

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

**RESOLUTION NO. 07-47**

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, 06-51 and 07-13, the CTRMA Board of Directors approved, respectively, Supplements Nos. 1, 2, 3, 4 and 5 to Work Authorization 3.1 and the CTRMA Board of Directors is considering approval of other Supplements to Work Authorization 3.1 under other action at this Board meeting; and


WHEREAS, the GEC has requested approval of Supplement 6 to Work Authorization No. 3.1 related to providing certain GIS services; and

WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Supplement No. 6 to Work Authorization No. 3.1, attached hereto as Attachment "A", and the cost thereof is necessary and appropriate to pursue the development of 183-A and other CTRMA turnpike projects.

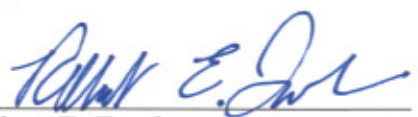
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Supplement No. 6 to Work Authorization No. 3.1, attached hereto as Attachment "A", provided that any work commenced under the Supplement 6 to Work Authorization No. 3.1 be subject to the Agreement for General Consulting Civil Engineering Services between the CTRMA and the GEC.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-47  
Date Passed 08/29/07

**ATTACHMENT "A"  
TO  
RESOLUTION 07-47**

**Supplement No. 6 to GEC Work Authorization 3.1**

**EXHIBIT B**

**WORK AUTHORIZATION NO. 3.1**

**SUPPLEMENT NO. 6**

This Supplement No. 6 to Work Authorization No. 3.1 is made as of this 29th day of August, 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 \$79,388. This Supplemental Work Authorization is made for the following purpose, consistent with the Services defined in the Agreement:

*GIS 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. 6 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 eleven (11) months from the date this Supplement No. 6 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 **\$79,388.00**, based on Attachment B – Fee Estimate. This will increase the not to exceed compensation amount for Work Authorization No. 3.1 from **\$6,071,589.00 to \$6,150,977.00**. 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: 

Signature: 

Title: CHAIRMAN

Title: VICE PRESIDENT

Date: 8/29/07

Date: 8/28/2007

General Counsel Approval: 

**CENTRAL TEXAS RMA****ATTACHMENT A – SCOPE OF WORK****WORK AUTHORIZATION NO. 3.1 – SUPPLEMENT NO. 6****SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)**

The services to be provided by the GEC under this scope are the CTRMA Enterprise GIS (EGIS) Implementation.

**I. CTRMA ENTERPRISE GIS (EGIS) IMPLEMENTATION**

The goal of this initiative is the development of a basic Enterprise Geographical Information System (EGIS) for the CTRMA that includes a base data environment, industry-standard software and hosting platform, a non-proprietary Internet data viewing application for non-desktop EGIS users, mapping data for the CTRMA's existing facilities, and training for appropriate CTRMA staff and consultants.

***PROJECT SCHEDULE***

As directed by the CTRMA, the first step of the implementation plan will be to develop a base data platform and select an industry-standard software and hosting environment. The second step will be to develop the Internet application for non-desktop end-users while coordinating the collection of design and available survey data of the CTRMA's existing facilities. The final step will be to load the data into the CTRMA's base environment, conduct training and deploy the Internet application to complete this initial phase of EGIS implementation..

It is important to note that the majority of these tasks can be completed by the GEC in 2007. However, due to procurement and seasonal constraints, the mapping services task cannot be completed until late first quarter 2008. The GEC recommends that the CTRMA target a procurement selection date of October 2007. This would allow the selected mapping vendor to fly the 183A Corridor in a December-February timeframe; the optimum timeframe to capture aerial survey data.

<b>Implementation Plan</b>	<b>Start</b>	<b>Finish</b>
<b>I. Develop the Base Data Environment</b>	September '07	October '07
1. Develop data model and dictionary		
2. Develop linear reference system		
<b>II. Develop a Software and Hosting Platform</b>	October '07	November '07
1. Select a desktop environment		
2. Select a hosting environment		
→ Conduct 'GIS applications'	October - November '07	

presentation for CTRMA staff ←		
<b>III. Develop Application for Non-Desktop End-Users</b>	December '07	March '08
1. Review existing CTRMA Internet solutions		
2. Develop requirements document		
3. Develop Internet application		
<b>IV. Deploy Internet Application with Initial Data</b>	April '08	July '08
1. Develop user documentation		
2. Deploy in hosting environment		
3. Conduct training		

## *EGIS SCOPE OF SERVICES*

### **A. Develop Base Data Environment**

Assist the CTRMA in developing the overall base data environment.

#### 1. Data Model

The logical data model will outline a list of tables and their general structure and descriptive names. To accomplish this task, a meeting will be conducted between the GEC and appropriate CTRMA staff to conceptually design the database structure needed to support all asset information to be collected and maintained during this stage of the Authority's overall EGIS implementation plan. Generic industry standards will be utilized for the development of the CTRMA's logical data model.

Upon completion of the logical data model, develop the physical data model. The physical data model will be developed using standard Microsoft Visio software. Each abbreviated table name, field name and entity relationship will be diagrammed in order to provide both a visual representation of the database, and a development tool, which will later be utilized to generate a database shell and manage changes to the data model during system maintenance.

#### 2. Data Dictionary

Create a data dictionary which defines and documents each item in the database. The data dictionary will be written in Microsoft Office Excel spreadsheet format and designed to print as formatted pages.

#### 3. Linear Reference System

Develop a Linear Reference System (LRS) for the CTRMA based on the Authority's existing engineering stationing on existing facilities. The LRS will document the spatial relationship between the assets with the CTRMA right-of-way and the EGIS data model.

**B. Develop Software and Hosting Platform**

Assist the CTRMA with selecting an appropriate EGIS software platform and hosting approach for this stage of the Authority's EGIS implementation plan. Recommendations will be made based on the potential vendors' technical strengths and weaknesses, cost comparisons, usability and overall compatibility with the CTRMA's needs.

The resources required to host a functional, efficient and reliable EGIS environment are considerable. It is recommended that the CTRMA consider the possibility of outsourcing their EGIS hosting needs during this initial implementation stage.

**C. Develop Application for Non-Desktop End-Users**

Develop a basic Internet and/or intranet-based asset inventory map viewer application. This application will be designed to allow CTRMA end-users to access the CTRMA GIS base data on a web-based map browser using primarily "out-of-the-box" software functionality. Basic functionality of the application will include allowing end-users to zoom in, zoom out, and pan graphically utilizing the map. Additional functionality will include the ability to search and display specific assets by type, identification, station and location. End-users will be able to generate automated map layouts.

**D. Deploy Internet Application with Initial Data**

Deploy application into production environment, and develop basic system administration documentation and end-user guideline documentation. The system administration document will contain the data models, the data dictionary and processes required for data maintenance. The end-user guidelines document will contain instructions for the use of the Internet asset inventory map viewer application. Appropriate training sessions will be coordinated with the CTRMA. It is anticipated that brownbag-type training sessions for appropriate CTRMA staff and consultants will be utilized.

**E. Project Management and Administration**

Organize and coordinate applicable meetings; prepare progress reports; manage and maintain an internal project cost control system to process and track costs; monthly progress reports will include a series of narrative descriptions and graphs detailing tasks accomplished issues of concern, schedule status, budget status, and future activities. Final reviews will be conducted by the GEC Project Manager and the Project Engineer responsible for project controls; the final acceptance will be documented on the CTMRA Certification cover sheet prior to submittal to the CTRMA.



CTRMA GEC

HNTB Corporation - MANHOUR BREAKDOWN  
August 29, 2007

PROJECT NO. 38773, CTRMA

WORK AUTHORIZATION NO. 3.1  
SUPPLEMENT NO. 6

GIS Foundation

Task	A	B1	B	C	D	E	F1	F	MANHOURS		
									TOTAL	HRS	
	\$ 79.00	\$ 79.00	\$ 65.00	\$ 55.00	\$ 42.00	\$ 32.00	\$ 32.00	\$ 22.00	\$ 22.00	\$ 22.00	\$ 22.00
<i>(Labor Rates)</i>											
<u>Work Description</u>											
<b>Enterprise GIS Implementation - Phase I</b>											
A	Develop Base Data Environment		6	70			10				86
B	Develop Software and Hosting Platform		6								6
C	Develop Application for Non-Desktop End-Users		36	120			15	30			201
D	Deploy Initial Internet Application with Initial Data		16	40			100	40			196
E	Project Management & Administration		16		72						88
<b>TOTAL GEC TEAM DIRECT LABOR</b>											
	0	0	80	230	72	0	125	70			577
											12.13%
<i>% Total by Classification</i>											21.66%
											0.00%
											39.86%
											12.48%
											0.00%

Labor Costs	\$ -	\$ -	\$ 5,200	\$ 12,650	\$ 3,024	\$ -	\$ 4,000	\$ 1,540	\$ 26,414
Overhead Costs	\$ -	\$ -	\$ 8,091	\$ 19,682	\$ 4,705	\$ -	\$ 6,224	\$ 2,396	\$ 41,098
Profit	\$ -	\$ -	\$ 1,994	\$ 4,850	\$ 1,159	\$ -	\$ 1,534	\$ 590	\$ 10,127
<b>Total Loaded Labor</b>	\$ -	\$ -	\$ 15,284	\$ 37,182	\$ 8,888	\$ -	\$ 11,757	\$ 4,526	\$ 77,638

<b>Direct Expenses</b>	<b>Cost</b>
Printing	\$ 1,000
Communication	\$ 250
Mileage	\$ 500
<b>Total Direct Expenses</b>	<b>\$ 1,750</b>
<b>Total Loaded Labor</b>	<b>\$ 77,638</b>
<b>Total Direct Expenses</b>	<b>\$ 1,750</b>
<b>Total</b>	<b>\$ 79,388</b>

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

**RESOLUTION NO. 07-48**

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 additional technology services related to project development; and

WHEREAS, in Resolutions Nos. 04-44, 05-68, 06-36, 06-51 and 07-13, the CTRMA Board of Directors approved, respectively, Supplements Nos. 1, 2, 3, 4 and 5 to Work Authorization 3.1 and the CTRMA Board of Directors is considering approval of other Supplements to Work Authorization 3.1 under other action at this Board meeting; and


WHEREAS, the GEC has requested approval of Supplement 7 to Work Authorization No. 3.1 related to providing certain additional technology services related to the project; and

WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Supplement No. 7 to Work Authorization No. 3.1, attached hereto as Attachment "A", and the cost thereof is necessary and appropriate to pursue the development of 183-A and other CTRMA turnpike projects.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Supplement No. 7 to Work Authorization No. 3.1, attached hereto as Attachment "A", provided that any work commenced under the Supplement 7 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 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-48  
Date Passed 08/29/07

**ATTACHMENT "A"**  
**TO**  
**RESOLUTION 07-48**

**Supplement No. 7 to GEC Work Authorization 3.1**

**EXHIBIT B**

**WORK AUTHORIZATION NO. 3.1**

**SUPPLEMENT NO. 7**

This Supplement No. 7 to Work Authorization No. 3.1 is made as of this 29th day of August, 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 \$175,562.00. This Supplemental Work Authorization is made for the following purpose, consistent with the Services defined in the Agreement:

*Additional Technology 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. 7 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 three (3) months from the date this Supplement No. 7 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 **\$175,562.00**, based on Attachment B – Fee Estimate. This will increase the not to exceed compensation amount for Work Authorization No. 3.1 from **\$6,150,977.00 to \$6,326,539.00**. 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: 

Signature: 

Title: CHAIRMAN

Title: VICE PRESIDENT

Date: 8/29/07

Date: 8/28/2007

General Counsel Approval: 

**CENTRAL TEXAS RMA****ATTACHMENT A – SCOPE OF WORK****WORK AUTHORIZATION NO. 3.1 – SUPPLEMENT NO. 7****SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)**

The services to be provided by the GEC under this scope are additional Technology Services.

**I. ADDITIONAL TECHNOLOGY SERVICES**

The GEC will continue to assist the Authority in the general and administrative oversight, project management, review of deliverables, testing and reporting, development and review of the maintenance agreement, electronic data management and general technology assistance. This includes reviewing various documents, scheduling and attending all necessary meetings and technical reviews, project coordination, and providing direct support for testing and reporting. Furthermore, the GEC will provide all technical review and oversight of all work products and submittals for the design and development of the toll collection system for CTRMA. In regard to this task, the GEC will:

**A. General and Administrative Oversight**

Review, comment and resolve issues with Caseta deliverables; attend technical reviews; attend coordination meetings with HCC, Caseta and TTA; provide software development oversight; provide technical expertise to review Caseta's product and progress specific to Caseta's overall systems implementation.

**B. Project Management**

Review Developer and System Integrator schedule as it applies to the implementation of the toll collection system; organizing and attending applicable meetings; review Caseta progress reports; review, track, negotiate and review/recommend payment of SI invoices; provide routine inventory inspections; create and review and both owner and SI initiated change orders; monthly progress reports will include a series of narrative descriptions and graphs detailing tasks accomplished issues of concern, schedule status, budget status, and future activities. Prior to submittal of this information to the CTRMA, and progress reports. This final review will be conducted by the GEC Project Manager and the Project Engineer responsible for project controls; the final acceptance will be documented on the CTMRA Certification cover sheet prior to submittal to the CTRMA.

**C. Review of Deliverables**

Review, comment and verify the completion of the requirements matrix, operational test plan, acceptance test plan, maintenance plan, user manuals, disaster recovery plan,

QA/QC plan, violation pre-processing, Commissioning documentation, training manuals and HDDD/SDDD updates.

**D. Testing and Reporting**

Provide support for transactional and revenue reconciliation and reporting, operational testing, acceptance testing, continued testing of TTA and other peer agency interfaces, violation pre-processing testing. Provide whatever direct and indirect support is necessary to assist CTRMA, Caseta and RapidTolls in completing the required testing.

**E. Development and Review of the Maintenance Agreement**

Assist with the writing and review of the final, comprehensive toll systems maintenance agreement.

**F. Electronic Data Management System**

Track all correspondence, submittals, RFI's, schedules and other relative information. The GEC will provide ProCIMS hardware and software and personnel to maintain the system to support this task.

**G. General Technology Assistance**

Provide general technology assistance as requested by the CTRMA.



CTRMA GEC

HNTB Corporation - MANHOUR BREAKDOWN  
August 29, 2007

PROJECT NO. 38773, CTRMA

WORK AUTHORIZATION NO. 3.1  
SUPPLEMENT NO. 7

Task	Work Description	MANHOURS										TOTAL HRS
		A	B1	B	C	D	E	F1	F			
		(Labor Rates)	\$ 79.00	\$ 79.00	\$ 65.00	\$ 55.00	\$ 42.00	\$ 32.00	\$ 32.00	\$ 32.00	\$ 22.00	\$ 22.00
A	Additional Technology Services											
B	General and Administrative Oversight	48	24	24	24							96
C	Project Management	48	24	24	24							96
D	Review of Deliverables	40	120	60	60							220
E	Testing and Reporting	120	140	40	40							300
F	Development and Review of Maintenance Contract		16									16
G	Electronic Data Management System		32	8	8							40
	General Technology Assistance	8	12	20	20							40

TOTAL GEC TEAM DIRECT LABOR		0	264	368	176	0	0	0	0	0	0	808
% Total by Classification		0.00%	32.67%	45.54%	21.78%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Labor Costs	\$ -	\$ 20,856	\$ 23,920	\$ 9,680	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 54,456
Overhead Costs	\$ -	\$ 32,450	\$ 37,217	\$ 15,061	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 84,728
Profit	\$ -	\$ 7,996	\$ 9,171	\$ 3,711	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,878
<b>Total Loaded Labor</b>	<b>\$ -</b>	<b>\$ 61,302</b>	<b>\$ 70,308</b>	<b>\$ 28,452</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 160,062</b>

Direct Expenses	Cost
Printing	\$ -
Communication	\$ 500
Travel	\$ 15,000
<b>Total Direct Expenses</b>	<b>\$ 15,500</b>
<b>Total Loaded Labor</b>	<b>\$ 160,062</b>
<b>Total Direct Expenses</b>	<b>\$ 15,500</b>
<b>Total</b>	<b>\$ 175,562</b>

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

**RESOLUTION NO. 07-50**

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 has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, in Resolution No. 06-55, dated September 27, 2006, the Board of Directors authorized entering into a contract with the Lady Bird Johnson Wildflower Center (the "Wildflower Center") for the purpose of having the Wildflower Center develop a wildflower landscape design to be utilized in the landscaping of the CTRMA's 183-A Project; and

WHEREAS, the wildflower landscape design is complete and provides for the planting of various wildflower seeds along portions of the 183-A Project during the appropriate planting season later this year; and

WHEREAS, the Board of Directors, in Resolution No. 07-37, dated July 25, 2007, instructed that a solicitation of bids be developed and released seeking professional planting services for the planting of the wildflower seeds in accordance with the wildflower landscape design and such a solicitation was prepared and released; and

WHEREAS, while numerous entities expressed interest, one formal response was received from Encino Landscape Inc.; and

WHEREAS, a review panel that included both CTRMA staff and appropriate CTRMA consultants evaluated the response received by the CTRMA in accordance with the provisions of the solicitation and determined that the response represented a good and fair bid for the proposed services; and


WHEREAS; based on their evaluation, the review panel recommends that Encino Landscape Inc. be retained to provide professional planting services for the planting of the wildflower seeds in accordance with the wildflower landscape design for the 183-A Project, subject to successfully negotiating an agreement on mutually acceptable terms and conditions consistent with the solicitation and the successful solicitation response.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves of the selection of Encino Landscape Inc. to provide professional planting services for the planting of the wildflower seeds in accordance with the wildflower landscape design for the 183-A Project; and


BE IT FURTHER RESOLVED, that the Executive Director and staff are directed to negotiate and finalize an agreement with Encino Landscape Inc. for the provision of professional planting services for the planting of the wildflower seeds in accordance with the wildflower landscape design for the 183-A Project consistent with the solicitation and the solicitation response, CTRMA procurement policies and this Resolution and that such agreement may be executed by the Executive Director upon its completion under the terms hereof.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-50  
Date Passed 08/29/07

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

**RESOLUTION NO. 07-51**

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 has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, in Resolution No. 06-71, dated December 13, 2006, the Board of Directors directed CTRMA staff and its Executive Director to initiate efforts to procure various maintenance and operational services for the 183-A Project from firms interested in providing such services, with such procurement efforts to include drafting and issuing various requests for proposals in accordance with the CTRMA's Policies and Procedures Governing Procurements of Goods and Services; and

WHEREAS, the CTRMA prepared a request for proposals soliciting proposals for the provision of traffic signal and roadway illumination maintenance and repairs services for the 183-A Project ("RFP") and subsequently issued the RFP; and

WHEREAS, one firm, Austin Traffic Signal Construction Co., L.P., submitted a response to the RFP; and

WHEREAS, a review panel that included both CTRMA staff and appropriate CTRMA consultants evaluated the RFP response in accordance with the provisions of the RFP and determined that the response represented a good and fair bid for the proposed services; and

WHEREAS, based on their evaluation, the review panel recommends that Austin Traffic Signal Construction Co., L.P. be retained to provide on-call traffic signal and roadway illumination maintenance and repairs services for the 183-A Project, subject to successfully negotiating an agreement on mutually acceptable terms and conditions consistent with the RFP and the successful RFP response.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves of the selection of Austin Traffic Signal Construction Co., L.P. to provide on-call traffic signal and roadway illumination maintenance and repairs services for the 183-A Project; and

BE IT FURTHER RESOLVED, that the Executive Director and staff are directed to negotiate and finalize an agreement with Austin Traffic Signal Construction Co., L.P. for the provision of on-call traffic signal and roadway illumination maintenance and repairs services for the 183-A Project consistent with the RFP and the RFP response, CTRMA procurement policies and this Resolution and that such agreement may be executed by the Executive Director upon its completion under the terms hereof.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:



Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:



Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-51  
Date Passed 08/29/07

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

**RESOLUTION NO. 07-52**

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 has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, the CTRMA identified the 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, various signage is necessary for the safe and efficient operation and use of the Project, including signage that is not located on the Project right of way, but is integral to the Project; and

WHEREAS, the Texas Department of Transportation ("TxDOT") and the CTRMA staff have determined that certain modifications to an overhead sign bridge and the installation of new signage located on a portion of US Highway 183 south of the Project (the "Signage Improvements") are necessary to provide additional guidance and information to the traveling public in connection with the Project; and

WHEREAS, the Board of Directors has determined that construction and installation services for the completion of the Signage Improvements should be procured for the Project and desires that staff initiate the process for procuring such services by drafting and issuing a solicitation of bids to solicit bids from entities qualified and interested in providing such services to the CTRMA.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes the Executive Director and staff to develop and issue a solicitation of bids to solicit bids from entities qualified and interested in providing the Signage Improvements; and

BE IT FURTHER RESOLVED, that the Executive Director shall implement a process to review the responses to the solicitation of bids and develop recommendations for the Board of Directors as to the best qualified entity to provide the Signage Improvements in accordance with the Procurement Policies; and


BE IT FURTHER RESOLVED, the authorization granted herein by the Board of Directors shall only extend to the solicitation of such bids, and recommendations based on the review of the responses to the solicitation of bids shall be presented by staff to the Board of Directors for final approval.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-52  
Date Passed 08/29/07

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

**RESOLUTION NO. 07-53**

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 has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, the CTRMA identified the 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 ("CDA"); and

WHEREAS, an integral part of the Project is the provision of multi-modal transportation opportunities, including trails and paths for use by pedestrians and bicyclists along portions of the Project; and

WHEREAS, the CTRMA has developed plans for a shared use path along portions of the Project in the vicinity of Brushy Creek and extending northward (the "Shared Use Path") that was not included as part of the work to be delivered under the terms of the CDA; and

WHEREAS, the Board of Directors has determined that construction and installation of the Shared Use Path should be procured for the Project and desires that staff initiate the process for procuring such services by drafting and issuing a solicitation of bids to solicit bids from entities qualified and interested in providing such services to the CTRMA.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes the Executive Director and staff to develop and issue a solicitation of bids to solicit bids from entities qualified and interested in constructing the Shared Use Path; and


BE IT FURTHER RESOLVED, that the Executive Director shall implement a process to review the responses to the solicitation of bids and develop recommendations for the Board of Directors as to the best qualified entity to construct the Shared Use Path in accordance with the Procurement Policies; and




BE IT FURTHER RESOLVED, the authorization granted herein by the Board of Directors shall only extend to the solicitation of such bids, and recommendations based on the review of the responses to the solicitation of bids shall be presented by staff to the Board of Directors for final approval.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-53  
Date Passed 08/29/07

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

**RESOLUTION NO. 07-54**

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 has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, the CTRMA identified the 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 ("CDA"); and

WHEREAS, Williamson County acquired most of the right of way for the Project and subsequently conveyed such right of way to the CTRMA; and

WHEREAS, Williamson County continued such right of way acquisition efforts subsequent to construction commencing under the CDA and therefore certain construction that was related to access to adjoining properties was not included as part of the work to be delivered under the terms of the CDA; and

WHEREAS, one such adjoining property was the Walker property as shown on the sketch attached hereto as Attachment "A" (the "Walker Property"), and as part of the acquisition of a portion of the Walker Property for the Project right of way, it was agreed that a driveway providing adequate ingress and egress would be provided by the CTRMA (the "Walker Driveway"); and

WHEREAS, the Board of Directors has determined that construction of the Walker Driveway should be procured for the Project and desires that staff initiate the process for procuring such services by drafting and issuing a solicitation of bids to solicit bids from entities qualified and interested in providing such services to the CTRMA.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes the Executive Director and staff to develop and issue a solicitation of bids to solicit bids from entities qualified and interested in constructing the Walker Driveway; and

BE IT FURTHER RESOLVED, that the Executive Director shall implement a process to review the responses to the solicitation of bids and develop recommendations for the Board of Directors as to the best qualified entity to construct the Walker Driveway in accordance with the Procurement Policies; and

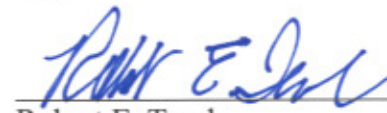
BE IT FURTHER RESOLVED, the authorization granted herein by the Board of Directors shall only extend to the solicitation of such bids, and recommendations based on the review of the responses to the solicitation of bids shall be presented by staff to the Board of Directors for final approval.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-54  
Date Passed 8/29/07

**ATTACHMENT "A"**  
**RESOLUTION NO. 07-54**

**Sketch of Walker Property**



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

**RESOLUTION NO. 07-55**

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 has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, the CTRMA is charged with funding and developing transportation improvements throughout the region to help solve the current mobility crisis and to improve the quality of life for residents of Central Texas; and

WHEREAS, CTRMA staff, working in partnership with the Austin District of the Texas Department of Transportation, developed a proposed "CTRMA/TxDOT Regional Implementation Program" (the "Program") which provides for the funding and development of various transportation system improvements through tolling of new roadway capacity; and

WHEREAS, in Resolution 04-62, dated December 8, 2004, the CTRMA Board of Directors adopted formal toll policies for the CTRMA, and amended the same in Resolution 07-02, dated January 31, 2007 (collectively, the "Toll Policies") that were consistent with the Program, applicable laws and reflected input received through public comment and a public hearing held by the CTRMA for such purpose; and

WHEREAS, an integral part of the Toll Policies is the development and enforcement of violations procedures that provide a reasonable and efficient method to insure the continued observance of the Toll Policies by the traveling public utilizing CTRMA projects; and

WHEREAS, the CTRMA seeks to develop a violations enforcement process that requires the procurement of services related to violations processing and collection of violations funds ("Violations Processing Services"); and

WHEREAS, the Board of Directors has determined that the Violations Processing Services should be procured and desires that staff initiate the process for procuring such services by drafting and issuing a Request for Proposals ("RFP") to solicit proposals from entities qualified and interested in providing such services to the CTRMA.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes the Executive Director and staff to develop and issue an RFP to solicit proposals from entities qualified and interested in providing the Violations Processing Services; and

BE IT FURTHER RESOLVED, that the Executive Director shall implement a process to review the responses to the RFP and develop recommendations for the Board of Directors as to the best qualified entity to provide the Violations Processing Services in accordance with the Procurement Policies; and

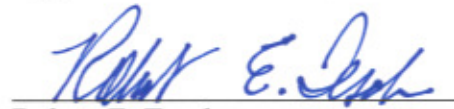
BE IT FURTHER RESOLVED, the authorization granted herein by the Board of Directors shall only extend to the preparation and issuance of the RFP, and recommendations based on the review of the responses to the RFP shall be presented by staff to the Board of Directors for final approval.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-55  
Date Passed 08/29/07

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

**RESOLUTION NO. 07-56**

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 has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, in Resolution No. 07-17, dated April 25, 2007, the Board of Directors directed CTRMA staff and its Executive Director to initiate efforts to procure communications and marketing services from firms interested in providing such services, with such procurement efforts to include drafting and issuing a Request for Proposals ("RFP") in accordance with the CTRMA's Policies and Procedures Governing Procurements of Goods and Services; and

WHEREAS, the CTRMA prepared an RFP soliciting proposals for the provision of communications and marketing services and issued the RFP on June 8, 2007; and

WHEREAS, three firms, Russell/Shaw, TateAustin and Modcat Design, submitted responses to the RFP; and

WHEREAS, a review panel that included both CTRMA staff and appropriate CTRMA consultants evaluated the RFP responses in accordance with the provisions of the RFP; and

WHEREAS, based on their evaluation, the review panel recommends that TateAustin be retained to provide communications and marketing services to the CTRMA, subject to successfully negotiating an agreement on mutually acceptable terms and conditions consistent with the RFP and the successful RFP response.


NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves of the selection of TateAustin to provide communications and marketing services to the CTRMA; and

BE IT FURTHER RESOLVED, that the Executive Director and staff are directed to negotiate and finalize an agreement with TateAustin for the provision of communications and marketing services consistent with the RFP and the RFP response, CTRMA procurement policies and this Resolution and that such agreement may be executed by the Executive Director upon its completion under the terms hereof.

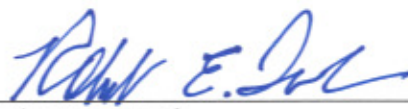


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-56  
Date Passed 08/29/07

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

**RESOLUTION NO. 07-57**

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 Texas Transportation Commission authorized the formation of the Camino Real Regional Mobility Authority ("CRRMA") and the City of El Paso created the CRRMA in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, in a continuation of the CTRMA's efforts to provide support to other Regional Mobility Authorities throughout the State, the CRRMA and the CTRMA desire to work together in order to facilitate the CRRMA's efforts to address its administrative and organizational needs; and

WHEREAS, the CTRMA staff has negotiated a proposed Interlocal Agreement ("Interlocal Agreement") with the CRRMA which sets forth various terms regarding the CRRMA's utilization of the services of CTRMA staff and consultants, such proposed Interlocal Agreement being attached hereto as "Attachment "A""; and

WHEREAS, the Board of Directors of the CRRMA has approved and caused to be executed the Interlocal Agreement; and

WHEREAS, the CTRMA staff recommends that the CTRMA enter into the Interlocal Agreement with the CRRMA.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves the execution of the Interlocal Agreement for the mutual benefit of the CTRMA and the CRRMA; and

BE IT FURTHER RESOLVED, that the Executive Director and staff are directed to operate under the Interlocal Agreement consistent with all applicable rules, regulations, statutes, and this Resolution and that such Interlocal Agreement may be executed by the Executive Director.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:



Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:



Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-57  
Date Passed 8/29/07

**ATTACHMENT "A"**  
**To**  
**Resolution No. 07-57**  
**CRRMA-CTRMA Interlocal Agreement**

## **INTERLOCAL AGREEMENT**

**THIS INTERLOCAL AGREEMENT** is made, entered into and effective the 10<sup>th</sup> day of August 2007, by and between the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (the "CTRMA") and the CAMINO REAL REGIONAL MOBILITY AUTHORITY ("CRRMA"), political subdivisions of the State of Texas (collectively, the "Parties").

### **WITNESSETH:**

**WHEREAS**, the CTRMA is a regional mobility authority created pursuant to the request of Travis and Williamson Counties and operating pursuant to Chapter 370.031(b) of the Texas Transportation Code (the "RMA Act") and 43 TEX. ADMIN. CODE § 26.01 *et seq.* (the "RMA Rules"); and

**WHEREAS**, the CRRMA is a regional mobility authority created pursuant to the request of the City of El Paso, Texas and operating pursuant to Chapter 370.031(c) of the RMA Act and the RMA Rules; and

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

**WHEREAS**, §370.033 of the RMA Act provides that regional mobility authorities may enter into interlocal agreements with other governmental entities for project development related services; and

**WHEREAS**, the CTRMA has previously hired employees and entered into contracts with several consultants for the provision of services related to transportation project development, financing operations and maintenance; and

**WHEREAS**, the CRRMA is in immediate need of various project management, administrative, outside legal and other services related to the financing and development of the proposed State Spur 601 Project located in El Paso County, Texas as well as on-going need for these services relative to the operation of the CRRMA; and

**WHEREAS**, the Parties have agreed that it would be to their mutual benefit for certain CTRMA employees and consultants to be available to provide needed project development and related services to the CRRMA;

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

## I. FINDINGS

**Recitals.** The recitals set forth above are incorporated herein for all purposes and are found by the Parties to be true and correct. It is further found and determined that the Parties have authorized and approved this Agreement by resolution or order adopted by their respective bodies, and that this Agreement will be in full force and effect when approved by both Parties.

## II. ACTIONS

**1. Provision of Services.** Subject to the terms of this Agreement, the CRRMA is hereby authorized to utilize the services of various CTRMA employees and consultants in furtherance of CRRMA project development relative to the State Spur 601 Project and such other projects as requested by the CRRMA from time to time. Such employees or consultants shall include, but not be limited to Everett Owen, P.E. as an engineering consultant, Locke Liddell & Sapp, PLLC for outside legal services, and the CTRMA's Chief Financial Officer, Communications Director, General Counsel and such other CTRMA staff and consultants as appropriate and agreed to by the Parties, including the potential use of a CTRMA Employee or Consultant as an Interim Executive Director for the CRRMA (sometimes referred to as the "CTRMA Employees" or "CTRMA Consultants"). These CTRMA Employees or CTRMA Consultants are currently under contract to the CTRMA and were hired consistent with the procurement policies of the CTRMA. In the event the CRRMA requests and the CTRMA agrees to the use of a CTRMA Employee or Consultant as an Interim Director for the CRRMA, the Parties shall reduce such agreement to writing as an amendment to this Interlocal Agreement.

**2. Hours.** The number of hours, if any, to be worked by any CTRMA Employees or CTRMA Consultants under this Agreement shall be as agreed to in advance of any project by the Parties on an "as needed" and "as available" basis. The CTRMA shall reserve the right to limit the utilization of the CTRMA employees and CTRMA Consultants based on CTRMA project requirements.

**3. Compensation.** It is expressly agreed and understood by the Parties that the CRRMA is not currently funded and therefore, no encumbrance of any debt may be made upon the CRRMA pursuant to this Agreement or otherwise. The Parties further agree and understand that all fees to and compensation of the CTRMA contemplated herein shall only become due and payable upon the CRRMA's issuance of any bonds and actual receipt of funds by the CRRMA for which the CTRMA's services were provided or upon the receipt of funds from third parties intended to cover all or a portion of CRRMA's expenses in connection with a project. The rates charged for services provided by any CTRMA Employees or CTRMA Consultants shall be as set forth in Appendix "A", which is attached hereto and incorporated herein for all purposes, or as otherwise agreed to in writing by the Parties. Actual expenses for travel and lodging incurred in the performance of work under this Agreement shall be reimbursable by CRRMA to CTRMA, subject to such expenditures being made in compliance with the applicable policies of the CRRMA. All payments made by the CRRMA pursuant to this Agreement shall be made from current revenues available to the CRRMA.

4. **Payment.** Payments due to the CTRMA under this Agreement shall be made pursuant to the submittal of a detailed and itemized invoice. All payments made by the CRRMA shall be sent to the CTRMA at the following address, or such other address provided by the CTRMA in writing:

Central Texas Regional Mobility Authority  
301 Congress Avenue, Suite 650  
Austin, TX 78701  
Attn: Chief Financial Officer

### III. GENERAL AND MISCELLANEOUS

1. **Term and Termination.** This Agreement shall be effective as of the date first written above and shall continue in force and effect until August 10, 2008. However, it shall continue for consecutive one (1) year terms thereafter, unless and until either Party terminates this Agreement. The term of this Agreement may be terminated upon thirty (30) days written notice by either Party.

2. **Prior Written Agreements.** This Agreement is without regard to any and all prior written contracts or agreements between the Parties regarding any other subject matter and does not modify, amend, ratify, confirm or renew any such other prior contract or agreement between the Parties.

3. **Other Services.** Nothing in this Agreement shall be deemed to create, by implication or otherwise, any duty or responsibility of either of the Parties to undertake or not to undertake any other service, or to provide or not to provide any service, except as specifically set forth in this Agreement or in a separate written instrument executed by both Parties.

4. **Governmental Immunity.** Nothing in this Agreement shall be deemed to waive, modify, or amend any legal defense available at law or in equity to either of the Parties nor to create any legal right(s) or claim(s) on behalf of any third party. Neither of the Parties waives, modifies, or alters to any extent whatsoever the availability of the defense of governmental immunity under the laws of the State of Texas and of the United States.

5. **Amendments and Modifications.** This Agreement may not be amended or modified except in writing and executed by both Parties to this Agreement and authorized by their respective governing bodies.

6. **Severability.** If any provision of this Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof, but rather this entire Agreement will be construed as if not containing the particular invalid or unenforceable provision(s), and the rights and obligations of the Parties shall be construed and enforced in accordance therewith. The Parties acknowledge that if any provision of this Agreement is determined to be invalid or unenforceable, it is their desire and intention that such provision be reformed and construed in such a manner that it will, to the

maximum extent practicable, give effect to the intent of this Agreement and be deemed to be validated and enforceable.

7. **Execution in Counterparts.** This Agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall be considered fully executed as of the date first written above, when both Parties have executed an identical counterpart, notwithstanding that all signatures may not appear on the same counterpart.

8. **Notices.** All notices provided pursuant this Interlocal Agreement shall be hand delivered or mailed, certified return receipt requested, to the respective parties at the respective addresses shown below, unless and until either party is otherwise notified in writing by the other party:

CTRMA: Central Texas Regional Mobility Authority  
301 Congress Avenue, Suite 650  
Austin, TX 78701

CRRMA: Camino Real Regional Mobility Authority  
2 Civic Center Plaza, 9<sup>th</sup> Floor  
El Paso, Texas 79901

9. **Entire Agreement.** This Interlocal Agreement contains all commitments and agreements of the parties hereto, and no verbal or written commitment shall have any force or effect if not contained herein. This Agreement may not be amended unless reduced to writing and executed by authorized representatives of both parties hereto.

(SIGNATURES BEGIN ON THE FOLLOWING PAGE)

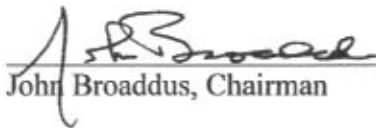


IN WITNESS WHEREOF, the Parties have executed and attested this Agreement by their officers thereunto duly authorized.


**CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY**

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

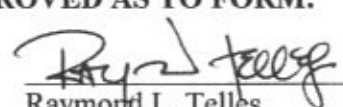
**CAMINO REAL REGIONAL  
MOBILITY AUTHORITY**

By:   
John Broaddus, Chairman

**ATTEST:**

By:   
Ralph Adame, Secretary

**APPROVED AS TO FORM:**

By:   
Raymond L. Telles  
Assistant City Attorney

**APPENDIX "A"**

**2007 RATE SCHEDULE FOR CTRMA**

**CONSULTANTS AND EMPLOYEES**

**CTRMA STAFF**

<b>Position</b>	<b>Hourly Rate</b>
Chief Financial Officer	\$91.14
General Counsel	\$85.97
Community Development Director	\$67.46
Director of Operations	\$76.05
Director of Communications	\$59.52
Communications Specialist	\$26.45

**ENGINEERING CONSULTANT**

Everett Owen, P.E.	\$100.00
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**LEGAL COUNSEL**

<b>Locke Liddell &amp; Sapp LLP</b>	<b>Standard Rate (2007)</b>	<b>Organization (20% Disc.)</b>	<b>Project Specific (15% Disc.)</b>
Cassidy	\$490.00	\$392.00	\$416.50
Ashmos	\$410.00	\$328.00	\$348.50
Kidwell	\$300.00	\$240.00	\$255.00
Cockerham	\$280.00	\$224.00	\$238.00
Winland	\$260.00	\$208.00	\$221.00
Cohagan	\$190.00	\$152.00	\$161.50

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

**RESOLUTION NO. 07-58**

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 (the "183-A 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, the CTRMA will develop and construct other projects in addition to the 183-A Project (individually or collectively, the "Projects") that will require control of access to and from the Projects; and

WHEREAS, Section 370.179 of the Texas Transportation Code provides that an authority such as the CTRMA may control or deny access to a road in accordance with applicable laws and regulations, including access to and from real property adjacent to a turnpike project; and

WHEREAS, the Board of Directors agrees that such control of access is required to insure the safe and efficient use and operation of the Projects, and desires to adopt the Policies and Procedures for Access Management of Frontage Roads on CTRMA Facilities (the "Access Policy"), substantially in the form attached hereto as Attachment "A", and

WHEREAS, the adoption of the Access Policy will provide a process for consideration of access issues related to the Projects, including access and driveway permits onto the frontage lanes of the Projects; and

WHEREAS, it is the CTRMA's intention to coordinate with the various governmental entities having jurisdiction along the Projects to eventually provide for access management to be part of the development process of the respective governmental entities, but only after development and approval of appropriate agreements with such governmental entities.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby adopts the Access Policy attached hereto as Attachment "A" subject to finalization consistent with the provisions of this Resolution and any specific direction from the Board during deliberation of the Access Policy.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
Legal Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-58  
Date Passed 8/29/07

# POLICIES AND PROCEDURES FOR ACCESS MANAGEMENT OF FRONTAGE ROADS ON CTRMA FACILITIES

## SECTION 1. STATEMENT OF GENERAL POLICY

The mission of the Central Texas Regional Mobility Authority (the "Authority") is to implement innovative multi-modal transportation solutions that reduce congestion and create transportation choices that enhance quality of life and economic vitality. It is the policy of the Authority that all actions shall be based on achieving the highest degree of regional mobility and transportation safety while encouraging economic development and enhancing the quality of life.

As of the effective date of this policy, all previously permitted access as a condition of the acquisition process for the 183A facility will be "grandfathered" as accepted access. However, property owners must coordinate with the CTRMA or the municipality responsible for access permitting prior to making any property modifications that will result in changes to the traffic patterns associated with the access. To ensure an effective and consistent process for consideration of requests for additional access connections, criteria for establishing driveways to abutting properties shall be in accordance with the criteria established for frontage roads in the *TxDOT Access Management Manual, current issue*, except as may be required otherwise herein.

## SECTION 2. DEFINITIONS

The following words and terms, when used in these policies, shall have the following meanings, unless the context clearly indicates otherwise.

1. Authority: The Central Texas Regional Mobility Authority.
2. Board: The Board of Directors of the Authority.

## SECTION 3. APPLICATION OF ACCESS CRITERIA

Frontage roads are considered essential elements of the highway facilities being developed in the region by the Authority, particularly to provide direct access to abutting property where:

- 1) alternative access is not available and the property might otherwise be landlocked;
- 2) it is not feasible for the Authority to purchase the access; and/or
- 3) the frontage road allows for improved mobility together with the property access.

Direct access to the frontage roads is prohibited in the vicinity of existing ramp connections to the mainlane roadways and as proposed and indicated by a "Control of Access" area on the Right-of-Way Maps for the 183A Project (see Attachment A), or as described in the *TxDOT Roadway Design Manual*, Chapter 3.

#### SECTION 4. DRIVEWAYS

Driveways should provide free and safe access to properties along roadway facilities. Driveways can be classified into two main categories based on the property served:

- 1) Private: serving dwellings, duplexes, and townhouses.
- 2) Commercial & Public: serving either business and commercial establishments or public places (schools, churches, cemeteries, etc.).

Driveways are also classified into urban (curbed) or rural (uncurbed) based on their location along rural or urban facilities. Moreover, driveways are classified into three categories based on the direction of traffic and the separation of vehicles entering and exiting the served property: one-way, two-way divided, two-way undivided.

#### SECTION 5. CONNECTION SPACING CRITERIA FOR FRONTAGE ROADS

Access to the frontage roads shall not be granted or approved in the "Control of Access" areas depicted on Attachment A. In the event ramp locations for the 183A Turnpike depicted on Attachment A are moved prior to the design and construction of the 183A Turnpike mainlanes, access points shall not be granted within the areas reasonably designated by the CTRMA as "Control of Access" areas. Nothing herein shall preclude the CTRMA from requiring the expansion of either or both frontage roads if necessary, at the CTRMA's sole discretion, to accommodate traffic volumes or to improve safety.

Outside of the designated "Control of Access" areas, criteria for establishing driveways to abutting properties shall be in accordance with the criteria established for frontage roads in *TxDOT Access Management Manual, Chapter 2, Section 5*.

*Chapter 2, Table 2-1*

<i>Access connection is from EOP to EOP</i>		
<i>Posted Speed (mph)</i>	<i>One-Way FR(ft)</i>	<i>Two-Way FR(ft)</i>
<i>≤30</i>	<i>200</i>	<i>200</i>
<i>35</i>	<i>250</i>	<i>300</i>
<i>40</i>	<i>305</i>	<i>360</i>
<i>45</i>	<i>360</i>	<i>435</i>
<i>≥50</i>	<i>425</i>	<i>510</i>

Table 2-1 gives the minimum connection spacing criteria for frontage roads. However, a lesser connection spacing may be allowed without deviation in the following situations:

- To keep from land-locking a property where such land-locking is solely the result of action by CTRMA (for example, design and construction modifications which

- physically prevent a driveway installation due to grade changes, retaining walls, or barrier installations) where CTRMA does not control the access; or
- Replacement or re-establishment of reasonable access.

The above references to land-locking do not apply to circumstances where an existing larger tract of land is subsequently (after the effective date of this policy) further subdivided (and the subdivided lots sold to separate owners) and the original tract of land either already has an existing permitted access connection point, or would qualify for such an access connection point based upon the spacing requirements of this policy. Potential land-locking caused by subdivision and resale is the result of such subdivision process and will not alone justify variances or deviations in the spacing requirements contained in this policy. Therefore, as part of the subdividing process, the party proposing the subdivision (and the municipality approving such subdivisions) should require and provide some type of internal access easements to the existing access connection points (or to such access connection point locations that qualify for future permits based on this policy's spacing requirements).

The distance between access connections is measured along the edge of the traveled way from the closest edge of pavement (EOP) of the first access connection to the closest edge of pavement of the second access connection. Additionally, the access connection spacing in the proximity of frontage road U-turn lanes will be measured from the inside edge of the U-turn lane to the closest edge of the first access connection.

A spacing that is shorter than the minimum allowable, as set forth in this document, is considered a deviation from the guidelines. Deviations shall be submitted to the CTRMA for a decision.

## SECTION 6. ACCESS MANAGEMENT COORDINATION WITH MUNICIPALITIES

The Access Management Plan initially is intended to be tailored to the 183A Turnpike facility. Municipalities wanting authority to govern access connection location decisions within their jurisdiction are encouraged to develop access management guidelines or plans for the 183A Corridor within their jurisdiction acceptable to the CTRMA, or adopt the CTRMA's guidelines.

Granting location permit authority to municipalities does not preclude the need for engineering driveway locations. Any impacts to drainage or hydraulics on the CTRMA's highway system resulting from access connections must be coordinated with the CTRMA prior to any local access location approval. Issuance of access permits by a municipality must address traffic operations, driveway geometrics, utility location/relocation, compliance with the Americans with Disabilities Act (ADA) and Texas Accessibility Standards (TAS), environmental requirements, wetland considerations if appropriate, and all other applicable state and federal laws, rules, and regulations.

## SECTION 7. ACCESS PERMIT APPLICATION PROCESS

In the absence of any safety or operational problems, additional access connections may be considered if the size and trip generation potential of the proposed development requires additional access in order to maintain good roadway traffic operations. Any additional access must not interfere with the location, planning, and operation of the frontage roads and the public street system. Where the property abuts or has primary access to a lesser function road, to an internal street system, or by means of dedicated access easement, any access to the CTRMA's highway system will be considered as an additional access.

If the proposed access connection causes operational problems (i.e. reducing the capacity of the through lanes, etc. or the operational analysis indicates the intersection to exceed a V/C ratio of 1.0), mitigation and/or additional operational improvements may be required as a condition of the permit.

Requests for driveway access shall be initiated with the preparation and submittal of a "Notice of Proposed Installation". Forms are available from the CTRMA (see Attachment B), accompanied by General Plan Requirements (Attachment C), Special Provisions (Attachment D). Pending review and acceptance of the documentation provided with the Notice, the Permit may be issued, along with the associated Access Driveway Regulations (Attachment E). Construction and operation of any access granted shall be strictly in accordance with the specific requirements of the issued permit.

[ END OF SECTION ]



[ Sketch being prepared ]

DRAFT

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY  
NOTICE OF PROPOSED INSTALLATION

(Initial one) **Controlled Access** \_\_\_\_\_ **Non-Controlled Access** \_\_\_\_\_

To: Central Texas Regional Mobility Authority

Date

Formal notice is hereby given that \_\_\_\_\_  
Company proposes to place a \_\_\_\_\_  
line within the right of way of \_\_\_\_\_ TRM# \_\_\_\_\_  
in \_\_\_\_\_ County, Texas

Provide location, length, general design, etc.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The infrastructure will be constructed and maintained on the Central Texas Regional Mobility Authority (CTRMA) ROW as shown on the attached drawing and in accordance with the rules, regulations and policies of the CTRMA, Texas Department of Transportation's (TxDOT) UAR and 2004 Standard Specifications, and all governing laws, including but not limited to the "Federal Clean Water Act," the "National Endangered Species Act," and the "Federal Historic Preservation Act." Upon request by CTRMA proof of compliance with all governing laws, rules and regulations will be submitted to CTRMA before commencement of construction.

Our firm will use Best Management Practices to minimize erosion and sedimentation resulting from the proposed installation, and we will revegetate the project area as indicated under "Revegetation Special Provisions."

Our firm will ensure that traffic control measures complying with applicable portions of the *Texas Manual of Uniform Traffic Control Devices* will be installed and maintained for the duration of this installation.

The location and description of the proposed line and appurtenances is shown by the complete set of drawing listed below

Construction of this line will begin within 30 days of \_\_\_\_\_  
Month/Day/Year

By signing below, I certify that I am authorized to represent the Firm listed below, and that the Firm agrees to the conditions/provisions included in this permit.

Firm Name:	Address:
By:	City: State/Zip:
Signature:	Phone Number: Fax:
Title:	Email:

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

General Plan Requirements

Please add the following notes to your site plans and submit two (2) black & white, 11X17 and one (1) color, 11X17 complete sets.

1. Construction Work in the CTRMA ROW must be scheduled between 9 AM and 4PM Monday through Friday. If Peak Hours are required Owner will request in writing an Exception detailing the variance and must receive an acceptable response in writing from the CTRMA before construction begins.
2. Lane closures (if required) will only be allowed during day light hours between 9 AM and 4 PM Monday through Friday, all day Saturday and Sunday.
3. Lane closures are not allowed in inclement weather or if the pavement is wet or icy.
4. The contractor must contact the CTRMA 48 hours prior to working in the ROW. The contact persons name and phone number will be shown on the approved utility permit request form.
5. The utility company or its contractor will be held responsible for keeping the CTRMA roadway free of mud, rocks, and general debris.
6. Construction equipment left overnight in the right of way must be sectioned off with orange plastic mesh fencing, and be placed at least 30' off the edge of pavement. Equipment located closer than 30' must be protected by TxDOT approved concrete traffic barriers (CTB).
7. Field crews will not be allowed extended parking of equipment and vehicles within the CTRMA ROW.
8. Bore pits located closer than 30' from the edge of pavement must be protected by concrete traffic barriers (CTB) or water filled barriers with CTRMA approval. Open pits must be sealed off by orange plastic mesh fencing, cones and drums.
9. All existing paved side roads and driveways located within the CTRMA ROW must be bored at a minimum depth of 24".
10. Traffic Control must conform to the CTRMA and TxDOT requirements and recommendations, and should meet or exceed the Texas Manual on Uniform Traffic Control Devices (TxMUTCD).
11. The utility company and/or its contractor must locate all existing utility lines prior to doing any ground work like boring, digging, trenching, or drilling within the ROW.
12. The permit holder will be required to restore the ground to its prior state, and revegetate all disturbed areas with like vegetation.
13. Trees with a trunk diameter of 6 inches or more must be bored at a minimum depth of 24 inches from dripline to dripline. The Contractor can not remove any existing tree without CTRMA approval.
14. Construction and maintenance of driveway facilities shall be in accordance with the booklet, "Regulations for Access Driveways to State Highways", published and adopted by the Texas Department of Public Safety.

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

**SPECIAL PROVISIONS  
FOR REVEGETATION REQUIREMENTS**

1. **The permit holder is solely responsible for revegetation of all areas damaged by utility construction.**
2. Re-vegetation practices shall be done in accordance with the "2004 TxDOT Standard Specifications for Construction and Maintenance of Highways, Streets, and Bridges". Work shall be done in accordance with "Item 160, Topsoil; Item 161, Compost; Item 164, Seeding for Erosion Control, and Item 166, Fertilizer."
3. Damaged areas on which utility construction has ceased temporarily or permanently shall be revegetated within 14 days unless construction is scheduled to resume within 21 days.
4. The utility owner will be held liable and responsible for such areas until growth is reestablished to the satisfaction of an authorized representative of CTRMA.
5. The CTRMA reserves the right to require additional revegetation measures deemed necessary at any time after utility installation has begun until the CTRMA has accepted the erosion control measures and revegetation measures of the utility owner.
6. Prior to revegetation, the damaged area shall be restored to its original lines, grades and contours. Ditches shall be restored to their original contours and water carrying capacity. The area shall be smooth and free of ruts and other depressions. If weather conditions like wind and rain cause the seedbed to be damaged or undermined the seedbed shall be reworked and reseeded to CTRMA satisfactions. The work shall be performed as follows:
  - a. All disturbed areas shall receive a four inches of top soil prior to revegetation.
  - b. All areas to be seeded shall receive a 2" layer of compost in accordance with item 161
  - c. Prior to seeding, the soil and compost layer shall be cultivated sufficiently to reduce the mixture to a state of good tilth where the soil particles on the surface are small enough and lie closely enough together to prevent the seed from being too deep for optimum germination.
  - d. Cultivation of the seedbed will not be required in loose sand where the sand depth is four (4) inches or more. The original lines grades and contours shall be maintained throughout the process of cultivation.
  - e. All damaged areas shall be fertilized in accordance with Item 166 prior to re-vegetation.
  - f. Seeding shall be sown at the rates shown and in accordance with Item 164.
  - g. When necessary, water shall be provided to promote growth of vegetation. Only water that is clean and free of substances harmful to the growth of vegetation shall be used. Use watering equipment, which will insure the uniform distribution and controlled application of water rates. Apply ¼ inch of water per acre every two weeks for a three-month period or longer if necessary for vegetation establishment.

Central Texas Regional Mobility Authority
Permit to Construct Access Driveway Facilities
on Highway Right of Way

To: \_\_\_\_\_ Hwy. \_\_\_\_\_ Permit No. \_\_\_\_\_
(Name)
\_\_\_\_\_ Control \_\_\_\_\_ Section \_\_\_\_\_
(Address)
\_\_\_\_\_
(City, State, Zip) \_\_\_\_\_ (Phone No.) \_\_\_\_\_

The Central Texas Regional Mobility Authority, hereinafter called the CTRMA, hereby authorizes \_\_\_\_\_
hereinafter called the Permittee, to  construct /  reconstruct a \_\_\_\_\_ (residential, convenience
store, retail mall, farm, etc.) access driveway on the highway right of way abutting highway number \_\_\_\_\_ in \_\_\_\_\_
County, located \_\_\_\_\_

Subject to the following:

- 1. The Permittee is responsible for all costs associated with the construction of this access driveway.
2. Design of facilities shall be as follows and/or as shown on sketch and is subject to conditions stated below.
\_\_\_\_\_
\_\_\_\_\_
\_\_\_\_\_
\_\_\_\_\_
\_\_\_\_\_
\_\_\_\_\_

All construction and materials shall be subject to inspection and approval by the CTRMA.

- 3. Maintenance of facilities constructed hereunder shall be the responsibility of the Permittee, and the CTRMA reserves the right to require any changes, maintenance or repairs as may be necessary to provide protection of life or property on or adjacent to the highway. Changes in design will be made only with approval of the CTRMA.
4. The Permittee shall hold harmless the CTRMA and its duly appointed agents and employees against any action for personal injury or property damage sustained by reason of the exercise of this permit.
5. Except for regulatory and guide signs at county roads and city streets, the Permittee shall not erect any sign on or extending over any portion of the highway right of way, and vehicle service fixtures such as fuel pumps, vendor stands, or tanks shall be located at least 12 feet from the right of way line to ensure that any vehicle services from these fixtures will be off the highway right of way.
6. The CTRMA reserves the right to require a new access driveway permit in the event of a land use change or change in driveway traffic volume or vehicle types.
7. This permit will become null and void if the above-referenced driveway facilities are not constructed within six (6) months from the issuance date of this permit.
8. The Permittee will contact the CTRMA representative \_\_\_\_\_ telephone, (\_\_\_\_) \_\_\_\_\_, at least twenty-four (24) hours prior to beginning the work authorized by this permit.

Central Texas Regional Mobility Authority

Date of Issuance

Authorized Representative

The undersigned hereby agrees to comply with the terms and conditions set forth in this permit for construction of an access driveway on the highway right of way.

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

Signed: \_\_\_\_\_
(Property owner or owner's representative)

## Access Driveway Regulations

The Central Texas Regional Mobility Authority, in recognition of its responsibility for the safety and utility of highways under its jurisdiction, has adopted access driveway standards to accomplish a coordinated development between highways and abutting property. For this purpose, the Texas Department of Public Safety published and adopted a booklet entitled "Regulations for Access Driveways to State Highways" supporting CTRMA policies to regulate construction and maintenance of access driveway facilities.

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### Sketch of Installation

DRAFT

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

**RESOLUTION NO. 07-59**

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 July 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 July 2007, attached hereto as Attachment "A."

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of August, 2007.

Submitted and reviewed by:

  
\_\_\_\_\_  
Tom Nielson  
General Counsel for the Central  
Texas Regional Mobility Authority

Approved:

  
\_\_\_\_\_  
Robert E. Tesch  
Chairman, Board of Directors  
Resolution Number 07-59  
Date Passed 8/29/07

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

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2007	To Date 7/31/2007	Of Budget	To Date 7/31/2006
Toll Revenue-Cash-183A	1,800,000.00	183,581.23	10.20%	0.00
Toll Revenue-TxTag-183A	6,500,000.00	1,063,354.35	16.36%	0.00
Interest Income	1,369,790.00	37,499.84	2.74%	38,989.01
Reimbursed Expenditures	20,060.00	5,015.01	25.00%	4,211.13
<b>Total Revenue</b>	<b>9,689,850.00</b>	<b>1,289,450.43</b>	<b>13.31%</b>	<b>43,200.14</b>

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2007	To Date 7/31/2007	Of Budget	To Date 7/31/2006
Regular	1,431,950.00	44,187.13	3.09%	38,046.15
Part Time	20,000.00	2,231.63	11.16%	0.00
Overtime	7,000.00	0.00		0.00
Contractual Employees	30,000.00	11,600.00	38.67%	13,900.00
TCDRS	181,533.00	5,508.89	3.03%	5,052.36
FICA	74,339.00	2,216.18	2.98%	2,090.42
FICA MED	21,591.00	621.47	2.88%	540.04
Health Insurance	134,542.00	7,523.42	5.59%	7,500.25
Life Insurance	1,697.00	0.00		100.25
Auto Allowance	16,000.00	350.00	2.19%	350.00
Other Benefits	117,697.00	2,951.86	2.51%	1,837.63
Unemployment Taxes	855.00	13.85	1.62%	84.06
<b>Total Salaries &amp; Wages</b>	<b>2,037,204.00</b>	<b>77,204.43</b>	<b>3.79%</b>	<b>69,501.16</b>

Contractual Services	Budget	Actual Year	Percent	Actual Year
	FY 2007	To Date 7/31/2007	Of Budget	To Date 7/31/2006
<b>Professional Services</b>				
Accounting	9,000.00	16.11	0.18%	17.18
Auditing	50,000.00	0.00		0.00
General Engineering Consultant	445,000.00	0.00		0.00
General System Consultant	425,000.00	0.00		0.00
Toll Collection contract	1,879,111.00	0.00		0.00
Human Resources	30,000.00	0.00		0.00
Legal	150,000.00	0.00		0.00
Photography	15,000.00	0.00		0.00
Traffic & Revenue Consultants	50,000.00	0.00		0.00
Communications and Marketing	150,000.00	0.00		0.00
Transcripts	1,000.00	0.00		0.00
<b>Total Professional Services</b>	<b>3,204,111.00</b>	<b>16.11</b>	<b>0.00%</b>	<b>17.18</b>



	Budget FY 2007	Actual Year To Date 7/31/2007	Percent Of Budget	Actual Year To Date 7/31/2006
<b>Other Contractual Services</b>				
IT Services	683,240.00	0.00		1,096.50
Graphic Design Services	20,000.00	0.00		0.00
Website Maintenance	20,000.00	0.00		0.00
Research Services	45,000.00	0.00		0.00
Copy Machine	13,000.00	0.00		433.62
Software licenses	24,000.00	6,524.80	27.19%	6,524.80
Advertising	56,000.00	0.00		0.00
Direct Mail	20,000.00	0.00		0.00
Video Production	10,000.00	0.00		0.00
Television	20,000.00	0.00		0.00
Radio	50,000.00	0.00		0.00
Security Contracts	350,000.00	0.00		0.00
Cell Phones	6,800.00	0.00		225.72
Local	55,252.00	1,594.86	2.89%	521.99
Long Distance	2,000.00	77.97	3.90%	39.74
Internet	8,472.00	306.00	3.61%	306.00
Other Communication Expense	1,000.00	0.00		0.00
Dues & Subscriptions	1,850.00	0.00		600.00
Memberships	14,295.00	1,100.00	7.69%	0.00
Continuing Education	6,000.00	0.00		0.00
Professional Development	22,000.00	0.00		0.00
Seminars and Conferences	26,450.00	750.00	2.84%	2,300.00
Contractual Contingencies	141,000.00	0.00		
<b>Total Other Contractual Services</b>	<b>1,562,359.00</b>	<b>12,722.60</b>	<b>0.81%</b>	<b>12,105.53</b>
<b>Total Contractual Expenses</b>	<b>4,766,470.00</b>	<b>12,738.71</b>	<b>0.27%</b>	<b>12,122.71</b>

	Budget FY 2007	Actual Year To Date 7/31/2007	Percent Of Budget	Actual Year To Date 7/31/2006
<b>Materials and Supplies</b>				
Books & Publications	10,400.00	0.00		0.00
Office Supplies	15,500.00	411.63	2.66%	947.30
Computer Supplies	15,500.00	346.29	2.23%	0.00
Copy Supplies	3,000.00	0.00		0.00
Annual Report	20,000.00	0.00		0.00
Other Reports	50,500.00	0.00		0.00
Office Supplies	3,500.00	0.00		0.00
Maintenance Supplies	100.00	0.00		0.00
Promotional Items	10,000.00	0.00		0.00
Displays	5,000.00	0.00		0.00
Tools & Equipment	2,700.00	0.00		0.00
Misc Materials & Supplies	3,500.00	0.00		0.00
<b>Total Materials &amp; Supplies Exp</b>	<b>139,700.00</b>	<b>757.92</b>	<b>0.54%</b>	<b>947.30</b>

	Budget FY 2007	Actual Year To Date 7/31/2007	Percent Of Budget	Actual Year To Date 7/31/2006
<b>Operating Expenses</b>				
Gasoline	10,000.00	0.00		0.00
Mileage Reimbursement	7,850.00	109.13	1.39%	84.89
Parking	26,950.00	1,650.00	6.12%	116.00
Meeting Facilities	2,600.00	0.00		0.00
Community Events	20,000.00	0.00		0.00
Meeting Expense	6,325.00	0.00		242.51
Public Notices	2,300.00	0.00		0.00
Postage	8,900.00	0.00		0.00
Overnight Services	1,250.00	0.00		0.00
Delivery Services	2,400.00	9.00	0.38%	0.00
Insurance	175,000.00	3,427.51	1.96%	2,096.88
Repair & Maintenance-Vehicles	2,000.00	0.00		0.00
Rent	181,973.00	15,164.44	8.33%	13,460.10
Water	7,400.00	0.00		0.00
Electricity	56,000.00	0.00		0.00
Amortization Expense	34,808.00	2,757.81	7.92%	2,956.58
Dep Exp- Furniture & Fixtures	4,000.00	922.60	23.07%	795.65
Dep Expense - Equipment	1,200.00	782.06	65.17%	782.06
Dep Expense - Autos & Trucks	8,000.00	0.00		0.00
Dep Expense-Buildng & Toll Fac	147,898.00	0.00		0.00
Dep Expense-Highways & Bridges	5,429,806.00	0.00		0.00
Dep Expense-Communic Equip	5,995.00	500.87	8.35%	489.18
Dep Expense-Toll Equipment	918,771.00	0.00		0.00
Dep Expense - Signs	120,436.00	0.00		0.00
Dep Expense-Land Improvemts	733,880.00	0.00		0.00
Depreciation Expense-Computers	33,000.00	965.76	2.93%	3,669.29
Recruitment	1,000.00	0.00		0.00
Community Initiative Grants	102,500.00	0.00		0.00
<b>Total Operating Expense</b>	<b>8,052,242.00</b>	<b>26,289.18</b>	<b>0.33%</b>	<b>24,693.14</b>
<b>Financing Expenses</b>				
Arbitrage Rebate	3,500.00	0.00		0.00
Loan Fees	12,000.00	0.00		0.00
Bond Issuance Cost	25,000.00	0.00		0.00
Trustee Fees	2,000.00	0.00		316.67
Bank Fees	2,500.00	2,546.71	101.87%	1.30
Interest Expense	11,443,524.00	0.00		0.00
Contingency	20,000.00	0.00		0.00
<b>Total Financing Expense</b>	<b>11,508,524.00</b>	<b>2,546.71</b>	<b>0.02%</b>	<b>317.97</b>
<b>Total Expenses</b>	<b>26,504,140.00</b>	<b>119,536.95</b>	<b>0.45%</b>	<b>107,582.28</b>
<b>Net Income</b>	<b>-16,814,290.00</b>	<b>1,169,913.48</b>		<b>-64,382.14</b>

**Central Texas Regional Mobility Authority  
Balance Sheet**

As of

July 31, 2007

July 31, 2006

**Assets**

**Current Assets**

Cash in Operating Fund	3,290.93	5,840.80
Chase-Regions Trustee Account	5,363.27	0.00
Regions Trustee cash account	27,106.46	0.00
Cash In TexSTAR	7,101,974.79	6,960,545.15
Cash in Chase Money Mkt Funds	0.00	2,990,959.94
Money Market Payroll Account	42,170.49	2,155.24
Fidelity Government MMA	223,219.43	0.00
Restricted Cash-TexStar	58,029,900.81	21,173,933.00
Total Cash Equivalents	65,397,265.52	31,127,593.33
Accounts Receivable	3,762.00	0.00
Due From TTA	452,758.40	0.00
Due From NTTA	23,631.25	0.00
Due From HCTRA	47,488.15	0.00
Interest Receivable	61,955.00	137,332.20
Total Receivables	589,594.80	137,332.20
Agencies	4,960,845.25	18,288,325.60
Prepaid Insurance	12,981.87	8,387.38
Prepaid Expenses	0.00	2,533.32
Total Prepaid Expenses	12,981.87	10,920.70
<b>Total Current Assets</b>	<b>70,996,448.10</b>	<b>49,570,012.63</b>

**Construction Work In Process**

Utility Relocation Expense	61,460.46	31,582.56
Consulting-Admin Services	687,052.37	658,922.14
Consulting-Reimbursed Expenses	5,766.34	121.82
Environmental Fees	398,750.00	398,750.00
Funding Costs	30,000.00	30,000.00
Legal Fees-Construction	2,367,786.66	1,825,481.80
Traffic & Revenue Analysis	2,630,741.88	1,933,383.81
Unsuccessful Proposers	356,625.82	356,625.82
Engineering	4,614,836.56	1,767,295.78
Right of Way	18,632,638.41	116,126.61
Total Preliminary Costs	29,785,658.50	7,118,290.34
Public Involvement	401,551.11	173,044.89
CDA Oversight	8,639,538.31	4,205,020.49
Engineering	14,082,913.49	14,082,913.49
Total Construction Engineering	23,124,002.91	18,460,978.87
Design	31,094,826.51	24,702,423.47
Construction-CDA	137,345,205.53	86,116,200.15
Other Construction Costs	402,573.28	75,465.53
Total Construction	168,842,605.32	110,894,089.15
Toll Collection System	8,208,950.34	2,583,715.12
Accrued Interest Income	(14,744,301.61)	(10,484,476.72)
Accrued Interest Expense	28,484,702.35	16,971,911.51
Amortization of Bond Premium	(3,834,643.75)	(2,251,278.08)
Amortization Bond Disc Invest	(339,262.30)	(135,054.04)
Total Accrued Interest	9,566,494.69	4,101,102.67
Amortization Bond Issue Costs	3,481,475.61	2,046,616.23
<b>Total Construction WIP</b>	<b>243,009,187.37</b>	<b>145,204,792.38</b>

**Fixed Assets**

Computers	115,571.52		115,571.52	
Accum Deprec-Computers	<u>(91,738.73)</u>	23,832.79	<u>(66,273.51)</u>	49,298.01
Computer Software	95,156.88		95,156.88	
Accumulated Amortization-Software	<u>(42,593.06)</u>	52,563.82	<u>(14,096.71)</u>	81,060.17
Furniture and Fixtures	63,586.66		49,900.17	
Accum Deprec-Furn & Fixtures	<u>(15,643.24)</u>	47,943.42	<u>(4,982.27)</u>	44,917.90
Equipment	30,721.93		28,777.93	
Accum Deprec-Equipment	<u>(14,328.52)</u>	16,393.41	<u>(4,943.80)</u>	23,834.13
Autos and Trucks	16,295.00		0.00	
Communication Equipment	30,743.13		30,256.02	
Accum Deprec-Comm Equip	<u>(9,434.54)</u>	21,308.59	<u>(3,424.26)</u>	26,831.76
Leasehold Improvements		46,030.27		39,465.44
<b>Total Fixed Assets</b>		<b>224,367.30</b>		<b>265,407.41</b>

**Other Assets**

Security Deposits		<b>8,643.30</b>		<b>8,643.30</b>
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**Long Term Investments**

GIC		5,144,972.90		106,033,255.88
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**Other Assets**

Intangible Assets		650.00		0.00
2005 Bond Issuance Costs		9,448,893.55		10,883,752.93

**Total Assets**

	<b>328,833,162.52</b>		<b>311,965,864.53</b>	
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**Liabilities****Current Liabilities**

Accounts Payable		1,628,509.43		275,713.25
Interest Payable		959,985.51		923,161.87
Deferred Compensation Payable		0.00		10.00
TCDRS Payable		18,175.98		15,249.37
Due to State of Texas		16.25		183.45
Total Due to other Entities		16.25		0.00
<b>Total Current Liabilities</b>		<b>2,606,687.17</b>		<b>1,214,317.94</b>

**Long Term Liabilities**

Retainage Payable		4,553,879.35		5,657,712.95
BANS 2005		66,000,000.00		66,000,000.00
Senior Lien Revenue Bonds 2005		169,715,619.24		168,943,735.37
Sn Lien Rev Bnd Prem/Disc 2005		6,023,562.80		7,606,928.47
<b>Total Long Term Liabilities</b>		<b>246,293,061.39</b>		<b>248,208,376.79</b>

**Total Liabilities**

	<b>248,899,748.56</b>		<b>249,422,694.73</b>	
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**Net Assets Section**

Contributed Capital		18,430,634.57		
Net Assets beginning		60,332,865.91		62,604,167.57

Current Year Operations		1,169,913.48		(60,997.77)
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**Total Liabilities and Net Assets**

	<b>328,833,162.52</b>		<b>311,965,864.53</b>	
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TABLE 6-5  
TRAFFIC AND REVENUE PROJECTIONS, 2007-2047  
183A PROJECT  
Adjusted for Toll Evasion and Ramp-up

Calendar Year	Northern Section San Gabriel River to Avery Ranch Rd		Section 9 Avery Ranch Road to SH 45 Turnpike		Total US 183A Project San Gabriel River to SH 45 Turnpike	
	Avg. Weekday Toll Transactions	Annual Revenue (000s)	Avg. Weekday Toll Transactions	Annual Revenue (000s)	Avg. Weekday Toll Transactions	Annual Revenue (000s)
2007	17,714	\$2,666	6,946	\$395	24,660	\$3,060
2008	23,711	\$8,913	9,984	\$1,423	33,696	\$10,336
2009	31,723	\$11,915	14,157	\$2,022	45,879	\$13,937
2010	39,690	\$16,912	18,746	\$2,683	58,435	\$19,595
2011	47,206	\$20,120	23,207	\$3,326	70,414	\$23,446
2012	<b>52,688</b>	<b>\$22,460</b>	<b>26,804</b>	<b>\$3,846</b>	<b>79,492</b>	<b>\$26,306</b>
2013	54,556	\$23,249	27,715	\$3,980	82,271	\$27,229
2014	56,423	\$24,037	28,626	\$4,114	85,049	\$28,151
2015	54,037	\$27,233	27,119	\$6,072	81,156	\$33,305
2016	55,937	\$28,186	28,024	\$6,279	83,961	\$34,465
2017	<b>57,836</b>	<b>\$29,139</b>	<b>28,930</b>	<b>\$6,486</b>	<b>86,766</b>	<b>\$35,625</b>
2018	59,457	\$29,986	30,277	\$6,791	89,734	\$36,777
2019	61,078	\$30,833	31,624	\$7,096	92,702	\$37,929
2020	60,984	\$34,066	32,243	\$7,237	93,227	\$41,303
2021	62,628	\$35,056	33,610	\$7,546	96,238	\$42,602
2022	64,272	\$36,046	34,977	\$7,855	99,249	\$43,901
2023	<b>65,916</b>	<b>\$37,035</b>	<b>36,344</b>	<b>\$8,164</b>	<b>102,260</b>	<b>\$45,199</b>
2024	67,884	\$38,208	37,889	\$8,505	105,773	\$46,713
2025	66,542	\$42,545	37,440	\$10,802	103,982	\$53,347
2026	68,600	\$43,913	39,039	\$11,256	107,639	\$55,169
2027	70,658	\$45,280	40,638	\$11,710	111,296	\$56,990
2028	72,717	\$46,647	42,237	\$12,164	114,954	\$58,811
2029	74,775	\$48,015	43,836	\$12,618	118,611	\$60,633
2030	<b>73,612</b>	<b>\$55,405</b>	<b>44,089</b>	<b>\$12,682</b>	<b>117,701</b>	<b>\$68,087</b>
2031	75,051	\$56,555	45,161	\$12,982	120,212	\$69,537
2032	76,494	\$57,705	46,233	\$13,282	122,727	\$70,987
2033	77,938	\$58,855	47,303	\$13,582	125,241	\$72,437
2034	79,382	\$60,005	48,373	\$13,882	127,755	\$73,887
2035	77,843	\$67,409	46,799	\$16,971	124,642	\$84,380
2036	79,020	\$68,509	47,726	\$17,296	126,746	\$85,805
2037	80,202	\$69,609	48,652	\$17,621	128,854	\$87,230
2038	81,385	\$70,709	49,577	\$17,946	130,962	\$88,655
2039	82,570	\$71,809	50,501	\$18,271	133,070	\$90,080
2040	80,971	\$79,290	50,533	\$18,283	131,504	\$97,573
2041	81,946	\$80,340	51,395	\$18,583	133,342	\$98,923
2042	82,927	\$81,390	52,257	\$18,883	135,183	\$100,273
2043	83,910	\$82,440	53,116	\$19,183	137,027	\$101,623
2044	84,895	\$83,490	53,975	\$19,483	138,870	\$102,973
2045	83,320	\$91,030	52,161	\$22,784	135,481	\$113,814
2046	84,090	\$91,980	52,939	\$23,109	137,029	\$115,089
2047	84,866	\$92,930	53,716	\$23,434	138,582	\$116,364

Note: Model years shown in bold  
Years with scheduled toll increases are highlighted.

CTRMA INVESTMENT REPORT

Month Ending 7/31/2007

	Balance 6/30/2007	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 7/31/2007	Current Rate as of 7/31/2007	Maturity
Amount In repo								
Construction Fund	4,144.51			40,426.71	44,571.22	0.00	3.35%	April 1, 2007
Debt Service Fund	10,274,411.75			14,689.31	5,180,548.32	5,108,552.74	3.35%	Jan 1, 08
<b>totals</b>	<b>10,278,556.26</b>	<b>0.00</b>	<b>0.00</b>	<b>55,116.02</b>	<b>5,225,119.54</b>	<b>5,108,552.74</b>		

	Balance 6/30/2007	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 7/31/2007	Current Rate as of 7/31/2007	Maturity
Amount in Trustee TexStar								
Additional Projects Fund	9,571,935.16			42,684.26	70,126.05	9,544,493.37	5.331%	
Construction Fund	29,855,796.06			110,872.65	7,064,556.63	22,902,112.08	5.331%	
Trustee Operating Fund	0.00	816,000.00		1,657.94		817,657.94	5.331%	
Renewal & Replacement Fund	97,570.78			437.79		98,008.57	5.331%	
TXDOT Grant Fund	10,689,927.87			47,664.28	816,000.00	10,737,892.15	5.331%	
Revenue Fund	528,345.97	1,006,930.23		2,966.12	189,201.67	722,242.32	5.331%	
Debt Service Reserve Fund	13,337,672.76			59,023.29	189,201.67	13,207,494.38	5.331%	
	64,081,248.60	1,822,930.23	0.00	265,606.33	8,139,884.35	58,029,900.81		
<b>Amount in TexStar Operating Fund</b>	<b>7,413,353.77</b>			<b>32,401.35</b>	<b>343,780.33</b>	<b>7,101,974.79</b>	<b>5.331%</b>	

	Balance 6/30/2007	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 7/31/2007	Current Rate as of 7/31/2007	Maturity
Fidelity Money Market Fund								
-Operating Fund	5,516.92	70,126.05		22.24	70,131.41	5,539.16	4.900%	
-Additional Projects Fund	0.00	6,963,617.39		5.36	6,963,804.18	0.00	4.900%	
-Debt Service Fund	0.00	50,548.21		186.79	3,719,750.00	50,751.96	4.900%	
-Subordinate Lien DS Fund	50,548.21	3,719,750.00		203.75	3,719,750.00	1,624.01	4.900%	
-TXDOT Grant Fund	1,617.49	1,650,000.00		6.52	1,650,000.00	6,269.65	4.900%	
-Renewal and Replacement	6,244.48			25.17		17,000.55	4.900%	
-Revenue Fund	510,041.49	983,245.32		620.12	493,661.06	132,933.30	4.900%	
-Debt Service Reserve Fund	10,904.13	189,201.67		203.70	861,419.85	9,100.80	4.900%	
	9,064.26	189,201.67		36.54	189,201.67	223,219.43		
	593,936.98	13,575,940.43	0.00	1,310.19	13,947,968.17			
<b>Money Market Fund-payroll</b>	<b>1,896.79</b>	<b>127,000.00</b>		<b>38.22</b>	<b>86,764.52</b>	<b>42,170.49</b>	<b>4.940%</b>	

	Balance 6/30/2007	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 7/31/2007	Current Rate as of 7/31/2007	Maturity
Amount in Fed Agencies								
Amortized Principal	4,467,084.62	0.00		5,930.05		4,473,014.67		
Accrued Interest	4,467,084.62	0.00		5,930.05		4,473,014.67		

	Balance 6/30/2007	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 7/31/2007	Current Rate as of 7/31/2007	Maturity
Total in Repo's	10,278,556.26	0.00	0.00	55,116.02	5,225,119.54	5,108,552.74		
Total in Pools	71,494,602.37	1,822,930.23	0.00	298,007.68	8,483,664.68	65,131,875.60		
Total in Money Market	595,833.77	13,702,940.43	0.00	1,348.41	14,034,732.69	265,389.92		
Total in Fed Agencies	4,467,084.62	0.00		5,930.05		4,473,014.67		
<b>Total Invested</b>	<b>86,836,077.02</b>	<b>15,525,870.66</b>	<b>5,930.05</b>	<b>354,472.11</b>	<b>27,743,516.91</b>	<b>74,978,832.93</b>		

Amount in Fed Agencies As of July 31, 2007

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	31333XEK57	1,000,000.00	1,000,000.00	999,690.00	4.750%	2/16/2006	8/16/2007	TxDOT Grant Fund
Federal Home Loan Bank	31333X5DV7	2,466,550.00	2,476,148.70	2,476,175.00	5.310%	5/24/2007	1/14/2008	Additional Projects Fund
Federal Home Loan Bank	31333X8NL2	991,956.00	996,865.97	996,880.00	5.260%	4/24/2007	9/28/2007	TxDOT Grant Fund
Federal Home Loan Bank	31333X1GR2	487,831.06	487,831.06	489,277.80	5.250%	7/31/2007	10/15/2008	Renewal and Replacement
Totals		4,946,337.06	4,960,845.73	4,962,022.80				

Agency	CUSIP #	COST	Cummulative Amortization	Book Value 7/31/07	Maturity Value	Accrued Interest	Interest Income July 2007	Interest Earned
Federal Home Loan Bank	31333XEK57	1,000,000.00	0.00	1,000,000.00	1,000,000.00	3,958.33	0.00	3,958.33
Federal Home Loan Bank	31333X5DV7	2,466,550.00	9,598.70	2,476,148.70	2,500,000.00	6,562.50	4,363.04	10,925.54
Federal Home Loan Bank	31333X8NL2	991,956.00	4,909.97	996,865.97	1,000,000.00	2,791.67	1,567.01	4,358.68
Federal Home Loan Bank	31333X1GR2	487,831.06	0.00	487,831.06	495,000.00	0.00	0.00	0.00
		4,458,506.00	14,508.67	4,473,014.67	4,995,000.00	13,312.50	5,930.05	19,242.55



## Monthly Newsletter - July 2007

### Performance

#### As of July 31, 2007

Current Invested Balance	\$5,037,425,646.08
Weighted Average Maturity (1)	16 Days
Weighted Average Maturity (2)	19 Days
Net Asset Value	1.000037
Total Number of Participants	554
Management Fee on Invested Balance	0.12%*
Interest Distributed	\$22,472,761.74
Management Fee Collected	\$210,690.08
Standard & Poor's Current Rating	AAAm

#### July Averages

Average Invested Balance	\$4,961,278,687.58
Average Monthly Yield, on a simple basis	5.2829%
Average Weighted Average Maturity (1)*	18 Days
Average Weighted Average Maturity (2)*	22 Days

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

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

(2) This weighted average maturity calculation uses the final maturity of any floating rate instruments held in the portfolio to calculate the weighted average maturity for the pool.

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

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

### New Participants

We would like to welcome the following entities who joined the TexSTAR program in July 2007:

- |                          |                                |                          |
|--------------------------|--------------------------------|--------------------------|
| ★ City of Parker         | ★ City of Hico                 | ★ Anson ISD              |
| ★ Christoval ISD         | ★ Giddings ISD                 | ★ Hawley ISD             |
| ★ City of Glenn Heights  | ★ Hale Center ISD              | ★ Nottingham Country MUD |
| ★ Brazoria County MUD 34 | ★ Valley International Airport |                          |

### Holiday Reminder

In observance of the Labor Day holiday, TexSTAR will be closed on Monday, September 3, 2007. Any early transaction deadlines on the business day preceding the holiday will be posted on the automated systems the week prior and notification will be sent by email to the primary contact on file for all TexSTAR participants.

### Economic Commentary

The economic data released in July suggests that economic growth is poised to continue with the second quarter momentum. Labor market conditions remained tight through June with the unemployment rate holding steady at 4.5% for the third consecutive month. Housing starts rebounded by 2.3% in June while building permits plunged 7.0%. Both new and existing home sales were down, declining by 6.6% and 3.8%, respectively. Manufacturing activity continued to exhibit strength through July. Although the national ISM Manufacturing Index eased to 53.8 from 56.0, it still stands at levels consistent with a healthy manufacturing sector. The core CPI rose by 0.2% in May. The core PCE deflator, the Fed's preferred inflation measure edged up a modest 0.1%. In the ensuing flight to quality, Treasury yields dropped off sharply with two-year yields ending the month down 31 basis points (bps) at 4.57% and five year yields ending down 31 bps at 4.63%. Meanwhile the LIBOR curve inverted once more, with one-month rates unchanged at 5.32%, while 12-month rates declined by 18 bps to yield 5.24%.

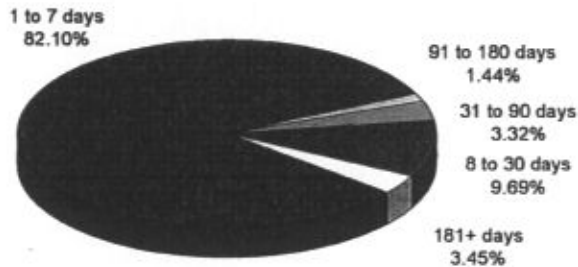
The Fed is expected to hold firm through the third quarter. However, the second half growth forecast will probably entail further modest declines in the unemployment rate. This scenario, with the absence of further downside volatility in the equity market, and the backdrop of a gradually abating housing drag, could set the case for additional Fed tightening in the fourth quarter. Core inflation seems to have bottomed, with goods price inflation set to accelerate in response to the pick up in industrial activity. The economy is poised for above-trend growth in the second half with continued inventory building and strong consumer spending being key near-term drivers.

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



## Information at a Glance

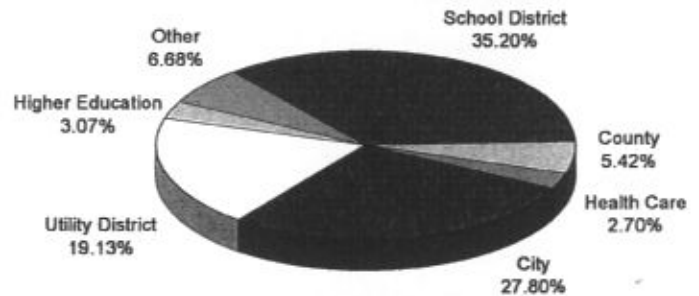
### Portfolio by Type of Investment As of July 31, 2007



Repurchase Agreements  
86.92%



### Portfolio by Maturity As of July 31, 2007



### Distribution of Participants by Type As of July 31, 2007

## Performance

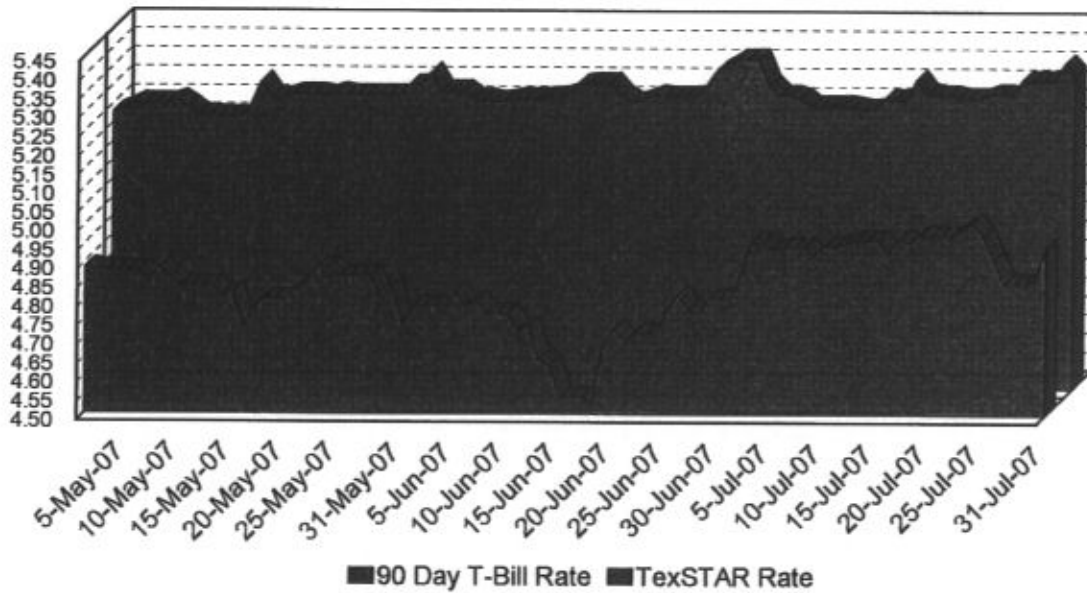
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Jul 07	5.2829%	\$ 5,037,425,646.08	\$ 5,037,616,062.72	1.000037	18	22	554
Jun 07	5.2883%	4,850,271,396.79	4,850,377,392.01	1.000014	18	25	543
May 07	5.2613%	4,809,313,042.18	4,809,314,578.92	1.000000	11	20	531
Apr 07	5.2803%	5,032,146,136.61	5,031,747,141.26	0.999920	13	23	523
Mar 07	5.2999%	5,200,629,725.85	5,200,442,100.26	0.999957	11	26	513
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

## Portfolio Asset Summary as of July 31, 2007

	Book Value	Market Value
Uninvested Balance	\$ 1,351.10	\$ 1,351.10
Accrual of Interest Income	4,811,562.85	4,811,562.85
Interest and Management Fees Payable	(22,490,198.28)	(22,490,198.28)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreements	4,400,082,000.00	4,400,082,000.00
Government Securities	655,020,930.41	655,211,347.05
<b>Total</b>	<b>\$ 5,037,425,646.08</b>	<b>\$ 5,037,616,062.72</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 July 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-Jul-07	5.3719%	0.000147176	4,850,271,396.79	1.000014	21	25
2-Jul-07	5.3028%	0.000145282	4,850,242,932.51	1.000016	21	25
3-Jul-07	5.2762%	0.000144554	4,852,490,775.71	1.000014	21	25
4-Jul-07	5.2762%	0.000144554	4,852,490,775.71	1.000014	21	25
5-Jul-07	5.2683%	0.000144337	4,853,297,454.18	1.000007	20	24
6-Jul-07	5.2473%	0.000143761	4,860,565,091.10	1.000004	20	24
7-Jul-07	5.2473%	0.000143761	4,860,565,091.10	1.000004	20	24
8-Jul-07	5.2473%	0.000143761	4,860,565,091.10	1.000004	20	24
9-Jul-07	5.2497%	0.000143827	4,906,087,421.73	1.000005	19	23
10-Jul-07	5.2441%	0.000143673	4,876,156,973.93	1.000005	19	23
11-Jul-07	5.2401%	0.000143565	4,883,491,409.29	1.000005	19	23
12-Jul-07	5.2408%	0.000143583	4,862,673,680.73	1.000003	19	23
13-Jul-07	5.2661%	0.000144278	4,831,272,351.90	1.000006	19	23
14-Jul-07	5.2661%	0.000144278	4,831,272,351.90	1.000006	19	23
15-Jul-07	5.2661%	0.000144278	4,831,272,351.90	1.000006	19	23
16-Jul-07	5.3174%	0.000145683	4,825,135,601.97	1.000004	18	22
17-Jul-07	5.2825%	0.000144727	4,800,016,078.59	1.000009	18	22
18-Jul-07	5.2780%	0.000144604	4,838,455,088.87	1.000012	18	22
19-Jul-07	5.2766%	0.000144564	4,961,272,723.46	1.000011	17	21
20-Jul-07	5.2702%	0.000144389	5,074,211,951.91	1.000020	17	20
21-Jul-07	5.2702%	0.000144389	5,074,211,951.91	1.000020	17	20
22-Jul-07	5.2702%	0.000144389	5,074,211,951.91	1.000020	17	20
23-Jul-07	5.2805%	0.000144670	5,060,710,091.90	1.000017	16	20
24-Jul-07	5.2810%	0.000144684	5,141,157,473.42	1.000014	16	20
25-Jul-07	5.2775%	0.000144588	5,199,760,371.22	1.000020	16	19
26-Jul-07	5.3157%	0.000145636	5,192,233,009.29	1.000037	15	19
27-Jul-07	5.3163%	0.000145652	5,197,841,465.22	1.000042	16	19
28-Jul-07	5.3163%	0.000145652	5,197,841,465.22	1.000042	16	19
29-Jul-07	5.3163%	0.000145652	5,197,841,465.22	1.000042	16	19
30-Jul-07	5.3610%	0.000146877	5,064,597,829.28	1.000045	16	19
31-Jul-07	5.3306%	0.000146043	5,037,425,646.08	1.000037	16	19
Average	5.2829%	0.000144738	4,961,278,687.58		18	22

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>

**For more information contact TexSTAR Participant Services ★ 1-800-TEX-STAR ★ [www.texstar.org](http://www.texstar.org)**



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

	Budget	Actual Year	Percent	Actual Year
	FY 2007	To Date 6/30/2007	Of Budget	To Date 6/30/2006
<b>Revenue</b>				
Toll Revenue-Cash-183A	410,000.00	384,332.26	93.74%	0.00
Toll Revenue-TxTag-183A	510,000.00	591,842.90	116.05%	0.00
Interest Income	503,050.00	464,805.63	92.40%	457,789.01
Reimbursed Expenditures	51,000.00	58,541.82	114.79%	32,724.88
<b>Total Revenue</b>	<b>1,474,050.00</b>	<b>1,499,522.61</b>	<b>101.73%</b>	<b>490,513.89</b>

	Budget	Actual Year	Percent	Actual Year
	FY 2007	To Date 6/30/2007	Of Budget	To Date 6/30/2006
<b>Expenditures</b>				
Regular	1,210,148.00	1,084,972.06	89.66%	825,454.95
Part Time	17,000.00	14,826.36	87.21%	527.20
Overtime	10,000.00	893.07	8.93%	0.00
Contractual Employees	130,000.00	149,249.32	114.81%	139,599.89
TCDRS	155,866.00	140,465.45	90.12%	113,416.26
FICA	64,527.00	53,112.31	82.31%	44,493.39
FICA MED	17,939.00	15,359.69	85.62%	11,751.69
Health Insurance	117,223.00	89,529.68	76.38%	63,905.17
Life Insurance	1,682.00	1,140.00	67.78%	478.95
Auto Allowance	9,000.00	7,750.00	86.11%	9,100.00
Other Benefits	88,471.00	33,169.91	37.49%	29,534.28
Unemployment Taxes	4,590.00	829.59	18.07%	3,253.45
Workers Compensation	5,324.00	0.00		471.66
<b>Total Salaries &amp; Wages</b>	<b>1,831,770.00</b>	<b>1,591,297.44</b>	<b>86.87%</b>	<b>1,246,566.57</b>

	Budget	Actual Year	Percent	Actual Year
	FY 2007	To Date 6/30/2007	Of Budget	To Date 6/30/2006
<b>Contractual Services</b>				
<b>Professional Services</b>				
Accounting	12,000.00	7,347.09	61.23%	24,583.59
Auditing	35,000.00	16,247.50	46.42%	10,800.00
Financial Advisors	4,000.00	0.00		29,320.00
General Engineering Consultant	450,000.00	0.00		5,568.75
General System Consultant	100,000.00	0.00		0.00
Toll Collection contract	1,200,000.00	411,278.70	34.27%	0.00
Traffic Management	0.00	10,006.96		0.00
Human Resources	22,000.00	16,324.88	74.20%	5,863.04
Legal	300,000.00	159,745.13	53.25%	286,417.25
Photography	15,000.00	17,630.36	117.54%	13,117.66
Traffic & Revenue Consultants	40,000.00	10,000.00	25.00%	0.00
Communications and Marketing	150,000.00	100,136.28	66.76%	0.00
Transcripts	2,000.00	0.00		1,900.00
<b>Total Professional Services</b>	<b>2,330,000.00</b>	<b>748,716.90</b>	<b>32.13%</b>	<b>377,675.29</b>

	Budget FY 2007	Actual Year To Date 6/30/2007	Percent Of Budget	Actual Year To Date 6/30/2006
<b>Other Contractual Services</b>				
IT Services	25,000.00	15,028.85	60.12%	9,941.18
Graphic Design Services	50,000.00	5,750.00	11.50%	44,064.02
Website Maintenance	20,000.00	16,932.15	84.66%	31,903.00
Research Services	45,000.00	2,005.95	4.46%	47,588.07
Copy Machine	13,000.00	7,673.14	59.02%	4,443.68
Software licenses	21,675.00	21,033.80	97.04%	0.00
Advertising	50,000.00	57,793.43	115.59%	54,163.57
Direct Mail	20,000.00	25,293.39	126.47%	0.00
Video Production	50,000.00	103,941.48	207.88%	28,217.00
Television	150,000.00	180,396.64	120.26%	0.00
Radio	50,000.00	39,274.34	78.55%	0.00
Other Public Relations	0.00	51,650.41		192,139.93
Security Contracts	60,000.00	68,736.65	114.56%	0.00
Cell Phones	10,170.00	5,141.32	50.55%	6,160.89
Local	18,240.00	11,004.67	60.33%	3,377.02
Long Distance	2,400.00	786.21	32.76%	151.13
Internet	4,000.00	3,672.00	91.80%	2,016.95
Other Communication Expense	1,000.00	546.95	54.70%	1,608.12
Dues & Subscriptions	7,200.00	2,070.70	28.76%	4,936.71
Memberships	18,950.00	12,129.85	64.01%	6,595.00
Continuing Education	9,000.00	2,584.95	28.72%	2,245.00
Professional Development	11,000.00	950.00	8.64%	9,266.10
Seminars and Conferences	21,400.00	27,350.00	127.80%	10,431.72
Total Travel	70,500.00	27,946.42	39.64%	44,330.02
Other Contractual Svcs	9,000.00	9,571.93	106.35%	4,257.27
Roadway maintenance contract	670,000.00	5,495.58	0.82%	0.00
Contractual Contingencies	161,000.00	479.26	0.30%	0.00
<b>Total Other Contractual Services</b>	<b>826,860.00</b>	<b>705,240.07</b>	<b>85.29%</b>	<b>508,714.33</b>

<b>Total Contractual Expenses</b>	<b>3,156,860.00</b>	<b>1,453,956.97</b>	<b>46.06%</b>	<b>886,389.62</b>
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	Budget FY 2007	Actual Year To Date 6/30/2007	Percent Of Budget	Actual Year To Date 6/30/2006
<b>Materials and Supplies</b>				
Books & Publications	3,600.00	3,276.14	91.00%	5,460.85
Office Supplies	18,750.00	9,239.71	49.28%	16,266.71
Computer Supplies	17,500.00	6,471.12	36.98%	6,177.76
Copy Supplies	6,000.00	0.00		0.00
Annual Report	20,000.00	20,245.87	101.23%	14,950.00
Other Reports	60,500.00	54,441.27	89.99%	0.00
Direct Mail	0.00	3,455.00		24,483.00
Office Supplies	18,350.00	4,918.14	26.80%	3,679.12
Maintenance Supplies	500.00	0.00		0.00
Promotional Items	12,500.00	14,144.25	113.15%	0.00
Displays	10,000.00	13,201.12	132.01%	1,750.00
Tools & Equipment	2,250.00	1,188.67	52.83%	920.88
Misc Materials & Supplies	6,000.00	1,683.23	28.05%	381.85
<b>Total Materials &amp; Supplies Exp</b>	<b>175,950.00</b>	<b>132,264.52</b>	<b>75.17%</b>	<b>74,208.02</b>

	Budget FY 2007	Actual Year To Date 6/30/2007	Percent Of Budget	Actual Year To Date 6/30/2006
<b>Operating Expenses</b>				
Gasoline	10,000.00	311.30	3.11%	18.92
Mileage Reimbursement	8,200.00	7,194.08	87.73%	7,436.89
Parking	22,100.00	23,857.36	107.95%	2,147.64
Graffiti Removal	0.00	1,722.40		0.00
Meeting Facilities	3,000.00	5,000.00	166.67%	715.20
Community Events	20,000.00	1,366.37	6.83%	0.00
Meeting Expense	4,900.00	3,264.31	66.62%	3,358.09
Public Notices	3,500.00	328.75	9.39%	565.16
Postage	11,500.00	17,277.12	150.24%	4,577.78
Overnight Services	2,200.00	274.01	12.46%	294.20
Delivery Services	3,200.00	2,013.07	62.91%	1,966.13
Insurance	26,200.00	31,830.28	121.49%	18,802.61
Reimbursements	1,150.00	1.36	0.12%	39.21
Repair and Maintenance	3,600.00	0.00		158.00
Repair & Maintenance-Vehicles	1,000.00	101.20	10.12%	0.00
Rent	162,290.00	182,683.47	112.57%	53,301.30
Water	17,000.00	0.00		0.00
Electricity	7,400.00	23,487.37	317.40%	735.90
Natural Gas	500.00	0.00		163.59
Amortization Expense	30,000.00	34,546.68	115.16%	12,635.53
Dep Exp- Furniture & Fixtures	12,000.00	10,534.02	87.78%	4,186.62
Dep Expense - Equipment	12,000.00	9,384.72	78.21%	4,161.74
Dep Expense-Communic Equip	6,000.00	5,998.59	99.98%	2,935.08
Depreciation Expense-Computers	48,000.00	28,168.75	58.68%	43,893.78
Recruitment	4,000.00	0.00		1,306.16
Community Initiative Grants	200,000.00	125,192.00	62.60%	32,500.00
<b>Total Operating Expense</b>	<b>619,740.00</b>	<b>514,537.21</b>	<b>83.02%</b>	<b>195,899.53</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	25,000.00	100.00%	0.00
Trustee Fees	3,800.00	4,849.99	127.63%	3,483.37
Bank Fees	1,000.00	2,385.84	238.58%	350.67
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>46,735.83</b>	<b>75.02%</b>	<b>14,334.04</b>
<b>Total Expenses</b>	<b>5,846,620.00</b>	<b>3,738,791.97</b>	<b>63.95%</b>	<b>2,417,397.78</b>
<b>Net Income</b>	<b>-4,372,570.00</b>	<b>-2,239,269.36</b>		<b>-1,926,883.89</b>

Central Texas Regional Mobility Authority  
Balance Sheet

As of

June 30, 2007

June 30, 2006

**Assets**

**Current Assets**

Cash in Operating Fund	35,704.56		(83,496.15)
Chase-Regions Trustee Account	5,595.45		0.00
Regions Trustee cash account	3,385.64		0.00
Cash In TexSTAR	7,413,353.77		7,246,752.49
Cash in Chase Money Mkt Funds	0.00		8,005,326.80
Money Market Payroll Account	1,896.79		0.00
Fidelity Government MMA	593,936.99		0.00
Restricted Cash-TexStar	64,081,248.60		21,931,006.77
<b>Total Cash Equivalents</b>	<b>72,090,436.15</b>		<b>37,183,086.06</b>
Accounts Receivable	4,660.87		1,361.30
Due From Other Funds	145,510.38		0.00
Due From TTA	260,490.00		0.00
Due From NTTA	7,277.00		0.00
Due From HCTRA	16,032.00		0.00
Interest Receivable	42,812.50		97,381.93
Agencies	4,467,084.14		18,252,663.25
Prepaid Insurance	16,409.38		10,484.26
Prepaid Expenses	0.00		2,849.99
<b>Total Prepaid Expenses</b>	<b>16,409.38</b>		<b>13,334.25</b>
<b>Total Current Assets</b>	<b>77,095,398.07</b>		<b>55,464,330.64</b>

**Construction Work In Process**

Utility Relocation Expense	61,460.46		31,582.56
Consulting-Admin Services	687,052.37		658,809.46
Consulting-Reimbursed Expenses	5,766.34		121.82
Environmental Fees	398,750.00		398,750.00
Funding Costs	30,000.00		30,000.00
Legal Fees-Construction	2,367,786.66		1,825,481.80
Traffic & Revenue Analysis	2,630,741.88		1,933,383.81
Unsuccessful Proposers	356,625.82		356,625.82
Engineering	4,614,836.56		1,767,193.20
Right of Way	18,632,638.41		116,126.61
<b>Total Preliminary Costs</b>	<b>29,785,658.50</b>		<b>7,118,075.08</b>
Public Involvement	401,551.11		173,044.89
CDA Oversight	8,639,538.31		4,204,927.75
Engineering	14,082,913.49		14,082,913.49
<b>Total Construction Engineering</b>	<b>23,124,002.91</b>		<b>18,460,886.13</b>
Design	31,094,826.51		24,702,423.47
Construction-CDA	137,345,205.53		86,116,200.15
Other Construction Costs	402,573.28		75,465.53
<b>Total Construction</b>	<b>168,842,605.32</b>		<b>110,894,089.15</b>
Toll Collection System	8,208,950.34		2,583,715.12
Accrued Interest Income	(14,416,434.84)		(10,018,319.00)
Accrued Interest Expense	27,524,716.84		16,013,333.04
Amortization of Bond Premium	(3,701,455.14)		(2,121,069.00)
Amortization Bond Disc Invest	(326,769.75)		(102,288.16)
<b>Total Accrued Interest</b>	<b>9,080,057.11</b>		<b>3,771,656.88</b>
Amortization Bond Issue Costs	3,360,843.92		1,928,528.72
<b>Total Construction WIP</b>	<b>242,402,118.10</b>		<b>144,756,951.08</b>

<b>Fixed Assets</b>				
Computers	115,571.52		115,571.52	
Accum Deprec-Computers	<u>(90,772.97)</u>	24,798.55	<u>(62,604.22)</u>	52,967.30
Computer Software	95,156.88		95,156.88	
Accumulated Amortization-Software	<u>(40,322.88)</u>	54,834.00	<u>(11,627.76)</u>	83,529.12
Furniture and Fixtures	63,586.66		49,900.17	
Accum Deprec-Furn & Fixtures	<u>(14,720.64)</u>	48,866.02	<u>(4,186.62)</u>	45,713.55
Equipment	30,721.93		28,777.93	
Accum Deprec-Equipment	<u>(13,546.46)</u>	17,175.47	<u>(4,161.74)</u>	24,616.19
Autos and Trucks	16,295.00		0.00	
Communication Equipment	30,743.13		29,556.02	
Accum Deprec-Comm Equip	<u>(8,933.67)</u>	21,809.46	<u>(2,935.08)</u>	26,620.94
Leasehold Improvements		46,517.90		39,953.07
<b>Total Fixed Assets</b>		<b>230,296.40</b>		<b>273,400.17</b>
<b>Other Assets</b>				
Security Deposits		<b>8,643.30</b>		<b>8,643.30</b>
<b>Long Term Investments</b>				
GIC		10,310,831.92		112,820,230.32
<b>Other Assets</b>				
Intangible Assets		650.00		0.00
2005 Bond Issuance Costs		9,569,525.24		11,001,840.44
<b>Total Assets</b>		<b>339,617,463.03</b>		<b>324,325,395.95</b>
<b>Liabilities</b>				
<b>Current Liabilities</b>				
Accounts Payable		4,670,343.11		7,982,632.85
Salaries Payable		31,186.68		24,848.75
Interest Payable		5,759,913.06		5,707,804.97
Due to other Funds		145,510.38		0.00
Deferred Compensation Payable		4,312.26		3,262.26
TCDRS Payable		26,391.77		22,899.76
Due to other Entities		692.31		692.31
FICA Payable		4,906.36		4,653.20
FICA MED Payable		1,353.76		1,088.22
Federal Withholding Payable		5,877.00		4,748.00
Due to State of Texas		19.38		99.39
Total Due to other Entities		12,156.50		0.00
<b>Total Current Liabilities</b>		<b>10,650,506.07</b>		<b>13,752,729.71</b>
<b>Long Term Liabilities</b>				
Retainage Payable		8,721,248.89		5,657,712.95
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		6,156,751.41		7,737,137.55
Total Long Term Liabilities		<b>250,203,456.48</b>		<b>247,965,114.30</b>
<b>Total Liabilities</b>		<b>260,853,962.55</b>		<b>261,717,844.01</b>
<b>Net Assets Section</b>				
Contributed Capital		18,430,634.57		
Net Assets beginning		62,572,135.27		64,499,019.16
Current Year Operations		<u>(2,239,269.36)</u>		<u>(1,891,467.22)</u>
<b>Total Liabilities and Net Assets</b>		<b>339,617,463.03</b>		<b>324,325,395.95</b>