

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

RESOLUTION NO. 17-039

**AUTHORIZE NEGOTIATION AND EXECUTION OF A RAIL AGREEMENT WITH
CAPITAL METRO FOR THE MANOR EXPRESSWAY (290E) PHASE III PROJECT**

WHEREAS, the Mobility Authority supports the goal of improving mobility in the Central Texas region through development of three (3) additional 290 East / SH130 direct connectors in order to improve safety and operations; and

WHEREAS, the Manor Expressway (290E) Phase III Project includes a north-to-west direct connector bridge structure from SH 130 to 290 East crossing over right-of-way of a Capital Metro rail facility; and


WHEREAS, a rail agreement between the Mobility Authority and Capital Metro is required for the construction of the direct connector in and over the Capital Metro right-of-way.

NOW THEREFORE, BE IT RESOLVED that the Board authorizes the Executive Director to negotiate and execute a rail agreement with Capital Metro for the Manor Expressway (290E) Phase III Project.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July 2017.

Submitted and reviewed by:

Approved:



Geoffrey Petrov, General Counsel



Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 17-040

**AUTHORIZE NEGOTIATION AND EXECUTION OF A
PROJECT DEVELOPMENT AGREEMENT WITH THE TEXAS DEPARTMENT OF
TRANSPORTATION FOR CONSTRUCTION, OPERATION, AND MAINTENANCE
OF THE MANOR EXPRESSWAY (290E) PHASE III PROJECT**

WHEREAS, the Mobility Authority supports the goal of improving mobility in the Central Texas region through development of three (3) additional 290 East / SH130 direct connectors in order to improve safety and operations; and

WHEREAS, by Resolution No. 16-080 dated September 28, 2016 the Mobility Authority exercised its option under Section 373.052, Transportation Code, to develop, finance, construct, and operate the Manor Expressway (290E) Phase III Project (the Project); and

WHEREAS, by Resolution No. 16-083, dated October 26, 2016, the Mobility Authority authorized the Executive Director to negotiate and execute a design phase project development agreement the Texas Department of Transportation (TxDOT) for the Project; and

WHEREAS, TxDOT subsequently expressed a desire to develop, finance, construct and operate the eastbound 290 East to southbound SH 130 direct connector and associated improvements as part of the Central Texas Turnpike System (the TxDOT Improvements); and

WHEREAS, by Resolution No. 17-028 dated, May 31, 2017, the Board rescinded its previous exercise of the option to develop, finance, construct, and operate the TxDOT Improvements portion of the Project; and

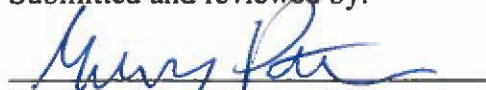
WHEREAS, a project development agreement with TxDOT for the construction, operation and maintenance is a required for the further development of the Project; and

WHEREAS, the Executive Director recommends that the Board authorize the Executive Director to negotiate and execute a project development agreement with TxDOT for the construction, operation, and maintenance of the Project.

NOW THEREFORE, BE IT RESOLVED that the Board authorize the Executive Director to negotiate and execute a project development agreement with TxDOT for the construction, operation, and maintenance of the Manor Expressway (290E) Phase III Project.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July 2017.

Submitted and reviewed by:


Geoffrey Petrov, General Counsel

Approved:


Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 17-041

ACCEPT THE FINANCIAL STATEMENTS FOR MAY 2017 AND JUNE 2017

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;

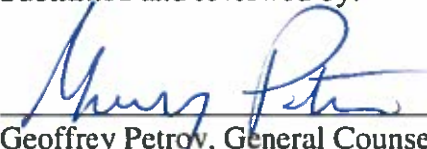
WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of May 2017, and has caused Financial Statements to be prepared and attached to this resolution as Exhibit A; and

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of June 2017, and has caused Financial Statements to be prepared and attached to this resolution as Exhibit B.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Statements for May 2017 and June 2017, attached hereto as Exhibit A and Exhibit B, respectively.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July 2017.

Submitted and reviewed by:



Geoffrey Petrov, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

Exhibit A

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending May 31, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
REVENUE				
Operating Revenue				
Toll Revenue - Tags	46,555,037	49,696,244	106.75%	42,750,400
Video Tolls	16,030,043	12,791,910	79.80%	11,094,984
Fee Revenue	6,876,980	5,142,958	74.79%	4,221,746
Total Operating Revenue	69,462,060	67,631,112	97.36%	58,067,131
Other Revenue				
Interest Income	250,000	899,561	359.82%	1,404,044
Grant Revenue	700,000	19,911,876	2844.55%	70,318,924
Reimbursed Expenditures	1,555,396	207,873	13.36%	2,849
Misc Revenue	-	6,010	-	48,372
Total Other Revenue	2,505,396	21,025,319	839.20%	71,774,188
TOTAL REVENUE	\$71,967,456	\$88,656,431	123.19%	129,841,319
EXPENSES				
Salaries and Benefits				
Salary Expense-Regular	2,967,036	2,896,217	97.61%	2,582,887
Salary Reserve	80,000	-	-	-
TCDRS	415,385	402,332	96.86%	357,160
FICA	128,873	133,497	103.59%	122,483
FICA MED	45,627	42,463	93.06%	37,591
Health Insurance Expense	332,091	309,987	93.34%	240,242
Life Insurance Expense	14,167	7,175	50.65%	3,948
Auto Allowance Expense	10,200	9,350	91.67%	8,500
Other Benefits	269,785	196,921	72.99%	171,549
Unemployment Taxes	15,463	4,233	27.38%	4,689
Total Salaries and Benefits	4,278,627	4,002,175	93.54%	3,529,050

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending May 31, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Administrative				
Administrative and Office Expenses				
Accounting	20,000	6,999	34.99%	15,648
Auditing	74,000	53,880	72.81%	51,247
Human Resources	30,000	15,226	50.75%	20,589
IT Services	88,000	69,745	79.26%	57,240
Internet	1,700	1,882	110.71%	4,950
Software Licenses	55,725	69,101	124.00%	22,157
Cell Phones	14,542	13,899	95.58%	10,277
Local Telephone Service	12,000	14,342	119.52%	13,142
Overnight Delivery Services	850	109	12.83%	119
Local Delivery Services	1,050	-	-	276
Copy Machine	12,000	13,922	116.02%	11,666
Repair & Maintenance-General	1,000	2,030	203.00%	2,950
Meeting Facilities	1,000	-	-	-
Community Meeting/ Events	2,000	25	1.25%	616
Meeting Expense	15,250	15,155	99.38%	6,680
Public Notices	2,000	25	1.25%	-
Toll Tag Expense	1,900	1,358	71.48%	1,270
Parking	3,600	1,461	40.58%	2,424
Mileage Reimbursement	11,200	4,335	38.71%	4,757
Insurance Expense	150,000	136,069	90.71%	120,330
Rent Expense	558,000	501,119	89.81%	358,191
Legal Services	525,000	61,172	11.65%	96,481
Total Administrative and Office Expenses	1,580,817	981,854	62.11%	801,010
Office Supplies				
Books & Publications	6,150	772	12.55%	1,082
Office Supplies	21,000	15,313	72.92%	19,108
Computer Supplies	17,000	14,435	84.91%	16,987
Copy Supplies	2,500	1,625	64.99%	1,760
Other Reports-Printing	10,000	6,054	60.54%	5,088
Office Supplies-Printed	2,700	943	34.91%	3,559
Misc Materials & Supplies	3,750	1,153	30.76%	2,238
Postage Expense	5,850	454	7.76%	549
Total Office Supplies	68,950	40,748	59.10%	50,371

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending May 31, 2017

	Budget Amount	Actual Year to	Percent of	Actual Prior Year
	FY 2017	Date	Budget	to Date
Communications and Public Relations				
Graphic Design Services	75,000	6,625	8.83%	20,410
Website Maintenance	140,000	107,184	76.56%	14,260
Research Services	105,000	87,828	83.65%	-
Communications and Marketing	469,900	290,311	61.78%	214,668
Advertising Expense	336,500	161,831	48.09%	128,064
Direct Mail	10,000	-	-	380
Video Production	35,000	12,342	35.26%	34,229
Photography	10,000	3,701	37.01%	9,232
Radio	10,000	-	-	-
Other Public Relations	125,000	5,000	4.00%	71,430
Promotional Items	10,000	972	9.72%	8,322
Displays	5,000	-	-	-
Annual Report printing	5,000	-	-	1,706
Direct Mail Printing	11,300	-	-	-
Other Communication Expenses	1,000	2,525	252.48%	925
Total Communications and Public Relations	1,348,700	678,318	50.29%	503,625
Employee Development				
Subscriptions	3,300	1,965	59.54%	8,973
Memberships	50,750	36,127	71.19%	41,961
Continuing Education	11,750	135	1.15%	331
Professional Development	6,700	-	-	303
Other Licenses	1,250	257	20.52%	430
Seminars and Conferences	44,000	24,468	55.61%	14,501
Travel	88,000	49,565	56.32%	54,627
Total Employee Development	205,750	112,516	54.69%	121,125
Financing and Banking Fees				
Trustee Fees	15,000	36,789	245.26%	16,663
Bank Fee Expense	8,000	5,290	66.13%	5,432
Continuing Disclosure	10,000	3,500	35.00%	-
Arbitrage Rebate Calculation	8,000	6,455	80.69%	3,685
Rating Agency Expense	30,000	15,000	50.00%	14,000
Total Financing and Banking Fees	71,000	67,034	94.41%	39,780
Total Administrative	3,275,217	1,880,470	57.42%	1,515,911

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending May 31, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Operations and Maintenance				
Operations and Maintenance Consulting				
GEC-Trust Indenture Support	165,000	97,434	59.05%	111,344
GEC-Financial Planning Support	10,500	750	7.14%	2,421
GEC-Toll Ops Support	45,000	25,492	56.65%	31,643
GEC-Roadway Ops Support	331,667	442,157	133.31%	476,251
GEC-Technology Support	40,000	19,026	47.56%	63,445
GEC-Public Information Support	30,000	78,095	260.32%	43,368
GEC-General Support	1,176,000	721,004	61.31%	445,387
General System Consultant	70,000	85,511	122.16%	149,312
Traffic and Revenue Consultant	80,000	98,136	122.67%	73,267
Total Operations and Maintenance Consulting	1,948,167	1,567,603	80.47%	1,396,439
Roadway Operations and Maintenance				
Roadway Maintenance	4,871,600	2,456,847	50.43%	1,236,479
Landscape Maintenance	5,000	20	0.40%	108,103
Signal & Illumination Maint	20,000	279,623	1398.11%	141,816
Maintenance Supplies-Roadway	45,000	880	1.96%	68,483
Tools & Equipment Expense	750	381	50.81%	517
Gasoline	6,000	7,149	119.15%	2,675
Repair & Maintenance-Vehicles	1,500	2,823	188.20%	7,805
Roadway Operations	-	-	-	521
Electricity - Roadways	180,000	136,891	76.05%	132,349
Total Roadway Operations and Maintenance	5,129,850	2,884,613	56.23%	1,698,748
Toll Processing and Collection Expense				
Image Processing	2,300,000	1,270,785	55.25%	1,573,175
Tag Collection Fees	3,240,000	3,392,978	104.72%	2,906,393
Court Enforcement Costs	40,000	12,566	31.41%	15,400
DMV Lookup Fees	5,000	433	8.66%	2,002
Total Processing and Collection Expense	5,585,000	4,676,762	83.74%	4,496,970

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending May 31, 2017

	Budget Amount	Actual Year to	Percent of	Actual Prior Year
	FY 2017	Date	Budget	to Date
Toll Operations Expense				
Facility maintenance	-	30	-	825
Generator Maintenance	-	-	-	5,512
Generator Fuel	6,000	194	3.23%	1,291
Fire and Burglar Alarm	500	276	55.27%	370
Elevator Maintenance	3,000	-	-	2,530
Refuse	1,200	1,251	104.25%	793
Pest Control	1,600	-	-	3,074
Custodial	2,500	-	-	1,313
Telecommunications	90,000	43,971	48.86%	70,298
Water	10,500	12,962	123.45%	13,340
Electricity	1,200	1,863	155.21%	-
ETC spare parts expense	1,600	-	-	-
Repair & Maintenance Toll Equip	275,000	11,928	4.34%	365,029
Law Enforcement	273,182	182,856	66.94%	201,090
ETC Maintenance Contract	1,755,098	983,264	56.02%	1,140,774
ETC Toll Management Center System Operation	49,098	73,647	150.00%	-
ETC Testing	10,000	-	-	-
Total Toll Operations Expense	2,480,478	1,312,242	52.90%	1,806,239
Total Operations and Maintenance	15,143,495	10,441,220	68.95%	9,398,395
Other Expenses				
Special Projects and Contingencies				
HERO	700,000	1,131,890	161.70%	1,124,495
Special Projects	125,000	12,027	9.62%	737,879
Other Contractual Svcs	105,000	76,061	72.44%	36,369
Contingency	300,000	10,578	3.53%	21,342
Total Special Projects and Contingencies	1,230,000	1,230,556	100.05%	1,920,085

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending May 31, 2017

	Budget Amount	Actual Year to	Percent of	Actual Prior Year
	FY 2017	Date	Budget	to Date
Non Cash Expenses				
Amortization Expense	383,230	351,840	91.81%	351,294
Amort Expense - Refund Savings	1,027,860	946,637	92.10%	942,205
Dep Exp- Furniture & Fixtures	2,207	2,260	102.42%	1,288
Dep Expense - Equipment	9,692	14,165	146.15%	8,595
Dep Expense - Autos & Trucks	6,406	10,151	158.46%	4,846
Dep Expense-Buildng & Toll Fac	177,115	162,355	91.67%	162,355
Dep Expense-Highways & Bridges	22,012,091	16,065,965	72.99%	15,532,202
Dep Expense-Communic Equip	196,115	179,772	91.67%	179,772
Dep Expense-Toll Equipment	2,756,238	2,526,551	91.67%	2,524,539
Dep Expense - Signs	325,893	298,735	91.67%	298,735
Dep Expense-Land Improvemts	884,934	811,190	91.67%	811,190
Depreciation Expense-Computers	16,203	12,605	77.80%	14,960
Total Non Cash Expenses	27,797,984	21,382,227	76.92%	20,831,981
Total Other Expenses	29,027,984	22,612,783	77.90%	22,752,066
Non Operating Expenses				
Bond issuance expense	200,000	1,147,665	573.83%	195,716
71 Express Net Revenue Payment	-	165,479	-	-
Interest Expense	42,813,675	28,804,982	67.28%	38,091,003
Community Initiatives	100,000	28,500	28.50%	35,000
Total Non Operating Expenses	43,113,675	30,146,626	69.92%	38,321,719
TOTAL EXPENSES	\$94,838,998	\$69,083,274	72.84%	\$75,517,142
Net Income	(\$22,871,542)	\$19,573,157		54,324,177

Central Texas Regional Mobility Authority
Balance Sheet
as of May 31, 2017

	as of 05/31/2017		as of 05/31/2016	
ASSETS				
Current Assets				
Cash				
Regions Operating Account	\$ 449,930		\$ 744,963	
Cash in TexStar	555,550		1,082,472	
Regions Payroll Account	78,279		213,904	
Restricted Cash				
Goldman Sachs FSGF 465	173,258,045		323,587,587	
Restricted Cash - TexSTAR	195,064,391		6,832,737	
Overpayments account	169,075		136,598	
Total Cash and Cash Equivalents		369,575,270		332,598,261
Accounts Receivable				
Accounts Receivable	14,485		14,485	
Due From TTA	2,361,403		570,892	
Due From NTTA	448,367		439,634	
Due From HCTRA	523,804		816,976	
Due From TxDOT	464,309		5,388,661	
Interest Receivable	456,862		457,030	
Total Receivables		4,269,229		7,687,678
Short Term Investments				
Agencies	141,555,239		217,738,363	
Total Short Term Investments		141,555,239		217,738,363
Total Current Assets		515,399,739		558,024,302
Total Construction in Progress		510,913,204		311,302,748
Fixed Assets (Net of Depreciation and Amortization)				
Computer	27,666		41,621	
Computer Software	810,230		1,175,358	
Furniture and Fixtures	15,464		31,822	
Equipment	(1,186)		(5,223)	
Autos and Trucks	51,848		21,354	
Buildings and Toll Facilities	5,305,298		5,482,413	
Highways and Bridges	600,569,207		609,659,784	
Communication Equipment	38,649		234,765	
Toll Equipment	14,730,144		17,486,381	
Signs	10,957,620		11,283,513	
Land Improvements	10,697,683		11,582,617	
Right of way	87,944,995		86,849,829	
Leasehold Improvements	150,452		163,300	
Total Fixed Assets		731,298,071		744,007,536
Other Assets				
Intangible Assets-Net	102,402,124		11,958,218	
2005 Bond Insurance Costs	4,519,258		4,732,766	
Prepaid Insurance	50,320		47,104	
Deferred Outflows (pension related)	780,064		-	
Pension Asset	202,023		-	
Total Other Assets		107,953,789		16,738,088
Total Assets		\$ 1,865,564,803		\$ 1,630,072,675

Central Texas Regional Mobility Authority
Balance Sheet
as of May 31, 2017

	as of 05/31/2017	as of 05/31/2016
LIABILITIES		
Current Liabilities		
Accounts Payable	\$ (286,099)	\$ 152,726
Construction Payable	271,039	3,118,483
Overpayments	171,620	138,837
Interest Payable	21,732,703	23,773,943
Deferred Compensation Payable	(1)	-
TCDRS Payable	54,677	46,890
Medical Reimbursement Payable	1,735	1,860
Due to Other Entities	6,435,314	772,061
Other	-	650,000
Total Current Liabilities	28,380,988	28,654,801
Long Term Liabilities		
Compensated Absences	138,927	189,089
Deferred Inflows (pension related)	172,017	-
Long Term Payables	310,944	189,089
Bonds Payable		
Senior Lien Revenue Bonds:		
Senior Lien Revenue Bonds 2010	68,521,596	115,403,324
Senior Lien Revenue Bonds 2011	14,361,514	309,434,505
Senior Refunding Bonds 2013	144,183,000	147,880,000
Senior Lien Revenue Bonds 2015	298,790,000	298,790,000
Senior Lien Put Bnd 2015	68,785,000	68,785,000
Senior Lien Refunding Revenue Bonds 2016	358,030,000	-
Sn Lien Rev Bnd Prem/Disc 2010	-	15,470
Sn Lien Rev Bnd Prem/Disc 2011	-	(3,260,276)
Sn Lien Rev Bnd Prem/Disc 2013	10,193,350	12,223,326
Sn Lien Revenue Bnd Prem 2015	22,073,562	23,270,067
Sn Lien Put Bnd Prem 2015	5,744,736	7,608,490
Senior lien premium 2016 revenue bonds	56,377,904	-
Total Senior Lien Revenue Bonds	1,047,060,663	980,149,907
Sub Lien Revenue Bonds:		
Subordinated Lien Bond 2011	-	70,000,000
Sub Refunding Bnds 2013	101,530,000	102,030,000
Sub Debt Refunding Bonds 2016	74,690,000	-
Sub Lien Bond 2011 Prem/Disc	-	(1,699,225)
Sub Refunding 2013 Prem/Disc	2,365,697	2,855,007
Sub Refunding 2016 Prem/Disc	10,170,444	-
Total Sub Lien Revenue Bonds	188,756,141	173,185,782
Other Obligations		
TIFIA note 2015	52,580	51,002
SIB loan 2015	30,454,758	41,252
State Highway Fund Loan 2015	30,381,810	41,252
2013 American Bank Loan	3,570,000	5,300,000
71E TxDOT Obligation	165,479	-
Total Other Obligations	64,624,627	5,433,506
Total Long Term Liabilities	1,300,752,375	1,158,958,285
Total Liabilities	1,329,133,363	1,187,613,086
NET ASSETS		
Contributed Capital	40,347,060	35,847,060
Net Assets Beginning	476,432,916	352,288,352
Current Year Operations	19,651,465	54,324,177
Total Net Assets	536,431,440	442,459,589
Total Liabilities and Net Assets	\$ 1,865,564,803	\$ 1,630,072,675

Central Texas Regional Mobility Authority
Statement of Cash Flows
as of May 31, 2017

Cash flows from operating activities:

Receipts from toll fees	\$	65,456,697
Receipts from other fees		213,883
Payments to vendors		(9,142,238)
Payments to employees		(3,918,295)
Net cash flows provided by (used in) operating activities		52,610,047

Cash flows from capital and related financing activities:

Proceeds from notes payable		49,435,061
Refunding of bonds		(13,195,575)
Receipts from Department of Transportation		102,037,582
Receipt from Hays County		4,500,000
Payments on interest		(26,804,910)
Acquisition of capital assets		(156,534)
Acquisitions of construction in progress		(204,367,481)
Net cash flows provided by (used in) capital and related financing activities		(90,781,858)

Cash flows from investing activities:

Interest income		2,720,062
Purchase of investments		(251,358,427)
Proceeds from sale or maturity of investments		137,614,952
Net cash flows provided by (used in) investing activities		(111,023,413)
Net increase (decrease) in cash and cash equivalents		(149,195,225)
Cash and cash equivalents at beginning of period		323,150,553
Cash and cash equivalents at end of February	\$	173,955,327

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

Operating income	\$	29,802,356
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization		20,435,590
Changes in assets and liabilities:		
Decrease in accounts receivable		(2,174,415)
(Increase) decrease in prepaid expenses and other assets		57,282
(Decrease) increase in accounts payable		(1,323,652)
Increase (decrease) in accrued expenses		5,812,885
Total adjustments		22,807,691
Net cash flows provided by (used in) operating activities	\$	52,610,047

Reconciliation of cash and cash equivalents:

Unrestricted cash and cash equivalents	\$	697,283
Restricted cash and cash equivalents		173,258,044
Total	\$	173,955,327

INVESTMENTS by FUND

		Balance May 31, 2017		
Renewal & Replacement Fund				
TexSTAR	505,807.47		TexSTAR	195,619,941.36
Goldman Sachs	188,816.35		Goldman Sachs	172,986,870.50
Agencies		694,623.82	Agencies & Treasury Notes	<u>141,554,851.04</u>
Grant Fund				\$ 510,161,662.90
TexSTAR	9,102,507.84			
Goldman Sachs	474,987.83			
Agencies		9,577,495.67		
Senior Debt Service Reserve Fund				
TexSTAR	37,650,328.19			
Goldman Sachs	2,390,086.11			
Agencies	39,994,757.08	80,035,171.38		
2010 Senior Lien DSF				
Goldman Sachs	390,248.65			
TexSTAR	-	390,248.65		
2011 Debt Service Acct				
Goldman Sachs	752,063.36	752,063.36		
2013 Sr Debt Service Acct				
Goldman Sachs	4,581,853.58	4,581,853.58		
2013 Sub Debt Service Account				
Goldman Sachs	2,533,986.94	7,555,750.87		
TexSTAR	5,021,763.93			
2015 Sr Capitalized Interest				
Goldman Sachs	10,605,167.58	60,802,391.32		
TexSTAR	50,197,223.74			
2015A Debt Service Account				
Goldman Sachs	3.30	3.30		
2015B Debt Service Account				
Goldman Sachs	1,434,350.43	1,434,350.43		
2016 Sr Lien Rev Refunding Debt Service Account				
Goldman Sachs	8,685,871.32	8,685,871.32		
2016 Sub Lien Rev Refunding Debt Service Account				
Goldman Sachs	1,568,107.60	1,568,107.60		
2016 Sub Lein Rev Refunding DSR				
Goldman Sachs	6,644,881.54	6,644,881.54		
Operating Fund				
TexSTAR	555,549.96			
TexSTAR-Trustee	2,936,781.17			
Goldman Sachs	26,190.00	3,518,521.13		
Revenue Fund				
Goldman Sachs	1,807,543.76	1,807,543.76		
General Fund				
TexSTAR	25,109,743.19			
Goldman Sachs	22,894,445.02			
Agencies	4,406,063.75	52,410,251.96		
2013 Sub Debt Service Reserve Fund				
Goldman Sachs	3,477,374.48			
Agencies		3,477,374.48		
71E Revenue Fund				
Goldman Sachs	483,777.74	483,777.74		
MoPac Revenue Fund				
Goldman Sachs	122,361.44	122,361.44		
MoPac Construction Fund				
Goldman Sachs	41,487,343.44	41,487,343.44		
2011 Sub Debt Project fund				
TexSTAR	-			
Agencies				
Goldman Sachs	0.00	0.00		
2015B Project Account				
Goldman Sachs	5,047,201.40			
Agencies	20,173,745.80	40,280,114.43		
TexSTAR	15,059,167.23			
2015A Project Account				
TexSTAR	21,409,833.36			
Goldman Sachs	2,783,768.41			
Agencies	47,107,172.95			
Treasury Notes	29,873,111.46	101,173,886.18		
2015 TIFIA Project Account				
Goldman Sachs	50,339.57	50,339.57		
2015 State Highway Fund Project Account				
Goldman Sachs	29,621,899.11	29,621,899.11		
2015 SIB Project Account				
Goldman Sachs	19,749,377.47	19,749,377.47		
2011 Sr Financial Assistance Fund				
Goldman Sachs	1,463,667.45	26,533,531.19		
TexSTAR	25,069,863.74			
Develper Deposits				
Goldman Sachs	0.00	0.00		
183S Utility Custody Deposit				
Goldman Sachs	2,569,003.82			
TexSTAR	3,001,371.54	5,570,375.36		
45SW Trust Account Hays County				
Goldman Sachs	24,080.35	24,080.35		
45SW Trust Account Travis County				
Goldman Sachs	1,128,072.45	1,128,072.45		
		<u>\$ 510,161,662.90</u>		\$ -

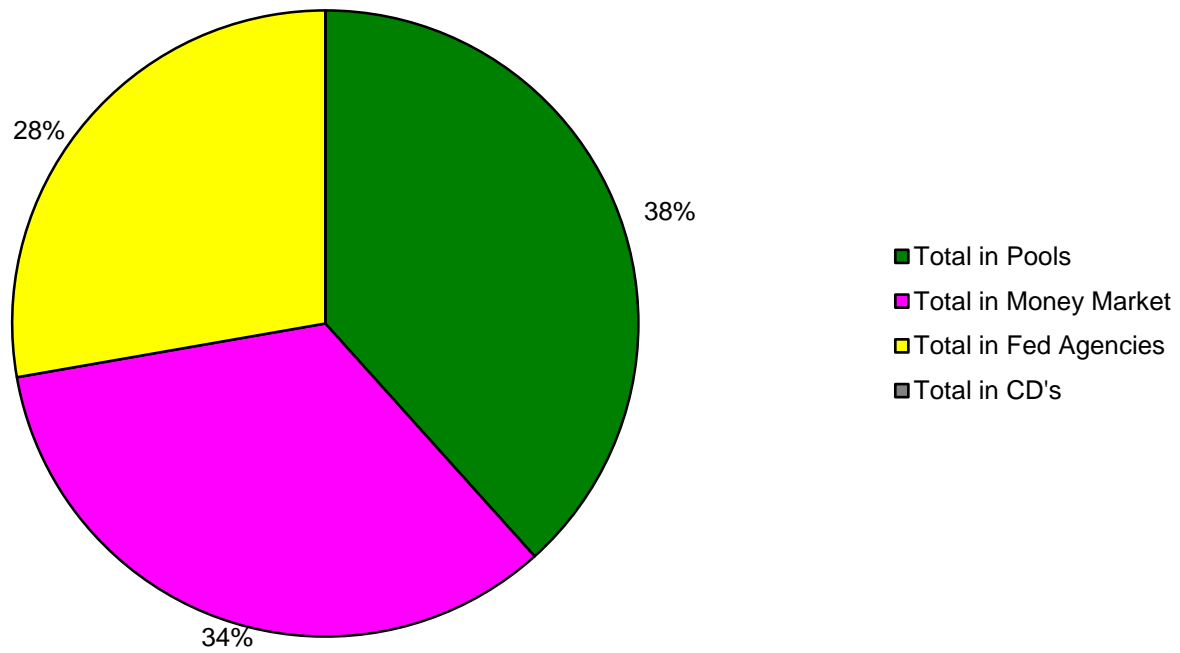
CTRMA INVESTMENT REPORT

Month Ending 5/31/17						
Balance 5/1/2017	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 5/31/2017	Rate May
Amount in Trustee TexStar						
2011 Sr Lien Financial Assist Fund	15,055,657.32	10,000,000.00		14,206.42	25,069,863.74	0.754%
2013 Sub Lien Debt Service Reserve	5,018,552.38			3,211.55	5,021,763.93	0.754%
General Fund	25,093,684.78			16,058.41	25,109,743.19	0.754%
Trustee Operating Fund	2,508,886.08	1,626,212.12		1,682.97	2,936,781.17	0.754%
Renewal and Replacement	505,483.97			323.50	505,807.47	0.754%
Grant Fund	4,097,599.77	5,000,000.00		4,908.07	9,102,507.84	0.754%
Senior Lien Debt Service Reserve Fund	10,631,181.14	27,000,000.00		19,147.05	37,650,328.19	0.754%
183S Utility Custody Deposit	0.00	3,000,000.00		1,371.54	3,001,371.54	
2015A Sr Ln Project account	5,299,738.33	16,100,000.00		10,095.03	21,409,833.36	0.754%
2015A Sr Ln Project Cap Interest	50,165,121.23			32,102.51	50,197,223.74	0.754%
2015B Sr Ln Project	15,049,536.49			9,630.74	15,059,167.23	0.754%
	133,425,441.49	62,726,212.12		112,737.79	195,064,391.40	
Amount in TexStar Operating Fund						
	655,147.54	1,200,000.00		402.42	1,300,000.00	0.754%
Goldman Sachs						
Operating Fund	0.00	1,652,380.00		22.12	1,626,212.12	0.280%
45SW Trust Account Travis County	1,305,996.83			826.20	1,128,072.45	0.280%
45SW Trust Account Hays County	94,757.79			56.28	24,080.35	0.280%
2015A Project Account	26,417,704.81	16,000,000.00		110,698.78	2,783,768.41	0.280%
2015B Project Account	5,044,569.73			2,631.67	5,047,201.40	0.280%
2015D State Highway Fund Project Acct	29,606,453.91			15,445.20	29,621,899.11	0.280%
2015C TIFIA Project Account	50,313.32			26.25	50,339.57	0.280%
2015E SIB Project Account	19,739,079.91			10,297.56	19,749,377.47	0.280%
Developer Deposits	0.00			0.06	0.00	0.280%
183S Utility Custody Deposit	5,826,249.35			3,039.46	2,569,003.82	0.280%
2011 Sr Financial Assistance Fund	11,457,690.16			5,977.29	1,463,667.45	0.280%
2010 Senior DSF	390,045.17			203.48	390,248.65	0.280%
2011 Senior Lien Debt Service Acct	751,671.23			392.13	752,063.36	0.280%
2013 Senior Lien Debt Service Acct	3,666,291.07	913,901.08		1,661.43	4,581,853.58	0.280%
2013 Subordinate Debt Service Acct	2,026,841.20	506,227.52		918.22	2,533,986.94	0.280%
2015 Sr Capitalized Interest	10,599,637.92			5,529.66	10,605,167.58	0.280%
2015A Debt Service Acct	3.30				3.30	0.280%
2015B Debt Service Acct	1,147,439.93	286,390.62		519.88	1,434,350.43	0.280%
2016 Sr Lien Rev Refunding Debt Service Account	8,633,251.82	48,128.90		4,490.60	8,685,871.32	0.280%
2016 Sub Lien Rev Refunding Debt Service Account	1,254,856.74	312,682.17		568.69	1,568,107.60	0.280%
2016 Sub Lein Rev Refunding DSR	6,641,416.82			3,464.72	6,644,881.54	0.280%
Grant Fund	5,472,133.11			2,854.72	474,987.83	0.280%
Renewal and Replacement	188,717.90			98.45	188,816.35	0.280%
Revenue Fund	3,171,223.82	5,614,195.63		2,002.32	1,807,543.76	0.280%
General Fund	24,497,157.50	2,893,891.91		10,143.34	22,894,445.02	0.280%
Senior Lien Debt Service Reserve Fund	29,374,761.78			15,324.33	2,390,086.11	0.280%
MoPac Revenue Fund	113,690.21	8,631.60		39.63	122,361.44	0.280%
71E Revenue Fund	412,798.47	70,877.39		101.88	483,777.74	
2013 Sub Debt Service Reserve Fund	3,475,561.34			1,813.14	3,477,374.48	0.280%
MoPac Managed Lane Construction Fund	43,738,282.01			22,936.56	41,487,343.44	0.280%
	245,098,597.15	28,307,306.82	0.00	222,084.05	172,986,870.50	
Amount in Fed Agencies and Treasuries						
Amortized Principal	157,591,937.90		(37,086.86)		16,000,000.00	141,554,851.04
	157,591,937.90	0.00	(37,086.86)	0.00	16,000,000.00	141,554,851.04
Certificates of Deposit						
Total in Pools	134,080,589.03	63,926,212.12		113,140.21	2,500,000.00	195,619,941.36
Total in GS FSGF	245,098,597.15	28,307,306.82		222,084.05		172,986,870.50
Total in Fed Agencies and Treasuries	157,591,937.90	0.00	(37,086.86)		16,000,000.00	141,554,851.04
Total Invested	536,771,124.08	92,233,518.94	(37,086.86)	335,224.26	18,500,000.00	510,161,662.90

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

William Chapman, CFO

Allocation of Funds



Amount of investments As of May 31, 2017

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Farm Credit	3133ECA79	4,959,250.00	4,988,680.56	4,986,800.00	1.2155%	3/11/2015	3/19/2018	Senior DSRF
Federal Farm Credit	3133EE4K3	24,928,346.00	24,992,295.27	24,991,250.00	0.7200%	1/13/2016	7/21/2017	Senior DSRF
Federal Farm Credit	3133EFSG3	10,057,749.23	10,022,795.61	9,996,300.00	0.8421%	2/8/2016	3/14/2018	2015B Sr Project
Federal Home loan Bank	313378QK0	10,253,642.07	10,150,950.19	10,090,700.00	1.0369%	2/8/2016	3/8/2019	2015B Sr Project
Freddie Mac	3137EADF3	Matured	Matured	Matured	0.6259%	2/9/2016	5/12/2017	2015A Sr Project
Freddie Mac	3134G4Z84	9,850,343.91	9,812,140.83	9,809,114.00	0.8097%	2/18/2016	10/10/2017	2015A Sr Project
Federal Home loan Bank	3030A62S5	6,984,310.89	6,997,305.30	6,995,520.00	0.9053%	3/14/2016	8/28/2017	2015A Sr Project
Federal Home loan Bank	303370SZ2	14,536,023.18	14,297,670.53	14,289,472.50	0.9023%	3/7/2016	9/8/2017	2015A Sr Project
Federal Home loan Bank	3030A5QL6	8,000,900.56	8,000,056.29	7,999,360.00	0.7913%	3/4/2016	6/30/2017	2015A Sr Project
Federal Home loan Bank	313379FW4	8,027,415.64	8,000,000.00	8,000,160.00	0.7098%	3/30/2016	6/9/2017	2015A Sr Project
Federal Home loan Bank	3030A6SW8	10,039,900.00	10,013,781.25	9,991,600.00	0.7616%	4/11/2016	12/19/2017	Senior DSRF
Federal Home loan Bank	3030A6SW8	4,417,556.00	4,406,063.75	4,396,304.00	0.7616%	4/11/2016	12/19/2017	General
US Treasury Note	912828TB6	29,888,668.75	29,873,111.46	29,869,701.30	0.6266%	12/28/2016	6/30/2017	2015A Sr Project
		141,944,106.23	141,554,851.04	141,416,281.80				

Agency	CUSIP #	COST	Cumulative Amortization	5/31/2017 Book Value	Maturity Value	Interest Income May 31, 2017		
						Accrued Interest	Amortization	Interest Earned
Federal Farm Credit	3133ECA79	4,959,250.00	(29,430.56)	4,988,680.56	5,000,000.00	3,916.67	1,131.94	5,048.61
Federal Farm Credit	3133EE4K3	24,928,346.00	(63,949.27)	24,992,295.27	25,000,000.00	15,000.00	3,852.37	18,852.37
Federal Farm Credit	3133EFSG3	10,057,749.23	34,953.62	10,022,795.61	10,000,000.00	9,166.67	(2,279.58)	6,887.09
Federal Home loan Bank	313378QK0	10,253,642.07	102,691.88	10,150,950.19	10,000,000.00	15,625.00	(6,861.37)	8,763.63
Freddie Mac	3137EADF3	Matured	Matured	Matured	Matured	16,666.67	(7,585.69)	9,080.98
Freddie Mac	3134G4Z84	9,850,343.91	38,203.08	9,812,140.83	9,800,000.00	9,187.50	(2,428.16)	6,759.34
Federal Home loan Bank	3030A62S5	6,984,310.89	(12,994.41)	6,997,305.30	7,000,000.00	4,375.00	898.23	5,273.23
Federal Home loan Bank	303370SZ2	14,536,023.18	238,352.65	14,297,670.53	14,250,000.00	26,718.75	(15,890.18)	10,828.57
Federal Home loan Bank	3030A5QL6	8,000,900.56	844.27	8,000,056.29	8,000,000.00	5,333.33	(56.28)	5,277.05
Federal Home loan Bank	313379FW4	8,027,415.64	27,415.64	8,000,000.00	8,000,000.00	6,666.67	(1,921.66)	4,745.01
Federal Home loan Bank	3030A6SW8	10,039,900.00	26,118.75	10,013,781.25	10,000,000.00	8,333.33	(1,968.75)	6,364.58
Federal Home loan Bank	3030A6SW8	4,417,556.00	11,492.25	4,406,063.75	4,400,000.00	3,666.67	(866.25)	2,800.42
US Treasury Note	912828TB6	29,888,668.75	15,557.29	29,873,111.46	29,870,000.00	18,688.75	(3,111.46)	15,577.29
		141,944,106.23	389,255.19	141,554,851.04	141,320,000.00	143,345.01	(37,086.86)	106,258.17

May 31, 2017

Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	May 31, 2017 Interest	FUND
		- <u> </u>				\$ - <u> </u>	

Travis County Escrow account					
Balance		Accrued		Balance	
5/1/2017	Additions	Interest	Withdrawals	5/31/2017	
\$ 272,480.20		\$ 123.61	\$ 1,066.79	\$ 271,537.02	



183 South Design-Build Project

Change Order Status 5/31/2017



Executed Contract Values	\$581,545,700
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Executed Change Orders		
CO#1	City of Austin ILA Adjustment	(\$2,779,934)
CO#2	Addition of Coping to Soil Nail Walls	\$742,385
CO#4	Greenroads Implementation	\$362,280
CO#6	51st Street Parking Trailhead	\$477,583
	Others Less than \$300,000 (3)	\$100,553
	Subtotal	(\$1,097,133)

Current Contract Value	\$580,347,165
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Change Orders in Negotiations	\$6,500,000
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Potential Contractual Obligations	\$11,187,598
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Total Project Contingency	\$ 47,900,000
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(-) Total Potential Obligations (Includes Executed Change Orders)	\$16,600,000
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Remaining Project Contingency	\$ 31,300,000
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SH 45SW Construction
Change Order Status 5/31/2017



Executed Contract Value	\$75,103,623
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Executed Change Orders	
	None To Date
	Subtotal
	\$0

Current Contract Value	\$75,103,623
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Change Orders in Negotiations	\$105,735
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Potential Contractual Obligations	\$5,380,000
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Total Project Contingency	\$7,520,000
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(-) Total Potential Obligations (Includes Executed Change Orders)	\$5,490,000
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Remaining Project Contingency	\$2,030,000
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MOPAC Construction

Change Order Status 5/31/2017



\$136,632,100

Executed Change Orders		
CO#01B	5th & Cesar Chavez SB Reconfig (Construction)	\$593,031
CO#05B	FM 2222 Bridge NB Ret Wall Abutment Repair (Construction)	\$850,000
CO#07	FM 2222 Exit Storage Lane	\$426,000
CO#08C	Refuge Area: Added Shoulder Adjustment Soundwall #1	\$2,508,548
CO#12	Barrier Rail Opaque Seal	\$542,419
CO#17	Bike and Ped Improvements at Far West Blvd Bridge/RM 2222	\$971,889
	Total of Others Less than \$300,000 (20)	\$1,073,504
	Subtotal	\$6,965,390

Current Contract Value	\$143,597,490
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Change Orders in Negotiations	\$ (1,485,044)
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Work by Others	\$ 8,500,000
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Other Potential Contractual Obligations	\$ 33,900,000
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Total Project Contingency	\$32,300,000
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(+) Assessed Liquidated Damages (as of November 2016 Draw #41)	\$20,000,000
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(-) Total Potential Obligations (includes executed change orders)	\$47,880,346
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Remaining Project Contingency	\$4,419,654
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Monthly Newsletter - May 2017

Performance

As of May 31, 2017

Current Invested Balance	\$6,440,388,492.41
Weighted Average Maturity (1)	23 Days
Weighted Average Maturity (2)	88 Days
Net Asset Value	1.000016
Total Number of Participants	836
Management Fee on Invested Balance	0.06%*
Interest Distributed	\$4,371,899.11
Management Fee Collected	\$322,412.71
% of Portfolio Invested Beyond 1 Year	4.54%
Standard & Poor's Current Rating	AAAm

May Averages

Average Invested Balance	\$6,327,290,555.90
Average Monthly Yield, on a simple basis	0.7535%
Average Weighted Average Maturity (1)*	28 Days
Average Weighted Average Maturity (2)*	97 Days

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

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

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

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

New Participants

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

- ★ City of Athens ★ City of Clarksville City ★ Galveston County MUD No. 54 ★ City of Lamesa

Holiday Reminder

In observance of **Independence Day, TexSTAR will be closed on Tuesday, July 4, 2017**. All ACH transactions initiated on Monday, July 3rd will settle on Wednesday, July 5th. Notification of any early transaction deadlines on the business day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Economic Commentary

In May, political uncertainty in the U.S. continued as distractions from Washington persisted. There is little expectation that any of the "Big Three" pro-business agenda items – tax reform, infrastructure spending and deregulation – will see much progress before the end of the year. President Trump's budget proposal, which was released during the month, was met with bipartisan skepticism. In its current form, it is unlikely that both the Senate and House will pass the budget proposal before the fiscal year begins on October 1st. In addition, Congress must reach an agreement in September to raise the federal debt limit and approve government funding for the coming fiscal year. Meanwhile, the Fed left rates unchanged at its May Federal Open Market Committee (FOMC) meeting. However, the minutes of the meeting indicated that "most participants" thought it would "soon be appropriate" to raise rates again, supporting expectations for a June rate hike. It appears that economic growth is in line with Fed expectations and that the slowdown in inflation, particularly in March, was viewed as transitory. The minutes also provided more detail regarding normalization of the Fed's balance sheet, proposing the use of monthly caps, which could be adjusted quarterly, as a limit on the amount of proceeds that will be allowed to run off and not be re-invested.

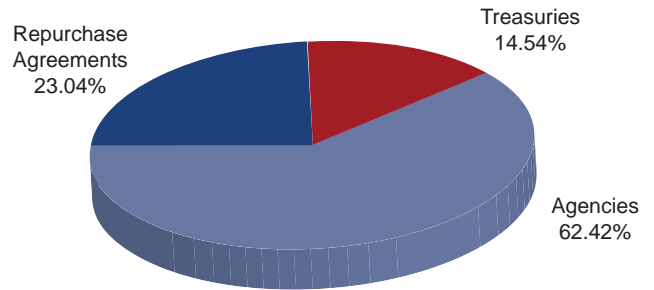
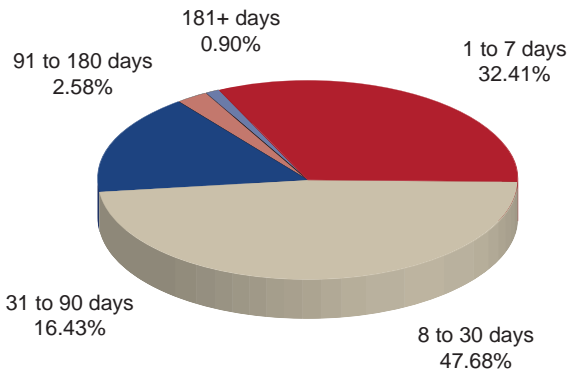
Q1 2017 growth slowed, as anticipated, however the growth backdrop for the rest of 2017 looks brighter. With business and consumer confidence elevated and realized investment spending already improving, the outlook for growth has significant upside. In terms of the timing for the next federal funds rate increase, the committee has indicated that their objective is to continue to keep the pace of rate hikes "gradual". The median of the committee expects 2 additional rate hikes in 2017, as of the March 2017 meeting. Continued easing in financial conditions and further steady improvement in the labor market since the March FOMC has presented the Fed with the opportunity to raise rates again at the June meeting despite some softening in inflation data. President Trump will also be able to appoint three new members to the Board of Governors, as well as a Vice Chair of Supervision, this year. These appointments are unlikely to make a major impact on monetary policy in 2017. However, when Chair Yellen's term is complete in 2018, a new Chair could lead to a major shift in the Fed's approach to monetary policy going forward.

This information is an excerpt from an economic report dated May 2017 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

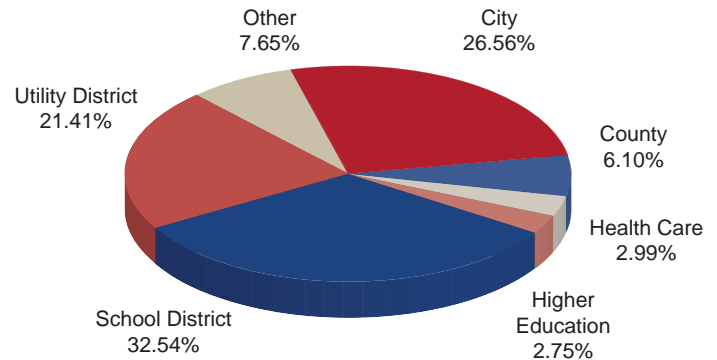
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of May 31, 2017



Portfolio by Maturity As of May 31, 2017



Distribution of Participants by Type As of May 31, 2017

Historical Program Information

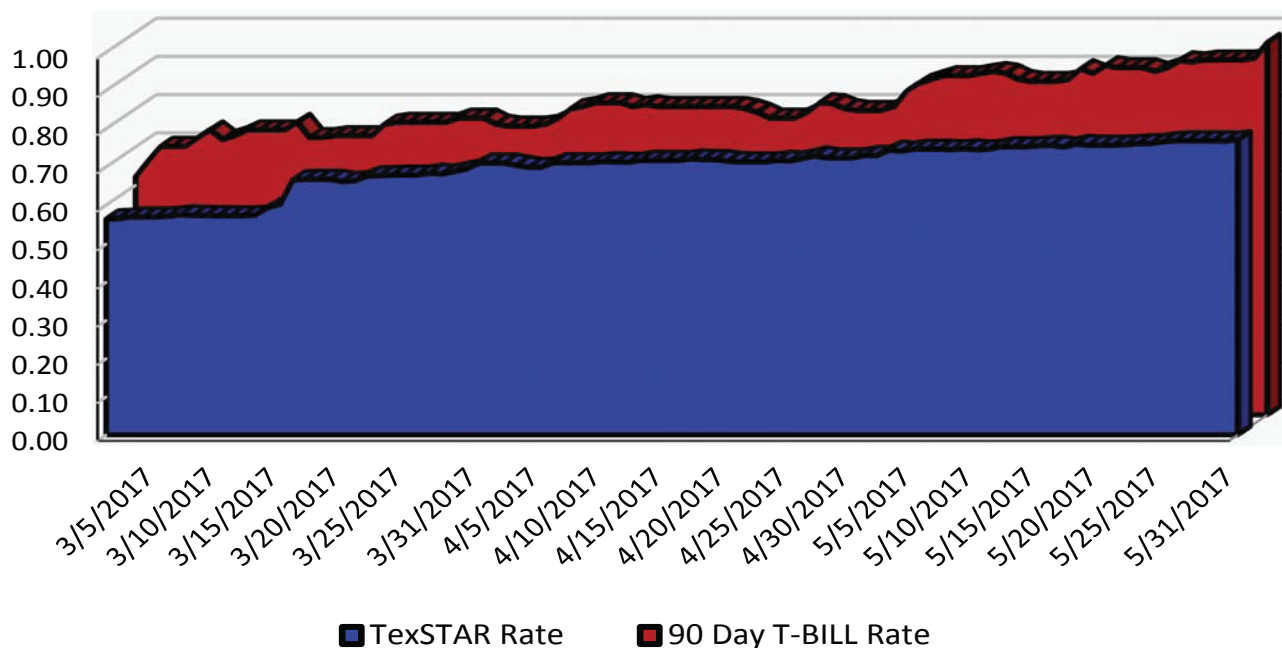
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
May 17	0.7535%	\$6,440,388,492.41	\$6,440,492,333.25	1.000016	28	97	836
Apr 17	0.7140%	6,279,219,607.16	6,279,507,477.47	1.000045	36	105	832
Mar 17	0.6269%	6,551,167,144.50	6,551,621,726.22	1.000064	42	110	829
Feb 17	0.5533%	7,267,565,993.07	7,269,212,259.58	1.000226	43	111	827
Jan 17	0.5452%	7,011,113,225.83	7,012,695,761.41	1.000225	44	96	823
Dec 16	0.4815%	6,128,094,216.46	6,129,417,408.96	1.000215	49	100	822
Nov 16	0.4144%	5,250,402,124.93	5,251,596,034.74	1.000227	47	109	821
Oct 16	0.4202%	5,155,508,603.07	5,157,927,996.01	1.000469	39	105	820
Sep 16	0.4123%	5,253,367,191.87	5,255,503,092.88	1.000412	43	115	818
Aug 16	0.3990%	5,436,604,745.94	5,438,039,955.56	1.000263	39	114	817
Jul 16	0.3861%	5,602,432,939.56	5,603,475,110.87	1.000186	46	113	813
Jun 16	0.3927%	5,286,667,625.92	5,287,554,140.45	1.000167	47	111	810

Portfolio Asset Summary as of May 31, 2017

	Book Value	Market Value
Uninvested Balance	\$ 715.78	\$ 715.78
Accrual of Interest Income	4,854,249.60	4,854,249.60
Interest and Management Fees Payable	(4,430,766.55)	(4,430,766.55)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,483,602,999.70	1,483,602,999.70
Government Securities	4,956,361,293.88	4,956,465,134.72
Total	\$ 6,440,388,492.41	\$ 6,440,492,333.25

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for May 2017

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
5/1/2017	0.7294%	0.000019983	\$6,276,656,912.75	1.000059	30	104
5/2/2017	0.7290%	0.000019973	\$6,268,643,052.31	1.000063	32	101
5/3/2017	0.7435%	0.000020370	\$6,257,750,288.61	1.000044	33	106
5/4/2017	0.7407%	0.000020293	\$6,303,171,840.40	1.000048	32	104
5/5/2017	0.7457%	0.000020429	\$6,265,850,531.99	1.000041	31	102
5/6/2017	0.7457%	0.000020429	\$6,265,850,531.99	1.000041	31	102
5/7/2017	0.7457%	0.000020429	\$6,265,850,531.99	1.000041	31	102
5/8/2017	0.7441%	0.000020387	\$6,220,488,522.83	1.000038	31	102
5/9/2017	0.7471%	0.000020468	\$6,219,028,213.90	1.000041	31	102
5/10/2017	0.7437%	0.000020374	\$6,246,338,567.78	1.000038	30	102
5/11/2017	0.7459%	0.000020435	\$6,225,718,506.16	1.000046	29	101
5/12/2017	0.7521%	0.000020605	\$6,318,428,776.82	1.000051	28	98
5/13/2017	0.7521%	0.000020605	\$6,318,428,776.82	1.000051	28	98
5/14/2017	0.7521%	0.000020605	\$6,318,428,776.82	1.000051	28	98
5/15/2017	0.7550%	0.000020684	\$6,326,564,509.00	1.000046	27	98
5/16/2017	0.7561%	0.000020715	\$6,359,059,417.02	1.000043	27	93
5/17/2017	0.7513%	0.000020584	\$6,353,244,432.77	1.000042	28	97
5/18/2017	0.7588%	0.000020788	\$6,371,300,462.42	1.000043	29	98
5/19/2017	0.7561%	0.000020715	\$6,367,858,755.04	1.000037	27	95
5/20/2017	0.7561%	0.000020715	\$6,367,858,755.04	1.000037	27	95
5/21/2017	0.7561%	0.000020715	\$6,367,858,755.04	1.000037	27	95
5/22/2017	0.7574%	0.000020752	\$6,330,611,619.14	1.000034	29	95
5/23/2017	0.7600%	0.000020839	\$6,488,080,369.80	1.000028	27	93
5/24/2017	0.7605%	0.000020835	\$6,420,849,718.14	1.000026	26	93
5/25/2017	0.7651%	0.000020961	\$6,429,552,400.99	1.000023	26	92
5/26/2017	0.7677%	0.000021034	\$6,349,345,247.87	1.000022	24	90
5/27/2017	0.7677%	0.000021034	\$6,349,345,247.87	1.000022	24	90
5/28/2017	0.7677%	0.000021034	\$6,349,345,247.87	1.000022	24	90
5/29/2017	0.7677%	0.000021034	\$6,349,345,247.87	1.000022	24	90
5/30/2017	0.7669%	0.000021010	\$6,354,764,723.35	1.000015	23	90
5/31/2017	0.7703%	0.000021104	\$6,440,388,492.41	1.000016	23	88
Average	0.7535%	0.000020643	\$6,327,290,555.90		28	97

TexSTAR Participant Services
FirstSouthwest, A Division of Hilltop Securities
1201 Elm Street, Suite 3500
Dallas, Texas 75270



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>Eric Cannon</i>	<i>City of Allen</i>	<i>Governing Board Treasurer</i>
<i>David Medanich</i>	<i>FirstSouthwest / Hilltop Securities</i>	<i>Governing Board Secretary</i>
<i>Jennifer Novak</i>	<i>J.P. Morgan Asset Management</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Nicole Conley</i>	<i>Austin ISD</i>	<i>Advisory Board</i>
<i>Becky Brooks</i>	<i>Government Resource Associates, LLC</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>Plano ISD</i>	<i>Advisory Board</i>
<i>David Pate</i>	<i>Richardson ISD</i>	<i>Advisory Board</i>
<i>James Mauldin</i>	<i>University of North Texas System</i>	<i>Advisory Board</i>

For more information contact TexSTAR Participant Services ★ 1-800-839-7827 ★ www.texstar.org



Exhibit B

Central Texas Regional Mobility Authority
Income Statement - Unaudited
For the Period Ending June 30, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
REVENUE				
Operating Revenue				
Toll Revenue - Tags	46,555,037	54,444,515	116.95%	46,942,705
Video Tolls	16,030,043	14,289,470	89.14%	12,684,811
Fee Revenue	6,876,980	5,803,167	84.39%	4,684,534
Total Operating Revenue	69,462,060	74,537,153	107.31%	64,312,050
Other Revenue				
Interest Income	250,000	1,058,316	423.33%	486,637
Grant Revenue	700,000	30,299,394	4328.48%	152,283,702
Reimbursed Expenditures	1,555,396	207,873	13.36%	2,849
Misc Revenue	-	6,010	-	48,372
Total Other Revenue	2,505,396	31,571,593	1260.14%	152,821,560
TOTAL REVENUE	\$71,967,456	\$106,108,746	147.44%	\$217,133,610
EXPENSES				
Salaries and Benefits				
Salary Expense-Regular	2,967,036	3,191,700	107.57%	2,754,389
Salary Reserve	80,000	-	-	-
TCDRS	415,385	437,727	105.38%	305,124
FICA	128,873	147,507	114.46%	134,872
FICA MED	45,627	46,089	101.01%	40,905
Health Insurance Expense	332,091	339,810	102.32%	250,624
Life Insurance Expense	14,167	7,478	52.79%	4,282
Auto Allowance Expense	10,200	10,200	100.00%	8,500
Other Benefits	269,785	201,689	74.76%	177,592
Unemployment Taxes	15,463	4,237	27.40%	4,860
Total Salaries and Benefits	4,278,627	4,386,437	102.52%	3,681,149

Central Texas Regional Mobility Authority
Income Statement - Unaudited
For the Period Ending June 30, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Administrative				
Administrative and Office Expenses				
Accounting	20,000	7,723	38.61%	16,059
Auditing	74,000	98,880	133.62%	73,747
Human Resources	30,000	15,555	51.85%	26,956
IT Services	88,000	70,460	80.07%	65,675
Internet	1,700	1,893	111.34%	5,195
Software Licenses	55,725	69,101	124.00%	22,157
Cell Phones	14,542	17,338	119.23%	12,537
Local Telephone Service	12,000	15,718	130.99%	14,336
Overnight Delivery Services	850	109	12.83%	119
Local Delivery Services	1,050	-	-	276
Copy Machine	12,000	15,067	125.56%	13,467
Repair & Maintenance-General	1,000	3,625	362.50%	3,293
Meeting Facilities	1,000	-	-	-
Community Meeting/ Events	2,000	25	1.25%	616
Meeting Expense	15,250	16,281	106.76%	7,545
Public Notices	2,000	25	1.25%	-
Toll Tag Expense	1,900	1,570	82.65%	1,396
Parking	3,600	1,601	44.48%	2,521
Mileage Reimbursement	11,200	4,889	43.65%	5,266
Insurance Expense	150,000	148,390	98.93%	132,251
Rent Expense	558,000	544,164	97.52%	411,359
Legal Services	525,000	230,454	43.90%	328,324
Total Administrative and Office Expenses	1,580,817	1,262,867	79.89%	1,143,094
Office Supplies				
Books & Publications	6,150	2,967	48.24%	1,334
Office Supplies	21,000	15,672	74.63%	20,216
Computer Supplies	17,000	37,901	222.95%	28,817
Copy Supplies	2,500	1,633	65.31%	2,227
Other Reports-Printing	10,000	6,054	60.54%	5,341
Office Supplies-Printed	2,700	1,097	40.61%	3,713
Misc Materials & Supplies	3,750	1,153	30.76%	2,238
Postage Expense	5,850	520	8.89%	565
Total Office Supplies	68,950	66,997	97.17%	64,450

Central Texas Regional Mobility Authority
Income Statement - Unaudited
For the Period Ending June 30, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Communications and Public Relations				
Graphic Design Services	75,000	6,625	8.83%	20,867
Website Maintenance	140,000	151,426	108.16%	21,740
Research Services	105,000	88,403	84.19%	70,000
Communications and Marketing	469,900	337,209	71.76%	291,898
Advertising Expense	336,500	196,233	58.32%	132,594
Direct Mail	10,000	-	-	380
Video Production	35,000	93,443	266.98%	34,229
Photography	10,000	3,701	37.01%	9,232
Radio	10,000	60,490	604.90%	-
Other Public Relations	125,000	15,000	12.00%	71,430
Promotional Items	10,000	7,293	72.93%	8,322
Displays	5,000	-	-	-
Annual Report printing	5,000	-	-	1,706
Direct Mail Printing	11,300	-	-	-
Other Communication Expenses	1,000	2,764	276.39%	1,115
Total Communications and Public Relations	1,348,700	962,587	71.37%	663,512
Employee Development				
Subscriptions	3,300	1,965	59.54%	9,123
Memberships	50,750	36,127	71.19%	41,061
Continuing Education	11,750	135	1.15%	331
Professional Development	6,700	-	-	1,803
Other Licenses	1,250	632	50.52%	430
Seminars and Conferences	44,000	26,358	59.90%	16,301
Travel	88,000	59,796	67.95%	60,724
Total Employee Development	205,750	125,013	60.76%	129,772
Financing and Banking Fees				
Trustee Fees	15,000	40,551	270.34%	16,663
Bank Fee Expense	8,000	5,788	72.35%	5,893
Continuing Disclosure	10,000	10,191	101.91%	3,500
Arbitrage Rebate Calculation	8,000	7,160	89.50%	3,685
Rating Agency Expense	30,000	15,000	50.00%	47,000
Total Financing and Banking Fees	71,000	78,691	110.83%	76,741
Total Administrative	3,275,217	2,496,154	76.21%	2,077,569

Central Texas Regional Mobility Authority
Income Statement - Unaudited
For the Period Ending June 30, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Operations and Maintenance				
Operations and Maintenance Consulting				
GEC-Trust Indenture Support	165,000	97,550	59.12%	119,180
GEC-Financial Planning Support	10,500	750	7.14%	2,875
GEC-Toll Ops Support	45,000	29,735	66.08%	52,583
GEC-Roadway Ops Support	331,667	555,224	167.40%	855,649
GEC-Technology Support	40,000	19,197	47.99%	204,498
GEC-Public Information Support	30,000	127,996	426.65%	65,554
GEC-General Support	1,176,000	970,070	82.49%	692,184
General System Consultant	70,000	141,567	202.24%	161,961
Traffic and Revenue Consultant	80,000	136,649	170.81%	95,895
Total Operations and Maintenance Consulting	1,948,167	2,078,737	106.70%	2,250,380
Roadway Operations and Maintenance				
Roadway Maintenance	4,871,600	3,161,191	64.89%	1,961,479
Landscape Maintenance	5,000	20	0.40%	108,103
Signal & Illumination Maint	20,000	25,041	125.21%	141,816
Maintenance Supplies-Roadway	45,000	880	1.96%	68,483
Tools & Equipment Expense	750	399	53.20%	517
Gasoline	6,000	8,547	142.45%	3,151
Repair & Maintenance-Vehicles	1,500	2,973	198.18%	7,845
Roadway Operations	-	-	-	521
Electricity - Roadways	180,000	154,830	86.02%	150,355
Total Roadway Operations and Maintenance	5,129,850	3,353,881	65.38%	2,442,270
Toll Processing and Collection Expense				
Image Processing	2,300,000	1,402,671	60.99%	1,710,456
Tag Collection Fees	3,240,000	3,677,569	113.51%	3,494,021
Court Enforcement Costs	40,000	14,966	37.41%	17,682
DMV Lookup Fees	5,000	485	9.70%	2,071
Total Processing and Collection Expense	5,585,000	5,095,690	91.24%	5,224,229

Central Texas Regional Mobility Authority
Income Statement - Unaudited
For the Period Ending June 30, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Toll Operations Expense				
Facility maintenance	-	30	-	825
Generator Maintenance	-	-	-	5,512
Generator Fuel	6,000	800	13.33%	1,291
Fire and Burglar Alarm	500	400	79.95%	493
Elevator Maintenance	3,000	-	-	2,530
Refuse	1,200	1,321	110.10%	887
Pest Control	1,600	-	-	3,074
Custodial	2,500	-	-	1,313
Telecommunications	90,000	57,762	64.18%	76,931
Water	10,500	14,281	136.01%	14,558
Electricity	1,200	1,990	165.84%	-
ETC spare parts expense	1,600	-	-	-
Repair & Maintenance Toll Equip	275,000	11,928	4.34%	365,029
Law Enforcement	273,182	228,570	83.67%	223,947
ETC Maintenance Contract	1,755,098	1,273,381	72.55%	1,482,099
ETC Toll Management Center System Operation	49,098	73,647	150.00%	-
ETC Testing	10,000	-	-	-
Total Toll Operations Expense	2,480,478	1,664,111	67.09%	2,178,489
Total Operations and Maintenance	15,143,495	12,192,418	80.51%	12,095,367
Other Expenses				
Special Projects and Contingencies				
HERO	700,000	1,260,961	180.14%	1,345,558
Special Projects	125,000	576,051	460.84%	93,092
Other Contractual Svcs	105,000	103,035	98.13%	64,330
Contingency	300,000	25,062	8.35%	21,342
Total Special Projects and Contingencies	1,230,000	1,965,109	159.76%	1,524,322

Central Texas Regional Mobility Authority
Income Statement - Unaudited
For the Period Ending June 30, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Non Cash Expenses				
Amortization Expense	383,230	389,072	101.52%	383,230
Amort Expense - Refund Savings	1,027,860	1,032,735	100.47%	1,027,860
Dep Exp- Furniture & Fixtures	2,207	2,478	112.29%	1,472
Dep Expense - Equipment	9,692	15,501	159.93%	9,403
Dep Expense - Autos & Trucks	6,406	11,541	180.15%	5,380
Dep Expense-Buildng & Toll Fac	177,115	177,115	100.00%	177,115
Dep Expense-Highways & Bridges	22,012,091	17,459,980	79.32%	16,937,625
Dep Expense-Communic Equip	196,115	179,772	91.67%	196,115
Dep Expense-Toll Equipment	2,756,238	2,639,079	95.75%	2,754,225
Dep Expense - Signs	325,893	325,893	100.00%	325,893
Dep Expense-Land Improvemts	884,934	884,934	100.00%	884,934
Depreciation Expense-Computers	16,203	13,706	84.59%	16,311
Total Non Cash Expenses	27,797,984	23,131,805	83.21%	22,719,562
Total Other Expenses	29,027,984	25,096,914	86.46%	24,243,884
Non Operating Expenses				
Bond issuance expense	200,000	1,358,618	679.31%	9,384,792
71 Express Net Revenue Payment	-	165,479	-	-
Interest Expense	42,813,675	31,413,590	73.37%	40,911,449
Community Initiatives	100,000	320,487	320.49%	35,000
Total Non Operating Expenses	43,113,675	33,258,174	77.14%	50,331,241
TOTAL EXPENSES	\$94,838,998	\$77,430,097	81.64%	\$92,429,211
Net Income	(\$22,871,542)	\$28,678,649		124,704,398

Central Texas Regional Mobility Authority
Balance Sheet - Unaudited
as of June 30, 2017

	as of 06/30/2017	as of 06/30/2016
ASSETS		
Current Assets		
Cash		
Regions Operating Account	\$ 568,173	\$ 538,639
Cash in TexStar	555,990	682,683
Regions Payroll Account	163,250	51,248
Restricted Cash		
Goldman Sachs FSGF 465	200,357,463	322,436,464
Restricted Cash - TexSTAR	169,407,160	15,608,165
Overpayments account	171,888	124,201
Total Cash and Cash Equivalents	<u>371,223,923</u>	<u>339,441,401</u>
Accounts Receivable		
Accounts Receivable	-	14,485
Due From TTA	543,096	288,299
Due From NTTA	917,173	456,082
Due From HCTRA	833,196	414,778
Due From TxDOT	10,780,819	82,590,015
Interest Receivable	325,529	490,450
Total Receivables	<u>13,399,813</u>	<u>84,254,108</u>
Short Term Investments		
Agencies	125,567,230	207,424,361
Total Short Term Investments	<u>125,567,230</u>	<u>207,424,361</u>
Total Current Assets	<u>510,190,967</u>	<u>631,119,870</u>
Total Construction in Progress	537,239,778	338,554,087
Fixed Assets (Net of Depreciation and Amortization)		
Computer	26,566	40,271
Computer Software	1,368,677	1,144,931
Furniture and Fixtures	15,246	15,083
Equipment	(2,521)	(6,031)
Autos and Trucks	50,458	20,820
Buildings and Toll Facilities	5,290,539	5,467,653
Highways and Bridges	603,726,709	612,507,254
Communication Equipment	38,649	218,422
Toll Equipment	14,916,695	17,256,695
Signs	10,930,462	11,256,356
Land Improvements	10,623,939	11,508,873
Right of way	88,148,106	86,849,829
Leasehold Improvements	148,876	161,791
Total Fixed Assets	<u>735,282,402</u>	<u>746,441,948</u>
Other Assets		
Security Deposits	-	0
Intangible Assets-Net	102,314,922	86,161,031
2005 Bond Insurance Costs	4,501,466	4,714,974
Prepaid Insurance	37,999	54,433
Prepaid Expenses	-	53,168
Deferred Outflows (pension related)	780,064	780,064
Pension Asset	202,023	202,023
Total Other Assets	<u>107,836,474</u>	<u>91,965,694</u>
Total Assets	<u><u>\$ 1,890,549,620</u></u>	<u><u>\$ 1,808,081,599</u></u>

Central Texas Regional Mobility Authority
Balance Sheet - Unaudited
as of June 30, 2017

	as of 06/30/2017	as of 06/30/2016
LIABILITIES		
Current Liabilities		
Accounts Payable	\$ 10,994,286	\$ 27,670,168
Construction Payable	270,738	528,747
Overpayments	174,457	126,467
Interest Payable	26,034,705	19,546,179
Deferred Compensation Payable	(1)	-
TCDRS Payable	55,060	49,279
Medical Reimbursement Payable	1,585	1,560
Due to NTTA	52,294	-
Due to HCTRA	40,000	-
Due to Other Entities	6,877,458	775,589
Total Current Liabilities	44,500,583	48,697,989
Long Term Liabilities		
Compensated Absences	182,441	138,927
Deferred Inflows (pension related)	172,017	172,017
Long Term Payables	354,458	310,944
Bonds Payable		
Senior Lien Revenue Bonds:		
Senior Lien Revenue Bonds 2010	68,889,557	64,554,920
Senior Lien Revenue Bonds 2011	14,435,098	13,573,672
Senior Refunding Bonds 2013	144,183,000	147,880,000
Senior Lien Revenue Bonds 2015	298,790,000	298,790,000
Senior Lien Put Bnd 2015	68,785,000	68,785,000
Senior Lien Refunding Revenue Bonds 2016	358,030,000	358,030,000
Sn Lien Rev Bnd Prem/Disc 2013	10,030,039	12,051,755
Sn Lien Revenue Bnd Prem 2015	21,973,854	23,170,358
Sn Lien Put Bnd Prem 2015	5,589,461	7,453,215
Senior lien premium 2016 revenue bonds	56,017,883	60,329,967
Total Senior Lien Revenue Bonds	1,046,723,891	1,054,618,887
Sub Lien Revenue Bonds:		
Subordinated Lien Bond 2011	-	70,000,000
Sub Refunding Bnds 2013	101,530,000	102,030,000
Sub Debt Refunding Bonds 2016	74,690,000	-
Sub Lien Bond 2011 Prem/Disc	-	(1,691,060)
Sub Refunding 2013 Prem/Disc	2,325,132	2,814,720
Sub Refunding 2016 Prem/Disc	10,097,496	-
Total Sub Lien Revenue Bonds	188,642,628	173,153,660
Other Obligations		
TIFIA note 2015	52,712	51,130
SIB loan 2015	30,537,942	5,701,479
State Highway Fund Loan 2015	30,464,994	5,701,479
2013 American Bank Loan	3,570,000	5,300,000
71E TxDOT Obligation	165,479	-
Total Other Obligations	64,791,127	16,754,087
Total Long Term Liabilities	1,300,512,105	1,244,837,579
Total Liabilities	<u>1,345,012,688</u>	<u>1,293,535,568</u>
NET ASSETS		
Contributed Capital	40,347,060	35,847,060
Net Assets Beginning	476,432,916	353,994,572
Current Year Operations	28,756,956	124,704,398
Total Net Assets	<u>545,536,932</u>	<u>514,546,031</u>
Total Liabilities and Net Assets	<u>\$ 1,890,549,620</u>	<u>\$ 1,808,081,599</u>

Central Texas Regional Mobility Authority
Statement of Cash Flows - **Unaudited**
as of June 30, 2017

Cash flows from operating activities:

Receipts from toll fees	\$	73,402,846
Receipts from other fees		213,883
Payments to vendors		(10,857,514)
Payments to employees		(4,302,323)
Net cash flows provided by (used in) operating activities		58,456,892

Cash flows from capital and related financing activities:

Proceeds from notes payable		49,601,561
Refunding of bonds		(13,838,393)
Receipts from Department of Transportation		102,108,591
Receipt from Hays County		4,500,000
Payments on interest		(25,024,941)
Acquisition of capital assets		(755,571)
Acquisitions of construction in progress		(225,502,849)
Net cash flows provided by (used in) capital and related financing activities		(111,141,603)

Cash flows from investing activities:

Interest income		2,893,605
Purchase of investments		(285,516,658)
Proceeds from sale or maturity of investments		213,417,984
Net cash flows provided by (used in) investing activities		(69,205,070)
Net increase (decrease) in cash and cash equivalents		(121,889,781)
Cash and cash equivalents at beginning of period		323,150,553
Cash and cash equivalents at end of June	\$	201,260,772

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

Operating income	\$	31,208,561
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization		22,099,070
Changes in assets and liabilities:		
Decrease in accounts receivable		(1,134,307)
(Increase) decrease in prepaid expenses and other assets		69,603
(Decrease) increase in accounts payable		(102,809)
Increase (decrease) in accrued expenses		6,316,774
Total adjustments		27,248,331
Net cash flows provided by (used in) operating activities	\$	58,456,892

Reconciliation of cash and cash equivalents:

Unrestricted cash and cash equivalents	\$	903,310
Restricted cash and cash equivalents		200,357,462
Total	\$	201,260,772

INVESTMENTS by FUND

		Balance June 30, 2017		
Renewal & Replacement Fund				
TexSTAR	506,166.30		TexSTAR	169,963,149.34
Goldman Sachs	188,921.72		Goldman Sachs	200,086,589.73
Agencies		695,088.02	Agencies & Treasury Notes	<u>125,566,842.05</u>
Grant Fund				\$ 495,616,581.12
TexSTAR	9,108,965.04			
Goldman Sachs	476,047.69			
Agencies		9,585,012.73		
Senior Debt Service Reserve Fund				
TexSTAR	15,056,569.31			
Goldman Sachs	159,375.00			
Agencies	64,911,926.48	80,127,870.79		
2010 Senior Lien DSF				
Goldman Sachs	390,466.44			
TexSTAR	-	390,466.44		
2011 Debt Service Acct				
Goldman Sachs	752,483.07	752,483.07		
2013 Sr Debt Service Acct				
Goldman Sachs	5,498,084.80	5,498,084.80		
2013 Sub Debt Service Account				
Goldman Sachs	3,041,502.94	8,066,829.24		
TexSTAR	5,025,326.30			
2015 Sr Capitalized Interest				
Goldman Sachs	10,611,086.05	60,843,919.00		
TexSTAR	50,232,832.95			
2015A Debt Service Account				
Goldman Sachs	3.30	3.30		
2015B Debt Service Account				
Goldman Sachs	1,721,470.43	1,721,470.43		
2016 Sr Lien Rev Refunding Debt Service Account				
Goldman Sachs	8,738,835.63	8,738,835.63		
2016 Sub Lien Rev Refunding Debt Service Account				
Goldman Sachs	1,881,587.27	6,877,003.94		
Agencies	4,995,416.67			
2016 Sub Lein Rev Refunding DSR				
Goldman Sachs	1,653,277.38	1,653,277.38		
Operating Fund				
TexSTAR	555,989.64			
TexSTAR-Trustee	2,089,582.34			
Goldman Sachs	-	2,645,571.98		
Revenue Fund				
Goldman Sachs	2,905,712.29	2,905,712.29		
General Fund				
TexSTAR	25,127,555.68			
Goldman Sachs	23,140,961.66			
Agencies	4,405,197.50	52,673,714.84		
2013 Sub Debt Service Reserve Fund				
Goldman Sachs	3,479,315.11			
Agencies		3,479,315.11		
71E Revenue Fund				
Goldman Sachs	610,845.22	610,845.22		
MoPac Revenue Fund				
Goldman Sachs	131,883.04	131,883.04		
MoPac Construction Fund				
Goldman Sachs	37,405,228.59	37,405,228.59		
2015B Project Account				
Goldman Sachs	5,050,018.11			
Agencies	20,164,604.85	40,284,472.96		
TexSTAR	15,069,850.00			
2015A Project Account				
TexSTAR	19,099,163.14			
Goldman Sachs	38,014,012.50			
Agencies	31,089,696.55			
Treasury Notes	Matured	88,202,872.19		
2015 TIFIA Project Account				
Goldman Sachs	50,367.66	50,367.66		
2015 State Highway Fund Project Account				
Goldman Sachs	29,638,430.32	29,638,430.32		
2015 SIB Project Account				
Goldman Sachs	19,760,399.08	19,760,399.08		
2011 Sr Financial Assistance Fund				
Goldman Sachs	1,466,073.85	26,553,721.81		
TexSTAR	25,087,647.96			
183S Utility Custody Deposit				
Goldman Sachs	2,378,758.36			
TexSTAR	3,003,500.68	5,382,259.04		
45SW Trust Account Hays County				
Goldman Sachs	23,982.95	23,982.95		
45SW Trust Account Travis County				
Goldman Sachs	917,459.27	917,459.27		
		<u>\$ 495,616,581.12</u>		\$ -

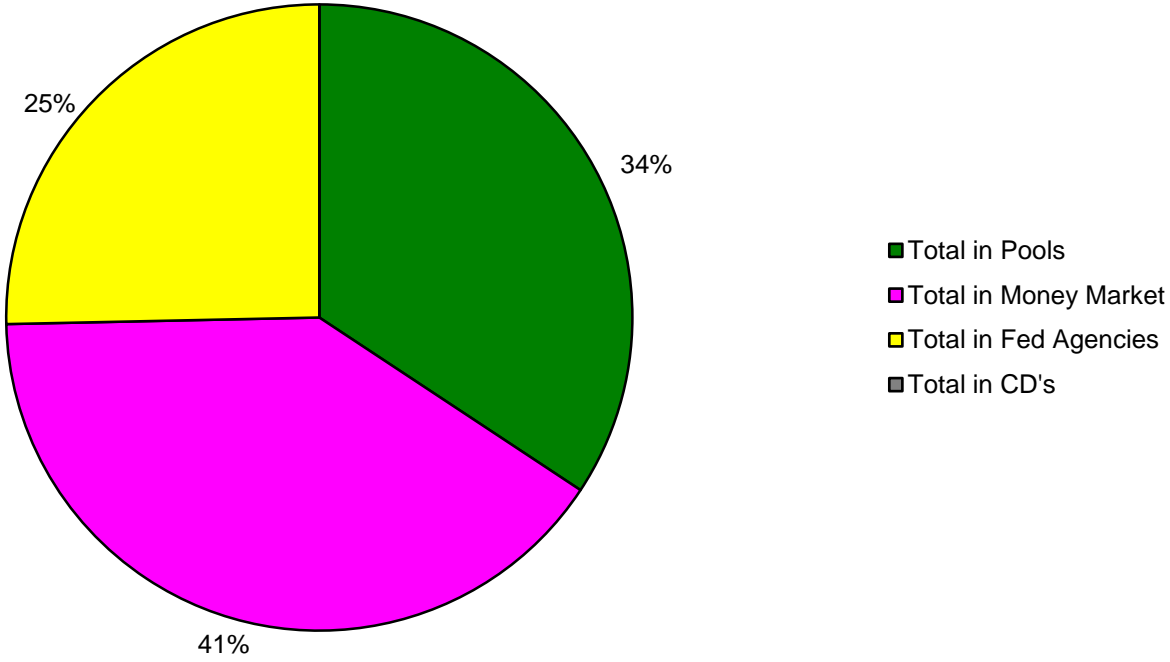
CTRMA INVESTMENT REPORT

Month Ending 6/30/17						
Balance 6/1/2017	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 6/30/2017	Rate June
Amount in Trustee TexStar						
2011 Sr Lien Financial Assist Fund	25,069,863.74		17,784.22		25,087,647.96	0.863%
2013 Sub Lien Debt Service Reserve	5,021,763.93		3,562.37		5,025,326.30	0.863%
General Fund	25,109,743.19		17,812.49		25,127,555.68	0.863%
Trustee Operating Fund	2,936,781.17	1,650,948.07	1,853.10	2,500,000.00	2,089,582.34	0.863%
Renewal and Replacement	505,807.47		358.83		506,166.30	0.863%
Grant Fund	9,102,507.84		6,457.20		9,108,965.04	0.863%
Senior Lien Debt Service Reserve Fund	37,650,328.19		13,536.27	22,607,295.15	15,056,569.31	0.863%
183S Utility Custody Deposit	3,001,371.54		2,129.14		3,003,500.68	0.863%
2015A Sr Ln Project Account	21,409,833.36		15,066.88	2,325,737.10	19,099,163.14	0.863%
2015A Sr Ln Project Cap Interest	50,197,223.74		35,609.21		50,232,832.95	0.863%
2015B Sr Ln Project	15,059,167.23		10,682.77		15,069,850.00	0.863%
	195,064,391.40	1,650,948.07	124,852.48	27,433,032.25	169,407,159.70	
Amount in TexStar Operating Fund						
	555,549.96	2,500,000.00	439.68	2,500,000.00	555,989.64	0.863%
Goldman Sachs						
Operating Fund	26,190.00	1,624,750.00	8.07	1,650,948.07	0.00	0.280%
45SW Trust Account Travis County	1,128,072.45		661.85	211,275.03	917,459.27	0.280%
45SW Trust Account Hays County	24,080.35		45.10	142.50	23,982.95	0.280%
2015A Project Account	2,783,768.41	48,379,749.60	6,523.50	13,156,029.01	38,014,012.50	0.280%
2015B Project Account	5,047,201.40		2,816.71		5,050,018.11	0.280%
2015D State Highway Fund Project Acct	29,621,899.11		16,531.21		29,638,430.32	0.280%
2015C TIFIA Project Account	50,339.57		28.09		50,367.66	0.280%
2015E SIB Project Account	19,749,377.47		11,021.61		19,760,399.08	0.280%
183S Utility Custody Deposit	2,569,003.82		1,963.93	192,209.39	2,378,758.36	0.280%
2011 Sr Financial Assistance Fund	1,463,667.45		2,406.40		1,466,073.85	0.280%
2010 Senior DSF	390,248.65		217.79		390,466.44	0.280%
2011 Senior Lien Debt Service Acct	752,063.36		419.71		752,483.07	0.280%
2013 Senior Lien Debt Service Acct	4,581,853.58	913,901.08	2,330.14		5,498,084.80	0.280%
2013 Subordinate Debt Service Acct	2,533,986.94	506,227.52	1,288.48		3,041,502.94	0.280%
2015 Sr Capitalized Interest	10,605,167.58		5,918.47		10,611,086.05	0.280%
2015A Debt Service Acct	3.30				3.30	0.280%
2015B Debt Service Acct	1,434,350.43	286,390.62	729.38		1,721,470.43	0.280%
2016 Sr Lien Rev Refunding Debt Service Account	8,685,871.32	48,128.90	4,835.41		8,738,835.63	0.280%
2016 Sub Lien Rev Refunding Debt Service Account	1,568,107.60	312,682.17	797.50		1,881,587.27	0.280%
2016 Sub Lein Rev Refunding DSR	6,644,881.54		3,708.34	4,995,312.50	1,653,277.38	0.280%
Grant Fund	474,987.83		1,059.86		476,047.69	0.280%
Renewal and Replacement	188,816.35		105.37		188,921.72	0.280%
Revenue Fund	1,807,543.76	8,999,618.69	1,630.10	7,903,080.26	2,905,712.29	0.280%
General Fund	22,894,445.02	3,673,223.71	12,857.21	3,439,564.28	23,140,961.66	0.280%
Senior Lien Debt Service Reserve Fund	2,390,086.11	22,766,670.15	5,625.68	25,003,006.94	159,375.00	0.280%
MoPac Revenue Fund	122,361.44	9,461.61	59.99		131,883.04	0.280%
71E Revenue Fund	483,777.74	126,817.05	250.43		610,845.22	0.280%
2013 Sub Debt Service Reserve Fund	3,477,374.48		1,940.63		3,479,315.11	0.280%
MoPac Managed Lane Construction Fund	41,487,343.44		23,663.06	4,105,777.91	37,405,228.59	0.280%
	172,986,870.50	87,647,621.10	0.00	109,444.02	200,086,589.73	
Amount in Fed Agencies and Treasuries						
Amortized Principal	141,554,851.04	29,902,000.00	(20,008.99)		45,870,000.00	125,566,842.05
	141,554,851.04	29,902,000.00	(20,008.99)	0.00	45,870,000.00	125,566,842.05
Certificates of Deposit						
Total in Pools	195,619,941.36	4,150,948.07		125,292.16	29,933,032.25	169,963,149.34
Total in GS FSGF	172,986,870.50	87,647,621.10		109,444.02		200,086,589.73
Total in Fed Agencies and Treasuries	141,554,851.04	29,902,000.00	(20,008.99)		45,870,000.00	125,566,842.05
Total Invested	510,161,662.90	121,700,569.17	(20,008.99)	234,736.18	75,803,032.25	495,616,581.12

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

William Chapman, CFO

Allocation of Funds



Amount of Investments As of June 30, 2017

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Farm Credit	3133ECA79	4,959,250.00	4,989,812.50	4,988,300.00	1.2155%	3/11/2015	3/19/2018	Senior DSRF
Federal Farm Credit	3133EE4K3	24,928,346.00	24,996,147.63	24,996,000.00	0.7200%	1/13/2016	7/21/2017	Senior DSRF
Federal Farm Credit	3133EFSG3	10,057,749.23	10,020,516.03	9,990,700.00	0.8421%	2/8/2016	3/14/2018	2015B Sr Project
Federal Home loan Bank	313378QK0	10,253,642.07	10,144,088.82	10,076,800.00	1.0369%	2/8/2016	3/8/2019	2015B Sr Project
Freddie Mac	3134G4Z84	9,850,343.91	9,809,712.67	9,806,860.00	0.8097%	2/18/2016	10/10/2017	2015A Sr Project
Federal Home loan Bank	3030A62S5	6,984,310.89	6,998,203.53	6,996,150.00	0.9053%	3/14/2016	8/28/2017	2015A Sr Project
Federal Home loan Bank	303370SZ2	14,536,023.18	14,281,780.35	14,278,925.50	0.9023%	3/7/2016	9/8/2017	2015A Sr Project
Federal Home loan Bank	3030A5QL6	Matured	Matured	Matured	0.7913%	3/4/2016	6/30/2017	2015A Sr Project
Federal Home loan Bank	313379FW4	Matured	Matured	Matured	0.7098%	3/30/2016	6/9/2017	2015A Sr Project
Federal Home loan Bank	3030A6SW8	10,039,900.00	10,011,812.50	9,991,200.00	0.7616%	4/11/2016	12/19/2017	Senior DSRF
Federal Home loan Bank	3130A8BD4	24,907,000.00	24,914,153.85	24,895,500.00	1.2288%	6/7/2017	6/29/2018	Senior DSRF
Federal Home loan Bank	3130ABJD99	4,995,000.00	4,995,416.67	4,992,150.00	1.2265%	6/7/2017	6/5/2018	2016 DS Sub
Federal Home loan Bank	3030A6SW8	4,417,556.00	4,405,197.50	4,396,128.00	0.7616%	4/11/2016	12/19/2017	General
US Treasury Note	912828TB6	Matured	Matured	Matured	0.6266%	12/28/2016	6/30/2017	2015A Sr Project
		125,929,121.28	125,566,842.05	125,408,713.50				

Agency	CUSIP #	COST	Cumulative Amortization	6/30/2017 Book Value	Maturity Value	Interest Income June 30, 2017		
						Accrued Interest	Amortization	Interest Earned
Federal Farm Credit	3133ECA79	4,959,250.00	(30,562.50)	4,989,812.50	5,000,000.00	3,916.67	1,131.94	5,048.61
Federal Farm Credit	3133EE4K3	24,928,346.00	(67,801.63)	24,996,147.63	25,000,000.00	15,000.00	3,852.37	18,852.37
Federal Farm Credit	3133EFSG3	10,057,749.23	37,233.20	10,020,516.03	10,000,000.00	9,166.67	(2,279.58)	6,887.09
Federal Home loan Bank	313378QK0	10,253,642.07	109,553.25	10,144,088.82	10,000,000.00	15,625.00	(6,861.37)	8,763.63
Freddie Mac	3134G4Z84	9,850,343.91	40,631.24	9,809,712.67	9,800,000.00	9,187.50	(2,428.16)	6,759.34
Federal Home loan Bank	3030A62S5	6,984,310.89	(13,892.64)	6,998,203.53	7,000,000.00	4,375.00	898.23	5,273.23
Federal Home loan Bank	303370SZ2	14,536,023.18	254,242.83	14,281,780.35	14,250,000.00	26,718.75	(15,890.18)	10,828.57
Federal Home loan Bank	3030A5QL6	Matured	Matured	Matured	8,000,000.00	5,333.33	(56.28)	5,277.05
Federal Home loan Bank	313379FW4	Matured	Matured	Matured	8,000,000.00	6,666.67	-	6,666.67
Federal Home loan Bank	3030A6SW8	10,039,900.00	28,087.50	10,011,812.50	10,000,000.00	8,333.33	(1,968.75)	6,364.58
Federal Home loan Bank	3130A8BD4	24,907,000.00	(7,153.85)	24,914,153.85	25,000,000.00	20,521.91	7,153.85	27,675.76
Federal Home loan Bank	3130ABJD99	4,995,000.00	(416.67)	4,995,416.67	5,000,000.00	4,687.50	416.67	5,104.17
Federal Home loan Bank	3030A6SW8	4,417,556.00	12,358.50	4,405,197.50	4,400,000.00	3,666.67	(866.25)	2,800.42
US Treasury Note	912828TB6	Matured	Matured	Matured	29,870,000.00	18,688.75	(3,111.46)	15,577.29
		125,929,121.28	362,279.23	125,566,842.05	171,320,000.00	151,887.75	(20,008.99)	131,878.78

June 30, 2017

Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	June 30, 2017 Interest	FUND
		- <u> </u>				\$ - <u> </u>	

Travis County Escrow account					
Balance		Accrued			Balance
6/1/2017	Additions	Interest	Withdrawals		6/30/2017
\$ 271,174.46		\$ 151.42	\$ 452.80		\$ 270,873.08



183 South Design-Build Project
Contingency Status
 July 26, 2017



Original Construction Contract Value: \$581,545,700

Total Project Contingency		\$47,860,000
Obligations	CO#1 City of Austin ILA Adjustment	(\$2,779,934)
	CO#2 Addition of Coping to Soil Nail Walls	\$742,385
	CO#4 Greenroads Implementation	\$362,280
	CO#6 51st Street Parking Trailhead	\$477,583
	Others Less than \$300,000 (4)	(\$45,957)
	Executed Change Orders	(\$1,243,643)
	Change Orders Under Negotiation	\$5,700,000
Potential Contractual Obligations		\$11,190,000
Total Obligations		\$15,646,357
Remaining Project Contingency		\$32,213,643



**SH 45SW Construction
Contingency Status**
July 26, 2017



Original Construction Contract Value: \$75,103,623

Total Project Contingency		\$ 7,520,000.00
Obligations	CO 01 Asbestos Removal	\$1,962
	CO 02 TCEQ Protection Plan	\$103,773
	Executed Change Orders	\$105,735
	Change Orders in Negotiations	\$ -
Potential Contractual Obligations		\$5,382,961
Total Obligations		\$ 5,488,696
Remaining Project Contingency		\$ 2,031,304



MOPAC Construction
Contingency Status
 July 26, 2017



Original Construction Contract Value: \$136,632,100

Total Project Contingency		\$ 32,300,000
Obligations	CO#01B 5th & Cesar Chavez SB Reconfig (Construction)	\$593,031
	CO#05B FM 2222 Bridge NB Ret Wall Abutment Repair (Construction)	\$850,000
	CO#07 FM 2222 Exit Storage Lane	\$426,000
	CO#08C Refuge Area: Added Shoulder Adjustment Soundwall #1	\$2,508,548
	CO#12 Barrier Rail Opaque Seal	\$542,419
	CO#17 Bike and Ped Improvements at Far West Blvd Bridge/RM 2222	\$971,889
	Total of Others Less than \$300,000 (20)	\$1,073,504
	Executed Change Orders	\$6,965,391
	Change Orders in Progress/Pending	\$ (251,437)
	Potential Contractual Obligations	\$ 33,900,000
Work by Others	\$ 10,500,000	
Other Potential Contractual Obligations	\$ 33,900,000	
(-) Total Obligations		\$ 51,113,954
(+) Assessed Liquidated Damages (as of November 2016 Draw #41)		\$ 20,000,000
Remaining Project Contingency		\$ 1,186,046



Monthly Newsletter - June 2017

Performance

As of June 30, 2017

Current Invested Balance	\$6,071,512,305.56
Weighted Average Maturity (1)	32 Days
Weighted Average Maturity (2)	92 Days
Net Asset Value	0.999993
Total Number of Participants	838
Management Fee on Invested Balance	0.06%*
Interest Distributed	\$4,781,325.92
Management Fee Collected	\$311,025.74
% of Portfolio Invested Beyond 1 Year	4.81%
Standard & Poor's Current Rating	AAAm

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

June Averages

Average Invested Balance	\$6,307,047,223.58
Average Monthly Yield, on a simple basis	0.8631%
Average Weighted Average Maturity (1)*	30 Days
Average Weighted Average Maturity (2)*	92 Days

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

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

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

New Participants

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

- ★ Fort Bend County MUD 122 ★ Schleicher County

Economic Commentary

U.S. data released so far for Q2 has painted a muddled picture. Growth has accelerated while inflation has gone the other direction despite expectations that these two variables should be linked. The market consensus continues to be that economic growth will bounce back in the second quarter. When the Federal Reserve (Fed) looked at the overall picture, they took comfort in strong growth and healthy labor markets while viewing the inflation miss as transitory. As a result, the Federal Open Market Committee (FOMC) proceeded to raise rates by 25 bps to 1.00 - 1.25% at their June meeting for a fourth time in the cycle and announce more formal details on their strategy to reduce the size of the balance sheet. While this was consistent with market expectations, the announcement that balance sheet normalization would begin "later this year" was more hawkish than investors anticipated. While the median long-run Fed Funds rate was unchanged at 3%, the unemployment rate estimate was revised down for the next few years, reflecting recent improvements. On the other hand, the softer-than-expected inflation data in recent months led the committee to bring down their inflation forecast for this year. As part of the plan outlined for balance sheet reduction, caps will be put in place to limit the amount by which the balance can shrink in any given month. The balance sheet would be reduced at an initial rate of \$10 billion per month, accelerating at three-month intervals to \$50 billion per month for a total balance sheet reduction of \$600 billion. Global slack is keeping a lid on inflation, and inflation remains stubbornly below target in the developed markets. Outside of modest growth in the U.S., there's no wage inflation anywhere. We spent some time debating the drivers of inflation and inflation expectations. Certainly, an aging population that continues to work is one. But more important may be technology. Are the signals from telecom, from oil, from medical devices telling us that structural expectations for inflation need to be lower?

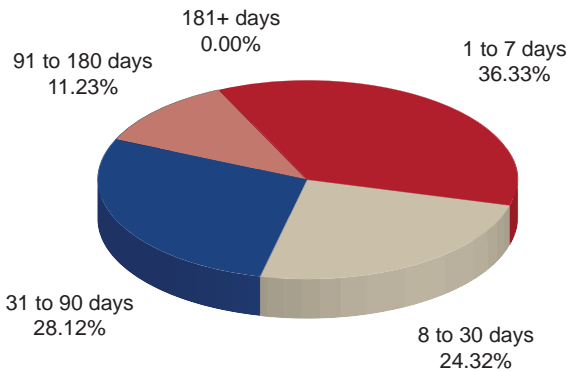
In light of disappointing hard data, reduced expectations for fiscal stimulus in 2017 and continued quantitative easing overseas, have muted our expectations for higher rates in the near term. We do expect, however, that growth in the U.S. will rebound later in the year, supporting another rate hike and the Fed's desire to begin tapering, and allowing yields on the U.S. 10-year Treasury to rise to between 2.50% and 3.00% by year-end. We believe the next 12 to 18 months will be a challenging investment environment. As the central banks reverse their policies and their aggregate balance sheet goes from expansion to contraction, the impact is likely to be volatile asset prices. Further, central banks will be "normalizing" their balance sheets at a time when growth and inflationary pressures should still be muted. Add to that, there may or may not be policy stimulus coming out of Washington and there may or may not be a hard Brexit. We'll be ready to expect the unexpected and will use our research-driven process to find value where we can.

This information is an excerpt from an economic report dated June 2017 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

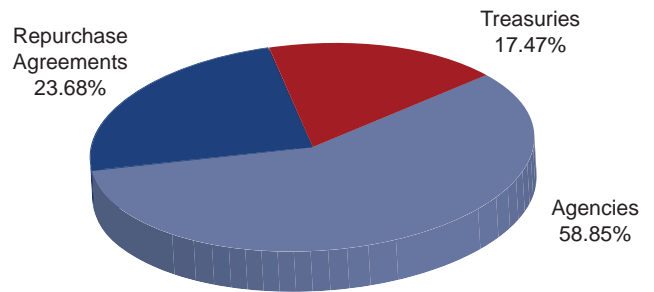
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

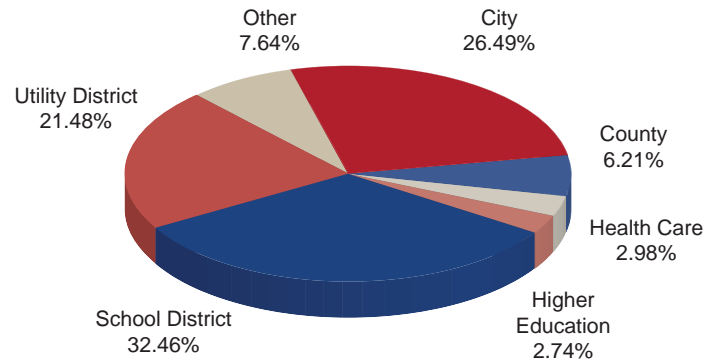
Portfolio by Type of Investment As of June 30, 2017



Distribution of Participants by Type As of June 30, 2017



Portfolio by Maturity As of June 30, 2017



Historical Program Information

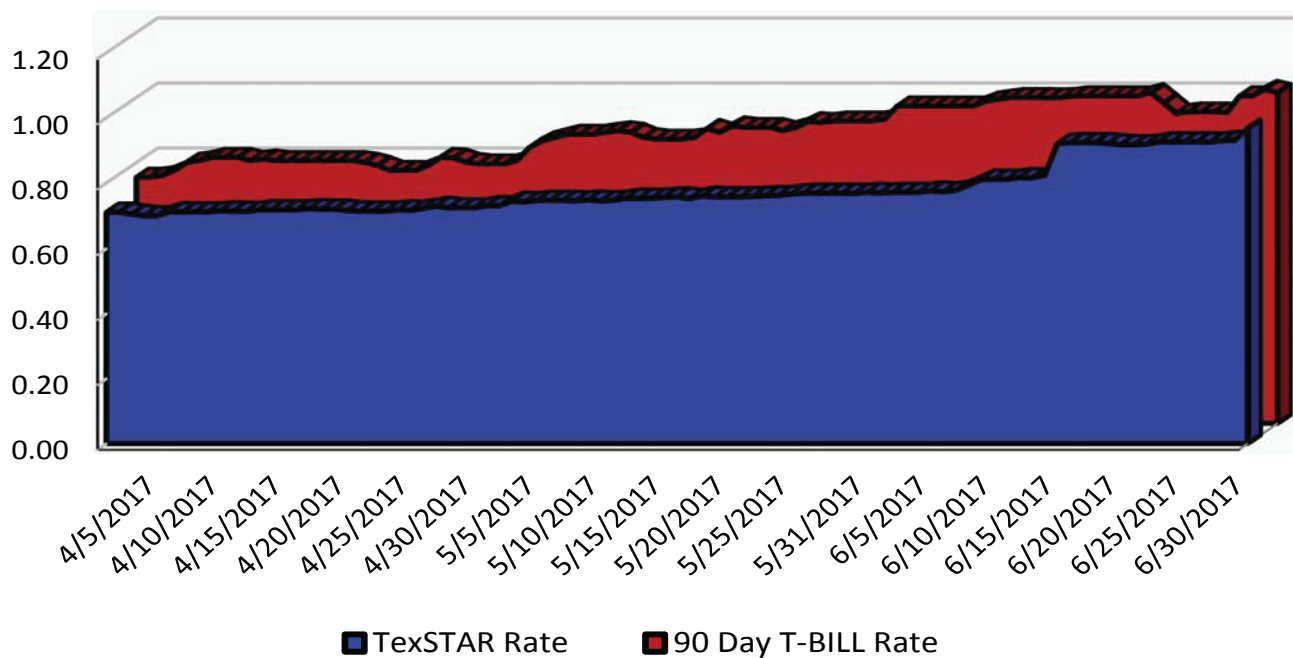
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Jun 17	0.8631%	\$6,071,512,305.56	\$6,071,586,949.16	0.999993	30	92	838
May 17	0.7535%	6,440,388,492.41	6,440,492,333.25	1.000016	28	97	836
Apr 17	0.7140%	6,279,219,607.16	6,279,507,477.47	1.000045	36	105	832
Mar 17	0.6269%	6,551,167,144.50	6,551,621,726.22	1.000064	42	110	829
Feb 17	0.5533%	7,267,565,993.07	7,269,212,259.58	1.000226	43	111	827
Jan 17	0.5452%	7,011,113,225.83	7,012,695,761.41	1.000225	44	96	823
Dec 16	0.4815%	6,128,094,216.46	6,129,417,408.96	1.000215	49	100	822
Nov 16	0.4144%	5,250,402,124.93	5,251,596,034.74	1.000227	47	109	821
Oct 16	0.4202%	5,155,508,603.07	5,157,927,996.01	1.000469	39	105	820
Sep 16	0.4123%	5,253,367,191.87	5,255,503,092.88	1.000412	43	115	818
Aug 16	0.3990%	5,436,604,745.94	5,438,039,955.56	1.000263	39	114	817
Jul 16	0.3861%	5,602,432,939.56	5,603,475,110.87	1.000186	46	113	813

Portfolio Asset Summary as of June 30, 2017

	Book Value	Market Value
Uninvested Balance	\$ 13,759.76	\$ 13,759.76
Accrual of Interest Income	2,986,366.55	2,986,366.55
Interest and Management Fees Payable	(4,840,831.24)	(4,840,831.24)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,438,157,999.71	1,438,157,999.71
Government Securities	4,635,195,010.78	4,635,269,654.38
Total	\$ 6,071,512,305.56	\$ 6,071,586,949.16

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 June 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 June 2017

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
6/1/2017	0.7683%	0.000021050	\$6,418,953,053.15	1.000013	23	87
6/2/2017	0.7701%	0.000021099	\$6,351,865,918.23	1.000019	21	87
6/3/2017	0.7701%	0.000021099	\$6,351,865,918.23	1.000019	21	87
6/4/2017	0.7701%	0.000021099	\$6,351,865,918.23	1.000019	21	87
6/5/2017	0.7748%	0.000021228	\$6,364,078,998.64	1.000024	20	86
6/6/2017	0.7720%	0.000021152	\$6,390,418,108.38	1.000015	20	85
6/7/2017	0.7768%	0.000021282	\$6,364,718,378.51	1.000019	20	84
6/8/2017	0.7925%	0.000021712	\$6,332,132,875.32	1.000014	27	88
6/9/2017	0.8102%	0.000022196	\$6,346,153,580.27	1.000016	28	89
6/10/2017	0.8102%	0.000022196	\$6,346,153,580.27	1.000016	28	89
6/11/2017	0.8102%	0.000022196	\$6,346,153,580.27	1.000016	28	89
6/12/2017	0.8159%	0.000022353	\$6,340,001,725.99	1.000015	31	88
6/13/2017	0.8147%	0.000022321	\$6,501,902,854.91	1.000080	30	86
6/14/2017	0.8227%	0.000022539	\$6,482,766,891.60	1.000070	30	86
6/15/2017	0.9203%	0.000025215	\$6,378,123,462.16	0.999995	34	97
6/16/2017	0.9229%	0.000025285	\$6,357,876,915.03	0.999990	37	99
6/17/2017	0.9229%	0.000025285	\$6,357,876,915.03	0.999990	37	99
6/18/2017	0.9229%	0.000025285	\$6,357,876,915.03	0.999990	37	99
6/19/2017	0.9205%	0.000025220	\$6,367,295,280.88	0.999999	36	98
6/20/2017	0.9170%	0.000025124	\$6,327,783,546.62	1.000002	36	98
6/21/2017	0.9161%	0.000025099	\$6,290,188,889.48	1.000005	36	98
6/22/2017	0.9183%	0.000025158	\$6,162,467,601.15	1.000002	36	99
6/23/2017	0.9252%	0.000025347	\$6,260,232,343.89	1.000008	34	95
6/24/2017	0.9252%	0.000025347	\$6,260,232,343.89	1.000008	34	95
6/25/2017	0.9252%	0.000025347	\$6,260,232,343.89	1.000008	34	95
6/26/2017	0.9256%	0.000025360	\$6,155,077,894.17	1.000010	34	96
6/27/2017	0.9245%	0.000025329	\$6,140,711,614.60	1.000000	33	95
6/28/2017	0.9290%	0.000025453	\$6,105,927,083.57	0.999994	33	95
6/29/2017	0.9309%	0.000025504	\$6,068,969,870.43	0.999991	33	95
6/30/2017	0.9675%	0.000026506	\$6,071,512,305.56	0.999993	32	92
Average	0.8631%	0.000023646	\$6,307,047,223.58		30	92

TexSTAR Participant Services
 FirstSouthwest, A Division of Hilltop Securities
 1201 Elm Street, Suite 3500
 Dallas, Texas 75270



TexSTAR Board Members

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<i>Nell Lange</i>	<i>City of Frisco</i>	<i>Governing Board Vice President</i>
<i>Eric Cannon</i>	<i>City of Allen</i>	<i>Governing Board Treasurer</i>
<i>David Medanich</i>	<i>FirstSouthwest / Hilltop Securities</i>	<i>Governing Board Secretary</i>
<i>Jennifer Novak</i>	<i>J.P. Morgan Asset Management</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Nicole Conley</i>	<i>Austin ISD</i>	<i>Advisory Board</i>
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<i>James Mauldin</i>	<i>University of North Texas System</i>	<i>Advisory Board</i>

For more information contact TexSTAR Participant Services ★ 1-800-839-7827 ★ www.texstar.org



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

RESOLUTION NO. 17-042

**APPROVE SUPPLEMENTAL WORK AUTHORIZATION NO. 1 FOR CP&Y'S
CONTRACT FOR DESIGN AND CONSTRUCTION SUPPORT SERVICES FOR THE
MANOR EXPRESSWAY (290E) PHASE III PROJECT**

WHEREAS, the Mobility Authority supports the goal of improving mobility in the Central Texas region through development of three (3) additional 290 East / SH130 direct connectors in order to improve safety and operations; and

WHEREAS, by Resolution No. 16-049 dated July 27, 2016, the Board authorized the Executive Director to execute a contract and Work Authorization No. 1 with CP&Y Inc. for engineering design services for the Manor Expressway (290E) Phase III Project; and

WHEREAS, the Mobility Authority planned to issue a supplemental work authorization once sufficient design development occurred to identify additional project design elements and to provide for construction phase services; and

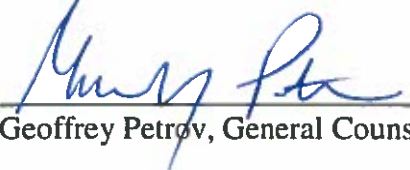
WHEREAS, the Executive Director and CP&Y have negotiated Supplemental Work Authorization No. 1 in an amount not to exceed \$900,000 for additional design efforts needed to complete the project design and for construction phase services; and

WHEREAS, the Executive Director recommends that the Board approve the proposed Supplemental Work Authorization No. 1 in the form or substantially the same form attached to this resolution as Exhibit A.

NOW THEREFORE, BE IT RESOLVED that the Board authorizes the Executive Director to execute Supplemental Work Authorization No. 1 with CP&Y Inc., in the form or substantially the same form as Exhibit A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July 2017.

Submitted and reviewed by:



Geoffrey Petrov, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

Exhibit A

Exhibit A

MANOR EXPRESSWAY (290E) PHASE III

SUPPLEMENTAL WORK AUTHORIZATION NO. 1 TO WORK AUTHORIZATION NO. 1 CONTRACT FOR ENGINEERING SERVICES

THIS SUPPLEMENTAL WORK AUTHORIZATION is made pursuant to the terms and conditions of Article 4 of the Contract for Engineering Services (the Contract) entered into by and between the Central Texas Regional Mobility Authority (the Mobility Authority) and CP&Y, Inc. (the Engineer) dated July 29, 2016.

The following terms and conditions of Work Authorization No. 1 are hereby amended as follows:

Supplemental Work Authorization No. 1 is not to exceed \$900,000 and will be authorized, as necessary, in individual Notice to Proceeds as indicated below.

NTP1

A Notice to Proceed 1 (NTP 1) on this Supplemental Work Authorization will be issued in writing to perform supplemental design services that were not included in Work Authorization No. 1. This work primarily includes design efforts and data collection/geotechnical explorations required for the addition of:

1. Collector-Distributor System at Parmer Lane
2. Sidewalk and associated crosswalks and signals on the north side of the US 290 westbound frontage road from Blue Goose Road to the east side of the northbound SH 130 frontage road
3. ITS/Toll Facility Design (not included in the original Work Authorization)

Additional scope shown in Attachment A will be added to the services to be provided by the engineer shown in the original work authorization.

Additional fees for the added services, not to exceed \$350,481, are shown in Attachment B.

NTP2

NTP 2 is intended for addition of Construction Phase Services to Work Authorization No. 1 as the construction phase of the project is implemented. This fee will be negotiated and authorized at that time. As a placeholder for these efforts, an estimated fee of \$281,847 was developed.

NTP3

NTP3 includes contingency funding for any unforeseen project efforts that will require design services from CP&Y and their project team. The amount identified for this contingency is \$267,672 and will be authorized as necessary for design or construction phase services.

This Supplemental Work Authorization shall become effective on the date of final execution of the parties hereto. All other terms and conditions of Work Authorization No. 1 not hereby amended are to remain in full force and effect.

IN WITNESS WHEREOF, this Supplemental Work Authorization is executed in duplicate counterparts and hereby accepted and acknowledged below.

THE ENGINEER

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

(Signature)

(Printed Name)

(Title)

(Date)

(Signature)
Mike Heilgenstein

Executive Director

(Date)

ATTACHMENT A
Services to be Provided by the Engineer
Manor Expressway (290E) Phase III

The Design Consultant Engineer (“Engineer”), shall provide additional design services related to the proposed improvements at Parmer Lane and SH 130. These improvements require extending the northern SH 130 project limits to allow for the design and construction of a collector distributor over Parmer Lane and existing ramp modifications. Additional design services are required for the design of pedestrian facilities along the WB 290E frontage road from Blue Goose Road to the SH 130 interchange per the project environmental commitments and for the design of toll facilities on the project.

1. DATA COLLECTION / PRELIMINARY DESIGN

1.4. Geotechnical Investigation

1.4.1. General Requirements

1.4.1.1. Perform geotechnical investigations and testing according to TxDOT’s Geotechnical Manual (latest edition) and TxDOT’s Test Methods, or ASTM Standards if no corresponding TxDOT Methods exist. Supplement existing boring logs performed by others with five (5) new borings for the design of bridge substructures and retaining walls at the Parmer Lane area. All proposed boring locations shall be identified by the Engineer and shown on a boring layout, reviewed and approved by the Mobility Authority prior to performing geotechnical investigations.

2. FINAL DESIGN

2.3. Geotechnical Investigation

2.3.1. The Engineer shall perform an analysis of the existing retaining walls at Parmer Lane using available as-built plans, geotechnical studies, and additional soil investigations in order to assist in making recommendations for wall modifications associated with the proposed CD construction. The Engineer shall develop design options for both modifying the existing retaining walls and/or replacing the existing walls with a new wall system. A preliminary costs analysis shall be developed to assist in making a final wall recommendation. The geotechnical Engineer shall update the geotechnical report with their findings and prepare the additional PS&E documents associated with the CD construction including the wall and bridge structure.

2.7. Final Roadway Design

2.7.2. Roadway Plans & Geometry

The Engineer shall:

- Develop final Proposed Typical Sections Sheets for the Parmer Lane CD improvements.
- Complete Roadway Plan and Profile sheets. Prepare roadway geometry of proposed CD and ramps. Prepare modifications to SH 130 ramp scheme

ATTACHMENT A
Services to be Provided by the Engineer
Manor Expressway (290E) Phase III

associated with State comments. Prepare miscellaneous exhibits for coordination of design with stakeholders

- Develop Ramp Gore Layout for the Parmer Lane CD. Prepare miscellaneous roadway details for Parmer Lane median modifications.
- The Engineer will complete the Open Roads 3D DGN and DTM to model the proposed project elements at Parmer Lane.
- Prepare Design Cross Sections at 50-foot stations along the CD improvements for the determination of cut and fill quantities and limits of construction.
- Incorporate pedestrian sidewalk into the roadway plans along the WB 290E frontage road from Blue Goose to the SH 130 interchange. The Engineer shall prepare miscellaneous roadway details required for the construction of the sidewalk.

2.8. Drainage Design

2.8.1. Hydraulic Report:

Refine the hydrologic and hydraulic studies performed in the preliminary phase to include the additional construction of the Parmer Lane CD.

2.8.2. Bridge and Culvert Plan Sheets

- The Engineer shall prepare the necessary Hydraulic Data Sheets, External Drainage Area Maps, and Culvert layouts to account for the construction of the Parmer Lane CD and effect on the existing culvert at this location. This effort will also include drainage design for new sidewalk on the WBFR bridge over SH 130.

2.8.3. Storm Drain Plan Sheets

The Engineer will address the required project storm drain systems associated with the Parmer Lane CD/ramp improvements and the new sidewalk along the WBFR, including the following:

- Storm Drain Computations
- Interior Drainage Area Maps
- Drainage Plan and Profile Sheets
- Channel Layouts

2.8.4. Storm Water Pollution Prevention Plan (SW3P)

- Erosion and Sediment Control Plans shall be developed to account for the construction of the Parmer Lane CD and the new sidewalk on the WBFR.

2.9. Structural Design

The Engineer shall prepare the additional design of the Parmer Lane CD structure and for the modification of the WB 290E frontage road structure over SH 130 to incorporate

ATTACHMENT A
Services to be Provided by the Engineer
Manor Expressway (290E) Phase III

sidewalk/pedestrian elements in conformance with the latest edition of the State's *LRFD Bridge Design Manual, Bridge Project Development Manual, Bridge Detailer's Manual,* and *AASHTO LRFD Bridge Design Specifications (HL 93 Loading)*. The Engineer will also modify the bridge plans and railroad agreement exhibits to add crash walls on both sides of both structures crossing over the Capital Metro rail facilities.

- 2.9.1.** The Engineer shall incorporate, into the final design of the bridge elements, aesthetic design features and details as determined in the preliminary engineering phase.
- 2.9.2.** Bridge Layouts: The Engineer shall finalize Bridge Layout plans, elevations and typical sections.
- 2.9.3.** The Engineer shall generate final design calculations and final detail drawings for the Project structures. Structural design calculations and final detail drawings will be in accordance with standard requirements of TxDOT. The Engineer's designer and checker shall both check calculations and sign the front page of each individual calculation package. The Engineer shall submit structural design calculations and quantity calculations for review at the Final submittal. The Engineer shall coordinate interim over the shoulder reviews at the request of the Mobility Authority and GEC.
- 2.9.4.** The Engineer shall develop a Boring Log Key map layout indicating locations of geotechnical boring.
- 2.9.5.** Boring Log Elevations: The Engineer will include boring logs for each geotechnical borings on separate sheets.
- 2.9.6.** Estimated Quantities and Bearing Seat Elevations: The Engineer shall provide bridge quantity summaries at 60%, Pre-Final and Final Plan submittals. The bridge elevations shall be limited to bearing seat elevations only.
- 2.9.7.** Abutment details and calculations shall be provided for custom abutments.
- 2.9.8.** Interior Bent details and calculations shall be provided for custom interior bent details (caps and columns).
- 2.9.9.** Footings: Details and calculations shall be provided for footing elements.
- 2.9.10.** Framing Plan: For steel girder design, this effort includes design of steel girders and field splices.
- 2.9.11.** Slab Plan: The slab plan includes the development of prestressed beam designs.
- 2.9.12.** Foundation Design: Details for foundation layouts and calculations shall be provided for foundation elements
- 2.9.13.** Drainage Details: The Engineer shall provide details for concealed drainage for bridge deck scuppers. Drainage slots in bridge rails shall not be used for the mainlane structures. These sheets will be developed with combined details for use on various structures.
- 2.9.14.** Aesthetic Design: The Engineer shall finalize detailed drawings for aesthetic features compatible with the project aesthetic theme.
- 2.9.15.** Miscellaneous Details: The details shall include Structural Details for aesthetics. These sheets will be developed with combined details for use on various structures.

ATTACHMENT A
Services to be Provided by the Engineer
Manor Expressway (290E) Phase III

2.9.16. Standard Details: The Engineer will use the latest TxDOT standard details for beams, diaphragms, railings, expansion joints, riprap, etc. wherever possible. Prepare any project-specific modified standards necessary for inclusion in the PS&E package. Sign, seal and date all project-specific modified standards.

2.9.17. Specifications: The Engineer will develop specifications as needed for bridge structures.

2.11. Signing, Markings and Signalization

The Engineer shall prepare additional signing/stripping design for the construction of the Parmer Lane CD and other requested sign modifications. The Engineer shall modify the existing WB 290E frontage road signals at SH 130 to account for the pedestrian movements associated with the construction of sidewalk along the frontage road. The Engineer shall provide the following:

- Large Sign Details: Engineer shall provide detail sheets for large guide signs. These sheets shall show dimensions, layout of text, directional arrows and shields, borders and colors.
- Overhead Sign Structures Elevations: Engineer shall provide five (5) overhead sign structure elevations.
- Pedestrian Signals: Engineer shall modify the existing signals to account for the construction of sidewalk along the WB 290E frontage Road at the SH 130 interchange. Engineer will coordinate with the City of Austin to receive approval of the traffic signal modifications.

2.14. Illumination

2.14.1. The Engineer shall design safety lighting at the Parmer Lane CD ramp merge locations, auxiliary lanes, and other locations as required. The Engineer shall provide lighting calculation exhibit(s) for the illumination design.

2.14.2. The illumination design documents will be prepared by the Engineer for the Project as a single set of illumination plans and incorporate them into the PS&E package. The Engineer shall coordinate and provide plans drawings, at a scale of 1" = 100', showing the locations of all components of the illumination system. The Engineer shall include all applicable standards, specifications, details and estimates for the system in the plan set.

3. TOLL FACILITIES INFRASTRUCTURE DESIGN

The Toll Facilities Infrastructure design documents will be prepared by the Engineer based on the details and directives provided by the Mobility Authority and incorporated into the PS&E package. It is assumed this task shall include one (1) toll gantry for the S-W direct connector. The Engineer shall coordinate and provide plan drawings for all tolling infrastructure and power. The Engineer shall provide the following:

3.1.1. Plan drawings showing the roadway geometry and layout in the vicinity of the toll

ATTACHMENT A
Services to be Provided by the Engineer
Manor Expressway (290E) Phase III

gantries

- 3.1.2.** Detailed drawings for tolling locations including all conduits for communication and power, junction boxes, gantry foundation, structure and lightning protection, control cabinet foundations, foundations for generators, fencing and lighting. Plan sheets will include toll gantry foundation requirements, column details and identification of overhead sign bridge (OSB) truss standards.
- 3.1.3.** Detailed drawings for the foundations and electrical utilities, required for control cabinets, emergency generator, and fuel tank. The details will integrate the required dimensions and capacities to accommodate the appropriate structure sizes provided by the Mobility Authority's System Integrator. Electrical design will include coordination with primary utility company and secondary power supply to the cabinet including meter and all wiring/cables to the nearest junction box. Coordination with the Toll Systems Integrator will be required (Systems Integrator will provide all electrical load requirements and rough in locations/details). The toll collection system design will be prepared by others.
- 3.1.4.** Although a toll gantry installation will not be included as part of the E-S DC, design will be done to not preclude future addition of a toll gantry. This would include providing a future mounting location and conduit installations on the bridge structure.

**Attachment B
FEE SCHEDULE
Manor Expressway (290E) Phase III Project**

	CP&Y, Inc.	HDR Engineering, Inc.	K. Friese & Associates, Inc.	P.E. Structural Consultants, Inc.	Corsair Consulting, LLC	Maldonado-Burkett ITS, LLP	Inland Geodetics, LLC	Surveying and Mapping, LLC	TOTAL
1.0 PRELIMINARY DESIGN									
1.1 - ENVIRONMENTAL DOCUMENT REVIEW/COORDINATION	\$ -								\$ -
1.2 - PUBLIC INVOLVEMENT COORDINATION	\$ -								\$ -
1.3 - DATA COLLECTION	\$ -								\$ -
1.4 - GEOTECHNICAL INVESTIGATION	\$ -								\$ -
1.4A - GEOTECHNICAL DRILLING / TESTS	\$ -				\$ 9,298				\$ 9,298
1.5 - SURVEYING	\$ -								\$ -
1.6 - SUBSURFACE UTILITY ENGINEERING AND UTILITY COORDINATION	\$ -								\$ -
1.6A - SUE LOCATION SERVICES	\$ -								\$ -
1.7 - PRELIMINARY DESIGN	\$ -								\$ -
1.8 - ROADWAY DESIGN	\$ -								\$ -
1.9 - DRAINAGE DESIGN	\$ -								\$ -
1.10 - STRUCTURAL DESIGN	\$ -								\$ -
1.11 - RETAINING WALL DESIGN	\$ -								\$ -
1.12 - SIGNING, MARKINGS AND SIGNALIZATION	\$ -								\$ -
1.13 - TRAFFIC CONTROL PLAN	\$ -								\$ -
1.14 - INTELLIGENT TRANSPORTATION SYSTEMS (ITS)	\$ -								\$ -
1.15 - ILLUMINATION	\$ -								\$ -
1.16 - TOLL FACILITIES INFRASTRUCTURE DESIGN	\$ -								\$ -
1.17 - TRAFFIC OPERATIONS MODELING	\$ -								\$ -
1.18 - MISCELLANEOUS	\$ -								\$ -
1.19 - COORDINATION, MEETINGS & INVOICING	\$ -								\$ -
1.0 PRELIMINARY DESIGN - SUB TOTAL	\$ -	\$ -	\$ -	\$ -	\$ 9,298	\$ -	\$ -	\$ -	\$ 9,298
2.0 FINAL DESIGN									
2.1 - PUBLIC INVOLVEMENT & STAKEHOLDER COORDINATION	\$ -								\$ -
2.2 - DATA COLLECTION	\$ -								\$ -
2.3 - GEOTECHNICAL INVESTIGATION	\$ -				\$ 43,865				\$ 43,865
2.4 - SURVEYING	\$ -								\$ -
2.5 - UTILITY COORDINATION AND DESIGN	\$ -								\$ -
2.6 - SPECIAL DESIGN PER MOBILITY AUTHORITY REQUEST	\$ -								\$ -
2.7 - FINAL ROADWAY DESIGN	\$ 71,695								\$ 71,695
2.8 - DRAINAGE DESIGN	\$ -		\$ 22,393						\$ 22,393
2.9 - STRUCTURAL DESIGN	\$ 12,096			\$ 52,151					\$ 64,247
2.10 - RETAINING WALL DESIGN	\$ -								\$ -
2.11 - SIGNING, MARKINGS AND SIGNALIZATION	\$ 23,523	\$ 10,623							\$ 34,146
2.12 - TRAFFIC CONTROL PLAN	\$ -								\$ -
2.13 - INTELLIGENT TRANSPORTATION SYSTEMS	\$ -								\$ -
2.14 - ILLUMINATION	\$ -					\$ 10,503			\$ 10,503
2.15 - TOLL FACILITY DESIGN	\$ -								\$ -
2.16 - MISCELLANEOUS	\$ -								\$ -
2.17 - COORDINATION, MEETINGS & INVOICING	\$ -								\$ -
2.0 FINAL DESIGN - SUB TOTAL	\$ 107,314	\$ 10,623	\$ 22,393	\$ 52,151	\$ 43,865	\$ 10,503	\$ -	\$ -	\$ 246,849
3.0 TOLL FACILITIES INFRASTRUCTURE DESIGN - SUB TOTAL	\$ 13,855			\$ 38,222		\$ 26,235			\$ 78,312
OTHER DIRECT EXPENSES	\$ -			\$ 934	\$ 15,088				\$ 16,022
SUB TOTAL - ENGINEERING DESIGN SERVICES	\$ 121,169	\$ 10,623	\$ 22,393	\$ 91,308	\$ 68,251	\$ 36,738	\$ -	\$ -	\$ 350,481
PERCENTAGE DBE %	34.6%	3.0%	6.4%	26.1%	19.5%	10.5%	0.0%	0.0%	100.0%
			6.4%	26.1%	19.5%	10.5%	0.0%	0.0%	62.4%

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

RESOLUTION NO. 17-043

**APPROVAL OF WORK AUTHORIZATION NO. 7 WITH PARSONS
BRINCKERHOFF, INC. FOR GENERAL ENGINEERING CONSULTANT SERVICES
RELATED TO THE MOPAC IMPROVEMENT PROJECT**

WHEREAS, by Resolution 16-034 dated June 15, 2016, the Board of Directors authorized the Executive Director to negotiate and execute on behalf of the Mobility Authority an agreement with Parsons Brinckerhoff, Inc. for general engineering consultant services; and

WHEREAS, on July 1, 2016 the Mobility Authority entered into an agreement with Parsons Brinckerhoff, Inc. for general consulting civil engineering services; and

WHEREAS, the Executive Director and Parsons Brinckerhoff, Inc. have negotiated proposed Work Authorization No. 7 for general engineering consultant services for the MoPac Improvement Project; and

WHEREAS, the Executive Director estimates the reasonable fees associated with the services to be provided under Work Authorization No. 7 to be in an amount not to exceed \$4,948,829.57; and

WHEREAS, the services to be provided under in Work Authorization No. 7 are anticipated to be substantially complete by August 31, 2018. However, Work Authorization No. 7 will not expire until all tasks associated with the Scope of Services are completed; and

WHEREAS, the Executive Director recommends that the Board approve proposed Work Authorization No. 7, a copy of which is attached to this resolution as Exhibit A.

NOW THEREFORE, BE IT RESOLVED, that the Board approves an amount not to exceed \$4,948,829.57 for the services described in Work Authorization No. 7; and

BE IT FURTHER RESOLVED, that the Board authorizes the Executive Director to finalize and execute proposed Work Authorization No. 7 with Parsons Brinckerhoff, Inc. in an amount not to exceed \$4,948,829.57 and in the form or substantially the same form as Exhibit A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July 2017.

Submitted and reviewed by:



Geoffrey Petrov, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

Exhibit A

APPENDIX D

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 7

This Work Authorization is made as of this 26 day of July, 2017, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of June 30, 2016 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and **Parsons Brinckerhoff, Inc.** ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

MoPac Improvement Project – Completion of Design/Build Oversight

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

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 August 31, 2018. 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 shall pay to the GEC the amount not to exceed \$4,948,829.57 based on a Cost Plus fee listed in Attachment B - Fee Estimate. Compensation shall be in accordance with the Agreement.

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

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 or a Supplement to this Work Authorization.

Section D. - Authority's Responsibilities

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

Section E. - Other Provisions

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

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

GEC:

Parsons Brinckerhoff, Inc.

By: _____

By: _____

Name: Mike Heiligenstein

Name: Mario Medina

Title: Executive Director

Title: Vice President

Date: _____

Date: _____

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Attachment A – Scope of Work

WORK AUTHORIZATION NO. 7

SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)

General

The services to be performed by the GEC will include, but not be limited to, project management services necessary to oversee the **remaining** construction of the MoPac Improvement Project (hereinafter referred to as the Project) through the use of a Design/Build Contract (hereinafter referred to as the D/B Contract). This will entail those professional services and associated deliverables required to complete the oversight activities associated with the management of the Design/Build Contractor(s) (hereinafter referred to as the D/B Contractor) for the remaining portion of work.

The GEC will assist with communications between the Mobility Authority and D/B Contractor, acting as an extension of Mobility Authority staff by providing technical and professional personnel to perform the duties and responsibilities assigned under the terms of this Agreement. The GEC shall not control or direct construction under the D/B Contract. Oversight reviews by the GEC will not relieve the D/B Contractor of sole responsibility for the means and methods of construction, or for health or safety precautions in connection with the work under the D/B Contract. The GEC will maintain core D/B Oversight staff at the D/B Contractor-provided Project I field office(s) to manage and administer the planning, execution, and construction; including invoicing and administrative support, for activities required to complete the overall oversight efforts. This staff will represent the Mobility Authority's interests as defined in the D/B Contract.

1. PROJECT MANAGEMENT (Code 13730)

The GEC will provide staff to manage, review and coordinate the Project. The GEC will develop and maintain a staffing plan for consistency and appropriate level of Project staffing. Activities included in this task:

1.1. Project Administration

- Review and report on the D/B Contractor's submittals of records and reports including:
 - Weekly payroll
 - Statement of wage compliance
 - Requests for payment of materials on hand and DBE compliance
 - Reports and records as required for the Project by TxDOT and/or FHWA and/or City of Austin and/or UPRR and/or Capital Metro
- Report Project progress and issues in a timely manner
- Review, monitor, and report on D/B Contractor's Project Schedule
- Update records of the cost involved in potential new change order work. These records will include labor and equipment times and materials installed (temporary

- or permanent).
- Assist in the surveillance of the D/B Contractor's compliance with contract requirements that are remaining on the project. The GEC will review, based on available information, the D/B Contract compliance and maintaining the appropriate files thereof. Typical areas of compliance responsibility include LGPP requirements, EEO Affirmative Action, DBE, OJT positions and number if hours, and payroll and subcontracts.
- Provide compliance oversight of third party agreements for remaining work including:
 - Dewatering permits
 - NPDES permits
 - Demolition permits
 - Noise permits
 - Corps of Engineer permits
 - Utility agreements
 - UPRR I Capital Metro agreements

1.2. Sub-Consultants

- Coordinate, contract and provide oversight for any required sub-consultants to the GEC.

1.3. Program Reporting

- Provide a monthly update to the Mobility Authority on key milestones accomplished during the preceding month, meetings and key activities for the upcoming month, and identify outstanding issues requiring resolution.
- Track, monitor, and report on contracts and budgets for the GEC and sub-consultants, and the D/B Contractor
- Track, monitor, and prepare reports on DBE utilization for the D/B Contractor's program and GEC team.

1.4. Project Schedule

The GEC will provide staff to coordinate the Project scheduling efforts. Specific activities include:

- Evaluate, monitor, and verify according to contractual requirements, the D/B Contractor's Project Schedule; Baseline and Updates, and Recovery Schedules.
- Report and verify the D/B Contractor's progress and upcoming milestones on a monthly basis to the Mobility Authority.
- Identify, catalog, and archive Baseline Schedule and schedule revisions and Updates, and Recovery Schedules. Evaluate time impacts and report recommendations to the Mobility Authority.

1.5. Change Order Processing & Management

- Provide review of new potential Change Orders on the Project and process in accordance with the D/B Contract and coordinate with external agencies as required.
- Review Change Order cost estimates prepared by the D/B Contractor, evaluate

D/B Contractor claims for extension of time, and provide comments and recommendations to the Mobility Authority.

- Update log and retain all documents associated with new potential Change Orders.

1.6. Project Meetings & Documentation

The GEC will facilitate the following internal GEC Project meetings to assess progress, schedule, and quality of services being provided as well as identify issues:

- Project Progress Meetings - Weekly
- Mobility Authority Construction Status Update Meetings - Monthly

The GEC will prepare agendas and meeting minutes.

In addition, the GEC will participate in the D/B Contractor's Project meetings, including but not limited to:

Construction Phase

- Utilities - Weekly
- Rail - Weekly
- Quality Assurance - Bi-weekly
- Maintenance of Traffic - Weekly
- Public Information - Weekly
- Environmental Compliance – Weekly

Oversight. Scheduling. And Coordination

- 4-Week Rolling Schedule Review - Weekly
- Comprehensive Schedule - Monthly
- Staffing Meeting - Monthly
- Steering Committee - Bi-weekly
- Executive Management - Quarterly

1.7. Tracking Database

Update the tracking database for correspondence, transmittals, requests for information, meeting minutes, action items, submittals, Inspector daily reports, project diary, project schedule, change orders, pay estimates, lien waivers, shop drawings, working drawings, erection drawings, catalog cut sheets, mix designs, non-conformance reports, payment certifications, Insurance and Bonds, material test data, schedules, audits, related technical data, and issues associated with the Project that occur after the start date of this GEC work authorization.

2. CONSTRUCTION OVERSIGHT (Code 13620)

The GEC will provide professional services associated with construction oversight including the construction engineering and inspection in accordance with the PDA, D/B Contract, and SI Contract for the remainder of construction. The GEC will provide qualified technical and

professional personnel to perform this task. In performance of this task, the GEC shall not direct, manage, or control the D/B Contractor's construction work activities. Construction Oversight by the GEC, including field inspections, testing, and oversight reviews, will not relieve the D/B Contractor of sole responsibility for the means and methods of the construction, or for health or safety precautions in connection with the work. The Engineer(s) of Record will remain responsible for design related services.

The GEC will establish and maintain the Project Field Office operation within the D/B Contractor-provided facility; including leasing and maintenance of project vehicles; and any additional expenses required by the Project and not provided by the D/B Contractor.

Construction oversight efforts will focus on coordination with the D/B Contractor's and Si's construction processes to provide monitoring and oversight of reasonable compliance obligations, sound engineering practices, and regulatory requirements. The GEC will utilize the previously developed Quality Assurance Plan (QAP) which will be incorporated by reference into the D/B Contractor's Construction Quality Management Plan (CQMP). The following activities are included:

2.1. Construction Oversight Inspections

- Perform and report construction inspections for remaining construction items.
- Review and report final documentation of schedule of values in support of D/B Contractor's draw requests.
- Develop diaries and logs for remaining construction items.
- Provide a digital photo and/or video log of the Project area for the remainder of construction, with heavy emphasis on areas with potential claim items/issues and on areas of real/potential public controversy.

2.2. Traffic Control

- Review, monitor, and recommend modification to the D/B Contractor's maintenance of traffic/traffic control operations according to applicable specifications and standards.
- Document and issue deficiency reports to the D/B Contractor on any non-compliance of traffic control devices or layouts.
- Coordinate with the D/B Contractor and the Mobility Authority regarding major traffic disruptions.
- Attend meetings pertaining to the traffic control and maintenance of traffic that are held by the D/B Contractor, designers or interested parties.

2.3. Requests for Information (RFI) and Non-Conformance Report Processing and Management

- Review and facilitate responses on Project RFIs for newly submitted RFIs.
- Prepare new Non-Compliance Reports (NCRs) for non-compliant work issued.
- Update log, and retain all documents associated with RFIs and NCRs.

2.4. Shop Drawing I Submittals Processing and Management

- Review new shop drawings, erection drawings, working drawings, samples, material and product certifications, and catalog cuts and brochure submittal for

general conformance with the design plans and specifications submitted by the D/B Contractor. Check that the Engineer(s) of Record have provided required approvals. The Engineer(s) of Record will be responsible for final approval.

- Update log and retain all new documents associated with shop drawings.
- Coordinate with the D/B Contractor on processing, submittal documentation, follow-up activities, and clarifications.

2.5. D/B Contractor Draw Requests

- Review completeness of the D/B Contractor's submittal in accordance with the requirements of the D/B Contract, including:
 - Cover Sheet
 - Monthly Progress Report
 - Certification by Construction Quality Control Manager
 - Report of personnel hours
 - Progressed schedule of values
 - DBE utilization report
 - Cash flow and payment curves
 - Updated Project schedule
 - Waiver of liens from previous draw requests
 - Material on hand invoices
 - Lane I shoulder I ramp I cross street rental and/or Liquidated Damages fee report
- Evaluate that the request accurately reflects monies due for acceptable work completed.
- Review and provide required certifications to the Mobility Authority for processing of the D/B Contractor's partial and final pay requests.

2.6. Utility and Rail Oversight

The GEC will provide coordination, support, and assistance for utility related activities. GEC support activities do not relieve the D/B Contractor of sole responsibility for performance of all utility-related activities. Specific activities include:

- Review new (if any) utility plans for compliance with the TxDOT Utility Accommodation Policy, compatibility with the Project features, betterment inclusion, and constructability.
- Provide oversight review of location, materials, and backfilling of trenches associated with utility adjustments; the GEC is not responsible for actual location of utilities.
- Participate in meetings as necessary to support effective management of the utility and rail coordination process.
- If necessary, provide support to D/B Contractor in scheduling periodic meetings with utility and rail owner's representatives for coordination purposes.
- Support D/B Contractor with negotiating the details of new utility agreements with the utility companies, as requested. Details will include any necessary betterment percentages, indirect costs, plans, estimates, and schedules for the utility companies' activities.
- Review of new utility adjustment agreements including plans, estimates, and

property interest.

-
- Monitor payments from the D/B Contractor to utility owners for utility adjustments and rail owners for flagging operations.
- Provide utility construction monitoring and verification, to the extent possible.

2.7. Survey Support

- Perform remaining survey verifications needed to complete verification.

2.8. Final Punch List, Final Inspection, Notice of Completion

The GEC will:

- Coordinate with the D/B Contractor, CTRMA and TxDOT in the generation of a final punch list.
- Monitor the resolution of outstanding construction items.
- Inspection of punch list completion.
- Verify there are no outstanding claims related to the D/B Contractor's work.
- Provide Notification of Completion to the Mobility Authority.

3. MATERIAL ACCEPTANCE TESTING (Code 13620)

The GEC will provide Quality Acceptance testing of remaining materials incorporated into the project, coordinate materials testing operations, and review Material Test Reports. Material Testing procedures will include:

3.1. Quality Acceptance

- Utilize the previously prepared Qualification Program for materials utilized by the project for the construction of the Project in accordance with the Quality Acceptance Program (QAP).
- Submit construction Quality Acceptance Material Certification letter monthly to the Mobility Authority.
- All material test results will be reviewed by the Construction Manager or Resident Engineer.

3.2. Verification

- Utilize the previously prepared testing plan in compliance with TxDOT's Guide Schedule of Sampling and Testing for the Project.
- Perform the testing of construction materials utilized on the Project.
- Prepare and manage new Non-Compliance Reports (NCRs) for failing tests as appropriate.
- Update the material testing database.
- Review mill and shop inspection and laboratory tests and field test of construction materials performed by the testing engineer and the off-site materials testing agency.

3.3. Independent Assurance Program

- Continue the Independent Assurance (IA) Program which evaluates all sampling and testing procedures, personnel, and equipment used as part of an acceptance decision.
- Update documentation of all qualified individuals who perform required tests for acceptance of materials, as needed.
- Verify that laboratories are qualified to perform testing.

4. ENVIRONMENTAL COMPLIANCE (Code 13620)

The GEC will provide staff to review and report on the D/B Contractor's environmental compliance efforts. Specific activities include:

- Oversight review and audits of the D/B Contractor's Comprehensive Environmental Protection Program (CEPP).
- Monitor the D/B Contractor's compliance with the SWPPP plans and permit requirements.
- Issue new Non-Compliance Reports (NCRs) for instances which fall below permit requirements.
- Update database to track and verify new environmental commitments documented in the Environmental Documents and for permit compliance.
- Monitor the D/B Contractor's activities to determine if environmental encounters are being promptly reported and managed in accordance with the CEPP, and applicable laws and regulations.

5. ADDITIONAL SERVICES

5.1. General

The services listed above are anticipated to cover the range of activities for the oversight of remainder of construction of the Project. However, change can occur at any time during the project term and may involve changed scope, schedule or staffing. Changes to the scope and/or schedule of the work, whether at the request of the Mobility Authority or resulting from changes to the project initiated by the D/B Contractor, may require additional services outside of this scope, or the provision of identified services for an additional period of time.

6. LIST OF ASSUMPTIONS

6.1. Project Scope

The services provided by the GEC as described in this Work Authorization are based upon the Project scope as defined in the D/B Contract scope of work and technical provisions. Given this D/B project is within a year and a half until completion, the GEC will be responsible only for those items, as outlined in the scope of services,

from the time of the notice to proceed until project completion.

6.2. Project Schedule

The services provided by the GEC as described in this Work Authorization are based upon the remaining project schedule. Any change to the project schedule dates as noted below may require a supplement to this Work Authorization.

ATTACHMENT B - FEE ESTIMATE

CTRMA: North Mo Pac Improvement Project GEC Transition
 Consultant: WSP USA Inc.
 Construction Level Of Effort Estimate: August 2017 thru December 2018

	2017					2018											Reg. Hours (165/mo)	OT Hours (15%)	Total Hours	Rate	OH	Profit	Multiplier	Burdened Hourly Rate	Total Labor																			
	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov										Dec																		
TOTAL LABOR TASK 1																				\$	-																							
TASK 1 -Construction Phase Services																																												
Construction Engineering & Inspection																																												
OFFICE																																												
Senior CM Adviser	0.20	0.20	0.2	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1						248		248	\$ 120.00	1.53	0.1	2.78	\$ 333.96	\$ 82,655.10																		
Sr. Construction Manager	0.50	0.50	0.50	0.50	0.50	0.50	0.33	0.33	0.25	0.25	0.25	0.25						769		769	\$ 100.00	1.53	0.1	2.78	\$ 278.30	\$ 213,984.87																		
Project Manager	0.75	0.75	0.75	0.75	0.75	0.75	0.75	0.75	0.50	0.50	0.50	0.50						1320		1,320	\$ 75.00	1.70	0.1	2.97	\$ 222.75	\$ 294,030.00																		
Office Engineer	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50						990		990	\$ 42.00	1.70	0.1	2.97	\$ 124.74	\$ 123,492.60																		
Administrative Assistant	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25						495		495	\$ 22.00	1.70	0.1	2.97	\$ 65.34	\$ 32,343.30																		
FIELD																																												
Construction Mgr.	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00						1980		1,980	\$ 200.00	1.00	1	1.00	\$ 200.00	\$ 396,000.00																		
Field Engineer	1.00	1.00	0.75	0.75	0.75	0.75	0.75	0.75	0.75	0.75	0.75	0.75						1568		1,568	\$ 60.00	1.20	0.1	2.42	\$ 145.20	\$ 227,601.00																		
Auditor	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25						495		495	\$ 44.50	1.20	0.1	2.42	\$ 107.69	\$ 53,306.55																		
Chief Inspector	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50	0.50						990	149	1,139	\$ 46.50	1.20	0.1	2.42	\$ 112.53	\$ 128,115.41																		
Sr. Inspector	1.00	1.00	1.00	1.00	1.00	1.00												990	149	1,139	\$ 40.00	1.11	0.1	2.32	\$ 92.84	\$ 105,698.34																		
Sr. Inspector/Office Eng.	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00						1980	297	2,277	\$ 43.00	1.11	0.1	2.32	\$ 99.80	\$ 227,251.43																		
Inspector	1.00	1.00	1.00	1.00	1.00	1.00												1155	173	1,328	\$ 33.00	1.11	0.1	2.32	\$ 76.59	\$ 101,734.65																		
Inspector	1.00	1.00	1.00	1.00	1.00	1.00												990	149	1,139	\$ 27.00	1.50	0.1	2.75	\$ 74.25	\$ 84,533.63																		
Inspector	1.00	1.00	1.00	1.00	1.00	1.00	1.00											1155	173	1,328	\$ 69.00	1.00	1	1.00	\$ 69.00	\$ 91,649.25																		
TOTAL LABOR TASK 2																				\$	2,162,396.12																							
Task 2-Material Testing, Surveying, Inspection																																												
REL (Material Testing																													\$400,000															
Toll Operations (HNTB)																														\$310,000														
Rifeline (Public Information)																														\$75,000														
Survey Verification																														\$150,000														
TOTAL LABOR TASK 3																				\$	\$935,000																							
TASK 3 -Project Closeout																																												
Construction Engineering & Inspection																																												
OFFICE																																												
Senior CM Adviser																		83		83	\$ 120.00	1.53	0.1	2.78	\$ 333.96	\$ 27,551.70																		
Sr. Construction Manager																		248		248	\$ 75.00	1.53	0.1	2.78	\$ 208.73	\$ 51,659.44																		
Project Manager																		619		619	\$ 75.00	1.70	0.1	2.97	\$ 222.75	\$ 137,826.56																		
Office Engineer																		330		330	\$ 42.00	1.70	0.1	2.97	\$ 124.74	\$ 41,164.20																		
Administrative Assistant																		124		124	\$ 22.00	1.70	0.1	2.97	\$ 65.34	\$ 8,085.83																		
FIELD																																												
Construction Mgr.																		825		825	\$ 200.00	1.00	1	1.00	\$ 200.00	\$ 165,000.00																		
Field Engineer																		248		248	\$ 60.00	1.20	0.1	2.42	\$ 145.20	\$ 35,937.00																		
Auditor																		165		165	\$ 44.50	1.20	0.1	2.42	\$ 107.69	\$ 17,768.85																		
TOTAL LABOR TASK 4																				\$	484,993.58																							
TASK 4 - GEC Support (Breakout Project, Fence Extensions, General Support)																																												
OFFICE																																												
Program Manager	0.25	0.25	0.25	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	0.10	355		355	\$ 85.00	1.53	0.1	2.78	\$ 236.56	\$ 83,917.89																		
Senior Engineer	1.00	1.00	1.00	1.00														660		660	\$ 65.00	1.53	0.1	2.78	\$ 180.90	\$ 119,390.70																		
Engineer	1.50	1.50	1.00	1.00	0.50	0.50	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	1444		1,444	\$ 55.00	1.70	0.1	2.97	\$ 163.35	\$ 235,836.56																		
CADD	1.00	1.00	0.50	0.50														495		495	\$ 40.00	1.50	0.1	2.75	\$ 110.00	\$ 54,450.00																		
Administrative Assistant	1.00	1.00	1.00	1.00	1.00	1.00	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.10	0.10	1370		1,370	\$ 32.00	1.50	0.1	2.97	\$ 95.04	\$ 130,157.28																		
Scheduler	0.50	0.50	0.50	0.50	0.50	0.50	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	0.25	949		949	\$ 183.00	1.00	1	1.00	\$ 183.00	\$ 173,621.25																		
K Friese and Associates																														\$	35,000.00													
TOTAL LABOR TASK 4																				\$	832,373.68																							
TASK 5 - Dispute Support Resources																																												
Dispute Analysis & Resolution																																												
OFFICE																																												
Jr. Claims Analyst	0.50	1.00	1.00	0.50	0.50	0.33	0.33	0.20										719		719	\$ 58.00	1.70	0.1	2.97	\$ 172.26	\$ 123,923.84																		
Sr. Construction Engineer	0.50	1.00	1.00	0.50	0.20	0.20	0.20	0.20										627		627	\$ 65.00	1.70	0.1	2.97	\$ 193.05	\$ 121,042.35																		
FTE (Full Time Equivalent)																																												
	16	17	16	15	12	12	9	7	6	6	6	6	6	5	5	4	3	3																										
TOTAL LABOR TASK 5																				\$	244,966.19																							
TOTAL LABOR																				\$	4,659,729.57																							

Field Direct Expense	
Field Man Hours	13,629
Man Hours / Month	165
Field Man Months	82.6
TOTAL DIRECT EXPENSE @ \$3,500/ MO	\$ 289,100.00
TOTAL CONSTRUCTION PHASE FEE ESTIMATE	\$ 4,948,829.57

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

RESOLUTION NO. 17-044

**AUTHORIZE THE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE
AN ASSIGNMENT OF PARSONS BRINCKERHOFF, INC. WORK AUTHORIZATION
NO. 1, GENERAL ENGINEERING CONSULTANT SERVICES RELATED TO THE
MOPAC SOUTH PROJECT, TO ATKINS NORTH AMERICA, INC.**

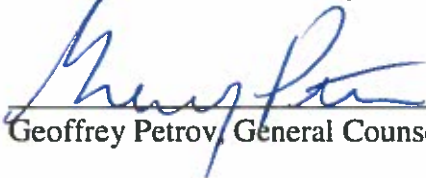
WHEREAS, by Resolution No. 17-062 dated September 7, 2016, the Board authorized the Executive Director to execute Work Authorization No. 1 with Parsons Brinckerhoff, Inc. for general engineering consultant services for the MoPac South Project; and

WHEREAS, the Mobility Authority now requests to reassign Work Authorization No. 1 with Parsons Brinckerhoff, Inc. to Atkins North America, Inc.

NOW THEREFORE, BE IT RESOLVED that the Board authorizes the Executive Director to negotiate and execute an assignment of Parsons Brinckerhoff, Inc. Work Authorization No. 1 for general engineering consultant services related to the MoPac South Project to Atkins North America, Inc.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July 2017.

Submitted and reviewed by:



Geoffrey Petrov, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 17-045

**AUTHORIZE PROCUREMENT OF GENERAL
ENGINEERING CONSULTING SERVICES**

WHEREAS, by Resolution No. 09-53 dated August 26, 2009, the Board authorized the Executive Director to negotiate and execute an agreement with Atkins North America (formerly PBS&J) for general consulting engineering services; and


WHEREAS, the agreement with Atkins expires on December 31, 2017; and

WHEREAS, the Executive Director recommends that a procurement to enter into a contract with a consultant to provide general engineering services be completed prior to the expiration of the agreement with Atkins to insure that general engineering consulting services are available to the Mobility Authority without interruption.

NOW THEREFORE, BE IT RESOLVED, that the Board authorizes the Executive Director to conduct a procurement for a consultant to provide general engineering services to the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July 2017.

Submitted and reviewed by:



Geoffrey Petrov, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors