



**CENTRAL TEXAS  
Regional Mobility Authority**

## Regular Meeting of the Board of Directors

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**9:00 a.m**

Wednesday, January 28, 2015

Lowell H. Lebermann, Jr., Board Room  
3300 N. IH-35, Suite 300  
Austin, Texas 78705

## AGENDA

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### ***No action on the following:***

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

### ***Consent Agenda***

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***See Notes at the end of this agenda.***

3. Approve a supplement to the work authorization with HNTB Corporation for the development of the 183A/US 183 Intersection Project.
4. Approve a supplement to the work authorization with HNTB Corporation for the development of the SH 45 SW Project.
5. Approve an extension of the work authorization with HNTB Corporation for oversight of the US 183 North Project.
6. Approve an extension of the work authorization with HNTB Corporation for oversight of the MoPac Improvement Project.
7. Approve an extension of the work authorization with HNTB Corporation for oversight of the Value Pricing Pilot Project Program.
8. Approve an extension of the agreement with Crosswind Communications, LLC, for communication, public outreach, public involvement, and marketing services and advice.

## **Regular Items**

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*Items to discuss, consider, and take appropriate action.*

9. Approve the minutes for the December 17, 2014, Regular Board Meeting.
10. Approve the financial statements for December 2014.
11. Authorize an application to the Texas Department of Transportation for a State Infrastructure Bank loan and a toll equity grant for the Bergstrom Expressway Project.
12. Authorize an application to the Texas Department of Transportation for a toll equity grant and a gap loan for the SH 45 SW Project.
13. Authorize a procurement for independent auditing services.
14. Report on legislative issues and possible action to revise the Mobility Authority legislative program for the 84<sup>th</sup> Texas Legislature.
15. Approve an agreement with the Texas Department of Transportation for construction of improvements at the intersection of SH 71 and the Maha Loop/Elroy Road Project.

## **Briefings and Reports**

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*Items for briefing and discussion. No action will be taken by the Board.*

16. Quarterly update on each Mobility Authority transportation project under construction and development.
17. Executive Director's Report.
  - A. Metropia Launch
  - B. SH 71 Groundbreaking
  - C. Austin Community College Foundation — Industry Scholarship Fund

## **Executive Session**

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

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

18. Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation With Attorney).
19. Discuss legal issues related to claims by or against the Mobility Authority; pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation With Attorney).
20. Discuss legal issues related to legislation proposed to the 84<sup>th</sup> Texas Legislature that could affect the Mobility Authority or its operations, as authorized by §551.071 (Consultation With Attorney).

### ***Reconvene in Open Session.***

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21. Adjourn Meeting.

### ***Notes***

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

***Consent Agenda.*** The Consent Agenda includes routine or recurring items for Board action with a single vote. The Chairman or any Board Member may defer action on a Consent Agenda item for discussion and consideration by the Board with the other Regular Items.

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

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

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

***Español.*** Si desea recibir asistencia gratuita para traducir esta información, llame al (512) 996-9778.



**CENTRAL TEXAS**  
**Regional Mobility Authority**

## AGENDA ITEM #1 SUMMARY

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Welcome, Opening Remarks and Board Member Comments.

Welcome, Opening Remarks and Board Member Comments

Board Action Required: No



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #2 SUMMARY

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

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

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

Board Action:                      No



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #3 SUMMARY

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Approve a supplement to the work authorization with HNTB Corporation for the development of the 183A/US 183 Intersection Project.

Strategic Plan Relevance: Regional Mobility

Department: Engineering

Associated Costs: \$190,000

Funding Source: General Funds (maximum of \$1,650,000 to be reimbursed through a Pass-Through Finance Agreement and \$1,250,000 from the adjacent landowner, through an Inter-Local Agreement with the City of Leander)

Board Action Required: Yes

Description of Matter: At its December 7, 2011, meeting, the Board approved HNTB's Work Authorization No. 10 to provide professional services and deliverables required to assist the Mobility Authority for the US 183/183A Intersection Improvement Project. This Supplement provides for additional services not included within the scope of services for the work authorization, as detailed in the proposed supplement to the work authorization provided as agenda backup. The cost for these additional services will not exceed \$190,000 (for an increase in the total not-to-exceed cost from \$653,371 to \$843,371).

Reference documentation: Draft Supplement No. 1 to Work Authorization No. 10  
Draft Resolution

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

## WORK AUTHORIZATION SUPPLEMENT

### WORK AUTHORIZATION NO. 10.0

#### SUPPLEMENT NO. 1

This Supplement No. 1 to Work Authorization No. 10, dated December 7, 2011, is made as of this \_\_\_\_ day of \_\_\_\_\_, 2015, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, (the “Agreement”), between the Central Texas Regional Mobility Authority (“Mobility Authority”) and **HNTB Corporation** (“GEC”). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

#### *US 183/183A Intersection Improvement Project*

The US 183 / 183A Intersection Project has experienced changes that were not contemplated in the original scope and fee. Therefore, the following terms and conditions of Work Authorization No. 10.0 are amended as follows:

#### **Section A. - Scope of Services**

GEC and the ENGINEER shall perform the following Additional Services:

- A. **Design Update.** Address and incorporate additional TxDOT requested roadway design changes received after 100% plan submittal.
- B. **Additional Utility Survey and Design.**
  - 1. Perform utility survey to confirm additional utility relocations are not necessary
  - 2. Design utility protection measures to avoid additional utility relocations
- C. **Project Standards, Specifications and General Notes.** Update Standards, Specifications and General Notes to reflect the most current requirements.
- D. **Quality Assurance (QA) Testing.** Perform QA Testing during Construction Phase.
- E. **Enhanced Public Involvement (PI) Support.** Provide routine PI Support Services throughout the Construction Phase of the project; including maintenance of social media platforms.
- F. **Adjacent Project Coordination Support.** Perform coordination activities related to the Bryson Development located adjacent to the US 183 / 183A Intersection. Activities could include, but not be limited to, design and construction change orders.
- G. **Environmental Permit Extension.** Perform activities to secure extension of the TCEQ permit for the project.

- H. **Enhanced GEC Oversight and Coordination Support with the ENGINEER.** Provide additional level of oversight and coordination as necessary due to extension of project duration, change in ENGINEER staffing, and additional scope items.
- I. **Enhanced GEC Oversight and Coordination Support with the Contractor.** Provide additional level of oversight and coordination as necessary due to the Contractor's limited experience with TxDOT and LGPP requirements.
- J. **Right-Of-Way (ROW) Acquisition Exhibit.** Prepare exhibits to assist the City of Leander in the ROW acquisition process.
- K. **Federal Funding LGPP Requirements.** Perform activities to implement updated LGPP requirements for Federally Funded projects. . Activities include, but are not limited to, Special Provisions updates, Construction Contract revisions, monthly DBE reporting, and project reimbursement request submittals.

### **Section B. - Schedule**

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

Services defined herein are anticipated to be substantially complete by December 31, 2015. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete as defined by the Mobility Authority.

### **Section C. - Compensation**

C.1. In return for the performance of the foregoing obligations, the Authority authorizes to the GEC an additional \$ 190,000 based on a Cost Plus fee. This will increase the not to exceed amount for Work Authorization No. 10.0 from \$ 653,371 to \$ 843,371 Compensation shall be in accordance with the Agreement.

The Authority and the GEC agree that the budget amounts for requested services are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration of this Work Authorization. The GEC and ENGINEER may alter the compensation distribution between tasks or work assignments to be consistent with 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.

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**

By: \_\_\_\_\_

Name: Mike Heiligenstein

Title: Executive Director

Date: \_\_\_\_\_

Attachment A: N/A

Attachment B: N/A

Attachment C: N/A

**GEC:**

**HNTB Corporation**

By: \_\_\_\_\_

Name: Richard L. Ridings, P.E.

Title: Vice President

Date: \_\_\_\_\_

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

**RESOLUTION NO. 15-\_\_\_**

**APPROVING A SUPPLEMENT TO THE WORK AUTHORIZATION WITH  
HNTB CORPORATION FOR THE DEVELOPMENT OF  
THE 183A/US 183 INTERSECTION PROJECT.**

WHEREAS, by Resolution No. 11-140, enacted December 7, 2011, the Board of Directors authorized the Executive Director to finalize and execute on behalf of the Mobility Authority a proposed work authorization with HNTB Corporation for the 183A/US 183 Intersection Project (the "Project"); and

WHEREAS, the Executive Director and HNTB have discussed and agreed to a proposed supplement to the work authorization for the Project, a copy of which has been provided to the Board as agenda backup information for this resolution; and

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

NOW, THEREFORE, BE IT RESOLVED that the proposed supplement to the work authorization for the 183A/US 183 Intersection Project is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute on behalf of the Mobility Authority the proposed supplement to the work authorization, in the form or substantially the form provided to the Board as agenda backup information.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28<sup>th</sup> day of January, 2015.

Submitted and reviewed by:

Approved:

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Andrew Martin, General Counsel

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Ray A. Wilkerson  
Chairman, Board of Directors



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #4 SUMMARY

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Approve a supplement to the work authorization with HNTB Corporation for the development of the SH 45 SW Project.

Strategic Plan Relevance: Regional Mobility

Department: Engineering

Associated Costs: None

Funding Source: General Funds will be used and reimbursed by Hays/Travis County through Interlocal Agreement

Board Action Required: Yes

Description of Matter: At its June 29, 2011, meeting, the Board approved HNTB's Work Authorization No. 8 to provide project management, program oversight and administrative tasks required to assist the Mobility Authority for the SH 45 SW Project. This Supplement provides for continuation of current activities and for additional activities including design oversight services, context sensitive solutions, environmental and stakeholder commitment tracking, and providing renderings for use in outreach events. The cost for all services provided under the scope of services detailed in the proposed supplement to the work authorization is unchanged from the original work authorization's not-to-exceed cost of \$1,996,351.

Reference documentation: Draft Supplement No. 1 to Work Authorization No. 8  
Draft Resolution

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

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

**RESOLUTION NO. 11-082**

**APPROVE A WORK AUTHORIZATION UNDER THE GEC MASTER  
CONTRACT WITH HNTB CORPORATION FOR PROJECT SPECIFIC  
SERVICES RELATED TO THE DEVELOPMENT OF  
THE MANCHACA EXPRESSWAY (APPROXIMATELY 4 MILES OF THE SH  
45 SOUTHWEST CORRIDOR, FROM LOOP 1 TO FM 1626).**

WHEREAS, HNTB Corporation (“HNTB”) serves as a general engineering consultant to the Central Texas Regional Mobility Authority (“CTRMA”) under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the “Agreement”); and

WHEREAS, HNTB and the Executive Director have discussed and agreed to a proposed work authorization, a copy of which is attached and incorporated into this resolution as Attachment A, for HNTB to perform certain project management, administrative tasks and program oversight duties related to CTRMA’s development of the Manchaca Expressway; and

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

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the proposed Work Authorization No. 9, in the form or substantially the same form as Attachment A; and

BE IT FURTHER RESOLVED that the proposed supplemental work authorization, as approved, may be finalized and executed by the Executive Director on behalf of CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29<sup>th</sup> day of June, 2011.

Submitted and reviewed by:

Approved:

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Andrew Martin  
General Counsel for the Central  
Texas Regional Mobility Authority

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Ray A. Wilkerson  
Chairman, Board of Directors  
Resolution Number: 11-082  
Date Passed: 6/29/11

**ATTACHMENT “A” TO RESOLUTION 11-082**  
**PROPOSED WORK AUTHORIZATION NO. 8**

**[on the following 10 pages]**

## APPENDIX D

### WORK AUTHORIZATION SUPPLEMENT

#### WORK AUTHORIZATION NO. 8

#### SUPPLEMENT NO. 1

This Supplement No. 1 to Work Authorization No. 8.0, is made as of this \_\_\_\_ day of \_\_\_\_\_, 2015, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES between the Central Texas Regional Mobility Authority (“Authority”) and HNTB Corporation (“GEC”). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

**Manchaca Expressway Project Development now to be referred to as SH 45 SW Design**

The following terms and conditions of Work Authorization No. 8.0 are hereby amended, as follows:

#### **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:

Services defined herein are anticipated to be substantially complete on December 31, 2015.

This Work Authorization will not expire until all tasks associated with the Scope of Services are complete as defined by the Authority.

#### **Section C. - Compensation**

C.1. In return for the performance of the foregoing obligations, there shall be no change to the total Cost Plus fee. The not to exceed amount for Work Authorization No. 8.0 shall remain **\$1,996,351**. Compensation shall be in accordance with the Agreement.

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.

**Authority:**

**CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY**

By: \_\_\_\_\_

Name: Mike Heiligenstein

Title: Executive Director

Date: \_\_\_\_\_

**GEC:**

**HNTB Corporation**

By: \_\_\_\_\_

Name: Richard L. Ridings, P.E.

Title: Vice President

Date: \_\_\_\_\_

Attachment A: Scope of Work

**CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY****ATTACHMENT A – SCOPE OF SERVICES****WORK AUTHORIZATION NO. 8**  
**Supplement No. 1****SERVICES TO BE PROVIDED BY the GENERAL ENGINEERING CONSULTANT**  
**(GEC)****General**

This Supplement No. 1 replaces the previous scope of services in its entirety. The services to be performed under this Supplement No. 1 by GEC will include, but not be limited to, professional services and deliverables for various tasks related to the study and development of the SH 45 SW Project, “the Project”. The limits of the services are from Loop 1 (MoPac) South to FM 1626. Because 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 participant's of their contractual obligations to the Authority or any other party.

**1.0 PROJECT MANAGEMENT & ADMINISTRATION**

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

**1.1. Coordinate, Procure, and Administer Work Authorizations**

Prepare contracts, as required, between the GEC and the Authority, GEC and subconsultants, and Authority and its Subconsultants. The GEC will also assist in the preparation of and/or review of contracts between the Authority and subconsultants. Monitor and coordinate subconsultant activities, review all work products prepared by subconsultant, review and approve subconsultant progress reports and invoices.

**1.2. Progress Reports and Invoices**

Prepare and issue monthly reports on the Project's status which will document any issues, delays encountered, and corrective actions as necessary. The GEC will also provide a monthly update to the Authority on key milestones accomplished during the preceding month, meetings, and key activities for the upcoming month, and identify outstanding issues requiring resolution.

Prepare monthly invoices and progress reports for the work tasks, together with evidence of services accomplished during the time period since the previous report. Prepare a detailed schedule (provide in the Authority approved format) of anticipated monthly invoice billing linking to the project work authorization tasks. A monthly progress report will be submitted and will include: activities completed, initiated or ongoing, during the reporting period; challenges encountered and actions to remedy them; overall status, including a tabulation of percentage complete by task; updated project schedule; and DBE utilization status. This includes reporting and invoicing to TxDOT for reimbursement of funding, quarterly reports and presentations, and preparation and support for monthly Project updates for distribution to stakeholders.

### **1.3. Record Keeping and File Management**

Maintain, and, upload records and files, 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. Work Authorization Schedule**

Prepare a detailed, graphic 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 inter-dependence 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 is subject to TxDOT's team.

### **1.6. 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.

## **2.0 PROJECT DEVELOPMENT**

This scope of services includes professional services and deliverables in support of the Authority's development of the Project from Loop 1 (MoPac) South to FM 1626.

### **2.1. Project Development Support**

The GEC will provide support to the Authority as required during the Project Development process. Specific 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 preparation of 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.
- 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, general environmental coordination, 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 suggested revisions. Assist with coordination between consultants.
- 2.1.4. TxDOT and FHWA Coordination: Provide appropriate staff as part of coordination efforts between the Authority and TxDOT 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.
- 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. Litigation Support: Provide litigation support which includes answering questions, reviewing documents and clarifying information as requested by the Authority. In the event HNTB is requested to attend a deposition or provide fact witness testimony, such time and expenses is an additional cost under this agreement and will be billed to CTRMA at HNTB's hourly rate for such individual.
- 2.1.10. 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. Operation, Maintenance, and Renewal & Replacement Estimate Updates
  - 2.2.1.1. 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).

- 2.2.1.2. 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).
- 2.2.1.3. 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).

## 2.2.2. Project Cost Estimate Updates

GEC will provide opinion of probable 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), 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 appropriate.

## 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 financial advisor support necessary for the Authority to conduct financial programming of their system, including assistance with funding

applications preparation. This will include the development of cash flow analyses which contemplate implementation costs and schedules. The tasks will include:

- Develop GEC's opinion of probable project costs based upon a design-bid-build approach. Assess third party related costs for utility adjustments/relocations.
- Coordinate the system financing plan which may include the 183A Phase I and II, the Mopac Improvement Project, and 290E Phase I and II 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.
- 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, and impact on financing options.

### **2.3. Toll Systems/Facilities Design**

2.3.1. The GEC will update the Toll Design Guidelines to reflect the Authority's Toll Integrator's current standards.

2.3.2. The GEC will coordinate design activities between the Authority's Toll Integrator and final design consultant as necessary.

### **2.4. Design Oversight Services**

2.4.1. The GEC shall support the Authority in the procurement and management of a final design consultant including but not limited to:

- Preparing procurement documents
- Participating in qualifications reviews and interviews
- Documenting processes and procedures
- Coordinating the negotiations and contract documents
- Responding to project related questions
- Tracking progress and reviewing invoices
- Coordinating and reviewing communications and submittals

#### **2.4.2. Review Preliminary Design**

The GEC will review plans and reports submitted by the Authority's design consultant at the direction of the Authority. Including but not limited to:

- Geotechnical Reports
- Bridge and retaining wall layouts
- Pavement design
- Design Summary Report
- Preliminary plan and profile sheets, typical sections, and cross sections
- Hydraulic reports, H&H models, drainage designs, water quality designs, detention design, scour analysis

- Utility layouts/SUE
- Traffic control phasing
- ITS, Tolling, and Signing layouts

#### 2.4.3. Review Final Design

The GEC will review PS&E submitted by the Authority's design consultant at the direction of the Authority. Including but not limited to:

- 100% Plan Set
- Specification List
- Quantity Estimate

### 2.5. Design Services – Context Sensitive Solutions (CSS)

The GEC will support the Authority in its efforts to provide context sensitive design solutions to the Project. Through the CSS process the GEC will develop aesthetic guidelines and landscape plans. This shall include:

#### 2.5.1. Sustainability Design Competition:

As requested by the Authority, coordinate and participate in a Sustainability Design Competition to solicit innovative, "green" concepts and ideas, as well as to promote sustainability within the roadway design process. Incorporate ideas, where appropriate, into the Environmental Impact Statement and/or schematic.

#### 2.5.2. CSS exhibits, website, meetings, guideline preparation

At the direction of the Authority the GEC shall:

- Prepare for and attend CSS meetings
- Prepare exhibits and renderings for use on interactive web site
- Based on results of CSS process, prepare a general guideline layout for the Authority's design consultant use in preparing structural details and other design accommodations

#### 2.5.3. Preparation of landscape and hardscape final design

The GEC will utilize the CSS results to prepare final plans for hardscape and landscape enhancements for insertion into the PS&E set including:

- Signed and sealed plans and details
- List of applicable specifications
- Quantity Estimate

### 2.6. Conceptual Operations Plan

Prepare a preliminary draft Conceptual Operations Plan for the Project which 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. The basic approach for the development of the Conceptual Operations

Plan will utilize the “183A CONCEPT OF OPERATIONS” and “MANOR EXPRESSWAY CONCEPT OF OPERATIONS” prepared for the Authority to the extent possible as a starting point for the Conceptual Operations Plan. This living document will identify program goals and specific project operational requirements, infrastructure, personnel, operations and maintenance support efforts, and resource requirements. In addition, the Conceptual Operations Plan will provide a preliminary program schedule and timeline of various activities to meet the Authority’s goals within the desired timeframe.

This task involves assisting the Authority with professional consulting services that include conceptual operations plan development and coordination with TxDOT, the City of Austin, Travis County, Hays County, TTI, and the Authority’s Toll Systems Integrator. The work associated with the development of the Conceptual Operations Plan will include the following specific tasks.

#### 2.6.1. 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 draft 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
- Review of CTRMA policies to ensure they are applicable to the Project

#### 2.6.2. Interagency Coordination

Assist the Authority in conducting a series of agency work sessions in order to develop a basic framework for establishment of the roles and responsibilities for the various respective agencies.

Based on discussions and conclusions identified during the interagency work sessions, prepare a basic organizational structure describing the roles and responsibilities of the agencies to be involved in the operation of the Project.

### **2.7. Finalize Letting Documents and Support Bidding and Award of Construction Contractor**

When PS&E is complete and all approvals are obtained by the Authority’s design consultant, the GEC will support the Authority in its efforts to issue bidding documents, review bids, and award and enter into a contract for the construction of the Project.

### **3.0 ENVIRONMENTAL SERVICES**

#### **3.1. Agency Coordination**

The GEC will provide support, coordination, and communication with various agencies as requested by the Mobility Authority. When requested by the Mobility Authority, the GEC will attend meetings with the various interested agencies involved. These agencies include, but are not necessarily limited to TxDOT, Barton Springs/Edwards Aquifer Conservation District (BSEACD), City of Austin, Hays & Travis County, City of Hays, Violet Crown Trail, Texas Parks and Wildlife Department, U.S. Fish and Wildlife Service and the TCEQ.

#### **3.2. Document Review**

The GEC will review environmental documents prepared by the Authority's design consultant. Including but not limited to:

- Water Pollution Abatement Plan (WPAP) prior to Mobility Authority submittal to the TCEQ.
- Any re-evaluation of the FEIS, if required.

#### **3.3 Environmental and Stakeholder Commitment Tracking**

The GEC will prepare and maintain a tracking log of all environmental permits, issues and commitments included in current planning documents (State EIS and related coordination, Green Mobility Challenge, consent decree, stakeholder commitments, WPAP, SW3P, etc...) in order to confirm that all commitments are carried forward into design, construction, and operation of the Project.

### **4.0 Public Involvement Support**

GEC will provide public involvement outreach support on behalf of the Authority for the environmental process, noise workshops, context sensitive design, final design process, and other stakeholders as identified.

#### **4.1. Support for Environmental-Related Public Involvement**

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

- material preparation which may include agendas, graphics, name tags, sign-in sheets, comment cards, wayfinding signs for meetings, etc.
- preparation, coordination, participation, and/or attendance at stakeholder meetings, open houses, and public meetings
- review of public outreach support materials
- review of public outreach documentation and reports
- review and provide response support to public inquiries

#### **4.2. 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. Renderings**

Provide renderings of the Project for use in outreach events and web site as requested by the Authority.

[END OF SECTION]



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #5 SUMMARY

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Approve an extension of the work authorization with HNTB Corporation for the oversight of the US 183 North project.

Strategic Plan Relevance: Regional Mobility  
Department: Engineering  
Associated Costs: No additional cost for time extension  
Funding Source: N/A  
Board Action Required: Yes

Description of Matter: At its January 30, 2013, meeting, the Board approved HNTB's Work Authorization No. 14 to provide project management and administrative tasks and procurement and oversight services for the 183 North Project. This Work Authorization was associated with the Master Agreement, and both expired on December 31, 2014. The amendment will extend the Work Authorization expiration date to December 31, 2016, or until all tasks associated with the Scope of Services are complete as defined by the Authority.

Reference documentation: Draft Supplement No. 1 to Work Authorization No. 14  
Draft Resolution

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

**APPENDIX D**

**WORK AUTHORIZATION SUPPLEMENT**

WORK AUTHORIZATION NO. 14

SUPPLEMENT NO. 1

This Supplement No. 1 to Work Authorization No. 14, dated February 22, 2013, is made as of this \_\_\_\_ day of \_\_\_\_\_, 2015, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, (the "Agreement"), between the Central Texas Regional Mobility Authority ("Mobility Authority") and HNTB Corporation ("GEC"). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

***US 183 North - Project Development, Environmental Oversight***

This Project's schedule is being extended since the original Work Authorization 14 schedule expired on the same date as the Agreement's schedule. The following terms and conditions of Work Authorization No. 14 are hereby amended, as follows:

**Section B. - Schedule**

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

Services defined herein are anticipated to be substantially complete on December 31, 2016. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete as defined by the Mobility Authority.

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

**Mobility Authority:**

**GEC:**

**CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY**

**HNTB Corporation**

By: \_\_\_\_\_

By: \_\_\_\_\_

Name: Mike Heiligenstein

Name: Richard L. Ridings, P.E.

Title: Executive Director

Title: Vice President

Date: \_\_\_\_\_

Date: \_\_\_\_\_

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

**RESOLUTION NO. 15-\_\_\_**

**APPROVING AN EXTENSION OF THE WORK AUTHORIZATION WITH HNTB  
CORPORATION FOR OVERSIGHT OF THE US 183 NORTH PROJECT.**

WHEREAS, by Resolution No. 13-003, enacted January 30, 2013, the Board of Directors authorized the Executive Director to finalize and execute on behalf of the Mobility Authority a proposed work authorization with HNTB Corporation for the US 183 North Project (the "Project"); and

WHEREAS, the Executive Director and HNTB have discussed and agreed to a proposed extension of the work authorization for the Project, a copy of which has been provided to the Board as agenda backup information for this resolution; and

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

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

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute on behalf of the Mobility Authority the proposed extension of the work authorization, in the form or substantially the form provided to the Board as agenda backup information.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28<sup>th</sup> day of January, 2015.

Submitted and reviewed by:

Approved:

\_\_\_\_\_  
Andrew Martin, General Counsel

\_\_\_\_\_  
Ray A. Wilkerson  
Chairman, Board of Directors



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #6 SUMMARY

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Approve an extension of the work authorization with HNTB Corporation for oversight of the MoPac Improvement Project.

Strategic Plan Relevance: Regional Mobility  
Department: Engineering  
Associated Costs: No additional cost for time extension  
Funding Source: N/A  
Board Action Required: Yes

Description of Matter: At its June 26, 2013 meeting, the Board approved HNTB's Work Authorization No. 16 to provide general engineering consultant services for the MoPac Improvement Project. This Work Authorization was associated with the Master Agreement and both agreements expired on December 31, 2014. This Supplement will extend the Work Authorization expiration date to June 30, 2017 or until all tasks associated with the Scope of Services are complete as defined by the Authority.

Reference documentation: Draft Supplement No. 1 to Work Authorization No. 16  
Draft Resolution

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

**APPENDIX D**

**WORK AUTHORIZATION SUPPLEMENT**

WORK AUTHORIZATION NO. 16

SUPPLEMENT NO. 1

This Supplement No. 1 to Work Authorization No. 16, dated April 27, 2013, is made as of this \_\_\_\_ day of \_\_\_\_\_, 2015, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES (the "Agreement"), between the Central Texas Regional Mobility Authority ("Mobility Authority") and HNTB Corporation ("GEC"). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

***MoPac Improvement Project – Design / Build Oversight***

This Project's schedule is being extended since the original Work Authorization 16 schedule expired on the same date as the Agreement's schedule. The following terms and conditions of Work Authorization No. 16 are hereby amended, as follows:

**Section B. - Schedule**

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

Services defined herein are anticipated to be substantially complete on June 30, 2017. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete as defined by the Mobility Authority.

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

**Mobility Authority:**

**GEC:**

**CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY**

**HNTB Corporation**

By: \_\_\_\_\_

By: \_\_\_\_\_

Name: Mike Heiligenstein

Name: Richard L. Ridings, P.E.

Title: Executive Director

Title: Vice President

Date: \_\_\_\_\_

Date: \_\_\_\_\_

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

**RESOLUTION NO. 15-\_\_\_**

**APPROVING AN EXTENSION OF THE WORK AUTHORIZATION WITH HNTB CORPORATION FOR OVERSIGHT OF THE MOPAC IMPROVEMENT PROJECT.**

WHEREAS, by Resolution No. 13-040, enacted June 26, 2013, the Board of Directors authorized the Executive Director to finalize and execute on behalf of the Mobility Authority a proposed work authorization with HNTB Corporation for the MoPac Improvement Project (the "Project"); and

WHEREAS, the Executive Director and HNTB have discussed and agreed to a proposed extension of the work authorization for the Project, a copy of which has been provided to the Board as agenda backup information for this resolution; and

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

NOW, THEREFORE, BE IT RESOLVED that the proposed extension of the work authorization for the MoPac Improvement Project is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute on behalf of the Mobility Authority the proposed extension of the work authorization, in the form or substantially the form provided to the Board as agenda backup information.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28<sup>th</sup> day of January, 2015.

Submitted and reviewed by:

Approved:

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Andrew Martin, General Counsel

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Ray A. Wilkerson  
Chairman, Board of Directors



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #7 SUMMARY

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Approve an extension of the work authorization with HNTB Corporation for oversight of the Value Pricing Pilot Project Program.

Strategic Plan Relevance: Regional Mobility  
Department: Operations  
Associated Costs: No additional cost for time extension  
Funding Source: N/A  
Board Action Required: Yes

Description of Matter: At its August 29, 2012 meeting, the Board approved services to be performed by the various consultants for professional services and deliverables for various tasks related to the 183A Downstream Impacts Program under Value Pricing Pilot Program (VPPP) to assist the Mobility Authority in the development and implementation of the VPPP. HNTB's Work Authorization No. 15 which provides general project oversight and oversight of Local Government Project Procedures requirements was associated with the Master Agreement and both agreements expired on December 31, 2014. This Supplement will extend the Work Authorization expiration date to March 31, 2015 or until all tasks associated with the Scope of Services are complete as defined by the Authority.

Reference documentation: Draft Supplement No. 2 to Work Authorization No. 15  
Draft Resolution

Contact: Tim Reilly, Director of Operations

**APPENDIX D**

**WORK AUTHORIZATION SUPPLEMENT**

WORK AUTHORIZATION NO. 15

SUPPLEMENT NO. 2

This Supplement No. 2 to Work Authorization No. 15, dated March 25, 2013, is made as of this \_\_\_\_ day of \_\_\_\_\_, 2015, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, (the "Agreement"), between the Central Texas Regional Mobility Authority ("Mobility Authority") and **HNTB Corporation** ("GEC"). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

***183A Value Pricing Pilot Program***

This Project's schedule is being extended since the original Work Authorization 15 schedule expired on the same date as the Agreement's schedule. The following terms and conditions of Work Authorization No. 15 are hereby amended, as follows:

**Section B. - Schedule**

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

Services defined herein are anticipated to be substantially complete by March 31, 2015. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete as defined by the Mobility Authority.

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

**Mobility Authority:**

**GEC:**

**CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY**

**HNTB Corporation**

By: \_\_\_\_\_

By: \_\_\_\_\_

Name: Mike Heiligenstein

Name: Richard L. Ridings, P.E.

Title: Executive Director

Title: Vice President

Date: \_\_\_\_\_

Date: \_\_\_\_\_

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

**RESOLUTION NO. 15-\_\_\_**

**APPROVING AN EXTENSION OF THE WORK AUTHORIZATION WITH HNTB CORPORATION FOR OVERSIGHT OF THE MOPAC IMPROVEMENT PROJECT.**

WHEREAS, by Resolution No. 12-056, enacted August 29, 2012, the Board of Directors authorized the Executive Director to finalize and execute on behalf of the Mobility Authority a proposed work authorization with HNTB Corporation for the Value Pricing Pilot Project Program (the "Project"); and

WHEREAS, the Executive Director and HNTB have discussed and agreed to a proposed extension of the work authorization for the Project, a copy of which has been provided to the Board as agenda backup information for this resolution; and

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

NOW, THEREFORE, BE IT RESOLVED that the proposed extension of the work authorization for the Value Pricing Pilot Project Program is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute on behalf of the Mobility Authority the proposed extension of the work authorization, in the form or substantially the form provided to the Board as agenda backup information.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28<sup>th</sup> day of January, 2015.

Submitted and reviewed by:

Approved:

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Andrew Martin, General Counsel

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Ray A. Wilkerson  
Chairman, Board of Directors



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #8 SUMMARY

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Approve an extension of the agreement with Crosswind Communications, LLC, for communication, public outreach, public involvement, and marketing services and advice.

Strategic Plan Relevance: Regional Mobility, Innovation

Department: Communications

Associated Costs: None.

Funding Source: Capital Funds of the MoPac Improvement Project, Manor Expressway, Bergstrom Expressway, Oak Hill Parkway, 183 North, 45 SW and MoPac South; and Operating Fund

Board Action Required: Yes

Description of Matter: In July 2011, the Board approved a contract with Crosswind Communications, LLC, to provide communication and marketing consultant services. The initial contract term was for two years, and included an option to extend the contract by up to two years until July 31, 2015. The Mobility Authority has administratively exercised its option to extend the contract until July 31, 2015. Due to the increased requirement for services related to all our projects under development and construction, the Executive Director recommends extending the contract termination date until December 31, 2015. Existing (and continuing) language in the contract allows the Mobility Authority to terminate the contract immediately for cause, or without cause on 60 days' notice.

Reference documentation: Draft Amendment  
Draft Resolution

Contact: Mike Heiligenstein, Executive Director

**AMENDMENT NO. 2**

**TO THE**

**COMMUNICATION AND MARKETING SERVICES AGREEMENT**

The Central Texas Regional Mobility Authority (the “Mobility Authority” or “CTRMA”) and Crosswind Communications, LLC (“Crosswind”) are parties to that certain Communication and Marketing Services Agreement effective August 1, 2011, as previously amended (the “Agreement”).

Under Article IV (Term and Termination) of the Agreement, Crosswind and the Mobility Authority have agreed the Agreement will terminate on July 31, 2015, unless terminated before that date as provided in the Agreement.

Pursuant to the authority granted by Resolution No. 15-\_\_\_ enacted by the Mobility Authority Board of Directors on January 28, 2015, the parties desire to extend the Agreement to terminate December 31, 2015, or any earlier termination provided in the Agreement.

**Mobility Authority and Crosswind hereby amend the Agreement as follows:**

1. The first paragraph only under Article IV (Term and Termination) of the Agreement is amended to read in its entirety as follows:

This Agreement terminates on December 31, 2015, or any earlier date on which the Agreement terminates as provided in this Agreement.

2. This Amendment will become effective when both parties have signed it. The date of this Amendment will be the date it is signed by the last party to sign it.

Each party is signing this Amendment on the date stated below that party’s signature.

**CROSSWIND COMMUNICATIONS, LLC**

**CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY**

By: \_\_\_\_\_  
Thomas Graham, Member  
Chief Executive Officer

By: \_\_\_\_\_  
Mike Heiligenstein  
Executive Director

Date: January \_\_\_\_\_, 2015

Date: January \_\_\_\_\_, 2015

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

**RESOLUTION NO. 15-\_\_\_**

**APPROVING AN EXTENSION OF THE AGREEMENT WITH  
CROSSWIND COMMUNICATIONS, LLC, FOR COMMUNICATION,  
PUBLIC OUTREACH, PUBLIC INVOLVEMENT, AND  
MARKETING SERVICES AND ADVICE.**

WHEREAS, by Resolution No. 11-099 enacted on July 28, 2011, the Board awarded a contract to Crosswind Communications, LLC, (“Crosswind”) to provide communication and marketing consulting services to the Mobility Authority; and

WHEREAS, pursuant to the authority granted under Resolution No. 11-099, the Executive Director executed a contract with Crosswind that terminates, after previously agreed extensions, on July 31, 2015, or any earlier date on which the contract terminates as provided in the contract; and

WHEREAS, the Executive Director recommends amending the contract to extend the termination date to December 31, 2015, or any earlier date on which the contract terminates as provided in the contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors authorizes the Executive Director to execute an amendment to the contract with Crosswind Communications, LLC, to establish a contract termination date of December 31, 2015, or any earlier date on which the contract terminates as provided in the contract.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28<sup>th</sup> day of January, 2015.

Submitted and reviewed by:

Approved:

\_\_\_\_\_  
Andrew Martin, General Counsel

\_\_\_\_\_  
Ray A. Wilkerson  
Chairman, Board of Directors



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #9 SUMMARY

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Approve the minutes for the December 17, 2014, Regular Board Meeting.

Department: Law  
Funding Source: None  
Board Action Required: Yes (by Motion)  
Description of Matter:

Approve the Minutes for the December 17, 2014, Regular Board Meeting

Backup information: Draft Minutes, December 17, 2014, Regular Board Meeting  
Contact: Andrew Martin, General Counsel

## MINUTES

### Regular Meeting of the Board of Directors of the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Wednesday, December 17, 2014  
9:00 A.M.

The meeting was held in the Mobility Authority's Lowell H. Lebermann, Jr. Board Room at 3300 N. Interstate 35, #300, Austin, Texas 78705-1849. Notice of the meeting was posted December 12, 2014 at the respective County Courthouses of Williamson and Travis Counties; online on the website of the Secretary of State; online on the website of the Mobility Authority; and in the Mobility Authority's office lobby at 3300 N. Interstate 35, #300, Austin, Texas 78705-1849.

#### 1. **Welcome and Opening Remarks by Chairman Ray Wilkerson.**

After noting that a quorum of the Board was present, Chairman Ray Wilkerson called the meeting to order at 9:04 a.m. Directors present at the time the meeting was called to order were Mr. Jim Mills, Ms. Nikelle Meade, Mr. David Singleton, Mr. Bob Bennett and Mr. David Armbrust. Mr. Charles Heimsath joined the dais during the consent agenda, and left prior to agenda item 15.

#### 2. **Opportunity for Public Comment.**

No public comments were given.

Chairman Ray Wilkerson presented Items 3, 4 and 5 for Board consideration as the consent agenda:

#### 3. **Adopt the Mobility Authority 2014 Annual Report.**

#### 4. **Approve a supplement to the work authorization with Jacobs Engineering Group Inc. for preliminary engineering and environmental services on the MoPac South project.**

Mr. Bill Bunch addressed the Board regarding the MoPac South Project. Mr. Bunch stated it is his belief that the MoPac overpasses at Slaughter Lane and at LaCrosse, the MoPac South project, the SH 45 SW project, and a second phase of the SH 45 SW project are really one project that is being developed to make a loop connecting MoPac and 45 SW to IH-35 and 45 SE; and that there are good reasons to do that, such as connectivity, and building a continuous tolled loop system, but there is also logic to not turn MoPac into "I-35 West." Mr. Bunch suggested that the Mobility Authority board and staff should conduct a single environmental study of the entire "loop," as opposed to four separate studies that don't add up. Mr. Bunch emphasized this is a big question for the community, and deserves to be addressed for what it is, so that is his request today.

Mr. David Armbrust responded by telling Mr. Bunch he appreciated his time and the points he has made; but if Mr. Bunch is suggesting there is some sort of hidden agenda or plan to create a connection to I-35, to Mr. Armbrust's knowledge there's never been any discussion of that with

him and he is not sure he would support a connection to I-35. He stated it makes no sense to study such a plan now, since that's a whole different ball game that, again, he isn't sure he would support.

**5. Approve a supplement to the work authorization with HNTB Corporation for general engineering oversight services on the MoPac South project.**

Chairman Ray Wilkerson presented Items 3, 4 and 5 for Board consideration as the consent agenda.

Mr. David Singleton moved for approval of the consent agenda, and Mr. Bob Bennett seconded the motion. The motion carried unanimously, 7-0, and the resolutions for Items 3, 4, and 5 passed on the consent agenda were approved as drafted.

**Executive Session Pursuant to Government Code, Chapter 551**

Chairman Wilkerson announced in open session at 9:11 a.m. that the Board would recess the open meeting and reconvene in Executive Session to deliberate the following item:

14. Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation With Attorney).

15. Discuss legal issues related to claims by or against the Mobility Authority, pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation With Attorney).

The Board reconvened in open meeting at 9:56 a.m., and Chairman Wilkerson announced that no action was taken in Executive Session.

**6. Approve the minutes for the November 19, 2014, Regular Board Meeting.**

Chairman Ray Wilkerson presented for Board consideration the minutes for the November 19, 2014 Regular Board Meeting. Ms. Nikelle Meade moved to approve the minutes as drafted, and Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the minutes were approved as drafted.

**7. Approve the Policy Code to recognize local presence as a consideration in certain procurements for general goods and services or for a construction contract.**

Mr. Andy Martin presented this item. The proposed amendment to the Policy Code allows the Board, in a low-bid procurement for goods, certain services, or for a construction contract, to choose to award the contract to a "local bidder" (one whose designated headquarters is in Williamson County or Travis County) if the local bidder's bid is no more than 3% higher than the bid from lowest bidder, and that lowest bidder is not a local bidder.

A local presence consideration will not apply to the award of a contract where doing so would violate federal or state laws or regulations or other funding restrictions, for a contract procured

under the Texas Professional Services Procurement Act, for consulting services, for a design-build contract, or for a comprehensive development agreement.

Mr. Jim Mills moved for approval, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 7-0, and the resolution was approved as drafted.

**8. Approve the financial statements for November 2014.**

Mr. Bill Chapman presented this item. There was nothing unusual to report for the November 2014 financial reports.

Mr. Bob Bennett moved for approval, and Mr. David Singleton seconded the motion. The motion carried unanimously, 7-0, and the resolution was approved as drafted.

**14. Authorize the Executive Director to extend the termination date for certain qualified professional service agreements.**

Mr. Andy Martin presented this item. The proposed resolution authorizes the Executive Director to extend, without additional Board action, an existing professional services agreement for a period of no more than three years, if that contract or the extension includes a provision that permits the Mobility Authority to terminate the contract for any reason by written notice to the other party delivered no less than 30 days before the termination date.

Ms. Nikelle Meade moved for approval, and Mr. David Singleton seconded the motion. The motion carried unanimously, 7-0, and the resolution was approved as drafted.

**Briefing and discussion on the following:**

**9. Update on the MoPac Improvement Project.**

This item was presented by Mr. Paul Petrich, HNTB Project Manager for the oversight team. CH2M Hill is reviewing resumes for the management group to replace high level individuals who are currently serving in interim roles. There has been increased activity on the project due to a significant number of staff being added in the past couple of months. By the end of December 2014 there will be approximately 415 construction staff working on the project. Changes have been made in terms of expediting the project, which includes looking at the project as four mini projects according to segment designations. This will allow for better attention to quality and ability to expedite the work on each segment with a segment manager, superintendent, field engineer, and utility coordinator for each segment. A utility location company has been added in an effort to get ahead of utility location work in order for other work to proceed timely.

Several change orders are being discussed and negotiated that will impact the project schedule. Once negotiations are complete an updated high level project schedule will be distributed to the Board.

Dan Reynolds, Interim Project Manager for the project and Senior Vice President with CH2M Hill addressed the Board regarding the project and discussed their actions and plans.

**10. Executive Director's report.**

Director Heiligenstein presented this item and introduced the Mobility Authority's newest staff member Justin Word as the Director of Project Development.

Mr. Tim Reilly addressed the Board and presented electronic license plate identification issues and an update on MSB customer billing and mitigating call time delays.

Mr. Bubba Needham provided an update on the Maha Loop project.

**15. Approve an amended employment agreement with the Executive Director, including compensation and other contract terms.**

Mr. Brian Cassidy presented this item with a proposed amendment to the employment agreement with the Executive Director.

Mr. Bob Bennett moved for approval, and Mr. David Singleton seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

Chairman Ray Wilkerson declared the meeting adjourned at 11:06 a.m. with unanimous consent.



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #10 SUMMARY

Accept the financial statements for December 2014.

Department: Finance

Funding Source: None

Board Action Required: Yes

Description of Matter:

Presentation and acceptance of the monthly financial statements for December 2014

Reference documentation: Draft Resolution

Draft Financial Statements for December 2014

Contact for further information: Bill Chapman, Chief Financial Officer

Cindy Demers, Controller

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

**RESOLUTION NO. 15-\_\_\_**

**ACCEPT THE FINANCIAL STATEMENTS FOR DECEMBER 2014.**

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 month of December 2014, and has caused Financial Statements to be prepared and attached to this resolution as Attachments A.

**NOW THEREFORE, BE IT RESOLVED**, that the Board of Directors accepts the Financial Statements for December 2014, attached as Attachment A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of January, 2015.

Submitted and reviewed by:

Approved:

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Andrew Martin  
General Counsel for the Central  
Texas Regional Mobility Authority

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Ray A. Wilkerson  
Chairman, Board of Directors  
Date Passed: 1/28/2015

**Attachment A**

**Financial Statements for December 2014**

# Central Texas Regional Mobility Authority

## Balance Sheet

|   | as of 12/31/2014        | as of 12/31/2013        |  |
|---|-------------------------|-------------------------|--|
| <b>Assets</b>                             |                         |                         |  |
| <b>Current Assets</b>                     |                         |                         |  |
| <b>Cash</b>                               |                         |                         |  |
| Regions Operating Account                 | \$ 662,771              | \$ 301,844              |  |
| Cash In TexSTAR                           | 680,960                 | 59,795                  |  |
| Regions Payroll Account                   | 58,413                  | 49,276                  |  |
| <b>Restricted Cash</b>                    |                         |                         |  |
| Fidelity Govt MMA                         | 259,609,065             | 155,488,534             |  |
| Restricted Cash-TexStar                   | 9,002,460               | 21,374,743              |  |
| Overpayments account                      | 65,621                  | 44,331                  |  |
| <b>Total Cash and Cash Equivalents</b>    | 270,079,289             | 177,318,523             |  |
| <b>Accounts Receivable</b>                |                         |                         |  |
| Accounts Receivable                       | 414,892                 | 7,091                   |  |
| Due From TTA                              | 233,087                 | 408,394                 |  |
| Due From NTTA                             | 282,243                 | 173,654                 |  |
| Due From HCTRA                            | 554,806                 | 142,635                 |  |
| Due From TxDOT                            | 2,164,132               | 20,235,775              |  |
| Interest Receivable                       | 84,430                  | 127,985                 |  |
| <b>Total Receivables</b>                  | 3,733,590               | 21,095,534              |  |
| <b>Short Term Investments</b>             |                         |                         |  |
| Certificates of Deposit                   | 5,000,000               | -                       |  |
| Agencies                                  | 20,807,807              | 45,221,771              |  |
| <b>Total Short Term Investments</b>       | 25,807,807              | 45,221,771              |  |
| <b>Total Current Assets</b>               | 299,620,687             | 243,635,828             |  |
| <b>Total Construction In Progress</b>     | 103,743,038             | 363,284,027             |  |
| <b>Fixed Assets (Net of Depreciation)</b> |                         |                         |  |
| Computers                                 | 67,852                  | 96,197                  |  |
| Computer Software                         | 1,051,444               | 422,648                 |  |
| Equipment                                 | 6,510                   | 10,637                  |  |
| Autos and Trucks                          | 4,024                   | 10,922                  |  |
| Buildings and Toll Facilities             | 5,744,218               | 5,921,333               |  |
| Highways and Bridges                      | 613,689,035             | 322,735,173             |  |
| Communication Equipment                   | 473,945                 | 670,060                 |  |
| Toll Equipment                            | 21,248,346              | 11,529,077              |  |
| Signs                                     | 11,602,561              | 8,707,643               |  |
| Land Improvements                         | 12,632,315              | 7,061,869               |  |
| Right of Way                              | 85,152,004              | 46,642,851              |  |
| Leasehold Improvements                    | 180,818                 | 177,999                 |  |
| <b>Total Fixed Assets</b>                 | 751,853,073             | 403,986,409             |  |
| <b>Other Assets</b>                       |                         |                         |  |
| Intangible Assets                         | 13,414,353              | 15,032,417              |  |
| 2005 Bond Insurance Costs                 | 5,035,236               | 5,337,706               |  |
| Prepaid Insurance                         | 68,002                  | 71,115                  |  |
| <b>Total Other Assets</b>                 | 18,517,591              | 20,441,238              |  |
| <b>Total Assets</b>                       | <b>\$ 1,173,734,389</b> | <b>\$ 1,031,347,502</b> |  |

as of 12/31/2014

as of 12/31/2013

**Liabilities****Current Liabilities**

|                                |            |            |
|--------------------------------|------------|------------|
| Accounts Payable               | 1,034,557  | 47,816     |
| Construction Payable-Maha Loop | 8,549,671  | 1,588,555  |
| Overpayments                   | 67,374     | 45,749     |
| Interest Payable               | 19,934,474 | 21,677,842 |
| TCDRS Payable                  | 41,651     | 42,524     |
| Due to Other Entities          | 987,010    | 50,376     |

|                                  |                   |                   |
|----------------------------------|-------------------|-------------------|
| <b>Total Current Liabilities</b> | <u>30,614,737</u> | <u>23,452,862</u> |
|----------------------------------|-------------------|-------------------|

**Long Term Liabilities**

|                                  |                |                |
|----------------------------------|----------------|----------------|
| Accrued Vac & Sick Leave Payable | <u>189,089</u> | <u>189,089</u> |
| <b>Total Long Term Payables</b>  | <u>189,089</u> | <u>189,089</u> |

**Bonds Payable**

|  |                    |                    |
|--|--------------------|--------------------|
| Senior Lien Revenue Bonds              |                    |                    |
| Senior Lien Revenue Bonds 2010         | 109,959,574        | 106,361,922        |
| Senior Lien Revenue Bonds 2011         | 308,296,065        | 307,614,134        |
| Senior Refunding Bonds 2013            | 184,710,000        | 185,810,000        |
| Sn Lien Rev Bnd Prem/Disc 2010         | 72,923             | 112,866            |
| Sn Lien Rev Bnd Prem/Disc 2011         | (3,506,558)        | (3,647,934)        |
| Sn Lien Rev Bnd Prem/Disc 2013         | 15,508,730         | 18,177,214         |
| <b>Total Senior Lien Revenue Bonds</b> | <u>615,040,732</u> | <u>614,428,201</u> |

|                                   |                    |                    |
|-----------------------------------|--------------------|--------------------|
| Sub Lien Revenue Bonds            |                    |                    |
| Subordinated Lien Bond 2011       | 70,000,000         | 70,000,000         |
| Sub Refunding Bnds 2013           | 103,710,000        | 103,960,000        |
| Sub Lien Bond 2011 Prem/Disc      | (1,838,031)        | (1,936,012)        |
| Sub Refunding 2013 Prem/Disc      | 3,542,745          | 4,041,191          |
| <b>Tot Sub Lien Revenue Bonds</b> | <u>175,414,714</u> | <u>176,065,178</u> |

**Other Obligations**

|                                |                  |                  |
|--------------------------------|------------------|------------------|
| 2011 Regions Draw Down Note    | 2,211,258        | 1,799,820        |
| 2013 American Bank Loan        | 5,300,000        | 5,300,000        |
| <b>Total Other Obligations</b> | <u>7,511,258</u> | <u>7,099,820</u> |

|                                    |                    |                    |
|------------------------------------|--------------------|--------------------|
| <b>Total Long Term Liabilities</b> | <u>798,155,793</u> | <u>797,782,289</u> |
|------------------------------------|--------------------|--------------------|

|                          |                           |                           |
|--------------------------|---------------------------|---------------------------|
| <b>Total Liabilities</b> | <u><b>828,770,530</b></u> | <u><b>821,235,151</b></u> |
|--------------------------|---------------------------|---------------------------|

**Net Assets**

|                         |                           |                           |
|-------------------------|---------------------------|---------------------------|
| Contributed Capital     | 35,847,060                | 18,334,846                |
| Net Assets Beginning    | 263,492,791               | 153,684,258               |
| Current Year Operations | 45,624,008                | 38,093,247                |
| <b>Total Net Assets</b> | <u><b>344,963,859</b></u> | <u><b>210,112,351</b></u> |

|   |                                |                                |
|---|--------------------------------|--------------------------------|
| <b>Total Liabilities and Net Assets</b> | <u><b>\$ 1,173,734,389</b></u> | <u><b>\$ 1,031,347,502</b></u> |
|---|--------------------------------|--------------------------------|

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

| Account Name                    | Budget<br>Amount<br>FY 2015 | Actual<br>Year to Date<br>12/31/2014 | Percent<br>of<br>Budget | Actual<br>Prior Yr to Date<br>12/31/2013 |
|---------------------------------|-----------------------------|--------------------------------------|-------------------------|--|
| <b>Revenue</b>                  |                             |                                      |                         |  |
| <b>Operating Revenue</b>        |                             |                                      |                         |  |
| Toll Revenue-TxTag-183A         | 22,080,350                  | 12,993,858                           | 58.85%                  | 12,058,250                               |
| Toll Revenue-HCTRA-183A         | 1,089,491                   | 967,280                              | 88.78%                  | 512,118                                  |
| Toll Revenue-NTTA-183A          | 1,041,069                   | 424,309                              | 40.76%                  | 296,511                                  |
| Toll Revenue-TxTag-Manor        | 8,341,268                   | 3,914,867                            | 46.93%                  | 1,106,873                                |
| Toll Revenue-HCTRA Manor        | 1,542,774                   | 749,869                              | 48.61%                  | 126,847                                  |
| Toll Revenue-NTTA-Manor         | 401,121                     | 163,141                              | 40.67%                  | 39,047                                   |
| Video Tolls 183A                | 8,414,300                   | 3,166,493                            | 37.63%                  | 2,719,825                                |
| Video Tolls Manor Expressway    | 4,548,325                   | 1,041,314                            | 22.89%                  | 363,378                                  |
| Fee revenue 183A                | 2,660,832                   | 950,734                              | 35.73%                  | 1,071,826                                |
| Fee revenue Manor Expressway    | 1,520,242                   | 406,253                              | 26.72%                  | 253,038                                  |
| <b>Total Operating Revenue</b>  | <b>51,639,772</b>           | <b>24,778,119</b>                    | <b>47.98%</b>           | <b>18,547,713</b>                        |
| <b>Other Revenue</b>            |                             |                                      |                         |  |
| Interest Income                 | 180,000                     | 166,178                              | 92.32%                  | 87,077                                   |
| Grant Revenue                   | 2,399,600                   | 59,214,724                           | 2468%                   | 39,485,633                               |
| Misc Revenue                    | -                           | 9,045                                |                         | 363,901                                  |
| <b>Total Other Revenue</b>      | <b>2,579,600</b>            | <b>59,389,948</b>                    | <b>2302%</b>            | <b>39,936,611</b>                        |
| <b>Total Revenue</b>            | <b>\$ 54,219,372</b>        | <b>\$ 84,168,066</b>                 | <b>155.24%</b>          | <b>\$ 58,484,324</b>                     |
| <b>Expenses</b>                 |                             |                                      |                         |  |
| <b>Salaries and Wages</b>       |                             |                                      |                         |  |
| Salary Expense-Regular          | 2,286,142                   | 1,185,165                            | 51.84%                  | 1,102,474                                |
| Part Time Salary Expense        | 51,000                      | -                                    | 0.00%                   | -  |
| Overtime Salary Expense         | 3,000                       | -                                    | 0.00%                   | -  |
| Salary Reserve                  | 40,000                      | -                                    | 0.00%                   | -  |
| TCDRS                           | 334,167                     | 156,549                              | 46.85%                  | 152,997                                  |
| FICA                            | 104,780                     | 35,746                               | 34.12%                  | 33,940                                   |
| FICA MED                        | 33,417                      | 17,301                               | 51.77%                  | 16,132                                   |
| Health Insurance Expense        | 223,733                     | 99,346                               | 44.40%                  | 98,631                                   |
| Life Insurance Expense          | 5,903                       | 2,232                                | 37.81%                  | 1,187                                    |
| Auto Allowance Expense          | 10,200                      | -                                    | 0.00%                   | 5,100                                    |
| Other Benefits                  | 190,809                     | 93,360                               | 48.93%                  | 58,474                                   |
| Unemployment Taxes              | 12,960                      | 30                                   | 0.23%                   | 21                                       |
| <b>Total Salaries and Wages</b> | <b>3,296,111</b>            | <b>1,589,729</b>                     | <b>48.23%</b>           | <b>1,468,956</b>                         |

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

| Account Name                                    | Budget<br>Amount<br>FY 2015 | Actual<br>Year to Date<br>12/31/2014 | Percent<br>of<br>Budget | Actual<br>Prior Yr to Date<br>12/31/2013 |
|---|-----------------------------|--------------------------------------|-------------------------|--|
| <b>Administrative</b>                           |                             |                                      |                         |  |
| <b>Administrative and Office Expenses</b>       |                             |                                      |                         |  |
| Accounting                                      | 5,000                       | 3,719                                | 74.38%                  | 6,555                                    |
| Auditing  | 70,000                      | 51,888                               | 74.13%                  | 51,480                                   |
| Human Resources                                 | 50,000                      | 81,189                               | 162.38%                 | 5,758                                    |
| IT Services                                     | 63,000                      | 28,822                               | 45.75%                  | 19,695                                   |
| Internet  | 6,700                       | 824                                  | 12.30%                  | 412                                      |
| Software Licenses                               | 20,200                      | 9,087                                | 44.99%                  | 7,387                                    |
| Cell Phones                                     | 12,100                      | 5,750                                | 47.52%                  | 5,293                                    |
| Local Telephone Service                         | 25,000                      | 7,264                                | 29.06%                  | 7,514                                    |
| Overnight Delivery Services                     | 1,700                       | 38                                   | 2.23%                   | 108                                      |
| Local Delivery Services                         | 1,150                       | -                                    | 0.00%                   | -  |
| Copy Machine                                    | 8,000                       | 5,400                                | 67.50%                  | 3,936                                    |
| Repair & Maintenance-General                    | 500                         | 842                                  | 168.34%                 | 772                                      |
| Meeting Facilities                              | 250                         | -                                    | 0.00%                   | -  |
| Community Meeting/ Events                       | 5,000                       | -                                    | 0.00%                   | -  |
| Meeting Expense                                 | 17,700                      | 4,112                                | 23.23%                  | 2,970                                    |
| Public Notices                                  | 2,000                       | -                                    | 0.00%                   | -  |
| Toll Tag Expense                                | 1,550                       | 728                                  | 46.95%                  | 141                                      |
| Parking   | 3,400                       | 1,612                                | 47.42%                  | 1,474                                    |
| Mileage Reimbursement                           | 9,750                       | 2,633                                | 27.00%                  | 2,376                                    |
| Insurance Expense                               | 180,000                     | 45,972                               | 25.54%                  | 47,275                                   |
| Rent Expense                                    | 490,000                     | 221,193                              | 45.14%                  | 206,774                                  |
| Legal Services                                  | 320,000                     | 86,891                               | 27.15%                  | 93,562                                   |
| <b>Total Administrative and Office Expenses</b> | <b>1,293,000</b>            | <b>557,962</b>                       | <b>43.15%</b>           | <b>463,482</b>                           |
| <b>Office Supplies</b>                          |                             |                                      |                         |  |
| Books & Publications                            | 6,650                       | 881                                  | 13.24%                  | 895                                      |
| Office Supplies                                 | 12,000                      | 4,651                                | 38.76%                  | 6,794                                    |
| Computer Supplies                               | 12,500                      | 5,884                                | 47.07%                  | 7,619                                    |
| Copy Supplies                                   | 2,200                       | 391                                  | 17.76%                  | 187                                      |
| Other Reports-Printing                          | 13,000                      | 553                                  | 4.26%                   | 1,957                                    |
| Office Supplies-Printed                         | 2,700                       | 760                                  | 28.16%                  | 484                                      |
| Misc Materials & Supplies                       | 3,500                       | 538                                  | 15.36%                  | 1,122                                    |
| Postage Expense                                 | 5,600                       | 308                                  | 5.50%                   | 276                                      |
| <b>Total Office Supplies</b>                    | <b>58,150</b>               | <b>13,966</b>                        | <b>24.02%</b>           | <b>19,334</b>                            |

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

| Account Name                                     | Budget<br>Amount<br>FY 2015 | Actual<br>Year to Date<br>12/31/2014 | Percent<br>of<br>Budget | Actual<br>Prior Yr to Date<br>12/31/2013 |
|--|-----------------------------|--------------------------------------|-------------------------|--|
| <b>Communications and Public Relations</b>       |                             |                                      |                         |  |
| Graphic Design Services                          | 50,000                      | 3,521                                | 7.04%                   | 11,819                                   |
| Website Maintenance                              | 65,000                      | 2,865                                | 4.41%                   | 17,748                                   |
| Research Services                                | 50,000                      | 3,562                                | 7.12%                   | 5,033                                    |
| Communications and Marketing                     | 150,000                     | 53,184                               | 35.46%                  | 94,254                                   |
| Advertising Expense                              | 260,000                     | 46,503                               | 17.89%                  | 33,411                                   |
| Direct Mail                                      | 5,000                       | 190                                  | 3.80%                   | -  |
| Video Production                                 | 30,000                      | -                                    | 0.00%                   | 5,050                                    |
| Photography                                      | 10,000                      | -                                    | 0.00%                   | 1,125                                    |
| Radio  | 10,000                      | -                                    | 0.00%                   | -  |
| Other Public Relations                           | 27,500                      | -                                    | 0.00%                   | -  |
| Promotional Items                                | 10,000                      | 1,795                                | 17.95%                  | 370                                      |
| Displays   | 5,000                       | -                                    | 0.00%                   | -  |
| Annual Report printing                           | 10,000                      | -                                    | 0.00%                   | -  |
| Direct Mail Printing                             | 5,000                       | -                                    | 0.00%                   | -  |
| Other Communication Expenses                     | 1,000                       | 5,349                                | 534.94%                 | 376                                      |
| <b>Total Communications and Public Relations</b> | <b>688,500</b>              | <b>116,969</b>                       | <b>16.99%</b>           | <b>169,186</b>                           |
| <b>Employee Development</b>                      |                             |                                      |                         |  |
| Subscriptions                                    | 1,850                       | 922                                  | 49.86%                  | 108                                      |
| Memberships                                      | 37,100                      | 3,570                                | 9.62%                   | 25,539                                   |
| Continuing Education                             | 5,550                       | 3,520                                | 63.42%                  | 596                                      |
| Professional Development                         | 12,200                      | 3,000                                | 24.59%                  | 501                                      |
| Other Licenses                                   | 700                         | 457                                  | 65.28%                  | 470                                      |
| Seminars and Conferences                         | 39,000                      | 19,570                               | 50.18%                  | 14,385                                   |
| Travel   | 91,000                      | 14,875                               | 16.35%                  | 38,533                                   |
| <b>Total Employee Development</b>                | <b>187,400</b>              | <b>45,915</b>                        | <b>24.50%</b>           | <b>80,132</b>                            |
| <b>Financing and Banking Fees</b>                |                             |                                      |                         |  |
| Trustee Fees                                     | 16,000                      | -                                    | 0.00%                   | 5,913                                    |
| Bank Fee Expense                                 | 10,000                      | 2,647                                | 26.47%                  | 2,747                                    |
| Continuing Disclosure                            | 8,500                       | 9,706                                | 114.19%                 | -  |
| Arbitrage Rebate Calculation                     | 7,000                       | 7,970                                | 113.86%                 | 6,630                                    |
| Loan Fee Expense                                 | 5,000                       | -                                    | 0.00%                   | -  |
| Rating Agency Expense                            | 50,000                      | 13,500                               | 27.00%                  | 6,000                                    |
| <b>Total Financing and Banking Fees</b>          | <b>96,500</b>               | <b>33,823</b>                        | <b>35.05%</b>           | <b>21,290</b>                            |
| <b>Total Administrative</b>                      | <b>2,323,550</b>            | <b>768,635</b>                       | <b>33.08%</b>           | <b>753,424</b>                           |

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

| Account Name                                  | Budget<br>Amount<br>FY 2015 | Actual<br>Year to Date<br>12/31/2014 | Percent<br>of<br>Budget | Actual<br>Prior Yr to Date<br>12/31/2013 |
|---|-----------------------------|--------------------------------------|-------------------------|--|
| <b>Operations and Maintenance</b>             |                             |                                      |                         |  |
| <b>Operations and Maintenance Consulting</b>  |                             |                                      |                         |  |
| General Engineering Consultant                | 520,500                     | (5,718)                              | 0.00%                   | 1,600                                    |
| GEC-Trust Indenture Support                   | 69,500                      | -                                    | 0.00%                   | 29,250                                   |
| GEC-Financial Planning Support                | 47,000                      | 5,436                                | 11.57%                  | 33,836                                   |
| GEC-Toll Ops Support                          | 60,000                      | 1,889                                | 3.15%                   | 879                                      |
| GEC-Roadway Ops Support                       | 187,000                     | 118,269                              | 63.25%                  | 77,299                                   |
| GEC-Technology Support                        | 150,000                     | -                                    | 0.00%                   | 64,495                                   |
| GEC-Public Information Support                | 1,000                       | -                                    | 0.00%                   | 461                                      |
| GEC-General Support                           | 225,000                     | 61,281                               | 27.24%                  | 121,155                                  |
| General System Consultant                     | 175,000                     | 52,287                               | 29.88%                  | 36,692                                   |
| Traffic and Revenue Consultant                | 60,000                      | 22,309                               | 37.18%                  | 26,650                                   |
| <b>Total Ops. and Mtce. Consulting</b>        | <b>1,495,000</b>            | <b>255,755</b>                       | <b>17.11%</b>           | <b>392,317</b>                           |
| <b>Road Operations and Maintenance</b>        |                             |                                      |                         |  |
| Roadway Maintenance                           | 700,000                     | 290,272                              | 41.47%                  | (54,628)                                 |
| Landscape Maintenance                         | 250,000                     | 96,777                               | 38.71%                  | 60,711                                   |
| Signal & Illumination Maint                   | -                           | 43,211                               |                         | 20,169                                   |
| Maintenance Supplies-Roadway                  | -                           | 153                                  |                         | -  |
| Tools & Equipment Expense                     | 500                         | -                                    | 0.00%                   | -  |
| Gasoline                                      | 6,000                       | 1,299                                | 21.65%                  | 1,540                                    |
| Repair & Maintenance-Vehicles                 | 1,000                       | 1,862                                | 186.18%                 | 775                                      |
| Roadway Operations                            | 50,000                      | -                                    | 0.00%                   | -  |
| Electricity - Roadways                        | 150,000                     | 45,824                               | 30.55%                  | -  |
| <b>Total Road Operations and Maintenance</b>  | <b>1,157,500</b>            | <b>479,398</b>                       | <b>41.42%</b>           | <b>28,567</b>                            |
| <b>Toll Processing and Collection Expense</b> |                             |                                      |                         |  |
| Image Processing                              | 3,000,791                   | 1,079,245                            | 35.97%                  | 651,615                                  |
| Tag Collection Fees                           | 2,318,079                   | 960,023                              | 41.41%                  | 748,275                                  |
| Court Enforcement Costs                       | 45,000                      | 13,955                               | 31.01%                  | -  |
| DMV Lookup Fees                               | 7,000                       | 1,605                                | 22.93%                  | -  |
| <b>Total Toll Processing and Collections</b>  | <b>5,370,870</b>            | <b>2,054,828</b>                     | <b>38.26%</b>           | <b>1,399,890</b>                         |

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

| Account Name                                    | Budget<br>Amount<br>FY 2015 | Actual<br>Year to Date<br>12/31/2014 | Percent<br>of<br>Budget | Actual<br>Prior Yr to Date<br>12/31/2013 |
|---|-----------------------------|--------------------------------------|-------------------------|--|
| <b>Toll Operations Expense</b>                  |                             |                                      |                         |  |
| Facility maintenance                            | -                           | 67                                   |                         | 4,097                                    |
| Emergency Maintenance                           | 10,000                      | -                                    | 0.00%                   | -  |
| Generator Maintenance                           | 27,700                      | 4,450                                | 16.06%                  | -  |
| Generator Fuel                                  | 6,000                       | -                                    | 0.00%                   | 596                                      |
| Fire and Burglar Alarm                          | -                           | 247                                  |                         | -  |
| Elevator Maintenance                            | 2,800                       | -                                    | 0.00%                   | -  |
| Refuse  | 800                         | 332                                  | 41.44%                  | 191                                      |
| Pest Control                                    | 1,600                       | 640                                  | 40.00%                  | 384                                      |
| Custodial                                       | 5,440                       | 1,581                                | 29.06%                  | 610                                      |
| Fiber Optic System                              | 40,000                      | 39,570                               | 98.92%                  | 35,844                                   |
| Water   | 7,500                       | 2,233                                | 29.77%                  | 3,213                                    |
| Electricity                                     | 30,000                      | 10,166                               | 33.89%                  | 49,807                                   |
| ETC spare parts expense                         | 130,000                     | -                                    | 0.00%                   | -  |
| Repair & Maintenance Toll Equip                 | 5,000                       | -                                    | 0.00%                   | 170                                      |
| Law Enforcement                                 | 257,500                     | 124,940                              | 48.52%                  | 156,954                                  |
| ETC Maintenance Contract                        | 1,368,000                   | 569,033                              | 41.60%                  | 305,458                                  |
| ETC Development                                 | 125,000                     | -                                    | 0.00%                   | -  |
| ETC Testing                                     | 60,000                      | -                                    | 0.00%                   | -  |
| <b>Total Toll Operations</b>                    | <b>2,077,340</b>            | <b>753,257</b>                       | <b>36.26%</b>           | <b>557,324</b>                           |
| <b>Total Operations and Maintenance</b>         | <b>10,100,710</b>           | <b>3,543,238</b>                     | <b>35.08%</b>           | <b>2,378,098</b>                         |
| <b>Other Expenses</b>                           |                             |                                      |                         |  |
| <b>Special Projects and Contingencies</b>       |                             |                                      |                         |  |
| HERO  | 1,400,000                   | 500,127                              | 35.72%                  | 452,231                                  |
| Special Projects                                | 1,190,000                   | 253,454                              | 21.30%                  | 63,500                                   |
| Other Contractual Svcs                          | 130,200                     | 25,258                               | 19.40%                  | -  |
| Contingency                                     | 170,500                     | -                                    | 0.00%                   | -  |
| <b>Total Special Projects and Contingencies</b> | <b>2,890,700</b>            | <b>778,839</b>                       | <b>26.94%</b>           | <b>515,731</b>                           |
| <b>Non Cash Expenses</b>                        |                             |                                      |                         |  |
| Amortization Expense                            | 120,000                     | 133,326                              | 111.10%                 | 49,144                                   |
| Amort Expense - Refund Savings                  | 1,300,000                   | 513,930                              | 39.53%                  | 513,930                                  |
| Dep Exp- Furniture & Fixtures                   | 14,000                      | -                                    | 0.00%                   | -  |

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

| Account Name                       | Budget<br>Amount<br>FY 2015 | Actual<br>Year to Date<br>12/31/2014 | Percent<br>of<br>Budget | Actual<br>Prior Yr to Date<br>12/31/2013 |
|------------------------------------|-----------------------------|--------------------------------------|-------------------------|--|
| Dep Expense - Equipment            | 15,000                      | 4,361                                | 29.07%                  | 10,497                                   |
| Dep Expense - Autos & Trucks       | 7,000                       | 3,449                                | 49.27%                  | 3,449                                    |
| Dep Expense-Buildng & Toll Fac     | 200,000                     | 88,557                               | 44.28%                  | 88,557                                   |
| Dep Expense-Highways & Bridges     | 19,000,000                  | 8,306,542                            | 43.72%                  | 4,503,113                                |
| Dep Expense-Communic Equip         | 200,000                     | 98,058                               | 49.03%                  | 98,058                                   |
| Dep Expense-Toll Equipment         | 1,860,000                   | 1,371,419                            | 73.73%                  | 773,238                                  |
| Dep Expense - Signs                | 350,000                     | 161,186                              | 46.05%                  | 121,384                                  |
| Dep Expense-Land Improvemt         | 600,000                     | 437,493                              | 72.92%                  | 252,000                                  |
| Depreciation Expense-Computers     | 28,000                      | 13,673                               | 48.83%                  | 11,585                                   |
| <b>Total Non Cash Expenses</b>     | <b>23,694,000</b>           | <b>11,131,993</b>                    | <b>46.98%</b>           | <b>6,424,955</b>                         |
| <b>Total Other Expenses</b>        | <b>26,584,700</b>           | <b>11,910,832</b>                    | <b>44.80%</b>           | <b>6,940,686</b>                         |
| <b>Non Operating Expenses</b>      |                             |                                      |                         |  |
| <b>Non Operating Expense</b>       |                             |                                      |                         |  |
| Bond issuance expense              | 50,000                      | 106,754                              | 213.51%                 | 22,123                                   |
| Interest Expense                   | 44,384,714                  | 20,578,870                           | 46.36%                  | 8,777,790                                |
| Community Initiatives              | 65,000                      | 46,000                               | 70.77%                  | 50,000                                   |
| <b>Total Non Operating Expense</b> | <b>44,499,714</b>           | <b>20,731,624</b>                    | <b>46.59%</b>           | <b>8,849,913</b>                         |
| <b>Total Expenses</b>              | <b>\$ 86,804,785</b>        | <b>\$ 38,544,058</b>                 | <b>44.40%</b>           | <b>\$ 20,391,077</b>                     |
| <b>Net Income</b>                  | <b>\$ (32,585,413)</b>      | <b>\$ 45,624,008</b>                 |                         | <b>\$ 38,093,247</b>                     |

**Central Texas Regional Mobility Authority**  
**Statement of Cash Flows - FY 2015**  
**as of December 31, 2014**

**Cash flows from operating activities:**

|   |                   |
|---|-------------------|
| Receipts from Department of Transportation  | \$ 57,482,556     |
| Receipts from toll fees                     | 25,071,967        |
| Receipts from other fees                    | -                 |
| Receipts from interest income               | 253,184           |
| Receipts from other sources                 | 14,284,865        |
| Payments to vendors                         | (5,625,207)       |
| Payments to employees and benefits          | (1,620,882)       |
| Net cash flows used in operating activities | <u>89,846,483</u> |

**Cash flows from capital and related financing activities:**

|   |                     |
|---|---------------------|
| Payments on interest  | (20,022,132)        |
| Payment on Bonds/Notes  | (838,562)           |
| Acquisitions of property and equipment                          | (21,677)            |
| Acquisitions of construction in progress                        | (43,019,831)        |
| Reduction of Construction Payable (Maha Loop)                   | (5,301,788)         |
| Proceeds from Loans and Notes                                   | -                   |
| Net cash flows used in capital and related financing activities | <u>(69,203,990)</u> |

**Cash flows from investing activities:**

|   |                   |
|---|-------------------|
| Purchase of investments                         | -                 |
| Proceeds from sale or maturity of investments   | 28,084,000        |
| Net cash flows provided by investing activities | <u>28,084,000</u> |

|   |                       |
|---|-----------------------|
| Net increase in cash and cash equivalents           | 48,726,493            |
| Cash and cash equivalents at beginning of July 2014 | 221,352,797           |
| Cash and cash equivalents at end of December 2014   | <u>\$ 270,079,289</u> |

**INVESTMENTS by FUND**

|   |                      | <b>Balance</b>           |                          |                                     |
|---|----------------------|--------------------------|--------------------------|-------------------------------------|
|   |                      |                          | <b>December 31, 2014</b> |                                     |
| <b>Renewal &amp; Replacement Fund</b>     |                      |                          |                          | <b>TexSTAR 9,683,419.56</b>         |
| <b>TexSTAR</b>                            | <b>3,106.97</b>      |                          |                          | <b>CD's 5,000,000.00</b>            |
| <b>Regions Sweep</b>                      | <b>450,473.41</b>    |                          |                          | <b>Regions Sweep 251,228,905.84</b> |
| <b>Agencies</b>                           |                      | 453,580.38               |                          | <b>Agencies 20,807,807.28</b>       |
| <b>TxDOT Grant Fund</b>                   |                      |                          |                          |                                     |
| <b>TexSTAR</b>                            | <b>82,205.36</b>     |                          |                          |                                     |
| <b>Regions Sweep</b>                      | <b>3,702,252.00</b>  |                          |                          |                                     |
| <b>CD's</b>                               |                      |                          |                          |                                     |
| <b>Agencies</b>                           | 5,715,583.98         | 9,500,041.34             |                          | <b>\$ 286,720,132.68</b>            |
| <b>Senior Debt Service Reserve Fund</b>   |                      |                          |                          |                                     |
| <b>TexSTAR</b>                            | <b>590,109.52</b>    |                          |                          |                                     |
| <b>Regions Sweep</b>                      | <b>42,740,244.73</b> |                          |                          |                                     |
| <b>Agencies</b>                           | 5,002,019.23         | 48,332,373.48            |                          |                                     |
| <b>2010 Senior Lien DSF</b>               |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 1,861,852.31         |                          |                          |                                     |
| <b>TexSTAR</b>                            | -                    | 1,861,852.31             |                          |                                     |
| <b>2011 Debt Service Acct</b>             |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 8,950,026.06         | 8,950,026.06             |                          |                                     |
| <b>2013 Sr Debt Service Acct</b>          |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 6,463,218.18         | 6,463,218.18             |                          |                                     |
| <b>2013 Sub Debt Service Account</b>      |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 3,767,565.85         | 3,767,565.85             |                          |                                     |
| <b>2010 Senior Lien DSRF</b>              |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | -                    | -                        |                          |                                     |
| <b>2011 Sub Debt DSRF</b>                 |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 2,026,211.70         |                          |                          |                                     |
| <b>CD's</b>                               | 5,000,000.00         | 7,026,211.70             |                          |                                     |
| <b>2011 Sub DSF</b>                       |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 2,364,471.96         | 2,364,471.96             |                          |                                     |
| <b>Operating Fund</b>                     |                      |                          |                          |                                     |
| <b>TexSTAR</b>                            | <b>680,960.03</b>    |                          |                          |                                     |
| <b>TexSTAR-Trustee</b>                    | <b>3,369,707.32</b>  |                          |                          |                                     |
| <b>Regions Sweep</b>                      | -                    | 4,050,667.35             |                          |                                     |
| <b>Revenue Fund</b>                       |                      |                          |                          |                                     |
| <b>TexSTAR</b>                            | <b>1.00</b>          |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 2,859,296.39         | 2,859,297.39             |                          |                                     |
| <b>General Fund</b>                       |                      |                          |                          |                                     |
| <b>TexSTAR</b>                            | <b>53.78</b>         |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 17,785,186.39        |                          |                          |                                     |
| <b>Agencies</b>                           | 5,004,634.21         | 22,789,874.38            |                          |                                     |
| <b>2013 Sub Debt Service Reserve Fund</b> |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 3,331,023.27         |                          |                          |                                     |
| <b>Agencies</b>                           | 5,085,569.86         | 8,416,593.13             |                          |                                     |
| <b>MoPac Construction Fund</b>            |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 92,417,104.33        | 92,417,104.33            |                          |                                     |
| <b>2010-1 Sub Lien Projects Fund</b>      |                      |                          |                          |                                     |
| <b>TexSTAR</b>                            | <b>785,687.80</b>    |                          |                          |                                     |
| <b>Regions Sweep</b>                      | -                    | 785,687.80               |                          |                                     |
| <b>2010 Senior Lien Construction Fund</b> |                      |                          |                          |                                     |
| <b>TexSTAR</b>                            | <b>1.19</b>          |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 115,869.51           | 115,870.70               |                          |                                     |
| <b>2011 Sub Debt Project fund</b>         |                      |                          |                          |                                     |
| <b>TexSTAR</b>                            | <b>4,171,466.93</b>  |                          |                          |                                     |
| <b>Agencies</b>                           |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 22,615,464.64        | 26,786,931.57            |                          |                                     |
| <b>2011 Sr Financial Assistance Fund</b>  |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 24,153,561.28        | 24,153,561.28            |                          |                                     |
| <b>2011 Senior Lien Project Fund</b>      |                      |                          |                          |                                     |
| <b>TexSTAR</b>                            | <b>119.66</b>        |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 298,731.60           |                          |                          |                                     |
| <b>Agencies</b>                           |                      | 298,851.26               |                          |                                     |
| <b>45SW Trust Account Hays County</b>     |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 500,169.62           | 500,169.62               |                          |                                     |
| <b>45SW Trust Account Travis County</b>   |                      |                          |                          |                                     |
| <b>Regions Sweep</b>                      | 14,826,182.61        | 14,826,182.61            |                          |                                     |
|   |                      | <u>\$ 286,720,132.68</u> |                          |                                     |

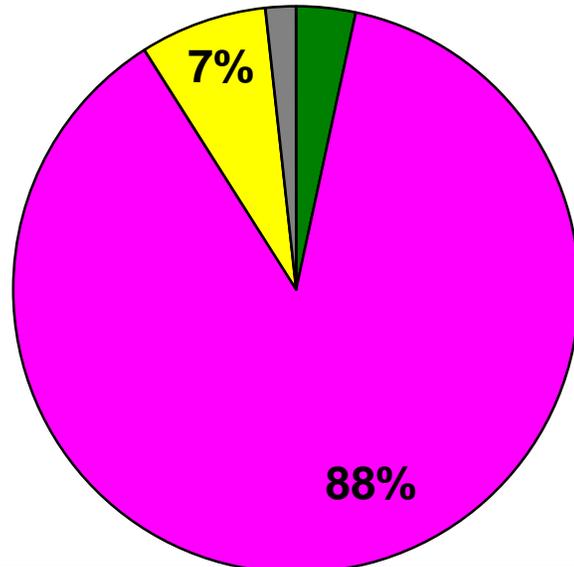
**CTRMA INVESTMENT REPORT**

| Month Ending 12/31/2014                      |                       |                          |                    |                  |                       |                       |
|--|-----------------------|--------------------------|--------------------|------------------|-----------------------|-----------------------|
| Balance<br>12/1/2014                         | Additions             | Discount<br>Amortization | Accrued Interest   | Withdrawals      | Balance<br>12/31/2014 | Rate<br>Dec 14        |
| <b>Amount in Trustee TexStar</b>             |                       |                          |                    |                  |                       |                       |
| 2011 Sub Lien Construction Fund              | 4,171,289.54          |                          | 177.39             |                  | 4,171,466.93          | 0.049%                |
| 2011 Senior Lien Construction Fund           | 119.66                |                          |                    |                  | 119.66                | 0.049%                |
| 2010 Senior Lien Construction Fund           | 1.19                  |                          |                    |                  | 1.19                  | 0.049%                |
| 2010-1 Sub Lien Projects                     | 785,654.37            |                          | 33.43              |                  | 785,687.80            | 0.049%                |
| General Fund                                 | 53.78                 |                          |                    |                  | 53.78                 | 0.049%                |
| Trustee Operating Fund                       | 3,869,551.41          | 1,100,000.00             | 155.91             | 1,600,000.00     | 3,369,707.32          | 0.049%                |
| Renewal and Replacement                      | 2,234,252.82          |                          | 42.81              | 2,231,188.66     | 3,106.97              | 0.049%                |
| TxDOT Grant Fund                             | 82,201.87             |                          | 3.49               |                  | 82,205.36             | 0.049%                |
| Revenue Fund                                 | 1.00                  |                          |                    |                  | 1.00                  | 0.049%                |
| Senior Lien Debt Service Reserve Fund        | 590,084.45            |                          | 25.07              |                  | 590,109.52            | 0.049%                |
|  | <b>11,733,210.09</b>  | <b>1,100,000.00</b>      |                    | <b>438.10</b>    | <b>9,002,459.53</b>   |                       |
| <b>Amount in TexStar Operating Fund</b>      |                       |                          |                    |                  |                       |                       |
|  | 580,932.44            | 1,600,000.00             |                    | 27.59            | 1,500,000.00          | 680,960.03            |
| <b>Regions Sweep Money Market Fund</b>       |                       |                          |                    |                  |                       |                       |
| Operating Fund                               | 0.00                  | 1,100,000.00             |                    | 1,100,000.00     | 0.00                  | 0.100%                |
| 45SW Trust Account Travis County             | 14,861,308.39         |                          | 977.86             | 36,103.64        | 14,826,182.61         | 0.100%                |
| 45SW Trust Account Hays County               | 500,136.73            |                          | 32.89              |                  | 500,169.62            | 0.100%                |
| 2010 Senior Lien Project Acct                | 115,861.71            |                          | 7.80               |                  | 115,869.51            | 0.100%                |
| 2011 Sub Lien Project Acct                   | 24,800,788.90         |                          | 1,642.95           | 2,186,967.21     | 22,615,464.64         | 0.100%                |
| 2011 Senior Lien Project Acct                | 298,711.96            |                          | 19.64              |                  | 298,731.60            | 0.100%                |
| 2011 Sr Financial Assistance Fund            | 18,152,367.71         | 6,000,000.00             | 1,193.57           |                  | 24,153,561.28         | 0.100%                |
| 2010 Senior DSF                              | 1,563,344.43          | 298,415.55               | 92.33              |                  | 1,861,852.31          | 0.100%                |
| 2011 Senior Lien Debt Service Acct           | 8,925,627.52          | 23,812.49                | 586.05             |                  | 8,950,026.06          | 0.100%                |
| 2011 Sub Debt Service Fund                   | 2,364,316.50          |                          | 155.46             |                  | 2,364,471.96          | 0.100%                |
| 2013 Senior Lien Debt Service Acct           | 5,566,019.75          | 896,863.90               | 334.53             |                  | 6,463,218.18          | 0.100%                |
| 2013 Subordinate Debt Service Acct           | 3,238,226.46          | 529,145.02               | 194.37             |                  | 3,767,565.85          | 0.100%                |
| TxDOT Grant Fund                             | 3,702,008.58          |                          | 243.42             |                  | 3,702,252.00          | 0.100%                |
| Renewal and Replacement                      | 525,169.51            | 2,231,188.66             | 35.44              | 2,305,920.20     | 450,473.41            | 0.100%                |
| Revenue Fund                                 | 1,539,830.22          | 5,488,068.72             | 143.14             | 4,168,745.69     | 2,859,296.39          | 0.100%                |
| General Fund                                 | 14,661,692.93         | 5,818,418.09             | 3,784.97           | 2,698,709.60     | 17,785,186.39         | 0.100%                |
| 2011 Sub Debt Service Reserve Fund           | 2,026,078.48          |                          | 133.22             |                  | 2,026,211.70          | 0.100%                |
| Senior Lien Debt Service Reserve Fund        | 30,663,228.52         | 12,000,000.00            | 77,016.21          |                  | 42,740,244.73         | 0.100%                |
| 2013 Sub Debt Service Reserve Fund           | 3,330,804.26          |                          | 219.01             |                  | 3,331,023.27          | 0.100%                |
| MoPac Managed Lane Construction Fund         | 79,731,914.40         | 16,500,000.00            | 5,328.82           | 3,820,138.89     | 92,417,104.33         | 0.100%                |
|  | <b>216,567,436.96</b> | <b>50,885,912.43</b>     | <b>0.00</b>        | <b>92,141.68</b> | <b>16,316,585.23</b>  | <b>251,228,905.84</b> |
| <b>Amount in Fed Agencies and Treasuries</b> |                       |                          |                    |                  |                       |                       |
| Amortized Principal                          | 32,827,914.63         |                          | (20,107.35)        | 12,000,000.00    | 20,807,807.28         |                       |
|  | 32,827,914.63         | 0.00                     |                    |                  | 20,807,807.28         |                       |
| <b>Certificates of Deposit</b>               |                       |                          |                    |                  |                       |                       |
| Total in Pools                               | 5,000,000.00          |                          |                    |                  | 5,000,000.00          |                       |
| Total in Money Market                        | 12,314,142.53         | 2,700,000.00             | 465.69             | 5,331,188.66     | 9,683,419.56          |                       |
| Total in Fed Agencies                        | 216,567,436.96        | 50,885,912.43            | 92,141.68          | 16,316,585.23    | 251,228,905.84        |                       |
| Total in Fed Agencies                        | 32,827,914.63         |                          | (20,107.35)        | 12,000,000.00    | 20,807,807.28         |                       |
| <b>Total Invested</b>                        | <b>266,709,494.12</b> | <b>53,585,912.43</b>     | <b>(20,107.35)</b> | <b>92,607.37</b> | <b>33,647,773.89</b>  | <b>286,720,132.68</b> |

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

William Chapman, CFO      Cindy Demers, Controller

# Allocation of Funds 3%



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

Amount of investments As of December 31, 2014

| Agency                 | CUSIP #   | COST           | Book Value           | Market Value         | Yield to Maturity | Purchased | Matures    | FUND             |
|------------------------|-----------|----------------|----------------------|----------------------|-------------------|-----------|------------|------------------|
| Federal Home Loan Bank | 313378LX7 | 4,013,754.20   | 4,003,438.56         | 4,004,880.00         | 0.0267%           | 1/9/2014  | 4/30/2015  | General          |
| Federal Home Loan Bank | 313378M57 | 1,004,065.22   | 1,001,195.65         | 1,001,520.00         | 0.0028%           | 1/9/2014  | 5/29/2015  | General          |
| Freddie Mac            | 3137EADD8 | 1,004,940.00   | 1,000,658.67         | 1,000,950.00         | 0.2290%           | 12/3/2012 | 4/17/2015  | TxDOT Grant Fund |
| Northside ISD          | 66702RAG7 | 1,057,700.00   | 1,003,846.67         | 1,003,430.00         | 0.3580%           | 12/5/2012 | 2/15/2015  | TxDOT Grant Fund |
| Federal Home Loan Bank | 313371KG0 | 1,019,000.00   | 1,008,636.36         | 1,009,270.00         | 0.3912%           | 1/9/2014  | 10/28/2015 | TxDOT Grant Fund |
| Fannie Mae             | 3135G0QB2 | 1,001,990.00   | 1,000,904.55         |                      | 0.0381%           | 1/9/2014  | 10/22/2015 | TxDOT Grant Fund |
| Fannie Mae             | 3135G0QB2 | 1,703,383.00   | 1,701,537.73         | 2,704,860.00         | 0.0381%           | 1/9/2014  | 10/22/2015 | TxDOT Grant Fund |
| Federal Home Loan Bank | 313371W51 | <b>Matured</b> | <b>Matured</b>       | <b>Matured</b>       | 0.2646%           | 2/8/2013  | 12/12/2014 | Senior DSRF      |
| Fannie Mae             | 3135G0VA8 | 5,003,500.00   | 5,002,019.23         | 5,029,550.00         | 0.0468%           | 1/23/2014 | 3/1/3016   | Senior DSRF      |
| Federal Home Loan Bank | 31398A3T7 | 5,164,996.34   | 5,085,569.86         | 5,088,975.78         | 0.3660%           | 1/9/2014  | 9/21/2015  | 2013 Sub DSRF    |
|                        |           |                | <b>20,807,807.28</b> | <b>20,843,435.78</b> |                   |           |            |                  |

| Agency                 | CUSIP #   | COST           | Cummulative Amortization | 12/31/2014 Book Value | Maturity Value | Interest Income December 31, 2014 |                    |                  |
|------------------------|-----------|----------------|--------------------------|-----------------------|----------------|-----------------------------------|--------------------|------------------|
|                        |           |                |                          |                       |                | Accrued Interest                  | Amortization       | Interest Earned  |
| Federal Home Loan Bank | 313378LX7 | 4,013,754.20   | 10,315.64                | 4,003,438.56          | 4,000,000.00   | 1,766.67                          | (859.64)           | 907.03           |
| Federal Home Loan Bank | 313378M57 | 1,004,065.22   | 2,869.57                 | 1,001,195.65          | 1,000,000.00   | 475.00                            | (239.13)           | 235.87           |
| Freddie Mac            | 3137EADD8 | 1,004,940.00   | 4,281.33                 | 1,000,658.67          | 1,000,000.00   | 416.67                            | (164.67)           | 252.00           |
| Northside ISD          | 66702RAG7 | 1,057,700.00   | 53,853.33                | 1,003,846.67          | 1,000,000.00   | 2,500.00                          | (1,923.33)         | 576.67           |
| Federal Home Loan Bank | 313371KG0 | 1,019,000.00   | 10,363.64                | 1,008,636.36          | 1,000,000.00   | 1,208.33                          | (863.64)           | 344.69           |
| Fannie Mae             | 3135G0QB2 | 1,001,990.00   | 1,085.45                 | 1,000,904.55          | 1,000,000.00   | 416.67                            | (90.45)            | 326.22           |
| Fannie Mae             | 3135G0QB2 | 1,703,383.00   | 1,845.27                 | 1,701,537.73          | 1,700,000.00   | 708.33                            | (153.77)           | 554.56           |
| Federal Home Loan Bank | 313371W51 | <b>Matured</b> | <b>Matured</b>           | <b>Matured</b>        | 12,000,000.00  | 12,500.00                         | (9,059.25)         | 3,440.75         |
| Fannie Mae             | 3135G0VA8 | 5,003,500.00   | 1,480.77                 | 5,002,019.23          | 5,000,000.00   | 2,083.33                          | (134.62)           | 1,948.71         |
| Federal Home Loan Bank | 31398A3T7 | 5,164,996.34   | 79,426.48                | 5,085,569.86          | 5,026,000.00   | 8,376.67                          | (6,618.87)         | 1,757.80         |
|                        |           |                |                          |                       |                | <b>30,451.67</b>                  | <b>(20,107.37)</b> | <b>10,344.30</b> |

December 31, 2014

Certificates of Deposit Outstanding

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

Travis County Escrow account

| Balance         |           | Accrued   |               | Balance         |
|-----------------|-----------|-----------|---------------|-----------------|
| 12/1/2014       | Additions | Interest  | Withdrawals   | 12/31/2014      |
| \$ 9,322,432.80 |           | \$ 632.56 | \$ 942,906.28 | \$ 8,380,159.08 |



## Monthly Newsletter - December 2014

### Performance

#### As of December 31, 2014

|                                       |                    |
|---------------------------------------|--------------------|
| Current Invested Balance              | \$5,158,234,676.14 |
| Weighted Average Maturity (1)         | 46 Days            |
| Weighted Average Maturity (2)         | 73 Days            |
| Net Asset Value                       | 1.000037           |
| Total Number of Participants          | 790                |
| Management Fee on Invested Balance    | 0.05%*             |
| Interest Distributed                  | \$407,160.70       |
| Management Fee Collected              | \$203,433.97       |
| % of Portfolio Invested Beyond 1 Year | 1.90%              |
| Standard & Poor's Current Rating      | AAAm               |

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

#### December Averages

|  |                    |
|--|--------------------|
| Average Invested Balance                 | \$4,790,412,877.00 |
| Average Monthly Yield, on a simple basis | 0.0501%            |
| Average Weighted Average Maturity (1)*   | 51 Days            |
| Average Weighted Average Maturity (2)*   | 80 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.

### Holiday Reminder

In observance of Martin Luther King Jr. holiday, **TexSTAR will be closed Monday, January 19, 2015.** All ACH transactions initiated on Friday, January 16th will settle on Tuesday, January 20th.

In observance of Presidents' Day, **TexSTAR will be closed Monday, February 16, 2015.** All ACH transactions initiated on Friday, February 13th will settle on Tuesday, February 17th.

### Economic Commentary

The return of volatility was notable during Q4 as market participants reacted to a number of evolving themes. Early-quarter risk aversion briefly drove benchmark 10-year U.S. Treasury yields down to 1.87%, the lowest level since 2Q13, as investors sought the safe haven of bonds during a short-lived equity sell-off. Treasury prices moved lower into November before rallying again during the last days of 2014. Year-end dynamics saw the knock-on impact of deteriorating energy prices and geopolitical concerns outweigh upbeat U.S. data, including the strongest quarterly GDP print in a decade (5.0% quarter-over-quarter growth reported for 3Q14) and healthy labor statistics (an unemployment rate of 5.8%) . Energy prices plummeted during the quarter as excess supply collided with global growth concerns. While the decline helped bolster consumer spending and late-quarter confidence readings in the U.S., energy-related areas clearly felt the negative impact. High yield spreads widened significantly and oil-dependent nations experienced notable volatility in credit spreads and currency valuation. At its December meeting, the Federal Open Market Committee updated its economic projections and interest rate forecasts. For 2015, the Committee maintained its GDP forecasts, but lowered its unemployment rate and inflation projections. Because it reduced its inflation expectations, the Committee lowered its 2015 rate expectations, although Chairwoman Yellen continued to advise that mid-2015 would be an appropriate time to raise interest rates.

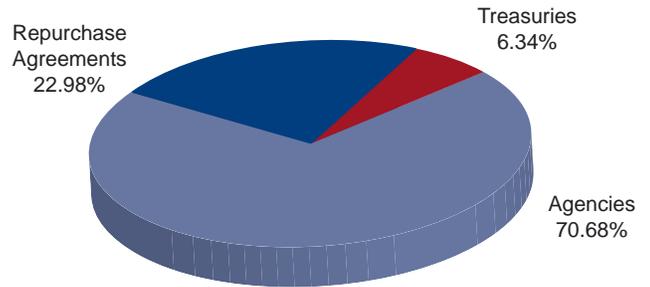
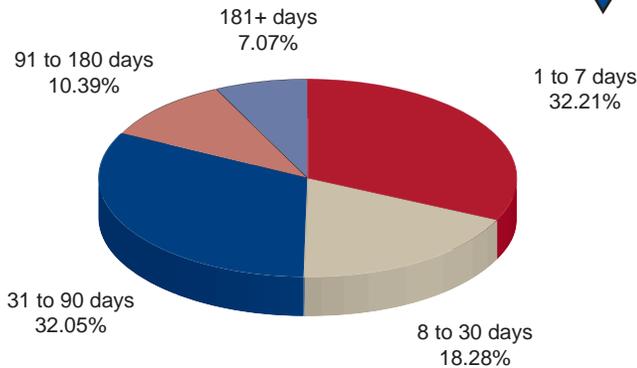
Looking to early 2015, it is believed that market volatility has the potential to persist. Notably, the impact of depressed energy prices remains unknown; while initially constructive for consumer spending, the sharp decline leaves U.S. energy development and oil exporters' capital investments (and credit) at risk. Should the evolution of energy prices promote widespread disinflationary pressures, anticipations are for sub trend recovery, with wage growth stagnation weighing on U.S. labor conditions. Alternatively, the sharp decline in energy costs could prompt significantly higher consumer spending, ultimately reducing labor market slack, promoting wage growth and prompting inflationary developments. Such an environment would find further fuel from a Fed that is slow to normalize rates in favor of protecting economic recovery. Overall, it appears the risk of a meaningful deterioration in conditions as low, given the Fed's well-telegraphed patience and generally accommodative policies of other major central banks. While disorderly developments in oil markets could eventually spark a wave of defaults in the energy sector, other areas of economic progress appear strong enough to weather such a test.

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

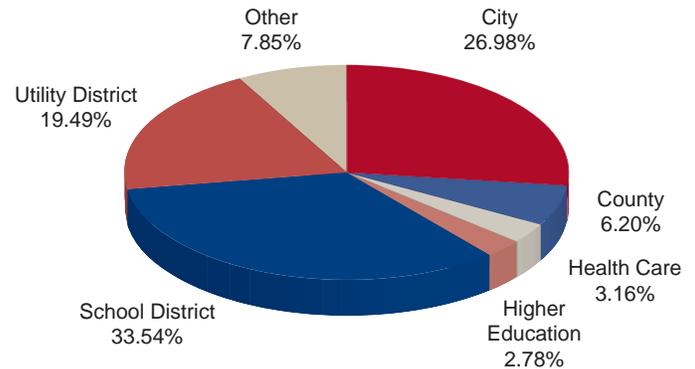
**For more information about TexSTAR, please visit our web site at [www.texstar.org](http://www.texstar.org).**

# Information at a Glance

## Portfolio by Type of Investment As of December 31, 2014



## Portfolio by Maturity As of December 31, 2014



## Distribution of Participants by Type As of December 31, 2014

# Historical Program Information

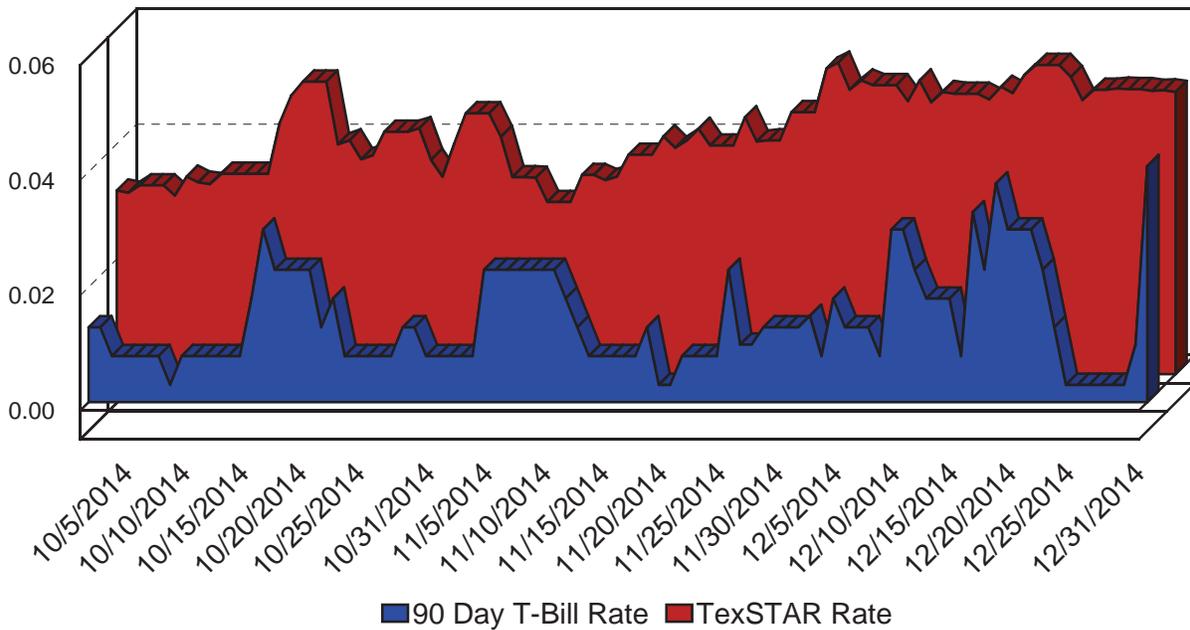
| Month  | Average Rate | Book Value         | Market Value       | Net Asset Value | WAM (1)* | WAM (2)* | Number of Participants |
|--------|--------------|--------------------|--------------------|-----------------|----------|----------|------------------------|
| Dec 14 | 0.0501%      | \$5,158,234,676.14 | \$5,158,405,384.45 | 1.000037        | 51       | 80       | 790                    |
| Nov 14 | 0.0387%      | 4,453,961,626.26   | 4,454,149,924.27   | 1.000042        | 52       | 84       | 790                    |
| Oct 14 | 0.0385%      | 4,433,918,584.81   | 4,434,061,738.75   | 1.000043        | 50       | 82       | 788                    |
| Sep 14 | 0.0317%      | 4,479,282,436.21   | 4,479,598,265.68   | 1.000070        | 50       | 80       | 788                    |
| Aug 14 | 0.0350%      | 4,815,579,162.38   | 4,815,792,254.70   | 1.000043        | 52       | 83       | 788                    |
| Jul 14 | 0.0323%      | 4,816,487,266.54   | 4,816,599,027.29   | 1.000023        | 52       | 81       | 788                    |
| Jun 14 | 0.0322%      | 4,682,201,994.16   | 4,682,381,855.14   | 1.000038        | 50       | 76       | 788                    |
| May 14 | 0.0273%      | 5,188,136,060.86   | 5,188,307,944.39   | 1.000034        | 52       | 74       | 786                    |
| Apr 14 | 0.0379%      | 5,297,751,521.64   | 5,298,035,810.85   | 1.000053        | 51       | 71       | 784                    |
| Mar 14 | 0.0400%      | 5,447,221,784.71   | 5,447,546,676.56   | 1.000059        | 51       | 66       | 784                    |
| Feb 14 | 0.0318%      | 5,890,162,246.46   | 5,890,513,830.50   | 1.000066        | 49       | 65       | 783                    |
| Jan 14 | 0.0303%      | 5,518,659,649.58   | 5,518,895,897.21   | 1.000048        | 49       | 64       | 781                    |

# Portfolio Asset Summary as of December 31, 2014

|                                      | Book Value                 | Market Value               |
|--------------------------------------|----------------------------|----------------------------|
| Uninvested Balance                   | \$ 427.63                  | \$ 427.63                  |
| Accrual of Interest Income           | 4,467,923.53               | 4,467,923.53               |
| Interest and Management Fees Payable | (463,658.99)               | (463,658.99)               |
| Payable for Investment Purchased     | (99,933,633.33)            | (99,933,633.33)            |
| Repurchase Agreement                 | 1,207,454,000.00           | 1,207,454,000.00           |
| Government Securities                | 4,046,709,617.30           | 4,046,880,325.61           |
| <b>Total</b>                         | <b>\$ 5,158,234,676.14</b> | <b>\$ 5,158,405,384.45</b> |

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

# TexSTAR versus 90-Day Treasury Bill



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

## Daily Summary for December 2014

| Date           | Mny Mkt Fund Equiv. [SEC Std.] | Daily Allocation Factor | TexSTAR Invested Balance  | Market Value Per Share | WAM Days (1)* | WAM Days (2)* |
|----------------|--------------------------------|-------------------------|---------------------------|------------------------|---------------|---------------|
| 12/1/2014      | 0.0531%                        | 0.000001456             | \$4,583,822,856.99        | 1.000039               | 50            | 81            |
| 12/2/2014      | 0.0541%                        | 0.000001482             | \$4,578,528,238.53        | 1.000035               | 51            | 80            |
| 12/3/2014      | 0.0494%                        | 0.000001353             | \$4,556,715,328.30        | 1.000034               | 56            | 86            |
| 12/4/2014      | 0.0510%                        | 0.000001396             | \$4,593,734,113.51        | 1.000032               | 56            | 85            |
| 12/5/2014      | 0.0502%                        | 0.000001375             | \$4,519,978,784.18        | 1.000028               | 55            | 84            |
| 12/6/2014      | 0.0502%                        | 0.000001375             | \$4,519,978,784.18        | 1.000028               | 55            | 84            |
| 12/7/2014      | 0.0502%                        | 0.000001375             | \$4,519,978,784.18        | 1.000028               | 55            | 84            |
| 12/8/2014      | 0.0474%                        | 0.000001298             | \$4,500,660,478.22        | 1.000027               | 54            | 84            |
| 12/9/2014      | 0.0510%                        | 0.000001398             | \$4,487,530,706.90        | 1.000026               | 55            | 85            |
| 12/10/2014     | 0.0472%                        | 0.000001293             | \$4,503,916,407.54        | 1.000007               | 54            | 84            |
| 12/11/2014     | 0.0490%                        | 0.000001343             | \$4,504,816,726.90        | 1.000000               | 53            | 83            |
| 12/12/2014     | 0.0487%                        | 0.000001335             | \$4,705,963,322.25        | 1.000013               | 50            | 79            |
| 12/13/2014     | 0.0487%                        | 0.000001335             | \$4,705,963,322.25        | 1.000013               | 50            | 79            |
| 12/14/2014     | 0.0487%                        | 0.000001335             | \$4,705,963,322.25        | 1.000013               | 50            | 79            |
| 12/15/2014     | 0.0477%                        | 0.000001307             | \$4,655,497,547.35        | 1.000008               | 51            | 80            |
| 12/16/2014     | 0.0499%                        | 0.000001366             | \$4,727,747,116.67        | 0.999989               | 51            | 79            |
| 12/17/2014     | 0.0488%                        | 0.000001338             | \$4,889,318,113.24        | 0.999994               | 49            | 77            |
| 12/18/2014     | 0.0519%                        | 0.000001422             | \$4,901,327,819.01        | 0.999798               | 49            | 76            |
| 12/19/2014     | 0.0537%                        | 0.000001471             | \$4,870,218,293.73        | 0.999986               | 52            | 82            |
| 12/20/2014     | 0.0537%                        | 0.000001471             | \$4,870,218,293.73        | 0.999986               | 52            | 82            |
| 12/21/2014     | 0.0537%                        | 0.000001471             | \$4,870,218,293.73        | 0.999986               | 52            | 82            |
| 12/22/2014     | 0.0516%                        | 0.000001413             | \$4,917,277,106.15        | 0.999992               | 51            | 81            |
| 12/23/2014     | 0.0476%                        | 0.000001303             | \$5,002,085,084.71        | 1.000001               | 49            | 78            |
| 12/24/2014     | 0.0494%                        | 0.000001354             | \$4,991,131,479.94        | 1.000003               | 48            | 77            |
| 12/25/2014     | 0.0494%                        | 0.000001354             | \$4,991,131,479.94        | 1.000003               | 48            | 77            |
| 12/26/2014     | 0.0496%                        | 0.000001356             | \$5,111,223,608.30        | 0.999988               | 45            | 73            |
| 12/27/2014     | 0.0495%                        | 0.000001356             | \$5,111,223,608.30        | 0.999988               | 45            | 73            |
| 12/28/2014     | 0.0495%                        | 0.000001356             | \$5,111,223,608.30        | 0.999988               | 45            | 73            |
| 12/29/2014     | 0.0492%                        | 0.000001347             | \$5,181,856,772.10        | 1.000041               | 46            | 73            |
| 12/30/2014     | 0.0493%                        | 0.000001352             | \$5,155,315,109.63        | 1.000041               | 46            | 73            |
| 12/31/2014     | 0.0490%                        | 0.000001343             | \$5,158,234,676.14        | 1.000037               | 46            | 73            |
| <b>Average</b> | <b>0.0501%</b>                 | <b>0.000001372</b>      | <b>\$4,790,412,877.00</b> |                        | <b>51</b>     | <b>80</b>     |

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



## **TexSTAR Board Members**

|                            |  |  |
|----------------------------|--|--|
| <i>William Chapman</i>     | <i>Central Texas Regional Mobility Authority</i> | <i>Governing Board President</i>         |
| <i>Nell Lange</i>          | <i>City of Frisco</i>                            | <i>Governing Board Vice President</i>    |
| <i>Kenneth Huewitt</i>     | <i>Houston ISD</i>                               | <i>Governing Board Treasurer</i>         |
| <i>Michael Bartolotta</i>  | <i>First Southwest Company</i>                   | <i>Governing Board Secretary</i>         |
| <i>Joni Freeman</i>        | <i>JP Morgan Chase</i>                           | <i>Governing Board Asst. Sec./Treas.</i> |
| <i>Eric Cannon</i>         | <i>Town of Addison</i>                           | <i>Advisory Board</i>                    |
| <i>Nicole Conley</i>       | <i>Austin ISD</i>                                | <i>Advisory Board</i>                    |
| <i>Pamela Moon</i>         | <i>City of Lubbock</i>                           | <i>Advisory Board</i>                    |
| <i>Monte Mercer</i>        | <i>North Central TX Council of Government</i>    | <i>Advisory Board</i>                    |
| <i>Oscar Cardenas</i>      | <i>Northside ISD</i>                             | <i>Advisory Board</i>                    |
| <i>Stephen Fortenberry</i> | <i>Plano ISD</i>                                 | <i>Advisory Board</i>                    |
| <i>Becky Brooks</i>        | <i>Government Resource Associates, LLC</i>       | <i>Advisory Board</i>                    |

**For more information contact TexSTAR Participant Services ★ 1-800-TEX-STAR ★ [www.texstar.org](http://www.texstar.org)**



**J.P.Morgan**  
Asset Management



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #11 SUMMARY

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Authorize an application to the Texas Department of Transportation for a State Infrastructure Bank loan and a toll equity grant for the Bergstrom Expressway Project.

Strategic Plan Relevance: Regional Mobility  
Department: Engineering  
Associated Costs: For SIB, per Negotiated Terms (Interest)  
Funding Source: Toll Revenue Funds  
Board Action Required: Yes

Description of Matter: Previous funding agreements executed with TxDOT allowed access to various sources of funding for pre-development costs on the Bergstrom Expressway project. A toll equity grant will allow the Mobility Authority to obtain the remaining funds of \$121.65 million allocated by TxDOT to the project for development and construction costs.

The Executive Director recommends seeking a loan from the State Infrastructure Bank (SIB) for approximately \$60 million to assist in funding for the development and construction of the Bergstrom Expressway project. There is no application fee; there are no underwriting, banking, or rating agency costs; there are flexible repayment terms; and the interest rate is determined by TxDOT at the time of application rather than loan closing.

This resolution will authorize the Executive Director to prepare and submit the appropriate applications to the Texas Department of Transportation for a loan from the State Infrastructure Bank and a toll equity grant to fund the development and construction of the Bergstrom Expressway Project.

Reference documentation: Draft Resolution  
Contact: Wesley M. Burford, P.E., Director of Engineering

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

**RESOLUTION NO. 15-\_\_\_**

**AUTHORIZING AN APPLICATION TO THE TEXAS DEPARTMENT OF  
TRANSPORTATION FOR A STATE INFRASTRUCTURE BANK LOAN AND A TOLL  
EQUITY GRANT FOR THE BERGSTROM EXPRESSWAY PROJECT**

WHEREAS, under the FY 2015-2018 Transportation Improvement Program adopted by the Capital Area Metropolitan Planning Organization, the Mobility Authority is proceeding with development of the Bergstrom Expressway (US 183 South) Project (the "Project"), and must obtain additional funding for continued development, construction, and completion of the Project; and

WHEREAS, upon application by the Mobility Authority, such funding may be available from the Texas Department of Transportation ("TxDOT") through a State Infrastructure Bank loan, a toll equity grant, or both; and

WHEREAS, the Mobility Authority desires to submit to TxDOT applications for funding at the earliest possible time and to negotiate the appropriate agreements to obtain funding as soon as possible after final approval of funding from TxDOT is obtained.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves filing applications with TxDOT to obtain Project funding through a State Infrastructure Bank loan, a toll equity grant, or both, pursuant to the rules and procedures adopted by TxDOT, in amounts and subject to provisions reasonably determined by the Executive Director to be acceptable to the Mobility Authority; and

BE IT FURTHER RESOLVED, that the Executive Director may execute documents required to submit applications to TxDOT; and

BE IT FURTHER RESOLVED, that the Executive Director may take such actions as are necessary to process those applications for Project funding through TxDOT for its consideration and final action, and is authorized to negotiate the terms of funding agreements and related documents, subject to final approval by the Board of Directors.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of January, 2015.

Submitted and reviewed by:

Approved:

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Andrew Martin, General Counsel

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Ray A. Wilkerson  
Chairman, Board of Directors



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #12 SUMMARY

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Authorize an application to the Texas Department of Transportation for toll equity grant and a gap loan for the SH 45 SW Project.

Strategic Plan Relevance: Regional Mobility  
Department: Engineering  
Associated Costs: For SIB, per Negotiated Terms (Interest)  
Funding Source: Toll Revenue Funds  
Board Action Required: Yes

Description of Matter: This resolution will authorize the Executive Director to prepare and submit the appropriate applications to the Texas Department of Transportation for a toll equity grant and a gap loan to fund development and construction of the SH 454 SW Project.

Reference: Draft Resolution  
Contact: Wesley M. Burford, P.E., Director of Engineering

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

**RESOLUTION NO. 15-\_\_\_**

**AUTHORIZING AN APPLICATION TO THE  
TEXAS DEPARTMENT OF TRANSPORTATION FOR A TOLL EQUITY GRANT  
AND A GAP LOAN FOR THE SH 45 SW PROJECT**

WHEREAS, under the FY 2015-2018 Transportation Improvement Program adopted by the Capital Area Metropolitan Planning Organization, the Mobility Authority is proceeding with development of the SH 45 SW Project (the "Project"), and must obtain additional funding for continued development, construction, and completion of the Project; and

WHEREAS, upon application by the Mobility Authority, such funding may be available from the Texas Department of Transportation ("TxDOT") through a toll equity grant, a gap loan, or both; and

WHEREAS, the Mobility Authority desires to submit to TxDOT applications for funding at the earliest possible time and to negotiate the appropriate agreements to obtain funding as soon as possible after final approval of funding from TxDOT is obtained.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves filing applications with TxDOT to obtain Project funding through a toll equity grant, a gap loan, or both, pursuant to the rules and procedures adopted by TxDOT, in amounts and subject to provisions reasonably determined by the Executive Director to be acceptable to the Mobility Authority; and

BE IT FURTHER RESOLVED, that the Executive Director may execute documents required to submit applications to TxDOT; and

BE IT FURTHER RESOLVED, that the Executive Director may take such actions as are necessary to process those applications for Project funding through TxDOT for its consideration and final action, and is authorized to negotiate the terms of funding agreements and related documents, subject to final approval by the Board of Directors.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of January, 2015.

Submitted and reviewed by:

Approved:

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Andrew Martin, General Counsel

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Ray A. Wilkerson  
Chairman, Board of Directors



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #13 SUMMARY

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Authorize a procurement for independent auditing services.

Strategic Plan Relevance: Regional Mobility

Department: Finance

Associated Costs: None

Funding Source: N/A

Board Action Required: Yes

Description of Matter: This item authorizes procurement of independent auditing services by issuance of a request for qualifications from auditing firms. After reviewing and analyzing the responses to the RFQ, staff will make a recommendation to the Board for board action to procure auditing services.

Reference documentation: Draft Resolution

Contact for further information: Bill Chapman, Chief Financial Officer  
Cindy Demers, Controller

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

**RESOLUTION NO. 15-\_\_\_**

**AUTHORIZING A PROCUREMENT FOR INDEPENDENT AUDITING SERVICES.**

WHEREAS, the Executive Director, with the recommendation of the Chief Financial Officer and financial advisor, recommends initiating a procurement to solicit firms interested and qualified to provide independent auditing services to the Mobility Authority.

NOW THEREFORE, BE IT RESOLVED, that the Executive Director is authorized and directed to procure independent auditing services for the Mobility Authority 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 28<sup>th</sup> day of January, 2015.

Submitted and reviewed by:

Approved:

\_\_\_\_\_  
Andrew Martin, General Counsel

\_\_\_\_\_  
Ray A. Wilkerson  
Chairman, Board of Directors



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #14 SUMMARY

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Report on legislative issues and possible action to revise the Mobility Authority legislative program for the 84<sup>th</sup> Texas Legislature.

Strategic Plan Relevance: Regional Mobility; Economic Vitality; Sustainability; Innovation

Department: Law

Associated Costs: None

Funding Source: Operating Fund

Board Action Required: If desired to revise legislative program

Description of Matter: The 84<sup>th</sup> Legislature is in session and will consider legislative proposals and issues that affect the Mobility Authority.

This agenda item is to receive reports on those legislative proposals and issues. If desired, the Board may take act to revise its legislative program adopted October 29, 2014, a copy of which is attached for reference.

In previous legislative sessions, the Mobility Authority has worked with other regional mobility authorities and tolling entities to address issues of common concern to tolling entities.

Reference: Resolution 14-083 (Legislative Program)

Contact: Andrew Martin, General Counsel

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

**RESOLUTION NO. 14-083**

**APPROVING A LEGISLATIVE PROGRAM FOR ISSUES AND PROPOSALS  
AFFECTING THE MOBILITY AUTHORITY IN THE 84<sup>th</sup> TEXAS LEGISLATURE.**

WHEREAS, the Texas Legislature is scheduled to convene at noon, Tuesday, January 13, 2015, and to adjourn on Monday, June 1, 2015, in the 84<sup>th</sup> Regular Legislative Session; and

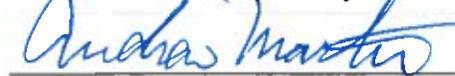
WHEREAS, action on legislation considered by the 84<sup>th</sup> Legislature can affect the powers, duties, and ability of the Mobility Authority to fulfill its statutory mission as a regional mobility authority existing and operating under Chapter 370 of the Texas Transportation Code; and

WHEREAS, the Board of Directors supports consideration and adoption by the 84<sup>th</sup> Legislature of legislation that addresses issues identified and supported by other regional mobility authorities throughout Texas, as well as issues that affect only the Mobility Authority, as set forth on the legislative program attached to this resolution as Exhibit 1.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the legislative program set forth in Exhibit 1 to this Resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29<sup>th</sup> day of October, 2014.

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: 14-083  
Date Passed: 10/29/14

## **Exhibit 1**

### **Mobility Authority Legislative Program**

#### **Legislative Priorities 84<sup>th</sup> Legislative Session**

The following is a list of priorities for the 84th Legislative Session:

1. **Increased Transportation Funding:** There is a continuing need for increased funding for the state's transportation system. The Mobility Authority will support viable options to increase funding at the state or local level, including enhancements to make county TRZs more effective; dedication of vehicle sales tax revenues to the state highway fund, ending diversions, and enhanced local options for transportation funding.
2. **Data Protections:** The Mobility Authority supports efforts to enhance protection of customer and trip data on Mobility Authority toll facilities from public disclosure, including efforts to clarify the definition of a "customer" under Chapter 370 of the Transportation Code in regard to the information that is subject to disclosure under Chapter 552, Government Code.

#### **Items specific to the Central Texas Regional Mobility Authority:**

3. **Project-Specific CDA Authority:** In the 83<sup>rd</sup> Legislative Session, SB 1730 authorized certain projects to be developed using a Comprehensive Development Agreement (a "CDA"). If supported by the local legislative delegation, the Mobility Authority will seek to extend that authority as necessary for previously authorized projects, and add projects to the list that are appropriate for development as a CDA.
4. **State Funding for Discounted or Free Tolls under Section 372.053(b), Transportation Code:** The Mobility Authority supports and will seek the appropriation of sufficient state funds to fully defray the cost of providing free or discounted tolls on Mobility Authority toll projects to customers eligible under a discount program established pursuant to Section 372.053 (Veteran Discount Program), Transportation Code.



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #15 SUMMARY

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Approve an agreement with the Texas Department of Transportation for construction of improvements at the intersection of SH 71 and the Maha Loop/Elroy Road Project.

Strategic Plan Relevance: Regional Mobility given that this funding agreement will allow for the development of the Maha Loop project which is intended to reduce congestion and improve mobility in the area.

Department: Engineering

Associated Costs: N/A

Funding Source: N/A

Board Action Required: Yes

Description of Matter: This Advance Funding Agreement is an instrument to allow the Mobility Authority's contractor permission to work inside TxDOT's right of way on SH 71 for construction of turn lanes and traffic signal work.

Reference documentation:  
Draft Resolution

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

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

**RESOLUTION NO. 15-\_\_\_**

**APPROVING AN AGREEMENT WITH THE TEXAS DEPARTMENT OF  
TRANSPORTATION FOR CONSTRUCTION OF IMPROVEMENTS AT THE  
INTERSECTION OF SH 71 AND THE MAHA LOOP/ELROY ROAD.**

WHEREAS, the Mobility Authority is developing the Maha Loop/Elroy Road (the “Project”) for Travis County; and

WHEREAS, the Project includes intersection improvements on right-of-way for State Highway 71; and

WHEREAS, the Texas Department of Transportation (“TxDOT”) requires an agreement with the Mobility Authority to allow the Mobility Authority’s contractor to work within TxDOT right-of-way; and

WHEREAS, the Executive Director recommends approval of the agreement required by TxDOT to allow the Mobility Authority’s contractor to work within TxDOT right-of-way.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Executive Director to negotiate and execute an agreement with TxDOT to construct improvements to the intersection of the Maha Loop/Elroy Road Project and State Highway 71.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28<sup>th</sup> day of January, 2015.

Submitted and reviewed by:

Approved:

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Andrew Martin, General Counsel

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Ray A. Wilkerson  
Chairman, Board of Directors



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #16 SUMMARY

Quarterly update on each Mobility Authority transportation project under construction and development.

Strategic Plan Relevance: Regional Mobility

Department: Engineering

Associated Costs: N/A Briefing Only

Funding Source: N/A

Board Action Required: No

Description of Matter:

The report is an account of the activities on each Mobility Authority transportation project under construction and development from October through December, 2014.

Reference documentation:

GEC Quarterly Activities Report and Board Presentation

Contact for further information:

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



## AGENDA ITEM #17 SUMMARY

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Executive Director's Report.

### CENTRAL TEXAS Regional Mobility Authority

Strategic Plan Relevance: Regional Mobility

Department: Executive

Associated Costs: N/A

Funding Source: N/A

Board Action Required: No

Description of Matter:

Executive Director's Monthly report

A. Metropia Launch

B. SH 71 Groundbreaking

C. Austin Community College Foundation – Industry Scholarship Fund

Reference documentation:

Executive Director's report

Contact for further information: Mike Heiligenstein, Executive Director



CENTRAL TEXAS  
Regional Mobility Authority

# Memo

To: Central Texas Regional Mobility Authority Board of Directors  
From: Mike Heiligenstein, Executive Director  
Date: January 22, 2015  
Re: Executive Director Report: The Mobility Authority Story Infographic

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The attached “infographic” chart I recently developed has become useful tool to tell the Mobility Authority story “on a page.” In meetings with stakeholders and partners such as Lt. General Joe Weber (Ret) and state legislators, the response to this chart has been very positive and has helped communicate not only what we’ve accomplished, but our vision for the future. You may find this chart useful to share with your colleagues and community connections. I offer the following notes, which will help you navigate the infographic and also serve as a narrative for any conversations you may have.

Starting with the “Current Mobility Authority System” box on the top left of the page, we show where we are today, and how we got here:

- 183A is our first project that we started constructing in 2005 and opened in 2007. That provided the opportunity to extend 183A far ahead of schedule, which was incredibly important to creating our first overall system, that was funded through various sources: CAMPO, TIFIA, revenue bonds and Williamson County. The success of the facility led to the Phase II expansion that was paid for with no underlying tax revenue bonds.
- Following the arrows from left to right, operating 183A allowed us to move on to build the Manor Expressway, (290 Toll). That was important because it was the system financing accomplished under 183A that allowed us to move into 290 Phases I and II. Simply put, without 183A we would not have been able to go to the market with 290. There is quite a difference in cost between those two facilities, and I doubt very seriously that 290 would have passed the muster of the bond market if it had been the first project out of the chute. It also emphasized the regional nature of what we're doing: 290 not only helps eastern Travis County, it also works for those that live in northern Travis and Williamson Counties and travel down SH 130 to 290 to get downtown or other parts of Austin. You can see the different types of funding that was available to us for 290.
- Essentially what we've been able to do, as you can see at the bottom of the gold box, is take \$324 million of money, most of it passed through CAMPO, and create more than \$1 billion worth of projects. This leveraging of financial resources has been very effective for the Mobility Authority. Also note that nearly 50 percent of these projects are non-tolled. That's a major factor, one we need to emphasize as often as we can.

Moving down to the 'Adding to the System' arrow and box directly below the Current System box; you can see what is under construction - The MoPac Improvement Project and the 71 Express Lane Project. These two are very distinctive for their own reasons:

- The MoPac Project is a partnership with CAMPO, which in turn has created a Regional Infrastructure Fund that will create a pool of money, \$230 million, which can be used by the CAMPO over the next 20 years to help fund transportation needs in and around the area.
- The other project, 71 Express, is a partnership with TxDOT. We are the minority partner in that during the construction phase and we'll operate the project once it is completed. This is a project that has seen various funding mechanisms, some from the 130 concession and loans from TxDOT. SH71 Express is a true partnership between the two agencies. The heavy lifting is being done by TxDOT in this phase of construction, and then TxDOT will turn it over to the Mobility Authority to operate after that.

Maha Loop is in the next box, showing \$16 million in funding from Travis County:

- The county requested that we build the road so that it could be done as expeditiously as possible. It is not a tolled facility and it will expedite economic development in the southeast quadrant of the county.

On the top right side, you see projects that are "Under Development", and when they will be open to traffic and added to our system. These are all projects that we are working on at various levels and various types of partnerships:

- 183 South, which, of course, is our next big project. Construction should start in 2015, about mid-year. It's a large project - \$680 million
- SH 45 SW is a mix of funding mechanisms, everything from CAMPO to Travis County, Hays County, as well as a TxDOT loan.
- MoPac South is an Environmental Study we are directing along with the 183 North Environmental Study. Those total construction project costs will be between \$300 and 400 million.
- Oak Hill Parkway is another large project, \$600 million. That project will probably be the last one we kick off, but it should be open by 2021.

On bottom right hand side we see "Future Projects", some of which will be led by TxDOT, while others will include deep involvement by the Mobility Authority:

- TxDOT is moving forward on IH 35.
- Loop 360 is one we're looking at. We're waiting for TxDOT to conclude its study and survey of what the possibilities are for that corridor.
- The MoKan corridor. The MoKan rail study we conducted did not lead to a project, but it did show our interest and dedication to all forms of transportation.
- And of course, 290 Phase III, 183A Phase III.

Down below we show "Other Mobility Innovations:"

- Shared Use Paths. In our projects we have dedicated significant resources to bicycle and pedestrian travel, which we will continue to do through the years to make sure that type of transportation facility remains a priority for us and for the region.
- The Highway Emergency Response Operator Program provides courtesy patrols up and down Interstate 35 and US 183 up to 620.
- Metropia and Carma are both smartphone apps which will help provide significant technological alternatives for people who want to use a trip-planning application as well as a carpool application.



CENTRAL TEXAS  
Regional Mobility Authority

# The Mobility Authority Story: Building for our Future

## CURRENT MOBILITY AUTHORITY SYSTEM



PHASE I

\$65 M CAMPO  
66 M TIFIA  
137 M REV. BONDS  
18 M WILCO



PHASE II

\$97 M REV. BONDS



PHASE I

\$59 M ARRA  
14 M OTHER



PHASE II

\$64 M CAMPO  
244 M REV. BONDS  
27 M SIB LOAN  
18 M OTHER

**\$324 M = \$1.012 B**  
50% non-tolled

ADDING  
TO  
SYSTEM

MOPAC  
IMPROVEMENT  
PROJECT

\$130 M CAMPO  
67 M TxDOT/CAMPO



\$140 M  
(VARIOUS)

MAHA LOOP RD

\$16 M TRAVIS CO

MOPAC REGIONAL INFRASTRUCTURE FUND  
\$130 M → \$230 M

[www.MobilityAuthority.com](http://www.MobilityAuthority.com)

Open to Traffic



UNDER DEVELOPMENT



\$680 M  
(Includes TIFIA Loan)



32 M CAMPO  
15 M TRAVIS CO  
5 M HAYS CO  
48 M TxDOT LOAN



MOPAC SOUTH  
ENVIRONMENTAL STUDY

250 M



250 M



600 M

**\$1,880 B – Total**

**FUTURE  
PROJECTS**

IH-35  
LOOP 360  
MOKAN  
290 TOLL PHASE III  
183A TOLL PHASE III

OTHER  
MOBILITY  
INNOVATIONS

SHARED USE PATHS | HERO PROGRAM





CENTRAL TEXAS  
Regional Mobility Authority

www.MobilityAuthority.com



YOU ARE GOING PLACES. SO ARE WE.

## Central Texas Regional Mobility Authority | At a Glance

- Created in 2003 by Travis and Williamson counties. State legislation allows for counties to create regional mobility authorities that give local communities greater flexibility to develop innovative transportation programs. Governed by a seven-member board of directors.
- Executive Director: Mike Heiligenstein
- 19 employees
- Tolled Expressways:
  - 183A (11.6 miles)
  - Manor Expressway (6.2 miles)
- 105 Lane Miles (main and direct connects)
- Shared Use Paths (13 miles)
- Projects under construction:
  - MoPac Improvement Project Express Lanes – opening late 2015 (11 miles & 7.1 miles of sound walls, 3 miles of shared use paths); Maha Loop in eastern Travis County; 183A & US 183 Intersection improvements
  - \$2 billion+ under development in six environmental studies
- Calendar Year Toll Transactions:
  - 41,847,047 (2013)
  - 29,238,220 (2012)
- Calendar Year Annual Operating Revenue:
  - \$36,227,681 (2013)
  - \$27,173,394 (2012)
- Regional Infrastructure Fund – Revenue from MoPac Express lanes will generate \$230M over 25 years for CAMPO to reallocate to regional transportation projects
- Smart Phone Apps via Public Private Partnerships to provide traffic & travel alternatives (Carma Carpooling & Metropia)
- HERO – Highway Emergency Response Operator to help keep traffic moving by assisting stranded motorists
- Contact us:
  - info@ctrma.org
  - (512) 996-9778
  - Facebook.com/MobilityAuthority
  - Twitter @CTXMobility

## CENTRAL TEXAS ROADWAY SYSTEM





# PROJECT UPDATES

## MoPac Improvement Project



- The Oversight Team is reviewing a draft schedule submitted by the Contractor that provides a better understanding of the remaining base scope activities. Scheduling efforts will focus on the impact of numerous Owner-Directed Change Orders to the project's overall completion date.
- The contractor has brought on additional resources (self-performing and subcontractors) to address production concerns and will continue to do so as needed to expedite delivery of the Project.
- The permitting process with utilities and railroads, as well as coordination with other local agencies, continues. The relocation of the City of Austin 42" water line is a significant activity, requiring continued coordination with the City to prevent impacts to the overall Project schedule.
- Lane striping in the corridor is being evaluated on a weekly basis; public comments have decreased significantly over the past several months. Contractor has submitted a work plan for addressing improvements to striping in areas where evaluations indicate deficiencies.
- Illumination of the corridor is being evaluated nightly. Areas for repair have been identified and a schedule implemented. Lighting of ramps is the priority - portable lights and generators have been installed until permanent repairs can be made. Maintenance will be ongoing.
- Installation of sound wall columns and panels on the wall near 10th Street is scheduled for completion this month. Construction of other sound walls will follow.
- Boring activities for two large tunnels associated with major drainage pipes near downtown are complete. Two more similar tunnels will be started in the very near future.
- Conduit construction for ITS wiring continues, and will service the cameras and other detection equipment as well as the toll signage.

## 183 North Mobility Project



- Technical Memoranda continues to be prepared for social, economic, and environmental impact evaluations.
- Next Technical Working Group meeting scheduled for late Feb. 2015.

- Additional corridor improvements are being considered, including a consistent 4-lane section from McNeil to MoPac.
- Draft Design Exception package is being updated to reflect continuous 4-lane section throughout the corridor for reduced lane and shoulder widths.
- Initial Bicycle and Pedestrian accommodations continue to be evaluated and refined.
- Traffic analysis for operations and environmental evaluations continues.
- The next Public Workshop is planned for early 2015.
- Initial draft EA submittal is planned for early 2015 with Public Hearing planned for late 2015.

#### **MoPac South Environmental Study**



- Technical Memoranda continue to be prepared for social, economic, and environmental impact evaluations and reviewed by Mobility Authority and TxDOT.
- The schematic will continue to be refined as operations analysis is conducted and agency and public comment is received.
- Refinement of traffic models for traffic operational analysis and environmental evaluations continues and should be complete in the spring.

- The next Public Workshop is planned for February 26, 2015. The alternatives analysis process will be explained and the preferred alternative (Express Lanes) will be presented in schematic form.
- Initial draft EA submittal is planned for early 2015 with a Public Hearing planned for late 2015.

#### **MoPac Intersections Environmental Study**

- The Schematic Design and the majority of the technical memoranda are substantially complete.
- The first draft of the environmental document will be submitted for review in early February and will be available for public review in the spring with a Public Hearing mid-2015.
- Stakeholder outreach and public communication is planned over the next several months.
- Once the project is environmentally cleared, TxDOT will take over the final design and construction.

#### **SH 45SW Environmental Study**



- TxDOT is completing the Public Hearing summary and finalizing the environmental document, with findings anticipated by March 2015.
- The Mobility Authority's Design Team is collecting survey data, setting up files, reviewing commitments, and preparing to begin preliminary design tasks.
- Stakeholder meetings and context sensitive solutions (CSS) efforts will be initiated as the project design progresses.

## Bergstrom Expressway Project



- The Mobility Authority published the Environmental Assessment Notice of Availability and expects the EA finding by March 2015.
- Procurement process has been initiated with the Request for Qualifications issued in April, the Final Request for Detailed Proposals in December and Best Value Selection scheduled for spring 2015.
- Project programming activities continue as the team works to finalize Project Funding Agreements with TxDOT and FHWA.
- The Project Management Plan and the Initial Finance Plan have continued in order to meet federal requirements. The Cost Estimate Review Workshop was completed in October 2014.
- Financing activities continue as we develop the updates to TIFIA Application and begin the Investment Grade Traffic & Revenue Study.
- Continuing early Utility Coordination and Right of Way (ROW) Acquisition activities for items with long lead times.

### Maha Loop/Elroy Road, Phase I Project

- Placement of the flexible base is complete, surface course to be placed in February if temperatures allow.
- Final grading of ponds is ongoing; gabion walls will be placed in ponds in mid-January with filtration material.
- The bridge rail and sidewalk for the south bridge is ongoing.
- Placement of reinforcing steel for the north bridge is ongoing; bridge deck will be poured the week of January 16.

- Sidewalk placement should be complete mid-January.
- There is a pending change order to add a traffic signal and turn lanes on SH 71 and a traffic signal on Pearce; design work is complete and has been provided to Contractor for price.
- NOTE: Final surface course of pavement falls in February timeframe, which could be impacted by temperatures.
- Contractor is on schedule for the March 2015 completion despite rain delays.

### Manor Expressway

- CTMC is finalizing the non-conflict utility relocations required by the project to obtain Final Acceptance.

### Oak Hill Parkway Project



- The results of the Oct 9 Open House for CSS and online survey has revealed that the top 3 priorities for stakeholders are:
  - a. Bike/Ped infrastructure/access
  - b. Environmental sustainability
  - c. Signage
- The lowest priority was public art.
- The comments expressed a desire to preserve the natural settings and save the trees; keep the height of structures low and maintain more cross access on SH 71.
- Efforts with TxDOT and the City of Austin continue for potential regional detention facilities



*Design level schematics for both concepts moving into the alternatives analysis were presented at the January 20 Open House for public comment at Covington Middle School.*

- TxDOT issued Notice to Proceed 2 (NTP2) for design services on 12/22/14; McCarthy is still working on deliverable required to achieve NTP2 for construction.
  - Joint McCarthy and Toll Integrator meetings have commenced.
  - McCarthy design submittals to TxDOT are pending.
  - Atkins will provide Schneider Electric toll plans when available for review; anticipated January 2015.
- Outreach occurred through the various Departments within the City of Austin in December. Additional outreach will occur with the HOAs during early February to discuss access and any other issues of concern.

### SH 71 Express



- At press time, TxDOT had scheduled a Jan. 27 groundbreaking ceremony on for the project to feature comments from Chairman Ray Wilkerson.



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #18 SUMMARY

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### *EXECUTIVE SESSION*

*Executive Session:*

Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation with Attorney).



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #19 SUMMARY

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### *EXECUTIVE SESSION*

*Executive Session:*

Discuss legal issues related to claims by or against the Mobility Authority; pending or contemplated litigation and any related settlement offers; or others matters as authorized by §551.071 (Consultation with Attorney).



**CENTRAL TEXAS  
Regional Mobility Authority**

## AGENDA ITEM #20 SUMMARY

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### *EXECUTIVE SESSION*

*Executive Session:*

Discuss legal issues related to legislation proposed to the 84<sup>th</sup> Texas Legislature that could affect the Mobility Authority or its operations, as authorized by §551.071 (Consultation with Attorney).