

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

RESOLUTION NO. 14-008

ACCEPT THE FINANCIAL STATEMENTS FOR DECEMBER 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 December 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 December 2013, attached as Attachments A.

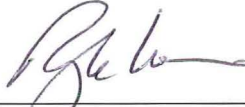
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2014.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 14-008
Date Passed: 1/29/2014

Attachment A

Financial Statements for December 2013

**Central Texas Regional Mobility Authority
Balance Sheet**

As of	December 31, 2013	December 31, 2012
Assets		
Current Assets		
Cash in Regions Operating Account	301,844	268,188
Cash In TexSTAR	59,795	74,518
Regions Payroll Account	49,276	27,043
Restricted cash/cash equivalents		
Fidelity Government MMA	155,488,534	108,670,976
Restricted Cash-TexStar	21,374,743	53,757,775
Overpayment accounts	44,331	37,100
Total Cash and Cash Equivalents	177,318,523	162,835,600
Accounts Receivable	7,091	15,302
Due From Other Funds	0	171,248
Due From TTA	408,394	540,356
Due From NTTA	173,654	53,981
Due From HCTRA	142,635	81,410
Due From TxDOT	20,235,775	833,189
Due From Federal Government	0	214,900
Interest Receivable	127,985	370,786
Total Receivables	21,095,534	2,281,172
Short Term Investments		
Treasuries	0	4,549,017
Short Term Investments	45,221,771	104,422,352
Other Current Assets		
Prepaid Insurance	71,115	46,011
Total Current Assets	243,706,943	269,585,136
Construction Work In Process	363,284,027	304,440,288
Fixed Assets		
Computers(net)	96,197	25,979
Computer Software(net)	422,648	(7,853)
Furniture and Fixtures(net)	0	11,107
Equipment(net)	10,637	30,524
Autos and Trucks(net)	10,922	17,821
Buildings and Toll Facilities(net)	5,921,333	6,090,186
Highways and Bridges(net)	322,735,173	276,750,667
Communication Equipment(net)	670,060	856,032
Toll Equipment(net)	11,529,077	9,219,931
Signs(net)	8,707,643	6,002,720
Land Improvements(net)	7,061,869	3,330,973
Right of Way	46,642,851	24,800,630
Leasehold Improvements	177,998	51,827
Total Fixed Assets	403,986,409	327,180,543
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	1,031,347,502	934,134,455

Liabilities

Current Liabilities

Accounts Payable	47,911	506,953
Overpayments	45,749	38,143
Interest Payable	21,677,842	21,639,292
Due to other Funds	(300,000)	171,248
Deferred Compensation Payable	0	0
TCDRS Payable	42,524	41,899
Due to other Entities	350,279.20	0
FICA Payable		0
FICA MED Payable		(7,500)
Federal Withholding Payable		7,500
Due to State of Texas	(0)	0
Total Current Liabilities	23,452,860	22,397,535

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	106,361,923	103,020,626
Senior Lien Revenue Bonds 2011	307,614,134	306,913,930
Senior Refunding Bonds 2013	185,810,000	0
Sn Lien Rev Bnd Prem/Disc 2010	112,866	150,669
Sn Lien Rev Bnd Prem/Disc 2011	(3,647,934)	(3,801,310)
Sn Lien Rev Bnd Prem/Disc 2013	18,177,214	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	(1,936,012)	(2,033,993)
Sub Lien Bond 2013 Prem/Disc	4,041,191	
TIFIA note 2008	0	77,656,077
2011 Regions Draw Down Note	1,799,820	800,000
2013 American Bank Loan	5,300,000	
Total Long Term Liabilities	797,782,289	775,096,455
Total Liabilities	821,235,149	797,493,990

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	153,684,260	86,051,179
Current Year Operations	38,093,247	32,254,440
Total Net Assets	191,777,507	118,305,619
Total Liabilities and Net Assets	1,031,347,502	934,134,455

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Revenue				
Operating Revenue				
Toll Revenue-TxTag-Manor	1,188,228	1,106,873	93.15%	-
Toll Revenue-TxTag-183A	29,507,860	12,058,250	40.86%	10,413,732
Toll Revenue-HCTRA-183A	884,163	512,118	57.92%	491,206
Toll Revenue-HCTRA Manor	173,689	126,847	73.03%	-
Toll Revenue-NTTA-183A	580,498	296,511	51.08%	316,156
Toll Revenue-NTTA-Manor	77,633	39,047	50.30%	-
Video Tolls 183A	4,243,980	2,719,825	64.09%	2,255,075
Video Tolls Manor Expressway	452,664	363,378	80.28%	-
Fee revenue 183A	1,661,750	1,071,826	64.50%	892,032
Fee revenue Manor Expressway	179,820	253,038	140.72%	-
Total Operating Revenue	38,950,285	18,547,713	47.62%	14,368,201
Other Revenue				
Interest Income	180,000	87,077	48.38%	115,369
Grant Revenue	1,236,000	39,485,633	3195%	37,217,623
Reimbursed Expenditures	-	-	0.00%	34,774
Misc Revenue	92,500	363,901	393.41%	216,007
Unrealized Loss	-	-	0.00%	42,708
Total Other Revenue	1,508,500	39,936,612	2647%	37,626,482
Total Revenue	\$ 40,458,785	\$ 58,484,324	144.55%	\$ 51,994,683
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,185,005	1,102,474	50.46%	922,930
Part Time Salary Expense	12,000	-	0.00%	480
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	-	0.00%	1,202
TCDRS	317,550	152,997	48.18%	122,218
FICA	102,241	33,940	33.20%	24,404
FICA MED	31,900	16,132	50.57%	13,440
Health Insurance Expense	193,060	98,631	51.09%	88,891
Life Insurance Expense	5,874	1,187	20.20%	3,022
Auto Allowance Expense	10,200	5,100	50.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Other Benefits	190,261	58,474	30.73%	43,364
Unemployment Taxes	12,960	21	0.16%	-
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,119,051	1,468,956	47.10%	1,219,950
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	6,555	54.62%	3,097
Auditing	65,000	51,480	79.20%	44,990
General Engineering Consultant	460,000	1,600	0.35%	120,515
GEC-Trust Indenture Support	75,000	29,250	39.00%	-
GEC-Financial Planning Support	50,000	33,836	67.67%	24,958
GEC-Toll Ops Support	5,000	879	17.59%	-
GEC-Roadway Ops Support	325,000	77,299	23.78%	34,304
GEC-Technology Support	50,000	64,495	128.99%	11,148
GEC-Public Information Support	10,000	461	4.61%	3,436
GEC-General Support	275,000	121,155	44.06%	67,799
General System Consultant	175,000	36,692	20.97%	6,028
Image Processing - 183A	1,140,000	525,439	46.09%	454,347
Image Processing - Manor	120,000	126,176	105.15%	-
Facility maintenance	-	4,097		3,449
HERO	1,629,000	452,231	27.76%	525,522
Special Projects	-	63,500		-
Human Resources	50,000	5,758	11.52%	9,357
Legal	250,000	93,562	37.42%	152,042
Photography	10,000	1,125	11.25%	-
Traffic and Revenue Consultant	5,000	26,650	532.99%	-
Communications and Marketing	-	-	0.00%	92,563
Total Professional Services	4,706,000	1,722,240	36.60%	1,553,555
<u>Other Contractual Services</u>				
IT Services	63,000	19,695	31.26%	16,954
Graphic Design Services	40,000	11,819	29.55%	-
Website Maintenance	35,000	17,748	50.71%	2,929
Research Services	50,000	5,033	10.07%	3,149

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Copy Machine	10,000	3,936	39.36%	2,324
Software Licenses	17,200	7,387	42.95%	7,387
ETC Maintenance Contract	1,291,625	305,458	23.65%	343,567
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	-
Communications and Marketing	140,000	94,254	67.32%	204
Advertising Expense	60,000	33,411	55.68%	25,233
Direct Mail	5,000	-	0.00%	-
Video Production	20,000	5,050	25.25%	20,920
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	156,954	62.78%	76,681
Special assignments	5,000	-	0.00%	-
Traffic Management	-	-	0.00%	14,417
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	191	24.52%	-
Pest Control	1,536	384	25.00%	-
Custodial	4,440	610	13.74%	-
Roadway Maintenance - 183A	750,000	(63,636)	0.00%	71,884
Roadway Maintenance - 290	-	9,008		-
Landscape Maintenance	250,000	60,711	24.28%	76,925
Signal & Illumination Maint	-	20,169		34,216
Mowing and litter control	-	-	0.00%	40,806
Graffiti removal	-	-	0.00%	225
Cell Phones	10,000	5,293	52.93%	3,789
Local Telephone Service	25,000	7,514	30.06%	7,076
Internet	6,000	412	6.86%	-
Fiber Optic System	30,000	35,844	119.48%	14,426
Other Communication Expenses	1,000	376	37.64%	102
Subscriptions	1,850	108	5.86%	53
Memberships	34,600	25,539	73.81%	6,274
Continuing Education	7,300	596	8.16%	1,935
Professional Development	14,000	501	3.58%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Seminars and Conferences	32,000	14,385	44.95%	11,909
Staff-Travel	89,000	38,533	43.30%	44,699
Other Contractual Svcs	200	-	0.00%	-
Tag Collection Fees	2,013,000	748,275	37.17%	579,783
Court Enforcement Costs	15,000	-	0.00%	-
Contractual Contingencies	130,500	-	0.00%	649
Total Other Contractual Services	5,615,831	1,566,153	27.89%	1,408,628
Total Contractual Services	10,321,831	3,288,392	31.86%	2,962,183
Materials and Supplies				
Books & Publications	6,500	895	13.76%	3,225
Office Supplies	10,000	6,794	67.94%	1,091
Computer Supplies	12,500	7,619	60.96%	3,998
Copy Supplies	2,200	187	8.49%	745
Annual Report printing	7,000	1,944	27.77%	-
Other Reports-Printing	10,000	13	0.13%	2,901
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	370	3.70%	4,827
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	19,429	17.06%	16,788
Operating Expenses				
Gasoline	5,500	1,540	28.00%	2,107
Mileage Reimbursement	6,750	2,376	35.20%	2,382
Toll Tag Expense	2,700	141	5.21%	1,383
Parking	3,175	1,474	46.43%	16,535
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	17,300	2,970	17.17%	5,268

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Public Notices	2,000	-	0.00%	-
Postage Expense	5,650	276	4.88%	138
Overnight Delivery Services	1,700	108	6.38%	127
Local Delivery Services	1,150	-	0.00%	12
Insurance Expense	90,000	47,275	52.53%	31,050
Repair & Maintenance-General	500	775	155.00%	403
Repair & Maintenance-Vehicles	500	772	154.33%	109
Repair & Maintenance Toll Equip	5,000	170	3.40%	400
Rent Expense	400,000	206,774	51.69%	89,350
Water	7,500	3,213	42.84%	3,716
Electricity	180,000	49,807	27.67%	32,912
Other Licenses	700	470	67.14%	494
Community Initiative Grants	65,000	50,000	76.92%	30,000
<u>Non Cash Operating Expenses</u>				
Amortization Expense	25,000	49,144	196.58%	180,805
Amort Expense - Refund Savings	-	513,930		-
Dep Exp- Furniture & Fixtures	14,000	-	0.00%	802
Dep Expense - Equipment	17,000	10,497	61.75%	8,445
Dep Expense - Autos & Trucks	7,000	3,449	49.27%	3,449
Dep Expense-Buildng & Toll Fac	100,000	88,557	88.56%	88,279
Dep Expense-Highways & Bridges	9,000,000	4,503,113	50.03%	3,153,301
Dep Expense-Communic Equip	175,000	98,058	56.03%	95,411
Dep Expense-Toll Equipment	986,000	773,238	78.42%	419,794
Dep Expense - Signs	175,000	121,384	69.36%	73,776
Dep Expense-Land Improvemts	160,000	252,000	157.50%	61,400
Depreciation Expense-Computers	11,000	11,585	105.32%	5,670
Total Operating Expenses	11,470,375	6,793,097	59.22%	4,307,518
Financing Expenses				
Arbitrage Rebate Calculation	6,000	6,630	110.50%	5,605
Loan Fee Expense	5,000	-	0.00%	-
Rating Agency Expense	50,000	6,000	12.00%	11,000
Trustee Fees	8,000	5,913	73.91%	2,000
Bank Fee Expense	8,000	2,747	34.33%	2,944
Continuing Disclosure	4,000	-	0.00%	-

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

Account Name	Budget Amount FY 2014	Actual Year to Date 12/31/2013	Percent of Budget	Actual Prior Year to Date 12/31/2012
Interest Expense	20,796,755	8,777,790	42.21%	10,962,537
Contingency	15,000	-	0.00%	-
<u>Non Cash Financing Expenses</u>				
Bond issuance expense	400,000	22,123	5.53%	217,685
Total Financing Expenses	21,292,755	8,821,203	41.43%	11,201,772
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 46,317,887	\$ 20,391,077	44.02%	\$ 19,708,210
Net Income	\$ (5,859,102)	\$ 38,093,247		\$ 32,286,473

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2014
as of December 31, 2013

Cash flows from operating activities:	
Receipts from Department of Transportation	\$ 44,598,845
Receipts from toll fees	19,749,546
Receipts from other fees	-
Receipts from interest income	358,431
Receipts from other sources	2,331,569
Payments to vendors	(4,946,021)
Payments to employees and benefits	(1,494,212)
Net cash flows used in operating activities	<u>60,598,159</u>
Cash flows from capital and related financing activities:	
Payments on interest	(14,849,932)
Payment on Bonds/Notes	(974,749)
Acquisitions of property and equipment	(183,794)
Acquisitions of construction in progress	(69,399,582)
Proceeds from Loans and Notes	800,000
Net cash flows used in capital and related financing activities	<u>(84,608,057)</u>
Cash flows from investing activities:	
Purchase of investments	-
Proceeds from sale or maturity of investments	51,279,981
Net cash flows provided by investing activities	<u>51,279,981</u>
Net increase in cash and cash equivalents	27,270,083
Cash and cash equivalents at beginning of July 2013	150,048,440
Cash and cash equivalents at end of December 2013	<u>\$ 177,318,523</u>
Reconciliation of change in net assets to net cash provided by operating activities:	
Change in net assets	\$ 38,093,247
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	6,377,552
Nonoperating interest	8,985,913
Bond Issuance Expense	-
Changes in assets and liabilities:	0
(Increase)/Decrease in accounts receivable	6,690,663
(Increase)/Decrease in prepaid expenses and other assets	(7,709)
(Increase)/Decrease in interest receivable	258,828
Increase/(Decrease) in deferred revenue (audit adjustments)	-
Increase/(Decrease) in other payable	1,207,456
Increase/(Decrease) in accounts payable	(1,007,792)
Total adjustments	<u>22,504,911</u>
Net cash flows provided by operating activities	<u>\$ 60,598,159</u>

INVESTMENTS by FUND

		Balance December 31, 2013		
Renewal & Replacement Fund			TexSTAR	21,434,537.65
	TexSTAR	61,316.46	CD's	8,000,000.00
	Regions Sweep	600,000.66	Regions Sweep	153,899,979.74
	Agencies		Agencies	37,221,771.20
		661,317.12		
TxDOT Grant Fund				
	TexSTAR	82,176.18		
	Regions Sweep	4,350,585.53		
	CD's	3,000,000.00		
	Agencies	2,029,561.34		
		9,462,323.05		\$ 220,556,288.59
Senior Debt Service Reserve Fund				
	TexSTAR	13,596,899.29		
	Regions Sweep	9,442,586.59		
	Agencies	25,143,647.36		
		48,183,133.24		
2010 Senior Lien DSF				
	Regions Sweep	1,722,008.82		
	TexSTAR	0.00		
		1,722,008.82		
2011 Debt Service Acct				
	Regions Sweep	0.33		0.33
2013 Sr Debt Service Acct				
	Regions Sweep	5,424,948.84		5,424,948.84
2013 Sub Debt Service Account				
	Regions Sweep	2,841,537.31		2,841,537.31
2010 Senior Lien DSRF				
	Regions Sweep	2.98		2.98
2011 Sub Debt DSRF				
	Regions Sweep	2,024,251.48		
	CD's	5,000,000.00		7,024,251.48
Operating Fund				
	TexSTAR	59,795.14		
	TexSTAR-Trustee	2,668,544.85		
	Regions Sweep	0.00		2,728,339.99
Revenue Fund				
	TexSTAR	1.00		
	Regions Sweep	1,223,358.17		1,223,359.17
General Fund				
	TexSTAR	53.78		
	Regions Sweep	14,697,448.31		14,697,502.09
2011 Sr Capitalized Interest Fund				
	Regions Sweep	8,984,373.77		
	Agencies	0.00		8,984,373.77
2011 Sub Capitalized Interest Fund				
	Regions Sweep	2,362,740.56		
	Agencies	0.00		2,362,740.56
2013 Sub Debt Service Reserve Fund				
	Regions Sweep	8,421,926.79		8,421,926.79
MoPac Construction Fund				
	Regions Sweep	28,103,165.17		28,103,165.17
2010-1 Sub Lien Projects Fund				
	TexSTAR	795,643.59		
	Regions Sweep	0.00		795,643.59
2010 Senior Lien Construction Fund				
	TexSTAR	1.19		
	Regions Sweep	125,772.36		125,773.55
2011 Sub Debt Project fund				
	TexSTAR	4,169,986.51		
	Agencies			
	Regions Sweep	41,361,943.98		45,531,930.49
2011 Sr Financial Assistance Fund				
	Regions Sweep	0.00		0.00
2011 Senior Lien Project Fund				
	TexSTAR	119.66		
	Regions Sweep	22,213,328.09		
	Agencies	10,048,562.50		
		32,262,010.25		
		<u>\$ 220,556,288.59</u>		

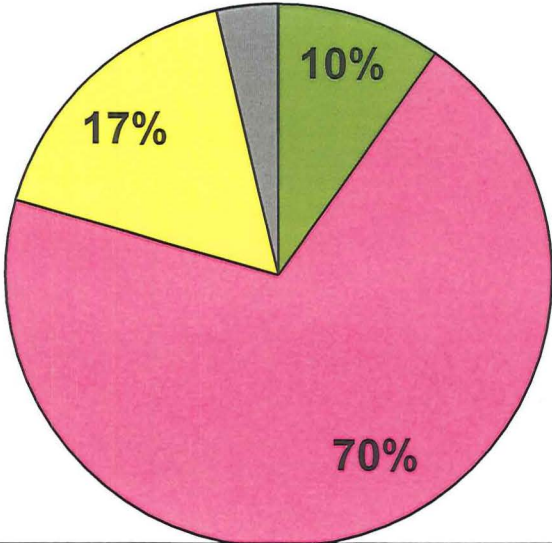
CTRMA INVESTMENT REPORT

Month Ending 12/31/13							
Balance 12/1/2013	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 12/31/2013	Rate Dec 13	
Amount in Trustee TexStar							
2011 Sub Lien Construction Fund	4,169,860.22		126.29		4,169,986.51	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	795,619.51		24.08		795,643.59	0.038%	
General Fund	53.78				53.78	0.038%	
Trustee Operating Fund	3,018,455.55	1,100,000.00	89.30	1,450,000.00	2,668,544.85	0.038%	
Renewal and Replacement	661,296.87		19.59	600,000.00	61,316.46	0.038%	
TxDOT Grant Fund	3,182,082.08		94.10	3,100,000.00	82,176.18	0.038%	
Revenue Fund	1.00				1.00	0.038%	
Senior Lien Debt Service Reserve Fund	13,596,487.43		411.86		13,596,899.29	0.038%	
	25,423,977.29	1,100,000.00		765.22	5,150,000.00	21,374,742.51	
Amount in TexStar Operating Fund							
	59,793.33	1,450,000.00		1.81	1,450,000.00	59,795.14	0.038%
Regions Sweep Money Market Fund							
Operating Fund	0.00	1,100,000.00		1,100,000.00	0.00	0.100%	
2010 Senior Lien Project Acct	125,756.18		16.18		125,772.36	0.100%	
2011 Sub Lien Project Acct	41,356,576.80		5,367.18		41,361,943.98	0.100%	
2011 Senior Lien Project Acct	0.00	22,725,000.00	38,315.47	549,987.38	22,213,328.09	0.100%	
2010 Senior DSF	1,434,923.42	286,925.00	160.40		1,722,008.82	0.100%	
2011 Senior Lien Debt Service Acct	0.33				0.33	0.100%	
2013 Senior Lien Debt Service Acct	4,520,531.02	903,912.50	505.32		5,424,948.84	0.100%	
2013 Subordinate Debt Service Acct	2,367,839.29	473,433.33	264.69		2,841,537.31	0.100%	
2011 Sr Cap I Fund	8,983,780.88		592.89		8,984,373.77	0.100%	
2011 Sub Debt CAP I	2,362,585.18		155.38		2,362,740.56	0.100%	
TxDOT Grant Fund	1,250,431.37	3,100,000.00	154.16		4,350,585.53	0.100%	
Renewal and Replacement	0.66	600,000.00			600,000.66	0.100%	
Revenue Fund	1,158,715.93	3,616,006.70	189.73	3,551,554.19	1,223,358.17	0.100%	
General Fund	14,903,060.20	154,224.08	1,860.95	361,696.92	14,697,448.31	0.100%	
2010 Sr Debt Service Reserve Fund	0.00		2.98		2.98	0.100%	
2011 Sub Debt Debt Service Reserve Fund	2,024,001.95		249.53		2,024,251.48	0.100%	
Senior Lien Debt Service Reserve Fund	9,366,431.82		76,154.77		9,442,586.59	0.100%	
2013 Sub Debt Service Reserve Fund	8,420,888.60		1,038.19		8,421,926.79	0.100%	
MoPac Managed Lane Construction Fund	28,239,919.98		3,691.68	140,446.49	28,103,165.17	0.100%	
	126,515,443.61	32,959,501.61	0.00	128,719.50	5,703,684.98	153,899,979.74	
Amount in Fed Agencies and Treasuries							
Amortized Principal	49,255,797.36		(34,026.16)	12,000,000.00	37,221,771.20		
Accrued Interest			28,958.34				
	49,255,797.36	0.00	(34,026.16)	12,000,000.00	37,221,771.20		
Certificates of Deposit							
Total in Pools	3,000,000.00	5,000,000.00		0.00	8,000,000.00		
Total in Money Market	25,483,770.62	2,550,000.00		767.03	6,600,000.00	21,434,537.65	
Total in Fed Agencies	126,515,443.61	32,959,501.61		128,719.50	5,703,684.98	153,899,979.74	
	49,255,797.36	0.00	(34,026.16)		12,000,000.00	37,221,771.20	
Total Invested	204,255,011.59	40,509,501.61	(34,026.16)	129,486.53	24,303,684.98	220,556,288.59	

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 December 31, 2013

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Freddie Mac	3134G3BF6	Matured	Matured	Matured	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,048,562.50	10,044,900.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
Freddie Mac	3137EADD8	1,004,940.00	1,002,634.67	1,003,270.00	0.2290%	12/3/2012	4/17/2015	TxDOT Grant Fund
Northside ISD	66702RAG7	1,057,700.00	1,026,926.67	1,031,870.00	0.3580%	12/5/2012	2/15/2015	TxDOT Grant Fund
Fannie Mae	3135G0BY8	8,081,952.00	8,035,411.36	8,037,600.00	0.2150%	2/8/2013	8/28/2014	2005 DSRF
Fannie Mae	313560TW3	4,999,250.00	4,999,525.00	4,997,550.00	0.4060%	2/8/2013	7/30/2015	2005 DSRF
Federal Home Loan Bank	313371W51	12,217,422.00	12,108,711.00	12,109,320.00	0.2646%	2/8/2013	12/12/2014	2005 DSRF
		<u>11,393,440.00</u>	<u>37,221,771.20</u>	<u>37,224,510.00</u>				

Agency	CUSIP #	COST	Cumulative Amortization	12/31/2013 Book Value	Maturity Value	Interest Income December 31, 2013		
						Accrued Interest	Amortization	Interest Earned
Freddie Mac	3134G3BF6	Matured	Matured	Matured	12,000,000.00	6,250.00	(2,290.00)	3,960.00
Federal Home Loan Bank	3133XWKV0	10,388,500.00	339,937.50	10,048,562.50	10,000,000.00	19,791.67	(16,187.50)	3,604.17
Freddie Mac	3137EADD8	1,004,940.00	2,305.33	1,002,634.67	1,000,000.00	416.67	(164.67)	252.00
Northside ISD	66702RAG7	1,057,700.00	30,773.33	1,026,926.67	1,000,000.00	2,500.00	(1,923.33)	576.67
Fannie Mae	3135G0BY8	8,081,952.00	46,540.64	8,035,411.36	8,000,000.00	5,833.33	(4,426.42)	1,406.91
Fannie Mae	313560TW3	4,999,250.00	(275.00)	4,999,525.00	500,000.00	1,666.67	25.00	1,691.67
Federal Home Loan Bank	313371W51	12,217,422.00	108,711.00	12,108,711.00	12,000,000.00	12,500.00	(9,059.25)	3,440.75
		<u>37,749,764.00</u>	<u>527,992.80</u>	<u>37,221,771.20</u>	<u>44,500,000.00</u>	<u>28,958.34</u>	<u>(34,026.17)</u>	<u>8,392.84</u>

December 31, 2013

Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	December 31, 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>	

Travis County Escrow account

Balance 12/1/2013	Additions	Accrued Interest	Withdrawals	Balance 12/31/2013
	\$ 1,600,000.00		\$ 11,445.32	\$ 1,588,554.68



Monthly Newsletter - December 2013

Performance

As of December 31, 2013

Current Invested Balance	\$4,749,571,555.83
Weighted Average Maturity (1)	47 Days
Weighted Average Maturity (2)	60 Days
Net Asset Value	1.000050
Total Number of Participants	781
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$322,399.52
Management Fee Collected	\$188,296.66
% of Portfolio Invested Beyond 1 Year	1.16%
Standard & Poor's Current Rating	AAAm

December Averages

Average Invested Balance	\$4,434,287,876.14
Average Monthly Yield, on a simple basis	0.0357%
Average Weighted Average Maturity (1)*	52 Days
Average Weighted Average Maturity (2)*	65 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.

Holiday Reminder

In observance of Martin Luther King Jr. holiday, **TexSTAR will be closed Monday, January 20, 2014.** All ACH transactions initiated on Friday, January 17th will settle on Tuesday, January 21st.

In observance of Presidents' Day, **TexSTAR will be closed Monday, February 17, 2014.** All ACH transactions initiated on Friday, February 14th will settle on Tuesday, February 18th.

Investment Forums

TexSTAR and First Southwest were pleased to offer three regional investment forums in December to our participants. These events included several notable speakers who addressed current regulatory and market topics that enabled our participants to be ahead of the curve on many upcoming issues. We would like to thank our TexSTAR Board members who hosted and attended these events in the various locations – Advisory Board members Monte Mercer with the North Central Texas Council of Government who hosted our Arlington conference and Eric Cannon with the Town of Addison, Governing Board President Bill Chapman with the Central Texas Regional Mobility Authority who hosted our Austin conference and Advisory Board member Nicole Conley with Austin ISD, and Governing Board member Kenneth Huewitt with Houston ISD who hosted our Houston conference. We enjoyed seeing our participants at these 2013 events and look forward to expanding these conferences in the future to reach our participants in other areas of the State.

Economic Commentary

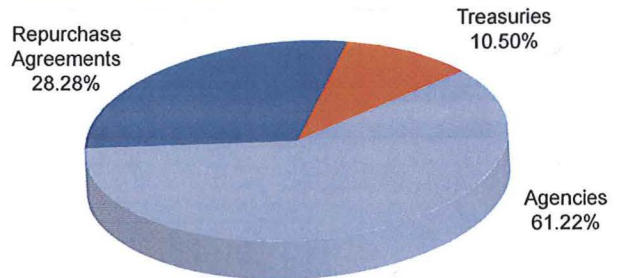
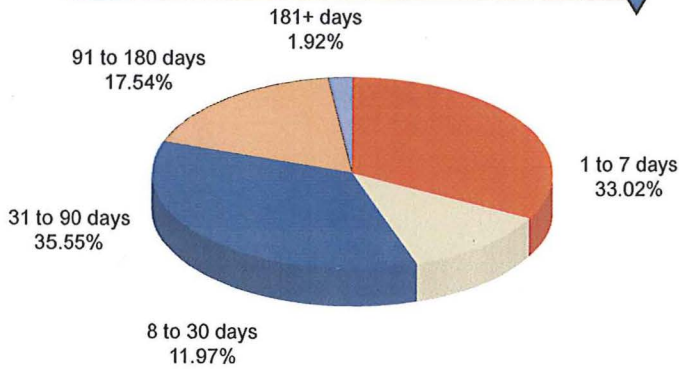
The quarter had an unpromising start, with a federal government shutdown and threats of a debt ceiling breach. Consumer confidence initially plunged; and many feared a sizable economic downturn, including the Fed, as evidenced by their reluctance to taper asset purchases in September. However, these fears proved unwarranted as the economy, led by the consumer, strengthened. Labor markets steadily improved heading into the end of the year. The unemployment rate fell to 7.0%, equity markets hit new record highs, with the S&P 500 Index gaining 30% and the Dow climbing 27% in 2013. The Fed announced on December 18th that it would start to taper its asset purchase program by \$10 billion per month, \$5 billion less in Treasury securities and \$5 billion less in agency MBS starting in January 2014. The tapering announcement was broadly welcomed by equity investors as the decision was a positive signal about the strength of the U.S. economy and a return to more normal monetary policy. The expectations continue to be for subtrend global growth over the next three to six months, but the possibility of above-trend growth in the U.S. has grown. Consumption, investment and diminishing government restraint are leading the U.S. recovery and helping to bring down unemployment. The ongoing improvement in housing is also encouraging. The risks to bond markets have increased moderately. If growth and inflation pressures accelerate at a rate that leads the Fed to consider raising the fed funds target, then a sharp upward move in front-end yields will likely lead to larger bond losses.

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

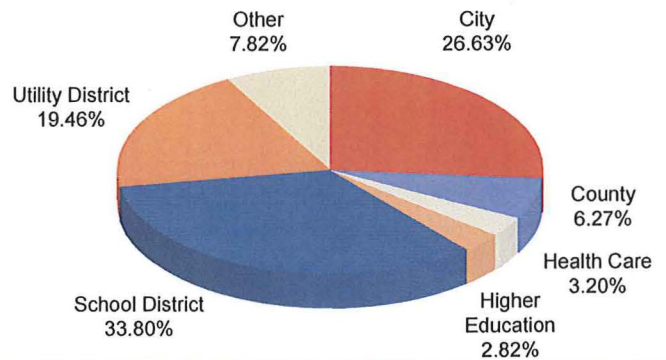
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of December 31, 2013



Portfolio by Maturity As of December 31, 2013



Distribution of Participants by Type As of December 31, 2013

Historical Program Information

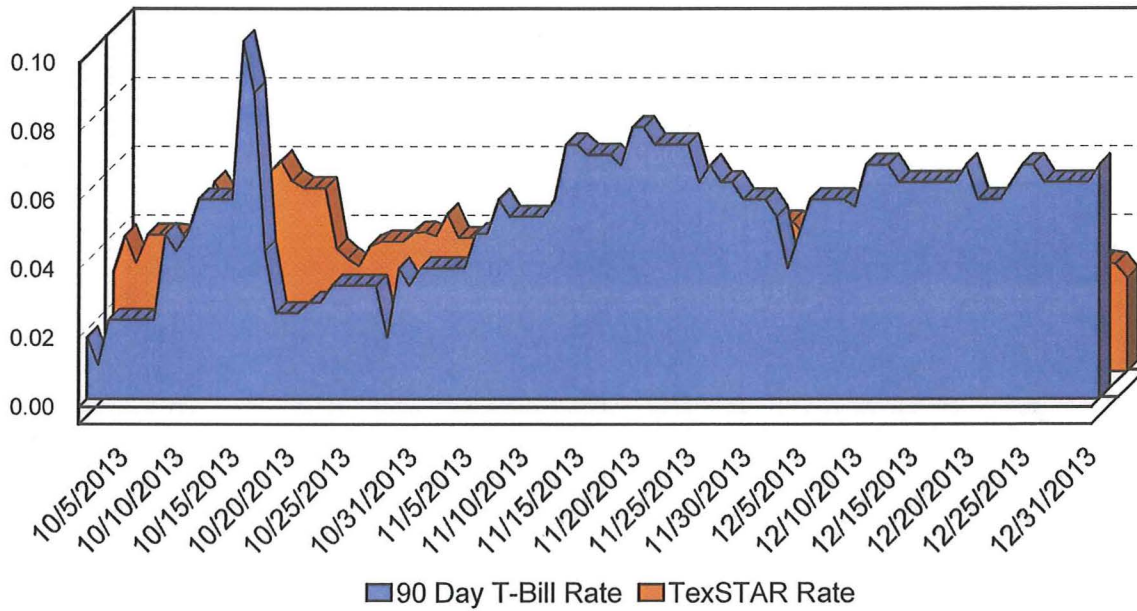
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Dec 13	0.0357%	\$4,749,571,555.83	\$4,749,808,699.35	1.000050	52	65	781
Nov 13	0.0405%	4,358,778,907.03	4,358,933,052.64	1.000035	52	63	781
Oct 13	0.0434%	4,549,543,382.92	4,549,816,768.31	1.000060	52	63	781
Sep 13	0.0390%	4,545,216,845.55	4,545,590,808.40	1.000082	52	64	781
Aug 13	0.0474%	4,682,919,318.35	4,683,351,916.02	1.000091	52	59	777
Jul 13	0.0487%	4,833,856,137.70	4,834,318,370.27	1.000095	52	56	776
Jun 13	0.0614%	5,173,585,142.53	5,173,948,421.52	1.000070	54	58	775
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

Portfolio Asset Summary as of December 31, 2013

	Book Value	Market Value
Uninvested Balance	\$ (4,175.40)	\$ (4,175.40)
Accrual of Interest Income	1,478,720.33	1,478,720.33
Interest and Management Fees Payable	(348,507.47)	(348,507.47)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,342,648,000.00	1,342,648,000.00
Government Securities	3,405,797,518.37	3,406,034,661.89
Total	\$ 4,749,571,555.83	\$ 4,749,808,699.35

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for December 2013

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
12/1/2013	0.0437%	0.000001197	\$4,358,778,907.03	1.000035	52	67
12/2/2013	0.0404%	0.000001106	\$4,380,243,636.05	1.000038	51	66
12/3/2013	0.0384%	0.000001052	\$4,399,707,487.86	1.000040	52	66
12/4/2013	0.0356%	0.000000974	\$4,355,151,531.62	1.000043	52	66
12/5/2013	0.0375%	0.000001028	\$4,345,206,867.41	1.000041	53	68
12/6/2013	0.0363%	0.000000995	\$4,309,338,202.94	1.000038	52	67
12/7/2013	0.0363%	0.000000995	\$4,309,338,202.94	1.000038	52	67
12/8/2013	0.0363%	0.000000995	\$4,309,338,202.94	1.000038	52	67
12/9/2013	0.0364%	0.000000998	\$4,255,971,094.09	1.000039	53	68
12/10/2013	0.0353%	0.000000968	\$4,285,747,956.42	1.000037	53	67
12/11/2013	0.0301%	0.000000825	\$4,283,164,946.79	1.000023	52	67
12/12/2013	0.0284%	0.000000778	\$4,275,537,153.49	1.000027	54	69
12/13/2013	0.0271%	0.000000743	\$4,427,493,646.91	1.000023	50	64
12/14/2013	0.0271%	0.000000743	\$4,427,493,646.91	1.000023	50	64
12/15/2013	0.0271%	0.000000743	\$4,427,493,646.91	1.000023	50	64
12/16/2013	0.0408%	0.000001118	\$4,380,317,624.53	1.000035	53	67
12/17/2013	0.0406%	0.000001111	\$4,410,845,319.88	1.000029	54	69
12/18/2013	0.0451%	0.000001235	\$4,396,630,110.83	1.000031	54	68
12/19/2013	0.0450%	0.000001232	\$4,410,773,750.05	1.000037	52	66
12/20/2013	0.0424%	0.000001163	\$4,418,457,892.83	1.000033	52	66
12/21/2013	0.0424%	0.000001163	\$4,418,457,892.83	1.000033	52	66
12/22/2013	0.0424%	0.000001163	\$4,418,457,892.83	1.000033	52	66
12/23/2013	0.0373%	0.000001022	\$4,452,771,708.67	1.000031	51	64
12/24/2013	0.0342%	0.000000937	\$4,575,755,281.38	1.000031	51	63
12/25/2013	0.0342%	0.000000937	\$4,575,755,281.38	1.000031	51	63
12/26/2013	0.0312%	0.000000856	\$4,585,914,700.93	1.000033	51	64
12/27/2013	0.0318%	0.000000870	\$4,623,713,557.57	1.000038	50	63
12/28/2013	0.0318%	0.000000870	\$4,623,713,557.57	1.000038	50	63
12/29/2013	0.0318%	0.000000870	\$4,623,713,557.57	1.000038	50	63
12/30/2013	0.0313%	0.000000857	\$4,648,069,345.33	1.000040	49	62
12/31/2013	0.0272%	0.000000746	\$4,749,571,555.83	1.000050	47	60
Average	0.0357%	0.000000977	\$4,434,287,876.14		52	65

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>
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<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