
- provide for and support backup and protection of data contained on the Authority's computer systems and networks;
- advise and assist the Authority to ensure its full compliance with all requirements and obligations imposed by software licensing agreements;
- work with other vendors to facilitate the procurement, installation, maintenance, operation, and upgrade of external systems that interface with the Authority's computer systems and networks; and
- undertake such other tasks related to information technology and the services identified in this section as may be requested from time-to-time in writing by the Authority, in accordance with mutually agreeable terms and conditions negotiated and incorporated into a final contract for consulting services.

Section 3. Content of a Proposal Responding to this RFP

An IT Firm's proposal in response to this RFP must comply with the submittal requirements identified in Section 4 and must include information that responds to each of the following requests for information:

3.1 Information about the IT Firm

Include a brief history and general description of the IT Firm, including its name, business address, phone number, and website; its legal entity status (e.g., corporation, partnership, limited liability corporation, joint venture, etc.) and the date and state in which it was created; the names and titles of its officers and/or managers; and the name, phone number, mailing address, and email address of the individual designated by the IT Firm for the Authority to contact in connection with this RFP.

3.2 Specific Expertise and Resources of the IT Firm

Identify the IT Firm's specific experience in designing, procuring, installing, configuring, trouble-shooting, operating, and maintaining:

- a local area network with a minimum of 25 users; including both wired and wireless routers, switches, patch bays, and cabling.

- server hardware and Microsoft server software including Microsoft Exchange Server, Microsoft Hyper-V Server, Microsoft Windows Server, Microsoft SQL Server, Microsoft Virtual Server, Microsoft Forefront, and Microsoft Sharepoint;
- firewalls and security software such as Symantec and Forefront;
- data backup systems such as Symantec Backup Exec;
- desktop computers running Microsoft Windows, Apple OS software, or both;
- application software including Microsoft Office, Adobe Creative Suite, and various other business software products;
- Microsoft Dynamics NAV;
- VMWare and other virtualization software; and
- virtual private networks.

3.3 Experience and Available Resources

A. Identify at least five clients of the IT Firm to whom it has provided information technology consulting services since April 1, 2009, and include for each such client the following information:

- Client name.
- Client office location(s).
- A brief description of the client and the scope of work being performed.
- Name, address, and telephone number of a client contact the Authority may contact for references and questions concerning the client's experiences with the IT Firm.

B. Include a summary of the IT Firm's significant active projects expected to be underway during 2012 through 2014, indicating staff levels by discipline that the IT Firm has committed to such projects, in sufficient detail to establish the IT Firm's ability to provide adequate staffing to perform the Authority's high priority assignments.

C. Include a summary of all regulatory and legal proceedings initiated on or after January 1, 2005, in which the IT Firm was named as a respondent or defendant, including the nature of the proceeding, the claim(s) made, and the resolution or current status thereof.

D. Include a summary of all regulatory and legal proceedings initiated by the IT Firm on or after January 1, 2005, as a plaintiff or claimant, including the nature of the proceeding, the claim(s) made, and the resolution or current status thereof.

3.4 IT Firm Organization, Staffing and Procedures:

A. Provide a skeleton organizational chart identifying key project management and lead personnel for the IT Firm and any of its anticipated subconsultants. Include the position titles, relevant certifications (if any), and relevant areas of project responsibility for lead personnel. Identify the individual who will be directly responsible for coordinating and providing services by the IT Firm to the Authority, and the IT Firm offices from which those services will be provided.

B. Provide the name and resume of key personnel identified on the organizational chart who currently are full time employees of IT Firm and who definitely would be available to support current and potential Authority projects.

C. Provide an abstract of the IT Firm's quality assurance procedures.

D. Describe the procedures the IT Firm would follow to provide information technology services to the Authority, including response times, methods for monitoring system performance, and any unique services the IT Firm may be able to provide.

E. Complete the rate proposal set out in Section 6.2 by providing the hourly rates that will be charged to the Authority for all key personnel listed, and identify the employee who will provide the services identified. The number of annual hours provided in the rate proposal for each job classification is an estimate, and the actual assigned workload may vary from those numbers. If a subconsultant will be performing any of the key jobs listed, provide the hourly rate to be charged to the Authority for that subconsultant. The hourly rates submitted will be incorporated into a contract to be negotiated with the Authority, and there will be no increase to the rates charged during the initial two year contract period. The overall contract for all services provided to the Authority will be for an amount that does not exceed \$50,000 per year.

3.5 Required Disclosure of Business Relationships

The IT Firm must disclose any and all contracts or informal business arrangements or agreements, including fee arrangements and consulting agreements, the IT Firm has with:

- a member of the staff of the Authority or any member of its Board of Directors;
- any entity that provides services to the Authority or TxDOT; and
- any governmental entity or political subdivision located in Travis or Williamson Counties.

The IT Firm must comply with the Conflict of Interest disclosure policies adopted by the Authority's Board of Directors and available at the Authority website, www.mobilityauthority.com.

3.6 Historically Underutilized (“HUB”) and Disadvantaged Business Enterprise (“DBE”) Participation

- A. Indicate whether the IT Firm is a qualified HUB or DBE firm and, if so, provide supporting documentation including letters of certification of that status.
- B. Describe the provision for or the efforts made or that will be made by for HUB and/or DBE participation if the IT Firm were to receive the Authority assignment.
- C. Provide an organizational chart for the IT Firm indicating the total number of employees and the percentage of minority employees by standard classification for race and sex.
- D. Identify all subconsultants the IT Firm proposes to use on the project. List the name of the principal(s) and the office address for each firm. Indicate if the firm will have staff supporting the Authority based in Central Texas and what specific tasks the firm would be hired to accomplish. If any of the subconsultant firms are certified as a HUB or DBE firm, provide supporting documentation including letters of certification.
- E. Describe the IT Firm’s affirmative action plan.
- F. State whether the IT Firm will be able to conform with requirements of Authority’s Business Opportunity Policy participation of HUBs. A copy of the Business Opportunity Policy is available at:

<http://www.mobilityauthority.com/opportunities/policies.php>.

Section 4. RFP Submittal Requirements and Process

4.1 Contact Person for RFP Questions

All questions regarding the RFP shall be submitted in writing to the Authority, c/o Steve Pustelnyk, at the address shown below no later than 4:00 p.m. C.D.S.T., April 20, 2012. Informal verbal inquiries are not allowed. **NO QUESTIONS WILL BE ACCEPTED AFTER THIS DEADLINE.** Written questions may be submitted via U.S. mail, in person, via fax at 512-996-9784, or by email addressed to spustelnyk@ctrma.org.

Steve Pustelnyk
Director of Communications
301 Congress Avenue, Suite 650
Austin, TX 78701
512-996-9784 (Fax)
spustelnyk@ctrma.org

All questions received by the Authority and the Authority's response will be posted on the Authority's web site at:

<http://mobilityauthority.com/opportunities/index.php>

4.2 Size Limits on Material Submitted

Submittal text shall be limited to twenty (20) double-sided pages in length, exclusive of professional resumes, cover sheets, flyleaves, tables of content, dividers, etc., printed on two sides and double-spaced. Materials submitted in excess of the specified 20 pages will not be reviewed. Preprinted brochure material may be included in the submittal if desired and will not be counted in the 20-page maximum.

Five copies of the response of a firm shall be submitted.

4.3 Delivery and Deadline for Submission of Responses.

All proposals must be received by the Authority, Attention: Steve Pustelnyk, at 301 Congress Avenue, Suite 650, Austin, TX 78701, no later than 4:00 p.m. C.D.S.T., Friday, May 4, 2012. **No proposal will be accepted after the time and date specified.**

The responsibility for ensuring a proposal is received by the Authority on or before the stated time and date is solely and strictly the responsibility of the IT Firm.

4.4 Anti-Lobbying Provision

Except as provided above as to questions and clarifications concerning this RFP, from April 13, 2012, until a final decision is made to award or not award a contract under this RFP, an IT Firm may not directly or indirectly contact members of the Authority's Board of Directors, its employees, consultants, or contractors performing work for the Authority concerning the subject matter of this RFP. Violation of this restriction is grounds for disqualification from consideration.

4.5 Public Information Act; Release of Information

All proposals submitted in response to this RFP become the property of the Authority and may be subject to public disclosure under the Texas Public Information Act ("PIA"). Any material in a proposal deemed by an IT Firm to be proprietary, confidential, or otherwise exempt from disclosure under the PIA shall be clearly marked as such. It is not acceptable to designate all or substantially all of a proposal as "confidential" or "proprietary," and any such proposal will be returned without further consideration by the Authority.

The Authority will notify the IT Firm if a request for public information is received that may require the Authority to disclose any material in a proposal that the IT Firm has marked as proprietary, confidential, or otherwise exempt from disclosure under the PIA.

The Authority does not have, and does not assume, any obligation to assert or argue on behalf of the IT Firm that any information provided to the Authority is exempt from required disclosure.

4.6 Proposal Participants

An IT Firm may submit a proposal either solely or in partnership with other firms.

4.7 Responsiveness of Proposals

The Authority reserves the right to reject any proposal as non-responsive if the proposal fails to include any of the required information. The Authority may elect to waive as an informality any minor deviations in any proposal or proposal procedure, and may consider the proposal as responsive notwithstanding the minor deviation.

4.8 Right to Cancel or Amend

The Authority reserves the right to cancel or amend this RFP if it is determined to be in the best interest of the Authority.

4.9 Request for Additional Information

The Authority may request additional information from an IT Firm submitting a proposal.

4.10 Responsibility for Costs

All costs incurred by any party in responding to this RFP shall be borne by that party. The Authority shall have no responsibility for any associated direct or indirect costs incurred by a party responding to this RFP.

Section 5. Anticipated Contract Term; Invoice Requirements

5.1 Anticipated Contract Term

The proposal should be based on the prospect that the contract for information technology consulting services with the Authority will be for an initial two year term, and may be extended for an additional two years, but that it may be terminated for convenience by either party with 60 days' notice.

5.2 Invoice Requirements

An IT Firm selected to provide consulting services requested by this RFP will be required to bill the Authority for its services in accordance with the following policies:

- **SERVICES:** All tasks performed directly by the IT Firm's staff or subconsultants shall be billed to the Authority on an hourly basis at the hourly rates submitted by

the IT Firm in the rate proposal. Each billing entry must include the employee's name, the tasks performed, and the amount of time spent performing that task.

- **HARDWARE AND SOFTWARE PURCHASES:** Hardware and software purchases shall normally be made directly by the Authority. If by written request or authorization the Authority has requested or authorized the IT Firm to purchase any item on behalf of the Authority, the purchase cost shall be billed to the Authority as a reimbursement with no mark up. The Authority is exempt from state sales tax and will not reimburse the IT Firm for any sales tax charges. The IT Firm shall be required to itemize all charges for hardware and software and to provide copies of supporting documentation (receipts) for those charges.
- **SUBCONSULTANTS:** If the IT Firm needs to procure a subcontractor for specialized work that was not originally anticipated the IT Firm must submit copies of individual invoices for any work performed by such subcontractors. All subcontractor invoices shall be reimbursed at cost with no markup.

Section 6. Proposal Evaluation

The Authority will make its selection based on demonstrated competence, experience, knowledge, and qualifications, as well as the reasonableness of the fee compared to other IT Firms. A selection committee appointed by the Executive Director of the Authority will include representatives from the Authority, and may include representatives from other agencies or consulting firms that are not participating in this procurement. The selection committee will score the IT Firms proposals based on the evaluation criteria established by Section 6.1. The scores will be tallied and short-listed IT Firms may be invited to make oral presentations to the selection committee. Each IT Firm invited to make an oral presentation will be awarded additional points based on the quality of the oral presentation. A final score will be tallied and the committee will make a recommendation to the Executive Director regarding the most qualified vendor.

The Executive Director will then make a recommendation to the Authority's Board of Directors regarding selection of one or more IT Firms. The selection of a firm or firms, if any, will be made by the Board of Directors. The Authority has not committed itself to employ an information technology consultant, and neither the suggested scope of services nor the terms of an agreement should be construed to require that the Authority contract with an information technology consultant for any or all of the services described in this RFP. The Authority reserves the right to make those decisions, and the decision of the Board of Directors on these matters is final.

The Authority reserves the right to negotiate services to be provided and to reject any and all proposals. If selected, an IT Firm will be compensated for services rendered based on the hourly rates submitted in the rate proposal. Fees for services outside the Scope of Services described in this RFP, if any, will be negotiated on a case-by-case basis. The Authority will not pay a mark-up for subconsultant services or third party charges. The

RFP for Information Technology Consulting Services

Authority is exempt from the payment of sales tax, and it is the responsibility of the successful IT Firm to invoice accordingly.

6.1 Evaluation Criteria

The scoring of proposals will be based on the following criteria:

Scoring Criteria	Points
Ability to successfully complete the tasks outlined in the Scope of Services	25
Successful management of similar contracts and projects	15
Experience of team members	20
Understanding of the Authority and its needs	5
Diverse workforce with emphasis on HUB/DBE involvement	10
Rates stated in Rate Proposal	20
Oral Presentation	5
Total:	100

6.2 Rate Proposal

Position	Employee/Subconsultant Name	Hours	Hourly Rate	Total
Agency Principal		40	\$	\$
Network/System Admin		100	\$	\$
Computer Admin (Help Desk)		300	\$	\$
Clerical Assistant		50	\$	\$
Total				\$
(Hours are estimated. Total amount may exceed actual contracted amount)				

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

RESOLUTION NO. 12-___

**AUTHORIZE NEGOTIATION AND EXECUTION BY THE EXECUTIVE
DIRECTOR OF A CONTRACT TO PROVIDE INFORMATION TECHNOLOGY
CONSULTING SERVICES TO THE MOBILITY AUTHORITY.**

WHEREAS, the Mobility Authority issued a request for proposals for information technology consulting services on April 13, 2012, (the "RFP"), and received two responsive proposals to the RFP by the May 4, 2012 response submittal deadline; and

WHEREAS, those proposals were reviewed and evaluated in accordance with the Mobility Authority's procurement policies; and

WHEREAS, after a review and analysis of the proposals by a review team and the Executive Director, the Executive Director recommends awarding the contract to Sigma Information Group.

NOW, THEREFORE, BE IT RESOLVED that the Board authorizes the Executive Director to negotiate and execute a contract with Sigma Information Group for information technology consulting services on terms and conditions acceptable to the Executive Director consistent with the RFP, Mobility Authority procurement policies, and the response of Sigma Information Group to the RFP.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of May, 2012.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 12-___
Date Passed: 5/30/2012



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #7 SUMMARY

Accept the monthly financial reports for
March and April, 2012.

Department: Finance

Associated Costs: None

Funding Source: None

Board Action Required: YES

Description of Matter:

Presentation and acceptance of the monthly financial reports for March and April, 2012.

Attached documentation for reference:

Draft Resolution.

Financial Report for March, 2012

Financial Report for April, 2012

Contact for further information:

Bill Chapman, Chief Financial Officer

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

RESOLUTION NO. 12-___

ACCEPT THE FINANCIAL REPORTS FOR MARCH AND APRIL, 2012.

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

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

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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the months of March and April, 2012, and has caused Financial Reports to be prepared and attached to this resolution as Attachments A and B, respectively.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for March, 2012, attached as Attachment A, and the Financial Report for April, 2012, attached as Attachment B.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of May, 2012.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 12-___
Date Passed: 5/30/2012

Attachment A

Financial Report for March, 2012

Central Texas Regional Mobility Authority

Balance Sheet

As of

March 31, 2012

March 31, 2011

Assets

Current Assets

Cash in Regions Operating Account	84,277	87,347
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Cash In TexSTAR	27,027	41,780
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Regions Payroll Account	4,171	4,751
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Restricted cash/cash equivalents

Fidelity Government MMA	24,451,918	13,417,744
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Restricted Cash-TexStar	117,377,311	86,400,576
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Regions SIB account	0	12,997,083
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Overpayment accounts	28,009	16,844
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Total Cash and Cash Equivalents	141,888,436	112,966,125
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Accounts Receivable	14,020	99,453
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Due From TTA	389,737	405,495
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Due From NTTA	45,174	30,378
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Due From HCTRA	64,586	92,911
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Due From TxDOT	1,455,788	105,656
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Due From Federal Government	463,465	677,228
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Interest Receivable	220,025	74,613
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Total Receivables	2,652,794	1,485,735
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Short Term Investments

Short Term Investments	161,707,343	11,053,366
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Other Current Assets

Prepaid Insurance	31,164	47,530
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Total Current Assets	306,364,013	125,552,756
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Construction Work In Process

	309,745,422	143,381,155
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Fixed Assets

Computers(net)	30,735	35,660
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Computer Software(net)	373,887	1,575,305
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Furniture and Fixtures(net)	13,423	19,747
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Equipment(net)	44,803	49,180
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Autos and Trucks(net)	22,994	983
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Buildings and Toll Facilities(net)	6,211,712	6,388,271
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Highways and Bridges(net)	173,994,117	178,961,324
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Communication Equipment(net)	999,148	1,177,949
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Toll Equipment(net)	2,199,018	2,660,799
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Signs(net)	4,989,142	5,122,410
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Land Improvements(net)	1,129,001	908,033
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Right of Way	24,683,553	23,683,553
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Leasehold Improvements	60,934	61,019
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Total Fixed Assets	214,752,467	220,644,234
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Long Term Investments

GIC (Restricted)	14,653,423	66,788,267
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Agencies-LT	18,145,913	0
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Other Assets

Security Deposits	8,644	9,483
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Intangible Assets	650	650
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Total Bond Issuance Costs	15,616,942	10,494,708
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Total Assets	879,287,473	566,871,253
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Liabilities

Current Liabilities

Accounts Payable	441,926	691,096
Overpayments	28,833	17,377
Interest Payable	10,837,840	4,368,731
Deferred Compensation Payable	0	3,290
TCDRS Payable	33,023	27,753
Medical Reimbursement Payable	63	0
Due to other Entities	7,066	0
Other	0	1,458
Due to State of Texas	2,098	3,289
Total Current Liabilities	11,350,849	5,112,994

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	413,815	365,641
Retainage Payable	0	(284,102)
Senior Lien Revenue Bonds 2005	172,143,281	172,698,781
Senior Lien Revenue Bonds 2010	100,682,080	97,751,483
Senior Lien Revenue Bonds 2011	306,409,536	0
Sn Lien Rev Bnd Prem/Disc 2005	4,667,910	4,833,243
Sn Lien Rev Bnd Prem/Disc 2010	177,619	211,931
Tot Sr Lien Rev Bond Pay Pre/D	1,226,189	5,045,174
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	0
Sub Lien Bond 2011 Prem/Disc	(2,099,314)	
TIFIA note 2008	77,526,562	76,737,245
2010 Regions BAB's Payable	0	60,000,000
2011 Regions Draw Down Note	200,000	
2009 State Infrastructure loan	0	32,903,635
Total Long Term Liabilities	771,502,149	490,217,857
Total Liabilities	782,852,997	495,330,851

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	61,990,955	37,178,225
Current Year Operations	16,108,676	16,027,332
Total Net Assets	78,099,631	53,205,556

Total Liabilities and Net Assets

879,287,473

566,871,253

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 3/31/2012	Percent of Budget	Actual Prior Year to Date 3/31/2011
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	21,395,350	11,961,454	55.91%	11,753,630
Toll Revenue-HCTRA-183A	656,250	523,658	79.80%	471,270
Toll Revenue-NTTA-183A	411,600	338,079	82.14%	291,859
Video Tolls	3,004,800	2,703,205	89.96%	2,447,435
Fee revenue	1,252,000	1,101,749	88.00%	1,005,427
Total Operating Revenue	26,720,000	16,628,145	62.23%	15,969,621
Other Revenue				
Interest Income	180,000	148,019	82.23%	185,989
Grant Revenue	800,000	19,868,821	2484%	20,916,103
Reimbursed Expenditures	-	150,000		-
Misc Revenue	2,200	918,366	41744%	1,650
Gain/Loss on Redemption Bonds	-	-	0.00%	1,000
Gain/Loss on Sale of Asset	-	12,342		-
Total Other Revenue	982,200	21,097,548	2148%	21,104,742
Total Revenue	\$ 27,702,200	\$ 37,725,693	136.18%	\$ 37,074,363
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,010,301	1,390,676	69.18%	1,209,753
Part Time Salry Expense	12,000	7,927	66.06%	6,146
Overtime Salary Expense	4,000	-	0.00%	-
Contractual Employees Expense	105,000	7,623	7.26%	29,550
TCDRS	304,235	195,118	64.13%	173,387
FICA	97,856	56,508	57.75%	50,375
FICA MED	30,715	19,957	64.97%	17,089
Health Insurance Expense	204,527	140,927	68.90%	109,858
Life Insurance Expense	5,374	3,056	56.87%	4,125
Auto Allowance Expense	9,000	4,462	49.58%	7,098
Other Benefits	171,305	136,647	79.77%	40,263
Unemployment Taxes	13,059	1,711	13.10%	2,874
Salary Reserve	91,871	-	0.00%	-
Total Salaries and Wages	3,059,243	1,964,611	64.22%	1,650,517

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 3/31/2012	Percent of Budget	Actual Prior Year to Date 3/31/2011
Contractual Services				
<u>Professional Services</u>				
Accounting	9,500	24,029	252.94%	5,703
Auditing	55,000	44,771	81.40%	42,650
General Engineering Consultant	1,250,000	661,104	52.89%	670,018
General System Consultant	175,000	37,484	21.42%	5,894
Image Processing	600,000	583,662	97.28%	497,614
Facility maintenance	20,000	10,740	53.70%	66,536
HERO	820,000	510,641	62.27%	581,267
Human Resources	80,000	67,281	84.10%	14,869
Legal	250,000	76,991	30.80%	77,778
Photography	15,000	12,500	83.33%	13,545
Total Professional Services	3,274,500	2,029,203	61.97%	1,975,875
<u>Other Contractual Services</u>				
IT Services	45,000	31,784	70.63%	28,299
Graphic Design Services	10,000	400	4.00%	1,858
Website Maintenance	25,000	10,875	43.50%	44,671
Research Services	25,000	3,100	12.40%	26,089
Copy Machine	9,000	4,457	49.53%	5,740
Software Licenses	26,000	805	3.09%	7,387
ETC Maintenance Contract	840,000	552,257	65.74%	491,314
ETC Development	125,000	15,356	12.28%	19,903
ETC Testing	30,000	1,620	5.40%	-
Communications and Marketing	170,000	77,777	45.75%	114,120
Advertising Expense	40,000	31,906	79.77%	39,364
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	1,946	38.91%	-
Radio	15,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	174,600	69.84%	134,792
Special assignments	5,000	-	0.00%	-
Traffic Management	84,000	55,890	66.54%	42,306
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	-	0.00%	-
Roadway Maintenance Contract	300,000	74,559	24.85%	63,457

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 3/31/2012	Percent of Budget	Actual Prior Year to Date 3/31/2011
Landscape Maintenance	280,000	102,253	36.52%	81,544
Signal & Illumination Maint	175,000	60,950	34.83%	98,870
Mowing and litter control	40,000	52,095	130.24%	49,051
Hazardous Material Cleanup	10,000	-	0.00%	-
Striping	75,000	19,600	26.13%	-
Graffiti removal	10,000	-	0.00%	1,900
Cell Phones	10,700	6,283	58.72%	6,540
Local Telephone Service	16,000	9,732	60.83%	7,169
Long Distance	600	-	0.00%	217
Internet	6,000	435	7.25%	2,386
Fiber Optic System	63,000	31,999	50.79%	34,492
Other Communication Expenses	1,500	273	18.22%	1,325
Subscriptions	1,850	120	6.48%	52
Memberships	29,100	27,180	93.40%	23,000
Continuing Education	2,000	4,432	221.61%	3,100
Professional Development	5,000	3,470	69.40%	-
Seminars and Conferences	32,500	10,479	32.24%	12,565
Staff-Travel	76,500	30,482	39.85%	26,523
Other Contractual Svcs	125,200	177	0.14%	153
Roadway maintenance contract	-	-	0.00%	13,875
TxTag Collection Fees	1,347,791	909,125	67.45%	1,062,695
Contractual Contingencies	140,500	34,115	24.28%	11,748
Total Other Contractual Services	4,470,341	2,340,532	52.36%	2,456,504
Total Contractual Services	7,744,841	4,369,736	56.42%	4,432,380
Materials and Supplies				
Books & Publications	16,000	6,817	42.61%	9,529
Office Supplies	10,000	4,023	40.23%	4,576
Computer Supplies	13,000	8,107	62.36%	10,167
Copy Supplies	2,200	585	26.59%	649
Annual Report printing	10,000	7,673	76.73%	5,354
Other Reports-Printing	20,000	1,298	6.49%	640
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	3,000	1,328	44.27%	1,693
Ice Control Materials	25,000	-	0.00%	-
Maintenance Supplies-Roadway	100,000	9,175	9.17%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 3/31/2012	Percent of Budget	Actual Prior Year to Date 3/31/2011
Promotional Items	10,000	-	0.00%	3,235
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	3,178	10.59%	-
Tools & Equipment Expense	1,000	89	8.86%	14
Misc Materials & Supplies	2,000	683	34.15%	82
Total Materials and Supplies	252,200	42,956	17.03%	35,939
Operating Expenses				
Gasoline Expense	5,000	3,500	70.00%	2,848
Mileage Reimbursement	7,500	3,421	45.61%	2,535
Toll Tag Expense	4,100	2,336	56.97%	2,167
Parking	38,595	32,676	84.66%	24,064
Meeting Facilities	450	-	0.00%	100
Community Meeting/ Events	5,000	-	0.00%	500
Meeting Expense	6,750	3,388	50.19%	3,202
Public Notices	2,400	-	0.00%	-
Postage Expense	5,950	471	7.91%	536
Overnight Delivery Services	1,600	535	33.45%	89
Local Delivery Services	1,950	6	0.29%	706
Insurance Expense	90,000	53,087	58.99%	34,062
Repair & Maintenance-General	500	263	52.50%	158
Repair & Maintenance-Vehicles	100	460	459.92%	854
Repair & Maintenance Toll Equip	5,000	2,047	40.94%	-
Rent Expense	190,000	155,313	81.74%	140,349
Water	7,500	4,984	66.45%	3,469
Electricity	83,500	47,126	56.44%	46,568
Other Licenses	250	510	204.00%	235
Community Initiative Grants	65,000	47,500	73.08%	50,750
Non Cash Operating Expenses				
Amortization Expense	1,230,000	921,644	74.93%	922,212
Dep Exp- Furniture & Fixtures	16,500	6,422	38.92%	12,106
Dep Expense - Equipment	14,500	11,783	81.26%	10,783
Dep Expense - Autos & Trucks	5,000	4,599	91.98%	2,950
Dep Expense-Buildng & Toll Fac	177,000	132,419	74.81%	132,419
Dep Expense-Highways & Bridges	5,000,000	3,725,405	74.51%	3,725,405
Dep Expense-Communic Equip	195,000	143,128	73.40%	145,964

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 3/31/2012	Percent of Budget	Actual Prior Year to Date 3/31/2011
Dep Expense-Toll Equipment	465,000	346,336	74.48%	346,336
Dep Expense - Signs	135,000	99,951	74.04%	99,951
Dep Expense-Land Improvemts	52,000	49,353	94.91%	38,688
Depreciation Expense-Computers	6,500	7,309	112.44%	7,814
Total Operating Expenses	7,817,645	5,805,967	74.27%	5,757,821
Financing Expenses				
Arbitrage Rebate Calculation	2,500	5,455	218.20%	5,750
Loan Fee Expense	12,500	12,000	96.00%	11,500
Rating Agency Expense	33,000	5,300	16.06%	31,300
Trustee Fees	2,000	-	0.00%	-
Bank Fee Expense	7,500	15,890	211.87%	5,004
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	12,038,096	9,017,391	74.91%	8,893,715
Contingency	15,000	-	0.00%	-
Non Cash Financing Expenses				
Bond issuance expense	385,707	377,710	97.93%	223,106
Total Financing Expenses	12,500,303	9,433,747	75.47%	9,170,375
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 31,374,232	\$ 21,617,017	68.90%	\$ 21,047,032
Net Income	\$ (3,672,032)	\$ 16,108,676		\$ 16,027,332

INVESTMENTS by FUND

		Balance March 31, 2012		
Renewal & Replacement Fund				
TexSTAR	660,143.78		TexSTAR	94,488,754.77
Fidelity	0.66		CD's	-
Agencies		660,144.44	Fidelity	24,451,917.74
TxDOT Grant Fund			Agencies	198,560,480.50
TexSTAR	5,417,001.17		Bayerische GIC	14,626,944.00
Fidelity	3,031,875.00			
Agencies	1,000,000.00	9,448,876.17		\$ 332,128,097.01
Subordinate Lien DS Fund 05				
Fidelity	937,234.71	937,234.71		
Debt Service Reserve Fund 05				
TexSTAR	30,740,101.34			
Fidelity	21,544.13			
CD's	0.00			
Agencies	12,258,474.27	43,020,119.74		
Debt Service Fund 05				
Fidelity	2,521,246.23	2,521,246.23		
2010-1 Debt Service Fund				
Fidelity	734,073.14	734,073.14		
2011 Debt Service Acct				
Fidelity	2,631.04	2,631.04		
2010 Senior Lien DSF				
TexSTAR	0.15			
Fidelity	0.00	0.15		
2011 Sub Debt DSRF				
Fidelity	3,499,109.53			
Agencies	3,500,888.12	6,999,997.65		
Operating Fund				
TexSTAR	27,027.16			
TexSTAR-Trustee	147,325.79			
Fidelity	0.00			
Region's SIB Loan MMA	0.00	174,352.95		
Revenue Fund				
TexSTAR	1.00			
Fidelity	1,061,416.48	1,061,417.48		
General Fund				
TexSTAR	3,319,083.66			
Fidelity	4,183,880.86	7,502,964.52		
2010 Senior Lien Capitalized Interest				
Fidelity	531.34			
TexSTAR	3,424,671.03			
Bayerische GIC	0.00	3,425,202.37		
2010-1 Sub Lien Capitalized Interest				
Fidelity	0.00			
TexSTAR	0.09	0.09		
2010-2 Sub Lien Capitalized Interest				
TexSTAR	250,532.04			
Fidelity	0.00	250,532.04		
2011 Sr Capitalized Interest Fund				
Fidelity	34,416.03			
Agencies	35,506,241.92	35,540,657.95		
2011 Sub Capitalized Interest Fund				
Fidelity	817.38			
Agencies	9,359,307.94	9,360,125.32		
2010-1 Sub BABs subsidy				
Fidelity	0.39	0.39		
2010-2 Sub BABs subsidy				
Fidelity	2.25	2.25		
2010 Senior Lien Debt Service Reserve Fund				
TexSTAR	5,552,888.85			
Fidelity	21,937.50			
Agencies	3,940,628.25	9,515,454.60		
2010-2Sub Lien Debt Service Reserve Fund				
TexSTAR	778,462.46			
Fidelity	0.00			
Agencies	390,000.00	1,168,462.46		
2010-1Sub Lien Debt Service Reserve Fund				
TexSTAR	1,963,382.18			
Fidelity	0.00			
Agencies	2,010,640.00	3,974,022.18		
2010-1 Sub Lien Projects Fund				
TexSTAR	1,172,359.12			
Fidelity	0.00	1,172,359.12		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Fidelity	485.30			
Bayerische GIC	14,626,944.00	14,627,430.49		
2011 Sub Debt Project fund				
Agencies	43,763,610.00			
Fidelity	0.00	43,763,610.00		
2011 Senior Lien Project Fund				
TexSTAR	41,035,773.76			
Fidelity	8,400,715.77			
Agencies	86,830,690.00	136,267,179.53		
		<u>\$ 332,128,097.01</u>		

CTRMA INVESTMENT REPORT

Month Ending 3/31/12							Rate
Balance 2/29/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 3/31/2012		Mar 12
Amount in Trustee TexStar							
2011 Senior Lien Construction Fund	10.46	132,725,443.60		6,589.39	91,696,269.69	41,035,773.76	0.106%
2010 Senior Lien Construction Fund	1.19					1.19	0.106%
2010-1 Sub Lien Projects	1,004,544.78	167,708.02		106.32		1,172,359.12	0.106%
General Fund	4,172,417.54			335.81	853,669.69	3,319,083.66	0.106%
Trustee Operating Fund	147,304.24	650,000.48		21.07	650,000.00	147,325.79	0.106%
Renewal and Replacement	660,079.44			64.34		660,143.78	0.106%
TxDOT Grant Fund	4,414,362.21	1,002,158.49		480.47		5,417,001.17	0.106%
Revenue Fund	1.00					1.00	0.106%
Senior Lien Debt Service Reserve Fund	30,737,105.46			2,995.88		30,740,101.34	0.106%
2010 Senior Lien DSF	0.15					0.15	0.106%
2010 Senior Lien Debt Service Reserve Fund	5,523,577.81	28,771.22		539.82		5,552,888.85	0.106%
2010-2Sub Lien Debt Service Reserve Fund	711,131.58	67,258.20		72.68		778,462.46	0.106%
2010-1Sub Lien Debt Service Reserve Fund	1,910,954.54	52,238.77		188.87		1,963,382.18	0.106%
2010 Senior Lien Capitalized Interest	842.56	3,423,643.99		184.48		3,424,671.03	0.106%
2010-1 Sub Lien Capitalized Interest	0.09					0.09	0.106%
2010-2 Sub Lien Capitalized Interest	126.81	250,392.67		12.56		250,532.04	0.106%
	49,282,459.86	138,367,615.44	0.00	11,591.69	93,199,939.38	94,461,727.61	
Amount in TexStar Operating Fund	5,823.95	650,000.00		3.21	628,800.00	27,027.16	0.106%

CTRMA INVESTMENT REPORT

Month Ending 3/31/12							Rate
Balance 2/29/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 3/31/2012		Mar 12
Fidelity Money Market Fund							
Operating Fund	0.30	650,000.00		0.18	650,000.48	0.00	0.001%
2010-1 Sub Lien Project Acct	17,707.88	150,000.00		0.14	167,708.02	0.00	0.001%
2010 Senior Lien Project Acct	425.54	1,922,353.22		0.01	1,922,293.47	485.30	0.001%
2011 Senior Lien Project Acct	362.20	235,793,389.28		4.04	227,393,039.75	8,400,715.77	0.001%
2005 Debt Service Fund	1,680,840.27	840,395.83		10.13		2,521,246.23	0.001%
2011 Senior Lien Debt Service Acct	2,631.02			0.02		2,631.04	0.001%
2010-1 Debt Service Fund	0.00	734,073.14				734,073.14	0.001%
Subordinate Lien TIFIA DS Fund	1,019,836.01	312,403.83		5.51	395,010.64	937,234.71	0.001%
2010-2 BABs Supplemental Security	2.25					2.25	0.001%
2010-2 Cap I Fund	250,390.68			1.99	250,392.67	0.00	0.001%
2010 CAP Interest Senior lien	531.34					531.34	0.001%
2011 Sr Cap I Fund	34,415.76			0.27		34,416.03	0.001%
2011 Sub Debt CAP I	817.37			0.01		817.38	0.001%
2010-1 Sub lien BABs supplemental Security	0.39					0.39	0.001%
2011 Subordinate Lien Project	0.10	73,063,643.27			73,063,643.37	0.00	0.001%
TxDOT Grant Fund	2,003,705.07	3,031,875.00		15.92	2,003,720.99	3,031,875.00	0.001%
Renewal and Replacement	0.66					0.66	0.001%
Revenue Fund	917,789.92	2,369,331.98		7.83	2,225,713.25	1,061,416.48	0.001%
General Fund	311,454.33	5,097,725.55		0.74	1,225,299.76	4,183,880.86	0.001%
2010 Senior Debt Service Reserve Fund	28,766.50			21,942.22	28,771.22	21,937.50	0.001%
2010-1 Debt Service Reserve Fund	33,696.35	18,539.95		2.47	52,238.77	0.00	0.001%
2010-2 Debt Service Reserve Fund	60,352.13	6,905.62		0.45	67,258.20	0.00	0.001%
2011 Sub Debt Debt Service Reserve Fund	3,499,081.73			27.80		3,499,109.53	0.001%
2005 Senior Lien Debt Service Reserve Fund	0.00			21,544.13		21,544.13	0.001%
24,451,917.74	9,862,807.80	323,990,636.67	0.00	43,563.86	309,445,090.59	24,451,917.74	

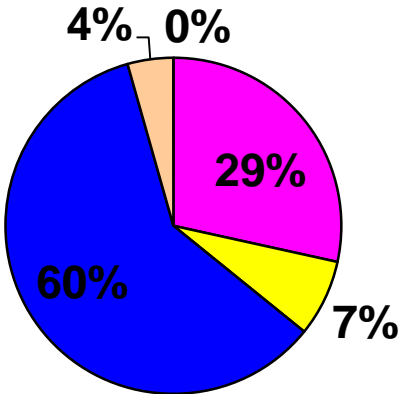
CTRMA INVESTMENT REPORT

Month Ending 3/31/12							Rate Mar 12
Balance 2/29/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 3/31/2012		
Amount in Bayerische Landesbank GIC							
Senior Lien Cap-I 2010	3,419,964.75			3,679.23	3,423,643.98	0.00	0.880%
Senior Lien Project Fund 2010	16,536,629.23			12,667.99	1,922,353.22	14,626,944.00	0.850%
Senior & Sub Lien Project Fund 2011	183,615,509.82			66,550.57	183,682,060.39	0.00	0.295%
203,572,103.80	0.00	0.00	82,897.79	189,028,057.59	14,626,944.00		
Amount in Fed Agencies and Treasuries							
Amortized Principal	70,024,659.68	131,594,300.00	(58,479.17)		3,000,000.00	198,560,480.51	
Accrued Interest				84,934.70			
	70,024,659.68	131,594,300.00	(58,479.17)		3,000,000.00	198,560,480.51	
Certificates of Deposit							
Total in Pools	3,000,000.00				3,000,000.00	0.00	
Total in Money Market	49,288,283.81	139,017,615.44		11,594.90	93,828,739.38	94,488,754.77	
Total in Fed Agencies	9,862,807.80	323,990,636.67		43,563.86	309,445,090.59	24,451,917.74	
Bayerische Landesbank GIC	70,024,659.68	131,594,300.00	(58,479.17)		3,000,000.00	198,560,480.51	
	203,572,103.80	0.00		82,897.79	189,028,057.59	14,626,944.00	
Total Invested	335,747,855.09	594,602,552.11	(58,479.17)	138,056.55	598,301,887.56	332,128,097.02	

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

William Chapman, CFO

Allocation of Funds



- Certificates of Deposit
- Total in Pools
- Total in Money Market
- Total in Fed Agencies
- Bayerische Landesbank GIC

Amount of investments As of March, 2012

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
San Antonio Water Utilities	79642BLM3	200,000.00	200,000.00	200,040.00	1.1090%	11/23/2010	5/15/2012	2010-2 DSRF
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	190,959.50	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF
Federal Home loan Bank	3137EABY4	MATURED	MATURED	MATURED	0.4005%	12/23/2010	3/23/2012	TxDOT Grant Fund
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,000,440.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Fannie Mae	31398A6F4	2,319,702.34	2,317,351.16	2,319,028.10	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,473,720.78	2,415,700.49	2,420,525.82	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,340,077.69	2,328,247.02	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Treasury	912828GW4	2,367,714.38	2,286,178.60	2,285,294.76	0.0730%	6/29/2011	6/30/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,852,034.23	8,818,161.66	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	9,351,457.81	9,137,911.13	9,166,475.96	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Treasury	912828NS5	8,776,228.75	8,747,557.19	8,748,922.50	0.1880%	6/29/2011	6/30/2012	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	8,771,478.75	8,768,739.37	8,781,252.84	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
Fannie Mae	3135G0GU1	7,002,030.00	7,001,776.25	7,003,920.00	0.4704%	1/3/2012	12/27/2013	2011 Sr DSRF
Fannie Mae	3135G0GU1	3,501,015.00	3,500,888.12	3,499,109.53	0.4704%	1/3/2012	12/27/2013	2011 Sub DSRF
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	1,386,799.00	1,387,035.70	0.2300%	2/9/2012	6/1/2013	2011 SR DSRF
Fannie Mae	31398A3L4	3,883,198.70	3,869,899.02	3,869,563.90	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	3,954,171.00	3,940,628.25	3,940,287.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Fannie Mae	3135G0GH0	2,011,400.00	2,010,640.00	2,007,320.00	0.2104%	2/6/2012	12/5/2014	2010-1 DSRF
Federal Home Loan Bank	3133XR88	7,370,650.00	7,370,650.00	7,366,940.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313376M85	24,999,500.00	24,999,500.00	24,999,500.00	0.1830%	3/30/2012	12/28/2012	2011 Sr Project
Federal Home Loan Bank	313378U41	12,009,480.00	12,009,480.00	12,001,200.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	12,054,960.00	12,054,960.00	12,045,840.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	3133765P6	20,007,600.00	20,007,600.00	20,003,800.00	0.1535%	3/30/2012	10/26/2012	2011 Sr Project
Federal Home Loan Bank	313376KS3	25,047,750.00	25,047,750.00	25,020,000.00	0.2440%	3/30/2012	6/21/2013	2011 Sub Project
Fannie Mae	31359MRG0	18,715,860.00	18,715,860.00	18,708,840.00	0.1950%	3/30/2012	3/15/2013	2011 Sub Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,388,500.00	10,382,500.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
		<u>198,914,852.57</u>	<u>198,560,480.50</u>	<u>198,495,204.29</u>				

Agency	CUSIP #	COST	Cumulative Amortization	3/31/2012		Interest Income March 2012		
				Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
San Antonio Water Utilities	79642BLM3	200,000.00	0.00	200,000.00	200,000.00	184.83		184.83
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69		230.69
Federal Home loan Bank	3137EABY4	MATURED	MATURED	MATURED	3,000,000.00	5,312.50	(4,296.80)	1,015.70
Freddie Mac	3134G2U42	1,000,000.00	-	1,000,000.00	1,000,000.00	(1,562.50)		(1,562.50)
Fannie Mae	31398A6F4	2,319,702.34	2,351.18	2,317,351.16	2,315,000.00	723.44	(261.24)	462.20
Federal Home loan Bank	3137EABM0	2,473,720.78	58,020.29	2,415,700.49	2,319,000.00		(6,446.70)	(6,446.70)
Federal Home loan Bank	3134A4UL6	2,326,924.30	13,153.39	2,340,077.69	2,362,000.00		1,461.49	1,461.49
Treasury	912828GW4	2,367,714.38	81,535.78	2,286,178.60	2,259,000.00	9,177.19	(9,059.53)	117.66
Federal Home loan Bank	3134A4UL6	8,794,454.76	57,579.47	8,852,034.23	8,946,000.00		6,397.72	6,397.72
Federal Home loan Bank	3137EABM0	9,351,457.81	213,546.68	9,137,911.13	8,782,000.00	27,443.75	(23,727.41)	3,716.34
Treasury	912828NS5	8,776,228.75	28,671.56	8,747,557.19	8,738,000.00	4,551.04	(3,185.73)	1,365.31
Fannie Mae	31398A6F4	8,771,478.75	2,739.38	8,768,739.37	8,766,000.00	2,739.38	(304.38)	2,435.00

Fannie Mae	3135G0GU1	7,002,030.00	253.75	7,001,776.25	7,000,000.00		2,916.67	(84.58)	2,832.09
Fannie Mae	3135G0GU2	3,501,015.00	126.88	3,500,888.12	3,500,000.00		1,458.33	(42.29)	1,416.04
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	10,257.00	1,386,799.00	1,315,000.00		8,218.75	(5,128.50)	3,090.25
Fannie Mae	31398A3L4	3,883,198.70	13,299.68	3,869,899.02	3,830,000.00		10,771.88	(6,649.84)	4,122.04
Fannie Mae	31398A3L4	3,954,171.00	13,542.75	3,940,628.25	3,900,000.00		10,968.75	(6,771.38)	4,197.37
Fannie Mae	3135G0GH0	2,011,400.00	760.00	2,010,640.00	2,000,000.00		1,800.00	(380.00)	1,420.00
Federal Home Loan Bank	3133XR88	7,370,650.00	-	7,370,650.00	7,000,000.00				0.00
Federal Home Loan Bank	313376M85	24,999,500.00	-	24,999,500.00	25,000,000.00				0.00
Federal Home Loan Bank	313378U41	12,009,480.00	-	12,009,480.00	12,000,000.00				0.00
Freddie Mac	3134G3BF6	12,054,960.00	-	12,054,960.00	12,000,000.00				0.00
Federal Home Loan Bank	3133765P6	20,007,600.00	-	20,007,600.00	20,000,000.00				0.00
Federal Home Loan Bank	313376KS3	25,047,750.00	-	25,047,750.00	25,000,000.00				0.00
Fannie Mae	31359MRG0	18,715,860.00	-	18,715,860.00	18,000,000.00				0.00
Federal Home Loan Bank	3133XWKV0	10,388,500.00		10,388,500.00	10,000,000.00				0.00
		198,914,852.57	495,837.79	198,560,480.50	199,422,000.00		84,934.70	(58,479.17)	26,455.53



Monthly Newsletter - March 2012

Performance

As of March 31, 2012

Current Invested Balance	\$5,668,145,582.64
Weighted Average Maturity (1)	50 Days
Weighted Average Maturity (2)	72 Days
Net Asset Value	1.000123
Total Number of Participants	751
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$817,984.80
Management Fee Collected	\$247,715.10
% of Portfolio Invested Beyond 1 Year	2.65%
Standard & Poor's Current Rating	AAAm

March Averages

Average Invested Balance	\$5,846,632,868.88
Average Monthly Yield, on a simple basis	0.1148%
Average Weighted Average Maturity (1)*	48 Days
Average Weighted Average Maturity (2)*	71 Days

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

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

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

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

Forms to Update your Account Information

As a reminder, please be aware that the most current forms to update your TexSTAR account are available on the TexSTAR website under "Participant Services" and "Account Forms". Using these documents ensures you have the most current version and limits any possible revisions or delays. The forms can be filled out online and printed to obtain the needed signatures. Please note the form to change Authorized Representatives **requires an Entity Seal for verification** and original signatures for processing. TexSTAR Participant Services is happy to provide whatever assistance you may need in updating your account information and can be contacted either by phone at 1-800-839-7827 or by email at texstar@firstsw.com.

Economic Commentary

The steady recovery in the U.S. and determination of European officials to avoid market disruption, alongside the commitment of central banks across the developed world to remain accommodative, caused credit spreads to compress significantly. The liquidity provided by the European Central Bank provided the European financial system with time to address its solvency issues, including allowing Greece to restructure its debt. However, market participants continue to be mindful of additional risks in the form of financial concerns elsewhere in Europe, particularly in Portugal and Spain, as well as potential growth concerns in China and rising oil and gas prices. Even with the remarkable market performance of the first quarter, investors remained relatively cautious as evidenced by continued strong inflows into bond funds.

Markets focused on positive U.S. economic developments during the quarter as data reflected growth stronger than expectations at the beginning of the year. Specifically, the labor market continued to improve and national manufacturing and consumer confidence surveys were generally indicative of expansion, but activity measures were more subdued, with new risks coming from rising oil and gas prices. Ultimately, concerns remain that sub-trend growth will not result in a sustainable recovery. Inflation continued to be above the Federal Reserve's long term target of 2%, but declined from almost 3.0% in the third quarter of 2011. The data coincides with the Federal Reserve's statements that inflation remains "subdued," although higher gasoline prices are likely to result in a temporary increase in headline inflation data over the near term.

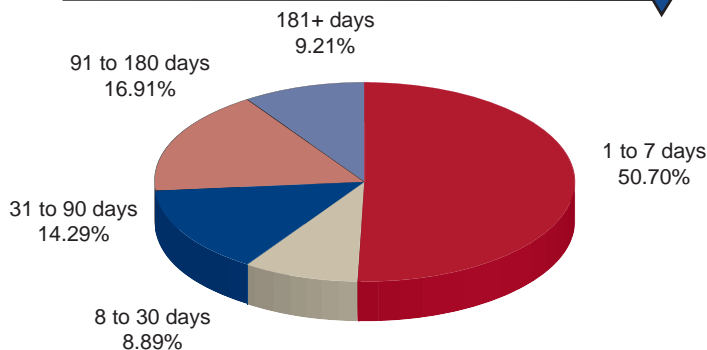
Chairman Bernanke has noted that the FOMC is likely to maintain its accommodative stance and, as a result, may not need much of a catalyst to ease monetary policy further. A significant increase in growth to above trend would likely be necessary before the FOMC would change its easy posture on monetary policy. It is also likely the committee is keenly aware of upcoming fiscal headwinds to growth starting in 2013 in the form of expiring payroll tax cuts, unemployment benefits, and Bush-era tax cuts, as well as automatic spending cuts agreed to as part of the debt ceiling debate last summer. Given the upcoming elections in the U.S., as well as the lagged nature of monetary policy actions, the Federal Reserve is likely to react to any decline in measures of growth. As a result, there is a possibility of further policy easing via either an extension of Operation Twist or a new asset purchase program altogether. However, continued improvements in the labor market could make further policy easing less likely.

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

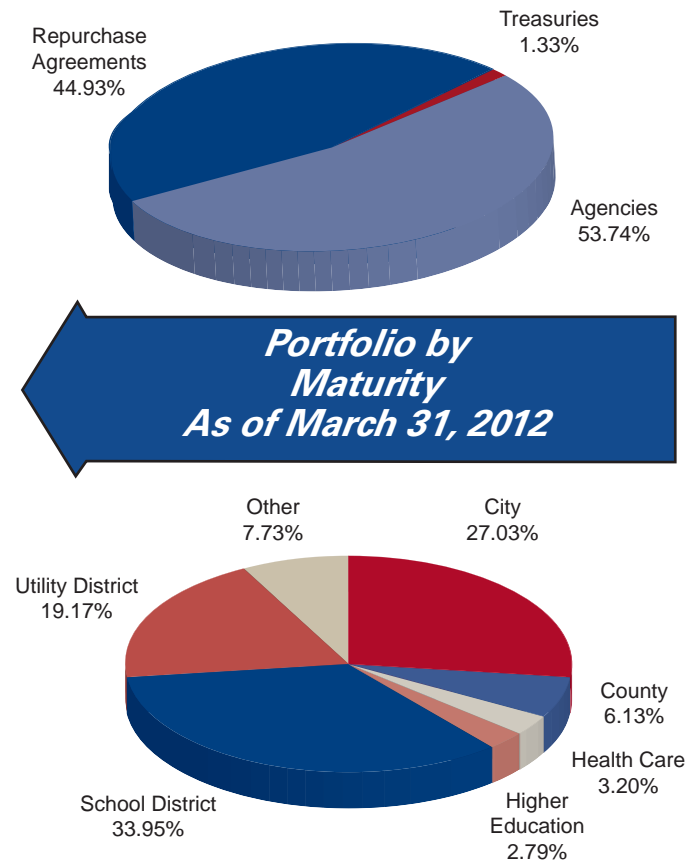
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

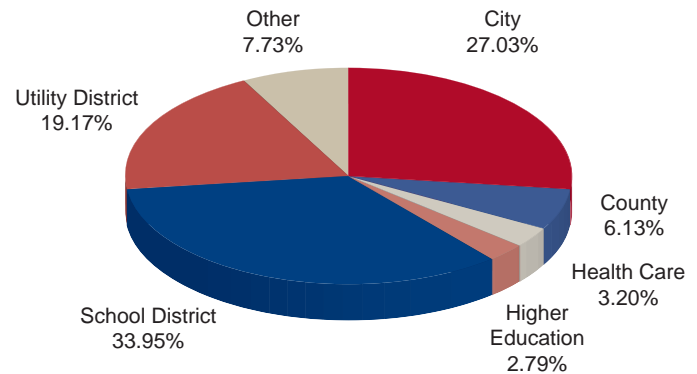
Portfolio by Type of Investment As of March 31, 2012



Distribution of Participants by Type As of March 31, 2012



Portfolio by Maturity As of March 31, 2012



Historical Program Information

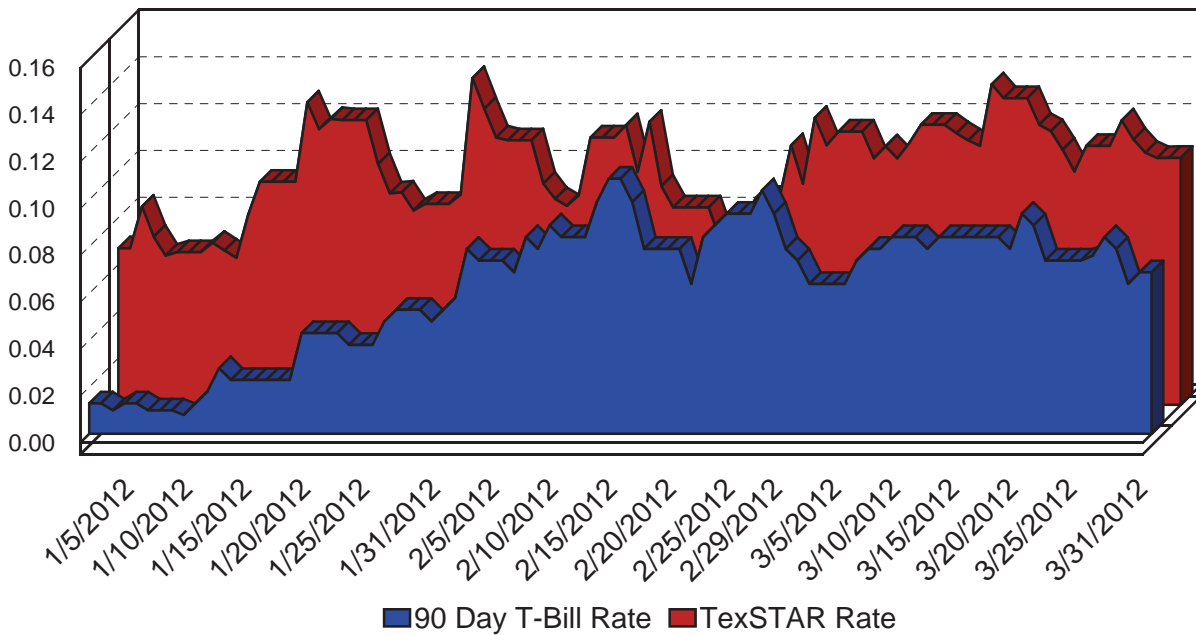
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Mar 12	0.1148%	\$5,668,145,582.64	\$5,668,844,552.57	1.000123	48	71	751
Feb 12	0.0986%	6,014,562,468.35	6,015,309,681.45	1.000124	48	70	751
Jan 12	0.0902%	6,122,141,791.23	6,122,989,120.67	1.000138	46	73	750
Dec 11	0.0815%	5,164,291,074.36	5,164,844,831.26	1.000107	48	79	749
Nov 11	0.0973%	4,964,174,535.92	4,964,899,185.74	1.000145	48	80	747
Oct 11	0.0807%	5,191,742,744.46	5,192,081,793.52	1.000065	47	74	745
Sep 11	0.0906%	5,218,150,511.94	5,218,680,416.17	1.000100	46	76	741
Aug 11	0.0940%	4,773,149,074.88	4,773,628,030.81	1.000100	45	69	735
Jul 11	0.0746%	4,990,872,181.48	4,991,025,373.13	1.000030	38	55	735
Jun 11	0.0889%	5,280,726,280.87	5,281,501,501.41	1.000146	50	69	733
May 11	0.0863%	5,566,580,016.75	5,567,478,247.07	1.000161	46	66	732
Apr 11	0.1108%	5,661,130,480.00	5,662,108,871.87	1.000172	50	72	731

Portfolio Asset Summary as of March 31, 2012

	Book Value	Market Value
Uninvested Balance	\$ 47,156.48	\$ 47,156.48
Accrual of Interest Income	369,137.71	369,137.71
Interest and Management Fees Payable	(933,769.62)	(933,769.62)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	2,547,151,000.00	2,547,151,000.00
Government Securities	3,121,512,058.07	3,122,211,028.00
Total	\$ 5,668,145,582.64	\$ 5,668,844,552.57

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for March 2012

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
3/1/2012	0.1108%	0.000003036	\$5,803,993,001.33	1.000131	49	72
3/2/2012	0.1167%	0.000003196	\$5,775,696,878.10	1.000127	48	71
3/3/2012	0.1167%	0.000003196	\$5,775,696,878.10	1.000127	48	71
3/4/2012	0.1167%	0.000003196	\$5,775,696,878.10	1.000127	48	71
3/5/2012	0.1053%	0.000002884	\$5,777,140,027.21	1.000108	47	71
3/6/2012	0.1104%	0.000003026	\$5,770,792,827.05	1.000095	48	71
3/7/2012	0.1052%	0.000002881	\$5,758,282,258.50	1.000097	48	71
3/8/2012	0.1118%	0.000003064	\$5,730,318,446.55	1.000094	47	71
3/9/2012	0.1196%	0.000003277	\$5,768,135,234.99	1.000094	47	71
3/10/2012	0.1196%	0.000003277	\$5,768,135,234.99	1.000094	47	71
3/11/2012	0.1196%	0.000003277	\$5,768,135,234.99	1.000094	47	71
3/12/2012	0.1160%	0.000003178	\$5,755,186,233.06	1.000105	49	73
3/13/2012	0.1129%	0.000003092	\$5,734,948,481.23	1.000103	50	74
3/14/2012	0.1106%	0.000003029	\$5,708,943,715.84	1.000090	50	73
3/15/2012	0.1369%	0.000003751	\$6,025,000,188.52	1.000084	49	71
3/16/2012	0.1310%	0.000003589	\$6,007,681,468.00	1.000090	48	70
3/17/2012	0.1310%	0.000003589	\$6,007,681,468.00	1.000090	48	70
3/18/2012	0.1310%	0.000003589	\$6,007,681,468.00	1.000090	48	70
3/19/2012	0.1196%	0.000003278	\$5,997,914,006.91	1.000099	48	70
3/20/2012	0.1169%	0.000003204	\$5,977,381,817.35	1.000094	48	71
3/21/2012	0.1090%	0.000002986	\$6,014,773,501.30	1.000087	48	70
3/22/2012	0.0996%	0.000002729	\$5,957,409,997.56	1.000093	48	70
3/23/2012	0.1106%	0.000003030	\$5,917,331,086.12	1.000093	47	69
3/24/2012	0.1106%	0.000003030	\$5,917,331,086.12	1.000093	47	69
3/25/2012	0.1106%	0.000003030	\$5,917,331,086.12	1.000093	47	69
3/26/2012	0.1215%	0.000003330	\$5,919,269,084.77	1.000091	46	68
3/27/2012	0.1133%	0.000003105	\$5,928,235,768.96	1.000100	49	70
3/28/2012	0.1077%	0.000002950	\$5,853,126,352.14	1.000111	51	73
3/29/2012	0.1054%	0.000002887	\$5,790,078,060.10	1.000117	50	73
3/30/2012	0.1055%	0.000002891	\$5,668,145,582.64	1.000123	50	72
3/31/2012	0.1055%	0.000002891	\$5,668,145,582.64	1.000123	50	72
Average	0.1148%	0.000003144	\$5,846,632,868.88		48	71

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



TexSTAR Board Members

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

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



Attachment B
Financial Report for April, 2012

Central Texas Regional Mobility Authority

Balance Sheet

As of

April 30, 2012

April 30, 2011

Assets

Current Assets

Cash in Regions Operating Account	283,767	101,731
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Cash In TexSTAR	14,031	41,783
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Regions Payroll Account	1,213	2,838
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Restricted cash/cash equivalents

Fidelity Government MMA	46,887,485	15,033,584
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Restricted Cash-TexStar	57,384,357	81,864,164
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Regions SIB account	0	12,236,239
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Overpayment accounts	28,361	17,909
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Total Cash and Cash Equivalents	104,315,447	109,298,248
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Accounts Receivable	15,053	127,374
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Due From Employees	18	0
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Due From TTA	615,850	357,978
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Due From NTTA	41,574	43,589
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Due From HCTRA	70,166	64,946
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Due From TxDOT	2,432,526	45,482
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Due From Federal Government	608,041	760,054
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Interest Receivable	478,035	83,211
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Total Receivables	4,261,263	1,482,634
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Short Term Investments

Short Term Investments	205,328,155	11,048,830
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Other Current Assets

Prepaid Insurance	26,083	39,609
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Total Current Assets	314,214,715	121,869,321
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Construction Work In Process

	324,864,450	153,095,730
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Fixed Assets

Computers(net)	29,748	33,793
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Computer Software(net)	272,187	1,473,325
------------------------	---------	-----------

Furniture and Fixtures(net)	12,769	18,880
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Equipment(net)	42,606	47,982
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Autos and Trucks(net)	22,419	656
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Buildings and Toll Facilities(net)	6,196,999	6,373,557
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Highways and Bridges(net)	173,580,183	178,547,390
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Communication Equipment(net)	983,246	1,174,102
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Toll Equipment(net)	2,160,536	2,622,318
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Signs(net)	4,978,036	5,111,304
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Land Improvements(net)	1,123,518	903,734
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Right of Way	24,683,553	23,683,553
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Leasehold Improvements	59,922	60,531
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Total Fixed Assets	214,145,723	220,051,125
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Long Term Investments

GIC (Restricted)	0	66,473,824
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Agencies-LT	18,145,913	0
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Other Assets

Security Deposits	8,644	9,483
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Intangible Assets	650	650
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Total Bond Issuance Costs	15,567,329	10,457,623
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Total Assets	886,947,423	571,957,757
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Liabilities

Current Liabilities

Accounts Payable	2,477,520	3,928,777
Overpayments	29,208	18,466
Interest Payable	14,419,165	5,758,863
Deferred Compensation Payable	0	3,290
TCDRS Payable	32,056	26,822
Medical Reimbursement Payable	63	0
Due to other Entities	3,571	0
Other	0	1,928
Due to State of Texas	0	2,130
Total Current Liabilities	16,961,583	9,740,276

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	413,815	365,641
Retainage Payable	0	(284,102)
Senior Lien Revenue Bonds 2005	172,143,281	172,698,781
Senior Lien Revenue Bonds 2010	100,935,522	97,986,643
Senior Lien Revenue Bonds 2011	306,463,541	0
Sn Lien Rev Bnd Prem/Disc 2005	4,655,396	4,819,264
Sn Lien Rev Bnd Prem/Disc 2010	174,680	209,151
Tot Sr Lien Rev Bond Pay Pre/D	1,222,516	5,028,415
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	0
Sub Lien Bond 2011 Prem/Disc	(2,091,149)	
TIFIA note 2008	77,526,562	77,033,684
2010 Regions BAB's Payable	0	60,000,000
2011 Regions Draw Down Note	400,000	
2009 State Infrastructure loan	0	33,002,083
Total Long Term Liabilities	772,014,087	490,831,145
Total Liabilities	788,975,670	500,571,421

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	61,990,955	37,178,225
Current Year Operations	17,645,953	15,873,266
Total Net Assets	79,636,908	53,051,490

Total Liabilities and Net Assets

886,947,423

571,957,757

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Actual Prior Year to Date 4/30/2011
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	21,395,350	13,518,382	63.18%	13,083,781
Toll Revenue-HCTRA-183A	656,250	593,824	90.49%	536,213
Toll Revenue-NTTA-183A	411,600	379,653	92.24%	335,448
Video Tolls	3,004,800	2,996,802	99.73%	2,653,294
Fee revenue	1,252,000	1,228,809	98.15%	1,122,489
Total Operating Revenue	26,720,000	18,717,470	70.05%	17,731,225
Other Revenue				
Interest Income	180,000	167,699	93.17%	203,986
Grant Revenue	800,000	21,665,059	2708%	21,247,449
Reimbursed Expenditures	-	150,000		-
Misc Revenue	2,200	918,366	41744%	2,017
Gain/Loss on Redemption Bonds	-	-	0.00%	1,000
Gain/Loss on Sale of Asset	-	12,342		-
Total Other Revenue	982,200	22,913,466	2333%	21,454,452
Total Revenue	\$ 27,702,200	\$ 41,630,936	150.28%	\$ 39,185,677
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,010,301	1,540,853	76.65%	1,337,654
Part Time Salry Expense	12,000	7,927	66.06%	6,146
Overtime Salary Expense	4,000	-	0.00%	-
Contractual Employees Expense	105,000	7,623	7.26%	29,550
TCDRS	304,235	216,062	71.02%	191,628
FICA	97,856	65,701	67.14%	58,163
FICA MED	30,715	22,107	71.97%	18,910
Health Insurance Expense	204,527	143,672	70.25%	126,526
Life Insurance Expense	5,374	3,219	59.91%	4,469
Auto Allowance Expense	9,000	4,462	49.58%	7,948
Other Benefits	171,305	143,304	83.65%	46,249
Unemployment Taxes	13,059	2,519	19.29%	2,906
Salary Reserve	91,871	-	0.00%	-
Total Salaries and Wages	3,059,243	2,157,450	70.52%	1,830,150

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Actual Prior Year to Date 4/30/2011
Contractual Services				
<u>Professional Services</u>				
Accounting	9,500	26,024	273.93%	5,749
Auditing	55,000	44,771	81.40%	42,650
General Engineering Consultant	1,250,000	780,443	62.44%	758,034
General System Consultant	175,000	40,805	23.32%	5,894
Image Processing	600,000	658,631	109.77%	560,275
Facility maintenance	20,000	16,676	83.38%	76,539
HERO	820,000	576,556	70.31%	660,366
Human Resources	80,000	70,421	88.03%	14,869
Legal	250,000	100,714	40.29%	77,778
Photography	15,000	12,549	83.66%	13,545
Total Professional Services	3,274,500	2,327,589	71.08%	2,215,699
<u>Other Contractual Services</u>				
IT Services	45,000	34,385	76.41%	31,029
Graphic Design Services	10,000	400	4.00%	1,858
Website Maintenance	25,000	16,977	67.91%	44,671
Research Services	25,000	3,100	12.40%	26,089
Copy Machine	9,000	4,819	53.55%	6,068
Software Licenses	26,000	805	3.09%	8,300
ETC Maintenance Contract	840,000	552,257	65.74%	491,314
ETC Development	125,000	15,356	12.28%	19,903
ETC Testing	30,000	1,620	5.40%	-
Communications and Marketing	170,000	93,326	54.90%	123,830
Advertising Expense	40,000	31,906	79.77%	40,439
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	1,946	38.91%	-
Radio	15,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	193,727	77.49%	134,792
Special assignments	5,000	-	0.00%	-
Traffic Management	84,000	55,890	66.54%	47,149
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Actual Prior Year to Date 4/30/2011
Roadway Maintenance Contract	300,000	74,559	24.85%	68,484
Landscape Maintenance	280,000	119,361	42.63%	81,544
Signal & Illumination Maint	175,000	64,950	37.11%	103,625
Mowing and litter control	40,000	52,095	130.24%	54,067
Hazardous Material Cleanup	10,000	-	0.00%	-
Striping	75,000	26,459	35.28%	-
Graffiti removal	10,000	-	0.00%	1,900
Cell Phones	10,700	6,910	64.58%	7,564
Local Telephone Service	16,000	10,908	68.17%	8,133
Long Distance	600	-	0.00%	232
Internet	6,000	435	7.25%	2,694
Fiber Optic System	63,000	51,720	82.09%	39,223
Other Communication Expenses	1,500	337	22.46%	1,677
Subscriptions	1,850	120	6.48%	847
Memberships	29,100	29,115	100.05%	25,727
Continuing Education	2,000	4,492	224.61%	3,100
Professional Development	5,000	3,490	69.80%	-
Seminars and Conferences	32,500	11,559	35.57%	13,970
Staff-Travel	76,500	36,989	48.35%	30,932
Other Contractual Svcs	125,200	177	0.14%	267
Roadway maintenance contract	-	(210)	0.00%	13,875
TxTag Collection Fees	1,347,791	1,004,920	74.56%	1,159,692
Contractual Contingencies	140,500	34,115	24.28%	27,382
Total Other Contractual Services	4,470,341	2,539,016	56.80%	2,620,379
Total Contractual Services	7,744,841	4,866,605	62.84%	4,836,078
Materials and Supplies				
Books & Publications	16,000	7,738	48.36%	11,669
Office Supplies	10,000	4,897	48.97%	5,488
Computer Supplies	13,000	9,812	75.48%	11,291
Copy Supplies	2,200	1,207	54.85%	916
Annual Report printing	10,000	7,673	76.73%	5,354
Other Reports-Printing	20,000	2,000	10.00%	2,451
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	3,000	1,328	44.27%	2,099

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Actual Prior Year to Date 4/30/2011
Ice Control Materials	25,000	-	0.00%	-
Maintenance Supplies-Roadway	100,000	9,175	9.17%	-
Promotional Items	10,000	-	0.00%	3,235
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	3,178	10.59%	-
Tools & Equipment Expense	1,000	142	14.23%	14
Misc Materials & Supplies	2,000	683	34.15%	89
Total Materials and Supplies	252,200	47,833	18.97%	42,606
Operating Expenses				
Gasoline Expense	5,000	4,098	81.96%	3,341
Mileage Reimbursement	7,500	3,893	51.91%	2,943
Toll Tag Expense	4,100	2,773	67.63%	2,434
Parking	38,595	33,178	85.96%	27,737
Meeting Facilities	450	-	0.00%	100
Community Meeting/ Events	5,000	-	0.00%	500
Meeting Expense	6,750	4,304	63.76%	4,930
Public Notices	2,400	100	4.17%	-
Postage Expense	5,950	538	9.04%	752
Overnight Delivery Services	1,600	551	34.47%	97
Local Delivery Services	1,950	6	0.29%	1,477
Insurance Expense	90,000	58,167	64.63%	41,984
Repair & Maintenance-General	500	480	96.09%	158
Repair & Maintenance-Vehicles	100	460	459.92%	3,263
Repair & Maintenance Toll Equip	5,000	2,047	40.94%	-
Rent Expense	190,000	173,006	91.06%	157,257
Water	7,500	5,183	69.11%	3,855
Electricity	83,500	53,152	63.65%	52,694
Other Licenses	250	510	204.00%	235
Community Initiative Grants	65,000	47,500	73.08%	60,250
Non Cash Operating Expenses				
Amortization Expense	1,230,000	1,024,355	83.28%	1,024,680
Dep Exp- Furniture & Fixtures	16,500	7,076	42.88%	12,972
Dep Expense - Equipment	14,500	13,980	96.41%	11,981
Dep Expense - Autos & Trucks	5,000	5,174	103.47%	3,278

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Actual Prior Year to Date 4/30/2011
Dep Expense-Buildng & Toll Fac	177,000	147,132	83.13%	147,132
Dep Expense-Highways & Bridges	5,000,000	4,139,339	82.79%	4,139,339
Dep Expense-Communic Equip	195,000	159,029	81.55%	161,878
Dep Expense-Toll Equipment	465,000	384,818	82.76%	384,818
Dep Expense - Signs	135,000	111,057	82.26%	111,057
Dep Expense-Land Improvemts	52,000	54,837	105.46%	42,987
Depreciation Expense-Computers	6,500	8,295	127.62%	9,681
Total Operating Expenses	7,817,645	6,445,038	82.44%	6,413,808
Financing Expenses				
Arbitrage Rebate Calculation	2,500	5,455	218.20%	5,750
Loan Fee Expense	12,500	12,000	96.00%	11,500
Rating Agency Expense	33,000	5,300	16.06%	31,300
Trustee Fees	2,000	-	0.00%	-
Bank Fee Expense	7,500	16,400	218.67%	5,497
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	12,038,096	10,013,863	83.18%	9,887,549
Contingency	15,000	-	0.00%	-
Non Cash Financing Expenses				
Bond issuance expense	385,707	415,038	107.60%	248,173
Total Financing Expenses	12,500,303	10,468,057	83.74%	10,189,769
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 31,374,232	\$ 23,984,983	76.45%	\$ 23,312,411
Net Income	\$ (3,672,032)	\$ 17,645,953		\$ 15,873,266

INVESTMENTS by FUND

		Balance April 30, 2012		
Renewal & Replacement Fund				
TexSTAR	660,203.35		TexSTAR	57,398,387.99
Regions Sweep	0.66		CD's	-
Agencies		660,204.01	Regions Sweep	46,887,485.43
TxDOT Grant Fund			Agencies	223,465,432.54
TexSTAR	5,417,489.98			
Regions Sweep	3,033,800.33			
Agencies	1,000,000.00	9,451,290.31		\$ 327,751,305.96
Subordinate Lien DS Fund 05				
Regions Sweep	1,249,657.71	1,249,657.71		
Debt Service Reserve Fund 05				
TexSTAR	30,742,875.20			
Regions Sweep	21,544.46			
CD's	0.00			
Agencies	12,251,044.58	43,015,464.24		
Debt Service Fund 05				
Regions Sweep	3,361,689.26	3,361,689.26		
2010-1 Debt Service Fund				
Regions Sweep	1,073,147.40	1,073,147.40		
2011 Debt Service Acct				
Regions Sweep	2,631.09	2,631.09		
2010 Senior Lien DSF				
TexSTAR	0.15			
Regions Sweep	0.00	0.15		
2011 Sub Debt DSRF				
Regions Sweep	3,499,179.52			
Agencies	3,500,845.83	7,000,025.35		
Operating Fund				
TexSTAR	14,031.16			
TexSTAR-Trustee	200,344.15			
Regions Sweep	0.00	214,375.31		
Revenue Fund				
TexSTAR	1.00			
Regions Sweep	944,655.45	944,656.45		
General Fund				
TexSTAR	3,058,348.12			
Regions Sweep	3,608,519.59	6,666,867.71		
2010 Senior Lien Capitalized Interest				
Regions Sweep	531.35			
TexSTAR	3,424,980.06	3,425,511.41		
2010-1 Sub Lien Capitalized Interest				
Regions Sweep	0.00			
TexSTAR	0.09	0.09		
2010-2 Sub Lien Capitalized Interest				
TexSTAR	250,554.65			
Regions Sweep	1.03	250,555.68		
2011 Sr Capitalized Interest Fund				
Regions Sweep	34,416.71			
Agencies	35,485,422.12	35,519,838.83		
2011 Sub Capitalized Interest Fund				
Regions Sweep	817.40			
Agencies	9,345,001.95	9,345,819.35		
2010-1 Sub BABs subsidy				
Regions Sweep	0.39	0.39		
2010-2 Sub BABs subsidy				
Regions Sweep	2.25	2.25		
2010 Senior Lien Debt Service Reserve Fund				
TexSTAR	5,553,389.92			
Regions Sweep	21,937.95			
Agencies	3,938,371.13	9,513,699.00		
2010-2Sub Lien Debt Service Reserve Fund				
TexSTAR	778,532.71			
Regions Sweep	0.25			
Agencies	390,000.00	1,168,532.96		
2010-1Sub Lien Debt Service Reserve Fund				
TexSTAR	1,963,559.35			
Regions Sweep	0.14			
Agencies	2,010,260.00	3,973,819.49		
2010-1 Sub Lien Projects Fund				
TexSTAR	1,170,991.96			
Regions Sweep	0.44	1,170,992.40		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Regions Sweep	11,461,928.73			
Bayerische GIC	0.00	11,461,929.92		
2011 Sub Debt Project fund				
TexSTAR	4,162,965.32			
Agencies	43,698,649.44			
Regions Sweep	0.00	47,861,614.76		
2011 Senior Lien Project Fund				
TexSTAR	119.63			
Regions Sweep	18,573,023.32			
Agencies	111,845,837.49	130,418,980.44		
		<u>\$ 327,751,305.96</u>		

CTRMA INVESTMENT REPORT

Month Ending 4/30/12						
Balance 3/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 4/30/2012	Rate Apr 12
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund			429.83	18,753,047.50	4,162,965.32	0.091%
2011 Senior Lien Construction Fund			118.63	41,035,772.76	119.63	0.106%
2010 Senior Lien Construction Fund			1.19		1.19	0.106%
2010-1 Sub Lien Projects			105.67	1,472.83	1,170,991.96	0.106%
General Fund			296.01	261,031.55	3,058,348.12	0.106%
Trustee Operating Fund	650,000.18		18.18	597,000.00	200,344.15	0.106%
Renewal and Replacement			59.57		660,203.35	0.106%
TxDOT Grant Fund			488.81		5,417,489.98	0.106%
Revenue Fund			1.00		1.00	0.106%
Senior Lien Debt Service Reserve Fund			2,773.86		30,742,875.20	0.106%
2010 Senior Lien DSF			0.15		0.15	0.106%
2010 Senior Lien Debt Service Reserve Fund			501.07		5,553,389.92	0.106%
2010-2Sub Lien Debt Service Reserve Fund			70.25		778,532.71	0.106%
2010-1Sub Lien Debt Service Reserve Fund			177.17		1,963,559.35	0.106%
2010 Senior Lien Capitalized Interest			309.03		3,424,980.06	0.106%
2010-1 Sub Lien Capitalized Interest			0.09		0.09	0.106%
2010-2 Sub Lien Capitalized Interest			22.61		250,554.65	0.106%
117,377,310.60	650,000.18	0.00	5,370.69	60,648,324.64	57,384,356.83	
Amount in TexStar Operating Fund						
27,027.16	597,000.00		4.00	610,000.00	14,031.16	0.106%

CTRMA INVESTMENT REPORT

Month Ending 4/30/12						
Balance 3/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 4/30/2012	Rate Apr 12
Regions Sweep Money Market Fund						
Operating Fund	650,000.00		0.18	650,000.18	0.00	0.150%
2010-1 Sub Lien Project Acct	1,472.83		0.44	1,472.83	0.44	0.150%
2010 Senior Lien Project Acct	14,637,532.26		0.01	3,176,088.84	11,461,928.73	0.150%
2011 Sub Lien Project Acct	18,753,047.50			18,753,047.50	0.00	0.150%
2011 Senior Lien Project Acct	8,400,715.77	41,035,772.76	21,758.68	30,885,223.89	18,573,023.32	0.150%
2005 Debt Service Fund	2,521,246.23	840,395.83	47.20		3,361,689.26	0.150%
2011 Senior Lien Debt Service Acct	2,631.04		0.05		2,631.09	0.150%
2010-1 Debt Service Fund	734,073.14	339,062.50	11.76		1,073,147.40	0.150%
Subordinate Lien TIFIA DS Fund	937,234.71	312,403.83	19.17		1,249,657.71	0.150%
2010-2 BABs Supplemental Security	2.25				2.25	0.150%
2010-2 Cap I Fund	0.00		1.03	0.00	1.03	0.150%
2010 CAP Interest Senior lien	531.34		0.01		531.35	0.150%
2011 Sr Cap I Fund	34,416.03		0.68		34,416.71	0.150%
2011 Sub Debt CAP I	817.38		0.02		817.40	0.150%
2010-1 Sub lien BABs supplemental Security	0.39				0.39	0.150%
2011 Subordinate Lien Project	0.00				0.00	0.150%
TxDOT Grant Fund	3,031,875.00		1,925.33		3,033,800.33	0.150%
Renewal and Replacement	0.66				0.66	0.150%
Revenue Fund	1,061,416.48	2,103,545.50	19.65	2,220,326.18	944,655.45	0.150%
General Fund	4,183,880.86	1,080,532.10	139.06	1,656,032.43	3,608,519.59	0.150%
2010 Senior Debt Service Reserve Fund	21,937.50		0.45		21,937.95	0.150%
2010-1 Debt Service Reserve Fund	0.00		0.14		0.14	0.150%
2010-2 Debt Service Reserve Fund	0.00	0.00	0.25		0.25	0.150%
2011 Sub Debt Debt Service Reserve Fund	3,499,109.53		69.99		3,499,179.52	0.150%
2005 Senior Lien Debt Service Reserve Fund	21,544.13		0.33		21,544.46	0.150%
24,451,917.74	79,753,765.11	0.00	23,994.43	57,342,191.85	46,887,485.43	

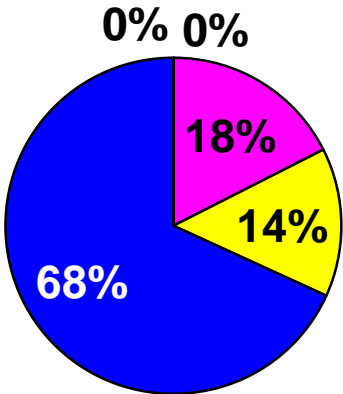
CTRMA INVESTMENT REPORT

Month Ending 4/30/12						
Balance 3/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 4/30/2012	Rate Apr 12
Amount in Bayerische Landesbank GIC Senior Lien Project Fund 2010	14,626,944.00			14,626,944.00	0.00	0.850%
	14,626,944.00	0.00	0.00	0.00	14,626,944.00	0.00
Amount in Fed Agencies and Treasuries						
Amortized Principal	198,560,480.51	25,081,000.00	(176,047.96)		223,465,432.55	
Accrued Interest			281,641.31			
	198,560,480.51	25,081,000.00	(176,047.96)	0.00	223,465,432.55	
Certificates of Deposit	3,000,000.00			3,000,000.00	0.00	
Total in Pools	117,404,337.76	1,247,000.18		5,374.69	61,258,324.64	57,398,387.99
Total in Money Market	24,451,917.74	79,753,765.11		23,994.43	57,342,191.85	46,887,485.43
Total in Fed Agencies	198,560,480.51	25,081,000.00	(176,047.96)	0.00	223,465,432.55	
Bayerische Landesbank GIC	14,626,944.00	0.00		0.00	14,626,944.00	0.00
Total Invested	358,043,680.01	106,081,765.29	(176,047.96)	29,369.12	136,227,460.49	327,751,305.97

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

William Chapman, CFO

Allocation of Funds



- Certificates of Deposit
- Total in Pools
- Total in Money Market
- Total in Fed Agencies
- Bayerische Landesbank GIC

Amount of investments As of April, 2012

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
San Antonio Water Utilities	79642BLM3	200,000.00	200,000.00	200,012.00	1.1090%	11/23/2010	5/15/2012	2010-2 DSRF
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	190,988.00	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,001,150.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Fannie Mae	31398A6F4	2,319,702.34	2,317,089.92	2,318,287.30	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,473,720.78	2,409,253.79	2,414,589.18	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,341,539.18	2,332,002.60	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Treasury	912828GW4	2,367,714.38	2,277,119.06	2,276,733.15	0.0730%	6/29/2011	6/30/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,858,431.94	8,832,385.80	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	9,351,457.81	9,114,183.72	9,143,994.04	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Treasury	912828NS5	8,776,228.75	8,744,371.46	8,745,165.16	0.1880%	6/29/2011	6/30/2012	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	8,771,478.75	8,768,435.00	8,778,447.72	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
Fannie Mae	3135G0GU1	7,002,030.00	7,001,691.67	7,006,440.00	0.4704%	1/3/2012	12/27/2013	2011 Sr DSRF
Fannie Mae	3135G0GU1	3,501,015.00	3,500,845.83	3,499,179.52	0.4704%	1/3/2012	12/27/2013	2011 Sub DSRF
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	1,381,670.50	1,382,183.35	0.2300%	2/9/2012	6/1/2013	2011 SR DSRF
Fannie Mae	31398A3L4	3,883,198.70	3,867,682.41	3,869,793.70	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	3,954,171.00	3,938,371.13	3,940,521.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Fannie Mae	3135G0GH0	2,011,400.00	2,010,260.00	2,007,180.00	0.2104%	2/6/2012	12/5/2014	2010-1 DSRF
Federal Home Loan Bank	3133XR88	7,370,650.00	7,350,058.33	7,350,070.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313376M85	24,999,500.00	24,999,583.33	24,990,250.00	0.1830%	3/30/2012	12/28/2012	2011 Sr Project
Federal Home Loan Bank	313378U41	12,009,480.00	12,008,953.33	12,009,600.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	12,054,960.00	12,050,380.00	12,055,080.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	3133765P6	20,007,600.00	20,003,800.00	20,002,600.00	0.1535%	3/30/2012	10/26/2012	2011 Sr Project
Federal Home Loan Bank	3137EACK3	25,081,000.00	25,060,750.00	25,056,250.00	0.1102%	4/2/2012	7/27/2012	2011 Sr Project
Federal Home Loan Bank	313376KS3	25,047,750.00	25,042,444.44	25,022,250.00	0.2440%	3/30/2012	6/21/2013	2011 Sub Project
Fannie Mae	31359MRG0	18,715,860.00	18,656,205.00	18,648,000.00	0.1950%	3/30/2012	3/15/2013	2011 Sub Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,372,312.50	10,379,500.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
		<u>223,995,852.57</u>	<u>223,465,432.54</u>	<u>223,452,652.52</u>				

Agency	CUSIP #	COST	Cumulative			Interest Income April 2012		
			Amortization	4/30/2012 Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
San Antonio Water Utilities	79642BLM3	200,000.00	0.00	200,000.00	200,000.00	184.83		184.83
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69		230.69
Freddie Mac	3134G2U42	1,000,000.00	-	1,000,000.00	1,000,000.00	1,875.00		1,875.00
Fannie Mae	31398A6F4	2,319,702.34	2,612.42	2,317,089.92	2,315,000.00	723.44	(261.24)	462.20
Federal Home loan Bank	3137EABM0	2,473,720.78	64,466.99	2,409,253.79	2,319,000.00	7,246.88	(6,446.70)	800.18
Federal Home loan Bank	3134A4UL6	2,326,924.30	14,614.88	2,341,539.18	2,362,000.00		1,461.49	1,461.49
Treasury	912828GW4	2,367,714.38	90,595.32	2,277,119.06	2,259,000.00	9,177.19	(9,059.53)	117.66
Federal Home loan Bank	3134A4UL6	8,794,454.76	63,977.18	8,858,431.94	8,946,000.00		6,397.72	6,397.72
Federal Home loan Bank	3137EABM0	9,351,457.81	237,274.09	9,114,183.72	8,782,000.00	27,443.75	(23,727.41)	3,716.34
Treasury	912828NS5	8,776,228.75	31,857.29	8,744,371.46	8,738,000.00	4,551.04	(3,185.73)	1,365.31
Fannie Mae	31398A6F4	8,771,478.75	3,043.75	8,768,435.00	8,766,000.00	2,739.38	(304.38)	2,435.00
Fannie Mae	3135G0GU1	7,002,030.00	338.33	7,001,691.67	7,000,000.00	2,916.67	(84.58)	2,832.09

Fannie Mae	3135G0GU2	3,501,015.00	169.17	3,500,845.83	3,500,000.00	1,458.33	(42.29)	1,416.04
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	15,385.50	1,381,670.50	1,315,000.00	8,218.75	(5,128.50)	3,090.25
Fannie Mae	31398A3L4	3,883,198.70	15,516.29	3,867,682.41	3,830,000.00	3,590.63	(2,216.61)	1,374.02
Fannie Mae	31398A3L4	3,954,171.00	15,799.87	3,938,371.13	3,900,000.00	3,656.25	(2,257.13)	1,399.12
Fannie Mae	3135G0GH0	2,011,400.00	1,140.00	2,010,260.00	2,000,000.00	1,800.00	(380.00)	1,420.00
Federal Home Loan Bank	3133XR88	7,370,650.00	20,591.67	7,350,058.33	7,000,000.00	23,333.33	(20,591.67)	2,741.66
Federal Home Loan Bank	313376M85	24,999,500.00	(83.33)	24,999,583.33	25,000,000.00	7,500.00	83.33	7,583.33
Federal Home Loan Bank	313378U41	12,009,480.00	526.67	12,008,953.33	12,000,000.00	3,500.00	(526.67)	2,973.33
Freddie Mac	3134G3BF6	12,054,960.00	4,580.00	12,050,380.00	12,000,000.00	12,500.00	(4,580.00)	7,920.00
Federal Home Loan Bank	3133765P6	20,007,600.00	3,800.00	20,003,800.00	20,000,000.00	21,755.56	(3,800.00)	17,955.56
Federal Home Loan Bank	3137EACK3	25,081,000.00	20,250.00	25,060,750.00	25,000,000.00	35,156.25	(20,250.00)	14,906.25
Federal Home Loan Bank	313376KS3	25,047,750.00	5,305.56	25,042,444.44	25,000,000.00	16,666.67	(5,305.56)	11,361.11
Fannie Mae	31359MRG0	18,715,860.00	59,655.00	18,656,205.00	18,000,000.00	65,625.00	(59,655.00)	5,970.00
Federal Home Loan Bank	3133XWKV0	10,388,500.00	16,187.50	10,372,312.50	10,000,000.00	19,791.67	(16,187.50)	3,604.17
		223,995,852.57	687,604.15	223,465,432.54	221,422,000.00	281,641.31	(176,047.96)	105,593.35



Monthly Newsletter - April 2012

Performance

As of April 30, 2012

Current Invested Balance	\$5,255,005,296.99
Weighted Average Maturity (1)	43 Days
Weighted Average Maturity (2)	68 Days
Net Asset Value	1.000115
Total Number of Participants	752
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$711,454.28
Management Fee Collected	\$222,134.33
% of Portfolio Invested Beyond 1 Year	3.36%
Standard & Poor's Current Rating	AAAm

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

April Averages

Average Invested Balance	\$5,419,761,167.11
Average Monthly Yield, on a simple basis	0.1098%
Average Weighted Average Maturity (1)*	46 Days
Average Weighted Average Maturity (2)*	69 Days

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

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

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

New Participants

We would like to welcome the following entity who joined the TexSTAR program in April:

★ City of Castroville

Holiday Reminder

In observance of **Memorial Day**, **TexSTAR will be closed on Monday, May 28, 2012**. All ACH transactions initiated on Friday, May 25th will settle on Tuesday, May 29th. Notification of any early transaction deadlines on the business day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Economic Commentary

At the beginning of April, markets pulled back from their strong first quarter performance, given renewed fears in Europe and weak U.S. employment data. However, markets generally stabilized over the remainder of the month as they continued to be supported by a significant amount of accommodative policy from global central banks. Economic data released during April indicated a relative slowdown in the pace of growth from the year's solid start. In particular, employment data and manufacturing demonstrated some loss of momentum. Despite high gasoline prices, consumer consumption has remained strong. First quarter real GDP rose a less-than-expected 2.2%, due to weaker government and fixed investment spending. In the U.S., the questions around future growth center around "how fast" and "how sustainable" (the latter question given likely fiscal tightening to come in 2013).

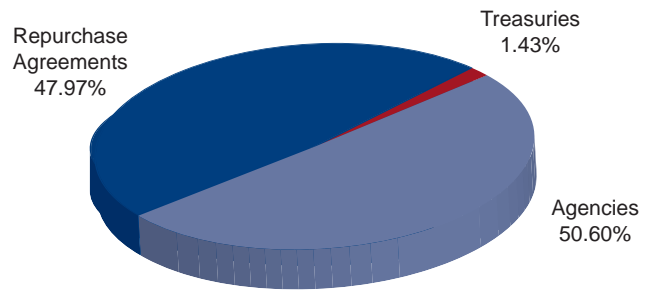
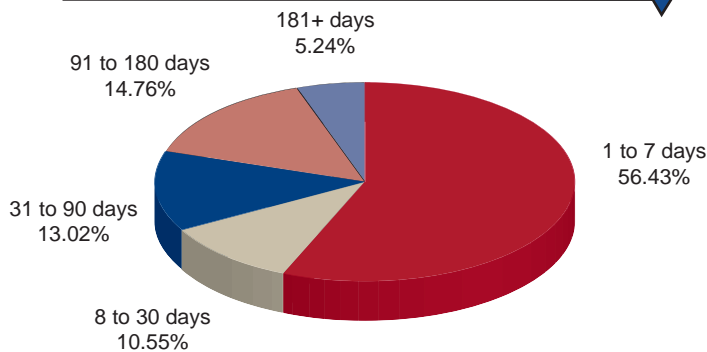
Looking out further, the potential fiscal drag in 2013 presents a significant risk to growth. Currently, the temporary extension of the 2% payroll tax cut and emergency unemployment benefits, as well as Bush-era tax cuts, are scheduled to expire at the end of 2012, and automatic fiscal spending cuts via sequestration are scheduled to begin in 2013. Congress is unlikely to address these before the November election. Without any change, we estimate that these factors combined could detract as much as 2.5% to 3.5% from GDP. The Fed noted these risks in its March FOMC meeting minutes, including the potential impact on future growth. In the near term, unless there is further deterioration in economic data, there is limited potential for any additional policy action by the Fed during their next meeting in June. However, longer term, given the lagged nature of monetary policy and the Fed's desire to proactively support the economic recovery, there is anticipated an approximately 50% probability of another round of Fed asset purchases, though this is highly contingent on the evolving fiscal environment. Expectations are that the year ahead will likely see "okay," albeit not stellar global growth, with the U.S. and a number of emerging-market economies leading the way, and Europe muddling through, all helped by accommodative central banks. That is not to say there will not be bouts of uncertainty. Indeed, May does not only have to endure the French and Greek elections, but will also face a May 31 Irish referendum on the Fiscal Compact as well as critical talks with Iran over its nuclear program.

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

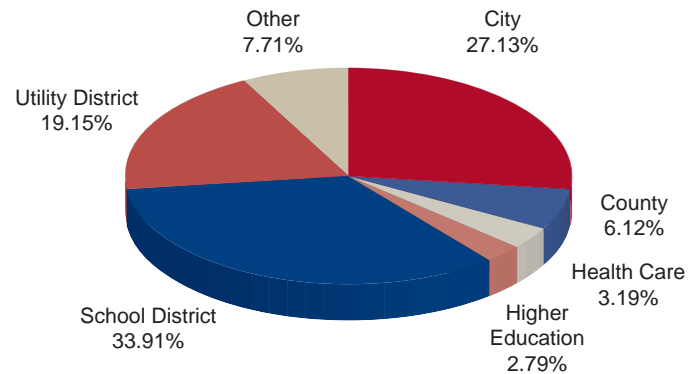
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of April 30, 2012



Portfolio by Maturity As of April 30, 2012



Distribution of Participants by Type As of April 30, 2012

Historical Program Information

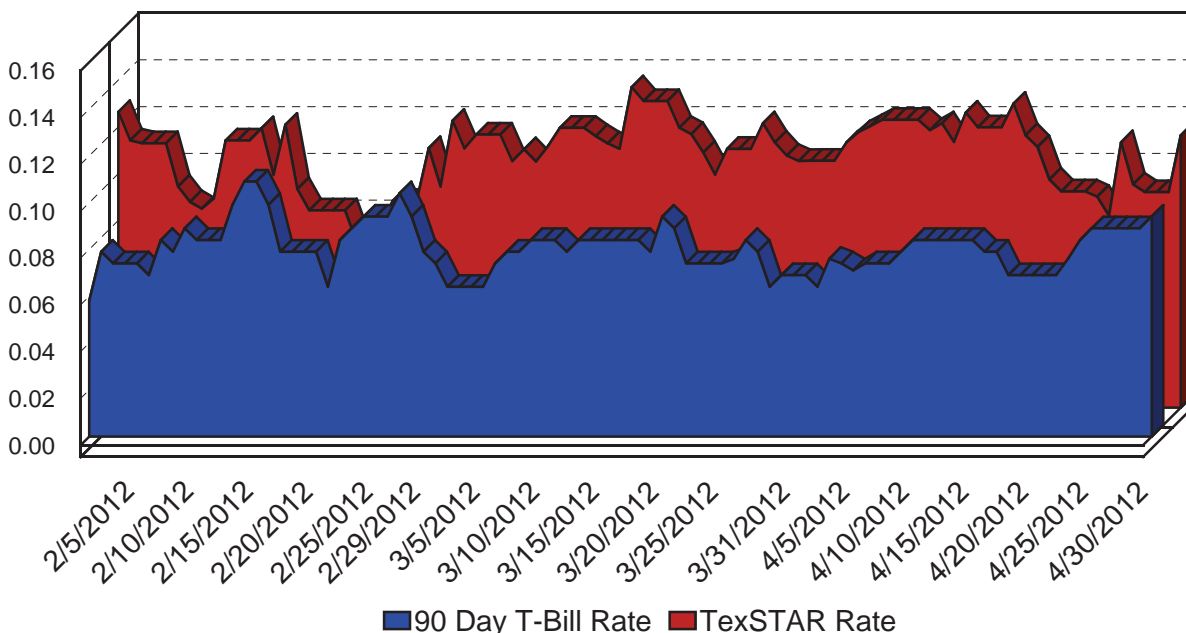
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Apr 12	0.1098%	\$5,255,005,296.99	\$5,255,613,981.07	1.000115	46	69	752
Mar 12	0.1148%	5,668,145,582.64	5,668,844,552.57	1.000123	48	71	751
Feb 12	0.0986%	6,014,562,468.35	6,015,309,681.45	1.000124	48	70	751
Jan 12	0.0902%	6,122,141,791.23	6,122,989,120.67	1.000138	46	73	750
Dec 11	0.0815%	5,164,291,074.36	5,164,844,831.26	1.000107	48	79	749
Nov 11	0.0973%	4,964,174,535.92	4,964,899,185.74	1.000145	48	80	747
Oct 11	0.0807%	5,191,742,744.46	5,192,081,793.52	1.000065	47	74	745
Sep 11	0.0906%	5,218,150,511.94	5,218,680,416.17	1.000100	46	76	741
Aug 11	0.0940%	4,773,149,074.88	4,773,628,030.81	1.000100	45	69	735
Jul 11	0.0746%	4,990,872,181.48	4,991,025,373.13	1.000030	38	55	735
Jun 11	0.0889%	5,280,726,280.87	5,281,501,501.41	1.000146	50	69	733
May 11	0.0863%	5,566,580,016.75	5,567,478,247.07	1.000161	46	66	732

Portfolio Asset Summary as of April 30, 2012

	Book Value	Market Value
Uninvested Balance	\$ 110.52	\$ 110.52
Accrual of Interest Income	480,778.53	480,778.53
Interest and Management Fees Payable	(839,411.98)	(839,411.98)
Payable for Investment Purchased	(24,990,500.00)	(24,990,500.00)
Repurchase Agreement	2,533,009,000.00	2,533,009,000.00
Government Securities	2,747,345,319.92	2,747,954,004.00
Total	\$ 5,255,005,296.99	\$ 5,255,613,981.07

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for April 2012

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
4/1/2012	0.1055%	0.000002891	\$5,668,145,582.64	1.000122	50	72
4/2/2012	0.1133%	0.000003105	\$5,556,644,450.19	1.000117	50	73
4/3/2012	0.1177%	0.000003224	\$5,546,708,394.83	1.000116	50	74
4/4/2012	0.1203%	0.000003295	\$5,536,521,445.47	1.000111	50	73
4/5/2012	0.1230%	0.000003370	\$5,434,846,947.60	1.000110	48	71
4/6/2012	0.1230%	0.000003370	\$5,434,846,947.60	1.000110	48	71
4/7/2012	0.1230%	0.000003370	\$5,434,846,947.60	1.000110	48	71
4/8/2012	0.1230%	0.000003370	\$5,434,846,947.60	1.000110	48	71
4/9/2012	0.1186%	0.000003248	\$5,416,376,860.15	1.000117	47	71
4/10/2012	0.1215%	0.000003328	\$5,417,563,535.12	1.000113	48	71
4/11/2012	0.1135%	0.000003110	\$5,398,377,229.58	1.000111	48	72
4/12/2012	0.1261%	0.000003454	\$5,380,178,334.23	1.000104	48	71
4/13/2012	0.1198%	0.000003282	\$5,402,214,869.67	1.000102	46	69
4/14/2012	0.1198%	0.000003282	\$5,402,214,869.67	1.000102	46	69
4/15/2012	0.1198%	0.000003282	\$5,402,214,869.67	1.000102	46	69
4/16/2012	0.1299%	0.000003559	\$5,444,756,675.22	1.000110	45	68
4/17/2012	0.1164%	0.000003188	\$5,448,025,060.86	1.000097	46	67
4/18/2012	0.1114%	0.000003052	\$5,434,162,953.28	1.000100	45	68
4/19/2012	0.0975%	0.000002672	\$5,415,880,107.42	1.000102	45	67
4/20/2012	0.0924%	0.000002532	\$5,367,846,172.77	1.000118	43	66
4/21/2012	0.0924%	0.000002532	\$5,367,846,172.77	1.000118	43	66
4/22/2012	0.0924%	0.000002532	\$5,367,846,172.77	1.000118	43	66
4/23/2012	0.0901%	0.000002468	\$5,380,423,825.77	1.000116	43	66
4/24/2012	0.0819%	0.000002244	\$5,385,223,402.82	1.000110	44	66
4/25/2012	0.1134%	0.000003107	\$5,412,794,600.89	1.000093	43	65
4/26/2012	0.0954%	0.000002615	\$5,403,491,181.69	1.000107	44	66
4/27/2012	0.0921%	0.000002523	\$5,347,661,719.46	1.000107	43	65
4/28/2012	0.0921%	0.000002523	\$5,347,661,719.46	1.000107	43	65
4/29/2012	0.0921%	0.000002523	\$5,347,661,719.46	1.000107	43	65
4/30/2012	0.1163%	0.000003185	\$5,255,005,296.99	1.000115	43	68
Average	0.1098%	0.000003008	\$5,419,761,167.11		46	69

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



TexSTAR Board Members

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

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





**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #8 SUMMARY

Presentation of the FY 2012-2013 Preliminary Budget.

Department: Finance

Associated Costs: None

Funding Source: None

Board Action Required: None

Description of Matter:

Presentation of the FY 2012-2013 Preliminary Budget.

Attached documentation for reference:

Draft Budget for FY 2012-2013

Contact for further information:

Bill Chapman, Chief Financial Officer

Cindy Demers, Controller



MAY 24, 2012



CENTRAL TEXAS
Regional Mobility Authority

PROPOSED
OPERATING BUDGET
FY 2013

The Central Texas Regional Mobility Authority is authorized by the Texas Legislature under Chapter 370 of the Transportation Code. Formed in 2002 as the State's first regional mobility authority, the Central Texas Regional Mobility Authority represents the Legislature's vision to give local communities greater flexibility to develop and implement innovative transportation programs. With the support and guidance of Travis and Williamson counties, the Mobility Authority has evolved into a vibrant, agile, highly effective organization. The Mobility Authority's first project, 183A, continues to exceed original traffic and revenue expectations and was recently extended by another 6.2 miles that opened to traffic in April 2012, 7 years ahead of original plans. The Manor Expressway project is under construction and the MoPac Improvement Project is well into the project development stages.

Board of Directors

Ray A. Wilkerson, Chairman

James H. Mills, Vice-Chairman

Robert L. Bennett, Jr., Treasurer

Nikelle S. Mead, Secretary

David B. Armbrust

David Singleton

Charles Heimsath

Executive Director

Mike Heiligenstein

Central Texas Regional Mobility Authority

Core Ideology

The Mobility Authority's core ideology describes our consistent identity that transcends all changes related to our relevant environment. Our core ideology consists of two notions: core purpose (our reason for being) and core values (the essential and enduring principles that guide our organization).

Core Purpose

Be the provider of high quality regional mobility services in Central Texas.

Core Values

Integrity: Demonstrated by honest communication, transparent transactions, ethical decisions and forthright behavior.

Accountability: Demonstrated in fiscal responsibility, commitment to our customers and constituents and collaboration with local and regional partners.

Credibility: Demonstrated in an earned reputation for fairness, dependability and dedication to public service.

Innovation: Demonstrated in visionary leadership, entrepreneurial spirit and tolerance for honest mistakes.



FY 2013 Proposed Operating Budget

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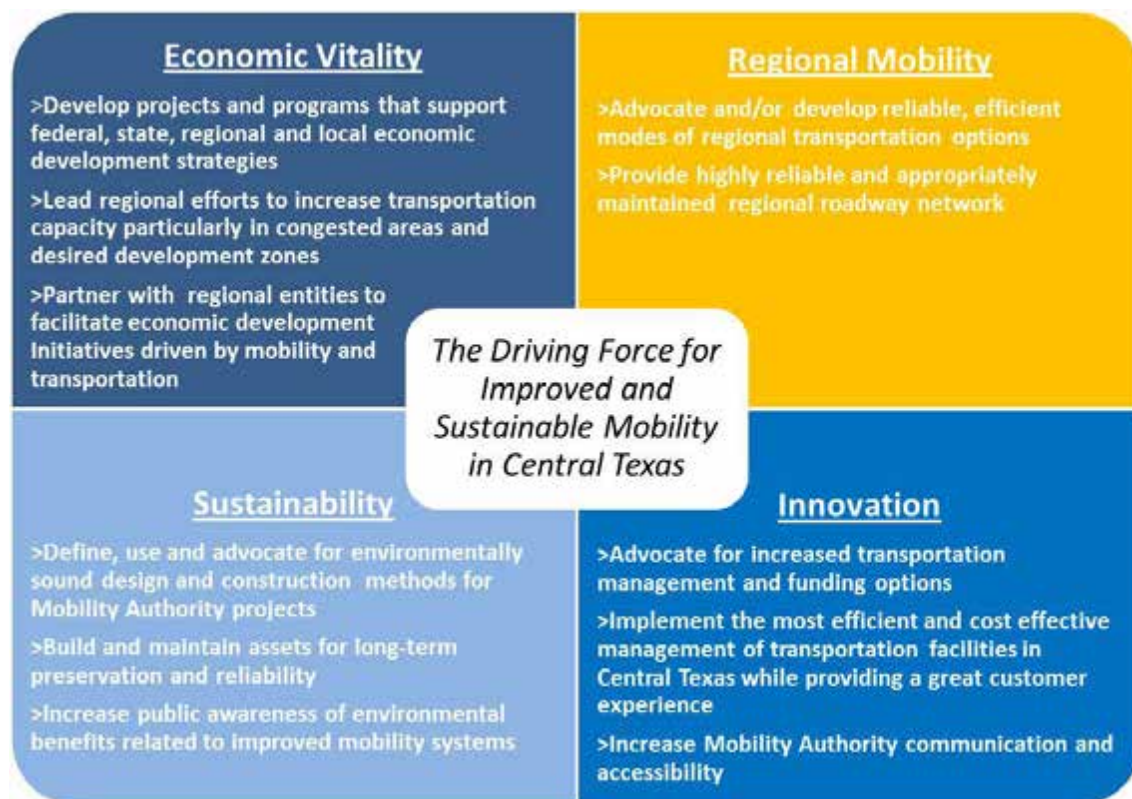
FY 2013 Proposed Operating Budget Overview

Presented is the Mobility Authority's proposed FY 2013 Operating and Capital Budgets. This document contains revenue estimates and departmental spending plans for the fiscal year beginning July 1, 2012 and ending June 30, 2013. The total proposed operating revenues are \$31,661,180. Total proposed operating expenses are \$43,194,507 inclusive of \$14,186,749 in non-cash items such as amortization, depreciation, bond issuance expense accruals and accreted interest.

As discussed below, this budget is influenced by several factors including the updated Mobility Authority Strategic Plan, the opening of the 183A extension in April of this year, the anticipated opening of Phase I of the Manor Expressway slated for January 2013 and maintaining and improving current service levels.

Strategic Plan

The Strategic Plan serves as a guiding document in the operations of the Mobility Authority and in the development of the proposed FY 2013 budget. The Plan summarized in the graphic below states the Mobility Authority's vision for 2025 and sets goals in context of four strategic initiative areas – Economic Vitality, Regional Mobility, Sustainability and Innovation. While all are interconnected, each initiative contains the stated goals for that area. For this budget, located in the departmental narrative sections, each department has articulated a Strategic Plan connection between their FY 2012 accomplishments and their goals for the ensuing fiscal year.



FY 2013 Proposed Operating Budget Overview

Revenues

Revenue estimates for FY 2013 are proposed at \$31.6 million which is an approximate 14% increase over FY 2012 budget. With only two months of history from the April 6, 2012 opening of the 183A extension, toll revenue estimates were derived from a combination of analyzing current results and making calculated projections based on this data. The projections are also inclusive of estimates for the anticipated opening of Phase I of the Manor Expressway in January 2013. The estimates are considered conservative as compared to the projections in the most recent traffic and revenue (T&R) studies. The revenue budget also includes \$1.2 million in grant funds for funding 80% of the expanded HERO program.

Expenses

Expense estimates for FY 2013 are proposed at \$43.2 million which represents a 37.6% increase over the FY 2012 budget. Included in the expense estimates is \$14.2 million in non-cash expense items such as amortization, depreciation, bond issuance expense accruals and accreted interest expense. The increased operating budget is driven mainly by higher interest expense and operating costs due to the opening of the 183A extension. Interest expense increased 68.8% over FY 2012 primarily as a result of interest on the 2010 revenue bonds for the 183A extension project no longer being capitalized to the project.

The expense budget assumes a full year of operating costs for the 183A extension including increased costs for toll collection and video enforcement proportionate to the anticipated revenues collected. The budget also assumes full year depreciation expenses for the 183A extension. In addition there are partial year costs for the opening of the Manor Expressway.

Additional highlights include increased funding for expanding the coverage area on IH 35 and 183A for the highly successful HERO program. As discussed above, 80% of the expenses will be covered by grant funding. The budget also includes funding for a new performance based maintenance contract currently in the procurement process in partnership with TxDOT. The contract is expected to provide comprehensive maintenance coverage and will replace individual contracts for the various maintenance components required to maintain 183A and eventually the Manor Expressway in excellent condition.

The Mobility Authority's current office space lease expires in April of 2013. We have been researching several alternatives for office space however no final decision has been made at this time. The current budget assumes a partial year increase in rent expense.

There are no new positions proposed in the budget and other expense line items were developed in line with current operating goals and objectives as established by the Board of Directors through the Strategic Plan and Executive Director.

FY 2013 Proposed Operating Budget Overview

Operating Capital Budget and Capital Projects Budgets

The proposed operating capital budget includes items for replacing some of the Authority's computer servers and equipment that are past their useful life, costs for a potential office move, new document management software and new financial software to maintain office efficiency.

The Capital Projects budget reflects current and future construction projects the Mobility Authority is developing. Each of these projects is in various stages of development and may have various sources of funding which are identified in the schedule included in this document.

Future Projections, Cash Flow and Debt Service Coverage

Cash flow will continued to be monitored closely over the next few years as the Authority completes construction on the Manor Expressway and revenues continue to ramp up from the opening of the 183A extension. Current projections including principal payments on existing debt and an estimated prepayment on the 2005 TIFIA loan result in a cash outflow of \$1.0 million at the end of FY 2013.

The cash flow projections are utilized to anticipate cash flow requirements as well as ensure the Authority remains in compliance with trust indentures, debt service coverage requirements and cash reserve policies.

Unrestricted Cash Reserves

In regard to the Board policy of maintaining unrestricted cash reserves to cover twelve months of cash expenses, with the addition of expenses associated with the 183A extension, the FY 2013 budgeted annual cash operating expenses increased to \$29.6 million as compared to \$22.7 million for FY 2012. With such a significant increase in one year it is not financially feasible to increase the reserve fund to cover the twelve month requirement. However, the Authority will remain in compliance with the Board policy that allows the Executive Director to lower the requirement to nine months of funding if he deems it to be in the best interest of the Mobility Authority and will not adversely affect the Authority's financial stability. The nine month calculation would require the Authority to maintain approximately \$22.2 million in reserve funds. The long-term objective will be to return to the twelve month cash reserve level once the Manor Expressway Phase II Project is operational. This issue will be specifically addressed during the budget discussions.



Consolidated Summary of Revenues and Expenses

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget
Revenues			
<i>Operating Revenue:</i>			
Toll Revenue	\$ 17,880,000	22,463,200	25,101,424
Video Tolls	2,800,000	3,004,800	3,629,122
Fee Revenue	1,350,000	1,252,000	1,512,134
Total Operating Revenue	\$ 22,030,000	\$ 26,720,000	\$ 30,242,680
<i>Other Revenue:</i>			
Interest Income	60,000	180,000	180,000
Grant Revenue		800,000	1,236,000
Misc Revenue	6,600	2,200	2,500
Total Other Revenue	\$ 66,600	\$ 982,200	\$ 1,418,500
Total Revenue	\$ 22,096,600	\$ 27,702,200	\$ 31,661,180
Expenses			
<i>Administrative, Operating and Financing</i>			
Salaries and Wages	2,913,702	3,059,243	3,021,631
Contractual Services	8,442,950	7,744,841	9,001,451
Materials and Supplies	120,500	252,200	120,875
Operating Expense	8,331,245	7,817,645	10,346,035
Financing Expense	12,443,280	12,500,303	20,704,515
Total Expenses	\$ 32,251,677	\$ 31,374,232	\$ 43,194,507
<i>Less: Non Cash Expenses</i>			
Amortization Expense		(1,230,000)	(76,000)
Depreciation Expense		(6,066,500)	(9,591,400)
Bond Issuance Expense		(385,707)	(300,000)
Accreted Interest - CABS		(960,255)	(4,219,349)
Total Non Cash Expenses		\$ (8,642,462)	\$ (14,186,749)
<i>Plus: Cash Outlays</i>			
Capitalized Interest - Interest Payments Due			-
Debt Service - Principal Due			3,688,552
Net Cash Flow			\$ (1,035,130)
		Estimated Unrestricted Cash - July 1, 2012	23,950,000
		Estimated Unrestricted Cash - June 30, 2013	\$ 22,914,870

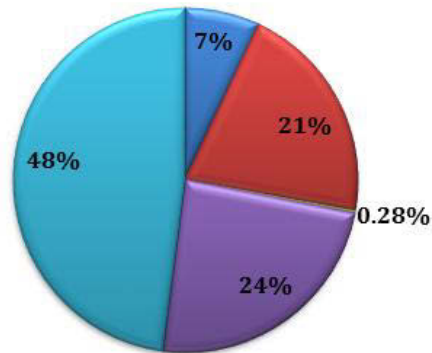
Consolidated Summary of Revenues and Expenses

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	2,913,702	3,059,243	3,021,631	-1.23%
Contractual Services	8,442,950	7,744,841	9,001,451	16.23%
Materials and Supplies	120,500	252,200	120,875	-52.07%
Operating Expense	8,331,245	7,817,645	10,346,035	32.34%
Financing Expense	12,443,280	12,500,303	20,704,515	65.63%
Total Expenses	32,251,677	31,374,232	43,194,507	37.68%

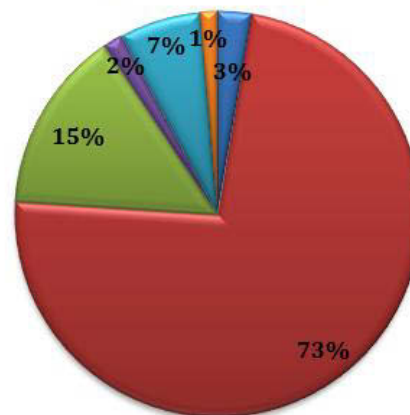
FY 2013 - All Departments Expenses by Category

■ Salaries and Wages
 ■ Contractual Services
 ■ Materials and Supplies
■ Operating Expense
 ■ Financing Expense



FY 2013 Expenses by Department

■ Administration
 ■ Financial Services
 ■ Toll Operations
 ■ Communications
 ■ Engineering
 ■ Legal



Consolidated Summary of Revenues and Expenses

Non Cash Expenditures

Total FY 2013 Proposed Expenditures \$ 43,194,507

Non Cash Expenditures:

Amortization Expense (76,000)

Dep Exp- Furniture & Fixtures (9,000)

Dep Expense - Equipment (26,400)

Dep Expense - Autos & Trucks (7,000)

Dep Expense-Buildng & Toll Fac (177,000)

Dep Expense-Highways & Bridges (8,000,000)

Dep Expense-Communic Equip (195,000)

Dep Expense-Toll Equipment (965,000)

Dep Expense - Signs (135,000)

Dep Expense-Land Improvemts (67,000)

Depreciation Expense-Computers (10,000)

Total Depreciation Expense (9,591,400)

Bond Issuance Expense Operating (300,000)

Accreted Interest CABS (4,219,349)

Total Non Cash Expenditures \$ (14,186,749)

Total Cash Expenditures \$ 29,007,758

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
Revenue					
Operating Revenue					
Toll Revenue-TxTag-183A	21,395,350	13,518,382	63.18%	23,891,717	11.67%
Toll Revenue-HCTRA-183A	656,250	593,824	90.49%	756,067	15.21%
Toll Revenue-NTTA-183A	411,600	379,653	92.24%	453,640	10.21%
Video Tolls	3,004,800	2,996,802	99.73%	3,629,122	20.78%
Fee revenue	1,252,000	1,228,809	98.15%	1,512,134	20.78%
Total Operating Revenue	26,720,000	18,717,470	70.05%	30,242,680	13.18%
Other Revenue					
Interest Income	180,000	167,699	93.17%	180,000	0.00%
Grant Revenue	800,000	21,665,059	2708%	1,236,000	54.50%
Reimbursed Expenditures	-	150,000			
Misc Revenue	2,200	918,366	41744%	2,500	13.64%
Gain/Loss on Redemption Bonds	-	-	0.00%		
Gain/Loss on Sale of Asset	-	12,342			
Total Other Revenue	982,200	22,913,466	2333%	1,418,500	44.42%
Total Revenue	\$ 27,702,200	\$ 41,630,936	150.28%	\$ 31,661,180	14.29%
Expenses					
Salaries and Wages					
Salary Expense-Regular	2,010,301	1,540,853	76.65%	2,115,939	5.25%
Part Time Salry Expense	12,000	7,927	66.06%	12,000	0.00%
Overtime Salary Expense	4,000	-	0.00%	3,000	-25.00%
Contractual Employees Expense	105,000	7,623	7.26%	5,000	-95.24%
TCDRS	304,235	216,062	71.02%	307,536	1.09%
FICA	97,856	65,701	67.14%	96,433	-1.45%
FICA MED	30,715	22,107	71.97%	30,899	0.60%
Health Insurance Expense	204,527	143,672	70.25%	186,370	-8.88%
Life Insurance Expense	5,374	3,219	59.91%	5,684	5.77%
Auto Allowance Expense	9,000	4,462	49.58%	10,200	13.33%
Other Benefits	171,305	143,304	83.65%	185,610	8.35%
Unemployment Taxes	13,059	2,519	19.29%	12,960	-0.76%
Salary Reserve	91,871	-	0.00%	50,000	-45.58%
Total Salaries and Wages	3,059,243	2,157,450	70.52%	3,021,631	-1.23%

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
Contractual Services					
<u>Professional Services</u>					
Accounting	9,500	26,024	273.93%	12,000	26.32%
Auditing	55,000	44,771	81.40%	65,000	18.18%
General Engineering Consultant	1,250,000	780,443	62.44%	1,250,000	0.00%
General System Consultant	175,000	40,805	23.32%	175,000	0.00%
Image Processing	600,000	658,631	109.77%	780,000	30.00%
Facility maintenance	20,000	16,676	83.38%	41,954	109.77%
HERO	820,000	576,556	70.31%	1,629,000	98.66%
Human Resources	80,000	70,421	88.03%	25,000	-68.75%
Legal	250,000	100,714	40.29%	270,000	8.00%
Photography	15,000	12,549	83.66%	15,000	0.00%
Total Professional Services	3,274,500	2,327,589	71.08%	4,262,954	30.19%
<u>Other Contractual Services</u>					
IT Services	45,000	34,385	76.41%	65,000	44.44%
Graphic Design Services	10,000	400	4.00%	10,000	0.00%
Website Maintenance	25,000	16,977	67.91%	35,000	40.00%
Research Services	25,000	3,100	12.40%	50,000	100.00%
Copy Machine	9,000	4,819	53.55%	10,000	11.11%
Software Licenses	26,000	805	3.09%	17,200	-33.85%
ETC Maintenance Contract	840,000	552,257	65.74%	1,029,900	22.61%
ETC Development	125,000	15,356	12.28%	125,000	0.00%
ETC Testing	30,000	1,620	5.40%	30,000	0.00%
Communications and Marketing	170,000	93,326	54.90%	140,000	-17.65%
Advertising Expense	40,000	31,906	79.77%	60,000	50.00%
Direct Mail	5,000	-	0.00%	5,000	0.00%
Video Production	5,000	1,946	38.91%	5,000	0.00%
Radio	15,000	-	0.00%	10,000	-33.33%
Other Public Relations	2,500	-	0.00%	2,500	0.00%
Law Enforcement	250,000	193,727	77.49%	250,000	0.00%
Special assignments	5,000	-	0.00%	5,000	0.00%
Traffic Management	84,000	55,890	66.54%	-	-100.00%
Emergency Maintenance	10,000	-	0.00%	10,000	0.00%
Security Contracts	600	-	0.00%	600	0.00%
Roadway Maintenance Contract	300,000	74,559	24.85%	640,000	113.33%
Landscape Maintenance	280,000	119,361	42.63%	280,000	0.00%
Signal & Illumination Maint	175,000	64,950	37.11%	-	-100.00%
Mowing and litter control	40,000	52,095	130.24%	-	-100.00%

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
Hazardous Material Cleanup	10,000	-	0.00%	-	-100.00%
Striping	75,000	26,459	35.28%	-	-100.00%
Graffiti removal	10,000	-	0.00%	-	-100.00%
Cell Phones	10,700	6,910	64.58%	9,700	-9.35%
Local Telephone Service	16,000	10,908	68.17%	18,000	12.50%
Long Distance	600	-	0.00%	-	-100.00%
Internet	6,000	435	7.25%	4,500	-25.00%
Fiber Optic System	63,000	51,720	82.09%	63,000	0.00%
Other Communication Expenses	1,500	337	22.46%	11,500	666.67%
Subscriptions	1,850	120	6.48%	1,850	0.00%
Memberships	29,100	29,115	100.05%	33,959	16.70%
Continuing Education	2,000	4,492	224.61%	7,300	265.00%
Professional Development	5,000	3,490	69.80%	14,000	180.00%
Seminars and Conferences	32,500	11,559	35.57%	33,000	1.54%
Staff-Travel	76,500	36,989	48.35%	76,000	-0.65%
Other Contractual Svcs	125,200	177	0.14%	200	-99.84%
Roadway maintenance contract	-	(210)	0.00%	-	
TxTag Collection Fees	1,347,791	1,004,920	74.56%	1,434,788	6.45%
Contractual Contingencies	140,500	34,115	24.28%	250,500	78.29%
Total Other Contractual Services	4,470,341	2,539,016	56.80%	4,738,497	6.00%
Total Contractual Services	7,744,841	4,866,605	62.84%	9,001,451	16.23%
Materials and Supplies					
Books & Publications	16,000	7,738	48.36%	12,500	-21.88%
Office Supplies	10,000	4,897	48.97%	11,000	10.00%
Computer Supplies	13,000	9,812	75.48%	12,500	-3.85%
Copy Supplies	2,200	1,207	54.85%	2,200	0.00%
Annual Report printing	10,000	7,673	76.73%	7,000	-30.00%
Other Reports-Printing	20,000	2,000	10.00%	10,000	-50.00%
Direct Mail Printing	5,000	-	0.00%	5,000	0.00%
Office Supplies-Printed	3,000	1,328	44.27%	2,500	-16.67%
Ice Control Materials	25,000	-	0.00%	-	-100.00%
Maintenance Supplies-Roadway	100,000	9,175	9.17%	9,175	-90.83%
Promotional Items	10,000	-	0.00%	10,000	0.00%
Displays	5,000	-	0.00%	5,000	0.00%
ETC spare parts expense	30,000	3,178	10.59%	30,000	0.00%
Tools & Equipment Expense	1,000	142	14.23%	1,000	0.00%
Misc Materials & Supplies	2,000	683	34.15%	3,000	50.00%

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
Total Materials and Supplies	252,200	47,833	18.97%	120,875	-52.07%
Operating Expenses					
Gasoline Expense	5,000	4,098	81.96%	5,000	0.00%
Mileage Reimbursement	7,500	3,893	51.91%	5,950	-20.67%
Toll Tag Expense	4,100	2,773	67.63%	3,120	-23.90%
Parking	38,595	33,178	85.96%	41,175	6.68%
Meeting Facilities	450	-	0.00%	250	-44.44%
CommunityMeeting/ Events	5,000	-	0.00%	5,000	0.00%
Meeting Expense	6,750	4,304	63.76%	9,800	45.19%
Public Notices	2,400	100	4.17%	2,200	-8.33%
Postage Expense	5,950	538	9.04%	5,650	-5.04%
Overnight Delivery Services	1,600	551	34.47%	1,600	0.00%
Local Delivery Services	1,950	6	0.29%	1,250	-35.90%
Insurance Expense	90,000	58,167	64.63%	90,000	0.00%
Repair & Maintenance-General	500	480	96.09%	500	0.00%
Repair & Maintenance-Vehicles	100	460	459.92%	500	400.00%
Repair & Maintenance Toll Equip	5,000	2,047	40.94%	5,000	0.00%
Rent Expense	190,000	173,006	91.06%	250,000	31.58%
Water	7,500	5,183	69.11%	7,500	0.00%
Electricity	83,500	53,152	63.65%	178,500	113.77%
Other Licenses	250	510	204.00%	640	156.00%
Community Initiative Grants	65,000	47,500	73.08%	65,000	0.00%
Non Cash Operating Expenses					
Amortization Expense	1,230,000	1,024,355	83.28%	76,000	-93.82%
Dep Exp- Furniture & Fixtures	16,500	7,076	42.88%	9,000	-45.45%
Dep Expense - Equipment	14,500	13,980	96.41%	26,400	82.07%
Dep Expense - Autos & Trucks	5,000	5,174	103.47%	7,000	40.00%
Dep Expense-Buildng & Toll Fac	177,000	147,132	83.13%	177,000	0.00%
Dep Expense-Highways & Bridges	5,000,000	4,139,339	82.79%	8,000,000	60.00%
Dep Expense-Communic Equip	195,000	159,029	81.55%	195,000	0.00%
Dep Expense-Toll Equipment	465,000	384,818	82.76%	965,000	107.53%
Dep Expense - Signs	135,000	111,057	82.26%	135,000	0.00%
Dep Expense-Land Improvemts	52,000	54,837	105.46%	67,000	28.85%
Depreciation Expense-Computers	6,500	8,295	127.62%	10,000	53.85%
Total Operating Expenses	7,817,645	6,445,038	82.44%	10,346,035	32.34%

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
Financing Expenses					
Arbitrage Rebate Calculation	2,500	5,455	218.20%	6,000	140.00%
Loan Fee Expense	12,500	12,000	96.00%	12,500	0.00%
Rating Agency Expense	33,000	5,300	16.06%	35,000	6.06%
Trustee Fees	2,000	-	0.00%	6,000	200.00%
Bank Fee Expense	7,500	16,400	218.67%	8,000	6.67%
Continuing Disclosure	4,000	-	0.00%	4,000	0.00%
Interest Expense	12,038,096	10,013,863	83.18%	20,318,015	68.78%
Contingency	15,000	-	0.00%	15,000	0.00%
Non Cash Financing Expenses					
Bond issuance expense	385,707	415,038	107.60%	300,000	-22.22%
Total Financing Expenses	12,500,303	10,468,057	83.74%	20,704,515	65.63%
Other Gains or Losses					
Total Other Gains or Losses	-	-	0.00%	-	
Total Expenses	\$ 31,374,232	\$ 23,984,983	76.45%	\$ 43,194,507	37.68%
Net Income	\$ (3,672,032)	\$ 17,645,953		\$(11,533,327)	

Administration

The primary role of the Administration Department is oversight and daily management of the Mobility Authority's projects and activities. In addition to the Executive Director, this department includes the Deputy Executive Director, Executive Assistant and Receptionist.

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

The Administration Department also provides community development and front-line customer service to the general public and all customers and elected officials who contact the Mobility Authority.

Major Business Functions:

Board of Directors: Provide administrative support for the Mobility Authority's Board of Directors.

Office of the Executive Director: Oversight and daily management of the Mobility Authority's projects and activities.

Community development and outreach: Maintain working relationships with all transportation entities, neighborhoods, community organizations and the general public.

FY 2012 Highlights and Accomplishments:

- Successfully opened the 183A northern extension on April 6, 2012 on time and on budget. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Negotiating innovative financing agreement with CAMPO for the MoPac Improvement Project. *Strategic Initiatives: Economic Vitality, Innovation*
- Completed biannual update of the Strategic Plan. *Strategic Initiatives: Regional Mobility, Innovation*

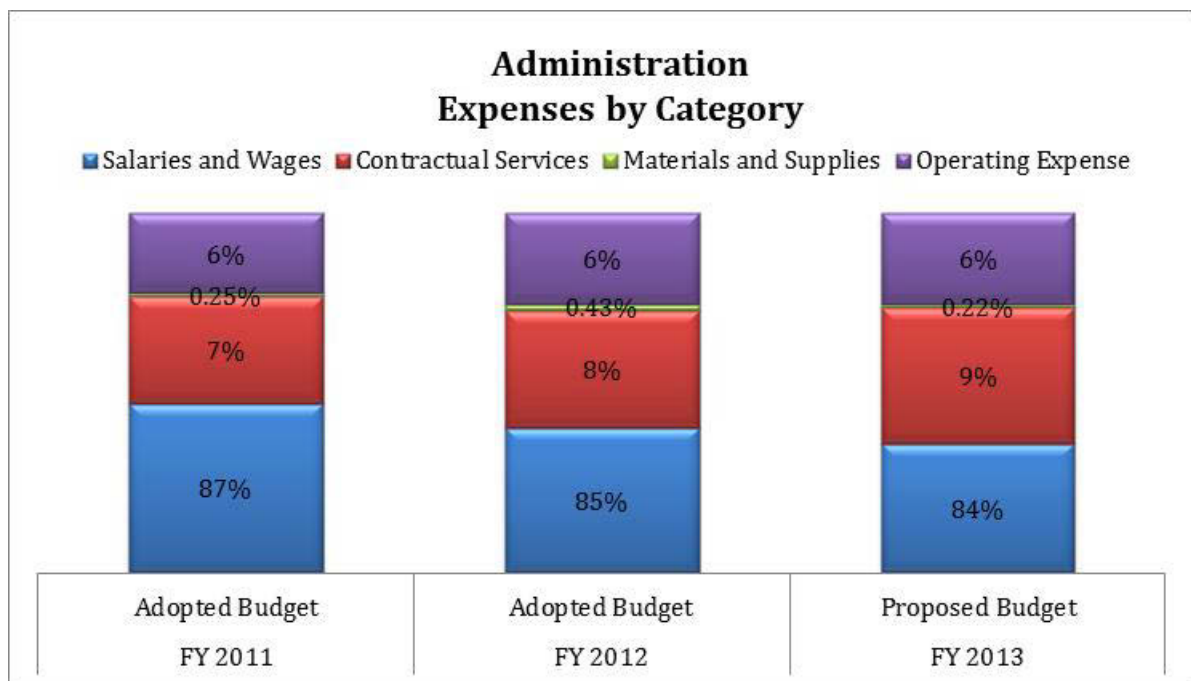
FY 2013 Overview and Goals:

- Successful opening of Phase I of the Manor Expressway in fall 2012. *Strategic Initiative: Regional Mobility*
- Contract execution for final design and construction of the MoPac Improvement Project. *Strategic Initiative: Regional Mobility*
- Remain a resource on regional mobility issues and a steadfast advocate for short- and long-term transportation solutions. *Strategic Initiatives: Regional Mobility, Innovation*

Administration

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	1,207,434	980,055	966,151	-1.42%
Contractual Services	103,250	94,500	109,000	15.34%
Materials and Supplies	3,500	5,000	2,500	-50.00%
Operating Expense	76,700	72,400	72,500	0.14%
Financing Expense	0	0	0	
Total Expenses	1,390,884	1,151,955	1,150,151	-0.16%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
Executive Director	1	1	1
Deputy Director	1	1	1
Assistant to Executive Director	1	1	1
Senior Administrative Assistant	1	0	0
Receptionist	1	1	1
Community Development Specialist*	1	1	1
Project Coordinator	0	0	0
Director of Procurement & Contract Mgt	1	0	0
Intern*	1	1	1
Total Positions - Administration	8	6	6

*Not currently Filled

**FY 2013 Proposed Operating Budget
Administrative Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	739,692	427,663	578,100	626,451
Part Time Salry Expense	14,000	7,927	12,000	12,000
Overtime Salary Expense	3,000	-	3,000	3,000
TCDRS	119,394	58,529	97,871	91,560
FICA	41,877	15,063	31,395	26,063
FICA MED	12,084	6,163	9,932	9,301
Health Insurance Expense	97,000	34,151	65,524	45,964
Life Insurance Expense	2,483	845	1,534	1,664
Auto Allowance Expense	9,000	4,462	9,000	10,200
Other Benefits	88,295	94,982	76,228	86,348
Unemployment Taxes	1,890	607	3,600	3,600
Salary Reserve	78,719	-	91,871	50,000
Total Salaries and Wages	1,207,434	650,392	980,055	966,151
<i>Contractual Services</i>				
Professional Services				-
Facility maintenance	-	550	-	-
Human Resources	-	1,250	-	-
Total Professional Services	-	1,800	-	-
<i>Other Contractual Services</i>				
Cell Phones	3,500	1,972	3,500	3,000
Subscriptions	750	-	1,000	1,000
Memberships	19,000	23,690	25,000	27,500
Professional Development	5,000	-	5,000	7,500
Seminars and Conferences	15,000	4,380	15,000	15,000
Staff-Travel	50,000	23,187	45,000	45,000
Other Contractual Svcs	-	177	-	-
Contractual Contingencies	10,000	8,689	-	10,000
Total Other Contractual Services	103,250	62,094	94,500	109,000
Total Contractual Services	103,250	63,894	94,500	109,000
<i>Materials and Supplies</i>				
Books & Publications	1,300	-	1,000	500
Computer Supplies	-	-	1,000	500
Office Supplies-Printed	-	702	1,000	500
Tools & Equipment Expense	1,000	-	1,000	500
Misc Materials & Supplies	1,200	-	1,000	500
Total Materials and Supplies	3,500	702	5,000	2,500

**FY 2013 Proposed Operating Budget
Administrative Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
<i>Operating Expenses</i>				
Mileage Reimbursement	2,500	947	2,000	1,500
Toll Tag Expense	700	32	500	250
Parking	700	992	1,000	1,000
Meeting Facilities	-	-	250	250
Meeting Expense	4,000	3,114	500	2,500
Public Notices	200	-	200	-
Postage Expense	1,000	260	750	500
Overnight Delivery Services	500	151	500	500
Local Delivery Services	1,600	-	1,200	500
Repair & Maintenance-General	500	480	500	500
Community Initiative Grants	65,000	47,500	65,000	65,000
Non Cash Operating Expenses				
Total Operating Expenses	76,700	53,826	72,400	72,500
<i>Financing Expenses</i>				
Non Cash Financing Expenses				
Total Financing Expenses	-	-	-	-
<i>Other Gains or Losses</i>				
Total Other Gains or Losses	-	-	-	-
Total Expenses	\$ 1,390,884	\$ 768,815	\$ 1,151,955	1,150,151

Financial Services

The primary role of the Financial Services Department is to provide financial leadership and oversight of the CTRMA. Under the direction of the Chief Financial Officer (CFO), the department is responsible for recommending and communicating strategic financial planning to the Executive Director and Board of Directors. The financial services department provides all accounting, financial, budgeting and debt management activities for the CTRMA.

Major Business Functions:

Financing: Provide direction and leadership on all CTRMA project financing.

Budget: Develop, propose and manage the CTRMA annual budget process.

Accounting: Responsible for maintaining all accounting records for the CTRMA including processing payroll, accounts payable, reconciling records and monthly and annual financial reporting. Provide all operating and capital project accounting. Assist external auditors with annual financial audit.

Treasury: Responsible for cash management and investment of all CTRMA funds. Work closely with Trustee to manage CTRMA cash flow and invest funds in accordance with the Texas Public Funds Investment Act and CTRMA Investment Policy. Maintain close working relationship with CTRMA bank providers.

Human Resources: Provide human resources support for CTRMA staff.

FY 2012 Highlights and Accomplishments:

- Researched and analyzed public-private partnership (P3) opportunities for the MoPac Improvement Project including the issuance of a Request for Information (RFI) from potential partners. *Strategic Initiative: Innovation*
- Negotiating innovative financing agreement with CAMPO for the MoPac Improvement Project. *Strategic Initiatives: Economic Vitality, Innovation*
- Secured short-term financing for future projects. *Strategic Initiatives: Economic Vitality, Regional Mobility*
- Implemented the employee performance management system to provide a mechanism to more closely tie employee performance to organizational success. *Strategic Initiative: Innovation*
- Enhanced financial reporting and disclosure. *Strategic Initiative: Innovation*

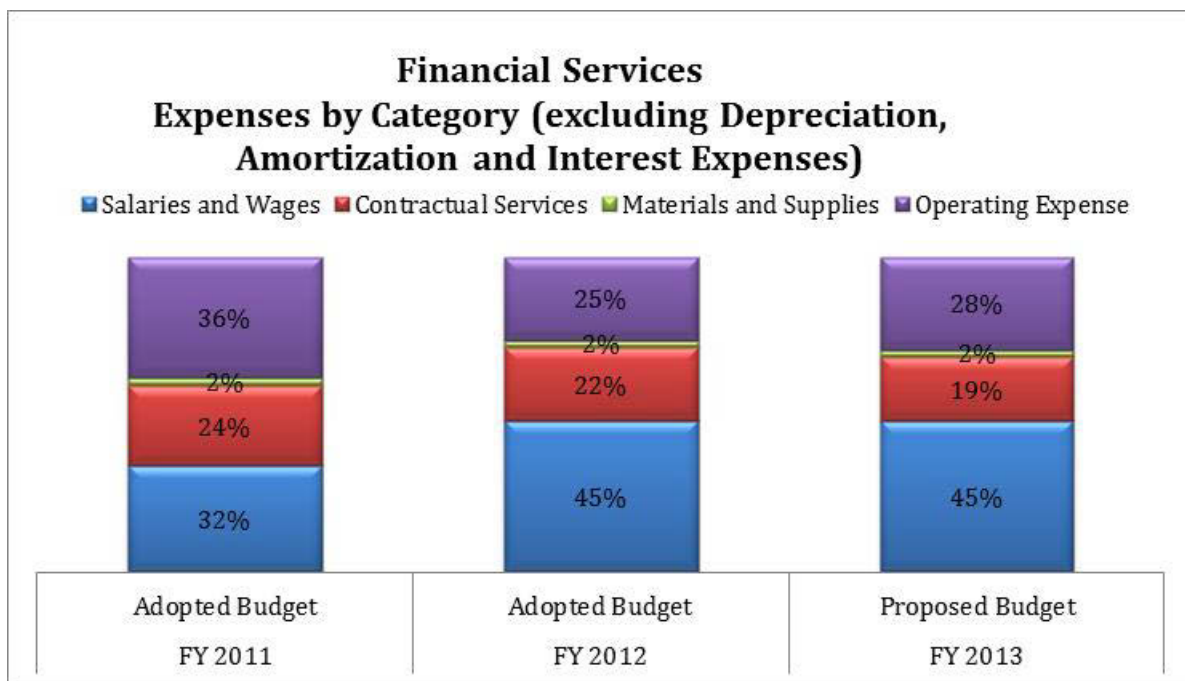
FY 2013 Overview and Goals:

- Continue development of new funding mechanisms for CTRMA projects. *Strategic Initiative: Innovation*
- Continue to develop additional methods to enhance CTRMA financial transparency and accountability. *Strategic Initiative: Innovation*
- Enhance the Authority's accounting systems for operations and capital projects. *Strategic Initiative: Innovation*

Financial Services

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	337,633	588,431	629,713	7.02%
Contractual Services	253,400	290,850	270,250	-7.08%
Materials and Supplies	23,500	26,200	26,200	0.00%
Operating Expense	8,081,875	7,620,600	10,054,040	31.93%
Financing Expense	12,443,280	12,500,303	20,704,515	65.63%
Total Expenses	21,139,688	21,026,384	31,684,718	50.69%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
CFO	1	1	1
Controller	1	1	1
Fiscal Analyst	1	1	1
Total Positions - Financial Services	3	3	3

**FY 2013 Proposed Operating Budget
Financial Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	254,193	354,968	440,000	471,196
TCDRS	36,858	50,718	63,800	68,323
FICA	11,213	15,187	18,569	19,438
FICA MED	3,686	5,126	6,380	6,832
Health Insurance Expense	12,800	26,495	27,153	29,305
Life Insurance Expense	915	732	1,188	1,272
Other Benefits	17,428	10,461	29,181	31,187
Unemployment Taxes	540	414	2,160	2,160
Total Salaries and Wages	337,633	464,102	588,431	629,713
<i>Contractual Services</i>				
Professional Services				
Accounting	9,800	26,024	9,500	12,000
Auditing	54,000	44,771	55,000	65,000
Human Resources	12,000	69,171	80,000	25,000
Total Professional Services	75,800	139,965	144,500	102,000
Other Contractual Services				
IT Services	65,000	34,385	45,000	65,000
Copy Machine	13,500	4,819	9,000	10,000
Software Licenses	23,000	734	26,000	17,000
Security Contracts	-	-	600	600
Cell Phones	600	850	1,200	1,200
Local Telephone Service	6,500	8,391	6,000	8,000
Long Distance	750	-	600	-
Internet	4,800	177	4,500	3,000
Other Communication Expenses	1,500	337	1,500	1,500
Subscriptions	350	120	350	350
Memberships	600	880	600	600
Continuing Education	-	3,857	-	5,000
Professional Development	-	3,470	-	5,000
Seminars and Conferences	3,500	2,540	3,500	3,500
Staff-Travel	7,500	7,714	7,500	7,500
Contractual Contingencies	50,000	3,309	40,000	40,000
Total Other Contractual Services	177,600	71,584	146,350	168,250
Total Contractual Services	253,400	211,549	290,850	270,250

**FY 2013 Proposed Operating Budget
Financial Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
<i>Materials and Supplies</i>				
Office Supplies	12,000	4,897	10,000	10,000
Computer Supplies	7,500	9,812	12,000	12,000
Copy Supplies	2,000	1,207	2,200	2,200
Office Supplies-Printed	1,000	899	2,000	2,000
Total Materials and Supplies	23,500	16,815	26,200	26,200
<i>Operating Expenses</i>				
Mileage Reimbursement	500	595	500	500
Toll Tag Expense	75	7	50	50
Parking	38,400	32,121	37,500	40,000
Meeting Expense	750	811	1,500	1,500
Postage Expense	-	-	-	-
Overnight Delivery Services	2,500	390	1,000	1,000
Local Delivery Services	50	-	50	50
Insurance Expense	125,000	58,167	90,000	90,000
Rent Expense	212,000	173,006	190,000	250,000
Electricity	3,600	2,308	3,500	3,500
Other Licenses	-	40	-	40
<i>Non Cash Operating Expenses</i>				
Amortization Expense	1,225,000	1,024,355	1,230,000	76,000
Dep Exp- Furniture & Fixtures	19,000	7,076	16,500	9,000
Dep Expense - Equipment	15,000	13,980	14,500	26,400
Dep Expense - Autos & Trucks	4,000	5,174	5,000	7,000
Dep Expense-Buildng & Toll Fac	177,000	147,132	177,000	177,000
Dep Expense-Highways & Bridges	5,000,000	4,139,339	5,000,000	8,000,000
Dep Expense-Communic Equip	197,000	159,029	195,000	195,000
Dep Expense-Toll Equipment	465,000	384,818	465,000	965,000
Dep Expense - Signs	135,000	111,057	135,000	135,000
Dep Expense-Land Improvemts	52,000	54,837	52,000	67,000
Depreciation Expense-Computers	410,000	8,295	6,500	10,000
Total Operating Expenses	8,081,875	6,322,538	7,620,600	10,054,040
<i>Financing Expenses</i>				
Arbitrage Rebate Calculation	6,000	5,455	2,500	6,000
Loan Fee Expense	12,500	12,000	12,500	12,500
Rating Agency Expense	30,000	5,300	33,000	35,000
Trustee Fees	2,000	-	2,000	6,000
Bank Fee Expense	7,500	16,400	7,500	8,000
Continuing Disclosure	-	-	4,000	4,000
Interest Expense	11,750,000	10,013,863	12,038,096	20,318,015

**FY 2013 Proposed Operating Budget
Financial Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Contingency	15,000	-	15,000	15,000
Non Cash Financing Expenses				
Bond issuance expense	620,280	415,038	385,707	300,000
Total Financing Expenses	<u>12,443,280</u>	<u>10,468,057</u>	<u>12,500,303</u>	<u>20,704,515</u>
<i>Other Gains or Losses</i>				
Total Other Gains or Losses	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Expenses	<u>\$ 21,139,688</u>	<u>\$ 17,483,060</u>	<u>\$ 21,026,384</u>	<u>31,684,718</u>

Toll Operations

The Operations Department is responsible for all aspects of toll collection operations and toll systems maintenance. The department is responsible for toll systems integrity and the operations of the agency's video toll and violation enforcement processes to ensure the equitable and efficient collection of the toll revenues.

Major Business Functions:

Toll Collection Systems Management: Manage new toll collection systems installations, oversee daily operation of the electronic toll collection systems operations. Monitor system performance and transaction reconciliation. Oversee system maintenance to ensure accuracy and dependability.

Toll Facility Maintenance: responsible for campus and building maintenance for the CTRMA Field Office Building.

Traffic Management: Manage the third party Agreements that provide law enforcement services, courtesy patrol, traffic management and incident response for CTRMA Facilities.

Customer Service and Violation Enforcement: Manage the CTRMA contract that provides Pay-by-Mail processing, customer support and violation processing.

FY 2012 Highlights and Accomplishments:

Fiscal year 2012 saw the installation and integration of five new tolling points with the successful completion of the 183-A toll road extension. Other notable accomplishments in this fiscal year included:

- The successful installation and integration of a toll system for the Cameron County Regional Mobility Authority. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*
- Assisted over 5,000 motorists with our HERO campaign to keep traffic moving on I-35 and 183-A. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*
- The significant reduction of image review costs resulting in savings of \$200,000 annually. *Strategic Initiatives: Economic Vitality, Innovation*
- An overhaul of the pre-court process increasing revenues by \$150,000 annually. *Strategic Initiatives: Economic Vitality, Innovation*
- Implementation of a tax return time collection initiative improving 3rd quarter collection revenues by 14%. *Strategic Initiatives: Economic Vitality, Innovation*
- New service offerings that provide our Pay-by-Mail customers with greater ability to manage their pay by mail invoices and get answers to their questions. *Strategic Initiatives: Economic Vitality, Innovation*
- Successful completion of the annual systems testing that reconciled transactions from the lane through our back-office. *Strategic Initiatives: Economic Vitality, Sustainability*

Toll Operations

FY 2013 Overview and Goals:

The Operations department's primary goals for fiscal year 2013 include the successful installation and integration of the 290-E Phase I toll system and to decrease costs through continued improvements to revenue collection techniques.

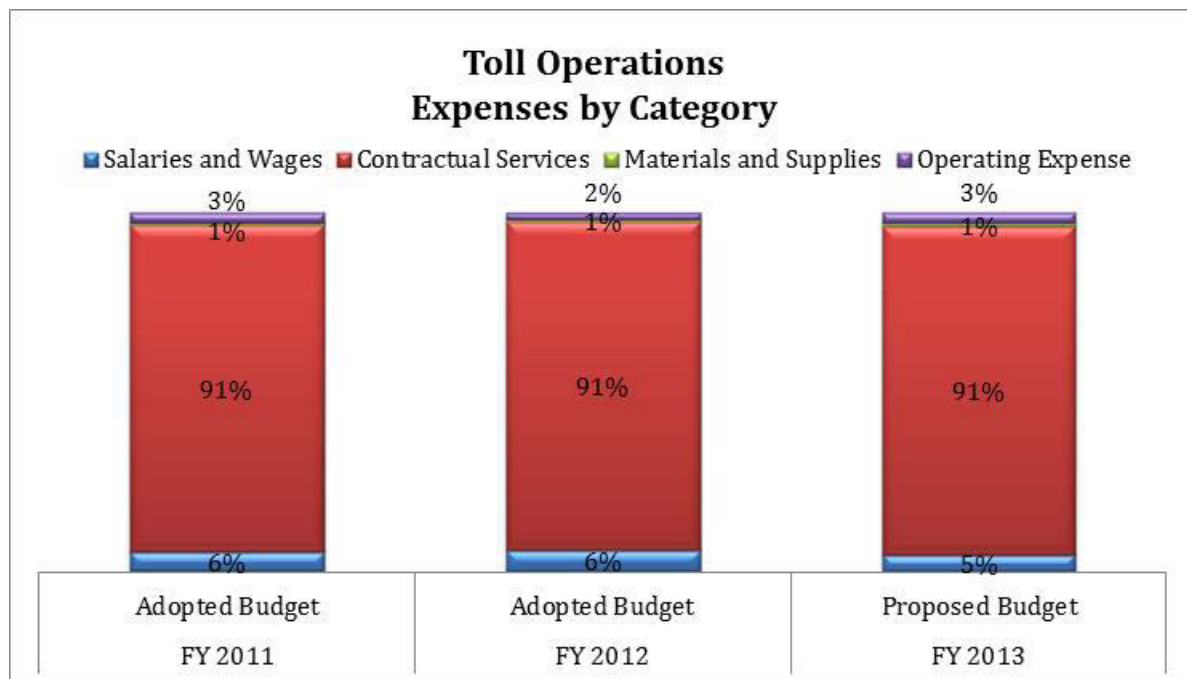
To that end, the team has developed plans to:

- Successfully implement the 290-E Phase I electronic toll collection system. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*
- Expand the HERO program for an additional 22 miles of coverage on I-35 and 12 miles of US 183. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*
- Additional reduction to image review costs. *Strategic Initiatives: Economic Vitality, Innovation*
- Additional reduction in third party collection costs. *Strategic Initiatives: Economic Vitality, Innovation*
- Complete annual systems testing to reconcile transactions from the lane to the back office to ensure accurate posting and reconciliation. *Strategic Initiatives: Economic Vitality, Sustainability*
- Investigate alternative toll collection methods which will increase electronic toll collections and reduce leakage inherent to video tolling. *Strategic Initiatives: Economic Vitality, Innovation*
- Continued improvements to reporting capabilities to allow for better operational oversight. *Strategic Initiatives: Economic Vitality, Sustainability*
- Additional enhancements to customer communication tools and processes. *Strategic Initiatives: Economic Vitality, Innovation*

Toll Operations

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	275,948	308,443	307,863	-0.19%
Contractual Services	4,557,600	4,633,991	5,743,201	23.94%
Materials and Supplies	31,000	31,000	41,175	32.82%
Operating Expense	143,200	95,725	189,075	97.52%
Financing Expense	0	0	0	
Total Expenses	5,007,748	5,069,159	6,281,314	23.91%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
Operations Director	1	1	1
Customer Service and Toll Operations Manager	1	1	1
Total Positions - Toll Operations	2	2	2

**FY 2013 Proposed Operating Budget
Toll Operations**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	201,631	181,759	221,000	233,320
TCDRS	29,236	26,018	32,045	33,831
FICA	10,006	8,976	10,602	10,870
FICA MED	2,924	2,613	3,205	3,383
Health Insurance Expense	17,000	12,334	24,796	8,892
Life Insurance Expense	726	397	597	630
Other Benefits	13,885	11,116	14,758	15,497
Unemployment Taxes	540	330	1,440	1,440
Total Salaries and Wages	275,948	243,543	308,443	307,863
<i>Contractual Services</i>				
Professional Services				
General Engineering Consultant	50,000	-	50,000	50,000
General System Consultant	175,000	40,805	175,000	175,000
Image Processing	610,000	658,631	600,000	780,000
Facility maintenance	-	15,150	20,000	41,954
HERO	-	576,556	820,000	1,629,000
Total Professional Services	835,000	1,291,142	1,665,000	2,675,954
Other Contractual Services				
ETC Maintenance Contract	1,288,000	552,257	840,000	1,029,900
ETC Development	125,000	15,356	125,000	125,000
ETC Testing	30,000	1,620	30,000	30,000
Law Enforcement	245,000	193,727	250,000	250,000
Special assignments	5,000	-	5,000	5,000
Traffic Management	72,000	55,890	84,000	-
Cell Phones	600	300	1,200	1,200
Local Telephone Service	10,000	2,517	10,000	10,000
Internet	1,800	258	1,500	1,500
Fiber Optic System	63,000	51,720	63,000	63,000
Other Communication Expenses	-	-	-	-
Memberships	1,000	2,500	1,000	2,859
Continuing Education	-	-	-	1,500
Professional Development	-	-	-	1,500
Seminars and Conferences	3,500	2,475	3,500	4,000
Staff-Travel	7,000	1,666	7,000	7,000
Other Contractual Svcs	-	-	100,000	-
IOP Collection Fees	1,767,200	1,004,920	1,347,791	1,434,788
Contractual Contingencies	100,000	20,642	100,000	100,000
Total Other Contractual Services	3,722,600	1,905,847	2,968,991	3,067,247

**FY 2013 Proposed Operating Budget
Toll Operations**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Total Contractual Services	4,557,600	3,196,989	4,633,991	5,743,201
<i>Materials and Supplies</i>				
Maintenance Supplies-Roadway	-	9,175	-	9,175
ETC spare parts expense	30,000	3,178	30,000	30,000
Misc Materials & Supplies	1,000	683	1,000	2,000
Total Materials and Supplies	31,000	13,036	31,000	41,175
<i>Operating Expenses</i>				
Mileage Reimbursement	2,000	560	2,000	1,000
Toll Tag Expense	1,000	36	1,000	300
Parking	-	-	25	25
Meeting Facilities	200	-	200	-
Meeting Expense	-	191	-	200
Postage Expense	-	-	-	50
Overnight Delivery Services	-	11	-	-
Repair & Maintenance Toll Equip	15,000	2,047	5,000	5,000
Water	7,500	5,183	7,500	7,500
Electricity	117,500	50,494	80,000	175,000
Non Cash Operating Expenses				
Total Operating Expenses	143,200	58,522	95,725	189,075
Total Expenses	\$ 5,007,748	\$ 3,512,090	\$ 5,069,159	\$ 6,281,314

Communications

The primary role of the Communications and Marketing Department is the development and facilitation of programs that advance the mission of the agency through strategic interaction with customers and other community stakeholders. These efforts are generally classified into four general areas of specialization that include communications, marketing, media relations, and public outreach.

Major Business Functions:

Communications: This business function involves the development of communication tools such as publications, collateral material, videos, websites, displays, presentations and social media to inform customers and stakeholders about the work of the Mobility Authority. The communication function also handles customer and stakeholder inquiries and assists with dispute resolution related to agency operations. Another major communication function is the coordination and promotion of events such as groundbreakings, ribbon cuttings, and stakeholder presentations.

Marketing: Activities in the marketing area revolve primarily around the strategic promotion of the Mobility Authority, TxTag and Pay by Mail in the form of paid advertising. This can include direct mail, television, radio, print ads and sponsorships.

Media Relations: Work in the media relations area involves developing media outreach strategies, writing and distributing media alerts and news releases, building relationships with members of the media, soliciting coverage from the media, responding to media inquiries, coordinating interviews, managing the flow of information, monitoring media coverage and documenting results.

Public Involvement: Most work in this area is related to transportation projects that are planned or under construction. Public involvement means facilitating interaction between the Mobility Authority and communities and individuals that have an interest in or are impacted by a transportation project. Public involvement draws heavily on the skills of the other business functions, but at its heart it is responsible for drawing together both internal and external stakeholders to ensure projects are implemented in a productive and collaborative manner.

FY 2012 Highlights and Accomplishments:

- Hosted the 183A extension project grand opening highlighting the Mobility Authority's partnerships with Capital Metro and the cities of Leander and Cedar Park. *Strategic Initiatives: Economic Vitality, Regional Mobility, Innovation*
- Continued Implementation of the MoPac Improvement Project public involvement program. *Strategic Initiative: Regional Mobility*
- Implemented the Green Mobility Challenge to promote sustainability and environmentally friendly methods for future projects. *Strategic Initiatives: Sustainability, Innovation*
- Implemented community outreach for Manor Expressway project including roundtables, project webcams, newsletters and partnership with the Round Rock Express. *Strategic Initiatives: Economic Vitality, Innovation*

Communications

- Began development of strategic initiatives to support the public outreach program for upcoming projects including the Oak Hill, Manchaca and Bergstrom Expressway environmental studies. *Strategic Initiatives: Economic Vitality, Innovation*
- Hosted the grand opening of the 183A Shared Use Path project. *Strategic Initiatives: Regional Mobility, Sustainability*
- Formed partnerships with the Texas Stars and the Round Rock Express to promote toll traffic while supporting these two regional attractions. *Strategic Initiatives: Economic Vitality, Innovation*
- Hosted regional Informed Consent Training. *Strategic Initiative: Innovation*

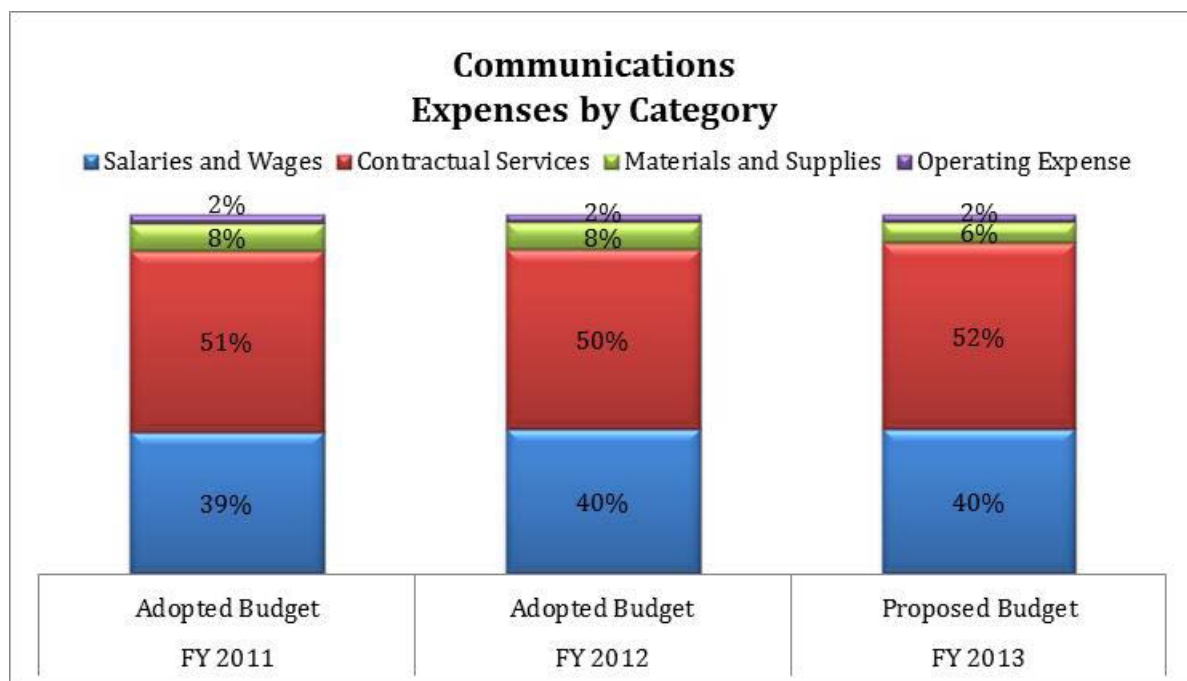
FY 2013 Overview and Goals:

- In the coming year, the communications team intends to continue its Manor Expressway and MoPac Improvement Project Outreach. The team will be conducting promotional activities and launching an advertising campaign in preparation for the opening of the first section of the Manor Expressway project. The team will also continue to formulate the public outreach plan for construction of the MoPac Improvement Project and will be implementing the public outreach activities for the environmental studies on the MoPac South, Oak Hill, Manchaca, Bergstrom and US 183 North projects. The team has also partnered with local high schools along the 183A corridor to support their project graduation programs, and we anticipate doing that again in FY 2013. *Strategic Initiative: Innovation*
- The communications team will be incorporating the results of the Green Mobility Challenge into the innovative outreach activities for the various environmental studies that will be launched in FY 2013 and will be continuing to highlight the environmental benefits of better traffic management through strategies such as Express Lanes. We will also be continuing to work on strengthening our relationships with bicycle and pedestrian advocates and the environmental community. Efforts will be undertaken to promote and highlight results of the agency's green credits program and other sustainability efforts. *Strategic Initiative: Sustainability*
- The main focus of the communications team in FY 2013 will be media and public outreach activities for the five environmental studies that will be underway including the MoPac South, Oak Hill, Manchaca, Bergstrom and US 183 North projects. *Strategic Initiative: Regional Mobility*
- The communications team plans to continue our partnerships with the Texas Stars and Round Rock Express. We will also continue to support local chambers of commerce through membership and the participation in various advertising opportunities. We will also pursue opportunities to partner with various businesses to promote economic development and increase toll road traffic. *Strategic Initiative: Economic Vitality*

Communications

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	262,411	265,509	270,944	2.05%
Contractual Services	337,600	327,600	348,200	6.29%
Materials and Supplies	50,000	50,000	37,000	-26.00%
Operating Expense	16,300	14,700	14,700	0.00%
Financing Expense	0	0	0	
Total Expenses	666,311	657,809	670,844	1.98%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
Communications and Marketing Director	1	1	1
Communications and Marketing Specialist	1	1	1
Intern*	1	1	1
Total Positions - Communications	3	3	3

*Not currently Filled

**FY 2013 Proposed Operating Budget
Communications and Marketing**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	186,775	148,758	190,600	189,073
TCDRS	25,632	21,247	26,187	27,416
FICA	10,538	7,545	10,825	10,377
FICA MED	2,708	2,116	2,764	2,742
Health Insurance Expense	23,000	20,551	20,308	26,701
Life Insurance Expense	636	340	488	510
Other Benefits	12,311	5,392	12,177	12,685
Unemployment Taxes	811	319	2,160	1,440
Total Salaries and Wages	262,411	206,268	265,509	270,944
<i>Contractual Services</i>				
Professional Services				
Photography	15,000	12,549	15,000	15,000
Communications and Marketing	-	-	-	-
Total Professional Services	15,000	12,549	15,000	15,000
Other Contractual Services				
Graphic Design Services	10,000	400	10,000	10,000
Website Maintenance	45,000	16,977	25,000	35,000
Research Services	20,000	3,100	25,000	50,000
Communications and Marketing	170,000	93,326	170,000	140,000
Advertising Expense	25,000	31,876	40,000	60,000
Direct Mail	5,000	-	5,000	5,000
Video Production	5,000	1,946	5,000	5,000
Radio	20,000	-	15,000	10,000
Other Public Relations	2,500	-	2,500	2,500
Cell Phones	600	1,388	600	1,200
Subscriptions	500	-	500	500
Memberships	1,000	385	1,000	1,000
Continuing Education	-	-	-	-
Seminars and Conferences	5,000	595	5,000	5,000
Staff-Travel	8,000	201	8,000	8,000
TxTag Collection Fees	-	-	-	-
Total Other Contractual Services	322,600	150,193	312,600	333,200
Total Contractual Services	337,600	162,742	327,600	348,200
<i>Materials and Supplies</i>				
Books & Publications	-	-	-	-
Office Supplies	-	-	-	-

**FY 2013 Proposed Operating Budget
Communications and Marketing**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Annual Report printing	10,000	7,673	10,000	7,000
Other Reports-Printing	20,000	1,298	20,000	10,000
Direct Mail Printing	5,000	-	5,000	5,000
Office Supplies-Printed	-	429	-	
Promotional Items	10,000	-	10,000	10,000
Displays	5,000	-	5,000	5,000
Total Materials and Supplies	50,000	9,400	50,000	37,000
<i>Operating Expenses</i>				
Mileage Reimbursement	1,500	621	1,500	1,500
Toll Tag Expense	200	38	200	200
Parking	100	-	-	
CommunityMeeting/ Events	5,000	-	5,000	5,000
Meeting Expense	500	42	500	500
Public Notices	2,000	-	2,000	2,000
Postage Expense	5,000	227	5,000	5,000
Local Delivery Services	500	-	500	500
Non Cash Operating Expenses				
Total Operating Expenses	16,300	928	14,700	14,700
<i>Financing Expenses</i>				
Non Cash Financing Expenses				
Total Financing Expenses		-	-	-
<i>Other Gains or Losses</i>				
Total Other Gains or Losses		-	-	-
Total Expenses	\$ 666,311	\$ 379,338	\$ 657,809	670,844

Law Department

The primary role of the Law Department is to provide trusted legal advice and counsel to support and advance the mission of the Mobility Authority. The General Counsel and Legal Assistant work with the Mobility Authority Board of Directors, the Executive Director, and staff to identify, consider, and respond to legal issues. The Law Department provides information, advice, and guidance on compliance with applicable laws; and represents the Authority's interests in its relationships with customers, other agencies, consultants, vendors, and the public. The Law Department coordinates and collaborates with outside counsel to provide the resources and expertise needed to support the Mobility Authority's projects, programs, and operations.

Major Business Functions:

- Identify, research, and advise the Board, Executive Director, and staff on legal issues that arise in connection with operations and functions of the Mobility Authority.
- Ensure that the Board and management receive timely and sound legal advice so that Mobility Authority actions comply with applicable laws and regulations.
- Coordinate, review, and prepare agendas and backup material for all Board meetings.
- Draft, review, and advise on documents necessary or desirable to implement Mobility Authority programs and operations, such as:
 - Resolutions and policy code provisions enacted by the Board;
 - Procurement documents such as requests for information, qualifications, or proposals and related procurement documents;
 - Contracts with vendors and interlocal agreements other government agencies;
 - Documents required by open government and ethics laws, such as agendas, responses to requests for public information, and disclosure of conflicts of interest and personal financial information.
- Advise on implementation, construction, and application of existing agreements, and on legal issues that arise under those agreements.
- Assist in managing Mobility Authority records and document retention systems to ensure compliance with legal requirements and best practices.
- Manage appropriate, efficient use of outside counsel resources to provide the legal support required by the Mobility Authority.

FY 2012 Highlights and Accomplishments:

- Drafted the Mobility Authority Policy Code adopted by the Board in February, 2012, to codify all existing policies passed by the Board since January, 2003; recommended, drafted, and presented subsequent Policy Code revisions adopted to update policies based on changes in applicable law and evolving Mobility Authority requirements. *Strategic Initiative: Innovation*

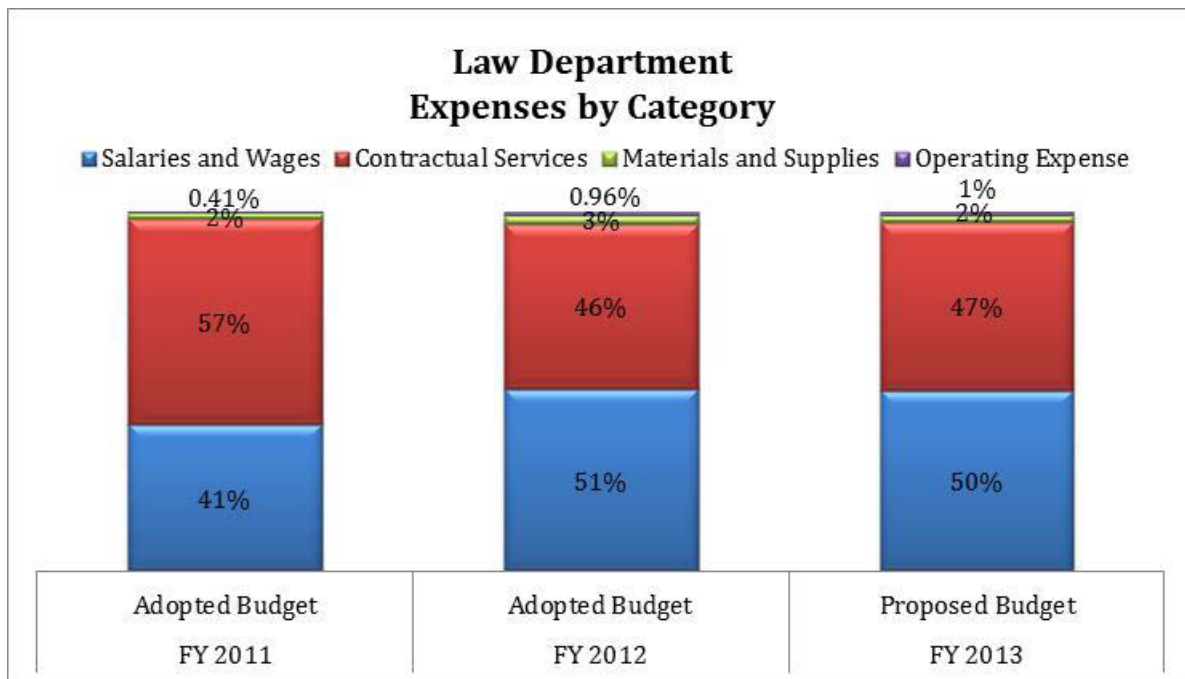
FY 2013 Overview and Goals:

- Continue to manage and provide legal support for Mobility Authority projects.
- Review, analyze, and recommend proposed revisions to the Policy Code needed to comply with evolving legal requirements and best practices.
- Review and update contract and document templates and procedures as needed to increase efficiency and best practices in Mobility Authority procurements. *Strategic Initiative: Innovation*
- Provide legal support and advice responding to proposals in the 83rd Legislature to change state laws that affect the Mobility Authority.

Law Department

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	290,605	288,480	300,839	4.28%
Contractual Services	410,000	260,800	279,800	7.29%
Materials and Supplies	11,500	15,000	12,000	-20.00%
Operating Expense	2,900	5,450	5,920	8.62%
Financing Expense	0	0	0	
Total Expenses	715,005	569,730	598,559	5.06%



Authorized Personnel:

	Positions		
	FY 2010 Adopted	FY 2011 Adopted	FY 2012 Proposed
Legal Counsel	1	1	1
Administrative Assistant	1	1	1
Total Positions - Legal	2	2	2

**FY 2013 Proposed Operating Budget
Law Department**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	198,310	190,378	212,000	217,509
Overtime Salary Expense	1,000	-	1,000	
TCDRS	28,900	25,059	30,885	31,539
FICA	9,183	7,796	10,075	10,168
FICA MED	2,890	2,699	3,089	3,154
Health Insurance Expense	35,500	17,280	15,153	21,905
Life Insurance Expense	714	386	572	587
Other Benefits	13,568	11,678	14,266	14,537
Unemployment Taxes	540	452	1,440	1,440
Total Salaries and Wages	290,605	255,729	288,480	300,839
<i>Contractual Services</i>				
Professional Services				
Legal	400,000	100,714	250,000	270,000
Total Professional Services	400,000	100,714	250,000	270,000
Other Contractual Services				
Software Licenses	-	70	-	200
Advertising Expense	-	31	-	-
Cell Phones	600	400	600	600
Memberships	900	1,660	1,500	2,000
Continuing Education	2,000	635	2,000	800
Seminars and Conferences	2,500	314	2,500	2,500
Staff-Travel	3,500	900	3,500	3,000
Other Contractual Svcs	-	-	200	200
Contractual Contingencies	500	-	500	500
Total Other Contractual Services	10,000	4,030	10,800	9,800
Total Contractual Services	410,000	104,744	260,800	279,800
<i>Materials and Supplies</i>				
Books & Publications	11,500	7,738	15,000	12,000
Maintenance Supplies Expense	-	-	-	
Total Materials and Supplies	11,500	7,738	15,000	12,000
<i>Operating Expenses</i>				
Mileage Reimbursement	750	133	500	250
Toll Tag Expense	100	4	50	20

**FY 2013 Proposed Operating Budget
Law Department**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Parking	50	-	50	50
Meeting Expense	150	18	4,150	5,000
Public Notices	200	100	200	200
Postage Expense	-	52	200	100
Overnight Delivery Services	150	-	100	100
Local Delivery Services	1,500	6	200	200
Non Cash Operating Expenses				
Total Operating Expenses	<u>2,900</u>	<u>312</u>	<u>5,450</u>	<u>5,920</u>
<i>Financing Expenses</i>				
Non Cash Financing Expenses				
Total Financing Expenses		<u>-</u>	<u>-</u>	<u>-</u>
<i>Other Gains or Losses</i>				
Total Other Gains or Losses		<u>-</u>	<u>-</u>	<u>-</u>
Total Expenses	<u>\$ 715,005</u>	<u>\$ 368,522</u>	<u>\$ 569,730</u>	<u>598,559</u>

Engineering

The primary role of the Engineering Department is to provide leadership and direction for all engineering functions within the Mobility Authority.

Major Business Functions:

Project Inception and Feasibility: Coordinate with other transportation providers in the region (TxDOT, City of Austin, Travis County, and Williamson County) to assure that mobility needs for the region are defined and included in the Long Range Transportation Plan. Provide feasibility analysis for selected projects to evaluate implementation priority.

Project Development: Accurately program and develop priority projects to the appropriate level for implementation based on coordination with stakeholders. Stakeholders would include external – federal and state agencies, local governments and the general public. Internal stakeholders would include the Board of Directors, the Executive Director, Legal Department, Financial Team, Toll Operations Department, General Engineering Consultants and Public Relations Department. The deliverable may include schematic level design, or more complete design as well as the appropriate level of environmental documentation and clearance.

Project Implementation: Determine the appropriate project delivery method and oversight to provide the Authority with a project of the highest quality that meets the financial and timing constraints.

Roadway Maintenance: Quantifiable definition of appropriate levels of roadway maintenance that will drive the estimated maintenance costs for any given project over the life of any debt and beyond.

Programmatic annual assessment of roadway conditions and estimated maintenance costs (needs) for the next fiscal year. Oversight of all maintenance activities performed on Authority roadways or other assets.

FY 2012 Highlights and Accomplishments:

- Successful opening of the 183A Phase II toll project on-time and on-budget. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Continued progress on the construction of the direct connectors on the 290E toll project to and from US 183 using “economic stimulus” funding. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Continued progress on the design-build Comprehensive Development Agreement (CDA) for the 290E toll project from US 183 east to SH 130. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Creation of project summary sheets for the Dashboard which can be printed off individually or all together as a group. *Strategic Initiative: Innovation*
- Formation of the preliminary project development teams to perform the environmental clearance for the SH 45SW project and the US 290(W)/ SH 71(W) interchange project. *Strategic Initiatives: Regional Mobility, Economic Vitality*

Engineering

FY 2012 Highlights and Accomplishments (cont.):

- Success in getting the environmental and final design for the MoPac South improvement project funded with Rider 42 money from TxDOT. *Strategic Initiatives: Regional Mobility, Innovation*
- Success in getting the environmental phase of the US 183(N) improvement project funded with STP MM money from CAMPO. *Strategic Initiatives: Regional Mobility, Innovation*
- Hired a new Engineering Manager for the engineering department to assist with project development activities. *Strategic Initiatives: Regional Mobility, Innovation*

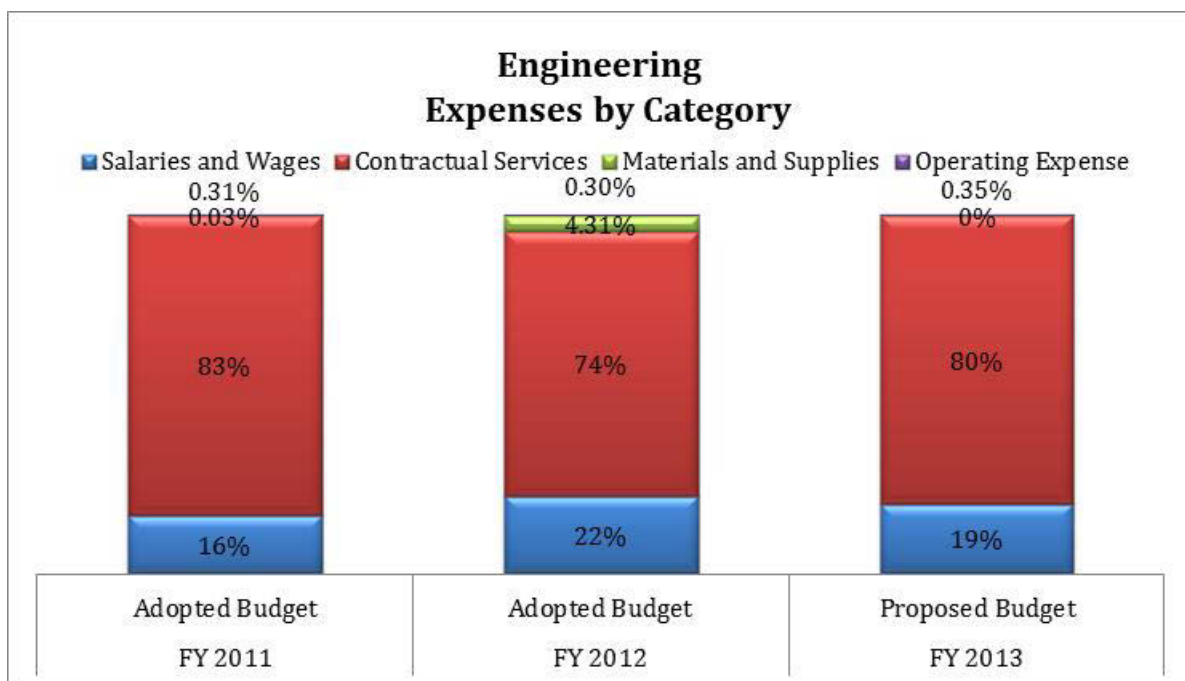
FY 2013 Overview and Goals:

- Continue program support from our two General Engineering Consultant's (GEC's) for all annual Operations Budget activities including; financial planning support, technology support, contract procurement and management support, trust indenture support, general program support and roadway operations and maintenance support. *Strategic Initiative: Innovation*
- Completion of the MoPac Improvement Project environmental process. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Completion of the 183S (Bergstrom Expressway) environmental process. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Complete the Green Mobility Challenge for SH 45SW and US 290W (The Y) during the environmental process. *Strategic Initiatives: Regional Mobility, Sustainability*
- Assist with definition, organization and codification of operating policies for the Authority. *Strategic Initiative: Innovation*
- Assist with definition of operations budget code descriptions. *Strategic Initiative: Innovation*
- Continue to enhance the "modified" design-bid-build project delivery model based on lessons learned from the 290E direct connector project and the 183A Phase II project. *Strategic Initiatives: Innovation, Sustainability*
- Research appropriate performance measures for the Engineering Department as well as the Authority with respect to transportation project implementation. *Strategic Initiative: Innovation*

Engineering

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	539,671	628,325	546,121	-13.08%
Contractual Services	2,781,100	2,137,100	2,251,000	5.33%
Materials and Supplies	1,000	125,000	2,000	-98.40%
Operating Expense	10,270	8,770	9,800	11.74%
Financing Expense	0	0	0	
Total Expenses	3,332,041	2,899,195	2,808,921	-3.11%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
Engineering Director	1	1	1
Engineering Manager	1	1	1
Maintenance Manager	1	1	1
Administrative Assistant*	0	1	1
Total Positions - Engineering	3	4	4

*Position moved to Engineering in FY 2011

**FY 2013 Proposed Operating Budget
Engineering Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	317,866	237,327	368,601	378,390
Contractual Employees Expense	105,000	7,623	105,000	5,000
TCDRS	46,091	33,856	53,447	54,867
FICA	14,666	11,770	16,390	19,517
FICA MED	4,609	3,389	5,345	5,487
Health Insurance Expense	28,000	32,861	51,593	53,603
Life Insurance Expense	1,144	520	995	1,021
Other Benefits	21,657	9,673	24,695	25,356
Unemployment Taxes	638	397	2,259	2,880
Total Salaries and Wages	539,671	337,415	628,325	546,121
<i>Contractual Services</i>				
Professional Services				
General Engineering Consultant	1,550,000	780,443	1,200,000	1,200,000
Facility maintenance	90,000	977	-	-
Total Professional Services	1,640,000	781,419	1,200,000	1,200,000
Other Contractual Services				
Emergency Maintenance	10,000	-	10,000	10,000
Roadway Maintenance Contract	300,000	74,559	300,000	640,000
Landscape Maintenance	200,000	119,361	280,000	280,000
Signal & Illumination Maint	250,000	64,950	175,000	-
Mowing and litter control	300,000	52,095	40,000	-
Hazardous Material Cleanup	10,000	-	10,000	-
Striping	50,000	26,459	75,000	-
Graffiti removal	10,000	-	10,000	-
Cell Phones	1,600	2,001	3,600	2,500
Other Communication Expenses	-	-	-	10,000
Continuing Education	1,000	-	-	-
Seminars and Conferences	3,000	1,255	3,000	3,000
Staff-Travel	5,500	3,321	5,500	5,500
Other Contractual Svcs	-	-	25,000	-
Roadway maintenance contract	-	(210)	-	-
Contractual Contingencies	-	1,475	-	100,000
Total Other Contractual Services	1,141,100	345,266	937,100	1,051,000
Total Contractual Services	2,781,100	1,126,686	2,137,100	2,251,000
<i>Materials and Supplies</i>				
Office Supplies	-	-	-	1,000

**FY 2013 Proposed Operating Budget
Engineering Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Ice Control Materials	-	-	25,000	-
Maintenance Supplies-Roadway	-	-	100,000	
Tools & Equipment Expense	500	142	-	500
Misc Materials & Supplies	500	-	-	500
Total Materials and Supplies	1,000	142	125,000	2,000
<i>Operating Expenses</i>				
Gasoline Expense	3,500	4,098	5,000	5,000
Mileage Reimbursement	1,000	1,037	1,000	1,200
Toll Tag Expense	2,300	2,657	2,300	2,300
Parking	20	64	20	100
Meeting Expense	-	128	100	100
Overnight Delivery Services	100	-	-	
Repair & Maintenance-General	200	-	-	
Repair & Maintenance-Vehicles	2,900	460	100	500
Other Licenses	250	470	250	600
Total Operating Expenses	10,270	8,914	8,770	9,800
<i>Financing Expenses</i>				
Total Financing Expenses	-	-	-	-
<i>Other Gains or Losses</i>				
Total Other Gains or Losses	-	-	-	-
Total Expenses	\$ 3,332,041	\$ 1,473,157	\$ 2,899,195	2,808,921

Consolidated Staffing Schedule

Authorized Personnel:	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
<u>Administration</u>			
Executive Director	1	1	1
Deputy Director	1	1	1
Assistant to Executive Director	1	1	1
Senior Administrative Assistant	1	0	0
Receptionist	1	1	1
Community Development Specialist*	1	1	1
Project Coordinator	0	0	0
Director of Procurement & Contract Mgt	0	0	0
Intern*	1	1	1
<u>Financial Services</u>			
CFO	1	1	1
Controller	1	1	1
Fiscal Analyst	1	1	1
<u>Toll Operations</u>			
Operations Director	1	1	1
Customer Service and Toll Operations Manager	1	1	1
<u>Communications and Marketing</u>			
Communications and Marketing Director	1	1	1
Communications and Marketing Specialist	1	1	1
Intern*	1	1	1
<u>Legal</u>			
Legal Counsel	1	1	1
Administrative Assistant	1	1	1
<u>Engineering</u>			
Engineering Director	1	1	1
Engineering Manager	1	1	1
Maintenance Manager	1	1	1
Administrative Assistant	0	1	1
Total Positions	20	20	20

*Positions currently not filled

Operating Capital Budget

FY 2013 Operating Capital Budget

Operating Capital Budget

Server and other hardware replacements	\$	15,000
Office move		50,000
Document Management Software		50,000
Financial Software		30,000
Total Operating Capital Budget	\$	145,000

FY 2013 Proposed System Operating Budget

System Operating Costs		
Toll Operations	Operating Expenses	6,281,314
Finance Department	Insurance Expense	90,000
Finance Department	Trustee Expense	6,000
Finance Department	Salaries	314,857
Finance Department	Rent	250,000
Finance Department	Contractual	161,550
Finance Department	Materials and Supplies	19,650
Legal	Salaries	120,336
Legal	Contractual	135,000
Communications	Salaries	135,472
Communications	Contractual	115,000
Communications	Materials and Supplies	8,100
Engineering	Salaries	163,836
Engineering	Contractual	366,250
Administration	Salaries	386,456
Total System Operating Costs		8,553,821



Debt Service Schedules

Central Texas Regional Mobility Authority
 Schedule of Outstanding Debt
 Fiscal Year 2013

Debt Issue	Date of Issue	Date of Maturity	Average Interest Rates	Amount Issued	Amount Outstanding 7/1/2012
			30 bps over LIBOR		
2011 Regions Loan (Revolving Line of Credit)	1-Nov-2011	1-Nov-2014	LIBOR	\$ 5,000,000	\$ 400,000
2011 Senior Lien Revenue Bonds	29-Jun-2011	1-Jan-2046	5.75% - 6.25%	295,930,000	295,930,000
2011 Senior Lien Capital Appreciation Bonds	29-Jun-2011	1-Jan-2026	5.90% - 6.50%	9,999,944	9,999,944
2011 Subordinated Lien Revenue Bonds	29-Jun-2011	1-Jan-2041	6.75%	70,000,000	70,000,000
2010 Senior Lien Revenue Bonds	1-Mar-2010	1-Jan-2040	5.75%	59,880,000	59,880,000
2010 Senior Lien Capital Appreciation Bonds	1-Mar-2010	1-Jan-2040	7.20% - 7.85%	34,999,710	34,999,710
2010 Subordinated Lien Fixed Build America Bonds	1-Mar-2010	1-Jan-2040	11.625%*	35,000,000	35,000,000
2010 Subordinated Lien CPI Build America Bonds	1-Mar-2010	1-Jan-2040	12.28%*	10,000,000	10,000,000
2005 Senior Lien Revenue Bonds	1-Feb-2005	1-Jan-2045	3.50% - 5.00%	151,635,000	150,140,000
2005 Senior Lien Capital Appreciation Bonds	1-Feb-2005	1-Jan-2021	4.20% - 4.60%	16,332,611	16,332,611
2005 TIFIA Loan	1-Mar-2005	1-Jan-2042	4.69%	66,000,000	65,900,000
Total Debt Service				\$ 754,777,265	\$ 748,582,265

Debt Service Schedules

Debt Service Schedule Fiscal Year 2013

	Principal	Regular Interest	Accreted Interest	Capitalized Interest
2005 Senior Lien				
1/1/2013	2,720,000	3,682,375		
7/1/2013		3,614,375		
2005 CABs				
1/1/2013			496,072	
7/1/2013			507,032	
TIFIA				
1/1/2013	150,000	1,817,998		
7/1/2013		1,814,480		
1/1/2013 Prepayment	818,552			
2010 Senior Lien CABs				
1/1/2013 (cap I)			1,578,222	
7/1/2013 (cap I)			1,638,023	
2010 Senior Lien Current Interest Bonds				
1/1/2013				1,721,550
7/1/2013		1,721,550		
2010 Subordinated Lien Fixed				
1/1/2013		1,322,344		
7/1/2013		1,322,344		
2010 Subordinated Lien CPI				
1/1/2013		399,100		
7/1/2013		399,100		
2011 Senior Lien				
1/1/2013				8,946,606
7/1/2013				8,946,606
2011 Senior Lien CABs				
1/1/2013			334,215	
7/1/2013			344,770	
2011 Subordinated Lien				
1/1/2013				2,362,500
7/1/2013				2,362,500
2011 Regions Loan		5,000		
Total Debt Service	\$ 3,688,552	\$ 16,098,666	\$ 4,898,333	\$ 24,339,762

Reconciliation

Interest Expense (non capital)	20,318,015
Capitalized Interest (projects)	24,339,762
Accreted Interest (projects)	678,984
Total Interest FY 2013	45,336,761
Principal	3,688,552
Total Debt Service	<u>\$ 49,025,313</u>



Capital Improvement Program

Project Name	Estimated Total Project Cost	FY 2013 Estimated Amount	Funding Source*
183A Extension (to completion)	\$ 123,700,000	\$ 2,000,000	Revenue Bond Financing
South Brushy Creek Pedestrian Bridge (to completion)	850,000	650,000	TxDOT Trans. Enhancement Grant, WilCo, 183A Ext. Funds
US 183/183A Intersection Improvements (to completion)	3,200,000	2,900,000	TxDOT Pass-Through Agreement, Private Developer; General Fund
Value Pricing Project	1,525,530	1,525,530	80% Federal Grant; 20% General Fund match
Ride Share Project	150,000	150,000	80% Federal Grant; 20% General Fund match
Manor Expressway Phase I Direct Connects (to completion)	73,400,000	1,000,000	Stimulus Funds
Manor Expressway Phase II (to completion)	353,100,000	107,000,000	Bond Financing, TxDOT FAA
Mopac Express Lanes Project - North (to completion)	197,100,000	21,176,000	CAMPO Project Development Funds; Federal Aid Mobility Funds (TxDOT FAA)
Mopac Express Lanes Project - South (to construction)	16,500,000	4,000,000	TxDOT Proposition 12 Funds
US 183 South (to environmental clearance)	4,400,000	831,000	Federal Aid Mobility Funds (TxDOT FAA)
SH 45 SW (to environmental clearance)	2,000,000	1,290,000	Federal Aid Mobility Funds (TxDOT FAA)
US 290 West - The "Y" (to environmental clearance)	3,100,000	1,350,000	Federal Aid Mobility Funds (TxDOT FAA)
US 183 N Express Lanes (to environmental clearance)	7,200,000	3,200,000	STP-MM Funds
	<u>\$ 786,225,530</u>	<u>\$ 147,072,530</u>	

*Note: Funds have been allocated to the Authority through the various funding sources however not all funding agreements have been executed.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #9 SUMMARY

Executive Director's Report.

Department: Administrative

Associated Costs: None

Funding Source: None

Board Action Required: No

Description of Matter:

The Executive Director's Report is attached for review and reference.

Attached documentation for reference:

Executive Director's Report

Contact for further information:

Mike Heiligenstein, Executive Director



REPORT TO THE BOARD OF DIRECTORS MAY 30, 2012

MIKE HEILIGENSTEIN - EXECUTIVE DIRECTOR

PRIORITY ISSUES



MoPac Improvement Project
Public Hearing



Manor Expressway Phase I Opening
&
Final Acceptance of 183A Extension

ADMINISTRATION

CAMPO

We continue to work with the CAMPO Board Executive Committee to complete a financial agreement for TxDOT/Federal funds that have been allocated to our region. The approval to allocate those funds will be decided by a CAMPO vote on June 11th.

FINANCE

183A NORTHERN EXTENSION TRAFFIC

SUMMARY

Traffic increased 26.3% on 183A in April following the opening of the Northern Extension. Revenue was up 18.6%. The variation between transaction growth and revenue growth is due to the Pay By Mail program, which creates a delay between when transactions are recorded on the roadway and when toll payments are received. Traffic on the extension has been strong and is on track to meet projections by end of year. The Crystal Falls Parkway Main plaza averaged 16,343 weekday transactions the week ending May 4, 2012. The plaza is projected to have an average of 17,257 transactions by the end of this year and is within 5% of projection. In May, we are averaging a 35% increase over last year. Given current growth trends, we would anticipate that by December, we would see these numbers continue to increase.

OPERATIONS

PAY BY MAIL UPDATE

On May 4th, the Mobility Authority celebrated the 4-year anniversary of our Pay By Mail program. Since beginning in 2008, MSB has mailed over 6 million bills, letters and notices resulting in over \$15 million in revenue.

PROJECT DEVELOPMENT

MANOR EXPRESSWAY

US 183 INTERCHANGE PROJECT

A major milestone for the project was accomplished in the last month. The west bound mainlanes, frontage roads and entrance ramp were completed. This work allowed the traffic switch for the final phase of construction to occur on May 13th. Steel erection has begun for the U.S. 290 westbound to U.S. 183 southbound direct connector. The U.S. 183 southbound to U.S. 290 eastbound bridge has been prepared to pour the concrete bridge deck before the end of the month.

Toll plaza construction and system installation also continues. Concrete work and conduit installation was completed for the east bound toll plaza, and with the traffic switch, the contractor is now able to complete the toll plaza construction for the west bound direction. Toll systems integration work is scheduled to be fully underway by the end of May.

MANOR EXPRESSWAY

PHASE II PROJECT

Central Texas Mobility Constructors (CTMC) has nearly completed the design activities for the Project. The few remaining design activities are expected to be completed by the end of June. Completing the bridge structures, pavement and retaining walls for the eastbound frontage road has been the focus of construction activities. Completion of these activities are critical, so that existing US 290 eastbound traffic can be shifted to the new eastbound frontage road in this area and construction of the westbound frontage roads can begin. CTMC expects to complete this first traffic switch early summer.

In anticipation of opening the first 1.4 mile stretch of the Manor Expressway late this year, construction activities are occurring on the weekends and at night. The public involvement team continues to work with neighbors along Walnut Creek to address concerns about water flow during major rain events and is in the process of scheduling a neighborhood event at the Hidden Creek Apartments to thank the residents for their patience. As part of Central Texas Mobility Constructor's outreach efforts, we are also working with the Round Rock Express to establish a marketing partnership.

MO PAC IMPROVEMENT PROJECT

PROJECT DEVELOPMENT

The MoPac Improvement Project Draft Environmental Assessment Public Hearing was held Wednesday May 23rd at O. Henry Middle School in Austin. The purpose of the meeting was to allow the public to comment on the contents of the Draft Environmental Assessment and the Preferred Alternative, which has been identified as Express Lanes. The public is still able to submit comments through June 4th. The project remains on schedule to receive environmental clearance in August 2012.

On April 13th, the Mobility Authority released the MoPac Improvement Project Design/Build Request for Qualifications. We received seven responses for the proposed project. A recommended short list of teams is being presented to the Board at this month's meeting for approval to advance to the next phase of the procurement process.

183A EXTENSION

CONSTRUCTION

Final touches on the 183A Northern Extension continue. Crews are placing bridge traffic rail, barrier rail and metal beam guard fence. They are also working on completing the second phase of the shared use path. The path is expected to open late this summer. Hydroseeding is also occurring across the project. Construction is 94% complete. Final acceptance is anticipated this summer.

183A SOUTH BRUSHY CREEK

PEDESTRIAN BRIDGE PROJECT

CONSTRUCTION

Construction of the bridge over South Brushy Creek that connects the Mobility Authority's Shared Use Path with Williamson County's Brushy Creek Regional Trail has begun. Williamson County is a partner with the Mobility Authority on this project's funding and delivery. The bridge is anticipated to open this fall.

MO PAC SOUTH ENVIRONMENTAL STUDY

PROJECT DEVELOPMENT

The Mobility Authority is working with TxDOT to complete the agreements necessary to proceed with development of the MoPac south project. Once the agreements are completed, we will be able to issue an RFP to procure a consultant to complete the environmental study. If things go as planned, the MoPac South project will be the first environmental study led by the Mobility Authority.



Texas Department of Transportation

DEWITT C. GREER STATE HIGHWAY BLDG. • 125 E. 11TH STREET • AUSTIN, TEXAS 78701-2483 • (512) 463-8585

April 27, 2012

CERTIFIED MAIL NO: 7010 1870 0001 8084 3989
RETURN RECEIPT REQUESTED

Mr. Mike Heiligenstein, Executive Director
Central Texas Regional Mobility Authority
301 Congress Ave., Suite 650
Austin, Texas 78701

Dear Mr. Heiligenstein:

We recently conducted a Title VI review of your policies and practices. The Central Texas Regional Mobility Authority (CTRMA) was scheduled for a review as a result of having received federal financial assistance from the Texas Department of Transportation (TxDOT). Our review covered your organization's compliance with Title VI of the Civil Rights Act and its implementing regulations at 23 Code of Federal Regulations.

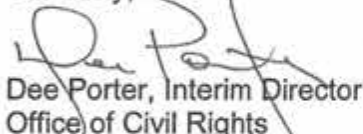
During the review, we evaluated CTRMA's good faith efforts with respect to the 10 Title VI requirements as identified in TxDOT's Title VI Technical Assistance Guide for Local Public Agencies. As a result, we identified practices and policies that are being conducted in support of Title VI. Additionally, we provided recommendations which enhance CTRMA's efforts to prevent discrimination in its programs and activities.

Based on the information provided during the desk audit and correspondence from Mr. Andrew Martin dated April 26, 2012, we have determined that CTRMA is in compliance with the requirements of the guide. This concludes the review of CTRMA's Title VI policies and procedures. Though this letter officially closes this review, we encourage you to continue your efforts to maintain your Title VI program. We also encourage you to self-monitor your efforts and results in order to ensure adherence to the requirements outlined in TxDOT's Title VI Technical Assistance Guide for Local Public Agencies.

If you are in need of further compliance assistance, or if you have any questions about your responsibilities as a federal recipient, please do not hesitate to contact Jessica Mueller at (512) 416-4758 or e-mail at TitleVI@txdot.gov.

The Office of Civil Rights sincerely appreciated the cooperation and courtesies extended by your staff during the conduct of the compliance review.

Sincerely,



Dee Porter, Interim Director
Office of Civil Rights

cc: Andrew Martin, General Counsel, Central Texas Regional Mobility Authority
(Title VI Coordinator)

THE TEXAS PLAN

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**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #14 SUMMARY

Authorize execution of an agreement with the Capital Area Metropolitan Planning Organization for financial assistance to develop the MoPac Improvement Project.

Department: Administrative

Associated Costs: None

Funding Source: General Fund, Reimbursed with Either Bond Sale Funds or Other Potential Funding Options Under Discussion

Board Action Required: As the Board considers appropriate, by motion.

Description of Matter:

This Agenda Item will allow the Board to take appropriate action relating to a proposal under discussion between the Mobility Authority and representatives of the Capital Area Metropolitan Planning Organization (CAMPO) regarding funding for the MoPac Improvement Project.

The Board may consult with its attorneys in an executive session under Agenda Item 11 on legal issues and to obtain legal advice on the CAMPO proposal prior to Board action, if any, under this item.

Attached documentation for reference:

None

Contact for further information:

Mike Heiligenstein, Executive Director



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #15 SUMMARY

Authorize the Executive Director to file with the Texas Department of Transportation one or more requests for financial assistance to develop a MoPac South Express Lanes Project and a 183 North Express Lanes Project, and to negotiate and execute any agreements required to receive financial assistance requested from the Texas Department of Transportation.

Strategic Plan Relevance: Regional Mobility Initiative as it relates to the development of a planning and financing process that results in the creation of a short and long-term Capital Improvement Program.

Department: Engineering

Associated Costs: None

Funding Source: None

Board Action Required: Yes

Description of Matter:

This resolution authorizes and directs the Executive Director to execute appropriate funding agreements with the Texas Department of Transportation for funds to be used by the Mobility Authority for two proposed projects to be undertaken by the Mobility Authority: the MoPac South Express Lanes Project, and the 183 North Express Lanes Project. An Advance Funding Agreement between the Mobility Authority and TxDOT will be executed which will define the terms and conditions related to the use of those funds.

Attached documentation for reference:

Draft Resolution

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

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

RESOLUTION NO. 12-___

AUTHORIZE THE EXECUTIVE DIRECTOR TO FILE WITH THE TEXAS DEPARTMENT OF TRANSPORTATION ONE OR MORE REQUESTS FOR FINANCIAL ASSISTANCE TO DEVELOP A MOPAC SOUTH EXPRESS LANES PROJECT AND A 183 NORTH EXPRESS LANES PROJECT, AND TO NEGOTIATE AND EXECUTE ANY AGREEMENTS REQUIRED TO RECEIVE FINANCIAL ASSISTANCE REQUESTED FROM THE TEXAS DEPARTMENT OF TRANSPORTATION.

WHEREAS, the Central Texas Regional Mobility Authority (“Mobility Authority”) is empowered to study and develop potential transportation projects; and

WHEREAS, the Mobility Authority has proposed development of two projects commonly referred to, respectively, as the MoPac South Express Lanes Project and the 183 North Express Lanes Project (the “Projects”); and

WHEREAS, financial assistance from the Texas Department of Transportation, specifically an advance funding agreement, may be available to cover project development activities; and

WHEREAS, the Board has approved the Projects and believes that obtaining financial assistance to develop the Projects may reduce the cost and time required for the Mobility Authority to complete the Projects.

NOW, THEREFORE, BE IT RESOLVED that the Board authorizes the Executive Director to negotiate and execute agreements for financial assistance, including an Advance Funding Agreement, with the Texas Department of Transportation for funding related to development of the MoPac South Express Lanes Project and the 183 North Express Lanes Project.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of May, 2012.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 12-___
Date Passed: 5/30/2012



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #16 SUMMARY

Approve an amendment to the Agreement for Violation Processing and Debt Collection Services with Gila Corporation, d/b/a/ Municipal Service Bureau (MSB) to reduce fees paid to MSB and extend that contract's expiration date to January 14, 2016.

Department: Operations

Associated Costs: None

Funding Source: None

Board Action Required: Yes

Description of Matter:

The current expiration date of the Mobility Authority's Agreement for Violation Processing and Debt Collection Services with Gila Corporation, d/b/a Municipal Services Bureau ("MSB") is January 14, 2013. Article 3 of that Agreement specifically states that the expiration date may be extended "upon the agreement of both parties."

The Agreement also provides for periodic adjustment of the charges MSB collects from Mobility Authority customers as compensation for its services, as set forth in the Schedule of Rates attached as Exhibit B to the Agreement

The proposed amendment will lower the charges for collecting Pay By Mail (video) tolls from 16% to 12% for each toll and will increase Mobility Authority revenues. The amendment also establishes a new expiration date for the Agreement of January 14, 2016, extending the Agreement for three years. All other terms and provisions of the Agreement remain in place.

The Executive Director and Director of Operations recommend approval of this amendment.

Attached documentation for reference:

Draft Resolution

Contact for further information:

Tim Reilly, Director of Operations

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

RESOLUTION NO. 12-___

**APPROVE AN AMENDMENT TO THE AGREEMENT FOR VIOLATION
PROCESSING AND DEBT COLLECTION SERVICES WITH GILA CORPORATION,
D/B/A/ MUNICIPAL SERVICE BUREAU (MSB) TO REDUCE FEES PAID TO MSB
AND EXTEND THAT CONTRACT'S EXPIRATION DATE TO JANUARY 14, 2016.**

WHEREAS, the Agreement For Violation Processing and Debt Collection Services Between Central Texas Regional Mobility Authority ("CTRMA") and Gila Corporation, d/b/a Municipal Services Bureau (the "Consultant" or "MSB"), dated to be effective January 15, 2008 (the "Agreement"), as that agreement has been subsequently amended, provides that it will expire on January 14, 2013, unless extended by mutual agreement of the parties; and

WHEREAS, Schedule of Rates attached as Exhibit B to the Agreement provides that it may be adjusted periodically as the parties may mutually agree; and

WHEREAS, the Executive Director recommends that the Agreement be amended to increase total revenues received by the Mobility Authority from MSB's services and to extend the amended contract for an additional three years, and the Board has determined that this amendment is in the interests of the Mobility Authority.

NOW THEREFORE, BE IT RESOLVED, that the Board hereby authorizes and approves the proposed amendment to the Agreement with MSB in the form or substantially the same form attached as Attachment A; and

BE IT FURTHER RESOLVED, that the Executive Director may finalize and execute on behalf of the Mobility Authority the amendment to the Agreement in the form or substantially the same form attached as Attachment A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of May, 2012.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 12-___
Date Passed: 5/30/2012

ATTACHMENT A TO RESOLUTION NO. 12-_____

AMENDMENT TO
AGREEMENT FOR VIOLATION PROCESSING
AND DEBT COLLECTION SERVICES
BETWEEN
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
AND
GILA CORPORATION, d/b/a
MUNICIPAL SERVICES BUREAU

This Amendment is made effective on June 1, 2012, and amends that certain Agreement For Violation Processing and Debt Collection Services Between Central Texas Regional Mobility Authority (“CTRMA”) and Gila Corporation, d/b/a Municipal Services Bureau (the “Consultant” or “MSB”), dated to be effective January 15, 2008 (the “Agreement”), as that agreement has been subsequently amended.

Pursuant to the authority granted by the CTRMA Board of Directors in Resolution No. 12-____, dated May 30, 2012, the parties to this Amendment agree as follows:

1. Article 3 (TIME OF PERFORMANCE) of the Agreement is hereby amended to read in its entirety as follows:

ARTICLE 3
TIME OF PERFORMANCE

The term of this Agreement shall be eight (8) years, commencing January 15, 2008, and concluding January 14, 2016 (the “Expiration Date”), subject to the earlier termination of this Agreement pursuant to Article 4 (TERMINATION FOR DEFAULT) or Article 5 (OPTIONAL TERMINATION) below or to a further extension of this Agreement upon agreement of both parties. If at any time during the contract term the Consultant cannot provide the requested Services within the time required by the CTRMA or for any other reason, the Authority reserves the unilateral right to procure the Services from any other source it deems capable of providing those Services.

2. Pursuant to the rate adjustment procedure set forth in **Appendix B – Schedule of Rates** of the Agreement, Appendix B of the Agreement is hereby amended to read in its entirety as follows:

Appendix B – Schedule of Rates

The following are the amounts the Consultant will receive for all items paid by customers in the various stages of violation enforcement. The CTRMA and the Consultant will review the rates on at least an annual basis and make adjustments as are mutually agreed upon. The rates paid to the Consultant have no influence on the amount of administrative fees the CTRMA may charge violators.

Violation process item	Amount Consultant receives for each paid item
Video bill	12% of each toll (including, without limitation, electronic toll collections) and \$1.00 handling fee for each mailing
Violation Notice	\$10.00 per paid Notice
Collections	\$20.00 all collection activities per unpaid Notice
Court packets	\$25.00 flat fee per packet requested
Image review	\$0.095 per transaction image accurately processed (excluding non-revenue transactions)

All other provisions of the Agreement, as amended, remain unchanged.

By their signatures below, CTRMA and the MSB evidence their agreement to the amendment set forth above.

GILA CORPORATION, d/b/a
MUNICIPAL SERVICES BUREAU

CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

By: _____

By: _____

Name: Bruce Cummings

Name: Mike Heiligenstein

Title: President

Title: Executive Director



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #17 SUMMARY

Consider recognition of and response to City of Austin Resolution No. 20120426-075 concerning the study of bicycle and pedestrian facilities in conjunction with the MoPac Improvement Project.

Department: Executive Director
Associated Costs: None
Funding Source: None
Board Action Required: As the Board considers appropriate, by motion.

Description of Matter:

On April 26, 2012, the Austin City Council passed the attached resolution expressing its support for future construction of a shared use path between Enfield Land and Parmer Lane, where feasible.

This Agenda Item is provided for the Board to acknowledge the City Council resolution and its support for improving bicycle and pedestrian connectivity along the MoPac Corridor, and for the Board to take any action it believes is appropriate in response to the City's resolution.

Attached documentation for reference:

City of Austin Resolution No. 20120426-075

Contact for further information:

Mike Heiligenstein, Executive Director

RESOLUTION NO. 20120426-075

WHEREAS, the City of Austin, the Capital Area Metropolitan Planning Organization (CAMPO), the Texas Department of Transportation (TxDOT) and the Central Texas Regional Mobility Authority (Mobility Authority) recognize bicycle and pedestrian transportation as an important component of local and regional mobility; and

WHEREAS, CAMPO is negotiating a financing agreement with the Mobility Authority for the MoPac Improvement Project to improve mobility by adding *one express lane in each direction between Cesar Chavez Street and Parmer Lane*; and

WHEREAS, this project will improve mobility for cars, transit buses, registered vanpools, and emergency vehicles and provides limited improvements for continuous north/south bicycle and pedestrian travel; and

WHEREAS, the Bicycle Master Plan and the CAMPO 2035 Plan identify the corridor as an important north/south connection; and

WHEREAS, Policies 19 and 20 of the CAMPO 2035 Plan state that implementing agencies should provide bicycle and pedestrian facilities, “with all new construction and reconstruction of roadways and bridges shown on the Priority Pedestrian Districts Map and/or Priority Regional Bicycle Corridors Map as ‘high’ or ‘medium’ priority, unless the jurisdiction constructing the project has demonstrated that providing the pedestrian facility and/or bicycle accommodation is not feasible due to excessive cost”; and

WHEREAS, the draft Environmental Assessment proposes construction of 3 miles of shared use paths, facility improvements at 13 MoPac cross streets, and 4 miles of sidewalks in the MoPac corridor, as well as to construct the project in such a way that a future north/south shared use path facility is not precluded; and

WHEREAS, the draft Environmental Assessment recommends that a properly designed continuous, grade-separated north/south shared use path would best be approached as a stand-alone project due to high cost and construction impacts resulting from right-of-way limitations; and

WHEREAS, the Mobility Authority is committed to designing and implementing shared use paths whenever possible; and

WHEREAS, schematic design of a continuous shared use path would allow the City of Austin, to incrementally engineer and build the path as funding is identified; **NOW, THEREFORE,**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

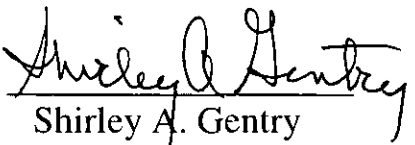
The City of Austin supports the future construction of a shared use path between Enfield Road and Parmer Lane; in places where adequate right of way is an obstacle, alternative options should be identified.

BE IT FURTHER RESOLVED:

City Staff should work with the Mobility Authority, TxDOT, and CAMPO to improve bicycle and pedestrian connectivity along the entire

corridor and to explore options for funding. A workable north/south route along the corridor that is consistent with the City of Austin Bicycle Plan should be conveyed through schematic design of a continuous shared use path.

ADOPTED: April 26, 2012

ATTEST: 
Shirley A. Gentry
City Clerk