



**CENTRAL TEXAS
Regional Mobility Authority**

Regular Meeting of the Board of Directors

9:00 a.m.
Wednesday, April 26, 2017

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

*A live video stream of this meeting may be viewed on the internet at
www.mobilityauthority.com*

AGENDA

No action on the following:

1. Welcome and opening remarks by the Chairman and members of the Board of Directors.
2. Opportunity for public comment – See **Notes** at the end of this agenda.
3. Welcome newly appointed Board Member and administer the oath of office.

Recess the Board Meeting and Convene the Audit Committee Meeting

- A. Audit Committee meeting called to order by Committee Chairman Singleton.
- B. Accept the letter of engagement for the annual independent auditing services.
- C. Insurance Audit.
- D. Adjourn Audit Committee.

Reconvene Board Meeting

Regular Items

Items to discuss, consider, and take appropriate action.

4. Approve the minutes from the March 29, 2017 Regular Board meeting.

5. Accept the financial statements for March 2017.
6. Approve financial institutions and qualified brokers authorized to provide investment services and engage in investment transactions with the Mobility Authority and reaffirm the CTRMA investment policy.
7. Approve the annual compliance report to the Texas Department of Transportation required by 43 Texas Administrative Code §26.65.
8. Exercise the option of the Mobility Authority under state law to develop, finance, construct, and operate the 183 North Project as a toll project.
9. Discuss and consider approval of Amendment No. 5 to the Agreement for HNTB's General Consulting Civil Engineering Services and Supplement No. 4 to Work Authorization No. 16 for the MoPac Improvement Project.

Briefings and Reports

Items for briefing and discussion. No action will be taken by the Board.

10. Executive Director Report.
 - A. Quarterly update on transportation projects under construction.
 - I. 183 South Project.
 - II. SH 45 SW Project.
 - III. MoPac Improvement Project.
 - IV. Status of Change Orders.
 - B. Texas 85th Legislature Update.

Executive Session

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

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

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

12. Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation with Attorney).
13. Discuss personnel matters as authorized by §551.074 (Personnel Matters).

Reconvene in Open Session.

Regular Items

Items to discuss, consider, and take appropriate action.

14. Adjourn Meeting.

Notes

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

Consent Agenda. The Consent Agenda includes routine or recurring items for Board action with a single vote. The Chairman or any Board Member may defer action on a Consent Agenda item for discussion and consideration by the Board with the other Regular Items.

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

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

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

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

Participation by Telephone Conference Call. One or more members of the Board of Directors may participate in this meeting through a telephone conference call, as authorized by Sec. 370.262, Texas Transportation Code (*see below*). Under that law, each part of the telephone conference call meeting law must be open to the public, shall be audible to the public at the meeting location, and will be tape-recorded. On conclusion of the meeting, the tape recording of the meeting will be made available to the public.

Sec. 370.262. MEETINGS BY TELEPHONE CONFERENCE CALL.

(a) Chapter 551, Government Code, does not prohibit any open or closed meeting of the board, a committee of the board, or the staff, or any combination of the board or staff, from being held by telephone conference call. The board may hold an open or closed meeting by telephone conference call subject to the requirements of Sections 551.125(c)-(f), Government Code, but is not subject to the requirements of Subsection (b) of that section.

(b) A telephone conference call meeting is subject to the notice requirements applicable to other meetings.

*Mobility Authority Board Meeting Agenda
Wednesday, April 26, 2017*

(c) Notice of a telephone conference call meeting that by law must be open to the public must specify the location of the meeting. The location must be a conference room of the authority or other facility in a county of the authority that is accessible to the public.

(d) Each part of the telephone conference call meeting that by law must be open to the public shall be audible to the public at the location specified in the notice and shall be tape-recorded or documented by written minutes. On conclusion of the meeting, the tape recording or the written minutes of the meeting shall be made available to the public.

Sec. 551.125. OTHER GOVERNMENTAL BODY. (a) Except as otherwise provided by this subchapter, this chapter does not prohibit a governmental body from holding an open or closed meeting by telephone conference call.

~~(b) A meeting held by telephone conference call may be held only if:~~

~~(1) an emergency or public necessity exists within the meaning of Section 551.045 of this chapter; and~~

~~(2) the convening at one location of a quorum of the governmental body is difficult or impossible; or~~

~~(3) the meeting is held by an advisory board.~~

(c) The telephone conference call meeting is subject to the notice requirements applicable to other meetings.

(d) The notice of the telephone conference call meeting must specify as the location of the meeting the location where meetings of the governmental body are usually held.

(e) Each part of the telephone conference call meeting that is required to be open to the public shall be audible to the public at the location specified in the notice of the meeting as the location of the meeting and shall be tape-recorded. The tape recording shall be made available to the public.

(f) The location designated in the notice as the location of the meeting shall provide two-way communication during the entire telephone conference call meeting and the identification of each party to the telephone conference shall be clearly stated prior to speaking.

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



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #1

Welcome and opening remarks by the
Chairman and members of the Board of
Directors

Welcome, Opening Remarks and Board Member Comments

Board Action Required: No



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #2

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

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

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

Board Action: None.



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #3

Welcome newly appointed Board Member
and administer the oath of office

Chairman Ray A. Wilkerson will introduce Mark Ayotte, who was recently appointed to the Board by Williamson County, and administer the oath of office.

Board Action Required: No



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEMS A thru D

Audit Committee Meeting: Accept the Letter of Engagement for independent auditing services and report on the Insurance Audit

Strategic Plan Relevance: Regional Mobility
Department: Finance
Contact: Bill Chapman, Chief Financial Officer
Associated Costs: N/A
Funding Source: N/A
Action Requested: Consider and act on draft resolution

Summary:

Each year the Mobility Authority engages an independent CPA firm to conduct the Authority's required annual audit and single audit. RSM US, L.L.P. (formerly, Padgett, Stratemann & Co., L.L.P.) will be conducting the annual audit for the Fiscal Year ending June 30, 2017 and will present those reports to the Audit Committee upon completion.

This item requests approval by the Audit Committee of the Chief Financial Officer's acceptance of a letter of engagement with RSM US, L.L.P. to provide independent auditing services to the Mobility Authority.

In addition to the approval of the letter of engagement with RSM US, L.L.P., the Chief Financial Officer will provide a brief summary of the Insurance Audit conducted as required by the indenture.

Backup provided: Draft Resolution
Engagement Letter

**MEETING OF THE AUDIT COMMITTEE
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 17-0XX

**APPROVING A LETTER OF ENGAGEMENT FOR
INDEPENDENT AUDITING SERVICES**

WHEREAS, as authorized by the Board of Directors in Resolution No. 15-017, dated March 25, 2015, the Executive Director negotiated and executed a contract with RSM US L.L.P. (formerly Padgett, Stratemann & Co., L.L.P.) to provide independent auditing services to the Mobility Authority; and

WHEREAS, the Mobility Authority is required to have an annual financial and compliance audit of its books and records in accordance with 43 *Texas Administrative Code* §26.62; and

WHEREAS, the Chief Financial Officer has accepted a letter of engagement from RSM US L.L.P. to provide an independent audit of the finances of the Mobility Authority for the fiscal year ending on June 30, 2017.

NOW THEREFORE, BE IT RESOLVED, that the Audit Committee approves the letter of engagement with RSM US L.L.P., which is attached hereto as Exhibit A.

Adopted by the Audit Committee of the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of April 2017.

Submitted and reviewed by:

Approved:

Geoffrey Petrov, General Counsel

David Singleton
Chairman, Audit Committee

Exhibit A



RSM US LLP

811 Barton Springs Rd
Fifth Floor
Austin, TX 78704

T +1 512 476 0717

www.rsmus.com

March 23, 2017

William Chapman, CFO
Central Texas Regional Mobility Authority
3300 North IH-35, Suite 300
Austin, Texas 78704

Dear Mr. Chapman:

The Objective and Scope of the Audit of the Financial Statements

You have requested that we audit the financial statements of Central Texas Regional Mobility Authority's (the Mobility Authority) business-type activities as of and for the year ending June 30, 2017, which comprise the basic financial statements. Management is responsible for the preparation of the required supplementary information (RSI) and supplementary information presented in relation to the financial statements as a whole in accordance with accounting principles generally accepted in the United States of America. We are pleased to confirm our acceptance and our understanding of this audit engagement by means of this letter.

Our audit will be conducted with the objective of our expressing an opinion on the financial statements.

We will also perform the audit of the Mobility Authority as of June 30, 2017 so as to satisfy the audit requirements imposed by the Single Audit Act and Subpart F of Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance), and the State of Texas Single Audit Circular and the Uniform Grant Management Standards.

The Responsibilities of the Auditor

We will conduct our audit in accordance with auditing standards generally accepted in the United States of America (GAAS); *Government Auditing Standards* issued by the Comptroller General of the United States (GAS); the provisions of the Single Audit Act; Subpart F of Title 2 U.S. CFR Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*; and the U.S. Office of Management and Budget's (OMB) Compliance Supplement and the State of Texas Uniform Grant Management Standards (UGMS). Those standards, regulations and guides require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Because of the inherent limitations of an audit, together with the inherent limitations of internal control, an unavoidable risk that some material misstatements may not be detected exists, even though the audit is properly planned and performed in accordance with GAAS. Also, an audit is not designed to detect errors or fraud that are immaterial to the financial statements. The determination of abuse is subjective; therefore, GAS does not expect us to provide reasonable assurance of detecting abuse.

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

In making our risk assessments, we consider internal control relevant to the Mobility Authority's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. However, we will communicate to you in writing concerning any significant deficiencies or material weaknesses in internal control relevant to the audit of the financial statements that we have identified during the audit.

We will also communicate to the Audit Committee of the Board of Directors (a) any fraud involving senior management and fraud (whether caused by senior management or other employees) that causes a material misstatement of the financial statements that becomes known to us during the audit, and (b) any instances of noncompliance with laws and regulations that we become aware of during the audit (unless they are clearly inconsequential).

The funds that you have told us are maintained by the Mobility Authority and that are to be included as part of our audit are the same as those reported in the prior year's financial statements.

The federal and state financial assistance programs and awards that you have told us that the Mobility Authority participates in and that are to be included as part of the single audit are comparable to those reported in the prior year's financial statements.

We are responsible for the compliance audit of major programs under the Uniform Guidance and the Texas UGMS, including the determination of major programs, the consideration of internal control over compliance, and reporting responsibilities.

Our reports on internal control will include any significant deficiencies and material weaknesses in controls of which we become aware as a result of obtaining an understanding of internal control and performing tests of internal control consistent with requirements of the standards and circulars identified above. Our reports on compliance matters will address material errors, fraud, abuse, violations of compliance obligations, and other responsibilities imposed by state and federal statutes and regulations or assumed by contracts; and any state or federal grant, entitlement or loan program questioned costs of which we become aware, consistent with requirements of the standards, guides and circulars identified above.

The Responsibilities of Management and Identification of the Applicable Financial Reporting Framework

Our audit will be conducted on the basis that management and, when appropriate, those charged with governance acknowledge and understand that they have responsibility:

1. For the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America;
2. To evaluate subsequent events through the date the financial statements are issued or available to be issued, and to disclose the date through which subsequent events were evaluated in the financial statements. Management also agrees that it will not evaluate subsequent events earlier than the date of the management representation letter referred to below;
3. For the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error;
4. For establishing and maintaining effective internal control over financial reporting, and for informing us of all significant deficiencies and material weaknesses in the design or operation of such controls of which it has knowledge;

5. For report distribution; and
6. To provide us with:
 - a. Access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation and other matters;
 - b. Additional information that we may request from management for the purpose of the audit; and
 - c. Unrestricted access to persons within the entity from whom we determine it necessary to obtain audit evidence;

As part of our audit process, we will request from management and, when appropriate, those charged with governance, written confirmation concerning representations made to us in connection with the audit, including among other items:

1. That management has fulfilled its responsibilities as set out in the terms of this letter; and
2. That it believes the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

Management is responsible for identifying and ensuring that the Mobility Authority complies with the laws and regulations applicable to its activities, and for informing us about all known material violations of such laws or regulations. In addition, management is responsible for the design and implementation of programs and controls to prevent and detect fraud or abuse, and for informing us about all known or suspected fraud or abuse affecting the entity involving management, employees who have significant roles in internal control, and others where the fraud or abuse could have a material effect on the financial statements or compliance. Management is also responsible for informing us of its knowledge of any allegations of fraud or abuse, or suspected fraud or abuse, affecting the entity received in communications from employees, former employees, analysts, regulators or others.

Management is responsible for the preparation of the supplementary information in accordance with accounting principles generally accepted in the United States of America. Management agrees to include the auditor's report on the supplementary information in any document that contains the supplementary information and indicates that the auditor has reported on such supplementary information. Management also agrees to present the supplementary information with the audited financial statements or, if the supplementary information will not be presented with audited financial statements, to make the audited financial statements readily available to the intended users of the supplementary information no later than the date of issuance of the supplementary information and the auditor's report thereon.

Because the audit will be performed in accordance with the Texas UGMS, the Single Audit Act and the Uniform Guidance, management is responsible for (a) identifying all federal and state awards received; (b) preparing the schedules of expenditures of federal and state awards (including notes and noncash assistance received) in accordance with Uniform Guidance and Texas UGMS requirements; (c) internal control over compliance; (d) compliance with federal and state statutes, regulations, and the terms and conditions of federal and state awards; (e) making us aware of significant vendor relationships where the vendor is responsible for program compliance (f) following up and taking corrective action on audit findings, including the preparation of a summary schedule of prior audit findings and a corrective action plan; and (g) submitting the reporting package and data collection form.

The Board of Directors is responsible for informing us of its views about the risks of fraud or abuse within the entity, and its knowledge of any fraud or abuse or suspected fraud or abuse affecting the entity.

William Chapman, CFO
Central Texas Regional Mobility Authority
March 23, 2017
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Our association with an official statement is a matter for which separate arrangements will be necessary. The Mobility Authority agrees to provide us with printer's proofs or masters of such offering documents for our review and approval before printing, and with a copy of the final reproduced material for our approval before it is distributed. In the event our auditor/client relationship has been terminated when the Mobility Authority seeks such consent, we will be under no obligation to grant such consent or approval.

You have informed us that you may issue public debt in the future and that you may include our report on your financial statements in the offering statement. You have further informed us that you do not intend for us to be associated with the proposed offering.

We agree that our association with any proposed offering is not necessary, providing the Mobility Authority agrees to clearly indicate that we are not associated with the contents of any such official statement or memorandum. The Mobility Authority agrees that the following disclosure will be prominently displayed in any such official statement or memorandum:

RSM US LLP, our independent auditor, has not been engaged to perform, and has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. RSM US LLP also has not performed any procedures relating to this official statement.

Because RSM US LLP will rely on the Mobility Authority and its management and Board of Directors to discharge the foregoing responsibilities, the Mobility Authority holds harmless and releases RSM US LLP and its partners and employees from all claims, liabilities, losses and costs arising in circumstances where there has been a knowing misrepresentation by a member of the Mobility Authority's management that has caused, in any respect, RSM US LLP's breach of contract or negligence. This provision shall survive the termination of this arrangement for services.

Records and Assistance

If circumstances arise relating to the condition of the Mobility Authority's records, the availability of appropriate audit evidence or indications of a significant risk of material misstatement of the financial statements because of error, fraudulent financial reporting or misappropriation of assets which, in our professional judgment, prevent us from completing the audit or forming an opinion, we retain the unilateral right to take any course of action permitted by professional standards, including declining to express an opinion or issue a report, or withdrawing from the engagement.

During the course of our engagement, we may accumulate records containing data that should be reflected in the Mobility Authority's books and records. The Mobility Authority will determine that all such data, if necessary, will be so reflected. Accordingly, the Mobility Authority will not expect us to maintain copies of such records in our possession.

The assistance to be supplied by the Mobility Authority personnel will be described in a client participation list, which will outline the specific schedules and analyses that should be completed by the Mobility Authority personnel, including the dates when the information should be available to us. The participation list will be provided and agreed to by Mary Temple, Controller. The timely and accurate completion of this work is an essential condition to our completion of the audit and issuance of our audit report.

In connection with our audit, you have requested us to perform certain non-audit services necessary for the preparation of the financial statements, including drafting the financial statements, footnotes, RSI and supplementary information. The GAS independence standards require that the auditor maintain independence so that opinions, findings, conclusions, judgments and recommendations will be impartial and viewed as impartial by reasonable and informed third parties. Before we agree to provide a non-audit service to the Mobility Authority, we determine whether providing such a service would create a significant threat to our independence for GAS audit purposes, either by itself or in aggregate with other non-audit services provided. A critical component of our determination is consideration of management's ability to effectively oversee the non-audit services to be performed. The Mobility Authority has agreed that Mary Temple, Controller possesses suitable skill, knowledge or experience and that the individual understands that she will be responsible for the Mobility Authority's technical review of the financial statements, footnotes, RSI and supplementary information and will coordinate any other requests for non-audit services to be performed. Accordingly, the management of the Mobility Authority agrees to the following:

1. The Mobility Authority has designated Mary Temple, Controller as a senior member of management who possesses suitable skill, knowledge and experience to oversee the services;
2. Mary Temple, Controller will assume all management responsibilities for subject matter and scope of the audit services and support in drafting the financial statements, footnotes and RSI;
3. The Mobility Authority will evaluate the adequacy and results of the services performed; and
4. The Mobility Authority accepts responsibility for the results and ultimate use of the services.

GAS further requires that we establish an understanding with the Mobility Authority's management and those charged with governance of the objectives of the non-audit services, the services to be performed, the entity's acceptance of its responsibilities, the auditor's responsibilities and any limitations of the non-audit services. We believe this letter documents that understanding.

Other Relevant Information

RSM US LLP may mention the Mobility Authority's name and provide a general description of the engagement in RSM US LLP's client lists and marketing materials.

From time to time and depending upon the circumstances, we may use third-party service providers to assist us in providing professional services to you. In such circumstances, it may be necessary for us to disclose confidential client information to them. We enter into confidentiality agreements with all third-party service providers and we are satisfied that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others.

In accordance with GAS, a copy of our most recent peer review report is enclosed for your information.

Fees, Costs, and Access to Workpapers

Our fees for the services described above are based upon the value of the services performed and the time required by the individuals assigned to the engagement plus directly billed expenses, including travel, meals, and fees for services from other professionals, as well as a charge of 5 percent of fees for all other expenses, including indirect administrative expenses such as technology, research and library databases, communications, photocopying, postage and clerical assistance. Our fee estimate of \$74,500 (which is inclusive of the administrative fee described above) is exclusive of any required state single audits or the implementation of new accounting standards. The base fee estimate described above and completion of our work are based upon the following criteria:

1. Anticipated cooperation from the Mobility Authority personnel

2. Timely responses to our inquiries
3. Timely completion and delivery of client assistance requests and preparation of supplementary schedules and financial statement support
4. Timely communication of all significant accounting and financial reporting matters
5. The assumption that unexpected circumstances will not be encountered during the engagement
6. The assumption of one major program for the Federal single audit
7. Segment reporting requirements will not be required for fiscal year 2017

If any of the aforementioned criteria are not met, then fees may increase. Interim billings will be submitted as the work progresses.

If a State of Texas single audit is determined to be necessary, the additional cost will be \$9,500 for each major state program.

Our professional standards require that we perform certain additional procedures, on current and previous years' engagements, whenever a partner or professional employee leaves the firm and is subsequently employed by or associated with a client in a key position. Accordingly, the Mobility Authority agrees it will compensate RSM US LLP for any additional costs incurred as a result of the Mobility Authority's employment of a partner or professional employee of RSM US LLP.

In the event we are requested or authorized by the Mobility Authority or are required by government regulation, subpoena or other legal process to produce our documents or our personnel as witnesses with respect to our engagement for the Mobility Authority, the Mobility Authority will, so long as we are not a party to the proceeding in which the information is sought, reimburse us for our professional time and expenses, as well as the fees and expenses of our counsel, incurred in responding to such requests.

The documentation for this engagement is the property of RSM US LLP. However, you acknowledge and grant your assent that representatives of the cognizant or oversight agency or their designee, other government audit staffs, and the U.S. Government Accountability Office shall have access to the audit documentation upon their request and that we shall maintain the audit documentation for a period of at least three years after the date of the report, or for a longer period if we are requested to do so by the cognizant or oversight agency. Access to requested documentation will be provided under the supervision of RSM US LLP audit personnel and at a location designated by our firm.

Claim Resolution

The Mobility Authority and RSM US LLP agree that no claim arising out of services rendered pursuant to this agreement shall be filed more than two years after the date of the audit report issued by RSM US LLP or the date of this arrangement letter if no report has been issued. The Mobility Authority waives any claim for punitive damages. RSM US LLP's liability for all claims, damages and costs of the Mobility Authority arising from this engagement is limited to the amount of fees paid by the Mobility Authority to RSM US LLP for the services rendered under this arrangement letter.

If any term or provision of this agreement is determined to be invalid or unenforceable, such term or provision will be deemed stricken and all other terms and provisions will remain in full force and effect.

William Chapman, CFO
Central Texas Regional Mobility Authority
March 23, 2017
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Reporting

We will issue a written report upon completion of our audit of the Mobility Authority's financial statements. Our report will be addressed to the Board of Directors of the Mobility Authority. We cannot provide assurance that an unmodified opinion will be expressed. Circumstances may arise in which it is necessary for us to modify our opinion, add an emphasis-of-matter or other-matter paragraph(s), or withdraw from the engagement.

In addition to our report on the Mobility Authority's financial statements, we will also issue the following types of reports:

1. A report on the fairness of the presentation of the Mobility Authority's schedules of expenditures of federal and state awards for the year ending June 30, 2017;
2. Reports on internal control related to the financial statements and major programs. These reports will describe the scope of testing of internal control and the results of our tests of internal control;
3. Reports on compliance with laws, regulations, and the provisions of contracts or grant agreements. We will report on any noncompliance that could have a material effect on the financial statements and any noncompliance that could have a material effect, as defined by the Texas UGMS and Subpart F of Title 2 U.S. CFR Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal and State Awards*, on each major program;
4. An accompanying schedule of findings and questioned costs.

This letter constitutes the complete and exclusive statement of agreement between RSM US LLP and the Mobility Authority, superseding all proposals, oral or written, and all other communications with respect to the terms of the engagement between the parties.

Please sign and return a copy of this letter to indicate your acknowledgment of, and agreement with, the arrangements for our audit of the financial statements, including our respective responsibilities.

RSM US LLP



Mike O'Brien, Partner

Confirmed on behalf of Central Texas Regional Mobility Authority:



William Chapman, CFO

3/30/17

Date



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #4

Approve the minutes for the March 29, 2017
Regular Board Meeting

Strategic Plan Relevance: Regional Mobility
Department: Legal
Contact: Geoffrey Petrov, General Counsel
Associated Costs: N/A
Funding Source: N/A
Action Requested: Consider and act on motion to approve minutes

Summary:

Approve the attached draft minutes for the March 29, 2017 Regular Board Meeting.

Backup provided: Draft Minutes, March 29, 2017 Regular Board Meeting.

MINUTES

Regular Meeting of the Board of

Directors of the

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Wednesday, March 29, 2017

The meeting was held in the Mobility Authority's Lowell H. Lebermann, Jr. Board Room at 3300 N. Interstate 35, #300, Austin, Texas 78705-1849. Notice of the meeting was posted March 23, 2017 at the respective County Court Houses of Williamson and Travis Counties; online on the website of the Mobility Authority; and in the Mobility Authority's office lobby at 3300 N. Interstate 35, #300, Austin, Texas 78705-1849.

An archived copy of the live-streamed video of this meeting is available at:

www.mobilityauthority.com/about/vod.php

1. Welcome and opening remarks by the Chairman and the members of the Board of Directors.

After noting that a quorum of the Board was present, Chairman Ray Wilkerson called the meeting to order at 9:04 a.m. with the following Board members present: David Singleton, Nikelle Meade, Charles Heimsath, David Armbrust, and Amy Ellsworth.

2. Opportunity for public comment.

3. Welcome newly appointed Board Member and administer the oath of office.

Chairman Wilkerson tabled Item 3 for a future board meeting.

Regular Board Items

4. Discuss and consider the election of a Secretary.

Chairman Wilkerson sought nominations for the position of Secretary. David Armbrust nominated David Singleton for the position of Secretary. David Singleton nominated Charles Heimsath for the position of Secretary and the motion was put to a vote.

MOTION: Appoint Charles Heimsath as Secretary of the CTRMA Board

RESULT: Approved (Unanimous); 6-0

MOTION BY: David Singleton

SECONDED BY: Nikelle Meade

AYE: Wilkerson, Singleton, Meade, Heimsath, Armbrust, Ellsworth

NAY: None.

ADOPTED AS: Resolution No. 17-012

5. Discuss and consider the appointment of a Chair to the Audit Committee.

Chairman Wilkerson noted that with the retirement of Bob Bennett, the Audit Committee was left without a Chair and appointed David Singleton to Chair the Audit Committee without a vote.

6. Amend the minutes from the January 25, 2017 Regular Board meeting.

MOTION: Approval for the amended January 25, 2017, Regular Board Meeting minutes.

RESULT: Approved (Unanimous); 6-0

MOTION BY: Charles Heimsath

SECONDED BY: Nikelle Meade

AYE: Wilkerson, Singleton, Meade, Heimsath, Armbrust, Ellsworth

NAY: None.

7. Approve the minutes for the February 22, 2017 Regular Board Meeting.

MOTION: Approval for the February 22, 2017, Regular Board Meeting minutes.

RESULT: Approved (Unanimous); 6-0

MOTION BY: Charles Heimsath

SECONDED BY: David Armbrust

AYE: Wilkerson, Singleton, Meade, Heimsath, Armbrust, Ellsworth

NAY: None.

8. Accept the financial statements for February 2017.

Presentation by Mary Temple, Controller.

MOTION: Accept the financial statements for February 2017.

RESULT: Approved (Unanimous); 6-0

MOTION BY: Nikelle Meade
SECONDED BY: Charles Heimsath
AYE: Wilkerson, Singleton, Meade, Heimsath, Armbrust, Ellsworth
NAY: None.
ADOPTED AS: Resolution No. 17-013

9. Discuss and take appropriate action regarding the initial payment to the Regional Infrastructure Fund.

Presentation by Mike Heiligenstein, Executive Director and Bill Chapman, Chief Financial Officer.

In accordance in with the terms of the Interlocal Agreement between the CTRMA and CAMPO for the MoPac Improvement Project, September 1, 2017 marks the date the CTRMA's first payment is due to the "Regional Infrastructure Fund." Due to the delay of the opening of the MoPac, the CTRMA has agreed to make the September 1, 2017 payment out of the CTRMA's General Fund in place of the "Surplus Revenue" that is currently not being generated from the MoPac Improvement Project. The CTRMA's General Fund would be eventually re-paid from MoPac revenue.

MOTION: To provide payment to the "Regional Infrastructure Fund" from the CTRMA's General Fund to meet the September 1, 2017 payment deadline.

RESULT: Approved (Unanimous); 6-0
MOTION BY: David Armbrust
SECONDED BY: Charles Heimsath
AYE: Wilkerson, Singleton, Meade, Heimsath, Armbrust, Ellsworth
NAY: None.

ADOPTED AS: Resolution No. 17-018

10. Authorize a procurement of a firm to provide pay-by-mail, violations processing, collections and customer service.

Presentation by Tracie Brown, Customer Care and Toll Operations Manager

MOTION: Authorize procurement of a firm to provide pay-by-mail, violations processing, collections and customer service.

RESULT: Approved (Unanimous); 6-0
MOTION BY: David Singleton
SECONDED BY: David Armbrust
AYE: Wilkerson, Singleton, Meade, Heimsath, Armbrust, Ellsworth

NAY: None.

ADOPTED AS: Resolution No. 17-014

11. Approve Work Authorization No. 14 with Kapsch Inc. for system integration services related to the SH 45 SW Project.

Presentation by Tim Reilly, Director of Operations.

MOTION: Approve Work Authorization No. 14 with Kapsch Inc. for system integration services related to the SH 45 SW Project.

RESULT: Approved (Unanimous); 6-0

MOTION BY: Nikelle Meade

SECONDED BY: Charles Heimsath

AYE: Wilkerson, Singleton, Meade, Heimsath, Armbrust, Ellsworth

NAY: None.

ADOPTED AS: Resolution No. 17-015

Briefings and Reports

12. Monthly briefing on the MoPac Improvement project.

Presentation by Steve Pustelnyk, Director of Community Relations.

13. Briefing on the HERO Program.

Presentation by Tim Reilly, Director of Operations.

14. Executive Director Comments.

A. SH 71 Express Opening.

Presentation by Bill Chapman, Chief Executive Officer.

B. Report on the Texas A&M Transpiration Institute's high-level assessment of the Wire One Austin Urban Gondola proposal led by CapMetro.

Presentation by Bill Chapman, Chief Financial Officer.

Note: At the request of Mike Heiligenstein, Executive Director; Brian Cassidy, Attorney, Locke Lord, provided an update of legislative activities that affect the CTRMA.

C. New employee introduction

Mary Temple, Controller introduced new CTRMA employee Yuni Irawan, Fiscal Analyst.

Note: Item 14C was taken up following Item 14D.

D. Report on the March 2017 investor meetings.

Presentation by Bill Chapman, Chief Financial Officer and Richard Ramirez, Managing Director, First Southwest, a Division of Hilltop Securities Inc.

NOTE: Justin Word, Director of Engineering, announced the retirement of Lloyd Chance, Texas Department of Transportation and the Board thanked Mr. Chance for his service as TxDOT/Mobility Authority liaison. Justin Word also announced the retirement of David Plutowski, P.E., Regional Mobility Coordinator, Transportation Planning and Programming Division, TxDOT.

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 10:18 a.m. that the Board would recess the meeting and reconvene in Executive Session to deliberate the following items:

- 15.** Discuss acquisition of one or more parcels of interests in real property needed for the Bergstrom Expressway (183 South) Project and related legal issues, including consideration of the use of eminent domain to condemn property, pursuant to §551.072 (Deliberation regarding real property) and §551.071 (Consultation with Attorney).
- 16.** Discuss legal issues related to claims by or against the Mobility Authority; pending or contemplated litigation and any related settlement offers; or other matters as authorized by §551.071 (Consultation with Attorney).
- 17.** Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation with Attorney).
- 18.** Discuss personnel matters as authorized by §551.074 (Personnel Matters).

After completing the executive session, the Board reconvened in open meeting at 10:54 a.m.

19. Consideration of the use of eminent domain to condemn property: Declare a public necessity to acquire the following parcels of land, or interests therein, for the 183 South (Bergstrom Expressway) Project; and with respect to each such parcel or interest therein, authorize any of the following actions: (i) acquisition through negotiation or by the use of eminent domain to condemn the parcel or interest therein; (ii) execution of a contract to purchase, and (iii) execution of a possession and use agreement:

- A.** Parcel E13B of the 183 South (Bergstrom Expressway) Project, a 0.044 acre parcel of real estate located at 6000 FM 969, Austin, Texas 78724 and owned by New Century Investment, LLC, a Texas limited liability company and Morning Star Projects, LLC, a Texas limited liability company.

MOTION: Authorize the use of the power of eminent domain to acquire an easement interest of a 0.044 acre parcel of real estate **owned by New Century Investment, LLC** and **Morning Star Projects, LLC** and located at 6000 FM 969, Austin, Texas 78724 Travis County for public use related to the expansion, construction, operation, and maintenance of the 183 South (Bergstrom Expressway) Project, a state highway project, by adopting the resolution presented in executive session.

RESULT: Approved (Unanimous); 6-0

MOTION BY: Nikelle Meade

SECONDED BY: Charles Heimsath

AYE: Wilkerson, Singleton, Meade, Heimsath, Armbrust, Ellsworth

ADOPTED AS: Resolution No. 17-016

- B.** Parcel 118 of the 183 South (Bergstrom Expressway) Project, a 0.688 acre parcel of land, owned by the City of Austin, and located at the Southeast corner of Ed Bluestein Blvd (U.S. Highway 183) and Smith Road, Austin, TX 78721.

MOTION: Authorize the use of the power of eminent domain to acquire an easement interest of a 0.688 acre parcel of real estate **owned by the City of Austin** and located at the Southeast corner of Ed Bluestein Blvd. (U.S. Highway 183) and Smith Road, Austin TX 78721 Travis County for public use related to the expansion, construction, operation, and maintenance of the 183 South (Bergstrom Expressway) Project, a state highway project, by adopting the resolution presented in executive session.

RESULT: Approved (Unanimous); 6-0

MOTION BY: Nikelle Meade

SECONDED BY: Charles Heimsath

AYE: Wilkerson, Singleton, Meade, Heimsath, Armbrust, Ellsworth

ADOPTED AS: Resolution No. 17-017

After confirming that no member of the public wished to address the Board, Chairman Wilkerson declared the meeting adjourned at 11:03 a.m.



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #5

Accept the financial statements for
March 2017

Strategic Plan Relevance: Regional Mobility
Department: Finance
Contact: Bill Chapman, Chief Financial Officer
Associated Costs: N/A
Funding Source: N/A
Action Requested: Consider and act on draft resolution

Summary:

Presentation and acceptance of the monthly financial statements for March 2017.

Backup Provided: Draft Resolution
Draft financial statements for March 2017.

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

RESOLUTION NO. 17-0XX

ACCEPT THE FINANCIAL STATEMENTS FOR MARCH 2017

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 March 2017, and has caused Financial Statements to be prepared and attached to this resolution as Exhibit A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accept the Financial Statements for March 2017, attached as Exhibit A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of April 2017.

Submitted and reviewed by:

Approved:

Geoffrey Petrov, General Counsel

Ray A. Wilkerson
Chairman, Board of Directors

Exhibit A

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending March 31, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
REVENUE				
Operating Revenue				
Toll Revenue - Tags	46,555,037	39,825,281	85.54%	34,375,729
Video Tolls	16,030,043	10,701,428	66.76%	8,872,271
Fee Revenue	6,876,980	4,293,076	62.43%	3,566,001
Total Operating Revenue	69,462,060	54,819,785	78.92%	46,814,000
Other Revenue				
Interest Income	250,000	671,494	268.60%	1,324,659
Grant Revenue	700,000	14,693,679	2099.10%	64,899,853
Reimbursed Expenditures	1,555,396	207,873	13.36%	2,849
Misc Revenue	-	6,010	-	48,322
Total Other Revenue	2,505,396	15,579,056	621.82%	66,275,683
TOTAL REVENUE	\$71,967,456	\$70,398,841	97.82%	113,089,683

EXPENSES

Salaries and Benefits				
Salary Expense-Regular	2,967,036	2,460,663	82.93%	2,069,019
Salary Reserve	80,000	-	-	-
TCDRS	415,385	340,320	81.93%	284,389
FICA	128,873	107,582	83.48%	91,008
FICA MED	45,627	36,118	79.16%	30,130
Health Insurance Expense	332,091	241,171	72.62%	194,158
Life Insurance Expense	14,167	6,644	46.90%	3,179
Auto Allowance Expense	10,200	7,650	75.00%	7,650
Other Benefits	269,785	169,535	62.84%	147,052
Unemployment Taxes	15,463	4,398	28.44%	407
Total Salaries and Benefits	4,278,627	3,374,081	78.86%	2,826,992

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending March 31, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Administrative				
Administrative and Office Expenses				
Accounting	20,000	5,938	29.69%	14,708
Auditing	74,000	53,880	72.81%	36,247
Human Resources	30,000	13,864	46.21%	19,746
IT Services	88,000	55,993	63.63%	41,029
Internet	1,700	1,406	82.73%	4,587
Software Licenses	55,725	61,601	110.54%	22,157
Cell Phones	14,542	11,471	78.88%	8,910
Local Telephone Service	12,000	11,475	95.62%	9,683
Overnight Delivery Services	850	63	7.39%	119
Local Delivery Services	1,050	-	-	276
Copy Machine	12,000	11,631	96.92%	10,577
Repair & Maintenance-General	1,000	2,030	203.00%	2,034
Meeting Facilities	1,000	-	-	-
Community Meeting/ Events	2,000	-	-	616
Meeting Expense	15,250	7,469	48.98%	5,973
Public Notices	2,000	25	1.25%	-
Toll Tag Expense	1,900	1,024	53.87%	714
Parking	3,600	1,293	35.93%	2,291
Mileage Reimbursement	11,200	3,455	30.85%	3,411
Insurance Expense	150,000	111,400	74.27%	96,487
Rent Expense	558,000	400,627	71.80%	357,978
Legal Services	525,000	41,872	7.98%	96,481
Total Administrative and Office Expenses	1,580,817	796,517	50.39%	734,024
Office Supplies				
Books & Publications	6,150	730	11.86%	1,082
Office Supplies	21,000	14,554	69.30%	17,090
Computer Supplies	17,000	11,452	67.37%	11,808
Copy Supplies	2,500	673	26.90%	1,333
Other Reports-Printing	10,000	6,054	60.54%	5,088
Office Supplies-Printed	2,700	635	23.50%	3,060
Misc Materials & Supplies	3,750	1,098	29.29%	2,238
Postage Expense	5,850	358	6.12%	462
Total Office Supplies	68,950	35,553	51.56%	42,161

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending March 31, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Communications and Public Relations				
Graphic Design Services	75,000	6,625	8.83%	20,335
Website Maintenance	140,000	101,755	72.68%	14,222
Research Services	105,000	79,059	75.29%	-
Communications and Marketing	469,900	252,571	53.75%	140,643
Advertising Expense	336,500	130,057	38.65%	110,240
Direct Mail	10,000	-	-	380
Video Production	35,000	8,820	25.20%	34,229
Photography	10,000	2,954	29.54%	9,232
Radio	10,000	-	-	-
Other Public Relations	125,000	5,000	4.00%	71,430
Promotional Items	10,000	972	9.72%	8,322
Displays	5,000	-	-	-
Annual Report printing	5,000	-	-	1,706
Direct Mail Printing	11,300	-	-	-
Other Communication Expenses	1,000	2,308	230.79%	769
Total Communications and Public Relations	1,348,700	590,122	43.75%	411,509
Employee Development				
Subscriptions	3,300	1,467	44.46%	8,430
Memberships	50,750	35,612	70.17%	36,451
Continuing Education	11,750	135	1.15%	3,000
Professional Development	6,700	-	-	(2,366)
Other Licenses	1,250	257	20.52%	430
Seminars and Conferences	44,000	21,344	48.51%	12,311
Travel	88,000	45,250	51.42%	49,439
Total Employee Development	205,750	104,065	50.58%	107,695
Financing and Banking Fees				
Trustee Fees	15,000	19,773	131.82%	3,225
Bank Fee Expense	8,000	4,297	53.71%	4,362
Continuing Disclosure	10,000	-	-	-
Arbitrage Rebate Calculation	8,000	6,455	80.69%	3,685
Rating Agency Expense	30,000	15,000	50.00%	14,000
Total Financing and Banking Fees	71,000	45,524	64.12%	25,272
Total Administrative	3,275,217	1,571,781	47.99%	1,320,661

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending March 31, 2017

	Budget Amount	Actual Year to	Percent of	Actual Prior Year
	FY 2017	Date	Budget	to Date
Operations and Maintenance				
Operations and Maintenance Consulting				
GEC-Trust Indenture Support	165,000	72,358	43.85%	95,309
GEC-Financial Planning Support	10,500	47	0.45%	440
GEC-Toll Ops Support	45,000	16,569	36.82%	3,180
GEC-Roadway Ops Support	331,667	301,349	90.86%	292,114
GEC-Technology Support	40,000	19,026	47.56%	37,787
GEC-Public Information Support	30,000	29,111	97.04%	27,561
GEC-General Support	1,176,000	487,204	41.43%	324,380
General System Consultant	70,000	33,818	48.31%	125,960
Traffic and Revenue Consultant	80,000	68,937	86.17%	66,553
Total Operations and Maintenance Consulting	1,948,167	1,028,420	52.79%	973,283
Roadway Operations and Maintenance				
Roadway Maintenance	4,871,600	2,196,236	45.08%	993,327
Landscape Maintenance	5,000	-	-	108,103
Signal & Illumination Maint	20,000	25,041	125.21%	125,140
Maintenance Supplies-Roadway	45,000	396	0.88%	68,460
Tools & Equipment Expense	750	22	2.95%	475
Gasoline	6,000	4,940	82.34%	1,845
Repair & Maintenance-Vehicles	1,500	1,566	104.37%	7,318
Roadway Operations	-	-	-	521
Electricity - Roadways	180,000	112,612	62.56%	109,261
Total Roadway Operations and Maintenance	5,129,850	2,340,814	45.63%	1,414,451
Toll Processing and Collection Expense				
Image Processing	2,300,000	1,065,011	46.30%	1,354,477
Tag Collection Fees	3,240,000	2,628,500	81.13%	2,277,894
Court Enforcement Costs	40,000	10,050	25.13%	10,525
DMV Lookup Fees	5,000	357	7.14%	1,944
Total Processing and Collection Expense	5,585,000	3,703,918	66.32%	3,644,839

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending March 31, 2017

	Budget Amount	Actual Year to	Percent of	Actual Prior Year
	FY 2017	Date	Budget	to Date
Toll Operations Expense				
Facility maintenance	-	30	-	787
Generator Maintenance	-	-	-	5,512
Generator Fuel	6,000	58	0.96%	1,291
Fire and Burglar Alarm	500	276	55.27%	370
Elevator Maintenance	3,000	-	-	-
Refuse	1,200	1,051	87.55%	606
Pest Control	1,600	-	-	3,074
Custodial	2,500	-	-	1,313
Telecommunications	90,000	43,971	48.86%	56,568
Water	10,500	11,329	107.89%	8,367
Electricity	1,200	1,641	136.77%	-
ETC spare parts expense	1,600	-	-	-
Repair & Maintenance Toll Equip	275,000	11,928	4.34%	365,029
Law Enforcement	273,182	159,999	58.57%	155,376
ETC Maintenance Contract	1,755,098	820,182	46.73%	910,200
ETC Toll Management Center System Operation	49,098	73,647	150.00%	-
ETC Testing	10,000	-	-	-
Total Toll Operations Expense	2,480,478	1,124,112	45.32%	1,508,493
Total Operations and Maintenance	15,143,495	8,197,264	54.13%	7,541,066
Other Expenses				
Special Projects and Contingencies				
HERO	700,000	797,867	113.98%	910,017
Special Projects	125,000	151,088	120.87%	589,976
Other Contractual Svcs	105,000	59,164	56.35%	32,369
Contingency	300,000	10,578	3.53%	18,348
Total Special Projects and Contingencies	1,230,000	1,018,697	82.82%	1,550,711

Central Texas Regional Mobility Authority
Income Statement
For the Period Ending March 31, 2017

	Budget Amount FY 2017	Actual Year to Date	Percent of Budget	Actual Prior Year to Date
Non Cash Expenses				
Amortization Expense	383,230	287,832	75.11%	287,423
Amort Expense - Refund Savings	1,027,860	774,440	75.34%	770,895
Dep Exp- Furniture & Fixtures	2,207	1,825	82.68%	920
Dep Expense - Equipment	9,692	11,494	118.59%	6,980
Dep Expense - Autos & Trucks	6,406	7,372	115.08%	3,778
Dep Expense-Buildng & Toll Fac	177,115	132,836	75.00%	132,836
Dep Expense-Highways & Bridges	22,012,091	13,138,499	59.69%	12,681,229
Dep Expense-Communic Equip	196,115	147,086	75.00%	147,086
Dep Expense-Toll Equipment	2,756,238	2,067,178	75.00%	2,065,166
Dep Expense - Signs	325,893	244,420	75.00%	244,420
Dep Expense-Land Improvemts	884,934	663,701	75.00%	663,701
Depreciation Expense-Computers	16,203	10,404	64.21%	12,260
Total Non Cash Expenses	27,797,984	17,487,087	62.91%	17,016,692
Total Other Expenses	29,027,984	18,505,784	63.75%	18,567,403
Non Operating Expenses				
Bond issuance expense	200,000	1,109,873	554.94%	160,131
Interest Expense	42,813,675	23,572,135	55.06%	31,230,126
Community Initiatives	100,000	28,500	28.50%	35,000
Total Non Operating Expenses	43,113,675	24,710,509	57.31%	31,425,257
TOTAL EXPENSES	\$94,838,998	\$56,359,419	59.43%	\$61,681,378
Net Income	(\$22,871,542)	\$14,039,422		51,408,304

Central Texas Regional Mobility Authority
Balance Sheet
as of March 31, 2017

	as of 03/31/2017	as of 03/31/2016
ASSETS		
Current Assets		
Cash		
Regions Operating Account	\$ 706,525	\$ 1,050,648
Cash in TexStar	554,793	582,054
Regions Payroll Account	77,773	162,849
Restricted Cash		
Goldman Sachs FSGF 465	232,807,968	342,687,118
Restricted Cash - TexSTAR	133,242,649	6,828,284
Overpayments account	162,504	133,822
Total Cash and Cash Equivalents	<u>367,552,211</u>	<u>351,444,774</u>
Accounts Receivable		
Accounts Receivable	14,485	14,485
Due From TTA	629,644	389,654
Due From NTTA	557,804	435,272
Due From HCTRA	656,925	737,878
Due From TxDOT	334,404	31,014,384
Interest Receivable	312,191	244,326
Total Receivables	<u>2,505,453</u>	<u>32,835,999</u>
Short Term Investments		
Agencies	165,650,922	188,823,219
Total Short Term Investments	<u>165,650,922</u>	<u>188,823,219</u>
Total Current Assets	<u>535,708,586</u>	<u>573,103,991</u>
Total Construction in Progress	473,995,972	281,592,922
Fixed Assets (Net of Depreciation)		
Computer	29,867	44,322
Computer Software	871,084	1,236,213
Furniture and Fixtures	15,900	32,190
Equipment	1,486	(3,608)
Autos and Trucks	54,627	22,422
Buildings and Toll Facilities	5,334,817	5,511,932
Highways and Bridges	603,496,673	612,510,757
Communication Equipment	71,335	267,450
Toll Equipment	15,189,517	17,945,754
Signs	11,011,936	11,337,829
Land Improvements	10,845,172	11,730,106
Right of way	87,944,995	86,849,829
Leasehold Improvements	153,606	166,317
Total Fixed Assets	<u>735,021,015</u>	<u>747,651,515</u>
Other Assets		
Intangible Assets-Net	102,576,528	12,129,528
2005 Bond Insurance Costs	4,554,843	4,768,351
Prepaid Insurance	74,961	70,946
Deferred Outflows (pension related)	780,064	-
Pension Asset	202,023	-
Total Other Assets	<u>108,188,418</u>	<u>16,968,826</u>
Total Assets	<u>\$ 1,852,913,992</u>	<u>\$ 1,619,317,253</u>

Central Texas Regional Mobility Authority
Balance Sheet
as of March 31, 2017

	as of 03/31/2017	as of 03/31/2016
LIABILITIES		
Current Liabilities		
Accounts Payable	\$ 507,990	\$ 1,787,053
Construction Payable	315,676	3,114,298
Overpayments	164,999	136,012
Interest Payable	13,032,744	14,264,366
Due to other Funds	-	(9,493)
Deferred Compensation Payable	-	(7,911)
TCDRS Payable	80,240	41,529
Medical Reimbursement Payable	3,510	(1,042)
Due to Other Entities	6,831,020	778,377
Other	-	650,000
Total Current Liabilities	20,936,180	20,753,188
Long Term Liabilities		
Compensated Absences	138,927	189,089
Deferred Inflows (pension related)	172,017	-
Long Term Payables	310,944	189,089
Bonds Payable		
Senior Lien Revenue Bonds:		
Senior Lien Revenue Bonds 2010	67,785,673	114,720,132
Senior Lien Revenue Bonds 2011	14,214,347	309,296,173
Senior Refunding Bonds 2013	144,183,000	147,880,000
Senior Lien Revenue Bonds 2015	298,790,000	298,790,000
Senior Lien Put Bnd 2015	68,785,000	68,785,000
Senior Lien Refunding Revenue Bonds 2016	358,030,000	-
Sn Lien Rev Bnd Prem/Disc 2010	-	22,428
Sn Lien Rev Bnd Prem/Disc 2011	-	(3,287,839)
Sn Lien Rev Bnd Prem/Disc 2013	10,519,973	12,566,469
Sn Lien Revenue Bnd Prem 2015	22,272,980	23,469,485
Sn Lien Put Bnd Prem 2015	6,055,287	7,919,041
Senior lien premium 2016 revenue bonds	57,097,946	-
Total Senior Lien Revenue Bonds	1,047,734,206	980,160,889
Sub Lien Revenue Bonds:		
Subordinated Lien Bond 2011	-	70,000,000
Sub Refunding Bnds 2013	101,530,000	102,030,000
Sub Debt Refunding Bonds 2016	74,690,000	-
Sub Lien Bond 2011 Prem/Disc	-	(1,715,555)
Sub Refunding 2013 Prem/Disc	2,446,827	2,935,581
Sub Refunding 2016 Prem/Disc	10,243,392	-
Total Sub Lien Revenue Bonds	188,910,219	173,250,026
Other Obligations		
TIFIA note 2015	52,317	50,746
SIB loan 2015	30,288,390	34,799
State Highway Fund Loan 2015	30,288,390	34,799
2013 American Bank Loan	3,570,000	5,300,000
Total Other Obligations	64,199,096	5,420,344
Total Long Term Liabilities	1,301,154,465	1,159,020,348
Total Liabilities	1,322,090,644	1,179,773,537
NET ASSETS		
Contributed Capital	40,347,060	35,847,060
Net Assets Beginning	476,432,916	352,288,352
Current Year Operations	14,043,373	51,408,304
Total Net Assets	530,823,348	439,543,717
Total Liabilities and Net Assets	\$ 1,852,913,993	\$ 1,619,317,253

Central Texas Regional Mobility Authority
Statement of Cash Flows
as of March 31, 2017

Cash flows from operating activities:

Receipts from toll fees	\$ 54,134,571
Receipts from other fees	213,883
Payments to vendors	(6,039,081)
Payments to employees	(3,337,219)
Net cash flows provided by (used in) operating activities	<u>44,972,154</u>

Cash flows from capital and related financing activities:

Proceeds from notes payable	49,175,009
Refunding of bonds	(12,367,001)
Receipts from Department of Transportation	96,949,290
Receipt from Hays County	4,500,000
Payments on interest	(30,445,173)
Acquisition of capital assets	(146,667)
Acquisitions of construction in progress	(165,685,756)
Net cash flows provided by (used in) capital and related financing activities	<u>(60,250,298)</u>

Cash flows from investing activities:

Interest income	1,899,019
Purchase of investments	(184,012,455)
Proceeds from sale or maturity of investments	107,995,797
Net cash flows provided by (used in) investing activities	<u>(74,117,639)</u>

Net increase (decrease) in cash and cash equivalents (89,395,784)

Cash and cash equivalents at beginning of period	<u>323,150,553</u>
Cash and cash equivalents at end of February	<u>\$ 233,754,769</u>

Reconciliation of change in net assets to net cash provided by operating activities:

Operating income	<u>\$ 24,063,475</u>
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	16,712,646
Changes in assets and liabilities:	
Decrease in accounts receivable	(685,214)
(Increase) decrease in prepaid expenses and other assets	32,641
(Decrease) increase in accounts payable	(1,349,443)
Increase (decrease) in accrued expenses	6,198,048
Total adjustments	<u>20,908,678</u>
Net cash flows provided by (used in) operating activities	<u>\$ 44,972,153</u>

Reconciliation of cash and cash equivalents:

Unrestricted cash and cash equivalents	\$ 946,801
Restricted cash and cash equivalents	232,807,968
Total	<u>\$ 233,754,769</u>

INVESTMENTS by FUND

		Balance		
			March 31, 2017	
Renewal & Replacement Fund			3.00	
TexSTAR	505,187.52			TexSTAR 133,797,441.42
Goldman Sachs	188,632.33			Goldman Sachs 232,535,487.58
Agencies			693,819.85	Agencies & Treasury Notes 165,631,378.88
TxDOT Grant Fund				\$ 531,964,307.88
TexSTAR	4,095,196.76			
Goldman Sachs	5,469,651.91			
Agencies			9,564,848.67	
Senior Debt Service Reserve Fund				
TexSTAR	10,624,946.49			
Goldman Sachs	29,361,448.53			
Agencies	39,988,725.96		79,975,120.98	
2010 Senior Lien DSF				
Goldman Sachs	389,868.31			
TexSTAR	-		389,868.31	
2011 Debt Service Acct				
Goldman Sachs	751,330.40		751,330.40	
2013 Sr Debt Service Acct				
Goldman Sachs	2,751,305.07		2,751,305.07	
2013 Sub Debt Service Account				
Goldman Sachs	1,520,014.53		6,535,623.80	
TexSTAR	5,015,609.27			
2015 Sr Capitalized Interest				
Goldman Sachs	10,594,831.78		60,730,533.72	
TexSTAR	50,135,701.94			
2015A Debt Service Account				
Goldman Sachs	3.30		3.30	
2015B Debt Service Account				
Goldman Sachs	860,710.00		860,710.00	
2016 Sr Lien Rev Refunding Debt Service Account				
Goldman Sachs	8,581,238.80		8,581,238.80	
2016 Sub Lien Rev Refunding Debt Service Account				
Goldman Sachs	941,803.16		941,803.16	
2016 Sub Lein Rev Refunding DSR				
Goldman Sachs	6,638,405.43		6,638,405.43	
Operating Fund				
TexSTAR	554,792.55			
TexSTAR-Trustee	2,402,869.35			
Goldman Sachs	26,190.00		2,983,851.90	
Revenue Fund				
Goldman Sachs	4,214,329.09		4,214,329.09	
General Fund				
TexSTAR	25,078,968.60			
Goldman Sachs	18,627,923.78			
Agencies	4,407,796.25		48,114,688.63	
2013 Sub Debt Service Reserve Fund				
Goldman Sachs	3,473,985.43			
Agencies			3,473,985.43	
MoPac Revenue Fund				
Goldman Sachs	73,003.01		73,003.01	
MoPac Construction Fund				
Goldman Sachs	44,038,423.08		44,038,423.08	
2011 Sub Debt Project fund				
TexSTAR	-			
Agencies				
Goldman Sachs	0.00		0.00	
2015B Project Account				
Goldman Sachs	5,042,299.88			
Agencies	20,192,027.72		40,275,038.30	
TexSTAR	15,040,710.70			
2015A Project Account				
TexSTAR	5,296,630.30			
Goldman Sachs	20,434,957.47			
Agencies	71,163,494.57			
Treasury Notes	29,879,334.38		126,774,416.72	
2015 TIFIA Project Account				
Goldman Sachs	50,290.51		50,290.51	
2015 State Highway Fund Project Account				
Goldman Sachs	29,593,029.59		29,593,029.59	
2015 SIB Project Account				
Goldman Sachs	19,730,129.71		19,730,129.71	
2011 Sr Financial Assistance Fund				
Goldman Sachs	11,452,494.95		26,499,322.89	
TexSTAR	15,046,827.94			
Develper Deposits				
Goldman Sachs	370.97		370.97	
183S Utility Custody Deposit				
Goldman Sachs	5,823,539.83		5,823,539.83	
45SW Trust Account Hays County				
Goldman Sachs	229,887.40		229,887.40	
45SW Trust Account Travis County				
Goldman Sachs	1,675,389.33		1,675,389.33	
			<u>\$ 531,964,307.88</u>	\$ -

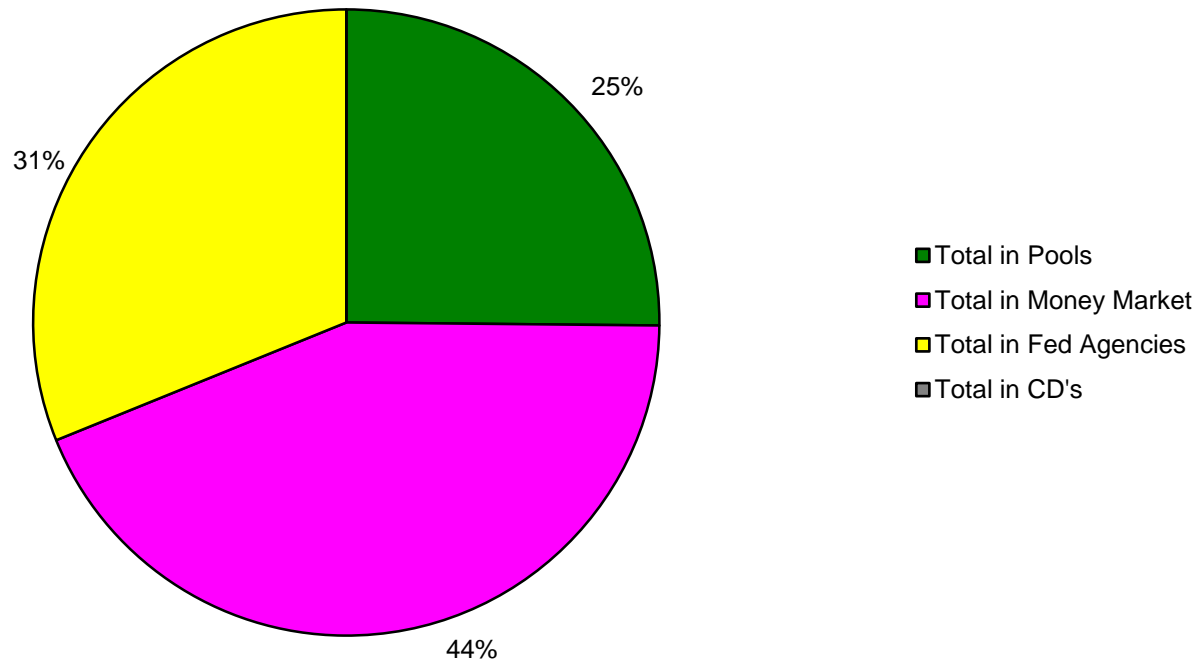
CTRMA INVESTMENT REPORT

Month Ending 3/31/17						Rate March
Balance 3/1/2017	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 3/31/2017	
Amount in Trustee TexStar						
2011 Sr Lien Financial Assist Fund	15,038,820.95		8,006.99		15,046,827.94	0.627%
2013 Sub Lien Debt Service Reserve	5,012,940.28		2,668.99		5,015,609.27	0.627%
General Fund	25,065,623.08		13,345.52		25,078,968.60	0.627%
Trustee Operating Fund	3,075,098.17	1,626,194.10	1,577.08	2,300,000.00	2,402,869.35	0.627%
Renewal and Replacement	504,918.70		268.82		505,187.52	0.627%
TxDOT Grant Fund	4,093,017.56		2,179.20		4,095,196.76	0.627%
Senior Lien Debt Service Reserve Fund	10,619,292.53		5,653.96		10,624,946.49	0.627%
2015A Sr Ln Project account	5,293,811.76		2,818.54		5,296,630.30	0.627%
2015A Sr Ln Project Cap Interest	50,109,022.75		26,679.19		50,135,701.94	0.627%
2015B Sr Ln Project	15,032,706.92		8,003.78		15,040,710.70	0.627%
	133,845,252.70	1,626,194.10	71,202.07	2,300,000.00	133,242,648.87	
Amount in TexStar Operating Fund						
	454,513.13	2,300,000.00	279.42	2,200,000.00	554,792.55	0.627%
Goldman Sachs						
Operating Fund	0.00	1,652,380.00	4.10	1,626,194.10	26,190.00	0.280%
45SW Trust Account Travis County	2,968,485.06		1,087.48	1,294,183.21	1,675,389.33	0.280%
45SW Trust Account Hays County	300,571.09		283.41	70,967.10	229,887.40	0.280%
2015A Project Account	38,936,957.07	8,000,000.00	200,598.53	26,702,598.13	20,434,957.47	0.280%
2015B Project Account	4,891,763.16		150,536.72		5,042,299.88	0.280%
2015D State Highway Fund Project Acct	29,582,224.68		10,804.91		29,593,029.59	0.280%
2015C TIFIA Project Account	50,272.15		18.36		50,290.51	0.280%
2015E SIB Project Account	19,722,925.91		7,203.80		19,730,129.71	0.280%
Developer Deposits	351.24		19.73		370.97	0.280%
183S Utility Custody Deposit	5,976,536.10		2,219.17	155,215.44	5,823,539.83	0.280%
2011 Sr Financial Assistance Fund	11,448,313.45		4,181.50		11,452,494.95	0.280%
2010 Senior DSF	389,725.96		142.35		389,868.31	0.280%
2011 Senior Lien Debt Service Acct	751,056.08		274.32		751,330.40	0.280%
2013 Senior Lien Debt Service Acct	1,836,899.98	913,901.08	504.01		2,751,305.07	0.280%
2013 Subordinate Debt Service Acct	1,013,509.29	506,227.52	277.72		1,520,014.53	0.280%
2015 Sr Capitalized Interest	10,590,963.43		3,868.35		10,594,831.78	0.280%
2015A Debt Service Acct	3.30				3.30	0.280%
2015B Debt Service Acct	574,161.98	286,390.62	157.40		860,710.00	0.280%
2016 Sr Lien Rev Refunding Debt Service Account	8,530,003.11	48,128.90	3,106.79		8,581,238.80	0.280%
2016 Sub Lien Rev Refunding Debt Service Account	628,948.38	312,682.17	172.61		941,803.16	0.280%
2016 Sub Lein Rev Refunding DSR	6,635,981.64		2,423.79		6,638,405.43	0.280%
TxDOT Grant Fund	5,467,654.85		1,997.06		5,469,651.91	0.280%
Renewal and Replacement	188,563.46		68.87		188,632.33	0.280%
Revenue Fund	2,818,815.83	8,150,970.37	1,227.76	6,756,684.87	4,214,329.09	0.280%
General Fund	17,843,015.05	2,860,330.61	6,226.31	2,081,648.19	18,627,923.78	0.280%
Senior Lien Debt Service Reserve Fund	29,327,957.22		33,491.31		29,361,448.53	0.280%
MoPac Revenue Fund	56,744.63	16,241.58	16.80		73,003.01	0.280%
2013 Sub Debt Service Reserve Fund	3,472,717.02		1,268.41		3,473,985.43	0.280%
MoPac Managed Lane Construction Fund	46,543,226.39		15,172.19	2,519,975.50	44,038,423.08	0.280%
	250,548,347.51	22,747,252.85	0.00	447,353.76	41,207,466.54	232,535,487.58
Amount in Fed Agencies and Treasuries						
Amortized Principal	173,670,885.51		(39,506.63)		8,000,000.00	165,631,378.88
	173,670,885.51	0.00	(39,506.63)	0.00	8,000,000.00	165,631,378.88
Certificates of Deposit						
Total in Pools	134,299,765.83	3,926,194.10		71,481.49	4,500,000.00	133,797,441.42
Total in GS FSGF	250,548,347.51	22,747,252.85		447,353.76	41,207,466.54	232,535,487.58
Total in Fed Agencies and Treasuries	173,670,885.51	0.00	(39,506.63)		8,000,000.00	165,631,378.88
Total Invested	558,518,998.85	26,673,446.95	(39,506.63)	518,835.25	53,707,466.54	531,964,307.88

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

William Chapman, CFO

Allocation of Funds



Amount of investments As of March 31, 2017

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Farm Credit	3133ECA79	4,959,250.00	4,986,416.67	4,985,750.00	1.2155%	3/11/2015	3/19/2018	Senior DSRF
Federal Farm Credit	3133EE4K3	24,928,346.00	24,984,590.54	24,990,250.00	0.7200%	1/13/2016	7/21/2017	Senior DSRF
Federal Farm Credit	3133EFSG3	10,057,749.23	10,027,354.78	10,003,600.00	0.8421%	2/8/2016	3/14/2018	2015B Sr Project
Federal Home loan Bank	313378QK0	10,253,642.07	10,164,672.94	10,097,000.00	1.0369%	2/8/2016	3/8/2019	2015B Sr Project
Freddie Mac	3137EADF3	16,124,658.17	16,015,171.38	16,007,360.00	0.6259%	2/9/2016	5/12/2017	2015A Sr Project
Freddie Mac	3134G4Z84	9,850,343.91	9,816,997.16	9,815,582.00	0.8097%	2/18/2016	10/10/2017	2015A Sr Project
Federal Farm Credit	3133ECKC7	Matured	Matured	Matured	0.6400%	2/23/2016	3/28/2017	2015A Sr Project
Federal Home loan Bank	3030A62S5	6,984,310.89	6,995,508.84	6,995,660.00	0.9053%	3/14/2016	8/28/2017	2015A Sr Project
Fannie MAE	3135G0JA2	8,031,624.00	8,002,354.14	8,001,920.00	0.9023%	3/14/2016	4/27/2017	2015A Sr Project
Federal Home loan Bank	303370SZ2	14,536,023.18	14,329,450.88	14,328,660.00	0.9023%	3/7/2016	9/8/2017	2015A Sr Project
Federal Home loan Bank	3030A5QL6	8,000,900.56	8,000,168.86	7,999,360.00	0.7913%	3/4/2016	6/30/2017	2015A Sr Project
Federal Home loan Bank	313379FW4	8,027,415.64	8,003,843.31	8,002,240.00	0.7098%	3/30/2016	6/9/2017	2015A Sr Project
Federal Home loan Bank	3030A6SW8	10,039,900.00	10,017,718.75	9,998,000.00	0.7616%	4/11/2016	12/19/2017	Senior DSRF
Federal Home loan Bank	3030A6SW8	4,417,556.00	4,407,796.25	4,399,120.00	0.7616%	4/11/2016	12/19/2017	General
US Treasury Note	912828TB6	29,888,668.75	29,879,334.38	29,863,129.90	0.6266%	12/28/2016	6/30/2017	2015A Sr Project
		166,100,388.40	165,631,378.88	165,487,631.90				

Agency	CUSIP #	COST	Cummulative Amortization	3/31/2017 Book Value	Maturity Value	Interest Income March 31, 2017		
						Accrued Interest	Amortization	Interest Earned
Federal Farm Credit	3133ECA79	4,959,250.00	(27,166.67)	4,986,416.67	5,000,000.00	3,916.67	1,131.94	5,048.61
Federal Farm Credit	3133EE4K3	24,928,346.00	(56,244.54)	24,984,590.54	25,000,000.00	15,000.00	3,852.37	18,852.37
Federal Farm Credit	3133EFSG3	10,057,749.23	30,394.45	10,027,354.78	10,000,000.00	9,166.67	(2,279.58)	6,887.09
Federal Home loan Bank	313378QK0	10,253,642.07	88,969.13	10,164,672.94	10,000,000.00	15,625.00	(6,861.37)	8,763.63
Freddie Mac	3137EADF3	16,124,658.17	109,486.79	16,015,171.38	16,000,000.00	16,666.67	(7,585.69)	9,080.98
Freddie Mac	3134G4Z84	9,850,343.91	33,346.75	9,816,997.16	9,800,000.00	9,187.50	(2,428.16)	6,759.34
Federal Farm Credit	3133ECKC7	Matured	Matured	Matured	8,000,000.00	4,333.33	(65.66)	4,267.67
Federal Home loan Bank	3030A62S5	6,984,310.89	(11,197.95)	6,995,508.84	7,000,000.00	4,375.00	898.23	5,273.23
Fannie MAE	3135G0JA2	8,031,624.00	29,269.86	8,002,354.14	8,000,000.00	7,500.00	(2,354.14)	5,145.86
Federal Home loan Bank	303370SZ2	14,536,023.18	206,572.30	14,329,450.88	14,250,000.00	26,718.75	(15,890.18)	10,828.57
Federal Home loan Bank	3030A5QL6	8,000,900.56	731.70	8,000,168.86	8,000,000.00	5,333.33	(56.28)	5,277.05
Federal Home loan Bank	313379FW4	8,027,415.64	23,572.33	8,003,843.31	8,000,000.00	6,666.67	(1,921.66)	4,745.01
Federal Home loan Bank	3030A6SW8	10,039,900.00	22,181.25	10,017,718.75	10,000,000.00	8,333.33	(1,968.75)	6,364.58
Federal Home loan Bank	3030A6SW8	4,417,556.00	9,759.75	4,407,796.25	4,400,000.00	3,666.67	(866.25)	2,800.42
US Treasury Note	912828TB6	29,888,668.75	9,334.37	29,879,334.38	29,870,000.00	18,688.75	(3,111.46)	15,577.29
						0.01		
		166,100,388.40	469,009.52	165,631,378.88	173,320,000.00	155,178.34	(39,506.65)	115,671.70

March 31, 2017

Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	March 31, 2017 Interest	FUND
		<u><u>-</u></u>				<u><u>\$ -</u></u>	

Travis County Escrow account

Balance		Accrued		Balance
3/1/2017	Additions	Interest	Withdrawals	3/31/2017
\$ 272,380.71		\$ 99.49		\$ 272,480.20



183 South Design-Build Project

Change Order Status 4/26/17



Executed Contract Values	\$581,545,700
Executed Change Orders	
CO#1 City of Austin ILA Adjustment	(\$2,779,934)
CO#2 Addition of Coping to Soil Nail Walls	\$742,385
CO#4 Greenroads Implementation	\$362,280
CO#6 51st Street Parking Trailhead	\$477,583
Others Less than \$300,000 (3)	\$100,553
Subtotal	(\$1,097,133)
Current Contract Value	\$580,448,567
Change Orders in Negotiations/ Potential Contractual Obligations	\$16,300,000
Total Project Contingency	\$ 47,900,000
(-) Total Potential Obligations (Includes Executed Change Orders)	\$15,200,000
Remaining Project Contingency	\$ 32,700,000



SH 45SW Construction

Change Order Status 4/26/17



Executed Contract Value	\$75,103,623
Executed Change Orders	
	None To Date
	Subtotal
	\$0
Current Contract Value	\$75,103,623
Change Orders in Negotiations/ Potential Contractual Obligations	\$5,380,000
Total Project Contingency	\$7,520,000
(-) Total Potential Obligations (Includes Executed Change Orders)	\$5,380,000
Remaining Project Contingency	\$2,140,000



MOPAC Construction

Change Order Status 4/26/17



Executed Contract Value	\$136,632,100
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Executed Change Orders		
CO#01B	5th & Cesar Chavez SB Reconfig (Construction)	\$593,031
CO#05B	FM 2222 Bridge NB Ret Wall Abutment Repair (Construction)	\$850,000
CO#07	FM 2222 Exit Storage Lane	\$426,000
CO#08C	Refuge Area: Added Shoulder Adjustment Soundwall #1	\$2,508,548
CO#12	Barrier Rail Opaque Seal	\$542,419
CO#17	Bike and Ped Improvements at Far West Blvd Bridge/RM 2222	\$971,889
	Total of Others Less than \$300,000 (20)	\$1,073,504
	Subtotal	\$6,965,390

Current Contract Value	\$143,597,490
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Change Orders in Negotiations/ Potential Contractual Obligations	\$ 40,800,000
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Total Project Contingency	\$32,300,000
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(+) Assessed Liquidated Damages (as of November 2016 Draw #41)	\$20,000,000
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(-) Total Potential Obligations (includes executed change orders)	\$47,800,000
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Remaining Project Contingency	\$4,500,000
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Monthly Newsletter - March 2017

Performance

As of March 31, 2017

Current Invested Balance	\$6,551,167,114.50
Weighted Average Maturity (1)	41 Days
Weighted Average Maturity (2)	108 Days
Net Asset Value	1.000064
Total Number of Participants	829
Management Fee on Invested Balance	0.06%*
Interest Distributed	\$3,957,509.92
Management Fee Collected	\$346,246.70
% of Portfolio Invested Beyond 1 Year	2.70%
Standard & Poor's Current Rating	AAAm

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

March Averages

Average Invested Balance	\$6,795,187,833.80
Average Monthly Yield, on a simple basis	0.6269%
Average Weighted Average Maturity (1)*	42 Days
Average Weighted Average Maturity (2)*	110 Days

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

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

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

New Participants

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

★ City of Tool

★ Westwood Magnolia Parkway Improvement District

Holiday Reminder

In observance of Good Friday, **TexSTAR will be closed Friday, April 14, 2017**. All ACH transactions initiated on Thursday, April 13th will settle on Monday, April 17th. Notification of any early transaction deadlines on the business day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Economic Commentary

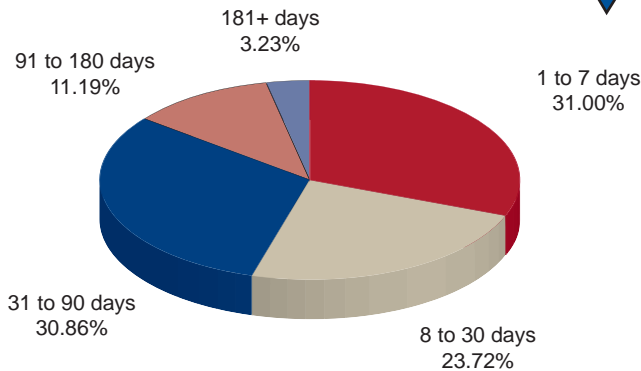
In the fall of 2016, a change in market sentiment altered expectations for the sustainability of global growth and inflation, driving U.S. interest rates higher and allowing the Fed to tighten for the first time in a year and in March, the Fed raised rates again. Sitting in the U.S., it appears that the markets are playing a waiting game and little has changed. Since the beginning of the year, the yield on the 10-year Treasury has bounced around in a fairly narrow trading range. The markets want to see the administration and Congress focus: focus on tax cuts, focus on deregulation and focus on the mechanism for getting fiscal spending into the economy. But when you broaden your perspective, you can see that a lot has changed. At the end of last year, it appeared that while the U.S. was beginning to normalize, the rest of the world was still awash in central bank accommodation, keeping rates low. What's changed is that growth is now synchronized globally. And more important, so is monetary policy. No longer does the Fed appear to be going it alone. Central banks around the world are starting to dial down that accommodation; they are leaning into growth, inflation, better credit quality and more consumption. We are beginning a transition—a transition from monetary policy to fiscal policy. Our rate view also remains unchanged from one quarter ago. At that time, we suggested that a near-term rally was possible, and we have experienced that. No path to higher rates is a straight line. We expect another three rate hikes this year and a 10-year Treasury bond that is 3% by mid-year and 3% to 3.5% by year-end. As the post-crisis recovery ages, we believe that we are still in the middle innings of the ballgame rather than near the end. We are just beginning to see the transition from years of monetary policy support and stimulus to more meaningful fiscal policy stimulus. This does not suggest we should fear an economic and/or market collapse. It will take central banks considerable time to withdraw liquidity from the system. By our estimate, it will take the Fed about a dozen years to normalize policy, including running down the size of its bloated balance sheet. And, arguably, the European Central Bank and the Bank of England have not even begun the normalization process, while the Bank of Japan seems an eternity away. A long and gradual withdrawal of liquidity will allow policymakers to be more patient in developing coherent fiscal policies. If this turns out to be the evolving policy script, then the markets will easily be able to handle a gentle rise in rates and adjust without the trauma of previous tightening cycles.

This information is an excerpt from an economic report dated March 2017 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

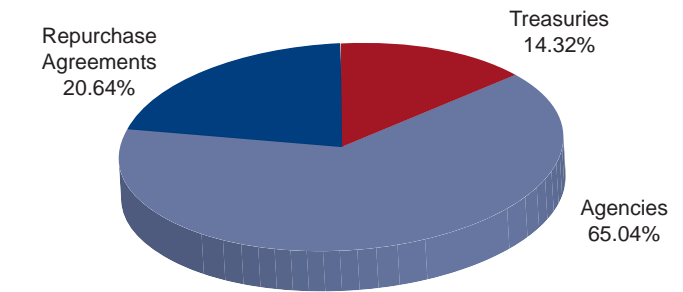
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

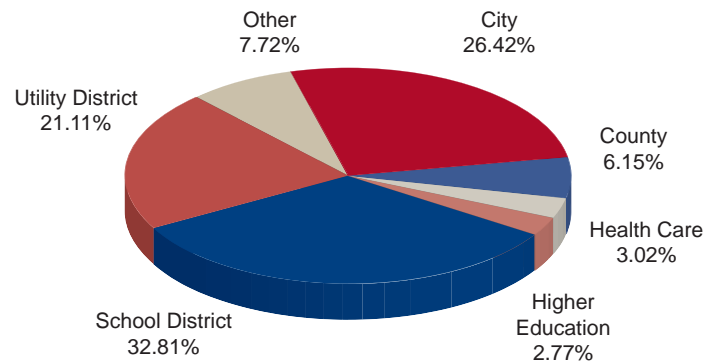
Portfolio by Type of Investment As of March 31, 2017



Distribution of Participants by Type As of March 31, 2017



Portfolio by Maturity As of March 31, 2017



Historical Program Information

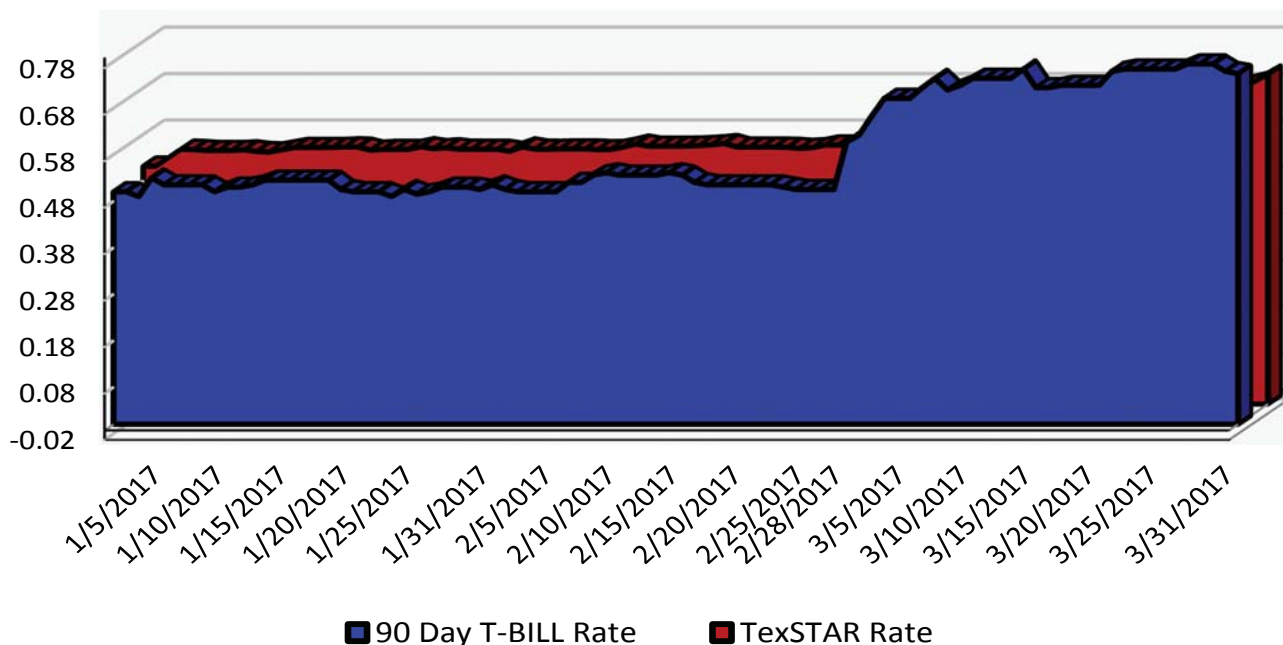
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Mar 17	0.6269%	\$6,551,167,144.50	\$6,551,621,726.22	1.000064	42	110	829
Feb 17	0.5533%	7,267,565,993.07	7,269,212,259.58	1.000226	43	111	827
Jan 17	0.5452%	7,011,113,225.83	7,012,695,761.41	1.000225	44	96	823
Dec 16	0.4815%	6,128,094,216.46	6,129,417,408.96	1.000215	49	100	822
Nov 16	0.4144%	5,250,402,124.93	5,251,596,034.74	1.000227	47	109	821
Oct 16	0.4202%	5,155,508,603.07	5,157,927,996.01	1.000469	39	105	820
Sep 16	0.4123%	5,253,367,191.87	5,255,503,092.88	1.000412	43	115	818
Aug 16	0.3990%	5,436,604,745.94	5,438,039,955.56	1.000263	39	114	817
Jul 16	0.3861%	5,602,432,939.56	5,603,475,110.87	1.000186	46	113	813
Jun 16	0.3927%	5,286,667,625.92	5,287,554,140.45	1.000167	47	111	810
May 16	0.3664%	5,716,887,504.32	5,717,379,585.85	1.000086	48	111	807
Apr 16	0.3696%	5,540,251,067.80	5,541,072,494.98	1.000144	46	106	805

Portfolio Asset Summary as of March 31, 2017

	Book Value	Market Value
Uninvested Balance	\$ (740.33)	\$ (740.33)
Accrual of Interest Income	6,154,458.86	6,154,458.86
Interest and Management Fees Payable	(4,077,484.28)	(4,077,484.28)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,351,874,999.73	1,351,874,999.73
Government Securities	5,197,215,880.52	5,197,670,492.24
Total	\$ 6,551,167,114.50	\$ 6,551,621,726.22

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 March 2017

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
3/1/2017	0.5635%	0.000015437	\$7,080,518,374.44	1.000157	44	114
3/2/2017	0.5649%	0.000015476	\$7,035,754,052.43	1.000129	43	113
3/3/2017	0.5683%	0.000015571	\$6,957,769,376.75	1.000113	41	112
3/4/2017	0.5683%	0.000015571	\$6,957,769,376.75	1.000113	41	112
3/5/2017	0.5683%	0.000015571	\$6,957,769,376.75	1.000113	41	112
3/6/2017	0.5702%	0.000015621	\$6,941,487,090.12	1.000111	42	112
3/7/2017	0.5743%	0.000015734	\$6,920,912,528.84	1.000930	39	105
3/8/2017	0.5724%	0.000015682	\$6,940,879,310.97	1.000074	40	104
3/9/2017	0.5720%	0.000015670	\$6,892,155,813.75	1.000006	42	110
3/10/2017	0.5714%	0.000015656	\$6,925,360,439.49	0.999994	39	107
3/11/2017	0.5714%	0.000015656	\$6,925,360,439.49	0.999994	39	107
3/12/2017	0.5714%	0.000015656	\$6,925,360,439.49	0.999994	39	107
3/13/2017	0.5735%	0.000015711	\$6,914,945,466.69	0.999982	38	107
3/14/2017	0.5928%	0.000016241	\$6,917,700,632.61	0.999985	42	106
3/15/2017	0.6016%	0.000016482	\$6,827,192,069.73	0.999989	43	109
3/16/2017	0.6652%	0.000018225	\$6,785,904,669.04	1.000040	44	112
3/17/2017	0.6669%	0.000018270	\$6,726,410,079.91	1.000020	43	111
3/18/2017	0.6669%	0.000018270	\$6,726,410,079.91	1.000020	43	111
3/19/2017	0.6669%	0.000018270	\$6,726,410,079.91	1.000020	43	111
3/20/2017	0.6611%	0.000018113	\$6,683,221,564.31	1.000010	44	111
3/21/2017	0.6629%	0.000018161	\$6,689,890,789.76	1.000016	44	112
3/22/2017	0.6754%	0.000018503	\$6,684,577,066.98	1.000033	44	111
3/23/2017	0.6762%	0.000018527	\$6,671,086,081.26	1.000027	43	111
3/24/2017	0.6778%	0.000018571	\$6,633,370,220.40	1.000060	42	109
3/25/2017	0.6778%	0.000018571	\$6,633,370,220.40	1.000060	42	109
3/26/2017	0.6778%	0.000018571	\$6,633,370,220.40	1.000060	42	109
3/27/2017	0.6830%	0.000018713	\$6,631,669,658.82	1.000054	41	108
3/28/2017	0.6808%	0.000018652	\$6,580,273,519.26	1.000031	41	109
3/29/2017	0.6870%	0.000018822	\$6,578,524,918.52	1.000063	40	108
3/30/2017	0.6940%	0.000019014	\$6,594,231,776.15	1.000060	42	109
3/31/2017	0.7093%	0.000019434	\$6,551,167,114.50	1.000064	41	108
Average	0.6269%	0.000017175	\$6,795,187,833.80		42	110

TexSTAR Participant Services
FirstSouthwest, A Division of Hilltop Securities
1201 Elm Street, Suite 3500
Dallas, Texas 75270



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>FirstSouthwest / Hilltop Securities</i>	<i>Governing Board Secretary</i>
<i>Jennifer Novak</i>	<i>J.P. Morgan Asset Management</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





CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #6

Approve financial institutions and qualified brokers authorized to provide investment services and engage in investment transactions with the Mobility Authority and reaffirm the CTRMA investment policy.

Strategic Plan Relevance: Regional Mobility
Department: Finance
Contact: Bill Chapman, Chief Financial Officer
Associated Costs: N/A
Funding Source: N/A
Action Requested: Consider and act on draft resolution

Summary:

Texas Government Code §2256.005(e) requires the Board to, at least annually, review and either revise or reaffirm the Mobility Authority investment policy and strategy. The investment policy and strategy is located in Article 1 of Chapter 2 of the Mobility Authority Policy Code. A copy of the current investment policy and strategy is included in the backup materials. No amendments are recommended with this review.

Texas Government Code §2256.025 and Mobility Authority Policy Code §201.011 require the Board to annually review and approve the financial institutions and qualified brokers authorized to provide investment services and engage in investment transactions with the Mobility Authority. The recommended list of authorized financial institutions and investment brokers is included in the backup materials.

Backup provided: Draft Resolution, List of authorized financial institutions and investment brokers, CTRMA Investment Policy

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

RESOLUTION NO. 17-0XX

**APPROVING FINANCIAL INSTITUTIONS AND QUALIFIED BROKERS AUTHORIZED
TO PROVIDE INVESTMENT SERVICES AND ENGAGE IN INVESTMENT
TRANSACTIONS WITH THE MOBILITY AUTHORITY.**

WHEREAS, pursuant to Texas Government Code §2256.005(e), the Board is required to review the Mobility Authority's investment policy and investment strategy annually and record any changes made to either the investment policy or investment strategy; and

WHEREAS, Article 1 of Chapter 2 of the Mobility Authority Policy Code establishes the Mobility Authority's investment policy and strategy in compliance with the Texas Public Funds Investment Act, Chapter 2256 of the Texas Government Code; and

WHEREAS, the Board has reviewed the Mobility Authority's current investment policy and strategy set forth in Article 1 of Chapter 2 of the Mobility Authority Policy Code and finds that there have been no changes to either the policy or strategy; and

WHEREAS, pursuant to Texas Government Code §2256.025, the Board is required to review and adopt a list of qualified brokers that are authorized to engage in investment transactions with the Mobility Authority; and

WHEREAS, Section 201.011(a) of the Mobility Authority Policy Code provides that "financial institutions and qualified brokers authorized to provide investment services and engage in investment transactions with the authority" shall be approved by a separate resolution adopted by the Board of Directors; and

WHEREAS, the Executive Director and Chief Financial Officer recommend that the Board approve the financial institutions and qualified brokers listed on Exhibit A to this resolution.

NOW, THEREFORE, BE IT RESOLVED that Board accepts and approves the current investment policy and strategy set forth in Article 1 of Chapter 2 of the Mobility Authority Policy Code; and

BE IT FURTHER RESOLVED, that the firms listed on Exhibit A to this resolution are hereby authorized to provide investment services and engage in investment transactions with the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of April 2017.

Submitted and reviewed by:

Approved:

Geoff Petrov, General Counsel

Ray A. Wilkerson
Chairman, Board of Directors

Exhibit A

Authorized Investment Broker Dealers and Financial Institutions

Alamo Capital
201 N. Civic Dr, Suite 145
Walnut Creek, CA 94596

Regions Bank
100 Congress Avenue
Austin, TX 78701

Cantor Fitzgerald (Ken Guillory)
1700 Post Oak Blvd, 2 BLVD Place, Suite 250
Austin, TX 78701

Rice Financial Products company (Jared Fragin)
55 Broad Street, 27th Floor
New York, NY 10004

Bank of America Securities
One Bryant Park, 4th Floor
New York, NY 10036

FTN Financial Capital Markets (Steve Albert)
206 Wild Basin Road, Suite 109
Austin, Texas 78746

First Allied Securities, Inc. (Keith Miller)
655 West Broadway, 12th Floor
San Diego, CA 92101

First Empire Securities (Brian Connors)
100 Motor Parkway, 2nd Floor
Hauppauge, NY 11788

First Southwest Company
325 North Saint Paul, 8th Floor
Dallas, TX 75201

JPMorgan Chase Securities, Inc.
1717 Main Street, Lower Level 1
Dallas, TX 75201

Ladenburg Thalmann & Co. (Steve Neri)
2020 Main Street, Suite 650
Irvine, California 92614

Morgan Asset Management (Regions Bank)
500 North Akard Street, Ste. 100
Dallas, TX 75201

Multi-Bank Securities, Inc. (Mack MacReynolds)
1000 Town Center #2300
Southfield, MI 48075

Oppenheimer & Co. Inc. (Paul Sullivan/Chris Sullivan)
85 Broad Street, 22nd Floor
New York, NY 10004

Chapter 2: FINANCES

Article 1. INVESTMENT POLICY AND STRATEGY

201.001 Overview

This article is adopted and intended to comply with the Texas Public Funds Investment Act, Chapter 2256, Government Code, as that act may be amended from time to time (the “PFIA”). It is the policy of the authority to invest public funds in a manner which will provide the maximum security with the highest investment return while meeting the daily cash flow demands of the authority conforming to all state and local statutes governing the investment of public funds. The authority’s Investment Policy and Strategy is approved by the board and is adopted to provide investment policy and strategy guidelines for use by authority staff and its advisors.

201.002 Scope

This article applies to all investment activities of authority funds except those subject to other investment covenants, or excluded by contract. All funds covered by this article shall be invested in accordance with the PFIA. These funds are accounted for in the authority's annual financial report and include:

- (1) Revenue Fund
- (2) Rebate Fund
- (3) Operating Funds
- (4) Debt Service Funds
- (5) Debt Service Reserve Funds
- (6) Renewal and Replacement Fund
- (7) General Fund
- (8) Capital Projects Funds

201.003 Objectives

The primary objectives, in priority order, of investment activities shall be:

- (1) Safety: Safety of principal is the foremost objective of the investment program. Investments

MOBILITY AUTHORITY POLICY CODE

shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. The objective shall be to mitigate credit risk and interest rate risk.

- (2) Credit Risk: Credit risk is the risk of loss due to the failure of the security issuer or backer. Credit risk may be mitigated by:
 - (3) Limiting investments to the safest types of securities; as listed in Section 201.014.
 - (4) Pre-qualifying the financial institutions, brokers/dealers, intermediaries, and advisors with which the authority will do business; and,
 - (5) Diversifying the investment portfolio so that potential losses on individual securities will be minimized.
- (6) Interest Rate Risk: Interest rate risk is the risk that the market value of securities in the portfolio will fall due to changes in general interest rates. Interest rate risk may be mitigated by:
 - (7) Structuring the investment portfolio so that securities mature to meet cash requirements for ongoing projects, thereby avoiding the need to sell securities on the open market prior to maturity; and,
 - (8) By investing operating funds primarily in shorter-term securities, money market mutual funds or similar investment pools and limiting the average maturity of the portfolio in accordance with Section 201.009.
- (9) Liquidity: The investment portfolio shall remain sufficiently liquid to meet all project and operating requirements that may be reasonably anticipated. This is accomplished by structuring the portfolio so that securities mature concurrent with cash needs to meet anticipated demands.
- (10) Yield: The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and liquidity needs. Return on investment is of least importance compared to the safety and liquidity objectives described above. The core investments are limited to relatively low risk securities in anticipation of earning a fair return relative to the risk being assumed. Securities shall be held to maturity with the following exceptions:
 - (11) A declining credit security could be sold early to minimize loss of principal;
 - (12) A security swap would improve the quality, yield, or target duration in the portfolio; or,
 - (13) Liquidity needs of the portfolio require that the security be sold.

MOBILITY AUTHORITY POLICY CODE

- (14) Public Trust: Participants in the authority's investment process shall act responsibly as public trust custodians. Investment Officers shall avoid transactions which might impair public confidence in the authority's ability to manage effectively.

201.004 Standards Of Care

(a) Prudence: The standard of prudence to be used by investment officials shall be the "prudent person" standard and shall be applied in the context of managing an overall portfolio. An Investment Officer acting in accordance with the Investment Policy and Strategy and written procedures and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments.

(b) Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived.

201.005 Ethics and Conflicts

(a) Investment Officers shall refrain from personal business activity that could conflict with or be perceived to conflict with the proper execution and management of the investment program, or that could impair their ability to make an impartial decision. An Investment Officer shall refrain from undertaking personal investment transactions with an individual person with whom business is conducted on behalf of the authority.

(b) For purposes of this section, an investment officer has a personal business relationship with a business organization if:

- (1) the investment officer owns 10 percent or more of the voting stock or shares of the business organization or owns \$5,000 or more of the fair market value of the business organization;
- (2) funds received by the investment officer from the business organization exceed 10 percent of the investment officer's gross income for the previous year; or
- (3) the investment officer has acquired from the business organization during the previous year investments with a book value of \$2,500 or more for the personal account of the investment officer.

(c) Investment Officer shall file with the Texas Ethics Commission and with the board a statement disclosing the existence of the relationship if the Investment Officer:

- (1) has a personal business relationship with a business organization offering to engage in an

MOBILITY AUTHORITY POLICY CODE

investment transaction with the authority; or

- (2) is related within the second degree by affinity or consanguinity, as determined under Chapter 573, Government Code, to an individual seeking to sell an investment to the authority.

201.006 Designation of Investment Officer

The chief financial officer and controller are designated and shall act as the Investment Officers of the authority and shall have responsibility for managing the authority's investment program. Additional authority personnel may also be designated as an Investment Officer with approval of the board. Written operational and investment procedures consistent with this chapter shall be established. Such procedures shall include explicit delegation of authority to persons responsible for investment transactions. No person may engage in an investment transaction except as provided under the terms of this chapter and the established procedures.

201.007 Investment Advisor

The board may select an Investment Advisor to advise the authority on investment of funds and other responsibilities as outlined in this article including but not limited to broker compliance, security selection, competitive bidding, reporting and security documentation. The Investment Advisor must be registered with the Securities and Exchange Commission (SEC) under the Investment Advisor's Act of 1940 as well as with the Texas State Securities Board.

201.008 Required Training

The chief financial officer and controller and any other person designated by resolution of the board as an Investment Officer shall attend at least one training session relating to the responsibilities of maintaining the investment portfolio within 12 months after taking office or assuming duties; and shall attend a training session not less than once every two years and receive not less than ten hours of training. Such training, from an independent source, shall include education in investment controls, security risks, strategy risks, market risks, and compliance with the PFIA. Training required by this section shall be from an independent source certified to provide training required by the PFIA and approved or endorsed by the Government Finance Officers Association of Texas, the Government Treasurers Organization of Texas, the Texas Municipal League, or the North Central Texas Council of Governments.

MOBILITY AUTHORITY POLICY CODE

201.009 Investment Strategies

(a) The authority's investment portfolio shall be designed with the objective of obtaining a rate of return throughout budgetary and economic cycles, commensurate with the investment risk constraints and the cash flow needs.

(b) **Market Yield Benchmark:** The authority's investment strategy is conservative. Given this strategy, the basis used by the chief financial officer to determine whether minimum market yields are being achieved shall be the six month T-bill rate. Investment Officers and Investment Advisors shall strive to safely exceed minimum market yield within policy and market constraints.

(c) **Maximum Maturities:** To the extent possible, the authority will attempt to match its individual investments with anticipated cash flow requirements of each fund. However, in no instance shall the maximum stated maturity of an individual investment exceed five years, unless approved by the board.

201.010 Diversification

The authority will seek to diversify investments, by security types and maturity dates in order to avoid incurring unreasonable risks.

201.011 Authorized Financial Institutions and Qualified Brokers

(a) The board shall approve by separate resolution the financial institutions and qualified brokers authorized to provide investment services and engage in investment transactions with the authority. These may include "primary" brokers or regional brokers that qualify under Securities & Exchange Commission Rule 15C3-1 (uniform net capital rule).

(b) Each security broker who desires to become qualified and authorized under this section to engage in investment transactions with the authority must supply the chief financial officer with the following:

- (1) Audited financial statements;
- (2) Proof of National Association of Securities Dealers (NASD) certification;
- (3) Proof of state registration;
- (4) The completed security broker/dealer questionnaire in the form approved by the board in a separate resolution; and,
- (5) A written certification relating to this Investment Policy and Strategy signed by a qualified representative of the firm in the form approved by the board in a separate resolution. The

MOBILITY AUTHORITY POLICY CODE

authority will not enter into an investment transaction with a security broker/dealer prior to receiving this written certification and acknowledgement.

(c) A current audited financial statement is required to be on file for each financial institution and broker in which the authority invests. An annual review of the financial condition and registrations of qualified brokers will be conducted by the executive director.

(d) In accordance with state law, the authority requires all funds held by financial institutions above the Federal Deposit Insurance Corporation (FDIC) insurance limit to be collateralized with securities whose market value is pledged at 102% of principal and accrued interest by that institution with the authority's custodial bank. Private insurance coverage is not an acceptable collateralization form. Securities which are acceptable for collateralization purposes are as follows:

- (1) FDIC insurance coverage.
- (2) A bond bill, certificate of indebtedness, or Treasury note of the United States, or other evidence of indebtedness of the United States that is guaranteed as to principal and interest by the United States (i.e. Treasury Agency issues).
- (3) Obligations, the principal and interest on which, are unconditionally guaranteed or insured by the State of Texas.
- (4) A bond of the State of Texas or a country, city or other political subdivision of the State of Texas having been rated as investment grade by a nationally recognized rating agency with a remaining maturity of ten years or less.

201.012 Custody - Delivery vs. Payment

All security transactions entered into by the authority shall be conducted on a delivery-versus-payment (DVP) basis. Securities will be held by the authority's custodial bank and evidenced by safekeeping receipts.

MOBILITY AUTHORITY POLICY CODE

201.013 Safekeeping of Securities

- (a) Securities purchased for the authority's portfolios will be delivered in book entry form and will be held in third party safekeeping by a Federal Reserve member financial institution designated as the authority's safekeeping and custodian bank.
- (b) The authority will execute Safekeeping Agreements prior to utilizing the custodian's safekeeping services. The safekeeping agreement must provide that the safekeeping agent will immediately record and promptly issue and deliver a safekeeping receipt showing the receipt and the identification of the security, as well as the authority's interest. All securities owned by the authority will be held in a Customer Account naming the authority as the customer.
- (c) The safekeeping institution shall annually provide a copy of their most recent report on internal controls (Statement of Auditing Standards no. 70 or SAS 70).

201.014 Authorized And Suitable Investments

- (a) The investment of authority funds will be made using only those investment types approved by the board and which are in accordance with the PFIA. The approved investment types will be limited to the following:
 - (1) U.S. Treasury and Federal Agency Issues.
 - (2) Certificates of Deposit as authorized under Section 2256.010 of the PFIA.
 - (3) Repurchase Agreements, including flexible Repurchase Agreements, collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the authority's investment and are pledged and held with the authority's custodial bank or a third-party safekeeping agent approved by the authority. Repurchase agreements must also be secured in accordance with State law. Each counter party to a repurchase transaction is required to sign a copy of an Investment Repurchase Agreement under the guidelines of Section 2256.011 of the PFIA, using the Bond Market Association Public Securities Association Master Repurchase Agreement as a general guide and with such changes thereto as are deemed in the best interest of the authority. Such an Agreement must be executed prior to entering into any transaction with a repo counter-party.
 - (4) Guaranteed Investment Contracts (GIC's) collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the authority's investment and are pledged and held with the authority's custodial bank or a third-party safekeeping agent approved by the authority. Bond proceeds, other than bond proceeds representing reserves and funds maintained for debt service purposes, may not be invested for a term which exceeds five years from the date of bond issuance.

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- (5) Obligations of states, agencies, counties, cities, and other political subdivisions of any State having been rated as to investment quality by a nationally recognized investment rating firm and having received a rating of not less than “AA” or its equivalent, with fixed interest rates and fixed maturities.
 - (6) SEC registered no-load money market mutual funds with a dollar weighted average portfolio maturity of 90 days or less; that fully invest dollar for dollar all authority funds without sales commissions or loads; and whose investment objectives include the maintenance of a stable net asset value of \$1 per share
 - (7) Local government investment pools, which are “AAA” rated by a nationally recognized bond rating company (e.g., Moody’s, S&P, Fitch), and which participation in any particular investment pool(s) has been authorized by resolution of the board, not to exceed 80% of the total investment portfolio less bond funds. Bond funds may be invested at 100%.
- (b) The authority is prohibited from purchasing any security that is not authorized by Texas law, or any direct investment in asset-backed or mortgage-backed securities. The authority expressly prohibits the purchase of inverse floaters, interest-only (IO) and principal-only (PO) collateralized mortgage obligations (CMO’s).
- (c) An Investment that requires a minimum rating does not qualify as an authorized investment during the period the investment does not have the minimum rating. The Investment Officers shall monitor the credit rating on all authorized investments in the portfolio based upon independent information from a nationally recognized rating agency. The authority shall take all prudent measures that are consistent with its Investment Policy and Strategy to liquidate an investment that does not have the minimum rating.

201.015 Reporting and Review

- (a) Quarterly Report Requirements: The Investment Officers shall jointly prepare, no less than on a quarterly basis, an investment report, including a summary that provides a clear picture of the status of the current investment portfolio and transactions made after the ending period of the most recent investment report. The report shall be provided to the board and the executive director. The report shall comply with requirements of the PFIA and shall include the following:
- (1) The investment position of the authority on the date of the report.
 - (2) The signature of each Investment Officer.
 - (3) Summary for each fund stating:
 - (A) Beginning market value;

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- (B) Ending market value.
 - (4) Beginning and ending book value and market value for each investment along with fully accrued interest for the reporting period.
 - (5) Maturity date of each investment.
 - (6) Description of the account or fund for which the investments were made.
 - (7) Statement that the investment portfolio is in compliance with the authority's Investment Policy and Strategy.
- (b) Security Pricing: Current market value of securities may be obtained by independent market pricing sources including, but not limited to, the Wall Street Journal, broker dealers and banks other than those who originally sold the security to the authority as well as the authority's safekeeping agent.
- (c) Annual Audit: If the authority places funds in any investment other than registered investment pools or accounts offered by its depository bank, the above reports shall be formally reviewed at least annually by an independent auditor, and the result of the review shall be reported to the Executive Committee. In addition, the authority's external auditors shall conduct a compliance audit of management controls on investments and adherence to the Investment Policy and Strategy.

201.016 Current Investments Exempted from Policy

Any investment currently held that does not meet the guidelines of this article or subsequent amended versions shall be exempted from the requirements of this article. At maturity or liquidation, such monies shall be reinvested only as provided by this article.

201.017 Annual Review

The authority shall review and approve the Investment Policy and Strategy annually. This review shall be conducted by the board with recommendations from the executive director. Any approved amendments shall be promptly incorporated into written policy.

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Article 2. SWAP POLICY

201.018 Purpose

Interest rate swap transactions can be an integral part of the authority's asset/liability and debt management strategy. By utilizing interest rate swaps, the authority can expeditiously take advantage of market opportunities to reduce costs. Interest rate swaps will allow the authority to actively manage asset and liability interest rate risk, balance financial risk, and achieve debt management goals and objectives through synthetic fixed rate and variable rate financing structures. The authority shall not enter into interest rate swaps for speculative purposes.

201.019 Authorization

(a) By recommendation of the Executive Committee of the board (the "Executive Committee"), approval to execute an interest rate swap on behalf of the authority will be authorized by a resolution passed by the board on a case-by-case basis.

(b) Each swap resolution will authorize the swap agreement and its provisions to include, notional amount, security, payment, and certain other terms in regards to the swap agreement between the authority and qualified swap counterparties ("Counterparties"), and other necessary documents. Each swap resolution shall specify the appropriate authority officials authorized to make modifications to the swaps contemplated, within certain parameters. In the event of a conflict between a swap resolution and the Master Swap Policy, the terms and conditions of the swap resolution shall control.

(c) Such actions of the authority will be taken pursuant to applicable provisions of the Government Code, whereby the authority must make a finding and determine that it is prudent and advisable for the authority to enter into interest rate swap agreements or other such arrangements from time to time based on certain terms and conditions set forth in the swap resolution and this article.

201.020 General Guidelines for Interest Rate Swap Agreements

The following non-exclusive list provides certain guidelines the Executive Committee will follow in the evaluation and recommendation of interest rate swap transactions:

- (1) **Legality:** The Executive Committee must first determine, or have determined by appropriate legal counsel, that the proposed contract fits within the legal constraints imposed by state laws, authority resolutions, and existing indentures and other contracts.
- (2) **Goals:** In the authorizing resolution, the authority must clearly state the goals to be achieved through the swap contract and must adopt execution parameters consistent with the goals.

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- (3) **Rating Agencies:** The swap agreement being entered into will not have an adverse impact on any existing authority credit rating. In addition to the legal constraints as noted above, the swap agreement will conform to outstanding commitments with bond insurers, credit enhancers, and surety providers. Where possible, the authority shall obtain confirmation on the underlying ratings of the revenue source obligated under the swap agreement. All swap agreements must be discussed with the rating agencies prior to execution, and cannot be executed if doing so would impact negatively on the authority's credit ratings.
- (4) **Term:** The authority shall determine the appropriate term for an interest rate swap agreement on a case-by-case basis. However, in no circumstance may the term of a swap agreement entered into for liability management purposes between the authority and a qualified swap Counterparty extend beyond the final maturity date of the underlying debt of the authority, or in the case of a refunding transaction, beyond the final maturity date of the refunding bonds.
- (5) **Impact on Variable Rate Capacity:** The impact of the swap agreement on the authority's variable rate capacity must be quantified prior to execution so as not to hinder the authority's ability to continue the issuance of traditional variable rate products such as commercial paper which is used to fund capital projects.
- (6) **Enhancements:** The authority may utilize other swap enhancement products such as forward swaps, swap options, basis swaps, caps, floors, collars, cancellation options, etc. Utilization and consideration of each of these products will be part of the approval process per swap agreement as detailed 201.024 in Section 201.024. The costs, benefits, and other considerations regarding the enhancement will be explained to board as a part of the approval process. In the case of swap options in which the authority would receive up-front cash, the authority will not enter into any such swap agreements.
- (7) **Bond Covenants:** The implementation of derivative products or interest rate swaps will not conflict with existing bond covenants and debt policies. The derivative product will also not contain terms that would cause restrictions on additional bond test and protective covenants of outstanding bonds or create cross defaults.
- (8) **Accounting Compliance:** The impact of compliance with GASB Technical Bulletin No. 2003-1 shall be disclosed in the authority's annual financial reports.
- (9) **Staffing:** The authority shall maintain appropriate staff with responsibility and knowledge suitable for monitoring swap transactions. Before entering into a swap, the accounting impact of the swap on the authority must be determined.
- (10) **Exit Strategy:** The mechanics for determining termination values at various times and upon various occurrences must be explicit in the swap agreement, and the authority should obtain estimates from its financial advisor and swap advisor of the potential termination costs which

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might occur under various interest rate scenarios, and plan for how such costs would be funded.

201.021 Basis of Award

(a) Competitive Bid: Competitively bid transactions will be deemed “quasi-competitive” and will include not fewer than three firms. The Executive Committee will recommend to the board the method of sale and which firms will participate in the competitive transaction based on criteria described in Section 201.023. However, for a competitive bid, in situations in which the authority would like to reward a particular firm or firms, or wishes to achieve diversification of its Counterparty exposure, the Executive Committee may select one of the following bases for award:

- (1) Allow the firm or firms not submitting the best bid to amend its bid to match the best bid, and by doing so, be awarded up to a specific percentage of the transaction.
 - (2) To encourage competition, the second and third place bidders may be allowed to contract for a specific amount of the notional amount as long as their bid is no greater than a pre-specified spread from the best bidder in a proportional manner as specified in bidding parameters.
 - (3) The authority may award the transaction to a firm or firms that submit the best bid as defined in the solicitation for bid.
- (b) Negotiated Transactions: In the case of a pure negotiated transaction, the authority shall rely on its swap advisor to negotiate the price and render a “fair value opinion.” The Counterparty shall disclose payments to third parties regarding the execution of the derivative contract.

201.022 Management of Swap Transaction Risk

Certain risks will be created as the authority enters into various interest rates swap agreements with numerous swap counterparties. In order to manage the associated risks, guidelines and parameters for each risk category are as follows:

- (1) Counterparty Risk: The risk of swap Counterparty default can be reduced by limiting swap agreements between the authority and any single swap Counterparty that qualifies as an eligible swap Counterparty to the authority as described in Section (6)(a) and Section (c). In addition, the authority may require the posting of collateral by the swap Counterparty, with a mark-to-market as requested by the authority, in accordance with the guidelines described in Section Chapter 2:Article 2(5)(d).
- (2) Termination Risk:
 - (A) Optional Termination: At a minimum, the authority shall have the right to optionally terminate a swap agreement at any time over the term of the agreement (elective termination

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right) at the then-prevailing market value of the swap (so long as a swap Counterparty receiving payment upon termination is not in default). In general, exercising the right to optionally terminate an agreement should produce a benefit to the authority, either through receipt of a payment from a termination, or if a termination payment is made by the authority, in conjunction with a conversion to a more beneficial (desirable) debt obligation of the authority as determined by the authority. Termination value shall be readily determinable by one or more independent swap counterparties, who may assume the swap obligations of the authority. A Counterparty to the authority shall not have the elective right to terminate the swap agreement except when a termination option has been priced into the terms of the swap at inception. The authority should explore the viability of a unilateral termination provision without being exposed to a termination payment.

(B) **Mandatory Termination:** A termination payment by the authority may be required in the event of termination of a swap agreement due to a Counterparty default or following a decrease in credit rating of the authority. In some circumstances, the defaulting party will be required to make a termination payment to the non-defaulting party. However, under certain circumstances, upon an event of termination, the non-defaulting party may be required to make a payment to the defaulting party. It is the intent of the authority not to make a termination payment to a Counterparty failing to meet its contractual obligations. At a minimum, prior to making any such termination payment, the authority shall require a suitable time period during which the authority may evaluate whether it is financially advantageous for the authority to obtain a replacement Counterparty to avoid making a termination payment. For example, in order to mitigate the financial impact of making such a payment, at the time such payment is due, the authority will seek to replace the terms of the terminated transaction with a new Counterparty and, as a result, receive value from the replacement Counterparty. The new or replacement Counterparty would make an upfront payment to the authority in an amount that would offset (either in whole or in part) the payment obligation of the authority to the original Counterparty. The market value of each swap agreement (including termination costs) will be calculated by the swap advisor and provided periodically as information to board in accordance with the provisions of Section 201.027 to monitor the transaction's value and in order to implement an appropriate exit strategy in a timely manner, if required.

- (3) **Amortization Risk (Term):** The slope of the swap curve, the marginal change in swap rates from year to year along the swap curve, termination value, and the impact that the term of the swap has on the overall exposure of the authority shall be considered in determining the appropriate term of any swap agreement. Any swap should reflect the amortization of the debt swapped against or will be in place for no longer than the period of time that matching assets are available to hedge the transaction.
- (4) **Liquidity Risk:** The authority should consider if the swap market is sufficiently liquid (i.e., if

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enough potential qualified counterparties participate actively in the market to assure fair pricing) for the type of swap being considered and the potential ramifications of an illiquid market for such types of swaps. There may not be another appropriate party available to act as an offsetting Counterparty. The authority may enter into liquidity agreements with qualified liquidity providers and/or credit enhancers to protect against this risk.

- (5) **Basis (Index) Risk (including Tax Risk):** Any index chosen as part of an interest rate swap agreement shall be a recognized market index, including but not limited to The Bond Market Association Municipal Swap Index (TBMA) or London Interbank Offering Rate (LIBOR). The authority shall not enter into swap agreements that do not have a direct (one to one) correlation with the movement of an index without analyzing the risk associated with the enhancement. Any Counterparty for a swap which relies on an index will agree to not lobby, or otherwise influence, any changes to the index that will adversely affect the authority. The tax risk and impact to the authority of each swap transaction shall be detailed through the Counterparty disclosure requirements outlined in Section 201.024.
- (6) **Bankruptcy Risk:** Bond or swap counsel will disclose to the authority the bankruptcy risks and issues associated with the Counterparty and type of swap chosen. Additionally, bond or swap counsel will disclose to the authority the bankruptcy issues associated with the method of collateral required to be posted.

201.023 Counterparty Approval Guidelines

- (a) **Eligibility:** The authority shall enter into interest rate swap transactions only with Counterparties. To qualify as a Counterparty under this article, at the time of entry into a swap transaction, the selected swap provider(s):
 - (1) shall be rated at least AA-/Aa3/AA- by at least two of the three nationally recognized credit rating agencies (Standard & Poor's, Moody's, and Fitch Ratings, respectively) and shall have a minimum capitalization of \$50 million, or
 - (2) shall be rated at least BBB-/Baa3/BBB- by two of the three nationally recognized credit rating agencies and shall provide a credit support annex ("CSA") to the schedule to the ISDA master agreement that shall require such party to deliver collateral for the benefit of the authority:
 - (A) that is of a kind and in such amounts as are specified therein and which relate to various rating threshold levels of the Counterparty or its guarantor, from AA-/Aa3/AA- through BBB/Baa3/BBB-, and
 - (B) that, in the judgment of the authority in consultation with its Financial Advisor, is reasonable and customary for similar transactions, taking into account all aspects of such

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transaction including without limitation the economic terms of such transaction and the creditworthiness of the Counterparty or, if applicable, its guarantor; or

(C) shall post suitable and adequate collater¹ (separate from any collateral requirements of Section 6.3) at a third party for the benefit of the authority; or

(3) shall obtain credit enhancement from a provider with respect to its obligations under the transaction that satisfies the requirements of subdivision (1) of this subsection, given the undertaking involved with the particular transaction.

(b) The authority shall not enter into an interest rate swap transaction with a firm that does not qualify as a Counterparty. The Counterparty must make available audited financial statements and rating reports of the Counterparty (and any guarantor), and must identify the amount and type of derivative exposure, and the net aggregate exposure to all parties (the authority and others), along with relevant credit reports at the time of entering into a swap and annually thereafter unless the entity or credit enhancer is under credit or regulatory review and in that case immediately upon notice by the appropriate agencies to the entity.

(c) Swap Counterparty Exposure Limits and Transfer: In order to limit and diversify the authority's Counterparty risk, and to monitor credit exposure to each Counterparty, the authority may not enter into an interest rate swap agreement with a qualified swap Counterparty if the following exposure limits are reached per Counterparty:

(1) The maximum notional amount for interest rate swaps between a particular Counterparty (and its unconditional guarantor, if applicable) and the authority shall not exceed the maximum of \$100 million. The \$100 million limitation shall be the net exposure total of all notional amounts between each Counterparty and the authority. As such, notional amounts for fixed to floating swaps may be used to "offset" the notional amounts for floating to fixed swaps, or vice versa.

(2) Limitations on transfers of swaps with a particular Counterparty should be carefully analyzed and would require the authority's prior written consent. If the Counterparty unilaterally restricts transfer, then the authority should have the ability to terminate the swap without penalty if the swap is transferred or the Counterparty is merged with another entity that changes the credit profile of the swap Counterparty, unless the authority gives its prior written consent.

(3) If the maximum notional limit for a particular Counterparty is exceeded solely by reason of merger or acquisition involving two or more counterparties, the authority shall expeditiously analyze the exposure, but shall not be required to "unwind" existing swap transactions unless the authority determines such action is in its best interest, given all the facts and circumstances.

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- (4) If the exposure limit is breached by a Counterparty, then the authority shall:
 - (A) conduct a review of the exposure limit calculation of the counterparty; and
 - (B) determine if collateral may be posted to satisfy the exposure limits; and
 - (C) enter into an offsetting swap transaction, if necessary.
- (5) The authority will not enter into contracts with derivative product companies (“DPCs”) that are classified as “terminating” or “Sub-T” DPC's by the rating agencies.
- (d) Collateral Requirements: Collateral posting requirements between the authority and each swap Counterparty should not be unilateral in favor of the Counterparty. As part of the swap agreement, the authority or the swap Counterparty may require that collateralization to secure any or all swap payment obligations be posted. Collateral requirements shall be subject to the following guidelines:
 - (1) Collateral requirements imposed on the authority should not be accepted to the extent they would impair the authority's existing operational flow of funds.
 - (2) Each Counterparty shall be required to provide a form of a Credit Support Annex should the credit rating of the Counterparty fall below the “A-/A3/A-“ category by at least two of the nationally recognized agencies:
 - (3) A list of acceptable securities that may be posted as collateral and the valuation of such collateral will be determined and mutually agreed upon during negotiation of the swap agreement with each swap Counterparty.
 - (4) The market value of the collateral shall be determined on either a daily, weekly, or monthly basis by an independent third party, as provided in the swap documentation.
 - (5) Failure to meet collateral requirements will be a default pursuant to the terms of the swap agreement.
 - (6) The authority and each swap Counterparty may provide in the supporting documents to the swap agreement for reasonable threshold limits for the initial deposit and for increments of collateral posting thereafter.
 - (7) The swap agreement may provide for the right of assignment by one of the parties in the event of certain credit rating events affecting the other party. The authority (or the Counterparty) shall first request that the Counterparty (or the authority) post credit support, or provide a credit support facility. If the Counterparty (or the authority) does not provide the required credit support, then the authority (or the Counterparty) shall have the right to assign the agreement to a third party acceptable to both parties and based on terms mutually

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acceptable to both parties. The credit rating thresholds to trigger an assignment shall be included in the supporting documents.

201.024 Form of Swap Agreements and Other Documentation

Each interest rate swap agreement shall contain terms and conditions as set forth in the International Swap & Derivatives Association, Inc. (“ISDA”) Master Agreement and such other terms and conditions included in any schedules, confirmations, and credit support annexes as approved in accordance with the authority’s swap resolution pertaining to that transaction. The swap Counterparty shall provide a disclosure memorandum that will include an analysis by the Counterparty of the risks and benefits of the transactions, with amounts quantified. This analysis should include, among other things, a matrix of maximum termination values over the life of the swap. The disclosure memorandum shall become a part of the official transcript for the transaction. The swap Counterparty shall also affirm receipt and understanding of the authority’s statement of swap policies, and will further affirm that the contemplated transactions fit within the swap policies as described.

201.025 Modification of Swaps

Each swap resolution should provide specific approval guidelines for the swap transactions to which it pertains. These guidelines should provide for modifications to the approved swap transactions, provided such modifications, unless considered and recommended by the Executive Committee, do not extend the average life of the term of the swap, increase the overall risk to the authority resulting from the swap, or increase the notional amount of the swap. The swap resolution should further designate which authority officers shall be authorized to cause such modifications.

201.026 Aggregation of Swaps

Unless the swap resolution states otherwise, the approval requirements set forth in each swap resolution are applicable for the total notional amount of transactions executed over a consecutive three-month period for a given security or credit. Therefore, the notional amount of swap transactions including the average life of the swap agreements over a consecutive three-month period are considered in total (net of the notional amount of a swap reversal) to determine what approval is required pursuant to a particular swap resolution.

201.027 Reporting Requirements

The Executive Committee shall be required to report the status of all interest rate swap agreements to the board at least on an annual basis and shall present all footnote disclosure items required by GASB Technical Bulletin No. 2003-1.

Article 3. RESERVE FUND POLICY

201.028 Purpose

In Resolution No. 10-12, dated February 26, 2010, the board approved the establishment of a reserve fund. The reserve fund is intended to ensure that the authority maintains adequate funds to satisfy its outstanding financial commitments and operational requirements in the event of unforeseen circumstances or events. The board recognizes that establishment and maintenance of sufficient reserve funds is of particular importance in light of the authority's dependence upon discretionary user fees as its primary revenue stream.

201.029 Fund Balance

- (a) It shall be the goal of the authority to maintain twelve months of funds sufficient to pay, maintain, or satisfy all required debt service, debt service coverage, contractual financial commitments, and operational requirements (collectively, "Funding Requirements") as a reserve fund; provided, however, that the executive director shall have the authority to take action resulting in a reduction of the reserve fund to a minimum of nine months of funding sufficient to pay, maintain, or satisfy all Funding Requirements if he determines that such action is necessary, in the best interest of the authority, and will not adversely affect the authority's financial stability.
- (b) In the event that the executive director authorizes action on behalf of the authority to reduce the reserve fund balance to less than twelve months of funding sufficient to pay, maintain, or satisfy all Funding Requirements, he shall disclose to the board at the next regular board meeting the amount by which the reserve fund was reduced and the circumstances that led to the reduction.
- (c) In no event may the reserve fund balance be reduced to less than nine months of funding sufficient to pay, maintain, or satisfy all Funding Requirements without the prior approval of the board.

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Article 4. DAMAGE CLAIMS BY CTRMA

201.030 Purpose

This article sets forth guidelines for management and collection of claims by the authority against an individual, company, or organization for damage to a transportation project. This article is not intended to apply to damage to authority property resulting from the actions of contractors engaged in the construction, maintenance, or repair of authority projects.

201.031 Definitions

- (1) Accident: A collision, crash, or impact, with or without apparent cause, involving one or more vehicles.
- (2) Damage: Loss or harm to a transportation project resulting from an accident or from a deliberate act, including an act of vandalism. Damage does not include wear and tear caused by normal use of a transportation project.
- (3) Insurer: An insurance company authorized to write motor vehicle insurance in this state and through which a responsible party had a motor vehicle insurance policy in effect at the time of an accident.
- (4) Responsible Party: The owner or operator of a vehicle involved in an accident resulting in damage or the person responsible for a deliberate act resulting in damage to a transportation project.
- (5) Transportation Project: A turnpike project, passenger or freight rail facility, roadway, pedestrian or bicycle facility, or any other facility or structure included within the definition of “transportation project” set forth in Section 370.003(13), Transportation Code.
- (6) Vehicle: A device in or by which a person or property is or may be transported or drawn on a public highway, other than a device used exclusively on stationary rails or tracks. Includes, without limitation, a passenger car, truck, bus, tractor, trailer, semi-trailer, all-terrain vehicle, recreational vehicle, motorcycle, moped, or bicycle.

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201.032 Collection of Damage Claims

- (a) The authority shall seek reimbursement from the responsible party for costs it incurs to repair damage to a transportation project owned or maintained by the authority, including the cost of labor, materials, equipment. Additionally, the authority may seek reimbursement for any internal or external administrative or other costs the authority necessarily incurs in connection with making repairs to the damage and obtaining reimbursement for those costs.
- (b) The executive director shall develop and implement procedures for maintaining records of all damage claims and notifying a responsible party and/or the party's insurer, as appropriate, of the existence and nature of damage claim by the authority and for recovering the cost of the repairs. A responsible party and the insurer shall be provided with a copy of any police report relating to the accident or damage, a description of the damage, and a summary of the costs incurred or estimates of costs to be incurred for repairing the damage. The authority shall provide a process for a responsible party and the insurer to dispute the liability of a responsible party or the existence or amount of a damage claim.
- (c) If a responsible party who did not have an insurance policy in effect at the time of an accident fails to pay a claim for damages totaling at least \$1,000.00 within 90 days after notice of a claim is sent to the responsible party by the authority, the authority may notify the Texas Department of Public Safety and may recommend that the responsible party's driver's license be suspended in accordance with procedures set forth in Subchapter F, Chapter 601, Transportation Code.
- (d) For a damage claim that totals at least \$500 against a responsible party who did not have a motor vehicle insurance policy in effect at the time of an accident, the authority may enter into a payment plan with the responsible party; provided, however, that payments shall not extend beyond a one year period.
- (e) A damage claim that does not exceed \$50,000 may be compromised or settled in the best interests of the authority with the approval of the executive director. A damage claim that exceeds \$50,000 may be compromised or settled only with the approval of the board.
- (f) If the authority is unable to collect a damage claim through its internal collection procedures, the claim may be assigned to a collection agency or, with the approval of the board, the authority may institute a civil action to recover its damages in a court of competent jurisdiction. All efforts by the authority to recover costs of repairing damage to authority property shall comply with applicable state and federal laws and regulations governing the collection of debts.



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #7

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

Strategic Plan Relevance: Regional Mobility
Department: Finance
Contact: Bill Chapman, Chief Financial Officer
Associated Costs: N/A
Funding Source: N/A
Action Requested: Consider and act on draft resolution

Summary:

43 Texas Administrative Code §26.65, adopted by the Texas Transportation Commission, requires each regional mobility authority (RMA) to file a report with TxDOT confirming that the RMA has complied with all the duties the RMA is required to perform under Texas Administrative Code, Title 43, Chapter 26, Subchapter G. The compliance report must be approved by the RMA's board of directors and certified as correct by the RMA's executive director.

The attached resolution provides the required Board approval for the compliance report.

Backup provided: Draft Resolution, compliance report

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

RESOLUTION NO. 17-0XX

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

WHEREAS, the Texas Transportation Commission has adopted rules codified at Title 43, Chapter 26, Subchapter G of the Texas Administrative Code that require the Mobility Authority to file certain reports and conduct certain audits, as specified therein; and

WHEREAS, pursuant to 43 *Tex. Admin. Code* § 26.65, the Mobility Authority is required to file a report with the Texas Department of Transportation (TxDOT) confirming that the Mobility Authority has complied with all the duties it is required to perform under Title 43, Chapter 26, Subchapter G of the Texas Administrative Code; and

WHEREAS, the Executive Director has prepared a compliance report containing the information in the form required by 43 *Tex. Admin. Code* § 26.65 which is attached hereto as Exhibit A; and

WHEREAS, the compliance report must be approved by the Board and certified as correct by the Executive Director prior to submission to TxDOT.

NOW THEREFORE, BE IT RESOLVED, that the Board hereby approves the compliance report in the form attached as Exhibit A, and authorizes the Executive Director to certify and submit the compliance report to the Texas Department of Transportation.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of April 2017.

Submitted and reviewed by:

Approved:

Geoffrey Petrov, General Counsel

Ray A. Wilkerson
Chairman, Board of Directors

Exhibit A

Central Texas Regional Mobility Authority

Compliance Report

Texas Administrative Code Title 43, Part I, Chapter 26, Subchapter G

§26.65(a) Annual Reports to the Commission

Compliance Rule	Compliance Statement	Certification
<i>Rule §26.61 Written Reports:</i>		
The annual operating and capital budgets adopted by the RMA year.	The Mobility Authority submits copies of the annual operating and capital budget adopted for the Fiscal Year 2017 beginning July 1, 2016, to Travis County and Williamson County.	The Board of Directors approved the FY 2017 Budget by Resolution No. 16-036 enacted on June 15, 2016.
Any annual financial information and notices of material events required to be disclosed under Rule 15c2-12 of the SEC.	No financial information or notices are required to be disclosed; not applicable.	
To the extent not disclosed in another report required in this compliance report, a statement of any surplus revenue held by the RMA and a summary of how it intends to use the surplus revenue.	The Mobility Authority did not hold any "surplus revenue" in FY 2016, as that term is defined by §370.003(12) of the Transportation Code.	
An independent auditor's review of the reports of investment transactions prepared under Government Code, §2256.023.	Included as part of the FY 2016 annual audit. See certification below.	Included as part of the FY 2016 annual audit. See certification below.
<i>Rule §26.62 Annual Audit:</i>		
The RMA shall maintain its books and records in accordance with generally accepted accounting principles in the United States and shall have an annual financial and compliance audit of such books and records.	The Mobility Authority received an unqualified opinion for FY 2016 from an independent certified public accountant.	The FY 2016 annual audit was accepted by the Board of Directors (acting through its Audit Committee) by resolution 16-070 enacted September 28, 2016.
The annual audit shall be submitted to each county or city that is a part of the RMA within 120 days after the end of the fiscal year, and conducted by an independent certified public accountant.	The Mobility Authority submitted copies of the FY 2016 annual audit to Travis County and Williamson County.	The Mobility Authority provided to Travis County and Williamson County a copy of the FY 2016 audit accepted by resolution September 28, 2016.
All work papers and reports shall be retained for a minimum of four years from the date of the audit.	Work papers and reports are and will be retained for a minimum of four years.	

<i>Rule §26.63 Other Reports to Counties and Cities:</i>		
Provide other reports and information regarding its activities promptly when requested by the counties or cities.	The Mobility Authority promptly provides reports and information regarding its activities when requested by Travis County or Williamson County. There is no city that is a part of the Central Texas Regional Mobility Authority.	
<i>Rule §26.64 Operating Records:</i>		
The Department will have access to all operating and financial records of the RMA. The executive director will provide notification if access is desired by the department.	The Mobility Authority will provide the Texas Department of Transportation access to all its operating and financial records when requested by the Department's executive director.	



**CENTRAL TEXAS
Regional Mobility Authority**

April 26, 2017
AGENDA ITEM #8

Exercise the option of the Mobility Authority
under state law to develop, finance,
construct, and operate the 183 North Project
as a toll project

Strategic Plan Relevance:	Regional Mobility
Department:	Law
Contact:	Geoff Petrov, General Counsel
Associated Costs:	N/A
Funding Source:	N/A
Action Requested:	Consider and act on draft resolution

Summary:

State law provides that the Mobility Authority, as a “local tolling entity,” has the first option to develop, finance, construct, and operate any new toll project located in Travis and Williamson Counties. This option is commonly referred to as “primacy.” The draft resolution exercises the Mobility Authority’s option to develop the 183 North Project, and directs the Executive Director to communicate that action to the Texas Department of Transportation.

Backup Provided:	Draft Resolution 183 North Project Location Map
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**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 17-0XX

**EXERCISING THE OPTION OF THE MOBILITY AUTHORITY UNDER
STATE LAW TO DEVELOP, FINANCE, CONSTRUCT, AND OPERATE
THE 183 NORTH PROJECT**

WHEREAS, under Section 373.052, Transportation Code, the Central Texas Regional Mobility Authority (“Mobility Authority”) has the first option to develop, finance, construct, and operate any new toll project located in the territory of the Mobility Authority, including Travis County and Williamson County; and

WHEREAS, the Mobility Authority intends to develop, finance, construct, and operate an approximately 8.0 mile section of managed lanes on U.S. 183 between SH 45 North and MoPac in order to improve mobility, as depicted in Exhibit A; and

WHEREAS, the Mobility Authority supports the goal of improving mobility in the Central Texas region through development of the 183 North Project; and

WHEREAS, the Executive Director recommends the Mobility Authority exercise its option under Section 373.052, Transportation Code, to develop, finance, construct, and operate the 183 North Project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors, as provided by the process and procedures of Chapter 373, Transportation Code, hereby exercises its option as a local toll project entity to develop, finance, construct, and operate the 183 North Project; and

BE IT FURTHER RESOLVED, that the Executive Director is directed to communicate in writing the Mobility Authority’s exercise of this option to the Texas Department of Transportation.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of April 2017.

Submitted and reviewed by:

Approved:

Geoffrey Petrov, General Counsel

Ray A. Wilkerson
Chairman, Board of Directors

Exhibit A



CENTRAL TEXAS
Regional Mobility Authority

183
NORTH
MOBILITY PROJECT

183 North Project

PROJECT LOCATION MAP ▶





PROJECT PROGRESS REPORT

In Development

183 NORTH MOBILITY PROJECT

The proposed project would include two express lanes in each direction and an additional (fourth) general purpose lane. Proposed project includes two shared-use path segments, new sidewalks and cross-street connections for bicycles/pedestrians. Project length is approximately 13-miles, including all transitions.

PROJECT DETAILS

- **Project Length:** Approximately 13-miles
- **Limits:** SH 45/RM 620 to State Loop 1 (MoPac); along MoPac from US 183 to RM 2222 (Direct Connector)
- **CTRMA Role:** Preliminary engineering, environmental study, final design, construct, operate and maintain tolled express lanes and connections
- **Jurisdiction:** Williamson County, Travis County; City of Austin
- **District(s):** House 48/49/50/136; Senate 5/14
- **Delivery Method:** TBD; Design-Bid-Build anticipated
- **Contractor:** TBD
- **Designer:** CP&Y (Planning/Preliminary Design)
- **Est. Project Cost:** \$480-\$500m (excludes financing costs)
- **Construction Cost:** \$425-\$475m (incl. in Est. Project Cost)
- **Substantial Completion Date:** TBD

ENVIRONMENTAL PROCESS

- Environmental Assessment
- FONSI issued April 27, 2016
- Public Involvement during NEPA Process
 - Four Technical Working Group (TWG) Meetings
 - Three Open Houses
 - One Public Hearing (Nov. 2015)

FUNDING

- TxDOT/MPO – \$7 million
- Remaining financing under study by the Mobility Authority

MULTIMODAL IMPROVEMENTS

- Express Lanes will provide free flowing reliable routes for public transit and registered vanpools/carpools and support existing park and ride lots along the corridor

- Eight-foot wide shared use path to connect Jollyville Road bike lanes to the bike lanes on Pond Springs Road
- Eight-foot wide shared use path on US 183 northbound frontage road to connect Pond Springs Road to the bike lanes on Lake Creek Parkway
- Sidewalks along US 183 northbound and southbound frontage roads from RM 620/SH 45 to Loop 360 in locations where sidewalks do not currently exist
- East-west cross street connections for bicyclists consisting of five-foot bike lanes in each direction

PROJECT ACTIVITIES THROUGH MARCH

- Project cash flow updates completed
- O&M estimates completed
- VE Study finalized with TxDOT
- Design exceptions approved by TxDOT
- Final schematic design completed
- Project Summary with TxDOT term sheet completed.
- Project delivery model options reviewed
- Project schedule for design-build and design-bid-build delivery options finalized
- FAA Application drafted
- Submitted CAMPO plan amendment application

UPCOMING ACTIVITIES

- Project delivery to be selected
- Finalize FAA Application
- Finalize TxDOT term sheet

PROJECT TEAM

GEC Project Manager – Kate Wilder, WSP | PB





CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #9

Discuss and consider approval of Amendment No. 4 to the Agreement for HNTB's General Consulting Civil Engineering Services and Supplement No. 4 to Work Authorization No. 16 for the MoPac Improvement Project.

Strategic Plan Relevance:	Regional Mobility
Department:	Engineering
Contact:	Justin Word, P.E., Director of Engineering
Associated Costs:	N/A
Funding Source:	N/A
Action Requested:	Consider and act on draft resolution

Summary:

This Amendment to the Agreement for General Consulting Civil Engineering Services and this Supplement to the Work Authorization will extend the expiration date to December 31, 2017. This amendment and supplemental does not increase the current contract amount.

Backup Provided:	Draft Amendment No. 4 to the Agreement for General Consulting Civil Engineering Services, Draft Supplement No. 4 to Work Authorization No. 16, Draft Resolution
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**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 17-0XX

**APPROVE AMENDMENT NO. 4 TO THE GENERAL ENGINEERING CONSULTING
SERVICES MASTER AGREEMENT AND SUPPLEMENT NO. 4 TO WORK
AUTHORIZATION NO. 16 WITH HNTB CORP. FOR A TIME EXTENSION FOR THE
MOPAC IMPROVEMENT PROJECT**

WHEREAS, HNTB Corporation (“HNTB”) serves as a general engineering consultant to the Mobility Authority under the Agreement for General Engineering Consulting Civil Engineering Services effective January 1, 2010 (the “GEC Agreement”); and

WHEREAS, by Resolution No. 13-40 dated June 26, 2014, the Board approved Work Authorization No. 16 for HNTB to provide Design/Build Oversight Services for the MoPac Improvement Project (the “Project”); and

WHEREAS, both the GEC Agreement and Work Authorization No. 16 are currently set to expire on April 30, 2017; and

WHEREAS, the Executive Director has determined that it would be beneficial to extend the expiration date of both the GEC Agreement and Work Authorization No. 16 to December 31, 2017; and

WHEREAS, the Executive Director and HNTB have negotiated proposed Amendment No. 4 to the GEC Agreement which is attached hereto as Exhibit A and extends the time of performance to December 31, 2017; and

WHEREAS, the Executive Director and HNTB have negotiated proposed Supplement No. 4 to Work Authorization No. 16 which is attached hereto as Exhibit B and extends the time of performance to December 31, 2017 and revises other terms necessary to implement the required project management services necessary to oversee the design and construction of the Project; and

WHEREAS, the Executive Director recommends approval of proposed Amendment No. 4 to the GEC Agreement and Supplement No. 4 to Work Authorization No. 16.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby adopts and approves Amendment No. 4 and Supplement No. 4 with Work Authorization No. 16 in substantially the form attached hereto as Exhibit A and Exhibit B, respectively; and

BE IT FURTHER RESOLVED that the that the Executive Director is authorized to finalize and execute Amendment No. 4 to the GEC Agreement and Supplement No. 4 to Work Authorization No. 16 on behalf of the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of April 2017.

Submitted and reviewed by:

Approved:

Geoffrey Petrov, General Counsel

Ray A. Wilkerson
Chairman, Board of Directors

Exhibit A

Fourth Amendment
To the
Agreement for General Consulting Civil Engineering Services

This Fourth Amendment to the “Agreement for General Consulting Civil Engineering Services” by and between the Central Texas Regional Mobility Authority (the “CTRMA” or “Authority”) and HNTB Corporation, a Delaware corporation, (the “GEC”) effective December 23, 2009 (the “Agreement”) is effective April 26, 2017.

The Agreement currently expires on May 31, 2017. The parties agree to extend the Agreement for seven months.

Authority and GEC therefore agree Section 5 of the Agreement is hereby amended to read in its entirety as follows:

5. TIME OF PERFORMANCE:

This Agreement is extended for seven months and will terminate on December 31, 2017, subject to earlier termination under Section 6, 7, 8, or to a further extension of the term by mutual written agreement of the parties.

Each party is signing this amendment on the date stated in the introductory clause.

CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY

HNTB CORPORATION

By _____
Mike Heiligenstein, Executive Director

By _____
Carlos Lopez, P.E., Senior Vice President

APPENDIX D

WORK AUTHORIZATION SUPPLEMENT

WORK AUTHORIZATION NO. 16

SUPPLEMENT NO. 4

This Supplement No. 4 to Work Authorization No. 16, dated April 27, 2013, is made as of this ____ day of _____ 2017, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES (the “Agreement”), between the Central Texas Regional Mobility Authority (“Authority”) and HNTB Corporation (“GEC”). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

MoPac Improvement Project Oversight and Disputes Board Oversight

The Project schedule requires extension in order to complete the project, necessitating amendment to the Work Authorization 16 schedule to continue the defined services. The following terms and conditions supersede Supplement No. 3 to Work Authorization No. 16 as follows:

Section A. – Scope of Services

A1. – Design-Build Oversight.

The scope of services defined in Attachment A of Work Authorization 16, as amended by Supplement No. 1 and Supplement No. 2, remain in full force and effect with respect to the overseeing of design and construction of the Project.

A2. – Claims.

Additional services under this Supplement are comprised of the completion of processes, tasks and deliverables related to D/B Contractor claims review, negotiation and potential for Disputes Board Hearings, as depicted below.

The services will involve the completion of the following tasks begun under Supplement No. 2:

- Review of D/B Contractor submitted claims, entitlement packages and/or requests for equitable adjustment (all referred to as claims);
- Research of contract clauses;
- Review of project related documentation;
- Coordination with Project team members and outside counsel (Locke Lord);
- Outlining, writing and finalizing original responses to D/B Contractor claims;
- Outlining, writing and finalizing Position Papers, Rebuttal Papers and Presentation;
- Coordination with Project team members and outside counsel (Locke Lord) and Expert Witnesses in preparation for Disputes Board Hearings;
- Response to Disputes Board rulings

- Development of supplement negotiation materials for the Authority that may be required due to Disputes Board rulings; and
- Publication and transmittal of necessary documents.

A3. – General Disputes Board Support.

In addition to the above, the GEC will continue to provide support related to asserted claims and/or potential change orders that may result in claims.

It is understood by the Authority and the GEC that there may be settlement of any claims by the D/B Contractor and the Authority prior to Disputes Board Hearings. No services are anticipated for litigation brought by either the Authority or the D/B Contractor related to a rejection of Disputes Board recommendations related to these issues. Those services and associated fees may be negotiated under an additional supplement.

Section B. - Schedule

GEC shall perform the Services based on an as needed basis through December 31, 2017, at which time this task order will expire. The parties mutually agree that, in order for the GEC to provide services beyond this date, a time extension will be required.

Section C. – Compensation

C1. – General

In return for the performance of the foregoing obligations, the Authority has authorized an amount not-to-exceed \$7,650,000 based on a Cost Plus fee in Attachment B – SWA04 Fee Estimate and Section D - Other Provisions. This amount increased the previous not-to-exceed amount for Work Authorization No. 16 from \$22,930,663 to \$30,580,663. All other Compensation terms shall be in accordance with the Agreement.

C2. – Expenses.

With respect to expenses for this Supplement No. 4, the amount of \$7,650,000 includes a total of \$408,918 for expenses that will be billed on a lump sum pro-rated basis monthly, as shown in Attachment B – SWA04 Fee Estimate.

C3. – Compensation Provisions.

The Authority and the GEC agree that the budget amounts contained in Attachment B-SWA04 Fee Estimate for the GEC are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration of this Work Authorization, as approved by the Authority. Upon approval by the Authority, the GEC may alter the compensation distribution between tasks or work assignments to be consistent with the Services actually rendered within the total Work Authorization amount. The GEC shall not exceed the maximum amount payable without prior written permission by the Authority.

Section D. – Other Provisions

D1. – Notices to Proceed.

The Authority and the GEC agree that Notice to Proceed shall be as follows:

Notice to Proceed 1 (NTP1) – NTP1 authorized the GEC to provide the services from July 1, 2016 through September 30, 2016 in an amount not to exceed \$3.1 Million.

Notice to Proceed 2 (NTP2) – NTP2, authorized the GEC to continue providing the services from October 1, 2016 through April 30, 2017 with an additional amount not to exceed of \$2.7 Million.

Notice to Proceed 3 (NTP3) – Execution of this Supplement No. 4 shall constitute NTP3, authorizing the GEC to continue providing the services from May 1, 2017 through December 31, 2017 with an additional amount not to exceed of \$1.85 Million..

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

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____

Name: Mike Heiligenstein

Title: Executive Director

Date: _____

GEC:

HNTB Corporation

By: _____

Name: _____

Title: _____

Date: _____

ATTACHMENT A
Scope of Services

Not Used

Exhibit B

Attachment B
SWA04 Fee Estimate

	HNTB	DBE SUB	NON-DBE SUB	TOTAL
Total Labor & Overhead & Profit				
Project Management Oversight	\$776,346			\$776,346
Claims Review and DRB Support	\$519,570	\$25,200	\$26,082	\$570,852
Toll Facilities	\$514,217			\$514,217
Project Controls	\$324,832	\$129,910	\$26,838	\$481,580
Public Involvement	\$136,814	\$75,680		\$212,494
Construction Oversight	\$3,357,979	\$1,304,488	\$22,169	\$4,684,636
Sub-Total Burdened Labor	\$5,629,758	\$1,535,278	\$75,089	\$7,240,125
Expenses	\$317,966	\$86,712	\$4,241	\$408,918
Total Fee (Design/Build Oversight)	\$5,947,724	\$1,621,990	\$79,330	\$7,649,043
			Round To:	\$7,650,000

	TOTAL	SPENT THROUGH 2/24/2017	FUNDS REMAINING
Total Fee (Design/Build Oversight)	\$7,650,000	\$4,464,510	\$3,185,490

Attachment B SWA04 Fee Estimate

Expense Summary	
Oversight Expenses	
	Monthly amount for months 1-10 after supplement execution
Expenses - includes mileage, travel, leased vehicles*, vehicle supplies, field / safety equipment, network/technology, desk phones, wiring, computers, earth cam, miscellaneous supplies, vendors, and other expenses for field office	\$30,892

10 months \$308,918

*Vehicle expenses are anticipated through September 2016. Any work requiring the extension of vehicle leases beyond September 2016 will require additional fee.

DB Expenses	
	Monthly amount for months 1-6 after supplement execution
Expenses - includes mileage, travel, printing, exhibits, delivery/courier charges, and miscellaneous supplies	\$16,667

6 months \$100,000

Grand total expenses: \$408,918



April 26, 2017
AGENDA ITEM #10

Executive Director Report

CENTRAL TEXAS
Regional Mobility Autho

Strategic Plan Relevance: Regional Mobility
Department: Executive
Contact: Mike Heiligenstein, Executive Director
Associated Costs: N/A
Funding Source: N/A
Action Requested: Briefing and Board Discussion Only

Summary:

Executive Director Comments.

- A. Quarterly update on transportation projects under construction.
 - I. 183 South Project.
 - II. SH 45 SW Project.
 - III. MoPac Improvement Project.
 - IV. Status on Change Orders.

- B. Texas 85th Legislature Update.

Backup provided: SH 45 SW Quarterly Report
183 South Quarterly Report

QUARTERLY PROGRESS REPORT



SH 45SW

Reporting Period

January through March 2017



CENTRAL TEXAS
Regional Mobility Authority



**CENTRAL TEXAS
Regional Mobility Authority**

Board of Directors

Ray A. Wilkerson, Chairman
Nikelle S. Meade, Vice Chairman
David Singleton, Treasurer
David B. Armbrust
Charles Heimsath
Amy Ellsworth

Executive Director

Mike Heiligenstein



PROJECT PARTICIPANTS

Central Texas Regional Mobility Authority



CENTRAL TEXAS
Regional Mobility Authority

Texas Department of Transportation



General Contractor



Mobility Authority's
Construction Engineering & Inspection
Consultant



SH 45SW PROJECT
Quarterly Project Progress Report
January through March 2017

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PROJECT STATUS/ACTIVITIES.....3

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CONSTRUCTION PROGRESS.....5

PROJECT FINANCIAL SUMMARY5

PROGRESS PHOTOS.....6

INTRODUCTION

This report presents the progress and status of the State Highway 45 Southwest (SH 45SW) Project for the first quarter of 2017, including efforts from January through March 2017.

This project is being developed by the Central Texas Regional Mobility Authority (Mobility Authority) and constructed by McCarthy Building Companies, Inc. (McCarthy). The Project is being constructed on state-owned right of way lands and will connect FM 1626 to the existing SH 45 and Loop 1 (MoPac). This new location roadway is being built in an area of considerable environmental sensitivity. Tolloed lanes will be operated and maintained by the Mobility Authority upon substantial completion of the Project. The total project cost of the SH 45SW Project is approximately \$108 million, which includes the construction price of \$75,103,623.

PROJECT DESCRIPTION

SH 45SW is an innovative four-lane divided toll road between MoPac and FM 1626 that will feature extensive water quality protection measures, bicycle and pedestrian accommodations and Green Mobility Challenge and Context Sensitive Solutions initiatives. Construction of the SH 45SW began on November 8, 2016. The 3.6-mile project is being built by McCarthy. Construction is expected to take approximately three years to complete with opening of the facility slated for late 2019.

SH 45SW consists of two twelve-foot lanes in each direction with a ten-foot outside shoulder and a four- or five-foot inside shoulder with varying median widths. The project includes a ten-foot-wide, ADA-compliant shared use path, separated from the roadway for the entire length of the project, except over the Bear Creek Bridge. The shared use path will serve as part of the future Violet Crown Trail and will have a trailhead under the bridge structure at SH 45SW and MoPac. To protect the extensive karst features in the area, 90 percent of the project will be constructed on top of fill and will not require excavation.

The following bridges are included in the design of SH 45SW:

- Overpass of Bliss Spillar Road and water quality pond
- Overpass of Bear Creek and water quality pond
- Overpass of Danz Creek, water quality ponds, and MoPac
- Direct connector for westbound SH 45SW to northbound MoPac over Danz Creek
- Widening of the existing SH 45 and MoPac bridges over Danz Creek

The location and limits of the Project are illustrated in Figure 1.

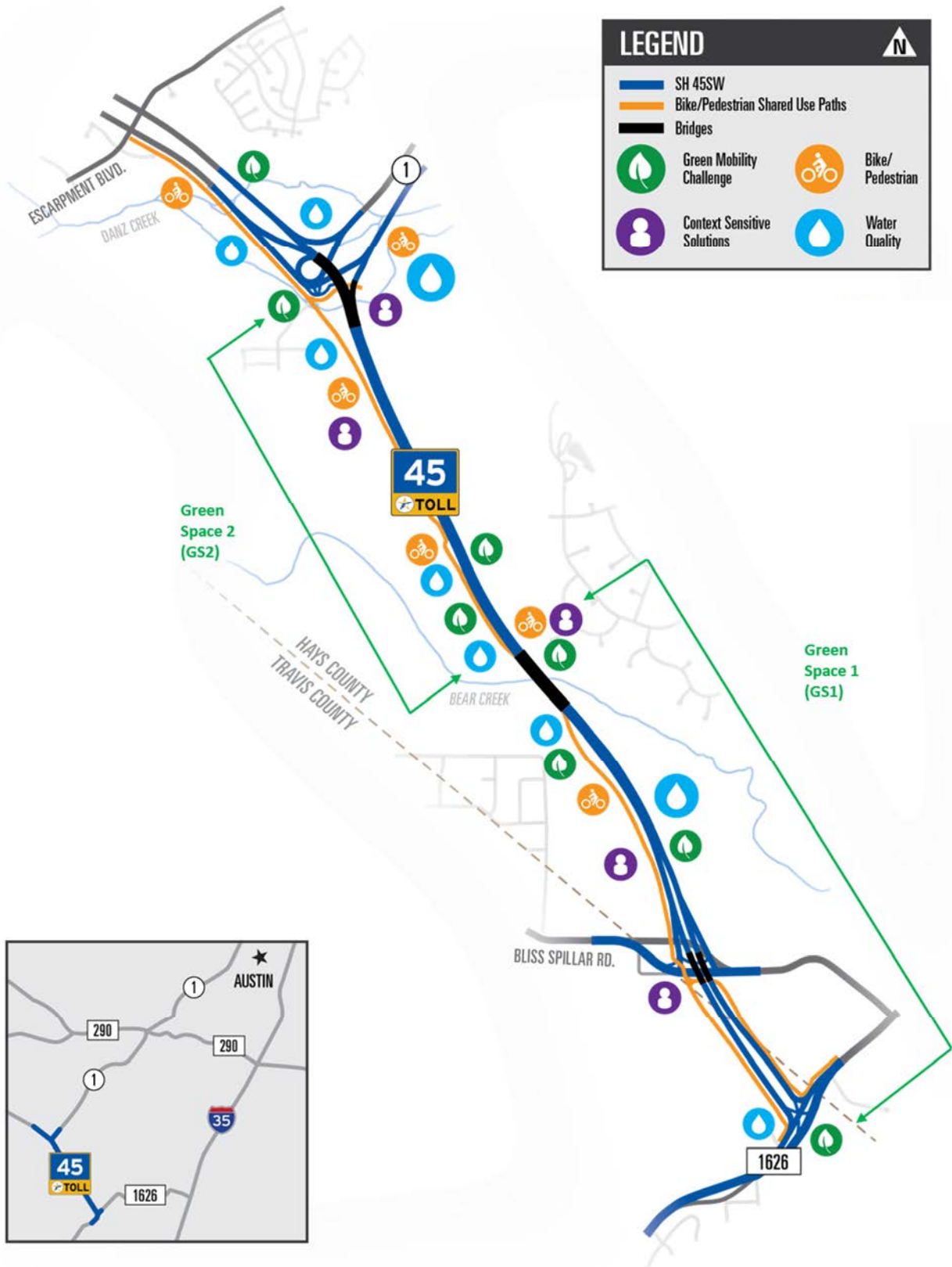
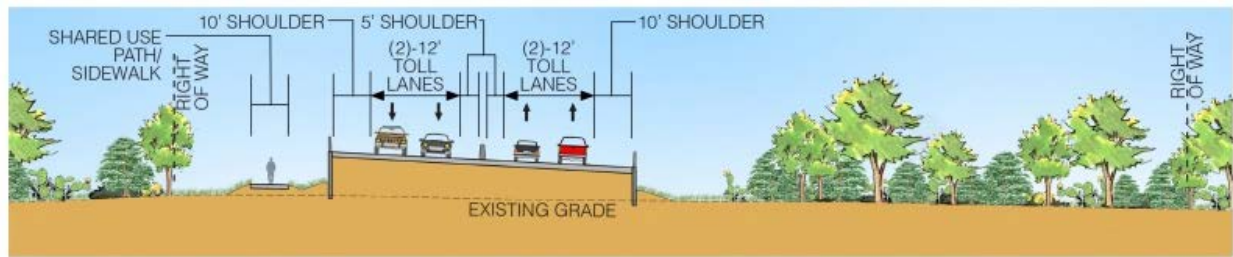
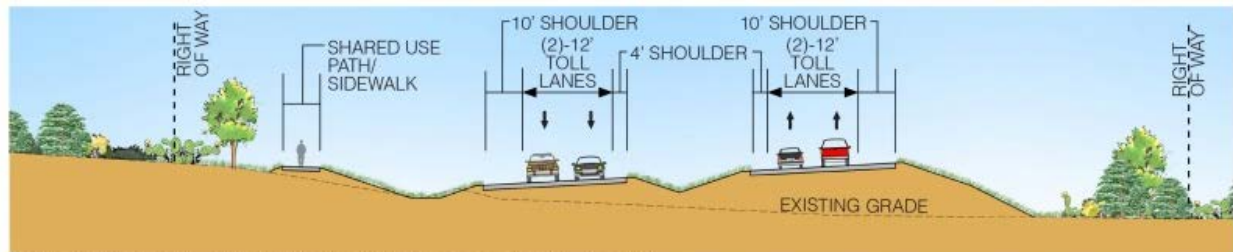


Figure 1. Project Location and Limits

Two typical sections will be utilized throughout the project and are illustrated in Figure 2.



SH 45SW TYPICAL SECTION FROM BEAR CREEK TO MOPAC



SH 45SW TYPICAL SECTION FROM FM 1626 TO BEAR CREEK

Figure 2. Typical Sections

PROJECT STATUS/ACTIVITIES

Administrative

On July 20, 2016, the Mobility Authority awarded the construction contract to McCarthy. Once the project is complete, the Mobility Authority will operate and maintain SH 45SW. TxDOT was the lead agency in the development of the SH 45SW environmental study, including related environmental documentation and coordination of public outreach.

SH 45SW is a locally funded project; no federal dollars are included in the financial package. The funding sources include the following entities: TxDOT Toll Equity Grant, TxDOT Toll Equity Loan, Travis County and Hays County.

Rodriguez Transportation Group, a design firm, was hired by the Mobility Authority to develop final construction plans, details and specifications under the oversight of the Mobility Authority. TxDOT provided funding, right of way, input and feedback as project partners.

Design

Design is 100 percent complete, with the exception of utility design. The final plan set contains design for relocation of an AT&T line, but this is currently undergoing revisions due to the inclusion of Time Warner Cable (TWC). The Pedernales Electric Cooperatives (PEC) line is also under design. The preliminary design of AT&T, TWC and PEC conduits to be installed by McCarthy have been issued for review and pricing of the change order. Impacts to schedule and cost due to these utilities are under evaluation and will be determined when the designs are final.

Construction

Construction of the SH 45SW Project began on November 8, 2016 from the east end of the project right of way at FM 1626. The sequence of construction is well defined in the plans and is intended to minimize the soil disturbing activities at any given time due to numerous sensitive karst features within the right of way. The project will be constructed in five identified segments as follows:

- FM 1626 – construction along FM 1626, including final connection to SH 45SW
- Green Space 1 (GS1) – from FM 1626 to Bear Creek, including realignment of Bliss Spillar Road
- Green Space 2 (GS2) – from Bear Creek to MoPac
- SH 45SW / Loop 1 Interchange – construction along MoPac and new interchange direct connectors
- Haul Road – temporary haul road for construction traffic to traverse across GS1 and GS2

The Contractor has completed the initial tree/vegetative clearing of the project right of way. The right of way has been surveyed by a project geologist and in cooperation with BSEACD to identify any potential features. Initially, three potential features were identified and closed using the TCEQ-approved closure plan. After the entire project was surveyed an additional three potential features were identified. Closure plans for potential features PF004, PF005, and PF006 are still pending TCEQ approval.

Upon completion of clearing, the Contractor installed the appropriate erosion control environmental protection devices to commence stripping of topsoil from FM 1626 to Bear Creek. The Contractor has also commenced with the construction of the roadway subgrade, the installation of drilled shafts for the Bear Creek bridge, construction of Pond A at FM 1626, and installation of drainage line A.

LOOK AHEAD

For the next few months, the Contractor's primary focus is on the construction of the bridges at Bear Creek and Bliss Spillar as well as the installation of the drainage system and roadway subgrade from FM 1626 to the Bliss Spillar overpass.

CONSTRUCTION PROGRESS

McCarthy submits updated Project Schedules every month for review. The key progress dates and durations are highlighted in Table 1.

Table 1 - Project Key Progress Dates and Durations

Project Milestones	Actual/Projected Dates	Status
Project Award	July 20, 2016	Complete
Contract Execution	November 1, 2016	Complete
Notice to Proceed	November 3, 2016	Complete
Commencement of Construction	November 8, 2016	Complete
Durations		
Construction Duration	545 working days based on 5-day workweek	
Charge Days this Period		52 days
Charge Days Completed through this Period		95 days
Remaining Working Days through the end of this Period		450 days

PROJECT FINANCIAL SUMMARY

Table 2 shows the overall construction financial status for the SH 45SW project through the end of March 2017.

Description	Construction Bid Contract	Expenditures This Period	Expenditures to Date	Contract Budget Remaining
Total Project Cost	\$75,103,623.13	\$5,235,954.73	\$10,434,567.19	\$64,669,055.94

PROGRESS PHOTOS



At GS1: Mulching Operation



At GS1: Grading Haul Road



At GS1: Bear Creek Looking North



At GS1: Foundation Drilling at Bear Creek Bridge Bent 2



At GS1: Stripping Topsoil



At GS1: Video Monitoring of Bear Creek Bridge Bent 3 Shaft C



At GS1: Backfilling Operation of a Drainage Line



At GS1: Pond A Excavation



At GS1: Compacting Embankment along the Eastbound Mainlane



At GS1: Splitter Structure at Pond A



At GS1: Embankment Placement of Haul Road South of Bear Creek



At GS2: Installing Rock Filter Dam



At Interchange: Installing Grate on Sensitive Feature PF04



Maintenance of Environmental Protection Devices



QUARTERLY PROGRESS REPORT

183 SOUTH PROJECT

April 2017

Reporting Period

January 2017 through March 2017



CENTRAL TEXAS
Regional Mobility Authority



CENTRAL TEXAS
Regional Mobility Authority

Board of Directors

Ray A. Wilkerson, Chairman
Nikelle S. Meade, Vice Chairman
Charles Heimsath, Secretary
David B. Armbrust
Amy Ellsworth
James H. Mills
David Singleton

Executive Director

Mike Heiligenstein



PROJECT PARTICIPANTS

Central Texas Regional Mobility Authority



Texas Department of Transportation



Design-Build Developer



**Mobility Authority's
General Engineering Consultant**



183 SOUTH PROJECT
Quarterly Progress Report
April 2017

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INTRODUCTION

This report documents and describes the progress and status of the 183 South Project (“Project”) for the first quarter of 2017, including efforts from January 2017 through March 2017.

The Central Texas Regional Mobility Authority (“Mobility Authority”) is developing and constructing this Project. The Mobility Authority will operate and maintain the toll express road upon substantial completion of the Project. The Project’s original total cost is \$742,792,000, which includes the Design-Build Contract Price of \$581,545,700.

PROJECT DESCRIPTION

The Project is approximately 8-miles along the existing US 183 corridor between US 290 and SH 71. Within the Project limits, the existing US 183 facility’s classification is a four-lane major arterial (six lanes in some locations) with several at-grade signalized intersections and numerous side street junctions.

The Project reconstructs and expands this facility to consist of six tolled mainlanes (three in each direction) and four to six non-tolled general-purpose lanes (two to three in each direction). Tolling limits of the mainlanes upon completion of the Project are from south of Manor Road to south of Thompson Lane. The Project also includes two toll flyovers connecting eastbound SH 71 to northbound US 183 and southbound US 183 to westbound SH 71. The non-toll general-purpose roads allow local traffic to access adjacent properties and includes traffic signals at major cross streets. Through traffic can use the Project’s toll mainlanes, with grade-separated interchanges, to bypass all cross street intersections. The Project improves access for cyclists with new 5-foot bike lanes adjacent to the general-purpose roads. Recreationalists will utilize the 10-foot wide shared use path or 6-foot wide sidewalk the Project is constructing.

The Project includes interim design/build work which constructs the ultimate Project configuration described above between US 290 to Boggy Creek, a distance of approximately 4.3 miles. The intent is to open this interim work to traffic in advance of the full Project completion to SH 71.

Figure 1 below illustrates the location and limits of the Project. Figure 2 shows the typical sections, both existing and proposed.

Figure 1 - Project Location Map

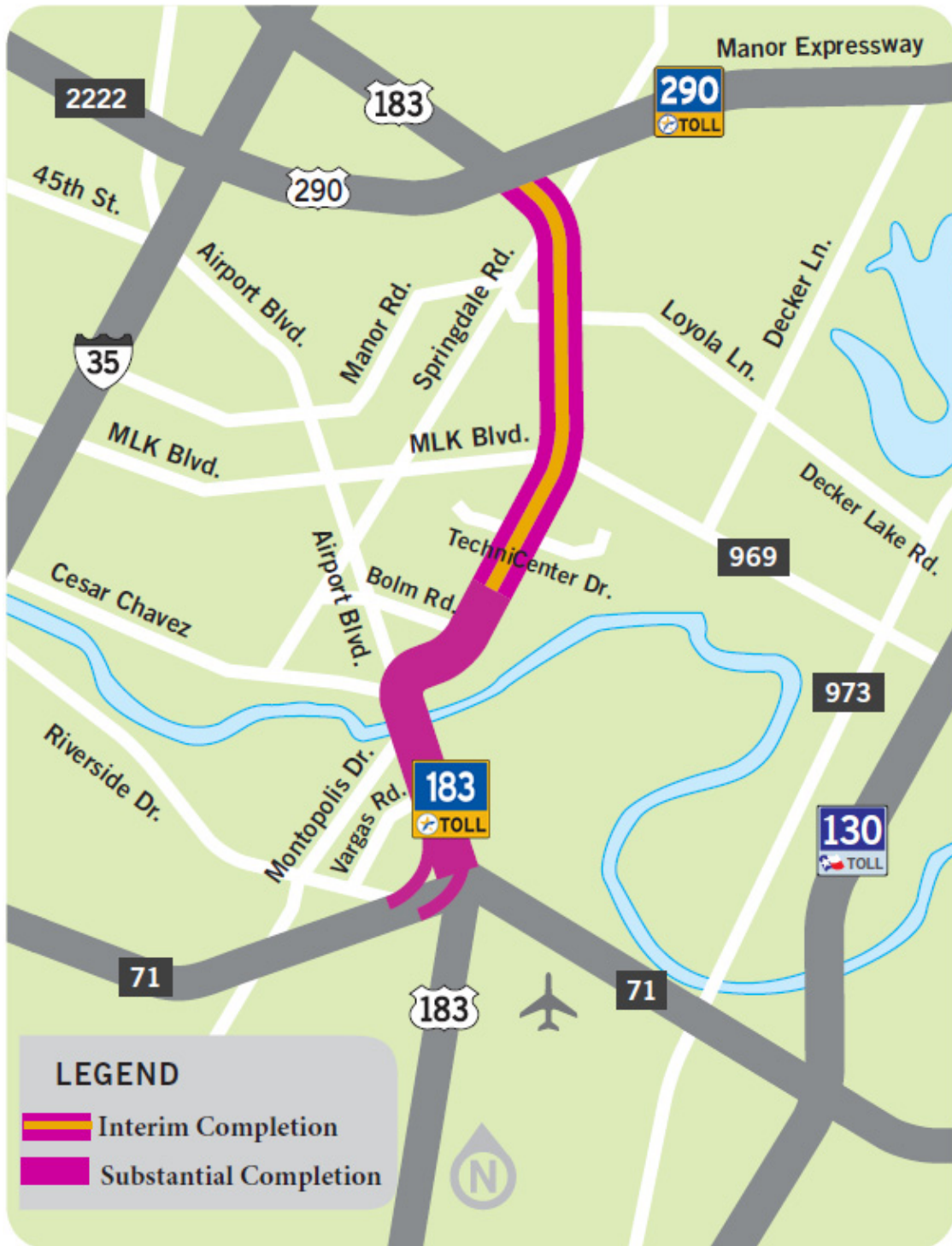
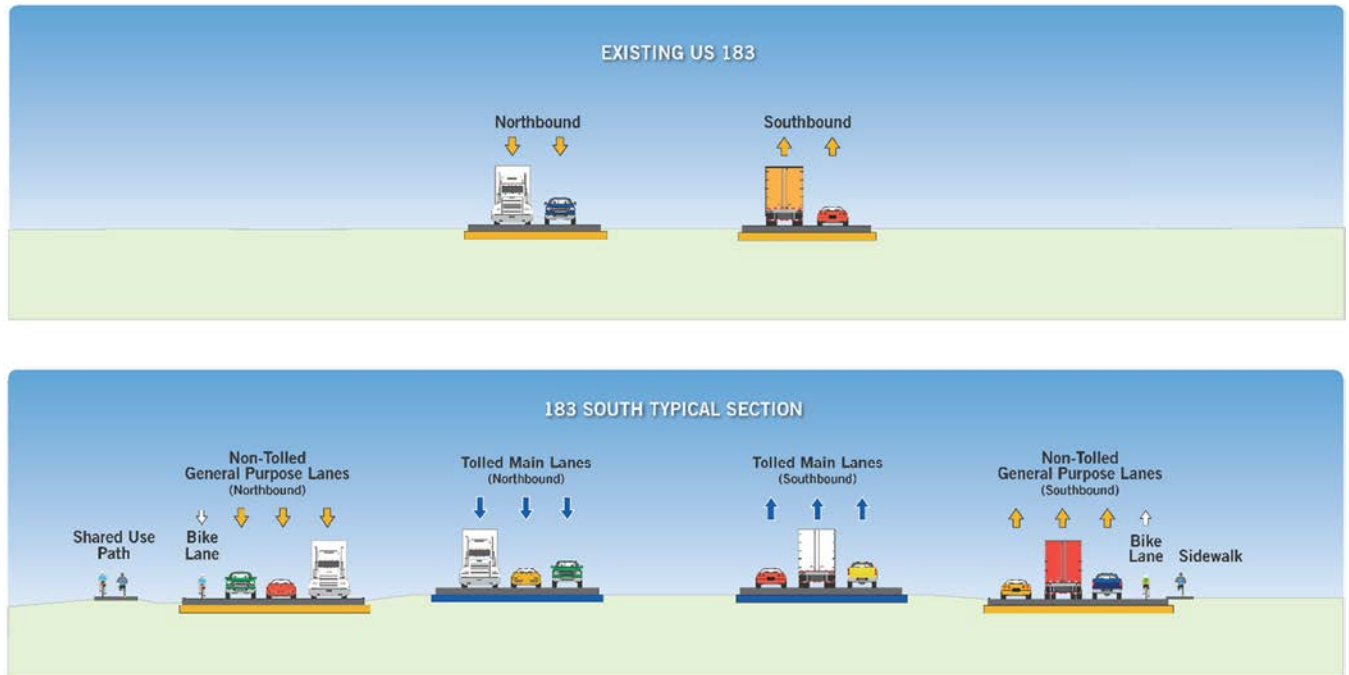


Figure 2 - Typical Sections



PROJECT DEVELOPMENT ACTIVITIES

Administrative

On May 27, 2015, the Mobility Authority selected Colorado River Constructors ("CRC") as the best value proposer, and authorized the Executive Director of the Mobility Authority to negotiate a contract with CRC. On July 29, 2015, the Mobility Authority and CRC executed a design-build agreement for the development of the Project.

In the last quarter of 2015, the Mobility Authority completed activities to fund the Project. These efforts included closing on a TIFIA loan, a SIB Loan, a SHF Loan, and Toll Revenue Bonds. Additionally, the Mobility Authority finalized TxDOT agreements and other components related to the financing plan.

The Mobility Authority issued the first notice to proceed ("NTP1") on September 10, 2015. This allowed CRC to begin submitting components of the Project Management Plan, which is now complete. The second notice to proceed ("NTP2") came on November 30, 2015, and permitted CRC to begin construction of the Project.

Design Oversight

Design efforts are on schedule and are approximately 99% complete at the close of this quarter. Only a few packages remain to be Released for Construction (RFC) and these packages are not impacting CRC's ability to complete the Project.

Utility design packages currently sit at 80% complete and permitted. Design efforts continue, with a focus on completing the outstanding design packages and subsequent permits for the City of Austin Water and Wastewater Utilities. Efforts continue in advancing the Master Utility Adjustment Agreements (MUAAs) for the Project, with 13 of the 15 agreements complete. The two outstanding MUAAs are not critical to the Project's development at this time.

The team continues to face challenges in the permitting process for the City of Austin water/wastewater relocation design. There are six remaining relocation design packages needing the City's permit approval. The Mobility Authority and CRC are aggressively pursuing issuance of these permits through weekly meetings with the City's staff. Currently, CRC is accommodating these delays within their current schedule. However, they warn additional delays may influence their ability to meet the contractual completion dates. The expectation is that this issue will not affect the schedule commitments for commencement of toll collection for either the interim work completion or substantial completion of the Project.

Construction

Construction is ongoing with many activities focusing on the Project's interim work. Each category below highlights major construction activities this quarter.

Roadway Construction:

- Earthwork operations extended from US 290 to Boggy Creek for the general-purpose roads and from US 290 through the Manor Road interchange on the mainlanes.
- CRC placed select fill material, cement treated base, asphalt bond-breaker and concrete pavement on the general purpose roads from US 290 to Loyola Lane.
- Recognizing the urgency to restore vital cross streets to their original capacity, CRC accelerated earthwork and pavement structure placement on MLK Boulevard and Manor Road.
- Drainage installation focused on completing several outfalls along the facility's main drainage lines through the interim work. Crews constructed pipes and inlets along the general-purpose roads, and cross streets, in advance of roadway pavement placement.

Utility Relocations:

- Austin Energy and City of Austin Wastewater each completed several bores crossing the corridor within the interim work.
- The joint utility duct bank work has extended from Loyola Lane to SH 71 including several borings. Five utility companies continued to install their infrastructure in completed portions of the duct bank near Manor Road.
- Texas Gas work focused on MLK Boulevard, and the US 183 corridor between MLK Boulevard and Boggy Creek this quarter.

- Tasks completed for the City of Austin Water are numerous. The bulk of the waterline installations were between Little Walnut Creek and MLK Boulevard in the interim work section. Waterline bores extended throughout the Project corridor in preparation for work in the future.

Bridge Construction:

- CRC set the beams on the main spans of both general-purpose roads bridges over Little Walnut Creek and set beams on the southbound mainlane bridge over Manor Road.
- Substructure work included drilled shafts, column construction, and abutments for the first phase of bridge construction at Boggy Creek. The activities above continued in the area of the Airport Boulevard interchange as well as on the Colorado River bridges.
- Superstructure work included the setting of beams, placing of deck panels, and constructing the bridge surface at MLK Boulevard.

Wall Construction:

- Crews constructed MSE retaining walls along the general-purpose roads between Manor Road and Little Walnut Creek while soil nail walls progressed underneath MLK Boulevard.
- At the Manor Road overpass, the existing topography required the use of hybrid retaining walls. CRC used both soil nails and MSE retaining walls to create a linear wall that, with the placement of the wall panels, will appear uniform in appearance.
- Temporary walls installed this quarter allowed CRC to begin removing the required landfill material near Loyola Lane.

Right-of-Way Acquisition

All Fee and Easement Parcels were available to the contractor beginning on March 8, 2016. The Mobility Authority approved using the Power of Eminent Domain for the remaining Right of Entry parcel. Table 1 showed the status of the Mobility Authority’s parcel acquisition, including the completion all Access Denial acquisitions, as of March 31, 2017.

Table 1 – Owner Acquired Parcels

Parcel Type	Total Parcels	Acquired	Comment
Fee	12	11	1 (Right of Entry)
Easement	6	6	Completed
Access Denial	18	10	Completed*
TOTAL	36	27	1 Parcel Active

**Rescinded Access Denial offers to 8 parcels.*

Utility Easements

CRC is responsible for acquiring the 72 City of Austin’s Water or Wastewater utility easements for the Project. Of the 22 offers to Purchase Easement that CRC is extending to impacted property owners at this time, 7 parcel owners consent to the offer’s conditions through signed and recorded documents. To facilitate utility construction, CRC is currently offering Possession and Use agreements to 52 impacted properties with 20 parcel owners accepting the agreement’s

terms. Finally, Special Commissioner Hearings are for obtaining eminent domain on the Project and there are three utility easements at various points in this process.

Public Involvement

The team worked on communication outreach efforts during construction, including developing materials for meetings with neighborhoods, schools, business owners, the City of Austin, and other stakeholders. Coordination effort continued with external events and facility managers in the area for proactive coordination of potential impacts due to ongoing construction.

This quarter, ten events ranging from individual and business owners meetings, calls with large event planners in the area, visiting local educational facilities, to hosting neighborhood events. The team also responded to over forty e-mails received through the project website, forty hotline calls, and prepared bi-monthly newsletters for distribution.

LOOK AHEAD

CRC activities for the next quarter include; comment resolution for reviews, permitting, right-of-way (easements), utility relocation design, utility master agreement negotiations, and completion of Released for Construction Plans (“RFC”). As final design is completed, revisions to previously approved RFC plans will occur.

Austin Energy will focus their resources on the interim work areas. The joint duct bank construction will continue throughout the corridor with utility companies placing their infrastructure in completed portions of the joint duct bank. Enterprise Pipeline will be on-site next quarter for relocation of their line around the Colorado River. Texas Gas’ work is ongoing and they will begin installing lines from the Colorado River to Thompson Lane. Waterline construction will continue in several locations throughout the Project while wastewater will install a segment of line south of Boggy Creek.

Next quarter, CRC will begin earthwork and pavement substructure operations on the northbound general-purpose road from Manor Road to Loyola Lane. Earthwork on the mainlanes is commencing north of MLK Boulevard and extending to the interim work limits. Pavement placement on the mainlanes is occurring from US 290 through the Manor Road interchange. Finally, drainage work will continue throughout the interim work area and will be extending down to the SH 71 interchange.

Retaining walls in the upcoming quarter will include cast in place construction and MSE wall erection at several locations beginning at Manor Road and extending down to the SH 71 interchange area. The hybrid walls supporting the mainlanes over Manor Road will be complete next quarter. Crews will also begin working on soundwalls along the southbound general-purpose road, just north of Manor Road.

In the next three months, CRC will complete the Little Walnut Creek general-purpose bridges and the northbound general-purpose bridge over Montopolis Tributary. Crews will also demolish the existing MLK Boulevard bridge to make room for the second phase of bridge construction, starting with substructure work. CRC continues substructure work including ongoing drilled shafts, columns, and abutments in the Airport Boulevard interchange, over the Colorado River, SH 71

over US 183, and northbound mainlanes over the Montopolis Tributary. Crews will set beams on the northbound mainlane bridge over Manor Road with deck panels, bridge surface and railings on both bridges occurring. The Airport Boulevard interchange area will also see superstructure work occurring with the setting of beams, deck panels, and bridge surface.

The public involvement team will continue monitoring construction activities and disseminate information to neighborhoods, schools, business owners, the City of Austin, and other stakeholders. The public involvement team will continue bi-monthly distribution of the Project’s newsletter, responding to emails and hotline questions, maintaining the 183south.com website, and using social media to post real time construction information. The team is looking for opportunities to engage with local residents through neighborhood meetings, local event sponsorships, community events, while seeking opportunities to encourage the construction workforce to frequent local businesses.

Finally, the Mobility Authority continues to coordinate efforts with their oversight consultants selected for Public Involvement, Survey Quality Assurance Services, Materials Acceptance Testing Services, and Construction Inspection Services.

DEVELOPMENT PROGRESS

CRC submits, and the Mobility Authority approves, the Project Baseline Schedule (PBS2). Schedule Update 18 (SU-18) is CRC’s latest submittal with a Data Date of March 26, 2017. Table 2 provides the Project’s milestones, according to CRC’s Project Baseline Schedule (PBS2).

Table 2 - Schedule of Project Milestones

Project Milestone	Actual/Projected Dates	Status
Selection of Best Value Proposer	May 27, 2015 ¹	Complete
Contract Executed	July 29, 2015 ¹	Complete
NTP1 Issuance	September 10, 2015 ¹	Complete
NTP2 Issuance	November 30, 2015 ¹	Complete
Commencement of Construction	April 18, 2016 ¹	Complete
Interim Completion	December 13, 2018	On-Target
Toll Collection Date for Interim	August 2019	On-Target
Substantial Completion	November 3, 2019	On-Target
Final Acceptance	March 2, 2020	On-Target
Toll Collection Date for Full Project	August 2020	On-Target

¹Actual dates

DESIGN-BUILD CONTRACTOR PROGRESS

Table 3 shows the progress in Design and Construction in terms of percentage complete based on efforts to date as of March 26, 2017 and compares this progress to the previous Quarterly Report.

Table 3 - Design-Build Contractor Progress

Development Task	Current	Previous	Change
Project Administration	77%	62%	15%
Mobilization	100%	75%	25%
Submittals and Permitting	63%	54%	9%
Development Design	100%	98%	2%
Utility Coordination	96%	92%	4%
Utility Relocation	28%	15%	13%
Utility Betterment	11%	4%	7%
Frontage Roads/General Purpose	19%	10%	9%
Mainlanes	8%	5%	3%
SH 71	3%	3%	0%
Patton Avenue	0%	0%	0%
Airport Blvd/7 th Street	31%	8%	23%
Montopolis Drive	1%	1%	0%
MLK Boulevard	28%	6%	22%
Loyola Lane	1%	1%	0%
Manor/Springdale Road	49%	13%	36%

PROJECT FINANCIAL SUMMARY

Table 4 shows the overall financial status for the Project through March 2017 including the original budget for the Project and expenditures to date.

Table 4 - Project Financial Summary

Description	Original Costs Estimate	Expenditures to Date	Estimated Remaining Cost	Estimate at Completion
Total Project Cost	\$742,792,000	\$249,287,504	\$493,504,496	\$742,792,000

Note: The above numbers include Traffic & Revenue analyses, Final Engineering, Right of Way, Utility adjustment, Construction, Toll & ITS, General Engineering Consultant, Legal, and contingency costs.

The following graph, Figure 3, shows the anticipated cumulative expenditures for the development of the Project. Comparing the actual cumulative expenditures against the baseline cumulative expenditure curves will occur throughout the Project’s development. This graph does not include funds requested associated with the pending Draw Request #20, only actual expenditures to date through the end of March 2017.

Figure 3 – Development Cash Flow Curve



DESIGN-BUILD CONTRACTOR FINANCIAL STATUS

The following summary provides the financial status of the design-build contract for the Project. This status includes December's 2016 Draw Request #17 approved amount through Draw Request #20, currently under review and pending payment.

Table 5 - Financial Status, Design-Build Contract

Original CRC Contract Amount:	\$581,545,700.00
Authorized Changes (Change Order and/or Amendments):	
Previous Change Orders	(\$2,037,548.83)
Change Order #3 – MSE Wall at Herrera Street	\$93,805.34
Change Order #4 – Greenroads Implementation	\$362,280.00
Change Order #5 – Virtual Weigh Station Removal	(\$80,402.09)
Change Order #6 – 51 st Parking Area & Trailhead	\$477,583.12
Current Authorized Contract Amount:	\$580,361,417.63
Draw Requests	
Previous Draw Requests	\$163,965,717.81
Draw Request #17 (December 2016)	\$11,499,447.98
Draw Request #18 (January 2017)	\$6,983,630.66
Draw Request #19 (February 2017)	\$25,659,113.99
<i>Draw Request #20 (March 2017)</i>	<i>\$12,813,541.91</i>
Total Amount Earned To Date:	\$220,921,452.35
Amount remaining for work to be completed:	\$359,439,965.28
Expenditures vs Current Contract Price (%) thru March 2017:	38.1%

SUMMARY OF CHANGE ORDERS THIS REPORTING QUARTER

Change Order #3 adds a retaining wall along the northbound general-purpose road to prevent the Project's embankment from prohibiting residents to access their property on Herrera Street.

Change Order #4 implements certain initiatives associated with the Greenroads program. At the Mobility Authority's request, the Project is seeking sustainability certification using Greenroads' Rating System.

Change Order #5 removes certain scope items pertaining to the virtual weigh station facilities for the Project. Equipment cabinets, and overhead detection systems (including foundations) will not be constructed at four locations. Additionally, Change Order #5 removes certain conduits associated with the virtual weigh station facilities.

Change Order #6 authorizes CRC to design and construct an additional trailhead on the Mobility Authority's parcel at 51st Street and US 183. The change order includes construction of an asphalt parking lot, landscaping, exercise stations, picnic tables, and illuminating the trailhead and parking areas.

DESIGN-BUILD CONTRACT TRACKING

The following table (Table 6) shows the contract status for CRC including all executed change orders or change orders in negotiation, and a summary of the Project contingency status.

Table 6 - Design Build Contract Tracking

Project Contingency:	\$36,560,000.00
Contractor Incentive	\$7,800,000.00
Lane Rental Bank Incentive	\$3,500,000.00
Initial Project Contingency:	\$47,860,000.00
Approved 3 rd Party Reimbursable:	\$0.00
Pending 3 rd Party Reimbursable:	\$722,009.00
Total Project Contingency:	\$48,582,009.00
Approved Contingency Items	
Dispute Board Costs	\$3,292.14
Partnering Costs	\$16,828.00
Liquidated Damages	(\$112,500.00)
Change Orders (See Table 5)	(\$1,184,282.00)
Authorized Changes	(\$1,276,661.86)
Pending Change Proposals	
RCP-009: Reclaimed Waterline Extension*	\$520,000.00
RCP-010: Google Accommodation (FM969 to Boggy Creek)*	\$70,000.00
RCP-013: Google Accommodation (Boggy Creek to Colorado River)*	\$20,000.00
RCP-020: City of Austin Wastewater Line Upgrade*	\$71,242.00
RCP-024: City of Austin Additional Gate Valve on Line WL048*	\$40,767.00
Total Pending Change Proposal	\$722,009.00
Remaining Project Contingency	\$49,136,661.86

* *Third Party Reimbursable*

PROGRESS PHOTOS



Bridge Cap Construction near MLK Boulevard [January 10, 2017]



Bridge Construction near MLK Boulevard [January 25, 2017]



Bridge Approach near MLK Boulevard

[March 29, 2017]



Bridge Columns at Colorado Bridge

[February 22, 2017]



Southbound Bridge Columns at Boggy Creek

[March 8, 2017]



Hot Mix Asphalt near Manor/Springdale Road

[February 12, 2017]



Drainage Culverts

[March 2, 2017]



Joint Trench Utilities

[March 29, 2017]



Soil Nail Wall Construction [January 23, 2017]



Tie Additional Steel on Soil Nail Wall (Northbound) [March 7, 2017]



Excavating & Demo for Drill Shaft Rig

[March 20, 2017]



Bridge Cladding near Airport Boulevard & Leander Loop

[February 24, 2017]



183 at US 290 Interchange (Looking South)

[February 24, 2017]



183 south of US 290 (Looking South)

[February 24, 2017]



183 at Springdale/Manor Rd Interchange (Looking South)
[February 24, 2017]



183 at Purple Sage Pedestrian Bridge (Looking South)

[February 24, 2017]



183 North of Loyola Ln (Looking South)

[February 24, 2017]



183 at Loyola Ln (Looking South)

[February 24, 2017]



183 at Little Walnut Creek (Looking South)
[February 24, 2017]



183 at 51st St (Looking South)

[February 24, 2017]



183 at FM 969/MLK Jr Blvd (Looking South)

[February 24, 2017]



183 just South of FM 969/MLK Jr Blvd (Looking South)

[February 24, 2017]



183 at Techni Center Dr (Looking South) [February 24, 2017]



183 at Central Ave (Looking South) [February 24, 2017]



183 at Hudson St and Harold Ct (Looking South)
[February 24, 2017]



183 at Boggy Creek (Looking South)

[February 24, 2017]



183 Between Boggy Creek and Bolm Rd (Looking South)
[February 24, 2017]



183 at Bolm Rd (Looking South) [February 24, 2017]



183 near Bolm Rd (Looking South)

[February 24, 2017]



183 near Colorado River Bridge (Looking West)

[February 24, 2017]



183 Near Vargas Rd (Looking South) [February 24, 2017]



183 at Colorado River Bridge (Looking Southwest)

[February 24, 2017]



183 at Airport Blvd/7th St/5th St/1st St (Looking Southeast)

[February 24, 2017]



183 near Callahan's General Store at Thompson Ln (Looking south)

[February 24, 2017]



183 towards Old Bastrop Rd (Looking South)

[February 24, 2017]



Old Bastrop Rd – SH 71 – 183 N Ramp (Looking Southeast)

[February 24, 2017]



WB/EB SH 71 at 183 Interchange (Looking East)
[February 24, 2017]



SH 71 at 183 (Looking East from interchange)

[February 24, 2017]



SH 71 at 183 Interchange (Looking North)

[February 24, 2017]



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #11

Executive Session

Executive Session:

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



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #12

Executive Session

Executive Session:

Discuss legal issues relating to procurement and financing of Mobility Authority transportation projects, as authorized by §551.071 (Consultation With Attorney).



CENTRAL TEXAS
Regional Mobility Authority

April 26, 2017
AGENDA ITEM #13

Executive Session

Executive Session:

Discuss personnel matters as authorized by §551.074 (Personnel Matters).