



**CENTRAL TEXAS
Regional Mobility Authority**

Regular Meeting of the Board of Directors

9:00 a.m

Wednesday, November 19, 2014

Lowell H. Lebermann, Jr., Board Room
3300 N. IH-35, Suite 300
Austin, Texas 78705

AGENDA

No action on the following:

1. Welcome and opening remarks by the Chairman and members of the Board of Directors.
2. Opportunity for public comment – See **Notes** at the end of this agenda.

Consent Agenda

The Consent Agenda includes routine or recurring items for Board action with a single vote. The Chairman or a Board Member may defer any Consent Agenda item for separate consideration under the Regular Agenda.

3. Approve the annual compliance report to the Texas Department of Transportation required by 43 Texas Administrative Code §26.65.

Regular Items

Items for the Board to discuss, consider, and take appropriate action.

4. Approve the minutes for the October 29, 2014, Regular Board Meeting.
5. Approve the financial statements for October 2014.
6. Approve a change order with Central Texas Mobility Constructors, LLC to minimize impacts to a wetland west of Harris Branch.
7. Approve a change order with Central Texas Mobility Constructors, LLC for eastern terminus geometric revisions.

8. Amend the Policy Code provisions for procurements of general goods and services using a competitive sealed proposal and authorize procurements under that process for contracts to provide roadway maintenance services.

Briefings and Reports

Items for briefing and discussion, but no action to be taken by the Board.

9. Update on the MoPac Improvement Project.
10. Update on the MoPac Express Lanes information Campaign.
11. Executive Director's report.
 - A. Project Updates.

Executive Session

Under Chapter 551 of the Texas Government Code, the Board may recess into a closed meeting (an executive session) to deliberate any item on this agenda if the Chairman announces the item will be deliberated in executive session and identifies the section or sections of Chapter 551 that authorize meeting in executive session. A final action, decision, or vote on a matter deliberated in executive session will be made only after the Board reconvenes in an open meeting.

The Board may deliberate the following items in executive session if announced by the Chairman:

12. Discuss legal issues related to claims by or against the Mobility Authority; pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation With Attorney).

Reconvene in Open Session.

13. Adjourn Meeting.

Notes

Opportunity for Public Comment. At the beginning and at the end of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to the Mobility Authority's jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the public comment period. If a speaker's topic is not listed on this agenda, the Board may not deliberate the speaker's topic or question the speaker during the open comment period, but may direct staff to investigate the matter or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not deliberate or act on an item that is not listed on this agenda.

Public Comment on Agenda Items. A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board takes up consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Meeting Procedures. The order and numbering of agenda items is for ease of reference only. After the meeting is convened, the Chairman may rearrange the order in which agenda items are considered, and the Board may consider items on the agenda in any order or at any time during the meeting.

*Mobility Authority Board Meeting Agenda
Wednesday, November 19, 2014*

Persons with disabilities. If you plan to attend this meeting and may need auxiliary aids or services, such as an interpreter for those who are deaf or hearing impaired, or if you are a reader of large print or Braille, please contact Jennifer Guernica at (512) 996-9778 at least two days before the meeting so that appropriate arrangements can be made.

Español. Si desea recibir asistencia gratuita para traducir esta información, llame al (512) 996-9778.



CENTRAL TEXAS
Regional Mobility Authority

AGENDA ITEM #1 SUMMARY

Welcome, Opening Remarks and Board Member Comments.

Welcome, Opening Remarks and Board Member Comments

Board Action Required: No



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #2 SUMMARY

Open Comment Period for Public Comment.
Public Comment on Agenda Items.

Open Comment Period for Public Comment - At the beginning of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to CTRMA's jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the open comment period. If the speaker's topic is not listed on this agenda, the Board may not deliberate the topic or question the speaker during the open comment period, but may direct staff to investigate the subject further or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not act on an item that is not listed on this agenda.

Public Comment on Agenda Items - A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board's consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Board Action: No



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #3 SUMMARY

Approve the annual compliance report to the Texas Department of Transportation required by 43 *Texas Administrative Code* §26.65.

Department: Finance; Law

Associated Costs: None

Funding Source: None

Board Action Required: Yes

Description of Matter:

Rule 26.65 adopted by the Texas Department of Transportation requires each regional mobility authority to file a report with TxDOT to confirm a regional mobility authority complied with reporting requirements established by state law and the rule. The rule further provides the compliance report must be approved by the board of directors of the regional mobility authority and certified by its executive director. The attached resolution provides the required board approval for the compliance report.

Attached documentation for reference:

Draft Resolution, with the compliance report attached as an exhibit

Contact for further information:

Cindy Demers, Controller

Andrew Martin, General Counsel

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

RESOLUTION NO. 14-____

**APPROVING THE ANNUAL COMPLIANCE REPORT TO
THE TEXAS DEPARTMENT OF TRANSPORTATION
REQUIRED BY 43 *TEX. ADMIN. CODE* § 26.65.**

WHEREAS, the Texas Department of Transportation has adopted rules codified at Subchapter G, Chapter 26, Title 43 of the Texas Administrative Code that require the Mobility Authority to report certain financial information including the annual budgets and independent audits to Travis County and Williamson County, the counties that are a part of the Central Texas Regional Mobility Authority; and

WHEREAS, by Resolution No. 14-050 enacted June 25, 2014, the Board approved the budget for fiscal year 2014; and

WHEREAS, by Resolution No. 14-057 enacted October 29, 2014, the Board approved the independent audits of the Mobility Authority for the fiscal year ending June 30, 2014, prepared by PMB Helin Donovan, LLP, by the action of its Audit Committee; and

WHEREAS, the Compliance Report attached as Exhibit 1 to this resolution reports to the Texas Department of Transportation the information required by 43 *TEX. ADMIN. CODE* § 26.65.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the Compliance Report in the form attached as Exhibit 1 to this resolution, and authorizes the Executive Director to certify and submit the Compliance Report to the Texas Department of Transportation.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 19th day of November, 2014.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 14-____
Date Passed: 11/19/2014

Exhibit 1

Compliance Report

[on the following 2 pages]

**Central Texas Regional Mobility Authority
Compliance Report**

Texas Administrative Code Title 43, Part I, Chapter 26, Subchapter G
§26.65(a) Annual Reports to the Commission

Compliance Rule	Compliance Statement	Certification
<i>Rule §26.61 Written Reports:</i>		
The annual operating and capital budgets adopted by the RMA year.	The Mobility Authority submitted to Travis and Williamson Counties copies of its annual operating and capital budgets adopted June 25, 2014 for Fiscal Year 2015 beginning July 1, 2014.	Board of Directors approved the FY 2015 Budget by Resolution No. 14-050 enacted on June 25, 2014.
Any annual financial information and notices of material events required to be disclosed under Rule 15c2-12 of the SEC.	No financial information or notices are required to be disclosed; not applicable.	
To the extent not disclosed in another report required in this compliance report, a statement of any surplus revenue held by the RMA and a summary of how it intends to use the surplus revenue.	The Mobility Authority did not have any “surplus revenues” in FY 2013-2014, as that term is defined by § 370.003(12) of the Transportation Code.	
An independent auditor's review of the reports of investment transactions prepared under Government Code, §2256.023.	Included as part of the FY 2014 annual audit. See certification below.	FY 2014 annual audit was accepted by the Board of Directors by Resolution 14-077 enacted October 29, 2014.
<i>Rule §26.62 Annual Audit:</i>		
The RMA shall maintain its books and records in accordance with generally accepted accounting principles in the United States and shall have an annual financial and compliance audit of such books and records.	The Mobility Authority received an unqualified opinion for FY 2014 from an independent certified public accountant.	FY 2014 annual audit was accepted by the Board of Directors by resolution 14-077 on October 29, 2014.

Compliance Rule	Compliance Statement	Certification
<i>Rule §26.62 Annual Audit:</i>		
The annual audit shall be submitted to each county or city that is a part of the RMA within 120 days after the end of the fiscal year, and conducted by an independent certified public accountant.	The Mobility Authority notified Travis and Williamson Counties of the acceptance of the FY 2014 audit on October 29, 2014.	FY 2014 annual audit was accepted by the Board of Directors by resolution 14-077 on October 29, 2014.
All work papers and reports shall be retained for a minimum of four years from the date of the audit.	Work papers and reports are retained for a minimum of four years.	
<i>Rule §26.63 Other Reports to Counties and Cities:</i>		
Provide other reports and information regarding its activities promptly when requested by the counties or cities.	The Mobility Authority promptly provides reports and information regarding its activities when requested by Travis County, Williamson County and the City of Austin.	
<i>Rule §26.64 Operating Records:</i>		
The Department will have access to all operating and financial records of the RMA. The executive director will provide notification if access is desired by the department.	The Mobility Authority will provide the Texas Department of Transportation with access to all its operating and financial records when requested by the Department's executive director.	



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #4 SUMMARY

Approve the minutes for the October 29, 2014,
Regular Board Meeting.

Department: Law
Funding Source: None
Board Action Required: Yes (by Motion)
Description of Matter:

Approve the Minutes for the October 29, 2014, Regular Board Meeting

Reference documentation: Draft Minutes, October 29, 2014, Regular Board Meeting

Contact for further information: Andrew Martin, General Counsel

MINUTES

Regular Meeting of the Board of Directors of the CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Wednesday, October 29, 2014
9:00 A.M.

The meeting was held in the Mobility Authority's Lowell H. Lebermann, Jr. Board Room at 3300 N. Interstate 35, #300, Austin, Texas 78705-1849. Notice of the meeting was posted October 24, 2014 at the respective County Courthouses of Williamson and Travis Counties; online on the website of the Secretary of State; online on the website of the Mobility Authority; and in the Mobility Authority's office lobby at 3300 N. Interstate 35, #300, Austin, Texas 78705-1849.

1. **Welcome and Opening Remarks by Chairman Ray Wilkerson.**

Chairman Ray Wilkerson called the meeting to order at 9:06 a.m. and called the roll. Directors present at the time the meeting was called to order were Mr. Jim Mills, Ms. Nikelle Meade, Mr. David Singleton, Mr. Bob Bennett, and Mr. David Armbrust. Mr. Charles Heimsath was not present for the meeting.

2. **Presentation of the Lowell H. Lebermann, Jr., Boardroom Plaque.**

Chairman Wilkerson unveiled a plaque of Lowell H. Lebermann, Jr., in honor of his service on the Mobility Authority Board of Directors. Chairman Wilkerson remarked on Mr. Lebermann's leadership in the community, and recognized special guests who attended the presentation. These guests included former Mobility Authority Chairman Bob Tesch, Former Board Member Mike Robinson, Matt Mathias, Scott Flack, Paul Bury, Cynthia Keever, Donald Wertz, and Stacy Young.

3. **Opportunity for Public Comment.**

No public comments were given.

Chairman Wilkerson announced at 9:33 a.m. that the Board would recess the open meeting and would convene the Audit Committee Meeting.

Chairman Bob Bennett called the Audit Committee to order at 9:34 a.m. and took up the following Audit Committee agenda item:

Discuss, consider, and take appropriate action to accept the Fiscal Year 2014 Audit Reports.

Ms. Cindy Demers introduced Don McPhee, audit partner for PMB Helin Donovan, LLP, who conducted the annual audit for fiscal year 2014. Mr. McPhee provided a brief presentation of

the independent audit that was completed for the year ending June 30, 2014. There were no uncorrected audit adjustments or significant corrected misstatements. In addition, the single audit was completed for the year ending June 30, 2014, and found the Mobility Authority to be in compliance with the requirements of OMB A-133.

Mr. Jim Mills moved for acceptance of the audit reports, and Mr. David Singleton seconded the motion. The motion carried unanimously 6-0, and the Audit Committee resolution was approved as drafted.

Chairman Bob Bennett adjourned the Audit Committee meeting at 9:41 a.m. by unanimous consent.

Chairman Wilkerson reconvened the Board meeting to consider the following agenda items:

4. **Approve an amendment to existing work authorizations issued under the contract with CDM Smith Inc. for traffic and revenue studies on Mobility Authority toll projects.**
5. **Approve an amendment to the advance funding agreement with the Texas Department of Transportation for a pilot program using real-time ridesharing technology.**

Chairman Ray Wilkerson presented Items 4 and 5 for Board consideration as the consent agenda.

Mr. David Singleton moved for approval of the consent agenda, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 6-0, and the resolutions for Items 4 and 5 passed on the consent agenda were approved as drafted.

6. **Approve a contract and work authorization with Rodriguez Transportation Group, Inc., for professional engineering design services for the SH 45 SW Project.**

Mr. Wes Burford presented this item. The contract provides for professional engineering, preliminary and final design, public involvement, and estimates necessary for the proposed SH 45 SW Project located in Travis County and Hays County, Texas. Based on the review of the proposed contract and initial work authorization by Mobility Authority staff, staff has determined that the Scope of Services addresses the anticipated project requirements and the level of effort and that the fee is appropriate. Mr. David Armbrust asked if the agency is obligated to move forward with the final design of the project as a result of signing this work authorization. Wes Burford responded no, CTRMA is not compelled in any way to move forward with the project or the final design as a result of signing the work authorization. Burford added that this particular work authorization was put together with specific areas of work effort that required written "notice to proceed" for each of the incremental phases of the final design development. Burford also added that if at any time the Authority decided to stop efforts on the project, we would simply negotiate with RTG the cost for any work they were previously authorized to perform, pay them that amount and we could stop any and all work at will.

Mr. David Armbrust moved for approval, and Mr. David Singleton seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

7. Approve the minutes for the July 20, 2014, Regular Board Meeting.

Chairman Ray Wilkerson presented for Board consideration the minutes for the July 30, 2014 Regular Board Meeting. Mr. David Armbrust moved to approve the minutes as drafted, and Mr. David Singleton seconded the motion. The motion carried unanimously 6-0, and the minutes were approved as drafted.

8. Approve the minutes for the September 24, 2014, Regular Board Meeting.

Chairman Ray Wilkerson presented for Board consideration the minutes for the September 24, 2014 Regular Board Meeting. Mr. David Singleton moved to approve the minutes as drafted, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously 6-0, and the minutes were approved as drafted.

9. Approve the financial statements for September 2014.

Mr. Bill Chapman presented this item. There was nothing unusual to report on the financial statements for September 2014.

Ms. Nikelle Meade moved for approval, and Mr. Bob Bennett seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

10. Report on the automatic toll rate escalation percentage to become effective January 1, 2015, and, if desired, approve a modified toll rate escalation percentage effective January 1, 2015.

Mr. Bill Chapman presented this item. Section 301.003 of the Policy Code provides that on October 1, 2012, and each October 1 thereafter, staff is to calculate a percentage increase in the toll rates charged on all Mobility Authority toll facilities using the formula established by that section. The formula is based on changes to the most recently published non-revised index of Consumer Prices for All Urban Consumers (CPI-U) before seasonal adjustment, as published by the Bureau of Labor Statistics of the U.S. Department of Labor. The reported percentage increase in toll rates is automatically effective on January 1 of the following year unless the board affirmatively votes to modify the percentage. The calculated Toll Rate Escalation Percentage on October 1, 2013, is 1.51%.

The Board took no action to modify this percentage, and therefore the toll rates on all Mobility Authority toll facilities will increase effective January 1, 2014, by the 2014 Toll Rate Escalation Percentage of 1.51% to the amounts shown on the table provided in the backup material.

11. Award a contract for marketing services for the MoPac Express Lanes information campaign.

Mr. Steve Pustelnyk presented this item. To facilitate a smooth and successful deployment of the MoPac Express Lanes, staff recommends the Board award a contract for marketing services for the MoPac Express Lanes information campaign to the firm of Zellmer McConnell, and

that the Board to also authorize the Executive Director to negotiate and execute that contract with Zellmer McConnell for an amount not to exceed \$950,000, consistent with the Procurement Policies and Sellmer McConnell's response to the RFP.

Mr. Bob Bennett moved for approval, and Mr. David Singleton seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

12. Amend the Policy Code to recognize local presence as a consideration in certain procurements.

Mr. Andy Martin requested that this item be postponed for consideration at the next Board meeting.

The Board took no action on this item.

13. Approve a legislative program for issues and proposals affecting the Mobility Authority in the 84th Texas Legislature.

Mr. Andy Martin presented this item. The 84th Legislature will convene January 13, 2015, and will consider legislative proposals and issues that affect the Mobility Authority.

In previous legislative sessions, the Mobility Authority has worked with other regional mobility authorities and tolling entities to address issues of common concern to tolling entities. The proposed legislative program includes common issues anticipated in the upcoming session as well as items of specific concern to the Mobility Authority.

Mr. Jim Mills moved for approval, and Ms. Nikelle Meade seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

14. Approve a proposed settlement agreement in Central Texas Regional Mobility Authority and the State of Texas v. Frederic Clarke Morse, III, et. Al., Cause No. C-1-CV-11-003526, to acquire by eminent domain Parcels 8 and 8E of the Manor Expressway Toll Project, consisting of a 2.175 acre tract in fee simple and a 0.18 acre drainage easement, located at the southeast corner of the intersection of US Highway 290 and US 183 in Travis County.

Mr. Andy Martin presented this item. Staff requests the Board approve a settlement offer of \$815,000, an amount which is agreed to by the landowners.

Mr. Jim Mills moved for approval, and Mr. Bob Bennett seconded the motion. The motion carried unanimously, 6-0, and the resolution was approved as drafted.

Briefing and discussion on the following:

15. Quarterly briefing on the MoPac Improvement Project.

Mr. Joe Schroeder, CH2M Hill and Mr. Paul Petrich, HNTB presented this item. The permitting process with utilities and railroads continues. Construction activities include: bridge,

pavement and retaining wall constructions, storm drain installation, and drilling for large guide sign foundations.

Mr. Paul Petrich announced that while the last approved schedule shows the project is on time, the next schedule update that is currently under review shows the project to be approximately three weeks late. The project team is continuing to monitor the schedule and is working with CH2M Hill to understand how CH2M Hill plans to expedite the necessary work. Mr. David Armbrust asked why the project is currently behind schedule. Mr. Joe Schroeder explained that the contractor encountered a number of issues on the project including boring, which requires additional boring machines. Additionally, CH2M Hill ran into production issues getting the design completed at the beginning of the project, the right of way is tight throughout the project which placed constraints on the working areas not contemplated by CH2M Hill, and the loss of days due to weather has also been a challenge. Chairman Wilkerson thanked Mr. Joe Schroeder for his explanation, but reiterated that the Board has been asking from Day One on a monthly basis if the project was on time, and today was the first time the Board is hearing that the project is behind schedule. Chairman Wilkerson suggested that the project team and staff continue to work together to get the project back on schedule as quickly as possible. Chairman Wilkerson requested that staff, consultants, and the project team put together a detailed report to be presented at the November Board Meeting.

Final design is complete. Substantial completion is anticipated in the Fall of 2015. The project supported 320 jobs during September 2014. The speed limit returned to 65 mph north of US 183. Care bags were delivered to residents along the project. Primary interests include: restriping lanes, tree trimming, bicycle and pedestrian trail closures, construction schedule and lane closures, and express lanes management.

16. Quarterly briefing on the following projects: Maha Loop/Elroy Road, 183/183A Intersection, Bergstrom Expressway, SH 71 Express, SH 45 SW, Oak Hill Parkway, MoPac South, MoPac Intersections, and 183 North.

Mr. Bubba Needham, Mr. Wes Burford, and Ms. Melissa Hurst presented this item.

The Maha Loop/Elroy Road project is expected to open to traffic in spring 2015. Flexible base with TENSAR placement began the beginning of October.

Construction was awarded to M.A. Smith Contracting for the US 183/183A Intersection project. Notice to proceed is anticipated in November 2014, and completion is anticipated in late summer 2015.

The final CSS Open House for the Bergstrom Expressway is scheduled for November 13th, 2014 and a Public Hearing is scheduled for November 19th, 2014 with a decision anticipated in spring 2015.

The SH 71 Express project is anticipated to open to traffic in winter 2016.

There were approximately 800 official comments received during the official comment period for the environmental study for the SH 45 SW project. A decision is anticipated early 2015. Preliminary design and additional data collection activities are underway in preparation for final

design, which is expected to begin late February 2015. A bid award for this project is expected in October 2015.

Oak Hill Parkway CSS process launched at the October 9, 2014 Workshop with over 25 attendees and over 300 online participants. The next Open House Workshop is scheduled for early next year.

An Alternatives Analysis meeting with FHWA and TxDOT was held for the MoPac South environmental study. The next Open House and first CSS workshop is anticipated early 2015.

The schematic design and the majority of the technical memoranda have been submitted to TxDOT for the MoPac Intersections Study. The Study was elevated from a Categorical Exclusion to an Environmental Assessment. A Public Hearing is planned for spring 2015.

Proposals for the 183 North project include two lanes in each direction including studying direct connectors at the SH 45 North interchange and the MoPac interchange. Significant bicycle and pedestrian accommodations are being evaluated. The next Open House is anticipated early next year.

17. Executive Director's report.

Mr. Mike Heiligenstein presented this item and discussed the Mobility Authority's recent bond rating being raised, the TIFIA Master Credit Agreement, the agency's implementation steps for Senate Bill 1792, and an upcoming Maha Loop/Elroy Road tour.

Chairman Ray Wilkerson declared the meeting adjourned at 11:10 a.m. with unanimous consent.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #5 SUMMARY

Accept the financial statements for October 2014.

Department: Finance

Funding Source: None

Board Action Required: Yes

Description of Matter:

Presentation and acceptance of the monthly financial statements for October 2014

Reference documentation: Draft Resolution

Draft Financial Statements for October 2014

Contact for further information: Bill Chapman, Chief Financial Officer

Cindy Demers, Controller

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

RESOLUTION NO. 14-___

ACCEPT THE FINANCIAL STATEMENTS FOR OCTOBER 2014.

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

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

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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of October 2014, and has caused Financial Statements to be prepared and attached to this resolution as Attachments A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Statements for October 2014, attached as Attachment A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 19th day of November, 2014.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 14-___
Date Passed: 11/19/2014

Attachment A

Financial Statements for October 2014

Central Texas Regional Mobility Authority

Balance Sheet

	as of 10/31/2014	10/31/2013	
Assets			
Current Assets			
Cash			
Regions Operating Account	\$ 1,565,202	\$ 975,418	
Cash In TexSTAR	580,914	59,791	
Regions Payroll Account	222,609	263,274	
Restricted Cash			
Fidelity Govt MMA	231,191,246	127,129,931	
Restricted Cash-TexStar	10,632,854	24,624,924	
Overpayments account	59,680	40,460	
Total Cash and Cash Equivalents	244,252,505	153,093,798	
Accounts Receivable			
Accounts Receivable	614,892	17,724	
Due From TTA	304,190	269,612	
Due From NTTA	281,764	179,255	
Due From HCTRA	285,870	149,354	
Due From TxDOT	12,255,017	11,722,405	
Interest Receivable	98,460	137,928	
Total Receivables	13,840,193	12,476,278	
Short Term Investments			
Certificates of Deposit	5,000,000	-	
Agencies	32,848,022	68,598,514	
Total Short Term Investments	37,848,022	68,598,514	
Total Current Assets	295,940,720	234,168,590	
Total Construction In Progress	87,383,644	344,032,568	
Fixed Assets (Net of Depreciation)			
Computers	72,410	100,255	
Computer Software	1,079,949	438,024	
Equipment	7,964	14,136	
Autos and Trucks	5,174	12,072	
Buildings and Toll Facilities	5,773,737	5,950,852	
Highways and Bridges	616,403,536	324,236,211	
Communication Equipment	506,631	702,746	
Toll Equipment	21,705,486	11,786,823	
Signs	11,656,290	8,748,104	
Land Improvements	12,778,145	7,155,063	
Right of Way	85,152,004	46,642,851	
Leasehold Improvements	183,834	178,972	
Total Fixed Assets	755,325,161	405,966,109	
Other Assets			
Intangible Assets	13,585,664	15,032,417	
2005 Bond Insurance Costs	5,070,821	5,337,706	
Prepaid Insurance	83,113	89,184	
Total Other Assets	18,739,597	20,459,307	
Total Assets	\$ 1,157,389,123	\$ 1,004,626,574	

as of 10/31/2014

10/31/2013

Liabilities**Current Liabilities**

Accounts Payable	1,187,368	-
Construction Payable-Maha Loop	11,490,014	-
Overpayments	61,385	41,827
Interest Payable	13,322,738	15,029,850
TCDRS Payable	58,021	37,851
Due to Other Entities	936,392	402,995

Total Current Liabilities		27,055,919	15,512,523
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Long Term Liabilities

Accrued Vac & Sick Leave Payable	189,089	189,089
Total Long Term Payables	189,089	189,089

Bonds Payable

Senior Lien Revenue Bonds		
Senior Lien Revenue Bonds 2010	109,348,754	105,795,068
Senior Lien Revenue Bonds 2011	308,170,016	307,495,656
Senior Refunding Bonds 2013	184,710,000	185,810,000
Sn Lien Rev Bnd Prem/Disc 2010	79,671	119,253
Sn Lien Rev Bnd Prem/Disc 2011	(3,530,121)	(3,671,497)
Sn Lien Rev Bnd Prem/Disc 2013	15,955,812	18,776,637
Total Senior Lien Revenue Bonds	614,734,132	614,325,117

Sub Lien Revenue Bonds		
Subordinated Lien Bond 2011	70,000,000	70,000,000
Sub Refunding Bnds 2013	103,710,000	103,960,000
Sub Lien Bond 2011 Prem/Disc	(1,854,361)	(1,952,343)
Sub Refunding 2013 Prem/Disc	3,626,538	4,122,853
Tot Sub Lien Revenue Bonds	175,482,177	176,130,510

Other Obligations

2011 Regions Draw Down Note	2,747,233	1,799,820
2013 American Bank Loan	5,300,000	5,300,000
Total Other Obligations	8,047,233	7,099,820

Total Long Term Liabilities	798,452,631	797,744,536
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Total Liabilities	825,508,550	813,257,059
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Net Assets

Contributed Capital	35,847,060	18,334,846
Net Assets Beginning	263,492,792	153,684,260
Current Year Operations	32,540,722	19,350,409
Total Net Assets	331,880,573	191,369,515

Total Liabilities and Net Assets	\$ 1,157,389,123	\$ 1,004,626,574
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Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2015	Actual YTD 10/31/2014	Percent of Budget	Actual Prior YTD 10/31/2013
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	22,080,350	8,710,393	39.45%	7,838,597
Toll Revenue-HCTRA-183A	1,089,491	716,333	65.75%	428,078
Toll Revenue-NTTA-183A	1,041,069	217,680	20.91%	302,853
Toll Revenue-TxTag-Manor	8,341,268	2,727,444	32.70%	712,781
Toll Revenue-HCTRA Manor	1,542,774	509,262	33.01%	97,886
Toll Revenue-NTTA-Manor	401,121	96,585	24.08%	31,051
Video Tolls 183A	8,414,300	2,038,662	24.23%	1,838,293
Video Tolls Manor Expressway	4,548,325	658,642	14.48%	254,960
Fee revenue 183A	2,660,832	716,281	26.92%	689,471
Fee revenue Manor Expressway	1,520,242	201,557	13.26%	168,356
Total Operating Revenue	51,639,772	16,592,838	32.13%	12,362,326
Other Revenue				
Interest Income	180,000	119,504	66.39%	58,553
Grant Revenue	2,399,600	40,906,459	1705%	19,657,393
Misc Revenue	-	2,116		347,651
Total Other Revenue	2,579,600	41,028,079	1590%	20,063,597
Total Revenue	\$ 54,219,372	\$ 57,620,917	106.27%	\$ 32,425,923
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,286,142	773,735	33.84%	635,040
Part Time Salary Expense	51,000	-	0.00%	-
Overtime Salary Expense	3,000	-	0.00%	-
Salary Reserve	40,000	-	0.00%	-
TCDRS	334,167	108,597	32.50%	89,302
FICA	104,780	27,401	26.15%	23,648
FICA MED	33,417	11,224	33.59%	9,186
Health Insurance Expense	223,733	62,604	27.98%	64,457
Life Insurance Expense	5,903	1,580	26.76%	583
Auto Allowance Expense	10,200	-	0.00%	-
Other Benefits	190,809	36,489	19.12%	30,921
Unemployment Taxes	12,960	30	0.23%	18
Total Salaries and Wages	3,296,111	1,021,661	31.00%	853,155

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2015	Actual YTD 10/31/2014	Percent of Budget	Actual Prior YTD 10/31/2013
Administrative				
Administrative and Office Expenses				
Accounting	5,000	2,158	43.15%	4,215
Auditing	70,000	43,493	62.13%	51,480
Human Resources	50,000	81,101	162.20%	5,351
IT Services	63,000	24,248	38.49%	6,423
Internet	6,700	549	8.20%	-
Software Licenses	20,200	9,087	44.99%	7,387
Cell Phones	12,100	3,312	27.37%	3,248
Local Telephone Service	25,000	4,845	19.38%	5,103
Overnight Delivery Services	1,700	15	0.88%	78
Local Delivery Services	1,150	-	0.00%	-
Copy Machine	8,000	3,592	44.90%	2,206
Repair & Maintenance-General	500	842	168.34%	-
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	17,700	3,409	19.26%	1,920
Public Notices	2,000	-	0.00%	-
Toll Tag Expense	1,550	656	42.32%	76
Parking	3,400	1,157	34.02%	1,238
Mileage Reimbursement	9,750	1,619	16.61%	1,082
Insurance Expense	180,000	30,860	17.14%	28,678
Rent Expense	490,000	123,608	25.23%	88,792
Legal Services	320,000	-	0.00%	32,522
Total Administrative and Office Expenses	1,293,000	334,549	25.87%	239,799
Office Supplies				
Books & Publications	6,650	708	10.65%	377
Office Supplies	12,000	2,957	24.64%	5,573
Computer Supplies	12,500	5,685	45.48%	4,838
Copy Supplies	2,200	391	17.76%	-
Other Reports-Printing	13,000	414	3.18%	-
Office Supplies-Printed	2,700	760	28.16%	484
Misc Materials & Supplies	3,500	538	15.36%	1,122
Postage Expense	5,600	219	3.91%	192
Total Office Supplies	58,150	11,672	20.07%	12,586

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2015	Actual YTD 10/31/2014	Percent of Budget	Actual Prior YTD 10/31/2013
Communications and Public Relations				
Graphic Design Services	50,000	1,858	3.72%	-
Website Maintenance	65,000	1,195	1.84%	-
Research Services	50,000	3,547	7.09%	3,500
Communications and Marketing	150,000	41,130	27.42%	100
Advertising Expense	260,000	19,841	7.63%	1,394
Direct Mail	5,000	190	3.80%	-
Video Production	30,000	-	0.00%	-
Photography	10,000	-	0.00%	-
Radio	10,000	-	0.00%	-
Other Public Relations	27,500	-	0.00%	-
Promotional Items	10,000	1,795	17.95%	370
Displays	5,000	-	0.00%	-
Annual Report printing	10,000	-	0.00%	-
Direct Mail Printing	5,000	-	0.00%	-
Other Communication Expenses	1,000	5,232	523.19%	254
Total Communications and Public Relations	688,500	74,787	10.86%	5,618
Employee Development				
Subscriptions	1,850	809	43.72%	(5)
Memberships	37,100	1,967	5.30%	1,488
Continuing Education	5,550	3,520	63.42%	596
Professional Development	12,200	-	0.00%	501
Other Licenses	700	457	65.28%	470
Seminars and Conferences	39,000	20,165	51.71%	11,315
Travel	91,000	9,617	10.57%	38,592
Total Employee Development	187,400	36,534	19.50%	52,957
Financing and Banking Fees				
Trustee Fees	16,000	-	0.00%	2,688
Bank Fee Expense	10,000	1,930	19.30%	1,883
Continuing Disclosure	8,500	9,706	114.19%	-
Arbitrage Rebate Calculation	7,000	7,970	113.86%	6,630
Loan Fee Expense	5,000	-	0.00%	-
Rating Agency Expense	50,000	13,500	27.00%	6,000
Total Financing and Banking Fees	96,500	33,106	34.31%	17,201
Total Administrative	2,323,550	490,648	21.12%	328,161

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2015	Actual YTD 10/31/2014	Percent of Budget	Actual Prior YTD 10/31/2013
Operations and Maintenance				
Operations and Maintenance Consulting				
General Engineering Consultant	520,500	(5,718)	0.00%	800
GEC-Trust Indenture Support	69,500	-	0.00%	564
GEC-Financial Planning Support	47,000	5,436	11.57%	8,178
GEC-Toll Ops Support	60,000	1,889	3.15%	-
GEC-Roadway Ops Support	187,000	69,207	37.01%	45,544
GEC-Technology Support	150,000	-	0.00%	25,156
GEC-Public Information Support	1,000	-	0.00%	38
GEC-General Support	225,000	52,274	23.23%	20,627
General System Consultant	175,000	24,903	14.23%	20,413
Traffic and Revenue Consultant	60,000	10,989	18.31%	16,652
Total Ops and Maintenance Consulting	1,495,000	158,980	10.63%	137,972
Road Operations and Maintenance				
Roadway Maintenance	700,000	(143,665)	0.00%	(63,636)
Landscape Maintenance	250,000	82,424	32.97%	35,803
Signal & Illumination Maint	-	43,211		-
Maintenance Supplies-Roadway	-	143		-
Tools & Equipment Expense	500	-	0.00%	-
Gasoline	6,000	897	14.95%	1,045
Repair & Maintenance-Vehicles	1,000	1,724	172.42%	124
Roadway Operations	50,000	-	0.00%	-
Electricity - Roadways	150,000	28,818	19.21%	-
Total Road Operations and Maintenance	1,157,500	13,551	1.17%	(26,664)
Toll Processing and Collection Expense				
Image Processing	3,000,791	711,806	23.72%	463,265
Tag Collection Fees	2,318,079	533,332	23.01%	453,259
Court Enforcement Costs	45,000	12,626	28.06%	-
DMV Lookup Fees	7,000	1,392	19.89%	-
Total Toll Processing and Collections	5,370,870	1,259,155	23.44%	916,524
Toll Operations Expense				
Emergency Maintenance	10,000	-	0.00%	-
Generator Maintenance	27,700	2,600	9.39%	-
Generator Fuel	6,000	-	0.00%	596

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2015	Actual YTD 10/31/2014	Percent of Budget	Actual Prior YTD 10/31/2013
Fire and Burglar Alarm	-	123		-
Elevator Maintenance	2,800	-	0.00%	1,929
Refuse	800	265	33.07%	64
Pest Control	1,600	384	24.00%	128
Custodial	5,440	1,081	19.87%	110
Fiber Optic System	40,000	26,478	66.19%	23,338
Water	7,500	1,394	18.59%	1,537
Electricity	30,000	10,166	33.89%	32,869
ETC spare parts expense	130,000	-	0.00%	-
Repair & Maintenance Toll Equip	5,000	-	0.00%	170
Law Enforcement	257,500	-	0.00%	57,900
ETC Maintenance Contract	1,368,000	341,483	24.96%	202,208
ETC Development	125,000	-	0.00%	-
ETC Testing	60,000	-	0.00%	-
Total Toll Operations	2,077,340	383,973	18.48%	320,849
Total Operations and Maintenance	10,100,710	1,815,660	17.98%	1,348,681
Other Expenses				
Special Projects and Contingencies				
HERO	1,400,000	361,742	25.84%	225,796
Special Projects	1,190,000	167,644	14.09%	1,594
Other Contractual Svcs	130,200	17,104	13.14%	-
Contingency	170,500	-	0.00%	-
Total Special Projects and Contingencies	2,890,700	546,490	18.91%	227,390
Non Cash Expenses				
Amortization Expense	120,000	88,884	74.07%	30,752
Amort Expense - Refund Savings	1,300,000	342,620	26.36%	342,620
Dep Exp- Furniture & Fixtures	14,000	-	0.00%	-
Dep Expense - Equipment	15,000	2,907	19.38%	6,998
Dep Expense - Autos & Trucks	7,000	2,299	32.85%	2,299
Dep Expense-Buildng & Toll Fac	200,000	59,038	29.52%	59,038
Dep Expense-Highways & Bridges	19,000,000	5,537,695	29.15%	3,002,075
Dep Expense-Communic Equip	200,000	65,372	32.69%	65,372
Dep Expense-Toll Equipment	1,860,000	914,279	49.15%	515,492
Dep Expense - Signs	350,000	107,457	30.70%	80,923

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

Account Name	Budget Amount FY 2015	Actual YTD 10/31/2014	Percent of Budget	Actual Prior YTD 10/31/2013
Dep Expense-Land Improvemts	600,000	291,662	48.61%	158,806
Depreciation Expense-Computers	28,000	9,115	32.55%	7,527
Total Non Cash Expenses	23,694,000	7,421,329	31.32%	4,271,902
Total Other Expenses	26,584,700	7,967,819	29.97%	4,499,292
Non Operating Expenses				
Non Operating Expense				
Bond issuance expense	50,000	71,169	142.34%	17,974
Interest Expense	44,384,714	13,698,238	30.86%	6,010,750
Community Initiatives	65,000	15,000	23.08%	17,500
Total Non Operating Expense	44,499,714	13,784,408	30.98%	6,046,224
Total Expenses	\$ 86,804,785	\$ 25,080,195	28.89%	\$ 13,075,513
Net Income	\$ (32,585,413)	\$ 32,540,722		\$ 19,350,410

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2015
as of October 31, 2014

Cash flows from operating activities:

Receipts from Department of Transportation	\$ 29,082,514
Receipts from toll fees	16,758,338
Receipts from other fees	-
Receipts from interest income	220,161.10
Receipts from other sources	14,277,936
Payments to vendors	(3,197,869)
Payments to employees and benefits	(1,062,965)
Net cash flows used in operating activities	<u>56,078,115</u>

Cash flows from capital and related financing activities:

Payments on interest	(19,949,453)
Payment on Bonds/Notes	(302,587)
Acquisitions of property and equipment	(21,677)
Acquisitions of construction in progress	(24,554,176)
Reduction of Construction Payable (Maha Loop)	(4,359,514)
Proceeds from Loans and Notes	-
Net cash flows used in capital and related financing activities	<u>(49,187,407)</u>

Cash flows from investing activities:

Purchase of investments	-
Proceeds from sale or maturity of investments	16,009,000
Net cash flows provided by investing activities	<u>16,009,000</u>

Net increase in cash and cash equivalents	22,899,708
Cash and cash equivalents at beginning of July 2014	221,352,797
Cash and cash equivalents at end of October 2014	<u>\$ 244,252,505</u>

INVESTMENTS by FUND

		Balance		
			October 31, 2014	
Renewal & Replacement Fund				TexSTAR 11,213,768.28
TexSTAR	2,234,181.78			CD's 5,000,000.00
Regions Sweep	562,861.83			Regions Sweep 219,870,743.55
Agencies			2,797,043.61	Agencies 32,848,022.00
TxDOT Grant Fund				
TexSTAR	82,199.24			
Regions Sweep	3,701,757.89			
CD's				
Agencies	5,721,975.69		9,505,932.82	
				\$ 268,932,533.83
Senior Debt Service Reserve Fund				
TexSTAR	590,065.69			
Regions Sweep	30,661,619.17			
Agencies	17,020,406.96		48,272,091.82	
2010 Senior Lien DSF				
Regions Sweep	1,264,852.10			
TexSTAR	-		1,264,852.10	
2011 Debt Service Acct				
Regions Sweep	8,901,210.97		8,901,210.97	
2013 Sr Debt Service Acct				
Regions Sweep	4,668,866.14		4,668,866.14	
2013 Sub Debt Service Account				
Regions Sweep	2,708,913.62		2,708,913.62	
2010 Senior Lien DSRF				
Regions Sweep	-		-	
2011 Sub Debt DSRF				
Regions Sweep	2,025,940.83			
CD's	5,000,000.00		7,025,940.83	
2011 Sub DSF				
Regions Sweep	2,364,155.87		2,364,155.87	
Operating Fund				
TexSTAR	580,913.96			
TexSTAR-Trustee	2,769,445.71			
Regions Sweep	-		3,350,359.67	
Revenue Fund				
TexSTAR	1.00			
Regions Sweep	2,634,185.95		2,634,186.95	
General Fund				
TexSTAR	53.78			
Regions Sweep	14,442,480.15			
Agencies	5,006,831.74		19,449,365.67	
2013 Sub Debt Service Reserve Fund				
Regions Sweep	3,330,577.96			
Agencies	5,098,807.61		8,429,385.57	
MoPac Construction Fund				
Regions Sweep	83,305,245.39		83,305,245.39	
2010-1 Sub Lien Projects Fund				
TexSTAR	785,629.37			
Regions Sweep	-		785,629.37	
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Regions Sweep	122,060.50		122,061.69	
2011 Sub Debt Project fund				
TexSTAR	4,171,156.90			
Agencies				
Regions Sweep	25,337,256.22		29,508,413.12	
2011 Sr Financial Assistance Fund				
Regions Sweep	18,151,134.43		18,151,134.43	
2011 Senior Lien Project Fund				
TexSTAR	119.66			
Regions Sweep	298,691.67			
Agencies			298,811.33	
45SW Trust Account Hays County				
Regions Sweep	500,102.75		500,102.75	
45SW Trust Account Travis County				
Regions Sweep	14,888,830.11		14,888,830.11	
			\$ 268,932,533.83	

CTRMA INVESTMENT REPORT

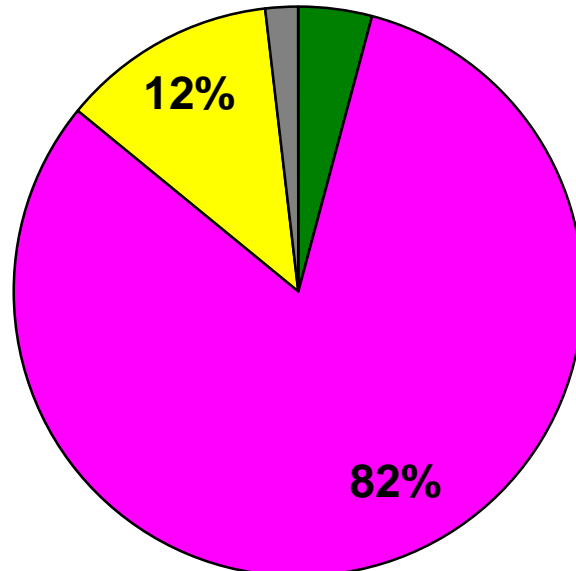
Month Ending 10/31/2014						
Balance 10/1/2014	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 10/31/2014	Rate Oct 14
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund	4,171,020.52		136.38		4,171,156.90	0.039%
2011 Senior Lien Construction Fund	119.66				119.66	0.039%
2010 Senior Lien Construction Fund	1.19				1.19	0.039%
2010-1 Sub Lien Projects General Fund	785,603.67 53.78		25.70		785,629.37 53.78	0.039%
Trustee Operating Fund	3,169,344.62	1,100,000.00	101.09	1,500,000.00	2,769,445.71	0.039%
Renewal and Replacement	2,234,108.74		73.04		2,234,181.78	0.039%
TxDOT Grant Fund	82,196.56		2.68		82,199.24	0.039%
Revenue Fund	1.00				1.00	0.039%
Senior Lien Debt Service Reserve Fund	590,046.40		19.29		590,065.69	0.039%
	11,032,496.14	1,100,000.00	358.18	1,500,000.00	10,632,854.32	
Amount in TexStar Operating Fund						
	580,893.84	1,500,000.00	20.12	1,500,000.00	580,913.96	0.039%
Regions Sweep Money Market Fund						
Operating Fund	0.00	1,100,000.00		1,100,000.00	0.00	0.100%
45SW Trust Account Travis County	2,499,108.82	12,500,000.00	205.41	110,484.12	14,888,830.11	0.100%
45SW Trust Account Hays County	500,061.65	0.00	41.10		500,102.75	0.100%
2010 Senior Lien Project Acct	137,483.22		11.30	15,434.02	122,060.50	0.100%
2011 Sub Lien Project Acct	25,673,730.06		2,351.77	338,825.61	25,337,256.22	0.100%
2011 Senior Lien Project Acct	298,667.12		24.55		298,691.67	0.100%
2011 Sr Financial Assistance Fund	18,150,142.16		992.27		18,151,134.43	0.100%
2010 Senior DSF	966,368.57	298,415.55	67.98		1,264,852.10	0.100%
2011 Senior Lien Debt Service Acct	8,876,669.81	23,812.49	728.67		8,901,210.97	0.100%
2011 Sub Debt Service Fund	2,363,961.57		194.30		2,364,155.87	0.100%
2013 Senior Lien Debt Service Acct	3,771,726.64	896,863.90	275.60		4,668,866.14	0.100%
2013 Subordinate Debt Service Acct	2,179,609.75	529,145.02	158.85		2,708,913.62	0.100%
TxDOT Grant Fund	3,684,955.02		16,802.87		3,701,757.89	0.100%
Renewal and Replacement	573,859.42		47.17	11,044.76	562,861.83	0.100%
Revenue Fund	2,417,583.65	6,143,504.95	120.50	5,927,023.15	2,634,185.95	0.100%
General Fund	12,740,867.47	2,718,076.76	11,743.78	1,028,207.86	14,442,480.15	0.100%
2011 Sub Debt Service Reserve Fund	2,025,774.33		166.50		2,025,940.83	0.100%
Senior Lien Debt Service Reserve Fund	22,650,758.46	8,009,000.00	1,860.71		30,661,619.17	0.100%
2013 Sub Debt Service Reserve Fund	3,330,307.13		270.83		3,330,577.96	0.100%
MoPac Managed Lane Construction Fund	88,051,602.75		6,621.67	4,752,979.03	83,305,245.39	0.100%
	200,893,237.60	32,218,818.67	0.00	42,685.83	13,283,998.55	219,870,743.55
Amount in Fed Agencies and Treasuries						
Amortized Principal	40,865,409.39		(20,107.39)	7,997,280.00	32,848,022.00	
Accrued Interest			30,451.67		30,451.67	
	40,865,409.39	0.00	(20,107.39)	7,997,280.00	32,878,473.67	
Certificates of Deposit						
Total in Pools	5,000,000.00				5,000,000.00	
Total in Money Market	11,613,389.98	2,600,000.00	378.30	3,000,000.00	11,213,768.28	
Total in Fed Agencies	200,893,237.60	32,218,818.67	42,685.83	13,283,998.55	219,870,743.55	
Total in Fed Agencies	40,865,409.39	0.00	(20,107.39)	30,451.67	32,878,473.67	
Total Invested	258,372,036.97	34,818,818.67	(20,107.39)	73,515.80	24,281,278.55	268,962,985.50

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

William Chapman, CFO

Cindy Demers, Controller

Allocation of Funds 4%



- Total in Pools
- Total in Money Market
- Total in Fed Agencies
- Total in CD's

Amount of investments As of October 31, 2014

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	313378LX7	4,013,754.20	4,005,157.83	4,007,920.00	0.0267%	1/9/2014	4/30/2015	General
Federal Home Loan Bank	313378M57	1,004,065.22	1,001,673.91	1,002,340.00	0.0028%	1/9/2014	5/29/2015	General
Freddie Mac	3137EADD8	1,004,940.00	1,000,988.00	1,001,430.00	0.2290%	12/3/2012	4/17/2015	TxDOT Grant Fund
Northside ISD	66702RAG7	1,057,700.00	1,007,693.33	1,008,000.00	0.3580%	12/5/2012	2/15/2015	TxDOT Grant Fund
Federal Home Loan Bank	313371KG0	1,019,000.00	1,010,363.64	1,012,020.00	0.3912%	1/9/2014	10/28/2015	TxDOT Grant Fund
Fannie Mae	3135G0QB2	1,001,990.00	1,001,085.45		0.0381%	1/9/2014	10/22/2015	TxDOT Grant Fund
Fannie Mae	3135G0QB2	1,703,383.00	1,701,845.27	2,708,127.00	0.0381%	1/9/2014	10/22/2015	TxDOT Grant Fund
Fannie Mae	3135G0BY8	Matured	Matured	Matured	0.2150%	2/8/2013	8/28/2014	Senior DSRF
Federal Home Loan Bank	313371W51	12,217,422.00	12,018,118.50	12,217,422.00	0.2646%	2/8/2013	12/12/2014	Senior DSRF
Federal Home Loan Bank	3134G4T57	Called	Called	Called	0.4750%	1/28/2014	1/28/2016	Senior DSRF
Fannie Mae	3135G0VA8	5,003,500.00	5,002,288.46	5,003,500.00	0.0468%	1/23/2014	3/1/3016	Senior DSRF
Federal Home Loan Bank	31398A3T7	5,164,996.34	5,098,807.61	5,105,410.80	0.3660%	1/9/2014	9/21/2015	2013 Sub DSRF
			32,848,022.00	33,066,169.80				

Agency	CUSIP #	COST	Cumulative Amortization	10/31/2014		Interest Income October 31, 2014		
				Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
Federal Home Loan Bank	313378LX7	4,013,754.20	8,596.37	4,005,157.83	4,000,000.00	1,766.67	(859.64)	907.03
Federal Home Loan Bank	313378M57	1,004,065.22	2,391.31	1,001,673.91	1,000,000.00	475.00	(239.13)	235.87
Freddie Mac	3137EADD8	1,004,940.00	3,952.00	1,000,988.00	1,000,000.00	416.67	(164.67)	252.00
Northside ISD	66702RAG7	1,057,700.00	50,006.67	1,007,693.33	1,000,000.00	2,500.00	(1,923.33)	576.67
Federal Home Loan Bank	313371KG0	1,019,000.00	8,636.36	1,010,363.64	1,000,000.00	1,208.33	(863.64)	344.69
Fannie Mae	3135G0QB2	1,001,990.00	904.55	1,001,085.45	1,000,000.00	416.67	(90.45)	326.22
Fannie Mae	3135G0QB2	1,703,383.00	1,537.73	1,701,845.27	1,700,000.00	708.33	(153.77)	554.56
Fannie Mae	3135G0BY8	Matured	Matured	Matured	8,000,000.00			
Federal Home Loan Bank	313371W51	12,217,422.00	199,303.50	12,018,118.50	12,000,000.00	12,500.00	(9,059.25)	3,440.75
Federal Home Loan Bank	3134G4T57	Called	Called	Called	8,000,000.00			0.00
Fannie Mae	3135G0VA8	5,003,500.00	1,211.54	5,002,288.46	5,000,000.00	2,083.33	(134.62)	1,948.71
Federal Home Loan Bank	31398A3T7	5,164,996.34	66,188.73	5,098,807.61	5,026,000.00	8,376.67	(6,618.87)	1,757.80
			342,728.76	32,848,022.00	48,726,000.00	30,451.67	(20,107.37)	10,344.30

October 31, 2014

Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	October 31, 2014 Interest	FUND
Compass Bank	CD 02636	5,000,000	0.35%	2/5/2013	2/5/2015	\$ 1,458.33	2011 Sub DSRF
		<u>5,000,000</u>				<u>\$ 1,458.33</u>	

Travis County Escrow account

Balance	Accrued	Balance
10/1/2014	Interest	10/31/2014
\$ 13,590,940.62	\$ 1,136.68	\$ 11,320,502.67
	Withdrawals	
	\$ 2,271,574.63	



Monthly Newsletter - October 2014

Performance

As of October 31, 2014

Current Invested Balance	\$4,433,918,584.81
Weighted Average Maturity (1)	52 Days
Weighted Average Maturity (2)	87 Days
Net Asset Value	1.000043
Total Number of Participants	788
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$343,496.22
Management Fee Collected	\$194,039.28
% of Portfolio Invested Beyond 1 Year	3.86%
Standard & Poor's Current Rating	AAAm

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

October Averages

Average Invested Balance	\$4,569,191,396.25
Average Monthly Yield, on a simple basis	0.0385%
Average Weighted Average Maturity (1)*	50 Days
Average Weighted Average Maturity (2)*	82 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.

Holiday Reminder

In observance of the Veterans Day holiday, **TexSTAR will be closed Tuesday, November 11, 2014**. All ACH transactions initiated on Monday, November 10th will settle on Wednesday, November 12th.

In observance of the Thanksgiving Day holiday, **TexSTAR will be closed Thursday, November 27, 2014**. All ACH transactions initiated on Wednesday, November 26th will settle Friday, November 28th. Notification of any early transaction deadlines on the day preceding or following this holiday will be sent out by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Economic Commentary

In October, volatility returned to markets in a way not seen in some time, as the five-year Treasury yield fell by -0.41% during the month and then recovered to end the month down only -0.15% at 1.61%. The S&P 500 Index quickly fell to its lowest level since April and then also recovered to end the month at 2018, its highest close for the year to date. Market participants were concerned about slowing economic growth in Europe and China, and market movements seemed to be exacerbated by limited liquidity from dealers, with regulatory constraints on their inventories. Falling commodities prices dampened inflation expectations, weakened emerging markets growth and lowered energy corporate earnings, but should be a boon to consumers. Decent corporate earnings and stronger than expected third quarter U.S. GDP growth appeared to reinvigorate U.S. markets at the end of the month. The Fed held its October meeting at the end of the month, where it finally ended asset purchases (QE3). After an expansion of its balance sheet since 2008 of over \$3.5 trillion, it looks like the Fed has come to the conclusion that the costs of further balance sheet expansion outweigh the additional benefits to the broader economy.

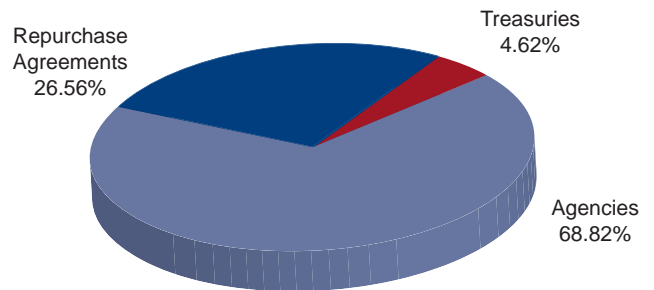
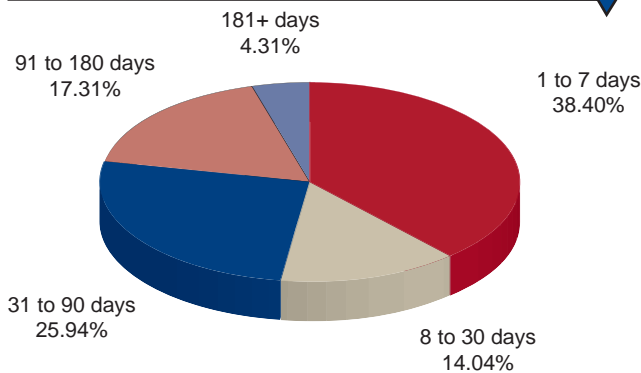
In the U.S., consumption is expected to increase and keep pace with the healthy labor income backdrop. Labor market slack continues to decline, and wage and price inflation should only gradually increase as the frictional levels in labor supply and demand take longer than prior history to develop. Price inflation is likely to be further restrained by global demand weakness and the strengthening U.S. dollar. Foreign central banks are actively devaluing their currencies, creating a deflationary impulse on core goods imported into the U.S. Energy prices are also declining on the stronger U.S. dollar and a supply/demand imbalance in the global marketplace. All of these forces should keep price inflation fairly muted heading into year-end. The Fed signaled a willingness to raise rates in 2015 after concluding its asset purchase program. It is believed that the Fed will remain patient and highly accommodative as it begins to normalize policy in 2015 and beyond. The global growth outlook has a greater level of uncertainty. While the current slowdown is unlikely to derail improvement in U.S. GDP, it could serve as a headwind in the future.

This information is an excerpt from an economic report dated October 2014 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

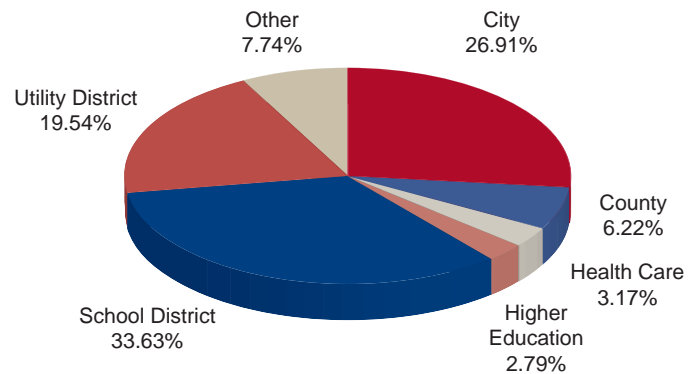
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of October 31, 2014



Portfolio by Maturity As of October 31, 2014



Distribution of Participants by Type As of October 31, 2014

Historical Program Information

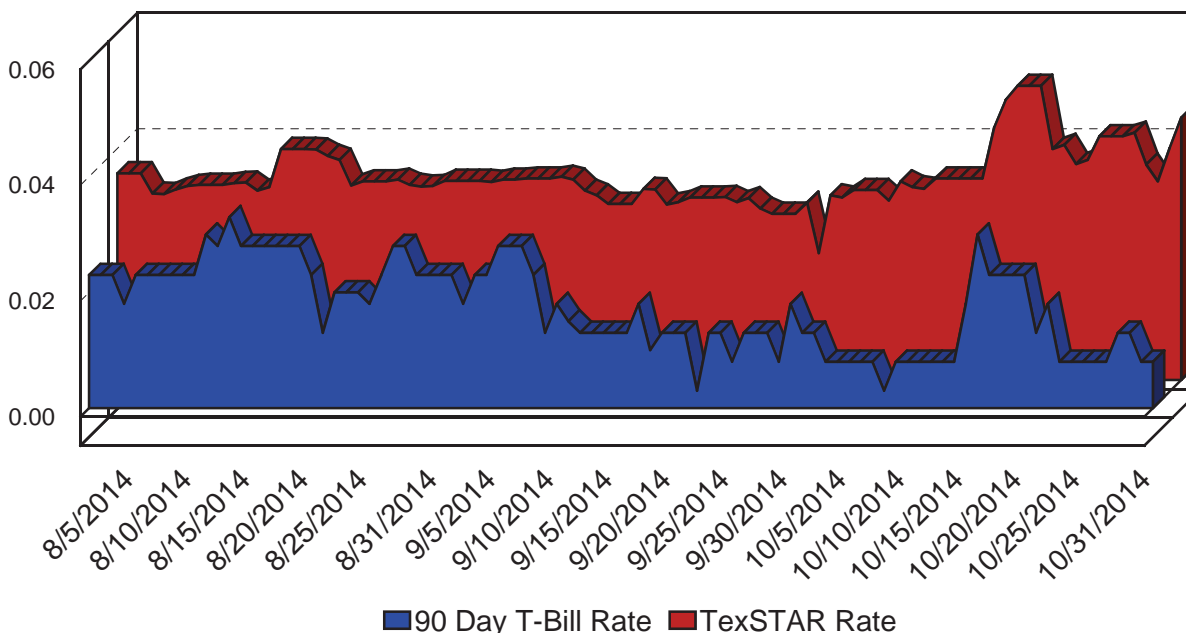
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Oct 14	0.0385%	\$4,433,918,584.81	\$4,434,061,738.75	1.000043	50	82	788
Sep 14	0.0317%	4,479,282,436.21	4,479,598,265.68	1.000070	50	80	788
Aug 14	0.0350%	4,815,579,162.38	4,815,792,254.70	1.000043	52	83	788
Jul 14	0.0323%	4,816,487,266.54	4,816,599,027.29	1.000023	52	81	788
Jun 14	0.0322%	4,682,201,994.16	4,682,381,855.14	1.000038	50	76	788
May 14	0.0273%	5,188,136,060.86	5,188,307,944.39	1.000034	52	74	786
Apr 14	0.0379%	5,297,751,521.64	5,298,035,810.85	1.000053	51	71	784
Mar 14	0.0400%	5,447,221,784.71	5,447,546,676.56	1.000059	51	66	784
Feb 14	0.0318%	5,890,162,246.46	5,890,513,830.50	1.000066	49	65	783
Jan 14	0.0303%	5,518,659,649.58	5,518,895,897.21	1.000048	49	64	781
Dec 13	0.0357%	4,749,571,555.83	4,749,808,699.35	1.000050	52	65	781
Nov 13	0.0405%	4,358,778,907.03	4,358,933,052.64	1.000035	52	63	781

Portfolio Asset Summary as of October 31, 2014

	Book Value	Market Value
Uninvested Balance	\$ 1,342.14	\$ 1,342.14
Accrual of Interest Income	2,531,033.78	2,531,033.78
Interest and Management Fees Payable	(359,879.53)	(359,879.53)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,176,901,000.00	1,176,901,000.00
Government Securities	3,254,845,088.42	3,254,988,242.36
Total	\$ 4,433,918,584.81	\$ 4,434,061,738.75

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

TexSTAR versus 90-Day Treasury Bill



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

Daily Summary for October 2014

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
10/1/2014	0.0319%	0.000000874	\$4,545,956,206.16	1.000066	49	81
10/2/2014	0.0315%	0.000000863	\$4,600,683,753.67	1.000071	48	79
10/3/2014	0.0328%	0.000000898	\$4,538,908,462.98	1.000056	48	78
10/4/2014	0.0328%	0.000000898	\$4,538,908,462.98	1.000056	48	78
10/5/2014	0.0328%	0.000000898	\$4,538,908,462.98	1.000056	48	78
10/6/2014	0.0310%	0.000000848	\$4,500,274,418.96	1.000065	47	78
10/7/2014	0.0343%	0.000000939	\$4,471,266,783.65	1.000065	47	78
10/8/2014	0.0333%	0.000000913	\$4,508,341,682.05	1.000060	47	78
10/9/2014	0.0330%	0.000000904	\$4,486,102,648.32	1.000053	48	79
10/10/2014	0.0348%	0.000000954	\$4,625,950,719.12	1.000056	46	76
10/11/2014	0.0348%	0.000000954	\$4,625,950,719.12	1.000056	46	76
10/12/2014	0.0348%	0.000000954	\$4,625,950,719.12	1.000056	46	76
10/13/2014	0.0348%	0.000000954	\$4,625,950,719.12	1.000056	46	76
10/14/2014	0.0348%	0.000000953	\$4,624,844,181.58	1.000057	47	77
10/15/2014	0.0436%	0.000001195	\$4,664,452,924.34	1.000050	47	77
10/16/2014	0.0484%	0.000001326	\$4,626,254,671.01	1.000044	51	83
10/17/2014	0.0508%	0.000001392	\$4,585,729,302.26	1.000039	51	84
10/18/2014	0.0508%	0.000001392	\$4,585,729,302.26	1.000039	51	84
10/19/2014	0.0508%	0.000001392	\$4,585,729,302.26	1.000039	51	84
10/20/2014	0.0399%	0.000001094	\$4,572,502,064.89	1.000049	50	83
10/21/2014	0.0406%	0.000001112	\$4,580,239,492.96	1.000048	51	85
10/22/2014	0.0373%	0.000001021	\$4,584,663,913.19	1.000033	51	86
10/23/2014	0.0380%	0.000001042	\$4,485,453,592.38	1.000041	52	87
10/24/2014	0.0421%	0.000001153	\$4,608,375,072.57	1.000043	52	86
10/25/2014	0.0421%	0.000001153	\$4,608,375,072.57	1.000043	52	86
10/26/2014	0.0421%	0.000001153	\$4,608,375,072.57	1.000043	52	86
10/27/2014	0.0427%	0.000001169	\$4,602,098,911.46	1.000044	51	85
10/28/2014	0.0372%	0.000001019	\$4,551,301,536.51	1.000037	55	89
10/29/2014	0.0343%	0.000000941	\$4,565,407,633.49	1.000048	54	88
10/30/2014	0.0400%	0.000001096	\$4,538,328,894.40	1.000053	54	88
10/31/2014	0.0453%	0.000001240	\$4,433,918,584.81	1.000043	52	87
Average	0.0385%	0.000001055	\$4,569,191,396.25		50	82

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



TexSTAR Board Members

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

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



J.P.Morgan
Asset Management



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #6 SUMMARY

Approve a change order with Central Texas Mobility Constructors, LLC to minimize impacts to a wetland west of Harris Branch.

Strategic Plan Relevance: Regional Mobility
Department: Engineering
Associated Costs: \$347,534.66
Funding Source: Construction Fund
Board Action Required: Yes

Description of Matter: A wetland on the north side of the Manor Expressway Project and just west of Harris Branch Parkway was discovered during construction. This change order compensates CTMC for the design and construction necessary to minimize impacts to this wetland. Minimization efforts included design and construction of an MSE wall and revisions to the multiple box culvert located in the area.

Reference documentation: Change Order #16
Draft Resolution

Contact for further information: Wesley M. Burford, P.E., Director of Engineering

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

RESOLUTION NO. 14-___

**APPROVING A CHANGE ORDER WITH CENTRAL TEXAS
MOBILITY CONSTRUCTORS, LLC, TO MINIMIZE IMPACTS TO A WETLAND
WEST OF HARRIS BRANCH.**

WHEREAS, by Resolution No. 11-019, dated March 30, 2011, the Board of Directors approved and authorized the Executive Director to execute a design-build comprehensive development agreement with Central Texas Mobility Constructors LLC (“CTMC”) to develop the Manor Expressway Phase II Project (the “Project”), and the design/build comprehensive development agreement contract for construction of the Project was executed and became effective on June 15, 2011; and

WHEREAS, a wetland on the north side of the Project and just west of Harris Branch Parkway was discovered during construction; and

WHEREAS, the Executive Director has negotiated and recommends approval of the proposed change order for the design and construction necessary to minimize impacts to this wetland attached as Exhibit 1, and of the exhibits to that exhibit that are not attached to this resolution but are on file with the Mobility Authority and referenced in Exhibit 1.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed change order with CTMC in the additional amount not to exceed \$347,534.66, in the form or substantially the same form attached as Exhibit 1, to include all exhibits referenced therein; and

BE IT FURTHER RESOLVED, that the change order with CTMC may be finalized and executed by the Executive Director on behalf of the Mobility Authority in the form or substantially the same form attached as Exhibit 1, to include all exhibits referenced therein.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 19th day of November, 2014.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 14-___
Date Passed: 11/19/14

EXHIBIT 1

PROPOSED CHANGE ORDER WITH

CENTRAL TEXAS MOBILITY CONSTRUCTORS

[on the following six pages, but excluding Exhibits referenced therein]



Central Texas Regional
Mobility Authority

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

CHANGE ORDER NUMBER: 16

Project Name:	<u>Manor Expressway Phase II Project</u>
Contract No:	<u>CDA</u>
CCSJ:	<u>0114-02-053</u>
Highway:	<u>290E</u>
County:	<u>Travis</u>
District:	<u>Austin</u>
FAP Number:	<u>NH1101 (012)</u>

- CONTRACTOR: Central Texas Mobility Constructors, LLC
- Change Order Work Limits: Sta. 430+00 to Sta. 440+00
290E 290E
- Type of Change(on federal-aid non-exempt projects): Major (Major/Minor)
- Reasons: 2E (In order of importance - Primary first)

5. Describe the work being revised:
 This change order includes compensation for the Developer to minimize impacts to the wetland west of Harris Branch Parkway that was discovered during construction due to a discrepancy in the original wetland determination study. This minimization included construction of a retaining wall and modifications to the multiple barrel box culvert.

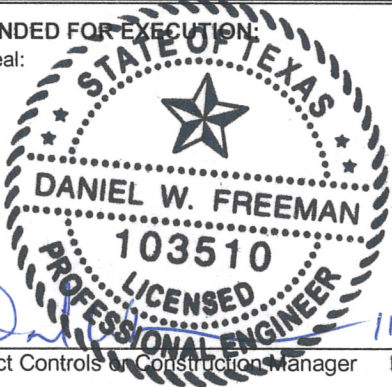
- Work to be performed in accordance with Items: 110, 132, 276, 423, 432, 450, 462, 466, 476, 502, 624
- New or revised plan sheet(s) are attached and numbered: 2RD-053, 2RD-054, 2RW-031A, 2DR-040, 2DR-040A
- New general notes to the contract are attached: Yes No
- New Special Provisions to Item No. and Special Specification Item are attached. N.A.

Each signatory hereby warrants that each has the authority to execute this Change Order (CO).

<p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR Date <u>11/5/2014</u></p> <p>By <u>BH Medlin</u></p> <p>Typed/Printed Name <u>Bradley H. Medlin</u></p> <p>Typed/Printed Title <u>Project Manager</u></p>	<p>The following information must be provided</p> <p>Time Ext. #: <u>N/A</u> Days added on this CO: <u>0</u></p> <p>Amount added by this change order: \$ <u>347,534.66</u></p> <p>For TxDOT/CTRMA/FHWA use only:</p> <p>Current Contract Amount \$ <u>215,016,477.43</u></p> <p>Revised Contract Amount To Date \$ <u>215,364,012.09</u></p> <p>Days FHWA non-participating <u>N/A</u></p> <p>CO Portion FHWA non-participating \$ <u>347,534.66</u></p>
---	---

RECOMMENDED FOR EXECUTION:

Engineers Seal:



- | | |
|--|--|
| <p>(1) <u>Daniel W. Freeman</u> 11/5/14
GEC Project Controls & Construction Manager Date</p> <p>(2) <u>[Signature]</u> 11/5/14
GEC Project Manager Date</p> <p>(7) _____ Date
<input type="checkbox"/> APPROVED <input type="checkbox"/> REQUEST APPROVAL
TxDOT Project Engineer</p> | <p>(3) _____ Date
CTRMA, Director of Engineering
<input type="checkbox"/> APPROVED <input type="checkbox"/> REQUEST APPROVAL</p> <p>(4) _____ Date
CTRMA, General Counsel
<input checked="" type="checkbox"/> APPROVED <input type="checkbox"/> REQUEST APPROVAL</p> <p>(5) _____ Date
CTRMA, Executive Director
<input type="checkbox"/> APPROVED <input type="checkbox"/> REQUEST APPROVAL</p> <p>(6) _____ Date
FHWA Area Engineer (Verbal Approval)
<input type="checkbox"/> APPROVED <input type="checkbox"/> REQUEST APPROVAL</p> <p>(8) _____ Date
FHWA Area Engineer
<input type="checkbox"/> APPROVED <input type="checkbox"/> REQUEST APPROVAL</p> |
|--|--|

Manor Expressway Phase II Project

CHANGE ORDER NUMBER: 16

TABLE A: Force Account Work and Materials Placed into Stock

Estimated Cost:

LABOR	QTY	HOURLY RATE	TOTAL	EQUIPMENT	DAYS	HOURLY RATE	TOTAL
2E				\$0.00			

TABLE B: Contract Items

CHANGE ITEM	REASON CODE	DESCRIPTION	UNIT	ORIGINAL + PREVIOUSLY REVISED			NEW			OVERRUN/ UNDERRUN
				QUANTITY	UNIT PRICE	ITEM COST	QUANTITY	UNIT PRICE	ITEM COST	
EXTRA WORK ITEM	REASON CODE	DESCRIPTION	UNIT	QUANTITY	UNIT PRICE	ITEM COST	QUANTITY	UNIT PRICE	ITEM COST	OVERRUN/ UNDERRUN
xxx-xxxx	2E	SURVEY	HR				60.00	\$ 190.66	\$ 11,439.60	\$ 11,439.60
xxx-xxxx	2E	QUALITY CONTROL	HR				100.00	\$ 122.87	\$ 12,287.00	\$ 12,287.00
xxx-xxxx	2E	DESIGN COSTS	LS				1.00	\$ 47,716.13	\$ 47,716.13	\$ 47,716.13
xxx-xxxx	2E	WETLAND IMPACT STUDY COSTS	LS				1.00	\$ 4,983.48	\$ 4,983.48	\$ 4,983.48
500-2001	2E	MOBILIZATION	LS				1.00	\$ 1,575.00	\$ 1,575.00	\$ 1,575.00
502-2124	2E	BARRICADES, SIGNS, AND TRAFFIC HANDLING	EA				1.00	\$ 3,770.19	\$ 3,770.19	\$ 3,770.19
132-2002	2E	EMBANKMENT (FINAL) (DENS CNTRL)	CY				-600.00	\$ 7.60	\$ (4,560.00)	\$ (4,560.00)
416-2003	2E	DRILL SHAFT (30")	LF				-8.00	\$ 126.00	\$ (1,008.00)	\$ (1,008.00)
540-2005	2E	TERMINAL ANCHOR SECTION	EA				-1.00	\$ 787.50	\$ (787.50)	\$ (787.50)
110-2003	2E	EXCAVATION (SPECIAL)	CY				236.00	\$ 1.68	\$ 396.48	\$ 396.48
276-2181	2E	CEM TRT (PLT MIX)	SF				82.80	\$ 9.45	\$ 782.46	\$ 782.46
423-2001	2E	RETAINING WALL (MSE)	SF				1,825.00	\$ 33.98	\$ 62,007.04	\$ 62,007.04
432-2040	2E	RIPRAP (MOWSTRIP) (5 IN)	CY				22.00	\$ 561.91	\$ 12,362.02	\$ 12,362.02
432-2018	2E	RIPRAP (STONE COMMON) (GROUT) (8")	CY				28.00	\$ 79.05	\$ 2,213.40	\$ 2,213.40
450-2143	2E	RAILING (TY T551)	LF				245.00	\$ 162.92	\$ 39,915.40	\$ 39,915.40
462-2024	2E	CONC BOX CULV (9X5)	LF				20.00	\$ 1,845.50	\$ 36,910.00	\$ 36,910.00
466-2200	2E	HEADWALL (SPECIAL)	EA				1.00	\$ 74,337.96	\$ 74,337.96	\$ 74,337.96
476-xxxx	2E	INSTALL SPLIT CASE ON WATER LINE	LF				255.00	\$ 167.00	\$ 42,585.00	\$ 42,585.00
624-2001	2E	GROUND BOX (TY 1)	EA				1.00	\$ 609.00	\$ 609.00	\$ 609.00
TOTALS						\$ -			\$ 347,534.66	\$ 347,534.66

CHANGE ORDER REASON(S) CODE CHART

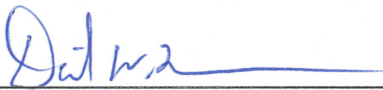
1. Design Error or Omission	1A. Incorrect PS&E 1B. <u>Other</u>
2. Differing Site Conditions (unforeseeable) This change order include	2A. Dispute resolution (expense caused by conditions and/or resulting delay) 2B. Unavailable material 2C. New development (conditions changing after PS&E completed) 2D. 2E 2E. Miscellaneous difference in site conditions (unforeseeable)(Item 9) 2F. Site conditions altered by an act of nature 2G. Unadjusted utility (unforeseeable) 2H. Unacquired Right-of-Way (unforeseeable) 2I. Additional safety needs (unforeseeable) 2J. Other
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Change Order No. 16 -- Revised Contract Amount to Date Summary

Original Contract: \$ 207,297,859.00

	Amount	Description	Revised Contract Amt to Date:
DRB	\$ 24,346.91	Contractually Allowed DRB Expenditures	\$ 207,322,205.91
LDs	\$ (550,000.00)	Liquidated Damages Associated with Interim Development Work	\$ 206,772,205.91
LRs	\$ (108,520.00)	Lane Rental Fees Assessed	\$ 206,663,685.91
Incentive	\$ 540,000.00	Early Completion Incentive - Substantial Completion	\$ 207,203,685.91
C.O. #1	\$ 1,480,445.71	Revised Mainlane and Frontage Road Pavement Sections	\$ 208,684,131.62
C.O. #2	\$ 9,010.88	Force Majeure Event - Discovery of Cistern	\$ 208,693,142.50
C.O. #3	\$ 41,339.71	Broadcast Seeding and Watering at US 183 interchange	\$ 208,734,482.21
C.O. #4	\$ 187,404.28	Mainlane Column Protection in SH 130 median	\$ 208,921,886.49
C.O. #5	\$ 108,388.96	Incorporation of Revised MBGF Standards	\$ 209,030,275.45
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C.O.#9	\$ 700,317.37	Stone & Concrete Riprap at US 183 Interchange	\$ 212,444,293.89
C.O.#10	\$ 186,593.97	Eastbound Frontage Road Pavement Widening Section Revision	\$ 212,630,887.86
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C.O.#12	\$ 278,377.28	Marcasite and Deck Drain Repair	\$ 213,038,413.05
C.O.#13	\$ 80,721.51	Presidential Visit to Project Site	\$ 213,119,134.56
C.O.#14	\$ 1,807,432.32	Additional Asphalt Surface Course	\$ 214,926,566.88
C.O.#15	\$ 89,910.55	SH 130 Hardscaping	\$ 215,016,477.43
C.O.#16	\$ 347,534.66	Wetland Impact Minimization	\$ 215,364,012.09

Summary Prepared by:


 Daniel W. Freeman, PE

11/5/14
 Date

Change Order #16

Table of Contents

Exhibit A – CTRMA Independent Estimate

Exhibit B – Request for Change Proposal 004 (“RCP-004”)

Exhibit C – CTMC Response to RCP-004

Exhibit D – Revised Plans

This change order is the result of a Request for Change Proposal issued by the Central Texas Regional Mobility Authority ("CTRMA"). In late 2011, CTMC discovered a wetland just west of Harris Branch Parkway on the north side of the facility. As a result of this discovery, the CTRMA issued RCP-004 that required CTMC to minimize impacts to this wetland. This required a redesign of the Project at this location. This result of this redesign is an MSE retaining wall (Wall S2-35) and a revision to the multiple box culvert and outfall at the location of the wetland.

Atkins, the General Engineering Consultant for the Manor Expressway Project, performed an independent estimate for the purpose of negotiating this change order. Atkins performed a "level of effort" estimate for the work associated with this change; quantities were independently verified. Contractual mark-ups were applied to this independent estimate. This independent estimate is included in this Exhibit A. Atkins' independent estimate results in a cost increase to the Project in the amount of \$427,095.74. After negotiations with CTMC, this change results in an actual additional cost to the Project in the amount of \$347,534.66.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #7 SUMMARY

Approve a change order with Central Texas Mobility Constructors, LLC for eastern terminus geometric revisions.

Strategic Plan Relevance: Regional Mobility
Department: Engineering
Associated Costs: \$1,180,548.78
Funding Source: Construction Fund
Board Action Required: Yes

Description of Matter: This change order compensates CTMC for design and construction revisions associated with the eastern terminus of the Manor Expressway Project. Specifically, these changes include a geometric revision to the TR-20 ramp to provide safer ingress and egress from Manor New Tech High School, reconstructed driveways for Manor New Tech High School, and a revised eastern terminus to provide for a proper tie-in to TxDOT's impending roadway projects in Manor.

Reference documentation: Draft Resolution
Change Order #17

Contact for further information: Wesley M. Burford, P.E., Director of Engineering

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

RESOLUTION NO. 14-___

**APPROVING A CHANGE ORDER WITH CENTRAL TEXAS MOBILITY
CONSTRUCTORS, LLC, TO FOR EASTERN TERMINUS GEOMETRIC REVISIONS.**

WHEREAS, by Resolution No. 11-019, dated March 30, 2011, the Board of Directors approved and authorized the Executive Director to execute a design-build comprehensive development agreement with Central Texas Mobility Constructors LLC (“CTMC”) to develop the Manor Expressway Phase II Project (the “Project”), and the design/build comprehensive development agreement contract for construction of the Project was executed and became effective on June 15, 2011; and

WHEREAS, CTMC made construction revisions to the eastern terminus of the Project including revisions to the TR-20 ramp to provide safer ingress and egress from Manor New Tech High School, reconstructing driveways for Manor New Tech High School, and constructing a revised eastern terminus to provide for a proper tie-in to the Texas Department of Transportation’s impending roadway project in Manor; and

WHEREAS, the Executive Director has negotiated and recommends approval of the proposed change order for the construction revisions to the eastern terminus of the Project attached as Exhibit 1, and of the exhibits to that exhibit that are not attached to this resolution but are on file with the Mobility Authority and referenced in Exhibit 1.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed change order with CTMC in the additional amount not to exceed \$1,180,548.78, in the form or substantially the same form attached as Exhibit 1, to include all exhibits referenced therein; and

BE IT FURTHER RESOLVED, that the change order with CTMC may be finalized and executed by the Executive Director on behalf of the Mobility Authority in the form or substantially the same form attached as Exhibit 1, to include all exhibits referenced therein.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 19th day of November, 2014.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 14-___
Date Passed: 11/19/14

EXHIBIT 1

PROPOSED CHANGE ORDER WITH

CENTRAL TEXAS MOBILITY CONSTRUCTORS

[on the following six pages, but excluding Exhibits referenced therein]



Central Texas Regional
Mobility Authority

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

CHANGE ORDER NUMBER: 17

Project Name:	<u>Manor Expressway Phase II Project</u>
Contract No:	<u>CDA</u>
CCSJ:	<u>0114-02-053</u>
Highway:	<u>290E</u>
County:	<u>Travis</u>
District:	<u>Austin</u>
FAP Number:	<u>NH1101 (012)</u>

1. CONTRACTOR: Central Texas Mobility Constructors, LLC

2. Change Order Work Limits: Sta. 1735+00 to Sta. 1785+00
290E 290E

3. Type of Change(on federal-aid non-exempt projects): Major (Major/Minor)

4. Reasons: 4B (In order of importance - Primary first)

5. Describe the work being revised:

This change order includes compensation for the Developer to revise the geometry of Ramp TR-20 to facilitate safer ingress and egress points for the Manor New Tech High School. Additionally, the eastbound lanes of the Project at the eastern terminus of the Project were revised to provide a proper geometric tie to an impending TxDOT project in Manor.

6. Work to be performed in accordance with Items: 104, 105, 132, 150, 164, 169, 193, 247, 275, 276, 310, 400, 416, 420, 432, 450, 464, 465, 496, 500, 502, 512, 514, 529, 530, 531, 540, 542, 545, 610, 618, 620, 624, 666, 672, 3267, 3268, 3271

7. New or revised plan sheet(s) are attached and numbered: 3RD-034, 3RD-035, 3RD-036, 3RD-037, 3RD-037A, 3RD-060

3RD-060A, 3RD-065, 3DR-025, 3DR-026, 3DR-027, 5IL-050, 5IL-051, 3SGN-016, 3SGN-017, 3SG-018, 3SGN-018A, MNRNTCH DRVWY

8. New general notes to the contract are attached: Yes No

9. New Special Provisions to Item No. and Special Specification Item are attached. N.A.

Each signatory hereby warrants that each has the authority to execute this Change Order (CO).

<p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses, additional changes for time, overhead and profit, or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR Date <u>11/5/2014</u></p> <p>By <u>BH Medlin</u></p> <p>Typed/Printed Name <u>Bratley H. Medlin</u></p> <p>Typed/Printed Title <u>Project Manager</u></p>	<p>The following information must be provided</p> <p>Time Ext. #: <u>N/A</u> Days added on this CO: <u>0</u></p> <p>Amount added by this change order: \$ <u>1,180,548.78</u></p> <p>For TxDOT/CTRMA/FHWA use only:</p> <p>Current Contract Amount \$ <u>215,364,012.09</u></p> <p>Revised Contract Amount To Date \$ <u>216,544,560.87</u></p> <p>Days FHWA non-participating <u>N/A</u></p> <p>CO Portion FHWA non-participating \$ <u>1,180,548.78</u></p>
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RECOMMENDED FOR EXECUTION:

Engineers Seal



(1) Dan Freeman 11/5/14
GEC Project Controls Construction Manager Date

(2) [Signature] 11/5/14
GEC Project Manager Date

(7) APPROVED REQUEST APPROVAL
TxDOT Project Engineer Date

(3) _____ Date
 APPROVED REQUEST APPROVAL
CTRMA, Director of Engineering

(4) _____ Date
 APPROVED REQUEST APPROVAL
CTRMA, General Counsel

(5) _____ Date
 APPROVED REQUEST APPROVAL
CTRMA, Executive Director

(6) _____ Date
 APPROVED REQUEST APPROVAL
FHWA Area Engineer (Verbal Approval)

(8) _____ Date
 APPROVED REQUEST APPROVAL
FHWA Area Engineer

Manor Expressway Phase II Project

CHANGE ORDER NUMBER: 17

Estimated Cost

\$0.00

LABOR	EQUIPMENT	TOTAL		DAYS	HOURLY RATE	TOTAL
		QTY	HOURLY			
2E						

TABLE B: Contract Items

CHANGE ITEM	REASON CODE	DESCRIPTION	UNIT	ORIGINAL + PREVIOUSLY REVISED				NEW				OVERRUN/ UNDERRUN				
				QUANTITY	UNIT PRICE	ITEM COST	QUANTITY	UNIT PRICE	ITEM COST	QUANTITY	UNIT PRICE		ITEM COST			
EXTRA WORK ITEM	4B	SURVEY	HR													
xxx-xxxx	4B	QUALITY CONTROL	HR													
xxx-xxxx	4B	DESIGN COSTS	LS													
104-2017	4B	REMOVING CONC (DRIVEWAYS)	SY													
104-2021	4B	REMOVING CONC (CURB)	LF													
105-2008	4B	REMOVING STAB BASE AND ASPH PAV (6")	SY													
105-2022	4B	REMOVING STAB BASE AND ASPH PAV (15")	SY													
132-2002	4B	EMBANKMENT (FINAL)(DENS CONT)(TY A)	CY													
150-2002	4B	BLADING	HR													
164-2007	4B	BROADCAST SEED (PERM)(URBAN)(CLAY)	SY													
169-2001	4B	SOIL RETENTION BLANKETS (CL J)(TY A)	SY													
193-2006	4B	VEGETATIVE WATERING	MG													
247-2382	4B	FL BS (CMP IN PLS)(TYA GR5)(6")	SY													
275-2002	4B	CEMENT TREAT (EXIST MATL) (6")	SY													
276-2057	4B	CEM TRT (PLNT MX)(CL L)(TY A)(GR 9)(FIN POS)(6")	SY													
310-2002	4B	PRIME COAT (A/E/P)	GAL													
400-2007	4B	STRUCT EXCAV (SPECIAL)	CY													
416-2029	4B	DRILL SHAFT (RDWT ILL POLE) (30")	LF													
420-2001	4B	CL A CONC (MISC)	CY													
432-2039	4B	RIPRAP (MOWSTRIP) (4 IN)	CY													
450-2192	4B	RAIL (TY T551) (SPL)	LF													
464-2003	4B	RC PIPE (CL III)(18 IN)	LF													
464-2005	4B	RC PIPE (CL III)(24 IN)	LF													
465-2266	4B	INLET (COMPL)(DROPTTY ADJ)(AUS)	EA													
465-2081	4B	INLET (COMPL)(GRATE)(TY 1)	EA													
465-2175	4B	INLET (COMPL)(DROPTTY I) (2 GRATE)	EA													
465-2262	4B	INLET (COMPL)(DROPTTY I) (3 GRATE)	EA													
465-2082	4B	INLET (COMPL)(GRATE)(TY 1-C)	EA													
496-2007	4B	REMOVE STR (PIPE)	LF													
496-2018	4B	REMOVE STR (CONC)	EA													
500-2001	4B	MOBILIZATION	LS													
502-2002	4B	BARR, SIGNS & TRAF HANDLE (TY J)	EA													
512-2004	4B	PORT CTB (FUR & INST)(SINGL SLP)(TY 1)	LF													
512-2040	4B	PORT CTB (REMOVE)(SINGL SLP)(TY 1)	LF													
514-2004	4B	PERM CONC TRF BARR (SOL SLP)(TY 1)(42")	LF													
529-2002	4B	CONC CURB (TY II)	LF													
530-2010	4B	DRIVEWAYS (CONC)	SY													
531-2010	4B	CURB RAMPS (TY 7)	EA													
540-2001	4B	MTL W-BEAM GD FEN (TIM POST)	LF													
540-2005	4B	TERMINAL ANCHOR SECTION	EA													
540-2016	4B	MTL BM GD FN TRANS(THRIE)(RND TIM POST)	EA													
540-xxxx	4B	MTL BM GD FN TRANS(CT)(RND TIM POST)	EA													
542-2001	4B	REMOVING METAL BEAM GUARD FENCE	LF													
545-2001	4B	CRASH CUSH ATTEN (INSTL)	EA													
610-2097	4B	REMOVE RD I/L ASM (FOUNDATION ONLY)	EA													
618-2018	4B	CONDIT (PVG) (SCHD 40) (2")	LF													
620-2011	4B	ELEC CONDR (NO. 9) BARE	LF													
620-2012	4B	ELEC CONDR (NO. 9) INSULATED	LF													
624-2007	4B	GROUND BOX TY A (122311)	EA													
666-2142	4B	REF PAV MKR TY II (W) 4" (BRK)	LF													
666-2145	4B	REF PAV MKR TY II (W) 4" (SLD)	LF													
666-2153	4B	REF PAV MKR TY II (W) 8" (SLD)	LF													
666-2157	4B	REF PAV MKR TY II (W) 24" (SLD)	LF													
672-2017	4B	REFL PAV MKR TY II-C-R	EA													
3268-2008	4B	D-GR HMA TY-B PG64-22	TON													
3268-2047	4B	D-GR HMA TY-B PG64-22	TON													
3268-xxxx	4B	D-GR HMA TY-B SAC-A PG76-22	TON													
3268-xxxx	4B	D-GR HMA TY-B SAC-A PG76-22 (VIRGIN MIX)	TON													
3271-2002	4B	STONE-MTRX-ASPH SMA-C SAC-A PG76-22	TON													
TOTALS											\$		\$	1,180,548.78	\$	1,180,548.78

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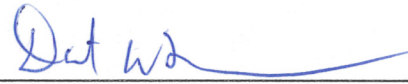
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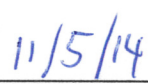
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C.O.#16	\$ 347,534.66	Wetland Impact Minimization	\$ 215,364,012.09
C.O.#17	\$ 1,180,548.78	Eastern Terminus Geometric Revisions	\$ 216,544,560.87

Summary Prepared by:


 Daniel W. Freeman, PE


 Date

Change Order #17

Table of Contents

Exhibit A – CTRMA Independent Estimate

Exhibit B – Directive Letter 08 (“DL-08”)

Exhibit C – CTMC Response to DL-08

Exhibit D – Revised Plans

This change order is the result of a CTRMA-Directed Change to provide a safer ingress/egress point for the Manor New Tech High School. Ramp TR-20, the eastbound ramp that transitions eastbound traffic from the tolled facility to the existing US 290E facility, was revised to prevent exiting school traffic from crossing the eastbound lanes to enter the westbound lanes. To further prevent this movement, the existing crossover was removed. Both of the Manor New Tech High School driveways were reconstructed, and the eastbound frontage road was revised to provide a "forced" right-in and right-out condition. Additionally, the far eastern terminus of the project was revised to transition to an impending TxDOT project in Manor.

Atkins, the General Engineering Consultant for the Manor Expressway Project, performed an independent estimate for the purpose of negotiating this change order. Atkins performed a "level of effort" estimate for the work associated with this change; quantities were independently verified. Contractual mark-ups were applied to this independent estimate. This independent estimate is included in this Exhibit A. Atkins' independent estimate results in a cost increase to the Project in the amount of \$1,416,959.06. After negotiations with CTMC, this change results in an actual additional cost to the Project in the amount of \$1,180,548.78.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #8 SUMMARY

Amend the Policy Code provisions for procurements of general goods and services using a competitive sealed proposal and authorize procurements under that process for contracts to provide roadway maintenance services.

Strategic Plan Relevance: Regional Mobility

Department: Law, Engineering

Associated Costs: Not Applicable

Funding Source: Not Applicable

Board Action Required: Yes

Description of Matter: This proposed policy amends the procurement policies for purchasing general goods and services using a competitive sealed proposal (“best value”) process. It uses as a model Texas statutes that authorize this type of procurement for use by other political subdivisions. The proposal also amends definitions of “construction contract” to remove “maintenance” from its scope. With Board approval of the procurement, this allows staff to process the upcoming procurement for roadway maintenance services by using a competitive sealed proposal to identify and recommend for Board approval the “best value/best of final offers” proposal.

This draft amendment establishes general policies and reserves the Board’s authority to decide if specific procurement for a general goods and services contract that exceeds \$50,000 (including a maintenance contract) will use competitive bidding (“low bid”) or a competitive sealed proposal (“best value”).

Reference documentation: Redline draft of proposed amendments to Policy Code
Draft Resolution with Policy Code amendments

Contact for further information: Wesley M. Burford, P.E., Director of Engineering

MOBILITY AUTHORITY POLICY CODE

401.016 Competitive Sealed Proposals.

~~(a) Request for Proposals.~~ The authority may solicit offers for provision of general goods and services under this section by issuing a request for proposals ("RFP") to identify the proposer who provides the goods or services at the best value for the authority. If a contract for goods and services must be approved by the board, the board must approve issuance of the RFP under this section.

(b) Each RFP shall contain the following information:

(1) the authority's specifications for the goods or services to be procured, stating that the contract may be awarded to the proposer who provides the goods or services at the best value for the authority;

(2) an estimate of the various quantities and kinds of services to be performed and/or materials to be furnished;

(3) a schedule of items for which unit prices are requested;

(4) the time within which the contract is to be performed;

(5) any special provisions and special specifications;

~~(5)(6) the relative importance of price and other evaluation factors;~~ and

(7) the authority's goals regarding the participation in the contract or in subcontracts let under the contract by Disadvantaged Business Enterprises.

~~(b)(c)~~ The authority shall give public notice of an RFP in the manner provided for requests for competitive bids for general goods and services.

~~(e)(d) Opening and Filing of Proposals; Public Inspection.~~ The authority shall avoid disclosing the contents of each proposal on opening the proposal and during negotiations, if any, with competing ~~proposers~~offerors. The authority shall file each proposal in a register of proposals, which, after a contract is awarded, is open for public inspection unless the register contains information that is excepted from disclosure as public information.

~~(e) Revision of Proposals.~~ The authority shall evaluate each proposal received in response to an RFP based on the criteria and relative importance of price and other evaluation factors identified in the RFP.

~~(d)(f) In the sole discretion of the authority, a~~ After receiving ~~evaluating~~ a proposal ~~but before making an award,~~ the authority may permit an offeror to revise its proposal to obtain the best final offer. ~~The authority~~ may discuss acceptable or potentially acceptable proposals with proposers who

MOBILITY AUTHORITY POLICY CODE

~~are determined to be reasonably qualified for the award of the contract offerors to assess an offeror's proposer's ability to meet the solicitation requirements established in the RFP. The authority may not disclose information derived from proposals submitted from competing proposers/offerors. The authority shall provide fair and equal treatment to each proposer/offeror an equal opportunity to discuss and revise proposals with respect to any opportunity for discussion and revision of proposals. A proposer may revise a proposal after submission and before award for the purpose of offering a proposal that establishes the proposer's best and final offer.~~

~~401.016 — Refusal of All Proposals. The authority shall refuse all proposals if none of those submitted is acceptable.~~

~~(f) — Contract Execution. The authority shall submit a written contract to the offeror (the "first-choice candidate") whose proposal is the most advantageous to the authority, considering price and the evaluation factors in the RFP. The terms of the contract shall incorporate the terms set forth in the RFP and the proposal submitted by the first choice candidate, but if the proposal conflicts with the RFP, the RFP shall control unless the authority elects otherwise. If the authority and the first choice candidate cannot agree on the terms of a contract, the authority may elect not to contract with the first choice candidate, and at the exclusive option of the authority, may submit a contract to the offeror ("second choice candidate") whose proposal is the next most favorable to the authority. If agreement is not reached with the second choice candidate, the process may be continued with other offerors in like manner, but the authority shall have no obligation to submit a contract to the next highest ranked offeror if the authority determines at any time during the process that none of the remaining proposals is acceptable or otherwise within the best interest of the authority.~~

401.017 Award Under Competitive Sealed Proposals.

~~(a) The authority may award a contract for general goods and services procured using competitive sealed proposals to the proposer whose final proposal provides goods or services at the best value for the authority.~~

~~(b) In determining the best value proposal for the authority, the authority may consider:~~

~~(1) the purchase price;~~

~~(2) the reputation of the proposer and of the proposer's goods or services;~~

~~(3) the quality of the proposer's goods or services;~~

~~(4) the extent to which the good or service meets the authority's needs;~~

~~(5) the proposer's past relationship with the authority;~~

~~(6) the impact on the ability of the authority to comply with applicable laws and rules relating to contracting with Disadvantaged Business Enterprises;~~

MOBILITY AUTHORITY POLICY CODE

~~(7) the total long-term cost to the authority to acquire the proposer's goods or services; and~~

~~(8) any relevant criteria specifically listed in the RFP.~~

~~(c) The authority may refuse all proposals if none of those submitted is acceptable.~~

~~(d) The authority may submit a written contract to the proposer whose proposal is the most advantageous to the authority, considering price and the evaluation factors in the RFP (the "first-choice candidate"). The terms of the contract shall incorporate the terms set forth in the RFP and the best and final offer submitted by the first choice candidate, but if the proposal conflicts with the RFP, the RFP shall control unless the authority elects otherwise. If the authority and the first choice candidate cannot agree on the terms of a contract, the authority may elect not to contract with the first choice candidate, and at the exclusive option of the authority, may submit a contract to the proposer whose proposal is the next most favorable to the authority ("second-choice candidate"). If agreement is not reached with the second choice candidate, the process may be continued with other proposers in like manner, but the authority shall have no obligation to submit a contract to the next highest-ranked proposer if the authority determines at any time during the process that none of the remaining proposals is acceptable or otherwise within the best interest of the authority.~~

~~401.017(c) In accordance with Subchapter A, Chapter 2252, Government Code, the authority will not award a contract to a nonresident bidder unless the nonresident underbids the lowest best bid submitted by a responsible resident bidder by an amount that is not less than the amount by which a resident bidder would be required to underbid the nonresident bidder to obtain a comparable contract in the state in which the nonresident's principal place of business is located.~~

Subsection (9) of Section 401.022 (Definitions) of the Policy Code is amended to read as follows:

(9) Construction contract: A contract for the construction, reconstruction, ~~maintenance~~, or repair of a segment of a transportation project, including a contract let to preserve and prevent further deterioration of a transportation project.

Section 401.034 (Competitive Bidding) of the Policy Code is amended to read as follows:

401.034 Competitive Bidding.

A contract requiring the expenditure of public funds for the construction ~~or maintenance~~ of the authority's transportation projects may be let by competitive bidding in which the contract is awarded to the lowest responsible bidder that complies with the authority's criteria for such contract, and such bidder shall constitute the lowest best bidder in accordance with this article. Bidding for procurements made by competitive bidding will be open and unrestricted, subject to the procedures set forth in this article.

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

RESOLUTION NO. 14-___

**AMENDING THE POLICY CODE PROVISIONS FOR PROCUREMENTS OF
GENERAL GOODS AND SERVICES USING A COMPETITIVE SEALED PROPOSAL
AND AUTHORIZE PROCUREMENTS UNDER THAT PROCESS FOR CONTRACTS
TO PROVIDE ROADWAY MAINTENANCE SERVICES.**

WHEREAS, by Resolution No. 12-016 adopted February 29, 2012, the Board adopted the Mobility Authority Policy Code (“Policy Code”) as a non-substantive codification of all policy resolutions adopted by the Board since 2003; and

WHEREAS, the Policy Code authorizes the Mobility Authority to solicit competitive sealed proposals for a contract for general goods and services, and to evaluate and award a contract to the proposer who submits the “best value” proposal based on the relative importance of price and other evaluation factors identified in the request for proposals; and

WHEREAS, the Executive Director recommends amending the Policy Code to more closely track language used in Texas statutes that authorize other political subdivisions to use a competitive sealed proposal process and identify the “best value” proposal most advantageous to the entity awarding the contract; and

WHEREAS, the Executive Director also recommends amending the Policy Code to allow use of the competitive sealed proposal process to procure a maintenance service contract for Mobility Authority roadways, subject to future Board approval for that procurement.

NOW THEREFORE, BE IT RESOLVED, that the Board hereby amends those sections of the Policy Code listed in Exhibit 1 to this resolution to read as listed in Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 19th day of November, 2014.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 14-___
Date Passed: 11/19/2014

EXHIBIT 1 TO RESOLUTION NO. 14-

Section 401.016 of the Policy Code is amended to read as follows:

401.016 Competitive Sealed Proposals.

(a) The authority may solicit offers for provision of general goods and services under this section by issuing a request for proposals (“RFP”) to identify the proposer who provides the goods or services at the best value for the authority. If a contract for goods and services must be approved by the board, the board must approve issuance of the RFP under this section.

(b) Each RFP shall contain the following information:

- (1) the authority's specifications for the goods or services to be procured, stating that the contract may be awarded to the proposer who provides the goods or services at the best value for the authority;
- (2) an estimate of the various quantities and kinds of services to be performed and/or materials to be furnished;
- (3) a schedule of items for which unit prices are requested;
- (4) the time within which the contract is to be performed;
- (5) any special provisions and special specifications;
- (6) the relative importance of price and other evaluation factors; and
- (7) the authority's goals regarding the participation in the contract or in subcontracts let under the contract by Disadvantaged Business Enterprises.

(c) The authority shall give public notice of an RFP in the manner provided for requests for competitive bids for general goods and services.

(d) The authority shall avoid disclosing the contents of each proposal on opening the proposal and during negotiations, if any, with competing proposers. The authority shall file each proposal in a register of proposals, which, after a contract is awarded, is open for public inspection unless the register contains information that is excepted from disclosure as public information.

(e) The authority shall evaluate each proposal received in response to an RFP based on the criteria and relative importance of price and other evaluation factors identified in the RFP.

(f) In the sole discretion of the authority, after evaluating a proposal the authority may discuss acceptable or potentially acceptable proposals with proposers who are determined to be reasonably qualified for the award of the contract to assess a proposer’s ability to meet the requirements

established in the RFP. The authority may not disclose information derived from proposals submitted from competing proposers. The authority shall provide fair and equal treatment to each proposer with respect to any opportunity for discussion and revision of proposals. A proposer may revise a proposal after submission and before award for the purpose of offering a proposal that establishes the proposer's best and final offer.

401.017 Award Under Competitive Sealed Proposals.

- (a) The authority may award a contract for general goods and services procured using competitive sealed proposals to the proposer whose final proposal provides goods or services at the best value for the authority.
- (b) In determining the best value proposal for the authority, the authority may consider:
 - (1) the purchase price;
 - (2) the reputation of the proposer and of the proposer's goods or services;
 - (3) the quality of the proposer's goods or services;
 - (4) the extent to which the good or service meets the authority's needs;
 - (5) the proposer's past relationship with the authority;
 - (6) the impact on the ability of the authority to comply with applicable laws and rules relating to contracting with Disadvantaged Business Enterprises;
 - (7) the total long-term cost to the authority to acquire the proposer's goods or services; and
 - (8) any relevant criteria specifically listed in the RFP.
- (c) The authority may refuse all proposals if none of those submitted is acceptable.
- (d) The authority may submit a written contract to the proposer whose proposal is the most advantageous to the authority, considering price and the evaluation factors in the RFP (the "first-choice candidate"). The terms of the contract shall incorporate the terms set forth in the RFP and the best and final offer submitted by the first choice candidate, but if the proposal conflicts with the RFP, the RFP shall control unless the authority elects otherwise. If the authority and the first choice candidate cannot agree on the terms of a contract, the authority may elect not to contract with the first choice candidate, and at the exclusive option of the authority, may submit a contract to the proposer whose proposal is the next most favorable to the authority ("second-choice candidate"). If agreement is not reached with the second choice candidate, the process may be continued with other proposers in like manner, but the authority shall have no obligation to submit a contract to the next

highest-ranked proposer if the authority determines at any time during the process that none of the remaining proposals is acceptable or otherwise within the best interest of the authority.

(e) In accordance with Subchapter A, Chapter 2252, Government Code, the authority will not award a contract to a nonresident bidder unless the nonresident underbids the lowest best bid submitted by a responsible resident bidder by an amount that is not less than the amount by which a resident bidder would be required to underbid the nonresident bidder to obtain a comparable contract in the state in which the nonresident's principal place of business is located.

Subsection (9) of Section 401.022 (Definitions) of the Policy Code is amended to read as follows:

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401.034 Competitive Bidding.

A contract requiring the expenditure of public funds for the construction of the authority's transportation projects may be let by competitive bidding in which the contract is awarded to the lowest responsible bidder that complies with the authority's criteria for such contract, and such bidder shall constitute the lowest best bidder in accordance with this article. Bidding for procurements made by competitive bidding will be open and unrestricted, subject to the procedures set forth in this article.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #9 SUMMARY

Monthly briefing on the construction schedule for the MoPac Improvement Project.

Strategic Plan Relevance: Regional Mobility

Department: Engineering

Associated Costs: N/A Briefing Only

Funding Source: N/A

Board Action Required: No

Description of Matter:

The report is an update of the MoPac Improvement Project for October, 2014.

Reference documentation:

GEC Monthly Construction Schedule Report and Board Presentation

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #10 SUMMARY

Update on the MoPac Express Lanes
Information Campaign

Strategic Plan Relevance: Regional Mobility, Innovation

Department: Community Relations

Associated Costs: N/A

Funding Source: N/A

Board Action Required: None

Description of Matter: Presentation by Mobility Authority staff and Zellmer McConnell Advertising regarding the strategic approach to developing the Informational Campaign for the opening of the MoPac Improvement Project.

Reference documentation: PowerPoint Presentation

Contact for further information: Steve Pustelnyk, Director of Community Relations



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #11 SUMMARY

Executive Director's report.

Strategic Plan Relevance: Regional Mobility

Department: Executive

Associated Costs: N/A

Funding Source: N/A

Board Action Required: No

Description of Matter:

Executive Director's Monthly report

A. Project Updates

Reference documentation:

Executive Director's report

Contact for further information: Mike Heiligenstein, Executive Director



CENTRAL TEXAS
Regional Mobility Authority

REPORT TO THE BOARD OF DIRECTORS

NOVEMBER 19, 2014

Mike Heiligenstein – Executive Director

TIFIA Investment Briefing Scheduled in Washington, D.C.



Chairman Wilkerson, Vice Chairman Mills, myself and staff will meet with the U.S. Department of Transportation TIFIA representatives on Thursday Nov. 20 to begin the process of negotiating a master credit agreement under the TIFIA loan program. This credit agreement would be the first in the country under the MAP-21 legislation. If negotiations are successful, the arrangement would not only provide an approximate \$250 million subordinated TIFIA loan for the Bergstrom Expressway project but would also establish parameters for borrowing for future projects such as MoPac South, Oakhill Parkway and 183 North currently under environmental study. This meeting is the start of the negotiation process that is expected to be completed in the third quarter of 2015.

Bergstrom Expressway Open House



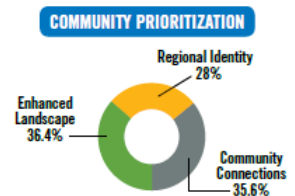
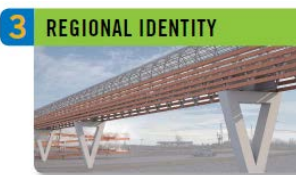
Bergstrom Expressway Open House at East Austin College Prep

Representatives from The Mobility Authority and TxDOT on Thursday, Nov. 13 hosted community members for an Open House on the Bergstrom Expressway Project.

Attendees had the opportunity to review designs for the 12-lane (six-tolled, six non-tolled), 8-mile facility along 183 South that will quadruple the corridor’s capacity and provide a seamless connection to Austin-Bergstrom International Airport.



Citizens also reviewed Context Sensitive Solution designs and learn more about the refinements made to the build alternative as a result of community input, including bike lanes, intersection improvements, oak tree preservation plans, and direct connect ramps to SH 71.



TxDOT will host a Public Hearing on the project’s Draft Environmental Statement on Wed. Nov. 19th at 6 p.m. at the Delco Activity Center.

MoPac Improvement Project Tree Giveaway

To help celebrate Texas Arbor Day, 185 residents who live next to the MoPac Expressway received free five-gallon trees today as part of a giveaway sponsored by Mobility Authority. The trees were distributed through a partnership with the non-profit group TreeFolks. The Mobility Authority provided the trees as part of a larger outreach effort aimed at thanking residents for their patience during construction of the MoPac Improvement Project. The tree giveaway followed the distribution of more than 600 "Care Bags" with gifts including wildflower seeds, a MoPac flashlight, and a voucher for the free tree.



MoPac man with Tree Folks' Greg Mast

The Care Bags and tree giveaway are examples of the ways we're reaching out to residents to express our appreciation for their patience and understanding during construction.



The 185 residents who requested trees were able to choose from four different species including Texas

Redbud, Mexican Plum, Texas Red Oak, and Burr Oak. The Texas Red Oak was the most popular with 63 being requested.

The trees were delivered to residents by TreeFolks, a local non-profit group, that will also offer residents advice about where to plant the trees and how to care for them.

"Our mission is to encourage the planting and care of trees throughout Austin so we can maintain and enhance the urban forest," said Thaïs Perkins, Executive Director of TreeFolks. "We are excited to have the Mobility Authority support this vital work."

Perkins says trees provide shade and reduce the heat island effect that drives up temperatures in urban areas. The result can be less energy consumption and lower power bills for residents. Trees also help prevent erosion and contribute to cleaner air and water.

In addition to the tree giveaway, the Mobility Authority is sponsoring the TreeFolks City Shade Program, which involves the recruitment of local volunteers to plant trees in parks and other public places around Austin.

Also, the Mobility Authority will be sponsoring a TreeFolks event in spring 2015 that will provide more than 500 one-gallon trees to residents who live in neighborhoods near MoPac.

183A / US 183 Intersection Improvement Construction Begins

Notice to Proceed for the reconstruction of the US 183 and 183A Intersection will be given Tue. Nov. 18. Construction is anticipated to begin immediately. Stakeholder outreach and public communication will be ongoing. The project is expected to be completed in the fall 2015.

Upcoming Meetings

Nov. 19 - Bergstrom Expressway Public Hearing, 6 p.m.
Delco Activity Center, 4601 Pecan Brook Dr.

Dec. 18 – Board of Director's Meeting



PROJECT UPDATES

MoPac Improvement Project



- The last approved schedule for the MoPac Improvement Project continued to show completion of the project on time. However, more recent information from the contractor indicates completion of the project beyond the contractual date. The Oversight Team is monitoring the schedule closely and working with the Contractor to address slippage in start dates and durations for activities. The contractor is bringing on additional resources (self-performing and subcontractors) to help address production and schedule concerns.
- Final design is complete and plans have been released for construction in all segments. The permitting process with utilities and railroads continue.
- Mowing operations and litter pick-up continue.
- CH2M HILL has been providing a courtesy vehicle (similar to HERO) during peak hours and during construction as well as handling the maintenance of the corridor. They will continue this until final acceptance of the project.
- MoPac Man continues to update the website daily with closure information and has responded to numerous e-mails and tweets. His 800 AM broadcasts are updated weekly with closure information as well as information about the upcoming express lanes.

183 North Mobility Project



- Project preliminary design development and traffic operational analysis has been completed for initial ingress/egress locations along 183N. Modifications are currently being completed to incorporate

operational improvements. Further refinement of possible toll pricing ranges is currently being evaluated.

- Additional improvements will include a consistent 4-lane section from McNeil to MoPac.
- Alternatives Analysis has been submitted; awaiting comments from TxDOT/FHWA.
- The Draft Design Exception package for reduced lane and outside shoulder widths was submitted to TxDOT for review and comments.
- Draft Biological Evaluation document and technical memos have been submitted to TxDOT.
- Initial bicycle and pedestrian accommodations have been evaluated and are being refined.
- Open House #3 is being planned for mid-February 2015.
- Project is on schedule for a Public Hearing August 2015.

MoPac South Environmental Study



- Technical memoranda continue to be prepared for social, economic, and environmental impact evaluations.
- A technical working group meeting to review the alternatives analysis and make a selection is scheduled for December 3.
- Engineers continue to lay out alternatives to help identify operational needs and environmental impacts.
- Traffic analysis for operations and environmental evaluations is ongoing.
- The next public workshop is planned for early 2015.
- Initial draft Environmental Assessment (EA) submittal is planned for early 2015 with a Public Hearing planned for late 2015.

MoPac Intersections Environmental Study

- The schematic design and the majority of the technical memoranda have been submitted to TxDOT for review and comment.
- The funding agreement with TxDOT is being revised to accommodate increased effort related to EA production and providing a public hearing.
- Stakeholder outreach and public communication is planned over the next several months.
- Once the funding agreement is in place, the schedule for completing the environmental study will be reviewed and updated.

SH 45SW Environmental Study



- TxDOT is addressing public hearing comments and finalizing the environmental document.
- An environmental finding is anticipated in early 2015.
- Rodriguez Transportation Group (RTG) is now under contract with the Mobility Authority and has been given notice to proceed.
- Stakeholder meetings and CSS efforts will be initiated as the project design progresses.

Bergstrom Expressway Project



- The Environmental Assessment (EA) was given "Satisfactory for Further Processing" (SFP) by Federal Highway Administration on October 9th, allowing us to schedule the Public Hearing for November 19 and maintaining our anticipated EA finding for Spring 2015.
- Final design schematic is currently under review by Federal Highway Administration, and has been approved pending any modifications that may result from the Public Hearing this November.

- Public involvement activities continue, and the Final CSS Open House took place on November 13, 2014.



- Project programming efforts have continued in order to meet federal requirements such as project management plan, initial finance plan, and the cost estimate review workshop.
- Financing activities continue as we develop the updates to TIFIA application and begin the Investment Grade Traffic & Revenue Study.
- Continuing early Utility Coordination and ROW Acquisition activities for items with long lead times.
- Outreach and status reporting activities continue as the team meets with the stakeholders including public officials, agencies and community organizations.

Maha Loop/Elroy Road, Phase I Project

- Placement of the flexible base is ongoing
- Concrete pours for the slab have begun and should be complete by the first part of December.
- Contractor began placement of sidewalks and excavated for the roadside ditches.
- There is a pending change order related to an unidentified private waterline and adjustment of an air release valve on the City of Austin's waterline. A change order to adjust fence elements to comply with property owner agreement negotiated by Travis County after bid award has been approved.
- Travis County has requested that we begin designing traffic signals for the intersections with SH 71 and with Pearce lane and seek a change order to have them installed if feasible
- Contractor is on schedule for the March 2015 completion.

Manor Expressway

- CTMC is finalizing the non-conflict utility relocations required by the project to obtain Final Acceptance.

Oak Hill Parkway Project



- Efforts with TxDOT and the City of Austin continue for potential detention facilities.
- Work is underway to develop the design level schematics for both concepts moving forward into the alternatives analysis phase.
- Work is also underway to develop a 3D visual rendering to help the public better understand elevations and characteristics of the alternatives

SH 71 Express

- A notice to proceed is expected to be issued mid-November to early December.
- The Field Office, located on Harold Green between SH 130 and FM 973 is currently being set up.
- Joint McCarthy and Toll Integrator meetings will continue when Notice to Proceed is issued.
- Atkins and Mobility Authority met with Schneider Electric to discuss roles and responsibilities on the project. Atkins will provide Schneider Electric toll plans as soon as they are available for review.



**CENTRAL TEXAS
Regional Mobility Authority**

AGENDA ITEM #12 SUMMARY

EXECUTIVE SESSION

Executive Session:

Discuss legal issues related to claims by or against the Mobility Authority, pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation with Attorney; Closed Meeting).