

## **RESOLUTION 07-08**

The Board of Directors of the CTRMA approved entering into an employment contract with Mike Heiligenstein to serve as the CTRMA's Executive Director 3/28/2007 at a Special Called Meeting.

Amendments to Mr. Heiligenstein's contract would be adopted via a Resolution which was prepared by Mr. Brian Cassidy. Mr. Cassidy reviewed the First Amendment to Employment Agreement between CTRMA and Mike Heiligenstein.

Minutes were approved at the April 2007 Board meeting.

### **PENDING –**

- Revisions to contract
- Signed Resolution 07-08

## AGENDA

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

301 Congress Ave., Suite 650  
Austin, Texas 78701

Monday, March 19, 2007  
1:30 P.M.

#### **I. Welcome, Opening Remarks and Board Member Comments**

The Special meeting of the Central Texas Regional Mobility Authority was held on Monday, March 19, 2007, 1:42 P.M at 301 Congress, Suite 605 Austin, Texas. Notice of the meeting was posted with the Secretary of State on March 23, 2007 as well as at the County Courthouses of Williamson and Travis Counties.

Board members present were: Chairman Tesch, Jim Mills, and Nikelle Meade. Vice-Chair Lowell Lebermann David Singleton, Bob Bennett, and Henry Gilmore, attended via teleconference.

Chairman Bob Tesch introduced Nikelle Meade Attorney at Law, new CTRMA Board member appointed by the Travis County Commissioners Court. The Oath of office was administered by notary Carolyn Chalender.

#### **II. Update on Legislative Issues**

Mario Espinoza and Brian Cassidy provided an update on state legislation and legislative activity. It was noted that both House and Senate Transportation Committees have been meeting regularly to discuss legislation. Various transportation bills were presented to the Board with special note to their impact on the Mobility Authority. Mr. Espinoza and Mr. Cassidy will continue to monitor and actively participate in the legislative session.

#### **III. Discussion and Action on Approval of Amendments to Executive Director Employment Agreement**

Mr. Bennett reported Board members asked him to work with consultants and Executive Director Mike Heiligenstein to develop a reasonable compensative packet relative to the market.

The Board of Directors reviewed the Executive Director's performance and base salary and concluded that he has served the agency well and his performance merits and increase in his salary and benefits. The term of the contract shall be extended for an additional year.

Mr. Bennett stated amendments to Mr. Heiligenstein contract would be adopted via a Resolution which was prepared by Mr. Brian Cassidy. Mr. Cassidy reviewed the First Amendment to Employment Agreement between CTRMA and Mike Heiligenstein.

Chairman Tesch presented Resolution 07-08 for approval.

The Board of Directors of the CTRMA approved entry into an employment contract with Mike Heiligenstein to serve as the CTRMA's Executive Director.

Director Gilmore moved to approve Resolution 07-08 as drafted;  
Director Singleton seconded, motion approved unanimously.

#### **IV. Executive Session Pursuant to Government Code, Chapter 551**

Chairman Tesch announced the Authority Board was adjourning into Executive Session pursuant to Section 551.074 of the Texas government Code for the purpose of deliberating personnel matters concerning evaluation and compensation. The Board adjourned into Executive Session at 2:03 P.M. The Board reconvened in open meeting at 2:39 p.m.

#### **V. Open Comment Period**

No speakers appeared to address the Board during the open comment period.

#### **VI. Adjourn**

Chairman Tesch moved to adjourn. Mr. Lebermann so moved and the meeting was adjourned at 3:40 PM.

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

**RESOLUTION NO. 07-08**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, after a thorough process the CTRMA Board of Directors selected Mike Heiligenstein to serve as the CTRMA's Executive Director; and

WHEREAS, the CTRMA Board of Directors approved the entry into an employment agreement with Mike Heiligenstein to serve as the CTRMA's Executive Director, effective January 10<sup>th</sup>, 2006; and

WHEREAS, the Executive Director's contract provides for annual review of his performance and base salary by the Board of Directors, as well as at such other times that the parties agree upon; and

WHEREAS, the Board of Directors has reviewed the Executive Director's performance and base salary and has concluded that he has served the agency well, that his performance merits an increase in his salary and benefits, and that the term of his contract should be extended for an additional year, as provided for in the First Amendment to Employment Agreement Between CTRMA and Mike Heiligenstein, attached hereto as Attachment "A".

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves the First Amendment to Employment Agreement Between CTRMA and Mike Heiligenstein, attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVES, that the Board of Directors authorizes the Chairman to execute the Amendment on behalf of the Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 19th day of March, 2007.

Submitted and reviewed by:

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Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

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Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-08  
Date Passed 03/19/07

**First Amendment To  
Employment Agreement  
Between  
Central Texas Regional Mobility Authority  
And  
Mike Heiligenstein**

This First Amendment to the Employment Agreement Between Central Texas Regional Mobility Authority ("CTRMA") and Mike Heiligenstein ("Employee") is made effective as of the 10<sup>th</sup> day of January, 2007, and is for the purpose of amending Paragraphs 3.1, 3.2, 4.1, 4.2, and 4.3 of the Employment Agreement Between CTRMA and Employee effective January 10, 2006.

Pursuant to action of the CTRMA Board of Directors, Paragraphs 3.1, 3.2, 4.1, 4.2, and 4.3 of the Agreement are amended as described below.

Paragraph 3.1 is amended to read as follows:

Term. Employee's employment under this Agreement is effective as of the Effective Date and will continue in effect until the sixth anniversary of the Effective Date, unless Employee's services are terminated in accordance with Section 3.2 ("Initial Term"). At the end of the Initial Term, the parties may agree to renew, extend, or modify the Agreement, execute a new agreement, or terminate their relationship. Notwithstanding the foregoing, the parties may agree to conduct an Optional Review (as defined in Section 4.1(b)) at any time prior to the expiration of the Initial Term.

Paragraph 3.2(c) is amended to read as follows:

Termination by CTRMA without Cause. Employee's employment hereunder may be terminated by CTRMA at any time without Cause by the delivery to Employee by CTRMA of a written notice of termination. Upon such termination, Employee will be paid such Base Salary, benefits and any other payments, if any, as have accrued under this Agreement through the effective date of termination. In addition, if Employee's employment is terminated without Cause as provided in this Section 3.2(c) during years one or two of the contract term, Employee shall be entitled to receive as severance compensation the Base Salary for a period of 180 days after the effective date of termination. If Employee's employment is terminated without Cause as provided in this Section 3.2(c) during year three of the contract term, Employee shall be entitled to receive as severance compensation the Base Salary for a period of 270 days after the effective date of termination. If Employee's employment is terminated without Cause as provided in this Section 3.2(c) during years four or five of the contract term, Employee shall be entitled to receive as severance compensation the Base Salary for a period of 360 days after the effective date of termination. If Employee's employment is terminated without Cause as provided in this Section 3.2(c) during year six of the contract term, Employee shall be entitled to receive as severance compensation the Base Salary for a period of 540 days after the effective date of termination.

Paragraph 4.1(a) is amended to read as follows:

Effective as of January 10, 2007, the base salary payable to Employee shall be \$15,833.33 per month (or \$190,000.00 per year) (the "Base Salary"), which shall be payable, less applicable withholding for federal and other required taxes, in bi-weekly installments or otherwise in such manner as the salaries of other employees of CTRMA are paid in accordance with CTRMA's standard payroll procedures, but not less frequently than monthly.

Paragraph 4.2 is amended to read as follows:

Bonus. On or after January 10, 2007, Employee shall be paid a bonus of \$30,000.00. Future bonuses, if any, may be awarded at the discretion of the Board of Director, provided any such bonuses are paid out of operating revenue of the Authority and not out of funds from public sources.

Paragraph 4.3(b) is amended to read as follows:

Insurance Coverage. Employee and, to the extent applicable, Employee's family, dependents and beneficiaries, shall be allowed to participate in all benefits, plans and programs, including improvements or modifications of the same, which are now, or may hereafter be, available to employees of CTRMA generally. Such benefits, plan and programs may include, without limitation:, (i) health and dental insurance, or healthcare and dental care plans (including a flexible benefits plan that allows pre-tax medical and dental deductions); and (ii) group life insurance and accidental death and disability ("AD&D") coverage, voluntary supplemental life and AD&D insurance, and long term disability coverage. Employee shall be provided with life insurance coverage available for up to \$3000 per year in annual premiums.

Paragraph 4.3(j) is added to read as follows:

Financial Planning Services; IRS-Qualified Expenditures. Employee shall be entitled to a one-time payment of up to \$5000.00 for financial planning services. The amount of the payment shall be a reimbursement of the actual cost (up to \$5000.00) as supported by invoices provided by Employee. Additionally, Employee shall be entitled to an annual payment of \$5000.00 for certain IRS-qualified expenditures, including without limitation financial plan maintenance, legal advice/counsel, document preparation (will, power of attorney, advanced health care directive, etc.), and non-covered medical and dependent care expenses.

By their signatures below, the parties to the Agreement evidence their agreement to these amendments set forth above.

CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY

EMPLOYEE

\_\_\_\_\_  
Robert E. Tesch,  
Chairman  
Date: \_\_\_\_\_

\_\_\_\_\_  
Mike Heiligenstein  
Date: \_\_\_\_\_



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

**RESOLUTION NO. 07-09**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, in Resolution No. 05-48, dated June 29, 2005, the Board of Directors expressed its desire to retain one or more outside entities to provide independent oversight and guidance regarding the development of the electronic toll collection system; and

WHEREAS, the Board of Directors directed its staff to issue a Request for Qualifications ("RFQ") for General Systems Consultant services relating to independent oversight and guidance regarding the development and operations of the electronic toll collection system and to solicit responses from firms interested in providing such services to the CTRMA; and

WHEREAS, the staff caused an RFQ to be issued on August 15, 2005; and

WHEREAS, in Resolution No. 06-13, dated February 22, 2006, the Board of Directors authorized and approved the retention of MSX International, Inc. to provide General Systems Consultant services relating to independent oversight and guidance regarding the development and operations of the electronic toll collection system and approved the entry into an Agreement for General Systems Consultant Services with MSX International, Inc.; and


WHEREAS, staff now recommends approval of a supplement to the Agreement for General Systems Consultant Services with MSX International, Inc. in the amount of \$424,660 over fifteen (15) months, as set forth in the terms attached hereto as Attachment "A".

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors authorizes and approves the entry into a supplement to the Agreement for General Systems Consultant Services with MSX International, Inc., reflecting the terms attached hereto as Attachment "A"; and


BE IT FURTHER RESOLVED, that the Executive Director is authorized to execute the supplement to the Agreement for General Systems Consultant Services on behalf of the CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of March, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Lori Fixley Winland  
Acting General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-09  
Date Passed 03/28/07

## ATTACHEMENT "A"

### MSX CONTRACT SUPPLEMENT

Included but not limited to the following:

- System monitoring including periodic stem performance testing
- Ongoing assistance with the interface with TxDOT AND Interop Hub regarding interoperability issues, upgrades, etc.
- Development of specifications, test plans, RFP's etc. for desired system upgrades – equipment, functionality, etc.
- Development of s strategic plan for the toll collection systems and periodic updates
- Systems Security Plan
- Business Resumption Plan
- For any and all toll collection system functions to be delivered in the future there will be a need for coordination, testing and approval.
- Testing source code
- Other system related to tasks as requested
- Complete initial system implementation and testing.

Hour Estimates

1. System monitoring including periodic system performance testing.
2. Ongoing assistance with the interface with TXDOT AND Interop Hub regarding interoperability issues, upgrades, etc.
3. Development of specifications, test plans, RFPs etc. for any desired system upgrades - equipment, functionality, etc.
4. Development of a strategic plan for the toll collection system and periodic updates
5. Systems Security Plan
6. Business Resumption Plan
7. For any and all Toll Collection System functions to be delivered in the future, there will be a need for coordination, testing and approval.
8. Testing source code
9. Other system related tasks as requested
10. Complete initial system implementation and testing.

	<u>Bill</u>	<u>Steve</u>	<u>Sue</u>	<u>Jack</u>	
	180	160	60		
	60	240			
	280	180	60		
	160	20	40		
	120	40			
	60	200			
	360	240			
	100	160			
	120	120	60	160	
	400	360	200		
	1840	1720	420		
					<u>Total</u>
					4140

Work Sheet

	Billable Hrs	Pay Rate	Frgs	Direct Cost	T/E	O/H	SGA	TI Cost	Bill Rate	Current Bill Rate	
Bill	1,840	77.00	18.00	95.00	0.00	5.05	4.56	104.61	120.30	120.74	221,354.76
Sue	420	100.00	11.00	111.00	0.00	5.05	4.56	120.61	138.70	157.81	58,254.63
Jack	160	52.50	14.05	66.55	0.00	5.05	4.56	76.16	87.58	98.93	14,013.44
Steve	<u>1,720</u>	58.18	14.35	72.53	0.00	5.05	4.56	82.14	94.46	106.41	162,470.94
Total	4,140								Total		<b>456,093.77</b>

Note: T/E = Travel Expenses will be billed as a pass thru based on actuals  
 O/H and SGA unchanged from original contract  
 Pay Rate updated to include wage adjustments since original contract  
 Fringes updated to include additional benefits since original contract

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

**RESOLUTION NO. 07-10**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, the CTRMA solicited proposals for the development of 183-A and conducted a thorough evaluation process, designed to assure fairness and objectivity and to determine which proposal provided the best value to the CTRMA; and

WHEREAS, in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved of the selection of Hill Country Constructors as the proposer that provided the best value to the CTRMA and directed the Executive Director and staff to finalize a CDA for the development of 183-A with Hill Country Constructors; and

WHEREAS, the work performed under the CDA requires oversight by the General Engineering Consultant retained by the CTRMA (the "GEC"); and

WHEREAS, the GEC previously developed a scope of work and proposed budget (the "CDA Work Authorization") for the work necessary to oversee the design and construction activities performed under the CDA; and

WHEREAS, in Resolution No. 04-52, dated October 27, 2004, the Board of Directors approved the scope of work contained in the CDA Work Authorization subject to: (i) the GEC presenting, on a quarterly basis, a report on work performed to date under the CDA Work Authorization; and (ii) receiving Board approval of work to be performed during the next quarter; and


WHEREAS, the GEC has presented for Board approval a scope of work and proposed budget for work to be performed under the CDA Work Authorization during the second quarter of 2007, attached hereto as Attachment "A".

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the scope of work and proposed budget for work to be performed under the CDA Work Authorization for the second quarter of 2007, and reflected in Attachment "A"; and


BE IT FURTHER RESOLVED, that all work performed as reflected in Attachment "A" shall be subject to the Agreement for General Consulting Civil Engineering Services between the CTRMA and the GEC; that all work performed under Attachment "A" shall be funded solely from the existing toll equity grant money for 183-A and the proceeds of the project financing for 183-A; and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of March, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Lori Fixley Winland  
Acting General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-10  
Date Passed 03/28/07



**Approval of Work Efforts Report  
183-A Turnpike Comprehensive Development Agreement (CDA)  
Design & Construction Oversight  
2<sup>nd</sup> Quarter 2007**

**Introduction:**

As detailed in the Central Texas Regional Mobility Authority (CTRMA) Resolution No. 04-52 and the General Engineering Consultant (GEC) Work Authorization No. 4, the GEC is required to provide quarterly reports to the CTRMA and its Board of Directors detailing the CDA oversight work and expenditures and to obtain board approval for the scope of work and budget for the next quarter.

This report details the CDA oversight tasks performed over the past quarter and the CDA oversight tasks to be performed over the next quarter.

The expenditure on CDA oversight to-date is approximately \$13,230,000. The currently approved expenditure is \$13,494,000. The GEC anticipates expending \$ 948,000 over the next quarter and therefore requests the Board to approve the remaining amount of WA #4 of \$14,178,080.

**CDA Oversight Tasks Performed over the Past Quarter (from January 1, 2007 to March 31, 2007):**

During the 1<sup>st</sup> Quarter of 2007, the GEC continued to complete several key tasks on the oversight efforts, including:

1. Managed and continued development of subconsultants and their agreements providing oversight activities.
2. Conducted numerous Design Reviews, including:
  - a. Two (2) Request for Information (RFI) submittals
  - b. Forty-one (41) Construction Request for Information (RFI) Submittals
  - c. Six (6) Notice of Design Change (NDC) submittals
  - d. Six (6) Field Design Change (FDC) submittal
  - e. Two (2) Landscape and Hardscape Plsns (FOB and WA 1,2,and 3)
  - f. One (1) Traffic Control Plans
3. Participated in "over-the-shoulder" review sessions with HCC.
4. Participated in various workshops with HCC design personnel.
5. Coordinated with TxDOT regarding Segment 9 traffic control, signage, utilities, and scheduling issues.
6. Coordinated with TxDOT and FHWA to insure compliance with all agreements and regulations
7. Coordinated with TxDOT regarding re-evaluation concerns
8. Coordinated with TxDOT regarding historic concerns.
9. Processed draw requests including:
  - a. Reviewing and approval of schedule updates
  - b. Evaluating & certifying status of completion
  - c. Submitting recommendation of payment to CTRMA
10. Processed DBE reports
11. Continued development and management of Electronic Data Management System (EDMS)
12. Continued aesthetics coordination & public meetings, including:
  - a. Coordinated Aesthetic issues.



- b. Continued to attend Aesthetics committee meetings
- c. Continued review of 183-A web site and Public Involvement activities
- 13. Attended meetings with HCC and various utility companies in development of Agreements and relocation plans.
- 14. Continued coordination on Noise Wall issues.
- 15. Continued Field reviews to assure compliance with permits
- 16. Conducted Independent Assurance reviews of materials testing procedures and personnel
- 17. Conducted Independent Assurance (IA) lab and personnel oversight by testing HCC's QA lab and CTRMA's OVT lab and personnel.
- 18. Attend weekly construction meetings with HCC on traffic control and planned work.
- 19. Conducted materials verification testing – statistical analysis & reports
- 20. Continued daily oversight reviews of project site & completed daily construction logs.
- 21. Continued to prepare for and participate in daily meetings and workshops with HCC staff on various topics.
- 22. Attended general management meetings, public involvement meetings & partnering meetings.
- 23. Attended meetings with TxDOT, FHWA, City, County and other stakeholders.
- 24. Continued development of monthly status reports on progress and quality of HCC work.
- 25. Participated in DRB Dispute on SSD.
- 26. Prepared documentation and responses to Proposed Change Orders.
- 27. Reviewed and prepared back-up information for Change Orders.
- 28. Continued negotiations and scoping of change orders.
- 29. Assisted in Opening Day ceremonies.
- 30. Began inspection for "Substantial Completion".
- 31. Began punch list items.

**CDA Oversight Tasks to be Performed Over Next Quarter (from April 1, 2007 to June 30, 2007):**

The GEC will continue to implement the CDA oversight program over the next quarter. Specific tasks to be completed include:

- 1. Complete reviews and provide approvals for all required plans.
- 2. Attend task force meetings, over the shoulder reviews, & workshops with HCC design personnel
- 3. Review design submittals including:
  - a. Right-of-way plan submittals
  - b. As-built Plans
- 4. Coordinate with TxDOT and FHWA to insure compliance with all agreements and regulations
- 5. Process draw requests including:
  - a. Reviewing and approval of schedule updates
  - b. Evaluating & certifying status of completion
  - c. Submitting recommendation of payment to CTRMA
- 6. Process DBE reports
- 7. Conduct Independent Assurance reviews of materials testing procedures and personnel
- 8. Conduct materials verification testing – statistical analysis & reports
- 9. Continue daily oversight reviews of project site & completed daily construction logs.
- 10. Continue to prepare for and participate in daily meetings and workshops with HCC staff on various topics.
- 11. Attend general management meetings, public involvement meetings & partnering meetings.
- 12. Attend meetings with TxDOT, FHWA, City, County and other stakeholders.
- 13. Attend and prepare for DRB meetings and hearings.
- 14. Continue development of monthly status reports on progress and quality of HCC work.

15. Continue processing change orders.
16. Monitor punch list items.

**Anticipated Expenditures and Adjustments of the Not to Exceed Amount for Next Quarter (from April 1, 2007 to June 30, 2007):**

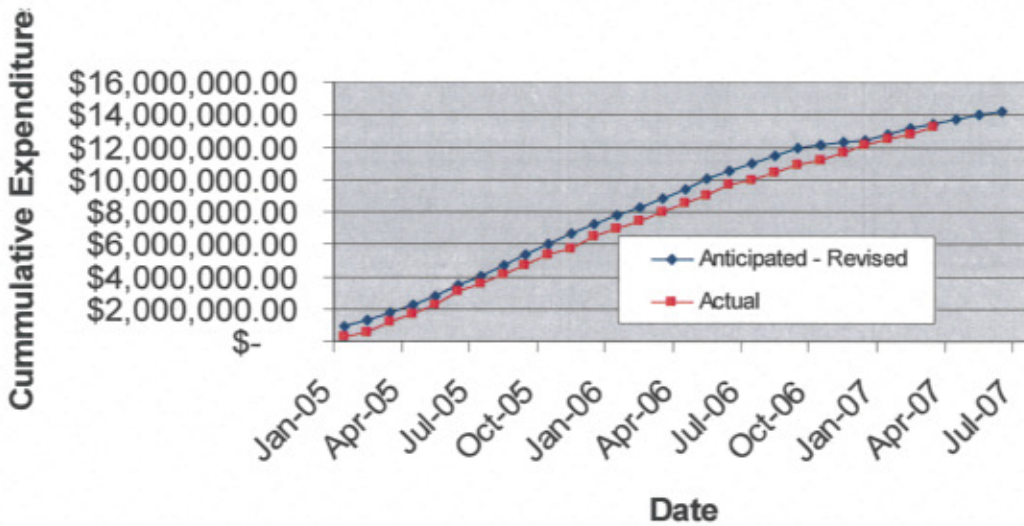
The GEC currently anticipates expending the remaining amount of WA #4 from April 1, 2007 to June 30, 2007 on the CDA oversight efforts, resulting in an anticipated cumulative expenditure total of \$14,178,080.00 thru June 30, 2007.

This authorization is to increase the previously approved Not to Exceed Amount of \$ 13,494,000.00 on the 1<sup>st</sup> Quarter Authorization by \$684,080.00 to meet a maximum expenditure allowed total of \$ 14,178,080.00.

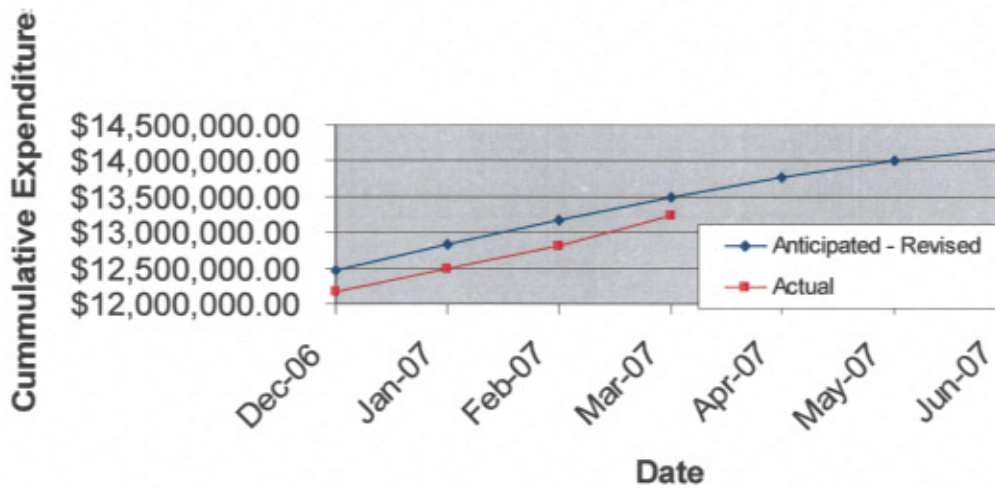
“S-curve” charts have been developed to graphically illustrate the anticipated expenditures over the duration of the associated activities; these charts are attached hereto as Exhibits 1 and 2. The first Exhibit, titled “Exhibit 1: Anticipated CDA Oversight Expenditures Original S-curve”, contains a S-curve representing the anticipated expenditures (per the staffing plan established during the development of Work Authorization #4 in October 2004 with a revised adjustment in December 2005) of the total CDA oversight budget of \$14,178,080.95 thru June 1, 2007. The second Exhibit, entitled “Exhibit 2: Anticipated CDA Oversight Expenditures thru 2<sup>nd</sup> Quarter S-curve”, presents the anticipated expenditures thru June 30, 2007. The actual expenditure figures to date are also presented on these S-curves. As of March 31, 2007 the GEC will have expended approximately \$13,230,000 of the approved expenditure total of \$13,494,000.00.

Should you have any questions or require additional information in regard to the foregoing information, please feel free to contact Richard Ridings at 512.751-1552.

**Exhibit 1: Anticipated CDA Oversight Expenditures Original S-curve**



**Exhibit 2: Anticipated CDA Oversight Expenditures thru 2nd Quarter 2007 S-curve**



**RESOLUTION DEFERRED**

**07-11**

**MARCH 28, 2007**

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

**RESOLUTION NO. 07-11**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, the CTRMA identified the proposed 183-A Turnpike Project as its initial project in the petition filed under the RMA Rules and has subsequently undertaken to cause the Project to be constructed under the terms of a Comprehensive Development Agreement; and

WHEREAS, the CTRMA previously solicited and received input from the residents of subdivisions located in close proximity to 183-A concerning alternatives to mitigate the potential impact of 183-A on such homeowners; and

WHEREAS, CTRMA staff and consultants previously evaluated the possibility of constructing a concrete masonry unit ("CMU") subdivision wall along portions of 183-A and determined that construction of a subdivision wall is feasible from an engineering perspective; and

WHEREAS, on August 17, 2005, the CTRMA Planning Committee voted in support of staff's recommendation regarding the construction of the subdivision wall; and

WHEREAS, in Resolution No. 05-59, dated August 31, 2005, the Board of Directors of authorized CTRMA staff and consultants to take such actions as are necessary to construct a subdivision wall at a cost of approximately \$600,000, including such actions as are necessary to procure services related to the construction; and

WHEREAS, CTRMA staff issued an invitation for the submission of bids from contractors interested in constructing the CMU subdivision wall on March 5, 2007; and

WHEREAS, CTRMA staff have evaluated the bids received and recommend the selection of \_\_\_\_\_ to construct the CMU subdivision wall along portions of 183-A at a cost anticipated to be \$ \_\_\_\_\_.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes and approves the retention of \_\_\_\_\_ to construct the CMU subdivision wall along portions of 183-A at a cost anticipated to be \$ \_\_\_\_\_; and

BE IT FURTHER RESOLVED, that staff is authorized to negotiate and execute a contract with \_\_\_\_\_ for the construction of the CMU subdivision wall.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of March, 2007.

Submitted and reviewed by:

Approved:

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Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

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Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-11  
Date Passed 03/28/07

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

**RESOLUTION NO. 07-12**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, the CTRMA solicited proposals for the development of 183-A and conducted a thorough evaluation process, designed to assure fairness and objectivity and to determine which proposal provided the best value to the CTRMA; and

WHEREAS, in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved of the selection of Hill Country Constructors as the proposer that provided the best value to the CTRMA and directed the Executive Director and staff to finalize a CDA for the development of 183-A with Hill Country Constructors; and

WHEREAS, the work performed under the CDA requires oversight by the General Engineering Consultant retained by the CTRMA (the "GEC"); and

WHEREAS, in Resolution No. 04-53, dated October 27, 2004, the CTRMA Board of Directors approved Work Authorization No. 4 concerning work necessary to oversee the design and construction activities performed under the CDA; and

WHEREAS, the GEC has requested approval of a supplement to Work Authorization No. 4; and

WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Supplement No. 1 to Work Authorization No. 4, attached hereto as Attachment "A", and the cost thereof is necessary and appropriate.

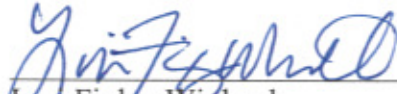
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Supplement No. 1 to Work Authorization No. 4, attached hereto as Attachment "A", provided that any work commenced under the Work Authorization No. 4 or the Supplement thereto continue to be subject to the GEC presenting, on a quarterly basis, a report on work performed to date under the Work Authorization No. 4 and receiving board approval of work to be performed during the next quarter; and

BE IT FURTHER RESOLVED, that all work performed under the Supplement to Work Authorization No. 4 shall be subject to the Agreement for General Consulting Civil Engineering


Services between the CTRMA and the GEC; that all work performed under the Supplement to Work Authorization No. 4 shall be funded solely from the existing toll equity grant money for US 183-A and the proceeds of the project financing for 183-A; and that no additional work may be undertaken without the specific approval of the Board of Directors.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of March 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Lon Fixley Winland  
Acting General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-12  
Date Passed 03/28/07



**EXHIBIT B****WORK AUTHORIZATION****Work Authorization No. 4****Supplement No. 1**

This Supplement No. 1 to work Authorization No. 4 is made as of this 28<sup>th</sup> day of March, 2007, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of September 1st, 2003 (the Agreement), between the Central Texas Regional Mobility Authority (Authority) and HNTB Corporation (GEC). The contract award amount of this Work Authorization Supplement is **\$184,732.00**. This Work Authorization Supplement is made for the following purpose, consistent with the services defined in the Agreement:

*Utility and Driveway Permit Process, Right-of-Way Maps Update and Speed Study for 183A*

**Section A. - Scope of Services**

A.1. GEC shall perform the following Services:

Refer to Attachment A – Scope of Work

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

N/A

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Refer to Attachment A – Scope of Work

**Section B. - Schedule**

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

Services under this Supplement 1 to Work Authorization 4 are expected to be substantially complete within **6 months** from the date this Work Authorization Supplement becomes effective. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

**Section C. - Compensation**

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed **\$184,732.00** based on Attachment B-Fee Estimate and Attachment C-Fee Schedule. This will increase the not to exceed compensation amount for Work Authorization 4 from \$14,178,080.95 to \$14,362,812.95.

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

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of future Work Authorizations.

**Section D. - Authority's Responsibilities**

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

N/A

**Section E. - Other Provisions**

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

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

Authority: Central Texas Regional Mobility  
Authority

GEC: HNTB Corporation

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

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

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

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

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

**CENTRAL TEXAS RMA****ATTACHMENT A – SCOPE OF WORK****WORK AUTHORIZATION NO. 4 – SUPPLEMENT NO. 1****SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)**

This scope of work includes the continuation of those professional services and associated deliverables required by the CTRMA for March 2007 through September 2007.

In summary, this scope will entail those services required to assist the Central Texas Regional Mobility Authority (CTRMA) in: Preparing the final right-of-way maps for the 183A Project; Preparing and managing the utility and driveway permitting process, and conducting a speed study for the 183A Turnpike project.

The tasks in this scope of work will not be performed or the funds utilized until requested by the CTRMA.

**Utility and Driveway Permit Processing**

- The GEC will develop a CTRMA Utility and Driveway Permitting Policy and Fee Schedule.
- The GEC will process Utility and Driveway Permits.

**Update Right-of-Way Maps**

- The GEC will update the right-of-way maps to include revisions to parcels that occurred during the right-of-way acquisition.
- The GEC will update the right-of-way maps to include the utility easements created during the utility relocations.
- The GEC will update the right-of-way maps to include the ultimate drainage easements.

**Speed Study**

- The GEC will prepare a speed study to determine the posted speed for the 183A Turnpike Project.

DRAFT

Task	Work Description	MANHOURS							TOTAL	
		A	BI	B	C	D	E	FI		F
<b>1.0 Utility and Driveway Permit Process</b>										
1.1	Prepare Procedures	16		60		180	50		60	366
1.2	Process Permits	16		80		180	50		60	386
<b>2.0 Update Right-of-Way Maps</b>										
2.1	Review Deeds	4		8	20	40	60			132
2.2	Review Utility Easements	4		8	20	40	60			132
2.3	Prepare Maps	4		16	60	60	60			200
2.4	Review Maps	4		16	24					44
<b>3.0 Conduct Speed Study</b>										
3.1	Data Collection	4		4		85				93
3.2	Prepare Report	8		16		48			6	78
<b>TOTAL GEC TEAM DIRECT LABOR</b>		60	0	208	124	633	280	0	126	1431
% Total by Classification		4.19%	0.00%	14.54%	8.67%	44.23%	19.57%	0.00%	8.81%	

Total Loaded Labor \$ 13,752 \$ - \$ 39,224 \$ 19,786 \$ 77,132 \$ 25,995 \$ - \$ 8,042 \$ 183,932

Direct Expenses	Cost
Plotting and Reproduction	\$ 500
Mail and Deliveries	\$ 50
Travel and Field Expenses	\$ 250
<b>Total Direct Expenses</b>	<b>\$ 800</b>
<b>Total Loaded Labor</b>	<b>\$ 183,932</b>
<b>Total Direct Expenses</b>	<b>\$ 800</b>
<b>Total</b>	<b>\$ 184,732</b>

**EXHIBIT B**  
**WORK AUTHORIZATION NO. 4**  
**SUPPLEMENT NO. 1**

This Supplement No. 1 to work Authorization No. 4 is made as of this 28<sup>th</sup> day of March, 2007, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of September 1st, 2003 (the Agreement), between the Central Texas Regional Mobility Authority (Authority) and HNTB Corporation (GEC). The contract award amount of this Work Authorization Supplement is **\$184,732.00**. This Work Authorization Supplement is made for the following purpose, consistent with the services defined in the Agreement:

*Utility and Driveway Permit Process, Right-of-Way Maps Update and Speed Study for 183A*

**Section A. - Scope of Services**

A.1. GEC shall perform the following Services:

Refer to Attachment A – Scope of Work

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

N/A

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Refer to Attachment A – Scope of Work

**Section B. - Schedule**

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

Services under this Supplement 1 to Work Authorization 4 are expected to be substantially complete within **6 months** from the date this Work Authorization Supplement becomes effective. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

**Section C. - Compensation**

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed **\$184,732.00** based on Attachment B-Fee Estimate and Attachment C-Fee Schedule. This will increase the not to exceed compensation amount for Work Authorization 4 from \$14,178,080.95 to \$14,362,812.95.

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

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of future Work Authorizations.

**Section D. - Authority's Responsibilities**

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

N/A

**Section E. - Other Provisions**

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

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

Authority: Central Texas Regional Mobility Authority

GEC: HNTB Corporation

By: Robert E. Tesch

By: RICHARD L. RIDINGS

Signature: Robert E. Tesch

Signature: Richard L. Ridings

Title: Chairman

Title: VICE PRESIDENT

Date: 4-3-07

Date: 3/28/2007

General Counsel Approval: [Signature]

**CENTRAL TEXAS RMA****ATTACHMENT A – SCOPE OF WORK****WORK AUTHORIZATION NO. 4 – SUPPLEMENT NO. 1****SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)**

This scope of work includes the continuation of those professional services and associated deliverables required by the CTRMA for March 2007 through September 2007.

In summary, this scope will entail those services required to assist the Central Texas Regional Mobility Authority (CTRMA) in: Preparing the final right-of-way maps for the 183A Project; Preparing and managing the utility and driveway permitting process, and conducting a speed study for the 183A Turnpike project.

The tasks in this scope of work will not be performed or the funds utilized until requested by the CTRMA.

**Utility and Driveway Permit Processing**

- The GEC will develop a CTRMA Utility and Driveway Permitting Policy and Fee Schedule.
- The GEC will process Utility and Driveway Permits.

**Update Right-of-Way Maps**

- The GEC will update the right-of-way maps to include revisions to parcels that occurred during the right-of-way acquisition.
- The GEC will update the right-of-way maps to include the utility easements created during the utility relocations.
- The GEC will update the right-of-way maps to include the ultimate drainage easements.

**Speed Study**

- The GEC will prepare a speed study to determine the posted speed for the 183A Turnpike Project.

Task	Work Description	MANHOURS											TOTAL HRS	
		A	B	C	D	E	F	F1	F	F	F	F		
		<i>(Labor Rates)</i>												
		\$ 79,000	\$ 79,000	\$ 65,000	\$ 55,000	\$ 42,000	\$ 32,000	\$ 32,000	\$ 32,000	\$ 32,000	\$ 32,000	\$ 32,000	\$ 22,000	
1.0	Utility and Driveway Permit Process													
1.1	Prepare Procedures	16		60		180	50						60	366
1.2	Process Permits	16		80		180	50						60	386
2.0	Update Right-of-Way Maps													
2.1	Review Deeds	4		8	20	40	60							132
2.2	Review Utility Easements	4		8	20	40	60							132
2.3	Prepare Maps	4		16	60	60	60							200
2.4	Review Maps	4		16	24									44
3.0	Conduct Speed Study													
3.1	Data Collection	4		4		85								93
3.2	Prepare Report	8		16		48							6	78

TOTAL GEC TEAM DIRECT LABOR		60	0	208	124	633	280	0	126	1431
% Total by Classification		4.19%	0.00%	14.54%	8.67%	44.23%	19.57%	0.00%	8.81%	
Labor Costs	\$ 4,740	\$ -	\$ 13,520	\$ 6,820	\$ 26,586	\$ 8,960	\$ -	\$ -	\$ 2,772	\$ 63,398
Overhead Costs	\$ 7,218	\$ -	\$ 20,588	\$ 10,385	\$ 40,485	\$ 13,644	\$ -	\$ -	\$ 4,221	\$ 96,543
Profit	\$ 1,794	\$ -	\$ 5,116	\$ 2,581	\$ 10,061	\$ 3,391	\$ -	\$ -	\$ 1,049	\$ 23,991
<b>Total Loaded Labor</b>	<b>\$ 13,752</b>	<b>\$ -</b>	<b>\$ 39,224</b>	<b>\$ 19,786</b>	<b>\$ 77,132</b>	<b>\$ 25,995</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 8,042</b>	<b>\$ 183,932</b>

Direct Expenses	
Plotting and Reproduction	\$ 500
Mail and Deliveries	\$ 50
Travel and Field Expenses	\$ 250
<b>Total Direct Expenses</b>	<b>\$ 800</b>
<b>Total Loaded Labor</b>	<b>\$ 183,932</b>
<b>Total Direct Expenses</b>	<b>\$ 800</b>
<b>Total</b>	<b>\$ 184,732</b>



Exhibit 12

Task	Work Description	MANHOURS										TOTAL HRS
		A	B	C	D	E	F	F	F	F	F	
	(Labor Rates)	\$ 79.00	\$ 79.00	\$ 65.00	\$ 55.00	\$ 42.00	\$ 32.00	\$ 32.00	\$ 32.00	\$ 32.00	\$ 22.00	\$ 22.00
<b>Environmental</b>												
183A Reevaluation												
1	Document Preparation						100	40				140
2	Data Collection						40					40
3	Existing Environment						40	8				48
4	Direct Effects						80	40				120
5	Indirect and Cumulative Impacts Analysis						220	100				320
6	EPIC/Mitigation			8			60	40				108
7	Public Involvement			60			60	40		24		184
8	Project Management					40						40
9	QA/QC			28		20						68
10	Progress Reports					8						32
11	Meetings	16		16		48			16			108
12	Engineering and Technical Support	24		24		52						100
183A Section 106 Consultation												
1	Consultation											56

TOTAL GEC TEAM DIRECT LABOR		40	56	136	0	168	656	284	24	1364
% Total by Classification		2.93%	4.11%	9.97%	0.00%	12.32%	48.09%	20.82%	1.76%	100.00%
Labor Costs	\$ 3,160	\$ 4,424	\$ 8,840	\$ -	\$ 7,056	\$ 20,992	\$ 9,088	\$ 528	\$ 54,088	
Overhead Costs	\$ 4,812	\$ 6,737	\$ 13,462	\$ -	\$ 10,745	\$ 31,967	\$ 13,839	\$ 804	\$ 82,365	
Profit	\$ 1,196	\$ 1,674	\$ 3,345	\$ -	\$ 2,670	\$ 7,944	\$ 3,439	\$ 200	\$ 20,468	
<b>Total Loaded Labor</b>	<b>\$ 9,168</b>	<b>\$ 12,835</b>	<b>\$ 25,647</b>	<b>\$ -</b>	<b>\$ 20,471</b>	<b>\$ 60,902</b>	<b>\$ 26,366</b>	<b>\$ 1,532</b>	<b>\$ 156,921</b>	

<b>Direct Expenses</b>	
Environmental Reevaluation	\$ 7,100
MOU Travel & Field Expenses	\$ 3,500
<b>Total Direct Expenses</b>	<b>\$ 10,600</b>
<b>Total Loaded Labor</b>	<b>\$ 156,921</b>
<b>Total Direct Expenses</b>	<b>\$ 10,600</b>
<b>Total</b>	<b>\$ 167,521</b>

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

**RESOLUTION NO. 07-13**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, the CTRMA identified the proposed 183-A turnpike as its initial project in the petition filed under the RMA Rules; and

WHEREAS, the CTRMA has approved various work authorizations for its General Engineering Consultant (the "GEC") to pursue work necessary for the development of 183-A; and

WHEREAS, in Resolution No. 03-46, dated September 24, 2003, the CTRMA Board of Directors approved Work Authorization No. 3.1 concerning project office operations, administrative support, and core staff services related to project development; and

WHEREAS, in Resolutions Nos. 04-44, 05-68, 06-36, and 06-51, the CTRMA Board of Directors approved, respectively, Supplements Nos. 1, 2, 3 and 4 to Work Authorization 3.1; and


WHEREAS, the GEC has requested approval of an additional supplement to Work Authorization No. 3.1; and

WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Supplement No. 5 to Work Authorization No. 3.1, attached hereto as Attachment "A", and the cost thereof is necessary and appropriate to pursue the development of CTRMA turnpike projects.

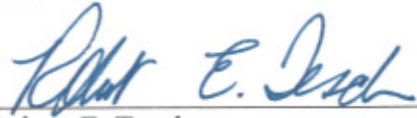
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Supplement No. 5 to Work Authorization No. 3.1, attached hereto as Attachment "A", provided that any work commenced under the Supplement to Work Authorization No. 3.1 be subject to the Agreement for General Consulting Civil Engineering Services between the CTRMA and the GEC.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of March, 2007.

Submitted and reviewed by:

  
Lori Fixley Winland  
Acting General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-13  
Date Passed 03/28/07

**EXHIBIT B****WORK AUTHORIZATION NO. 3.1****SUPPLEMENT NO. 5**

This Supplement No. 5 to Work Authorization No. 3.1 is made as of this 28th day of March, 2007, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of September 1, 2003 (the Agreement), between the Central Texas Regional Mobility Authority (Authority) and HNTB Corporation (GEC). The contract award amount of this Work Authorization Supplement is \$167,521.00. This Supplemental Work Authorization is made for the following purpose, consistent with the Services defined in the Agreement:

*Environmental Services*

The following terms and conditions of Work Authorization No. 3.1 are hereby amended, as follows:

**Section A. - Scope of Services**

A.1. GEC shall perform the following Services:

Refer to Attachment A – Scope of Work

A.2. The following Services are not included in this Supplement No. 5 to Work Authorization No. 3.1, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

N/A

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Refer to Attachment A - Scope of Work

**Section B. - Schedule**

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

Services defined herein shall be complete within 6 months from the date this Supplement No. 5 to Work Authorization No. 3.1 becomes effective.

**Section C. - Compensation**

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed **\$167,521.00**, based on Attachment B – Fee Estimate. This will increase the not to exceed compensation amount for Work Authorization No. 3.1 from **\$5,904,068.00 to \$6,071,589.00**. Compensation shall be in accordance with the Agreement.

The Authority and the GEC agree that the budget amounts contained in Attachment B-Fee Estimate for the various companies and firms composing the GEC are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration of this Work Authorization. The GEC may alter the compensation distribution between tasks or work assignments to be consistent with the Services actually rendered within the total Work Authorization amount. The GEC shall not exceed the maximum amount payable without prior written permission by Owner.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

**Section D. - Authority's Responsibilities**

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

N/A

**Section E. - Other Provisions**

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

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

Authority: Central Texas Regional Mobility Authority

GEC: HNTB Corporation

By: Robert E. Tesch

By: RICHARD L. RIDINGS

Signature: Robert E. Tesch

Signature: Richard L. Ridings

Title: Chairman

Title: VICE PRESIDENT

Date: 4-3-07

Date: 3/28/2007

General Counsel Approval: [Signature]

**CENTRAL TEXAS RMA****ATTACHMENT A – SCOPE OF WORK****WORK AUTHORIZATION NO. 3.1 – SUPPLEMENT NO. 5****SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)**

This scope of work includes the continuation of those environmental professional services and associated deliverables required by the CTRMA for March 2007 through September 2007.

In summary, this scope will entail those services required to assist the Central Texas Regional Mobility Authority (CTRMA) in: providing a re-evaluation, including public involvement, of the Final Environmental Impact Statement (FEIS) of the 183A toll road from RM 620 to approximately three miles north of the City of Leander.

The re-evaluation will focus on design changes at the proposed intersection of 183A and CR 274. This intersection was not previously addressed in the FEIS or in the subsequent re-evaluation.

The scope of the re-evaluation is based on the following assumptions:

**Assumptions**

- The projected average daily traffic (ADT) of 183A is less than 140,000, therefore a qualitative MSAT analysis will be prepared for the re-evaluation.
- Based upon guidance from TxDOT Environmental Affairs Division (ENV) and Federal Highway Administration (FHWA), the re-evaluation, including any direct, indirect, or cumulative impacts analysis, will only focus on the proposed interchange of 183A and CR 274.
- The re-evaluation will assess three possible location options of the CR 274 interchange.
- Any request or requirement to address impacts or design changes other than those associated with the proposed intersection of 183A and CR 274 would be considered out of scope and a supplemental work authorization would be required.
- Agency review times will be coordinated by TxDOT-ENV.

**FEIS Re-evaluation Tasks****Data Collection**

The Engineer will review the FEIS and previous re-evaluation for 183A for the history of the project, consistency with purpose and need, and design changes. The Engineer will also perform data collection and site reconnaissance visits within the existing ROW, upon notice to proceed to

supplement data needed to complete the re-evaluation. The Engineer will obtain or update periodically publicly available information and perform site investigation including:

- Locations of public buildings, schools, churches, parks, etc.
- Historic-age structures
- Aerial/Infrared photography, if available.
- National Wetland Inventory Maps.
- Site Review for presence of non-inventoried wetlands.
- County Soil Survey Maps.
- TCEQ & EPA Hazardous Materials Database Information.
- FEMA 100-year floodplains.
- Vegetation Information.
- Threatened and Endangered Species Information.
- Noise Receiver Locations.

### **Preparation of Environmental Document**

The Engineer shall prepare environmental documentation of the level required by proposed improvements, utilizing the appropriate outline in accordance with; TxDOT's Environmental Manual, Title 23, Parts 771 and 772, FHWA's Technical Advisory T6640.8A, and TxDOT's 1996 Noise Guidelines and 1999 Air Quality Guidelines.

The Engineer will include in the document a discussion of the history of the project, the purpose and need, and the design change (the interchange at 183A and CR 274) being assessed. The document will also include an existing environment discussion, direct effects discussion, and indirect, and cumulative impacts analysis as described below.

### **Existing Environment**

Through data collection and field investigation, the Engineer will prepare a description of the affected environment to serve as the basis for determining the environmental consequences of the proposed 183A/CR 274 interchange. This description will include land use, socio-economics (including identification of minority, low income, and limited English proficient (LEP) populations), farmlands, soils, noise, air quality, surface water, groundwater, wetlands, vegetation, wildlife habitat, threatened and endangered species, cultural resources, Section 4(f) properties, and hazardous materials sites.

### **Direct Effects**

With the information compiled on the affected environment and design and traffic data, the Engineer will determine the environmental consequences, or direct effects, of the proposed 183A/CR 274 interchange. The direct effects will be determined on the resource categories analyzed for the Existing Environment, including historic properties. The direct effects section will address potential noise and air quality impacts, including qualitative analysis of Mobile Source Air Toxics. The noise analysis will include the development of noise contours and a generalized assessment of impacts and a detailed assessment and abatement analysis for the design change assessed in the re-evaluation. The MSAT analysis will be a qualitative analysis based upon traffic projections being below the quantitative MSAT criteria threshold of 140,000

ADT. The qualitative analysis will be based upon the FHWA *Interim Guidance on Air Toxic Analysis in NEPA Documents*, February 3, 2006.

#### **Indirect Cumulative Impact (ICI) Analysis**

Consistent with direction from TxDOT and FHWA, the Engineer will only assess the indirect and cumulative impacts of the 183A/CR 274 interchange location proposed in the re-evaluation. The ICI analysis will be limited to those issues pertaining to the interchange. The Engineer will review changes attributable to past roadway improvements in the area in order to project indirect effects of the proposed improvements in the re-evaluation. The Engineer will prepare the ICI analysis based upon the eight-step approach in TxDOT's *Interim Guidance on Preparing Indirect and Cumulative Impact Analyses*, dated December 2006. The *National Cooperative Highway Research Program Report 466 (NCHRP 466)* will also be used as guidance in this analysis.

Consistent with TxDOT's Interim Guidance and by direction from TxDOT and FHWA, the Engineer will perform the ICI analysis on those resources which are (1) impacted only by the proposed 183A/CR 274 interchange and (2) are currently in poor and/or declining health.

#### **Section 106 Consultation**

The Engineer will be available to CTRMA for consultation during the Section 106 process.

If, after evaluation, and consultation under Section 106, TxDOT and FHWA determines that project activities trigger adverse effects to historic properties located in the APE, the Engineer shall in consultation with CTRMA and TxDOT, and under a supplemental agreement, perform the following services as required:

- Develop a Memorandum of Agreement between FHWA, TxDOT, ACHP, TSHPO and other consulting parties as defined by TxDOT;
- Develop mitigation strategies for adverse impacts
- Conduct approved mitigation activities; and
- Section 4(f) activities.

#### **Public Involvement**

The Engineer will prepare and present one (1) public hearing in support of the re-evaluation. The Engineer will attend the public hearing for the purpose of providing informational materials regarding the re-evaluation, and for gathering comments from the community-at-large, and addressing local concerns regarding the proposed 183A/CR 274 interchange. The Engineer will secure the sites for the public hearing. Site locations will be submitted to CTRMA for approval by the State prior to booking the rooms.

Additionally, the Engineer will make arrangements for a court reporter to be present at the public meeting.

The Engineer will prepare and mail meeting notices to identified stakeholders in the database, and develop and publish one (1) legal notice and one (1) display ad in preparation for the public hearing. The notices will be placed in previously identified local paper(s) 30 days and 10 days before the public hearing. Additionally, the Engineer will prepare an agenda, comment cards (up



to 500), exhibit boards (up to 2), and up to four (one page, double-sided) handouts for public use. All project boards will be printed in English, with an additional handout of the boards translated in Spanish. A Public Hearing Comment and Response Report will be prepared after the hearing to record public comment. The Engineer will respond to up to 100 comments per public hearing. Project communication materials will be approved by the State before use.

### **Project Management and Coordination**

The Engineer shall manage all activities associated with the project. The Engineer shall secure resources necessary to produce the project deliverables and meet the project schedule. All communications associated with the project will be directly channeled through the Engineer for distribution to the project team as appropriate. The Engineer shall designate one Texas Registered Professional Engineer, Laurence W. Shumway, P.E., as Project Manager to be responsible throughout the project for project management and all communications, including billing, with CTRMA and TxDOT's Project Manager.

The Engineer will be required to meet with the CTRMA and designated TxDOT project manager and other TxDOT representatives, as necessary to report on progress and to ensure all components of the project are proceeding in compliance with the scope of services and according to the project schedule. The purpose of these meetings is to evaluate the project status, determine necessary adjustments to the project work plan and schedule, plan upcoming events and to discuss and resolve project technical issues. The Engineer will prepare minutes of each meeting and circulate to all attendees.

The environmental work on this project may be inspected by CTRMA at any time in the offices of HNTB Corporation at 301 Congress Avenue, Suite 600, Austin, Texas, 78701.

### **General Administration**

Perform general administration duties required to maintain the project. These duties include:

- Preparation of monthly progress reports. Monthly progress reports will include:
  - Activities during the reporting period.
  - Activities planned for the following months.
  - Project action item and project schedule maintenance
  - Overall status of project.
  - Pending issues that need short-term attention.
- Record keeping and file management
- Data management and file transfers for required elements of the project.
- Quality Control/Quality Assurance

### **Exclusions**

The following tasks are specifically excluded from the preparation of environmental documents and not included in this work authorization, and would be scoped and detailed at a later date, as necessary:

- ICI analysis of the entire FEIS limits;
- Endangered species coordination and/or surveys;
- Biological Assessments;

- USACE 404 delineations and permit coordination;
- Archeological survey;
- Historic/Archeological coordination involving National Register Testing and/or Data Recovery-level excavation or mitigation or Section 106 Coordination except as specifically noted and included above;
- Hazardous materials Phase II Environmental Site Assessment;
- Additional documentation services requested as a result of a change in environmental regulations or TxDOT/FHWA documentation standards from those in practice and acceptable at the time of approval of this Work Authorization;
- Work associated with outfalls outside the project ROW after the notice to proceed is received;
- Coordination with TCEQ.

### **DELIVERABLES**

The Engineer will prepare a draft re-evaluation for CTRMA for review by TxDOT-ENV (10 copies will be provided). Upon receipt of comments from TxDOT-ENV, the Engineer will prepare a second draft for submittal to FHWA (10 copies will be provided). A third and final draft will be prepared to address comments received as a result of FHWA review (20 copies will be provided to CTRMA, TxDOT-ENV, and FHWA). An updated re-evaluation will be prepared following the Public Hearing, if determined necessary based on public comment. Should a post-meeting update be necessary, the Engineer will respond to up to two sets of review comments.

Deliverables will consist of the following:

- Twenty (20) draft copies, twenty (20) final copies of the re-evaluation document
- One (1) Historic Resource Research Design
- One (1) Section 106 Public Involvement Plan
- One (1) Public Hearing
- One (1) Court Reporter
- One (1) Public Hearing transcript
- One (1) legal notice
- One (1) display ad
- One (1) Public Hearing agenda
- Up to five hundred (500) Comment Cards for the hearing
- Up to two (2) exhibit boards for the hearing
- One (1) Handout for the hearing
- One (1) Hearing notice/letter for mail out, multiple copies as required
- One (1) electronic and one (1) hard copy of the Public Hearing Summary Report

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

**RESOLUTION NO. 07-14**

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, the CTRMA identified the proposed 183-A Turnpike Project (the "Project") as its initial project in a petition filed under the RMA rules and has subsequently undertaken to cause the Project to be constructed under the terms of a Comprehensive Development Agreement; and

WHEREAS, upon the completion of the Project, it will be necessary for the CTRMA to establish certain rules and regulations regarding use of the 183-A Turnpike Project; and

WHEREAS, § 370.179 (b)(1) of the Texas Transportation Code provides that an authority such as the CTRMA may prohibit the use of or access to or from a turnpike project by a motor vehicle, bicycle, another classification or type of vehicle, or a pedestrian; and

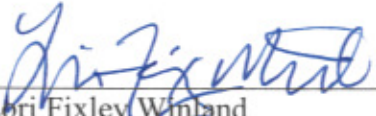
WHEREAS, the Board of Directors agrees that the presence of bicycle traffic on the mainlanes of the Turnpike would pose a significant danger to both vehicular and bicycle traffic.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves of the adoption of a regulation prohibiting the use of 183-A mainlanes by bicycles, mopeds, motor-driven cycles, and electric bicycles as defined in § 541.201 of the Transportation Code; and


BE IT FURTHER RESOLVED, that the Executive Director and CTRMA staff are directed to cause to be installed appropriate signage reflecting such regulation upon final completion of the 183-A Turnpike Project.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of March, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Lori Fixley Winland  
Acting General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-14  
Date Passed 03/28/07

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

**RESOLUTION NO. 07-15**

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


WHEREAS, the Board of Directors has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the CTRMA'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 February 2007 and has caused a Financial Report to be prepared which is attached hereto as Attachment "A."

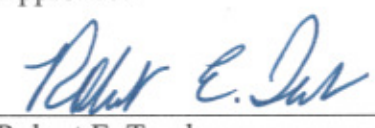
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for February 2007, attached hereto as Attachment "A."

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of March, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Lori Fixley Winland  
Acting General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-15  
Date Passed 03/28/07

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

	Budget FY 2007	Actual Year To Date 2/28/2007	Percent Of Budget	Actual Year To Date 2/28/2006
<b>Revenue</b>				
Toll Revenue-Cash-183A	510,000.00	0.00		0.00
Toll Revenue-TxTag-183A	510,000.00	0.00		0.00
Interest Income	503,050.00	322,566.03	64.12%	294,226.40
Reimbursed Expenditures	51,000.00	35,302.80	69.22%	8,535.86
<b>Total Revenue</b>	<b>1,574,050.00</b>	<b>357,868.83</b>	<b>22.74%</b>	<b>302,762.26</b>

	Budget FY 2007	Actual Year To Date 2/28/2007	Percent Of Budget	Actual Year To Date 2/28/2006
<b>Expenditures</b>				
Regular	1,210,148.00	611,311.33	50.52%	462,830.79
Part Time	17,000.00	2,268.76	13.35%	0.00
Overtime	10,000.00	764.58	7.65%	0.00
Contractual Employees	130,000.00	103,777.37	79.83%	85,831.27
TCDRS	155,866.00	81,229.30	52.11%	64,156.29
FICA	64,527.00	26,427.86	40.96%	22,476.77
FICA MED	17,939.00	8,676.91	48.37%	6,602.64
Health Insurance	117,223.00	58,058.30	49.53%	37,705.91
Life Insurance	1,682.00	703.75	41.84%	86.70
Auto Allowance	9,000.00	4,600.00	51.11%	5,950.00
Other Benefits	88,471.00	20,448.99	23.11%	0.00
Unemployment Taxes	4,590.00	3,104.15	67.63%	312.48
Workers Compensation	5,324.00	0.00		471.66
<b>Total Salaries &amp; Wages</b>	<b>1,831,770.00</b>	<b>921,371.30</b>	<b>50.30%</b>	<b>686,424.51</b>

	Budget FY 2007	Actual Year To Date 2/28/2007	Percent Of Budget	Actual Year To Date 2/28/2006
<b>Contractual Services</b>				
<b>Professional Services</b>				
Accounting	12,000.00	3,738.14	31.15%	20,416.09
Auditing	35,000.00	11,747.50	33.56%	10,800.00
Financial Advisors	4,000.00	0.00		820.00
General Engineering Consultant	450,000.00	0.00		5,568.75
General System Consultant	100,000.00	0.00		0.00
Geotechnical	1,200,000.00	0.00		0.00
Human Resources	22,000.00	10,728.70	48.77%	0.00
Legal	300,000.00	44,960.04	14.99%	210,660.73
Photography	15,000.00	13,900.43	92.67%	13,117.66
Traffic & Revenue Consultants	40,000.00	0.00		0.00
Communications and Marketing	150,000.00	83,042.03	55.36%	0.00
Transcripts	2,000.00	0.00		1,900.00
<b>Total Professional Services</b>	<b>2,330,000.00</b>	<b>168,116.84</b>	<b>7.22%</b>	<b>263,283.23</b>

	Budget FY 2007	Actual Year To Date 2/28/2007	Percent Of Budget	Actual Year To Date 2/28/2006
<b>Other Contractual Services</b>				
IT Services	25,000.00	2,445.50	9.78%	0.00
Graphic Design Services	50,000.00	750.00	1.50%	22,429.02
Website Maintenance	20,000.00	11,460.41	57.30%	0.00
Research Services	45,000.00	0.00		42,628.07
Copy Machine	13,000.00	6,012.60	46.25%	1,252.02
Software licenses	21,675.00	20,397.80	94.11%	0.00
Advertising	50,000.00	9,061.09	18.12%	0.00
Direct Mail	20,000.00	4,326.70	21.63%	0.00
Video Production	50,000.00	78,744.48	157.49%	0.00
Television	150,000.00	170,484.68	113.66%	0.00
Radio	50,000.00	7,500.00	15.00%	0.00
Other Public Relations	0.00	13,933.75		74,698.23
Security Contracts	60,000.00	134.40	0.22%	0.00
Cell Phones	10,170.00	3,156.37	31.04%	3,218.15
Local	18,240.00	3,689.15	20.23%	832.53
Long Distance	2,400.00	550.06	22.92%	22.29
Internet	4,000.00	2,142.00	53.55%	486.95
Other Communication Expense	1,000.00	342.01	34.20%	859.03
Dues & Subscriptions	7,200.00	1,876.90	26.07%	1,540.76
Memberships	18,950.00	3,979.85	21.00%	2,660.00
Continuing Education	9,000.00	2,374.95	26.39%	0.00
Professional Development	11,000.00	950.00	8.64%	9,266.10
Seminars and Conferences	21,400.00	15,990.00	74.72%	5,103.39
Total Travel	70,500.00	13,551.83	19.22%	26,340.34
Other Contractual Svcs	9,000.00	3,240.50	36.01%	3,226.90
Contractual Contingencies	161,000.00	234.46	0.15%	
<b>Total Other Contractual Services</b>	<b>826,860.00</b>	<b>377,329.49</b>	<b>45.63%</b>	<b>194,563.78</b>
<b>Total Contractual Expenses</b>	<b>3,156,860.00</b>	<b>545,446.33</b>	<b>17.28%</b>	<b>457,847.01</b>

	Budget FY 2007	Actual Year To Date 2/28/2007	Percent Of Budget	Actual Year To Date 2/28/2006
<b>Materials and Supplies</b>				
Books & Publications	3,600.00	1,613.24	44.81%	176.55
Office Supplies	18,750.00	7,046.28	37.58%	10,982.60
Computer Supplies	17,500.00	4,417.05	25.24%	465.94
Copy Supplies	6,000.00	0.00		0.00
Annual Report	20,000.00	14,564.62	72.82%	7,200.00
Other Reports	60,500.00	1,006.00	1.66%	0.00
Office Supplies	18,350.00	3,574.77	19.48%	1,948.38
Maintenance Supplies	500.00	0.00		0.00
Promotional Items	12,500.00	7,926.37	63.41%	0.00
Displays	10,000.00	12,703.42	127.03%	0.00
Tools & Equipment	2,250.00	1,188.67	52.83%	544.69
Misc Materials & Supplies	6,000.00	929.98	15.50%	77.28
<b>Total Materials &amp; Supplies Exp</b>	<b>175,950.00</b>	<b>54,970.40</b>	<b>31.24%</b>	<b>24,918.29</b>

	Budget FY 2007	Actual Year To Date 2/28/2007	Percent Of Budget	Actual Year To Date 2/28/2006
<b>Operating Expenses</b>				
Gasoline	10,000.00	0.00		18.92
Mileage Reimbursement	8,200.00	3,590.60	43.79%	4,670.26
Parking	22,100.00	14,675.42	66.40%	999.30
Meeting Facilities	3,000.00	0.00		0.00
Community Events	20,000.00	250.00	1.25%	0.00
Meeting Expense	4,900.00	2,214.22	45.19%	1,036.68
Public Notices	3,500.00	9.00	0.26%	565.16
Postage	11,500.00	1,250.09	10.87%	2,103.01
Overnight Services	2,200.00	142.90	6.50%	0.00
Delivery Services	3,200.00	1,114.21	34.82%	1,274.28
Insurance	26,200.00	21,568.24	82.32%	10,415.09
Reimbursements	1,150.00	0.00		28.36
Repair and Maintenance	3,600.00	0.00		158.00
Rent	162,290.00	112,607.63	69.39%	3,764.06
Water	17,000.00	0.00		0.00
Electricity	7,400.00	2,314.70	31.28%	0.91
Natural Gas	500.00	0.00		78.05
Amortization Expense	30,000.00	23,240.44	77.47%	1,790.60
Dep Exp- Furniture & Fixtures	12,000.00	6,843.61	57.03%	0.00
Dep Expense - Equipment	12,000.00	6,256.48	52.14%	1,038.46
Dep Expense-Communic Equip	6,000.00	3,995.15	66.59%	978.36
Depreciation Expense-Computers	48,000.00	23,030.89	47.98%	-3,260.43
Recruitment	4,000.00	0.00		1,306.16
Community Initiative Grants	200,000.00	109,492.00	54.75%	12,500.00
<b>Total Operating Expense</b>	<b>618,740.00</b>	<b>332,595.58</b>	<b>53.75%</b>	<b>39,465.23</b>
<b>Financing Expenses</b>				
Arbitrage Rebate	1,000.00	3,500.00	350.00%	0.00
Loan Fees	10,500.00	11,000.00	104.76%	10,500.00
Bond Issuance Cost	25,000.00	0.00		0.00
Trustee Fees	3,800.00	2,533.36	66.67%	2,533.36
Bank Fees	1,000.00	358.52	35.85%	342.85
Credit Card Fees	1,000.00	0.00		0.00
Contingency	20,000.00	0.00		0.00
<b>Total Financing Expense</b>	<b>62,300.00</b>	<b>17,391.88</b>	<b>27.92%</b>	<b>13,376.21</b>
<b>Total Expenses</b>	<b>5,845,620.00</b>	<b>1,871,775.49</b>	<b>32.02%</b>	<b>1,222,031.25</b>
<b>Net Income</b>	<b>-4,271,570.00</b>	<b>-1,513,906.66</b>		<b>-919,268.99</b>



Central Texas Regional Mobility Authority  
Balance Sheet

As of

February 28, 2007

February 28, 2006

**Assets**

**Current Assets**

Cash in Operating Fund		15,357.43		10,488.21
Cash In TexSTAR	8,443,227.50		7,814,417.50	
Cash in Chase Money Mkt Funds	0.00		1,170,427.51	
Money Market Payroll Account	43,394.95		0.00	
Restricted Cash-TexStar	29,097,506.82		25,395,024.11	
Total Cash Equivalents		37,584,129.27		34,379,869.12
Accounts Receivable	2,049.40		111.30	
Interest Receivable	62,654.27		138,068.42	
Agencies		5,432,582.83		17,056,218.63
Prepaid Insurance	30,119.42		17,464.25	
Prepaid Expenses	316.63		0.00	
Total Prepaid Expenses		30,436.05		17,464.25
<b>Total Current Assets</b>		<b>43,127,209.25</b>		<b>51,602,219.93</b>

**Construction Work In Process**

Utility Relocation Expense	61,411.19		7,068.41	
Consulting-Admin Services	687,052.37		105,872.11	
Consulting-Reimbursed Expenses	5,703.31		(290.86)	
Environmental Fees	398,750.00		398,750.00	
Funding Costs	30,000.00		30,000.00	
Legal Fees-Construction	2,174,971.27		1,547,538.38	
Traffic & Revenue Analysis	2,449,353.50		976,286.66	
Unsuccessful Proposers	356,625.82		356,625.82	
Engineering	3,721,261.14		574,165.35	
Right of Way	155,178.62		65,957.25	
Total Preliminary Costs		10,040,307.22		4,061,973.12
Public Involvement	319,800.36		18,454.16	
CDA Oversight	6,973,635.86		2,071,136.34	
Engineering	14,082,913.49		13,450,346.62	
Total Construction Engineering		21,376,349.71		15,539,937.12
Design	30,212,840.43		18,061,120.07	
Construction-CDA	126,498,804.52		59,479,707.52	
Other Construction Costs	296,476.42		23,117.00	
Total Construction		157,008,121.37		77,563,944.59
Toll Collection System		6,696,407.72		914,396.55
Accrued Interest Income	(13,112,152.67)		(7,983,576.56)	
Accrued Interest Expense	23,684,774.80		12,184,518.64	
Amortization of Bond Premium	(3,168,700.70)		(1,611,884.00)	
Amortization Bond Disc Invest	(303,886.44)		(65,403.49)	
Total Accrued Interest		7,100,034.99		2,523,654.59
Amortization Bond Issue Costs		2,878,317.16		1,466,126.52
<b>Total Construction WIP</b>		<b>205,099,538.17</b>		<b>102,070,032.49</b>

**Fixed Assets**

Computers	115,571.52		107,202.01	
Accum Deprec-Computers	<u>(85,635.11)</u>	29,936.41	<u>(47,262.31)</u>	59,939.70
Computer Software	95,156.88		83,409.88	
Accumulated Amortization-Software	<u>(30,967.16)</u>	64,189.72	<u>(1,790.60)</u>	81,619.28
Furniture and Fixtures	60,057.16		41,623.50	
Accum Deprec-Furn & Fixtures	<u>(11,030.23)</u>	49,026.93	<u>0.00</u>	41,623.50
Equipment	28,777.93		25,765.93	
Accum Depec-Equipment	<u>(10,418.22)</u>	18,359.71	<u>(1,038.46)</u>	24,727.47
Communication Equipment	30,743.13		28,871.02	
Accum Deprec-Comm Equip	<u>(6,930.23)</u>	23,812.90	<u>(978.36)</u>	27,892.66
Leasehold Improvements		48,468.42		227,243.55
<b>Total Fixed Assets</b>		<u>233,794.09</u>		<u>463,046.16</u>
<b>Other Assets</b>				
Security Deposits		8,643.30		8,643.30
<b>Long Term Investments</b>				
GIC		54,971,815.88		146,601,702.98
<b>Other Assets</b>				
Intangible Assets		650.00		0.00
2005 Bond Issuance Costs		10,052,052.00		11,464,242.64
<b>Total Assets</b>		<u>313,493,052.69</u>		<u>312,209,887.50</u>

**Liabilities****Current Liabilities**

Accounts Payable		4,479,365.76		1,137.26
Vouchers Payable		0.00		0.00
Interest Payable		1,919,971.02		1,878,990.57
Deferred Compensation Payable		0.00		0.00
TCDRS Payable		15,931.07		0.00
Due to State of Texas		2,831.77		240.33
<b>Total Current Liabilities</b>		<u>6,418,099.62</u>		<u>1,881,549.64</u>

**Long Term Liabilities**

Retainage Payable		8,155,265.53		3,928,396.97
BANS 2005		66,000,000.00		66,000,000.00
Senior Lien Revenue Bonds 2005		169,325,456.18		168,570,263.80
Sn Lien Rev Bnd Prem/Disc 2005		6,689,505.85		8,246,322.55
<b>Total Long Term Liabilities</b>		<u>250,170,227.56</u>		<u>246,744,983.32</u>
<b>Total Liabilities</b>		<u>256,588,327.18</u>		<u>248,626,532.96</u>

**Net Assets Section**

Net Assets beginning		62,604,167.57		64,467,206.86
Current Year Operations		<u>(1,513,906.66)</u>		<u>(883,852.32)</u>
<b>Total Liabilities and Net Assets</b>		<u>317,678,588.09</u>		<u>312,209,887.50</u>

Summary 03/07/07

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CTRMA INVESTMENT REPORT

	Balance 1/31/2007	Additions	Month Ending 2/28/2007			Balance 2/28/2007	Current Rate as of 2/28/2007	Maturity
			Discount Amortization	Accrued Interest	Withdrawals			
<b>Amount in repo</b>								
Construction Fund	44,685,471.71			124,334.27		44,809,805.98	3.35%	April 1, 2007
Debt Servi	10,133,347.79			28,212.79		10,161,560.58	3.35%	April 1, 2007
totals	54,818,819.50	0.00	0.00	152,547.06	0.00	54,971,366.56		
<b>Amount in Trustee TexStar</b>								
Additional Projects Fund	7,442,706.26			30,195.16	5,200.00	7,467,701.42	5.358%	
Renewal & Replacement Fund	95,479.39			387.49		95,866.88	5.358%	
TxDOT Grant Fund	8,395,113.93			34,070.16		8,429,184.09	5.358%	
Debt Service Reserve Fund	13,051,785.95			52,968.48		13,104,754.43	5.358%	
	28,985,085.53	0.00	0.00	117,621.29	5,200.00	29,097,506.82		
<b>Amount in TexStar Operating Fund</b>	8,714,109.14			34,882.85	305,764.49	8,443,227.50	5.358%	
<b>Fidelity Money Market Fund</b>								
-Operating Fund	2,336.61			3,090.46		5,427.07	4.957%	
-Additional Projects Fund	0.00	1,550,998.64		0.09	523,248.64	1,027,750.09	4.957%	
-Construction Fund	23,357.69			107.68	23,357.69	107.68	4.957%	
-Debt Service Fund	49,475.05			249.86		49,724.91	4.957%	
-Subordinate Lien DS Fund	1,584.67			6.48		1,591.15	4.957%	
-TxDOT Grant Fund	230.21	3,000,000.00		59,064.56		3,059,294.77	4.957%	
-Renewal and Replacement	24.74			16.07		40.81	4.957%	
-Debt Service Reserve Fund	47.68			8,868.94		8,916.62	4.957%	
	77,056.65	4,550,998.64	0.00	71,404.14	546,606.33	4,152,853.10		
<b>Money Market Fund-payroll</b>	39,401.67	76,000.00		35.71	72,042.43	43,394.95	4.840%	
<b>Amount in Fed Agencies</b>								
Amortized Principal	9,427,234.94		5,348.40		4,000,000.00	5,432,583.34		
Accrued Interest	9,427,234.94	0.00	5,348.40	22,866.25	4,000,000.00	5,432,583.34		
<b>Total in Repo's</b>	54,818,819.50	0.00	0.00	152,547.06	0.00	54,971,366.56		
<b>Total in Pools</b>	37,699,194.67	0.00	0.00	152,504.14	310,964.49	37,540,734.32		
<b>Total in Money Market</b>	116,458.32	4,626,998.64	0.00	71,439.85	618,648.76	4,196,248.05		
<b>Total in Fed Agencies</b>	9,427,234.94	0.00	5,348.40	0.00	4,000,000.00	5,432,583.34		
<b>Total Invested</b>	102,061,707.43	4,626,998.64	5,348.40	376,491.05	4,929,613.25	102,140,932.27		

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

William Chapman, CFO

Amount in Fed Agencies As of February 28, 2007

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	3133XC5C3	493,295.00	497,819.08	498,125.00	5.344%	4/21/2006	6/22/2007	Renewal and Replacement Fund
Federal Home Loan Bank	3133XEK57	1,000,000.00	1,000,000.00	997,655.00	4.750%	2/16/2006	8/16/2007	TxDOT Grant Fund
Federal Home Loan Mortgage C	3128X4Q95	939,624.00	939,991.54	939,877.80	5.092%	3/8/2006	3/30/2007	Additional Projects Fund
Federal Home Loan Bank	3133X7C51	1,476,113.31	1,495,366.85	1,494,607.50	5.019%	4/13/2006	5/15/2007	Additional Projects Fund
Federal Home Loan Bank	3133X8KT8	1,473,398.44	1,499,405.85	1,499,535.00	5.139%	4/21/2006	3/7/2007	Additional Projects Fund
Totals		5,382,430.75	5,432,583.32	5,429,800.30				
Federal Home Loan Bank	3133XGJE5	1,000,000.00	1,000,000.00	1,000,000.00	5.550%	8/8/2006	Called 2/8/07	Additional Projects Fund
Federal Home Loan Bank	3133XDKQ3	2,000,000.00	2,000,000.00	2,000,000.00	4.500%	11/9/2005	2/9/2007	TxDOT Grant Fund
Federal Home Loan Bank	3133XBPW9	990,810.00	1,000,000.00	1,000,000.00	4.778%	1/27/2006	2/16/2007	TxDOT Grant Fund
		3,990,810.00	4,000,000.00	4,000,000.00				

Agency	CUSIP #	COST	Cummulative Amortization	February 28		Interest Income February 2007		
				Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
Federal Home Loan Bank	3133XC5C3	493,295.00	4,524.08	497,819.08	500,000.00	1,666.67	545.24	2,211.91
Federal Home Loan Bank	3133XEK57	1,000,000.00	0.00	1,000,000.00	1,000,000.00	3,958.34	0.00	3,958.34
Federal Home Loan Mortgage C	3128X4Q95	939,624.00	367.54	939,991.54	940,000.00	3,955.83	31.73	3,987.56
Federal Home Loan Bank	3133X7C51	1,476,113.31	19,253.54	1,495,366.85	1,500,000.00	4,375.00	1,853.26	6,228.26
Federal Home Loan Bank	3133X8KT8	1,473,398.44	26,007.41	1,499,405.85	1,500,000.00	3,812.50	2,546.34	6,358.84
		5,382,430.75	50,152.57	5,432,583.32	5,440,000.00	17,768.34	4,976.57	22,744.91
Federal Home Loan Bank	3133XGJE5	1,000,000.00	0.00	1,000,000.00	1,000,000.00	1,233.33	0.00	1,233.33
Federal Home Loan Bank	3133XDKQ3	2,000,000.00	0.00	2,000,000.00	2,000,000.00	2,250.00	0.00	2,250.00
Federal Home Loan Bank	3133XBPW9	990,810.00	9,190.00	1,000,000.00	1,000,000.00	1,614.58	371.83	1,986.41
		3,990,810.00	9,190.00	4,000,000.00	4,000,000.00	5,097.91	371.83	5,469.74



## Monthly Newsletter - February 2007

### Performance

#### As of February 28, 2007

Current Invested Balance	\$5,608,621,555.72
Weighted Average Maturity (1)	11 Days
Weighted Average Maturity (2)	28 Days
Net Asset Value	1.000007
Total Number of Participants	505
Management Fee on Invested Balance	0.12%*
Interest Distributed	\$22,561,968.70
Management Fee Collected	\$211,240.04
Standard & Poor's Current Rating	AAAm

#### February Averages

Average Invested Balance	\$5,507,172,361.92
Average Monthly Yield, on a simple basis	5.2903%
Average Weighted Average Maturity (1)*	12 Days
Average Weighted Average Maturity (2)*	31 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 February 2007:

- ★ City of Big Spring
- ★ Lufkin ISD

- ★ University of North Texas System
- ★ Nacogdoches County

### Holiday Reminder

Please note that in observance of the Good Friday holiday, **TexSTAR will be closed on Friday, April 6, 2007**. In addition, due to markets closing early in anticipation of the holiday, **TexSTAR will close early on Thursday, April 5, 2007**. The transaction deadline for same day wire deposits and withdrawals will be 2 p.m. There will be no change to the standard ACH deadline of 3:30 p.m. This is one of the unusual dates when banks are open but markets are closed. Please plan accordingly to meet your liquidity needs.

### Economic Commentary

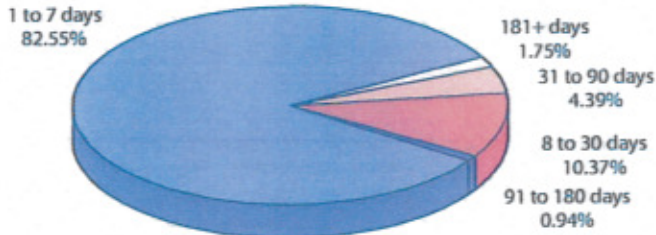
The month of February saw a potentially fundamental shift in the markets' assessment of risk that included an aggressive rally in rates and steepening of the yield curve, as well as a general repricing of spread sectors along with global equities. While this coincided with mixed economic reports and credit concerns about subprime mortgages, data released in February suggest that the economy continues to move at a considerably healthy pace. The unemployment rate, despite an up-tick to 4.6%, still remained at the lower end of its range in the cycle. Initial jobless claims picked up throughout the month, but could have been affected by the poor weather conditions experienced throughout the country. The mix of housing data reported for the month of January pointed further to a market that may have already bottomed. Existing home sales, which account for roughly 85% of the housing market, were up a solid 3.0%. U.S. Treasury yields fell significantly across the curve, with the two- and five-year Treasury notes down by 30 basis points (bps) and 32 bps respectively.

The Federal Reserve is expected to remain on hold through the first half of the year, with the possibility of a rate hike in the second half. Although, it is not anticipated that the Fed will react to just one month of concerning inflation reports, it is expected they will keep a close watch on data released in coming months to determine whether the most recent increases in both the core PCE and core CPI are the start of a trend. The housing market correction is anticipated to abate by midyear, with GDP growth coming in at or above trend (2.75% – 3.0%) for the rest of the year, driven by strong personal consumption.

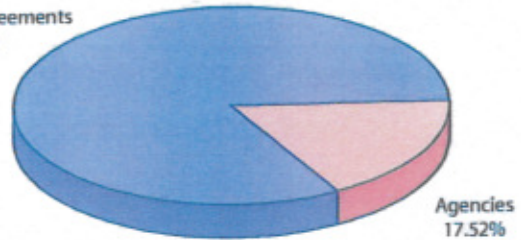
For more information about TexSTAR, please visit our web site at [www.texstar.org](http://www.texstar.org).

## Information at a Glance

### Portfolio by Type of Investment As of February 28, 2007

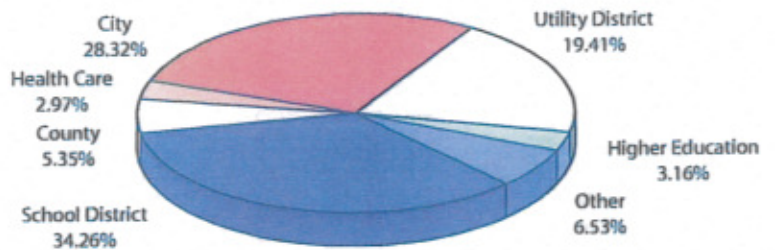


Repurchase Agreements  
82.48%



### Portfolio by Maturity As of February 28, 2007

### Distribution of Participants by Type As of February 28, 2007



## Historical Program Information

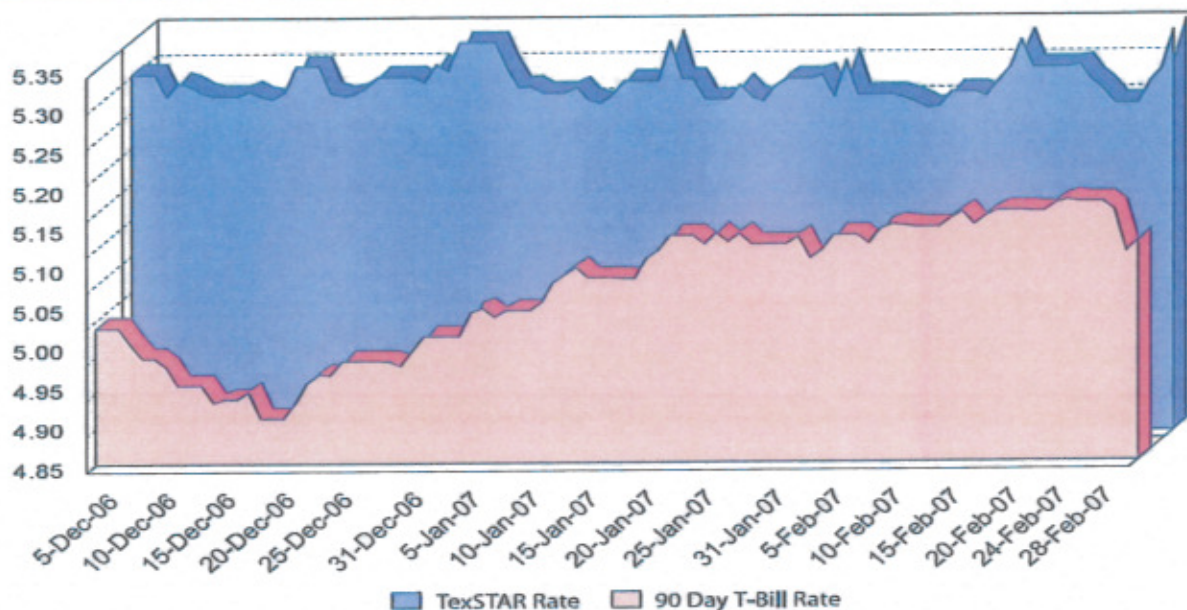
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Feb 07	5.2903%	\$ 5,608,621,555.72	\$ 5,608,663,678.19	1.000007	12	31	505
Jan 07	5.2920%	4,939,413,083.56	4,939,578,732.47	1.000033	17	40	501
Dec 06	5.2991%	4,277,003,031.52	4,276,711,759.92	0.999923	15	49	493
Nov 06	5.2785%	3,929,299,527.54	3,928,963,502.14	0.999914	22	63	488
Oct 06	5.2903%	3,782,690,698.30	3,782,682,727.03	0.999997	30	75	484
Sep 06	5.2742%	3,711,282,274.72	3,712,264,237.96	1.000249	24	81	472
Aug 06	5.2601%	3,403,609,840.35	3,403,747,759.54	1.000040	16	76	466
Jul 06	5.2609%	3,652,659,353.06	3,652,612,174.26	0.999987	15	72	461
Jun 06	5.0063%	3,490,853,364.63	3,490,672,360.70	0.999935	14	72	457
May 06	4.8929%	3,709,022,855.02	3,708,815,237.78	0.999944	11	59	456
Apr 06	4.7679%	3,886,888,058.02	3,886,490,684.37	0.999897	14	60	451
Mar 06	4.5746%	3,914,969,328.87	3,914,628,496.64	0.999912	13	57	447
Feb 06	4.4898%	4,002,329,057.36	4,001,985,615.58	0.999914	12	53	442

## Portfolio Asset Summary as of February 28, 2007

	Book Value	Market Value
Uninvested Balance	\$ 1,188.06	\$ 1,188.06
Accrual of Interest Income	5,869,283.58	5,869,283.58
Interest and Management Fees Payable	(22,589,120.53)	(22,589,120.53)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreements	4,643,960,000.00	4,643,960,000.00
Government Securities	981,380,204.61	981,422,327.08
<b>Total</b>	<b>\$ 5,608,621,555.72</b>	<b>\$ 5,608,663,678.19</b>

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

## TexSTAR versus 90-Day Treasury Bill



## Daily Summary for February 2007

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
1-Feb-07	5.2770%	0.000144574	5,034,364,731.25	1.000031	16	37
2-Feb-07	5.2776%	0.000144593	5,138,766,871.78	1.000027	15	35
3-Feb-07	5.2776%	0.000144593	5,138,766,871.78	1.000027	15	35
4-Feb-07	5.2776%	0.000144593	5,138,766,871.78	1.000027	15	35
5-Feb-07	5.2733%	0.000144474	5,241,664,198.87	1.000026	14	34
6-Feb-07	5.2676%	0.000144318	5,301,252,679.21	1.000024	14	34
7-Feb-07	5.2601%	0.000144113	5,380,626,622.70	1.000023	14	33
8-Feb-07	5.2624%	0.000144174	5,425,740,258.08	1.000021	13	33
9-Feb-07	5.2805%	0.000144672	5,574,471,161.50	1.000016	13	31
10-Feb-07	5.2805%	0.000144672	5,574,471,161.50	1.000016	13	31
11-Feb-07	5.2805%	0.000144672	5,574,471,161.50	1.000016	13	31
12-Feb-07	5.2753%	0.000144530	5,595,129,939.56	1.000014	13	31
13-Feb-07	5.2929%	0.000145012	5,625,958,006.13	1.000013	13	31
14-Feb-07	5.3105%	0.000145492	5,575,657,098.47	1.000012	12	31
15-Feb-07	5.3460%	0.000146467	5,481,986,609.20	1.000013	12	31
16-Feb-07	5.3112%	0.000145511	5,539,111,904.20	1.000001	12	30
17-Feb-07	5.3112%	0.000145511	5,539,111,904.20	1.000001	12	30
18-Feb-07	5.3112%	0.000145511	5,539,111,904.20	1.000001	12	30
19-Feb-07	5.3112%	0.000145511	5,539,111,904.20	1.000001	12	30
20-Feb-07	5.3143%	0.000145597	5,555,756,541.56	1.000005	11	30
21-Feb-07	5.2948%	0.000145064	5,740,467,368.88	1.000003	11	29
22-Feb-07	5.2824%	0.000144722	5,810,669,199.69	0.999999	11	28
23-Feb-07	5.2653%	0.000144254	5,719,659,446.81	0.999998	10	28
24-Feb-07	5.2653%	0.000144254	5,719,659,446.81	0.999998	10	28
25-Feb-07	5.2653%	0.000144254	5,719,659,446.81	0.999998	10	28
26-Feb-07	5.2925%	0.000145001	5,706,029,289.98	0.999999	10	28
27-Feb-07	5.3076%	0.000145413	5,661,761,977.39	1.000003	11	28
28-Feb-07	5.3575%	0.000146780	5,608,621,555.72	1.000007	11	28
<b>Average</b>	<b>5.2903%</b>	<b>0.000144940</b>	<b>5,507,172,361.92</b>		<b>12</b>	<b>31</b>

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



### **TexSTAR Board Members**

<i>William Chapman</i>	<i>Central Texas Regional Mobility Authority</i>	<i>Governing Board President</i>
<i>Nell Lange</i>	<i>City of Frisco</i>	<i>Governing Board Vice President</i>
<i>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>Will Williams</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>Scott Christensen</i>	<i>Reid Road MUD No. 1</i>	<i>Advisory Board</i>
<i>Ramiro Flores</i>	<i>Harlingen CISD</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>Len Santow</i>	<i>Griggs &amp; Santow</i>	<i>Advisory Board</i>
<i>S. Renee Tidwell</i>	<i>Tarrant County</i>	<i>Advisory Board</i>
<i>Charles Wall</i>	<i>Texas Tech University</i>	<i>Advisory Board</i>