

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

RESOLUTION NO. 13-001

**APPROVING AN INTERLOCAL AGREEMENT WITH THE
NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY TO PROVIDE TOLL
TRANSACTION PROCESSING AND TOLL COLLECTION SERVICES BY AND
THROUGH THE MOBILITY AUTHORITY.**

WHEREAS, Chapter 791 of the Texas Government Code and Section 370.033 of the Transportation Code authorize a regional mobility authority to enter into an agreement with a governmental entity for the performance of governmental functions and services, including administrative functions; and

WHEREAS, the North East Texas Regional Mobility Authority ("NET RMA") has requested the Mobility Authority and its contractors to provide toll transaction processing and toll collection services for the NET RMA Loop 49 Toll Project, in accordance with the terms and conditions of a proposed agreement attached as Exhibit 1; and


WHEREAS, the Executive Director recommends approval of the proposed agreement.

NOW THEREFORE BE IT RESOLVED that the proposed interlocal agreement with the North East Texas Regional Mobility Authority is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute the proposed interlocal agreement on behalf of the Mobility Authority, in the form or substantially the same form as Exhibit 1.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 13-001
Date Passed 01/30/13

Exhibit 1

**Interlocal Agreement with
the North East Texas Regional Mobility Authority**

[shown on the following 9 pages]

INTERLOCAL AGREEMENT

THIS INTERLOCAL AGREEMENT (the “Agreement”) is made and entered into effective as of the ___ day of _____, 2013, by and between the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (“CTRMA”) and the NORTH EAST TEXAS REGIONAL MOBILITY AUTHORITY (“NET RMA”), political subdivisions of the State of Texas (collectively, the “Parties”).

WITNESSETH:

WHEREAS, the CTRMA is a regional mobility authority created pursuant to the request of Travis and Williamson Counties and operating pursuant to Chapter 370 of the Texas Transportation Code (the “RMA Act”) and 43 TEX. ADMIN. CODE §§ 26.1 *et seq.* (the “RMA Rules”); and

WHEREAS, the NET RMA is a regional mobility authority created pursuant to the request of Gregg and Smith Counties and operating pursuant to Chapter 370 of the RMA Act and Sections 26.1 *et seq.* of the RMA Rules; and

WHEREAS, subsequent to the initial formation of the NET RMA the Counties of Cherokee, Rusk, Harrison, Upshur, Bowie, Cass, Panola, Titus, Van Zandt, and Wood joined the Authority and are represented on the Board of Directors of the NET RMA; and

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

WHEREAS, Section 370.033 of the RMA Act provides that a regional mobility authority may enter into contracts or agreements with another governmental entity; and

WHEREAS, the NET RMA is in need of toll transaction processing and toll collection services (including “pay-by-mail” processing, violations processing and debt collection services) related to the Loop 49 Toll Project; and

WHEREAS, the CTRMA previously entered into an Agreement for Violation Processing and Debt Collection Services with Gila Corporation, d/b/a Municipal Services Bureau (“MSB”) for the provision of violation processing, collection management, and court process support services (the “MSB Contract”); and

WHEREAS, the CTRMA, independently and by and through its consultants, has the expertise required to provide toll image processing, violations processing and debt collection services in connection with toll projects; and

WHEREAS, the CTRMA is a party to the Statewide Interoperability of Toll Collection Systems Agreement (the “Interoperability Agreement”), through which toll transactions on various tolled facilities throughout the state are processed and credited to the operator of the facility on which the transaction occurred; and

WHEREAS, the Parties have agreed that it would be to their mutual benefit for the CTRMA to provide needed toll collection processing services to the NET RMA through its expertise and resources, including those available through the MSB Contract and the Interoperability Agreement.

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

**I.
FINDINGS**

Recitals. The recitals set forth above are incorporated herein for all purposes and are found by the Parties to be true and correct. It is further found and determined that the Parties have authorized and approved the Agreement by resolution or order adopted by their respective governing bodies, and that this Agreement will be in full force and effect when approved by each party.

**II.
ACTIONS**

1. Provision of Services. Subject to the terms of this Agreement, the NET RMA shall utilize the resources of the CTRMA and/or its consultants, including the resources and services provided under the MSB Contract and the Interoperability Agreement, in connection with the provision of toll transaction processing, toll collection, violation processing, collection management, and court support services on NET RMA toll projects. The general Scope of Work (the “Services”) to be provided by the CTRMA is set forth in Attachment “A”. In the event that NET RMA becomes a direct party to the Interoperability Agreement the parties agree to amend this Agreement as necessary to accommodate such change.

2. Cost of Services and Payment. The cost of services and payments are governed by underlying agreements between CTRMA and its consultants and the Interoperability Agreement. In accordance with the underlying agreements and established processes, and in accordance with a schedule to be mutually agreed upon by the parties, the CTRMA, by and through its consultants, shall submit to the NET RMA a summary of toll related fees and costs charged and collected in providing the Services under this Agreement and shall also present a reconciliation of the related transactions, invoices and accounts.

The current applicable fees for service are provided in the Rate Schedule set forth in Attachment “B”. The CTRMA agrees to pay, or cause to be paid, any funds collected by the CTRMA on behalf of the NET RMA within 45 days of receiving those funds. The current Schedule for collection of toll related funds is provided in the CTRMA Toll Funds Collection Schedule set forth in Attachment “C”. The CTRMA may deduct applicable processing fees prior to transferring toll related funds to the NET RMA, resulting in a net invoice or payment to the NET RMA. The funds due and fees deducted shall be clearly shown on the associated summary document.

Payments due to either party under this Agreement shall be made to:

Central Texas Regional Mobility Authority
301 Congress Avenue, Suite 650
Austin, TX 78701
Attn: Chief Financial Officer

North East Texas Regional Mobility Authority
909 ESE Loop 323 Suite 360
Tyler, Texas 75701
Attn: Project Director

3. Performance Measures. The toll collection processing services being provided pursuant to this Agreement are an extension of the services being provided to the CTRMA under the MSB Contract. As such, CTRMA shall ensure, through its agreement with MSB and other of its subcontractors, that the same performance measures are established and maintained for toll collection processing services on the Loop 49 Toll Project as are applicable to CTRMA facilities. CTRMA shall enforce such measures and standards on NET RMA's behalf, and CTRMA shall not agree to modify performance measures without the prior written consent of NET RMA.

III. GENERAL AND MISCELLANEOUS

1. Term and Termination. Subject to the following, this Agreement shall be effective as of the date first written above and shall continue in force and effect until June 30, 2015. The term of the Agreement may be extended by written agreement of the Parties. Notwithstanding the foregoing:

- a. if the MSB Contract is terminated pursuant to Article 3 of that agreement, this Agreement shall terminate on the same day that the MSB Contract terminates, provided that 1) the CTRMA shall give the NET RMA written notice of the termination within ten (10) days of providing notice to or receiving notice from MSB in accordance with Article 3 of the MSB Contract; and 2) in the event that the CTRMA enters into a contract for toll transaction processing services with another provider upon termination of the MSB Contract, the CTRMA shall use its best efforts to continue to provide the Services to the NET RMA pursuant to the terms of this Agreement under the contract between the CTRMA and its new provider of toll collection processing services;
- b. either party may terminate this Agreement in the event of a material breach of its terms, which may include, but is not limited to, failure to make timely payments of amounts owed and failure of the toll collection processing services to be provided in accordance with this Agreement, provided that the party seeking to terminate the Agreement has provided written notice to the other of the alleged default and the default has not been cured within thirty (30) days of receipt of such notice; and

c. the parties may mutually agree to terminate this Agreement.

2. Prior Written Agreements. This Agreement is without regard to any and all prior written contracts or agreements between the Parties regarding any other subject matter and does not modify, amend, ratify, confirm, or renew any such other prior contract or agreement between the Parties.

3. Other Services. Nothing in this Agreement shall be deemed to create, by implication or otherwise, any duty or responsibility of either of the Parties to undertake or not to undertake any other service, or to provide or not to provide any service, except as specifically set forth in this Agreement or in a separate written instrument executed by both Parties.

4. Governmental Immunity. Nothing in this Agreement shall be deemed to waive, modify, or amend any legal defense available at law or in equity to either of the Parties nor to create any legal rights or claims on behalf of any third party. Neither of the Parties waives, modifies, or alters to any extent whatsoever the availability of the defense of governmental immunity under the laws of the State of Texas and of the United States.

5. Amendments and Modifications. This Agreement may not be amended or modified except in writing and executed by both Parties to this Agreement and authorized by their respective governing bodies.

6. Severability. If any provision of this Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof, but rather this entire Agreement will be construed as if not containing the particular invalid or unenforceable provision(s), and the rights and obligations of the Parties shall be construed and enforced in accordance therewith. The Parties acknowledge that if any provision of this Agreement is determined to be invalid or unenforceable, it is their desire and intention that such provision be reformed and construed in such a manner that it will, to the maximum extent practicable, give effect to the intent of this Agreement and be deemed to be validated and enforceable.

7. Execution in Counterparts. This Agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall be considered fully executed as of the date first written above, when both Parties have executed an identical counterpart, notwithstanding that all signatures may not appear on the same counterpart.

IN WITNESS WHEREOF, the Parties have executed and attested this Agreement by their officers thereunto duly authorized.

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____
Mike Heiligenstein,
Executive Director

**NORTH EAST TEXAS
REGIONAL MOBILITY AUTHORITY**

By: _____
Everett Owen, P.E.
Project Director

ATTACHMENT “A”

SCOPE OF SERVICES

The CTRMA shall provide toll transaction processing, image processing, Pay-by-Mail invoicing, violation processing services, and court support services for the purpose of collecting toll-related funds on behalf of the NET RMA. The Scope of Services may include, but not be limited to, the following tasks on behalf of the NET RMA:

1. The CTRMA shall collect and distribute to the NET RMA toll funds collected on behalf of the NET RMA.
2. The CTRMA shall provide assistance to the NET RMA in properly reconciling the payments from CTRMA to NET RMA and, if applicable, payments from CTRMA’s Consultants to the NET RMA.
3. The CTRMA shall process all transactional and image data from specified in-lane toll collection systems for the Loop 49 Toll Project.
4. The CTRMA shall process transactional and image-based data in accordance with the agreed to business rules, policies, and procedures.
5. The CTRMA shall submit transponder-based and applicable image-based transactions to the Texas Statewide Interoperable Hub, in accordance with the approved Texas statewide interoperable business rules and interface control documents.
6. To facilitate the processing of NET RMA transactions, the CTRMA shall submit any required changes to the Statewide Interoperability Committee per Attachment A - Section 2 of the Texas Statewide Interoperability of Toll Collection Systems Agreement.
7. The CTRMA shall make an effort to include the NET RMA in the review of toll transaction processing agreements that affect the processing of NET RMA transactions or may result in a change to the toll transaction fee structure or performance measures.
8. Either directly or through access to consultant-provided systems and reports, the CTRMA shall make all reasonable efforts to provide to the NET RMA the same access to information and reports that the CTRMA requires to audit, reconcile, or resolve customer service or financial related matters.
9. CTRMA shall make all reasonable efforts to provide to the NET RMA the same ownership of toll transaction related information that the CTRMA is afforded through their consultant agreements.
10. CTRMA shall assist with the migration of all NET RMA toll transaction information to a NET RMA Central Repository System (Host) in the event that the NET RMA elects to operate independently of CTRMA at some point in the future.

ATTACHMENT “B”

RATE SCHEDULE

In accordance with the provisions of Appendix “B” of the Agreement between the CTRMA and the MSB for Violation Processing and Debt Collection Services, the Texas Statewide Interoperability of Toll Collection Systems Agreement, and in accordance with the CTRMA’s response to NET RMA’s Request for Information Regarding Toll System Implementation and Support for the Loop 49 Toll Project, the amount CTRMA is to receive for each NET RMA transponder-based and image-based process item is as follows:

Process Item	Fees due to the CTRMA (or their consultants and partners) from NET RMA for each process item	Funds due to the NET RMA from CTRMA (or directly from their consultants) for each process item
*Transactions submitted to the Statewide Interop Hub and paid by the away agency	8% of the toll amount	92% of the toll amount
* Pay-by-Mail invoice processing and mailing	12% of the Pay-by-Mail total toll amount plus a \$1.00 handling fee for each mailing	88% of the Pay-by-Mail total toll amount
*First violation notice processing and mailing	\$10	\$5
*Second violation notice processing and mailing	\$10	\$5
*Final Collection Notice processing and mailing	\$20	\$10
Court Packet development and mailing	\$25	n/a
License plate image review per transaction	\$.095	n/a
** Marketing related processing and mailings	Processing and mailing cost, plus no more than 15%	n/a

*For these items, no fees or funds are due unless the associated toll and/or fees are collected from the customer or violator.

** During the initial tolling operations for the Loop 49 Toll Project, the CTRMA and their consultants may be asked to process license plate images and send marketing related material to the vehicles registered owner.

The rates paid to the CTRMA have no influence on the toll amount or administrative fees that the NET RMA may charge its transponder-based customers, image-based customers, and violators.

CTRMA has agreed to charge the NET RMA, without adjustment, the fees incurred by CTRMA for processing of a NET RMA transaction and images in accordance with the provisions of the above-mentioned agreements. These rates, while currently in effect, are subject to periodic review and adjustment by mutual agreement of CTRMA, NET RMA, and MSB.

ATTACHMENT “C”

CTRMA TOLL FUNDS COLLECTION SCHEDULE

Currently, the CTRMA collects toll related revenue per the schedule below. Unless an agreement is made for direct payment, NET RMA funds will be collected by the CTRMA on the same schedule.

1. Funds are transferred to the CTRMA on a monthly basis from agencies that are a party to the Texas Statewide Interoperability of Toll Collection Systems Agreement.
2. Funds are transferred to the CTRMA on a weekly basis from the Municipal Services Bureau. Generally, the funds transferred are for payments received the previous week.

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

RESOLUTION NO. 13-002

**AUTHORIZING PROCUREMENT OF LANDSCAPE MAINTENANCE
SERVICES FOR MOBILITY AUTHORITY ROAD CORRIDORS.**

WHEREAS, the existing contract to provide landscape maintenance services for Mobility Authority road corridors expires on April 30, 2013; and

WHEREAS, to continue the maintenance of landscape in its road corridors, the Mobility Authority needs to procure a new contract for landscape maintenance services; and

WHEREAS, the Executive Director recommends that the Mobility Authority procure a contract to provide landscape maintenance services for Mobility Authority road corridors, in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code.

NOW THEREFORE, BE IT RESOLVED that the Executive Director is authorized and directed to procure a contract for landscape maintenance services for Mobility Authority road corridors in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

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 13-002
Date Passed 01/30/13

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

RESOLUTION NO. 13-003

**APPROVING A NEW WORK AUTHORIZATION WITH HNTB CORPORATION
FOR GENERAL ENGINEERING CONSULTANT SERVICES RELATED TO
THE 183 NORTH EXPRESS LANES PROJECT.**

WHEREAS, by Resolution No. 12-036, enacted May 30, 2012, the Board of Directors authorized the Executive Director to negotiate and execute a financial assistance agreement with the Texas Department of Transportation for funding related to environmental assessment and mitigation work and schematic development of a project to construct express lanes on US 183 from Loop 1 south of Steck Avenue to north of Anderson Mill Road (the "183 North Express Lanes Project" or "Project"), which agreement was executed on July 27, 2012; and

WHEREAS, HNTB Corporation ("HNTB") serves as a general engineering consultant to the Mobility Authority under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the "GEC Agreement"); and

WHEREAS, the Executive Director and HNTB have discussed and agreed to a proposed work authorization for general engineering consultant services related to the Project, attached as Exhibit 1; and

WHEREAS, the Executive Director recommends approval of the proposed work authorization.

NOW, THEREFORE, BE IT RESOLVED that the proposed work authorization for the 183 North Express Lanes Project is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute the proposed work authorization on behalf of the Mobility Authority, in the form or substantially the same form as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-003
Date Passed: 01/30/13

ATTACHMENT "A" TO RESOLUTION 13-003

PROPOSED WORK AUTHORIZATION WITH HNTB CORPORATION

[on the following 12 pages]

APPENDIX D

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 14

This Work Authorization is made as of this __ day of _____, 2013, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of December 23rd, 2009 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and **HNTB Corporation** ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

US 183 North - Project Development, Environmental Oversight

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Scope of Work

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

N/A

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Please reference Attachment A – Scope of Work

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Unless amended otherwise by mutual agreement between Authority and GEC, the Services defined herein shall expire on December 31, 2014, or when all tasks associated with the Scope of Services are complete as defined by the Authority. If the Services defined herein are not complete by December 31, 2014, the Work Authorization will need to be amended to extend the schedule; otherwise, all services will cease.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed **\$2,550,098** based on a Cost Plus fee listed in Attachment B – Fee Estimate. Compensation shall be in accordance with the Agreement.

The Authority and the GEC agree that the budget amounts contained in Attachment B-Fee Estimate for the GEC are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration of this Work Authorization. The GEC may

the Services actually rendered within the total Work Authorization amount. The GEC shall not exceed the maximum amount payable without prior written permission by the Authority.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

N/A

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

Except to the extent expressly modified herein, all terms and conditions of the Agreement shall continue in full force and effect.

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

GEC:

HNTB Corporation

By: _____

Name: Mike Heiligenstein

Title: Executive Director

Date: _____

By: _____

Name: Richard L. Ridings, P.E.

Title: Vice President

Date: _____

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**ATTACHMENT A – SCOPE OF SERVICES****WORK AUTHORIZATION NO. 14****SERVICES TO BE PROVIDED BY the GENERAL ENGINEERING CONSULTANT
(GEC)****General**

The services to be performed by GEC will include, but not be limited to, professional services and deliverables for various tasks related to the study and development of the US 183 North Project, "the Project". The limits of the services are from RM620 south to MoPac. Because the GEC has no control over the cost of labor, materials, or equipment furnished by others, or over the resources provided by others to meet project schedules, the GEC's opinion of probable costs shall be made on the basis of experience and qualifications as a practitioner of its profession. GEC does not guarantee that proposals, bids, or actual project costs will not vary from GEC's construction cost estimates and/or GEC's projected schedules. No review, coordination or monitoring services by GEC under this Agreement relieve other project participants of their contractual obligations to the Authority or any other party.

In performing its services, GEC shall have the right to rely on materials, information and data provided by other parties. In addition, GEC's services hereunder shall not relieve any other project participant of their contractual duties and obligations to the Authority.

1.0 PROJECT MANAGEMENT & ADMINISTRATION

The GEC will perform internal project management, administrative and coordination duties, including contract administration, reporting, meeting minutes of required meetings, and other related administrative tasks (e.g., direct costs) associated with the GEC's services for the Project, including:

1.1. Contract Administration

Assist the Authority in Preparation of contracts, as required, between the GEC and the Authority, GEC and subconsultants, and the Authority and its subconsultants. Provide assistance to the Authority related to Board approval of contracts. Coordinate the GEC's subconsultant(s) activities, review all work products prepared by GEC's subconsultant(s), review and approve GEC's subconsultant(s) progress reports and invoices.

1.2. Progress Status Reports

Comprehensive Project Progress Status Update Reports will be prepared, as requested by the Authority, and may include but not limited to activities completed, initiated or ongoing, during the reporting period. This includes Project Quarterly Reports and presentations, and preparation and support for Project updates for distribution to stakeholders and the Board of Directors.

1.3. Record Keeping and File Management

GEC shall maintain its internal files and records related to the project throughout the duration of GEC Services.

1.4. Correspondence

Prepare written materials, letters, survey forms, etc. used to solicit information or collect data for the project and submit them to the Authority for review and approval prior to its use or distribution. Copies of relevant outgoing correspondence and incoming correspondence will be provided to the Authority on a continuing basis.

1.5. Schedule Preparation and Update

Prepare a detailed, graphic Master Schedule linking work authorization tasks, subtasks, critical dates, milestones, deliverables, and the Authority/Texas Department of Transportation (TxDOT)/ Federal Highway Administration (FHWA) scheduled review requirements. The project schedule will be in a format that depicts the order and interdependence of the various tasks, subtasks, milestones and deliverables for each of the tasks identified therein. Progress will be reviewed periodically, and should these reviews indicate a substantial change in progress, a schedule recovery strategy will be developed collectively with the comprehensive Project team and the schedule will be revised accordingly. Implementation of the recovery schedule may be subject to others (TxDOT).

1.6. Project Reporting/Dashboard Update

Prepare and submit updated project information, including schedule and budget, for the Authority's dashboard on a monthly basis; provide QC review of revised information on website. Assist with the Preparation and, if necessary, submit all documentation related to TxDOT's Local Government Project Procedures and.

2.0 PROJECT DEVELOPMENT

This scope of services includes professional services and deliverables in support of the Authority's development of the Project.

2.1. Project Development Support

The GEC will provide support to the Authority as required during the Project Development process. Anticipated efforts will include:

- 2.1.1. Loan and/or Grant Applications: Assist the Authority in the development of loan and/or grant applications for the project as required. This will include various elements of the loan and/or grant form and associated documentation for the Authority's review and approval; it will also include participation in the coordination efforts with State and/or Federal agencies as requested by the Authority. (One Application Anticipated)
- 2.1.2. Engineering and Technical Support: Provide various engineering and technical tasks as requested by the Authority including but not limited to: general

engineering assistance, general technology assistance, environmental assistance, reports, research, presentations, and meetings.

- 2.1.3. Traffic Modeling: Conduct a peer review of the CORSIM and/or VISSIM Traffic Models and provide summary of review comments. Assist with coordination between consultants.
- 2.1.4. TxDOT, Capital Metro, and FHWA Coordination: Provide appropriate staff as part of coordination efforts between the Authority and TxDOT, Capital Metro, and FHWA. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.5. Traffic and Revenue (T&R) Consultant Coordination: Provide coordination and support to the Authority's T&R Consultant, as directed by the Authority. Conduct peer review and provide summary of review comments.
- 2.1.6. Project Development Agreement (PDA): Assist in the development of the PDA, generation of PDA exhibits, review of PDA drafts, and TxDOT coordination support, as directed by the Authority.
- 2.1.7. CAMPO Coordination: Provide appropriate staff as part of coordination efforts between the Authority and CAMPO. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.8. Provide DBE Outreach as requested by the Authority.
- 2.1.9. Utility and Right-of-Way Support: Support the Authority in its efforts to coordinate future utility relocations and right-of-way acquisitions if needed.

2.2. Financial Planning Support

2.2.1. Project Cost Estimate Updates

GEC will provide opinion of probable total project cost estimate updates for the project. GEC will prepare an estimate of probable construction costs which will include quantity/cost estimates for major components of work such as; roadway paving, roadway earthwork, roadway drainage, bridge structures, retaining walls, other structures, signing and marking, lighting, and signalization. The estimate of probable construction costs will be used to estimate total project costs that will also include program management and oversight, preliminary engineering, final engineering, right-of-way (ROW) acquisition, environmental compliance/mitigation, construction, toll collection systems utility relocation and construction engineering and inspection (CEI), legal, public involvement, and financing costs.

Provide updates to preliminary costs estimate, schedule, financial feasibility analysis necessitated by the on-going project scoping/sizing process.

Incorporate the use of risk-based cost estimating as requested by the Authority.

2.2.2. Operation, Maintenance, and Renewal & Replacement Estimate Updates

- Develop and/or update GEC's opinion of probable operations cost estimates using either a Sketch Level approach (i.e., an assumed per

transaction cost based on average operations costs of similar toll systems) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the toll operations, enforcement and incident management and applying anticipated unit prices to same to develop an opening year cost estimate which can be escalated over time).

- Develop and/or update GEC's opinion of probable annual/routine maintenance cost estimates using either a Sketch Level approach (i.e., an estimated per centerline mile cost based on the facility type which considers the number of lanes, pavement material, and location) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the maintenance efforts and applying anticipated unit prices to same to develop an opening year cost that can be escalated over time).
- Develop and/or update GEC's opinion of probable renewal & replacement budget cost estimates (non-routine maintenance estimates) using either a Sketch Level approach (i.e., an estimated per mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (i.e., includes the identification of a long-term, periodic maintenance/replacement schedule, estimation of quantities for the associated elements, and inflated prices of same to assess the overall cost requirements of the system in the target years).

2.2.3. Toll Feasibility Analysis Updates

GEC will assist the Authority in updating toll feasibility analyses which includes the incorporation of traffic and revenue forecast updates (by others); operations, maintenance, and renewal & replacement estimates; and total project cost estimates to determine the financial feasibility of the project.

2.2.4. Financial Advisor Support/Financial Plan Development

GEC will provide support as requested by the Authority to assist in the financial programming of their system. This will include the development of cash flow analyses which contemplate implementation costs and schedules. GEC will also assist in the identification of priorities for the Project. The tasks will include:

- Assess third party related costs for utility adjustments/relocations.
- If necessary, assist with a system financing plan which may include additional Authority Projects and may require the update and revision of the respective operations and maintenance costs, traffic and revenue studies, and renewal and replacement cost estimates.
- Develop a Funding Contingency Plan should funding for the project as a whole not be provided and determine the impact of various design approaches on estimated project costs and project design life. GEC will:
 - Develop a list of "reasonable" design options for consideration such as project length reductions, ramp reductions, and pavement structure modifications, etc.
 - Meet with the Authority regarding design option concurrence prior to

additional analysis.

- Analyze and document the financial implications of the various design options considered and include such things as project cost, schedule impact, local economic impact, length of useful life, operations and maintenance, and impact on financing options.

2.3. Toll Systems Support

The GEC will update the guidelines for the toll collection system for the Project, if required. The toll system will utilize an Electronic Toll Collection (ETC) System (cashless). The GEC will prepare toll facilities guidelines sufficient for the final design consultant to prepare the final design, if required. Input from the Authority will be included regarding the design concept(s). Toll Systems/Facilities Guidelines will include:

- Locate toll systems / facilities on Schematic Design plans.
- Include toll system elements in the Schematic Design:
 - Plan view (Structural, Equipment Enclosures, Large Signs, Striping)
 - Elevations
 - General Sections
- Analysis of:
 - Toll Operations
 - Mechanical and Electrical Operations
 - Provisions for local utilities services
 - Facilities for surveillance, communication and control
 - Conceptual ITS interface and infrastructure
- Layouts for toll gantries
- Outline Specifications
- Opinion of Probable Construction Cost

2.4. Conceptual Operations Plan

Update the existing MoPac Operations Plan to include the Project. The operations plan is intended to establish the basic framework for operations of the facility; including a basic definition of systems architecture for ITS and toll collection, incident management, safety and enforcement, and maintenance. The plan will include the roles and responsibilities of the various agencies. This living document will identify program goals and specific project operational requirements, infrastructure, personnel, operations and maintenance support efforts, and resource requirements.

This task may include coordination with TxDOT, the City of Austin, the City of Cedar Park, Travis County, Williamson County, TTI, the Authority's Toll Systems Integrator, and the Authority's Toll System Consultant. The Conceptual Operations Plan will include the following specific tasks, as necessary:

2.4.1. Operations Plan Development

Based, in part, on the findings of industry research and the development of “Best Practices” for the operation of toll projects, prepare a preliminary Conceptual Operations Plan which presents the concept for operation of the proposed Project to include:

- Definition of the Operations Concept
- Description of the toll facility
- Description of the Systems Architecture, including
 - Toll Collection System components
 - Communications Infrastructure
 - ITS System and Interface
- Incident Management
- Enforcement
- Facility Maintenance

2.4.2. Interagency Coordination

Assist the Authority in any necessary interagency coordination related to the operations of the Project.

3.0 ENVIRONMENTAL SERVICES

3.1. Consultant Procurement

GEC will prepare the deliverables required to complete the procurement of an Environmental Consultant to provide Professional Services (environmental and preliminary engineering) for the environmental clearance and preliminary design of the project in accordance with TxDOT’s Local Government Project Procedures.

Services include those required to assist the Authority in: the preparation of a Request for Qualifications (RFQ); the issuance of the RFQ; and the receipt and assessment of submitted responses (anticipate one (1) solicitation).

- Working jointly with the Authority, the GEC will develop a RFQ for the Project, post the RFQ as required by the Authority, and provide responses to questions/modifications as may be required during the process.
- The GEC will support the development of evaluation criteria for the RFQ and evaluate the measurable qualifications of each component utilizing the evaluation procedures and formulae. Provide summaries of strengths and weaknesses of all respondents for each component. Participate in meetings with the Authority staff to discuss evaluations of Responses.
- Assist and support the Authority in the development of the short-list of consultant teams.

- Assist in the preparation of questions to be asked by the Authority at the interviews of short-listed consultant teams. Assist the Authority in planning and managing the interviews. Assist the Authority in answering technical questions at the interviews.
- Participate with the Authority in discussions and reviews of the respondents' comments and answers to the Authority questions after interviews. Prepare final written synopses of those responses in a style and format suitable for review and evaluation by the Selection Committee.
- Assist the Authority staff in preparing for and presenting the recommendations of the Committee to the Authority Board of Directors (the "Board"). Prepare and organize all documents, exhibits, and visual aids required for the comprehension of the presentation by the Board.
- Assist the Authority in preparation of a contract between the Consultant and the Authority; including Scope of Services and Fee Negotiations.

3.2. Environmental Program Oversight

3.2.1. Agency Coordination

Support the Authority in coordination activities with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA, as required; including meeting preparation, public outreach support and attendance at public meetings, hearings, and associated workshops or preparation meetings.

- Monitor the schedule and provide updates to the Authority on a monthly basis.
- Prepare for and attend technical working group meetings and TxDOT meetings

3.2.2. Document Review

- Review draft and final Environmental Documents and provide written comments on such documents.
- Reviews shall be for general conformance to the applicable requirements of TxDOT, Capital Metro, and FHWA, if required. Sources of materials will include data received from TxDOT and other federal, state and local governmental and quasi-governmental agencies and field investigations.

3.2.3. Schematic Design Review

GEC will provide high level review, for general conformance with the design criteria and overall project goals, of the draft and the final schematic design prepared by the Environmental Consultant as well as a high level constructability review. Written comments will be provided for each review. GEC will also coordinate with the Environmental Consultant during the schematic design.

3.3 Evaluation of Park & Ride Locations

The GEC will evaluate the Project Corridor for potential Park & Ride locations. This effort will include Agency and stakeholder coordination. Support the Authority in its efforts to incorporate safe and feasible pedestrian and bicycling connectivity into the Project.

4.0 PUBLIC INVOLVEMENT SERVICES

4.1. Oversight of Environmental-related Public Involvement

Support the Authority in coordination activities with the Environmental Consultant, as required; including:

- material preparation;
- preparation, coordination, participation, and/or attendance at stakeholder meetings, open houses, public meetings and hearings, and noise workshops
- review of public outreach support materials; and
- review of public outreach documentation and reports.
- review and provide response support to public inquiries.

4.2. Enhanced Public Involvement Activities

Support the Authority in comprehensive services in planning, scheduling, developing, conducting, and documenting enhanced public involvement activities, as required; including:

- “Informed Consent”-driven Open Houses
- Elected Official Outreach
- Stakeholder Outreach and Facilitation
- Website Support
- E-Newsletters

Support the Authority in preparation of media outreach/media briefings, as requested by the Authority. It is anticipated that these services will be primarily handled by the Authority and the Authority’s public relations consultant.

4.3. 3D Simulations

Provide a basic computer simulation(s) of the Project, similar to the simulations used for the MoPac Improvement Project, for use in Open House meetings and outreach events as requested by the Authority.

5.0 CONTEXT SENSITIVE SOLUTIONS SUPPORT

Support the Authority in its efforts to provide context sensitive design solutions to the Project including:

- Establish an aesthetics committee and assist in the coordination of all aesthetic committee meetings
- Incorporate concepts from the Green Mobility Challenge, as appropriate, including coordination with TxDOT

[END OF SECTION]

TASK DESCRIPTION	CLASSIFICATION										TOTAL HOURS	LOADED FEE	
	Group Director / Program Manager	Department Manager	Sr. Advisor / Project Director	Project Manager II	Engineer III	Trans Planner	Sr. UDLA	Sr. Public Involvement Rep.	Sr. Graphic Designer	Office Tech Specialist II			
1.0 PROJECT MANAGEMENT AND ADMINISTRATION													
1.1 Contract Administration	40	16	60	80								436	\$ 67,175
1.2 Progress Status Reports	139	51	51	89								1178	\$ 157,808
1.3 Record Keeping and File Management												608	\$ 52,380
1.4 Correspondence	8	8	16	8								40	\$ 10,227
1.5 Schedule Preparation and Update	38		60	360								498	\$ 99,462
1.6 Project Reporting / Dashboard Update			152	114								874	\$ 148,057
SUBTOTAL	377	75	359	671	0	0	0	393	0	1760	3,634	\$ 535,109	
2.0 PROJECT DEVELOPMENT													
2.1 Project Development Support	360	360	360	1,200	500	180	120	240		80	3380	\$ 610,559	
2.2 Financial Planning Support	100	24	160	400	240		40				964	\$ 178,716	
2.3 Toll Systems Support	16		80	160	80						336	\$ 63,362	
2.4 Conceptual Operations Plan	24		80	160							264	\$ 57,471	
SUBTOTAL	500	394	680	1920	820	160	160	240	0	80	4944	\$ 910,107	
3.0 ENVIRONMENTAL SERVICES													
3.1 Consultant Procurement	20	80	40									180	\$ 40,241
3.2 Environmental Program Oversight	80	400	360	360	360	240	80	80		200	2160	\$ 377,618	
3.3 Evaluation of Park & Ride Locations / Bicycle and Pedestrians Accommodations	40	60	160	40	80	40	24	40			464	\$ 97,145	
SUBTOTAL	140	540	560	400	440	280	104	140	0	220	2,824	\$ 515,004	
4.0 PUBLIC INVOLVEMENT SERVICES													
4.1 Oversight of Environmental-Related Public Involvement	40	40	80	100		50		240		5	605	\$ 94,585	
4.2 Enhanced Public Involvement Activities	60	80	120	60		120	40	280			880	\$ 136,340	
4.3 3D Simulations	100	120	240	200	40	170	40	520	870	5	2305	\$ 329,249	
SUBTOTAL	60	160	80	160	60	200	240	0	0	40	1000	\$ 160,629	
5.0 CONTEXT SENSITIVE SOLUTIONS SUPPORT													
5.0 Context Sensitive Solutions Support	1,177	1,279	1,919	3,351	1,360	810	544	1,293	870	2,105	14,707	\$ 160,629	
SUBTOTAL	1,177	1,279	1,919	3,351	1,360	810	544	1,293	870	2,105	14,707	\$ 160,629	
TOTAL HOURS	1,177	1,279	1,919	3,351	1,360	810	544	1,293	870	2,105	14,707	\$ 160,629	
% of Total Hours	8%	9%	13%	23%	9%	6%	4%	9%	6%	14%	14%	\$ 31,000	
TOTAL LABOR	\$ 123,620	\$ 111,244	\$ 197,623	\$ 207,741	\$ 50,320	\$ 26,730	\$ 21,216	\$ 43,951	\$ 33,930	\$ 65,265	\$ 881,630	\$ 881,630	
Overhead Rate	148.19%	183.11%	164.786%	292.738%	74.539%	39.695%	31.427%	65.104%	50.261%	96.662%	1,305,958	\$ 1,305,958	
Profit	12.00%	36.809%	33.124%	59.843%	14.993%	7.985%	3.317%	13.097%	10.103%	19.450%	265,508	\$ 265,508	
TOTAL	\$ 343,547	\$ 309,153	\$ 549,204	\$ 577,325	\$ 139,842	\$ 74,284	\$ 58,960	\$ 122,141	\$ 94,293	\$ 181,347	\$ 2,450,098	\$ 2,450,098	

EXPENSES & SUBCONSULTANTS	ITEM
MISCELLANEOUS EXPENSES	\$ 100,000
MISCELLANEOUS SUBCONSULTANTS	TBD - Fee included in tasks above
TOTAL	\$ 100,000

Estimated Subconsultant Fee = \$300,000

TOTAL HOURS	TOTAL LABOR	TOTAL BURDENED LABOR
3,634	\$ 192,551	\$ 535,109
4,944	\$ 327,488	\$ 910,107
2,824	\$ 185,316	\$ 515,004
2,305	\$ 118,475	\$ 329,249
1,000	\$ 57,800	\$ 160,629
14,707	\$ 881,630	\$ 2,550,098

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

RESOLUTION NO. 13-004

**APPROVING AN AGREEMENT WITH THE TEXAS DEPARTMENT OF
TRANSPORTATION TO USE TXDOT CONDUIT AND RELATED
INFRASTRUCTURE TO INSTALL MOBILITY AUTHORITY
TELECOMMUNICATION AND TOLL SYSTEM INFRASTRUCTURE.**

WHEREAS, the Mobility Authority is currently developing the MoPac Improvement Project, an 11.2 mile project to add one express, variable-priced tolled lane in each direction on Loop 1 between FM 734 (Parmer Lane) and Cesar Chavez Street (the "Project"); and

WHEREAS, the Project is located on existing right-of-way owned by the Texas Department of Transportation ("TxDOT") and includes existing infrastructure available to the Mobility Authority to install and maintain telecommunication and toll system infrastructure needed for the Project; and

WHEREAS, the Mobility Authority and TxDOT have negotiated the proposed agreement attached as Exhibit 1 under which TxDOT authorizes use of its existing infrastructure for telecommunication and toll system infrastructure needed for the Project; and

WHEREAS, the Executive Director recommends approval of the proposed agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the proposed agreement between the Mobility Authority and TxDOT attached as Exhibit 1; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute the proposed agreement on behalf of the Mobility Authority, in the form or substantially the same form as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-004
Date Passed: 01/30/13

ATTACHMENT "A" TO RESOLUTION 13-004

AGREEMENT WITH TxDOT

[on the following 10 pages]

STATE OF TEXAS §
 COUNTY OF TRAVIS §

MULTIPLE USE AGREEMENT
 for
SHARING FIBER OPTIC CABLE and/or RELATED INFRASTRUCTURE

THIS CONTRACT is entered into by the Contracting Parties under Government Code, Chapter 791.

CONTRACTING PARTIES:

Texas Department of Transportation Central Texas Regional Mobility Authority	TxDOT Local Government
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The parties desire to connect to and/or use existing Fiber Optic Cable and/or Related Infrastructure for the purpose of transmitting transportation-related data only. Related Infrastructure includes but is not limited to fiber optic facilities such as conduit, ducts, control cabinets, poles, structures, etc. along TxDOT roadways and right-of-way, as well as offices, operations and control centers, substations, etc. within the TxDOT operations network. The desired connection and use must not cause damage to or adversely effect data, interconnections, systems, facilities, infrastructure or operations as determined by TxDOT.

The governing body, by resolution or ordinance, dated -- enter date of resolution here --, has authorized the Local Government to enter into this agreement.

This contract incorporates the provisions of **Attachment A**, Local Government's Resolution or Ordinance; **Attachment B**, Descriptions and Specifications of Rights Granted in Article 2; **Attachment C**, Request for Authorization of Fiber Optic Cable Connection; **Attachment D**, Request for Authorization of Fiber Optic Cable-Related Infrastructure Connection; **Attachment E**, Map of Mutually Agreed-Upon Fiber Optic Cable and/or Related Infrastructure.

In consideration of the mutual promises contained in this agreement, the TxDOT and the Local Government now agree as follows:

A G R E E M E N T

ARTICLE 1. CONTRACT PERIOD

This agreement becomes effective when signed by the last party whose signing makes the agreement fully executed, and shall remain in effect indefinitely or until otherwise modified or terminated, as hereinafter provided.

ARTICLE 2. RIGHTS GRANTED

- A. The parties agree to allow the connection to their respective Fiber Optic Cable and/or Related Infrastructure by the other party.
- B. The Local Government shall be allowed to use only the mutually agreed upon TxDOT Fiber Optic Cable and/or Related Infrastructure as listed in Attachments B, C, D, and further illustrated in Attachment E.
- C. The unit of capacity exchange by either shared method shall be mutually agreed upon on a case-by-case basis. Capacity exchanges need not be on an equal basis.
- D. Each party permits the other party to enter upon its right-of-way and to attach, install, operate, maintain, remove, reattach, reinstall, relocate, and replace such connections of the entering party's Fiber Optic Cable and/or Related Infrastructure to the owning party's Fiber Optic Cable and/or Related Infrastructure.
- E. Any and all rights expressly granted to either party to use the Fiber Optic Cable and/or Related Infrastructure of the other party shall be subject to the prior and continuing right of the party to whom the Fiber Optic Cable and/or Related Infrastructure belongs to use its Fiber Optic Cable and/or Related Infrastructure for its own purposes under applicable laws. The rights granted shall be further subject to all deeds, easements, dedications, conditions, covenants, restrictions, encumbrances, and claims of title of record which may affect the rights to use the Fiber Optic Cable and/or Related Infrastructure.
- F. Nothing in this agreement shall be deemed to grant, convey, create, or vest in either party a real property interest in land, including any fee, leasehold interest, or easement.

ARTICLE 3. OPERATION AND MAINTENANCE RESPONSIBILITIES

- A. Each party will be responsible for the design, engineering, installation, operation and maintenance of their respective Fiber Optic Cable and/or Related Infrastructure system and components, to include the connections,

within their respective right-of-ways.

- B. Each party is responsible for providing and maintaining any hardware, software, and additional infrastructure that are necessary to obtain the rights in Article 2. TxDOT may provide unused Intelligent Transportation Systems infrastructure and TxDOT facilities to support the additional infrastructure when possible and when deemed to be in the best interest of TxDOT.
- C. Because of unforeseen circumstances that may arise from the operation of TxDOT hardware or software, or other difficulties in telecommunications transmission over which TxDOT has no control, no guarantee is made that use of facilities will be available to the Local Government at all times during the term of this agreement. TxDOT is not responsible for any loss of revenue to the Local Government due to any interruption in the facilities. TxDOT does not guarantee a minimum response time to re-establish the facilities due to TxDOT network or system failures or any other circumstance.

ARTICLE 4. INSTALLATION STANDARDS

- A. Any installation, repairs, or removal of equipment shall be performed in accordance with industry standards.
- B. At the Local Government's sole cost and expense, all such work shall be done in compliance with all applicable building codes, ordinances, and other laws, rules, or regulations of governmental authorities having jurisdiction over such work, including, but not limited to, the Americans with Disabilities Act and the Texas Architectural Barriers Act.
- C. The Local Government must obtain all required governmental agreements, permits, and authorizations prior to beginning any such work and shall provide copies of the same to TxDOT upon request.
- D. After commencement of the installation of the equipment, the Local Government shall perform such work with due diligence to its completion.
- E. The Local Government is solely responsible for meeting and adhering to the above listed standards notwithstanding TxDOT's approval of plans and specifications.

ARTICLE 5. INSTALLATION OF EQUIPMENT

- A. The Local Government shall install any necessary hardware, software, or other infrastructure at its sole cost and risk.
- B. Any equipment installation, engineering design, or operations and maintenance plan provided by the Local Government shall be subject to TxDOT's review and approval to ensure compatibility with existing equipment and software.
- C. All equipment shall be clearly labeled to identify it as equipment installed by the Local Government.
- D. The Local Government shall provide all interface items required to maintain the equipment.
- E. Access by the Local Government's employees or contractors to the equipment located at TxDOT's facility will be by appointment only and must have designated TxDOT personnel present.

ARTICLE 6. NOTICE TO PROCEED

A properly completed Request for Authorization of Fiber Optic Cable and/or Related Infrastructure Connection form, attached to this agreement as Attachments C and D, shall be submitted to TxDOT for approval prior to any work being done. TxDOT shall review and approve or disapprove the connection, in writing, within sixty (60) days. During the course of the work, any substantial changes or alterations must also be submitted to TxDOT for prior written approval. All work shall be done in conformity with the approved Attachment C and/or D. Upon completion of the work, the Local Government shall promptly furnish suitable documentation showing the exact nature of the connection.

ARTICLE 7. FEES

TxDOT may require consideration for the agreement in the form of a payment; shared use of a telecommunication facility; or equipment, facilities, or services. TxDOT requires a tape of any stories related to TxDOT or those that involve any input from TxDOT employees that are aired by the Local Government.

ARTICLE 8. INSPECTION

Ingress and egress shall be allowed at all times to the Local Government's facility for Federal Highway Administration and TxDOT personnel and equipment when highway maintenance operations are necessary, and for inspection purposes; and upon request, all Local Government activities shall be prohibited until further notice from TxDOT.

ARTICLE 9. INSURANCE

To the extent that this agreement authorizes the Local Government or its contractor to perform any work on State right-of-way, before beginning work the entity performing the work shall provide TxDOT with a fully executed copy of

TxDOT's Form 1560 Certificate of Insurance verifying the existence of coverage in the amounts and types specified on the Certificate of Insurance for all persons and entities working on State right-of-way. This coverage shall be maintained until all work on the State right-of-way is complete. If coverage is not maintained, all work on State right-of-way shall cease immediately, and TxDOT may recover damages and all costs of completing the work.

ARTICLE 10. AMENDMENTS

Amendments to this agreement must be in writing and executed by both parties. Any amendments must be executed during the contract period established in Article 1, Contract Period.

ARTICLE 11. TERMINATION

- A. Including the provisions established herein, this agreement may be terminated by either of the following conditions:
1. By mutual written agreement, or thirty (30) days after either party gives notice to the other party, whichever occurs first; or
 2. By TxDOT at any time if it is found that traffic conditions have so changed that the existence or use of the respective Fiber Optic Cable and/or Related Infrastructure is impeding maintenance, damaging the highway facility, impairing safety or that the facility is not being properly operated or maintained or that it is not in the public interest; or
 3. By TxDOT, upon written notice to the Local Government as consequence of the Local Government's failure to comply with the requirements of this agreement, unless the Local Government's failure to comply with the agreement is due to no fault of its own.
- B. If the termination is due to the failure of the Local Government to fulfill its contractual obligations, TxDOT will notify the Local Government that a possible breach of contract has occurred. The Local Government must remedy the breach as outlined by TxDOT to TxDOT's satisfaction within thirty (30) days from receipt of TxDOT's notification. TxDOT will declare this agreement terminated upon the Local Government's failure to remedy the breach within the thirty (30) day period.
- C. Termination of the agreement shall extinguish all rights, duties, obligations and liabilities of TxDOT and the Local Government under this agreement.
- D. Termination or expiration of this agreement shall not extinguish any of the Local Government's or TxDOT's obligations under this agreement that by their terms continue after the date of termination or expiration.

ARTICLE 12. REMEDIES

Violation or breach of contract by the Local Government shall be grounds for termination of the agreement and any increased costs arising from the Local Government's default, breach of contract or violation of agreement terms shall be paid by the Local Government. This agreement shall not be considered as specifying the exclusive remedy for any default, but either party may avail itself of any remedy existing at law or in equity, and all remedies shall be cumulative.

ARTICLE 13. RELATIONSHIP BETWEEN THE PARTIES

Each party acknowledges that it is not an agent, servant, or employee of the other party. Each party is responsible for its own acts and deeds and for those of its agents, servants, or employees.

ARTICLE 14. ASSIGNMENT PROHIBITION

The Local Government is prohibited from assigning any of the rights conferred by this agreement, to any third party without the advance written approval of TxDOT. Any attempted transfer of the rights or obligations of this agreement without TxDOT's consent shall be void and shall be grounds for termination of this agreement.

ARTICLE 15. HOLD HARMLESS

The Local Government shall indemnify and save harmless TxDOT and its officers and employees from all claims and liability due to its materials or activities of itself, its agents, or employees, performed under this agreement and that are caused by or result from error, omission, or negligent act of the Local Government or of any person employed by the Local Government. The Local Government shall also indemnify and save harmless TxDOT from any and all expense, including but not limited to attorney fees that may be incurred by TxDOT in litigation or otherwise resisting the claim or liabilities that may be imposed on TxDOT as a result of such activities by the Local Government, its agents, or employees. The Local Government agrees to indemnify and save harmless TxDOT and its officers, agents, and employees from any and all claims, damages, and attorneys' fees arising from the use of outdated data or information. The Local Government's indemnification of TxDOT shall extend for a period of three (3) years beyond the date of termination of this agreement.

ARTICLE 16. GRATUITIES

Any person who is doing business with or who reasonably speaking may do business with TxDOT under this agreement may not make any offer of benefits, gifts, or favors to employees of TxDOT. The only exceptions allowed are ordinary business lunches and items that have received the advanced written approval of TxDOT's executive director.

ARTICLE 17. CONFLICT OF INTEREST

The Local Government shall not assign an employee to activities relating to this agreement if the employee:

- a. owns an interest in or is an officer or employee of a business entity that has or may have a contract with TxDOT relating to this agreement;
- b. has a direct or indirect financial interest in the outcome of this agreement;
- c. has performed services regarding the subject matter of the agreement for an entity that has a direct or indirect financial interest in the outcome of this agreement or that has or may have a contract with TxDOT; or
- d. is a current part-time or full-time employee of TxDOT.

ARTICLE 18. COMPLIANCE WITH LAWS

The Local Government shall comply with all applicable federal, state, and local laws, statutes, ordinances, rules and regulations, and with the orders and decrees of any court or administrative bodies or tribunals in any manner affecting the performance of this agreement. When requested, the Local Government shall furnish TxDOT with satisfactory proof of this compliance. The Local Government shall provide or obtain all applicable permits, plans, or other documentation required by a federal or state entity.

ARTICLE 19. INFORMATION EXCHANGE

- A. Each party agrees to meet on, at a minimum, an annual basis for the purpose of reviewing future plans and current status of their respective Fiber Optic Cable and/or Related Infrastructure.
- B. The Local Government shall provide quarterly evaluation reports during the first calendar year of the agreement and annually thereafter detailing how and when the rights and infrastructure granted have been used.
- C. The Local Government shall not disclose information obtained from TxDOT under this agreement without the express written consent of TxDOT.

ARTICLE 20. STATE AUDITOR'S PROVISION

The State Auditor may conduct an audit or investigation of any entity receiving funds from TxDOT directly under the contract or indirectly through a subcontract under the contract. Acceptance of funds directly under the contract or indirectly through a subcontract under this contract acts as acceptance of the authority of the State Auditor, under the direction of the legislative audit committee, to conduct an audit or investigation in connection with those funds. An entity that is the subject of an audit or investigation must provide the State Auditor with access to any information the State Auditor considers relevant to the investigation or audit.

ARTICLE 21. NOTICES

All notices to either party by the other party required under this agreement shall be delivered personally or sent by U.S. Mail, postage prepaid, addressed to such party at the following respective addresses:

State of Texas:	Texas Department of Transportation ATTN: Director, Maintenance Division 125 East 11 th Street Austin, Texas 78701
Local Government:	Central Texas Regional Mobility Authority ATTN: Director of Operations 301 Congress Avenue, Suite 650 Austin, Texas 78701

All notices shall be deemed to be received by the addressee on the date so delivered or so deposited in the mail, unless otherwise provided herein. Either party hereto may change the above address by sending written notice of such change to the other in the manner provided herein.

ARTICLE 22. SIGNATORY AUTHORITY

Each signatory warrants that the signatory has the necessary authority to execute this agreement on behalf of the entity represented.

IN TESTIMONY WHEREOF, TxDOT and the Local Government have executed duplicate counterparts of this agreement.

LOCAL GOVERNMENT

By _____ Date _____
 AUTHORIZED SIGNATURE

THE STATE OF TEXAS

Executed for the Executive Director and approved for the Texas Transportation Commission for the purpose and effect of activating and/or carrying out the orders, established policies or work programs heretofore approved and authorized by the Texas Transportation Commission.

By _____ Date _____
 John A. Barton, P.E.
 Deputy Executive Director

ATTACHMENT A
LOCAL GOVERNMENT'S RESOLUTION OR ORDINANCE

ATTACHMENT B

DESCRIPTIONS AND SPECIFICATIONS OF RIGHTS GRANTED IN ARTICLE 2

PROVISION OF INFRASTRUCTURE	
By TxDOT	By Local Government
<ol style="list-style-type: none"> 1. TxDOT will assign up to 3 empty ducts from the TxDOT duct bank where available and in the mutual interest of TxDOT and Local Government. 2. At areas outside existing duct bank, TxDOT will assign conduits of number and size available and in the mutual interest of TxDOT and Local Government. 3. When an empty duct or conduit is not available, TxDOT will assign a duct or conduit that may be shared with other occupants. 4. TxDOT will provide access to TxDOT electrical service pole locations where available. Electrical meters shall remain independent. 5. TxDOT will permit use of existing sign structures for the purposes of mounting new signs and traffic detector equipment provided by Local Government when possible and in the mutual interest of TxDOT and Local Government. 	<ol style="list-style-type: none"> 1. Local Government will clearly, consistently, and permanently label Local Government installed cables and conductors with at least owner and function at each access point. 2. Local Government will install a separate inner duct in any duct and/or conduit shared with others. 3. Local Government will follow TxDOT's Austin District standard detail for assigning cable or conductor to duct and/conduit by function. 4. Local Government will make every reasonable effort to comply with NEC guidelines. 5. Local Government is completely responsible for all costs of Local Government materials, operation, and maintenance. Signs will be designed and placed in accordance with Texas Manual on Uniform Traffic Control Devices (TMUTCD) and TxDOT standard details. Signs and traffic detector equipment will not interfere with comprehension of existing signing or operation of existing detectors maintained by TxDOT. 6. Maintenance of infrastructure will be in accordance with the Project Development Agreement between TxDOT and Local Government. Any work over \$5,000 in value and 4 hours in duration require TxDOT Form 1082, Notice of Proposed Installation, unless otherwise addressed in the Project Development Agreement.

NON-MONETARY COMPENSATION	
By TxDOT	By Local Government
<ol style="list-style-type: none"> 1. TxDOT will provide access to existing near real time traffic data and device control consistent with current TxDOT policy and technology capability. 	<ol style="list-style-type: none"> 1. Local Government will provide TxDOT access to near real time vehicle data (volume, speed, occupancy) from additional radar vehicle sensor devices (RVSD) installed. Data will be provided as more fully described in the Data Sharing Agreement between TxDOT and Local Government. 2. Local Government will provide TxDOT conditional control of additional pan-tilt-zoom (PTZ) cameras. Conditions of PTZ are more fully described in the Data Sharing Agreement between TxDOT and Local Government. 3. Local Government will provide device status updates utilizing current TxDOT center to center infrastructure and technology. 4. Local Government will provide as-built drawings of all Local Government installed ducts, conduits, cables, conductors, devices, and cameras.

ATTACHMENT C

REQUEST FOR AUTHORIZATION of FIBER OPTIC CABLE CONNECTION

Requested by: **Local Government** - Attachment C will not be used for this MUA. Local government will be installing new fiber in existing TxDOT duct bank, not connecting to existing TxDOT fiber.

Section A – Ingress Fiber Access Location Information

Ingress Location Identification	-- i.e. control cabinet name --
Ingress Location Address	-- provide physical address --
Fiber Interface Method	<input type="checkbox"/> Dark Fiber Splice <input type="checkbox"/> Wave Division Multiplexer Connection
Interface Quantity	-- i.e. # of fiber strands, # of WDM connections, etc. --
Interface Optical Wavelength	<input type="checkbox"/> 850 nm <input type="checkbox"/> 1310 nm <input type="checkbox"/> 1550 nm <input type="checkbox"/> -- Other: please specify --
Maximum Interface Bandwidth	<input type="checkbox"/> T-1 <input type="checkbox"/> NTSC <input type="checkbox"/> 10Mbps <input type="checkbox"/> 100 Mbps <input type="checkbox"/> 1Gbps <input type="checkbox"/> DS-3 <input type="checkbox"/> OC-3 <input type="checkbox"/> OC-12 <input type="checkbox"/> OC-48 <input type="checkbox"/> -- Other: please specify --
Special Ingress Requirements and Comments	-- i.e. routing, backup considerations, maximum loss, etc. --

Section B – Egress Fiber Access Location Information

Egress Location Identification	-- i.e. control cabinet name --
Egress Location Address	-- provide physical address --
Special Egress Requirements and Comments	

Technical Contact Person:	-- print name --	Phone Number:	_____
Activation Date Requested:	_____		
Requested By:	-- print name --	Date:	_____

Section C – Provider Agency (-- enter agency name --) Review and Response

Engineering Comments:		
Engineering Recommendation:	<input type="checkbox"/> Approve <input type="checkbox"/> Do Not Approve	
Engineering Reviewed By:	-- print name --	
Approved by:		
	-- print name here; signature above --	Date

ATTACHMENT D
REQUEST FOR AUTHORIZATION of INFRASTRUCTURE CONNECTION

Requested by: **Local Government**

Section A – Ingress Infrastructure Access Location Information

Ingress Point	Existing TxDOT ITS duct bank access point at the Customer Service Center (CSC) building as shown in Attachment E.
Ingress Location Address	Starting at the north end of the MoPac/Loop 1 corridor, approximate vicinity located at 12719 Burnet Road, Austin, TX 78727
Ingress Location Identification	Multiple ingress locations along the corridor as shown in Attachment E. Final determination of ingress locations will be determined by the Local Government's Design/Build Contractor.
Type Infrastructure	<input type="checkbox"/> 3" conduit <input checked="" type="checkbox"/> Existing TxDOT ITS duct bank, up to 3 conduits of the 12-2" PVC, and existing TxDOT ITS sign structures. <input type="checkbox"/> 4" multiduct conduit
Cable Type	<input type="checkbox"/> multi mode fiber optic cable -- quantity -- <input checked="" type="checkbox"/> single mode fiber optic cable: Local Government's System Integrator will provide fiber and will only be using up to 3 conduits of the existing duct bank. <input type="checkbox"/> -- Other: please specify --
Special Ingress Requirements and Comments	Ingress at multiple existing TxDOT ground box access points, existing TxDOT loop conduit, and existing TxDOT ITS sign structures along MoPac/Loop 1 corridor as shown in Attachment E.

Section B – Egress Infrastructure Access Location Information

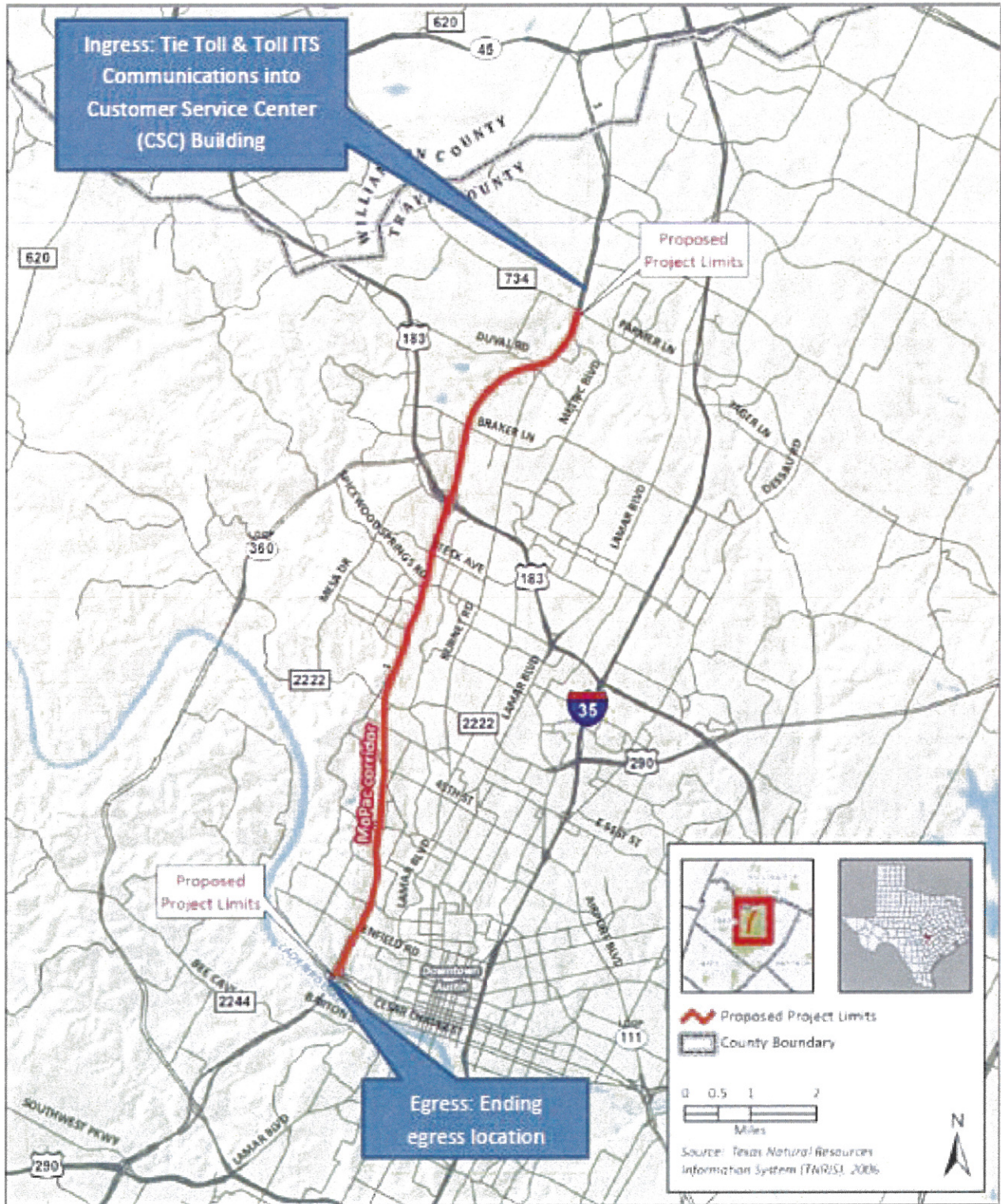
Egress Point	Multiple egress locations along the MoPac/Loop 1 corridor as shown in Attachment E. Final determination of egress locations will be determined by the Local Government's Design/Build Contractor.
Egress Location Address	Multiple egress locations along the MoPac/Loop 1 corridor as shown in Attachment E. Final determination of egress locations will be determined by the Local Government's Design/Build Contractor.
Egress Location Identification	Multiple egress locations along the MoPac/Loop 1 corridor as shown in Attachment E. Final determination of egress locations will be determined by the Local Government's Design/Build Contractor.
Special Egress Requirements and Comments	Egress at multiple existing TxDOT ground box access points, existing TxDOT loop conduit, and existing TxDOT ITS sign structures along MoPac/Loop 1 corridor as shown in Attachment E.

Technical Contact Person:	<u>Kris Keith, P.E.</u>	Phone Number:	<u>512-691-2205</u>
Activation Date Requested:	<u>February 2013</u>		
Requested By:	<u>Tim Reilly</u>	Date:	

Section C – Provider Agency (TxDOT) Review and Response

Engineering Comments:			
Engineering Recommendation:	<input type="checkbox"/> Approve <input type="checkbox"/> Do Not Approve		
Engineering Reviewed By:	-- print name --		
Approved by:	-- print name here; signature above --		Date

ATTACHMENT E
MAP OF MUTUALLY AGREED-UPON
FIBER OPTIC CABLE and/or RELATED INFRASTRUCTURE



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

RESOLUTION NO. 13-005

**AUTHORIZING ISSUANCE OF A REQUEST FOR QUALIFICATIONS FOR
ADDITIONAL FIRMS INTERESTED IN PROVIDING INVESTMENT BANKING
SERVICES TO THE MOBILITY AUTHORITY.**

WHEREAS, the Mobility Authority has adopted procurement policies in Chapter 4 of the Mobility Authority Policy Code to provide various methods and procedures to procure goods and services needed by the Mobility Authority; and

WHEREAS, investment banking services are essential to the operations of the Mobility Authority and the financing necessary to develop Mobility Authority transportation projects; and

WHEREAS, by Resolution No. 03-45, dated September 24, 2003, and Resolution No. 09-79, dated November 18, 2009, the Board of Directors established a list of qualified firms available to provide investment banking services to the Mobility Authority (the "pool"); and


WHEREAS, the Executive Director, with the recommendation of the Chief Financial Officer and financial advisor, recommends that the Mobility Authority provide an opportunity for additional firms who are interested in providing investment banking services to become qualified to provide those services to the Mobility Authority and be included in the pool.

NOW THEREFORE, BE IT RESOLVED, that the Board hereby authorizes the Executive Director and staff to develop, issue, and process a request for qualifications ("RFQ") consistent with the procurement policies to solicit responses from investment banking firms interested in being included in the pool; and

BE IT FURTHER RESOLVED, that the Executive Director and staff shall implement a process to review responses to the RFQ and develop recommendations to the Board for qualified firms to be added to the pool, and shall present those recommendations to the Board for final approval.

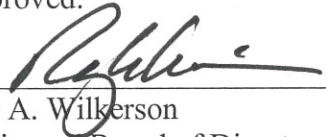
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 13-005
Date Passed 01/30/13

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

RESOLUTION NO. 13-006

**APPROVING AN UPDATED LIST OF BROKERS AUTHORIZED TO PROVIDE
INVESTMENT SERVICES TO THE MOBILITY AUTHORITY.**

WHEREAS, Article 1 (Investment Policy), Chapter 2 (Finances) of the Policy Code establishes the Mobility Authority's investment policy in compliance with the Texas Public Funds Investment Act, Chapter 2256 of the Texas Government Code; and

WHEREAS, Sec. 201.011 of the Policy Code provides that "qualified brokers authorized to provide investment services and engage in investment transactions with the authority" shall be approved by a separate resolution adopted by the Board of Directors; and

WHEREAS, the most recent and current list of brokers authorized by the Board of Directors is included as Attachment B to Resolution No. 12-030, dated April 25, 2012; and

WHEREAS, the Executive Director, Chief Financial Officer, and Controller recommend that the Board update and restate the list of authorized brokers to include the firms shown on the list of Authorized Investment Brokers attached as Exhibit 1.

NOW, THEREFORE, BE IT RESOLVED that the firms identified on the list of Authorized Investment Brokers attached as Exhibit 1 are hereby authorized to provide investment services and engage in investment transactions with the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Willkerson
Chairman, Board of Directors
Resolution Number: 13-006
Date Passed: 01/30/13

EXHIBIT 1 TO RESOLUTION 13-006

AUTHORIZED INVESTMENT BROKERS

Coastal Securities
206 Wild Basin Road, Suite 109
Austin, Texas 78746

JPMorgan Chase Securities, Inc.
1717 Main Street, Lower Level 1
Dallas, TX 75201

Sterne, Agee & Leach Institutional Group
6408 Bannington Drive
Charlotte, NC 28226

Gilford Securities Incorporated
777 Third Avenue
New York, NY 10017

First Allied Securities, Inc.
655 West Broadway, 12th Floor
San Diego, CA 92101

First Empire Securities
100 Motor Parkway, 2nd Floor
Hauppauge, NY 11788

First Southwest Company
325 North Saint Paul, 8th Floor
Dallas, TX 75201

BB&T Capital Markets
2 South 9th Street
Richmond, VA 23219

Bank of America Securities
One Bryant Park, 4th Floor
New York, NY 10036

Morgan Asset Management (Regions Bank)
500 North Akard Street, Ste. 100
Dallas, TX 75201

Regions Bank
100 Congress Avenue
Austin, TX 78701

Alamo Capital
201 N. Civic Dr, Suite 145
Walnut Creek, CA 94596

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

RESOLUTION NO. 13-007

**APPROVING CHAPTER 2, ARTICLE 1 (INVESTMENT POLICY)
OF THE POLICY CODE WITH NO CHANGES FOLLOWING
THE REQUIRED ANNUAL REVIEW OF THAT POLICY.**

WHEREAS, the Texas Public Funds Investment Act, Chapter 2256, Government Code, requires the Board of Directors to adopt a written investment policy regarding investment of Mobility Authority funds and funds under its control, and to include a separate written investment strategy for each of the funds or group of funds under its control; and

WHEREAS, in compliance with the Texas Public Funds Investment Act the Board has previously adopted the required written investment policy, now codified as Article 1, Chapter 2 of the Mobility Authority Policy Code (the "Investment Policy"); and

WHEREAS, both the Texas Public Funds Investment Act and Section 201.017 of the Policy Code require an annual review and approval of the Investment Policy by the Board; and


WHEREAS, in connection with and prior to its action on this resolution, the Board has reviewed the Investment Policy; and

WHEREAS, in accordance with recommendations from the Chief Financial Officer and the Controller, the Executive Director recommends to the Board that it approve the Investment Policy with no changes.

NOW THEREFORE, BE IT RESOLVED that Board hereby approves the Investment Policy codified as Article 1, Chapter 2 of the Mobility Authority Policy Code.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-007
Date Passed: 01/30/13

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

RESOLUTION NO. 13-008

ACCEPT THE FINANCIAL REPORTS FOR NOVEMBER AND DECEMBER, 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 November and December, 2012, and has caused Financial Reports to be prepared and attached to this resolution as Attachment A and Attachment B.

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

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-008
Date Passed: 1/30/2013

Attachment A

Financial Report for November, 2012

**Central Texas Regional Mobility Authority
Balance Sheet**

As of	December 31, 2012	December 31, 2011
Assets		
Current Assets		
Cash in Regions Operating Account	268,187	54,166
Cash In TexSTAR	74,519	106,821
Regions Payroll Account	26,979	74,651
Restricted cash/cash equivalents		
Fidelity Government MMA	108,670,976	33,506,456
Restricted Cash-TexStar	53,757,775	65,784,979
Regions SIB account	0	0
Overpayment accounts	37,100	24,464
Total Cash and Cash Equivalents	162,835,536	99,551,537
Accounts Receivable	15,269	25,537
Due From Employees	33	0
Due From TTA	540,356	406,363
Due From NTTA	53,981	83,336
Due From HCTRA	81,410	74,893
Due From TxDOT	833,189	232,910
Due From Federal Government	214,900	0
Interest Receivable	370,786	183,512
Total Receivables	2,281,172	1,006,550
Short Term Investments		
Treasuries	4,549,017	4,549,017
Short Term Investments	104,422,352	12,931,554
Other Current Assets		
Prepaid Insurance	46,011	46,405
Total Current Assets	269,585,072	113,537,702
Construction Work In Process		
	304,440,288	279,297,361
Fixed Assets		
Computers(net)	25,979	27,186
Computer Software(net)	(7,853)	675,732
Furniture and Fixtures(net)	11,107	15,385
Equipment(net)	30,524	49,397
Autos and Trucks(net)	17,821	24,719
Buildings and Toll Facilities(net)	6,090,186	6,255,852
Highways and Bridges(net)	276,750,667	175,235,918
Communication Equipment(net)	856,032	1,046,853
Toll Equipment(net)	9,219,931	2,314,464
Signs(net)	6,002,720	5,022,459
Land Improvements(net)	3,330,973	1,145,452
Right of Way	24,800,630	24,683,553
Leasehold Improvements	51,827	62,921
Total Fixed Assets	327,180,543	216,559,891
Long Term Investments		
GIC (Restricted)	0	214,929,774
Agencies-LT	18,145,913	35,693,620
Other Assets		
Security Deposits	8,644	8,644
Intangible Assets	650	650
Total Bond Issuance Costs	14,773,282	15,482,713
Total Assets	934,134,391	875,510,355

Liabilities

Current Liabilities

Accounts Payable	506,878	255,515
Overpayments	38,143	25,216
Interest Payable	21,639,292	22,140,918
TCDRS Payable	41,899	59,450
Due to other Entities	0	19,669
FICA Payable	0	0
Other	0	17,178
Due to State of Texas	0	2,298
Total Current Liabilities	22,397,460	22,520,243

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	413,815
Retainage Payable	0	1,655
Senior Lien Revenue Bonds 2005	172,628,655	172,698,781
Senior Lien Revenue Bonds 2010	103,020,626	98,510,797
Senior Lien Revenue Bonds 2011	306,913,930	306,247,521
Sn Lien Rev Bnd Prem/Disc 2005	4,572,712	4,705,454
Sn Lien Rev Bnd Prem/Disc 2010	150,669	186,438
Tot Sr Lien Rev Bond Pay Pre/D	922,071	877,207
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	70,000,000
Sub Lien Bond 2011 Prem/Disc	(2,033,993)	(2,123,809)
TIFIA note 2008	77,656,077	77,626,562
2010 Regions BAB's Payable	0	0
2011 Regions Draw Down Note	800,000	0
Total Long Term Liabilities	775,096,455	769,252,528
Total Liabilities	797,493,915	791,772,771

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	86,019,147	61,913,602
Current Year Operations	32,286,483	3,289,137
Total Net Assets	118,305,630	65,202,739

Total Liabilities and Net Assets

934,134,391

875,310,355

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	23,891,717	10,413,732	43.59%	7,838,796
Toll Revenue-HCTRA-183A	756,067	491,206	64.97%	352,420
Toll Revenue-NTTA-183A	453,640	316,156	69.69%	229,593
Video Tolls	3,629,122	2,255,075	62.14%	1,745,792
Fee revenue	1,512,134	892,032	58.99%	631,710
Total Operating Revenue	30,242,680	14,368,201	47.51%	10,798,311
Other Revenue				
Interest Income	180,000	115,369	64.09%	106,489
Grant Revenue	1,236,000	37,217,623	3011%	5,752,071
Reimbursed Expenditures	-	34,774	-	-
Misc Revenue	2,500	216,007	8640%	918,227
Gain/Loss on Sale of Asset	-	-	0.00%	12,342
Unrealized Loss	-	42,708	-	-
Total Other Revenue	1,418,500	37,626,482	2653%	6,789,129
Total Revenue	\$ 31,661,180	\$ 51,994,683	164.22%	\$ 17,587,440
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,115,939	922,930	43.62%	960,937
Part Time Salry Expense	12,000	480	4.00%	7,927
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	1,202	24.03%	7,623
TCDRS	307,536	122,218	39.74%	134,743
FICA	96,433	24,404	25.31%	30,083
FICA MED	30,899	13,440	43.50%	13,773
Health Insurance Expense	186,370	88,891	47.70%	82,323
Life Insurance Expense	5,684	3,022	53.17%	2,534
Auto Allowance Expense	10,200	-	0.00%	4,462
Other Benefits	185,610	43,364	23.36%	87,676
Unemployment Taxes	12,960	-	0.00%	215
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,021,631	1,219,950	40.37%	1,332,298

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	3,162	26.35%	13,403
Auditing	65,000	44,990	69.22%	44,771
General Engineering Consultant	1,250,000	120,515	9.64%	411,696
GEC-Financial Planning Support	-	24,958		-
GEC-Roadway Ops Support	-	34,304		-
GEC-Technology Support	-	11,148		-
GEC-Public Information Support	-	3,436		-
GEC-General Support	-	67,799		-
General System Consultant	175,000	6,028	3.44%	27,886
Image Processing	780,000	454,347	58.25%	442,109
Facility maintenance	41,954	3,449	8.22%	5,999
HERO	1,629,000	525,522	32.26%	322,100
Human Resources	25,000	9,357	37.43%	3,221
Legal	270,000	152,042	56.31%	76,676
Photography	15,000	-	0.00%	11,850
Communications and Marketing	-			36,757
Total Professional Services	4,262,954	1,461,056	34.27%	1,396,468
<u>Other Contractual Services</u>				
IT Services	65,000	16,879	25.97%	23,808
Graphic Design Services	10,000	-	0.00%	400
Website Maintenance	35,000	2,929	8.37%	5,783
Research Services	50,000	3,149	6.30%	3,100
Copy Machine	10,000	2,324	23.24%	2,980
Software Licenses	17,200	7,387	42.95%	805
ETC Maintenance Contract	1,029,900	343,567	33.36%	276,979
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	16,620
Communications and Marketing	140,000	92,767	66.26%	-
Advertising Expense	60,000	25,233	42.06%	1,281
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	20,920	418.40%	1,946
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Law Enforcement	250,000	76,681	30.67%	117,219
Special assignments	5,000	-	0.00%	-
Traffic Management	-	14,417		34,396
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	114	18.94%	-
Roadway Maintenance Contract	640,000	71,884	11.23%	53,182
Landscape Maintenance	280,000	76,925	27.47%	74,222
Signal & Illumination Maint	-	34,216		42,069
Mowing and litter control	-	40,806		40,603
Striping	-	-	0.00%	19,600
Graffiti removal	-	225		-
Cell Phones	9,700	3,789	39.06%	3,592
Local Telephone Service	18,000	7,076	39.31%	6,457
Internet	4,500	-	0.00%	435
Fiber Optic System	63,000	14,426	22.90%	28,261
Other Communication Expenses	11,500	102	0.88%	273
Subscriptions	1,850	53	2.89%	120
Memberships	33,959	6,274	18.48%	6,890
Continuing Education	7,300	1,935	26.50%	962
Professional Development	14,000	-	0.00%	3,020
Seminars and Conferences	33,000	11,909	36.09%	6,990
Staff-Travel	76,000	44,699	58.81%	23,718
Other Contractual Svcs	200	-	0.00%	177
TxTag Collection Fees	1,434,788	579,783	40.41%	540,713
Contractual Contingencies	250,500	649	0.26%	32,640
Total Other Contractual Services	4,738,497	1,501,117	31.68%	1,369,242
Total Contractual Services	9,001,451	2,962,173	32.91%	2,765,710
Materials and Supplies				
Books & Publications	12,500	3,225	25.80%	4,056
Office Supplies	11,000	1,091	9.92%	2,573
Computer Supplies	12,500	3,998	31.98%	6,891
Copy Supplies	2,200	745	33.89%	18
Annual Report printing	7,000	-	0.00%	-
Other Reports-Printing	10,000	2,901	29.01%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	2,500	-	0.00%	688
Maintenance Supplies-Roadway	9,175	-	0.00%	9,175
Promotional Items	10,000	4,827	48.27%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-
Tools & Equipment Expense	1,000	-	0.00%	31
Misc Materials & Supplies	3,000	-	0.00%	592
Total Materials and Supplies	120,875	16,788	13.89%	24,024
Operating Expenses				
Gasoline Expense	5,000	2,107	42.14%	2,163
Mileage Reimbursement	5,950	2,382	40.03%	1,920
Toll Tag Expense	3,120	1,383	44.32%	1,424
Parking	41,175	16,535	40.16%	20,123
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	9,800	5,268	53.75%	2,118
Public Notices	2,200	-	0.00%	-
Postage Expense	5,650	138	2.44%	72
Overnight Delivery Services	1,600	127	7.92%	193
Local Delivery Services	1,250	12	0.96%	6
Insurance Expense	90,000	31,050	34.50%	38,964
Repair & Maintenance-General	500	403	80.65%	263
Repair & Maintenance-Vehicles	500	109	21.77%	358
Repair & Maintenance Toll Equip	5,000	400	8.01%	-
Rent Expense	250,000	89,350	35.74%	101,449
Water	7,500	3,716	49.54%	4,386
Electricity	178,500	32,912	18.44%	30,416
Other Licenses	640	494	77.19%	275
Community Initiative Grants	65,000	30,000	46.15%	35,000
Non Cash Operating Expenses				
Amortization Expense	76,000	180,805	237.90%	614,808
Dep Exp- Furniture & Fixtures	9,000	802	8.91%	4,460
Dep Expense - Equipment	26,400	8,445	31.99%	7,189

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 12/31/2012	Percent of Budget	Actual Prior Year to Date 12/31/2011
Dep Expense - Autos & Trucks	7,000	3,449	49.27%	2,874
Dep Expense-Buildng & Toll Fac	177,000	88,279	49.88%	88,279
Dep Expense-Highways & Bridges	8,000,000	3,153,301	39.42%	2,483,603
Dep Expense-Communic Equip	195,000	95,411	48.93%	95,422
Dep Expense-Toll Equipment	965,000	419,794	43.50%	230,891
Dep Expense - Signs	135,000	73,776	54.65%	66,634
Dep Expense-Land Improvemts	67,000	61,400	91.64%	32,902
Depreciation Expense-Computers	10,000	5,670	56.70%	4,905
Total Operating Expenses	10,346,035	4,307,518	41.63%	3,871,095
Financing Expenses				
Arbitrage Rebate Calculation	6,000	5,605	93.42%	5,455
Loan Fee Expense	12,500	-	0.00%	12,000
Rating Agency Expense	35,000	11,000	31.43%	5,300
Trustee Fees	6,000	2,000	33.33%	-
Bank Fee Expense	8,000	2,944	36.80%	14,318
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	20,318,015	10,962,537	53.95%	6,014,974
Contingency	15,000	-	0.00%	-
Non Cash Financing Expenses				
Bond issuance expense	300,000	217,685	72.56%	253,130
Total Financing Expenses	20,704,515	11,201,772	54.10%	6,305,177
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 43,194,507	\$ 19,708,199	45.63%	\$ 14,298,303
Net Income	\$ (11,533,327)	\$ 32,286,483		\$ 3,289,137

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

Cash flows from operating activities:

Receipts from Department of Transportation	\$ 38,322,094
Receipts from toll fees	14,528,784
Receipts from other fees	-
Receipts from interest income	1,148,256
Receipts from other sources	318,136
Payments to vendors	(4,364,919)
Payments to employees and benefits	(1,295,738)
Net cash flows used in operating activities	<u>48,656,613</u>

Cash flows from capital and related financing activities:

Payments on interest	(20,375,502)
Payment on Bonds/Notes	(300,000)
Acquisitions of property and equipment	(3,875)
Acquisitions of construction in progress	(66,535,059)
Proceeds from Draw Down Note	700,000
Net cash flows used in capital and related financing activities	<u>(86,514,436)</u>

Cash flows from investing activities:

Purchase of investments	(5,071,807)
Proceeds from sale or maturity of investments	104,877,157
Net cash flows provided by investing activities	<u>99,805,350</u>

Net increase in cash and cash equivalents	61,947,527
Cash and cash equivalents at beginning of July 2012	100,680,911
Cash and cash equivalents at end of December 2012	<u>\$ 162,835,536</u>

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

Change in net assets	\$ 32,286,483
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	4,091,133
Nonoperating interest	10,960,894
Bond Issuance Expense	217,685
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	1,088,342
(Increase)/Decrease in prepaid expenses and other assets	(30,089)
(Increase)/Decrease in interest receivable	1,091,352
Increase/(Decrease) in deferred revenue (audit adjustments)	(77,482)
Increase/(Decrease) in other payable	(131,311)
Increase/(Decrease) in accounts payable	(840,394)
Total adjustments	<u>16,370,130</u>

Net cash flows provided by operating activities	<u>\$ 48,656,613</u>
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INVESTMENTS by FUND

		Balance			
		December 31, 2012			
Renewal & Replacement Fund				TexSTAR	53,832,293.88
	TexSTAR	660,869.35		CD's	3,000,000.00
	Regions Sweep	0.66		Regions Sweep	108,670,976.28
	Agencies		660,870.01	Agencies	119,560,157.17
TxDOT Grant Fund					
	TexSTAR	5,422,954.89			
	Regions Sweep	37,535.29			
	CD's	3,000,000.00			
	Agencies	1,000,000.00	9,460,490.18		\$ 285,063,427.33
Subordinate Lien DS Fund 05					
	Regions Sweep	1,986,875.22	1,986,875.22		
Debt Service Reserve Fund 05					
	TexSTAR	30,773,887.27			
	Regions Sweep	7,143,902.50			
	Agencies	5,190,592.00	43,108,381.77		
Debt Service Fund 05					
	Regions Sweep	6,406,108.77	6,406,108.77		
2010 Senior Lien DSF					
	Regions Sweep	15,961.25			
	TexSTAR	0.15	15,961.40		
2010-1 Debt Service Fund					
	Regions Sweep	2,034,375.00	2,034,375.00		
2010-2 Debt Service Fund					
	Regions Sweep	409,723.82	409,723.82		
	Agencies				
2011 Debt Service Acct					
	Regions Sweep	0.33	0.33		
2011 Sub Debt DSRF					
	Regions Sweep	7,020,195.47			
	Agencies		7,020,195.47		
Operating Fund					
	TexSTAR	74,518.89			
	TexSTAR-Trustee	1,901,288.09			
	Regions Sweep	2.18	1,975,809.16		
Revenue Fund					
	TexSTAR	1.00			
	Regions Sweep	874,364.93	874,365.93		
General Fund					
	TexSTAR	53.78			
	Regions Sweep	5,184,062.83	5,184,116.61		
2010 Senior Lien Capitalized Interest					
	Regions Sweep	531.91			
	TexSTAR	1,705,536.18	1,706,068.09		
2010-1 Sub Lien Capitalized Interest					
	Regions Sweep	0.00			
	TexSTAR	0.00	-		
2010-2 Sub Lien Capitalized Interest					
	TexSTAR	46,015.87			
	Regions Sweep	0.01	46,015.88		
2011 Sr Capitalized Interest Fund					
	Regions Sweep	8,983,985.00			
	Agencies	17,833,978.13	26,817,963.13		
2011 Sub Capitalized Interest Fund					
	Regions Sweep	2,363,025.52			
	Agencies	4,710,911.34	7,073,936.86		
2010-1 Sub BABs subsidy					
	Regions Sweep	712,110.31	712,110.31		
2010-2 Sub BABs subsidy					
	Regions Sweep	20.55	20.55		
2010 Senior Lien Debt Service Reserve Fund					
	TexSTAR	5,558,991.97			
	Regions Sweep	43,904.23			
	Agencies	3,920,314.13	9,523,210.33		
2010-2 Sub Lien Debt Service Reserve Fund					
	TexSTAR	779,318.08			
	Regions Sweep	203,888.64			
	Agencies	190,000.00	1,173,206.72		
2010-1 Sub Lien Debt Service Reserve Fund					
	TexSTAR	1,911,060.75			
	Regions Sweep	0.00			
	Agencies	2,058,595.73	3,969,656.48		
MoPac Construction Fund					
	Regions Sweep	16,500,000.00	16,500,000.00		
2010-1 Sub Lien Projects Fund					
	TexSTAR	830,512.09			
	Regions Sweep	0.10	830,512.19		
2010 Senior Lien Construction Fund					
	TexSTAR	1.19			
	Regions Sweep	3,172,626.90	3,172,628.09		
2011 Sub Debt Project fund					
	TexSTAR	4,167,164.67			
	Agencies	43,194,881.67			
	Regions Sweep	493,760.32	47,855,806.66		
2011 Sr Financial Assistance Fund					
	Regions Sweep	4.60	4.60		
2011 Senior Lien Project Fund					
	TexSTAR	119.66			
	Regions Sweep	45,084,009.94			
	Agencies	41,460,884.17	86,545,013.77		
			\$ 285,063,427.33		

CTRMA INVESTMENT REPORT

	Month Ending 12/30/12					Rate Dec 12	
	Balance 11/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals		Balance 12/31/2012
Amount in Trustee TexStar							
2011 Sub Lien Construction Fund	4,166,582.01			582.66		4,167,164.67	0.182%
2011 Senior Lien Construction Fund	119.66					119.66	0.182%
2010 Senior Lien Construction Fund	1.19			117.85	20,562.26	830,512.09	0.182%
2010-1 Sub Lien Projects General Fund	850,956.50 53.78					53.78	0.182%
Trustee Operating Fund	1,801,029.81	1,000,000.00		258.28	900,000.00	1,901,288.09	0.182%
Renewal and Replacement	660,776.95			92.40		660,869.35	0.182%
TxDOT Grant Fund	5,422,196.62			758.27		5,422,954.89	0.182%
Revenue Fund	1.00					1.00	0.182%
Senior Lien Debt Service Reserve Fund	30,769,584.36			4,302.91		30,773,887.27	0.182%
2010 Senior Lien DSF	0.15					0.15	0.182%
2010 Senior Lien Debt Service Reserve Fund	5,558,214.70			777.27		5,558,991.97	0.182%
2010-2Sub Lien Debt Service Reserve Fund	779,209.11			108.97		779,318.08	0.182%
2010-1Sub Lien Debt Service Reserve Fund	1,965,265.26			268.25	54,472.76	1,911,060.75	0.182%
2010 Senior Lien Capitalized Interest	1,705,297.71			238.47		1,705,536.18	0.182%
2010-2 Sub Lien Capitalized Interest	46,009.43			6.44		46,015.87	0.182%
	53,725,298.24	1,000,000.00	0.00	7,511.77	975,035.02	53,757,774.99	
Amount in TexStar Operating Fund	74,505.81	900,000.00		13.08	900,000.00	74,518.89	0.182%

CTRMA INVESTMENT REPORT

	Month Ending 12/30/12					Rate Dec 12
	Balance 11/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Regions Sweep Money Market Fund						
Operating Fund	1.91	1,000,000.00		0.27	1,000,000.00	2.18
2010-1 Sub Lien Project Acct	0.10	20,562.26			20,562.26	0.10
2010 Senior Lien Project Acct	3,219,423.05	91,145.87		438.49	138,380.51	3,172,626.90
2011 Sub Lien Project Acct	443,756.67			50,003.65		493,760.32
2011 Senior Lien Project Acct	29,198,106.19	25,000,000.00		63,670.32	9,177,766.57	45,084,009.94
2011 Sr Financial Assistance Fund	4.60					4.60
2005 Debt Service Fund	5,565,075.19	840,395.83		637.75		6,406,108.77
2010 Senior DSF	7,012.60	8,948.60		0.05		15,961.25
2011 Senior Lien Debt Service Acct	0.33					0.33
2010-1 Debt Service Fund	1,786,024.57	248,149.74		200.69		2,034,375.00
Subordinate Lien TIFIA DS Fund	1,664,007.60	322,680.74		186.88		1,986,875.22
2010-2 BABs Supplemental Security	20.55					20.55
2010-2 Debt Service Fund	407,404.96	2,315.82		3.04		409,723.82
2010-2 Cap I Fund	0.01					0.01
2010 CAP Interest Senior lien	531.84			0.07		531.91
2011 Sr Cap I Fund	36,881.70	8,766,000.00		181,103.30		8,983,985.00
2011 Sub Debt CAP I	203.61	2,315,000.00		47,821.91		2,363,025.52
2010-1 Sub lien BABs supplemental Security	79.05	712,031.25		0.01		712,110.31
TxDOT Grant Fund	37,530.66			4.63		37,535.29
Renewal and Replacement	0.66					0.66
Revenue Fund	1,268,538.16	2,127,142.60		152.67	2,521,468.50	874,364.93
General Fund	5,842,235.79			817.95	658,990.91	5,184,062.83
2010 Senior Debt Service Reserve Fund	43,898.82			5.41		43,904.23
2010-1 Debt Service Reserve Fund	9,000.51	2,054,472.76		9,000.07	2,072,473.34	0.00
2010-2 Debt Service Reserve Fund	203,886.97			1.67		203,888.64
2011 Sub Debt Debt Service Reserve Fund	3,511,012.61	3,500,000.00		9,182.86		7,020,195.47
2005 Senior Lien Debt Service Reserve Fund	93,515.97	7,000,000.00		50,386.53		7,143,902.50
MoPac Managed Lane Construction Fund		16,500,000.00				16,500,000.00
	53,338,154.68	70,508,845.47	0.00	413,618.22	15,589,642.09	108,670,976.28

Amount in Fed Agencies and Treasuries

Amortized Principal	166,226,472.11	2,062,640.00	(147,955.05)	193,381.02	48,580,999.86	119,560,157.20
Accrued Interest	166,226,472.11	2,062,640.00	(147,955.05)		48,580,999.86	119,560,157.20

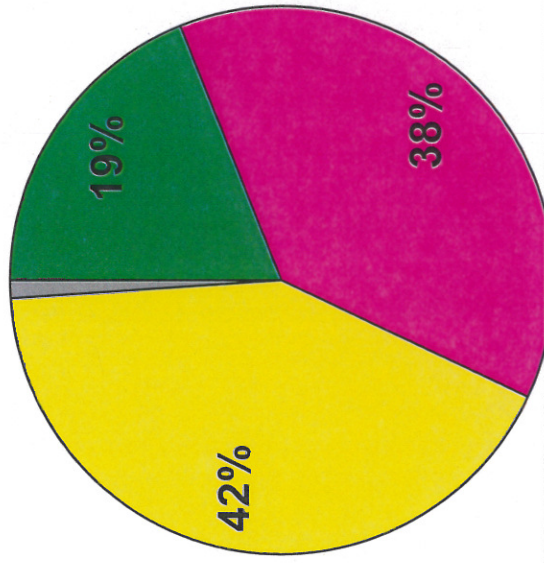
CTRMA INVESTMENT REPORT

	Month Ending 12/30/12					Rate Dec 12
	Balance 11/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Certificates of Deposit	0.00	3,000,000.00		7,524.85	0.00	3,000,000.00
Total in Pools	53,799,804.05	1,900,000.00		413,618.22	1,875,035.02	53,832,293.88
Total in Money Market	53,338,154.68	70,508,845.47			15,589,642.09	108,670,976.28
Total in Fed Agencies	166,226,472.11	2,062,640.00	(147,955.05)		48,580,999.86	119,560,157.20
Total Invested	273,364,430.84	77,471,485.47	(147,955.05)	421,143.07	66,045,676.97	285,063,427.36

William Chapman, CFO

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

Allocation of Funds



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

Amount of investments As of December 31, 2012

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	190,674.50	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,001,530.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Fannie Mae	31398A6F4	Matured	Matured	Matured	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,473,720.78	2,357,680.26	2,360,742.00	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,353,231.08	2,345,843.92	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,909,613.69	8,884,809.36	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	9,351,457.81	8,924,364.44	8,940,076.00	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	Matured	Matured	Matured	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
Fannie Mae	3135G0GU1	CALLED	CALLED	CALLED	0.4704%	1/3/2012	12/27/2013	2011 Sr DSRF
Fannie Mae	3135G0GU1	CALLED	CALLED	CALLED	0.4704%	1/3/2012	12/27/2013	2011 Sub DSRF
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	1,340,642.50	1,340,800.30	0.2300%	2/9/2012	6/1/2013	2011 SR DSRF
Fannie Mae	31398A3L4	3,883,198.70	3,849,949.50	3,855,622.70	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	3,954,171.00	3,920,314.13	3,926,091.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Fannie Mae	3135G0GH0	CALLED	CALLED	CALLED	0.2104%	2/6/2012	12/5/2014	2010-1 DSRF
Federal Home Loan Bank	3133XR88	7,370,650.00	7,185,325.00	7,181,510.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313376M85	Matured	Matured	Matured	0.1830%	3/30/2012	12/28/2012	2011 Sr Project
Federal Home Loan Bank	313378U41	12,009,480.00	12,005,266.67	12,015,120.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	12,054,960.00	12,027,480.00	12,048,480.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Fannie Mae	313376KS3	25,047,750.00	25,015,916.67	25,024,750.00	0.2440%	3/30/2012	6/21/2013	2011 Sub Project
Fannie Mae	31359MRG0	18,715,860.00	18,178,965.00	18,155,160.00	0.1950%	3/30/2012	3/15/2013	2011 Sub Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,242,812.50	10,259,600.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
Freddie Mac	3137EADD8	1,004,940.00	1,004,742.40	1,004,090.00	0.2290%	12/3/2012	4/17/2015	2010-1 DSRF
Northside ISD	66702RAG7	1,057,700.00	1,053,853.33	1,054,910.00	0.3580%	12/5/2012	2/15/2015	2010-1 DSRF
		119,963,123.35	119,560,157.17	119,589,809.78				

Agency	CUSIP #	COST	Cummulative Amortization	12/31/2012 Book Value	Maturity Value	Accrued Interest	Amortization	December 31, 2012 Interest Earned
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69		230.69
Freddie Mac	3134G2U42	1,000,000.00		1,000,000.00	1,000,000.00	312.50		312.50
Fannie Mae	31398A6F4	Matured	Matured	Matured	2,315,000.00	723.44	(261.24)	462.20
Federal Home loan Bank	3137EABM0	2,473,720.78	116,040.52	2,357,680.26	2,319,000.00	7,246.88	(6,446.70)	800.18
Federal Home loan Bank	3134A4UL6	2,326,924.30	26,306.78	2,353,231.08	2,362,000.00		1,461.49	1,461.49
Federal Home loan Bank	3134A4UL6	8,794,454.76	115,158.93	8,909,613.69	8,946,000.00		6,397.72	6,397.72
Federal Home loan Bank	3137EABM0	9,351,457.81	427,093.37	8,924,364.44	8,782,000.00		(23,727.41)	3,716.34
Fannie Mae	31398A6F4	Matured	Matured	Matured	8,766,000.00	2,739.38	(304.38)	2,435.00
Fannie Mae	3135G0GU1	CALLED	CALLED	CALLED	7,000,000.00	2,916.67	(1,099.58)	1,817.09
Fannie Mae	3135G0GU1	CALLED	CALLED	CALLED	3,500,000.00	1,458.33	(549.79)	908.54
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	56,413.50	1,340,642.50	1,315,000.00	5,479.17	(5,128.50)	350.67
Fannie Mae	31398A3L4	3,883,198.70	33,249.20	3,849,949.50	3,830,000.00	3,590.63	(2,216.61)	1,374.02
Fannie Mae	31398A3L4	3,954,171.00	33,856.87	3,920,314.13	3,900,000.00	3,656.25	(2,257.13)	1,399.12
Fannie Mae	3135G0GH0	CALLED	CALLED	CALLED	2,000,000.00	1,500.00	(7,916.67)	(6,416.67)
Federal Home Loan Bank	3133XR88	7,370,650.00	185,325.00	7,185,325.00	7,000,000.00	23,333.33	(20,591.70)	2,741.63
Federal Home Loan Bank	313376M85	Matured	Matured	Matured	25,000,000.00	3,750.00	41.67	3,791.67
Federal Home Loan Bank	313378U41	12,009,480.00	4,213.33	12,005,266.67	12,000,000.00	3,500.00	(526.67)	2,973.33
Freddie Mac	3134G3BF6	12,054,960.00	27,480.00	12,027,480.00	12,000,000.00	6,250.00	(2,290.00)	3,960.00
Federal Home Loan Bank	313376KS3	25,047,750.00	31,833.33	25,015,916.67	25,000,000.00	8,333.33	(2,652.78)	5,680.55
Fannie Mae	31359MRG0	18,715,860.00	536,895.00	18,178,965.00	18,000,000.00	65,625.00	(59,655.00)	5,970.00
Federal Home Loan Bank	3133XWKV0	10,388,500.00	145,687.50	10,242,812.50	10,000,000.00	19,791.67	(16,187.50)	3,604.17
Freddie Mac	3137EADD8	1,004,940.00	197.60	1,004,742.40	1,000,000.00	500.00	(197.60)	302.40
Northside ISD	66702RAG7	1,057,700.00	3,846.67	1,053,853.33	1,000,000.00	5,000.00	(3,846.67)	1,153.33
		121,020,823.35	1,743,597.60	119,560,157.17	167,225,000.00	193,381.02	(147,955.05)	45,425.97

December 31, 2012 Certificates of Deposit Outstanding

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



Monthly Newsletter - December 2012

Performance

As of December 31, 2012

Current Invested Balance	\$5,411,874,896.68
Weighted Average Maturity (1)	44 Days
Weighted Average Maturity (2)	53 Days
Net Asset Value	1.000123
Total Number of Participants	767
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$901,422.13
Management Fee Collected	\$209,777.76
% of Portfolio Invested Beyond 1 Year	0.00%
Standard & Poor's Current Rating	AAA ^m

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

December Averages

Average Invested Balance	\$4,953,290,851.30
Average Monthly Yield, on a simple basis	0.1647%
Average Weighted Average Maturity (1)*	49 Days
Average Weighted Average Maturity (2)*	60 Days

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

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

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

New Participants

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

★ Jefferson County WCID No. 10 ★ Post ISD

Holiday Reminder

In observance of Martin Luther King Jr. holiday, **TexSTAR will be closed Monday, January 21, 2013.** All ACH transactions initiated on Friday, January 18th will settle on Tuesday, January 22nd.

In observance of Presidents' Day, **TexSTAR will be closed Monday, February 18, 2013.** All ACH transactions initiated on Friday, February 15th will settle on Tuesday, February 19th.

Economic Commentary

Global equity and credit markets were volatile in the fourth quarter as investors shifted their focus from the ongoing credit concerns in Europe to the U.S. elections and the potential economic implications of the "fiscal cliff". U.S. economic data was generally a bit better in the fourth quarter, with housing showing the strongest improvement. After much anticipation, the election was status quo with President Obama re-elected and a Congress that remained divided. U.S. equity markets and short-term interest rates fell as the "fiscal cliff" took center stage. Markets swung back and forth on news about a potential for a deal or lack thereof. Uncertainty remained on concerns that negotiations would be protracted. Finally, Congress was able to pass a last-minute bill at the end of the year that averted the full brunt of the "fiscal cliff." However, the measures, which include higher marginal tax rates for upper income households, higher tax rates for capital gains and dividends, and a higher tax rate on estates, only addressed revenue. Congress put off the more important decisions regarding spending cuts via sequestration and the debt ceiling until February and March. Given the difficulty in reaching the deal on taxes, fiscal uncertainty is likely to linger as the new Congress faces a difficult challenge in seeking agreement on spending cuts. The U.S. officially reached the debt ceiling limit on December 31st, but the U.S. Treasury is undertaking extraordinary measures in order to continue paying its obligations for approximately another two months.

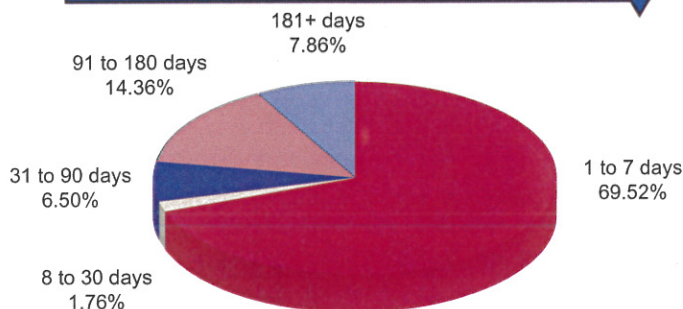
The three major concerns that dominated 2012 appear to have eased as investor fears of a eurozone debt crisis, the fiscal cliff and a Chinese economic hard landing have abated. The conversion of the Fed's Operation Twist to outright open-ended Treasury purchases and the fiscal cliff compromise are positive forces in the U.S. The amount of liquidity being injected into the global financial system by central banks is overwhelming and provides significant monetary conditions for a recovery. The transmission mechanism into economic growth has not yet been triggered, but the likelihood of this happening in the near-term has increased. However, while central banks have reduced tail risks, the ongoing political struggle in the U.S. over spending cuts and the debt ceiling creates significant uncertainty.

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

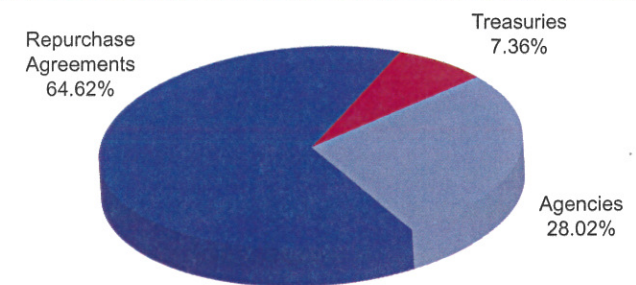
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

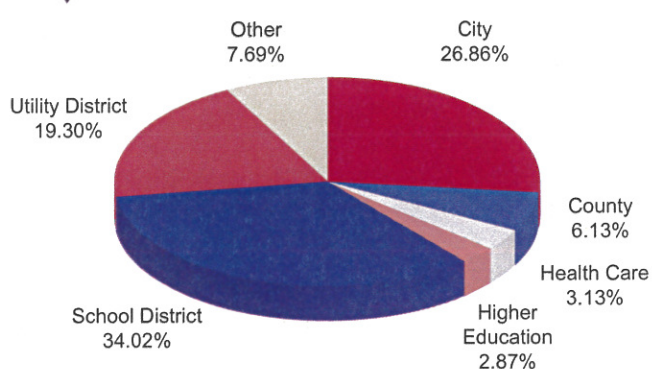
Portfolio by Type of Investment As of December 31, 2012



Distribution of Participants by Type As of December 31, 2012



Portfolio by Maturity As of December 31, 2012



Historical Program Information

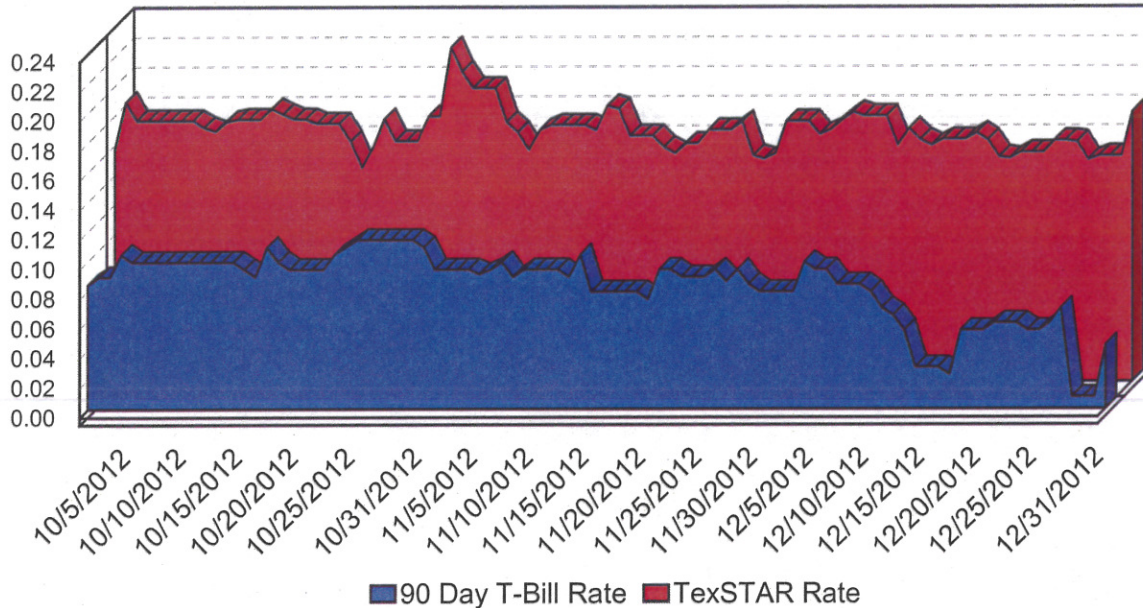
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Dec 12	0.1647%	\$5,411,874,896.68	\$5,412,541,199.28	1.000123	49	60	767
Nov 12	0.1720%	4,745,368,285.66	4,745,870,906.22	1.000105	51	63	765
Oct 12	0.1746%	4,755,942,789.56	4,756,394,096.44	1.000094	45	60	763
Sep 12	0.1574%	4,659,065,730.90	4,659,684,743.38	1.000132	46	63	759
Aug 12	0.1326%	4,724,281,980.85	4,724,862,450.42	1.000122	49	67	759
Jul 12	0.1359%	5,189,684,471.14	5,190,308,464.19	1.000120	46	66	757
Jun 12	0.1379%	4,983,255,681.46	4,983,767,166.12	1.000102	48	70	756
May 12	0.1273%	5,178,606,480.90	5,179,224,581.51	1.000119	47	70	754
Apr 12	0.1098%	5,255,005,296.99	5,255,613,981.07	1.000115	46	69	752
Mar 12	0.1148%	5,668,145,582.64	5,668,844,552.57	1.000123	48	71	751
Feb 12	0.0986%	6,014,562,468.35	6,015,309,681.45	1.000124	48	70	751
Jan 12	0.0902%	6,122,141,791.23	6,122,989,120.67	1.000138	46	73	750

Portfolio Asset Summary as of December 31, 2012

	Book Value	Market Value
Uninvested Balance	\$ 559.04	\$ 559.04
Accrual of Interest Income	2,312,257.88	2,312,257.88
Interest and Management Fees Payable	(966,996.60)	(966,996.60)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	3,496,604,000.00	3,496,604,000.00
Government Securities	1,913,925,076.36	1,914,591,378.96
Total	\$ 5,411,874,896.68	\$ 5,412,541,199.28

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for December 2012

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
12/1/2012	0.1759%	0.000004820	\$4,745,368,285.66	1.000105	51	63
12/2/2012	0.1759%	0.000004820	\$4,745,368,285.66	1.000105	51	63
12/3/2012	0.1670%	0.000004575	\$4,718,617,672.82	1.000114	51	62
12/4/2012	0.1702%	0.000004662	\$4,730,948,870.32	1.000111	51	62
12/5/2012	0.1765%	0.000004835	\$4,744,373,132.38	1.000107	51	62
12/6/2012	0.1820%	0.000004987	\$4,706,007,698.73	1.000107	53	64
12/7/2012	0.1795%	0.000004918	\$4,763,183,648.56	1.000120	51	62
12/8/2012	0.1795%	0.000004918	\$4,763,183,648.56	1.000120	51	62
12/9/2012	0.1795%	0.000004918	\$4,763,183,648.56	1.000120	51	62
12/10/2012	0.1597%	0.000004375	\$4,767,022,703.40	1.000127	51	62
12/11/2012	0.1709%	0.000004683	\$4,789,844,987.34	1.000135	52	63
12/12/2012	0.1633%	0.000004475	\$4,738,799,748.87	1.000137	53	64
12/13/2012	0.1596%	0.000004372	\$4,707,117,681.63	1.000144	53	64
12/14/2012	0.1636%	0.000004481	\$4,862,050,519.24	1.000160	50	60
12/15/2012	0.1636%	0.000004481	\$4,862,050,519.24	1.000160	50	60
12/16/2012	0.1636%	0.000004481	\$4,862,050,519.24	1.000160	50	60
12/17/2012	0.1679%	0.000004601	\$4,841,103,286.19	1.000167	49	60
12/18/2012	0.1631%	0.000004469	\$4,923,028,412.66	1.000157	49	59
12/19/2012	0.1517%	0.000004155	\$5,008,270,382.11	1.000160	52	62
12/20/2012	0.1507%	0.000004129	\$4,983,079,507.42	1.000164	52	62
12/21/2012	0.1549%	0.000004244	\$5,137,451,097.57	1.000160	49	59
12/22/2012	0.1549%	0.000004244	\$5,137,451,097.57	1.000160	49	59
12/23/2012	0.1549%	0.000004244	\$5,137,451,097.57	1.000160	49	59
12/24/2012	0.1628%	0.000004461	\$5,187,211,359.65	1.000152	48	57
12/25/2012	0.1628%	0.000004461	\$5,187,211,359.65	1.000152	48	57
12/26/2012	0.1618%	0.000004433	\$5,168,922,992.23	1.000149	48	58
12/27/2012	0.1497%	0.000004101	\$5,198,340,221.64	1.000132	47	57
12/28/2012	0.1523%	0.000004172	\$5,320,483,036.42	1.000125	43	52
12/29/2012	0.1523%	0.000004172	\$5,320,483,036.42	1.000125	43	52
12/30/2012	0.1523%	0.000004172	\$5,320,483,036.42	1.000125	43	52
12/31/2012	0.1820%	0.000004985	\$5,411,874,896.68	1.000123	44	53
Average	0.1647%	0.000004511	\$4,953,290,851.30		49	60

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



TexSTAR Board Members

William Chapman

Nell Lange

Kenneth Huewitt

Michael Bartolotta

Joni Freeman

Hardy Browder

Oscar Cardenas

Stephen Fortenberry

Monte Mercer

Becky Brooks

Len Santow

Central Texas Regional Mobility Authority

City of Frisco

Houston ISD

First Southwest Company

JP Morgan Chase

City of Cedar Hill

Northside ISD

Plano ISD

North Central TX Council of Government

Government Resource Associates, LLC

Griggs & Santow

Governing Board President

Governing Board Vice President

Governing Board Treasurer

Governing Board Secretary

Governing Board Asst. Sec./Treas.

Advisory Board

Advisory Board

Advisory Board

Advisory Board

Advisory Board

Advisory Board

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

FirstSouthwest 

J.P.Morgan
Asset Management

Attachment B

Financial Report for December, 2012

**Central Texas Regional Mobility Authority
Balance Sheet**

As of	November 30, 2012	November 30, 2011
Assets		
Current Assets		
Cash in Regions Operating Account	621,996	119,405
Cash In TexSTAR	74,506	6,815
Regions Payroll Account	12,843	185,245
Restricted cash/cash equivalents		
Fidelity Government MMA	53,338,155	18,633,990
Restricted Cash-TexStar	53,725,298	66,505,327
Regions SIB account	0	0
Overpayment accounts	35,987	23,636
Total Cash and Cash Equivalents	107,808,785	85,474,418
Accounts Receivable	106,415	31,862
Due From Employees	33	0
Due From TTA	349,185	413,977
Due From NTTA	54,716	37,811
Due From HCTRA	86,211	115,047
Due From TxDOT	17,269,844	297,250
Due From Federal Government	772,444	772,443
Interest Receivable	584,335	565,042
Total Receivables	19,223,183	2,233,431
Short Term Investments		
Treasuries	4,549,017	4,549,017
Short Term Investments	151,088,667	16,697,989
Other Current Assets		
Prepaid Insurance	51,067	47,403
Total Current Assets	278,171,703	104,454,896
Construction Work In Process		
	292,254,512	264,379,091
Fixed Assets		
Computers(net)	26,868	27,988
Computer Software(net)	13,391	777,712
Furniture and Fixtures(net)	11,241	16,039
Equipment(net)	31,931	50,595
Autos and Trucks(net)	18,395	25,294
Buildings and Toll Facilities(net)	6,104,899	6,270,565
Highways and Bridges(net)	277,387,833	175,649,852
Communication Equipment(net)	871,934	1,062,755
Toll Equipment(net)	9,321,380	2,352,945
Signs(net)	6,016,206	5,033,564
Land Improvements(net)	3,345,956	1,150,936
Right of Way	24,800,630	24,683,553
Leasehold Improvements	52,839	63,409
Total Fixed Assets	328,003,505	217,165,207
Long Term Investments		
GIC (Restricted)	0	224,857,200
Agencies-LT	18,145,913	44,308,040
Other Assets		
Security Deposits	8,644	8,644
Intangible Assets	650	650
Total Bond Issuance Costs	14,828,485	15,537,053
Total Assets	931,413,411	870,710,780

Liabilities

Current Liabilities

Accounts Payable	404,347	163,157
Overpayments	37,005	24,364
Interest Payable	18,031,814	18,647,671
TCDRS Payable	50,238	29,716
Due to other Entities	12,183	19,669
FICA Payable	0	0
Other	0	17,178
Due to State of Texas	0	2,181
Total Current Liabilities	18,535,587	18,903,935

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	413,815
Retainage Payable	0	1,655
Senior Lien Revenue Bonds 2005	172,628,655	172,698,781
Senior Lien Revenue Bonds 2010	102,757,589	98,266,665
Senior Lien Revenue Bonds 2011	306,858,228	306,194,591
Sn Lien Rev Bnd Prem/Disc 2005	4,582,321	4,719,763
Sn Lien Rev Bnd Prem/Disc 2010	153,691	189,296
Tot Sr Lien Rev Bond Pay Pre/D	920,921	882,593
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	70,000,000
Sub Lien Bond 2011 Prem/Disc	(2,042,159)	(2,131,975)
TIFIA note 2008	77,656,077	77,626,562
2010 Regions BAB's Payable	0	0
2011 Regions Draw Down Note	800,000	0
Total Long Term Liabilities	774,768,400	768,952,688
Total Liabilities	793,303,987	787,856,623

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	86,019,147	61,913,602
Current Year Operations	33,755,431	2,605,710
Total Net Assets	119,774,578	64,519,312

Total Liabilities and Net Assets

931,413,411

870,710,780

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	23,891,717	8,771,606	36.71%	6,491,803
Toll Revenue-HCTRA-183A	756,067	409,796	54.20%	292,631
Toll Revenue-NTTA-183A	453,640	262,175	57.79%	184,068
Video Tolls	3,629,122	1,914,158	52.74%	1,374,654
Fee revenue	1,512,134	761,491	50.36%	496,064
Total Operating Revenue	30,242,680	12,119,226	40.07%	8,839,220
Other Revenue				
Interest Income	180,000	107,720	59.84%	88,157
Grant Revenue	1,236,000	37,154,278	3006%	4,170,315
Reimbursed Expenditures	-	34,774		-
Misc Revenue	2,500	209,380	8375%	916,497
Gain/Loss on Sale of Asset	-	-	0.00%	12,342
Unrealized Loss	-	42,708		-
Total Other Revenue	1,418,500	37,548,859	2647%	5,187,311
Total Revenue	\$ 31,661,180	\$ 49,668,085	156.87%	\$ 14,026,531
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,115,939	810,781	38.32%	669,479
Part Time Salry Expense	12,000	-	0.00%	7,858
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	1,202	24.03%	7,650
TCDRS	307,536	114,038	37.08%	94,815
FICA	96,433	26,127	27.09%	23,982
FICA MED	30,899	11,699	37.86%	9,575
Health Insurance Expense	186,370	74,474	39.96%	78,200
Life Insurance Expense	5,684	4,059	71.41%	1,786
Auto Allowance Expense	10,200	-	0.00%	3,612
Other Benefits	185,610	40,793	21.98%	33,890
Unemployment Taxes	12,960	-	0.00%	99
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,021,631	1,083,174	35.85%	930,946

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	2,812	23.43%	11,753
Auditing	65,000	44,990	69.22%	43,046
General Engineering Consultant	1,250,000	117,315	9.39%	202,512
GEC-Financial Planning Support	-	7,488		-
GEC-Roadway Ops Support	-	15,631		-
GEC-Public Information Support	-	278		-
GEC-General Support	-	24,803		-
General System Consultant	175,000	4,384	2.51%	26,284
Image Processing	780,000	369,552	47.38%	370,148
Facility maintenance	41,954	3,079	7.34%	4,885
HERO	1,629,000	395,815	24.30%	189,306
Human Resources	25,000	286	1.14%	3,153
Legal	270,000	35,377	13.10%	48,038
Photography	15,000	-	0.00%	11,850
Communications and Marketing	-	-	0.00%	22,935
Total Professional Services	4,262,954	1,080,833	25.35%	933,910
<u>Other Contractual Services</u>				
IT Services	65,000	12,679	19.51%	21,497
Graphic Design Services	10,000	-	0.00%	400
Website Maintenance	35,000	2,929	8.37%	2,416
Research Services	50,000	3,149	6.30%	3,100
Copy Machine	10,000	1,924	19.24%	2,209
Software Licenses	17,200	7,387	42.95%	805
ETC Maintenance Contract	1,029,900	137,773	13.38%	208,188
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	16,620
Communications and Marketing	140,000	59,023	42.16%	-
Advertising Expense	60,000	14,260	23.77%	1,281
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	20,920	418.40%	1,946
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	57,381	22.95%	59,838

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Special assignments	5,000	-	0.00%	-
Traffic Management	-	14,417		27,527
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	114	18.94%	-
Roadway Maintenance Contract	640,000	35,088	5.48%	48,396
Landscape Maintenance	280,000	52,775	18.85%	62,040
Signal & Illumination Maint	-	14,164		32,069
Mowing and litter control	-	8,840		34,802
Striping	-	-	0.00%	19,600
Graffiti removal	-	225		-
Cell Phones	9,700	3,045	31.39%	3,059
Local Telephone Service	18,000	5,898	32.77%	5,286
Internet	4,500	-	0.00%	349
Fiber Optic System	63,000	12,071	19.16%	23,220
Other Communication Expenses	11,500	102	0.88%	273
Subscriptions	1,850	53	2.89%	120
Memberships	33,959	3,774	11.11%	5,520
Continuing Education	7,300	1,935	26.50%	962
Professional Development	14,000	-	0.00%	3,020
Seminars and Conferences	33,000	11,909	36.09%	2,755
Staff-Travel	76,000	40,509	53.30%	22,244
Other Contractual Svcs	200	-	0.00%	177
TxTag Collection Fees	1,434,788	464,692	32.39%	454,035
Contractual Contingencies	250,500	649	0.26%	3,309
Total Other Contractual Services	4,738,497	987,684	20.84%	1,067,062
Total Contractual Services	9,001,451	2,009,494	22.32%	2,000,971
Materials and Supplies				
Books & Publications	12,500	3,225	25.80%	2,216
Office Supplies	11,000	1,018	9.25%	2,075
Computer Supplies	12,500	3,620	28.96%	5,965
Copy Supplies	2,200	539	24.48%	18
Annual Report printing	7,000	-	0.00%	-
Other Reports-Printing	10,000	2,901	29.01%	-
Direct Mail Printing	5,000	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Office Supplies-Printed	2,500	-	0.00%	349
Maintenance Supplies-Roadway	9,175	-	0.00%	-
Promotional Items	10,000	4,827	48.27%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-
Tools & Equipment Expense	1,000	-	0.00%	31
Misc Materials & Supplies	3,000	-	0.00%	279
Total Materials and Supplies	120,875	16,129	13.34%	10,932
Operating Expenses				
Gasoline Expense	5,000	2,107	42.14%	1,785
Mileage Reimbursement	5,950	1,782	29.94%	1,438
Toll Tag Expense	3,120	1,374	44.04%	1,156
Parking	41,175	13,178	32.00%	17,019
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	9,800	3,351	34.19%	1,610
Public Notices	2,200	-	0.00%	-
Postage Expense	5,650	138	2.44%	26
Overnight Delivery Services	1,600	115	7.17%	166
Local Delivery Services	1,250	12	0.96%	6
Insurance Expense	90,000	25,994	28.88%	33,708
Repair & Maintenance-General	500	403	80.65%	-
Repair & Maintenance-Vehicles	500	109	21.77%	358
Repair & Maintenance Toll Equip	5,000	400	8.01%	-
Rent Expense	250,000	89,350	35.74%	84,541
Water	7,500	3,151	42.01%	4,079
Electricity	178,500	27,425	15.36%	25,130
Other Licenses	640	494	77.19%	275
Community Initiative Grants	65,000	30,000	46.15%	20,000
Non Cash Operating Expenses				
Amortization Expense	76,000	158,549	208.62%	512,340
Dep Exp- Furniture & Fixtures	9,000	669	7.43%	3,806
Dep Expense - Equipment	26,400	7,037	26.66%	5,991
Dep Expense - Autos & Trucks	7,000	2,874	41.06%	2,299

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 11/30/2012	Percent of Budget	Actual Prior Year to Date 11/30/2011
Dep Expense-Buildng & Toll Fac	177,000	73,566	41.56%	73,566
Dep Expense-Highways & Bridges	8,000,000	2,516,135	31.45%	2,069,670
Dep Expense-Communic Equip	195,000	79,509	40.77%	79,521
Dep Expense-Toll Equipment	965,000	318,345	32.99%	192,409
Dep Expense - Signs	135,000	60,290	44.66%	55,528
Dep Expense-Land Improvemts	67,000	46,417	69.28%	27,418
Depreciation Expense-Computers	10,000	4,781	47.81%	4,104
Total Operating Expenses	10,346,035	3,467,552	33.52%	3,217,949
Financing Expenses				
Arbitrage Rebate Calculation	6,000	5,605	93.42%	5,455
Loan Fee Expense	12,500	-	0.00%	12,000
Rating Agency Expense	35,000	11,000	31.43%	5,300
Trustee Fees	6,000	-	0.00%	-
Bank Fee Expense	8,000	2,510	31.37%	13,847
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	20,318,015	9,135,787	44.96%	5,012,478
Contingency	15,000	-	0.00%	-
<u>Non Cash Financing Expenses</u>				
Bond issuance expense	300,000	181,404	60.47%	210,942
Total Financing Expenses	20,704,515	9,336,306	45.09%	5,260,021
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 43,194,507	\$ 15,912,654	36.84%	\$ 11,420,820
Net Income	\$ (11,533,327)	\$ 33,755,431		\$ 2,605,710

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2013
as of November 30, 2012

Cash flows from operating activities:

Receipts from Department of Transportation	\$ 21,730,948
Receipts from toll fees	12,342,224
Receipts from other fees	-
Receipts from interest income	803,308
Receipts from other sources	318,136
Payments to vendors	(3,328,033)
Payments to employees and benefits	(984,570)
Net cash flows used in operating activities	<u>30,882,014</u>

Cash flows from capital and related financing activities:

Payments on interest	(21,087,533)
Payment on Bonds/Notes	(300,000)
Acquisitions of property and equipment	(3,875)
Acquisitions of construction in progress	(56,490,458)
Proceeds from Draw Down Note	700,000
Net cash flows used in capital and related financing activities	<u>(77,181,866)</u>

Cash flows from investing activities:

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

Net increase in cash and cash equivalents	6,920,776
Cash and cash equivalents at beginning of July 2012	100,680,911
Cash and cash equivalents at end of November 2012	<u>\$ 107,808,785</u>

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

Change in net assets	\$ 33,755,431
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	3,268,171
Nonoperating interest	9,134,144
Bond Issuance Expense	181,404
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	(15,082,575)
(Increase)/Decrease in prepaid expenses and other assets	(35,145)
(Increase)/Decrease in interest receivable	744,445
Increase/(Decrease) in deferred revenue (audit adjustments)	(77,482)
Increase/(Decrease) in other payable	(102,318)
Increase/(Decrease) in accounts payable	(904,061)
Total adjustments	<u>(2,873,417)</u>
Net cash flows provided by operating activities	<u>\$ 30,882,014</u>

INVESTMENTS by FUND

		Balance November 30, 2012	
Renewal & Replacement Fund			
TexSTAR	660,776.95		TexSTAR 53,799,804.05
Regions Sweep	0.66		CD's 3,000,000.00
Agencies		660,777.61	Regions Sweep 53,338,154.68
			Agencies 166,226,472.15
TxDOT Grant Fund			
TexSTAR	5,422,196.62		
Regions Sweep	37,530.66		
CD's	3,000,000.00		
Agencies	1,000,000.00	9,459,727.28	\$ 276,364,430.88
Subordinate Lien DS Fund 05			
Regions Sweep	1,664,007.60	1,664,007.60	
Debt Service Reserve Fund 05			
TexSTAR	30,769,584.36		
Regions Sweep	93,515.97		
Agencies	12,199,036.70	43,062,137.03	
Debt Service Fund 05			
Regions Sweep	5,565,075.19	5,565,075.19	
2010 Senior Lien DSF			
Regions Sweep	7,012.60		
TexSTAR	0.15	7,012.75	
2010-1 Debt Service Fund			
Regions Sweep	1,786,024.57	1,786,024.57	
2010-2 Debt Service Fund			
Regions Sweep	407,404.96	407,404.96	
Agencies			
2011 Debt Service Acct			
Regions Sweep	0.33	0.33	
2011 Sub Debt DSRF			
Regions Sweep	3,511,012.61		
Agencies	3,500,549.79	7,011,562.40	
Operating Fund			
TexSTAR	74,505.81		
TexSTAR-Trustee	1,801,029.81		
Regions Sweep	1.91	1,875,537.53	
Revenue Fund			
TexSTAR	1.00		
Regions Sweep	1,268,538.16	1,268,539.16	
General Fund			
TexSTAR	53.78		
Regions Sweep	5,842,235.79	5,842,289.57	
2010 Senior Lien Capitalized Interest			
Regions Sweep	531.84		
TexSTAR	1,705,297.71	1,705,829.55	
2010-1 Sub Lien Capitalized Interest			
Regions Sweep	0.00		
TexSTAR	0.00		
2010-2 Sub Lien Capitalized Interest			
TexSTAR	46,009.43		
Regions Sweep	0.01	46,009.44	
2011 Sr Capitalized Interest Fund			
Regions Sweep	36,881.70		
Agencies	26,617,612.21	26,654,493.91	
2011 Sub Capitalized Interest Fund			
Regions Sweep	203.61		
Agencies	7,031,157.76	7,031,361.37	
2010-1 Sub BABs subsidy			
Regions Sweep	79.05	79.05	
2010-2 Sub BABs subsidy			
Regions Sweep	20.55	20.55	
2010 Senior Lien Debt Service Reserve Fund			
TexSTAR	5,558,214.70		
Regions Sweep	43,898.82		
Agencies	3,922,571.25	9,524,684.77	
2010-2 Sub Lien Debt Service Reserve Fund			
TexSTAR	779,209.11		
Regions Sweep	203,886.97		
Agencies	190,000.00	1,173,096.08	
2010-1 Sub Lien Debt Service Reserve Fund			
TexSTAR	1,965,265.26		
Regions Sweep	9,000.51		
Agencies	2,007,916.67	3,982,182.44	
2010-1 Sub Lien Projects Fund			
TexSTAR	850,956.50		
Regions Sweep	0.10	850,956.60	
2010 Senior Lien Construction Fund			
TexSTAR	1.19		
Regions Sweep	3,219,423.05	3,219,424.24	
2011 Sub Debt Project fund			
TexSTAR	4,166,582.01		
Agencies	43,257,189.44		
Regions Sweep	443,756.67	47,867,528.12	
2011 Sr Financial Assistance Fund			
Regions Sweep	4.60	4.60	
2011 Senior Lien Project Fund			
TexSTAR	119.66		
Regions Sweep	29,198,106.19		
Agencies	66,500,438.33	95,698,664.18	
		<u>95,698,664.18</u>	
		<u>\$ 276,364,430.88</u>	

CTRMA INVESTMENT REPORT

	Month Ending 11/30/12					Rate Nov 12
	Balance 10/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund	4,165,993.10			588.91		4,166,582.01
2011 Senior Lien Construction Fund	119.66					119.66
2010 Senior Lien Construction Fund	1.19					1.19
2010-1 Sub Lien Projects General Fund	921,820.91			125.56	70,989.97	850,956.50
Trustee Operating Fund	53.78					53.78
Renewal and Replacement	1,100,826.58	1,000,000.00		203.23	300,000.00	1,801,029.81
TxDOT Grant Fund	660,683.55			93.40		660,776.95
Revenue Fund	5,421,430.23			766.39		5,422,196.62
Senior Lien Debt Service Reserve Fund	1.00					1.00
2010 Senior Lien DSF	30,765,235.21			4,349.15		30,769,584.36
2010 Senior Lien Debt Service Reserve Fund	0.15					0.15
2010-2Sub Lien Debt Service Reserve Fund	5,557,429.04			785.66		5,558,214.70
2010-1Sub Lien Debt Service Reserve Fund	779,098.96			110.15		779,209.11
2010 Senior Lien Capitalized Interest	1,964,987.49			277.77		1,965,265.26
2010-2 Sub Lien Capitalized Interest	1,705,056.68			241.03		1,705,297.71
	46,002.96			6.47		46,009.43
	53,088,740.49	1,000,000.00	0.00	7,547.72	370,989.97	53,725,298.24
Amount in TexStar Operating Fund						
	74,492.36	300,000.00		13.45	300,000.00	74,505.81
						0.176%

CTRMA INVESTMENT REPORT

	Month Ending 11/30/12					Rate
	Balance 10/31/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Regions Sweep Money Market Fund						
Operating Fund	1.64	1,000,000.00		0.27	1,000,000.00	1.91
2010-1 Sub Lien Project Acct	0.00	70,989.97		0.10	70,989.97	0.10
2010 Senior Lien Project Acct	4,091,602.18	105,254.59		521.52	977,955.24	3,219,423.05
2011 Sub Lien Project Acct	443,752.90			3.77		443,756.67
2011 Senior Lien Project Acct	29,655,490.07	7,750,000.00		2,838.59	8,210,222.47	29,198,106.19
2011 Sr Financial Assistance Fund	0.00	7,750,000.00		4.60	7,750,000.00	4.60
2005 Debt Service Fund	4,724,125.87	840,395.83		553.49		5,565,075.19
2010 Senior DSF	5,610.06	1,402.50		0.04		7,012.60
2011 Senior Lien Debt Service Acct	0.33					0.33
2010-1 Debt Service Fund	1,446,797.26	339,062.50		164.81		1,786,024.57
Subordinate Lien TIFIA DS Fund	1,346,190.04	317,664.34		153.22		1,664,007.60
2010-2 BABs Supplemental Security	20.55					20.55
2010-2 Debt Service Fund	325,922.86	81,479.64		2.46		407,404.96
2010-2 Cap I Fund	0.01					0.01
2010 CAP Interest Senior lien	531.77			0.07		531.84
2011 Sr Cap I Fund	36,877.00			4.70		36,881.70
2011 Sub Debt CAP I	203.58			0.03		203.61
2010-1 Sub lien BABs supplemental Security	79.04			0.01		79.05
TxDOT Grant Fund	37,525.99			4.67		37,530.66
Renewal and Replacement	0.66					0.66
Revenue Fund	1,294,603.27	2,710,642.72		147.87	2,736,855.70	1,268,538.16
General Fund	7,655,881.93	124,973.43		586.72	1,939,206.29	5,842,235.79
2010 Senior Debt Service Reserve Fund	43,893.23			5.59		43,898.82
2010-1 Debt Service Reserve Fund	9,000.43			0.08		9,000.51
2010-2 Debt Service Reserve Fund	202,501.10			1,385.87		203,886.97
2011 Sub Debt Debt Service Reserve Fund	3,510,565.37			447.24		3,511,012.61
2005 Senior Lien Debt Service Reserve Fund	93,504.06			11.91		93,515.97
	54,924,681.20	21,091,865.52	0.00	6,837.63	22,685,229.67	53,338,154.68
Amount in Fed Agencies and Treasuries						
Amortized Principal	166,361,260.37		(134,788.26)	187,881.02		166,226,472.11
Accrued Interest	166,361,260.37	0.00	(134,788.26)		0.00	166,226,472.11

Rate
Nov 12

Regions Sweep Money Market Fund

- Operating Fund
- 2010-1 Sub Lien Project Acct
- 2010 Senior Lien Project Acct
- 2011 Sub Lien Project Acct
- 2011 Senior Lien Project Acct
- 2011 Sr Financial Assistance Fund
- 2005 Debt Service Fund
- 2010 Senior DSF
- 2011 Senior Lien Debt Service Acct
- 2010-1 Debt Service Fund
- Subordinate Lien TIFIA DS Fund
- 2010-2 BABs Supplemental Security
- 2010-2 Debt Service Fund
- 2010-2 Cap I Fund
- 2010 CAP Interest Senior lien
- 2011 Sr Cap I Fund
- 2011 Sub Debt CAP I
- 2010-1 Sub lien BABs supplemental Security
- TxDOT Grant Fund
- Renewal and Replacement
- Revenue Fund
- General Fund
- 2010 Senior Debt Service Reserve Fund
- 2010-1 Debt Service Reserve Fund
- 2010-2 Debt Service Reserve Fund
- 2011 Sub Debt Debt Service Reserve Fund
- 2005 Senior Lien Debt Service Reserve Fund

Amount in Fed Agencies and Treasuries

- Amortized Principal
- Accrued Interest

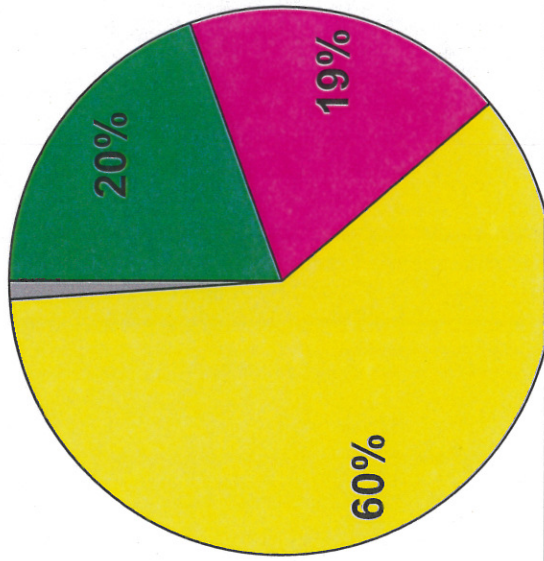
CTRMA INVESTMENT REPORT

	Balance 10/31/2012	Month Ending 11/30/12				Balance 11/30/2012	Rate Nov 12
		Additions	Discount Amortization	Accrued Interest	Withdrawals		
Certificates of Deposit	0.00	3,000,000.00			0.00	3,000,000.00	
Total in Pools	53,163,232.85	1,300,000.00		7,561.17	670,989.97	53,799,804.05	
Total in Money Market	54,924,681.20	21,091,865.52		6,837.63	22,685,229.67	53,338,154.68	
Total in Fed Agencies	166,361,260.37	0.00	(134,788.26)		0.00	166,226,472.11	
Total Invested	274,449,174.42	25,391,865.52	(134,788.26)	14,398.80	23,356,219.64	276,364,430.84	

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

William Chapman, CFO

Allocation of Funds



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

Amount of investments As of November 30, 2012

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	190,805.60	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,001,430.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Fannie Mae	31398A6F4	2,319,702.34	2,315,261.23	2,315,416.70	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,473,720.78	2,364,126.94	2,366,817.78	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,351,769.59	2,343,859.84	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,903,215.97	8,877,294.72	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	9,351,457.81	8,948,091.85	8,963,084.84	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	8,771,478.75	8,766,304.39	8,767,577.88	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
Fannie Mae	3135G0GU1	7,002,030.00	7,001,099.58	7,001,330.00	0.4704%	1/3/2012	12/27/2013	2011 Sr DSRF
Fannie Mae	3135G0GU1	3,501,015.00	3,500,549.79	3,500,665.00	0.4704%	1/3/2012	12/27/2013	2011 Sr DSRF
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	1,345,771.00	1,345,889.35	0.2300%	2/9/2012	6/1/2013	2011 Sr DSRF
Fannie Mae	31398A3L4	3,883,198.70	3,852,166.12	3,855,163.10	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	3,954,171.00	3,922,571.25	3,925,623.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Fannie Mae	3135G0GH0	2,011,400.00	2,007,916.67	2,000,800.00	0.2104%	2/6/2012	12/5/2014	2010-1 DSRF
Federal Home Loan Bank	3133XR88	7,370,650.00	7,205,916.67	7,201,460.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313376M85	24,999,500.00	24,999,958.33	25,000,000.00	0.1830%	3/30/2012	12/28/2012	2011 Sr Project
Federal Home Loan Bank	313378U41	12,009,480.00	12,005,793.33	12,013,800.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	12,054,960.00	12,029,770.00	12,046,440.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	313376KS3	25,047,750.00	25,011,000.00	25,021,000.00	0.2440%	3/30/2012	6/21/2013	2011 Sub Project
Fannie Mae	31359MRG0	18,715,860.00	18,238,620.00	18,213,840.00	0.1950%	3/30/2012	3/15/2013	2011 Sub Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,259,000.00	10,271,000.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
		167,563,309.44	166,226,472.15	166,223,297.81				

Agency	CUSIP #	COST	Cumulative		11/30/2012		Interest Income		November 30, 2012	
			Amortization	Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned		
San Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	230.69	230.69	230.69	230.69	
Freddie Mac	3134G2U42	1,000,000.00	-	1,000,000.00	1,000,000.00	312.50	312.50	312.50	312.50	
Fannie Mae	31398A6F4	2,319,702.34	4,441.11	2,315,261.23	2,315,000.00	723.44	723.44	(261.24)	462.20	
Federal Home loan Bank	3137EABM0	2,473,720.78	109,593.84	2,364,126.94	2,319,000.00	7,246.88	7,246.88	(6,446.70)	800.18	
Federal Home loan Bank	3134A4UL6	2,326,924.30	24,845.29	2,351,769.59	2,362,000.00			1,461.49	6,397.69	
Federal Home loan Bank	3134A4UL6	8,794,454.76	108,761.21	8,903,215.97	8,946,000.00			6,397.69	3,716.34	
Federal Home loan Bank	3137EABM0	9,351,457.81	403,365.96	8,948,091.85	8,782,000.00			(23,727.41)	2,435.00	
Fannie Mae	31398A6F4	8,771,478.75	5,174.36	8,766,304.39	8,766,000.00			(304.38)	2,832.09	
Fannie Mae	3135G0GU1	7,002,030.00	930.42	7,001,099.58	7,000,000.00			(84.58)	1,416.04	
Fannie Mae	3135G0GU1	3,501,015.00	465.21	3,500,549.79	3,500,000.00			(42.29)	350.67	
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	51,285.00	1,345,771.00	1,315,000.00			5,479.17	1,374.02	
Fannie Mae	31398A3L4	3,883,198.70	31,032.58	3,852,166.12	3,830,000.00			(2,216.61)	1,399.12	
Fannie Mae	31398A3L4	3,954,171.00	31,599.75	3,922,571.25	3,900,000.00			3,656.25	1,183.38	
Fannie Mae	3135G0GH0	2,011,400.00	3,483.33	2,007,916.67	2,000,000.00			1,500.00	2,741.63	
Federal Home Loan Bank	3133XR88	7,370,650.00	164,733.33	7,205,916.67	7,000,000.00			23,333.33	3,791.67	
Federal Home Loan Bank	313376M85	24,999,500.00	(458.33)	24,999,958.33	25,000,000.00			3,750.00	2,973.33	
Federal Home Loan Bank	313378U41	12,009,480.00	3,686.67	12,005,793.33	12,000,000.00			3,500.00	3,960.00	
Freddie Mac	3134G3BF6	12,054,960.00	25,190.00	12,029,770.00	12,000,000.00			6,250.00	5,680.55	
Federal Home Loan Bank	313376KS3	25,047,750.00	29,180.56	25,018,569.44	25,000,000.00			6,333.33	5,970.00	
Fannie Mae	31359MRG0	18,715,860.00	477,240.00	18,238,620.00	18,000,000.00			65,625.00	3,604.17	
Federal Home Loan Bank	3133XWKV0	10,388,500.00	129,500.00	10,259,000.00	10,000,000.00			19,791.67	53,092.76	
		167,563,309.44	1,604,050.29	166,226,472.15	165,225,000.00			187,881.02	(134,788.26)	

November 30, 2012 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	November 30, 2012 Interest	FUND
Compass Bank	CD9932129	3,000,000	0.35%	8/27/2012	2/27/2014	115.07	TxDOT Grant Fund
		<u>3,000,000</u>				<u>\$ 115.07</u>	



Monthly Newsletter - November 2012

Performance

As of November 30, 2012

Current Invested Balance	\$4,745,368,285.66
Weighted Average Maturity (1)	51 Days
Weighted Average Maturity (2)	63 Days
Net Asset Value	1.000105
Total Number of Participants	765
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$873,406.47
Management Fee Collected	\$196,301.17
% of Portfolio Invested Beyond 1 Year	0.00%
Standard & Poor's Current Rating	AAAm

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

November Averages

Average Invested Balance	\$4,789,819,061.38
Average Monthly Yield, on a simple basis	0.1720%
Average Weighted Average Maturity (1)*	51 Days
Average Weighted Average Maturity (2)*	63 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 November:

★ Crystal City ISD

★ Sunbelt Fresh Water Supply District

Holiday Reminder

In observance of the Christmas holiday, **TexSTAR will be closed Tuesday, December 25, 2012.** All ACH transactions initiated on Monday, December 24th will settle on Wednesday, December 26th. In observance of the New Year's Day holiday, **TexSTAR will be closed Tuesday, January 1, 2013.** All ACH transactions initiated on Monday, December 31st will settle on Wednesday, January 2nd. Notification of any early transaction deadlines on the business day preceding the 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

Global equity and credit markets continued to be volatile in November as investors shifted their focus from the ongoing credit concerns in Europe to the potential economic implications of the fiscal cliff in the U.S. Market sentiment was also influenced by developments in the European debt crisis and Chinese growth. U.S. equity markets fell after the presidential election and remained volatile throughout the month as attention turned to negotiations regarding the fiscal cliff. The fiscal cliff refers to a combination of previously agreed upon government spending cuts and increases in a variety of tax rates set to go into effect on January 1, 2013. With just a few weeks before the year-end deadline, the White House and Congress have demonstrated little progress, and markets have continued to swing on news about the potential for a deal or the lack thereof. Failure to come to an agreement on how to handle the challenges imposed by the fiscal cliff could risk putting the U.S. economy back into a recession.

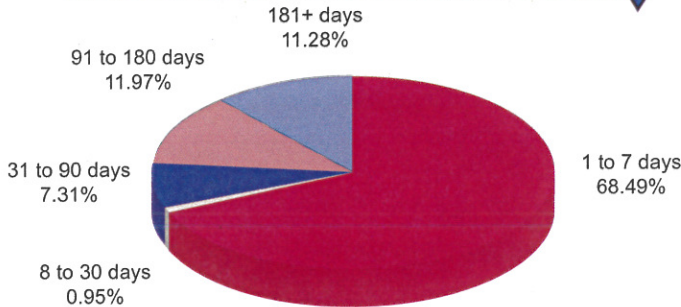
Economic data over the month was mixed, as the effects of Hurricane Sandy caused employment to weaken, and fiscal cliff worries also appeared to weigh on consumption and manufacturing data, while housing improved mildly. It is expected that Congress will move to avert much of the negative impact by year-end, although some fiscal tightening is still expected. Irrespective of a resolution, the uncertainty faced by consumers and business alike should have an adverse impact on growth in the fourth quarter. Due to persistently weak labor markets and the negative impacts of the fiscal cliff, it is expected that the Fed will announce another large-scale asset purchase program at its December meeting. The Fed's current Operation Twist program of buying long-dated Treasuries while selling short-dated Treasuries is set to conclude at year-end. Anticipations are that the Fed to keep its gross purchases constant at \$85 billion per month, in the form of \$45 billion of Treasuries and \$40 billion of mortgage-backed securities. In addition, members of the FOMC have recently discussed revising their communication policy, and it is expected in the near future the Fed will make its forward rate guidance conditional on economic indicators including the unemployment rate and the inflation rate, reflecting the Fed's dual mandate.

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

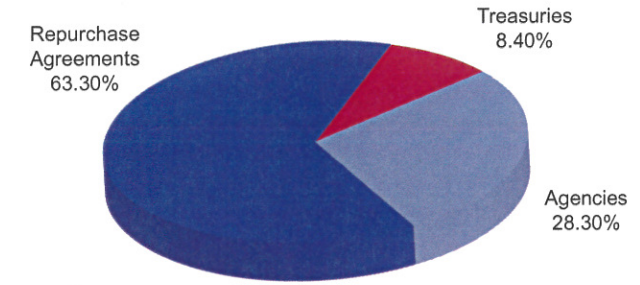
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

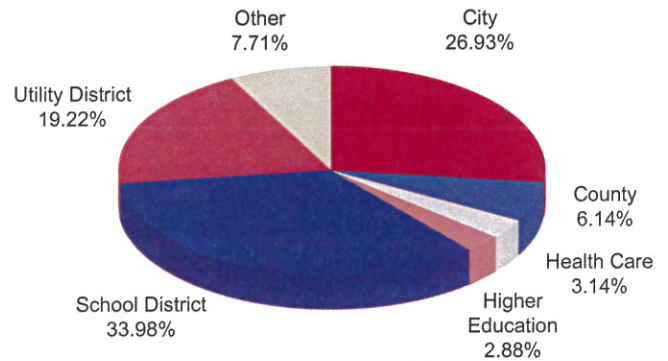
Portfolio by Type of Investment As of November 30, 2012



Distribution of Participants by Type As of November 30, 2012



Portfolio by Maturity As of November 30, 2012



Historical Program Information

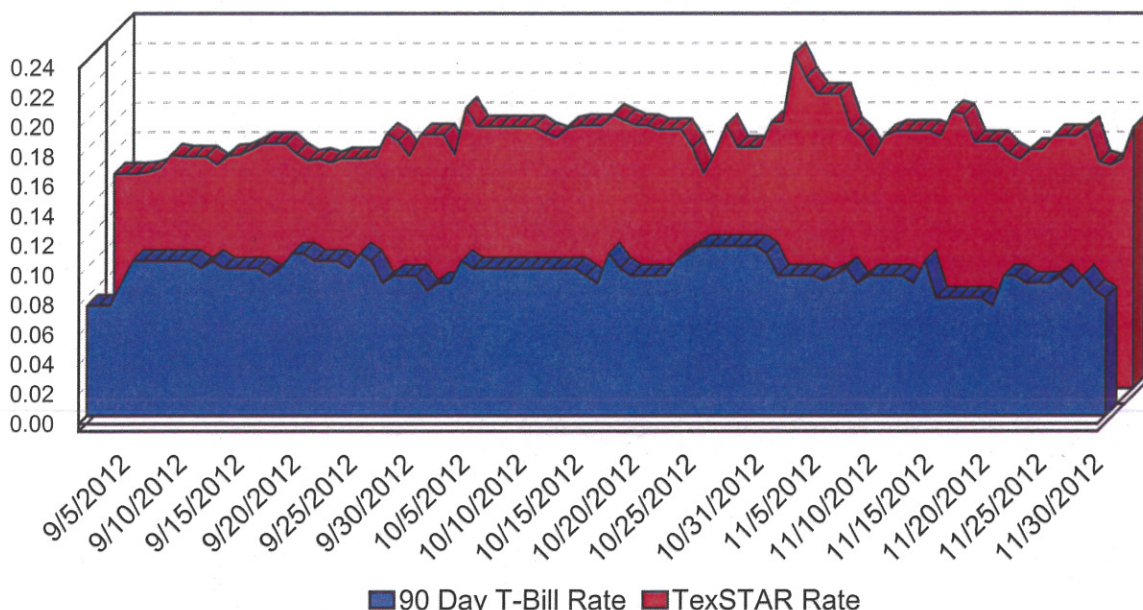
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Nov 12	0.1720%	\$4,745,368,285.66	\$4,745,870,906.22	1.000105	51	63	765
Oct 12	0.1746%	4,755,942,789.56	4,756,394,096.44	1.000094	45	60	763
Sep 12	0.1574%	4,659,065,730.90	4,659,684,743.38	1.000132	46	63	759
Aug 12	0.1326%	4,724,281,980.85	4,724,862,450.42	1.000122	49	67	759
Jul 12	0.1359%	5,189,684,471.14	5,190,308,464.19	1.000120	46	66	757
Jun 12	0.1379%	4,983,255,681.46	4,983,767,166.12	1.000102	48	70	756
May 12	0.1273%	5,178,606,480.90	5,179,224,581.51	1.000119	47	70	754
Apr 12	0.1098%	5,255,005,296.99	5,255,613,981.07	1.000115	46	69	752
Mar 12	0.1148%	5,668,145,582.64	5,668,844,552.57	1.000123	48	71	751
Feb 12	0.0986%	6,014,562,468.35	6,015,309,681.45	1.000124	48	70	751
Jan 12	0.0902%	6,122,141,791.23	6,122,989,120.67	1.000138	46	73	750
Dec 11	0.0815%	5,164,291,074.36	5,164,844,831.26	1.000107	48	79	749

Portfolio Asset Summary as of November 30, 2012

	Book Value	Market Value
Uninvested Balance	\$ 331.79	\$ 331.79
Accrual of Interest Income	1,866,585.59	1,866,585.59
Interest and Management Fees Payable	(927,384.13)	(927,384.13)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	3,002,918,000.00	3,002,918,000.00
Government Securities	1,741,510,752.41	1,742,013,372.97
Total	\$ 4,745,368,285.66	\$ 4,745,870,906.22

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for November 2012

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
11/1/2012	0.2094%	0.000005736	\$4,720,529,618.63	1.000098	48	62
11/2/2012	0.1983%	0.000005432	\$4,748,174,663.62	1.000094	47	60
11/3/2012	0.1983%	0.000005432	\$4,748,174,663.62	1.000094	47	60
11/4/2012	0.1983%	0.000005432	\$4,748,174,663.62	1.000094	47	60
11/5/2012	0.1753%	0.000004804	\$4,734,156,936.34	1.000096	48	61
11/6/2012	0.1685%	0.000004617	\$4,745,227,834.45	1.000094	52	65
11/7/2012	0.1567%	0.000004293	\$4,772,453,102.35	1.000100	53	66
11/8/2012	0.1701%	0.000004659	\$4,765,391,764.67	1.000094	54	67
11/9/2012	0.1733%	0.000004748	\$4,917,228,070.72	1.000092	50	62
11/10/2012	0.1733%	0.000004748	\$4,917,228,070.72	1.000092	50	62
11/11/2012	0.1733%	0.000004748	\$4,917,228,070.72	1.000092	50	62
11/12/2012	0.1733%	0.000004748	\$4,917,228,070.72	1.000092	50	62
11/13/2012	0.1700%	0.000004657	\$4,902,647,783.07	1.000097	52	64
11/14/2012	0.1864%	0.000005106	\$4,939,949,267.53	1.000098	52	64
11/15/2012	0.1843%	0.000005049	\$4,844,185,410.87	1.000109	52	65
11/16/2012	0.1660%	0.000004548	\$4,736,448,156.49	1.000111	52	64
11/17/2012	0.1660%	0.000004548	\$4,736,448,156.49	1.000111	52	64
11/18/2012	0.1660%	0.000004548	\$4,736,448,156.49	1.000111	52	64
11/19/2012	0.1583%	0.000004337	\$4,720,907,195.55	1.000114	52	64
11/20/2012	0.1542%	0.000004226	\$4,710,853,802.82	1.000109	52	64
11/21/2012	0.1609%	0.000004407	\$4,710,800,421.60	1.000107	52	64
11/22/2012	0.1609%	0.000004407	\$4,710,800,421.60	1.000107	52	64
11/23/2012	0.1701%	0.000004661	\$4,737,609,234.94	1.000105	50	62
11/24/2012	0.1701%	0.000004661	\$4,737,609,234.94	1.000105	50	62
11/25/2012	0.1701%	0.000004661	\$4,737,609,234.94	1.000105	50	62
11/26/2012	0.1755%	0.000004809	\$4,783,948,897.91	1.000103	49	61
11/27/2012	0.1525%	0.000004177	\$4,798,431,967.65	1.000107	52	63
11/28/2012	0.1504%	0.000004120	\$4,895,559,368.24	1.000103	51	63
11/29/2012	0.1542%	0.000004226	\$4,857,751,314.39	1.000108	51	63
11/30/2012	0.1759%	0.000004820	\$4,745,368,285.66	1.000105	51	63
Average	0.1720%	0.000004712	\$4,789,819,061.38		51	63

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



TexSTAR Board Members

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

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

FirstSouthwest 

J.P.Morgan
Asset Management

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

RESOLUTION NO. 13-009

**AUTHORIZING A SETTLEMENT AGREEMENT TO ACQUIRE CERTAIN
PROPERTY IN TRAVIS COUNTY FOR THE US 290 EAST TOLL PROJECT
("MANOR EXPRESSWAY")
(Parcel 32)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code, its Resolution 10-50, and other applicable law, the Central Texas Regional Mobility Authority (the "Mobility Authority") found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 1.468 acre parcel at 9493 US 290 East, as described by metes and bounds in Exhibit "A" attached and incorporated into this Resolution (the "Subject Property"), owned by Bobby Joe Barnett and DeeAnne Barnett (the "Owner"); and

WHEREAS, an independent, professional appraisal report of the Subject Property has been submitted to the Mobility Authority, and an amount has been established to be just compensation for the property rights to be acquired; and

WHEREAS, the Executive Director of the Mobility Authority, through agents employed or contracted with the Mobility Authority, has transmitted official written offers to the Owner based on the amount determined to be just compensation, and entered into good faith negotiations with the Owner of the Subject Property to acquire the Subject Property; and

WHEREAS, after failing to negotiate an agreement with the Owner on an amount to be paid for just compensation, the Mobility Authority instituted an action in eminent domain to acquire the Subject Property; and

WHEREAS, the Executive Director recommends an offer of \$1,325,000.00 to the Owner as the amount to be paid by the Mobility Authority for just compensation and damages and to acquire the Owner's interest in the Subject Property.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors that the Executive Director is authorized and directed to negotiate and execute a purchase agreement, a final settlement agreement, or both, to resolve the pending litigation and acquire the Subject Property, and to negotiate and execute all other associated documents necessary to acquire the fee simple interest in the Subject Property, for a total acquisition price of \$1,325,000.00.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2013.

Submitted and reviewed by:


Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 13-009
Date Passed: 1/30/13

Exhibit "A" to Resolution No. 13-009

Metes and Bounds Description of Parcel 32