

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

RESOLUTION NO. 13-047

**APPROVING AN AGREEMENT WITH CDM SMITH FOR TRAFFIC AND
REVENUE SERVICES AND OPERATIONAL ANALYSIS SERVICES.**

WHEREAS, by Resolution No. 09-014, dated February 25, 2009, the Board of Directors authorized the Executive Director to negotiate and execute contracts with a list of recommended providers of traffic and revenue services, including Wilbur Smith Associates (“WSA”), the predecessor company to CDM Smith Inc. Associates (“CDM Smith”), and the Mobility Authority subsequently entered into a contract with WSA effective August 1, 2009; and

WHEREAS, the Mobility Authority is undertaking an environmental study relating to the proposed MoPac South and MoPac South Overpass projects, which will require traffic and revenue engineering services and related studies; and

WHEREAS, the Executive Director recommends engaging CDM Smith to provide professional traffic and revenue engineering services and operational analysis services related to the US 183/MoPac Interchange, the US 183 North project, and for miscellaneous technical services requested from time-to-time by the Mobility Authority, on the terms and conditions set forth in the draft Letter of Engagement attached as Exhibit 1.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Executive Director to negotiate and execute on behalf of the Mobility Authority an agreement with CDM Smith to provide professional traffic and revenue engineering services and operational analysis services in the form or substantially in the form of Exhibit 1, for a maximum not to exceed fee of \$1,000,000, and as the Executive Director further determines is in the best interest of the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 31st day of July, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 13-047
Date Passed: 7/31/13

EXHIBIT 1 TO RESOLUTION 13-047

DRAFT LETTER OF ENGAGEMENT WITH CDM SMITH

[on the following 8 Pages]



July 10, 2013

William Chapman
Chief Financial Officer
Central Texas Regional Mobility Authority (CTRMA)
3300 N IH-35, Suite 300
Austin, TX 78705

**Re: Letter of Engagement – Central Texas Regional Mobility Authority
US 183 North Project – Traffic and Revenue Engineering Services, US 183/MoPac
Interchange Analysis, and Miscellaneous Technical Services**

Dear Mr. Chapman:

CDM Smith Inc. (CDM Smith) is pleased to submit this letter of engagement for professional services related to the US 183 North Project. This letter of engagement between CDM Smith and the Central Texas Regional Mobility Authority (the “Authority”) has three major parts – miscellaneous technical services; environmental analysis support for the US 183/MoPac interchange; and support for the analysis of the US 183 North project. CDM Smith will provide miscellaneous technical services, as requested by the Authority, which are not covered in existing work authorizations. CDM Smith will also provide traffic and revenue related support for the environmental reevaluation of the US 183/MoPac interchange. Finally, as part of the US 183 North Project, CDM Smith will assist the Authority in assessing the proposed project, located in Williamson and Travis counties, Texas. This effort shall include travel demand modeling support and sketch-level traffic and toll revenue analysis through the Environmental Assessment (EA) phase for the US 183 North Project. The level of assistance will include traffic engineering and operational analyses with detailed traffic operational assessments to support the environmental phases, and the implementation of a sketch-level, and the initial data collection for a Level-2 Intermediate Traffic and Toll Revenue (T&R) study that may be requested by the Authority through a future letter of engagement. In order to provide the traffic and revenue support as noted above, the Authority will provide previously collected data, updated Travel Demand Model developed by Capital Area Metropolitan Planning Organization (CAMPO), schematic diagrams of alternatives, operational models and other relevant data to CDM Smith as needed to undertake the proposed work. CDM Smith will draw upon several collected travel pattern and behavioral databases, and travel demand models already developed as part of the MoPac North Project. CDM Smith will coordinate with efforts already undertaken as part of the US 183A Project studies and will supplement and enhance these with additional data collected specifically within the US 183 North Project corridor.





BACKGROUND AND PURPOSE

This letter of engagement has been designed to reflect CDM Smith's commitment to support the US 183 North Project traffic and revenue analyses, consistent with our understanding of the Authority's objectives and the Central Texas region. The services to be provided by CDM Smith under this engagement will include the evaluation of US 183 North Project that will extend along US 183 from the intersection of SH 45/RM 620 to the intersection of US 183 and MoPac (Loop 1). The envisioned tasks to be undertaken as part of this study are described in more detail below.

Miscellaneous Technical Services

Traffic and Revenue Related Miscellaneous Technical Services (Not to exceed \$250,000)

This task is designed to cover miscellaneous technical services, as requested, that are not already covered in an existing work authorization and that may include: peer review services; sketch or planning level analyses for proposed improvements including capacity expansions of existing system, new location facilities or extensions of existing facilities; attending miscellaneous meetings, as requested; and, providing expert opinions regarding potential impacts of policy or travel demand changes. It is anticipated that the cost of these miscellaneous technical services will not exceed a total of \$250,000 for duration of the current contract.

US 183/MoPac Interchange

Travel Modeling, Operational Analysis and Environmental Support (Not to exceed \$300,000)

CDM Smith proposes the following scope of work to perform traffic operational modeling for the planned improvements to the US 183/MoPac Interchange. The budget is estimated to cover eight (8) models.

The study area for this project includes the five-mile corridor consisting of US 183 between MoPac Expressway and Braker Lane, and MoPac Expressway between 35th Street and US 183. The following tasks are envisioned:

1. Development of Traffic Volume Profiles

Using the traffic data collected (as part of Initial Data Collection task), CDM Smith will develop traffic volume profiles under existing (2013) and future (2035) conditions by balancing traffic volumes along the study corridor. Traffic volumes under future conditions will be developed based on traffic projections obtained from the MoPac North corridor model.



2. Base Model Development

Traffic operational analysis will be performed using the PTV VISSIM microsimulation software. Separate base models will be developed to evaluate commute traffic in the peak directions of travel, i.e., in the southbound direction during the AM peak period (referred to as the Southbound AM model) and in the northbound direction during the PM peak period (referred to as the Northbound PM model).

3. Model Calibration

To ensure that the base microsimulation models reflect existing traffic conditions within the study area, they will be calibrated as follows:

- Capacity Calibration – The capacities of the study corridor at bottleneck locations will be calibrated such that traffic volumes at the bottleneck locations obtained from the microsimulation models would be similar to those collected in the field. Upon calibrating the bottleneck capacities, the rest of the traffic counts will be used to check the route choice aspects of the base models.
- System Performance Calibration – The overall network performance measures predicted by the base models are compared to those collected during the field observations. Relevant performance measures include traffic volumes at key locations, travel times along the study corridor, location of congested areas as well as bottlenecks, and queue lengths at bottlenecks. The following calibration acceptance target would be used for this project:
 - Individual link flows should generally be within 15 percent of the field data.

Additionally, CDM Smith will calibrate weaving sections, if any, based on traffic counts and field observations. The driver behavior characteristics for a typical weaving section will be applied to other weaving sections in the corridor.

The resultant calibrated base models will be used to evaluate the proposed interchange improvement alternatives.

4. Future Model Development

As mentioned earlier, traffic volumes for the study corridor under future conditions will be developed based on traffic projections obtained from the MoPac North travel demand model.

The following is a list of potential performance measures that will be used to evaluate the study corridor:

- Average travel speed
- Average travel time



- Average vehicle delay

A comparison of the no-build and build model output (performance measures) will be developed and provided to the project team for review.

The future build analysis will only be conducted for the year 2035 and will be based on one set of traffic volumes for the general purpose (GP) and express lanes as provided by the travel demand model and tested for the no-build option and the two design options. Any additional traffic volume development and/or evaluation of alternatives would necessitate supplementing the budget. Further discussions in this regard with CTRMA and HNTB Corporation will be undertaken before initiating the modeling effort.

5. Documentation

CDM Smith will prepare a draft technical memorandum summarizing the model development procedures, calibration methodologies and results, and traffic analysis results. This draft technical memorandum will be submitted to CTRMA, HNTB Corporation and CP&Y for their review. Upon receiving the comments, CDM Smith will prepare and submit the final technical memorandum.

Deliverables: Technical Memorandum and modeling results

US 183 North Project

Initial Traffic Engineering, and Environmental Modeling Support (Not to exceed \$170,000)

The following task will support the development of the project schematic and is dependent on some initial traffic count collection and speed and delay data being obtained either through the sketch-level or higher data collection efforts. CDM Smith will provide the following services to the Authority, as requested under this task:

- In consultation with the Authority, request and obtain all readily available data from relevant local agencies including the Capital Area Metropolitan Planning Organization (CAMPO), as part of the initial project development and technical support.
- Analyze data validity, existing travel demand models, travel demand modeling procedures and parameters and economic parameters used as inputs to travel demand growth.
- Review relevant technical reports and data collected by the Authority, and applicable assumptions and procedures implemented in determining the traffic demand potential from the intersection of SH 45/RM 620 at the northern termini to the intersection of US 183/ MoPac at the southern terminus.



- Compare TxDOT's TP&P forecasts against any newly developed or collected data to confirm and identify areas requiring refinement.
- Undertake general model calibration efforts to incorporate corridor specific information collected within the corridor.
- Conduct travel demand model runs, and undertake a review of the official CAMPO model, analyze data validity, travel demand modeling procedures and incorporate changes to the CAMPO official model within the study corridor limits.
- Provide traffic pattern diagrams related to the identified baseline configuration, and express lane access to aid in traffic analysis to support the air quality analysis, +/- 5 percent MSAT analysis.
- Conduct these analyses for two years – e.g. 2015 and 2035 – for AM Peak Hour, PM Peak Hour and Daily time periods.
- Participate in discussions on best approaches to utilize in support of the Air Quality and Noise Mitigation analyses. This may include the running of the travel demand models to obtain a +/- 5 percent impact on the segments within the travel demand model.
- Review the VMT mix documentation from CAMPO/TTI and provide a comparison between CAMPO VMT mix (if available) and the currently observed hourly breakdown based on any traffic data collected within the corridor.
- Review up to five (5) alternatives to support the Reasonable Alternative Evaluation Matrix. Assist in interpreting the results of the alternatives analysis and document the final travel demand modeling results leading to the identified preferred alternative.
- Attend up to five (5) relevant traffic modeling coordination meetings, as requested by the Authority with the project team.
- Attend up to five (5) Public Outreach and Environmental Coordination meetings, with the Authority and the project team.
- The development of independent estimates of traffic and toll revenue by CDM Smith will be undertaken as part of subsequent tasks.
- Contract management activities and quality control.

Deliverables: Technical Memorandum documenting reviews, attendance at meetings or conference calls as warranted by the Authority, and technical assistance to kick-off the travel demand model efforts and environmental assessment support.



Sketch-Level Study (Not to exceed \$80,000)

CDM Smith will conduct a sketch-level traffic and toll revenue study to evaluate the toll feasibility of the US 183 North Project in Austin and the following tasks are envisioned:

- Evaluate the background data for the study corridor from the intersection of SH 45/RM 620 at the northern terminus to the intersection of US 183/ MoPac at the southern terminus to enable the analysis of additional alternatives currently under development.
- Incorporate several key parameters and investigate the risk profiles around a combined effect of a set of variables to provide up to five (5) traffic and revenue scenario estimates of the projects under a defined set of business term assumptions and configurations as determined by the Authority. The risk profiling will be conducted at a sketch-level.
- Analyze the traffic and revenue potential of a proposed toll option and review of parameters that include: opening year ramp-up, historical traffic growth, toll rate setting, travel time saving of the toll facility, truck percentages, potential users' values-of-time, and expected economic development within the corridor.
- Provide traffic projections and estimated toll revenue for a 50-year period.
- Contract management activities and quality control.

Deliverables: Electronic file of the report and supporting spreadsheet files with the tables of the 50-year traffic and revenue projections for up to five (5) scenarios.

Initial Data Collection (Not to exceed \$200,000)

CDM Smith will undertake an initial Data Collection effort in support of the environmental tasks for the proposed US 183 North Project. The data collected as part of the MoPac North Project and US 183A Project will be referenced and used to the extent possible and will be supplemented with new information collected within the proposed corridor. The following tasks are envisioned for implementation under the data collection effort:

- Coordinate and implement the data collection for the US 183 North Project corridor using non-invasive methods to support the traffic and revenue assessment of the corridor.
- Review any previously collected license plate matching data by the Authority to enhance the understanding of traffic patterns within the corridor. It is envisioned that no new license plate data will be collected.
- Collect traffic counts along the US 183 North Project corridor to determine the magnitude of existing ramps, frontage and mainline traffic demand, as well as traffic demand along the existing competing routes within the study corridor.



- Collect traffic counts along MoPac corridor from US 183 to 35th street to determine the magnitude of existing ramps, frontage and mainline traffic demand to support the MoPac/US 183 Interchange operational analyses.
- Utilize new data collection techniques and sources to evaluate origin/destination (O-D) patterns within the corridor to supplement previous O-D survey efforts. A comprehensive O-D survey effort is not envisioned as part of this task and will be undertaken as part of a subsequent effort, if authorized by the Authority.
- Field reconnaissance will be performed during the peak commute hours (usually from 6 AM to 9 AM and from 3 PM to 7 PM) of a typical weekday (Tuesday, Wednesday or Thursday). This data collection effort will include the purchase of INRIX (or an equivalent data source from another vendor) speed and delay data.
- Compare readily available socio-economic data to previous economic information collected by the Authority to evaluate the latest socio-economic trends within the corridor.
- Analyze and prepare the data collected to be distributed to the Authority and other partner agencies as directed by the Authority as a baseline source of traffic data.
- Review data collected for consistency and accuracy, and compile for distribution to other agencies.
- Contract management activities and quality control.

Deliverables: Letter report summarizing the data collection effort. Electronic files of the data collected.

CDM Smith is prepared to undertake the tasks outlined and will submit a more detailed scope of all relevant items as the need arises within each phase of the project under a total not-to-exceed fee of **\$1,000,000** from the date of Notice to Proceed from the Authority. CDM Smith will invoice the Authority for the actual cost of services on a monthly schedule through invoices submitted to the Authority for work completed. The developed fee is based on the phased approach, as outlined within the scope and incorporates an evolution of the project from the environmental operations to a sketch-level study. CDM Smith will provide an ongoing update on the project status and will notify the Authority prior to performing any additional and unforeseen work efforts that may extend beyond the estimated maximum fee. This fee arrangement, if not acceptable to the Authority, can certainly be modified to more closely reflect its desires from the outlined scope.



* * *

We sincerely appreciate the opportunity to submit this letter of engagement for Traffic and Revenue services and thank you for considering CDM Smith for this important assignment. If this proposal adequately meets your needs, it may serve as the basis of the study agreement/contract by your executing the section at the end of the document and returning an originally signed copy. We look forward to working with the Authority on this significant project. Should you have any additional questions or require further clarification concerning the contents of this letter of engagement, please do not hesitate to contact us and we will incorporate the changes you require immediately.

Yours sincerely,

Letter of engagement approved as submitted

David Anderson
Client Service Manager
CDM Smith Inc.

Mike Heiligenstein
Executive Director
Central Texas Regional Mobility Authority

Date:

Date:

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

RESOLUTION NO. 13-048

ACCEPT THE FINANCIAL REPORTS FOR JUNE 2013.

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

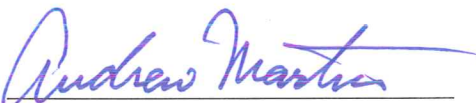
WHEREAS, the Board has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the Mobility Authority's Chief Financial Officer, to review invoices, approve disbursements, and prepare and maintain accurate financial records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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of June 2013, and has caused Financial Reports to be prepared and attached to this resolution as Attachment A.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Reports for June 2013, attached as Attachment A.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 31st day of July, 2013.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Willerson
Chairman, Board of Directors
Resolution Number: 13-048
Date Passed: 7/31/2013

Attachment A

Financial Reports for June 2013

**Central Texas Regional Mobility Authority
Balance Sheet**

As of	June 30, 2013	June 30, 2012
Assets		
Current Assets		
Cash in Regions Operating Account	773,079	128,762
Cash In TexSTAR	345,711	14,035
Regions Payroll Account	21,543	6,776
Restricted cash/cash equivalents		
Fidelity Government MMA	125,217,295	45,098,220
Restricted Cash-TexStar	23,657,818	55,402,454
Overpayment accounts	32,994	30,664
Total Cash and Cash Equivalents	150,048,440	100,680,911
Accounts Receivable	236,063	205,082
Due From Employees	0	(357)
Due From Other Funds	214,060	135,429
Due From TTA	1,308,875	457,666
Due From NTTA	90,741	52,695
Due From HCTRA	229,783	80,668
Due From TxDOT	32,538,130	1,852,645
Due From Federal Government	0	11,079,369
Interest Receivable	216,923	477,627
Total Receivables	34,834,575	14,340,825
Short Term Investments		
Treasuries	0	4,549,017
Short Term Investments	96,537,752	193,742,684
Other Current Assets		
Prepaid Insurance	26,034	15,922
Total Current Assets	281,471,644	308,780,343
Construction Work In Process		
	302,203,817	364,920,775
Fixed Assets		
Computers(net)	20,340	27,774
Computer Software(net)	0	137,355
Furniture and Fixtures(net)	0	11,909
Equipment(net)	21,134	38,968
Autos and Trucks(net)	14,371	21,270
Buildings and Toll Facilities(net)	6,009,891	6,167,573
Highways and Bridges(net)	324,742,982	172,752,315
Communication Equipment(net)	768,118	951,443
Toll Equipment(net)	12,188,022	2,083,573
Signs(net)	8,791,517	4,933,836
Land Improvements(net)	3,814,884	1,112,550
Right of Way	46,458,304	24,683,553
Leasehold Improvements	71,337	57,898
Total Fixed Assets	402,900,900	212,980,017
Long Term Investments		
Other Assets		
Security Deposits	0	8,644
Intangible Assets	20,070,950	650
Total Bond Issuance Costs	9,654,850	15,100,301
Total Assets	1,016,302,162	919,936,643

Liabilities

Current Liabilities

Accounts Payable	11,936,417		21,439,648
Overpayments	34,260		31,558
Salaries Payable	76,786		47,722
Interest Payable	14,761,185		21,088,563
Due to other Funds	214,060		170,203
Deferred Compensation Payable	0		(0)
TCDRS Payable	34,934		59,651
Due to other Entities	465,503.97		0
Other	0		17,178
Due to State of Texas	(0)		0
Total Current Liabilities	27,523,146		42,854,523

Long Term Liabilities

Accrued Vac & Sick Leave Paybl		189,089		189,089
Senior Lien Revenue Bonds 2005	0		172,628,655	
Senior Lien Revenue Bonds 2010	104,661,359		101,442,404	
Senior Lien Revenue Bonds 2011	307,258,700		306,571,550	
Senior Refunding Bonds 2013	185,810,000		0	
Sn Lien Rev Bnd Prem/Disc 2010	132,028		168,801	
Sn Lien Rev Bnd Prem/Disc 2011	(3,718,622)		(3,883,997)	
Sn Lien Rev Bnd Prem/Disc 2013	15,104,788		0	
Subordinated Lien Bond 2010		0		45,000,000
Subordinated Lien Bond 2011		70,000,000		70,000,000
Subordinated Refunding Bonds 2013		103,960,000		
Sub Lien Bond 2011 Prem/Disc		(1,985,003)		(2,074,819)
Sub Lien Bond 2013 Prem/Disc		4,316,670		
TIFIA note 2008		0		77,656,077
2011 Regions Draw Down Note		1,974,569		400,000
2013 American Bank Loan		5,300,000		
Total Long Term Liabilities		793,003,578		772,728,127
Total Liabilities		820,526,724		815,582,650

Net Assets Section

Contributed Capital		18,334,846		18,334,846
Net Assets beginning		94,448,650		61,916,599
Current Year Operations		82,991,943		24,102,548
Total Net Assets		177,440,593		86,019,147

Total Liabilities and Net Assets

1,016,302,162	919,936,643
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Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 6/30/2013	Percent of Budget	Actual Prior Year to Date 6/29/2012
Revenue				
Operating Revenue				
Toll Revenue-TxTag-Manor	574,358	1,027,475	178.89%	-
Toll Revenue-TxTag-183A	23,317,359	22,123,788	94.88%	15,762,379
Toll Revenue-HCTRA-183A	741,110	978,990	132.10%	670,702
Toll Revenue-HCTRA Manor	14,957	128,233	857.34%	-
Toll Revenue-NTTA-183A	444,666	660,239	148.48%	429,432
Toll Revenue-NTTA-Manor	8,974	36,256	404.01%	-
Video Tolls 183A	3,599,122	4,953,088	137.62%	3,376,156
Video Tolls Manor Expressway	30,000	273,066	910.22%	-
Fee revenue 183A	1,502,134	1,810,913	120.56%	1,369,800
Fee revenue Manor Expressway	10,000	167,109	1671%	-
Total Operating Revenue	30,242,680	32,159,156	106.34%	21,608,471
Other Revenue				
Interest Income	180,000	230,171	127.87%	188,494
Grant Revenue	1,236,000	91,417,267	7396%	28,373,254
Reimbursed Expenditures	-	34,774		150,000
Misc Revenue	2,500	378,310	15132%	918,366
Gain/Loss on Sale of Asset	-	-	0.00%	12,342
Unrealized Loss	-	42,708		-
Total Other Revenue	1,418,500	92,103,230	6493%	29,642,457
Total Revenue	\$ 31,661,180	\$ 124,262,386	392.48%	\$ 51,250,927

Expenses

Salaries and Wages

Salary Expense-Regular	2,115,939	1,833,681	86.66%	1,928,986
Part Time Salary Expense	12,000	480	4.00%	7,927
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	1,202	24.03%	9,445
TCDRS	307,536	250,446	81.44%	270,387
FICA	96,433	78,784	81.70%	88,665
FICA MED	30,899	26,572	86.00%	27,689
Health Insurance Expense	186,370	174,106	93.42%	175,179
Life Insurance Expense	5,684	3,605	63.43%	3,794
Auto Allowance Expense	10,200	-	0.00%	4,462

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 6/30/2013	Percent of Budget	Actual Prior Year to Date 6/29/2012
Other Benefits	185,610	82,905	44.67%	161,665
Unemployment Taxes	12,960	(15)	0.00%	2,519
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,021,631	2,451,765	81.14%	2,680,719
Contractual Services				
<u>Professional Services</u>				
Accounting	12,000	9,153	76.27%	28,411
Auditing	65,000	47,570	73.18%	45,931
Engineering	-	346		-
General Engineering Consultant	1,250,000	89,646	7.17%	1,026,420
GEC-Trust Indenture Support	-	87,480		-
GEC-Financial Planning Support	-	53,266		-
GEC-Toll Ops Support	-	8,632		-
GEC-Roadway Ops Support	-	377,763		-
GEC-Technology Support	-	49,766		-
GEC-Public Information Support	-	7,673		-
GEC-General Support	-	267,727		-
General System Consultant	175,000	19,317	11.04%	41,339
Image Processing - 183A	780,000	1,118,450	143.39%	743,084
Image Processing - Manor Expy	-	33,653		-
Facility maintenance	41,954	15,517	36.99%	17,508
HERO	1,629,000	1,271,959	78.08%	765,322
Special Projects	-	109,899		-
Human Resources	25,000	36,334	145.34%	73,059
Legal	270,000	358,161	132.65%	158,477
Photography	15,000	-	0.00%	12,549
Traffic & Revenue Consultants	-	22,324		-
Total Professional Services	4,262,954	3,984,637	93.47%	2,912,099
<u>Other Contractual Services</u>				
IT Services	65,000	40,806	62.78%	39,792
Graphic Design Services	10,000	11,070	110.70%	400
Website Maintenance	35,000	2,929	8.37%	17,627
Research Services	50,000	3,154	6.31%	3,100
Copy Machine	10,000	7,661	76.61%	6,215
Software Licenses	17,200	19,968	116.09%	805

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 6/30/2013	Percent of Budget	Actual Prior Year to Date 6/29/2012
ETC Maintenance Contract	1,029,900	1,047,738	101.73%	771,923
ETC Development	125,000	-	0.00%	15,356
ETC Testing	30,000	-	0.00%	1,620
Communications and Marketing	140,000	280,104	200.07%	127,232
Advertising Expense	60,000	70,242	117.07%	35,300
Direct Mail	5,000	757	15.15%	-
Video Production	5,000	20,920	418.40%	1,946
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	173,181	69.27%	231,981
Special assignments	5,000	-	0.00%	-
Traffic Management	-	42,823		69,991
Emergency Maintenance	10,000	-	0.00%	-
Fire and Burglar Alarm	600	114	18.94%	-
Roadway Maintenance Contract	640,000	443,650	69.32%	92,084
Landscape Maintenance	280,000	191,632	68.44%	221,456
Signal & Illumination Maint	-	46,743		117,490
Mowing and litter control	-	40,806		52,095
Striping	-	-	0.00%	26,459
Graffiti removal	-	225		-
Cell Phones	9,700	9,684	99.83%	9,266
Local Telephone Service	18,000	14,628	81.27%	13,260
Internet	4,500	-	0.00%	435
Fiber Optic System	63,000	43,869	69.63%	56,296
Other Communication Expenses	11,500	127	1.11%	374
Subscriptions	1,850	1,038	56.11%	658
Memberships	33,959	28,625	84.29%	29,880
Continuing Education	7,300	6,178	84.63%	4,492
Professional Development	14,000	260	1.86%	3,490
Seminars and Conferences	33,000	21,544	65.28%	14,354
Staff-Travel	76,000	65,439	86.10%	46,923
Other Contractual Svcs	200	-	0.00%	177
Roadway maintenance contract	-	-	0.00%	(210)
Tag Collection Fees	1,434,788	1,505,249	104.91%	1,334,845
Contractual Contingencies	250,500	649	0.26%	34,115
Total Other Contractual Services	4,738,497	4,141,814	87.41%	3,381,226
Total Contractual Services	9,001,451	8,126,450	90.28%	6,293,326

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 6/30/2013	Percent of Budget	Actual Prior Year to Date 6/29/2012
Materials and Supplies				
Books & Publications	12,500	4,573	36.58%	9,776
Office Supplies	11,000	5,494	49.94%	5,554
Computer Supplies	12,500	12,988	103.91%	11,441
Copy Supplies	2,200	1,387	63.03%	1,638
Annual Report printing	7,000	5,534	79.06%	7,673
Other Reports-Printing	10,000	3,408	34.08%	2,000
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	2,500	4,595	183.81%	1,985
Maintenance Supplies-Roadway	9,175	-	0.00%	9,175
Promotional Items	10,000	4,827	48.27%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	3,178
Tools & Equipment Expense	1,000	-	0.00%	184
Misc Materials & Supplies	3,000	288	9.61%	735
Total Materials and Supplies	120,875	43,094	35.65%	53,339
Operating Expenses				
Gasoline Expense	5,000	3,412	68.24%	4,999
Mileage Reimbursement	5,950	5,722	96.16%	5,436
Toll Tag Expense	3,120	1,783	57.16%	3,687
Parking	41,175	32,526	79.00%	43,534
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	9,800	9,775	99.75%	5,070
Public Notices	2,200	-	0.00%	100
Postage Expense	5,650	473	8.37%	665
Overnight Delivery Services	1,600	307	19.16%	556
Local Delivery Services	1,250	12	0.96%	6
Insurance Expense	90,000	67,099	74.55%	63,423
Repair & Maintenance-General	500	956	191.21%	480
Repair & Maintenance-Vehicles	500	237	47.49%	726
Repair & Maintenance Toll Equip	5,000	400	8.01%	2,047
Rent Expense	250,000	200,908	80.36%	211,666
Water	7,500	5,926	79.01%	5,744
Electricity	178,500	74,132	41.53%	65,299

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2013	Actual Year to Date 6/30/2013	Percent of Budget	Actual Prior Year to Date 6/29/2012
Other Licenses	640	729	113.91%	510
Community Initiative Grants	65,000	50,000	76.92%	47,500
Total Cash Operating Expenses	678,635	454,398	66.96%	461,447
Non Cash Operating Expenses				
Amortization Expense	76,000	264,757	348.36%	1,127,067
Dep Exp- Furniture & Fixtures	9,000	11,909	132.33%	7,730
Dep Expense - Equipment	26,400	17,834	67.55%	16,178
Dep Expense - Autos & Trucks	7,000	6,898	98.55%	5,749
Dep Expense-Buildng & Toll Fac	177,000	168,575	95.24%	161,845
Dep Expense-Highways & Bridges	8,000,000	6,747,085	84.34%	4,553,273
Dep Expense-Communic Equip	195,000	183,325	94.01%	174,931
Dep Expense-Toll Equipment	965,000	995,496	103.16%	423,299
Dep Expense - Signs	135,000	150,873	111.76%	144,151
Dep Expense-Land Improvemts	67,000	150,668	224.88%	60,320
Depreciation Expense-Computers	10,000	11,309	113.09%	9,282
Total Operating Expenses	10,346,035	9,163,128	88.57%	7,145,273
Financing Expenses				
Arbitrage Rebate Calculation	6,000	5,605	93.42%	5,455
Loan Fee Expense	12,500	5,000	40.00%	12,000
Rating Agency Expense	35,000	40,300	115.14%	5,300
Trustee Fees	6,000	6,500	108.33%	-
Bank Fee Expense	8,000	9,286	116.08%	17,380
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	20,318,015	21,011,109	103.41%	11,012,292
Contingency	15,000	-	0.00%	-
Non Cash Financing Expenses				
Bond issuance expense	300,000	408,205	136.07%	456,565
Total Financing Expenses	20,704,515	21,486,005	103.77%	11,508,992
Total Expenses	\$ 43,194,507	\$ 41,270,443	95.55%	\$ 27,681,649
Net Income	\$ (11,533,327)	\$ 82,991,943		\$ 23,569,279

INVESTMENTS by FUND

		Balance June 30, 2013		
Renewal & Replacement Fund			TexSTAR	24,003,528.78
TexSTAR	661,175.30		CD's	8,000,000.00
Regions Sweep	0.66		Regions Sweep	125,217,313.04
Agencies		661,175.96	Agencies	88,536,681.82
TxDOT Grant Fund				
TexSTAR	3,181,497.23			
Regions Sweep	230,836.24			
CD's	3,000,000.00			
Agencies	3,042,089.34	9,454,422.81		\$ 245,757,523.64
Subordinate Lien DS Fund 05				
Regions Sweep	89.25	89.25		
Debt Service Reserve Fund 05				
TexSTAR	8,032,423.05			
Regions Sweep	1,479,663.82			
Agencies	29,061,061.21	38,573,148.08		
2010 Senior Lien DSF				
Regions Sweep	1,722,492.34			
TexSTAR	0.00	1,722,492.34		
2011 Debt Service Acct				
Regions Sweep	0.33	0.33		
2013 Sr Debt Service Acct				
Regions Sweep	1,080,868.75	1,080,868.75		
2013 Sub Debt Serrvice Account				
Regions Sweep	647,650.00	647,650.00		
2011 Sub Debt DSRF				
Regions Sweep	2,022,729.81			
CD's	5,000,000.00	7,022,729.81		
Operating Fund				
TexSTAR	345,710.73			
TexSTAR-Trustee	1,252,034.34			
Regions Sweep	0.00	1,597,745.07		
Revenue Fund				
TexSTAR	1.00			
Regions Sweep	516,712.56	516,713.56		
General Fund				
TexSTAR	53.78			
Regions Sweep	14,726,993.78	14,727,047.56		
2011 Sr Capitalized Interest Fund				
Regions Sweep	8,984,253.10			
Agencies	8,942,668.57	17,926,921.67		
2011 Sub Capitalized Interest Fund				
Regions Sweep	2,363,055.70			
Agencies	2,360,782.15	4,723,837.85		
2010 Senior Lien Debt Service Reserve Fund				
TexSTAR	5,561,565.56			
Regions Sweep	65,881.33			
Agencies	3,906,771.38	9,534,218.27		
2013 Sub Debt Service Reserve Fund				
Regions Sweep	8,415,595.83	8,415,595.83		
MoPac Construction Fund				
Regions Sweep	31,148,603.96	31,148,603.96		
2010-1 Sub Lien Projects Fund				
TexSTAR	799,853.06			
Regions Sweep	0.00	799,853.06		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Regions Sweep	166,620.51	166,621.70		
2011 Sub Debt Project fund				
TexSTAR	4,169,093.88			
Agencies				
Regions Sweep	43,943,706.04	48,112,799.92		
2011 Sr Financial Assistance Fund				
Regions Sweep	31.73	31.73		
2011 Senior Lien Project Fund				
TexSTAR	119.66			
Regions Sweep	7,701,527.30			
Agencies	41,223,309.17	48,924,956.13		
		<u>48,924,956.13</u>		
		<u>\$ 245,757,523.64</u>		

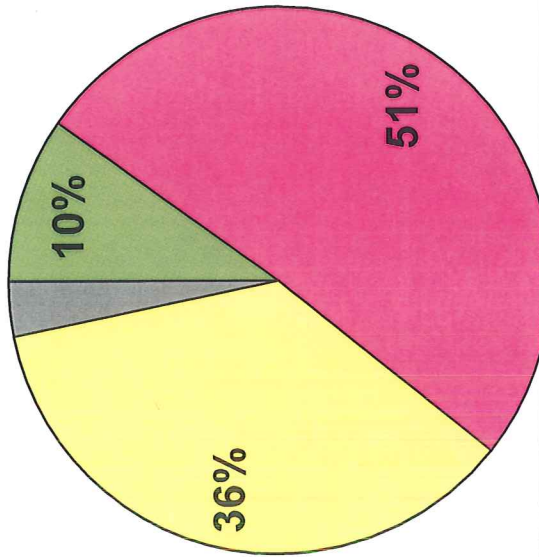
CTRMA INVESTMENT REPORT

	Month Ending 6/30/13				Rate June 13	
	Balance 6/1/2013	Additions	Discount Amortization	Accrued Interest		Withdrawals
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund	4,168,883.38			210.50		4,169,093.88
2011 Senior Lien Construction Fund	119.66					119.66
2010 Senior Lien Construction Fund	1.19			40.48		1.19
2010-1 Sub Lien Projects	799,812.58					799,853.06
General Fund	53.78					53.78
Trustee Operating Fund	1,201,979.49	1,251,863.45		54.85	1,201,863.45	1,252,034.34
Renewal and Replacement	651,141.92			33.38		661,175.30
TxDOT Grant Fund	3,181,336.59			160.64		3,181,497.23
Revenue Fund	1.00					1.00
Senior Lien Debt Service Reserve Fund	8,032,017.47			405.58		8,032,423.05
2010 Senior Lien Debt Service Reserve Fund	5,561,284.73			280.83		5,561,565.56
	23,606,631.79	1,251,863.45		1,186.26	1,201,863.45	23,657,818.05
	145,834.07	1,201,863.45		13.21	1,002,000.00	345,710.73
Amount in TexStar Operating Fund						
Regions Sweep Money Market Fund						
Operating Fund	2.18	1,251,861.27			1,251,863.45	0.00
2010-1 Sub Lien Project Acct	0.00					0.00
2010 Senior Lien Project Acct	191,430.50			249.27	25,059.26	166,620.51
2011 Sub Lien Project Acct	18,891,299.34	25,000,000.00		52,406.70		43,943,706.04
2011 Senior Lien Project Acct	24,023,570.57			40,745.20	16,362,788.47	7,701,527.30
2011 Sr Financial Assistance Fund	31.73					31.73
2005 Debt Service Fund	302,087.68			235.69	302,323.37	0.00
2010 Senior DSF	1,435,400.98	286,925.00		166.36		1,722,492.34
2011 Senior Lien Debt Service Acct	0.33					0.33
2013 Senior Lien Debt Service Acct	66,008.06	1,317,181.89		2.17	302,323.37	1,080,868.75
2013 Subordinate Debt Service Acct	39,538.47	948,132.80		1.30	340,022.57	647,650.00
2010-1 Debt Service Fund	259,184.27	556,183.43		72.33	815,440.03	0.00
Subordinate Lien TIFIA DS Fund	0.00			89.25		89.25
2010-2 Debt Service Fund	74,229.40	125,779.69		29.05	200,038.14	0.00
2011 Sr Cap I Fund	37,585.81	8,782,000.00		164,667.29		8,984,253.10
2011 Sub Debt CAP I	574.38	2,362,481.25		0.07		2,363,055.70
2010-2 Sub lien BABs supplemental Security	0.00	125,779.69			125,779.69	0.00
TxDOT Grant Fund	230,817.85			18.39		230,836.24
Renewal and Replacement	0.66					0.66
Revenue Fund	1,588,264.06	2,239,800.92		203.47	3,311,655.89	516,712.56
General Fund	7,645,919.16	7,337,831.60		889.50	857,646.48	14,726,993.78
2010 Senior Debt Service Reserve Fund	65,872.94			8.39		65,881.33
2010-1 Debt Service Reserve Fund	4,918.08			68.34	4,986.42	0.00
2010-2 Debt Service Reserve Fund	1,499.76			21.34	1,521.10	0.00
2011 Sub Debt Debt Service Reserve Fund	2,022,472.15			257.66		2,022,729.81
2005 Senior Lien Debt Service Reserve Fund	56,762.93	1,347,875.00		75,025.89		1,479,663.82
2013 Sub Debt Service Reserve Fund	8,415,250.00			345.83		8,415,595.83
MoPac Managed Lane Construction Fund	31,350,260.01			4,091.38	205,747.43	31,148,603.96
	96,702,981.30	52,281,932.54	0.00	339,594.87	24,107,195.67	125,217,313.04
Amount in Fed Agencies and Treasuries						
Amortized Principal	126,045,628.95		(92,947.13)		37,416,000.00	88,536,681.82
Accrued Interest	126,045,628.95	0.00	(92,947.13)	106,375.01	37,416,000.00	88,536,681.82
Certificates of Deposit						
Total in Pools	3,000,000.00	5,000,000.00		0.00	0.00	8,000,000.00
Total in Money Market	23,752,465.86	2,453,726.90		1,199.47	2,203,863.45	24,003,528.78
Total in Fed Agencies	96,702,981.30	52,281,932.54	(92,947.13)	339,594.87	24,107,195.67	125,217,313.04
	126,045,628.95	0.00	(92,947.13)		37,416,000.00	88,536,681.82
Total Invested	249,501,076.11	59,735,659.44	(92,947.13)	340,794.34	63,727,059.12	245,757,523.64

William Chapman, CFO

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

Allocation of Funds



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

June 30, 2013

Amount of investments As of

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Freddie Mac	3134G2U42	1,000,000.00	1,000,000.00	1,000,680.00	0.3750%	3/15/2012	10/15/2013	TxDOT Grant Fund
Federal Home loan Bank	3137EABM0	Matured	Matured	Matured	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,360,782.15	2,355,646.22	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,942,668.57	8,921,935.26	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	Matured	Matured	Matured	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Davis Cnty Utah Sch Dist	239019UK6	Matured	Matured	Matured	0.2300%	2/9/2012	6/1/2013	2011 SR DSRF
Fannie Mae	31398A3L4	3,883,198.70	3,836,649.83	3,837,966.40	0.2605%	2/7/2012	9/17/2013	2005 Sr DSRF
Fannie Mae	31398A3L4	3,954,171.00	3,906,771.38	3,908,112.00	0.2605%	2/7/2012	9/17/2013	2010 Sr DSRF
Federal Home Loan Bank	3133XR88	7,370,650.00	7,061,775.00	7,048,720.00	0.2990%	3/30/2012	9/6/2013	2011 Sr Project
Federal Home Loan Bank	313378U41	12,009,480.00	12,002,106.67	12,006,240.00	0.2970%	3/30/2012	9/30/2013	2011 Sr Project
Freddie Mac	3134G3BF6	12,054,960.00	12,013,740.00	12,025,560.00	0.3592%	3/30/2012	12/23/2013	2011 Sr Project
Federal Home Loan Bank	313376KS3	Matured	Matured	Matured	0.2440%	3/30/2012	6/21/2013	2011 Sub Project
Federal Home Loan Bank	3133XWKV0	10,388,500.00	10,145,687.50	10,151,900.00	0.3791%	3/30/2012	3/14/2014	2011 Sr Project
Freddie Mac	3137EADD8	1,004,940.00	1,003,622.67	1,002,390.00	0.2290%	12/3/2012	4/17/2015	TxDOT Grant Fund
Northside ISD	66702RAG7	1,037,700.00	1,038,466.67	1,041,480.00	0.3580%	12/5/2012	2/15/2015	TxDOT Grant Fund
Fannie Mae	3135G0BY8	8,081,952.00	8,061,969.88	8,056,240.00	0.2150%	2/8/2013	8/28/2014	2005 DSRF
Fannie Mae	313560TW3	4,999,250.00	4,999,375.00	4,986,350.00	0.4060%	2/8/2013	7/30/2015	2005 DSRF
Federal Home Loan Bank	313371W51	12,217,422.00	12,163,066.50	12,146,520.00	0.2646%	2/8/2013	12/12/2014	2005 DSRF
		62,787,278.76	88,536,681.82	88,489,739.88				

Agency	CUSIP #	COST	Cumulative Amortization	Book Value	Maturity Value	June 30, 2013	
						Accrued Interest	Interest Earned
Freddie Mac	3134G2U42	1,000,000.00	-	1,000,000.00	1,000,000.00	312.50	312.50
Federal Home loan Bank	3137EABM0	Matured	Matured	Matured	2,319,000.00	7,246.88	800.18
Federal Home loan Bank	3134A4UL6	2,326,924.30	33,857.85	2,360,782.15	2,362,000.00	243.58	243.58
Federal Home loan Bank	3134A4UL6	8,794,454.76	148,213.81	8,942,668.57	8,946,000.00	1,066.29	1,066.29
Federal Home loan Bank	3137EABM0	Matured	Matured	Matured	8,782,000.00	27,443.75	3,716.34
Davis Cnty Utah Sch Dist	239019UK6	Matured	Matured	Matured	1,315,000.00	Matured	Matured
Fannie Mae	31398A3L4	3,883,198.70	46,548.87	3,836,649.83	3,830,000.00	3,590.63	1,374.02
Fannie Mae	31398A3L4	3,954,171.00	47,399.62	3,906,771.38	3,900,000.00	3,656.25	1,399.12
Federal Home Loan Bank	3133XR88	7,370,650.00	308,875.00	7,061,775.00	7,000,000.00	23,333.33	2,741.63
Federal Home Loan Bank	313378U41	12,009,480.00	7,373.33	12,002,106.67	12,000,000.00	3,500.00	2,973.33
Freddie Mac	3134G3BF6	12,054,960.00	41,220.00	12,013,740.00	12,000,000.00	6,250.00	3,960.00
Federal Home Loan Bank	313376KS3	Matured	Matured	Matured	25,000,000.00	8,333.33	5,680.55
Federal Home Loan Bank	3133XWKV0	10,388,500.00	242,812.50	10,145,687.50	10,000,000.00	19,791.67	3,604.17
Freddie Mac	3137EADD8	1,004,940.00	1,317.33	1,003,622.67	1,000,000.00	416.67	252.00
Northside ISD	66702RAG7	1,037,700.00	19,233.33	1,038,466.67	1,000,000.00	2,500.00	576.67
Fannie Mae	3135G0BY8	8,081,952.00	19,982.12	8,061,969.88	8,000,000.00	5,833.33	1,406.91
Fannie Mae	313560TW3	4,999,250.00	(125.00)	4,999,375.00	500,000.00	1,666.67	1,691.67
Federal Home Loan Bank	313371W51	12,217,422.00	54,355.50	12,163,066.50	12,000,000.00	15,000.00	4,128.90
		89,143,602.76	971,064.26	88,536,681.82	120,954,000.00	106,375.01	28,700.38

June 30, 2013

Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to		Matures	June 30, 2013		FUND
			Maturity	Purchased		Interest	Interest	
Compass Bank	CD9932129	3,000,000	0.35%	8/27/2012	2/27/2014	\$	863.01	TxDOT Grant Fund
Compass Bank	CD 02636	5,000,000	0.35%	2/5/2013		\$	1,458.33	2011 Sub DSRF
		<u>8,000,000</u>				\$	<u>2,321.34</u>	



Monthly Newsletter - June 2013

Performance

As of June 30, 2013

Current Invested Balance	\$5,173,585,142.53
Weighted Average Maturity (1)	55 Days
Weighted Average Maturity (2)	58 Days
Net Asset Value	1.000070
Total Number of Participants	775
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$493,717.11
Management Fee Collected	\$221,704.71
% of Portfolio Invested Beyond 1 Year	0.48%
Standard & Poor's Current Rating	AAAm

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

June Averages

Average Invested Balance	\$5,394,658,302.37
Average Monthly Yield, on a simple basis	0.0614%
Average Weighted Average Maturity (1)*	54 Days
Average Weighted Average Maturity (2)*	58 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 June 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 June:

- ★ Bistone Municipal Water Supply District ★ CPS Energy

Economic Commentary

Global risk markets were solely driven by the actions of central banks during the quarter. The Bank of Japan provided a boost to markets early in the quarter through its quantitative easing program, while the Federal Reserve disappointed investors with hints of scaling back asset purchases. Market participants reacted to the Federal Reserve Chairman Bernanke's testimony to Congress in May during which he indicated that the Fed could begin reducing its \$85 billion in monthly asset purchases at one of its next few meetings if improvements in economic growth seemed sustainable. U.S. Treasury rates, credit markets and equities weakened. The sell-off in Treasuries and risk markets was even more aggressive after the June 19th FOMC meeting when the Fed reiterated the possibility of scaling back asset purchases later in the year and added that purchases may end in mid-2014 if incoming data is consistent with the Fed's "rosy" forecasts. Although the Fed reinforced that its policies would be data dependent, investors reacted negatively, sending the ten-year Treasury yield over 2.60% in June, from just 1.63% on May 1st. All fixed income sectors suffered during the sell-off, with emerging markets and high yield bonds getting hit especially hard. Bond mutual funds and ETFs experienced approximately \$80 billion in outflows in June as investors began to see the era of "easy money" concluding sooner than anticipated.

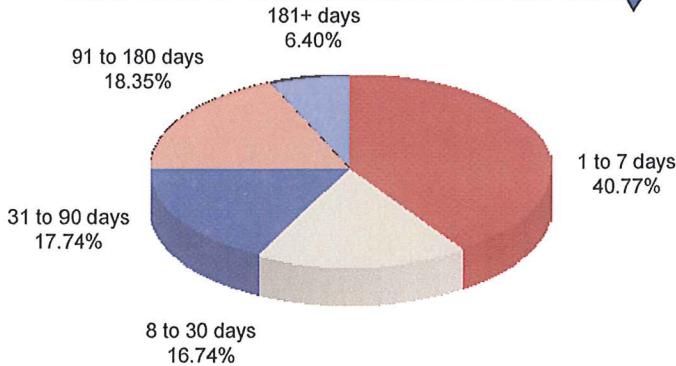
While the macro strategy outlook for a global sub-trend recovery has not changed, it is reflective of the rapidly shifting dynamics of the fixed income markets. The sharp correction in asset prices during May and June challenged the premise that asset prices would remain supported by highly accommodative monetary policy. However, the sell-off in markets was not due to central bank tightening. Rather, yields rose as increased volatility led to the liquidation of positions whose values had been supported by unprecedented central bank accommodation, even as dealer balance sheets have radically shrunk. While the Fed seems to be losing faith in the benefits of quantitative easing and appears to be testing the markets for a rational way to end the program, it is worth noting that they are unlikely to ever sell their existing holdings, as Bernanke confirmed following the most recent Fed meeting. Thus far, the improvement in U.S. housing, auto sales and employment has been balanced by the recent rise in U.S. mortgage rates, potential further effects of sequester fiscal cuts, the recession in Europe and tighter Chinese lending standards. Despite benign growth and inflationary pressures, more widespread fixed income mutual fund redemptions could trigger a destructive rise in interest rates. The recent market correction has been severe, but should create a buying opportunity as long as the fundamentals do not change.

This information is an excerpt from an economic report dated June 2013 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

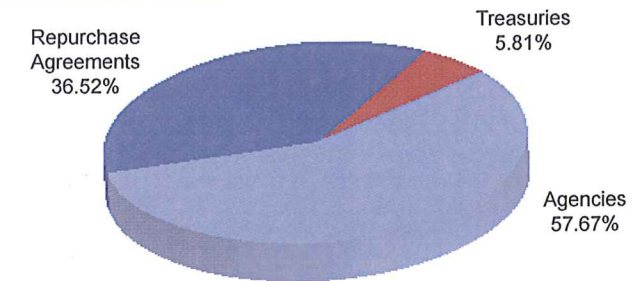
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

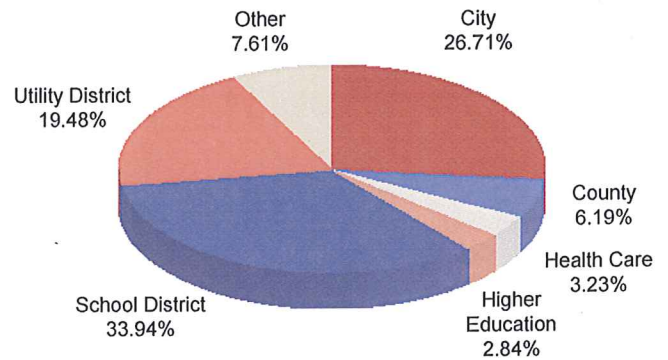
Portfolio by Type of Investment As of June 30, 2013



Distribution of Participants by Type As of June 30, 2013



Portfolio by Maturity As of June 30, 2013



Historical Program Information

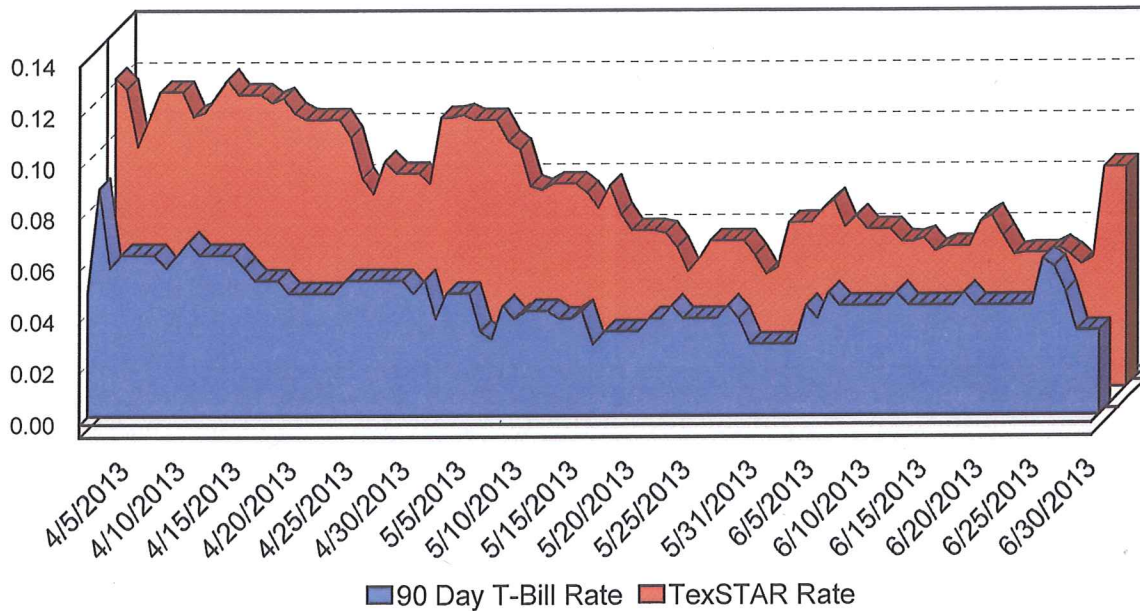
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Jun 13	0.0614%	\$5,173,585,142.53	\$5,173,948,421.52	1.000070	54	58	775
May 13	0.0723%	5,474,920,318.32	5,475,469,836.81	1.000100	54	59	773
Apr 13	0.1038%	5,496,240,712.35	5,496,953,468.88	1.000129	51	57	773
Mar 13	0.1125%	5,635,357,483.25	5,636,069,051.83	1.000126	52	60	770
Feb 13	0.0996%	6,248,843,373.19	6,249,277,988.81	1.000069	51	58	768
Jan 13	0.1103%	6,030,821,287.69	6,031,600,682.90	1.000129	48	57	767
Dec 12	0.1647%	5,411,874,896.68	5,412,541,199.28	1.000123	49	60	767
Nov 12	0.1720%	4,745,368,285.66	4,745,870,906.22	1.000105	51	63	765
Oct 12	0.1746%	4,755,942,789.56	4,756,394,096.44	1.000094	45	60	763
Sep 12	0.1574%	4,659,065,730.90	4,659,684,743.38	1.000132	46	63	759
Aug 12	0.1326%	4,724,281,980.85	4,724,862,450.42	1.000122	49	67	759
Jul 12	0.1359%	5,189,684,471.14	5,190,308,464.19	1.000120	46	66	757

Portfolio Asset Summary as of June 30, 2013

	Book Value	Market Value
Uninvested Balance	\$ (2,251.88)	\$ (2,251.88)
Accrual of Interest Income	1,712,370.41	1,712,370.41
Interest and Management Fees Payable	(584,608.96)	(584,608.96)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,888,933,000.00	1,888,933,000.00
Government Securities	3,283,526,632.96	3,283,889,911.95
Total	\$ 5,173,585,142.53	\$ 5,173,948,421.52

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 June 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 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 June 2013

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
6/1/2013	0.0646%	0.000001769	\$5,474,920,318.32	1.000100	55	60
6/2/2013	0.0646%	0.000001769	\$5,474,920,318.32	1.000100	55	60
6/3/2013	0.0697%	0.000001910	\$5,533,598,430.91	1.000096	53	58
6/4/2013	0.0734%	0.000002011	\$5,530,728,390.16	1.000092	54	58
6/5/2013	0.0630%	0.000001725	\$5,473,601,898.24	1.000094	55	59
6/6/2013	0.0670%	0.000001835	\$5,455,162,237.38	1.000095	54	59
6/7/2013	0.0620%	0.000001699	\$5,454,953,355.92	1.000092	52	56
6/8/2013	0.0620%	0.000001699	\$5,454,953,355.92	1.000092	52	56
6/9/2013	0.0620%	0.000001699	\$5,454,953,355.92	1.000092	52	56
6/10/2013	0.0573%	0.000001569	\$5,443,449,795.54	1.000094	52	56
6/11/2013	0.0570%	0.000001562	\$5,315,495,023.19	1.000089	56	60
6/12/2013	0.0584%	0.000001601	\$5,317,955,743.21	1.000087	57	61
6/13/2013	0.0533%	0.000001459	\$5,253,062,661.26	1.000087	57	61
6/14/2013	0.0552%	0.000001511	\$5,364,047,119.98	1.000084	54	58
6/15/2013	0.0552%	0.000001511	\$5,364,047,119.98	1.000084	54	58
6/16/2013	0.0552%	0.000001511	\$5,364,047,119.98	1.000084	54	58
6/17/2013	0.0647%	0.000001773	\$5,363,745,177.63	1.000087	53	57
6/18/2013	0.0671%	0.000001837	\$5,367,694,050.94	1.000084	54	58
6/19/2013	0.0593%	0.000001626	\$5,358,651,643.73	1.000083	55	59
6/20/2013	0.0519%	0.000001422	\$5,383,365,464.28	1.000081	53	57
6/21/2013	0.0525%	0.000001438	\$5,409,566,043.57	1.000086	53	57
6/22/2013	0.0525%	0.000001438	\$5,409,566,043.57	1.000086	53	57
6/23/2013	0.0525%	0.000001438	\$5,409,566,043.57	1.000086	53	57
6/24/2013	0.0546%	0.000001497	\$5,410,855,595.11	1.000085	52	56
6/25/2013	0.0518%	0.000001418	\$5,458,093,956.30	1.000079	54	58
6/26/2013	0.0480%	0.000001314	\$5,529,482,873.63	1.000079	55	58
6/27/2013	0.0507%	0.000001388	\$5,488,510,506.82	1.000077	55	58
6/28/2013	0.0860%	0.000002356	\$5,173,585,142.53	1.000070	55	58
6/29/2013	0.0860%	0.000002356	\$5,173,585,142.53	1.000070	55	58
6/30/2013	0.0860%	0.000002356	\$5,173,585,142.53	1.000070	55	58
Average	0.0614%	0.000001683	\$5,394,658,302.37		54	58

TexSTAR Participant Services
First Southwest Asset Management, Inc.
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Dallas, Texas 75201



TexSTAR Board Members

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



J.P.Morgan
Asset Management