

**Central Texas Regional Mobility Authority
Balance Sheet**

As of

May 31, 2014

May 31, 2013

Assets

Current Assets

Cash in Regions Operating Account	237,037		220,272
Cash In TexSTAR	560,033		145,834
Regions Payroll Account	23,778		19,667
Restricted cash/cash equivalents			
Fidelity Government MMA	182,776,150		96,702,981
Restricted Cash-TexStar	11,616,016		23,606,632
Overpayment accounts	42,803		33,020
Total Cash and Cash Equivalents		195,255,818	120,728,407
Accounts Receivable	20,967		59,894
Due From TTA	461,411		217,439
Due From NTTA	243,806		130,664
Due From HCTRA	206,661		254,605
Due From TxDOT	17,343,096		8,663,197
Due From Federal Government	0		143,267
Interest Receivable	144,230		489,245
Total Receivables		18,420,171	9,958,310
Short Term Investments			
Short Term Investments		53,958,438	134,046,699
Other Current Assets			
Prepaid Insurance		30,455	32,385
Total Current Assets		<u>267,664,883</u>	<u>264,790,646</u>
Construction Work In Process		418,530,387	352,554,526

Fixed Assets

Computers(net)	83,804		21,385
Computer Software(net)	399,856		0
Furniture and Fixtures(net)	0		226
Equipment(net)	12,345		22,884
Autos and Trucks(net)	8,048		14,946
Buildings and Toll Facilities(net)	5,847,535		6,024,650
Highways and Bridges(net)	318,982,579		273,792,585
Communication Equipment(net)	588,346		784,461
Toll Equipment(net)	10,884,712		8,702,307
Signs(net)	8,606,489		5,939,804
Land Improvements(net)	6,826,313		3,257,068
Right of Way	46,642,851		24,800,630
Leasehold Improvements	169,700		58,266
Total Fixed Assets		<u>399,052,580</u>	<u>323,419,212</u>

Long Term Investments

Other Assets

Security Deposits		0	8,644
Intangible Assets		15,032,168	20,191,172
2005 Bond Insurance Costs		5,159,782	
Total Assets		<u>1,105,439,801</u>	<u>970,528,526</u>

Liabilities

Current Liabilities

Accounts Payable	213,648	525,726
Overpayments	44,349	34,260
Interest Payable	16,643,484	10,861,680
Due to other Funds	0	171,248
TCDRS Payable	63,941	51,802
Due to other Entities	490,577	295,383
Total Current Liabilities	33,198,903	11,940,099

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	189,089
Senior Lien Revenue Bonds 2005	0	0
Senior Lien Revenue Bonds 2010	107,832,916	104,388,355
Senior Lien Revenue Bonds 2011	307,919,808	307,201,238
Senior Refunding Bonds 2013	184,710,000	185,810,000
Sn Lien Rev Bnd Prem/Disc 2010	96,451	135,135
Sn Lien Rev Bnd Prem/Disc 2011	(3,589,027)	(3,732,403)
Sn Lien Rev Bnd Prem/Disc 2013	17,071,182	15,240,445
Subordinated Lien Bond 2011	70,000,000	70,000,000
Subordinated Refunding Bonds 2013	103,710,000	103,960,000
Sub Lien Bond 2011 Prem/Disc	(1,895,187)	(1,993,168)
Sub Lien Bond 2013 Prem/Disc	3,835,302	4,347,161
2011 Regions Draw Down Note	3,049,820	1,066,640
2013 American Bank Loan	5,300,000	
Total Long Term Liabilities	798,230,354	786,612,493

Total Liabilities

831,429,257

798,552,591

Net Assets Section

Contributed Capital	18,734,897	18,334,846
Net Assets beginning	153,384,277	93,796,563
Current Year Operations	101,891,370	59,844,526
Total Net Assets	255,275,648	153,641,089

Total Liabilities and Net Assets

1,105,439,801

970,528,526

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Revenue				
Operating Revenue				
Toll Revenue-TxTag-Manor	1,188,228	2,204,696	185.54%	833,095
Toll Revenue-TxTag-183A	29,507,860	22,330,987	75.68%	19,977,798
Toll Revenue-HCTRA-183A	884,163	1,126,287	127.38%	908,006
Toll Revenue-HCTRA Manor	173,689	335,191	192.98%	118,079
Toll Revenue-NTTA-183A	580,498	899,326	154.92%	610,854
Toll Revenue-NTTA-Manor	77,633	98,751	127.20%	30,552
Video Tolls 183A	4,243,980	5,505,607	129.73%	4,468,236
Video Tolls Manor Expressway	452,664	689,008	152.21%	191,000
Fee revenue 183A	1,661,750	2,123,007	127.76%	1,633,080
Fee revenue Manor Expressway	179,820	482,139	268.12%	113,400
Total Operating Revenue	38,950,285	35,795,000	91.90%	28,884,100
Other Revenue				
Interest Income	180,000	170,904	94.95%	214,558
Grant Revenue	1,236,000	100,736,572	8150%	66,569,340
Reimbursed Expenditures	-	-	0.00%	34,774
Misc Revenue	92,500	3,187,761	3446%	223,260
Unrealized Loss	-	-	0.00%	42,708
Total Other Revenue	1,508,500	104,095,237	6901%	67,084,641
Total Revenue	\$ 40,458,785	\$ 139,890,237	345.76%	\$ 95,968,740

Expenses

Salaries and Wages

Salary Expense-Regular	2,185,005	2,090,680	95.68%	1,782,324
Part Time Salary Expense	12,000	-	0.00%	480
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	-	0.00%	1,202
TCDRS	317,550	291,491	91.79%	243,303
FICA	102,241	93,296	91.25%	76,922
FICA MED	31,900	30,471	95.52%	25,852
Health Insurance Expense	193,060	175,452	90.88%	159,614

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Life Insurance Expense	5,874	3,015	51.32%	3,784
Auto Allowance Expense	10,200	5,100	50.00%	-
Other Benefits	190,261	98,712	51.88%	79,550
Unemployment Taxes	12,960	4,070	31.41%	(15)
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,119,051	2,792,287	89.52%	2,373,016
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	9,097	75.81%	8,166
Auditing	65,000	51,480	79.20%	44,990
General Engineering Consultant	460,000	10,462	2.27%	124,515
GEC-Trust Indenture Support	75,000	109,159	145.55%	68,513
GEC-Financial Planning Support	50,000	50,021	100.04%	38,858
GEC-Toll Ops Support	5,000	879	17.59%	2,021
GEC-Roadway Ops Support	325,000	316,829	97.49%	203,842
GEC-Technology Support	50,000	98,639	197.28%	34,036
GEC-Public Information Support	10,000	461	4.61%	7,673
GEC-General Support	275,000	240,884	87.59%	213,840
General System Consultant	175,000	72,723	41.56%	8,631
Image Processing - 183A	1,140,000	1,060,351	93.01%	988,207
Image Processing - Manor	120,000	259,150	215.96%	-
Facility maintenance	-	6,104		15,147
HERO	1,629,000	1,018,759	62.54%	1,045,584
Special Projects	-	429,414		-
Human Resources	50,000	6,109	12.22%	13,659
Legal	250,000	153,538	61.42%	274,215
Photography	10,000	9,146	91.46%	-
Traffic and Revenue Consultant	5,000	41,538	830.75%	4,498
Communications and Marketing	-	-	0.00%	162,451
Total Professional Services	4,706,000	3,944,745	83.82%	3,258,847
<u>Other Contractual Services</u>				
IT Services	63,000	37,097	58.88%	31,615
Graphic Design Services	40,000	15,394	38.48%	11,070

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Website Maintenance	35,000	38,571	110.20%	2,929
Research Services	50,000	9,301	18.60%	3,154
Copy Machine	10,000	8,960	89.60%	5,731
Software Licenses	17,200	18,958	110.22%	19,968
ETC Maintenance Contract	1,291,625	1,046,085	80.99%	634,738
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	-
Communications and Marketing	140,000	131,956	94.25%	204
Advertising Expense	60,000	46,819	78.03%	69,830
Direct Mail	5,000	75	1.50%	757
Video Production	20,000	6,704	33.52%	20,920
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	259,839	103.94%	173,181
Special assignments	5,000	-	0.00%	-
Traffic Management	-	-	0.00%	42,823
Emergency Maintenance	10,000	-	0.00%	-
Generator Maintenance	20,000	5,590	27.95%	-
Generator Fuel	9,000	1,573	17.48%	-
Fire and Burglar Alarm	3,660	123	3.37%	114
Elevator Maintenance	2,640	3,037	115.03%	-
Refuse	780	510	65.38%	-
Pest Control	1,536	3,412	222.14%	-
Custodial	4,440	1,610	36.26%	-
Roadway Maintenance - 183A	750,000	410,643	54.75%	88,388
Roadway Maintenance - 290	-	27,014		-
Landscape Maintenance	250,000	107,453	42.98%	141,632
Signal & Illumination Maint	-	106,856		46,743
Mowing and litter control	-	-	0.00%	40,806
Graffiti removal	-	-	0.00%	225
Cell Phones	10,000	10,755	107.55%	8,800
Local Telephone Service	25,000	14,047	56.19%	13,452
Internet	6,000	961	16.01%	-
Fiber Optic System	30,000	75,357	251.19%	37,518
Other Communication Expenses	1,000	5,097	509.74%	127
Subscriptions	1,850	1,325	71.64%	713
Memberships	34,600	29,823	86.19%	27,824

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Continuing Education	7,300	596	8.16%	3,205
Professional Development	14,000	501	3.58%	130
Seminars and Conferences	32,000	23,742	74.19%	17,016
Staff-Travel	89,000	71,260	80.07%	60,555
Other Contractual Svcs	200	-	0.00%	-
Tag Collection Fees	2,013,000	1,613,430	80.15%	1,233,001
Court Enforcement Costs	15,000	11,150	74.33%	-
Contractual Contingencies	130,500	20,114	15.41%	649
Total Other Contractual Services	5,615,831	4,165,736	74.18%	2,737,819
Total Contractual Services	10,321,831	8,110,481	78.58%	5,996,666
Materials and Supplies				
Books & Publications	6,500	2,249	34.61%	4,551
Office Supplies	10,000	12,169	121.69%	4,574
Computer Supplies	12,500	11,472	91.77%	7,690
Copy Supplies	2,200	959	43.59%	870
Annual Report printing	7,000	-	0.00%	5,534
Other Reports-Printing	10,000	13	0.13%	3,408
Direct Mail Printing	5,000	8,343	166.86%	-
Office Supplies-Printed	2,500	893	35.70%	3,681
Maintenance Supplies	-	81		-
Maintenance Supplies-Roadway	9,175	-	0.00%	-
Promotional Items	10,000	2,214	22.14%	4,827
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	2,545	8.48%	-
Tools & Equipment Expense	1,000	43	4.29%	-
Misc Materials & Supplies	3,000	1,122	37.39%	14
Total Materials and Supplies	113,875	42,101	36.97%	35,149
Operating Expenses				
Gasoline	5,500	2,752	50.04%	3,166
Mileage Reimbursement	6,750	4,476	66.31%	5,052
Toll Tag Expense	2,700	265	9.82%	1,750
Parking	3,175	2,497	78.64%	31,304

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	17,300	6,225	35.98%	8,765
Public Notices	2,000	100	5.00%	-
Postage Expense	5,650	586	10.37%	460
Overnight Delivery Services	1,700	282	16.62%	281
Local Delivery Services	1,150	324	28.14%	12
Insurance Expense	90,000	89,211	99.12%	60,747
Repair & Maintenance-General	500	1,070	213.96%	956
Repair & Maintenance-Vehicles	500	1,032	206.35%	231
Repair & Maintenance Toll Equip	5,000	170	3.40%	400
Rent Expense	400,000	327,777	81.94%	172,036
Water	7,500	4,910	65.47%	5,926
Electricity	180,000	93,916	52.18%	64,773
Other Licenses	700	470	67.14%	729
Community Initiative Grants	65,000	55,000	84.62%	50,000
<u>Non Cash Operating Expenses</u>				
Amortization Expense	25,000	95,126	380.51%	264,757
Amort Expense - Refund Savings	-	942,205		-
Dep Exp- Furniture & Fixtures	14,000	-	0.00%	11,684
Dep Expense - Equipment	17,000	18,839	110.82%	16,085
Dep Expense - Autos & Trucks	7,000	6,323	90.33%	6,323
Dep Expense-Building & Toll Fac	100,000	162,355	162.36%	153,815
Dep Expense-Highways & Bridges	9,000,000	8,255,707	91.73%	6,111,383
Dep Expense-Communic Equip	175,000	179,772	102.73%	166,982
Dep Expense-Toll Equipment	986,000	1,417,603	143.77%	897,440
Dep Expense - Signs	175,000	222,537	127.16%	136,692
Dep Expense-Land Improvements	160,000	484,986	303.12%	135,305
Depreciation Expense-Computers	11,000	23,978	217.98%	10,264
Total Operating Expenses	11,470,375	12,400,494	108.11%	8,317,320
Financing Expenses				
Arbitrage Rebate Calculation	6,000	6,630	110.50%	5,605
Loan Fee Expense	5,000	-	0.00%	-
Rating Agency Expense	50,000	37,000	74.00%	40,300

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Trustee Fees	8,000	16,125	201.56%	6,500
Bank Fee Expense	8,000	4,914	61.43%	5,307
Continuing Disclosure	4,000	7,623	190.56%	-
Interest Expense	20,796,755	14,381,175	69.15%	18,915,733
Contingency	15,000	-	0.00%	-
<u>Non Cash Financing Expenses</u>				
Bond issuance expense	400,000	200,037	50.01%	396,587
Total Financing Expenses	21,292,755	14,653,503	68.82%	19,370,032
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 46,317,887	\$ 37,998,867	82.04%	\$ 36,092,182
Net Income	\$ (5,859,102)	\$ 101,891,370		\$ 59,876,558

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2014
as of May 31, 2014

Cash flows from operating activities:

Receipts from Department of Transportation	\$ 108,742,463
Receipts from toll fees	36,873,535
Receipts from other fees	-
Receipts from interest income	584,865
Receipts from other sources	5,682,040
Payments to vendors	(10,000,854)
Payments to employees and benefits	(2,763,670)
Net cash flows used in operating activities	<u>139,118,378</u>

Cash flows from capital and related financing activities:

Payments on interest	(36,179,342)
Payment on Bonds/Notes	(974,749)
Acquisitions of property and equipment	(183,794)
Acquisitions of construction in progress	(101,066,340)
Proceeds from Loans and Notes	2,050,000
Net cash flows used in capital and related financing activities	<u>(136,354,225)</u>

Cash flows from investing activities:

Purchase of investments	(26,955,056)
Proceeds from sale or maturity of investments	69,398,281
Net cash flows provided by investing activities	<u>42,443,225</u>

Net increase in cash and cash equivalents	45,207,379
Cash and cash equivalents at beginning of July 2013	150,048,440
Cash and cash equivalents at end of May 2014	<u>\$ 195,255,818</u>

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

Change in net assets	\$ 101,891,370
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	11,676,796
Nonoperating interest	14,781,980
Bond Issuance Expense	-
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	9,382,270
(Increase)/Decrease in prepaid expenses and other assets	450,180
(Increase)/Decrease in interest receivable	379,962
Increase/(Decrease) in deferred revenue (audit adjustments)	-
Increase/(Decrease) in other payable	1,194,381
Increase/(Decrease) in accounts payable	(638,561)
Total adjustments	<u>37,227,007</u>
Net cash flows provided by operating activities	<u>\$ 139,118,378</u>

INVESTMENTS by FUND

		Balance May 31, 2014	
Renewal & Replacement Fund			
TexSTAR	2,911,345.18		TexSTAR 12,176,049.84
Regions Sweep	600,199.59		CD's 5,000,000.00
Agencies		3,511,544.77	Regions Sweep 167,033,111.13
			Agencies 48,958,438.14
TxDOT Grant Fund			
TexSTAR	82,187.52		
Regions Sweep	3,668,717.86		
CD's			
Agencies	5,737,955.02	9,488,860.40	\$ 233,167,599.11
Senior Debt Service Reserve Fund			
TexSTAR	589,981.73		
Regions Sweep	14,505,263.34		
Agencies	33,076,255.55	48,171,500.62	
2010 Senior Lien DSF			
Regions Sweep	1,493,762.12		
TexSTAR	-	1,493,762.12	
2011 Debt Service Acct			
Regions Sweep	8,892,255.42	8,892,255.42	
2013 Sr Debt Service Acct			
Regions Sweep	4,489,593.94	4,489,593.94	
2013 Sub Debt Serrvice Account			
Regions Sweep	2,648,906.38	2,648,906.38	
2010 Senior Lien DSRF			
Regions Sweep	-	-	
2011 Sub Debt DSRF			
Regions Sweep	2,025,091.82		
CD's	5,000,000.00	7,025,091.82	
2011 Sub DSF			
Regions Sweep	2,362,714.04	2,362,714.04	
Operating Fund			
TexSTAR	560,033.41		
TexSTAR-Trustee	3,068,987.51		
Regions Sweep	-	3,629,020.92	
Revenue Fund			
TexSTAR	1.00		
Regions Sweep	1,636,524.61	1,636,525.61	
General Fund			
TexSTAR	53.78		
Regions Sweep	12,103,625.31		
Agencies	5,012,325.60	17,116,004.69	
2011 Sr Capitalized Interest Fund			
Regions Sweep	38,580.07		
Agencies	-	38,580.07	
2011 Sub Capitalized Interest Fund			
Regions Sweep	451.09		
Agencies	-	451.09	
2013 Sub Debt Service Reserve Fund			
Regions Sweep	3,278,942.03		
Agencies	5,131,901.97	8,410,844.00	
MoPac Construction Fund			
Regions Sweep	67,632,786.32	67,632,786.32	
2010-1 Sub Lien Projects Fund			
TexSTAR	792,775.43		
Regions Sweep	-	792,775.43	
2010 Senior Lien Construction Fund			
TexSTAR	1.19		
Regions Sweep	125,824.57	125,825.76	
2011 Sub Debt Project fund			
TexSTAR	4,170,563.43		
Agencies			
Regions Sweep	33,371,428.05	37,541,991.48	
2011 Sr Financial Assistance Fund			
Regions Sweep	7,859,832.38	7,859,832.38	
2011 Senior Lien Project Fund			
TexSTAR	119.66		
Regions Sweep	298,612.19		
Agencies		298,731.85	
		\$ 233,167,599.11	

CTRMA INVESTMENT REPORT

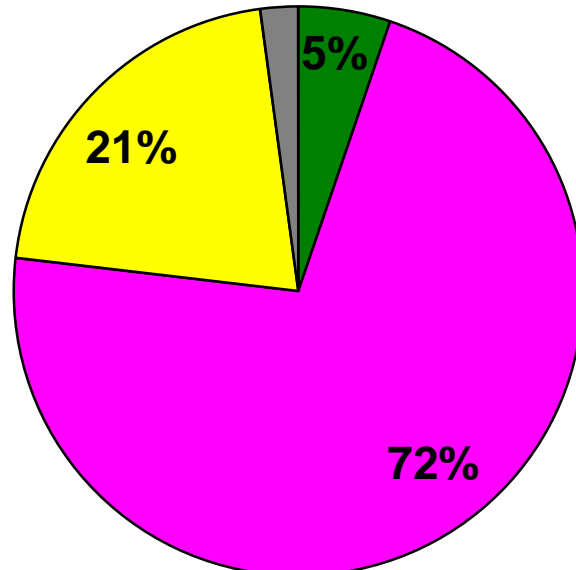
Month Ending 5/31/14							
Balance 5/1/2014	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 5/31/2014	Rate May 14	
Amount in Trustee TexStar							
2011 Sub Lien Construction Fund	4,170,466.79		96.64		4,170,563.43	0.032%	
2011 Senior Lien Construction Fund	119.66				119.66	0.032%	
2010 Senior Lien Construction Fund	1.19				1.19	0.032%	
2010-1 Sub Lien Projects	792,757.06		18.37		792,775.43	0.032%	
General Fund	53.78				53.78	0.032%	
Trustee Operating Fund	3,468,905.47	1,100,000.00	82.04	1,500,000.00	3,068,987.51	0.032%	
Renewal and Replacement	61,323.57	2,850,000.00	21.61		2,911,345.18	0.032%	
TxDOT Grant Fund	82,185.64		1.88		82,187.52	0.032%	
Revenue Fund	1.00				1.00	0.032%	
Senior Lien Debt Service Reserve Fund	589,968.06		13.67		589,981.73	0.032%	
	9,165,782.22	3,950,000.00		234.21	11,616,016.43		
Amount in TexStar Operating Fund							
	2,909,984.86	1,500,000.00		48.55	3,850,000.00	560,033.41	0.032%
Regions Sweep Money Market Fund							
Operating Fund	0.00	1,100,000.00		1,100,000.00	0.00	0.100%	
2010 Senior Lien Project Acct	125,814.23		10.34		125,824.57	0.100%	
2011 Sub Lien Project Acct	33,368,685.42		2,742.63		33,371,428.05	0.100%	
2011 Senior Lien Project Acct	3,539,096.43		359.98	3,240,844.22	298,612.19	0.100%	
2011 Sr Financial Assistance Fund	7,859,186.42		645.96		7,859,832.38	0.100%	
2010 Senior DSF	1,195,083.68	298,591.67	86.77		1,493,762.12	0.100%	
2011 Senior Lien Debt Service Acct	8,873,516.22	18,010.56	728.64		8,892,255.42	0.100%	
2011 Sub Debt Service Fund	2,362,519.86		194.18		2,362,714.04	0.100%	
2013 Senior Lien Debt Service Acct	3,591,920.63	897,412.50	260.81		4,489,593.94	0.100%	
2013 Subordinate Debt Service Acct	2,119,277.50	529,475.00	153.88		2,648,906.38	0.100%	
2011 Sr Cap I Fund	38,576.90		3.17		38,580.07	0.100%	
2011 Sub Debt CAP I	451.05		0.04		451.09	0.100%	
TxDOT Grant Fund	3,668,417.38		300.48		3,668,717.86	0.100%	
Renewal and Replacement	600,150.26		49.33		600,199.59	0.100%	
Revenue Fund	1,738,801.94	4,143,912.71	146.83	4,246,336.87	1,636,524.61	0.100%	
General Fund	10,553,506.44	1,731,711.78	3,730.17	185,323.08	12,103,625.31	0.100%	
2011 Sub Debt Service Reserve Fund	2,024,925.39		166.43		2,025,091.82	0.100%	
Senior Lien Debt Service Reserve Fund	14,504,071.22		1,192.12		14,505,263.34	0.100%	
2013 Sub Debt Service Reserve Fund	3,278,672.55		269.48		3,278,942.03	0.100%	
MoPac Managed Lane Construction Fund	70,616,912.07		5,856.73	2,989,982.48	67,632,786.32	0.100%	
	170,059,585.59	8,719,114.22	0.00	16,897.97	11,762,486.65	167,033,111.13	
Amount in Fed Agencies and Treasuries							
Amortized Principal	48,982,801.93		(24,363.79)		48,958,438.14		
Accrued Interest				39,380.00			
	48,982,801.93	0.00	(24,363.79)	0.00	48,958,438.14		
Certificates of Deposit							
	5,000,000.00				5,000,000.00		
Total in Pools	12,075,767.08	5,450,000.00	282.76	5,350,000.00	12,176,049.84		
Total in Money Market	170,059,585.59	8,719,114.22	16,897.97	11,762,486.65	167,033,111.13		
Total in Fed Agencies	48,982,801.93	0.00	(24,363.79)	0.00	48,958,438.14		
Total Invested	236,118,154.60	14,169,114.22	(24,363.79)	17,180.73	17,112,486.65	233,167,599.11	

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

William Chapman, CFO

Cindy Demers, Controller

Allocation of Funds



■ Total in Pools

■ Total in Money Market

■ Total in Fed Agencies

■ Total in CD's

Amount of investments As of May 31, 2014

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
	313378LX7	4,013,754.20	4,009,456.03	4,012,840.00	0.0267%	1/9/2014	4/30/2015	General
Federal Home Loan Bank	313378M57	1,004,065.22	1,002,869.57	1,004,120.00	0.0028%	1/9/2014	5/29/2015	General
Freddie Mac	3137EADD8	1,004,940.00	1,001,811.33	1,002,620.00	0.2290%	12/3/2012	4/17/2015	TxDOT Grant Fund
Northside ISD	66702RAG7	1,057,700.00	1,017,310.00	1,019,140.00	0.3580%	12/5/2012	2/15/2015	TxDOT Grant Fund
Federal Home Loan Bank	313371KG0	1,019,000.00	1,014,681.82	1,016,440.00	0.3912%	1/9/2014	10/28/2015	TxDOT Grant Fund
Fannie Mae	3135G0QB2	1,001,990.00	1,001,537.73	2,711,313.00	0.0381%	1/9/2014	10/22/2015	TxDOT Grant Fund
Fannie Mae	3135G0QB2	1,703,383.00	1,702,614.14		0.0381%	1/9/2014	10/22/2015	TxDOT Grant Fund
Fannie Mae	3135G0BY8	8,081,952.00	8,013,279.26	8,015,440.00	0.2150%	2/8/2013	8/28/2014	Senior DSRF
Federal Home Loan Bank	313371W51	12,217,422.00	12,063,414.75	12,071,280.00	0.2646%	2/8/2013	12/12/2014	Senior DSRF
Federal Home Loan Bank	3134G4T57	7,995,920.00	7,996,600.00	8,004,240.00	0.4750%	1/28/2014	1/28/2016	Senior DSRF
Fannie Mae	3135G0VA8	5,003,500.00	5,002,961.54	5,015,250.00	0.0468%	1/23/2014	3/1/3016	Senior DSRF
Federal Home Loan Bank	31398A3T7	5,164,996.34	5,131,901.97	5,142,251.38	0.3660%	1/9/2014	9/21/2015	2013 Sub DSRF
			48,958,438.14	49,014,934.38				

Agency	CUSIP #	COST	Cumulative Amortization	5/31/2014 Book Value	Maturity Value	Interest Income May 31, 2014		
						Accrued Interest	Amortization	Interest Earned
Federal Home Loan Bank	313378LX7	4,013,754.20	4,298.17	4,009,456.03	4,000,000.00	1,766.67	(859.64)	907.03
Federal Home Loan Bank	313378M57	1,004,065.22	1,195.65	1,002,869.57	1,000,000.00	570.00	(239.13)	330.87
Freddie Mac	3137EADD8	1,004,940.00	3,128.67	1,001,811.33	1,000,000.00	416.67	(164.67)	252.00
Northside ISD	66702RAG7	1,057,700.00	40,390.00	1,017,310.00	1,000,000.00	2,500.00	(1,923.33)	576.67
Federal Home Loan Bank	313371KG0	1,019,000.00	4,318.18	1,014,681.82	1,000,000.00	1,208.33	(863.64)	344.69
Fannie Mae	3135G0QB2	1,001,990.00	452.27	1,001,537.73	1,000,000.00	416.67	(90.45)	326.22
Fannie Mae	3135G0QB2	1,703,383.00	768.86	1,702,614.14	1,700,000.00	708.33	(153.77)	554.56
Fannie Mae	3135G0BY8	8,081,952.00	68,672.74	8,013,279.26	8,000,000.00	5,833.33	(4,426.42)	1,406.91
Federal Home Loan Bank	313371W51	12,217,422.00	154,007.25	12,063,414.75	12,000,000.00	12,500.00	(9,059.25)	3,440.75
Federal Home Loan Bank	3134G4T57	7,995,920.00	680.00	7,996,600.00	8,000,000.00	3,000.00	170.00	3,170.00
Fannie Mae	3135G0VA8	5,003,500.00	538.46	5,002,961.54	5,000,000.00	2,083.33	(134.62)	1,948.71
Federal Home Loan Bank	31398A3T7	5,164,996.34	33,094.37	5,131,901.97	5,026,000.00	8,376.67	(6,618.87)	1,757.80
		49,268,622.76	311,544.62	48,958,438.14	48,726,000.00	39,380.00	(24,363.79)	15,016.21

May 31, 2014

Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	May 31, 2014 Interest	FUND
Compass Bank	CD 02636	5,000,000	0.35%	2/5/2013	2/5/2015	\$ 1,458.33	2011 Sub DSRF
		<u>5,000,000</u>				<u>\$ 1,458.33</u>	

Travis County Escrow account

Balance 5/1/2014	Additions	Accrued Interest	Withdrawals	Balance 5/31/2014
\$ 1,294,735.67	\$ 15,005,220.76	\$ 106.42	\$ 557,023.70	\$ 15,743,039.15



Monthly Newsletter - May 2014

Performance

As of May 31, 2014

Current Invested Balance	\$5,188,136,060.86
Weighted Average Maturity (1)	51 Days
Weighted Average Maturity (2)	77 Days
Net Asset Value	1.000034
Total Number of Participants	786
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$347,133.83
Management Fee Collected	\$224,527.83
% of Portfolio Invested Beyond 1 Year	5.32%
Standard & Poor's Current Rating	AAAm

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

May Averages

Average Invested Balance	\$5,287,123,448.16
Average Monthly Yield, on a simple basis	0.0273%
Average Weighted Average Maturity (1)*	52 Days
Average Weighted Average Maturity (2)*	74 Days

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

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

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

New Participants

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

- ★ Harris County Improvement District No. 9 ★ McGregor Economic Development Corp.

Holiday Reminder

In observance of **Independence Day, TexSTAR will be closed on Friday, July 4, 2014.** All ACH transactions initiated on Thursday, July 3rd will settle on Monday, July 7th. 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

May was another positive month for fixed income markets, as Treasury yields continued to rally and spreads tightened. Global equity markets generally ended higher as well with the S&P 500 Index increasing 2.1%, marking its biggest monthly advance since February. Despite improving fundamentals in many sectors of the U.S. economy, Treasury yields declined during the month as the Federal Reserve remained committed to its accommodative policies. Demand for fixed income broadly remained very strong while, for most sectors, issuance was down from the same period last year. In Europe, the deflationary environment along with lackluster economic data heightened expectations that the ECB will take further action at its June meeting by cutting the official policy rate and instituting a negative deposit rate. As anticipation remained high for what measures the ECB might take, government bond yields continued to decline to hit record lows.

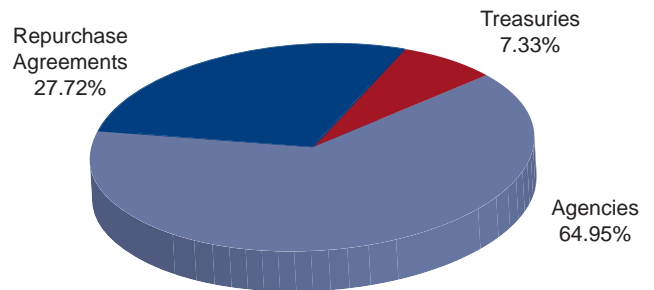
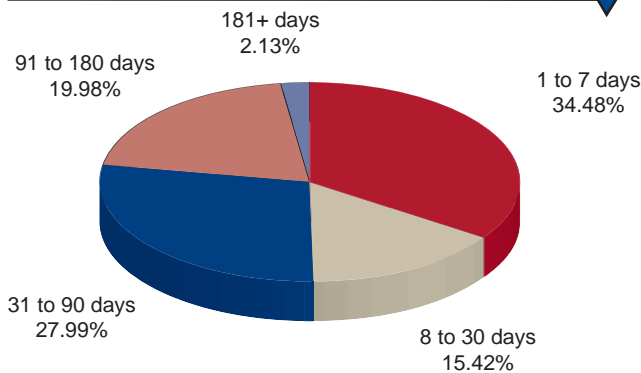
The global economy appears to be gaining some modest momentum, which is expected to carry through the remainder of the year. Some broadening of economic fundamentals is being seen and the U.S. is positioned to achieve more sustainable but modest growth in the second half of this year into 2015. It is expected that this will be sufficient to encourage an acceleration of business investment as excess capacity is gradually reduced. The housing market remains mired in both structural and cyclical headwinds that will prevent it from providing any material tailwind to growth. The predicted forecast of a 5% improvement in the residential component of GDP for 2014 is more reflective of organic demand rather than speculative investing and seems attainable given the uptick in housing activity and marginally less restrictive financing availability. Inflation should remain fairly muted, although it is expected to rise slowly as the output gap closes. Deflationary impulses are beginning to abate and trend inflation is starting to accelerate. The sustainability of price pressures will eventually become a function of wage growth, which should be gradual. While stronger increases in payrolls will create pockets of labor shortages, broad potential labor supply will keep wages from accelerating too quickly. In this environment, the Fed is expected to continue to reduce accommodation at a measured pace. Asset purchases are on a preset course to be tapered, with purchases concluding by the end of the year. Economic momentum and a gradual improvement in inflation should be sufficient for policy normalization to occur in 2015.

This information is an excerpt from an economic report dated May 2014 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

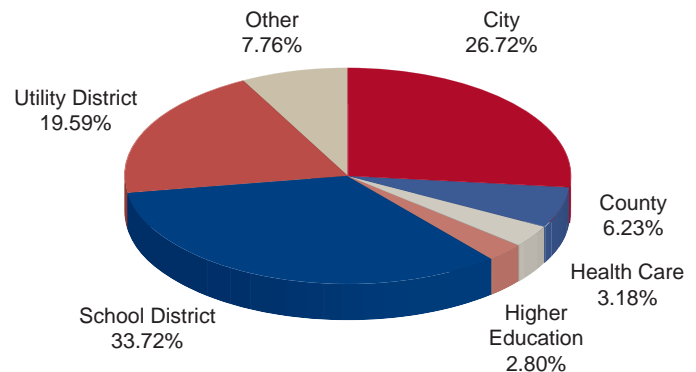
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of May 31, 2014



Portfolio by Maturity As of May 31, 2014



Distribution of Participants by Type As of May 31, 2014

Historical Program Information

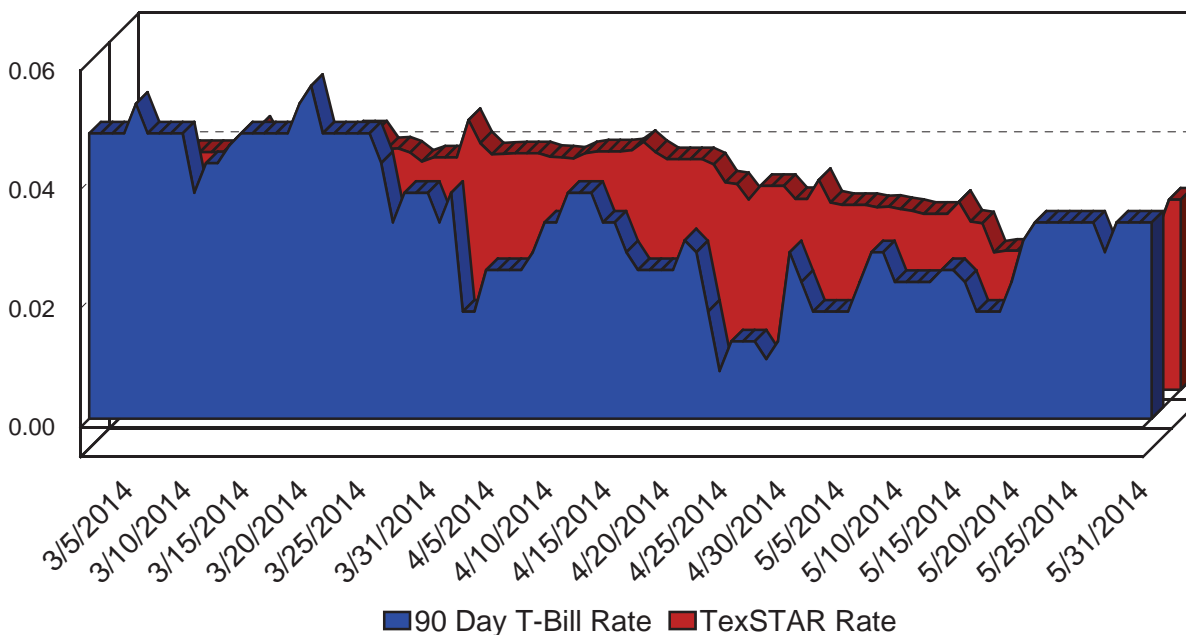
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
May 14	0.0273%	\$5,188,136,060.86	\$5,188,307,944.39	1.000034	52	74	786
Apr 14	0.0379%	5,297,751,521.64	5,298,035,810.85	1.000053	51	71	784
Mar 14	0.0400%	5,447,221,784.71	5,447,546,676.56	1.000059	51	66	784
Feb 14	0.0318%	5,890,162,246.46	5,890,513,830.50	1.000066	49	65	783
Jan 14	0.0303%	5,518,659,649.58	5,518,895,897.21	1.000048	49	64	781
Dec 13	0.0357%	4,749,571,555.83	4,749,808,699.35	1.000050	52	65	781
Nov 13	0.0405%	4,358,778,907.03	4,358,933,052.64	1.000035	52	63	781
Oct 13	0.0434%	4,549,543,382.92	4,549,816,768.31	1.000060	52	63	781
Sep 13	0.0390%	4,545,216,845.55	4,545,590,808.40	1.000082	52	64	781
Aug 13	0.0474%	4,682,919,318.35	4,683,351,916.02	1.000091	52	59	777
Jul 13	0.0487%	4,833,856,137.70	4,834,318,370.27	1.000095	52	56	776
Jun 13	0.0614%	5,173,585,142.53	5,173,948,421.52	1.000070	54	58	775

Portfolio Asset Summary as of May 31, 2014

	Book Value	Market Value
Uninvested Balance	\$ 473.97	\$ 473.97
Accrual of Interest Income	1,695,568.90	1,695,568.90
Interest and Management Fees Payable	(502,096.15)	(502,096.15)
Payable for Investment Purchased	(74,993,329.25)	(74,993,329.25)
Repurchase Agreement	1,458,577,000.00	1,458,577,000.00
Government Securities	3,803,358,443.39	3,803,530,326.92
Total	\$ 5,188,136,060.86	\$ 5,188,307,944.39

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for May 2014

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
5/1/2014	0.0315%	0.000000864	\$5,337,423,400.82	1.000053	53	74
5/2/2014	0.0311%	0.000000852	\$5,314,419,716.31	1.000052	51	72
5/3/2014	0.0311%	0.000000852	\$5,314,419,716.31	1.000052	51	72
5/4/2014	0.0311%	0.000000852	\$5,314,419,716.31	1.000052	51	72
5/5/2014	0.0307%	0.000000842	\$5,288,634,838.92	1.000046	51	72
5/6/2014	0.0308%	0.000000845	\$5,319,833,532.89	1.000046	53	74
5/7/2014	0.0304%	0.000000833	\$5,275,562,323.48	1.000051	53	74
5/8/2014	0.0301%	0.000000824	\$5,317,383,162.35	1.000051	52	73
5/9/2014	0.0296%	0.000000810	\$5,355,836,478.85	1.000047	51	72
5/10/2014	0.0296%	0.000000810	\$5,355,836,478.85	1.000047	50	71
5/11/2014	0.0296%	0.000000810	\$5,355,836,478.85	1.000047	50	70
5/12/2014	0.0316%	0.000000866	\$5,442,224,746.88	1.000042	50	69
5/13/2014	0.0283%	0.000000774	\$5,472,206,558.92	1.000038	53	72
5/14/2014	0.0280%	0.000000767	\$5,442,451,894.78	1.000041	54	74
5/15/2014	0.0231%	0.000000634	\$5,326,776,075.45	1.000048	55	75
5/16/2014	0.0234%	0.000000640	\$5,272,082,829.61	1.000046	54	74
5/17/2014	0.0234%	0.000000640	\$5,272,082,829.61	1.000046	54	74
5/18/2014	0.0234%	0.000000640	\$5,272,082,829.61	1.000046	54	74
5/19/2014	0.0234%	0.000000642	\$5,256,723,140.16	1.000041	53	73
5/20/2014	0.0236%	0.000000647	\$5,204,419,121.74	1.000049	53	76
5/21/2014	0.0237%	0.000000648	\$5,184,424,714.23	1.000033	54	77
5/22/2014	0.0234%	0.000000640	\$5,250,937,794.29	1.000037	53	75
5/23/2014	0.0241%	0.000000660	\$5,251,214,716.94	1.000035	50	73
5/24/2014	0.0241%	0.000000660	\$5,251,214,716.94	1.000035	50	73
5/25/2014	0.0241%	0.000000660	\$5,251,214,716.94	1.000035	50	73
5/26/2014	0.0241%	0.000000660	\$5,251,214,716.94	1.000035	50	73
5/27/2014	0.0240%	0.000000657	\$5,207,870,281.97	1.000037	52	73
5/28/2014	0.0242%	0.000000664	\$5,186,816,863.53	1.000040	53	75
5/29/2014	0.0266%	0.000000730	\$5,178,990,378.81	1.000038	53	79
5/30/2014	0.0320%	0.000000876	\$5,188,136,060.86	1.000034	51	77
5/31/2014	0.0320%	0.000000876	\$5,188,136,060.86	1.000034	51	77
Average	0.0273%	0.000000748	\$5,287,123,448.16		52	74

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>Kenneth Huewitt</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>Eric Cannon</i>	<i>Town of Addison</i>	<i>Advisory Board</i>
<i>Nicole Conley</i>	<i>Austin ISD</i>	<i>Advisory Board</i>
<i>Pamela Moon</i>	<i>City of Lubbock</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Oscar Cardenas</i>	<i>Northside ISD</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>Plano ISD</i>	<i>Advisory Board</i>
<i>Becky Brooks</i>	<i>Government Resource Associates, LLC</i>	<i>Advisory Board</i>

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



J.P.Morgan
Asset Management