

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

RESOLUTION NO. 13-071

ACCEPT THE FINANCIAL STATEMENTS FOR SEPTEMBER 2013.

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

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

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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of September 2013, and has caused Financial Statements to be prepared and attached to this resolution as Attachments A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Statements for September 2013, attached as Attachments A.

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

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-071
Date Passed: 10/30/2013

Attachment A

Financial Statements for September 2013

	Balance Sheet		
As of	September 30, 2013	September 30, 2012	

Assets

Current Assets

Cash in Regions Operating Account	290,311	294,493	
Cash In TexSTAR	59,788	24,482	
Regions Payroll Account	19,163	6,215	
Restricted cash/cash equivalents			
Fidelity Government MMA	150,267,494	38,857,534	
Restricted Cash-TexStar	25,358,003	53,275,250	
Overpayment accounts	38,266	33,534	
Total Cash and Cash Equivalents	176,033,026	92,491,508	
Accounts Receivable	18,224	121,256	
Due From TTA	273,928	580,695	
Due From NTTA	134,723	49,200	
Due From HCTRA	131,666	79,197	
Due From TxDOT	590,250	152,509	
Due From Federal Government	0	463,466	
Interest Receivable	90,709	250,936	
Total Receivables	1,239,500	1,696,545	
Short Term Investments			
Treasuries	0	4,549,017	
Short Term Investments	69,632,827	171,358,877	
Other Current Assets			
Prepaid Insurance	6,980	681	
Total Current Assets	246,912,332	265,547,610	

Construction Work In Process

	315,558,147	264,009,863	
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Fixed Assets

Computers(net)	102,284	28,648	
Computer Software(net)	438,212	67,932	
Furniture and Fixtures(net)	0	11,508	
Equipment(net)	15,885	34,746	
Autos and Trucks(net)	12,647	19,545	
Buildings and Toll Facilities(net)	5,965,612	6,124,512	
Highways and Bridges(net)	324,986,730	278,662,166	
Communication Equipment(net)	719,089	903,737	
Toll Equipment(net)	11,915,696	9,524,280	
Signs(net)	8,768,335	6,043,179	
Land Improvements(net)	7,201,660	3,375,922	
Right of Way	46,642,851	24,800,630	
Leasehold Improvements	164,813	54,863	
Total Fixed Assets	406,933,814	329,651,668	

Long Term Investments

Other Assets

Security Deposits	0	8,644	
Intangible Assets	15,032,417	650	
2005 Bond Insurance Costs	5,337,706		

Total Assets

	989,774,417	892,299,040	
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Liabilities

Current Liabilities

Accounts Payable	183,060	770,394
Overpayments	39,607	34,502
Interest Payable	11,707,307	10,818,620
TCDRS Payable	36,476	33,306
Due to other Entities	631,550.42	0
Other	0	143,134
Total Current Liabilities	12,298,000	11,799,956

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	189,089
Senior Lien Revenue Bonds 2005	0	172,628,655
Senior Lien Revenue Bonds 2010	105,511,641	102,231,515
Senior Lien Revenue Bonds 2011	307,436,417	306,738,658
Senior Refunding Bonds 2013	185,810,000	0
Sn Lien Rev Bnd Prem/Disc 2010	122,447	159,735
Sn Lien Rev Bnd Prem/Disc 2011	(3,683,278)	(3,842,653)
Sn Lien Rev Bnd Prem/Disc 2013	18,958,088	0
Subordinated Lien Bond 2010	0	45,000,000
Subordinated Lien Bond 2011	70,000,000	70,000,000
Subordinated Refunding Bonds 2013	103,960,000	
Sub Lien Bond 2011 Prem/Disc	(1,960,508)	(2,050,324)
Sub Lien Bond 2013 Prem/Disc	4,163,685	
TIFIA note 2008	0	77,656,077
2011 Regions Draw Down Note	2,380,581	700,000
2013 American Bank Loan	5,300,000	
Total Long Term Liabilities	798,188,161	774,012,291
Total Liabilities	810,486,162	785,812,247

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	151,281,301	86,019,147
Current Year Operations	9,672,109	2,132,800
Total Net Assets	160,953,410	88,151,947
Total Liabilities and Net Assets	989,774,417	892,299,040

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 9/30/2013	Percent of Budget	Actual Prior Year to Date 9/30/2012
Revenue				
Operating Revenue				
Toll Revenue-TxTag-Manor	1,188,228	514,286	43.28%	-
Toll Revenue-TxTag-183A	29,507,860	5,693,569	19.30%	5,074,897
Toll Revenue-HCTRA-183A	884,163	326,851	36.97%	243,759
Toll Revenue-HCTRA Manor	173,689	68,634	39.52%	-
Toll Revenue-NTTA-183A	580,498	208,163	35.86%	152,359
Toll Revenue-NTTA-Manor	77,633	21,334	27.48%	-
Video Tolls 183A	4,243,980	1,321,005	31.13%	1,145,233
Video Tolls Manor Expressway	452,664	191,706	42.35%	-
Fee revenue 183A	1,661,750	468,640	28.20%	452,190
Fee revenue Manor Expressway	179,820	118,771	66.05%	-
Total Operating Revenue	38,950,285	8,932,959	22.93%	7,068,438
Other Revenue				
Interest Income	180,000	46,608	25.89%	60,966
Grant Revenue	1,236,000	7,944,478	642.76%	3,804,529
Reimbursed Expenditures	-	-	0.00%	34,774
Misc Revenue	92,500	11,408	12.33%	44,585
Unrealized Loss	-	-	0.00%	42,708
Total Other Revenue	1,508,500	8,002,494	530.49%	3,987,562
Total Revenue	\$ 40,458,785	\$ 16,935,453	41.86%	\$ 11,056,000
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,185,005	463,566	21.22%	420,258
Part Time Salary Expense	12,000	-	0.00%	-
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	-	0.00%	1,202
TCDRS	317,550	65,175	20.52%	59,080
FICA	102,241	19,145	18.72%	17,483
FICA MED	31,900	6,703	21.01%	6,054
Health Insurance Expense	193,060	49,546	25.66%	45,331

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 9/30/2013	Percent of Budget	Actual Prior Year to Date 9/30/2012
Life Insurance Expense	5,874	426	7.26%	3,491
Auto Allowance Expense	10,200	-	0.00%	-
Other Benefits	190,261	23,008	12.09%	21,251
Unemployment Taxes	12,960	16	0.12%	-
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,119,051	627,585	20.12%	574,150
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	3,148	26.23%	2,160
Auditing	65,000	44,335	68.21%	35,300
General Engineering Consultant	460,000	800	0.17%	90,933
GEC-Trust Indenture Support	75,000	564	0.75%	-
GEC-Financial Planning Support	50,000	7,330	14.66%	-
GEC-Toll Ops Support	5,000	-	0.00%	-
GEC-Roadway Ops Support	325,000	21,751	6.69%	-
GEC-Technology Support	50,000	25,156	50.31%	-
GEC-Public Information Support	10,000	38	0.38%	-
GEC-General Support	275,000	16,136	5.87%	-
General System Consultant	175,000	20,413	11.66%	-
Image Processing - 183A	1,140,000	257,637	22.60%	204,019
Image Processing - Manor	120,000	64,909	54.09%	-
Facility maintenance	-	1,929		1,663
HERO	1,629,000	225,443	13.84%	146,433
Special Projects	-	1,594		-
Human Resources	50,000	2,763	5.53%	143
Legal	250,000	2,319	0.93%	15,248
Photography	10,000	-	0.00%	-
Traffic and Revenue Consultant	5,000	7,386	147.72%	-
Communications and Marketing	-	-	0.00%	9,331
Total Professional Services	4,706,000	703,650	14.95%	505,230
<u>Other Contractual Services</u>				
IT Services	63,000	5,828	9.25%	5,079
Graphic Design Services	40,000	-	0.00%	-
Website Maintenance	35,000	-	0.00%	1,147
Research Services	50,000	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 9/30/2013	Percent of Budget	Actual Prior Year to Date 9/30/2012
Copy Machine	10,000	1,765	17.65%	724
Software Licenses	17,200	7,387	42.95%	6,653
ETC Maintenance Contract	1,291,625	98,412	7.62%	68,798
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	-
Communications and Marketing	140,000	100	0.07%	-
Advertising Expense	60,000	1,394	2.32%	14,010
Direct Mail	5,000	-	0.00%	-
Video Production	20,000	-	0.00%	-
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	19,300	7.72%	38,254
Special assignments	5,000	-	0.00%	-
Emergency Maintenance	10,000	-	0.00%	-
Generator Maintenance	20,000	-	0.00%	-
Generator Fuel	9,000	596	6.62%	-
Fire and Burglar Alarm	3,660	-	0.00%	114
Elevator Maintenance	2,640	-	0.00%	-
Refuse	780	-	0.00%	-
Pest Control	1,536	-	0.00%	-
Custodial	4,440	-	0.00%	-
Roadway Maintenance Contract	750,000	(62,424)	0.00%	36,671
Landscape Maintenance	250,000	35,803	14.32%	36,300
Signal & Illumination Maint	-	-	0.00%	14,164
Mowing and litter control	-	-	0.00%	8,840
Graffiti removal	-	-	0.00%	225
Cell Phones	10,000	2,659	26.59%	1,397
Local Telephone Service	25,000	3,903	15.61%	3,546
Internet	6,000	-	0.00%	-
Fiber Optic System	30,000	16,317	54.39%	6,848
Other Communication Expenses	1,000	98	9.78%	50
Subscriptions	1,850	(250)	0.00%	-
Memberships	34,600	1,388	4.01%	1,393
Continuing Education	7,300	596	8.16%	265
Professional Development	14,000	276	1.97%	-
Seminars and Conferences	32,000	11,265	35.20%	8,835
Staff-Travel	89,000	25,341	28.47%	28,073

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 9/30/2013	Percent of Budget	Actual Prior Year to Date 9/30/2012
Other Contractual Svcs	200	-	0.00%	-
Tag Collection Fees	2,013,000	307,358	15.27%	232,716
Court Enforcement Costs	15,000	-	0.00%	-
Contractual Contingencies	130,500	-	0.00%	-
Total Other Contractual Services	5,615,831	477,111	8.50%	514,102
Total Contractual Services	10,321,831	1,180,761	11.44%	1,019,331
Materials and Supplies				
Books & Publications	6,500	377	5.80%	3,225
Office Supplies	10,000	3,114	31.14%	642
Computer Supplies	12,500	2,877	23.02%	3,570
Copy Supplies	2,200	-	0.00%	332
Annual Report printing	7,000	-	0.00%	-
Other Reports-Printing	10,000	-	0.00%	-
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	2,500	484	19.38%	-
Maintenance Supplies-Roadway	9,175	-	0.00%	-
Promotional Items	10,000	23	0.23%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-
Tools & Equipment Expense	1,000	-	0.00%	-
Misc Materials & Supplies	3,000	1,122	37.39%	-
Total Materials and Supplies	113,875	7,997	7.02%	7,769
Operating Expenses				
Gasoline	5,500	812	14.76%	1,270
Mileage Reimbursement	6,750	1,029	15.25%	888
Toll Tag Expense	2,700	42	1.56%	844
Parking	3,175	700	22.04%	7,212
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	17,300	1,642	9.49%	2,278
Public Notices	2,000	-	0.00%	-
Postage Expense	5,650	82	1.46%	78

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 9/30/2013	Percent of Budget	Actual Prior Year to Date 9/30/2012
Overnight Delivery Services	1,700	49	2.88%	43
Local Delivery Services	1,150	-	0.00%	12
Insurance Expense	90,000	19,054	21.17%	15,704
Repair & Maintenance-General	500	-	0.00%	403
Repair & Maintenance-Vehicles	500	104	20.88%	(841)
Repair & Maintenance Toll Equip	5,000	170	3.40%	400
Rent Expense	400,000	56,916	14.23%	53,964
Water	7,500	1,128	15.04%	1,573
Electricity	180,000	23,705	13.17%	15,730
Other Licenses	700	235	33.57%	163
Community Initiative Grants	65,000	10,000	15.38%	10,000
<u>Non Cash Operating Expenses</u>				
Amortization Expense	25,000	23,064	92.26%	101,985
Amort Expense - Refund Savings	-	256,965		-
Dep Exp- Furniture & Fixtures	14,000	-	0.00%	401
Dep Expense - Equipment	17,000	5,249	30.87%	4,222
Dep Expense - Autos & Trucks	7,000	1,725	24.64%	1,725
Dep Expense-Buildng & Toll Fac	100,000	44,279	44.28%	44,140
Dep Expense-Highways & Bridges	9,000,000	2,251,556	25.02%	1,241,802
Dep Expense-Communic Equip	175,000	49,029	28.02%	47,705
Dep Expense-Toll Equipment	986,000	386,619	39.21%	115,445
Dep Expense - Signs	175,000	60,692	34.68%	33,317
Dep Expense-Land Improvemts	160,000	112,209	70.13%	16,451
Depreciation Expense-Computers	11,000	5,497	49.98%	3,001
Total Operating Expenses	11,470,375	3,312,552	28.88%	1,719,916
<u>Financing Expenses</u>				
Arbitrage Rebate Calculation	6,000	6,630	110.50%	-
Loan Fee Expense	5,000	-	0.00%	-
Rating Agency Expense	50,000	-	0.00%	11,000
Trustee Fees	8,000	2,688	33.59%	-
Bank Fee Expense	8,000	1,429	17.86%	1,544
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	20,796,755	4,508,686	21.68%	5,480,646
Contingency	15,000	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 9/30/2013	Percent of Budget	Actual Prior Year to Date 9/30/2012
Non Cash Financing Expenses				
Bond issuance expense	400,000	17,975	4.49%	108,843
Total Financing Expenses	<u>21,292,755</u>	<u>4,537,408</u>	<u>21.31%</u>	<u>5,602,033</u>
Other Gains or Losses				
Total Other Gains or Losses	<u>-</u>	<u>-</u>	<u>0.00%</u>	<u>-</u>
Total Expenses	<u>\$ 46,317,887</u>	<u>\$ 9,666,302</u>	<u>20.87%</u>	<u>\$ 8,923,199</u>
Net Income	<u>\$ (5,859,102)</u>	<u>\$ 7,269,150</u>		<u>\$ 2,132,800</u>

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2014
as of September 30, 2013

Cash flows from operating activities:

Receipts from Department of Transportation	\$ 32,703,214
Receipts from toll fees	10,523,520
Receipts from other fees	-
Receipts from interest income	225,609
Receipts from other sources	380,518
Payments to vendors	(2,232,863)
Payments to employees and benefits	(687,378)
Net cash flows used in operating activities	<u>40,912,622</u>

Cash flows from capital and related financing activities:

Payments on interest	(14,771,872)
Payment on Bonds/Notes	(393,988)
Acquisitions of property and equipment	(181,751)
Acquisitions of construction in progress	(27,314,907)
Proceeds from Loans and Notes	800,000
Net cash flows used in capital and related financing activities	<u>(41,862,517)</u>

Cash flows from investing activities:

Purchase of investments	-
Proceeds from sale or maturity of investments	26,934,481
Net cash flows provided by investing activities	<u>26,934,481</u>

Net increase in cash and cash equivalents	25,984,586
Cash and cash equivalents at beginning of July 2013	150,048,440
Cash and cash equivalents at end of September 2013	<u>\$ 176,033,026</u>

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

Change in net assets	\$ 7,269,150
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	3,196,884
Nonoperating interest	4,496,079
Bond Issuance Expense	-
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	26,506,031
(Increase)/Decrease in prepaid expenses and other assets	50,162
(Increase)/Decrease in interest receivable	172,740
Increase/(Decrease) in deferred revenue (audit adjustments)	-
Increase/(Decrease) in other payable	103,410
Increase/(Decrease) in accounts payable	(881,833)
Total adjustments	<u>33,643,472</u>
Net cash flows provided by operating activities	<u>\$ 40,912,622</u>

INVESTMENTS by FUND

		Balance September 30, 2013		
Renewal & Replacement Fund				
TexSTAR	661,250.44		TexSTAR	25,417,791.18
Regions Sweep	0.66		CD's	8,000,000.00
Agencies		661,251.10	Regions Sweep	150,267,494.33
			Agencies	61,631,230.04
TxDOT Grant Fund				
TexSTAR	3,181,858.85			
Regions Sweep	245,924.57			
CD's	3,000,000.00			
Agencies	3,035,825.34	9,463,608.76		
				\$ 245,316,515.55
Senior Debt Service Reserve Fund				
TexSTAR	13,595,533.54			
Regions Sweep	9,364,598.28			
Agencies	25,184,029.37	48,144,161.19		
2010 Senior Lien DSF				
Regions Sweep	860,851.71			
TexSTAR	0.00	860,851.71		
2011 Debt Service Acct				
Regions Sweep	0.33	0.33		
2013 Sr Debt Service Acct				
Regions Sweep	2,712,007.55	2,712,007.55		
2013 Sub Debt Service Account				
Regions Sweep	1,420,606.75	1,420,606.75		
2011 Sub Debt DSRF				
Regions Sweep	2,023,494.66			
CD's	5,000,000.00	7,023,494.66		
Operating Fund				
TexSTAR	59,788.00			
TexSTAR-Trustee	2,952,267.16			
Regions Sweep	0.00	3,012,055.16		
Revenue Fund				
TexSTAR	1.00			
Regions Sweep	1,769,309.45	1,769,310.45		
General Fund				
TexSTAR	53.78			
Regions Sweep	14,655,861.74	14,655,915.52		
2011 Sr Capitalized Interest Fund				
Regions Sweep	37,771.41			
Agencies	8,945,867.43	8,983,638.84		
2011 Sub Capitalized Interest Fund				
Regions Sweep	585.04			
Agencies	2,361,512.90	2,362,097.94		
2013 Sub Debt Service Reserve Fund				
Regions Sweep	8,418,778.02	8,418,778.02		
MoPac Construction Fund				
Regions Sweep	38,613,203.09	38,613,203.09		
2010-1 Sub Lien Projects Fund				
TexSTAR	797,349.88			
Regions Sweep	0.00	797,349.88		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Regions Sweep	142,557.01	142,558.20		
2011 Sub Debt Project fund				
TexSTAR	4,169,567.68			
Agencies				
Regions Sweep	43,958,263.02	48,127,830.70		
2011 Sr Financial Assistance Fund				
Regions Sweep	0.00	0.00		
2011 Senior Lien Project Fund				
TexSTAR	119.66			
Regions Sweep	26,043,681.04			
Agencies	22,103,995.00	48,147,795.70		
		<u>48,147,795.70</u>		
		<u>\$ 245,316,515.55</u>		

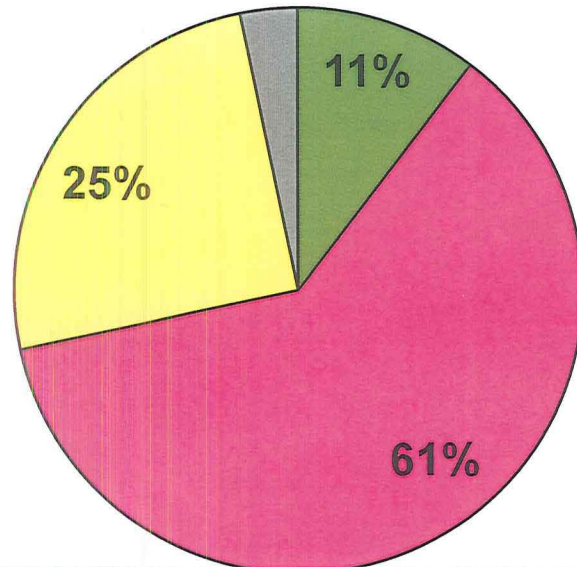
CTRMA INVESTMENT REPORT

	Month Ending 9/30/13					Rate Sep 13	
	Balance 9/1/2013	Additions	Discount Amortization	Accrued Interest	Withdrawals		Balance 9/30/2013
Amount in Trustee TexStar							
2011 Sub Lien Construction Fund	4,169,434.03			133.65		4,169,567.68	0.038%
2011 Senior Lien Construction Fund	119.66					119.66	0.038%
2010 Senior Lien Construction Fund	1.19					1.19	0.038%
2010-1 Sub Lien Projects General Fund	797,324.33 53.78			25.55		797,349.88 53.78	0.038%
Trustee Operating Fund	2,252,181.69	1,100,000.00		85.47	400,000.00	2,952,267.16	0.038%
Renewal and Replacement	661,229.24			21.20		661,250.44	0.038%
TxDOT Grant Fund	3,181,756.84			102.01		3,181,858.85	0.038%
Revenue Fund	1.00					1.00	0.038%
Senior Lien Debt Service Reserve Fund	8,033,078.40	5,562,098.91		356.23		13,595,533.54	0.038%
2010 Senior Lien Debt Service Reserve Fund	5,562,019.34			79.57	5,562,098.91	0.00	0.038%
	24,657,199.50	6,662,098.91		803.68	5,962,098.91	25,358,003.18	
Amount in TexStar Operating Fund	59,786.09	400,000.00		1.91	400,000.00	59,788.00	0.038%
Regions Sweep Money Market Fund							
Operating Fund	0.00	1,100,000.00			1,100,000.00	0.00	0.150%
2010 Senior Lien Project Acct	147,244.58			19.13	4,706.70	142,557.01	0.150%
2011 Sub Lien Project Acct	43,952,663.57			5,599.45		43,958,263.02	0.150%
2011 Senior Lien Project Acct	14,215,471.37	19,000,004.60		280,799.11	7,452,594.04	26,043,681.04	0.150%
2011 Sr Financial Assistance Fund	31.73				31.73	0.00	0.150%
2010 Senior DSF	573,870.11	286,925.00		56.60		860,851.71	0.150%
2011 Senior Lien Debt Service Acct	0.33					0.33	0.150%
2013 Senior Lien Debt Service Acct	1,807,916.73	903,912.50		178.32		2,712,007.55	0.150%
2013 Subordinate Debt Service Acct	947,079.99	473,433.33		93.43		1,420,606.75	0.150%
2011 Sr Cap I Fund	37,766.80			4.81		37,771.41	0.150%
2011 Sub Debt CAP I	584.97			0.07		585.04	0.150%
TxDOT Grant Fund	245,894.11			30.46		245,924.57	0.150%
Renewal and Replacement	0.66					0.66	0.150%
Revenue Fund	1,714,389.58	3,315,289.42		225.88	3,260,595.43	1,769,309.45	0.150%
General Fund	14,760,486.88	401,788.01		1,828.37	508,241.52	14,655,861.74	0.150%
2010 Senior Debt Service Reserve Fund	65,889.45	3,920,538.31		1,407.58	3,987,835.34	0.00	0.150%
2011 Sub Debt Debt Service Reserve Fund	2,023,236.91			257.75		2,023,494.66	0.150%
Senior Lien Debt Service Reserve Fund	1,525,020.39	7,795,906.24		43,671.65		9,364,598.28	0.150%
2013 Sub Debt Service Reserve Fund	8,417,705.63			1,072.39		8,418,778.02	0.150%
MoPac Managed Lane Construction Fund	40,018,900.52	27.13		5,535.08	1,411,259.64	38,613,203.09	0.150%
	130,454,154.11	37,197,824.54	0.00	340,780.08	17,725,264.40	150,267,494.33	
Amount in Fed Agencies and Treasuries							
Amortized Principal	88,419,538.41		(58,308.37)		26,730,000.00	61,631,230.04	
Accrued Interest				63,351.05			
	88,419,538.41	0.00	(58,308.37)		26,730,000.00	61,631,230.04	
Certificates of Deposit	3,000,000.00	5,000,000.00			0.00	8,000,000.00	
Total in Pools	24,716,985.59	7,062,098.91		805.59	6,362,098.91	25,417,791.18	
Total in Money Market	130,454,154.11	37,197,824.54		340,780.08	17,725,264.40	150,267,494.33	
Total in Fed Agencies	88,419,538.41	0.00	(58,308.37)		26,730,000.00	61,631,230.04	
Total Invested	246,590,678.11	49,259,923.45	(58,308.37)	341,585.67	50,817,363.31	245,316,515.55	

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

William Chapman, CFO

Allocation of Funds



■ Total in Pools

■ Total in Money Market

■ Total in Fed Agencies

■ Total in CD's

Amount of investments As of September 30, 2013

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,000,120.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,361,512.90	2,360,110.40	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,945,867.43	8,938,843.20	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Fannie Mae	31398A3L4	Matured	Matured	Matured	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	Matured	Matured	Matured	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Federal Home Loan Bank	3133XRX88	Matured	Matured	Matured	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313378U41	Matured	Matured	Matured	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	12,054,960.00	12,006,870.00	12,014,040.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,097,125.00	10,103,700.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
Freddie Mac	3137EADD8	1,004,940.00	1,003,128.67	1,003,520.00	0.2290%	12/3/2012	4/17/2015	TxDOT Grant Fund
Northside ISD	66702RAG7	1,057,700.00	1,032,696.67	1,036,210.00	0.3580%	12/5/2012	2/15/2015	TxDOT Grant Fund
Fannie Mae	3135G0BY8	8,081,952.00	8,048,690.62	8,052,960.00	0.2150%	2/8/2013	8/28/2014	2005 DSRF
Fannie Mae	313560TW3	4,999,250.00	4,999,450.00	4,996,500.00	0.4060%	2/8/2013	7/30/2015	2005 DSRF
Federal Home Loan Bank	313371W51	12,217,422.00	12,135,888.75	12,132,960.00	0.2646%	2/8/2013	12/12/2014	2005 DSRF
		<u>35,569,779.06</u>	<u>61,631,230.04</u>	<u>61,638,963.60</u>				

Agency	CUSIP #	COST	Cumulative Amortization	9/30/2013		Interest Income September 30, 2013		
				Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
Freddie Mac	3134G2U42	1,000,000.00	-	1,000,000.00	1,000,000.00	312.50		312.50
Federal Home loan Bank	3134A4UL6	2,326,924.30	34,588.60	2,361,512.90	2,362,000.00		243.58	243.58
Federal Home loan Bank	3134A4UL6	8,794,454.76	151,412.67	8,945,867.43	8,946,000.00		1,066.29	1,066.29
Fannie Mae	31398A3L4	Matured	Matured	Matured	3,830,000.00	3,590.63	(2,216.61)	1,374.02
Fannie Mae	31398A3L4	Matured	Matured	Matured	3,900,000.00	3,656.25	(2,257.13)	1,399.12
Federal Home Loan Bank	3133XRX88	Matured	Matured	Matured	7,000,000.00	23,333.33	(20,591.70)	2,741.63
Federal Home Loan Bank	313378U41	Matured	Matured	Matured	12,000,000.00	3,500.00	(526.67)	2,973.33
Freddie Mac	3134G3BF6	12,054,960.00	48,090.00	12,006,870.00	12,000,000.00	6,250.00	(2,290.00)	3,960.00
Federal Home Loan Bank	3133XWKV0	10,388,500.00	291,375.00	10,097,125.00	10,000,000.00	19,791.67	(16,187.50)	3,604.17
Freddie Mac	3137EADD8	1,004,940.00	1,811.33	1,003,128.67	1,000,000.00	416.67	(164.67)	252.00
Northside ISD	66702RAG7	1,057,700.00	25,003.33	1,032,696.67	1,000,000.00	2,500.00	(1,923.33)	576.67
Fannie Mae	3135G0BY8	8,081,952.00	33,261.38	8,048,690.62	8,000,000.00	5,833.33	(4,426.42)	1,406.91
Fannie Mae	313560TW3	4,999,250.00	(200.00)	4,999,450.00	500,000.00	1,666.67	25.00	1,691.67
Federal Home Loan Bank	313371W51	12,217,422.00	81,533.25	12,135,888.75	12,000,000.00	12,500.00	(9,059.25)	3,440.75
		<u>61,926,103.06</u>	<u>666,875.56</u>	<u>61,631,230.04</u>	<u>83,538,000.00</u>	<u>63,351.05</u>	<u>(58,308.41)</u>	<u>18,503.31</u>

September 30, 2013 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	September 30, 2013 Interest	FUND
Compass Bank	CD9932129	3,000,000	0.35%	8/27/2012	2/27/2014	\$ 863.01	TxDOT Grant Fund
Compass Bank	CD 02636	5,000,000	0.35%	2/5/2013		\$ 1,458.33	2011 Sub DSRF
		<u>8,000,000</u>				<u>\$ 2,321.34</u>	



Monthly Newsletter - September 2013

Performance

As of September 30, 2013

Current Invested Balance	\$4,545,216,845.55
Weighted Average Maturity (1)	51 Days
Weighted Average Maturity (2)	64 Days
Net Asset Value	1.000082
Total Number of Participants	781
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$335,343.11
Management Fee Collected	\$188,337.88
% of Portfolio Invested Beyond 1 Year	0.55%
Standard & Poor's Current Rating	AAAm

September Averages

Average Invested Balance	\$4,582,765,571.29
Average Monthly Yield, on a simple basis	0.0390%
Average Weighted Average Maturity (1)*	52 Days
Average Weighted Average Maturity (2)*	64 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 September 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 entity who joined the TexSTAR program in September:

★ Avery ISD

★ Bacliff MUD

★ Hidalgo County RMA

★ City of Hooks

Holiday Reminder

Please note that in observance of the Columbus Day holiday, **TexSTAR will be closed Monday, October 14, 2013**. All ACH transactions initiated on Friday, October 11th will settle on Tuesday, October 15th. This is an unusual holiday where the investment markets are open but the banks are closed. Please plan accordingly for your liquidity needs.

Economic Commentary

Equity and bond markets were volatile in the third quarter as investors focused on the Federal Reserve meeting in mid-September and the risks associated with the fiscal-policy negotiations in Washington. The Federal Reserve's decision to delay tapering was a notable surprise to the markets. The majority of market participants had predicted that the Fed would announce a reduction in its monthly asset purchase program at its September meeting. Instead, the Fed shocked markets with its dovish comments, maintaining its current monetary policy and leaving monthly asset purchases of Treasuries and mortgage-backed securities at \$85 billion per month. The Fed showed concern over tightening financial conditions and pending fiscal drama, while downplaying the importance of the unemployment rate on a standalone basis, deciding to wait for more evidence that economic progress will be self-sustained before pulling back. On October 1st, Congress was unable to agree on a bill to fund the government at the outset of FY2014 and the government partially shut down for the first time in almost two decades. It is still very unclear how things will develop, but Democrats and Republicans currently remain far from an agreement. The duration of the shutdown will be key in determining the ultimate impact on the economy. The bigger concern is whether Congress will raise the debt ceiling before the October 17th deadline, when extraordinary measures will be exhausted. If they cannot agree on a resolution, the government risks a "technical default" on its debt, which is believed to be unlikely.

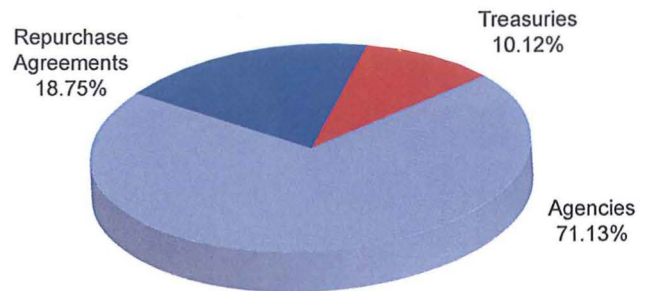
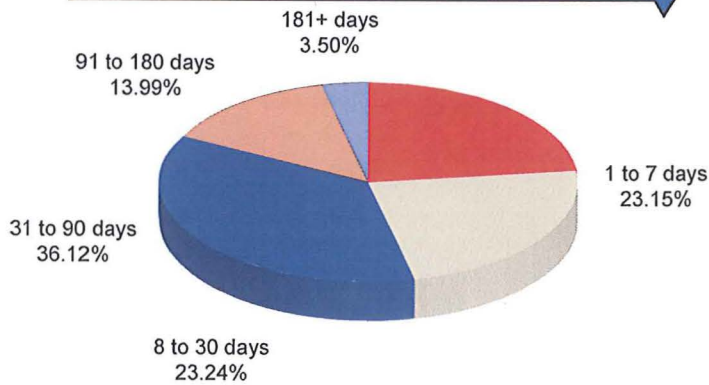
Data released in the third quarter continued to paint a mixed picture of U.S. economic growth. While initial jobless claims have declined, the economy continues to add fewer jobs. Consumer confidence and personal income continue to strengthen, but retail sales growth remains anemic. Manufacturing surveys suggest strong capital expenditures spending, yet capital goods orders have been unchanged. While the base case outlook for global growth continues to be sub-trend, stable and improving global economic conditions have moderately increased the upside potential for growth. Optimism is moderated by the impact of materially higher interest rates since May on the global economy, lower labor participation rates in the U.S. and a slack in global manufacturing. Should the Fed begin tapering its asset purchases before year-end, it would likely be very gradual and accompanied by accommodative forward rate guidance.

This information is an excerpt from an economic report dated September 2013 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

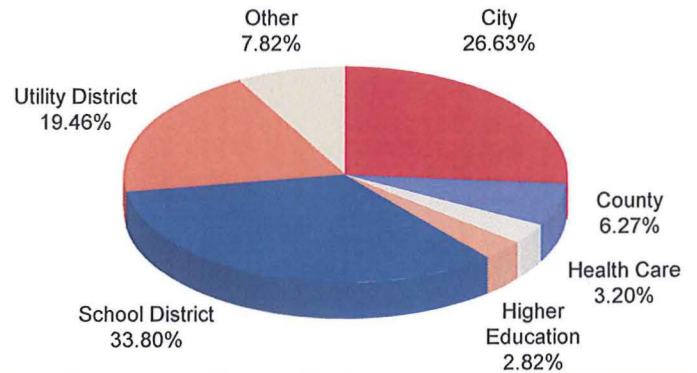
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of September 30, 2013



Portfolio by Maturity As of September 30, 2013



Distribution of Participants by Type As of September 30, 2013

Historical Program Information

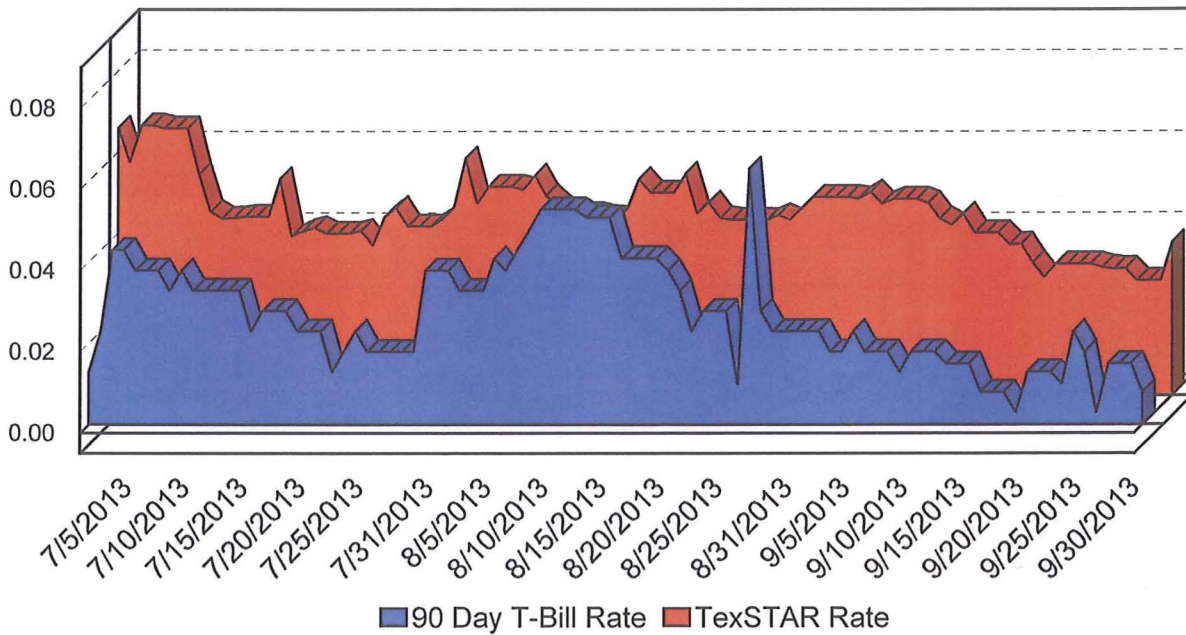
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Sep 13	0.0390%	4,545,216,845.55	4,545,590,808.40	1.000082	52	64	781
Aug 13	0.0474%	4,682,919,318.35	4,683,351,916.02	1.000091	52	59	777
Jul 13	0.0487%	4,833,856,137.70	4,834,318,370.27	1.000095	52	56	776
Jun 13	0.0614%	5,173,585,142.53	5,173,948,421.52	1.000070	54	58	775
May 13	0.0723%	5,474,920,318.32	5,475,469,836.81	1.000100	54	59	773
Apr 13	0.1038%	5,496,240,712.35	5,496,953,468.88	1.000129	51	57	773
Mar 13	0.1125%	5,635,357,483.25	5,636,069,051.83	1.000126	52	60	770
Feb 13	0.0996%	6,248,843,373.19	6,249,277,988.81	1.000069	51	58	768
Jan 13	0.1103%	6,030,821,287.69	6,031,600,682.90	1.000129	48	57	767
Dec 12	0.1647%	5,411,874,896.68	5,412,541,199.28	1.000123	49	60	767
Nov 12	0.1720%	4,745,368,285.66	4,745,870,906.22	1.000105	51	63	765
Oct 12	0.1746%	4,755,942,789.56	4,756,394,096.44	1.000094	45	60	763

Portfolio Asset Summary as of September 30, 2013

	Book Value	Market Value
Uninvested Balance	\$ (2,523.55)	\$ (2,523.55)
Accrual of Interest Income	944,404.38	944,404.38
Interest and Management Fees Payable	(371,351.26)	(371,351.26)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	852,282,000.00	852,282,000.00
Government Securities	3,692,364,315.98	3,692,738,278.83
Total	\$ 4,545,216,845.55	\$ 4,545,590,808.40

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

Daily Summary for September 2013

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
9/1/2013	0.0489%	0.000001339	\$4,682,919,318.35	1.000091	49	60
9/2/2013	0.0489%	0.000001339	\$4,682,919,318.35	1.000091	49	60
9/3/2013	0.0485%	0.000001329	\$4,635,230,139.59	1.000089	50	60
9/4/2013	0.0502%	0.000001376	\$4,654,768,169.45	1.000091	51	62
9/5/2013	0.0473%	0.000001297	\$4,613,399,037.20	1.000091	53	63
9/6/2013	0.0484%	0.000001327	\$4,551,165,375.96	1.000092	52	62
9/7/2013	0.0484%	0.000001327	\$4,551,165,375.96	1.000092	52	62
9/8/2013	0.0484%	0.000001327	\$4,551,165,375.96	1.000092	52	62
9/9/2013	0.0474%	0.000001298	\$4,520,504,109.81	1.000096	52	63
9/10/2013	0.0436%	0.000001195	\$4,562,895,334.98	1.000095	51	63
9/11/2013	0.0421%	0.000001154	\$4,554,705,225.68	1.000091	52	63
9/12/2013	0.0447%	0.000001225	\$4,545,982,289.88	1.000091	54	67
9/13/2013	0.0401%	0.000001098	\$4,630,534,625.91	1.000085	52	64
9/14/2013	0.0401%	0.000001098	\$4,630,534,625.91	1.000085	52	64
9/15/2013	0.0401%	0.000001098	\$4,630,534,625.91	1.000085	52	64
9/16/2013	0.0372%	0.000001018	\$4,640,264,980.43	1.000092	52	64
9/17/2013	0.0373%	0.000001021	\$4,611,197,920.04	1.000090	53	65
9/18/2013	0.0328%	0.000000899	\$4,593,100,812.11	1.000089	54	66
9/19/2013	0.0292%	0.000000799	\$4,602,170,413.04	1.000091	54	67
9/20/2013	0.0324%	0.000000889	\$4,518,081,222.33	1.000091	53	66
9/21/2013	0.0324%	0.000000889	\$4,518,081,222.33	1.000091	53	66
9/22/2013	0.0324%	0.000000889	\$4,518,081,222.33	1.000091	53	66
9/23/2013	0.0324%	0.000000889	\$4,492,088,714.42	1.000090	53	66
9/24/2013	0.0316%	0.000000867	\$4,532,363,679.81	1.000086	52	64
9/25/2013	0.0312%	0.000000855	\$4,598,211,031.50	1.000085	54	67
9/26/2013	0.0313%	0.000000858	\$4,584,434,905.07	1.000088	54	66
9/27/2013	0.0283%	0.000000774	\$4,577,083,740.25	1.000082	52	64
9/28/2013	0.0283%	0.000000774	\$4,577,083,740.25	1.000082	52	64
9/29/2013	0.0283%	0.000000774	\$4,577,083,740.25	1.000082	52	64
9/30/2013	0.0377%	0.000001032	\$4,545,216,845.55	1.000082	51	64
Average	0.0390%	0.000001068	\$4,582,765,571.29		52	64

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



TexSTAR Board Members

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

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



J.P.Morgan
Asset Management