

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

RESOLUTION NO. 15-071

**APPROVING AN AMENDMENT TO EXTEND THE AGREEMENT WITH
THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY TO
PROVIDE TOLL PROCESSING AND COLLECTION SERVICES.**

WHEREAS, by Resolution No. 11-137, enacted on December 7, 2011, the Board approved an interlocal agreement with the Cameron County Regional Mobility Authority ("CCRMA") under Chapter 791 of the Texas Government Code and Section 370.033 of the Transportation Code by which the Mobility Authority provides toll processing and collection services to CCRMA (the "ILA"); and

WHEREAS, CCRMA has requested an extension of the ILA to a new termination date of June 30, 2020, as set forth in the proposed amendment to the ILA provided to the Board in the agenda backup information; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE BE IT RESOLVED that the proposed amendment to the ILA with the Cameron County Regional Mobility Authority is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute the proposed amendment to the ILA on behalf of the Mobility Authority, in the form or substantially the same form provided in the agenda backup information.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:



Andrew Martin, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 15-072

**APPROVING AN AMENDMENT TO EXTEND THE AGREEMENT WITH
THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY TO
PROVIDE TOLL SYSTEM MAINTENANCE SERVICES.**

WHEREAS, by Resolution No. 12-003, enacted on January 25, 2012, the Board approved an interlocal agreement with the Cameron County Regional Mobility Authority (“CCRMA”) under Chapter 791 of the Texas Government Code and Section 370.033 of the Transportation Code by which the Mobility Authority provides toll system maintenance services to CCRMA (the “ILA”); and

WHEREAS, CCRMA has requested an extension of the ILA to a new termination date of June 30, 2016, as set forth in the proposed amendment to the ILA provided to the Board in the agenda backup information; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE BE IT RESOLVED that the proposed amendment to the ILA with the Cameron County Regional Mobility Authority is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute the proposed amendment to the ILA on behalf of the Mobility Authority, in the form or substantially the same form provided in the agenda backup information.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:


Andrew Martin, General Counsel

Approved:


Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 15-073

**AUTHORIZE INSTALLATION OF TRAFFIC SIGNALS AT THE INTERSECTION
OF SAN GABRIEL PARKWAY WITH THE NORTHBOUND AND SOUTHBOUND
183A FRONTAGE ROADS.**

WHEREAS, the Mobility Authority has recently completed an engineering and traffic study to determine if traffic signals at the intersections are now warranted at the intersection of the 183A frontage roads with San Gabriel Parkway in accordance with applicable standards adopted by the Texas Department of Transportation; and

WHEREAS, based on the results of the engineering and traffic study and the resources now available to the Mobility Authority, the Executive Director recommends the installation of traffic signals at the intersections of the 183A frontage roads and San Gabriel Parkway.

NOW THEREFORE BE IT RESOLVED that the Board hereby approves the installation of traffic signals at the intersection of 183A frontage roads and San Gabriel Parkway, and authorizes and directs the Executive Director to complete the installation of those traffic signals within a reasonable time.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:



Andrew Martin, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 15-074

**AUTHORIZE A PROCUREMENT FOR SAFETY PATROL AND RELATED
SERVICES PROVIDED UNDER THE HERO PROGRAM.**

WHEREAS, the Capital Area Metropolitan Planning Organization (CAMPO) issued a Call for Projects for FY 2015-2019 under the Surface Transportation Program Metropolitan Mobility (STP-MM), and in response the Mobility Authority prepared and submitted an application for a 3-year extension of the existing HERO Program with expanded coverage to a section of MoPac (Loop 1) after the MoPac Improvement Project express lanes are open.; and

WHEREAS, the Mobility Authority's application was reviewed and evaluated by CAMPO, and the application was selected for funding; and

WHEREAS, the contract with the vendor currently providing safety patrol and related services under the HERO Program will terminate on February 28, 2016, and it is necessary to procure a contract to continue those services after that date.

NOW THEREFORE, BE IT RESOLVED that the Executive Director is hereby authorized and directed to procure a contract for safety patrol and related services under the HERO Program in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:


Andrew Martin, General Counsel

Approved:


Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 15-075

**AUTHORIZE PROCUREMENT OF AN ENVIRONMENTAL COMPLIANCE
MANAGER FOR THE SH 45 SW PROJECT.**

WHEREAS, the Mobility Authority is developing a new four-lane state highway consisting of four tolled main lanes of controlled access roadway, with a possible shared-use path on one side, extending approximately 3.6 miles from MoPac to FM 1626 (the "SH 45 SW Project"); and

WHEREAS, the Final Environmental Impact Statement for the SH 45 SW Project require the services of an environmental compliance manager during the construction of the SH 45 SW Project; and

WHEREAS, the Executive Director recommends procuring the services of an environmental compliance manager to oversee construction activities and coordinate responses to environmental incidents for the SH 45 SW Project.

NOW THEREFORE, BE IT RESOLVED that the Executive Director is hereby authorized and directed to procure the services of an environmental compliance manager for the SH 45 SW Project, in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:



Andrew Martin, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 15-076

**AUTHORIZING PROCUREMENT OF
GENERAL ENGINEERING CONSULTING SERVICES**

WHEREAS, by Resolution No. 09-53, enacted August 26, 2009, the Board of Directors approved the selection of HNTB as a general engineering consultant to the Mobility Authority, and the Mobility Authority and HNTB entered into an Agreement for General Consulting Civil Engineering Services effective as of December 23, 2009 (the "Agreement"); and

WHEREAS, the original term of the Agreement was extended by mutual agreement of the Mobility Authority and HNTB until June 30, 2016, pursuant to Resolution 14-095, enacted December 17, 2014; and

WHEREAS, the Executive Director recommends that the Board authorize a procurement for general engineering consultant services, consistent with the Mobility Authority's Procurement Policies, to request qualifications from firms interested in providing general engineering consulting services to the Mobility Authority.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes and directs the Executive Director to develop and issue a request for qualifications ("RFQ") consistent with the Procurement Policies to solicit responses from firms interested in providing general engineering consulting services; and.

BE IT FURTHER RESOLVED, that the Executive Director shall implement a process to review the responses to the RFQ consistent with the Procurement Policies and recommend to the Board, for the Board's consideration and final approval, the most highly qualified provider of those services on the basis of demonstrated competence and qualifications to provide the general engineering consulting services described in the RFQ.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:



Andrew Martin, General Counsel

Approved:



Ray A. Willkerson
Chairman, Board of Directors

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

RESOLUTION NO. 15-077

**AUTHORIZE NEGOTIATION AND EXECUTION OF AN ADVANCED FUNDING
AGREEMENT WITH THE TEXAS DEPARTMENT OF TRANSPORTATION FOR
THE 290E/SH130 INTERIM IMPROVEMENTS PROJECT.**

WHEREAS, the Mobility Authority intends to develop improvements to the frontage roads at the intersection of US 290E and SH 130 (the "Project"); and

WHEREAS, the Advance Funding Agreement with the Texas Department of Transportation ("TxDOT") is required to allow access by the Mobility Authority's contractor for work that must be performed on TxDOT right of way; and

WHEREAS, the Executive Director and TxDOT have discussed a proposed advanced funding agreement for the Project in the form or substantially in the form provided in the agenda backup information.

NOW THEREFORE, BE IT RESOLVED, that the Board authorizes the Executive Director to negotiate and execute an advanced funding agreement in the form or substantially in the form provided in the agenda backup information.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:



Andrew Martin

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 15-078

**AUTHORIZE NEGOTIATION AND EXECUTION OF THE PROJECT
DEVELOPMENT, OPERATION AND MAINTENANCE AGREEMENT WITH THE
TEXAS DEPARTMENT OF TRANSPORTATION FOR THE 183 SOUTH PROJECT.**

WHEREAS, the Mobility Authority is developing the 183 South Project and is currently discussing an agreement with the Texas Department of Transportation ("TxDOT") to establish the respective obligations of the Mobility Authority and TxDOT for the construction, operation, and maintenance of the 183 South Project; and

WHEREAS, the Executive Director recommends that the Board authorize him to complete negotiations and execute a project development, operation and maintenance agreement with TxDOT in the form or substantially in the form provided in the agenda backup information.

NOW THEREFORE, BE IT RESOLVED, that the Board authorizes the Executive Director to negotiate and execute a project development, operation and maintenance agreement with TxDOT for the 183 South Project in the form or substantially in the form provided in the agenda backup information.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:



Andrew Martin

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 15-079

**APPROVING A MODIFIED TOLL RATE ESCALATION PERCENTAGE
EFFECTIVE JANUARY 1, 2016.**

WHEREAS, Section 301.003 of the Mobility Authority Policy Code provides that toll rates charged on Mobility Authority toll roads may automatically increase effective January 1 of each year by a Toll Rate Escalation Percentage calculated based on annual changes to the index of Consumer Prices for All Urban Consumers, or by a modified Toll Rate Escalation Percentage adopted by the Board; and

WHEREAS, the automatic Toll Rate Escalation Percentage determined under Section 301.003 for this year is 0%; and

WHEREAS, the Executive Director, Chief Financial Officer, and financial advisors for the Mobility Authority recommend that the Board vote to adopt a modified Toll Rate Escalation Percentage of 2% effective January 1, 2016, resulting in the increased toll charges shown on the "Proposed 2016 CTRMA Toll Schedule – 2015 Tolls + 2%" attached as Exhibit 1 to this resolution.

NOW THEREFORE, BE IT RESOLVED, that the Board hereby adopts a modified Toll Rate Escalation Percentage of 2% effective January 1, 2016, to establish the new toll charges shown in Exhibit 1 to this resolution; and

BE IT FURTHER RESOLVED that pursuant to Section 301.002(a) of the Policy Code, the Executive Director is directed to edit the tables in subsections (b) and (c) of Section 301.002 (Toll Rates) to update and certify the toll rate changes adopted by this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:


Andrew Martin, General Counsel

Approved:


Ray A. Wilkerson
Chairman, Board of Directors

Exhibit 1 to Resolution 15-079

Proposed 2016 CTRMA Toll Schedule -- 2015 tolls + 2.0%

	2-axle Vehicles		3-axle Vehicles		4-axle Vehicles		5-axle Vehicles		6-axle Vehicles	
	TxTag	Pay By Mail	TxTag	Pay By Mail	TxTag	Pay By Mail	TxTag	Pay By Mail	TxTag	Pay By Mail
183A										
Lakeline Mainline	\$ 0.54	\$ 0.72	\$ 1.08	\$ 1.44	\$ 1.62	\$ 2.16	\$ 2.16	\$ 2.88	\$ 2.70	\$ 3.60
Brushy Creek Ramps	\$ 0.58	\$ 0.77	\$ 1.16	\$ 1.54	\$ 1.74	\$ 2.31	\$ 2.33	\$ 3.08	\$ 2.91	\$ 3.85
Park Street Mainline	\$ 1.46	\$ 1.94	\$ 2.92	\$ 3.88	\$ 4.38	\$ 5.82	\$ 5.84	\$ 7.76	\$ 7.30	\$ 9.70
Scottsdale Drive Ramps	\$ 0.58	\$ 0.77	\$ 1.16	\$ 1.54	\$ 1.74	\$ 2.31	\$ 2.33	\$ 3.08	\$ 2.91	\$ 3.85
Crystal Falls Mainline	\$ 1.03	\$ 1.37	\$ 2.06	\$ 2.74	\$ 3.08	\$ 4.11	\$ 4.11	\$ 5.48	\$ 5.14	\$ 6.85
Crystal Falls Ramps	\$ 0.40	\$ 0.53	\$ 0.80	\$ 1.06	\$ 1.20	\$ 1.59	\$ 1.60	\$ 2.12	\$ 2.00	\$ 2.65
290E/Manor Expressway										
US 183 Ramps	\$ 0.55	\$ 0.73	\$ 1.10	\$ 1.46	\$ 1.65	\$ 2.19	\$ 2.20	\$ 2.92	\$ 2.75	\$ 3.65
Springdale Road Ramps	\$ 0.55	\$ 0.73	\$ 1.10	\$ 1.46	\$ 1.65	\$ 2.19	\$ 2.20	\$ 2.92	\$ 2.75	\$ 3.65
Giles Lane Ramps	\$ 0.55	\$ 0.73	\$ 1.10	\$ 1.46	\$ 1.65	\$ 2.19	\$ 2.20	\$ 2.92	\$ 2.75	\$ 3.65
Giles Lane Mainline	\$ 1.10	\$ 1.46	\$ 2.20	\$ 2.92	\$ 3.30	\$ 4.38	\$ 4.40	\$ 5.84	\$ 5.50	\$ 7.30
Harris Branch Parkway Ramps	\$ 0.55	\$ 0.73	\$ 1.10	\$ 1.46	\$ 1.65	\$ 2.19	\$ 2.20	\$ 2.92	\$ 2.75	\$ 3.65
Parmer Lane Mainline	\$ 0.55	\$ 0.73	\$ 1.10	\$ 1.46	\$ 1.65	\$ 2.19	\$ 2.20	\$ 2.92	\$ 2.75	\$ 3.65

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

RESOLUTION NO. 15-080

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (I) SENIOR LIEN REVENUE BONDS, SERIES 2015A, (II) SENIOR LIEN REVENUE AND REFUNDING PUT BONDS, SERIES 2015B, (III) SUBORDINATE LIEN REVENUE BOND, TAXABLE SERIES 2015C, (IV) SUBORDINATE LIEN REVENUE BOND, TAXABLE SERIES 2015D, AND (V) SUBORDINATE LIEN REVENUE BOND, TAXABLE SERIES 2015E (COLLECTIVELY, THE "2015 BONDS"), IN ACCORDANCE WITH SPECIFIED PARAMETERS; APPROVING THE FORM OF, AND AUTHORIZING THE EXECUTION AND DELIVERY OF, THE TWELFTH SUPPLEMENTAL TRUST INDENTURE, THE THIRTEENTH SUPPLEMENTAL TRUST INDENTURE, THE FOURTEENTH SUPPLEMENTAL TRUST INDENTURE AND THE FIFTEENTH SUPPLEMENTAL TRUST INDENTURE; APPOINTING AN AUTHORIZED OFFICER TO AUTHORIZE, APPROVE AND DETERMINE CERTAIN TERMS AND PROVISIONS OF THE 2015 BONDS AND THE FORM OF EACH OF THE 2015 BONDS; APPROVE AND AUTHORIZE THE TERMS AND CONDITIONS OF ONE OR MORE BOND PURCHASE AGREEMENTS OR LOAN AGREEMENTS, AS APPLICABLE, PERTAINING TO THE 2015 BONDS AND TO EXECUTE AND DELIVER SUCH PURCHASE AGREEMENTS AND LOAN AGREEMENTS APPROVING THE PREPARATION OF A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND SALE OF THE 2015 SENIOR LIEN BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS AND INSTRUMENTS IN CONNECTION WITH THE FOREGOING; APPROVING THE TERMS AND PROVISIONS OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE ESCROW AGREEMENTS RELATING TO THE OBLIGATIONS TO BE REFUNDED WITH A PORTION OF THE PROCEEDS OF THE 2015 SENIOR LIEN BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF ANY AND ALL DOCUMENTS, CERTIFICATES, AGREEMENTS, CLOSING INSTRUCTIONS, AND INSTRUMENTS NECESSARY OR DESIRABLE TO BE EXECUTED AND DELIVERED IN CONNECTION WITH THE FOREGOING AND ENACTING OTHER PROVISIONS RELATING TO THE SUBJECT;

WHEREAS, the Central Texas Regional Mobility Authority (the "Authority") has been created and organized pursuant to and in accordance with the provisions of Chapter 361, Texas Transportation Code, and operates pursuant to the Constitution and laws of the State, including, particularly, Chapter 370, Texas Transportation Code (the "Act"), for the purposes of constructing, maintaining and operating transportation projects, including turnpike projects, in Travis and Williamson Counties, Texas; and

WHEREAS, pursuant to the Act, the Authority is authorized to: (i) study, evaluate, design, finance, acquire, construct, maintain, repair and operate transportation projects (as defined in the Act), individually or as a system (as defined in the Act); (ii) issue bonds, certificates, notes or other obligations payable from the revenues of a transportation project or

system, including tolls, fees, fares or other charges, to pay all or part of the cost of a transportation project and to refund any bonds previously issued for a transportation project; and (iii) impose tolls, fees, fares or other charges for the use of each of its transportation projects and the different parts or sections of each of its transportation projects; and

WHEREAS, pursuant to the Act and other applicable laws, the Authority is authorized to issue revenue bonds, notes, certificates or other obligations for the purposes of (i) financing all or a portion of the cost of the acquisition, construction, improvement, extension or expansion of one or more turnpike projects (as defined in the Act), (ii) refunding, defeasing and redeeming any such obligations previously issued by the Authority and (iii) paying the expenses of issuing such revenue bonds, notes, certificates or other obligations; and

WHEREAS, the Authority has previously executed and delivered that certain Master Trust Indenture (the "Master Indenture"), between the Authority and Regions Bank, as successor in trust to JPMorgan Chase Bank, National Association, as trustee (the "Trustee"), providing for the issuance from time to time by the Authority of one or more series of its revenue obligations (collectively, the "Obligations"), as supplemented by that certain (i) First Supplemental Trust Indenture (the "First Supplement"), Second Supplemental Trust Indenture (the "Second Supplement"), and Third Supplemental Trust Indenture (the "Third Supplement"), each between the Authority and the Trustee and dated as of February 1, 2005; (ii) Fourth Supplemental Trust Indenture (the "Fourth Supplement"), between the Authority and the Trustee and dated as of May 1, 2009, (iii) Fifth Supplemental Trust Indenture (the "Fifth Supplement") and Sixth Supplemental Trust Indenture (the "Sixth Supplement"), each between the Authority and the Trustee and dated as of March 1, 2010, (iv) Seventh Supplemental Trust Indenture (the "Seventh Supplement"), between the Authority and the Trustee and dated as of August 1, 2010, (v) Eighth Supplemental Trust Indenture (the "Eighth Supplement") and the Ninth Supplemental Trust Indenture (the "Ninth Supplement"), each between the Authority and the Trustee and dated as of June 1, 2011, and (vi) Tenth Supplemental Trust Indenture (the "Tenth Supplement") and Eleventh Supplemental Trust Indenture (the "Eleventh Supplement"), each between the Authority and the Trustee and dated as of May 1, 2013 (the Master Indenture, as supplemented by the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement, the Sixth Supplement, the Seventh Supplement, the Eighth Supplement, the Ninth Supplement, the Tenth Supplement and the Eleventh Supplement, is referred to herein as the "Indenture"); and

WHEREAS, Sections 301, 302, 706, 708 and 1002 of the Master Indenture authorize the Authority and the Trustee to execute and deliver supplemental indentures authorizing the issuance of Obligations, including Additional Senior Lien Obligations and Additional Subordinate Lien Obligations, and to include in such supplemental indentures the terms of such Additional Senior Lien Obligations and Additional Subordinate Lien Obligations, respectively, and any other matters and things relative to the issuance of such Obligations which are not inconsistent with or in conflict with the Indenture, to add to the covenants of the Authority, and to pledge other moneys, securities or funds as part of the Trust Estate; and

WHEREAS, pursuant to the Act and, with respect to the 2015B Bonds, Chapter 1207, Texas Government Code, as amended, the Board of Directors (the "Board") of the Authority has determined to issue its Additional Senior Lien Obligations designated as its (i) Senior Lien

Revenue Bonds, Series 2015A (the “2015A Bonds”), and (ii) Senior Lien Revenue and Refunding Put Bonds, Series 2015B (the “2015B Bonds,” and, together with the 2015A Bonds, the “2015 Senior Lien Bonds”), pursuant to the Master Indenture and a twelfth supplemental trust indenture (the “Twelfth Supplement”) for the purposes specified herein, all under and in accordance with the Constitution and the laws of the State; and

WHEREAS, the Board has determined to refund and redeem, with a portion of the proceeds of the 2015B Bonds, all of the Authority’s Outstanding Senior Lien Revenue Refunding Put Bonds, Series 2013B (the “2013B Refunded Bonds”); and

WHEREAS, the Board has determined to issue its Additional Subordinate Lien Obligations designated as the Authority’s (i) Subordinate Lien Revenue Bond, Taxable Series 2015C (the “2015C TIFIA Bond”) pursuant to the Master Indenture and a thirteenth supplemental trust indenture (including the exhibits thereto and incorporated therein) (the “Thirteenth Supplement”); (ii) Subordinate Lien Revenue Bond, Taxable Series 2015D (the “2015D SHF Bond”) pursuant to the Master Indenture and a fourteenth supplemental trust indenture (including the exhibits thereto and incorporated therein) (the “Fourteenth Supplement”); and (iii) Subordinate Lien Revenue Bond, Taxable Series 2015E (the “2015E SIB Bond,” and together with the 2015C TIFIA Bond and the 2015D SHF Bond, the “2015 Subordinate Lien Bonds”) pursuant to the Master Indenture and the fifteenth supplemental trust indenture (including the exhibits thereto and incorporated therein) (the “Fifteenth Supplement,” and together with the Twelfth Supplement, the Thirteenth Supplement and the Fourteenth Supplement, the “2015 Supplements” and each a “2015 Supplement”), each dated as of the date specified in one or more Award Certificates (as hereinafter defined), and each 2015 Supplement being between the Trustee and the Authority, for the purposes specified herein, all under and in accordance with the Constitution and the laws of the State; and

WHEREAS, in connection with the issuance and delivery of the 2015C TIFIA Bond, the Board further desires to authorize the execution and delivery of a TIFIA Loan Agreement (the “TIFIA Loan Agreement”), between the Authority and the United States Department of Transportation (“USDOT”), in substantially the form attached as Exhibit A to the Thirteenth Supplemental Indenture; and

WHEREAS, in connection with the issuance and delivery of the 2015D SHF Bond, the Board further desires to authorize the execution and delivery of a State Highway Fund Loan Agreement (the “State Highway Fund Loan Agreement”), between the Authority and the Texas Department of Transportation (“TxDOT”), in substantially the form attached as Exhibit A to the Fourteenth Supplemental Indenture; and

WHEREAS, in connection with the issuance and delivery of the 2015E SIB Bond, the Board further desires to authorize the execution and delivery of a State Infrastructure Bank Loan Agreement (the “State Infrastructure Bank Loan Agreement”), between the Authority and TxDOT, in substantially the form attached as Exhibit A to the Fifteenth Supplemental Indenture; and

WHEREAS, the Board has been presented with and examined proposed forms of the 2015 Supplements and an escrow agreement and the Board finds that the form and substance of

such documents are satisfactory and the recitals and findings contained therein are true, correct and complete, and hereby adopts and incorporates by reference such recitals and findings as if set forth in full in this Resolution, and finds that it is in the best interest of the public and the Authority to issue the 2015 Senior Lien Bonds and the 2015 Subordinate Lien Bonds (collectively, the “2015 Bonds”) and to authorize the execution and delivery of such documents; and

WHEREAS, the Board now desires to appoint one or more officers of the Authority to act on behalf of the Authority to determine the final terms and conditions of the 2015 Bonds, as provided herein, and to make such determinations and findings as may be required by the 2015 Supplements and to carry out the purposes of this Resolution and execute one or more Award Certificates setting forth such determinations and authorizing and approving all other matters relating to the issuance, sale and delivery of the 2015 Bonds; and

WHEREAS, the Board desires to authorize the execution and delivery of the Twelfth Supplement providing for the issuance of and setting forth the terms and provisions relating to the 2015 Senior Lien Bonds to be issued as Additional Senior Lien Obligations, and the pledge and security therefor, in the substantially final form of the Twelfth Supplement; and

WHEREAS, the 2015 Senior Lien Bonds shall be issued as Additional Senior Obligations and Long-Term Obligations pursuant to and in accordance with the provisions of the Master Indenture and the Twelfth Supplement; and

WHEREAS, the Board desires to authorize the execution and delivery of the Thirteenth Supplement, the Fourteenth Supplement and the Fifteenth Supplement (collectively, the “2015 Subordinate Lien Supplements”) providing for the issuance of and setting forth the terms and provisions relating to the 2015C TIFIA Bond, the 2015D SHF Bond and the 2015E SIB Bond, respectively, in each case to be issued as Additional Subordinate Lien Obligations, and the pledge and security therefor, in the substantially final forms of the 2015 Subordinate Lien Supplements; and

WHEREAS, the 2015 Subordinate Lien Bonds shall be issued as Additional Subordinate Lien Obligations and Long-Term Obligations pursuant to and in accordance with the provisions of the Master Indenture and the respective 2015 Subordinate Lien Supplements; and

WHEREAS, the Board now desires to approve, ratify and confirm the preparation and distribution of a preliminary official statement and an official statement relating to the offering and sale of the 2015 Senior Lien Bonds; and

WHEREAS, the Board desires to provide for the issuance of the 2015 Senior Lien Bonds in accordance with the requirements of the Master Indenture and the Twelfth Supplement, and to provide for the issuance of the 2015 Subordinate Lien Bonds in accordance with the Master Indenture and the respective 2015 Subordinate Lien Supplements, and to authorize the execution and delivery of the 2015 Supplements and such certificates, agreements, instruction letters and other instruments as may be necessary or desirable in connection therewith; and

WHEREAS, the Board desires to authorize the execution and delivery of a Bond Purchase Contract (the “Purchase Contract”), between the Authority and J.P. Morgan Securities

LLC (the "Underwriters' Representative"), acting for and on behalf of itself and the syndicate of underwriters named therein (collectively, the "Underwriters") relating to the 2015 Senior Lien Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY THAT:

ARTICLE I

FINDINGS AND DETERMINATIONS

Section 1.1. Findings and Determinations. (a) The findings and determinations set forth in the preamble hereof are hereby incorporated herein for all purposes as though such findings and determinations were set forth in full herein. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned thereto in the Master Indenture and the 2015 Supplements.

(b) The Board has found and determined that the 2015 Bonds may be issued in part as one or more series of Additional Senior Lien Obligations and in part as one or more series of Additional Subordinate Lien Obligations, respectively, as designated by the Authorized Officer in one or more award certificates (the "Award Certificates" or "Award Certificate," as applicable), and as Long-Term Obligations and, with respect to the 2015B Bonds, Refunding Obligations in accordance with the Master Indenture. A portion of the 2015 Bonds may also be designated as Variable Rate Obligations in the Award Certificates.

(c) It is officially found, determined and declared that the meeting at which this Resolution has been adopted was open to the public and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution was given, all as required by the applicable provisions of Chapter 551, Texas Government Code, as amended.

(d) The Board hereby finds and determines that the issuance of the 2015 Bonds is in the best interest of the Authority. The Board further hereby finds and determines that the manner in which the refunding of the 2013B Refunded Bonds (being variable rate bonds) is being executed with a portion of the proceeds of the 2015B Bonds (being variable rate bonds) does not make it practical to make the findings and determinations required by Section 1207.008, Texas Government Code, as amended.

ARTICLE II

ISSUANCE OF 2015 SENIOR LIEN BONDS; APPROVAL OF DOCUMENTS

Section 2.1. Issuance, Execution and Delivery of 2015 Senior Lien Bonds; Approval of Twelfth Supplement. The Authority hereby authorizes, approves and directs the issuance of the 2015 Senior Lien Bonds in accordance with the terms of this Resolution, the Master Indenture and the Twelfth Supplement, a draft of which was presented to the Authority and its counsel, the form, terms and provisions of such Twelfth Supplement being hereby authorized and approved with such changes as may be approved by the Authorized Officer (as defined herein), such

approval to be evidenced by the execution thereof. The Authorized Officer is hereby authorized to execute the Twelfth Supplement.

Section 2.2. The Issuance of the 2015 Senior Lien Bonds. The issuance, execution and delivery of the 2015 Senior Lien Bonds, which shall be issued in the aggregate principal amounts, in one or more series and bearing interest in accordance with the terms of the Twelfth Supplement, all as determined by the Authorized Officer and set forth in an Award Certificate, to provide funds to (i) refund all of the 2013B Refunded Bonds, (ii) make deposits to a reserve fund, (iii) pay the Costs of the 183 South Project, (iv) pay capitalized interest with respect to the 2015 Senior Lien Bonds, and (v) pay the costs of issuance for the 2015 Senior Lien Bonds, all pursuant to and in accordance with the Master Indenture and the Twelfth Supplement, are hereby authorized and approved.

ARTICLE III

ISSUANCE OF 2015 SUBORDINATE LIEN BONDS; APPROVAL OF DOCUMENTS

Section 3.1. Issuance, Execution and Delivery of 2015 Subordinate Lien Bonds; Approval of the 2015 Subordinate Lien Supplements. The Authority hereby authorizes, approves and directs the issuance of the 2015 Subordinate Lien Bonds in accordance with the terms of this Resolution, the Master Indenture and the respective 2015 Subordinate Lien Supplements, drafts of which were presented to the Authority and its counsel, the form, terms and provisions of such 2015 Subordinate Lien Supplements being hereby authorized and approved with such changes as may be approved by the Authorized Officer, such approval to be evidenced by the execution thereof. The Authorized Officer is hereby authorized to execute the 2015 Subordinate Lien Supplements.

Section 3.2. The Issuance of the 2015 Subordinate Lien Bonds. The issuance, execution and delivery of the 2015 Subordinate Lien Bonds, which shall be issued in the aggregate principal amounts, in one or more series and bearing interest in accordance with the terms of the respective 2015 Subordinate Lien Supplements, all as determined by the Authorized Officer and set forth in one or more Award Certificates, to (i) pay the Costs of the 183 South Project, and (ii) pay the costs of issuance for the 2015 Subordinate Lien Bonds, all pursuant to and in accordance with the Master Indenture and each of the 2015 Subordinate Lien Supplements, are hereby authorized and approved. The Award Certificate relating to any series of 2015 Subordinate Lien Bonds may make reference to the respective loan agreement described in Section 3.3 relating to such series of 2015 Subordinate Lien Bonds for any of the terms and provisions of such series of 2015 Subordinate Lien Bonds.

Section 3.3. Approval and Execution of Loan Agreements. (a) The terms and provisions of the TIFIA Loan Agreement, in substantially the form presented at this meeting, are hereby authorized and approved with such changes as may be approved by the Authorized Officer, such approval to be evidenced by the execution thereof. The Authorized Officer is hereby authorized to execute and deliver the TIFIA Loan Agreement.

(b) The terms and provisions of the State Highway Fund Loan Agreement, in substantially the form presented at this meeting, are hereby authorized and approved with such changes as may be approved by the Authorized Officer, such approval to be evidenced by the execution thereof. The Authorized Officer is hereby authorized to execute and deliver the State Highway Fund Loan Agreement.

(c) The terms and provisions of the State Infrastructure Bank Loan Agreement, in substantially the form presented at this meeting, are hereby authorized and approved with such changes as may be approved by the Authorized Officer, such approval to be evidenced by the execution thereof. The Authorized Officer is hereby authorized to execute and deliver the State Infrastructure Bank Loan Agreement.

ARTICLE IV

APPOINTMENT OF AUTHORIZED OFFICER; DELEGATION OF AUTHORITY

Section 4.1. Appointment of Authorized Officer. The Board hereby appoints the Chairman of the Board, the Executive Director and the Chief Financial Officer, severally and each of them, to act as an authorized officer (the "Authorized Officer") on behalf of the Board and to perform all acts authorized and required of an Authorized Officer set forth in this Resolution and the 2015 Supplements. The Authorized Officer is hereby authorized and directed to execute one or more Award Certificates setting forth the information authorized to be stated therein pursuant to this Resolution and required to be stated therein pursuant to the 2015 Supplements.

Section 4.2. Delegation of Authority. (a) The Board hereby authorizes and directs that the Authorized Officer act on behalf of the Authority to determine the final terms and conditions of the 2015 Bonds, the dated date for the 2015 Supplements, the dated dates for the 2015 Bonds, the prices at which the 2015 Bonds will be sold, any different or additional designation or title of each series of the 2015 Bonds, the principal amounts and maturity dates therefor, the per annum interest rates for the 2015 Bonds, the aggregate principal amount of 2015 Bonds to be issued as Senior Lien Obligations, the aggregate principal amount of the 2015 Bonds to be issued as Subordinate Lien Obligations, the respective aggregate principal amounts of the 2015A Bonds, the 2015B Bonds, the 2015C TIFIA Bond, the 2015D SHF Bond and the 2015E SIB Bond; and, further, the principal amount of the 2015 Senior Lien Bonds to be issued as fixed rate bonds and the principal amount to be issued as variable rate bonds (if any), the interest rate modes and tender provisions for any variable rate bonds, the redemption provisions, dates and prices for the 2015 Bonds, the final forms of the 2015 Bonds, the final terms and provisions of the TIFIA Loan Agreement, the State Highway Fund Loan Agreement and the State Infrastructure Bank Loan Agreement, and such other terms and provisions that shall be applicable to the 2015 Bonds, to approve the form and substance of one or more contracts of purchase providing for the sale of the 2015 Bonds, to authorize and approve the forms of a preliminary official statement and a final official statement and to make such findings and determinations as are otherwise authorized herein or as may be required by the 2015 Supplements to carry out the purposes of this Resolution and to execute one or more Award Certificates setting forth such determinations, such other matters as authorized herein, and authorizing and approving all other matters relating to the

issuance, sale and delivery of the 2015 Bonds; provided, that the following conditions can be satisfied:

(i) the aggregate principal amount of the 2015 Senior Lien Bonds to be issued shall not exceed \$375,000,000; and

(ii) the 2015 Senior Lien Bonds shall not bear interest at an initial true interest rate greater than 5.5%; and

(iii) the aggregate principal amount of the 2015 Senior Lien Bonds to be issued as variable rate bonds shall not exceed \$75,000,000; and

(iv) the aggregate principal amount of the 2015C Bonds to be issued shall not exceed \$300,000,000; and

(v) the 2015C Bonds shall not bear interest at an initial rate greater than 3.5%; and

(vi) the aggregate principal amount of the 2015D Bonds to be issued shall not exceed \$30,000,000; and

(vii) the 2015D Bonds shall not bear interest at an initial rate greater than 4.00%; and

(viii) the aggregate principal amount of the 2015E Bonds to be issued shall not exceed \$30,000,000; and

(ix) the 2015E Bonds shall not bear interest at an initial rate greater than 4.00%;

all based on bond market conditions and available rates for the 2015 Senior Lien Bonds on the date of sale of the 2015 Senior Lien Bonds and on the terms, conditions and provisions negotiated by the Authority for the 2015 Subordinate Lien Obligations.

(b) The 2015 Bonds may be issued all as one or more series of 2015 Senior Lien Bonds, all as one or more series of 2015 Subordinate Lien Bonds, or as a combination of one or more series of 2015 Senior Lien Bonds and one or more series of 2015 Subordinate Lien Bonds, all as specified in the Award Certificates.

Section 4.3. Limitation on Delegation of Authority. The authority granted to the Authorized Officer under Article IV of this Resolution shall expire at 5:00 p.m. Central Time on April 15, 2016, unless otherwise extended by the Board by separate Resolution. Any 2015 Bonds, with respect to which an Award Certificate is executed prior to 5:00 p.m. Central Time on April 15, 2016, may be delivered to the initial purchaser thereof after such date.

ARTICLE V

APPROVAL OF SALE OF 2015 SENIOR LIEN BONDS AND EXECUTION AND DELIVERY OF 2015 SUBORDINATE LIEN BONDS

Section 5.1. Approval of Sale of 2015 Senior Lien Bonds. The sale of the 2015 Senior Lien Bonds to J.P. Morgan Securities LLC, as Underwriters Representative, acting on behalf of itself and the Underwriters, in the aggregate principal amounts, bearing interest at the rates and at the prices set forth in the Purchase Contract, as determined by the Authorized Officer on the date of sale of the 2015 Senior Lien Bonds, is hereby authorized and approved. The Authorized Officer is hereby authorized and directed to execute and deliver the Purchase Contract on behalf of the Authority providing for the sale of the Senior Lien Bonds to the Underwriters in such form as determined by the Authorized Officer, to be dated as of the date of its execution and delivery, by and among the Authority and the Underwriters. The Authorized Officer is hereby authorized and directed to approve the final terms and provisions of the Purchase Contract and to approve and to execute and deliver such Purchase Contract on behalf of the Authority, such approval to be conclusively evidenced by the execution thereof. The Authorized Officer is specifically authorized to determine the principal amount, if any, of the 2015 Bonds to be issued and sold as fixed rate bonds and/or variable rate bonds.

Section 5.2. Approval of Execution and Delivery of 2015 Subordinate Lien Bonds. (a) The execution and delivery of the 2015C Bonds to USDOT in the aggregate principal amount, bearing interest at the rates, and with the terms and provisions set forth in the Thirteenth Supplement and the TIFIA Loan Agreement, as determined by the Authorized Officer, is hereby authorized and approved. The Authorized Officer is hereby authorized to approve the final terms and provisions of the Thirteenth Supplement and the TIFIA Loan Agreement and to execute and deliver the Thirteenth Supplement and the TIFIA Loan Agreement on behalf of the Authority, such approval to be conclusively evidenced by the execution thereof.

(b) The execution and delivery of the 2015D Bonds to TxDOT in the aggregate principal amount, bearing interest at the rates, and with the terms and provisions set forth in the Fourteenth Supplement and the State Highway Fund Loan Agreement, as determined by the Authorized Officer, is hereby authorized and approved. The Authorized Officer is hereby authorized to approve the final terms and provisions of the Fourteenth Supplement and the State Highway Fund Loan Agreement and to execute and deliver the Fourteenth Supplement and the State Highway Fund Loan Agreement on behalf of the Authority, such approval to be conclusively evidenced by the execution thereof.

(c) The execution and delivery of the 2015E Bonds to TxDOT in the aggregate principal amount, bearing interest at the rates, and with the terms and provisions set forth in the Fifteenth Supplement and the State Infrastructure Bank Loan Agreement, as determined by the Authorized Officer, is hereby authorized and approved. The Authorized Officer is hereby authorized to approve the final terms and provisions of the Fifteenth Supplement and the State Infrastructure Bank Loan Agreement and to execute and deliver the Fifteenth Supplement and the State Infrastructure Bank Loan Agreement on behalf of the Authority, such approval to be conclusively evidenced by the execution thereof.

Section 5.3. Sale on Best Terms Available. The 2015 Senior Lien Bonds shall be sold to the Underwriters at the prices, bearing interest at the rates and having such other terms and provisions, that, based on then current market conditions, result in the best terms reasonably available and advantageous to the Authority, as is determined by the Authorized Officer on the date of sale of each series of the 2015 Senior Lien Bonds. The Authorized Officer is hereby authorized and directed to make such findings in the Award Certificates regarding the terms of the sale of the 2015 Senior Lien Bonds. The Authorized Officer is further hereby authorized to make findings in the Award Certificates relating to each series of the 2015 Subordinate Lien Bonds to the effect that the prices, interest rates and other terms and provisions of such series of 2015 Subordinate Lien Bonds, as negotiated by the Authority, are the best terms reasonably available and advantageous to the Authority, as determined by the Authorized Officer.

ARTICLE VI

APPROVAL OF ESCROW AGREEMENT; NOTICES OF REDEMPTION

Section 6.1. Approval of Escrow Agreement. To provide for the security and investment of a portion of the proceeds of the 2015 Bonds until such time as such proceeds are to be paid to the registered owners of the 2013 Refunded Bonds, the Authority hereby approves the form and substance of an escrow deposit agreement, substantially in the form of the Escrow Deposit Agreement and Receipt for Deposit (the “Escrow Agreement”), between the Authority and Regions Bank, as escrow agent (the “Escrow Agent”), dated as of the date set forth in an Award Certificate, a draft of which was presented to the Board and its counsel, the form, terms and provisions of such Escrow Agreement being hereby authorized and approved. The Authorized Officer is hereby authorized and directed to execute and deliver the Escrow Agreement in the name and on behalf of the Authority, with such changes therein as the Authorized Officer may approve, such approval to be conclusively evidenced by such Authorized Officer’s execution thereof.

Section 6.2. Notice of Redemption to Owners of Refunded Bonds. The Board hereby authorizes and calls for the redemption of the 2013B Refunded Bonds on the dates and at the prices determined by the Authorized Officer and set forth in the Award Certificates. The Authorized Officer shall cause notice of redemption to be given to the registered owners of such 2013B Refunded Bonds in accordance with the Master Indenture and the supplemental trust indenture to which such 2013B Refunded Bonds were issued.

ARTICLE VII

APPROVAL OF OFFICIAL STATEMENT

Section 7.1. Approval of Official Statement. The Authorized Officer is hereby authorized and directed to authorize and approve the form and substance of the Preliminary Official Statement prepared in connection with the public offering of the 2015 Senior Lien Bonds, together with any addenda, supplement or amendment thereto (the “Preliminary Official Statement”), and the preparation, use and distribution of the Preliminary Official Statement in the marketing of the 2015 Senior Lien Bonds. The Authorized Officer is authorized to “deem final” the Preliminary Official Statement as of its date (except for the omission of pricing and

related information) within the meaning and for the purposes of paragraph (b)(1) of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. The Authorized Officer is hereby further authorized and directed to use and distribute or authorize the use and distribution of, a final official statement and any addenda, supplement or amendment thereto (the "Official Statement"). The use thereof by the Underwriters in the public offering and sale of the 2015 Senior Lien Bonds is hereby authorized and approved. The Chairman of the Board is hereby authorized and directed to execute and the Authorized Officer to deliver the Official Statement to the Underwriters in number and in accordance with the terms of the Purchase Contract. The Secretary of the Board is hereby authorized and directed to include and maintain copies of the Preliminary Official Statement and the Official Statement in the permanent records of the Authority.

ARTICLE VIII

USE AND APPLICATION OF PROCEEDS; LETTERS OF INSTRUCTION; POWER TO REVISE DOCUMENTS

Section 8.1. Use and Application of Proceeds; Letters of Instruction. The proceeds from the sale of the 2015 Bonds shall be used for the respective purposes set forth in and in accordance with the terms and provisions of all respective 2015 Supplement and the related Award Certificate. The deposit and application of the proceeds from the sale of the 2015 Bonds shall be set forth in Letters of Instruction of the Authority executed by the Authorized Officer.

Section 8.2. Execution and Delivery of Other Documents. The Authorized Officer is hereby authorized and directed to execute and deliver from time to time and on an ongoing basis such other documents, including agreements, assignments, certificates, instruments, releases, financing statements, written requests, filings with the Internal Revenue Service and letters of instruction, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution and to comply with the requirements of the Master Indenture, the 2015 Supplements, the TIFIA Loan Agreement, the State Highway Fund Loan Agreement, the State Infrastructure Bank Loan Agreement, the Award Certificates, the Escrow Agreements and the Purchase Contract.

Section 8.3. Power to Revise Form of Documents. Notwithstanding any other provision of this Resolution, the Authorized Officer is hereby authorized to make or approve such revisions in the form of the documents presented at this meeting and any other document, certificate or agreement pertaining to the issuance and delivery of the 2015 Bonds in accordance with the terms of the Master Indenture and the 2015 Supplements as, in the judgment of such person, may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution, such approval to be evidenced by the execution thereof.

ARTICLE IX

APPROVAL AND RATIFICATION OF CERTAIN ACTIONS

Section 9.1. Approval of Submission to the Attorney General of Texas. The Authority's Bond Counsel is hereby authorized and directed to submit to the Attorney General,

for his approval, transcripts of the legal proceedings relating to the issuance, sale and delivery of the 2015 Bonds as required by law, and to the Comptroller of Public Accounts of the State of Texas (the "Comptroller") for registration. In connection with the submission of the record of proceedings for the 2015 Bonds to the Attorney General of the State of Texas for examination and approval of such 2015 Bonds, the Authorized Officer is hereby authorized and directed to issue one or more checks of the Authority payable to the Attorney General of the State of Texas as a nonrefundable examination fee in the amount required by Chapter 1202, Texas Government Code. The Initial 2015 Senior Lien Bonds shall be delivered to the Trustee for delivery to the Underwriters Representative against payment therefor and upon satisfaction of the requirements of the Indenture, the Twelfth Supplement and the Purchase Contract. The Initial 2015 Subordinate Lien Bonds shall be delivered to the Trustee for delivery to USDOT, with respect to the 2015C Bonds, and TxDOT with respect to the 2015D Bonds and the 2015E Bonds. Upon satisfaction of the requirements for closing in the respective 2015 Subordinate Lien Supplements, the Authorized Officer shall deliver to the Trustee a letter of instructions relating to the delivery of such Subordinate Lien Bonds and the Trustee shall deliver the 2015 Subordinate Lien Bonds as instructed therein.

Section 9.2. Certification of the Minutes and Records. The Secretary and any Assistant Secretary of the Board are each hereby severally authorized to certify and authenticate minutes and other records on behalf of the Authority for the issuance of the 2015 Bonds and for all other Authority activities.

Section 9.3. Ratifying Other Actions. All other actions taken or to be taken by the Executive Director, the Chief Financial Officer, the Authorized Officer and the Authority's staff in connection with the issuance of the 2015 Bonds are hereby approved, ratified and confirmed.

Section 9.4. Authority to Invest Funds. The Executive Director and the Chief Financial Officer are each hereby severally authorized to undertake all appropriate actions and to execute such documents, agreements or instruments as they deem necessary or desirable under the Master Indenture, the 2015 Supplements and the Escrow Agreements with respect to the investment of proceeds of the 2015 Bonds and other funds of the Authority.

Section 9.5. Federal Tax Considerations. In addition to any other authority provided under this Resolution, each Authorized Officer is hereby further expressly authorized, acting for and on behalf of the Authority, to determine and designate in the Award Certificate for each series of 2015 Bonds whether such bonds will be issued as taxable bonds or tax-exempt bonds for federal income tax purposes and to make all appropriate elections under the Internal Revenue Code of 1986, as amended. Each Authorized Officer is hereby further expressly authorized and empowered from time to time and at any time to perform all such acts and things deemed necessary or desirable and to execute and deliver any agreements, certificates, documents or other instruments, whether or not herein mentioned, to carry out the terms and provisions of this section, including but not limited to, the preparation and making of any filings with the Internal Revenue Service.

ARTICLE X

GENERAL PROVISIONS

Section 10.1. Changes to Resolution. The Executive Director, the Chief Financial Officer and the Authorized Officer, and either of them, singly and individually, are hereby authorized to make such changes to the text of this Resolution as may be necessary or desirable to carry out the purposes hereof or to comply with the requirements of the Attorney General of Texas in connection with the issuance of the 2015 Bonds herein authorized.

Section 10.2. Effective Date. This Resolution shall be in full force and effect from and upon its adoption.

Adopted, passed and approved by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:


Andrew Martin, General Counsel

Approved:


Ray A. Wilkerson
Chairman, Board of Directors

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

RESOLUTION NO. 15-081

ACCEPT THE FINANCIAL STATEMENTS FOR SEPTEMBER 2015.

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 September 2015, and has caused Financial Statements to be prepared and attached to this resolution as Exhibit 1.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Statements for September 2015, attached as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:



Andrew Martin, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

Exhibit 1

Financial Statements for September 2015

Central Texas Regional Mobility Authority

Balance Sheet

	as of 09/30/2015	as of 09/30/2014
Assets		
Current Assets		
Cash		
Regions Operating Account	537,309	\$ 968,950
Cash In TexSTAR	681,329	580,894
Regions Payroll Account	137,160	107,428
Restricted Cash		
Fidelity Govt MMA	280,398,097	214,484,178
Restricted Cash-TexStar	7,020,409	11,032,496
Overpayments account	104,833	57,516
Total Cash and Cash Equivalents	288,879,136	227,231,461
Accounts Receivable		
Accounts Receivable	18,317	413,958
Due From TTA	287,883	2,159,324
Due From NTTA	358,609	254,785
Due From HCTRA	655,187	275,693
Due From TxDOT	80,434	1,056,879
Interest Receivable	32,820	99,650
Total Receivables	1,433,251	4,260,290
Short Term Investments		
Certificates of Deposit	-	5,000,000
Agencies	21,197,416	40,865,410
Total Short Term Investments	21,197,416	45,865,410
Total Current Assets	311,509,803	277,357,160
Total Construction In Progress	145,699,955	81,164,925
Fixed Assets (Net of Depreciation)		
Computers	52,423	74,689
Computer Software	1,418,778	1,100,662
Equipment	2,108	8,691
Autos and Trucks	25,625	5,749
Buildings and Toll Facilities	5,611,382	5,788,497
Highways and Bridges	610,720,801	617,746,005
Communication Equipment	346,095	522,974
Toll Equipment	19,288,223	21,934,056
Signs	11,500,775	11,683,154
Land Improvements	12,172,574	12,851,061
Right of Way	86,838,919	85,152,004
Leasehold Improvements	175,367	185,343
Total Fixed Assets	748,153,071	757,052,884
Other Assets		
Intangible Assets-Net	12,643,459	13,671,318
2005 Bond Insurance Costs	4,875,105	5,088,613
Prepaid Insurance	6,402.71	0
Total Other Assets	17,524,966	18,759,932
Total Assets	\$ 1,222,887,795	\$ 1,134,334,901

Central Texas Regional Mobility Authority

Balance Sheet

	as of 09/30/2015	as of 09/30/2014
	Liabilities	
Current Liabilities		
Accounts Payable	1,206,856	707,004
Construction Payable-Maha Loop	3,505,519	13,760,452
Overpayments	106,870	59,195
Interest Payable	9,958,869	9,992,053
TCDRS Payable	39,390	37,779
Due to Other Entities	624,118	779,109
Total Current Liabilities	15,441,621	25,335,593
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	112,708,326	109,043,344
Senior Lien Revenue Bonds 2011	308,887,424	308,106,991
Senior Refunding Bonds 2013	182,555,000	184,710,000
Sn Lien Rev Bnd Prem/Disc 2010	43,019	83,045
Sn Lien Rev Bnd Prem/Disc 2011	-3,370,527	(3,541,902)
Sn Lien Rev Bnd Prem/Disc 2013	13,633,678	16,179,353
Total Senior Lien Revenue Bonds	614,456,921	614,580,831
Sub Lien Revenue Bonds		
Subordinated Lien Bond 2011	70,000,000	70,000,000
Sub Refunding Bnds 2013	102,530,000	103,710,000
Sub Lien Bond 2011 Prem/Disc	-1,764,546	(1,862,527)
Sub Refunding 2013 Prem/Disc	3,179,112	3,668,435
Tot Sub Lien Revenue Bonds	173,944,567	175,515,908
Other Obligations		
2011 Regions Draw Down Note	952,516	2,747,233
2013 American Bank Loan	5,300,000	5,300,000
2015 Regions Bank Loan	21,018,500	
Total Other Obligations	27,271,016	8,047,233
Total Long Term Liabilities	815,861,592	798,333,062
Total Liabilities	831,303,214	823,668,655
	Net Assets	
Contributed Capital	35,847,060	23,347,060
Net Assets Beginning	353,268,911	263,492,792
Current Year Operations	\$ 2,468,611	23,826,395
Total Net Assets	391,584,581	310,666,246
Total Liabilities and Net Assets	\$ 1,222,887,795	\$ 1,134,334,901

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2016	Actual Year to Date 9/30/2015	Percent of Budget	Actual PY to Date 9/30/2014
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	32,107,731	6,864,188	21.38%	6,720,676
Toll Revenue-HCTRA-183A	1,678,072	575,075	34.27%	580,795
Toll Revenue-NTTA-183A	1,425,660	957,133	67.14%	99,004
Toll Revenue-TxTag-Manor	8,014,417	2,243,727	28.00%	1,919,371
Toll Revenue-HCTRA Manor	1,561,572	447,450	28.65%	385,678
Toll Revenue-NTTA-Manor	392,459	139,908	35.65%	58,907
Video Tolls 183A	9,541,998	2,007,988	21.04%	1,465,073
Video Tolls Manor Expressway	4,334,167	779,807	17.99%	468,591
Fee revenue 183A	2,471,500	705,112	28.53%	472,882
Fee revenue Manor Expressway	885,000	344,682	38.95%	201,557
Total Operating Revenue	62,412,575	15,065,069	24.14%	12,372,533
Other Revenue				
Interest Income	250,000	92,706	37.08%	86,264
Grant Revenue	3,130,258	6,805,211	217.40%	29,708,321
Reimbursed Expenditures	-	2,849		-
Misc Revenue	-	-	0.00%	2,116
Total Other Revenue	3,380,258	6,900,767	204.15%	29,796,701
Total Revenue	\$ 65,792,833	\$ 21,965,836	33.39%	42,169,233

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2016	Actual Year to Date 9/30/2015	Percent of Budget	Actual PY to Date 9/30/2014
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,710,710	564,571	20.83%	503,232
Part Time Salary Expense	36,000	-	0.00%	-
Overtime Salary Expense	3,000	-	0.00%	-
Salary Reserve	40,000	-	0.00%	-
TCDRS	349,552	79,952	22.87%	70,813
FICA	109,682	24,430	22.27%	20,944
FICA MED	34,956	8,216	23.50%	7,298
Health Insurance Expense	232,154	61,683	26.57%	45,921
Life Insurance Expense	6,468	934	14.43%	1,041
Auto Allowance Expense	10,200	2,550	25.00%	-
Other Benefits	203,942	27,656	13.56%	23,852
Unemployment Taxes	14,400	19	0.13%	30
Total Salaries and Wages	3,751,064	770,011	20.53%	673,132

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2016	Actual Year to Date 9/30/2015	Percent of Budget	Actual PY to Date 9/30/2014
Administrative				
Administrative and Office Expenses				
Accounting	7,500	2,492	33.23%	1,713
Auditing	75,000	21,500	28.67%	34,293
Human Resources	50,000	2,179	4.36%	80,925
IT Services	64,000	4,586	7.17%	21,808
Internet	1,700	312	18.34%	412
Software Licenses	76,100	11,007	14.46%	6,752
Cell Phones	13,600	1,825	13.42%	1,883
Local Telephone Service	13,000	3,390	26.08%	3,649
Overnight Delivery Services	850	71	8.36%	15
Local Delivery Services	900	-	0.00%	-
Copy Machine	12,000	3,936	32.80%	2,688
Repair & Maintenance-General	1,000	-	0.00%	582
Meeting Facilities	250	-	0.00%	-
CommunityMeeting/ Events	2,000	-	0.00%	-
Meeting Expense	15,000	843	5.62%	886
Public Notices	2,000	-	0.00%	-
Toll Tag Expense	1,700	75	4.44%	619
Parking	3,475	742	21.35%	723
Mileage Reimbursement	9,600	936	9.75%	593
Insurance Expense	180,000	24,175	13.43%	23,304
Rent Expense	525,000	99,513	18.95%	83,096
Legal Services	220,000	36,465	16.58%	-
Total Administrative and Office Expenses	1,274,675	214,048	16.79%	263,941
Office Supplies				
Books & Publications	5,950	297	5.00%	708
Office Supplies	12,000	1,889	15.74%	1,382
Computer Supplies	20,200	8,129	40.24%	5,443
Copy Supplies	2,200	423	19.25%	391
Other Reports-Printing	13,000	-	0.00%	414
Office Supplies-Printed	2,700	601	22.27%	562
Misc Materials & Supplies	3,000	190	6.33%	52
Postage Expense	5,850	82	1.41%	153
Total Office Supplies	64,900	11,612	17.89%	9,105

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2016	Actual Year to Date 9/30/2015	Percent of Budget	Actual PY to Date 9/30/2014
Communications and Public Relations				
Graphic Design Services	50,000	2,573	5.15%	-
Website Maintenance	100,000	6,298	6.30%	625
Research Services	50,050	-	0.00%	3,546
Communications and Marketing	250,000	10,285	4.11%	21,306
Advertising Expense	225,200	33,682	14.96%	5,949
Direct Mail	10,000	150	1.50%	95
Video Production	20,000	4,400	22.00%	-
Photography	10,000	-	0.00%	-
Radio	10,000	-	0.00%	-
Other Public Relations	27,500	3,500	12.73%	-
Promotional Items	17,500	287	1.64%	-
Displays	5,000	-	0.00%	-
Annual Report printing	14,000	-	0.00%	-
Direct Mail Printing	11,300	-	0.00%	-
Other Communication Expenses	1,500	392	26.14%	5,227
Total Communications and Public Relations	802,050	61,567	7.68%	36,748
Employee Development				
Subscriptions	1,500	109	7.27%	129
Memberships	37,100	3,592	9.68%	1,539
Continuing Education	4,550	-	0.00%	3,250
Professional Development	12,200	123	1.00%	-
Other Licenses	950	430	45.26%	217
Seminars and Conferences	41,000	1,525	3.72%	16,945
Travel	88,000	17,326	19.69%	7,243
Total Employee Development	185,300	23,104	12.47%	29,323

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2016	Actual Year to Date 9/30/2015	Percent of Budget	Actual PY to Date 9/30/2014
Financing and Banking Fees				
Trustee Fees	16,000	3,225	20.16%	-
Bank Fee Expense	8,000	1,505	18.81%	1,483
Continuing Disclosure	10,000	-	0.00%	9,706
Arbitrage Rebate Calculation	8,000	3,685	46.06%	-
Loan Fee Expense	5,000	-	0.00%	-
Rating Agency Expense	50,000	14,000	28.00%	13,500
Total Financing and Banking Fees	97,000	22,415	23.11%	24,689
Total Administrative	2,423,925	332,745	13.73%	363,806
Operations and Maintenance				
Operations and Maintenance Consulting				
General Engineering Consultant	250,000	-	0.00%	(5,718)
GEC-Trust Indenture Support	142,000	-	0.00%	-
GEC-Financial Planning Support	10,000	-	0.00%	5,436
GEC-Toll Ops Support	20,000	-	0.00%	-
GEC-Roadway Ops Support	261,000	27,155	10.40%	28,774
GEC-Technology Support	15,000	12,094	80.63%	-
GEC-Public Information Support	-	-	0.00%	-
GEC-General Support	318,000	2,543	0.80%	6,267
General System Consultant	175,000	39,144	22.37%	19,149
Traffic and Revenue Consultant	60,000	22,452	37.42%	10,989
Total Ops and Mtce Consulting	1,251,000	103,388	8.26%	64,897
Road Operations and Maintenance				
Roadway Maintenance	1,800,000	221,487	12.30%	(146,743)
Landscape Maintenance	110,000	20,537	18.67%	47,640
Signal & Illumination Maint	20,000	2,810	14.05%	43,211
Maintenance Supplies-Roadway	30,000	31,570	105.23%	143
Tools & Equipment Expense	250	46	18.28%	-
Gasoline	6,000	297	4.95%	591
Repair & Maintenance-Vehicles	1,500	98	6.52%	1,704
Roadway Operations	-	67	-	-
Electricity - Roadways	160,000	24,819	15.51%	18,705

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2016	Actual Year to Date 9/30/2015	Percent of Budget	Actual PY to Date 9/30/2014
Total Road Operations and Maintenance	2,127,750	301,730	14.18%	(34,750)
Toll Processing and Collection Expense				
Image Processing	4,527,740	457,498	10.10%	485,091
Tag Collection Fees	2,823,744	587,662	20.81%	321,944
Court Enforcement Costs	30,000	3,875	12.92%	10,625
DMV Lookup Fees	4,000	454	11.35%	627
Total Toll Processing and Collections	7,385,484	1,049,489	14.21%	818,286
Toll Operations Expense				
Facility maintenance	-	446		-
Generator Maintenance	10,000	1,850	18.50%	750
Generator Fuel	6,000	-	0.00%	-
Fire and Burglar Alarm	500	123	24.67%	123
Elevator Maintenance	2,800	-	0.00%	-
Refuse	800	186	23.20%	198
Pest Control	1,600	148	9.25%	256
Custodial	2,000	500	25.00%	831
Telecommunications	80,000	14,577	18.22%	20,309
Water	8,000	709	8.87%	1,051
Electricity	-	-	0.00%	10,166
Repair & Maintenance Toll Equip	500,000	93	0.02%	-
Law Enforcement	265,225	42,632	16.07%	-
ETC Maintenance Contract	1,368,000	227,550	16.63%	113,933
ETC Testing	70,000	-	0.00%	-
Total Toll Operations	2,314,925	288,814	12.48%	147,617
Total Operations and Maintenance	13,079,159	1,743,420	13.33%	996,050
Other Expenses				
Special Projects and Contingencies				
HERO	1,400,000	231,256	16.52%	249,485
Special Projects	200,000	219,254	109.63%	155,562
Other Contractual Svcs	130,000	4,000	3.08%	12,508
Contingency	165,000	2,059	1.25%	-

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2016	Actual Year to Date 9/30/2015	Percent of Budget	Actual PY to Date 9/30/2014
Total Special Projects and Contingencies	1,895,000	456,569	24.09%	417,555
Non Cash Expenses				
Amortization Expense	275,000	95,808	34.84%	66,663
Amort Expense - Refund Savings	1,030,000	256,965	24.95%	256,965
Dep Exp- Furniture & Fixtures	5,000	-	0.00%	-
Dep Expense - Equipment	15,000	1,264	8.42%	2,180
Dep Expense - Autos & Trucks	10,000	575	5.75%	1,725
Dep Expense-Buildng & Toll Fac	200,000	44,279	22.14%	44,279
Dep Expense-Highways & Bridges	20,000,000	4,212,966	21.06%	4,153,271
Dep Expense-Communic Equip	250,000	49,029	19.61%	49,029
Dep Expense-Toll Equipment	3,000,000	688,197	22.94%	685,710
Dep Expense - Signs	350,000	81,473	23.28%	80,593
Dep Expense-Land Improvemts	900,000	221,234	24.58%	218,746
Depreciation Expense-Computers	28,000	4,158	14.85%	6,836
Total Non Cash Expenses	26,063,000	5,655,947	21.70%	5,565,997
Total Other Expenses	27,958,000	6,112,516	21.86%	5,983,551
Non Operating Expenses				
Non Operating Expense				
Bond issuance expense	200,000	53,377	26.69%	53,377
Interest Expense	44,660,046	10,485,155	23.48%	10,257,923
Community Initiatives	65,000	-	0.00%	15,000
Total Non Operating Expense	44,925,046	10,538,532	23.46%	10,326,300
Total Expenses	\$ 92,137,194	\$ 19,497,225	21.16%	\$ 18,342,839
Net Income	\$(26,344,361)	\$ 2,468,611		\$ 23,826,395

INVESTMENTS by FUND

		Balance		
			September 30, 2015	
Renewal & Replacement Fund				TexSTAR 7,701,737.86
TexSTAR	3,108.76			CD's -
Regions Sweep	687,771.70			Regions Sweep 276,989,285.90
Agencies		690,880.46		Agencies 21,197,415.55
TxDOT Grant Fund				
TexSTAR	82,248.42			
Regions Sweep	5,737,264.05			
CD's				
Agencies	3,701,107.86	9,520,620.33		\$ 305,888,439.31
Senior Debt Service Reserve Fund				
TexSTAR	590,418.65			
Regions Sweep	30,413,350.77			
Agencies	17,496,307.69	48,500,077.11		
2010 Senior Lien DSF				
Regions Sweep	859,024.16			
TexSTAR	-	859,024.16		
2011 Debt Service Acct				
Regions Sweep	7,405,842.35	7,405,842.35		
2013 Sr Debt Service Acct				
Regions Sweep	5,639,577.14	5,639,577.14		
2013 Sub Debt Service Account				
Regions Sweep	1,657,096.90	1,657,096.90		
2011 Sub Debt DSRF				
Regions Sweep	7,066,286.19			
CD's		7,066,286.19		
2011 Sub DSF				
Regions Sweep	1,181,609.91	1,181,609.91		
Operating Fund				
TexSTAR	681,328.88			
TexSTAR-Trustee	2,170,926.62			
Regions Sweep	-	2,852,255.50		
Revenue Fund				
TexSTAR	1.00			
Regions Sweep	2,088,312.81	2,088,313.81		
General Fund				
TexSTAR	53.78			
Regions Sweep	29,637,495.32			
Agencies		29,637,549.10		
2013 Sub Debt Service Reserve Fund				
Regions Sweep	8,459,898.94			
Agencies		8,459,898.94		
MoPac Construction Fund				
Regions Sweep	92,516,863.51	92,516,863.51		
2010 Senior Lien Construction Fund				
Regions Sweep	1.79	1.79		
2011 Sub Debt Project fund				
TexSTAR	4,173,651.75			
Agencies				
Regions Sweep	19,759,254.93	23,932,906.68		
2011 Sr Financial Assistance Fund				
Regions Sweep	30,449,346.15	30,449,346.15		
2011 Senior Lien Project Fund				
Regions Sweep	299,060.58			
Agencies		299,060.58		
2015 Regions Bank Loan				
Regions Sweep	21,018,500.00	21,018,500.00		
45SW Trust Account Hays County				
Regions Sweep	90,261.72	90,261.72		
45SW Trust Account Travis County				
Regions Sweep	12,022,466.98	12,022,466.98		
			\$ 305,888,439.31	

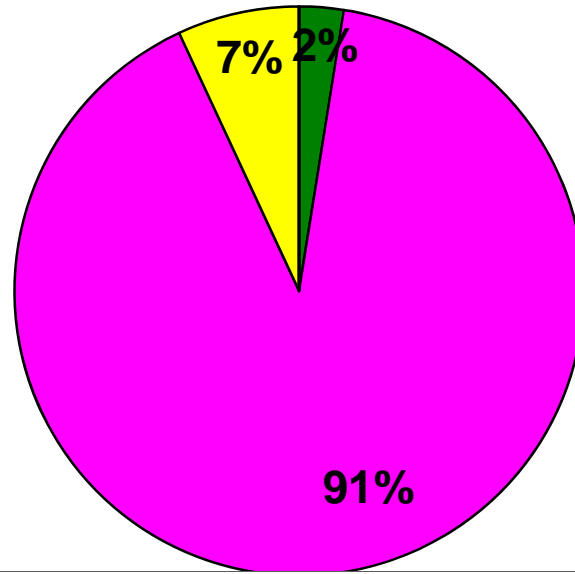
CTRMA INVESTMENT REPORT

Month Ending 9/30/2015						
Balance 9/1/2015	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 9/30/2015	Rate Sep 15
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund	4,173,310.75		341.00		4,173,651.75	0.114%
General Fund	53.78				53.78	0.114%
Trustee Operating Fund	1,870,760.12	1,300,000.00	166.50	1,000,000.00	2,170,926.62	0.114%
Renewal and Replacement	3,108.47		0.29		3,108.76	0.114%
TxDOT Grant Fund	82,241.69		6.73		82,248.42	0.114%
Revenue Fund	1.00				1.00	0.114%
Senior Lien Debt Service Reserve Fund	590,370.40		48.25		590,418.65	0.114%
	6,719,846.21	1,300,000.00	562.77	1,000,000.00	7,020,408.98	
Amount in TexStar Operating Fund						
	681,269.36	1,000,000.00	59.52	1,000,000.00	681,328.88	0.114%
Regions Sweep Money Market Fund						
Operating Fund	0.00	1,300,000.00		1,300,000.00	0.00	0.100%
45SW Trust Account Travis County	12,021,414.59		1,052.39		12,022,466.98	0.100%
45SW Trust Account Hays County	96,867.58		8.23	6,614.09	90,261.72	0.100%
2010 Senior Lien Project Acct	0.00		1.79		1.79	0.100%
2011 Sub Lien Project Acct	19,876,727.02		1,694.39	119,166.48	19,759,254.93	0.100%
2011 Senior Lien Project Acct	299,035.18		25.40		299,060.58	0.100%
2011 Sr Financial Assistance Fund	18,447,779.36	12,000,000.00	1,566.79		30,449,346.15	0.100%
2010 Senior DSF	572,804.63	286,183.43	36.10		859,024.16	0.100%
2011 Senior Lien Debt Service Acct	6,891,340.77	513,938.82	562.76		7,405,842.35	0.100%
2011 Sub Debt Service Fund	787,907.54	393,652.71	49.66		1,181,609.91	0.100%
2013 Senior Lien Debt Service Acct	4,539,286.46	1,099,953.37	337.31		5,639,577.14	0.100%
2013 Subordinate Debt Service Acct	1,188,257.66	468,758.87	80.37		1,657,096.90	0.100%
2015 Regions Bank Loan	0.00	21,018,500.00	0.00		21,018,500.00	0.100%
TxDOT Grant Fund	5,736,776.82		487.23		5,737,264.05	0.100%
Renewal and Replacement	687,713.29		58.41		687,771.70	0.100%
Revenue Fund	1,958,399.21	5,760,606.66	254.68	5,630,947.74	2,088,312.81	0.100%
General Fund	28,575,764.21	3,135,761.87	2,243.76	2,076,274.52	29,637,495.32	0.100%
2011 Sub Debt Service Reserve Fund	7,065,686.09		600.10		7,066,286.19	0.100%
Senior Lien Debt Service Reserve Fund	25,357,683.86	5,000,000.00	55,666.91		30,413,350.77	0.100%
2013 Sub Debt Service Reserve Fund	3,383,351.59	5,026,000.00	50,547.35		8,459,898.94	0.100%
MoPac Managed Lane Construction Fund	95,212,529.54		8,162.63	2,703,828.66	92,516,863.51	0.100%
	232,699,325.40	56,003,355.73	0.00	123,436.26	11,836,831.49	276,989,285.90
Amount in Fed Agencies and Treasuries						
Amortized Principal	31,229,784.07		(9,637.74)		10,022,730.78	21,197,415.55
	31,229,784.07	0.00				21,197,415.55
Certificates of Deposit						
Total in Pools	7,401,115.57	2,300,000.00	622.29	2,000,000.00	7,701,737.86	0.00
Total in Money Market	232,699,325.40	56,003,355.73	123,436.26	11,836,831.49	276,989,285.90	
Total in Fed Agencies	31,229,784.07	0.00	(9,637.74)	10,022,730.78	21,197,415.55	
Total Invested	271,330,225.04	58,303,355.73	(9,637.74)	124,058.55	23,859,562.27	305,888,439.31

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

William Chapman, CFO

Allocation of Funds



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

Amount of investments As of September 30, 2015

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	313371KG0	1,019,000.00	1,000,863.64	1,001,000.00	0.3912%	1/9/2014	10/28/2015	TxDOT Grant Fund
Fannie Mae	3135G0QB2	1,001,990.00	1,000,090.45	2,700,648.00	0.0381%	1/9/2014	10/22/2015	TxDOT Grant Fund
Fannie Mae	3135G0QB2	1,703,383.00	1,700,153.77		0.0381%	1/9/2014	10/22/2015	TxDOT Grant Fund
Fannie Mae	3135G0VA8	5,003,500.00	5,000,807.69	5,006,450.00	0.0468%	1/23/2014	3/1/3016	Senior DSRF
Federal Home loan Bank	3130A4MN9	2,499,600.00	2,499,775.00	2,501,725.00	0.3650%	3/11/2015	4/6/2016	Senior DSRF
Farmer Mac	31315PV55	2,501,200.00	2,500,850.00	2,504,925.00	0.7751%	3/11/2015	2/23/2017	Senior DSRF
Federal Farm Credit	3133ECA79	4,959,250.00	4,966,041.67	4,980,850.00	1.2155%	3/11/2015	3/19/2018	Senior DSRF
Freddie Mac	3134G6JF1	Called	Called	Called	1.4239%	3/26/2015	6/26/2018	Senior DSRF
Federal Home Loan Bank	31398A3T7	Matured	Matured	Matured	0.3660%	1/9/2014	9/21/2015	2013 Sub DSRF
Northeast Texas ISD	659155HX6	2,534,600.00	2,528,833.33	2,529,700.00	0.6010%	8/3/2015	8/1/2016	Senior DSRF
			21,197,415.55	21,225,298.00				

Agency	CUSIP #	COST	Cummulative Amortization	9/30/2015		Interest Income		
				Book Value	Maturity Value	Accrued Interest	Amortization	September 30, 2015 Interest Earned
Federal Home Loan Bank	313371KG0	1,019,000.00	18,136.36	1,000,863.64	1,000,000.00	1,208.33	(863.64)	344.69
Fannie Mae	3135G0QB2	1,001,990.00	1,899.55	1,000,090.45	1,000,000.00	416.67	(90.45)	326.22
Fannie Mae	3135G0QB2	1,703,383.00	3,229.23	1,700,153.77	1,700,000.00	708.33	(153.77)	554.56
Fannie Mae	3135G0VA8	5,003,500.00	2,692.31	5,000,807.69	5,000,000.00	2,083.33	(134.62)	1,948.71
Federal Home loan Bank	3130A4MN9	2,499,600.00	(175.00)	2,499,775.00	2,500,000.00	638.02	25.00	663.02
Farmer Mac	31315PV55	2,501,200.00	350.00	2,500,850.00	2,500,000.00	1,666.67	(50.00)	1,616.67
Federal Farm Credit	3133ECA79	4,959,250.00	(6,791.67)	4,966,041.67	5,000,000.00	3,916.67	1,131.94	5,048.61
Freddie Mac	3134G6JF1	Called	Called	Called	5,000,000.00	9,102.56		9,102.56
Federal Home Loan Bank	31398A3T7	Matured	Matured	Matured	5,026,000.00	8,376.67	(6,618.87)	1,757.80
Northeast Texas ISD	659155HX6	2,534,600.00	5,766.67	2,528,833.33	2,500,000.00	4,166.67	(2,883.33)	1,283.34
		21,222,523.00	25,107.45	21,197,415.55	31,226,000.00	32,283.92	(9,637.74)	22,646.18

September 30, 2015

Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	September 30, 2015 Interest	FUND
		-				\$ -	

Travis County Escrow account

Balance		Accrued		Balance
9/1/2015	Additions	Interest	Withdrawals	9/30/2015
\$ 3,647,848.76		\$ 309.85	\$ 239,348.43	\$ 3,408,810.18



Monthly Newsletter - September 2015

Performance

As of September 30, 2015

Current Invested Balance	\$5,171,964,839.33
Weighted Average Maturity (1)	39 Days
Weighted Average Maturity (2)	61 Days
Net Asset Value	1.000082
Total Number of Participants	796
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$635,406.87
Management Fee Collected	\$212,710.80
% of Portfolio Invested Beyond 1 Year	2.90%
Standard & Poor's Current Rating	AAAm

September Averages

Average Invested Balance	\$5,175,823,388.73
Average Monthly Yield, on a simple basis	0.0994%
Average Weighted Average Maturity (1)*	46 Days
Average Weighted Average Maturity (2)*	62 Days

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

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

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

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

Holiday Reminder

In observance of **Columbus Day**, **TexSTAR will be closed on Monday, October 12, 2015**. All ACH transactions initiated on Friday, October 9th, will settle on Tuesday October 13th. Please plan accordingly for your liquidity needs.

Economic Commentary

The third quarter was a tumultuous period as concerns over the global impact of China's economic slowdown dominated global financial markets, with global equities slumping, oil prices falling, credit spreads spiking and commodity prices taking another leg down. The reaction from fixed income markets was more muted than what might have been expected given the scale of moves across other assets: U.S. 10-year Treasury yields fell by roughly 30 basis points but did not break below the 2.0% level, remaining well above their first quarter lows. In September, the Federal Open Market Committee (FOMC) decided not to raise interest rates, despite unemployment falling from 5.6% at the start of the year to 5.1% in August. The tone of the message coming from the Fed's policy statement, economic projections and press conference was generally perceived as very dovish, reflecting the central bank's concerns for global growth. This seemed to validate markets' pre-existing growth worries. With markets already in risk-off mode, the Fed decision promptly led to another leg lower in risk assets, while market pricing for the first Fed rate hike was pushed into 2016.

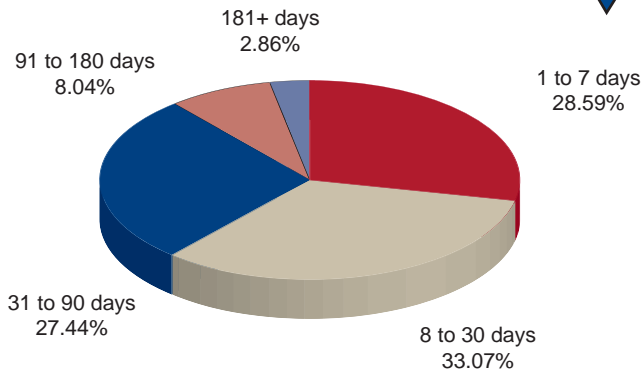
We continue to await the first Fed rate hike in almost ten years, but now question the Committee's ability to initiate liftoff this year. While the Fed seemingly no longer needs to deploy extraordinary tools, limited inflation in the U.S. (in fact, there is almost no inflation around the world), expectations for fairly modest growth going forward, and still no obvious upward pressure on wages reinforce a growing list of reasons why they may not hike in the near term. Furthermore, real policy rates have fallen around the world, and a stronger dollar and increased market volatility may make it hard for the Fed to decouple too much from its global counterparts. While extensive quantitative easing from central banks around the world seems to have finally taken hold in many developed markets, the outlook for emerging market growth continues to decline. No longer does it seem likely that developed market growth will be enough to pull along the emerging markets; rather, our concern is that slowing emerging markets may have a negative impact on the developed markets. Never before have the global markets been so integrated, nor as dependent on emerging markets, which now comprise over 40% of global GDP. This was meant to be a good fourth quarter: the Fed had prepped the markets for most of the year on a September 'lift-off', the U.S. recovery was on solid footing with little need for unconventional tools, and the People's Bank of China had been responding to its domestic slowdown with an array of policy tools. Although the Fed tried to walk back its decision in the days following the FOMC meeting, some loss of credibility was damaging and continues to reverberate through the markets. Events appear to indicate that the Fed (and other major central banks) will be overly cautious in normalizing policy, meaning low rates and excessive monetary accommodation could be with us for a while.

This information is an excerpt from an economic report dated September 2015 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

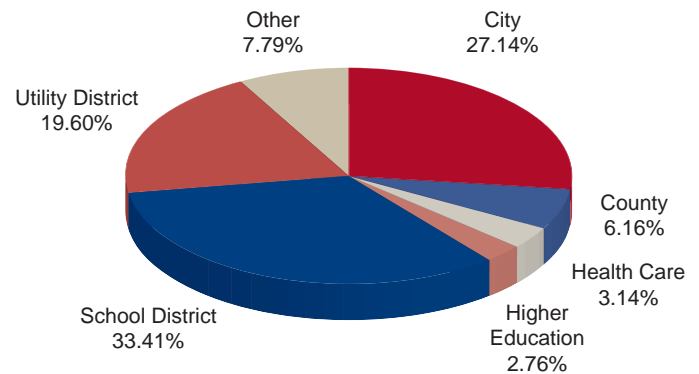
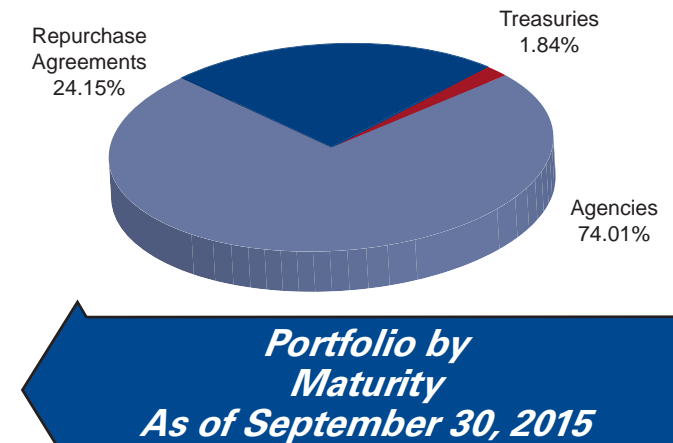
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of September 30, 2015



Distribution of Participants by Type As of September 30, 2015



Historical Program Information

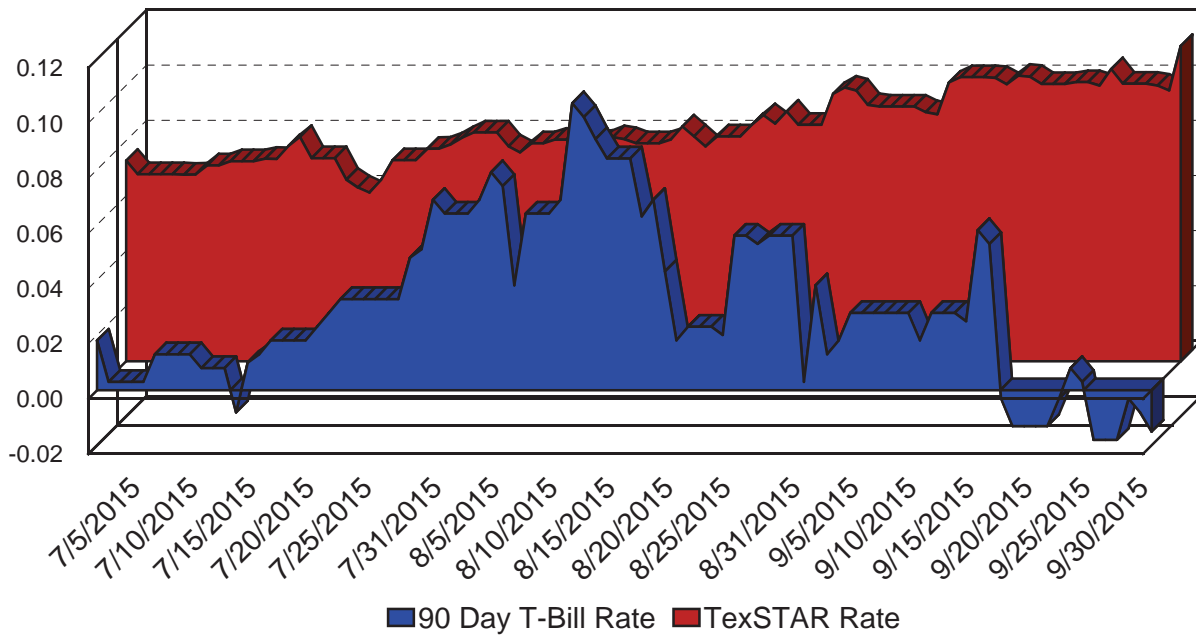
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Sep 15	0.0994%	\$5,171,964,839.33	\$5,172,390,234.79	1.000082	46	62	796
Aug 15	0.0823%	5,444,712,315.25	5,444,863,919.29	1.000027	47	60	796
Jul 15	0.0722%	5,191,663,669.11	5,192,008,905.67	1.000063	50	63	795
Jun 15	0.0719%	5,113,377,874.72	5,113,798,319.64	1.000082	52	68	794
May 15	0.0643%	5,481,487,398.04	5,481,958,268.19	1.000085	52	70	794
Apr 15	0.0701%	5,578,041,120.52	5,578,486,668.16	1.000079	52	74	793
Mar 15	0.0604%	5,532,363,738.20	5,532,642,521.32	1.000050	52	76	792
Feb 15	0.0548%	6,025,452,923.84	6,025,900,171.82	1.000073	49	74	792
Jan 15	0.0542%	5,795,866,262.14	5,796,287,813.37	1.000076	50	77	791
Dec 14	0.0501%	5,158,234,676.14	5,158,405,384.45	1.000037	51	80	790
Nov 14	0.0387%	4,453,961,626.26	4,454,149,924.27	1.000042	52	84	790
Oct 14	0.0385%	4,433,918,584.81	4,434,061,738.75	1.000043	50	82	788

Portfolio Asset Summary as of September 30, 2015

	Book Value	Market Value
Uninvested Balance	\$ 8,059.89	\$ 8,059.89
Accrual of Interest Income	372,883.54	372,883.54
Interest and Management Fees Payable	(683,219.24)	(683,219.24)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,248,988,999.90	1,248,988,999.90
Government Securities	3,923,278,115.24	3,923,703,510.70
Total	\$ 5,171,964,839.33	\$ 5,172,390,234.79

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 September 2015

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
9/1/2015	0.0992%	0.000002718	\$5,446,767,665.58	1.000015	49	62
9/2/2015	0.0981%	0.000002687	\$5,417,388,064.13	1.000009	49	66
9/3/2015	0.0929%	0.000002544	\$5,389,177,233.49	1.000004	49	65
9/4/2015	0.0923%	0.000002528	\$5,278,978,609.79	1.000010	48	65
9/5/2015	0.0923%	0.000002528	\$5,278,978,609.79	1.000010	48	65
9/6/2015	0.0923%	0.000002528	\$5,278,978,609.79	1.000010	48	65
9/7/2015	0.0923%	0.000002528	\$5,278,978,609.79	1.000010	48	65
9/8/2015	0.0903%	0.000002474	\$5,204,915,672.96	1.000007	48	65
9/9/2015	0.0895%	0.000002452	\$5,195,558,131.99	1.000001	48	65
9/10/2015	0.1010%	0.000002767	\$5,131,161,044.53	1.000008	48	65
9/11/2015	0.1030%	0.000002822	\$5,111,794,615.69	1.000008	47	64
9/12/2015	0.1030%	0.000002822	\$5,111,794,615.69	1.000008	47	64
9/13/2015	0.1030%	0.000002822	\$5,111,794,615.69	1.000008	47	64
9/14/2015	0.1027%	0.000002813	\$5,154,253,575.83	0.999998	46	63
9/15/2015	0.1004%	0.000002752	\$5,170,711,785.95	0.999987	47	63
9/16/2015	0.1035%	0.000002836	\$5,142,811,107.98	0.999976	48	65
9/17/2015	0.1031%	0.000002824	\$5,117,848,119.34	0.999997	48	65
9/18/2015	0.1005%	0.000002754	\$5,081,786,487.85	1.000026	46	63
9/19/2015	0.1005%	0.000002754	\$5,081,786,487.85	1.000026	46	63
9/20/2015	0.1005%	0.000002754	\$5,081,786,487.85	1.000026	46	63
9/21/2015	0.1012%	0.000002772	\$5,077,117,623.69	1.000045	46	62
9/22/2015	0.1012%	0.000002773	\$5,064,443,389.90	1.000059	45	61
9/23/2015	0.0999%	0.000002738	\$5,060,264,934.72	1.000078	45	61
9/24/2015	0.1059%	0.000002900	\$5,050,537,806.46	1.000088	44	60
9/25/2015	0.1006%	0.000002755	\$5,177,689,816.41	1.000066	41	56
9/26/2015	0.1006%	0.000002755	\$5,177,689,816.41	1.000066	41	56
9/27/2015	0.1006%	0.000002755	\$5,177,689,816.41	1.000066	41	56
9/28/2015	0.0999%	0.000002736	\$5,135,364,908.24	1.000076	41	56
9/29/2015	0.0981%	0.000002689	\$5,114,688,558.68	1.000084	40	56
9/30/2015	0.1143%	0.000003132	\$5,171,964,839.33	1.000082	39	61
Average	0.0994%	0.000002724	\$5,175,823,388.73		46	62

TexSTAR Participant Services
First Southwest Asset Company, LLC
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>David Medanich</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>City of Allen</i>	<i>Advisory Board</i>
<i>Nicole Conley</i>	<i>Austin ISD</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</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

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

RESOLUTION NO. 15-082

**AUTHORIZING NEGOTIATION AND EXECUTION OF A
CONTRACT TO PURCHASE CERTAIN PROPERTY FOR
THE 183 SOUTH (BERGSTROM EXPRESSWAY) PROJECT
(Parcel 32)**

WHEREAS, under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority (the "Mobility Authority") hereby finds and determines that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, the public convenience and necessity requires acquisition of certain property owned by Southwestern Bell Telephone Company A/K/A Southwestern Bell Telephone, L.P. A/K/A Southwestern Bell Texas, Inc. (the "Owner") that abuts US 183 South, as that property is more fully described by Exhibit A of that certain "Rule 11 and Settlement Agreement" attached as Exhibit 1 (the "Subject Property"); and

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

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

WHEREAS, the Owner has agreed to sell the Subject Property, and the Executive Director recommends paying \$57,038.00 to acquire the Owner's interest in the Subject Property.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors that the Executive Director is authorized and directed to negotiate and execute a settlement agreement to acquire the Subject Property from the Owner, in the form or substantially the form attached as Exhibit 1, and to negotiate and execute all other associated documents necessary to acquire the Owner's interest in the Subject Property for a total acquisition price of \$57,038.00.

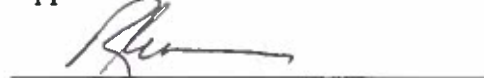
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:



Andrew Martin, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

Exhibit 1 to Resolution 15-082

RULE 11 AND SETTLEMENT AGREEMENT

[on the following 3 pages]

Sheets & Crossfield, P.C.

ATTORNEYS AT LAW

309 East Main Street • Round Rock, TX 78664-5246

Phone 512-255-8877 • fax 512-255-8986

June 2, 2015

RULE 11 AND SETTLEMENT AGREEMENT

Mr. Gregory Geis
CRE Portfolio Mgmt.—AT&T Corporate Real Estate
7159 San Pedro Ave., Room 202
San Antonio, Texas 78216

Re: Cause No. C-1-CV-05-002617
*The State of Texas v. Southwestern Bell Telephone Company a/k/a Southwestern
Bell Telephone, L.P. a/k/a Southwestern Bell Texas, Inc.*
183S Toll—Parcel 32

Dear Greg:

This letter will constitute a Rule 11 and Settlement Agreement between The State of Texas (“State”) and Southwestern Bell Telephone Company a/k/a Southwestern Bell Telephone, L.P. a/k/a Southwestern Bell Texas, Inc. (“SWBT”) pursuant to the Rules of Civil Procedure in connection with the above-captioned case and the property to be acquired as part of the Highway 183S Toll construction project. The terms of this Rule 11 agreement and the settlement reached are follows:

1. State agrees to pay, and SWBT agrees to accept, the sum of \$57,038.00 for the 0.140 acre of fee simple right of way tract (Parcel 32) sought to be acquired in this condemnation suit as set out in Plaintiff’s Original Petition and any amendments on file in this cause, any improvements contained within the right of way parcel area which are not retained by SWBT as described in Paragraph 4. below, and any damages to or costs for reconfiguration of the remaining property of SWBT. The parties agree that an Agreed Special Commissioners Award in this amount shall be entered by the commissioners at a hearing to be scheduled by State as soon as possible after execution of this agreement by all parties.
2. In connection with a Possession and Use Agreement previously executed by the parties and recorded in Document No. 2006014112, State has paid SWBT the amount of \$57,038.00, which amount was agreed to be credited or offset against any total purchase price or condemnation award for the acquisition of Parcels 32. Therefore, State shall not be required to deposit

any additional sum into the registry of the court in satisfaction of the Agreed Special Commissioners Award as set out herein.

3. It is agreed that neither State nor SWBT shall file objections to the Award of Special Commissioners in this cause.
4. It is agreed that SWBT shall retain title to the following subsurface improvements and/or facilities within the property which is the subject of this condemnation suit: communications lines, facilities, fixtures and related equipment. It is agreed that SWBT shall retain and reserve a subsurface communications easement in and under the property sought to be acquired by State. These improvement retention and easement reservation clauses shall be incorporated into any final Judgment which is entered, filed or recorded in the above-referenced lawsuit.
5. It is agreed that nothing in this Rule 11 and Settlement Agreement shall prejudice, restrict, or otherwise hinder or waive any rights of SWBT to receive any separate benefits, payments, or reimbursements for personal property or utility facility relocation pursuant to the Uniform Act or TxDOT's Utility Accommodation Policy, Utility Adjustment process or any additional related programs or rules governing the adjustment of utilities on State roadway projects.
6. As an agreement and obligation which shall survive the completion of the condemnation lawsuit referenced herein, State, its contractors or agents shall cause the existing SWBT driveway to be reconstructed between the proposed 183S roadway facilities and the remaining property of SWBT at its sole cost and in the alignment and location which exists at the time of this agreement, unless an alternate agreement is subsequently reached between the parties in writing.

If this letter sets forth the terms of our Rule 11 agreement and the settlement reached between the State and SWBT, please so indicate by having the appropriate person execute this letter in the space indicated below on behalf of SWBT.

Very truly yours,



Don Childs
Sheets & Crossfield, P.C.
Attorneys for The State of Texas

AGREED AND ACCEPTED:

Southwestern Bell Telephone Company a/k/a
Southwestern Bell Telephone, L.P. a/k/a
Southwestern Bell Texas, Inc.

By: Gregory Shaw
Its: Portfolio Mgr. - CRE
Date: 7/30/15

AGREED AND ACCEPTED:

THE STATE OF TEXAS, acting by and through the
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

By: _____
Mike Heiligenstein
Executive Director

Date: _____

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

RESOLUTION NO. 15-083

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OF CERTAIN PROPERTY IN TRAVIS COUNTY FOR THE 183
SOUTH / BERGSTROM EXPRESSWAY PROJECT
(PARCEL 125)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority (“Mobility Authority”) has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of the fee simple, excluding any rights to the mineral estate, as that fee is described by metes and bounds and is described by reference in Exhibit 1 to this Resolution (the “Property”), owned by Capital Metropolitan Transportation Authority (the “Owner”), located adjacent to the US Hwy 183S in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 183 South / Bergstrom Expressway Project (the “Project”), as a part of the improvements to the Project; and

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

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

WHEREAS, the Owner has agreed to sell the Subject Property, and the Executive Director recommends paying \$350,000.00 to acquire the Owner’s interest in the Subject Property.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors that the Executive Director is authorized and directed to negotiate and execute a real estate contract to acquire the Subject Property from the Owner, in the form or substantially the form attached as Exhibit 1, and to negotiate and execute all other associated documents necessary to acquire the Owner’s interest in the Subject Property for a total acquisition price of \$350,000.00.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:


Andrew Martin, General Counsel

Approved:


Ray A. Wilkerson
Chairman, Board of Directors

Exhibit 1 to Resolution 15-083

Description of Parcel 125

EXHIBIT _____

County: Travis
Highway: U.S. 183
Limits: From: East of U.S. 290 To: S.H. 71
RCSJ: 0151-09-039
Station: 318+04.86 to 319+90.72

DESCRIPTION FOR PARCEL 125

DESCRIPTION OF A 0.853 ACRE (37,153 SQ. FT.) PARCEL OF LAND, LOCATED IN THE J.C. TANNEHILL LEAGUE, ABSTRACT NO. 22 IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, AND BEING PART OF LOT 1, TMTA SUBDIVISION, BEING A 1.185 ACRE REMAINDER OF A CALLED 1.379 ACRES AS RECORDED IN BOOK 88, PAGE 332 OF THE PLAT RECORDS OF TRAVIS COUNTY TEXAS (P.R.T.C.TX.), AND BEING DESCRIBED IN A DEED TO THE CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY, RECORDED IN DOCUMENT NO. 2003138265 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS (O.P.R.T.C.TX.), SAID 0.853 ACRE (37,153 SQ. FT.) PARCEL, AS SHOWN ON AN ACCOMPANYING SKETCH PREPARED BY SAM, INC. FOR THIS PARCEL, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a Texas Department of Transportation (TxDOT) Type II concrete monument set 412.58 feet right of Engineer's Centerline Station (E.C.S.) 318+04.86, said monument being on the south right-of-way line of East 51st Street (variable width right-of-way), as conveyed in a deed to City of Austin, and recorded in Volume 9660, Page 584 of the Real Property Records of Travis County, Texas (R.P.R.T.C.TX.), for the northwest corner of the parcel described herein;

1) **THENCE** S 69°26'08" E, with the existing south right-of-way line of said East 51st Street, same being the north line of said Lot 1, a distance of 189.44 feet to a TxDOT Type II concrete monument found 225.54 feet right of E.C.S. 318+34.46 on the existing west right-of-way line of said U.S. Highway 183 as conveyed to State of Texas, and recorded in Document No. 2004029405 O.P.R.T.C.TX., for the most northerly northeast corner of the parcel described herein, from which a ½-inch iron rod found at the northerly northeast corner of said Lot 1 bears S 69°26'08" E, with the common line of said Lot 1 and said East 51st Street, a distance of 55.64 feet;

THENCE with the east remainder line of said Lot 1 and the existing west right-of-way line of said U.S. Highway 183, the following two (2) courses and distances numbered 2-3:

2) S 33°23'05" E, a distance of 50.00 feet to a TxDOT Type II concrete monument found 190.33 feet right of E.C.S. 318+69.65, and

3) S 11°36'52" W, a distance of 122.08 feet to a TxDOT Type II concrete monument found 191.27 feet right of E.C.S. 319+90.72 for the southeast corner of the parcel described herein, from which a ½-inch iron rod found 191.79 feet right of E.C.S. 320+35.71 on the common line of said Lot 1 and said Lot 2, same being on the existing west right-of-way line of said U.S. Highway 183 bears S 11°36'52"W, a distance of 45.37 feet;

4) **THENCE** N 78°01'28" W, over and across said Lot 1, with the proposed west right-of-way line of said U.S. Highway 183, a distance of 112.78 feet to a TxDOT Type II concrete monument set 304.04 feet right of E.C.S. 319+88.87, same being on the common line of said Lot 1 and said Lot 2;

EXHIBIT _____

County: Travis
Highway: U.S. 183
Limits: From: East of U.S. 290 To: S.H. 71
RCSJ: 0151-09-039
Station: 318+04.86 to 319+90.72

DESCRIPTION FOR PARCEL 125

- 5) **THENCE** N 56°09'44" W, continuing with the proposed west right-of-way line of said U.S. Highway 183, and the common line of said Lot 1 and said Lot 2, a distance of 157.78 feet to a calculated point 449.56 feet right of E.C.S. 319+28.87, for the southwest corner of the parcel described herein, from which a ½-inch iron rod found for the northwest corner of Lot 2, of said TMTA Subdivision, same being the southwest corner of said Lot 1 bears N 56°09'44" W, a distance 100.52 feet;
- 6) **THENCE** N 27°38'43" E, over and across said Lot 1 and with the proposed west right-of-way line of U.S. Highway 183, a distance of 131.64 feet to the **POINT OF BEGINNING**, and containing a 0.853 acre (37,153 sq. ft.) tract of land, more or less.

This property description is accompanied by a plat of even date.

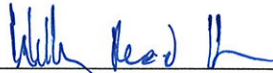
All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83(93). All distances shown hereon are adjusted to the surface using a combined scale factor of 1.00011.

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

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

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 23rd day of January, 2015.

SURVEYING AND MAPPING, Inc.
4801 Southwest Parkway
Parkway Two, Suite 100
Austin, Texas 78735
Texas Firm Registration No. 10064300



William Reed Herring
Registered Professional Land Surveyor
No. 6355-State of Texas

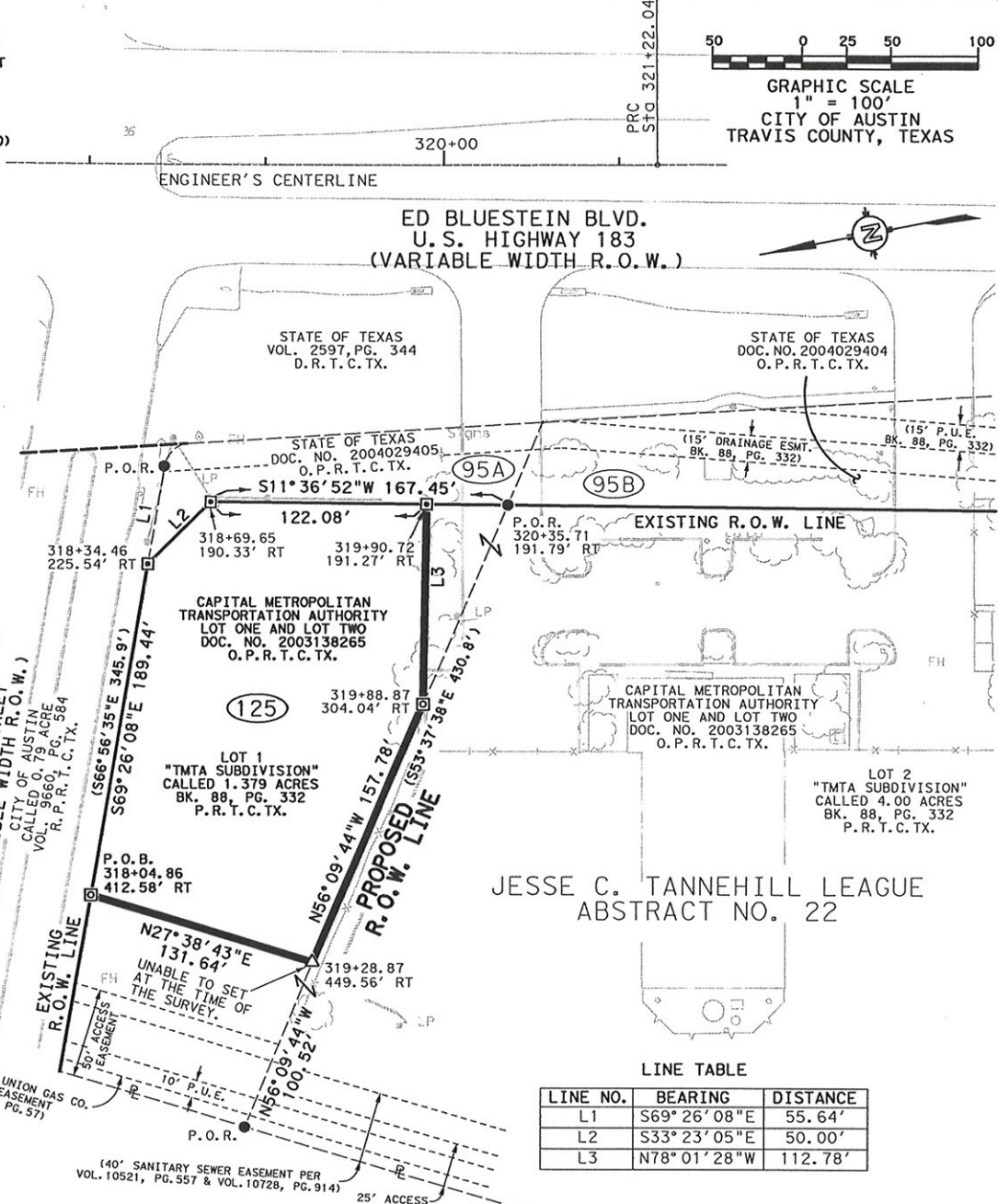


LEGEND

- TYPE I CONCRETE MONUMENT FOUND
- TxDOT TYPE II CONCRETE MONUMENT FOUND (UNLESS NOTED)
- ⊠ TYPE II CONCRETE MONUMENT SET
- 1/2" IRON ROD SET WITH TxDOT ALUMINUM CAP SET UNLESS NOTED
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ⊙ IRON PIPE FOUND
- COTTON SPINDLE FOUND
- △ CALCULATED POINT
- FENCE POST
- ⊠ DRILL HOLE IN CONCRETE FOUND
- PROPERTY LINE
- CENTER LINE
- () RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.C. POINT OF COMMENCING
- P.O.T. POINT OF TERMINATION
- P.C. POINT OF CURVATURE
- P.R.C. POINT OF REVERSE CURVATURE
- P.T. POINT OF TANGENCY
- P.O.R. POINT OF REFERENCE
- D.R.T.C.TX. DEED RECORDS TRAVIS COUNTY, TX.
- P.R.T.C.TX. PLAT RECORDS TRAVIS COUNTY, TX.
- R.P.R.T.C.TX. REAL PROPERTY RECORDS TRAVIS COUNTY, TEXAS
- O.P.R.T.C.TX. OFFICIAL PUBLIC RECORDS TRAVIS COUNTY, TEXAS
- ACCESS DENIAL LINE (A.D.L.) (C. OF A. LINE) ["C.O.A."]



GRAPHIC SCALE
1" = 100'
CITY OF AUSTIN
TRAVIS COUNTY, TEXAS



ENGINEER'S CENTERLINE
CURVE DATA
PI Sta 331+84.36
X= 3139174.52
Y= 10079921.78
Δ = 1°31' 17.64" (RT)
D = 0°04' 17.83"
L = 2124.52'
T = 1062.32'
R = 80000.50'
PC Sta 321+22.04
PT Sta 342+46.56

JESSE C. TANNEHILL LEAGUE
ABSTRACT NO. 22

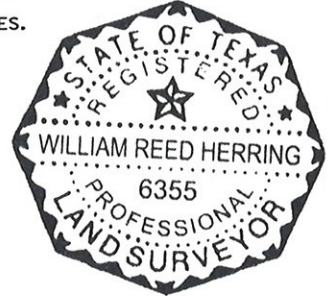
LINE TABLE

LINE NO.	BEARING	DISTANCE
L1	S69° 26' 08" E	55.64'
L2	S33° 23' 05" E	50.00'
L3	N78° 01' 28" W	112.78'

NOTES:

1. ALL BEARINGS SHOWN ARE BASED ON NAD83(93) HARN, TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE. ALL DISTANCES SHOWN ARE SURFACE AND MAY BE CONVERTED TO GRID BY DIVIDING BY A SURFACE ADJUSTMENT FACTOR OF 1.00011.
2. THIS SURVEY WAS COMPLETED WITHOUT THE BENEFIT OF A TITLE REPORT. RECORD INFORMATION ON THIS DRAWING IS BASED ON A PUBLIC RECORDS SEARCH BY THE SURVEYOR AND MAY NOT INCLUDE ALL EASEMENTS OR INSTRUMENTS PERTAINING TO THIS PROPERTY.
3. IMPROVEMENTS SHOWN HEREON ARE BASED UPON TxDOT AERIAL SURVEY DIGITAL FILES.
4. THIS PLAT IS ACCOMPANIED BY A PROPERTY DESCRIPTION OF EVEN DATE.

I HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION AND THAT THIS PLAT IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



William Reed Herring
WILLIAM REED HERRING
REGISTERED PROFESSIONAL LAND SURVEYOR
NO. 6355, STATE OF TEXAS

6/23/2015
DATE



4801 Southwest Parkway
Building Two, Suite 100
Austin, Texas 78735
(512) 447-0575
Fax: (512) 326-3029
Texas Firm Registration No. 10064300

RIGHT-OF-WAY SKETCH
SHOWING PARCEL 125
0.853 AC. (37,153 SQ. FT.)
RCSJ NO. 0151-09-039

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

RESOLUTION NO. 15-084

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OF CERTAIN PROPERTY IN TRAVIS COUNTY FOR THE 183
SOUTH / BERGSTROM EXPRESSWAY PROJECT
(PARCEL 154)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("Mobility Authority") has found and determined that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of the fee simple, excluding any rights to the mineral estate, as that fee is described by metes and bounds and is described by reference in Exhibit 1 to this Resolution (the "Property"), owned by Knollwood on the Colorado Homeowners Association Inc. (the "Owner"), located adjacent to the US Hwy 183S in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 183 South / Bergstrom Expressway Project (the "Project"), as a part of the improvements to the Project; and

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

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

WHEREAS, the Owner has agreed to sell the Subject Property, and the Executive Director recommends paying \$1,000.00 to acquire the Owner's interest in the Subject Property.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors that the Executive Director is authorized and directed to negotiate and execute a real estate contract to acquire the Subject Property from the Owner, in the form or substantially the form attached as Exhibit 1, and to negotiate and execute all other associated documents necessary to acquire the Owner's interest in the Subject Property for a total acquisition price of \$1,000.00.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:


Andrew Martin, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

Exhibit 1 to Resolution 15-084

Description of Parcel 154

EXHIBIT __

County: Travis
Parcel No.: 154
Highway: US 183
Limits: From: East of U.S. 290
To: S.H. 71
RCSJ: 0151-09-039

PROPERTY DESCRIPTION FOR PARCEL 154

DESCRIPTION OF A 0.001 ACRE (38 SQ. FT.) PARCEL OF LAND LOCATED IN THE JAMES BURLESON SURVEY NO. 19, ABSTRACT NO. 4 CITY OF AUSTIN, TRAVIS COUNTY, TEXAS; BEING A PORTION OF A TRACT OF LAND CONVEYED IN CORRECTION SPECIAL WARRANTY DEED WITH VENDOR'S LIEN TO MWI-KOC, LLC, AND RECORDED IN DOCUMENT NO. 2012013788 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS (O.P.R.T.C.TX.), SAME BEING DESCRIBED AS A CALLED 0.245 ACRE TRACT OF LAND (LOT 1, BLOCK A), KNOLLWOOD ON THE COLORADO RIVER - SECTION ONE, AND RECORDED IN DOCUMENT NO. 200800244, OF THE O.P.R.T.C.TX., SAID 0.001 ACRE (38 SQ. FT.) PARCEL AS SHOWN ON THE ACCOMPANYING RIGHT-OF-WAY SKETCH PREPARED BY SAM, INC. FOR THIS PARCEL, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a Texas Department of Transportation (TxDOT) Type II concrete monument found, on the existing east right-of-way line of U.S. Highway 183 (Ed Bluestein Blvd.) (variable width right-of-way), as conveyed to the State of Texas, and recorded in Document No. 2003065984, of the O.P.R.T.C.TX., said point being in an interior ell corner of said 0.245 acre tract;

THENCE S 77°50'28" W, with the existing east right-of-way line of said U.S. Highway 183, same being a west line of said 0.245 acre tract, a distance of 132.55 feet to a 5/8-inch iron rod with a TxDOT aluminum cap set 197.41 feet left of E.C.S. 438+30.25**, on the proposed east right-of-way line of U.S. Highway 183, for the **POINT OF BEGINNING**, and the northeast corner of the parcel described herein;

- 1) **THENCE** S 25°35'37" W, over and across said 0.245 acre tract, with the proposed right-of-way line of said U.S. Highway 183, a distance of 7.63 feet to a 1/2-inch iron rod with TxDOT aluminum cap set 197.44 feet left of E.C.S. 438+37.82, said point being in the common line of said 0.245 acre tract, and a called 10.65 acre tract of land as conveyed in a Warranty Deed with Vendor's Lien to Sunbelt Cleveland Properties, LP, and recorded in Document No. 1999108339, of the O.P.R.T.C.TX., also being the south corner of the parcel described herein, from which a 1/2-inch iron rod found in concrete at the northeast corner of said 10.65 acre tract bears, S 65°02'24" E, a distance of 730.30 feet;

EXHIBIT __

County: Travis
Parcel No.: 154
Highway: US 183
Limits: From: East of U.S. 290
To: S.H. 71
RCSJ: 0151-09-039

PROPERTY DESCRIPTION FOR PARCEL 154

- 2) **THENCE** N 65°02'24" W, with said common line of 0.245 acre tract and 10.65 acre tract, a distance of 10.00 feet to a ½-inch iron rod with TxDOT aluminum cap found 187.44 feet left of E.C.S. 438+37.98 on the existing east right-of-way line of said U.S. Highway 183, same being the west corner of the parcel described herein;
- 3) **THENCE** N 77°50'28" E, with a distance of 12.65 feet to the **POINT OF BEGINNING** and containing 0.001 acre (38 sq.ft.) tract of land more or less.

** This monument may be replaced by a TxDOT Type II right-of-way upon the completion of the highway construction project under the supervision of a RPLS either employed or retained by TxDOT.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD 83(NonHARN).

THE STATE OF TEXAS
COUNTY OF TRAVIS


§
§
§

KNOW ALL MEN BY THESE PRESENTS:

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

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 19th of December, 2014 A.D.

SURVEYING AND MAPPING, Inc.
4801 Southwest Parkway
Building Two, Suite 100
Austin, Texas 78735
Texas Firm Registration Number 10064300



William Reed Herring
Registered Professional Land Surveyor
No. 6355 - State of Texas



MWI-KOC, LLC
 DOC. NO. 2012013788
 O.P.R. T.C. TX.

EXISTING ROW LINE

JAMES BURLESON SURVEY NO. 19,
 ABSTRACT NO. 4

P.O.C.

"PARCEL 77B"
 STATE OF TEXAS
 DOC. NO. 2003065984
 O.P.R. T.C. TX.

sign

THE KNOLLWOOD ON
 LOT SECTION ONE
 CALLED "BLOCK A"
 DOC. NO. 0.245 CARE
 O.P.R. T.C. TX. 200800244

S77° 50' 28" W
 132.55'-W
 (N77° 50' 11" E)
 (145.23'-E)

SUNBELT CLEVELAND
 PROPERTIES, L.P.
 CALLED 10.65 ACRES
 DOC. NO. 1999108339
 O.P.R. T.C. TX.

LOT 1, BLOCK A
 PERFORMANCE
 TRUCK SUBDIVISION
 10.00 ACRES
 DOC. NO. 199900379
 O.P.R. T.C. TX.

"PARCEL 76"
 STATE OF TEXAS
 DOC. NO. 2001168148
 O.P.R. T.C. TX.

EXISTING ROW LINE

APPROXIMATE LOCATION OF SURVEY LINE

SEE
 DETAIL "A"
 (154)

ED BLUESTEIN BLVD.
 U.S. HIGHWAY 183
 (VARIABLE WIDTH R.O.W.)

JESSE C. TAMMILL LEAGUE,
 ABSTRACT NO. 22

PT Sta 436+91.28

ENGINEER'S CENTERLINE

440+00

S25° 43' 11" W

PC Sta 437+82.36

- LEGEND
- TYPE I CONCRETE MONUMENT FOUND
 - TXDOT TYPE II CONCRETE MONUMENT FOUND (UNLESS NOTED)
 - ▣ TYPE II CONCRETE MONUMENT SET
 - 1/2" IRON ROD SET WITH TXDOT ALUMINUM CAP SET UNLESS NOTED
 - 1/2" IRON ROD FOUND (UNLESS NOTED)
 - ◉ IRON PIPE FOUND
 - COTTON SPINDLE FOUND
 - △ CALCULATED POINT
 - ◊ FENCE POST
 - ⊔ PROPERTY LINE
 - ⊓ CENTER LINE
 - ⊒ RECORD INFORMATION
 - ⊑ POINT OF BEGINNING
 - ⊐ POINT OF COMMENCING
 - ⊏ POINT OF TERMINATION
 - ⊎ POINT OF CURVATURE
 - ⊍ POINT OF COMPOUND CURVATURE
 - ⊌ POINT OF TANGENCY
 - ⊋ POINT OF REFERENCE
 - ⊊ DEED RECORDS TRAVIS COUNTY, TX.
 - ⊉ PLAT RECORDS TRAVIS COUNTY, TX.
 - ⊈ REAL PROPERTY RECORDS TRAVIS COUNTY, TEXAS
 - ⊇ OFFICIAL PUBLIC RECORDS TRAVIS COUNTY, TEXAS
 - ⊆ ACCESS DENIAL LINE (C. OF A. LINE) ["C.O.A."], ["A.D.L."]



4801 Southwest Parkway
 Building Two, Suite 100
 Austin, Texas 78735
 (512) 447-0575
 FAX: (512) 326-3029
 Texas Firm Registration No. 10060000

RIGHT-OF-WAY SKETCH SHOWING
 PARCEL 154
 0.001 AC. (38 SQ. FT.)
 RCSJ NO. 151-09-039

LEGEND

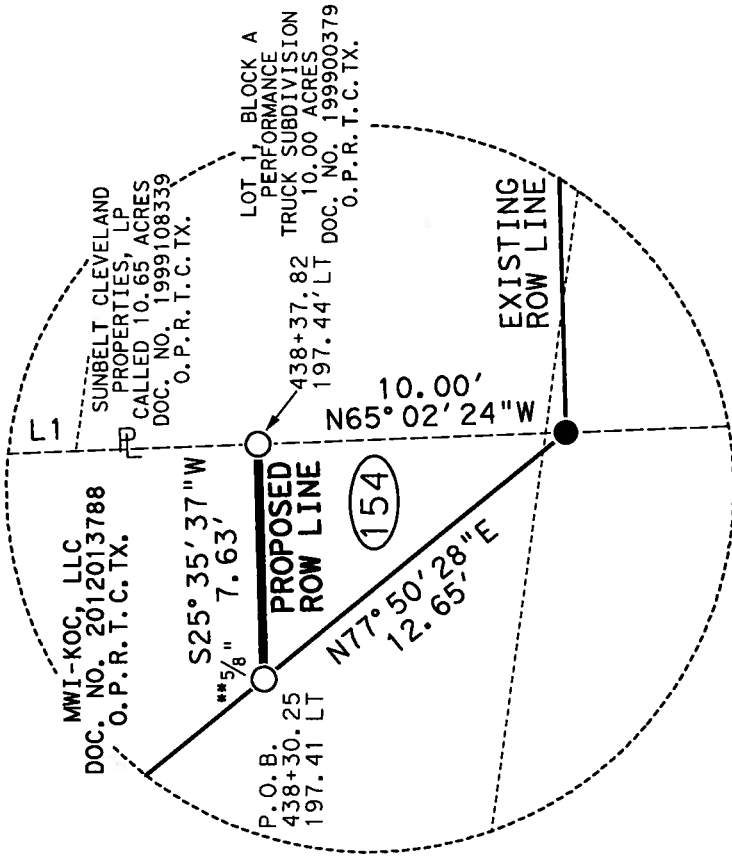
- TYPE I CONCRETE MONUMENT FOUND
- TXDOT TYPE II CONCRETE MONUMENT FOUND (UNLESS NOTED)
- ▣ TYPE II CONCRETE MONUMENT SET
- 1/2" IRON ROD SET WITH TXDOT ALUMINUM CAP SET UNLESS NOTED
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ⊙ IRON PIPE FOUND
- COTTON SPINDLE FOUND
- △ CALCULATED POINT
- ◊ FENCE POST
- ⊔ PROPERTY LINE
- ⊔ CENTER LINE
- () RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.C. POINT OF COMMENCING
- P.O.T. POINT OF TERMINATION
- P.C. POINT OF CURVATURE
- P.C.C. POINT OF COMPOUND CURVATURE
- P.T. POINT OF TANGENCY
- P.O.R. POINT OF REFERENCE
- D.R.T.C.TX. DEED RECORDS TRAVIS COUNTY, TX.
- P.R.T.C.TX. PLAT RECORDS TRAVIS COUNTY, TX.
- R.P.R.T.C.TX. REAL PROPERTY RECORDS TRAVIS COUNTY, TEXAS
- O.P.R.T.C.TX. OFFICIAL PUBLIC RECORDS TRAVIS COUNTY, TEXAS
- #— ACCESS DENIAL LINE
- (C. OF A. LINE) ["C.O.A."], ["A.D.L."]

** This monument may be replaced by a TxDOT Type II right-of-way upon the completion of the highway construction project under the supervision of a RPLS or other employee or retained by TxDOT.

NOTES:

1. THIS SURVEY WAS PERFORMED WITHOUT THE BENEFIT OF A TITLE REPORT. RECORD INFORMATION ON THIS DRAWING IS BASED ON A PUBLIC RECORDS SEARCH BY THE SURVEYOR AND MAY NOT INCLUDE ALL EASEMENTS OR INSTRUMENTS PERTAINING TO THIS PROPERTY.
2. ALL BEARINGS ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD 83 (NAD83). ALL DISTANCES AND COORDINATES ARE ADJUSTED TO SURFACE USING THE PROJECT SURFACE ADJUSTMENT FACTOR OF 1.00011.
3. IMPROVEMENTS SHOWN HEREON ARE BASED UPON TXDOT AERIAL SURVEY DIGITAL FILES.
4. ALL VOLUME NUMBERS REFER TO THE DEED RECORDS OF TRAVIS COUNTY, TEXAS UNLESS OTHERWISE NOTED.

DETAIL "A"
NOT TO SCALE



LINE TABLE

LINE NO.	BEARING	DISTANCE
L1	S65°02'24"E	730.30'



I HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION AND THAT THIS PLAT IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

William Reed Herring
 WILLIAM REED HERRING
 REGISTERED PROFESSIONAL LAND SURVEYOR
 NO. 6355, STATE OF TEXAS
 DATE 12/19/2014



4801 Southwest Parkway
 Building Two, Suite 100
 Austin, Texas 78735
 (512) 447-0575
 FAX: (512) 326-3029
 Texas Firm Registration No. 10066000

RIGHT-OF-WAY SKETCH SHOWING
 PARCEL 154
 0.001 AC. (38 SQ. FT.)
 RCSJ NO. 151-09-039

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

RESOLUTION NO. 15-085

**RESOLUTION AUTHORIZING ACQUISITION OF PROPERTY RIGHTS BY
AGREEMENT OR CONDEMNATION OF CERTAIN PROPERTY IN TRAVIS
COUNTY FOR THE 183 SOUTH / BERGSTROM EXPRESSWAY PROJECT
(PARCEL 147AC)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("Mobility Authority") hereby finds and determines that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of a 379.38' denial of access line, as that denial of access line is described by metes and bounds in Exhibit 1 to this Resolution (the "Property"), owned by K.A.F. Development Company (the "Owner"), located adjacent to the US Hwy 183S in Travis County, for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the US 183 South / Bergstrom Expressway Project (the "Project"), as a part of the improvements to the Project; and

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

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

WHEREAS, as of the date of this Resolution, the Executive Director and the Owner have failed to agree on the amount determined to be just compensation due to said Owner for the Property; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors that the Executive Director is specifically authorized to negotiate and execute, if possible, an agreement to acquire the Property for consideration in an amount that does not exceed the official written offer previously transmitted to the Owner; and

BE IT FURTHER RESOLVED that the Executive Director is authorized and directed to negotiate an agreement to acquire the Property and all leasehold interests in the Property by agreement, subject to approval of the agreement and acquisition price by the Board of Directors; and

BE IT FURTHER RESOLVED that at such time as the Executive Director concludes that further negotiations with Owner to acquire the Property by agreement would be futile, the Executive Director or his designee is hereby authorized and directed to file or cause to be filed a suit in eminent domain to acquire the Property for the aforesaid purposes against the Owner and the owners of any interest in, and the holders of any lien secured by the Property described in the attached Exhibit I; and

BE IT FURTHER RESOLVED that the Executive Director or his designee is hereby authorized and directed to incur such expenses and to employ such experts as he shall deem necessary to assist in the prosecution of such suit in eminent domain, including, but not limited to, appraisers, engineers, and land use planners.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of October, 2015.

Submitted and reviewed by:

Approved:



Andrew Martin, General Counsel



Ray A. Wilkerson, Chairman

Exhibit 1 to Resolution 15-085

Description of Parcel 147AC

EXHIBIT _____

County: Travis
Highway: US 183
Limits: From: East of U.S. 290 To: S.H. 71
RCSJ: 0151-09-039
Station: 557+14.41 to 560+52.16

DESCRIPTION FOR PARCEL 147(AC)

BEING A LINEAR DESCRIPTION FOR PROPOSED DENIAL OF ACCESS ALONG THE EXISTING WEST RIGHT-OF-WAY LINE OF U.S. HIGHWAY 183, AS CONVEYED TO THE STATE OF TEXAS, AND RECORDED IN DOCUMENT NO. 2004114169 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS (O.P.R.T.C.TX.), LOCATED IN THE SANTIAGO DEL VALLE GRANT, ABSTRACT NO. 24 IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, SAME BEING OVER AND ACROSS THAT CERTAIN CALLED "LOT 1" IN COMMERCE SQUARE SUBD., AND RECORDED IN VOLUME 77, PAGE 277 OF THE PLAT RECORDS OF TRAVIS COUNTY, TEXAS (P.R.T.C.TX.), ALSO DESCRIBED AS A CALLED 2.038 ACRE TRACT OF LAND CONVEYED IN A DEED TO K.A.F. DEVELOPMENT CO., AND RECORDED IN VOLUME 11856, PAGE 1268 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS (D.R.T.C.TX.), SAID DENIAL OF ACCESS, AS SHOWN ON THE ACCOMPANYING SKETCH PREPARED BY SAM, INC. FOR THIS PARCEL, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

COMMENCING at a ½-inch iron rod found at the east corner of said Lot 1, same being the north corner of a called 1.00 acre tract of land described in a Special Warranty Deed to Tina D. Sapp, and recorded in Document No. 2014040274, of the Official Public Records of Travis County, Texas (O.P.R.T.C.TX.), same being described as a called Lot 12A on the Amended Plat of Lots 2, 3, 4, 5 and 12 of Commerce Square, as recorded in Document No. 201100081 of the P.R.T.C.TX.;

THENCE S 42°48'11" W, with the common line of said Lot 1 and said Lot 12A, a distance of 111.25 feet to a ¾-inch iron rod with Texas Department of Transportation (TxDOT) set 224.13 feet left of Engineer's Centerline Station (E.C.S.) 560+52.16, same being at the west corner of said Lot 12A, also being on the existing northeast right-of-way line of said U.S Highway 183 (Variable Width Right-of-Way), for the **POINT OF BEGINNING** of the parcel described herein of said proposed Access Denial Line;

- 1) **THENCE** continuing S 42°48'11" W, with the southeast line of said Lot 1, said existing northeast right-of-way line of said U.S. Highway 183 and said Access Denial Line, a distance of 55.60 feet to a ½-inch iron rod found with TxDOT aluminum cap found 196.07 feet left of E.C.S. 560+59.52, also being the east corner of a parcel conveyed to the State of Texas, and recorded in Document No. 2004114169 of the O.P.R.T.C.TX.;

THENCE, with said existing northeast right-of-way line of said U.S. Highway 183 and said Access Denial Line, over and across said Lot 1, the following two (2) courses and distances numbered 2-3:

- 2) N 41°01'29" W, departing said southeast line of Lot 1, passing at a distance of 36.10 feet a TxDOT Type II monument found 168.06 feet left of E.C.S. 560+24.95, and continuing for a total distance of 302.73 feet to a TxDOT Type II monument set 169.99 feet left of E.C.S. 557+66.77, and

EXHIBIT _____

County: Travis
Highway: US 183
Limits: From: East of U.S. 290 To: S.H. 71
RCSJ: 0151-09-039
Station: 557+14.41 to 560+52.16

DESCRIPTION FOR PARCEL 147(AC)

- 3) N 04°22'24" E, a distance of 76.65 feet to a TxDOT Type II monument set 225.98 feet left of E.C.S. 557+14.41, said point being on the existing east right-of-way of Thompson Lane (no record information found), for the **POINT OF TERMINATION** of said proposed "Access Denial Line"

Access is prohibited across the "Access Denial Line" to the transportation facility from the adjacent property.

This property description is accompanied by a plat of even date.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD 83(NonHARN).

THE STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TRAVIS

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

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 31st of December, 2014 A.D.

SURVEYING AND MAPPING, INC.
4801 Southwest Parkway
Building Two, Suite 100
Austin, Texas 78735
Texas Firm Registration No. 10064300



William Reed Herring
Registered Professional Land Surveyor
No. 6355 - State of Texas



SANTIAGO DEL VALLE GRANT ABSTRACT NO. 24

30 0 15 30 60

GRAPHIC SCALE
1" = 60'
TRAVIS COUNTY, TEXAS
CITY OF AUSTIN

TINA D. SAPP
DOCUMENT NO. 2014040274
O.P.R.T.C.TX.
LOTS 12A, 12B, 12C, 12D AND 12E
AMENDED PLAT OF
LOTS 2, 3, 4, 5 AND 12
CALLED 1.00 ACRE
COMMERCE SQUARE
DOCUMENT NO. 201100081
P.R.T.C.TX.

K.A.F. DEVELOPMENT CO.
CALLED 2.038 ACRES
VOL. 11856, PG. 1268
R.P.R.T.C.TX.

5' ELECTRIC AND TELEPHONE EASEMENT
CITY OF AUSTIN
VOL. 7829 PG. 518
D. R. T. C. TX.

LOT 1
COMMERCE SQUARE
VOL. 77, PG. 277
P.R.T.C.TX.

PROPOSED ACCESS
DENIAL LINE

EXISTING R.O.W. LINE
147 (AC)

"PARCEL 34"
STATE OF TEXAS
CALLED 0.879 ACRE
DOC. NO. 2004114169
O. P. R. T. C. TX.

TEXAS POWER AND LIGHT
AERIAL ELECTRIC EASEMENT
VOL. 600 PG. 279
D. R. T. C. TX.

STATE OF TEXAS
AGREED JUDGEMENT
PARCEL 35
P.R.T.C.TX.
CONDENAATION NO. 01-2394

U.S. HIGHWAY 183
BASTROP HIGHWAY
(VARIABLE WIDTH R.O.W.)

ENGINEER'S CENTERLINE

- LEGEND**
- TYPE I CONCRETE MONUMENT FOUND
 - TYPE II CONCRETE MONUMENT FOUND (UNLESS NOTED)
 - TYPE II CONCRETE MONUMENT SET
 - 1/2" IRON ROD SET WITH TXDOT ALUMINUM CAP SET UNLESS NOTED
 - 1/2" IRON ROD FOUND (UNLESS NOTED)
 - IRON PIPE FOUND
 - COTTON SPINDLE FOUND
 - △ CALCULATED POINT
 - FENCE POST
 - PROPERTY LINE
 - CENTER LINE
 - () RECORD INFORMATION
 - P.O.B. POINT OF BEGINNING
 - P.O.C. POINT OF COMMENCING
 - P.O.T. POINT OF TERMINATION
 - P.C. POINT OF CURVATURE
 - P.C.C. POINT OF COMPOUND CURVATURE
 - P.T. POINT OF TANGENCY
 - P.O.R. POINT OF REFERENCE
 - D.R.T.C.TX. DEED RECORDS TRAVIS COUNTY, TX.
 - P.R.T.C.TX. PLAT RECORDS TRAVIS COUNTY, TX.
 - R.P.R.T.C.TX. REAL PROPERTY RECORDS TRAVIS COUNTY, TEXAS
 - O.P.R.T.C.TX. OFFICIAL PUBLIC RECORDS TRAVIS COUNTY, TEXAS
 - ACCESS DENIAL LINE ("A.D.L.") (C. OF A. I.TNF) ("C.O.A.")

P.O.T. END A.D.L. 557+14.41 225.98' LT
THOMPSON LANE FOUND
NO RECORD INFORMATION FOUND

LINE TABLE

LINE NO.	BEARING	DISTANCE
L1	S42° 48' 11"W	111.25'
L2	S42° 48' 11"W	55.60'
L3	N41° 02' 49"W	36.10'

- NOTES:**
- THIS SURVEY WAS PERFORMED WITHOUT THE BENEFIT OF A TITLE REPORT. RECORD INFORMATION ON THIS DRAWING IS BASED ON A PUBLIC RECORDS SEARCH BY THE SURVEYOR AND MAY NOT INCLUDE ALL EASEMENTS OR INSTRUMENTS PERTAINING TO THIS PROPERTY.
 - ALL BEARINGS ARE BASED ON THE TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE, NAD 83 (NONHARN), ALL DISTANCES AND COORDINATES ARE ADJUSTED TO SURFACE USING THE PROJECT SURFACE ADJUSTMENT FACTOR OF 1.00011.
 - IMPROVEMENTS SHOWN HEREON ARE BASED UPON TXDOT AERIAL SURVEY DIGITAL FILES.
 - ALL VOLUME NUMBERS REFER TO THE DEED RECORDS OF TRAVIS COUNTY, TEXAS UNLESS OTHERWISE NOTED.
 - ACCESS IS PROHIBITED ACROSS THE "ACCESS DENIAL LINE" TO THE TRANSPORTATION FACILITY FROM THE ADJACENT PROPERTY.

I HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION AND THAT THIS PLAT IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

William Reed Herring

12/31/2014
DATE

WILLIAM REED HERRING
REGISTERED PROFESSIONAL LAND SURVEYOR
NO. 6355 - STATE OF TEXAS



12/31/2014
PAGE 3 OF 3



4801 Southwest Parkway
Building Two, Suite 100
Austin, Texas 78735
(512) 447-0575
Fax: (512) 326-3029
Texas Firm Registration No. 10064300

ACCESS DENIAL SKETCH
SHOWING PARCEL 147 (AC)
RCSJ NO. 0151-09-039