

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

RESOLUTION NO. 12-038

ADOPTION OF FY 2013 BUDGET

WHEREAS, the Central Texas Regional Mobility Authority ("Mobility Authority") was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, prudent management and fiscal oversight are overriding objectives of the Mobility Authority Board of Directors; and

WHEREAS, it is necessary and desirable to develop and adopt a budget for Mobility Authority operations at the commencement of each fiscal year; and

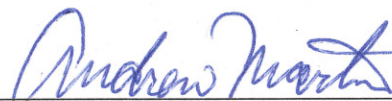
WHEREAS, the Executive Director and staff have developed and recommend that the Board of Directors approve the budget for fiscal year 2012-2013 ("FY 2013") attached and incorporated into this resolution as Attachment A.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the FY 2013 budget as set forth in Attachment A; and

BE IT FURTHER RESOLVED that this budget may be amended from time-to-time by approval of the Board of Directors.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of June, 2012.

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: 12-038
Date Passed: 6/27/12



MAY 24, 2012



CENTRAL TEXAS
Regional Mobility Authority

PROPOSED
OPERATING BUDGET
FY 2013

The Central Texas Regional Mobility Authority is authorized by the Texas Legislature under Chapter 370 of the Transportation Code. Formed in 2002 as the State's first regional mobility authority, the Central Texas Regional Mobility Authority represents the Legislature's vision to give local communities greater flexibility to develop and implement innovative transportation programs. With the support and guidance of Travis and Williamson counties, the Mobility Authority has evolved into a vibrant, agile, highly effective organization. The Mobility Authority's first project, 183A, continues to exceed original traffic and revenue expectations and was recently extended by another 6.2 miles that opened to traffic in April 2012, 7 years ahead of original plans. The Manor Expressway project is under construction and the MoPac Improvement Project is well into the project development stages.

Board of Directors

Ray A. Wilkerson, Chairman
James H. Mills, Vice-Chairman
Robert L. Bennett, Jr., Treasurer
Nikelle S. Mead, Secretary
David B. Armbrust
David Singleton
Charles Heimsath

Executive Director

Mike Heiligenstein

Central Texas Regional Mobility Authority

Core Ideology

The Mobility Authority's core ideology describes our consistent identity that transcends all changes related to our relevant environment. Our core ideology consists of two notions: core purpose (our reason for being) and core values (the essential and enduring principles that guide our organization).

Core Purpose

Be the provider of high quality regional mobility services in Central Texas.

Core Values

Integrity: Demonstrated by honest communication, transparent transactions, ethical decisions and forthright behavior.

Accountability: Demonstrated in fiscal responsibility, commitment to our customers and constituents and collaboration with local and regional partners.

Credibility: Demonstrated in an earned reputation for fairness, dependability and dedication to public service.

Innovation: Demonstrated in visionary leadership, entrepreneurial spirit and tolerance for honest mistakes.

FY 2013 Proposed Operating Budget

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FY 2013 Proposed Operating Budget Overview

Presented is the Mobility Authority's proposed FY 2013 Operating and Capital Budgets. This document contains revenue estimates and departmental spending plans for the fiscal year beginning July 1, 2012 and ending June 30, 2013. The total proposed operating revenues are \$31,661,180. Total proposed operating expenses are \$43,194,507 inclusive of \$14,186,749 in non-cash items such as amortization, depreciation, bond issuance expense accruals and accreted interest.

As discussed below, this budget is influenced by several factors including the updated Mobility Authority Strategic Plan, the opening of the 183A extension in April of this year, the anticipated opening of Phase I of the Manor Expressway slated for January 2013 and maintaining and improving current service levels.

Strategic Plan

The Strategic Plan serves as a guiding document in the operations of the Mobility Authority and in the development of the proposed FY 2013 budget. The Plan summarized in the graphic below states the Mobility Authority's vision for 2025 and sets goals in context of four strategic initiative areas – Economic Vitality, Regional Mobility, Sustainability and Innovation. While all are interconnected, each initiative contains the stated goals for that area. For this budget, located in the departmental narrative sections, each department has articulated a Strategic Plan connection between their FY 2012 accomplishments and their goals for the ensuing fiscal year.



FY 2013 Proposed Operating Budget Overview

Revenues

Revenue estimates for FY 2013 are proposed at \$31.6 million which is an approximate 14% increase over FY 2012 budget. With only two months of history from the April 6, 2012 opening of the 183A extension, toll revenue estimates were derived from a combination of analyzing current results and making calculated projections based on this data. The projections are also inclusive of estimates for the anticipated opening of Phase I of the Manor Expressway in January 2013. The estimates are considered conservative as compared to the projections in the most recent traffic and revenue (T&R) studies. The revenue budget also includes \$1.2 million in grant funds for funding 80% of the expanded HERO program.

Expenses

Expense estimates for FY 2013 are proposed at \$43.2 million which represents a 37.6% increase over the FY 2012 budget. Included in the expense estimates is \$14.2 million in non-cash expense items such as amortization, depreciation, bond issuance expense accruals and accreted interest expense. The increased operating budget is driven mainly by higher interest expense and operating costs due to the opening of the 183A extension. Interest expense increased 68.8% over FY 2012 primarily as a result of interest on the 2010 revenue bonds for the 183A extension project no longer being capitalized to the project.

The expense budget assumes a full year of operating costs for the 183A extension including increased costs for toll collection and video enforcement proportionate to the anticipated revenues collected. The budget also assumes full year depreciation expenses for the 183A extension. In addition there are partial year costs for the opening of the Manor Expressway.

Additional highlights include increased funding for expanding the coverage area on IH 35 and 183A for the highly successful HERO program. As discussed above, 80% of the expenses will be covered by grant funding. The budget also includes funding for a new performance based maintenance contract currently in the procurement process in partnership with TxDOT. The contract is expected to provide comprehensive maintenance coverage and will replace individual contracts for the various maintenance components required to maintain 183A and eventually the Manor Expressway in excellent condition.

The Mobility Authority's current office space lease expires in April of 2013. We have been researching several alternatives for office space however no final decision has been made at this time. The current budget assumes a partial year increase in rent expense.

There are no new positions proposed in the budget and other expense line items were developed in line with current operating goals and objectives as established by the Board of Directors through the Strategic Plan and Executive Director.

FY 2013 Proposed Operating Budget Overview

Operating Capital Budget and Capital Projects Budgets

The proposed operating capital budget includes items for replacing some of the Authority's computer servers and equipment that are past their useful life, costs for a potential office move, new document management software and new financial software to maintain office efficiency.

The Capital Projects budget reflects current and future construction projects the Mobility Authority is developing. Each of these projects is in various stages of development and may have various sources of funding which are identified in the schedule included in this document.

Future Projections, Cash Flow and Debt Service Coverage

Cash flow will continued to be monitored closely over the next few years as the Authority completes construction on the Manor Expressway and revenues continue to ramp up from the opening of the 183A extension. Current projections including principal payments on existing debt and an estimated prepayment on the 2005 TIFIA loan result in a cash outflow of \$1.0 million at the end of FY 2013.

The cash flow projections are utilized to anticipate cash flow requirements as well as ensure the Authority remains in compliance with trust indentures, debt service coverage requirements and cash reserve policies.

Unrestricted Cash Reserves

In regard to the Board policy of maintaining unrestricted cash reserves to cover twelve months of cash expenses, with the addition of expenses associated with the 183A extension, the FY 2013 budgeted annual cash operating expenses increased to \$29.6 million as compared to \$22.7 million for FY 2012. With such a significant increase in one year it is not financially feasible to increase the reserve fund to cover the twelve month requirement. However, the Authority will remain in compliance with the Board policy that allows the Executive Director to lower the requirement to nine months of funding if he deems it to be in the best interest of the Mobility Authority and will not adversely affect the Authority's financial stability. The nine month calculation would require the Authority to maintain approximately \$22.2 million in reserve funds. The long-term objective will be to return to the twelve month cash reserve level once the Manor Expressway Phase II Project is operational. This issue will be specifically addressed during the budget discussions.

Consolidated Summary of Revenues and Expenses

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget
Revenues			
<i>Operating Revenue:</i>			
Toll Revenue	\$ 17,880,000	22,463,200	25,101,424
Video Tolls	2,800,000	3,004,800	3,629,122
Fee Revenue	1,350,000	1,252,000	1,512,134
Total Operating Revenue	\$ 22,030,000	\$ 26,720,000	\$ 30,242,680
<i>Other Revenue:</i>			
Interest Income	60,000	180,000	180,000
Grant Revenue		800,000	1,236,000
Misc Revenue	6,600	2,200	2,500
Total Other Revenue	\$ 66,600	\$ 982,200	\$ 1,418,500
Total Revenue	\$ 22,096,600	\$ 27,702,200	\$ 31,661,180
Expenses			
<i>Administrative, Operating and Financing</i>			
Salaries and Wages	2,913,702	3,059,243	3,021,631
Contractual Services	8,442,950	7,744,841	9,001,451
Materials and Supplies	120,500	252,200	120,875
Operating Expense	8,331,245	7,817,645	10,346,035
Financing Expense	12,443,280	12,500,303	20,704,515
Total Expenses	\$ 32,251,677	\$ 31,374,232	\$ 43,194,507
<i>Less: Non Cash Expenses</i>			
Amortization Expense		(1,230,000)	(76,000)
Depreciation Expense		(6,066,500)	(9,591,400)
Bond Issuance Expense		(385,707)	(300,000)
Accreted Interest - CABS		(960,255)	(4,219,349)
Total Non Cash Expenses		\$ (8,642,462)	\$ (14,186,749)
<i>Plus: Cash Outlays</i>			
Capitalized Interest - Interest Payments Due			-
Debt Service - Principal Due			3,688,552
Net Cash Flow			\$ (1,035,130)
			Estimated Unrestricted Cash - July 1, 2012
			23,950,000
			Estimated Unrestricted Cash - June 30, 2013
			\$ 22,914,870

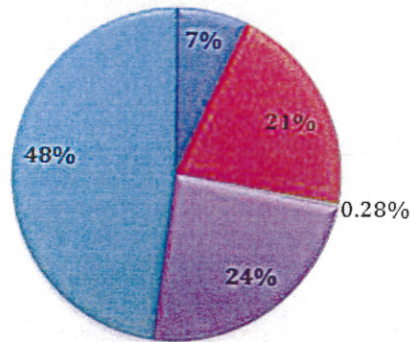
Consolidated Summary of Revenues and Expenses

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	2,913,702	3,059,243	3,021,631	-1.23%
Contractual Services	8,442,950	7,744,841	9,001,451	16.23%
Materials and Supplies	120,500	252,200	120,875	-52.07%
Operating Expense	8,331,245	7,817,645	10,346,035	32.34%
Financing Expense	12,443,280	12,500,303	20,704,515	65.63%
Total Expenses	32,251,677	31,374,232	43,194,507	37.68%

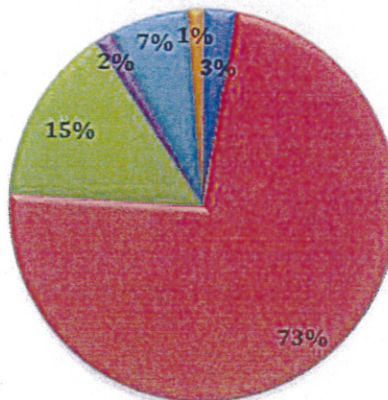
FY 2013 - All Departments Expenses by Category

■ Salaries and Wages ■ Contractual Services ■ Materials and Supplies
■ Operating Expense ■ Financing Expense



FY 2013 Expenses by Department

■ Administration ■ Financial Services ■ Toll Operations ■ Communications ■ Engineering ■ Legal



Consolidated Summary of Revenues and Expenses

Non Cash Expenditures

Total FY 2013 Proposed Expenditures \$ 43,194,507

Non Cash Expenditures:

Amortization Expense (76,000)

Dep Exp- Furniture & Fixtures (9,000)

Dep Expense - Equipment (26,400)

Dep Expense - Autos & Trucks (7,000)

Dep Expense-Buildng & Toll Fac (177,000)

Dep Expense-Highways & Bridges (8,000,000)

Dep Expense-Communic Equip (195,000)

Dep Expense-Toll Equipment (965,000)

Dep Expense - Signs (135,000)

Dep Expense-Land Improvemts (67,000)

Depreciation Expense-Computers (10,000)

Total Depreciation Expense (9,591,400)

Bond Issuance Expense Operating (300,000)

Accreted Interest CABS (4,219,349)

Total Non Cash Expenditures \$ (14,186,749)

Total Cash Expenditures \$ 29,007,758

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
<i>Revenue</i>					
Operating Revenue					
Toll Revenue-TxTag-183A	21,395,350	13,518,382	63.18%	23,891,717	11.67%
Toll Revenue-HCTRA-183A	656,250	593,824	90.49%	756,067	15.21%
Toll Revenue-NTTA-183A	411,600	379,653	92.24%	453,640	10.21%
Video Tolls	3,004,800	2,996,802	99.73%	3,629,122	20.78%
Fee revenue	1,252,000	1,228,809	98.15%	1,512,134	20.78%
Total Operating Revenue	26,720,000	18,717,470	70.05%	30,242,680	13.18%
Other Revenue					
Interest Income	180,000	167,699	93.17%	180,000	0.00%
Grant Revenue	800,000	21,665,059	2708%	1,236,000	54.50%
Reimbursed Expenditures	-	150,000			
Misc Revenue	2,200	918,366	41744%	2,500	13.64%
Gain/Loss on Redemption Bonds	-	-	0.00%		
Gain/Loss on Sale of Asset	-	12,342			
Total Other Revenue	982,200	22,913,466	2333%	1,418,500	44.42%
Total Revenue	\$ 27,702,200	\$ 41,630,936	150.28%	\$ 31,661,180	14.29%
<i>Expenses</i>					
Salaries and Wages					
Salary Expense-Regular	2,010,301	1,540,853	76.65%	2,115,939	5.25%
Part Time Salry Expense	12,000	7,927	66.06%	12,000	0.00%
Overtime Salary Expense	4,000	-	0.00%	3,000	-25.00%
Contractual Employees Expense	105,000	7,623	7.26%	5,000	-95.24%
TCDRS	304,235	216,062	71.02%	307,536	1.09%
FICA	97,856	65,701	67.14%	96,433	-1.45%
FICA MED	30,715	22,107	71.97%	30,899	0.60%
Health Insurance Expense	204,527	143,672	70.25%	186,370	-8.88%
Life Insurance Expense	5,374	3,219	59.91%	5,684	5.77%
Auto Allowance Expense	9,000	4,462	49.58%	10,200	13.33%
Other Benefits	171,305	143,304	83.65%	185,610	8.35%
Unemployment Taxes	13,059	2,519	19.29%	12,960	-0.76%
Salary Reserve	91,871	-	0.00%	50,000	-45.58%
Total Salaries and Wages	3,059,243	2,157,450	70.52%	3,021,631	-1.23%

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
Contractual Services					
<u>Professional Services</u>					
Accounting	9,500	26,024	273.93%	12,000	26.32%
Auditing	55,000	44,771	81.40%	65,000	18.18%
General Engineering Consultant	1,250,000	780,443	62.44%	1,250,000	0.00%
General System Consultant	175,000	40,805	23.32%	175,000	0.00%
Image Processing	600,000	658,631	109.77%	780,000	30.00%
Facility maintenance	20,000	16,676	83.38%	41,954	109.77%
HERO	820,000	576,556	70.31%	1,629,000	98.66%
Human Resources	80,000	70,421	88.03%	25,000	-68.75%
Legal	250,000	100,714	40.29%	270,000	8.00%
Photography	15,000	12,549	83.66%	15,000	0.00%
Total Professional Services	3,274,500	2,327,589	71.08%	4,262,954	30.19%
<u>Other Contractual Services</u>					
IT Services	45,000	34,385	76.41%	65,000	44.44%
Graphic Design Services	10,000	400	4.00%	10,000	0.00%
Website Maintenance	25,000	16,977	67.91%	35,000	40.00%
Research Services	25,000	3,100	12.40%	50,000	100.00%
Copy Machine	9,000	4,819	53.55%	10,000	11.11%
Software Licenses	26,000	805	3.09%	17,200	-33.85%
ETC Maintenance Contract	840,000	552,257	65.74%	1,029,900	22.61%
ETC Development	125,000	15,356	12.28%	125,000	0.00%
ETC Testing	30,000	1,620	5.40%	30,000	0.00%
Communications and Marketing	170,000	93,326	54.90%	140,000	-17.65%
Advertising Expense	40,000	31,906	79.77%	60,000	50.00%
Direct Mail	5,000	-	0.00%	5,000	0.00%
Video Production	5,000	1,946	38.91%	5,000	0.00%
Radio	15,000	-	0.00%	10,000	-33.33%
Other Public Relations	2,500	-	0.00%	2,500	0.00%
Law Enforcement	250,000	193,727	77.49%	250,000	0.00%
Special assignments	5,000	-	0.00%	5,000	0.00%
Traffic Management	84,000	55,890	66.54%	-	-100.00%
Emergency Maintenance	10,000	-	0.00%	10,000	0.00%
Security Contracts	600	-	0.00%	600	0.00%
Roadway Maintenance Contract	300,000	74,559	24.85%	640,000	113.33%
Landscape Maintenance	280,000	119,361	42.63%	280,000	0.00%
Signal & Illumination Maint	175,000	64,950	37.11%	-	-100.00%
Mowing and litter control	40,000	52,095	130.24%	-	-100.00%

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
Hazardous Material Cleanup	10,000	-	0.00%	-	-100.00%
Striping	75,000	26,459	35.28%	-	-100.00%
Graffiti removal	10,000	-	0.00%	-	-100.00%
Cell Phones	10,700	6,910	64.58%	9,700	-9.35%
Local Telephone Service	16,000	10,908	68.17%	18,000	12.50%
Long Distance	600	-	0.00%	-	-100.00%
Internet	6,000	435	7.25%	4,500	-25.00%
Fiber Optic System	63,000	51,720	82.09%	63,000	0.00%
Other Communication Expenses	1,500	337	22.46%	11,500	666.67%
Subscriptions	1,850	120	6.48%	1,850	0.00%
Memberships	29,100	29,115	100.05%	33,959	16.70%
Continuing Education	2,000	4,492	224.61%	7,300	265.00%
Professional Development	5,000	3,490	69.80%	14,000	180.00%
Seminars and Conferences	32,500	11,559	35.57%	33,000	1.54%
Staff-Travel	76,500	36,989	48.35%	76,000	-0.65%
Other Contractual Svcs	125,200	177	0.14%	200	-99.84%
Roadway maintenance contract	-	(210)	0.00%	-	
TxTag Collection Fees	1,347,791	1,004,920	74.56%	1,434,788	6.45%
Contractual Contingencies	140,500	34,115	24.28%	250,500	78.29%
Total Other Contractual Services	4,470,341	2,539,016	56.80%	4,738,497	6.00%
Total Contractual Services	7,744,841	4,866,605	62.84%	9,001,451	16.23%
Materials and Supplies					
Books & Publications	16,000	7,738	48.36%	12,500	-21.88%
Office Supplies	10,000	4,897	48.97%	11,000	10.00%
Computer Supplies	13,000	9,812	75.48%	12,500	-3.85%
Copy Supplies	2,200	1,207	54.85%	2,200	0.00%
Annual Report printing	10,000	7,673	76.73%	7,000	-30.00%
Other Reports-Printing	20,000	2,000	10.00%	10,000	-50.00%
Direct Mail Printing	5,000	-	0.00%	5,000	0.00%
Office Supplies-Printed	3,000	1,328	44.27%	2,500	-16.67%
Ice Control Materials	25,000	-	0.00%	-	-100.00%
Maintenance Supplies-Roadway	100,000	9,175	9.17%	9,175	-90.83%
Promotional Items	10,000	-	0.00%	10,000	0.00%
Displays	5,000	-	0.00%	5,000	0.00%
ETC spare parts expense	30,000	3,178	10.59%	30,000	0.00%
Tools & Equipment Expense	1,000	142	14.23%	1,000	0.00%
Misc Materials & Supplies	2,000	683	34.15%	3,000	50.00%

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
Total Materials and Supplies	252,200	47,833	18.97%	120,875	-52.07%
Operating Expenses					
Gasoline Expense	5,000	4,098	81.96%	5,000	0.00%
Mileage Reimbursement	7,500	3,893	51.91%	5,950	-20.67%
Toll Tag Expense	4,100	2,773	67.63%	3,120	-23.90%
Parking	38,595	33,178	85.96%	41,175	6.68%
Meeting Facilities	450	-	0.00%	250	-44.44%
Community Meeting/ Events	5,000	-	0.00%	5,000	0.00%
Meeting Expense	6,750	4,304	63.76%	9,800	45.19%
Public Notices	2,400	100	4.17%	2,200	-8.33%
Postage Expense	5,950	538	9.04%	5,650	-5.04%
Overnight Delivery Services	1,600	551	34.47%	1,600	0.00%
Local Delivery Services	1,950	6	0.29%	1,250	-35.90%
Insurance Expense	90,000	58,167	64.63%	90,000	0.00%
Repair & Maintenance-General	500	480	96.09%	500	0.00%
Repair & Maintenance-Vehicles	100	460	459.92%	500	400.00%
Repair & Maintenance Toll Equip	5,000	2,047	40.94%	5,000	0.00%
Rent Expense	190,000	173,006	91.06%	250,000	31.58%
Water	7,500	5,183	69.11%	7,500	0.00%
Electricity	83,500	53,152	63.65%	178,500	113.77%
Other Licenses	250	510	204.00%	640	156.00%
Community Initiative Grants	65,000	47,500	73.08%	65,000	0.00%
Non Cash Operating Expenses					
Amortization Expense	1,230,000	1,024,355	83.28%	76,000	-93.82%
Dep Exp- Furniture & Fixtures	16,500	7,076	42.88%	9,000	-45.45%
Dep Expense - Equipment	14,500	13,980	96.41%	26,400	82.07%
Dep Expense - Autos & Trucks	5,000	5,174	103.47%	7,000	40.00%
Dep Expense-Buildng & Toll Fac	177,000	147,132	83.13%	177,000	0.00%
Dep Expense-Highways & Bridges	5,000,000	4,139,339	82.79%	8,000,000	60.00%
Dep Expense-Communic Equip	195,000	159,029	81.55%	195,000	0.00%
Dep Expense-Toll Equipment	465,000	384,818	82.76%	965,000	107.53%
Dep Expense - Signs	135,000	111,057	82.26%	135,000	0.00%
Dep Expense-Land Improvemts	52,000	54,837	105.46%	67,000	28.85%
Depreciation Expense-Computers	6,500	8,295	127.62%	10,000	53.85%
Total Operating Expenses	7,817,645	6,445,038	82.44%	10,346,035	32.34%

**Revenue and Expense by Line Item
All Operating Departments**

Account Name	Budget Amount FY 2012	Actual Year to Date 4/30/2012	Percent of Budget	Proposed Budget FY 2013	Percent Change Prior Year
Financing Expenses					
Arbitrage Rebate Calculation	2,500	5,455	218.20%	6,000	140.00%
Loan Fee Expense	12,500	12,000	96.00%	12,500	0.00%
Rating Agency Expense	33,000	5,300	16.06%	35,000	6.06%
Trustee Fees	2,000	-	0.00%	6,000	200.00%
Bank Fee Expense	7,500	16,400	218.67%	8,000	6.67%
Continuing Disclosure	4,000	-	0.00%	4,000	0.00%
Interest Expense	12,038,096	10,013,863	83.18%	20,318,015	68.78%
Contingency	15,000	-	0.00%	15,000	0.00%
Non Cash Financing Expenses					
Bond issuance expense	385,707	415,038	107.60%	300,000	-22.22%
Total Financing Expenses	12,500,303	10,468,057	83.74%	20,704,515	65.63%
Other Gains or Losses					
Total Other Gains or Losses	-	-	0.00%	-	
Total Expenses	\$ 31,374,232	\$ 23,984,983	76.45%	\$ 43,194,507	37.68%
Net Income	\$ (3,672,032)	\$ 17,645,953		\$(11,533,327)	

Administration

The primary role of the Administration Department is oversight and daily management of the Mobility Authority's projects and activities. In addition to the Executive Director, this department includes the Deputy Executive Director, Executive Assistant and Receptionist.

Under the direction of the Executive Director, this department is responsible for advancing the Mobility Authority's strategic mission and objectives. Serving as a direct liaison with governmental agencies and entities addressing transportation issues throughout the Central Texas region, the Executive Director serves as the primary communicator and provides information and available resources to assist in the development and implementation of the region's mobility plans and projects.

The Administration Department also provides community development and front-line customer service to the general public and all customers and elected officials who contact the Mobility Authority.

Major Business Functions:

Board of Directors: Provide administrative support for the Mobility Authority's Board of Directors.

Office of the Executive Director: Oversight and daily management of the Mobility Authority's projects and activities.

Community development and outreach: Maintain working relationships with all transportation entities, neighborhoods, community organizations and the general public.

FY 2012 Highlights and Accomplishments:

- Successfully opened the 183A northern extension on April 6, 2012 on time and on budget. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Negotiating innovative financing agreement with CAMPO for the MoPac Improvement Project. *Strategic Initiatives: Economic Vitality, Innovation*
- Completed biannual update of the Strategic Plan. *Strategic Initiatives: Regional Mobility, Innovation*

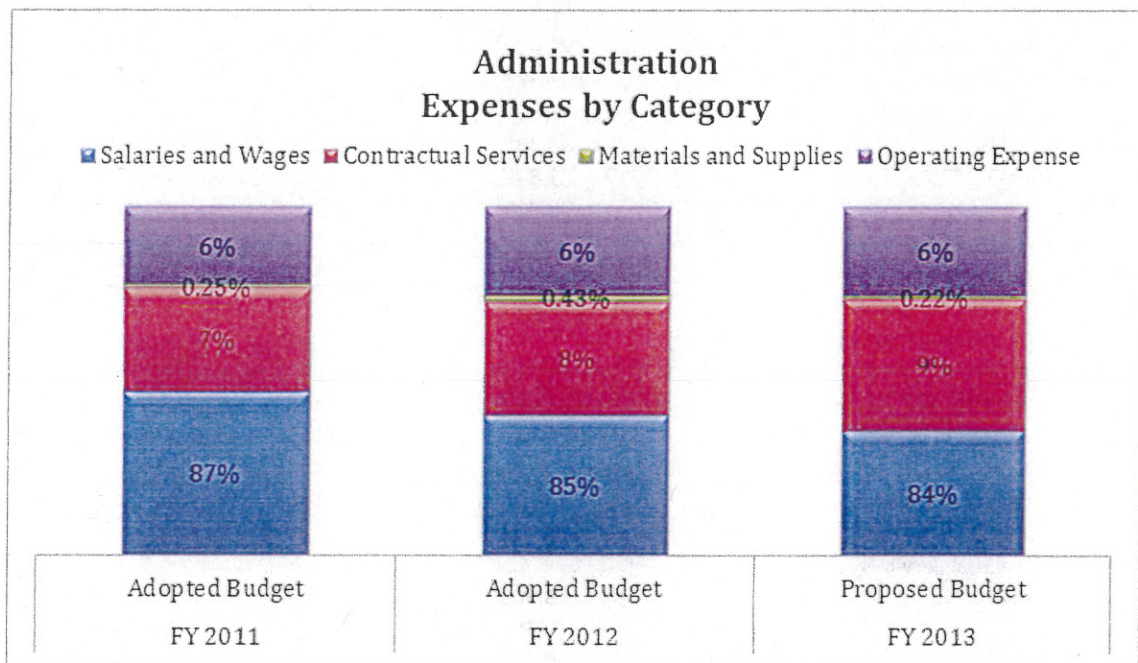
FY 2013 Overview and Goals:

- Successful opening of Phase I of the Manor Expressway in fall 2012. *Strategic Initiative: Regional Mobility*
- Contract execution for final design and construction of the MoPac Improvement Project. *Strategic Initiative: Regional Mobility*
- Remain a resource on regional mobility issues and a steadfast advocate for short- and long-term transportation solutions. *Strategic Initiatives: Regional Mobility, Innovation*

Administration

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	1,207,434	980,055	966,151	-1.42%
Contractual Services	103,250	94,500	109,000	15.34%
Materials and Supplies	3,500	5,000	2,500	-50.00%
Operating Expense	76,700	72,400	72,500	0.14%
Financing Expense	0	0	0	
Total Expenses	1,390,884	1,151,955	1,150,151	-0.16%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
Executive Director	1	1	1
Deputy Director	1	1	1
Assistant to Executive Director	1	1	1
Senior Administrative Assistant	1	0	0
Receptionist	1	1	1
Community Development Specialist*	1	1	1
Project Coordinator	0	0	0
Director of Procurement & Contract Mgt	1	0	0
Intern*	1	1	1
Total Positions - Administration	8	6	6

*Not currently Filled

**FY 2013 Proposed Operating Budget
Administrative Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	739,692	427,663	578,100	626,451
Part Time Salry Expense	14,000	7,927	12,000	12,000
Overtime Salary Expense	3,000	-	3,000	3,000
TCDRS	119,394	58,529	97,871	91,560
FICA	41,877	15,063	31,395	26,063
FICA MED	12,084	6,163	9,932	9,301
Health Insurance Expense	97,000	34,151	65,524	45,964
Life Insurance Expense	2,483	845	1,534	1,664
Auto Allowance Expense	9,000	4,462	9,000	10,200
Other Benefits	88,295	94,982	76,228	86,348
Unemployment Taxes	1,890	607	3,600	3,600
Salary Reserve	78,719	-	91,871	50,000
Total Salaries and Wages	1,207,434	650,392	980,055	966,151
<i>Contractual Services</i>				
Professional Services				-
Facility maintenance	-	550	-	-
Human Resources	-	1,250	-	-
Total Professional Services	-	1,800	-	-
<i>Other Contractual Services</i>				
Cell Phones	3,500	1,972	3,500	3,000
Subscriptions	750	-	1,000	1,000
Memberships	19,000	23,690	25,000	27,500
Professional Development	5,000	-	5,000	7,500
Seminars and Conferences	15,000	4,380	15,000	15,000
Staff-Travel	50,000	23,187	45,000	45,000
Other Contractual Svcs	-	177	-	-
Contractual Contingencies	10,000	8,689	-	10,000
Total Other Contractual Services	103,250	62,094	94,500	109,000
Total Contractual Services	103,250	63,894	94,500	109,000
<i>Materials and Supplies</i>				
Books & Publications	1,300	-	1,000	500
Computer Supplies	-	-	1,000	500
Office Supplies-Printed	-	702	1,000	500
Tools & Equipment Expense	1,000	-	1,000	500
Misc Materials & Supplies	1,200	-	1,000	500
Total Materials and Supplies	3,500	702	5,000	2,500

**FY 2013 Proposed Operating Budget
Administrative Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
<i>Operating Expenses</i>				
Mileage Reimbursement	2,500	947	2,000	1,500
Toll Tag Expense	700	32	500	250
Parking	700	992	1,000	1,000
Meeting Facilities	-	-	250	250
Meeting Expense	4,000	3,114	500	2,500
Public Notices	200	-	200	-
Postage Expense	1,000	260	750	500
Overnight Delivery Services	500	151	500	500
Local Delivery Services	1,600	-	1,200	500
Repair & Maintenance-General	500	480	500	500
Community Initiative Grants	65,000	47,500	65,000	65,000
<i>Non Cash Operating Expenses</i>				
Total Operating Expenses	76,700	53,826	72,400	72,500
<i>Financing Expenses</i>				
<i>Non Cash Financing Expenses</i>				
Total Financing Expenses	-	-	-	-
<i>Other Gains or Losses</i>				
Total Other Gains or Losses	-	-	-	-
Total Expenses	\$ 1,390,884	\$ 768,815	\$ 1,151,955	1,150,151

Financial Services

The primary role of the Financial Services Department is to provide financial leadership and oversight of the CTRMA. Under the direction of the Chief Financial Officer (CFO), the department is responsible for recommending and communicating strategic financial planning to the Executive Director and Board of Directors. The financial services department provides all accounting, financial, budgeting and debt management activities for the CTRMA.

Major Business Functions:

Financing: Provide direction and leadership on all CTRMA project financing.

Budget: Develop, propose and manage the CTRMA annual budget process.

Accounting: Responsible for maintaining all accounting records for the CTRMA including processing payroll, accounts payable, reconciling records and monthly and annual financial reporting. Provide all operating and capital project accounting. Assist external auditors with annual financial audit.

Treasury: Responsible for cash management and investment of all CTRMA funds. Work closely with Trustee to manage CTRMA cash flow and invest funds in accordance with the Texas Public Funds Investment Act and CTRMA Investment Policy. Maintain close working relationship with CTRMA bank providers.

Human Resources: Provide human resources support for CTRMA staff.

FY 2012 Highlights and Accomplishments:

- Researched and analyzed public-private partnership (P3) opportunities for the MoPac Improvement Project including the issuance of a Request for Information (RFI) from potential partners. *Strategic Initiative: Innovation*
- Negotiating innovative financing agreement with CAMPO for the MoPac Improvement Project. *Strategic Initiatives: Economic Vitality, Innovation*
- Secured short-term financing for future projects. *Strategic Initiatives: Economic Vitality, Regional Mobility*
- Implemented the employee performance management system to provide a mechanism to more closely tie employee performance to organizational success. *Strategic Initiative: Innovation*
- Enhanced financial reporting and disclosure. *Strategic Initiative: Innovation*

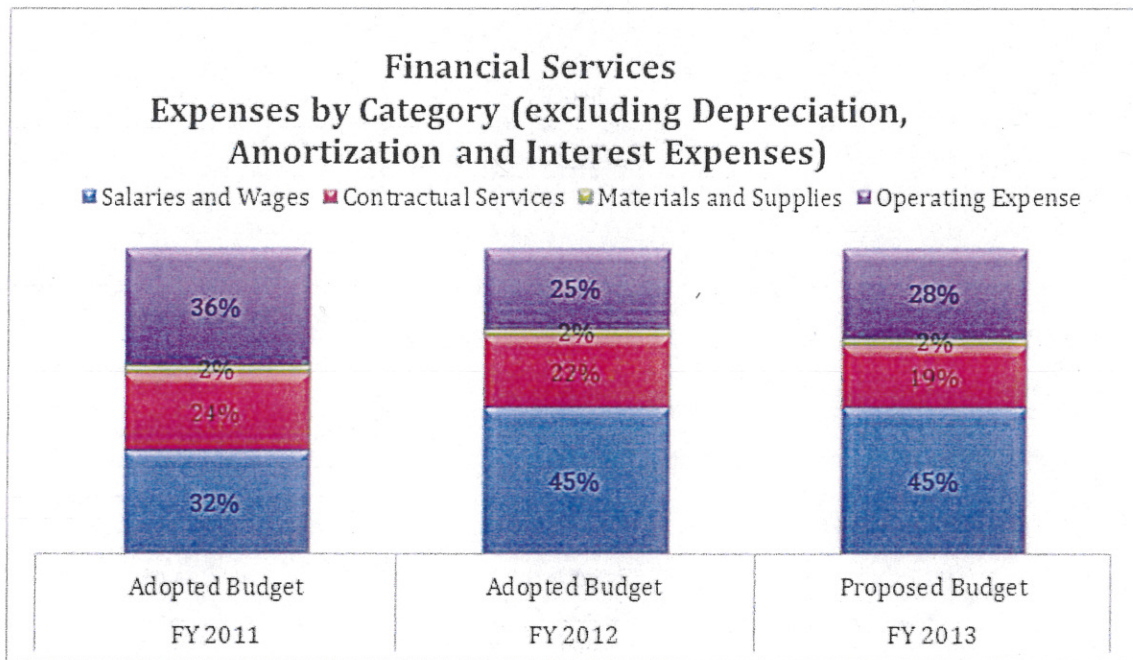
FY 2013 Overview and Goals:

- Continue development of new funding mechanisms for CTRMA projects. *Strategic Initiative: Innovation*
- Continue to develop additional methods to enhance CTRMA financial transparency and accountability. *Strategic Initiative: Innovation*
- Enhance the Authority's accounting systems for operations and capital projects. *Strategic Initiative: Innovation*

Financial Services

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	337,633	588,431	629,713	7.02%
Contractual Services	253,400	290,850	270,250	-7.08%
Materials and Supplies	23,500	26,200	26,200	0.00%
Operating Expense	8,081,875	7,620,600	10,054,040	31.93%
Financing Expense	12,443,280	12,500,303	20,704,515	65.63%
Total Expenses	21,139,688	21,026,384	31,684,718	50.69%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
CFO	1	1	1
Controller	1	1	1
Fiscal Analyst	1	1	1
Total Positions - Financial Services	3	3	3

**FY 2013 Proposed Operating Budget
Financial Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	254,193	354,968	440,000	471,196
TCDRS	36,858	50,718	63,800	68,323
FICA	11,213	15,187	18,569	19,438
FICA MED	3,686	5,126	6,380	6,832
Health Insurance Expense	12,800	26,495	27,153	29,305
Life Insurance Expense	915	732	1,188	1,272
Other Benefits	17,428	10,461	29,181	31,187
Unemployment Taxes	540	414	2,160	2,160
Total Salaries and Wages	337,633	464,102	588,431	629,713
<i>Contractual Services</i>				
Professional Services				
Accounting	9,800	26,024	9,500	12,000
Auditing	54,000	44,771	55,000	65,000
Human Resources	12,000	69,171	80,000	25,000
Total Professional Services	75,800	139,965	144,500	102,000
Other Contractual Services				
IT Services	65,000	34,385	45,000	65,000
Copy Machine	13,500	4,819	9,000	10,000
Software Licenses	23,000	734	26,000	17,000
Security Contracts	-	-	600	600
Cell Phones	600	850	1,200	1,200
Local Telephone Service	6,500	8,391	6,000	8,000
Long Distance	750	-	600	-
Internet	4,800	177	4,500	3,000
Other Communication Expenses	1,500	337	1,500	1,500
Subscriptions	350	120	350	350
Memberships	600	880	600	600
Continuing Education	-	3,857	-	5,000
Professional Development	-	3,470	-	5,000
Seminars and Conferences	3,500	2,540	3,500	3,500
Staff-Travel	7,500	7,714	7,500	7,500
Contractual Contingencies	50,000	3,309	40,000	40,000
Total Other Contractual Services	177,600	71,584	146,350	168,250
Total Contractual Services	253,400	211,549	290,850	270,250

**FY 2013 Proposed Operating Budget
Financial Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
<i>Materials and Supplies</i>				
Office Supplies	12,000	4,897	10,000	10,000
Computer Supplies	7,500	9,812	12,000	12,000
Copy Supplies	2,000	1,207	2,200	2,200
Office Supplies-Printed	1,000	899	2,000	2,000
Total Materials and Supplies	23,500	16,815	26,200	26,200
<i>Operating Expenses</i>				
Mileage Reimbursement	500	595	500	500
Toll Tag Expense	75	7	50	50
Parking	38,400	32,121	37,500	40,000
Meeting Expense	750	811	1,500	1,500
Postage Expense	-	-	-	-
Overnight Delivery Services	2,500	390	1,000	1,000
Local Delivery Services	50	-	50	50
Insurance Expense	125,000	58,167	90,000	90,000
Rent Expense	212,000	173,006	190,000	250,000
Electricity	3,600	2,308	3,500	3,500
Other Licenses	-	40	-	40
<i>Non Cash Operating Expenses</i>				
Amortization Expense	1,225,000	1,024,355	1,230,000	76,000
Dep Exp- Furniture & Fixtures	19,000	7,076	16,500	9,000
Dep Expense - Equipment	15,000	13,980	14,500	26,400
Dep Expense - Autos & Trucks	4,000	5,174	5,000	7,000
Dep Expense-Buildng & Toll Fac	177,000	147,132	177,000	177,000
Dep Expense-Highways & Bridges	5,000,000	4,139,339	5,000,000	8,000,000
Dep Expense-Communic Equip	197,000	159,029	195,000	195,000
Dep Expense-Toll Equipment	465,000	384,818	465,000	965,000
Dep Expense - Signs	135,000	111,057	135,000	135,000
Dep Expense-Land Improvemts	52,000	54,837	52,000	67,000
Depreciation Expense-Computers	410,000	8,295	6,500	10,000
Total Operating Expenses	8,081,875	6,322,538	7,620,600	10,054,040
<i>Financing Expenses</i>				
Arbitrage Rebate Calculation	6,000	5,455	2,500	6,000
Loan Fee Expense	12,500	12,000	12,500	12,500
Rating Agency Expense	30,000	5,300	33,000	35,000
Trustee Fees	2,000	-	2,000	6,000
Bank Fee Expense	7,500	16,400	7,500	8,000
Continuing Disclosure	-	-	4,000	4,000
Interest Expense	11,750,000	10,013,863	12,038,096	20,318,015

**FY 2013 Proposed Operating Budget
Financial Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Contingency	15,000	-	15,000	15,000
Non Cash Financing Expenses				
Bond issuance expense	620,280	415,038	385,707	300,000
Total Financing Expenses	<u>12,443,280</u>	<u>10,468,057</u>	<u>12,500,303</u>	<u>20,704,515</u>
<i>Other Gains or Losses</i>				
Total Other Gains or Losses	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Expenses	<u>\$ 21,139,688</u>	<u>\$ 17,483,060</u>	<u>\$ 21,026,384</u>	<u>31,684,718</u>

Toll Operations

The Operations Department is responsible for all aspects of toll collection operations and toll systems maintenance. The department is responsible for toll systems integrity and the operations of the agency's video toll and violation enforcement processes to ensure the equitable and efficient collection of the toll revenues.

Major Business Functions:

Toll Collection Systems Management: Manage new toll collection systems installations, oversee daily operation of the electronic toll collection systems operations. Monitor system performance and transaction reconciliation. Oversee system maintenance to ensure accuracy and dependability.

Toll Facility Maintenance: responsible for campus and building maintenance for the CTRMA Field Office Building.

Traffic Management: Manage the third party Agreements that provide law enforcement services, courtesy patrol, traffic management and incident response for CTRMA Facilities.

Customer Service and Violation Enforcement: Manage the CTRMA contract that provides Pay-by-Mail processing, customer support and violation processing.

FY 2012 Highlights and Accomplishments:

Fiscal year 2012 saw the installation and integration of five new tolling points with the successful completion of the 183-A toll road extension. Other notable accomplishments in this fiscal year included:

- The successful installation and integration of a toll system for the Cameron County Regional Mobility Authority. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*
- Assisted over 5,000 motorists with our HERO campaign to keep traffic moving on I-35 and 183-A. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*
- The significant reduction of image review costs resulting in savings of \$200,000 annually. *Strategic Initiatives: Economic Vitality, Innovation*
- An overhaul of the pre-court process increasing revenues by \$150,000 annually. *Strategic Initiatives: Economic Vitality, Innovation*
- Implementation of a tax return time collection initiative improving 3rd quarter collection revenues by 14%. *Strategic Initiatives: Economic Vitality, Innovation*
- New service offerings that provide our Pay-by-Mail customers with greater ability to manage their pay by mail invoices and get answers to their questions. *Strategic Initiatives: Economic Vitality, Innovation*
- Successful completion of the annual systems testing that reconciled transactions from the lane through our back-office. *Strategic Initiatives: Economic Vitality, Sustainability*

Toll Operations

FY 2013 Overview and Goals:

The Operations department's primary goals for fiscal year 2013 include the successful installation and integration of the 290-E Phase I toll system and to decrease costs through continued improvements to revenue collection techniques.

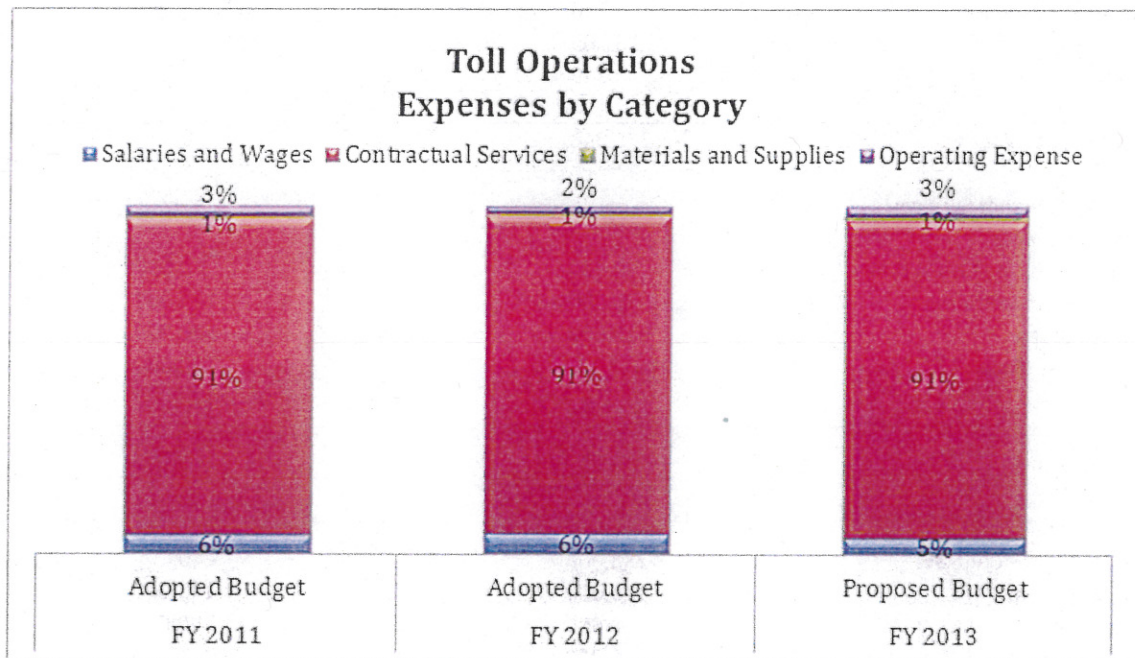
To that end, the team has developed plans to:

- Successfully implement the 290-E Phase I electronic toll collection system. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*
- Expand the HERO program for an additional 22 miles of coverage on I-35 and 12 miles of US 183. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*
- Additional reduction to image review costs. *Strategic Initiatives: Economic Vitality, Innovation*
- Additional reduction in third party collection costs. *Strategic Initiatives: Economic Vitality, Innovation*
- Complete annual systems testing to reconcile transactions from the lane to the back office to ensure accurate posting and reconciliation. *Strategic Initiatives: Economic Vitality, Sustainability*
- Investigate alternative toll collection methods which will increase electronic toll collections and reduce leakage inherent to video tolling. *Strategic Initiatives: Economic Vitality, Innovation*
- Continued improvements to reporting capabilities to allow for better operational oversight. *Strategic Initiatives: Economic Vitality, Sustainability*
- Additional enhancements to customer communication tools and processes. *Strategic Initiatives: Economic Vitality, Innovation*

Toll Operations

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	275,948	308,443	307,863	-0.19%
Contractual Services	4,557,600	4,633,991	5,743,201	23.94%
Materials and Supplies	31,000	31,000	41,175	32.82%
Operating Expense	143,200	95,725	189,075	97.52%
Financing Expense	0	0	0	
Total Expenses	5,007,748	5,069,159	6,281,314	23.91%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
Operations Director	1	1	1
Customer Service and Toll Operations Manager	1	1	1
Total Positions - Toll Operations	2	2	2

**FY 2013 Proposed Operating Budget
Toll Operations**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	201,631	181,759	221,000	233,320
TCDRS	29,236	26,018	32,045	33,831
FICA	10,006	8,976	10,602	10,870
FICA MED	2,924	2,613	3,205	3,383
Health Insurance Expense	17,000	12,334	24,796	8,892
Life Insurance Expense	726	397	597	630
Other Benefits	13,885	11,116	14,758	15,497
Unemployment Taxes	540	330	1,440	1,440
Total Salaries and Wages	275,948	243,543	308,443	307,863
<i>Contractual Services</i>				
<i>Professional Services</i>				
General Engineering Consultant	50,000	-	50,000	50,000
General System Consultant	175,000	40,805	175,000	175,000
Image Processing	610,000	658,631	600,000	780,000
Facility maintenance	-	15,150	20,000	41,954
HERO	-	576,556	820,000	1,629,000
Total Professional Services	835,000	1,291,142	1,665,000	2,675,954
<i>Other Contractual Services</i>				
ETC Maintenance Contract	1,288,000	552,257	840,000	1,029,900
ETC Development	125,000	15,356	125,000	125,000
ETC Testing	30,000	1,620	30,000	30,000
Law Enforcement	245,000	193,727	250,000	250,000
Special assignments	5,000	-	5,000	5,000
Traffic Management	72,000	55,890	84,000	-
Cell Phones	600	300	1,200	1,200
Local Telephone Service	10,000	2,517	10,000	10,000
Internet	1,800	258	1,500	1,500
Fiber Optic System	63,000	51,720	63,000	63,000
Other Communication Expenses	-	-	-	-
Memberships	1,000	2,500	1,000	2,859
Continuing Education	-	-	-	1,500
Professional Development	-	-	-	1,500
Seminars and Conferences	3,500	2,475	3,500	4,000
Staff-Travel	7,000	1,666	7,000	7,000
Other Contractual Svcs	-	-	100,000	-
IOP Collection Fees	1,767,200	1,004,920	1,347,791	1,434,788
Contractual Contingencies	100,000	20,642	100,000	100,000
Total Other Contractual Services	3,722,600	1,905,847	2,968,991	3,067,247

**FY 2013 Proposed Operating Budget
Toll Operations**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Total Contractual Services	4,557,600	3,196,989	4,633,991	5,743,201
<i>Materials and Supplies</i>				
Maintenance Supplies-Roadway	-	9,175	-	9,175
ETC spare parts expense	30,000	3,178	30,000	30,000
Misc Materials & Supplies	1,000	683	1,000	2,000
Total Materials and Supplies	31,000	13,036	31,000	41,175
<i>Operating Expenses</i>				
Mileage Reimbursement	2,000	560	2,000	1,000
Toll Tag Expense	1,000	36	1,000	300
Parking	-	-	25	25
Meeting Facilities	200	-	200	-
Meeting Expense	-	191	-	200
Postage Expense	-	-	-	50
Overnight Delivery Services	-	11	-	-
Repair & Maintenance Toll Equip	15,000	2,047	5,000	5,000
Water	7,500	5,183	7,500	7,500
Electricity	117,500	50,494	80,000	175,000
Non Cash Operating Expenses				
Total Operating Expenses	143,200	58,522	95,725	189,075
Total Expenses	\$ 5,007,748	\$ 3,512,090	\$ 5,069,159	\$ 6,281,314

Communications

The primary role of the Communications and Marketing Department is the development and facilitation of programs that advance the mission of the agency through strategic interaction with customers and other community stakeholders. These efforts are generally classified into four general areas of specialization that include communications, marketing, media relations, and public outreach.

Major Business Functions:

Communications: This business function involves the development of communication tools such as publications, collateral material, videos, websites, displays, presentations and social media to inform customers and stakeholders about the work of the Mobility Authority. The communication function also handles customer and stakeholder inquiries and assists with dispute resolution related to agency operations. Another major communication function is the coordination and promotion of events such as groundbreakings, ribbon cuttings, and stakeholder presentations.

Marketing: Activities in the marketing area revolve primarily around the strategic promotion of the Mobility Authority, TxTag and Pay by Mail in the form of paid advertising. This can include direct mail, television, radio, print ads and sponsorships.

Media Relations: Work in the media relations area involves developing media outreach strategies, writing and distributing media alerts and news releases, building relationships with members of the media, soliciting coverage from the media, responding to media inquiries, coordinating interviews, managing the flow of information, monitoring media coverage and documenting results.

Public Involvement: Most work in this area is related to transportation projects that are planned or under construction. Public involvement means facilitating interaction between the Mobility Authority and communities and individuals that have an interest in or are impacted by a transportation project. Public involvement draws heavily on the skills of the other business functions, but at its heart it is responsible for drawing together both internal and external stakeholders to ensure projects are implemented in a productive and collaborative manner.

FY 2012 Highlights and Accomplishments:

- Hosted the 183A extension project grand opening highlighting the Mobility Authority's partnerships with Capital Metro and the cities of Leander and Cedar Park. *Strategic Initiatives: Economic Vitality, Regional Mobility, Innovation*
- Continued Implementation of the MoPac Improvement Project public involvement program. *Strategic Initiative: Regional Mobility*
- Implemented the Green Mobility Challenge to promote sustainability and environmentally friendly methods for future projects. *Strategic Initiatives: Sustainability, Innovation*
- Implemented community outreach for Manor Expressway project including roundtables, project webcams, newsletters and partnership with the Round Rock Express. *Strategic Initiatives: Economic Vitality, Innovation*

Communications

- Began development of strategic initiatives to support the public outreach program for upcoming projects including the Oak Hill, Manchaca and Bergstrom Expressway environmental studies. *Strategic Initiatives: Economic Vitality, Innovation*
- Hosted the grand opening of the 183A Shared Use Path project. *Strategic Initiatives: Regional Mobility, Sustainability*
- Formed partnerships with the Texas Stars and the Round Rock Express to promote toll traffic while supporting these two regional attractions. *Strategic Initiatives: Economic Vitality, Innovation*
- Hosted regional Informed Consent Training. *Strategic Initiative: Innovation*

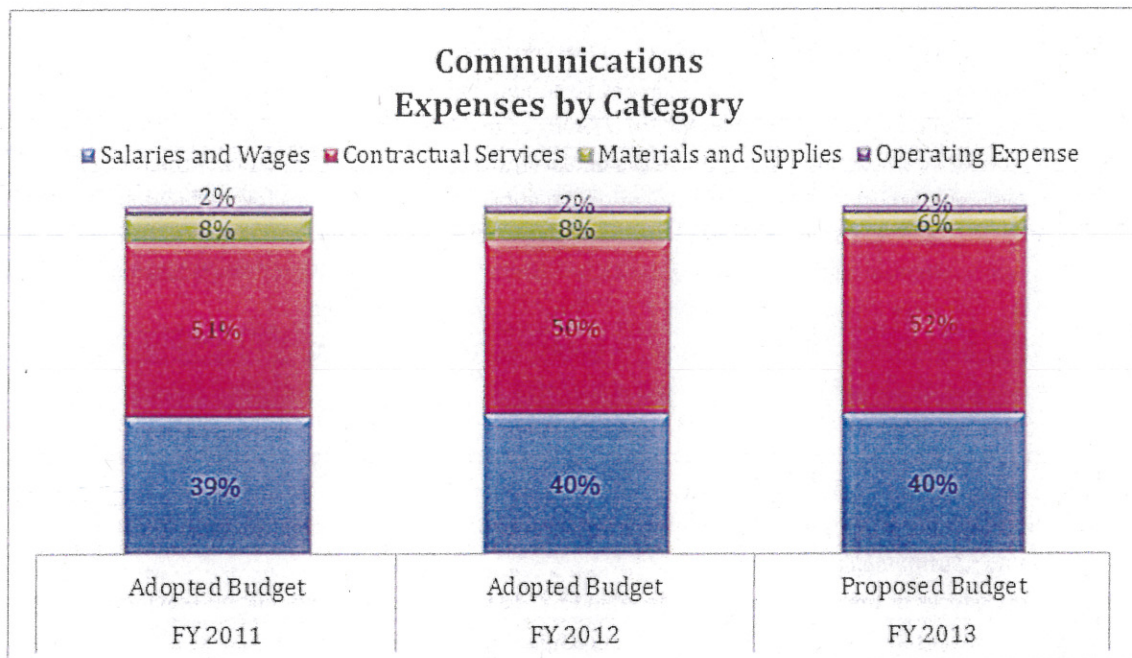
FY 2013 Overview and Goals:

- In the coming year, the communications team intends to continue its Manor Expressway and MoPac Improvement Project Outreach. The team will be conducting promotional activities and launching an advertising campaign in preparation for the opening of the first section of the Manor Expressway project. The team will also continue to formulate the public outreach plan for construction of the MoPac Improvement Project and will be implementing the public outreach activities for the environmental studies on the MoPac South, Oak Hill, Manchaca, Bergstrom and US 183 North projects. The team has also partnered with local high schools along the 183A corridor to support their project graduation programs, and we anticipate doing that again in FY 2013. *Strategic Initiative: Innovation*
- The communications team will be incorporating the results of the Green Mobility Challenge into the innovative outreach activities for the various environmental studies that will be launched in FY 2013 and will be continuing to highlight the environmental benefits of better traffic management through strategies such as Express Lanes. We will also be continuing to work on strengthening our relationships with bicycle and pedestrian advocates and the environmental community. Efforts will be undertaken to promote and highlight results of the agency's green credits program and other sustainability efforts. *Strategic Initiative: Sustainability*
- The main focus of the communications team in FY 2013 will be media and public outreach activities for the five environmental studies that will be underway including the MoPac South, Oak Hill, Manchaca, Bergstrom and US 183 North projects. *Strategic Initiative: Regional Mobility*
- The communications team plans to continue our partnerships with the Texas Stars and Round Rock Express. We will also continue to support local chambers of commerce through membership and the participation in various advertising opportunities. We will also pursue opportunities to partner with various businesses to promote economic development and increase toll road traffic. *Strategic Initiative: Economic Vitality*

Communications

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	262,411	265,509	270,944	2.05%
Contractual Services	337,600	327,600	348,200	6.29%
Materials and Supplies	50,000	50,000	37,000	-26.00%
Operating Expense	16,300	14,700	14,700	0.00%
Financing Expense	0	0	0	
Total Expenses	666,311	657,809	670,844	1.98%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
Communications and Marketing Director	1	1	1
Communications and Marketing Specialist	1	1	1
Intern*	1	1	1
Total Positions - Communications	3	3	3

*Not currently Filled

**FY 2013 Proposed Operating Budget
Communications and Marketing**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	186,775	148,758	190,600	189,073
TCDRS	25,632	21,247	26,187	27,416
FICA	10,538	7,545	10,825	10,377
FICA MED	2,708	2,116	2,764	2,742
Health Insurance Expense	23,000	20,551	20,308	26,701
Life Insurance Expense	636	340	488	510
Other Benefits	12,311	5,392	12,177	12,685
Unemployment Taxes	811	319	2,160	1,440
Total Salaries and Wages	262,411	206,268	265,509	270,944
<i>Contractual Services</i>				
Professional Services				
Photography	15,000	12,549	15,000	15,000
Communications and Marketing	-	-	-	-
Total Professional Services	15,000	12,549	15,000	15,000
Other Contractual Services				
Graphic Design Services	10,000	400	10,000	10,000
Website Maintenance	45,000	16,977	25,000	35,000
Research Services	20,000	3,100	25,000	50,000
Communications and Marketing	170,000	93,326	170,000	140,000
Advertising Expense	25,000	31,876	40,000	60,000
Direct Mail	5,000	-	5,000	5,000
Video Production	5,000	1,946	5,000	5,000
Radio	20,000	-	15,000	10,000
Other Public Relations	2,500	-	2,500	2,500
Cell Phones	600	1,388	600	1,200
Subscriptions	500	-	500	500
Memberships	1,000	385	1,000	1,000
Continuing Education	-	-	-	-
Seminars and Conferences	5,000	595	5,000	5,000
Staff-Travel	8,000	201	8,000	8,000
TxTag Collection Fees	-	-	-	-
Total Other Contractual Services	322,600	150,193	312,600	333,200
Total Contractual Services	337,600	162,742	327,600	348,200
<i>Materials and Supplies</i>				
Books & Publications	-	-	-	-
Office Supplies	-	-	-	-

**FY 2013 Proposed Operating Budget
Communications and Marketing**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Annual Report printing	10,000	7,673	10,000	7,000
Other Reports-Printing	20,000	1,298	20,000	10,000
Direct Mail Printing	5,000	-	5,000	5,000
Office Supplies-Printed	-	429	-	-
Promotional Items	10,000	-	10,000	10,000
Displays	5,000	-	5,000	5,000
Total Materials and Supplies	50,000	9,400	50,000	37,000
<i>Operating Expenses</i>				
Mileage Reimbursement	1,500	621	1,500	1,500
Toll Tag Expense	200	38	200	200
Parking	100	-	-	-
Community Meeting/ Events	5,000	-	5,000	5,000
Meeting Expense	500	42	500	500
Public Notices	2,000	-	2,000	2,000
Postage Expense	5,000	227	5,000	5,000
Local Delivery Services	500	-	500	500
<i>Non Cash Operating Expenses</i>				
Total Operating Expenses	16,300	928	14,700	14,700
<i>Financing Expenses</i>				
<i>Non Cash Financing Expenses</i>				
Total Financing Expenses		-	-	-
<i>Other Gains or Losses</i>				
Total Other Gains or Losses		-	-	-
Total Expenses	\$ 666,311	\$ 379,338	\$ 657,809	670,844

Law Department

The primary role of the Law Department is to provide trusted legal advice and counsel to support and advance the mission of the Mobility Authority. The General Counsel and Legal Assistant work with the Mobility Authority Board of Directors, the Executive Director, and staff to identify, consider, and respond to legal issues. The Law Department provides information, advice, and guidance on compliance with applicable laws; and represents the Authority's interests in its relationships with customers, other agencies, consultants, vendors, and the public. The Law Department coordinates and collaborates with outside counsel to provide the resources and expertise needed to support the Mobility Authority's projects, programs, and operations.

Major Business Functions:

- Identify, research, and advise the Board, Executive Director, and staff on legal issues that arise in connection with operations and functions of the Mobility Authority.
- Ensure that the Board and management receive timely and sound legal advice so that Mobility Authority actions comply with applicable laws and regulations.
- Coordinate, review, and prepare agendas and backup material for all Board meetings.
- Draft, review, and advise on documents necessary or desirable to implement Mobility Authority programs and operations, such as:
 - Resolutions and policy code provisions enacted by the Board;
 - Procurement documents such as requests for information, qualifications, or proposals and related procurement documents;
 - Contracts with vendors and interlocal agreements other government agencies;
 - Documents required by open government and ethics laws, such as agendas, responses to requests for public information, and disclosure of conflicts of interest and personal financial information.
- Advise on implementation, construction, and application of existing agreements, and on legal issues that arise under those agreements.
- Assist in managing Mobility Authority records and document retention systems to ensure compliance with legal requirements and best practices.
- Manage appropriate, efficient use of outside counsel resources to provide the legal support required by the Mobility Authority.

FY 2012 Highlights and Accomplishments:

- Drafted the Mobility Authority Policy Code adopted by the Board in February, 2012, to codify all existing policies passed by the Board since January, 2003; recommended, drafted, and presented subsequent Policy Code revisions adopted to update policies based on changes in applicable law and evolving Mobility Authority requirements. *Strategic Initiative: Innovation*

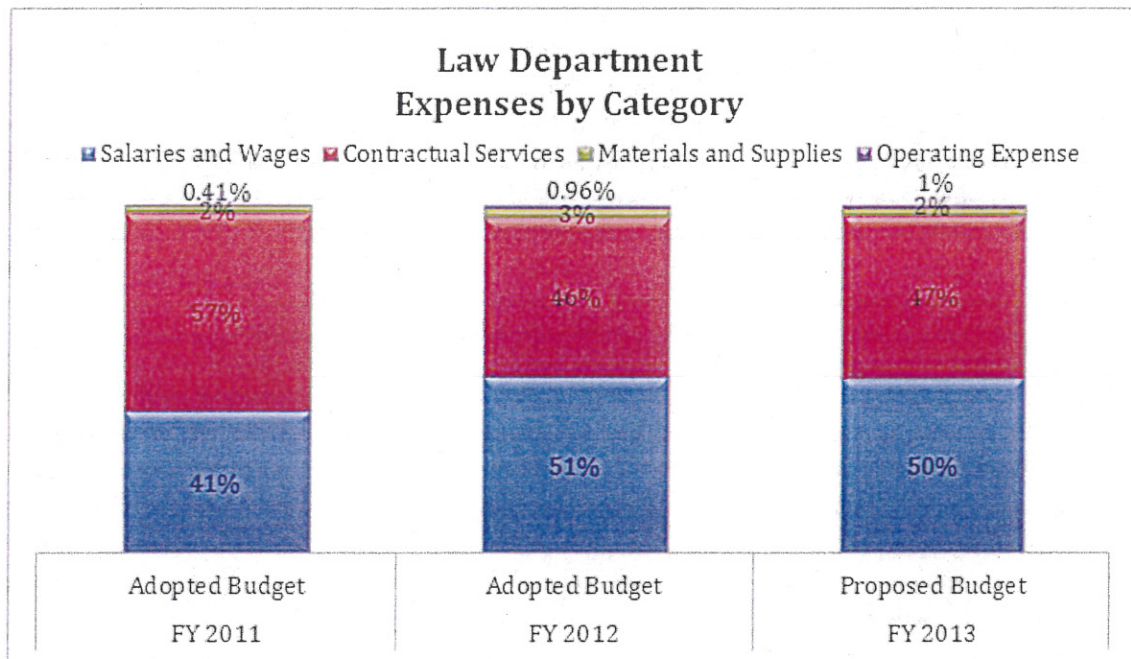
FY 2013 Overview and Goals:

- Continue to manage and provide legal support for Mobility Authority projects.
- Review, analyze, and recommend proposed revisions to the Policy Code needed to comply with evolving legal requirements and best practices.
- Review and update contract and document templates and procedures as needed to increase efficiency and best practices in Mobility Authority procurements. *Strategic Initiative: Innovation*
- Provide legal support and advice responding to proposals in the 83rd Legislature to change state laws that affect the Mobility Authority.

Law Department

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	290,605	288,480	300,839	4.28%
Contractual Services	410,000	260,800	279,800	7.29%
Materials and Supplies	11,500	15,000	12,000	-20.00%
Operating Expense	2,900	5,450	5,920	8.62%
Financing Expense	0	0	0	
Total Expenses	715,005	569,730	598,559	5.06%



Authorized Personnel:

	Positions		
	FY 2010 Adopted	FY 2011 Adopted	FY 2012 Proposed
Legal Counsel	1	1	1
Administrative Assistant	1	1	1
Total Positions - Legal	2	2	2

FY 2013 Proposed Operating Budget
Law Department

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	198,310	190,378	212,000	217,509
Overtime Salary Expense	1,000	-	1,000	
TCDRS	28,900	25,059	30,885	31,539
FICA	9,183	7,796	10,075	10,168
FICA MED	2,890	2,699	3,089	3,154
Health Insurance Expense	35,500	17,280	15,153	21,905
Life Insurance Expense	714	386	572	587
Other Benefits	13,568	11,678	14,266	14,537
Unemployment Taxes	540	452	1,440	1,440
Total Salaries and Wages	290,605	255,729	288,480	300,839
<i>Contractual Services</i>				
Professional Services				
Legal	400,000	100,714	250,000	270,000
Total Professional Services	400,000	100,714	250,000	270,000
Other Contractual Services				
Software Licenses	-	70	-	200
Advertising Expense	-	31	-	-
Cell Phones	600	400	600	600
Memberships	900	1,660	1,500	2,000
Continuing Education	2,000	635	2,000	800
Seminars and Conferences	2,500	314	2,500	2,500
Staff-Travel	3,500	900	3,500	3,000
Other Contractual Svcs	-	-	200	200
Contractual Contingencies	500	-	500	500
Total Other Contractual Services	10,000	4,030	10,800	9,800
Total Contractual Services	410,000	104,744	260,800	279,800
<i>Materials and Supplies</i>				
Books & Publications	11,500	7,738	15,000	12,000
Maintenance Supplies Expense	-	-	-	
Total Materials and Supplies	11,500	7,738	15,000	12,000
<i>Operating Expenses</i>				
Mileage Reimbursement	750	133	500	250
Toll Tag Expense	100	4	50	20

FY 2013 Proposed Operating Budget
Law Department

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Parking	50	-	50	50
Meeting Expense	150	18	4,150	5,000
Public Notices	200	100	200	200
Postage Expense	-	52	200	100
Overnight Delivery Services	150	-	100	100
Local Delivery Services	1,500	6	200	200
Non Cash Operating Expenses				
Total Operating Expenses	2,900	312	5,450	5,920
<i>Financing Expenses</i>				
Non Cash Financing Expenses				
Total Financing Expenses	-	-	-	-
<i>Other Gains or Losses</i>				
Total Other Gains or Losses	-	-	-	-
Total Expenses	\$ 715,005	\$ 368,522	\$ 569,730	598,559

Engineering

The primary role of the Engineering Department is to provide leadership and direction for all engineering functions within the Mobility Authority.

Major Business Functions:

Project Inception and Feasibility: Coordinate with other transportation providers in the region (TxDOT, City of Austin, Travis County, and Williamson County) to assure that mobility needs for the region are defined and included in the Long Range Transportation Plan. Provide feasibility analysis for selected projects to evaluate implementation priority.

Project Development: Accurately program and develop priority projects to the appropriate level for implementation based on coordination with stakeholders. Stakeholders would include external – federal and state agencies, local governments and the general public. Internal stakeholders would include the Board of Directors, the Executive Director, Legal Department, Financial Team, Toll Operations Department, General Engineering Consultants and Public Relations Department. The deliverable may include schematic level design, or more complete design as well as the appropriate level of environmental documentation and clearance.

Project Implementation: Determine the appropriate project delivery method and oversight to provide the Authority with a project of the highest quality that meets the financial and timing constraints.

Roadway Maintenance: Quantifiable definition of appropriate levels of roadway maintenance that will drive the estimated maintenance costs for any given project over the life of any debt and beyond.

Programmatic annual assessment of roadway conditions and estimated maintenance costs (needs) for the next fiscal year. Oversight of all maintenance activities performed on Authority roadways or other assets.

FY 2012 Highlights and Accomplishments:

- Successful opening of the 183A Phase II toll project on-time and on-budget. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Continued progress on the construction of the direct connectors on the 290E toll project to and from US 183 using “economic stimulus” funding. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Continued progress on the design-build Comprehensive Development Agreement (CDA) for the 290E toll project from US 183 east to SH 130. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Creation of project summary sheets for the Dashboard which can be printed off individually or all together as a group. *Strategic Initiative: Innovation*
- Formation of the preliminary project development teams to perform the environmental clearance for the SH 45SW project and the US 290(W)/ SH 71(W) interchange project. *Strategic Initiatives: Regional Mobility, Economic Vitality*

Engineering

FY 2012 Highlights and Accomplishments (cont.):

- Success in getting the environmental and final design for the MoPac South improvement project funded with Rider 42 money from TxDOT. *Strategic Initiatives: Regional Mobility, Innovation*
- Success in getting the environmental phase of the US 183(N) improvement project funded with STP MM money from CAMPO. *Strategic Initiatives: Regional Mobility, Innovation*
- Hired a new Engineering Manager for the engineering department to assist with project development activities. *Strategic Initiatives: Regional Mobility, Innovation*

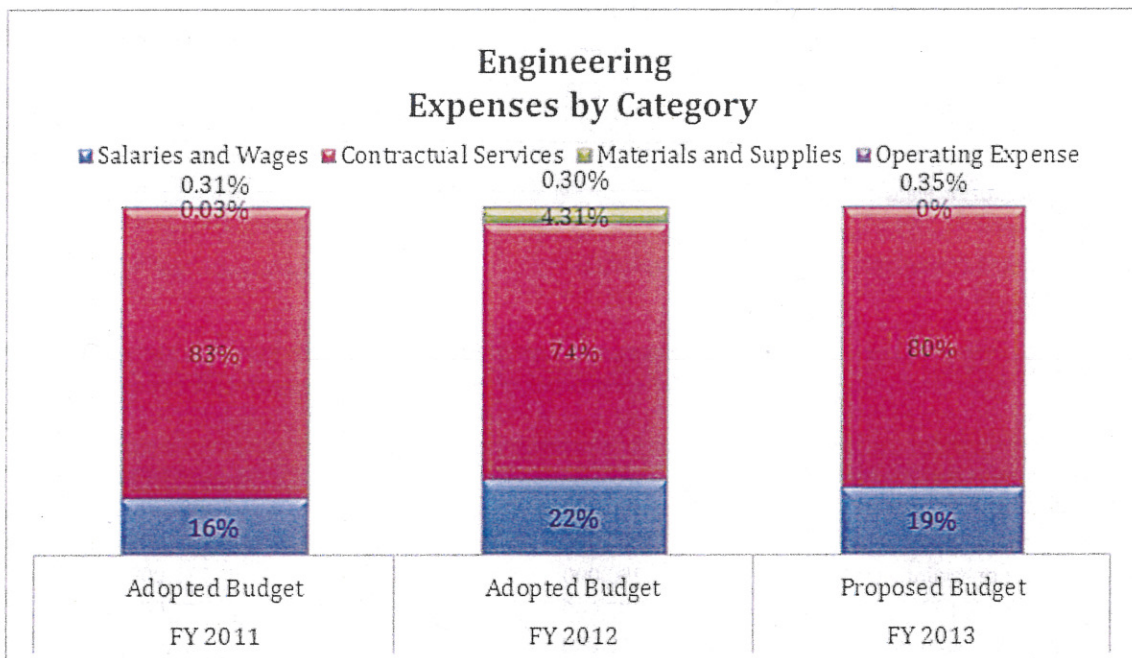
FY 2013 Overview and Goals:

- Continue program support from our two General Engineering Consultant's (GEC's) for all annual Operations Budget activities including; financial planning support, technology support, contract procurement and management support, trust indenture support, general program support and roadway operations and maintenance support. *Strategic Initiative: Innovation*
- Completion of the MoPac Improvement Project environmental process. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Completion of the 183S (Bergstrom Expressway) environmental process. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Complete the Green Mobility Challenge for SH 45SW and US 290W (The Y) during the environmental process. *Strategic Initiatives: Regional Mobility, Sustainability*
- Assist with definition, organization and codification of operating policies for the Authority. *Strategic Initiative: Innovation*
- Assist with definition of operations budget code descriptions. *Strategic Initiative: Innovation*
- Continue to enhance the "modified" design-bid-build project delivery model based on lessons learned from the 290E direct connector project and the 183A Phase II project. *Strategic Initiatives: Innovation, Sustainability*
- Research appropriate performance measures for the Engineering Department as well as the Authority with respect to transportation project implementation. *Strategic Initiative: Innovation*

Engineering

Summary of Expenses:

	FY 2011 Adopted Budget	FY 2012 Adopted Budget	FY 2013 Proposed Budget	Increase (Decrease)
Salaries and Wages	539,671	628,325	546,121	-13.08%
Contractual Services	2,781,100	2,137,100	2,251,000	5.33%
Materials and Supplies	1,000	125,000	2,000	-98.40%
Operating Expense	10,270	8,770	9,800	11.74%
Financing Expense	0	0	0	
Total Expenses	3,332,041	2,899,195	2,808,921	-3.11%



Authorized Personnel:

	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
Engineering Director	1	1	1
Engineering Manager	1	1	1
Maintenance Manager	1	1	1
Administrative Assistant*	0	1	1
Total Positions - Engineering	3	4	4

*Position moved to Engineering in FY 2011

**FY 2013 Proposed Operating Budget
Engineering Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Expenses				
<i>Salaries and Wages</i>				
Salary Expense-Regular	317,866	237,327	368,601	378,390
Contractual Employees Expense	105,000	7,623	105,000	5,000
TCDRS	46,091	33,856	53,447	54,867
FICA	14,666	11,770	16,390	19,517
FICA MED	4,609	3,389	5,345	5,487
Health Insurance Expense	28,000	32,861	51,593	53,603
Life Insurance Expense	1,144	520	995	1,021
Other Benefits	21,657	9,673	24,695	25,356
Unemployment Taxes	638	397	2,259	2,880
Total Salaries and Wages	539,671	337,415	628,325	546,121
<i>Contractual Services</i>				
Professional Services				
General Engineering Consultant	1,550,000	780,443	1,200,000	1,200,000
Facility maintenance	90,000	977	-	-
Total Professional Services	1,640,000	781,419	1,200,000	1,200,000
Other Contractual Services				
Emergency Maintenance	10,000	-	10,000	10,000
Roadway Maintenance Contract	300,000	74,559	300,000	640,000
Landscape Maintenance	200,000	119,361	280,000	280,000
Signal & Illumination Maint	250,000	64,950	175,000	-
Mowing and litter control	300,000	52,095	40,000	-
Hazardous Material Cleanup	10,000	-	10,000	-
Striping	50,000	26,459	75,000	-
Graffiti removal	10,000	-	10,000	-
Cell Phones	1,600	2,001	3,600	2,500
Other Communication Expenses	-	-	-	10,000
Continuing Education	1,000	-	-	-
Seminars and Conferences	3,000	1,255	3,000	3,000
Staff-Travel	5,500	3,321	5,500	5,500
Other Contractual Svcs	-	-	25,000	-
Roadway maintenance contract	-	(210)	-	-
Contractual Contingencies	-	1,475	-	100,000
Total Other Contractual Services	1,141,100	345,266	937,100	1,051,000
Total Contractual Services	2,781,100	1,126,686	2,137,100	2,251,000
<i>Materials and Supplies</i>				
Office Supplies	-	-	-	1,000

**FY 2013 Proposed Operating Budget
Engineering Services**

Account Name	Budget Prior Year FY 2011	Actual Year to Date 4/30/12 FY 2012	Budget Amount FY 2012	Budget Request FY 2013
Ice Control Materials	-	-	25,000	-
Maintenance Supplies-Roadway	-	-	100,000	
Tools & Equipment Expense	500	142	-	500
Misc Materials & Supplies	500	-	-	500
Total Materials and Supplies	1,000	142	125,000	2,000
<i>Operating Expenses</i>				
Gasoline Expense	3,500	4,098	5,000	5,000
Mileage Reimbursement	1,000	1,037	1,000	1,200
Toll Tag Expense	2,300	2,657	2,300	2,300
Parking	20	64	20	100
Meeting Expense	-	128	100	100
Overnight Delivery Services	100	-	-	
Repair & Maintenance-General	200	-	-	
Repair & Maintenance-Vehicles	2,900	460	100	500
Other Licenses	250	470	250	600
<i>Non Cash Operating Expenses</i>				
Total Operating Expenses	10,270	8,914	8,770	9,800
<i>Financing Expenses</i>				
Total Financing Expenses		-	-	-
<i>Other Gains or Losses</i>				
Total Other Gains or Losses		-	-	-
Total Expenses	\$ 3,332,041	\$ 1,473,157	\$ 2,899,195	2,808,921

Consolidated Staffing Schedule

Authorized Personnel:	Positions		
	FY 2011 Adopted	FY 2012 Adopted	FY 2013 Proposed
<u>Administration</u>			
Executive Director	1	1	1
Deputy Director	1	1	1
Assistant to Executive Director	1	1	1
Senior Administrative Assistant	1	0	0
Receptionist	1	1	1
Community Development Specialist*	1	1	1
Project Coordinator	0	0	0
Director of Procurement & Contract Mgt	0	0	0
Intern*	1	1	1
<u>Financial Services</u>			
CFO	1	1	1
Controller	1	1	1
Fiscal Analyst	1	1	1
<u>Toll Operations</u>			
Operations Director	1	1	1
Customer Service and Toll Operations Manager	1	1	1
<u>Communications and Marketing</u>			
Communications and Marketing Director	1	1	1
Communications and Marketing Specialist	1	1	1
Intern*	1	1	1
<u>Legal</u>			
Legal Counsel	1	1	1
Administrative Assistant	1	1	1
<u>Engineering</u>			
Engineering Director	1	1	1
Engineering Manager	1	1	1
Maintenance Manager	1	1	1
Administrative Assistant	0	1	1
Total Positions	20	20	20

*Positions currently not filled

Operating Capital Budget

FY 2013 Operating Capital Budget

Operating Capital Budget

Server and other hardware replacements	\$	15,000
Office move		50,000
Document Management Software		50,000
Financial Software		30,000
Total Operating Capital Budget	\$	145,000

System Operating Budget

FY 2013 Proposed System Operating Budget

System Operating Costs

Toll Operations	Operating Expenses	6,281,314
Finance Department	Insurance Expense	90,000
Finance Department	Trustee Expense	6,000
Finance Department	Salaries	314,857
Finance Department	Rent	250,000
Finance Department	Contractual	161,550
Finance Department	Materials and Supplies	19,650
Legal	Salaries	120,336
Legal	Contractual	135,000
Communications	Salaries	135,472
Communications	Contractual	115,000
Communications	Materials and Supplies	8,100
Engineering	Salaries	163,836
Engineering	Contractual	366,250
Administration	Salaries	386,456

Total System Operating Costs		<u><u>8,553,821</u></u>
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Debt Service Schedules

Central Texas Regional Mobility Authority
Schedule of Outstanding Debt
Fiscal Year 2013

Debt Issue	Date of Issue	Date of Maturity	Average Interest Rates	Amount Issued	Amount Outstanding 7/1/2012
			30 bps over		
2011 Regions Loan (Revolving Line of Credit)	1-Nov-2011	1-Nov-2014	LIBOR	\$ 5,000,000	\$ 400,000
2011 Senior Lien Revenue Bonds	29-Jun-2011	1-Jan-2046	5.75% - 6.25%	295,930,000	295,930,000
2011 Senior Lien Capital Appreciation Bonds	29-Jun-2011	1-Jan-2026	5.90% - 6.50%	9,999,944	9,999,944
2011 Subordinated Lien Revenue Bonds	29-Jun-2011	1-Jan-2041	6.75%	70,000,000	70,000,000
2010 Senior Lien Revenue Bonds	1-Mar-2010	1-Jan-2040	5.75%	59,880,000	59,880,000
2010 Senior Lien Capital Appreciation Bonds	1-Mar-2010	1-Jan-2040	7.20% - 7.85%	34,999,710	34,999,710
2010 Subordinated Lien Fixed Build America Bonds	1-Mar-2010	1-Jan-2040	11.625%*	35,000,000	35,000,000
2010 Subordinated Lien CPI Build America Bonds	1-Mar-2010	1-Jan-2040	12.28%*	10,000,000	10,000,000
2005 Senior Lien Revenue Bonds	1-Feb-2005	1-Jan-2045	3.50% - 5.00%	151,635,000	150,140,000
2005 Senior Lien Capital Appreciation Bonds	1-Feb-2005	1-Jan-2021	4.20% - 4.60%	16,332,611	16,332,611
2005 TIFIA Loan	1-Mar-2005	1-Jan-2042	4.69%	66,000,000	65,900,000
Total Debt Service				\$ 754,777,265	\$ 748,582,265

Debt Service Schedules

Debt Service Schedule Fiscal Year 2013

	Principal	Regular Interest	Accreted Interest	Capitalized Interest
2005 Senior Lien				
1/1/2013	2,720,000	3,682,375		
7/1/2013		3,614,375		
2005 CABs				
1/1/2013			496,072	
7/1/2013			507,032	
TIFIA				
1/1/2013	150,000	1,817,998		
7/1/2013		1,814,480		
1/1/2013 Prepayment	818,552			
2010 Senior Lien CABs				
1/1/2013 (cap I)			1,578,222	
7/1/2013 (cap I)			1,638,023	
2010 Senior Lien Current Interest Bonds				
1/1/2013				1,721,550
7/1/2013		1,721,550		
2010 Subordinated Lien Fixed				
1/1/2013		1,322,344		
7/1/2013		1,322,344		
2010 Subordinated Lien CPI				
1/1/2013		399,100		
7/1/2013		399,100		
2011 Senior Lien				
1/1/2013				8,946,606
7/1/2013				8,946,606
2011 Senior Lien CABs				
1/1/2013			334,215	
7/1/2013			344,770	
2011 Subordinated Lien				
1/1/2013				2,362,500
7/1/2013				2,362,500
2011 Regions Loan		5,000		
Total Debt Service	\$ 3,688,552	\$ 16,098,666	\$ 4,898,333	\$ 24,339,762

Reconciliation

Interest Expense (non capital)	20,318,015
Capitalized Interest (projects)	24,339,762
Accreted Interest (projects)	678,984
Total Interest FY 2013	<u>45,336,761</u>
Principal	3,688,552
Total Debt Service	<u>\$ 49,025,313</u>

Capital Improvement Program

Project Name	Estimated Total Project Cost	FY 2013 Estimated Amount	Funding Source*
183A Extension (to completion)	\$ 123,700,000	\$ 2,000,000	Revenue Bond Financing
South Brushy Creek Pedestrian Bridge (to completion)	850,000	650,000	TxDOT Trans. Enhancement Grant, WilCo, 183A Ext. Funds
US 183/183A Intersection Improvements (to completion)	3,200,000	2,900,000	TxDOT Pass-Through Agreement, Private Developer; General Fund
Value Pricing Project	1,525,530	1,525,530	80% Federal Grant; 20% General Fund match
Ride Share Project	150,000	150,000	80% Federal Grant; 20% General Fund match
Manor Expressway Phase I Direct Connects (to completion)	73,400,000	1,000,000	Stimulus Funds
Manor Expressway Phase II (to completion)	353,100,000	107,000,000	Bond Financing, TxDOT FAA
Mopac Express Lanes Project - North (to completion)	197,100,000	21,176,000	CAMPO Project Development Funds; Federal Aid Mobility Funds (TxDOT FAA)
Mopac Express Lanes Project - South (to construction)	16,500,000	4,000,000	TxDOT Proposition 12 Funds
US 183 South (to environmental clearance)	4,400,000	831,000	Federal Aid Mobility Funds (TxDOT FAA)
SH 45 SW (to environmental clearance)	2,000,000	1,290,000	Federal Aid Mobility Funds (TxDOT FAA)
US 290 West - The "Y" (to environmental clearance)	3,100,000	1,350,000	Federal Aid Mobility Funds (TxDOT FAA)
US 183 N Express Lanes (to environmental clearance)	7,200,000	3,200,000	STP-MM Funds
	<u>\$ 786,225,530</u>	<u>\$ 147,072,530</u>	

*Note: Funds have been allocated to the Authority through the various funding sources however not all funding agreements have been executed.

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

RESOLUTION NO. 12-039

**AUTHORIZING EXECUTION OF AN AGREEMENT WITH THE
CAPITAL AREA METROPOLITAN PLANNING ORGANIZATION
FOR FINANCIAL ASSISTANCE TO DEVELOP
THE MOPAC IMPROVEMENT PROJECT.**

WHEREAS, the Texas Department of Transportation (“TxDOT”) recently identified \$136,583,000 in unanticipated funding available for transportation projects in the Austin metropolitan area and asked the Capital Area Metropolitan Planning Organization (“CAMPO”) to allocate the funding to appropriate projects; and

WHEREAS, on June 11, 2012, the CAMPO Transportation Policy Board determined it is in the best interest of the region to allocate \$130 million of this funding to assist the Central Texas Regional Mobility Authority (“Mobility Authority”) in developing and constructing the MoPac Improvement Project (“Project”); and

WHEREAS, the financial assistance authorized by CAMPO enables the Mobility Authority to fund the Project without issuing significant debt, and reduces the total cost of building and operating the Project; and

WHEREAS, to share in the financial benefits to the Project from this financial assistance, the Mobility Authority has agreed to create a “Regional Infrastructure Fund” from surplus toll revenues generated by the Project; and

WHEREAS, the details relating to the CAMPO allocation of financial assistance and the implementation of the Regional Infrastructure Fund are set forth in a proposed interlocal agreement between CAMPO and the Mobility Authority attached to this resolution as Attachment A.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the interlocal agreement in the form or substantially the same form as is attached to this resolution as Attachment A; and

BE IT FURTHER RESOLVED that Chairman Ray Wilkerson is authorized and directed to execute the approved interlocal agreement on behalf of the Mobility Authority; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to take such other actions as are necessary to implement the interlocal agreement; and

BE IT FURTHER RESOLVED, that the Executive Director shall periodically report to the Board on the implementation of the interlocal agreement and on any additional actions which may be necessary or desirable to implement the interlocal agreement.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of June, 2012.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Willerson
Chairman, Board of Directors
Resolution Number: 12-039
Date Passed: 6/27/12

Attachment A

Interlocal Agreement

[on the following 7 pages]

INTERLOCAL AGREEMENT

THIS INTERLOCAL AGREEMENT (the “Agreement”) is made and entered into effective as of the ___ day of _____, 2012, by and between the CAPITAL AREA METROPOLITAN PLANNING ORGANIZATION (“CAMPO”), the designated metropolitan planning organization for the Austin metropolitan area, and the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (the “Mobility Authority”), a political subdivision of the State of Texas (each a “Party”, and collectively, the “Parties”).

WITNESSETH:

WHEREAS, 23 U.S.C. §134 requires the Governor, by agreement with units of general purpose local government in the affected area, to designate a metropolitan planning organization (“MPO”) for each metropolitan planning area in the state; and

WHEREAS, 23 U.S.C. §134 requires each MPO so designated, in cooperation with the state, to develop long-range transportation plans and transportation improvement programs for the metropolitan planning area; and

WHEREAS, the Governor of Texas has designated CAMPO as the MPO for Bastrop, Caldwell, Hays, Travis, and Williamson Counties in accordance with the requirements of 23 U.S.C. §134; and

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

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

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

WHEREAS, the Mobility Authority’s goals include improving mobility within Travis and Williamson counties, and to further that goal, the Mobility Authority has exercised its option, pursuant to state law, to develop, construct, and operate a proposed managed lane project in the City of Austin, Travis County, along an 11-mile portion of Loop 1 (MoPac) south of Parmer Lane to Cesar Chavez Street (the “MoPac Improvement Project” or “Project”); and

WHEREAS, the Texas Department of Transportation (“TxDOT”) recently identified approximately \$2 billion in unanticipated funding for highway projects, resulting primarily from additional federal funding and lower than expected borrowing and construction costs for current projects; and

WHEREAS, TxDOT has notified CAMPO that \$136,583,000.00 of the unanticipated funding (the “New Funds”) will be made available for transportation projects in the Austin metropolitan area and has asked CAMPO to allocate the New Funds for appropriate projects; and

WHEREAS, the New Funds must be primarily allocated to projects which have progressed through the planning and development process to a point where Federal funds may be obligated to the project by September 30, 2012; and

WHEREAS, the MoPac Improvement Project is expected to receive environmental clearance on or before August 31, 2012, and has otherwise advanced through the planning and development process such that it is anticipated to be eligible for the obligation of funds prior to September 30, 2012; and

WHEREAS, CAMPO has determined that it is in the best interest of the region to allocate \$130 million in New Funds to the development and construction of the MoPac Improvement Project by the Mobility Authority; and

WHEREAS, the allocation of \$130 million in New Funds to the MoPac Improvement Project makes it possible for the Mobility Authority to fund construction of the Project without issuing toll revenue bonds, and thus reduces the total cost of constructing and operating the Project by the projected cost of issuing and repaying toll revenue bonds; and

WHEREAS, because the Mobility Authority will not have debt service requirements for the MoPac Improvement Project, the Project will generate “Surplus Revenue” (as defined below) sooner than if debt were issued; and

WHEREAS, to assure that the region shares in the benefits resulting from the use of New Funds for the MoPac Improvement Project, and in accordance with the requirements of Section 370.174 of the RMA Act, the Mobility Authority has agreed to establish a Regional Infrastructure Fund (“RIF”) created from a portion of the Surplus Revenue from the MoPac Improvement Project to be used to fund other transportation projects in the region; and

WHEREAS, in accordance with the terms of this Agreement and provisions of the RMA Act, the RIF will be available for use on transportation projects identified by CAMPO; and

WHEREAS, the Mobility Authority has agreed to deposit and hold the RIF in a dedicated interest-bearing account for the benefit of CAMPO;

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

I. FINDINGS

Recitals. The recitals set forth above are incorporated herein for all purposes and are found by the Parties to be true and correct. It is further found and determined that the Parties

have authorized and approved the Agreement by resolution and that this Agreement will be in full force and effect when approved by each party.

II. ACTION

- A. **Allocation of New Funds to the MoPac Improvement Project.** CAMPO shall amend its Transportation Improvement Program (“TIP”) to allocate to the Mobility Authority \$130 million in New Funds, to be used to pay or provide reimbursement for the costs of (1) constructing the MoPac Improvement Project, including without limitation costs of right-of-way acquisition and utility relocation; and (2) other costs associated with project financing and implementation. This funding allocation is committed by CAMPO and is not subject to future discretionary actions of CAMPO. The Parties recognize and acknowledge that, subject to applicable law, a portion of the New Funds committed by this paragraph may be applied to reimburse costs incurred prior to, and in anticipation of, receipt of New Funds. The Parties further recognize and acknowledge that the New Funds shall be made available to the Mobility Authority by TxDOT pursuant to the terms of a separate financial assistance agreement. A copy of the financial assistance agreement will be provided to CAMPO upon execution by the Mobility Authority and TxDOT.
- B. **Maintenance of Regional Infrastructure Fund.** In order to share the financial benefits derived from using New Funds for the MoPac Improvement Project, the Mobility Authority will establish and maintain a RIF. The RIF will be held in a dedicated interest-bearing account into which the Mobility Authority will deposit a portion of the Surplus Revenue generated by the Project (the “RIF Account”). The amounts of, and projected schedule for, contributions to the RIF Account are set forth on Exhibit “A”, attached hereto and incorporated herein.
- C. **Use of Funds Held in the RIF Account.** The proceeds deposited to the RIF Account (and interest earned thereon) shall be used to assist governmental entities (which may include the Mobility Authority) in funding eligible toll or toll-free transportation projects. CAMPO shall have the sole responsibility for designating the transportation projects to which funds in the RIF Account will be allocated and determining the amount of available RIF proceeds to be allocated to each project. The Mobility Authority shall distribute funds in the RIF Account to governmental entities as designated by CAMPO for transportation projects included in the approved TIP (and any other required planning document). Notwithstanding the foregoing, unless otherwise permitted by federal law, funds in the RIF Account may only be used for a transportation project as defined in Title 23 of the United States Code (23 U.S.C.).

If, in the future, state and federal law permits CAMPO to directly fund projects through loans and grants, and state law permits a regional mobility authority to transfer Surplus Revenue directly to a metropolitan planning organization, the Parties agree that the RIF contributions and account shall, upon receipt of a written request from CAMPO, be transferred from the Mobility Authority to CAMPO.

- D. **Mobility Authority Commitment Contingent on Surplus Revenue.** The Mobility Authority shall deposit Surplus Revenue to the RIF Account only to the extent Surplus Revenue exists and in accordance with the general schedule set forth in Exhibit "A", which was derived based on projected revenues, operations and maintenance expenses, necessary reserves, and other project expenditures developed by the Mobility Authority and its consultants. For purposes of this Agreement, the phrase "Surplus Revenue" shall have the meaning set forth in Section 370.003(12) of the RMA Act, provided that neither (1) feasibility fund expenditures; nor (2) debt service and other expenses associated with any borrowing as described in Section II.E(2) shall be deducted from Project revenues in computing Surplus Revenue. If the Project does not generate Surplus Revenue at the time or in the amounts projected on Exhibit "A", the parties will confer and will work in good faith to revise the terms hereof to accommodate the changed circumstances while preserving the benefits for the region of the RIF and recognizing the value of the designated contribution schedule.
- E. **Encumbrance of Project Revenues.** The Mobility Authority agrees not to encumber Project revenues to secure borrowing from third parties except in either of the following circumstances:
- (1) The Mobility Authority determines that funds are needed to support Project construction or operations or to reimburse previously-incurred Project expenditures. If the funds needed are less than \$25 million, the Mobility Authority may take such actions as are necessary to secure the funding, including entering into a loan agreement with a third party to provide the funding on commercially reasonable terms (which may include a pledge of Project revenues).
 - (2) If the Mobility Authority has made contributions to the RIF in accordance with the schedule reflected on Exhibit "A", it may pledge that portion of Surplus Revenue which exceeds scheduled RIF contributions ("Additional Surplus Revenue") to secure third party borrowing. In accordance with Section II.D, all debt service and other expenses associated with such borrowing shall be excluded from the definition of Surplus Revenue available for contribution to the RIF (i.e., debt service and expenses related to such borrowing will not be deducted from Project revenues for purposes of calculating Surplus Revenue available for contribution to the RIF). In the event the Mobility Authority intends to borrow money and pledge the Additional Surplus Revenue to secure such borrowing, the Mobility Authority shall: (1) provide notice of its intent to engage in such borrowing at least thirty (30) calendar days prior to consummating such loan; (2) assure that any documents evidencing the loan recognize the obligations to make the RIF contributions prior to satisfying any loan obligations; and (3) provide documents evidencing the loan to CAMPO at least ten (10) business days prior to funding.
- F. **Advance Funding of RIF.** At its option and depending on Project performance, the Mobility Authority may fund the entire contribution to the RIF earlier than is otherwise projected on Exhibit "A".

- G. **Audit of Project.** The Mobility Authority will provide a copy of its annual audit to CAMPO until such time that the RIF contributions have been fully funded in accordance with Exhibit "A". In addition, CAMPO may, at its expense, secure an independent audit of the Project to verify the computation and availability of Surplus Revenue for contribution to the RIF in accordance with the projected schedule reflected on Exhibit "A".

III. GENERAL AND MISCELLANEOUS

- A. **Prior Written Agreements.** This Agreement is the complete agreement by and between the Parties on the subject matter of the Agreement. This Agreement is without regard to any and all prior written contracts or agreements between the Parties regarding any other subject matter and does not modify, amend, ratify, confirm, or renew any such other prior contract or agreement between the Parties.
- B. **Other Services.** Nothing in this Agreement shall be deemed to create, by implication or otherwise, any duty or responsibility of either of the Parties to undertake or not to undertake any other service, or to provide or not to provide any service, except as specifically set forth in this Agreement or in a separate written instrument executed by both Parties.
- C. **Governmental Immunity.** Nothing in this Agreement shall be deemed to waive, modify, or amend any legal defense available at law or in equity to either of the Parties nor to create any legal rights or claims on behalf of any third party. Neither of the Parties waives, modifies, or alters to any extent whatsoever the availability of the defense of governmental immunity under the laws of the State of Texas and of the United States.
- D. **Amendments and Modifications.** This Agreement may not be amended or modified except in writing and executed by both Parties to this Agreement and authorized by their respective governing bodies.
- E. **Severability.** If any provision of this Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof, but rather this entire Agreement will be construed as if not containing the particular invalid or unenforceable provision(s), and the rights and obligations of the Parties shall be construed and enforced in accordance therewith. The Parties acknowledge that if any provision of this Agreement is determined to be invalid or unenforceable, it is their desire and intention that such provision be reformed and construed in such a manner that it will, to the maximum extent practicable, give effect to the intent of this Agreement and be deemed to be validated and enforceable.
- F. **Execution in Counterparts.** This Agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall be considered fully executed as of the date first written above, when both Parties have executed an identical counterpart, notwithstanding that all signatures may not appear on the same counterpart.

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

**Capital Area Metropolitan Planning
Organization Transportation Policy Board**

**Central Texas Regional Mobility
Authority**

By: Will Conley, Chair

By: Ray Wilkerson, Chair

Date: _____

Date: _____

EXHIBIT "A"

PROJECTED
REGIONAL INFRASTRUCTURE FUND
CONTRIBUTION SCHEDULE

(Contributions to be made on or before September 1 of the year indicated)

Year	Annual Amount
2017	\$2,000,000
2018	\$2,000,000
2019	\$3,000,000
2020	\$4,000,000
2021	\$5,000,000
2022	\$5,000,000
2023	\$6,000,000
2024	\$10,000,000
2025	\$10,000,000
2026	\$10,000,000
2027	\$10,000,000
2028	\$10,000,000
2029	\$11,000,000
2030	\$11,000,000
2031	\$11,000,000
2032	\$11,000,000
2033	\$11,000,000
2034	\$11,000,000
2035	\$11,000,000
2036	\$12,000,000
2037	\$12,000,000
2038	\$12,000,000
2039	\$12,000,000
2040	\$12,000,000
2041	\$16,000,000
TOTAL	\$230,000,000

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

RESOLUTION NO. 12-040

ACCEPT THE FINANCIAL REPORTS FOR MAY, 2012.

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

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

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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of May, 2012, and has caused a Financial Report to be prepared and attached to this resolution as Attachments A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for May, 2012, attached as Attachment A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of June, 2012.

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: 12-040
Date Passed: 6/27/2012

Attachment A

Financial Report for May, 2012

Central Texas Regional Mobility Authority

Balance Sheet

As of

May 31, 2012

May 31, 2011

Assets

Current Assets

Cash in Regions Operating Account 97,039 135,379

Cash In TexSTAR 14,034 241,788

Regions Payroll Account 86,798 3,265

Restricted cash/cash equivalents

Fidelity Government MMA 42,495,852 11,493,647

Restricted Cash-TexStar 56,977,016 87,492,046

Regions SIB account 0 7,492,533

Overpayment accounts 30,458 18,594

Total Cash and Cash Equivalents 99,604,158 106,877,251

Accounts Receivable 15,053 140,353

Due From Employees 18 0

Due From TTA 477,325 375,997

Due From NTTA 49,930 36,243

Due From HCTRA 78,293 108,764

Due From TxDOT 6,470,809 3,756,573

Due From Federal Government 752,618 904,130

Interest Receivable 737,532 88,234

Total Receivables 8,581,578 5,410,294

Short Term Investments

Short Term Investments 204,955,273 11,044,295

Other Current Assets

Prepaid Insurance 21,003 31,687

Total Current Assets 313,259,051 123,363,527

Construction Work In Process

332,947,739 167,837,264

Fixed Assets

Computers(net) 28,761 32,942

Computer Software(net) 170,487 1,371,344

Furniture and Fixtures(net) 12,116 20,645

Equipment(net) 40,408 46,784

Autos and Trucks(net) 21,844 328

Buildings and Toll Facilities(net) 6,182,286 6,358,844

Highways and Bridges(net) 173,166,249 178,133,456

Communication Equipment(net) 967,344 1,158,189

Toll Equipment(net) 2,122,055 2,583,836

Signs(net) 4,944,941 5,100,198

Land Improvements(net) 1,118,034 1,183,838

Right of Way 24,683,553 23,683,553

Leasehold Improvements 58,910 60,044

Total Fixed Assets 213,516,989 219,734,001

Long Term Investments

GIC (Restricted) 0 58,345,174

Agencies-LT 18,145,913 0

Other Assets

Security Deposits 8,644 9,483

Intangible Assets 650 650

Total Bond Issuance Costs 15,513,517 10,420,538

Total Assets 893,392,502 579,710,638

Liabilities

Current Liabilities

Accounts Payable	185,414		3,703,939
Overpayments	31,328		19,176
Interest Payable	18,000,490		7,160,662
Deferred Compensation Payable	0		3,290
TCDRS Payable	33,063		28,780
Medical Reimbursement Payable	63		0
Due to other Entities	9,430		0
Due to State of Texas	0		2,202
Total Current Liabilities	18,259,787		10,918,048

Long Term Liabilities

Accrued Vac & Sick Leave Paybl		413,815		365,641
Senior Lien Revenue Bonds 2005	172,143,281		172,698,781	
Senior Lien Revenue Bonds 2010	101,188,963		98,221,803	
Senior Lien Revenue Bonds 2011	306,517,546		0	
Sn Lien Rev Bnd Prem/Disc 2005	4,642,881		4,805,285	
Sn Lien Rev Bnd Prem/Disc 2010	171,740		206,371	
Tot Sr Lien Rev Bond Pay Pre/D	1,218,843			5,011,656
Subordinated Lien Bond 2010		45,000,000		45,000,000
Subordinated Lien Bond 2011		70,000,000		0
Sub Lien Bond 2011 Prem/Disc		(2,082,984)		
TIFIA note 2008		77,526,562		77,330,123
2010 Regions BAB's Payable		0		60,000,000
2011 Regions Draw Down Note		400,000		
2009 State Infrastructure loan		0		33,100,531
Total Long Term Liabilities		772,326,026		491,728,535
Total Liabilities		790,585,812		502,646,583

Net Assets Section

Contributed Capital		18,334,846		18,334,846
Net Assets beginning		61,990,955		37,178,225
Current Year Operations		22,480,889		21,550,985
Total Net Assets		84,471,844		58,729,210

Total Liabilities and Net Assets

893,392,502	579,710,638
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Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 5/31/2012	Percent of Budget	Actual Prior Year to Date 5/31/2011
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	21,395,350	15,304,714	71.53%	14,406,809
Toll Revenue-HCTRA-183A	656,250	670,702	102.20%	580,031
Toll Revenue-NTTA-183A	411,600	429,432	104.33%	371,691
Video Tolls	3,004,800	3,286,896	109.39%	2,930,303
Fee revenue	1,252,000	1,337,449	106.83%	1,220,522
Total Operating Revenue	26,720,000	21,029,194	78.70%	19,509,355
Other Revenue				
Interest Income	180,000	188,494	104.72%	221,853
Grant Revenue	800,000	26,533,600	3317%	27,539,262
Reimbursed Expenditures	-	150,000	-	-
Misc Revenue	2,200	918,366	41744%	2,200
Gain/Loss on Redemption Bonds	-	-	0.00%	1,000
Gain/Loss on Sale of Asset	-	12,342	-	-
Total Other Revenue	982,200	27,802,803	2831%	27,764,315
Total Revenue	\$ 27,702,200	\$ 48,831,997	176.27%	\$ 47,273,671
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,010,301	1,696,378	84.38%	1,472,175
Part Time Salry Expense	12,000	7,927	66.06%	6,354
Overtime Salary Expense	4,000	-	0.00%	-
Contractual Employees Expense	105,000	7,933	7.56%	29,550
TCDRS	304,235	237,825	78.17%	211,149
FICA	97,856	75,241	76.89%	66,503
FICA MED	30,715	24,338	79.24%	20,861
Health Insurance Expense	204,527	159,054	77.77%	142,949
Life Insurance Expense	5,374	3,399	63.25%	4,837
Auto Allowance Expense	9,000	4,462	49.58%	8,798
Other Benefits	171,305	150,449	87.83%	51,619
Unemployment Taxes	13,059	2,519	19.29%	2,978
Salary Reserve	91,871	-	0.00%	-
Total Salaries and Wages	3,059,243	2,369,525	77.45%	2,017,773

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 5/31/2012	Percent of Budget	Actual Prior Year to Date 5/31/2011
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Contractual Services

Professional Services

Accounting	9,500	27,379	288.20%	5,798
Auditing	55,000	44,771	81.40%	42,650
General Engineering Consultant	1,250,000	825,063	66.01%	850,701
General System Consultant	175,000	41,339	23.62%	5,894
Image Processing	600,000	725,894	120.98%	626,361
Facility maintenance	20,000	17,155	85.78%	92,549
HERO	820,000	636,731	77.65%	728,500
Human Resources	80,000	70,490	88.11%	15,485
Legal	250,000	104,214	41.69%	85,911
Photography	15,000	12,549	83.66%	13,545
Total Professional Services	3,274,500	2,505,584	76.52%	2,467,394

Other Contractual Services

IT Services	45,000	37,478	83.28%	34,012
Graphic Design Services	10,000	400	4.00%	3,509
Website Maintenance	25,000	17,627	70.51%	45,905
Research Services	25,000	3,100	12.40%	26,089
Copy Machine	9,000	5,181	57.57%	6,396
Software Licenses	26,000	805	3.09%	8,300
ETC Maintenance Contract	840,000	621,641	74.00%	534,141
ETC Development	125,000	15,356	12.28%	19,903
ETC Testing	30,000	13,429	44.76%	-
Communications and Marketing	170,000	93,326	54.90%	130,645
Advertising Expense	40,000	35,300	88.25%	40,439
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	1,946	38.91%	-
Radio	15,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	193,727	77.49%	214,576
Special assignments	5,000	-	0.00%	-
Traffic Management	84,000	69,991	83.32%	53,542
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	-	0.00%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 5/31/2012	Percent of Budget	Actual Prior Year to Date 5/31/2011
Roadway Maintenance Contract	300,000	92,084	30.69%	68,484
Landscape Maintenance	280,000	173,222	61.87%	81,544
Signal & Illumination Maint	175,000	64,950	37.11%	121,933
Mowing and litter control	40,000	52,095	130.24%	54,067
Hazardous Material Cleanup	10,000	-	0.00%	-
Striping	75,000	26,459	35.28%	-
Graffiti removal	10,000	-	0.00%	2,125
Cell Phones	10,700	7,810	72.99%	8,145
Local Telephone Service	16,000	12,084	75.53%	9,098
Long Distance	600	-	0.00%	273
Internet	6,000	435	7.25%	3,002
Fiber Optic System	63,000	54,010	85.73%	43,954
Other Communication Expenses	1,500	374	24.92%	1,763
Subscriptions	1,850	333	17.98%	899
Memberships	29,100	29,115	100.05%	26,132
Continuing Education	2,000	4,492	224.61%	3,100
Professional Development	5,000	3,490	69.80%	-
Seminars and Conferences	32,500	13,354	41.09%	15,930
Staff-Travel	76,500	38,158	49.88%	33,237
Other Contractual Svcs	125,200	177	0.14%	267
Roadway maintenance contract	-	(210)	0.00%	13,875
TxTag Collection Fees	1,347,791	1,110,021	82.36%	1,297,780
Contractual Contingencies	140,500	34,115	24.28%	27,382
Total Other Contractual Services	4,470,341	2,825,875	63.21%	2,930,449
Total Contractual Services	7,744,841	5,331,460	68.84%	5,397,843
Materials and Supplies				
Books & Publications	16,000	7,783	48.65%	11,577
Office Supplies	10,000	4,995	49.95%	5,680
Computer Supplies	13,000	10,155	78.12%	12,215
Copy Supplies	2,200	1,207	54.85%	916
Annual Report printing	10,000	7,673	76.73%	5,354
Other Reports-Printing	20,000	2,000	10.00%	2,451
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	3,000	1,328	44.27%	2,099

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 5/31/2012	Percent of Budget	Actual Prior Year to Date 5/31/2011
Maintenance Supplies Expense	-	-	0.00%	210
Ice Control Materials	25,000	-	0.00%	-
Maintenance Supplies-Roadway	100,000	9,175	9.17%	-
Promotional Items	10,000	-	0.00%	3,235
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	3,178	10.59%	-
Tools & Equipment Expense	1,000	184	18.42%	14
Misc Materials & Supplies	2,000	683	34.15%	93
Total Materials and Supplies	252,200	48,362	19.18%	43,843
Operating Expenses				
Gasoline Expense	5,000	4,530	90.59%	3,987
Mileage Reimbursement	7,500	4,544	60.59%	3,221
Toll Tag Expense	4,100	3,358	81.91%	2,667
Parking	38,595	36,822	95.41%	31,435
Meeting Facilities	450	-	0.00%	100
Community Meeting/ Events	5,000	-	0.00%	500
Meeting Expense	6,750	4,599	68.13%	5,419
Public Notices	2,400	100	4.17%	-
Postage Expense	5,950	659	11.08%	803
Overnight Delivery Services	1,600	551	34.47%	100
Local Delivery Services	1,950	6	0.29%	1,477
Insurance Expense	90,000	63,423	70.47%	49,906
Repair & Maintenance-General	500	480	96.09%	158
Repair & Maintenance-Vehicles	100	726	725.74%	3,263
Repair & Maintenance Toll Equip	5,000	2,047	40.94%	-
Rent Expense	190,000	176,280	92.78%	168,770
Water	7,500	5,450	72.66%	4,271
Electricity	83,500	58,908	70.55%	61,593
Other Licenses	250	510	204.00%	235
Community Initiative Grants	65,000	47,500	73.08%	60,250
Non Cash Operating Expenses				
Amortization Expense	1,230,000	1,127,067	91.63%	1,127,148
Dep Exp- Furniture & Fixtures	16,500	7,730	46.85%	13,788
Dep Expense - Equipment	14,500	16,178	111.57%	13,180

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2012	Actual Year to Date 5/31/2012	Percent of Budget	Actual Prior Year to Date 5/31/2011
Dep Expense - Autos & Trucks	5,000	5,749	114.97%	3,606
Dep Expense-Buildng & Toll Fac	177,000	161,845	91.44%	161,845
Dep Expense-Highways & Bridges	5,000,000	4,553,273	91.07%	4,553,273
Dep Expense-Communic Equip	195,000	174,931	89.71%	177,791
Dep Expense-Toll Equipment	465,000	423,299	91.03%	423,300
Dep Expense - Signs	135,000	144,151	106.78%	122,162
Dep Expense-Land Improvemts	52,000	60,320	116.00%	47,285
Depreciation Expense-Computers	6,500	9,282	142.80%	10,532
Total Operating Expenses	7,817,645	7,094,318	90.75%	7,052,062
Financing Expenses				
Arbitrage Rebate Calculation	2,500	5,455	218.20%	5,750
Loan Fee Expense	12,500	12,000	96.00%	11,500
Rating Agency Expense	33,000	5,300	16.06%	31,300
Trustee Fees	2,000	-	0.00%	2,000
Bank Fee Expense	7,500	16,895	225.27%	5,992
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	12,038,096	11,011,228	91.47%	10,881,383
Contingency	15,000	-	0.00%	-
Non Cash Financing Expenses				
Bond issuance expense	385,707	456,565	118.37%	273,240
Total Financing Expenses	12,500,303	11,507,443	92.06%	11,211,166
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 31,374,232	\$ 26,351,108	83.99%	\$ 25,722,686
Net Income	\$ (3,672,032)	\$ 22,480,889		\$ 21,550,985

INVESTMENTS by FUND

		Balance April 30, 2012		
Renewal & Replacement Fund				
TexSTAR	660,274.71		TexSTAR	56,991,050.17
Regions Sweep	0.66		CD's	-
Agencies		660,275.37	Regions Sweep	42,495,851.97
			Agencies	223,092,551.27
TxDOT Grant Fund				
TexSTAR	5,418,075.51			
Regions Sweep	3,034,174.24			
Agencies	1,000,000.00	9,452,249.75		\$ 322,579,453.41
Subordinate Lien DS Fund 05				
Regions Sweep	1,563,315.19	1,563,315.19		
Debt Service Reserve Fund 05				
TexSTAR	30,746,197.95			
Regions Sweep	21,547.12			
Agencies	12,243,614.88	43,011,359.95		
Debt Service Fund 05				
Regions Sweep	4,202,447.74	4,202,447.74		
2010 Senior Lien DSF				
TexSTAR	0.15	0.15		
2010-1 Debt Service Fund				
Regions Sweep	1,412,321.30	1,412,321.30		
2010-2 Debt Service Fund				
Regions Sweep	139,243.00	139,243.00		
2011 Debt Service Acct				
Regions Sweep	2,631.41	2,631.41		
2011 Sub Debt DSRF				
Regions Sweep	3,499,610.93			
Agencies	3,500,803.54	7,000,414.47		
Operating Fund				
TexSTAR	14,033.77			
TexSTAR-Trustee	175,376.35			
Regions Sweep	0.00	189,410.12		
Revenue Fund				
TexSTAR	1.00			
Regions Sweep	1,281,155.38	1,281,156.38		
General Fund				
TexSTAR	2,670,125.48			
Regions Sweep	3,060,168.46	5,730,293.94		
2010 Senior Lien Capitalized Interest				
Regions Sweep	531.42			
TexSTAR	3,425,350.24	3,425,881.66		
2010-1 Sub Lien Capitalized Interest				
Regions Sweep	0.00			
TexSTAR	0.09	0.09		
2010-2 Sub Lien Capitalized Interest				
TexSTAR	250,581.73			
Regions Sweep	1.03	250,582.76		
2011 Sr Capitalized Interest Fund				
Regions Sweep	34,420.95			
Agencies	35,464,602.32	35,499,023.27		
2011 Sub Capitalized Interest Fund				
Regions Sweep	817.50			
Agencies	9,330,695.96	9,331,513.46		
2010-1 Sub BABs subsidy				
Regions Sweep	0.39	0.39		
2010-2 Sub BABs subsidy				
Regions Sweep	2.25	2.25		
2010 Senior Lien Debt Service Reserve Fund				
TexSTAR	5,553,990.14			
Regions Sweep	21,940.65			
Agencies	3,936,114.00	9,512,044.79		
2010-2 Sub Lien Debt Service Reserve Fund				
TexSTAR	778,616.86			
Regions Sweep	202,493.40			
Agencies	190,000.00	1,171,110.26		
2010-1 Sub Lien Debt Service Reserve Fund				
TexSTAR	1,963,771.58			
Regions Sweep	0.14			
Agencies	2,009,880.00	3,973,651.72		
2010-1 Sub Lien Projects Fund				
TexSTAR	1,171,118.52			
Regions Sweep	0.44	1,171,118.96		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Regions Sweep	6,615,574.23	6,615,575.42		
2011 Sub Debt Project fund				
TexSTAR	4,163,415.26			
Agencies	43,633,688.89			
Regions Sweep	0.00	47,797,104.15		
2011 Senior Lien Project Fund				
TexSTAR	119.64			
Regions Sweep	17,403,454.14			
Agencies	111,783,151.68	129,186,725.46		
		<u>\$ 322,579,453.41</u>		

CTRMA INVESTMENT REPORT

	Month Ending 5/31/12					Rate May 12
	Balance 4/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund	4,162,965.32			449.94		4,163,415.26
2011 Senior Lien Construction Fund	119.63			0.01		119.64
2010 Senior Lien Construction Fund	1.19					1.19
2010-1 Sub Lien Projects General Fund	1,170,991.96			126.56		1,171,118.52
Trustee Operating Fund	3,058,348.12			316.61	388,539.25	2,670,125.48
Renewal and Replacement	200,344.15	650,000.00		32.20	675,000.00	175,376.35
TxDOT Grant Fund	660,203.35			71.36		660,274.71
Revenue Fund	5,417,489.98			585.53		5,418,075.51
Senior Lien Debt Service Reserve Fund	1.00					1.00
2010 Senior Lien DSF	30,742,875.20			3,322.75		30,746,197.95
2010 Senior Lien Debt Service Reserve Fund	0.15					0.15
2010-2Sub Lien Debt Service Reserve Fund	5,553,389.92			600.22		5,553,990.14
2010-1Sub Lien Debt Service Reserve Fund	778,532.71			84.15		778,616.86
2010 Senior Lien Capitalized Interest	1,963,559.35			212.23		1,963,771.58
2010-1 Sub Lien Capitalized Interest	3,424,980.06			370.18		3,425,350.24
2010-2 Sub Lien Capitalized Interest	0.09					0.09
2010-1 Sub Lien Capitalized Interest	250,554.65			27.08		250,581.73
2010-2 Sub Lien Capitalized Interest						
	57,384,356.83	650,000.00	0.00	6,198.82	1,063,539.25	56,977,016.40
	14,031.16	675,000.00		2.61	675,000.00	14,033.77
Amount in TexStar Operating Fund						0.142%

Amount in Trustee TexStar
 2011 Sub Lien Construction Fund
 2011 Senior Lien Construction Fund
 2010 Senior Lien Construction Fund
 2010-1 Sub Lien Projects
 General Fund
 Trustee Operating Fund
 Renewal and Replacement
 TxDOT Grant Fund
 Revenue Fund
 Senior Lien Debt Service Reserve Fund
 2010 Senior Lien DSF
 2010 Senior Lien Debt Service Reserve Fund
 2010-2Sub Lien Debt Service Reserve Fund
 2010-1Sub Lien Debt Service Reserve Fund
 2010 Senior Lien Capitalized Interest
 2010-1 Sub Lien Capitalized Interest
 2010-2 Sub Lien Capitalized Interest

Amount in TexStar Operating Fund

CTRMA INVESTMENT REPORT

	Month Ending 5/31/12					Rate May 12
	Balance 4/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Regions Sweep Money Market Fund						
Operating Fund	0.00	650,000.00			650,000.00	0.00
2010-1 Sub Lien Project Acct	0.44					0.44
2010 Senior Lien Project Acct	11,461,928.73			1,386.74	4,847,741.24	6,615,574.23
2011 Sub Lien Project Acct	0.00					0.00
2011 Senior Lien Project Acct	18,573,023.32			1,910.51	1,171,479.69	17,403,454.14
2005 Debt Service Fund	3,361,689.26	840,395.83		362.65		4,202,447.74
2011 Senior Lien Debt Service Acct	2,631.09			0.32		2,631.41
2010-1 Debt Service Fund	1,073,147.40	339,062.50		111.40		1,412,321.30
Subordinate Lien TIFIA DS Fund	1,249,657.71	313,522.67		134.81		1,563,315.19
2010-2 BABs Supplemental Security	2.25					2.25
2010-2 Debt Service Fund	0.00	139,243.00				139,243.00
2010-2 Cap I Fund	1.03					1.03
2010 CAP Interest Senior lien	531.35			0.07		531.42
2011 Sr Cap I Fund	34,416.71			4.24		34,420.95
2011 Sub Debt CAP I	817.40			0.10		817.50
2010-1 Sub lien BABs supplemental Security	0.39					0.39
TxDOT Grant Fund	3,033,800.33			373.91		3,034,174.24
Renewal and Replacement	0.66					0.66
Revenue Fund	944,655.45	2,689,436.78		121.10	2,353,057.95	1,281,155.38
General Fund	3,608,519.59	830,258.12		1,268.37	1,379,877.62	3,060,168.46
2010 Senior Debt Service Reserve Fund	21,937.95			2.70		21,940.65
2010-1 Debt Service Reserve Fund	0.14					0.14
2010-2 Debt Service Reserve Fund	0.25	200,000.00		2,493.15		202,493.40
2011 Sub Debt Debt Service Reserve Fund	3,499,179.52			431.41		3,499,610.93
2005 Senior Lien Debt Service Reserve Fund	21,544.46			2.66		21,547.12
	46,887,485.43	6,001,918.90	0.00	8,604.14	10,402,156.50	42,495,851.97

Amount in Fed Agencies and Treasuries

Amortized Principal		(172,881.29)			200,000.00	223,092,551.26
Accrued Interest				263,552.42		
	223,465,432.55					
	223,465,432.55	0.00	(172,881.29)		200,000.00	223,092,551.26

**Certificates of Deposit
Total in Pools**

	3,000,000.00				3,000,000.00	0.00
	57,398,387.99	1,325,000.00		6,201.43	1,738,539.25	56,991,050.17

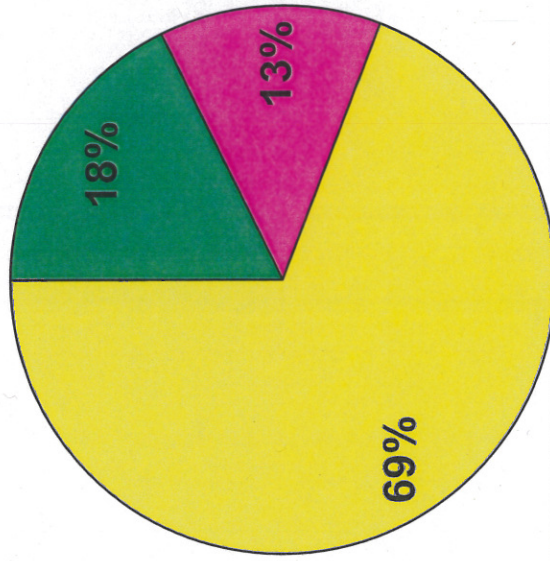
CTRMA INVESTMENT REPORT

	Month Ending 5/31/12					Rate May 12
	Balance 4/30/2012	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Total in Money Market	46,887,485.43	6,001,918.90		8,604.14	10,402,156.50	42,495,851.97
Total in Fed Agencies	223,465,432.55	0.00	(172,881.29)		200,000.00	223,092,551.26
Total Invested	330,751,305.97	7,326,918.90	(172,881.29)	14,805.57	15,340,695.75	322,579,453.40

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 2012

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
San Antonio Water Utilities	79642BLM3	Matured 190,000.00	Matured 190,000.00	Matured 191,476.30	1.1090%	11/23/2010	5/15/2012	2010-2 DSRF
San Antonio Water Utilities	79642BLN1	1,000,000.00	1,000,000.00	1,001,130.00	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF
Freddie Mac	3134G2U42	2,319,702.34	2,316,828.68	2,317,639.10	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Fannie Mae	31398A6F4	2,473,720.78	2,402,807.09	2,408,095.98	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,326,924.30	2,343,000.66	2,333,419.80	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,367,714.38	2,268,059.53	2,267,471.25	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Treasury	912828GW4	8,794,454.76	8,864,829.66	8,837,753.40	0.0730%	6/29/2011	6/30/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	9,351,457.81	9,090,456.30	9,119,404.44	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	8,776,228.75	8,741,185.73	8,741,407.82	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Treasury	912828NS5	8,771,478.75	8,768,130.63	8,775,993.24	0.1880%	6/29/2011	6/30/2012	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	7,002,030.00	7,001,607.08	7,007,210.00	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
Fannie Mae	3135G0GU1	3,501,015.00	3,500,803.54	3,503,605.00	0.4704%	1/3/2012	12/27/2013	2011 Sr DSRF
Fannie Mae	3135G0GU1	1,397,056.00	1,376,542.00	1,377,054.85	0.4704%	1/3/2012	12/27/2013	2011 Sub DSRF
Davis Cnty Utah Sch Dist	239019UK6	3,883,198.70	3,865,465.80	3,867,802.10	0.2300%	2/9/2012	6/1/2013	2011 SR DSRF
Fannie Mae	31398A3L4	3,954,171.00	3,936,114.00	3,938,493.00	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	2,011,400.00	2,009,880.00	2,006,180.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Fannie Mae	3135G0GH0	7,370,650.00	7,329,466.67	7,329,910.00	0.2104%	2/6/2012	12/5/2014	2010-1 DSRF
Federal Home Loan Bank	3133XR888	24,999,500.00	24,999,666.67	24,999,250.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313376M85	12,009,480.00	12,008,426.67	12,011,160.00	0.1830%	3/30/2012	12/28/2012	2011 Sr Project
Federal Home Loan Bank	313378U41	12,054,960.00	12,045,800.00	12,053,640.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	20,007,600.00	20,003,166.67	20,005,600.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	3133765P6	25,081,000.00	25,040,500.00	25,036,250.00	0.1535%	3/30/2012	10/26/2012	2011 Sr Project
Federal Home Loan Bank	3137EACK3	25,047,750.00	25,037,138.89	25,027,250.00	0.1102%	4/2/2012	7/27/2012	2011 Sr Project
Federal Home Loan Bank	313376KS3	18,715,860.00	18,596,550.00	18,584,820.00	0.2440%	3/30/2012	6/21/2013	2011 Sub Project
Fannie Mae	31359MRG0	10,388,500.00	10,356,125.00	10,363,100.00	0.1950%	3/30/2012	3/15/2013	2011 Sub Project
Federal Home Loan Bank	3133XWVK0				0.3791%	3/30/2012	3/14/2014	2011 Sr Project
		223,795,852.57	223,092,551.27	223,102,116.28				

Agency	CUSIP #	COST	Cummulative Amortization	4/30/2012		Maturity Value	Interest Income April 2012	
				Book Value	Accrued Interest		Amortization	Interest Earned
San Antonio Water Utilities	79642BLM3	Matured 190,000.00	Matured 0.00	Matured 190,000.00	200,000.00	184.83		184.83
San Antonio Water Utilities	79642BLN1	1,000,000.00	0.00	1,000,000.00	190,000.00	230.69		230.69
Freddie Mac	3134G2U42	2,319,702.34	2,873.66	2,316,828.68	1,000,000.00	1,875.00		1,875.00
Fannie Mae	31398A6F4	2,473,720.78	70,913.69	2,402,807.09	2,315,000.00	723.44	(261.24)	462.20
Federal Home loan Bank	3137EABM0	2,326,924.30	16,076.36	2,343,000.66	2,319,000.00	7,246.88	(6,446.70)	800.18
Federal Home loan Bank	3134A4UL6	2,367,714.38	99,654.85	2,268,059.53	2,362,000.00	9,177.19	(9,059.53)	1,461.49
Treasury	912828GW4	8,794,454.76	70,374.90	8,864,829.66	2,259,000.00	6,397.72		117.66
Federal Home loan Bank	3134A4UL6	9,351,457.81	261,001.50	9,090,456.31	8,946,000.00	27,443.75	(23,727.41)	3,716.34
Federal Home loan Bank	3137EABM0	8,776,228.75	35,043.02	8,741,185.73	8,782,000.00	4,551.04	(3,185.73)	1,365.31
Treasury	912828NS5	8,771,478.75	3,348.12	8,768,130.63	8,738,000.00	2,739.38	(304.38)	2,435.00
Fannie Mae	31398A6F4	7,002,030.00	422.92	7,001,607.08	8,766,000.00	2,916.67	(84.58)	2,832.09

Fannie Mae	3135G0GU2	3,501,015.00	211.46	3,500,803.54	3,500,000.00	1,458.33	(42.29)	1,416.04
Davis Cnty Utah Sch Dist	239019UK6	1,397,056.00	20,514.00	1,376,542.00	1,315,000.00	8,218.75	(5,128.50)	3,090.25
Fannie Mae	31398A3L4	3,883,198.70	17,732.90	3,865,465.80	3,830,000.00	3,590.63	(2,216.61)	1,374.02
Fannie Mae	31398A3L4	3,954,171.00	18,057.00	3,936,114.00	3,900,000.00	3,656.25	(2,257.13)	1,399.12
Fannie Mae	3135G0GH0	2,011,400.00	1,520.00	2,009,880.00	2,000,000.00	1,800.00	(380.00)	1,420.00
Federal Home Loan Bank	3133XR88	7,370,650.00	41,183.33	7,329,466.67	7,000,000.00	23,333.33	(20,591.67)	2,741.66
Federal Home Loan Bank	313376M85	24,999,500.00	(166.67)	24,999,666.67	25,000,000.00	7,500.00	83.33	7,583.33
Federal Home Loan Bank	313378U41	12,009,480.00	1,053.33	12,008,426.67	12,000,000.00	3,500.00	(526.67)	2,973.33
Freddie Mac	3134G3BF6	12,054,960.00	9,160.00	12,045,800.00	12,000,000.00	12,500.00	(4,580.00)	7,920.00
Federal Home Loan Bank	3133765P6	20,007,600.00	4,433.33	20,003,166.67	20,000,000.00	3,666.67	(633.33)	3,033.34
Federal Home Loan Bank	3137EACK3	25,081,000.00	40,500.00	25,040,500.00	25,000,000.00	35,156.25	(20,250.00)	14,906.25
Federal Home Loan Bank	313376KS3	25,047,750.00	10,611.11	25,037,138.89	25,000,000.00	16,666.67	(5,305.56)	11,361.11
Fannie Mae	31359MRG0	18,715,860.00	119,310.00	18,596,550.00	18,000,000.00	65,625.00	(59,655.00)	5,970.00
Federal Home Loan Bank	3133XWKV0	10,388,500.00	32,375.00	10,356,125.00	10,000,000.00	19,791.67	(16,187.50)	3,604.17
		223,795,852.57	876,203.81	223,092,551.28	221,422,000.00	263,552.42	(172,881.29)	90,671.13



Monthly Newsletter - May 2012

Performance

As of May 31, 2012

Current Invested Balance	\$5,178,606,480.90
Weighted Average Maturity (1)	48 Days
Weighted Average Maturity (2)	71 Days
Net Asset Value	1.000119
Total Number of Participants	754
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$790,883.85
Management Fee Collected	\$222,671.52
% of Portfolio Invested Beyond 1 Year	3.38%
Standard & Poor's Current Rating	AAAm

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

May Averages

Average Invested Balance	\$5,257,613,303.69
Average Monthly Yield, on a simple basis	0.1273%
Average Weighted Average Maturity (1)*	47 Days
Average Weighted Average Maturity (2)*	70 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 May:

★ City of Nassau Bay

★ Texas Southern University

Holiday Reminder

In observance of **Independence Day**, TexSTAR will be closed on **Wednesday, July 4, 2012**. All ACH transactions initiated on Tuesday, July 3rd will settle on Thursday, 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.

Program Update

In an ongoing effort to provide the highest level of service and security to our participants, TexSTAR will be changing some of the back office systems that support your data. This change will impact you in two ways: TexSTAR account numbers will be reduced to 10 digits and the internet transaction system will be reformatted. You will be receiving information over the next few weeks regarding any changes to your account data and an updated system user guide. Should you have any questions in advance of receiving this data, please contact TexSTAR Participant Services at 1-800-839-7827.

Economic Commentary

Politics and global growth concerns were the main drivers of markets in May. The inability of the Greek political parties to form a coalition government requires another election on June 17. Adding to the negative sentiment were worries over the Spanish banking system. To make matters worse, economic and employment growth remained grim in developed markets and weakened in emerging markets. The European periphery is in a recession, while core Europe is close to it. In the U.S., growth at approximately 2% is unimpressive, but still positive. There are signs of healing in the housing market and consumer sentiment has improved with the fall in gasoline prices, however, job growth continues to be sluggish. With stress again rising in the European periphery, it was no surprise that relative "safe haven" bond markets (especially the U.S. and Germany) were strong in May.

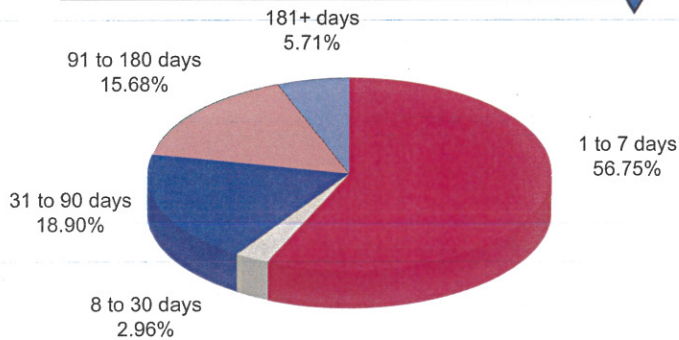
Our big picture remains roughly the same. The U.S. economy, helped by the Fed and falling gasoline prices, is muddling through. Given U.S. specific and global factors, risks to growth are skewed to the downside. Growth risks only increase as 2013 approaches, given the pending "fiscal cliff" whereby tax provisions are set to expire and automatic spending cuts from the sequestration process are scheduled to take effect January 1, 2013. Assuming no resolution to these provisions, uncertainty regarding government spending and tax rates are likely to increase and could weigh on both confidence and consumption alike.

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

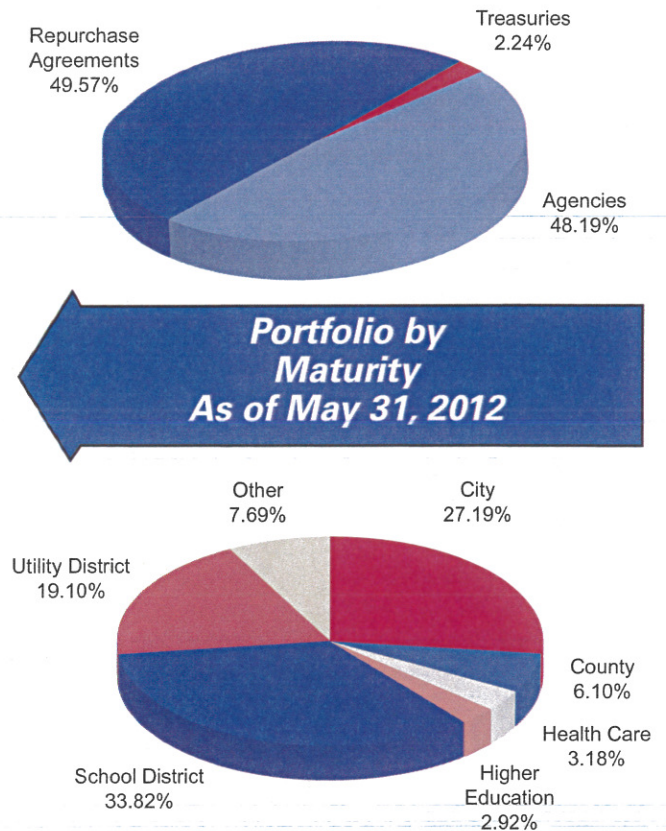
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

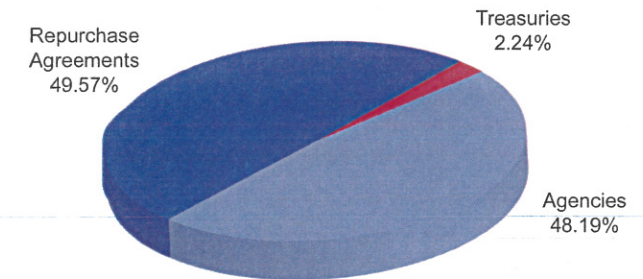
Portfolio by Type of Investment As of May 31, 2012



Distribution of Participants by Type As of May 31, 2012



Portfolio by Maturity As of May 31, 2012



Historical Program Information

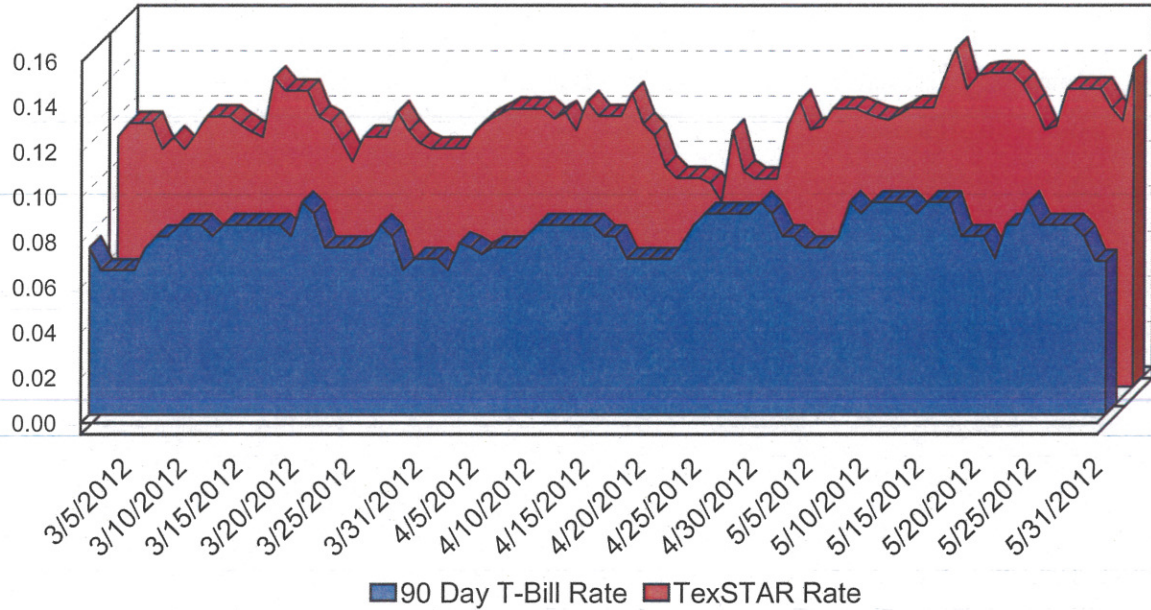
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
May 12	0.1273%	\$5,178,606,480.90	\$5,179,224,581.51	1.000119	47	70	754
Apr 12	0.1098%	5,255,005,296.99	5,255,613,981.07	1.000115	46	69	752
Mar 12	0.1148%	5,668,145,582.64	5,668,844,552.57	1.000123	48	71	751
Feb 12	0.0986%	6,014,562,468.35	6,015,309,681.45	1.000124	48	70	751
Jan 12	0.0902%	6,122,141,791.23	6,122,989,120.67	1.000138	46	73	750
Dec 11	0.0815%	5,164,291,074.36	5,164,844,831.26	1.000107	48	79	749
Nov 11	0.0973%	4,964,174,535.92	4,964,899,185.74	1.000145	48	80	747
Oct 11	0.0807%	5,191,742,744.46	5,192,081,793.52	1.000065	47	74	745
Sep 11	0.0906%	5,218,150,511.94	5,218,680,416.17	1.000100	46	76	741
Aug 11	0.0940%	4,773,149,074.88	4,773,628,030.81	1.000100	45	69	735
Jul 11	0.0746%	4,990,872,181.48	4,991,025,373.13	1.000030	38	55	735
Jun 11	0.0889%	5,280,726,280.87	5,281,501,501.41	1.000146	50	69	733

Portfolio Asset Summary as of May 31, 2012

	Book Value	Market Value
Uninvested Balance	\$ 146.25	\$ 146.25
Accrual of Interest Income	1,210,606.18	1,210,606.18
Interest and Management Fees Payable	(874,452.74)	(874,452.74)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	2,566,609,000.00	2,566,609,000.00
Government Securities	2,611,661,181.21	2,612,279,281.82
Total	\$ 5,178,606,480.90	\$ 5,179,224,581.51

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

TexSTAR versus 90-Day Treasury Bill

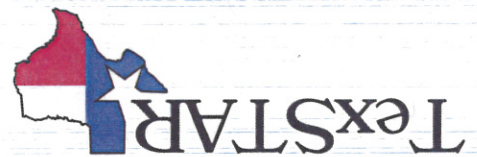


This material is for information purposes only. This information does not represent an offer to buy or sell a security. The above rate information is obtained from sources that are believed to be reliable; however, its accuracy or completeness may be subject to change. The TexSTAR management fee may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

Daily Summary for May 2012

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
5/1/2012	0.1264%	0.000003464	\$5,283,520,137.95	1.000113	43	68
5/2/2012	0.1137%	0.000003116	\$5,265,784,629.51	1.000122	44	69
5/3/2012	0.1152%	0.000003155	\$5,301,664,673.40	1.000116	44	69
5/4/2012	0.1231%	0.000003372	\$5,250,015,491.52	1.000115	43	68
5/5/2012	0.1231%	0.000003372	\$5,250,015,491.52	1.000115	43	68
5/6/2012	0.1231%	0.000003372	\$5,250,015,491.52	1.000115	43	68
5/7/2012	0.1210%	0.000003314	\$5,233,122,521.04	1.000121	43	67
5/8/2012	0.1192%	0.000003265	\$5,221,481,571.22	1.000120	45	70
5/9/2012	0.1181%	0.000003235	\$5,231,348,088.18	1.000115	48	72
5/10/2012	0.1206%	0.000003305	\$5,238,461,655.05	1.000112	48	72
5/11/2012	0.1236%	0.000003385	\$5,354,268,705.09	1.000104	46	70
5/12/2012	0.1236%	0.000003385	\$5,354,268,705.09	1.000104	46	70
5/13/2012	0.1236%	0.000003385	\$5,354,268,705.09	1.000104	46	70
5/14/2012	0.1374%	0.000003764	\$5,369,199,774.23	1.000098	46	69
5/15/2012	0.1496%	0.000004099	\$5,276,175,021.95	1.000102	48	72
5/16/2012	0.1317%	0.000003609	\$5,301,621,574.16	1.000101	49	72
5/17/2012	0.1379%	0.000003777	\$5,260,789,908.03	1.000097	49	72
5/18/2012	0.1389%	0.000003805	\$5,240,352,474.52	1.000099	48	72
5/19/2012	0.1389%	0.000003805	\$5,240,352,474.52	1.000099	48	72
5/20/2012	0.1389%	0.000003805	\$5,240,352,474.52	1.000099	48	72
5/21/2012	0.1338%	0.000003665	\$5,240,461,772.63	1.000112	49	73
5/22/2012	0.1248%	0.000003420	\$5,261,723,875.74	1.000111	49	72
5/23/2012	0.1136%	0.000003112	\$5,308,240,725.49	1.000112	49	72
5/24/2012	0.1155%	0.000003164	\$5,295,299,891.73	1.000100	48	71
5/25/2012	0.1319%	0.000003614	\$5,207,359,389.12	1.000112	47	70
5/26/2012	0.1319%	0.000003614	\$5,207,359,389.12	1.000112	47	70
5/27/2012	0.1319%	0.000003614	\$5,207,359,389.12	1.000112	47	70
5/28/2012	0.1319%	0.000003614	\$5,207,359,389.12	1.000112	47	70
5/29/2012	0.1232%	0.000003374	\$5,172,977,255.36	1.000114	48	71
5/30/2012	0.1177%	0.000003224	\$5,182,185,288.08	1.000115	48	71
5/31/2012	0.1415%	0.000003878	\$5,178,606,480.90	1.000119	48	71
Average	0.1273%	0.000003487	\$5,257,613,303.69		47	70

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



TexSTAR Board Members

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

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

FirstSouthwest 

J.P.Morgan
Asset Management

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

RESOLUTION NO. 12-041

**AUTHORIZING A SETTLEMENT AGREEMENT TO ACQUIRE CERTAIN
PROPERTY IN TRAVIS COUNTY FOR THE US 290 EAST TOLL PROJECT
("MANOR EXPRESSWAY")
(Parcel 113)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code, its Resolution 10-50, and other applicable law, the Central Texas Regional Mobility Authority (the "Mobility Authority") found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of fee simple title to that certain 0.027 acre parcel on the northwest corner of 290E and Parmer Lane, as described by metes and bounds in Exhibit "A" attached and incorporated into this Resolution (the "Subject Property"), owned by The Butler Family Partnership (the "Owner"); and

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

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

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

WHEREAS, the Executive Director recommends an offer of \$8,918.00 to the Owner as the amount to be paid by the Mobility Authority for just compensation and damages and to acquire the Owner's interest in the Subject Property.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors that the Executive Director is authorized and directed to negotiate and execute a purchase agreement, a final settlement agreement, or both, to resolve the pending litigation and acquire the Subject Property, and to negotiate and execute all other associated documents necessary to acquire the fee simple interest in the Subject Property, for a total acquisition price of \$8,918.00.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 27th day of June, 2012.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Willkerson
Chairman, Board of Directors
Resolution Number 12-041
Date Passed: 6/27/12

EXHIBIT A

County: Travis
Parcel No.: 113
Highway: U.S. Highway 290
Project Limits: From: E of US 183
To: E of SH 130
Right of Way CSJ: 0114-02-085

PROPERTY DESCRIPTION FOR PARCEL 113

DESCRIPTION OF 0.027 OF ONE ACRE (1,189 SQ. FT.) OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, IN AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 4.42 ACRES (FIFTH TRACT), OF RECORD IN VOLUME 4282, PAGE 1082, DEED RECORDS, TRAVIS COUNTY, TEXAS, SAID 4.42 ACRES BEING A PART OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 ACRES (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS, SAID 0.027 OF ONE ACRE OF LAND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" iron rod set with a TEXAS DEPARTMENT OF TRANSPORTATION (TxDOT) aluminum cap to be replaced by a TxDOT Type II concrete monument after acquisition, 325.48 feet left of Engineer's Baseline Station 1533+11.83, in the proposed west right-of-way (ROW) line of U.S. Highway 290, at the west corner of the herein described tract, same being in the existing north ROW line of U.S. Highway 290, and the north line of that tract described as 2.897 acre, Parcel 1215, in a deed to the State of Texas, of record in Document No. 2007015033, Official Public Records, Travis County, Texas, from TxDOT Type III monument found at the southeast corner of that tract described as 9.109 acres in a deed to E/290 Parmer, LTD., of record in Document No. 2008195889, Official Public Records, Travis County, Texas, bears along a curve to the left, whose intersection angle is 01°49'46", radius is 6,153.61 feet, an arc distance of 196.49 feet, the chord of which bears S67°51'08"W 196.48 feet;

- 1) THENCE, with the northwest line of this tract and the proposed northwest ROW line of U.S. Highway 290. crossing said 4.42 acre Butler tract, N15°09'44"E 59.01 feet to a 1/2" iron rod set with a TxDOT aluminum cap to be replaced with a TxDOT Type II concrete monument after acquisition, 373.17 feet left of Engineers Baseline Station 1533+44.59, same being in the west line of F.M. 734 (Parmer Lane) and the west line of that tract described as 1.052 acres in a deed to the State of Texas, of record in Volume 13218, Page 2072, Real Property Records, Travis County, Texas, from which a TxDOT Type III monument found at the north corner of said 4.42 acre Butler tract and the east corner of said E/290 tract bears N38°40'29"W 123.42 feet;

EXHIBIT ____

- 2) THENCE, with the east line of this tract and said 4.42 acre Butler tract and the existing west ROW line of F.M. 734 (Parmer Lane) and the west line of said 1.052 acre State of Texas tract, **S38°40'29"E 50.00 feet** to a TxDOT Type III monument found at the east corner of this tract and said 4.42 acre Butler tract, same being in the existing north ROW line of U.S. Highway 290 and at the northeast corner of said 2.897 acre State of Texas tract;
- 3) THENCE, with the south line of this tract and said 4.42 acre Butler tract and the existing north ROW line of U.S. Highway 290 and the north line of said 2.897 acre State of Texas tract, with a curve to the left, whose intersection angle is **00°27'56"**, radius is **6,153.61 feet**, an arc distance of **50.00 feet**, the chord of which bears **S68°59'59"W 50.00 feet** to the POINT OF BEGINNING and containing 0.027 of one acre, more or less, within these metes and bounds.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93) HARN. All distances and coordinates were adjusted to surface using a combined scale factor of 1.00011.

ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS DESCRIBED HEREIN, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

That I, Chris Conrad, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this the 3rd day of December, 2010 A.D.

SURVEYED BY:

McGRAY & McGRAY LAND SURVEYORS, INC.
3301 Hancock Dr., Ste. 6 Austin, TX 78731 (512) 451-8591

Chris Conrad, Reg. Professional Land Surveyor No. 5623

Note: There is a plat to accompany this description. US 290 P113 R1; Issued 09/17/2010; Revised 12/3/10

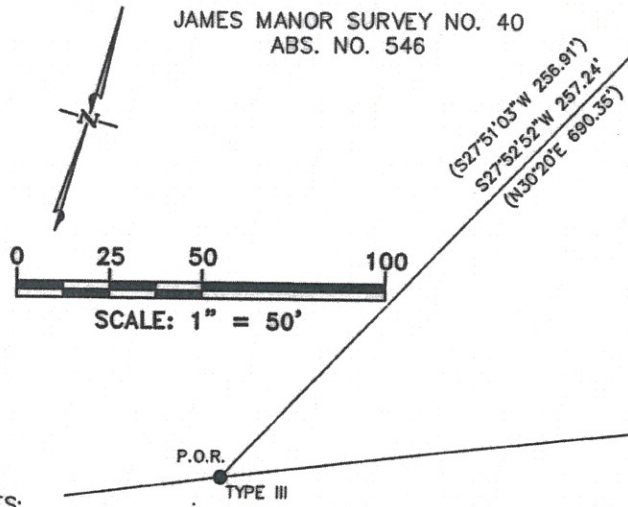


CURVE TABLE						
CURVE	LENGTH	RADIUS	DELTA	TANGENT	BEARING	CHORD
C1	246.49	6153.61	2°17'42"	123.26	S68°05'06"W	246.47
(C1)	(246.33)	(6153.61)	(02°17'37")		(N68°05'15"E)	(246.31)
C2	50.00	6153.61	0°27'56"	25.00	S68°59'59"W	50.00
C3	196.49	6153.61	1°49'46"	98.25	S67°51'08"W	196.48

SURVEYED ACREAGE	ACQUISITION ACREAGE	ACQUISITION SQUARE FEET	REMAINDER ACREAGE	REMAINDER SQUARE FEET
0.465 AC.	0.027 AC.	1,189 S.F.	0.438 AC.	19,066 S.F.

E/290 PARMER, LTD.
DOC. 2008195889
OPRTC
(9.109 AC.)

JAMES MANOR SURVEY NO. 40
ABS. NO. 546



THE BUTLER FAMILY PARTNERSHIP, LTD.
VOL. 12271, PG. 872-RPRTC
"TRACT 3"-(275.66 AC.)
VOL. 4282, PG. 1082-DRTC
"FIFTH TRACT"-(4.42 AC.)

STATE OF TEXAS
VOL. 13105, PG. 199
(0.073 AC.)
STATE OF TEXAS
VOL. 13218, PG. 2065
(1.035 AC.)
F.M. 734 PARMER LANE
(BOYCE LANE)
(R.O.W. VARIES)
NO RECORD INFORMATION FOUND
STATE OF TEXAS
VOL. 13218, PG. 2072
(1.052 AC.)

NOTES:

- 1) BEARINGS AND COORDINATES ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD83(93) HARN. ALL DISTANCES AND COORDINATES WERE ADJUSTED TO SURFACE USING A COMBINED SCALE FACTOR OF 1.00011.
- 2) SEE PAGES 1 AND 2 OF 3 FOR A DESCRIPTION OF THIS PARCEL.
- 3) IMPROVEMENTS SHOWN ARE TAKEN FROM TXDOT AERIAL SURVEY DIGITAL FILES.
- 4) THIS SURVEY WAS DONE WITHOUT A TITLE REPORT OR EASEMENT SEARCH.
- 5) ENGINEER'S BASELINE IS NOT THE SAME AS THE ORIGINAL SURVEY "CENTERLINE".
- 6) ACCESS MAY BE PERMITTED TO AND FROM THE TRANSPORTATION FACILITY ACROSS THE PROPOSED RIGHT-OF-WAY LINE AS SHOWN HEREON, BEING THE COMMON BOUNDARY LINE BETWEEN THE PROPOSED U.S. 290 HIGHWAY FACILITY AND THE REMAINDER OF THE ABUTTING PROPERTY.
- 7) 0.159 OF ONE ACRE OF SAID 14.084 ACRES IS AN EXISTING 15' STATE OF TEXAS CHANNEL EASEMENT OF RECORD IN VOLUME 3151, PAGE 273, DEED RECORDS, TRAVIS COUNTY, TEXAS.

SURVEYED BY: MCGRAY & MCGRAY LAND SURVEYORS, INC.
3301 HANCOCK DR., STE 6, AUSTIN, TX 78731 512/451-8591

Chris Conrad
12/03/10

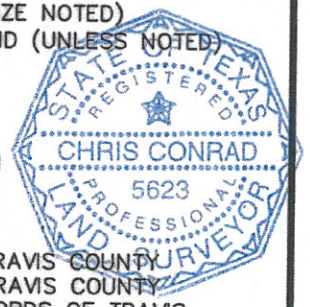
CHRIS CONRAD, REG. PROF. LAND SURVEYOR NO. 5623 DATE
SURVEYED ON GROUND UNDER MY DIRECT SUPERVISION

STATE OF TEXAS JUDGEMENT
DOC. 2007015033 OPRTC
"PARCEL 1215" (2.897 AC.)
(CSJ 0440-06-008)

U.S. HIGHWAY 290
(R.O.W. VARIES)

LEGEND

- TXDOT TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND
- ⊗ 1/2" IRON ROD SET WITH TXDOT ALUM. CAP TO BE REPLACED WITH A TXDOT TYPE II CONCRETE MONUMENT AFTER ACQUISITION
- 1/2" IRON ROD SET WITH TXDOT ALUM. CAP
- ⊙ IRON PIPE FOUND (SIZE NOTED)
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ▲ 60D NAIL FOUND
- △ CALCULATED POINT
- FENCE POST
- N.T.S. NOT TO SCALE
- (XXX) RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.R. POINT OF REFERENCE
- III ACCESS DENIAL LINE
- PRTC PLAT RECORDS OF TRAVIS COUNTY
- DRTC DEED RECORDS OF TRAVIS COUNTY
- RPRTC REAL PROPERTY RECORDS OF TRAVIS COUNTY
- OPRTC OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY



MCGRAY & MCGRAY
LAND SURVEYORS, INC.
3301 HANCOCK DRIVE #6
AUSTIN, TEXAS 78731
(512) 451-8591

PLAT OF 0.027 AC. OF LAND OUT OF THE JAMES MANOR SURVEY NO. 40, ABSTRACT NO. 546, SAME BEING A PORTION OF THAT CERTAIN TRACT OF LAND DESCRIBED AS 275.66 AC. (TRACT 3) IN A DEED TO THE BUTLER FAMILY PARTNERSHIP, LTD., OF RECORD IN VOLUME 12271, PAGE 872, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS

TRAVIS COUNTY
U.S. 290
CSJ 0114-02-085
PARCEL 113
PAGE 3 OF 3

FINAL CLOSURE PARCEL 113 US HIGHWAY 290

PARCEL 113 - SKETCH MAPCHECK

North: 10094125.9826 East: 3162501.7113
Course: N 15-09-44 E Distance: 59.01000
North: 10094182.9385 East: 3162517.1455
Course: S 38-40-29 E Distance: 50.00000
North: 10094143.9031 East: 3162548.3904
Arc Length: 50.00014 Radius: 6153.61000 Delta: -0-27-56
Tangent: 25.00021 Chord: 50.00000 Ch Course: S 68-59-59 W
Course In: S 20-46-03 E Out: N 21-13-59 W
Ctr North: 10088390.1121 East: 3164730.3172
End North: 10094125.9845 East: 3162501.7115

Perimeter: 159.01014

Area: 1189.29502 0.02730 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.001892 Course: S 06-27-50 W
Precision 1: 84058.54

PARCEL 113 - STRIPMAP MAPCHECK

North: 10102718.6952 East: 3164075.8864
Course: N 15-09-44 E Distance: 59.01000
North: 10102775.6510 East: 3164091.3206
Course: S 38-40-29 E Distance: 50.00000
North: 10102736.6157 East: 3164122.5656
Arc Length: 50.00014 Radius: 6153.61000 Delta: -0-27-56
Tangent: 25.00021 Chord: 50.00000 Ch Course: S 68-59-59 W
Course In: S 20-46-03 E Out: N 21-13-59 W
Ctr North: 10096982.8246 East: 3166304.4923
End North: 10102718.6971 East: 3164075.8866

Perimeter: 159.01014

Area: 1189.29502 0.02730 acres
Mathematical Closure - (Uses Survey Units)
Error of Closure: 0.001892 Course: S 06-27-50 W
Precision 1: 84058.54

PARCEL 113 - DESCRIPTION MAPCHECK

North: 10094138.4095 East: 3163093.0409
Course: N 15-09-44 E Distance: 59.01000
North: 10094195.3653 East: 3163108.4751
Course: S 38-40-29 E Distance: 50.00000
North: 10094156.3300 East: 3163139.7201
Arc Length: 50.00014 Radius: 6153.61000 Delta: -0-27-56
Tangent: 25.00021 Chord: 50.00000 Ch Course: S 68-59-59 W
Course In: S 20-46-03 E Out: N 21-13-59 W
Ctr North: 10088402.5389 East: 3165321.6468
End North: 10094138.4114 East: 3163093.0411

**FINAL CLOSURE PARCEL 113
US HIGHWAY 290**

PARCEL 113 - DESCRIPTION MAPCHECK (cont.)

Perimeter: 159.01014

Area: 1189.29502 0.02730 acres

Mathematical Closure - (Uses Survey Units)

Error of Closure: 0.001892 Course: S 06-27-50 W

Precision 1: 84058.54