

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

RESOLUTION NO. 14-040

**APPROVING AN AMENDMENT TO THE CONTRACT WITH
CROSSWIND COMMUNICATIONS, LLC, FOR COMMUNICATION
AND MARKETING CONSULTING SERVICES.**

WHEREAS, by Resolution No. 11-099 enacted on July 28, 2011, the Board awarded a contract to Crosswind Communications, LLC, ("Crosswind") to provide communications and marketing consulting services to the Mobility Authority; and

WHEREAS, under that contract, as amended pursuant to Resolution No. 13-026 enacted on April 24, 2013, Crosswind was engaged to provide communications and marketing consulting services to the Mobility Authority for total compensation not to exceed \$1,050,000; and

WHEREAS, at the request of the Mobility Authority, Crosswind has provided and will provide services under its contract for the MoPac Improvement, Manor Expressway, Oak Hill Parkway, Bergstrom Expressway, 183 North, 45 SW, and MoPac South Projects, including services that were not anticipated when the contract and its first amendment were negotiated and executed; and

WHEREAS, the Executive Director recommends amending the contract with Crosswind to authorize an additional \$250,000 in compensation for each year of two contract extensions ending on July 31, 2014, and on July 31, 2015.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors authorizes the Executive Director to negotiate and execute an amendment to the contract with Crosswind Communications, LLC, to increase the compensation payable to Crosswind by \$250,000 for the contract extension period ending July 31, 2014, and \$250,000 for the contract extension period ending July 31, 2015, for a revised total compensation under the contract not to exceed \$2,350,000.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-040
Date Passed: 6/25/14

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

RESOLUTION NO. 14-041

**APPROVING A PERSONAL SERVICES CONTRACT WITH
NEAL SPELCE TO PROVIDE COMMUNITY OUTREACH SERVICES
FOR THE MOPAC IMPROVEMENT PROJECT.**

WHEREAS, the Mobility Authority is currently developing the MoPac Improvement Project and has committed to providing the highest level of communication and outreach as the project is under construction; and

WHEREAS, Neal Spelce has extensive experience and knowledge of communities affected by the MoPac Improvement Project as well as the Central Texas community, and has been a valued contributor to the Mobility Authority's communications and outreach efforts for the MoPac Improvement Project; and

WHEREAS, the Executive Director recommends continuing to engage Neal Spelce for communication and outreach services while the MoPac Improvement Project is under construction.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors authorizes the Executive Director to negotiate and execute a personal services contract with Neal Spelce to provide communication and outreach services related to the MoPac Improvement Project through June 2015 for a total compensation not to exceed \$60,000; and

BE IT FURTHER RESOLVED pursuant to Section 401.0061 of the Policy Code, the Board exempts this personal services contract from any competitive bidding or competitive proposal requirements otherwise applicable under the Policy Code.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-041
Date Passed: 6/25/14

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

RESOLUTION NO. 14-042

**AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE AN
AGREEMENT WITH METROPIA INC., FOR TRANSPORTATION MANAGEMENT
SOFTWARE, CONSISTENT WITH FUNDING APPROVAL BY THE FEDERAL
HIGHWAY ADMINISTRATION.**

WHEREAS, the Mobility Authority is currently developing the MoPac Improvement Project and has committed to minimizing the delays and inconvenience necessarily resulting from construction activities to complete the improvements; and


WHEREAS, Metropia Inc. has developed a software application to assist in managing traffic congestion by providing incentives to drivers to travel on different routes or at different times to avoid congestion; and

WHEREAS, the Federal Highway Administration is currently considering funding approval to provide the Metropia software to the Mobility Authority for use in connection with the MoPac Improvement Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors authorizes the Executive Director to negotiate and execute a contract with Metropia Inc. to make its transportation management software available to the Mobility Authority in connection with the MoPac Improvement Project, consistent with the terms and conditions established by the Federal Highway Administration for providing the funds necessary to obtain the software.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-042
Date Passed: 6/25/14

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

RESOLUTION NO. 14-043

**APPROVING A CHANGE ORDER WITH CENTRAL TEXAS MOBILITY
CONSTRUCTORS LLC FOR THE MANOR EXPRESSWAY PHASE II PROJECT.**

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

WHEREAS, Mobility Authority staff and its general engineering consultant have requested that CTMC install stone or concrete riprap as well as landscape curb in and around the US 183 interchange in areas not suitable for vegetation due to lack of light and water; and

WHEREAS, the Executive Director recommends approval of the proposed change order with CTMC attached as Exhibit 1 to this resolution, but without Exhibits A through C on file with the Mobility Authority and referenced therein.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed change order with CTMC for an additional amount not to exceed \$700,317.37, in the form or substantially the same form attached as Exhibit 1, to include all exhibits referenced therein; and

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

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-043
Date Passed: 6/25/14

EXHIBIT 1
PROPOSED CHANGE ORDER WITH
CENTRAL TEXAS MOBILITY CONSTRUCTORS

[on the following 5 pages, but excluding Exhibits A through C referenced therein]



CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

CHANGE ORDER NUMBER: 09

Central Texas Regional Mobility Authority

- 1. CONTRACTOR: Central Texas Mobility Constructors, LLC
2. Change Order Work Limits: Sta. 230+00 to Sta. 250+00
3. Type of Change(on federal-aid non-exempt projects): Major (Major/Minor)
4. Reasons: 3E, 2C (In order of importance - Primary first)

5. Describe the work being revised:

Install stone and concrete riprap in and around the US 183 interchange to cover areas in which grass would not germinate due to lack of sunlight or lack of water, and to reduce future maintenance costs.

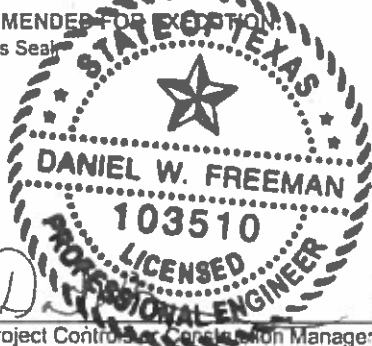
- 6. Work to be performed in accordance with Items: 164, 168, 192, 432, 459, 479, 1122
7. New or revised plan sheet(s) are attached and numbered: 891 - 896; 1RD-009; 1RD-010
8. New general notes to the contract are attached: Yes No
9. New Special Provisions to Item No. and Special Specification Item are attached. N.A.

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

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

The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation... The following information must be provided: Time Ext. #: N/A, Days added on this CO: 0, Amount added by this change order: \$ 700,317.37

RECOMMENDED FOR EXECUTION: Engineers Seal



- (1) GEC Project Control/Construction Manager Date 6/16/14
(2) GEC Project Manager Date 6/16/14
(3) CTRMA, Director of Engineering Date
(4) CTRMA, General Counsel Date
(5) CTRMA, Executive Director Date
(6) FHWA Area Engineer (Verbal Approval) Date
(7) TxDOT Project Engineer Date
(8) FHWA Area Engineer Date

CHANGE ORDER REASON(S) CODE CHART

1. Design Error or Omission	1A. Incorrect PS&E 1B. Other
2. Differing Site Conditions (unforeseeable)	2A. Dispute resolution (expense caused by conditions and/or resulting delay) 2B. Unavailable material 2C. New development (conditions changing after PS&E completed) 2D. Environmental remediation 2E. Miscellaneous difference in site conditions (unforeseeable)(Item 9) 2F. Site conditions altered by an act of nature 2G. Unadjusted utility (unforeseeable) 2H. Unacquired Right-of-Way (unforeseeable) 2I. Additional safety needs (unforeseeable) 2J. Other
3. CTRMA Convenience	3A. Dispute resolution (not resulting from error in plans or differing site conditions) 3B. Public relations improvement 3C. Implementation of a Value Engineering finding 3D. Achievement of an early project completion 3E. Reduction of future maintenance 3F. Additional work desired by the CTRMA 3G. Compliance requirements of new laws and/or policies 3H. Cost savings opportunity discovered during design/construction 3I. Implementation of improved technology or better process 3J. Price adjustment on finished work (price reduced in exchange for acceptance) 3K. Addition of stock account or material supplied by state provision 3L. Revising safety work/measures desired by the CTRMA 3M. Other
4. Third Party Accommodation	4A. Failure of a third party to meet commitment 4B. Third party requested work 4C. Compliance requirements of new laws and/or policies (impacting third party) 4D. Other
5. Contractor Convenience	5A. Contractor exercises option to change the traffic control plan 5B. Contractor requested change in the sequence and/or method of work 5C. Payment for Partnering workshop 5D. Additional safety work/measures desired by the contractor 5E. Other
6. Untimely ROW/Utilities	6A. Right-of-Way not clear (third party responsibility for ROW) 6B. Right-of-Way not clear (County responsibility for ROW) 6C. Utilities not clear 6D. Other

Change Order No. 9 – Revised Contract Amount to Date Summary

Original Contract: \$ 207,297,859.00

	Amount	Description	Revised Contract Amt to Date:
DRB	\$ 24,346.91	Contractually Allowed DRB Expenditures	\$ 207,322,205.91
LDs	\$ (550,000.00)	Liquidated Damages Associated with Interim Development Work	\$ 206,772,205.91
LRs	\$ (108,520.00)	Lane Rental Fees Assessed	\$ 206,663,685.91
C.O. #1	\$ 1,480,445.71	Revised Mainlane and Frontage Road Pavement Sections	\$ 208,144,131.62
C.O. #2	\$ 9,010.88	Force Majeure Event - Discovery of Cistern	\$ 208,153,142.50
C.O. #3	\$ 41,339.71	Broadcast Seeding and Watering at US 183 interchange	\$ 208,194,482.21
C.O. #4	\$ 187,404.28	Mainlane Column Protection in SH 130 median	\$ 208,381,886.49
C.O. #5	\$ 108,388.96	Incorporation of Revised MBGF Standards	\$ 208,490,275.45
C.O. #6	\$ 2,222,778.82	Revision to Aesthetic Paint Scheme	\$ 210,713,054.27
C.O.#7	\$ 194,167.48	LED Illumination Fixtures; Deletion of OSB	\$ 210,907,221.75
C.O. #8	\$ 296,754.77	Ramp #1 Rail & MBGF Revisions	\$ 211,203,976.52
C.O.#9	\$ 700,317.37	Stone & Concrete Riprap at US 183 Interchange	\$ 211,904,293.89

Summary Prepared by:


Daniel W. Freeman, PE


Date

**Change Order #9
Table of Contents**

- Exhibit A – CTRMA Independent Estimate**
- Exhibit B – Request for Change Proposal #17 (RCP-017)
(Revised Plans included in RCP)**
- Exhibit C – CTMC Response to RCP-017**

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

RESOLUTION NO. 14-044

AWARDING A CONTRACT FOR MILLING AND OVERLAY WORK ON 183A.

WHEREAS, there are areas in the asphalt on 183A that need to be milled and overlaid to prevent road damage; and

WHEREAS, on April 30, 2014, the Board authorized and directed the Executive Director to procure a contract for milling and overlay work on 183A in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code; and

WHEREAS, after a review and analysis of the proposal the Mobility Authority staff and the Executive Director recommends awarding a milling and overlay contract to Ramming Paving Company.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby awards the contract to provide milling and overlay work on 183A to Ramming Paving Company for a total amount not to exceed \$\$4,849,756.92; and

BE IT FURTHER RESOLVED, that the Board authorizes the Executive Director to finalize and execute the contract on the terms and conditions acceptable to the Executive Director and consistent with Mobility Authority procurement policies, the invitation to bid, the proposal package received from Ramming Paving Company and this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-044
Date Passed: 6/25/14

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

RESOLUTION NO. 14-045

**APPROVING PROCUREMENT OF A CONSTRUCTION CONTRACT FOR
IMPROVEMENTS TO THE US 183/183A INTERSECTION.**

WHEREAS, the Mobility Authority has designed improvements to the US 183/183A intersection in Leander, Texas, to improve safety at that intersection; and

WHEREAS, the Mobility Authority and the Texas Department of Transportation have entered into a pass-through financing agreement to partially fund the proposed improvements, with the balance of funds provided by the Mobility Authority and by the adjacent property owner through a development agreement with the City of Leander; and

WHEREAS, the Executive Director recommends initiating a procurement to solicit a construction contract for the proposed intersection improvements.

NOW THEREFORE, BE IT RESOLVED, that the Executive Director is authorized and directed to procure a construction contract for the proposed US 183/183A intersection improvements in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-045
Date Passed: 06/25/14

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

RESOLUTION NO. 14-046

**ACCEPT THE RISK MANAGEMENT AUDIT PERFORMED BY
THE HILDER GROUP, INC.**

WHEREAS, the The Hilder Group, Inc., was engaged to provide an audit of the insurance and risk management activities of the Central Texas Regional Mobility Authority; and

WHEREAS, the Risk Management Audit prepared by The Hilder Group, Inc., has been presented to the Executive Director and to the Board of Directors.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Risk Management Audit of the insurance and risk management activities of the Central Texas Regional Mobility Authority attached as Exhibit 1 to this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-046
Date Passed: 6/25/14

EXHIBIT 1 TO RESOLUTION NO. 14-046

Risk Management Audit

[on the following 11 pages]

The Hilder Group, Inc.

113 McHenry Road #232
Buffalo Grove, Illinois 60089
Telephone (847) 342-4900
Fax (847) 342-4907
E-mail HLDGRP@aol.com

Risk Management

Consulting

June 2013

**Central Texas Regional Mobility Authority
3300 N IH - 35
Austin, Texas 78705**

Re: Risk Management Audit

This report contains the results of an audit of the insurance and risk management activities of the Central Texas Regional Mobility Authority (CTRMA). The activities undertaken in the course of this audit include:

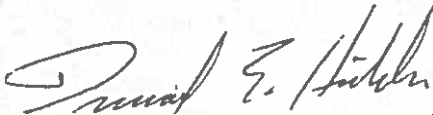
- 1) Interviews with CTRMA personnel**
- 2) Review of contract documents**
- 3) Analysis of existing insurance policies**
- 4) Discussion with current insurance carrier.**

Most of the ideas, comments and suggestions contained in this report have been discussed and reviewed with CTRMA's personnel. Many of the recommendations have been put into effect or are currently being considered or implemented.

We are grateful for the cooperation given to us by the staff of CTRMA, particularly Bill Chapman and Cindy Demers in providing the great amount of assistance and information necessary in this type of study.

The opportunity to develop this report for CTRMA is appreciated. Its value lies principally in the implementation of the recommendations and we stand ready to assist where needed.

The Hilder Group, Inc.

A handwritten signature in cursive script, appearing to read "Daniel E. Hilder", written in black ink. The signature is positioned above a horizontal line.

by: Daniel E. Hilder

Overview

The Central Texas Regional Mobility Authority (CTRMA) is an independent local agency created in January 2003 to improve the transportation system in Williamson and Travis Counties Texas. CTRMA contracts with the private sector with specialized expertise to provide staffing support for individual projects. CTRMA does not have any commercial retail operations. In addition the CTRMA contracts with a separate municipality for police services.

CTRMA's insurance coverage is provided by the TML insurance pool which is the largest provider of insurance for governmental agencies in Texas. In addition to providing insurance coverage the TML also acts as a de facto risk management source for the CTRMA as it assists with loss prevention programs and is available for risk management consultation.

The purposes of this audit have been to determine:

- 1) Adequacy of existing insurance protection**
- 2) Identify exposures to loss arising from operations and activities**
- 3) Identify potential problems that may not be currently recognized.**

Our comments on each of these subjects are given below.

Although the overall risk management program is well maintained, with excellent communication between CTRMA and its insurance carrier TML, we have a few recommendations on the current insurance and risk management program at CTRMA. Many of the issues in this report have been discussed and are being addressed. We believe CTRMA's risk management program will be greatly improved through the consideration of the recommendations in this report.

Adequacy of Insurance Protection

The overall insurance program for CTRMA is an excellent well managed program, which provides appropriate coverage for the exposures. CTRMA updates its values annually to be certain that adequate property damage and business interruption coverage values are properly insured. We do have the following suggestions:

- 1) The pollution coverage provided by the general liability policy is extremely limited as it only covers sudden events and losses which occur within 45 days of the sudden event. A "Sudden Event" is defined as an accident where the pollution resulting therefrom and the injury resulting from such pollution all occur within 45 days following the accident. Any injury resulting from such pollution that occurs after 45 days following the accident would not be covered. We recognize that the exposure to pollution claims from sudden and accidental loss arising from the fuel storage tanks is limited.**

However there is an exposure to claims from the landscape maintenance contract where various chemicals and pesticides are in use. When we reviewed this contract we noted that the insurance required of the Maldonado Nursery is guided by the requirements in the Texas Department of Transportation specifications which does not address the need for any pollution insurance. The landscape maintenance exposure to pollution claims could be mitigated thru appropriate language in the contract. Our recommended language is shown in the section "Recommended Changes in Insurance Administration" below.

- 2) **The auto liability insurance limit is currently \$1,000,000. Although there are only two vehicles, we recommend the auto liability limit be increased to \$2,000,000. We have seen several substantial auto liability claim awards recently and believe the additional cost of this coverage would be minimal in relation to the risk.**

- 3) **The property insurance policy insures buildings and contents for a total value of \$204,308,108. These values are based on a specific listing of property provided by the CTRMA to its insurer. The policy also provides a blanket limit of \$6,000,000 of business interruption and extra expense coverage.**

The business interruption limit is not based on CTRMA's actual exposure. It is an extension of coverage provided by the TML and not based on any value calculated by the CTRMA. We recommend that the CTRMA review what its business interruption exposure would be in the event of a property loss to determine if the \$6,000,000 provided by the property insurance is adequate.

- 4) **We generally recommend that clients decline the uninsured/underinsured motorist option. Claims which arise from this type of loss will effect your loss experience and often affect premium costs. Before making a decision on accepting this coverage we recommend you discuss this coverage with the TML to determine what effect a loss would have on your premiums or dividends from the TML program.**

Recommended Changes in Insurance Administration

- 1) **The Interlocal Cooperation Agreement for 183-A Turnpike Law Enforcement Services does not contain any insurance or indemnification language. We recommend that language be added to the agreement which requires the City of Cedar Park to indemnify the CTRMA for claims arising out of the City's performance of the agreement. In addition, the City should be required to carry certain minimum insurance limits like any other contractor working for the CTRMA. Our recommendation for indemnity and insurance language for the City of Cedar Park agreement is shown below in Schedule 1.**

- 2) **The first step in risk management, as well as in any management, is to set goals, objectives and organizational procedures. CTRMA's overall program seems to have evolved in response to the organization's needs. In certain situations this can sometimes lead to misunderstandings about what coverages are in place, what coverages are necessary, and how the insurance programs should be coordinated.**

In reviewing various agreements as part of this audit we found a variety of different insurance and indemnification provisions. CTRMA enters into two types of agreements: engineering services and construction services. Each has different exposures.

The Manor Expressway contract has a very comprehensive insurance section which provides the CTRMA with a complete package of coverage.

These coverages include workers' compensation, general, auto and professional liability, builders risk, umbrella liability and pollution insurance. In addition, the language requires that all subcontractors carry certain insurances, and requires a waiver of subrogation for all coverages.

The same is true for the Mopac Improvement Project.

When we review the contract for engineering services for MoPac South, we find that the insurance language is not as comprehensive. While the language requires general liability and professional liability, it does not provide for workers' compensation or auto liability. In addition there is no provision for adding CTRMA as an additional insured or for a waiver of subrogation.

A third set of insurance terms exists in the 183A Toll Road and Manor Expressway Landscape Maintenance Contract and the Southbound Frontage Road (183-A Turnpike Project) contracts. These insurance requirements are based on Texas Department of Transportation Standard Specifications, which were promulgated in 2004 with very low limits.

We recommend that the CTRMA adopt a standard set of insurance specifications for all of its contracting activities. This will ensure consistence in all of the agreements and minimize the risk of being uninsured in any agreement. The use of standardized indemnification terms and minimum insurance limits are common for most construction activities.

We recommend the following language be adopted for all agreements. CTRMA can make the appropriate deviations from this language whenever appropriate but should be aware of any significant deviations from the overall policy.

The standard language we would use for all agreements is as follows:

Indemnification:

To the fullest extent permitted by law, Contractor shall indemnify and hold harmless CTRMA for any claims, damages, losses and expenses, including attorney's fees, for bodily injury or property damage, arising out of Contractor's performance of the work.

Insurance:

Contractor shall purchase and maintain the following insurance coverages during the term of this contract:

- a) Workers Compensation, providing statutory benefits, and Employers Liability with limits of \$1,000,000.**
- b) Comprehensive General Liability, including products/completed operations liability and contractual liability, in the amount of \$1,000,000 per occurrence for bodily injury and property damage and shall name CTRMA as an additional insured.**
- c) Automobile Liability insurance in the amount of \$1,000,000 per occurrence for bodily injury and property damage.**
- d) Excess liability insurance in the amount of \$5,000,000 per occurrence and aggregate.**

Contractor will provide CTRMA with certificates of insurance evidencing coverage. The certificate shall state that Contractor waives all rights of subrogation against CTRMA and that coverage shall not be modified or cancelled without thirty (30) days notice to CTRMA.

In contracts where engineering services are being provided, we would add the following additional language:

Contractor shall provide and maintain or cause its lead design Subcontractor to provide professional liability coverage with limits not less than \$ 5,000,000 per negligent act, error or omission limit and \$ 5,000,000 aggregate. The professional liability coverage shall protect against any negligent act, error or omission arising out of design or engineering services performed by the Contractor or Subcontractor or its lower tier design subcontractors.

The policy shall have a retroactive date no later than the date on which the RFDP Documents are issued and shall have a three-year extended reporting period from the date of Final Acceptance.

In contracts that involve demolition, pesticides or hazardous materials, we would add the following additional coverage:

Contractor shall provide and maintain pollution liability coverage on an occurrence basis, with limits not less than \$5,000,000 per "pollution incident" and \$5,000,000 aggregate. The pollution liability coverage shall protect against any claims for bodily injury or property damage arising out of any related activities with respect to the Contract.

3) The Texas Municipal League is a valuable risk management resource to the CTRMA. We have the following recommendations for each annual renewal:

- Review the insurance language in your agreements with the TML**
- Discuss any loss possibilities with the TML to see if any loss avoidance techniques can be implemented**
- Discuss any claims or likely claims with TML to be proactive claim management**
- Continue to utilize the loss prevention programs of the TML**

4) Each of the CTRMA contracts required that the contractor provide certificates of insurance evidencing the coverage required under the contract. These certificates should be saved as a permanent record for period of 5 years in the event a claim is made after the project is finished. The certificates will be a source of identifying coverage in the contractor cannot be located. The certificates themselves are not insurance policies and do not contain all the terms and conditions of the policies. But they will be invaluable in identifying where the coverage can be found in the event of a loss.

Potential Problem Areas

- 1) The property policy does not insure any physical damage to the actual toll roads as roads are not normally covered by a property policy. This means that any loss or damage to the roadways, which results in the inability to use the road and the subsequent loss of toll revenue, would not be covered for either property damage or business interruption.**

In order to have a business interruption claim, there must be physical damage to covered property. Since the roads themselves are not covered property, there would not be any business interruption coverage.

While exposure to damage to the roads might be minimal, the CTRMA should understand this limitation in coverage.

- 2) The property policy contains a sublimit of \$20,000 for pollution cleanup. We see the primary exposure in the area to be a leak at the fuel storage tanks. In the event of a loss the \$20,000 limit may not be sufficient to cover the actual damages. We did inquire if a higher limit could be obtained under the current property program and were advised that it is not available.**

This brings up the question as to whether an overall pollution policy should be obtained for the benefit of all the CTRMA operations. It also brings into question whether the sovereign immunity would protect the CTRMA in the event of a loss. We recommend that you review this with appropriate legal counsel. If a decision is made that a pollution policy be obtained, we can assist in the procurement of this policy thru various broker contacts which we have in the marketplace.

Schedule 1

Recommended insurance language for Cedar Park agreement:

Indemnification:

To the fullest extent permitted by law, City shall indemnify and hold harmless CTRMA for any claims, damages, losses and expenses, including attorney's fees, for bodily injury or property damage, arising out of City's performance of the agreement.

Insurance:

City shall purchase and maintain the following insurance coverages during the term of this contract:

- a) Workers Compensation, providing statutory benefits, and Employers Liability with limits of \$1,000,000.**
- b) Comprehensive General Liability, including products/completed operations liability and contractual liability, in the amount of \$1,000,000 per occurrence for bodily injury and property damage and shall name CTRMA as an additional insured.**
- c) Automobile Liability insurance in the amount of \$1,000,000 per occurrence for bodily injury and property damage.**
- d) Excess liability insurance in the amount of \$5,000,000 per occurrence and aggregate.**

City will provide CTRMA with certificates of insurance evidencing coverage. The certificate shall state that City waives all rights of subrogation against CTRMA and that coverage shall not be modified or cancelled without thirty (30) days notice to CTRMA.

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

RESOLUTION NO. 14-047

**APPROVING THE INVESTMENT POLICY (ARTICLE 1, CHAPTER 2
OF THE POLICY CODE) FOR FISCAL YEAR 2015.**

WHEREAS, the Texas Public Funds Investment Act, Chapter 2256, Government Code, requires the Board of Directors to adopt a written investment policy regarding investment of Mobility Authority funds and funds under its control, and to include a separate written investment strategy for each of the funds or group of funds under its control; and

WHEREAS, in compliance with the Texas Public Funds Investment Act the Board has previously adopted the required written investment policy, now codified as Article 1, Chapter 2 of the Mobility Authority Policy Code (the "Investment Policy"); and

WHEREAS, both the Texas Public Funds Investment Act and Section 201.017 of the Policy Code require an annual review and approval of the Investment Policy by the Board; and

WHEREAS, in connection with and prior to its action on this resolution, the Board has reviewed the Investment Policy; and

WHEREAS, in accordance with recommendations from the Chief Financial Officer and the Controller, the Executive Director recommends to the Board that it approve the Investment Policy with no changes.

NOW THEREFORE, BE IT RESOLVED that Board hereby approves the Investment Policy codified as Article 1, Chapter 2 of the Mobility Authority Policy Code.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-047
Date Passed: 6/25/14

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

RESOLUTION NO. 14-048

**APPROVING THE FINANCIAL INSTITUTIONS AND BROKERS AUTHORIZED
TO PROVIDE INVESTMENT SERVICES TO THE MOBILITY AUTHORITY
FOR FISCAL YEAR 2015.**

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

WHEREAS, Sec. 201.011 of the Policy Code provides that "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 most recent and current list of brokers authorized by the Board of Directors is included as Exhibit 1 to Resolution No. 13-006, dated January 30, 2013; and

WHEREAS, the Executive Director, Chief Financial Officer, and Controller recommend that the Board keep the same list of authorized brokers that were approved through Resolution Number 13-006 and shown on the list of Authorized Investment Brokers attached as Exhibit 1 to this resolution.

NOW, THEREFORE, BE IT RESOLVED that the firms identified on the list of Authorized Investment Brokers attached as Exhibit 1 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 25th day of June, 2014.

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: 14-048
Date Passed: 6/25/14

EXHIBIT 1 TO RESOLUTION 14-048

AUTHORIZED INVESTMENT BROKERS

Coastal Securities
206 Wild Basin Road, Suite 109
Austin, Texas 78746

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

Sterne, Agee & Leach Institutional Group
6408 Bannington Drive
Charlotte, NC 28226

Gilford Securities Incorporated
777 Third Avenue
New York, NY 10017

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

First Empire Securities
100 Motor Parkway, 2nd Floor
Hauppauge, NY 11788

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

BB&T Capital Markets
2 South 9th Street
Richmond, VA 23219

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

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

Regions Bank
100 Congress Avenue
Austin, TX 78701

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

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

RESOLUTION NO. 14-049

APPROVING THE 2014 MOBILITY AUTHORITY STRATEGIC PLAN.

WHEREAS, at its meetings on March 19 and May 21, 2014, the Board reviewed and considered the proposed five-year strategic plan prepared by the Mobility Authority Executive Director and staff;

WHEREAS, the Board has reviewed the proposed 2014 Strategic Plan as revised based on its previous discussions at those Board meetings; and

WHEREAS, the Executive Director recommends approval and adoption of the proposed 2014 Mobility Authority Strategic Plan.

NOW THEREFORE, BE IT RESOLVED that the proposed 2014 Mobility Authority Strategic Plan in the form or substantially the form attached to this resolution as Exhibit 1 is approved and adopted as the 2014 Strategic Plan for the Central Texas Regional Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-049
Date Passed: 6/25/14

EXHIBIT 1 TO RESOLUTION 14-049

2014 MOBILITY AUTHORITY STRATEGIC PLAN

[on the following 8 pages]

Introduction

The Central Texas Regional Mobility Authority is authorized by the Texas Legislature under Chapter 370 of the Transportation Code. Formed in 2002 as the State's first regional mobility authority, the Central Texas Regional Mobility Authority represents the Legislature's vision to give local communities greater flexibility to develop and implement innovative transportation programs. With the support and guidance of Travis and Williamson counties, the Mobility Authority has evolved into a vibrant, agile, highly effective organization. The Mobility Authority's first project, 183A, continues to exceed original traffic and revenue expectations. As a result, the Mobility Authority invested an additional \$105 million to extend 183A 7 years ahead of original plans. The extension opened to traffic in spring 2012. The Mobility Authority has also invested more than \$426 million on constructing its second project, the Manor Expressway, Phase I of the project opened to traffic in January 2013 with transactions consistently double the initial estimates. Phase II of the project is scheduled to open to traffic on May 17, 2014 on time and well within budget. which is scheduled to open in phases between 2012 and 2014. Perhaps the most high profile project currently being pursued by the Mobility Authority under construction is the MoPac Improvement Project, which would involve the construction of will add Express Lanes on an 11-mile stretch of MoPac between Lady Bird Lake in downtown Austin and Parmer Lane. Completion is scheduled in late 2015. The environmental completion on the Bergstrom Expressway (183 South) is anticipated in early 2015 and construction is expected to begin in late 2015. This estimated \$650 million project will add 3 toll main lanes and 2 to 3 frontage lanes from US 290E to US 71. In partnership with TxDOT, three additional projects, SH 45SW, Oak Hill Parkway and US 71E, are in the environmental stages and will ultimately fall under the Mobility Authority's purview. The Mobility Authority is serving as the lead agency in the development of the MoPac South and 183 North projects with environmental clearance expected in 2015 and 2016, respectively.

To build on our previous success and continue to plan strategically for the region's mobility future, the following strategic plan represents the Mobility Authority's long-term vision, initiatives, goals and objectives as it continues to evolve as a leading regional mobility provider in the State.

MOBILITY 2025 || The Strategic Plan

Core Ideology

The Mobility Authority's core ideology describes our consistent identity that transcends all changes related to our relevant environment. Our core ideology consists of two notions: core purpose (our reason for being) and core values (the essential and enduring principles that guide our organization).

Core Purpose:

Be the provider of reliable high quality regional mobility services in Central Texas

Core Values:

Integrity

Demonstrated by honest communication, transparent transactions, ethical decisions and forthright behavior

Accountability

Demonstrated in fiscal responsibility, commitment to our customers and constituents and collaboration with local and regional partners

Credibility

Demonstrated in an earned reputation for fairness, dependability and dedication to public service

Innovation

Demonstrated in visionary leadership, entrepreneurial spirit and tolerance for honest mistakes

Positioning for 2025

Austin is consistently ranked as one of the best places to live in the United States and has experienced tremendous growth in the past two decades. With a vibrant economy, great climate and plentiful cultural and social opportunities, there is no expectation that this will change anytime soon. In fact, the Austin area population is projected to grow to 2 million by 2015 and over 2.56 million by 2025. With this level of sustained growth, the region has to anticipate, plan and implement a wide-range of integrated transportation solutions to ensure Central Texas retains the high quality of life currently enjoyed. Mobility is a key component for the region's future.

In addition, it is important to recognize that mobility in general is facing a major transformation in the next 20 years. Not only will there be more people to serve, but every aspect of moving people and goods will change. An increasing percentage of the population will be retired and on fixed incomes. The

gas tax, the primary source of funding for transportation, will continue to diminish. There will be tougher air quality requirements, stricter environmental standards to comply with and significant changes to our carbon based economy. These are a few examples of factors the Mobility Authority must consider in developing a long-term mobility strategy.

To frame this Strategic Plan, the Mobility Authority desires to articulate an envisioned future that conveys a concrete, yet unrealized vision for the region's mobility by the year 2025. It consists of our *positioning statement*, which represents a clear and compelling catalyst that serves as a focal point for our effort, the intersection of what we are passionate about, what we do best and how we can marshal the resources to accomplish the vision. It also includes a *visualization* of what the year 2025 will be like when the vision is achieved.

Positioning Statement

The Central Texas Regional Mobility Authority will be the driving force for significant improvement and sustainable mobility in Central Texas by 2025.

Visualization – what does 2025 mobility look like?

The following are descriptive statements of how the world could be different for key stakeholders as a result of the Mobility Authority attaining its vision. These descriptions are classified by the Mobility Authority's four strategic initiatives.

Economic Vitality

- Local businesses recognize greater efficiency and profitability due to greater reliability of the transportation network.
- Central Texans benefit from a financially sustainable transportation system, which provides increased resources to meet mobility needs.

Regional Mobility

- Central Texans enjoy greater access to a wide range of transportation modes.
- Emergency services realize reduced response times and increase the health and welfare of Central Texas citizens.
- Travelers benefit from increased safety as they travel through Central Texas.
- ~~Drivers' benefit from reduced auto insurance rates directly attributed to less congestion, greater mobility and safety.~~ Drivers benefit from reliable travel times, less congestion and greater mobility and safety.
- Citizens of Central Texas enjoy a greatly enhanced quality of life as a result of certainty of travel times due to multi-modal options.

Sustainability

- The environment is protected through sustainable air and water quality initiatives and the proactive mitigation of congestion.
- Residents of Central Texas benefit from the Mobility Authority's use of sustainable materials and construction methods.
- Residents and businesses of Central Texas have affordable choices for mobility due to financially sustainable construction and maintenance of facilities.

Innovation

- Transportation infrastructure users benefit from pioneering and innovative financing mechanisms.
- Implementing new technology and social media increases transportation choices, improves decision making and drives efficiency.
- Nationwide toll system interoperability improves mobility across the country.
- Residents of Central Texas benefit from more efficient government services as a result of a collaborative and cooperative "business model."
- All individuals and organizations that interact with the Mobility Authority and its contractors receive a prompt, courteous and forthright response that exceeds expectations.

The Plan

The following represents the Mobility Authority's proposed long-term goals and objectives for the next five years. Set in context of 4 major strategic initiatives, achievement of these goals will move the Mobility Authority towards realization of its purpose and vision.

Initiative: Economic Vitality

A strong, reliable and efficient mobility network is a significant component to a successful regional economy. Residents and businesses alike will benefit with new opportunities for economic expansion while improving mobility in the area.

Goal: Develop projects and programs that support federal, state, regional and local economic development strategies.

~~Objective: Adopt a process to evaluate projects based on their relative value in providing greater mobility given available resources.~~

~~Objective: Develop programs that ensure consistent and predictable travel times.~~

~~Objective: Develop transportation project priorities based on current and future housing and employment centers.~~

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Goal: Lead regional efforts to increase transportation capacity and reliability particularly in congested areas and desired development zones.

~~Objective: Develop transportation project priorities based on current and future housing and employment centers.~~

~~Objective: Adopt a process to evaluate projects based on their relative value in providing greater mobility given available resources.~~

~~Objective: Develop programs that ensure consistent and predictable travel times.~~

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Goal: Partner with regional entities to facilitate economic development initiatives driven by mobility and transportation.

Objective: Continue involvement in regional planning activities with community partners.

Initiative: Regional Mobility

Central Texas will benefit from greater access to a regionally integrated network of transportation modes that provide safe, reliable, efficient and affordable travel.

Goal: Advocate and/or develop reliable, efficient modes of regional multimodal transportation options.

Objective: Develop a planning and financing process that results in the creation of a short and long-range Capital Improvement Program.

~~Objective: Be on the forefront of Utilize existing and -emerging technologies so as to implement more efficient modes of transportation that to provide greater mobility options.~~

Goal: Provide highly reliable and appropriately maintained regional roadway network.

Objective: Design and construct transportation facilities that provide for reliability and safety.

Objective: Develop and implement reliable and efficient maintenance strategies that continue to protect the initial investment.

Objective: Facilitate driver roadside assistance programs that preserves existing capacity.

Objective: Identify opportunities and efficiencies to develop a consistent and seamless ~~toll~~-road network in Central Texas.

Objective: Manage the transportation capacity available in the region through the use of technology including dynamic tolling and mobile applications.

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Initiative: Sustainability

Central Texans will experience a better quality of life ~~due~~resulting from ~~to~~ the Mobility Authority's ~~planning, implementation, operations and maintenance of transportation facilities using~~use of efficient and environmentally sustainable methods.

Goal: Define, use and advocate for environmentally sound design and construction methods for Mobility Authority projects.

Objective: Identify and implement innovative techniques to encourage sustainable, cost-effective design.

Objective: Encourage and increase scientific advancements of material usage.

Objective: Consider innovative land use and mitigation options.

Goal: Build, ~~and~~ maintain and operate assets for long-term preservation and reliability.

Objective: Identify opportunities for and encourage increased use of sustainable materials and ~~innovative~~environmentally responsible construction methods on all projects.

Objective: Develop methods to analyze costs from a long-term sustainability perspective.

Objective: Identify and implement strategies to increase efficiency of roadway, traffic and toll operations.

Goal: Increase public awareness of environmental benefits related to improved mobility systems.

Objective: ~~include~~Advocate and promote environmental benefits in all presentations and communications regarding Mobility Authority activities.

Objective: ~~Highlight~~Promote Mobility Authority's sustainability achievements.

Initiative: Innovation

The Mobility Authority is a solution-oriented, regional transportation leader and service provider that

fosters a high level of trust from the public, elected officials and users of the transportation system through its innovative practices, transparent processes and open communication.

Goal: Advocate for increased transportation management and funding options.

Objective: Work closely with elected officials to educate and enact legislation that ensures flexible options to achieve regional mobility, including funding mechanisms and efficient construction methodologies.

Objective: Explore and utilize public private partnership (P3) opportunities.

Objective: Lead efforts to increase all levels of funding for regional mobility.

Objective: Support and facilitate the start-up and success of Regional Mobility Authority's across the state.

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Goal: Implement the most efficient and cost effective management of transportation facilities in Central Texas while providing a great customer experience.

Objective: Explore expansion of toll tag interoperability and toll tag uses.

Objective: Effectively increase use of technology to support traffic management.

Objective: Maintain leadership in utilizing innovative and industry best practices.

Objective: Preserve and maintain system assets to ensure long-term financial sustainability of the system

Goal: Enhance the customer experience through effective Increase Mobility Authority communication and accessibility.

Objective: Proactively outreach to the community and engage the public in regional transportation issues.

Objective: Enhance Mobility Authority's financial and operations reporting.

Objective: Develop and implement exceptional customer service practices and procedures.

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Footnotes:

Measures of success or desired results:

Customer Surveys

Increased employment and increased job base

Population growth

Less congestion as measured by avg. commute times, time saved

Appraised value changes

Zoning changes

Decreased response times for emergency services

Decrease the number of accidents and injuries/fatalities

Roadside assistance measures

of projects constructed, environment and energy saved and how impactful

Long-term maintenance cost

Legislative success, funding options developed, projects started and completed in time frames, awards and recognitions, customer satisfaction

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

RESOLUTION NO. 14-050

APPROVING THE BUDGET FOR FISCAL YEAR 2015.

WHEREAS, the Central Texas Regional Mobility Authority (“Mobility Authority”) was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the “RMA Rules”); and

WHEREAS, prudent management and fiscal oversight are overriding objectives of the Mobility Authority Board of Directors; and

WHEREAS, it is necessary and desirable to develop and adopt a budget for Mobility Authority operations at the commencement of each fiscal year; and

WHEREAS, the Executive Director and staff have developed and recommend that the Board of Directors approve the budget for fiscal year 2014-2015 (“FY 2015”) attached as Exhibit 1.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the FY 2015 budget attached as Exhibit 1; and

BE IT FURTHER RESOLVED that this budget may be amended from time-to-time by approval of the Board of Directors.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-050
Date Passed: 6/25/14

EXHIBIT 1 TO RESOLUTION 14-050

PROPOSED FY 2015 BUDGET

[on the following 55 pages]

FY 2015

PROPOSED OPERATING BUDGET
JUNE 25, 2014



CENTRAL TEXAS
Regional Mobility Authority

The Central Texas Regional Mobility Authority is authorized by the Texas Legislature under Chapter 370 of the Transportation Code. Formed in 2002 as the State's first regional mobility authority, the Central Texas Regional Mobility Authority represents the Legislature's vision to give local communities greater flexibility to develop and implement innovative transportation programs. With the support and guidance of Travis and Williamson counties, the Mobility Authority has evolved into a vibrant, agile, highly effective organization. Celebrating its 11 year anniversary, the Authority constructed 183A that opened in 2007 and a 6.2 mile extension was opened to traffic in April 2012, 7 years ahead of original plans. The Manor Expressway Phase I opened for tolling in January of 2013 and the entire project opened in May of 2014, on time and within budget. The MoPac Improvement Project is under construction and is expected to be completed in the Fall of 2015.

Board of Directors

Ray A. Wilkerson, Chairman
James H. Mills, Vice-Chairman
Robert L. Bennett, Jr., Treasurer
Nikelle S. Mead, Secretary
David B. Armbrust
David Singleton
Charles Heimsath

Executive Director

Mike Heiligenstein

Chief Financial Officer

William Chapman

Controller

Cindy Demers

Central Texas Regional Mobility Authority

Core Ideology

The Mobility Authority's core ideology describes our consistent identity that transcends all changes related to our relevant environment. Our core ideology consists of two notions: core purpose (our reason for being) and core values (the essential and enduring principles that guide our organization).

Core Purpose

Be the provider of high quality regional mobility services in Central Texas.

Core Values

Integrity: Demonstrated by honest communication, transparent transactions, ethical decisions and forthright behavior.

Accountability: Demonstrated in fiscal responsibility, commitment to our customers and constituents and collaboration with local and regional partners.

Credibility: Demonstrated in an earned reputation for fairness, dependability and dedication to public service.

Innovation: Demonstrated in visionary leadership, entrepreneurial spirit and tolerance for honest mistakes.



FY 2015 Proposed Operating Budget

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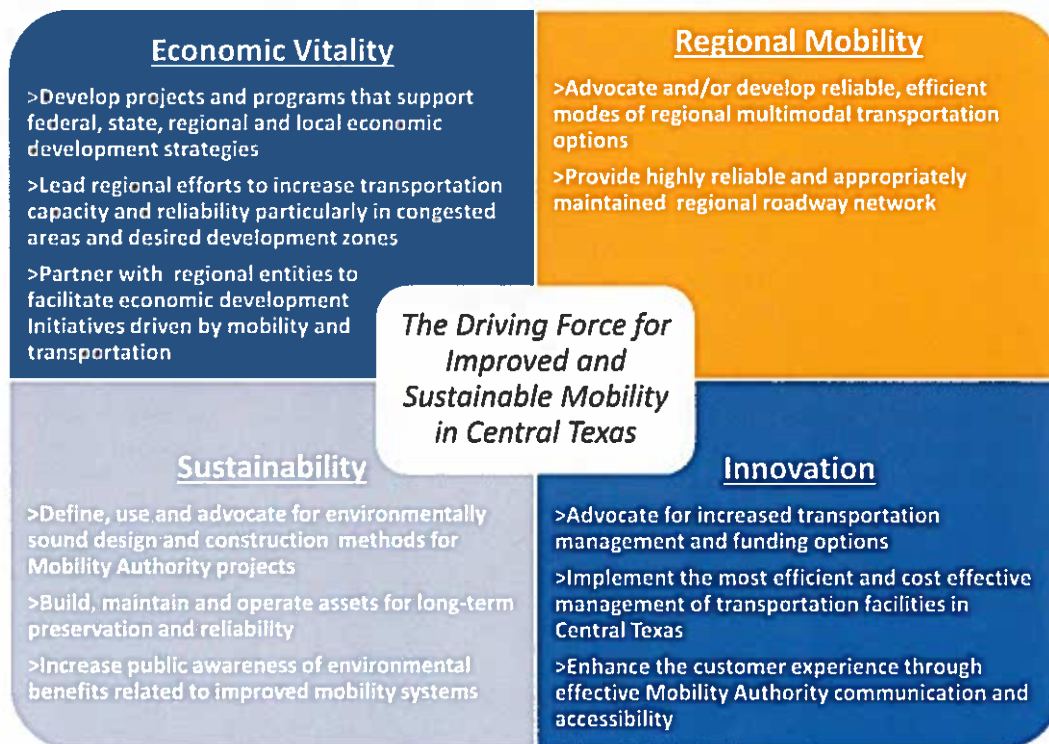
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FY 2015 Proposed Operating Budget Overview

Presented is the Mobility Authority's proposed FY 2015 Operating Budget. This document contains revenue estimates and departmental spending plans for the fiscal year beginning July 1, 2014 and ending June 30, 2015. The total proposed operating revenues are \$54,219,372. Total proposed operating expenses are \$86,804,785 inclusive of \$28,246,450 in non-cash items such as amortization, depreciation, bond issuance expense and accreted interest. In addition, this document includes the Authority's Operating Capital Budget, System Operating Budget and the Renewal and Replacement Fund Budget.

As discussed below, this budget is influenced by several factors including the Mobility Authority Strategic Plan, the opening of Phase II of the Manor Expressway in May of this year, the continued ramp up of the 183A extension which opened in April of 2012 and maintaining and improving current service levels.

Strategic Plan



The Strategic Plan serves as a guiding document in the operations of the Mobility Authority and in the development of the proposed FY 2015 budget. The Plan

FY 2015 Proposed Operating Budget Overview

summarized in the graphic states the Mobility Authority's vision for 2025 and establishes goals in context of four strategic initiative areas – Economic Vitality, Regional Mobility, Sustainability and Innovation. While all are interconnected, each initiative contains the stated goals for that area. For this budget, located in the departmental narrative sections, each department has articulated a Strategic Plan connection between their FY 2014 accomplishments and their goals for the upcoming fiscal year.

Revenues

Revenue estimates for FY 2015 are proposed at \$54.2 million which is an approximate 34% increase over FY 2014 budget. The increase is driven by the recent opening of the Manor Expressway phase II project. Toll revenue estimates were based on historical and projected toll transactions for both the 183A and Manor Expressway facilities. In analyzing current actual results, the Authority believes these projections are achievable. The revenue budget also includes \$2.4 million in grant funds for the Value Pricing Pilot Program as well as the expanded HERO (roadside assistance) program.

Expenses

Expense estimates for FY 2015 are proposed at \$86.8 million which represents an 87.4% increase over the FY 2014 budget. Because the Authority reports on an accrual basis, included in the expense estimates is \$28.2 million in non-cash expense items such as amortization, depreciation, bond issuance expense accruals and accreted interest expense. The increased operating budget is due to increased costs associated with the opening of the full build of the Manor Expressway. Interest expense, which represents 51% of the total expense budget, increased significantly due to interest that was previously capitalized in the Manor Expressway now being budgeted in the operating budget.

The expense budget assumes a full year of operating costs for the 183A and Manor Expressway including increased costs for toll collection and video enforcement. While the Authority continues to reduce toll collection costs, the anticipated increase in transactions is driving the increased expense budget. The budget also assumes full year depreciation expenses for the Manor Expressway.

The proposed budget provides funding for a new position in the Engineering department to assist with construction project administration. In addition, there is funding for part time assistance in the Toll Operations department to assist with administrative duties as the department takes on more collection efforts with two roadways now in operation.

FY 2015 Proposed Operating Budget Overview

Additional highlights include continued funding for expanding the coverage area on IH 35 and 183A for the highly successful HERO program. The programs expenses are reimbursed through a grant from Capital Area Metropolitan Planning Organization (CAMPO) and TxDOT. The budget also includes funding for a comprehensive public relations and outreach program to continue to market the Mobility Authority's open roadways as well as its regional leadership in transportation for the Austin area.

The remaining expense line items were developed in line with current operating goals and objectives as established by the Board of Directors through the Strategic Plan and Executive Director.

Operating Capital Budget, Renewal and Replacement and Capital Projects

The proposed operating Capital Budget includes funding for replacing some of the Authority's computer servers and equipment.

The Renewal and Replacement budget contains funding for the mill and overlay project on the 183A frontage roads anticipated to be completed in the Fall of 2014.

In addition there is an allocation of funding provided through the cash flow for the 183A/183 Intersection project. The project is partially funded by developer contributions and a pass through toll agreement with TxDOT.

The Capital Projects schedule reflects current and future construction projects the Mobility Authority is developing. Each of these projects is in various stages of development and may have various sources of funding which are identified in the schedule included in this document.

Future Projections, Cash Flow and Debt Service Coverage

Cash flow will continued to be monitored closely as the Authority moves into full operations of the 183A and Manor Expressway roadways. While the projected expenses in the proposed budget exceed estimated revenues, when non-cash expenses are removed and other funding sources are considered, the current projections result in a net cash inflow of \$9.8 million at the end of FY 2015. This is primarily due to the planned phase in approach to funding the 2011 bond debt service with grant funds through 2017. As discussed below, this inflow will be used to build the Authority's operating reserves and prepare for the 2011 bond debt service that will be phased into the operating budget in the next three years.

FY 2015 Proposed Operating Budget Overview

The cash flow projections are utilized to anticipate cash flow requirements as well as ensure the Authority remains in compliance with trust indentures, debt service coverage requirements and cash reserve policies. The FY 2015 proposed budget provides for debt service coverage levels well above the requirements of the trust indentures.

Unrestricted Cash Reserves

The Authority has a Board policy of maintaining unrestricted cash reserves to cover twelve months of cash expenses. It further allows the Executive Director to lower the requirement to nine months should he deem it in the best interest of the Authority and will not adversely affect the financial stability of the organization. As discussed in previous budget documents, with the increased expenditures associated with the opening of a new project that can occur within one year, when new projects come on line it may take the Authority a few years to build up the reserves to cover a full year of cash expenses. Due to the phasing in of the 2011 debt service, the proposed FY 2015 budget will remain in compliance with the Board policy of maintaining unrestricted cash reserves to cover 12 months of cash expenses. However, in future years as the debt service is phased in, the Authority will need to continue to build the reserves to cover the future expenses.

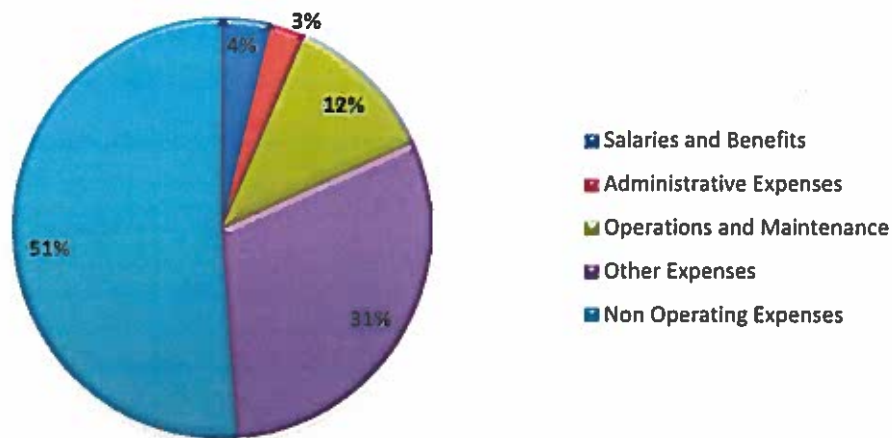
Consolidated Summary of Revenues and Expenses

	FY 2013 Adopted Budget	FY 2014 Adopted Budget	FY 2015 Proposed Budget
Revenues			
<i>Operating Revenue:</i>			
Toll Revenue	\$ 25,675,782	\$ 32,412,071	\$ 34,496,074
Video Tolls	3,629,122	4,696,644	12,962,624
Fee Revenue	1,512,134	1,841,570	4,181,074
Total Operating Revenue	\$ 30,817,038	\$ 38,950,285	\$ 51,639,772
<i>Other Revenue:</i>			
Interest Income	180,000	180,000	180,000
Grant Revenue	1,236,000	1,236,000	2,399,600
Misc Revenue	2,500	92,500	-
Total Other Revenue	\$ 1,418,500	\$ 1,508,500	\$ 2,579,600
Total Revenue	\$ 32,235,538	\$ 40,458,785	\$ 54,219,372
Expenses			
<i>Administrative, Operating and Financing</i>			
Salaries and Benefits	3,021,631	3,119,051	3,296,111
Administrative Expenses	1,577,444	1,752,525	2,323,550
Operations and Maintenance	6,350,317	7,734,856	10,100,710
Other Expenses	11,562,100	12,449,700	26,584,700
Non Operating Expenses	20,683,015	21,261,755	44,499,714
Total Expenses	\$ 43,194,507	\$ 46,317,887	\$ 86,804,785
<i>Less: Non Cash Expenses</i>			
Amortization Expense		(25,000)	(1,420,000)
Depreciation Expense		(10,645,000)	(22,274,000)
Bond Issuance Expense		(400,000)	(50,000)
Accreted Interest - CABS		(3,465,755)	(4,502,450)
Total Non Cash Expenses		\$ (14,535,755)	\$ (28,246,450)
<i>Less: 2011 Bond Interest Expense funded from other sources</i>			
			(22,618,212)
Plus: Cash Outlays			
Operating Capital Budget			5,000
Debt Service - Principal Due			3,475,000
Renewal and Replacement Funding			3,000,000
183/183A Intersection Funding			2,000,000
Net Cash Flow			\$ 9,799,249
Estimated Unrestricted Cash - July 1, 2014			31,000,000
Estimated Unrestricted Cash - June 30, 2015			\$ 40,799,249

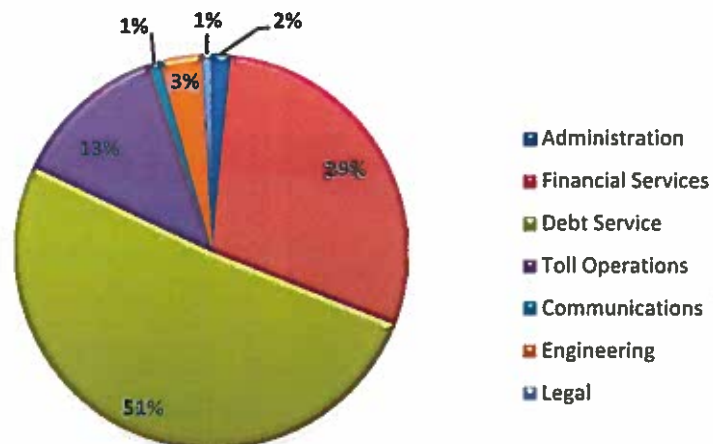
Consolidated Summary of Revenues and Expenses

	FY 2013 Adopted Budget	FY 2014 Adopted Budget	FY 2015 Proposed Budget	Increase (Decrease)
Salaries and Benefits	\$ 3,021,631	\$ 3,119,051	\$ 3,296,111	5.68%
Administrative Expenses	1,577,444	1,752,525	2,323,550	32.58%
Operations and Maintenance	6,350,317	7,734,856	10,100,710	30.59%
Other Expenses	11,562,100	12,449,700	26,584,700	113.54%
Non Operating Expenses	20,683,015	21,261,755	44,499,714	109.29%
Total Expenses	\$ 43,194,507	\$ 46,317,887	\$ 86,804,785	87.41%

FY 2015 Expenses by Category



FY 2015 Expenses by Department



Consolidated Summary of Revenues and Expenses

Total FY 2015 Proposed Expenditures		\$ 86,804,785
Non Cash Expenditures:		
Amortization Expense		(1,420,000)
Dep Exp- Furniture & Fixtures	(14,000)	
Dep Expense - Equipment	(15,000)	
Dep Expense - Autos & Trucks	(7,000)	
Dep Expense-Buildng & Toll Fac	(200,000)	
Dep Expense-Highways & Bridges	(19,000,000)	
Dep Expense-Communic Equip	(200,000)	
Dep Expense-Toll Equipment	(1,860,000)	
Dep Expense - Signs	(350,000)	
Dep Expense-Land Improvemts	(600,000)	
Depreciation Expense-Computers	(28,000)	
Total Depreciation Expense		(22,274,000)
Bond Issuance Expense Operating		(50,000)
Accreted Interest CABS		(4,502,450)
Total Non Cash Expenditures		<u>\$ (26,826,450)</u>
Total Cash Expenditures		<u>\$ 58,558,335</u>

Central Texas Regional Mobility Authority
FY 2015 Proposed Revenue and Expense by Line Item
All Departments

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Revenue					
Operating Revenue					
Toll Revenue	\$ 25,675,782	\$ 24,084,655	\$ 32,412,071	\$ 34,496,074	
Video Tolls	3,629,122	5,396,293	4,696,644	12,962,624	
Fee Revenue	1,512,134	2,352,767	1,841,570	4,181,074	
Total Operating Revenue	30,817,038	31,833,716	38,950,285	51,639,772	32.58%
Other Revenue					
Interest Income	180,000	152,352	180,000	180,000	
Grant Revenue	1,236,000	83,363,066	1,236,000	2,399,600	
Misc Revenue	2,500	3,187,761	92,500	-	
Total Other Revenue	1,418,500	86,703,179	1,508,500	2,579,600	71.00%
Total Revenue	\$ 32,235,538	\$ 118,536,894	\$ 40,458,785	\$ 54,219,372	34.01%
Expenses					
Salaries and Benefits					
Salaries					
Salary Expense-Regular	2,115,939	1,725,280	2,185,005	2,286,142	4.63%
Part Time Salary Expense	12,000	-	12,000	51,000	325.00%
Overtime Salary Expense	3,000	-	3,000	3,000	0.00%
Salary Reserve	50,000	-	50,000	40,000	-20.00%
Contractual Employees Expense	5,000	-	5,000	-	
Total Salaries	2,185,939	1,725,280	2,255,005	2,380,142	5.55%
Benefits					
TCDRS	307,536	240,151	317,550	334,167	5.23%
FICA	96,433	73,702	102,241	104,780	2.48%
FICA MED	30,899	25,189	31,900	33,417	4.76%
Health Insurance Expense	186,370	144,334	193,060	223,733	15.89%
Life Insurance Expense	5,684	2,386	5,874	5,903	0.49%
Auto Allowance Expense	10,200	5,100	10,200	10,200	0.00%
Other Benefits	185,610	79,931	190,261	190,809	0.29%
Total Benefits	822,732	570,793	851,086	903,009	6.10%
Payroll Taxes					
Unemployment Taxes	12,960	4,002	12,960	12,960	0.00%
Total Payroll Taxes	12,960	4,002	12,960	12,960	0.00%
Total Salaries and Benefits	3,021,631	2,300,075	3,119,051	3,296,111	5.68%
Administrative					
Administrative and Office Expenses					
Accounting	12,000	8,648	12,000	5,000	-58.33%
Auditing	65,000	51,480	65,000	70,000	7.69%
Human Resources	25,000	6,021	50,000	50,000	0.00%
Legal	270,000	153,538	250,000	320,000	28.00%
IT Services	65,000	27,779	63,000	63,000	0.00%
Internet	5,100	961	6,000	6,700	11.67%
Software Licenses	17,200	18,958	17,200	20,200	17.44%
Cell Phones	9,700	9,761	10,000	12,100	21.00%
Local Telephone Service	18,000	12,878	25,000	25,000	0.00%
Overnight Delivery Services	1,600	29	1,700	1,700	0.00%
Local Delivery Services	1,250	511	1,150	1,150	0.00%
Copy Machine	10,000	6,596	10,000	8,000	-20.00%
Repair & Maintenance-General	500	-	500	500	0.00%
Meeting Facilities	250	-	250	250	0.00%

Central Texas Regional Mobility Authority
FY 2015 Proposed Revenue and Expense by Line Item
All Departments

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
CommunityMeeting/ Events	5,000	-	5,000	5,000	0.00%
Meeting Expense	9,800	5,291	17,300	17,700	2.31%
Public Notices	2,200	100	2,000	2,000	0.00%
Toll Tag Expense	3,120	226	2,700	1,550	-42.59%
Parking	41,175	2,274	3,175	3,400	7.09%
Mileage Reimbursement	5,950	4,313	6,750	9,750	44.44%
Insurance Expense	90,000	81,422	90,000	180,000	100.00%
Rent Expense	250,000	258,766	400,000	490,000	22.50%
Total Administrative and Office Expenses	907,845	649,552	1,038,725	1,293,000	24.48%
Office Supplies					
Books & Publications	12,500	2,077	6,500	6,650	2.31%
Office Supplies	11,000	11,454	10,000	12,000	20.00%
Computer Supplies	12,500	8,048	12,500	12,500	0.00%
Copy Supplies	2,200	959	2,200	2,200	0.00%
Other Reports-Printing	10,000	162	10,000	13,000	30.00%
Office Supplies-Printed	2,500	677	2,500	2,700	8.00%
Misc Materials & Supplies	4,000	2,244	3,500	3,500	0.00%
Postage Expense	5,650	507	5,650	5,600	-0.88%
Total Office Supplies	60,350	26,128	52,850	58,150	10.03%
Communications and Public Relations					
Graphic Design Services	10,000	15,394	40,000	50,000	25.00%
Website Maintenance	35,000	38,277	35,000	65,000	85.71%
Research Services	50,000	9,301	50,000	50,000	0.00%
Communications and Marketing	140,000	128,816	140,000	150,000	7.14%
Advertising Expense	60,000	45,819	60,000	260,000	333.33%
Direct Mail	5,000	75	5,000	5,000	0.00%
Video Production	5,000	6,704	20,000	30,000	50.00%
Photography	15,000	9,146	10,000	10,000	0.00%
Radio	10,000	-	10,000	10,000	0.00%
Other Public Relations	2,500	-	2,500	27,500	1000.00%
Promotional Items	10,000	2,191	10,000	10,000	0.00%
Displays	5,000	-	5,000	5,000	0.00%
Annual Report printing	7,000	-	7,000	10,000	42.86%
Direct Mail Printing	5,000	-	5,000	5,000	0.00%
Other Communication Expenses	11,500	492	1,000	1,000	0.00%
Total Communications and Public Relations	371,000	256,215	400,500	688,500	71.91%
Employee Development					
Subscriptions	1,850	1,460	1,850	1,850	0.00%
Memberships	33,959	29,218	34,600	37,100	7.23%
Continuing Education	7,300	596	7,300	5,550	-23.97%
Professional Development	14,000	501	14,000	12,200	-12.86%
Other Licenses	640	470	700	700	0.00%
Seminars and Conferences	33,000	22,208	32,000	39,000	21.88%
Travel	76,000	67,326	89,000	91,000	2.25%
Total Employee Development	166,749	121,779	179,450	187,400	4.43%
Financing and Banking Fees					
Trustee Fees	6,000	16,125	8,000	16,000	100.00%
Bank Fee Expense	8,000	4,457	8,000	10,000	25.00%
Continuing Disclosure	4,000	3,500	4,000	8,500	112.50%
Arbitrage Rebate Calculation	6,000	6,630	6,000	7,000	16.67%
Loan Fee Expense	12,500	-	5,000	5,000	0.00%
Rating Agency Expense	35,000	37,000	50,000	50,000	0.00%
Total Financing and Banking Fees	71,500	67,712	81,000	96,500	19.14%
Total Administrative	1,577,444	1,121,386	1,752,525	2,323,550	32.58%

Central Texas Regional Mobility Authority
FY 2015 Proposed Revenue and Expense by Line Item
All Departments

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Operations and Maintenance					
<i>Operations and Maintenance Consulting</i>					
General Engineering Consultant	1,250,000	8,862	675,000	520,500	-22.89%
GEC-Trust Indenture Support	-	84,814	75,000	69,500	-7.33%
GEC-Financial Planning Support	-	50,021	50,000	47,000	-6.00%
GEC-Toll Ops Support	-	879	5,000	60,000	1100.00%
GEC-Roadway Ops Support	-	260,873	200,000	187,000	-6.50%
GEC-Technology Support	-	98,639	35,000	150,000	328.57%
GEC-Public Information Support	-	461	10,000	1,000	-90.00%
GEC-General Support	-	200,934	200,000	225,000	12.50%
General System Consultant	175,000	72,723	175,000	175,000	0.00%
Traffic and Revenue Consultant	-	36,068	5,000	60,000	1100.00%
Total Ops and Maintenance Consulting	1,425,000	814,274	1,430,000	1,495,000	4.55%
<i>Road Operations and Maintenance</i>					
Roadway Operations	-	-	-	50,000	
Roadway Maintenance	650,000	437,657	750,000	700,000	-6.67%
Landscape Maintenance	280,000	78,880	250,000	250,000	0.00%
Signal & Illumination Maint	-	64,574	-	-	
Maintenance Supplies-Roadway	9,175	-	9,175	-	-100.00%
Tools & Equipment Expense	-	43	500	500	0.00%
Gasoline	5,000	2,590	5,500	6,000	9.09%
Repair & Maintenance-Vehicles	500	1,012	500	1,000	100.00%
Electricity - Roadways	-	-	-	30,000	
Total Road Operations and Maintenance	944,675	584,756	1,015,675	1,037,500	2.15%
<i>Toll Processing and Collection Expense</i>					
Image Processing	780,000	1,150,035	1,260,000	3,000,791	138.16%
Tag Collection Fees	1,434,788	1,338,750	2,013,000	2,318,079	15.16%
Court Enforcement Costs	-	7,050	15,000	45,000	200.00%
DMV Look-up Fees	-	-	-	7,000	
Total Toll Processing and Collections	2,214,788	2,495,835	3,288,000	5,370,870	63.35%
<i>Toll Operations Expense</i>					
Facility maintenance	46,954	6,688	-	-	
Emergency Maintenance	-	-	10,000	10,000	0.00%
Generator Maintenance	-	-	20,000	27,700	38.50%
Generator Fuel	-	1,573	9,000	6,000	-33.33%
Fire and Burglar Alarm	-	123	3,660	-	-100.00%
Elevator Maintenance	-	3,037	2,640	2,800	6.06%
Refuse	-	446	780	800	2.56%
Pest Control	-	3,284	1,536	1,600	4.17%
Custodial	-	500	4,440	5,440	22.52%
Fiber Optic System	63,000	67,713	30,000	40,000	33.33%
Water	7,500	4,603	7,500	7,500	0.00%
Electricity	178,500	84,611	180,000	150,000	-16.67%
ETC spare parts expense	30,000	2,545	30,000	130,000	333.33%
Repair & Maintenance Toll Equip	5,000	170	5,000	5,000	0.00%
Law Enforcement	250,000	218,685	250,000	257,500	3.00%
ETC Maintenance Contract	1,029,900	839,585	1,291,625	1,368,000	5.91%
ETC Development	125,000	-	125,000	125,000	0.00%
ETC Testing	30,000	-	30,000	60,000	100.00%
Total Toll Operations	1,765,854	1,233,563	2,001,181	2,197,340	9.80%
Total Operations and Maintenance	6,350,317	5,128,428	7,734,856	10,100,710	30.59%

Central Texas Regional Mobility Authority
FY 2015 Proposed Revenue and Expense by Line Item
All Departments

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Other Expenses					
Special Projects and Contingencies					
HERO	1,629,000	1,016,505	1,629,000	1,400,000	-14.06%
Special Projects	-	396,922	-	1,190,000	
Other Contractual Svcs	200	-	200	130,200	65000%
Contingency	265,500	16,114	150,500	170,500	13.29%
Total Special Projects and Contingencies	1,894,700	1,429,541	1,779,700	2,890,700	62.43%
Non Cash Expenses					
Amortization Expense	76,000	85,930	25,000	120,000	380.00%
Amort Expense - Refund Savings	-	856,549	-	1,300,000	
Dep Exp- Furniture & Fixtures	9,000	-	14,000	14,000	0.00%
Dep Expense - Equipment	26,400	17,364	17,000	15,000	-11.76%
Dep Expense - Autos & Trucks	7,000	5,749	7,000	7,000	0.00%
Dep Expense-Buildng & Toll Fac	177,000	147,596	100,000	200,000	100.00%
Dep Expense-Highways & Bridges	8,000,000	7,505,188	9,000,000	19,000,000	111.11%
Dep Expense-Communic Equip	195,000	163,429	175,000	200,000	14.29%
Dep Expense-Toll Equipment	965,000	1,288,730	986,000	1,860,000	88.64%
Dep Expense - Signs	135,000	202,307	175,000	350,000	100.00%
Dep Expense-Land Improvemts	67,000	438,389	160,000	600,000	275.00%
Depreciation Expense-Computers	10,000	21,699	11,000	28,000	154.55%
Total Non Cash	9,667,400	10,732,930	10,670,000	23,694,000	122.06%
Total Other Expenses	11,562,100	12,162,471	12,449,700	26,584,700	113.54%
Non Operating Expenses					
Bond issuance expense	300,000	182,244	400,000	50,000	-87.50%
Interest Expense	20,318,015	12,916,749	20,796,755	44,384,714	113.42%
Community Initiatives	65,000	55,000	65,000	65,000	0.00%
Total Non Operating Expense	20,683,015	13,153,993	21,261,755	44,499,714	109.29%
Total Expenses	43,194,507	33,866,353	46,317,887	86,804,785	87.41%
Net Income	\$ (10,958,969)	\$ 84,670,541	\$ (5,859,102)	\$ (32,585,413)	

Administration

The primary role of the Administration Department is oversight and daily management of the Mobility Authority's projects and activities. In addition to the Executive Director, this department includes the Deputy Executive Director, Public Outreach Manager, Executive Assistant and Receptionist.

Under the direction of the Executive Director, this department is responsible for advancing the Mobility Authority's strategic mission and objectives. Serving as a direct liaison with governmental agencies and entities addressing transportation issues throughout the Central Texas region, the Executive Director serves as the primary communicator and provides information and available resources to assist in the development and implementation of the region's mobility plans and projects.

The Administration Department also provides community outreach and development and front-line customer service to the general public and elected officials who contact the Mobility Authority.

Major Business Functions:

Board of Directors: Provide administrative support for the Mobility Authority's Board of Directors.

Office of the Executive Director: Oversight and daily management of the Mobility Authority's projects and activities.

Community development and outreach: Provide public outreach direction on all Mobility Authority projects under development and maintain working relationships with all transportation entities, neighborhoods, community organizations and the general public.

FY 2014 Highlights and Accomplishments:

- Successfully opened the second phase of the Manor Expressway in May 2014. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Began construction on the MoPac Improvement Project with strong emphasis on community and neighborhood outreach. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Commenced or continued six environmental studies of mobility projects in partnership with TxDOT. *Strategic Initiatives: Regional Mobility, Innovation*

Administration

- Executed an agreement and began activities to design and construct the Travis County Maha Loop non-tolled project fully funded by Travis County. *Strategic Initiatives: Regional Mobility, Innovation*

FY 2015 Overview and Goals:

- Significant construction progress on the MoPac Improvement Project. Anticipated opening in late 2015. *Strategic Initiative: Regional Mobility, Economic Vitality*
- Complete procurement and commence construction of the Bergstrom Expressway in 2015. *Strategic Initiative: Regional Mobility, Economic Vitality*
- Successfully complete the development phase for 45SW, SH 71 Express, Bergstrom Expressway, and the MoPac Intersection Improvements; and transition into these projects' design and construction. *Strategic Initiative: Regional Mobility, Innovation*
- Remain a resource on regional mobility issues and a steadfast advocate for short- and long-term transportation solutions. *Strategic Initiatives: Regional Mobility, Innovation*

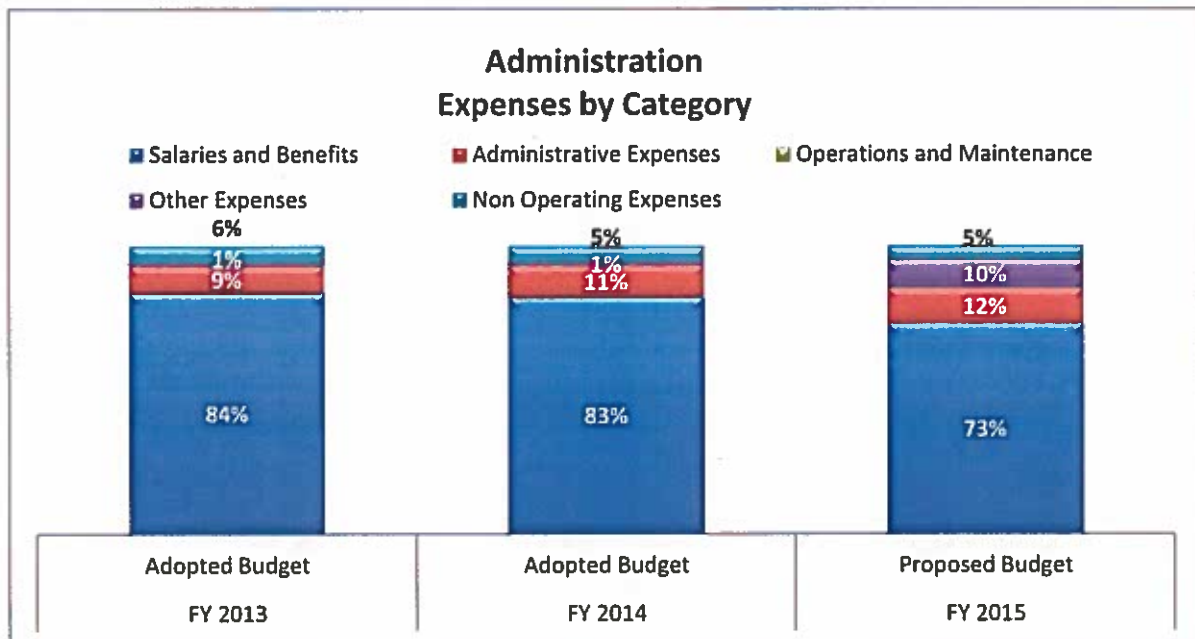
Key Measurement Indicators:

Measurement Description	FY 2013 Actual	FY 2014 Estimated	FY 2015 Projected
Stakeholder Meetings	N/A	100	75
Open Houses	N/A	14	10

Administration

Summary of Expenses:

	FY 2013 Budget	FY 2014 Budget	FY 2015 Proposed Budget	Increase (Decrease)
Salaries and Benefits	\$ 966,151	\$ 977,764	\$ 992,598	1.52%
Administrative Expenses	109,000	132,100	166,800	26.27%
Operations and Maintenance	-	-	-	0.00%
Other Expenses	10,000	10,000	130,000	1200.00%
Non Operating Expenses	65,000	65,000	65,000	0.00%
Total Expenses	1,150,151	1,184,864	1,354,398	14.31%



Authorized Personnel:

	Positions		
	FY 2013 Adopted	FY 2014 Adopted	FY 2015 Proposed
Executive Director	1	1	1
Deputy Director	1	1	1
Assistant to Executive Director	1	1	1
Receptionist	1	1	1
Community Relations Director**	0	1	1
Public Outreach Manager	1	1	1
Intern*	1	1	1
Total Positions - Administration	6	7	7

*Not currently Filled

**For FY 2014 and FY 2015 this position is funded through the MoPac Improvement Project

**FY 2015 Proposed Operating Budget
Administration**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Salaries and Benefits					
Salaries & Wages					
Salary Expense-Regular	626,451	547,081	635,555	648,495	2.04%
Part Time Salary Expense	12,000	-	12,000	12,000	0.00%
Overtime Salary Expense	3,000	-	3,000	3,000	0.00%
Salary Reserve	50,000	-	50,000	40,000	-20.00%
Total Salaries	691,451	547,081	700,555	703,495	0.42%
Benefits					
TCDRS	91,560	75,081	92,880	96,207	3.58%
FICA	26,063	20,302	26,720	26,918	0.74%
FICA MED	9,301	8,082	9,433	9,621	1.99%
Health Insurance Expense	45,964	32,660	45,964	52,827	14.93%
Life Insurance Expense	1,664	707	1,689	1,751	3.67%
Auto Allowance Expense	10,200	5,100	10,200	10,200	0.00%
Other Benefits	86,348	28,687	86,723	87,979	1.45%
Total Benefits	271,100	170,619	273,609	285,503	4.35%
Payroll Taxes					
Unemployment Taxes	3,600	54	3,600	3,600	0.00%
Total Payroll Taxes	3,600	54	3,600	3,600	0.00%
Total Salaries and Benefits	966,151	717,754	977,764	992,598	1.52%
Administrative					
Administrative and Office Expenses					
Human Resources	-	5,000	-	-	
Cell Phones	3,000	2,211	3,600	3,600	0.00%
Overnight Delivery Services	500	-	500	500	0.00%
Local Delivery Services	500	126	500	500	0.00%
Repair & Maintenance-General	500	-	500	500	0.00%
Meeting Facilities	250	-	250	250	0.00%
Meeting Expense	2,500	3,836	10,000	10,000	0.00%
Toll Tag Expense	250	22	250	250	0.00%
Parking	1,000	909	1,000	2,700	170.00%
Mileage Reimbursement	1,500	2,365	1,500	3,500	133.33%
Total Administrative and Office Expenses	10,000	14,469	18,100	21,800	20.44%
Office Supplies					
Books & Publications	500	-	500	500	0.00%
Computer Supplies	500	-	500	500	0.00%
Office Supplies-Printed	500	322	500	500	0.00%
Misc Materials & Supplies	1,000	1,103	1,000	1,000	0.00%
Postage Expense	500	313	500	500	0.00%
Total Office Supplies	3,000	1,738	3,000	3,000	0.00%
Communications and Public Relations					
Other Public Relations	-	-	-	25,000	
Total Communications and Public Relations	-	-	-	25,000	
Employee Development					
Subscriptions	1,000	13	1,000	1,000	0.00%
Memberships	27,500	24,788	27,500	28,500	3.64%
Professional Development	7,500	-	7,500	7,500	0.00%
Seminars and Conferences	15,000	8,488	15,000	20,000	33.33%
Travel	45,000	33,750	60,000	60,000	0.00%
Total Employee Development	96,000	67,039	111,000	117,000	5.41%
Total Administrative	109,000	83,246	132,100	166,800	26.27%

**FY 2015 Proposed Operating Budget
Administration**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Other Expenses					
Special Projects and Contingencies					
Other Contractual Svcs	-	-	-	100,000	
Contingency	10,000	16,114	10,000	30,000	200.00%
Total Special Projects and Contingencies	10,000	16,114	10,000	130,000	1200.00%
Total Other Expenses	10,000	16,114	10,000	130,000	1200.00%
Non Operating Expenses					
Community Initiatives	65,000	55,000	65,000	65,000	0.00%
Total Non Operating Expense	65,000	55,000	65,000	65,000	0.00%
Total Expenses	1,150,151	872,114	1,184,864	1,354,398	14.31%

Financial Services

The primary role of the Financial Services Department is to provide financial leadership and oversight of the Mobility Authority. Under the direction of the Chief Financial Officer (CFO), the department is responsible for recommending and communicating strategic financial planning to the Executive Director and Board of Directors. The financial services department provides all accounting, financial, budgeting and debt management activities for the Authority.

Major Business Functions:

Financing: Provide direction and leadership on all Mobility Authority project financing.

Budget: Develop, propose and manage the Authority's annual budget.

Accounting: Responsible for maintaining all accounting records including processing payroll, accounts payable, reconciling records and monthly and annual financial reporting. Provide all operating and capital project accounting. Assist external auditors with annual financial audit.

Treasury: Responsible for cash management and investment of all Authority funds. Work closely with Trustee to manage cash flow and invest funds in accordance with the Texas Public Funds Investment Act and the Authority's Investment Policy. Maintain close working relationship with bank providers.

Human Resources: Provide human resources support for Mobility Authority staff.

FY 2014 Highlights and Accomplishments:

- Completed analysis of 183S (Bergstrom Expressway) as a potential concession project. Concluded the municipal financing model, in conjunction with a TIFIA loan, as the recommended financing model for the project. *Strategic Initiative: Innovation, Regional Mobility*
- Secured a \$5 million short-term financing for some costs associated with the MoPac Improvement project. *Strategic Initiative: Innovation*
- Continued the development of new funding mechanisms for the Authority's projects including the 183S (Bergstrom Expressway) project. *Strategic Initiative: Innovation*

Financial Services

- Enhanced the financial/investor relations section of the Authority's web site to better organize information and provide financial transparency and accountability. *Strategic Initiative: Innovation*
- Upgraded the Authority's financial accounting systems to take advantage of newer technology and improve financial reporting for operations and capital projects. *Strategic Initiative: Innovation*
- Implemented investment process to improve interest earnings on invested funds. *Strategic Initiative: Innovation*

FY 2015 Overview and Goals:

- Secure TIFIA loan and financially close revenue bonds to finance the 183S (Bergstrom Expressway) project. *Strategic Initiative: Innovation*
- Explore and possibly execute master credit agreement with TIFIA to finance future Mobility Authority projects. *Strategic Initiative: Innovation*
- Enhance financial reporting on upgraded system including updating monthly financial reports. *Strategic Initiative: Innovation*
- In conjunction with toll operations, continue to develop and implement processes to reduce toll collection costs. *Strategic Initiative: Innovation*

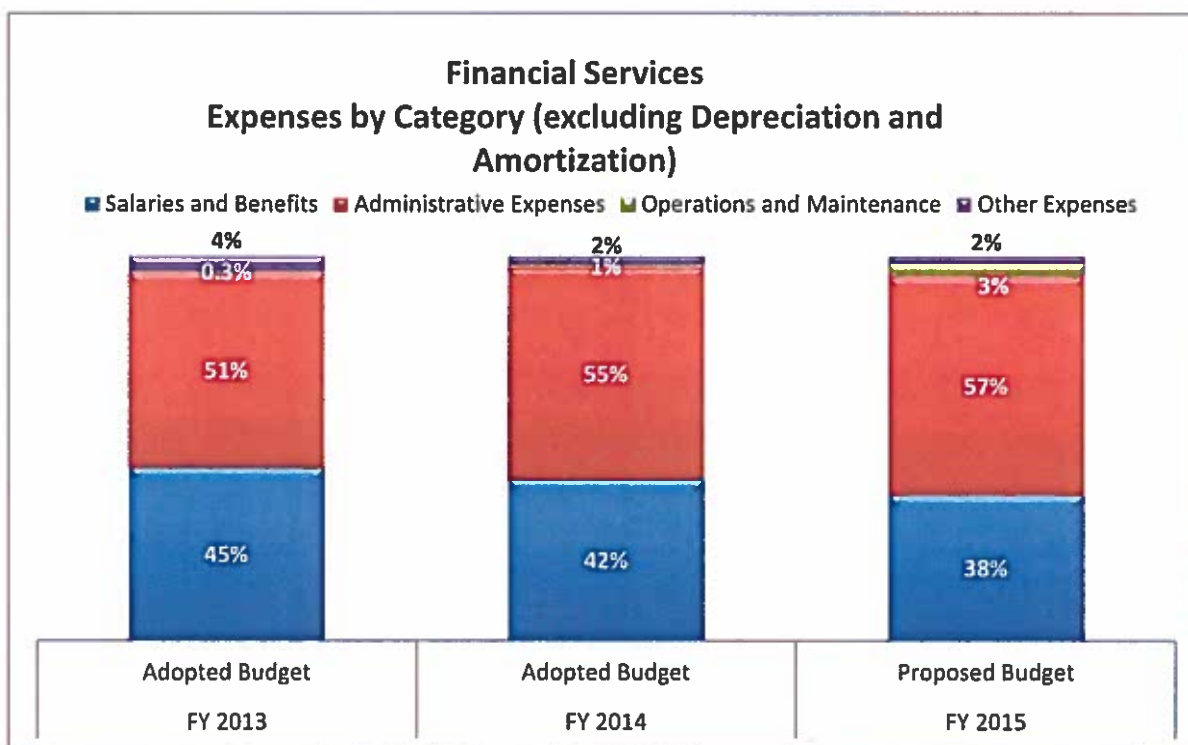
Key Measurement Indicators:

Measurement Description	FY 2013 Actual	FY 2014 Estimated	FY 2015 Projected
Met bond coverage requirements	Yes	Yes	Yes
% met for Board policy of one year operating expenditure cash reserve balance (minimum 75%)	100%	90%	132%

Financial Services

Summary of Expenses:

	FY 2013 Budget	FY 2014 Budget	FY 2015 Proposed Budget	Increase (Decrease)
Salaries and Benefits	\$ 629,713	\$ 647,268	\$ 697,256	7.72%
Administrative Expenses	711,090	850,450	1,044,850	22.86%
Operations and Maintenance	3,500	10,600	60,000	466.04%
Other Expenses	9,722,400	10,705,000	23,729,000	121.66%
Non Operating Expenses	300,000	400,000	50,000	-87.50%
Total Expenses	11,366,703	12,613,318	25,581,106	102.81%



Authorized Personnel:

	Positions		
	FY 2013 Adopted	FY 2014 Adopted	FY 2015 Proposed
CFO	1	1	1
Controller	1	1	1
Fiscal Analyst	1	1	1
Total Positions - Financial Services	3	3	3

**FY 2015 Proposed Operating Budget
Financial Services**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Salaries and Wages					
Salaries & Wages					
Salary Expense-Regular	471,196	397,726	485,055	508,700	4.87%
Part Time Salary Expense	-	-	-	15,000	
Total Salaries	471,196	397,726	485,055	523,700	7.97%
Benefits					
TCDRS	68,323	54,943	70,333	73,762	4.88%
FICA	19,438	14,300	20,054	20,642	2.93%
FICA MED	6,832	5,800	7,033	7,376	4.88%
Health Insurance Expense	29,305	23,504	29,305	34,806	18.77%
Life Insurance Expense	1,272	479	1,310	1,373	4.81%
Other Benefits	31,187	15,766	32,018	33,437	4.43%
Total Benefits	156,357	114,792	160,053	171,396	7.09%
Payroll Taxes					
Unemployment Taxes	2,160	3,849	2,160	2,160	0.00%
Total Payroll Taxes	2,160	3,849	2,160	2,160	0.00%
Total Salaries and Wages	629,713	516,367	647,268	697,256	7.72%
Administrative					
Administrative and Office Expenses					
Accounting	12,000	8,648	12,000	5,000	-58.33%
Auditing	65,000	51,480	65,000	70,000	7.69%
Human Resources	25,000	1,021	50,000	50,000	0.00%
IT Services	65,000	22,473	55,000	55,000	0.00%
Internet	3,600	961	1,000	1,700	70.00%
Software Licenses	17,000	18,958	17,000	20,000	17.65%
Cell Phones	1,200	1,428	1,500	1,500	0.00%
Local Telephone Service	8,000	9,646	10,000	10,000	0.00%
Overnight Delivery Services	1,000	29	1,000	1,000	0.00%
Local Delivery Services	50	324	50	50	0.00%
Copy Machine	10,000	6,596	10,000	7,500	-25.00%
Meeting Expense	1,500	199	1,500	1,500	0.00%
Toll Tag Expense	50	-	50	50	0.00%
Parking	40,000	1,328	2,000	500	-75.00%
Mileage Reimbursement	500	275	500	500	0.00%
Insurance Expense	90,000	81,422	90,000	180,000	100.00%
Rent Expense	250,000	258,766	400,000	490,000	22.50%
Total Administrative and Office Expenses	589,900	463,554	716,600	894,300	24.80%
Office Supplies					
Books & Publications					
Office Supplies	10,000	11,454	10,000	12,000	20.00%
Computer Supplies	12,000	8,048	12,000	12,000	0.00%
Copy Supplies	2,200	959	2,200	2,200	0.00%
Office Supplies-Printed	2,000	355	2,000	2,200	10.00%
Total Office Supplies	26,200	20,816	26,200	28,400	8.40%
Communications and Public Relations					
Other Communication Expenses	1,500	492	1,000	1,000	0.00%
Total Communications and Public Relations	1,500	492	1,000	1,000	0.00%
Employee Development					
Subscriptions	350	1,447	350	350	0.00%
Memberships	600	250	600	600	0.00%
Continuing Education	5,000	576	5,000	3,000	-40.00%
Professional Development	5,000	276	5,000	3,000	-40.00%

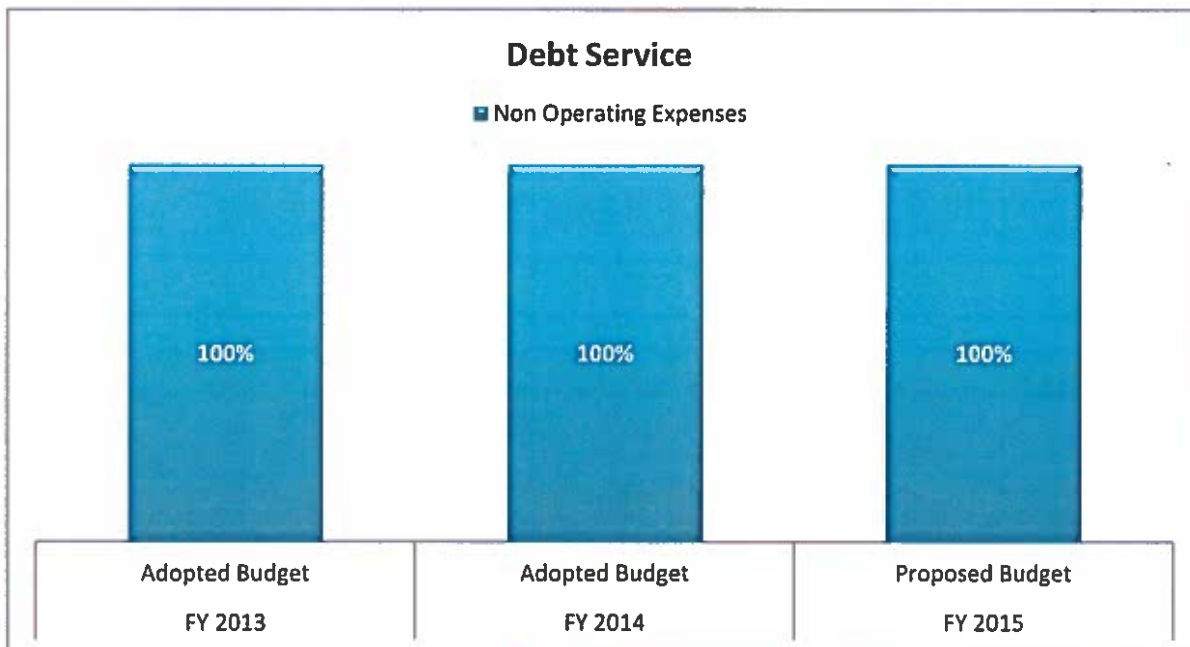
**FY 2015 Proposed Operating Budget
Financial Services**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Other Licenses	40	-	200	200	0.00%
Seminars and Conferences	3,500	9,297	4,500	7,500	66.67%
Travel	7,500	15,004	10,000	10,000	0.00%
Total Employee Development	21,990	26,850	25,650	24,650	-3.90%
Financing and Banking Fees					
Trustee Fees	6,000	16,125	8,000	16,000	100.00%
Bank Fee Expense	8,000	4,457	8,000	10,000	25.00%
Continuing Disclosure	4,000	3,500	4,000	8,500	112.50%
Arbitrage Rebate Calculation	6,000	6,630	6,000	7,000	16.67%
Loan Fee Expense	12,500	-	5,000	5,000	0.00%
Rating Agency Expense	35,000	37,000	50,000	50,000	0.00%
Total Financing and Banking Fees	71,500	67,712	81,000	96,500	19.14%
Total Administrative	711,090	579,424	850,450	1,044,850	22.86%
Operations and Maintenance					
Operations and Maintenance Consulting					
Traffic and Revenue Consultant	-	26,802	5,000	60,000	1100.00%
Total Operations and Maintenance Consulting	-	26,802	5,000	60,000	1100.00%
Toll Operations Expense					
Fire and Burglar Alarm	-	-	600	-	-100.00%
Electricity	3,500	813	5,000	-	-100.00%
Total Toll Operations	3,500	813	5,600	-	-100.00%
Total Operations and Maintenance	3,500	27,615	10,600	60,000	466.04%
Other Expenses					
Special Projects and Contingencies					
Contingency	55,000	-	35,000	35,000	0.00%
Total Special Projects and Contingencies	55,000	-	35,000	35,000	0.00%
Non Cash Expenses					
Amortization Expense	76,000	85,930	25,000	120,000	380.00%
Amort Expense - Refund Savings	-	856,549	-	1,300,000	
Dep Exp- Furniture & Fixtures	9,000	-	14,000	14,000	0.00%
Dep Expense - Equipment	26,400	17,364	17,000	15,000	-11.76%
Dep Expense - Autos & Trucks	7,000	5,749	7,000	7,000	0.00%
Dep Expense-Buildng & Toll Fac	177,000	147,596	100,000	200,000	100.00%
Dep Expense-Highways & Bridges	8,000,000	7,505,188	9,000,000	19,000,000	111.11%
Dep Expense-Communic Equip	195,000	163,429	175,000	200,000	14.29%
Dep Expense-Toll Equipment	965,000	1,288,730	986,000	1,860,000	88.64%
Dep Expense - Signs	135,000	202,307	175,000	350,000	100.00%
Dep Expense-Land Improvemts	67,000	438,389	160,000	600,000	275.00%
Depreciation Expense-Computers	10,000	21,699	11,000	28,000	154.55%
Total Non Cash	9,667,400	10,732,930	10,670,000	23,694,000	122.06%
Total Other Expenses	9,722,400	10,732,930	10,705,000	23,729,000	121.66%
Non Operating Expenses					
Bond issuance expense	300,000	182,244	400,000	50,000	-87.50%
Total Non Operating Expense	300,000	182,244	400,000	50,000	-87.50%
Total Expenses	11,366,703	12,038,580	12,613,318	25,581,106	102.81%

Debt Service

Summary of Expenses:

	FY 2013 Budget	FY 2014 Budget	FY 2015 Proposed Budget	Increase (Decrease)
Salaries and Benefits	\$ -	\$ -	\$ -	0.00%
Administrative Expenses	-	-	-	0.00%
Operations and Maintenance	-	-	-	0.00%
Other Expenses	-	-	-	0.00%
Non Operating Expenses	20,318,015	20,796,755	44,384,714	113.42%
Total Expenses	20,318,015	20,796,755	44,384,714	113.42%



**FY 2015 Proposed Operating Budget
Debt Service**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Non Operating Expenses					
Interest Expense	20,318,015	12,916,749	20,796,755	44,384,714	113.42%
Total Non Operating Expense	20,318,015	12,916,749	20,796,755	44,384,714	113.42%
Total Expenses	20,318,015	12,916,749	20,796,755	44,384,714	113.42%

Toll Operations

The Operations Department is responsible for all aspects of toll collection operations and toll systems maintenance. The department is responsible for toll systems integrity and the operations of the agency's video toll and violation enforcement processes to ensure the equitable and efficient collection of the toll revenues.

Major Business Functions:

Toll Collection Systems Management: Manage new toll collection systems installations, oversee daily operation of the electronic toll collection systems operations. Monitor system performance and transaction reconciliation. Oversee system maintenance to ensure accuracy and dependability.

Toll Facility Maintenance: responsible for campus and building maintenance for the Mobility Authority Toll and Traffic Management Center.

Traffic Management: Manage the third party Agreements that provide law enforcement services, courtesy patrol, traffic management and incident response for Mobility Authority facilities.

Customer Service and Violation Enforcement: Manage the contract that provides Pay-by-Mail processing, customer support, violation processing and collections.

FY 2014 Highlights and Accomplishments:

Fiscal year 2014 saw the installation and integration of eight additional tolling points with the successful completion of the Manor Expressway. Other notable accomplishments in this fiscal year included:

- Completed the toll operations and traffic management center to coincide with the full opening of the Manor Expressway. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation, sustainability*
- Successfully completed negotiations for the dynamic toll system for the MOPAC Improvement Project. *Strategic Initiatives: Regional Mobility, Innovation*
- Increased revenue collection results in the area of Commercial Accounts. *Strategic Initiatives: Economic Vitality, Sustainability*
- Successfully integrated with the Fort Bend Toll Road Authority for regional interoperability and continued efforts towards national toll interoperability. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*

Toll Operations

- Completed improvements to the interactive voice recognition system and the Pay by Mail website resulting in enhanced customer communications. *Strategic Initiatives: Economic Vitality, Innovation*
- Continued partnerships with other Texas Regional Mobility Authorities. *Strategic Initiatives: Regional Mobility, Sustainability*
- Successfully launched the Value Pricing Pilot Program for 183A: Variable Pricing. *Strategic Initiatives: Regional Mobility, Innovation*
- Successfully launched the Value Pricing Pilot Program for 183A and 290: Real-time Rideshare (CARMA). *Strategic Initiatives: Regional Mobility, Innovation*
- Completed improvements to toll system reporting capabilities resulting in better operational oversight and reconciliation. *Strategic Initiatives: Economic Vitality, Sustainability*

FY 2015 Overview and Goals:

- Complete work on the development of the dynamic toll system for the MoPac improvement project. *Strategic Initiatives: Regional Mobility, Innovation*
- Install additional tolling points for Cameron County Regional Mobility Authority. *Regional Mobility, Innovation*
- Work towards additional reductions in image review costs through the use of enhanced technologies and strategic planning. *Strategic Initiatives: Economic Vitality, Innovation*
- Initiate routine dashboard reporting with specific goals to increased revenue collection while reducing collection costs. *Strategic Initiatives: Economic Vitality, Innovation*
- Initiate programs to receive and document customer input to measure customer satisfaction with specific goals for improvement. *Strategic Initiatives: Economic Vitality, Innovation*
- Assist with programs to increase transponder use on all facilities. *Strategic Initiatives: Regional Mobility, Innovation*
- Continue to serve on committees for regional and national toll interoperability. *Strategic Initiatives: Regional Mobility, Economic Vitality, Innovation*
- Initiate court process in Precinct 1, Travis County *Initiatives: Regional Mobility, Economic Vitality*
- Upgrade the Pay by Mail website to a more user friendly format. *Economic Vitality, Innovation*

Toll Operations

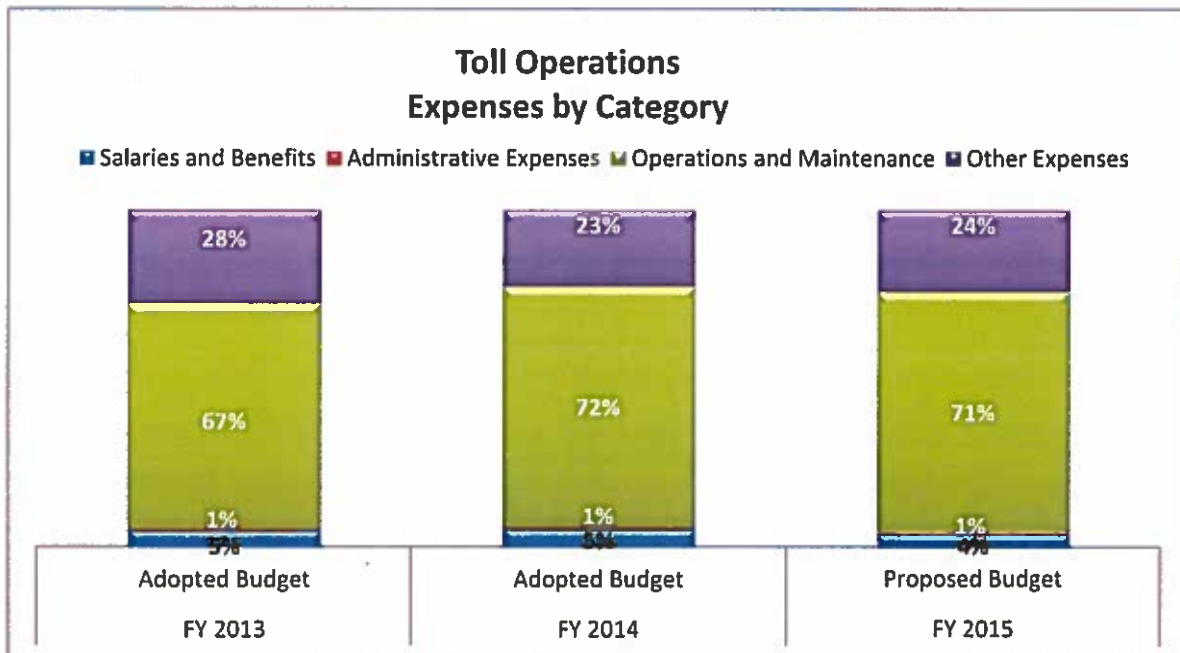
Key Measurement Indicators:

Measurement Description	FY 2013 Actual	FY 2014 Estimated	FY 2015 Projected
Transponder Penetration	74%	72%	74%
Off-Cycle Collection Campaign	\$91,200	\$240,000	\$260,000
Commercial Collections	\$178,297	\$200,000	\$225,000
Pre-Court Collections	\$499,834	\$460,000	\$525,000

Toll Operations

Summary of Expenses:

	FY 2013 Budget	FY 2014 Budget	FY 2015 Proposed Budget	Increase (Decrease)
Salaries and Benefits	\$ 307,863	\$ 405,471	\$ 427,520	5.44%
Administrative Expenses	33,134	42,775	44,200	3.33%
Operations and Maintenance	4,211,317	5,507,756	7,793,210	41.50%
Other Expenses	1,729,000	1,734,000	2,725,000	57.15%
Non Operating Expenses	-	-	-	0.00%
Total Expenses	6,281,314	7,690,002	10,989,930	42.91%



Authorized Personnel:

	Positions		
	FY 2013 Adopted	FY 2014 Adopted	FY 2015 Proposed
Operations Director	1	1	1
Customer Service and Toll Operations Manager	1	1	1
Administrative Assistant	0	1	1
Intern/Part time position*	0	0	1
Total Positions - Toll Operations	2	3	4

*Not currently filled

**FY 2015 Proposed Operating Budget
Toll Operations**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Salaries and Benefits					
Salaries & Wages					
Salary Expense-Regular	233,320	222,553	283,232	292,840	3.39%
Part Time Salary Expense				15,000	
Total Salaries	233,320	222,553	283,232	307,840	8.69%
Benefits					
TCDRS	33,831	31,398	41,069	42,462	3.39%
FICA	10,870	10,050	13,881	14,252	2.67%
FICA MED	3,383	3,207	4,107	4,246	3.38%
Health Insurance Expense	8,892	19,206	40,680	35,616	-12.45%
Life Insurance Expense	630	347	765	791	3.40%
Other Benefits	15,497	10,614	19,577	20,153	2.94%
Total Benefits	73,103	74,822	120,079	117,520	-2.13%
Payroll Taxes					
Unemployment Taxes	1,440	27	2,160	2,160	0.00%
Total Payroll Taxes	1,440	27	2,160	2,160	0.00%
Total Salaries and Benefits	307,863	297,402	405,471	427,520	5.44%
Administrative					
Administrative and Office Expenses					
Internet	1,500	-	5,000	5,000	0.00%
Cell Phones	1,200	1,397	1,200	1,800	50.00%
Local Telephone Service	10,000	3,232	15,000	15,000	0.00%
Copy Machine	-	-	-	500	
Meeting Expense	200	109	200	200	0.00%
Toll Tag Expense	300	16	300	150	-50.00%
Parking	25	25	25	50	100.00%
Mileage Reimbursement	1,000	653	1,500	1,500	0.00%
Total Administrative and Office Expenses	14,225	5,432	23,225	24,200	4.20%
Office Supplies					
Misc Materials & Supplies	2,000	128	2,000	2,000	0.00%
Postage Expense	50	-	50	-	-100.00%
Total Office Supplies	2,050	128	2,050	2,000	-2.44%
Employee Development					
Subscriptions					
Memberships	2,859	2,500	3,500	5,000	42.86%
Continuing Education	1,500	-	1,500	1,500	0.00%
Professional Development	1,500	-	1,500	1,500	0.00%
Seminars and Conferences	4,000	510	4,000	3,000	-25.00%
Travel	7,000	7,816	7,000	7,000	0.00%
Total Employee Development	16,859	10,826	17,500	18,000	2.86%
Total Administrative	33,134	16,386	42,775	44,200	3.33%

**FY 2015 Proposed Operating Budget
Toll Operations**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Operations and Maintenance					
Operations and Maintenance Consulting					
General Engineering Consultant	50,000	-	50,000	-	-100.00%
GEC-Toll Ops Support				60,000	
General System Consultant	175,000	72,723	175,000	175,000	0.00%
Total Ops and Maintenance Consulting	225,000	72,723	225,000	235,000	4.44%
Road Operations and Maintenance					
Maintenance Supplies-Roadway	9,175	-	9,175	-	-100.00%
Total Road Operations and Maintenance	9,175	-	9,175	-	-100.00%
Toll Processing and Collection Expense					
Image Processing	780,000	1,150,035	1,260,000	3,000,791	138.16%
Tag Collection Fees	1,434,788	1,338,750	2,013,000	2,318,079	15.16%
Court Enforcement Costs	-	7,050	15,000	45,000	200.00%
DMV Look-up Fees	-	-	-	7,000	
Total Toll Processing and Collections	2,214,788	2,495,835	3,288,000	5,370,870	63.35%
Toll Operations Expense					
Facility maintenance	46,954	5,577	-	-	
Generator Maintenance	-	-	20,000	27,700	38.50%
Generator Fuel	-	1,573	9,000	6,000	-33.33%
Fire and Burglar Alarm	-	123	3,060	-	-100.00%
Elevator Maintenance	-	3,037	2,640	2,800	6.06%
Refuse	-	446	780	800	2.56%
Pest Control	-	3,284	1,536	1,600	4.17%
Custodial	-	500	4,440	5,440	22.52%
Fiber Optic System	63,000	67,713	30,000	40,000	33.33%
Water	7,500	4,603	7,500	7,500	0.00%
Electricity	175,000	83,798	175,000	150,000	-14.29%
ETC spare parts expense	30,000	2,545	30,000	130,000	333.33%
Repair & Maintenance Toll Equip	5,000	170	5,000	5,000	0.00%
Law Enforcement	250,000	218,685	250,000	257,500	3.00%
ETC Maintenance Contract	1,029,900	839,585	1,291,625	1,368,000	5.91%
ETC Development	125,000	-	125,000	125,000	0.00%
ETC Testing	30,000	-	30,000	60,000	100.00%
Total Toll Operations	1,762,354	1,231,639	1,985,581	2,187,340	10.16%
Total Operations and Maintenance	4,211,317	3,800,197	5,507,756	7,793,210	41.50%
Other Expenses					
Special Projects and Contingencies					
HERO	1,629,000	1,016,505	1,629,000	1,400,000	-14.06%
Special Projects	-	396,922	-	1,190,000	
Other Contractual Svcs	-	-	-	30,000	
Contingency	100,000		105,000	105,000	0.00%
Total Special Projects and Contingencies	1,729,000	1,413,427	1,734,000	2,725,000	57.15%
Total Other Expenses	1,729,000	1,413,427	1,734,000	2,725,000	57.15%
Total Expenses	6,281,314	5,527,412	7,690,002	10,989,930	42.91%

Communications

The primary role of the Communications and Marketing Department is the development and facilitation of programs that advance the mission of the agency through strategic interaction with customers and the media. These efforts are generally classified into four general areas of specialization that include public relations and communication, marketing, media relations, and customer service.

Major Business Functions:

Public Relations and Communications: The business function of public relations involves the strategic communications process that builds mutually beneficial relationships between the Mobility Authority and its publics. Publics include customers, strategic partners, governmental organizations, community and civic groups, citizens as well as the general public. Public relations activities include reputation management, crisis communications, key message development, public speaking, and more. Communications activities include the development of tools such as publications, collateral material, videos, websites, displays, presentations and social media to inform customers and stakeholders about the work of the Mobility Authority. The communication function also handles customer and stakeholder inquiries and assists with dispute resolution related to agency operations. Another major communication function is the coordination and promotion of events such as groundbreakings, ribbon cuttings, and stakeholder presentations.

Marketing: Activities in the marketing area revolve primarily around the strategic promotion of the Mobility Authority and its facilities including 183A and The Manor Expressway and supporting the promotion of ongoing projects and activities such as Environmental Studies. Marketing also promotes TxTag and Pay by Mail. Marketing activities include the placement of paid advertising. This may include online, social media, direct mail, television, radio, print ads, outdoor, and buying sponsorships of groups, businesses and special events.

Media Relations: Work in the media relations area involves developing media outreach strategies, writing and distributing media alerts and news releases, building relationships with members of the media, soliciting coverage from the media, responding to media inquiries, coordinating interviews, managing the flow of information, monitoring media coverage and documenting results.

Communications

Customer Service: The Communication Department serves as a point of contact for customers and members of the public seeking information or assistance. The Communication Department responds to phone calls and email inquiries from the public and assists the agency with the development of responses to written correspondence.

FY 2014 Highlights and Accomplishments:

- Continued strong community relations and outreach during the final construction phase of the Manor Expressway and conducted a successful Grand Opening Event for the facility. *Strategic Initiatives: Economic Vitality, Regional Mobility, Innovation*
- Provided advertising and marketing support for the initial phases of MoPac Improvement Project to make citizens aware of the start of construction and what to expect. Activities included paid print, radio and online advertising. *Strategic Initiatives: Economic Vitality, Regional Mobility, Innovation*
- Provided ongoing media relations support for environmental studies, including the Oak Hill Parkway, Bergstrom Expressway, MoPac South, SH45SW, and 183 North. *Strategic Initiatives: Economic Vitality, Regional Mobility, Innovation, Sustainability*
- Developed new collateral materials with a refreshed corporate brand to complement the Annual Report, including a one-page leave-behind, a comprehensive brochure, and economic development brochures for the Manor Expressway and 183A. The Annual Report focused heavily on the customer experience. *Strategic Initiatives: Vitality, Regional Mobility, Innovation, Sustainability*
- Developed the first "Report to the Community" insert in Community Impact focusing on overall Mobility Authority activities, the MoPac Improvement Project and The Manor Expressway. *Strategic Initiatives: Regional Mobility, Innovation, Economic Vitality*
- Developed strategic messaging to guide the development of content including printed collateral materials as well as online and in social media. *Strategic Initiative: Innovation, Regional Mobility*

Communications

FY 2015 Overview and Goals:

- Develop and maintain consistent strategic messaging internally and externally via ongoing messaging sessions and collaboration with key strategic partners and staff. *Strategic Initiatives: Regional Mobility, Innovation*
- Continue providing media relations support for ongoing Environmental Studies. *Strategic Initiatives: Regional Mobility, Innovation, Economic Vitality.*
- Update the content and look and feel of the Mobility Authority website that aligns with corporate messaging and branding. Enhance overall search engine optimization for the site and the agency. *Strategic Initiatives, Innovation, Regional Mobility*
- Develop and implement a social media strategy that will increase awareness of the Mobility Authority and educate the public about our facilities and activities via Facebook, Twitter and other emerging platforms. *Strategic Initiative: Innovation.*
- Develop and implement promotions and marketing activities to support the MoPac Improvement Project, including awareness, education and promotion. Paid media, direct mail, and video productions will be required. The team will develop and implement a Grand Opening event and advertising to promote use of the Expressway and TxTag. *Strategic Initiatives: Regional Mobility, Economic Vitality*

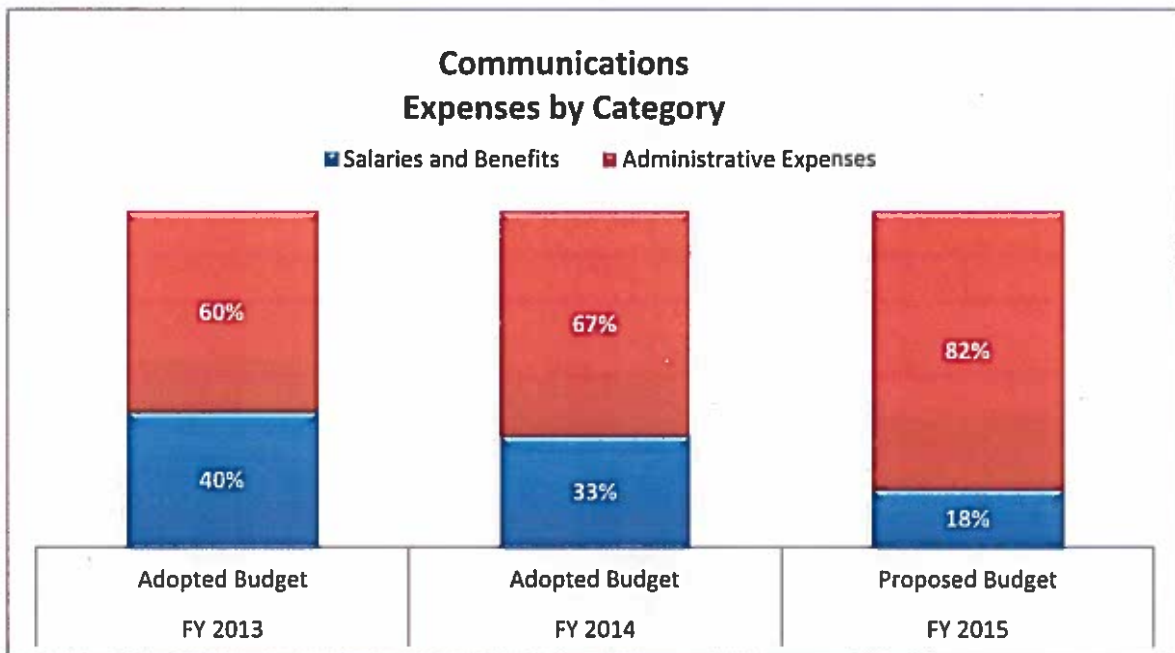
Key Measurement Indicators:

Measurement Description	FY 2013 Actual	FY 2014 Estimated	FY 2015 Projected
Baseline Customer Satisfaction Survey – Conduct a phone or mail survey along the 183A and Manor Expressway Corridors and if possible survey TxTag customers.	NA	NA	TBD
Social Media Usage – establish a target for users and followers on various social media platforms	NA	TBD	TBD
Number of meetings with key communication stakeholders and the news media	NA	NA	TBD – May be based on a quarterly or monthly frequency

Communications

Summary of Expenses:

	FY 2013 Budget	FY 2014 Budget	FY 2015 Proposed Budget	Increase (Decrease)
Salaries and Benefits	\$ 270,944	\$ 216,043	\$ 148,433	-31.29%
Administrative Expenses	399,900	431,700	698,300	61.76%
Operations and Maintenance	-	-	-	0.00%
Other Expenses	-	-	-	0.00%
Non Operating Expenses	-	-	-	0.00%
Total Expenses	670,844	647,743	846,733	30.72%



Authorized Personnel:

	Positions		
	FY 2013 Adopted	FY 2014 Adopted	FY 2015 Proposed
Communications and Marketing Director	1	0	0
Communications and Marketing Manager	0	1	1
Communications and Marketing Specialist	1	1	0
Intern*	1	1	1
Total Positions - Communications	3	3	2

*Not currently filled

**FY 2015 Proposed Operating Budget
Communications and Marketing Department**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Salaries and Benefits					
Salaries & Wages					
Salary Expense-Regular	189,073	70,305	155,400	94,500	-39.19%
Part Time Salary Expense	-	-	-	9,000	
Total Salaries	189,073	70,305	155,400	103,500	-33.40%
Benefits					
TCDRS	27,416	9,913	22,533	13,703	-39.19%
FICA	10,377	4,381	10,174	5,859	-42.41%
FICA MED	2,742	1,025	2,253	1,370	-39.19%
Health Insurance Expense	26,701	10,816	14,284	16,421	14.96%
Life Insurance Expense	510	119	420	255	-39.29%
Other Benefits	12,685	529	10,259	6,605	-35.62%
Total Benefits	80,431	26,783	59,923	44,213	-26.22%
Payroll Taxes					
Unemployment Taxes	1,440	18	720	720	0.00%
Total Payroll Taxes	1,440	18	720	720	0.00%
Total Salaries and Benefits	270,944	97,106	216,043	148,433	-31.29%
Administrative					
Administrative and Office Expenses					
IT Services	-	1,736	-	-	
Cell Phones	1,200	830	600	600	0.00%
Local Delivery Services	500	61	500	500	0.00%
Community/Meeting/ Events	5,000	-	5,000	5,000	0.00%
Meeting Expense	500	676	500	500	0.00%
Public Notices	2,000	-	2,000	2,000	0.00%
Toll Tag Expense	200	-	100	100	0.00%
Mileage Reimbursement	1,500	561	1,000	1,000	0.00%
Total Administrative and Office Expenses	10,900	3,864	9,700	9,700	0.00%
Office Supplies					
Books & Publications	-	682	-	150	
Other Reports-Printing	10,000	162	10,000	13,000	30.00%
Postage Expense	5,000	-	5,000	5,000	0.00%
Total Office Supplies	15,000	844	15,000	18,150	21.00%
Communications and Public Relations					
Graphic Design Services	10,000	15,394	40,000	50,000	25.00%
Website Maintenance and Redesign	35,000	38,277	35,000	65,000	85.71%
Research Services	50,000	9,301	50,000	50,000	0.00%
Communications and Marketing	140,000	128,816	140,000	150,000	7.14%
Advertising Expense	60,000	45,819	60,000	260,000	333.33%
Direct Mail	5,000	75	5,000	5,000	0.00%
Video Production	5,000	6,704	20,000	30,000	50.00%
Photography	15,000	9,146	10,000	10,000	0.00%
Radio/broadcast	10,000	-	10,000	10,000	0.00%
Other Public Relations	2,500	-	2,500	2,500	0.00%
Promotional Items	10,000	2,191	10,000	10,000	0.00%
Displays	5,000	-	5,000	5,000	0.00%
Annual Report printing	7,000	-	7,000	10,000	42.86%
Direct Mail Printing	5,000	-	5,000	5,000	0.00%
Total Communications and Public Relations	359,500	255,723	399,500	662,500	65.83%

**FY 2015 Proposed Operating Budget
Communications and Marketing Department**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
<i>Employee Development</i>					
Subscriptions	500		500	500	0.00%
Memberships	1,000	975	1,000	1,000	0.00%
Continuing Education	-	-	-	250	
Professional Development	-	-	-	200	
Seminars and Conferences	5,000	750	3,000	3,000	0.00%
Travel	8,000	3,790	3,000	3,000	0.00%
Total Employee Development	14,500	5,515	7,500	7,950	6.00%
Total Administrative	399,900	265,946	431,700	698,300	61.76%
Total Expenses	670,844	363,052	647,743	846,733	30.72%

Legal Services

The Legal Services Department exists to provide trusted legal advice and counsel to support and advance the mission of the Mobility Authority. The General Counsel and Legal Assistant work with the Board of Directors, the Executive Director, staff, and consultants to anticipate, identify, consider, and respond to legal issues. The Law Department provides information, advice, and guidance on compliance with applicable laws and represents the Authority's interests in its relationships with customers, other agencies, consultants, vendors, and the public. The Law Department coordinates and collaborates with outside counsel to provide resources and expertise to support the Mobility Authority's projects, programs, and operations.

Major Business Functions:

- Identify, research, and advise the Board, Executive Director, and staff on legal issues that arise in connection with Mobility Authority operations and functions.
- Ensure that the Board and management receive timely, sound legal advice concerning compliance with laws and regulations.
- Coordinate, review, and prepare the agenda and backup materials for Board meetings.
- Draft, review, and advise on documents that implement Mobility Authority programs and operations, including:
 - Resolutions and policy code provisions enacted by the Board;
 - Procurement documents such as bid solicitations, requests for information, requests for qualifications, requests for proposals, and other related documents;
 - Contracts with vendors and interlocal agreements other government agencies;
 - Documents required by open government and ethics laws, including responses to requests for public information and disclosures of conflicts of interest and personal financial information.
- Advise on the implementation, construction, and application of existing agreements and legal issues that may arise under those agreements.
- Collaborate with Mobility Authority staff and court officials in Williamson and Travis Counties to continuously improve toll collection and enforcement practices and strategies.
- Assist in managing Mobility Authority records and document retention systems to ensure compliance with legal requirements and best practices.
- Manage the appropriate, efficient use of resources and expertise for legal services provided by outside counsel.

Legal Services

FY 2014 Highlights and Accomplishments:

- Reviewed and updated document templates and systems to increase efficiency and best practices in Mobility Authority contracting and agenda preparation processes.
- Negotiated and drafted cost participation and escrow agreements with Cedar Park Town Center LLP for improving 183A frontage road access to the new Costco store at 183A and FM 1431.
- Negotiated and drafted the interlocal agreement with Travis County for design and construction by the Mobility Authority of the Maha Loop / Elroy Road extension in southeast Travis County on behalf of Travis County.
- Negotiated and drafted the interlocal agreement with Travis and Hays Counties for cost participation by those counties in the design and construction by the Mobility Authority of SH 45 SW.

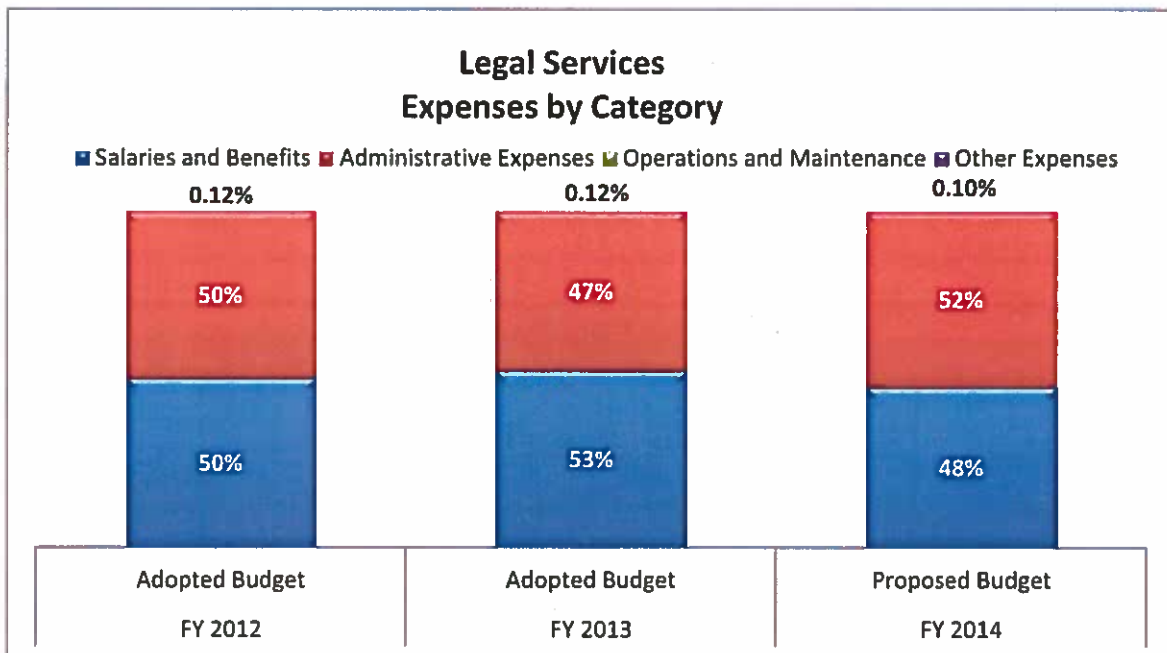
2015 Overview and Goals:

- Continue to manage and provide legal support for Mobility Authority governance, projects, and operations.
- Provide support and focus on strategies and processes to improve toll collections by implementing creative enforcement strategies and methods authorized by state law.
- Continue to review, analyze, and recommend Policy Code revisions to comply with evolving legal requirements and best practices and to provide necessary or desirable improvements.

Legal Services

Summary of Expenses:

	FY 2012 Budget	FY 2013 Budget	FY 2014 Proposed Budget	Increase (Decrease)
Salaries and Benefits	\$ 300,839	\$ 308,979	\$ 318,737	3.16%
Administrative Expenses	297,020	278,800	348,800	25.11%
Operations and Maintenance	-	-	-	0.00%
Other Expenses	700.00	700.00	700.00	0.00%
Non Operating Expenses	-	-	-	0.00%
Total Expenses	598,559	588,479	668,237	13.55%



Authorized Personnel:

	Positions		
	FY 2013 Adopted	FY 2014 Adopted	FY 2015 Proposed
Legal Counsel	1	1	1
Administrative Assistant	1	1	1
Total Positions - Legal	2	2	2

**FY 2015 Proposed Operating Budget
Legal Services**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Salaries and Benefits					
Salaries & Wages					
Salary Expense-Regular	217,509	175,270	223,906	230,591	2.99%
Total Salaries	217,509	175,270	223,906	230,591	2.99%
Benefits					
TCDRS	31,539	24,727	32,466	33,436	2.99%
FICA	10,168	7,695	10,490	10,797	2.93%
FICA MED	3,154	2,531	3,247	3,344	2.99%
Health Insurance Expense	21,905	14,668	21,905	23,185	5.84%
Life Insurance Expense	587	251	605	623	2.98%
Other Benefits	14,537	12,060	14,920	15,321	2.69%
Total Benefits	81,890	61,932	83,633	86,706	3.67%
Payroll Taxes					
Unemployment Taxes	1,440	18	1,440	1,440	0.00%
Total Payroll Taxes	1,440	18	1,440	1,440	0.00%
Total Salaries and Benefits	300,839	237,220	308,979	318,737	3.16%
Administrative					
Administrative and Office Expenses					
Legal	270,000	153,538	250,000	320,000	28.00%
IT Services	-	3,570	8,000	8,000	0.00%
Software Licenses	200	-	200	200	0.00%
Cell Phones	600	450	600	600	0.00%
Overnight Delivery Services	100	-	200	200	0.00%
Local Delivery Services	200	-	100	100	0.00%
Meeting Expense	5,000	33	5,000	5,000	0.00%
Public Notices	200	100	-	-	
Toll Tag Expense	20	-	-	-	
Parking	50	9	50	50	0.00%
Mileage Reimbursement	250	-	250	250	0.00%
Total Administrative and Office Expenses	276,620	157,700	264,400	334,400	26.48%
Office Supplies					
Books, Publications, & Online Research	12,000	1,395	6,000	6,000	0.00%
Postage Expense	100	194	100	100	0.00%
Total Office Supplies	12,100	1,589	6,100	6,100	0.00%
Employee Development					
Memberships	2,000	705	2,000	2,000	0.00%
Continuing Education	800	20	800	800	0.00%
Seminars and Conferences	2,500	1,298	2,500	2,500	0.00%
Travel	3,000	2,192	3,000	3,000	0.00%
Total Employee Development	8,300	4,215	8,300	8,300	0.00%
Total Administrative	297,020	163,504	278,800	348,800	25.11%

**FY 2015 Proposed Operating Budget
Legal Services**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Other Expenses					
<i>Special Projects and Contingencies</i>					
Other Contractual Svcs	200	-	200	200	0.00%
Contingency	500	-	500	500	0.00%
Total Special Projects and Contingencies	700	-	700	700	0.00%
Total Other Expenses	700	-	700	700	0.00%
Total Expenses	598,559	400,724	588,479	668,237	13.55%

Engineering

The primary role of the Engineering Department is to provide leadership and direction for all engineering functions within the Mobility Authority.

Major Business Functions:

Project Inception and Feasibility: Coordinate with other transportation providers in the region (TxDOT, City of Austin, Travis County, and Williamson County) to assure that mobility needs for the region are defined and included in the Long Range Transportation Plan. Provide feasibility analysis for selected projects to evaluate implementation priority.

Project Development: Accurately program and develop priority projects to the appropriate level for implementation based on coordination with stakeholders. Stakeholders would include external – federal and state agencies, local governments and the general public. Internal stakeholders would include the Board of Directors, the Executive Director, Legal Department, Financial Team, Toll Operations Department, General Engineering Consultants and Public Relations Department. The deliverable may include schematic level design, or more complete design as well as the appropriate level of environmental documentation and clearance.

Project Implementation: Determine the appropriate project delivery method and oversight to provide the Authority with a project of the highest quality that meets the financial and timing constraints.

Roadway Maintenance: Quantifiable definition of appropriate levels of roadway maintenance that will drive the estimated maintenance costs for any given project over the life of any debt and beyond. Programmatic annual assessment of roadway conditions and estimated maintenance costs (needs) for the next fiscal year. Oversight of all maintenance activities performed on Authority roadways or other assets.

FY 2014 Highlights and Accomplishments:

- Substantial completion and Open to Traffic for the 290(E) Manor Expressway project. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Completion of 100% design for and commencement of construction activities for the MoPac Improvement Project. *Strategic Initiatives: Regional Mobility, Economic Vitality*
- Completion of the Project Dashboard modifications where internal staff and board members can access monthly updates to project metrics for budget and schedule. *Strategic Initiatives: Innovation*

Engineering

- Initial implementation of the first and major component of an Asset Management Program in the area of pavement management. *Strategic Initiatives: Sustainability*
- The Mobility Authority is the primary agency performing a lead role for environmental clearance of two significant projects in the region; 183(N) Express Lanes and MoPac South Express Lanes. *Strategic Initiative: Mobility, Sustainability, Economic Vitality*
- Significant progress has been made on the remaining 3 environmental studies we have partnered with TxDOT to accomplish; US 290 at the "Y", SH 71(E), 45(SW). *Strategic Initiative: Sustainability, Mobility, Economic Vitality*
- Successful negotiations with Travis and Hays Counties for local participation in the 45SW project enabling that project to move forward for final design and construction. *Strategic Initiative: Mobility, Sustainability*

FY 2015 Overview and Goals:

- Conclude the procurement and issue a Notice to Proceed for the 183(S) (Bergstrom Expressway) Project. *Strategic Initiative: Mobility, Economic Vitality*
- We will undertake a major initiative to have direct contracting control for maintenance activities along Mobility Authority corridors. *Strategic Initiative: Sustainability, Innovation*
- Complete the process of lessoned learned full circle through listening sessions with industry to find more effective ways to deal with designers, construction contractors and design-builders. *Strategic Initiative: Innovation, Sustainability*
- Define segregated roles and responsibilities for the two GEC firms with respect to roadway operations. This will create a distinction between the firm that assesses repairs and the firm that is responsible for oversight of the repairs. *Strategic Initiatives: Innovation, Sustainability*

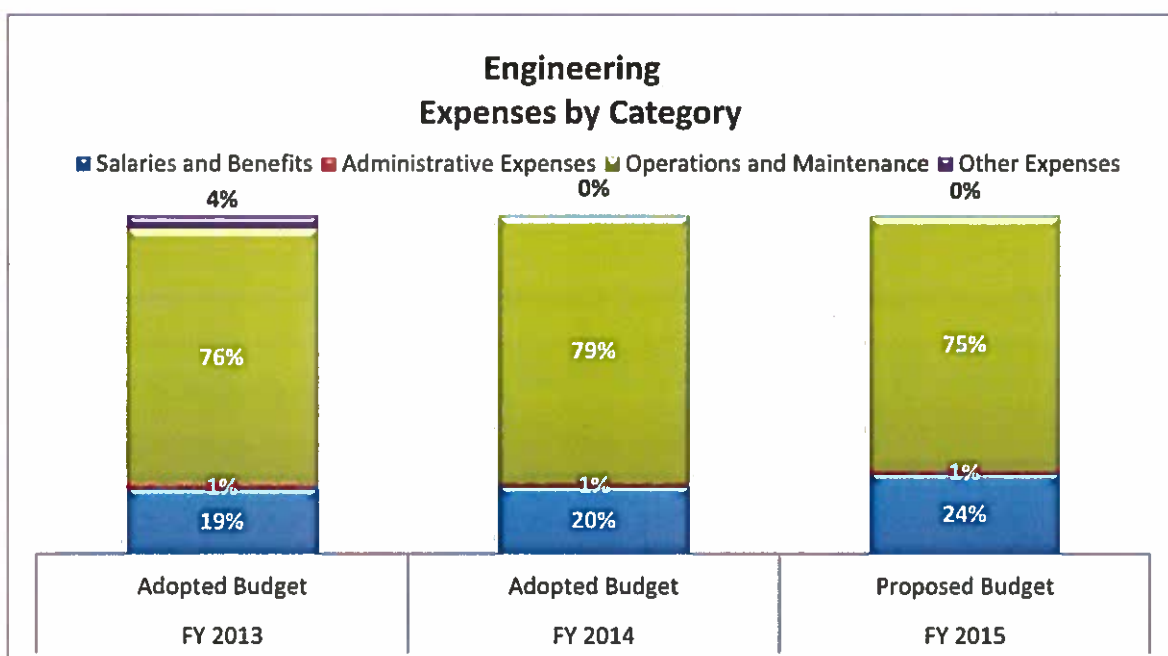
Key Measurement Indicators:

Measurement Description	FY 2013 Actual	FY 2014 Estimated	FY 2015 Projected
Project on Schedule	100%	100%	100%
Project on Budget	100%	100%	100%

Engineering

Summary of Expenses:

	FY 2013 Budget	FY 2014 Budget	FY 2015 Proposed Budget	Increase (Decrease)
Salaries and Benefits	\$ 546,121	\$ 563,526	\$ 711,567	26.27%
Administrative Expenses	27,300	16,700	20,600	23.35%
Operations and Maintenance	2,135,500	2,216,500	2,247,500	1.40%
Other Expenses	100,000	-	-	0.00%
Non Operating Expenses	-	-	-	0.00%
Total Expenses	2,808,921	2,796,726	2,979,667	6.54%



Authorized Personnel:

	Positions		
	FY 2013 Adopted	FY 2014 Adopted	FY 2015 Proposed
Engineering Director	1	1	1
Project Administrator*	0	0	1
Engineering Manager	1	1	1
Maintenance Manager	1	0	0
Construction and Maintenance Manager	0	1	1
Administrative Assistant	1	1	1
Total Positions - Engineering	4	4	5

*New Proposed Position

**FY 2015 Proposed Operating Budget
Engineering Services**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
Salaries and Benefits					
Salaries & Wages					
Salary Expense-Regular	378,390	312,345	401,857	511,016	27.16%
Contractual Employees Expense	5,000	-	5,000	-	-100.00%
Total Salaries	383,390	312,345	406,857	511,016	25.60%
Benefits					
TCDRS	54,867	44,089	58,269	74,597	28.02%
FICA	19,517	16,974	20,922	26,312	25.76%
FICA MED	5,487	4,544	5,827	7,460	28.02%
Health Insurance Expense	53,603	43,480	40,922	60,878	48.77%
Life Insurance Expense	1,021	483	1,085	1,110	2.30%
Other Benefits	25,356	12,275	26,764	27,314	2.05%
Total Benefits	159,851	121,845	153,789	197,671	28.53%
Payroll Taxes					
Unemployment Taxes	2,880	36	2,880	2,880	0.00%
Total Payroll Taxes	2,880	36	2,880	2,880	0.00%
Total Salaries and Benefits	546,121	434,226	563,526	711,567	26.27%
Administrative					
Administrative and Office Expenses					
Cell Phones	2,500	3,445	2,500	4,000	60.00%
Meeting Expense	100	438	100	500	400.00%
Toll Tag Expense	2,300	188	2,000	1,000	-50.00%
Parking	100	3	100	100	0.00%
Mileage Reimbursement	1,200	459	2,000	3,000	50.00%
Total Administrative and Office Expenses	6,200	4,533	6,700	8,600	28.36%
Office Supplies					
Office Supplies	1,000	-	-	-	
Misc Materials & Supplies	1,000	1,013	500	500	0.00%
Total Office Supplies	2,000	1,013	500	500	0.00%
Communications and Public Relations					
Other Communication Expenses	10,000	-	-	-	
Total Communications and Public Relations	10,000	-	-	-	
Employee Development					
Professional Development	-	225	-	-	
Other Licenses	600	470	500	500	0.00%
Seminars and Conferences	3,000	1,865	3,000	3,000	0.00%
Travel	5,500	4,774	6,000	8,000	33.33%
Total Employee Development	9,100	7,334	9,500	11,500	21.05%
Total Administrative	27,300	12,880	16,700	20,600	23.35%
Operations and Maintenance					
Operations and Maintenance Consulting					
General Engineering Consultant	1,200,000	8,862	625,000	520,500	-16.72%
GEC-Trust Indenture Support	-	84,814	75,000	69,500	-7.33%
GEC-Financial Planning Support	-	50,021	50,000	47,000	-6.00%
GEC-Toll Ops Support	-	879	5,000	-	-100.00%
GEC-Roadway Ops Support	-	260,873	200,000	187,000	-6.50%
GEC-Technology Support	-	98,639	35,000	150,000	328.57%
GEC-Public Information Support	-	461	10,000	1,000	-90.00%

**FY 2015 Proposed Operating Budget
Engineering Services**

Account Name	Budget Amount FY 2013	FY 2014 Actual as of 4/30/2014	Budget Amount FY 2014	Proposed Budget FY 2015	% Change From Prior Year
GEC-General Support	-	200,934	200,000	225,000	12.50%
Traffic and Revenue Consultant	-	9,266	-	-	
Total Ops and Maintenance Consulting	1,200,000	714,749	1,200,000	1,200,000	0.00%
Road Operations and Maintenance					
Roadway Operations	-	-	-	50,000	
Roadway Maintenance	650,000	437,657	750,000	700,000	-6.67%
Landscape Maintenance	280,000	78,880	250,000	250,000	0.00%
Signal & Illumination Maint	-	64,574	-	-	
Tools & Equipment Expense	-	43	500	500	0.00%
Gasoline	5,000	2,590	5,500	6,000	9.09%
Repair & Maintenance-Vehicles	500	1,012	500	1,000	100.00%
Electricity - Roadways	-	-	-	30,000	
Total Road Operations and Maintenance	935,500	584,756	1,006,500	1,037,500	3.08%
Toll Operations Expense					
Facility maintenance	-	1,111	-	-	
Emergency Maintenance	-	-	10,000	10,000	0.00%
Total Toll Operations	-	1,111	10,000	10,000	0.00%
Total Operations and Maintenance	2,135,500	1,300,616	2,216,500	2,247,500	1.40%
Other Expenses					
Special Projects and Contingencies					
Contingency	100,000	-	-	-	
Total Special Projects and Contingencies	100,000	-	-	-	
Total Other Expenses	100,000	-	-	-	
Total Expenses	2,808,921	1,747,722	2,796,726	2,979,667	6.54%

Consolidated Staffing Schedule

Consolidated Staffing Schedule

Authorized Personnel:	Positions		
	FY 2013 Adopted	FY 2014 Adopted	FY 2015 Proposed
<u>Administration</u>			
Executive Director	1	1	1
Deputy Director	1	1	1
Assistant to Executive Director	1	1	1
Receptionist	1	1	1
Community Relations Director**	0	1	1
Community Development Specialist	0	0	0
Public Outreach Manager	1	1	1
Intern*	1	1	1
<u>Financial Services</u>			
CFO	1	1	1
Controller	1	1	1
Fiscal Analyst	1	1	1
<u>Toll Operations</u>			
Operations Director	1	1	1
Customer Service and Toll Operations Manager	1	1	1
Administrative Assistant	0	1	1
Intern/Part-time position*	0	0	1
<u>Communications and Marketing</u>			
Communications and Marketing Director	1	0	0
Communications and Marketing Manager	0	1	1
Communications and Marketing Specialist	1	1	0
Intern*	1	1	1
<u>Legal</u>			
Legal Counsel	1	1	1
Administrative Assistant	1	1	1
<u>Engineering</u>			
Engineering Director	1	1	1
Project Administrator*	0	0	1
Engineering Manager	1	1	1
Maintenance Manager	1	0	0
Construction and Maintenance Manager	0	1	1
Administrative Assistant	1	1	1
Total Positions	20	22	23

*Positions currently not filled

**For FY 2014 and 2015 this position is funded through the MoPac Improvement Project

Capital Budget, Renewal and Replacement Fund, Intersection Project

Capital Budget

Computer Replacements	\$ 5,000
	<u>\$ 5,000</u>

Renewal and Replacement Fund

Beginning Balance July 1, 2014	\$ 3,511,000
Transfer in from other RMA sources	3,000,000
Mill and Overlay - 183A Frontage	(6,000,000)
Ending Balance - June 30, 2015	<u>\$ 511,000</u>

183A/183 Intersection Project

Balance July 1, 2014	\$ 1,950,000
Transfer in from other RMA sources	2,000,000
183A/183 Intersection Project	(3,950,000)
Ending Balance - June 30, 2015	<u>\$ -</u>

System Operating Budget

System Operating Costs

Toll Operations	Operating Expenses	\$ 10,989,930
Finance Department	Insurance Expense	180,000
Finance Department	Trustee Expense	16,000
Finance Department	Salaries	286,128
Finance Department	Rent	490,000
Finance Department	Contractual	165,450
Finance Department	Materials and Supplies	21,300
Legal	Salaries	127,495
Legal	Contractual	160,000
Communications	Salaries	74,217
Communications	Contractual	128,000
Communications	Materials and Supplies	9,900
Engineering	Salaries	138,470
Engineering	Contractual	435,000
Administration	Salaries	397,039
Total System Operating Costs		\$ 13,618,929

Debt Service Schedules

Debt Issue	Date of Issue	Date of Maturity	Average Interest Rates	Amount Issued	Amount Outstanding 7/1/2014	Accreted Value 7/1/2014
2013 Senior Lien Revenue Refunding Bonds	5/1/2013	1/1/2043	3.00% - 5.00%	\$ 155,810,000	\$ 154,710,000	
2013 Senior Lien Revenue Put Bonds	5/1/2013	1/4/2016	3.00%	30,000,000	30,000,000	
2013 Subordinate Lien Revenue Refunding Bonds	5/1/2013	1/1/2042	3.00% - 5.00%	103,960,000	103,710,000	
2013 American Bank Loan	6/27/2013	1/1/2019	2.25%	5,300,000	5,300,000	
2011 Regions Loan (Revolving Line of Credit)	11/1/2011	11/1/2014	30 bps over LIBOR	5,000,000	1,600,000	
2011 Senior Lien Revenue Bonds	6/29/2011	1/1/2046	5.75% - 6.25%	295,930,000	295,930,000	
2011 Senior Lien Capital Appreciation Bonds	6/29/2011	1/1/2026	5.90% - 6.50%	9,999,944	9,999,944	12,042,778
2011 Subordinated Lien Revenue Bonds	6/29/2011	1/1/2041	6.75%	70,000,000	70,000,000	
2010 Senior Lien Revenue Bonds	3/1/2010	1/1/2040	5.75%	59,880,000	59,880,000	
2010 Senior Lien Capital Appreciation Bonds	3/1/2010	1/1/2040	7.20% - 7.85%	34,999,710	34,999,710	48,244,404
Total Debt Service				\$ 770,879,654	\$ 766,129,654	

Debt Service Schedules

	Principal	Regular Interest	Accreted Interest
2013 Senior Lien Refunding Bonds			
1/1/2015	2,155,000	3,856,975	
7/1/2015		3,813,875	
2013 Put Bonds			
1/1/2015		450,000	
7/1/2015		450,000	
2013 Subordinate Lien Refunding Bonds			
1/1/2015	1,180,000	2,586,852	
7/1/2015		2,563,250	
2010 Senior Lien CABs			
1/1/2015			1,832,459
7/1/2015			1,901,734
2010 Senior Lien Current Interest Bonds			
1/1/2015	140,000	1,721,550	
7/1/2015		1,721,550	
2011 Senior Lien			
1/1/2015		8,946,606	
7/1/2015		8,946,606	
2011 Senior Lien CABs			
1/1/2015			378,146
7/1/2015			390,110
2011 Subordinated Lien			
1/1/2015		2,362,500	
7/1/2015		2,362,500	
2011 Regions Loan		100,000	
Total Debt Service	\$3,475,000	\$ 39,882,264	\$ 4,502,450

Capital Improvement Program

Capital Improvement Projects as of July 1, 2014

Project Name	Estimated Total Project Cost	State/Federal Funding	Funding Source
Mopac Express Lanes Project - North (to completion)	199,500,000	199,500,000	Category 2, Category 7, Category 12 Funding and Short-Term Financing
US 183 South (to completion)	653,000,000	126,000,000	Category 2 and Category 12 Funding, Revenue Bonds, TIFIA loan
Value Pricing Project	1,525,530	1,220,424	80% Federal Grant; 20% General Fund match
Ride Share Project	150,000	120,000	80% Federal Grant; 20% General Fund match
US 183/183A Intersection Improvements (to completion)	4,000,000	-	TxDOT Pass-Through Agreement, Private Developer, General Fund
Mopac Express Lanes Project - South (to construction)	16,500,000	16,500,000	Proposition 12 Funding
SH 45 SW (to completion)	100,000,000	20,000,000	TxDOT Grant, TxDOT SIB Loan, Hays and Travis Counties
US 290 West - The "Y" (to environmental clearance)	3,100,000	3,100,000	Category 2 and Category 12 Funding
US 183 N Express Lanes (to environmental clearance)	7,200,000	7,200,000	Category 7 Funding
Maha Loop/Eloy Road	16,600,000	-	Travis County
	\$ 1,001,575,530	\$ 373,640,424	

Funding Sources Descriptions:

Category 2 - Metropolitan Area Corridor Projects (Federal)
 Category 7 - Statewide Transportation Program - Metropolitan Mobility/Rehabilitation (Federal)
 Category 12 - Commission Strategic Priority (State/Federal)
 Proposition 12 - General Obligation Bond Projects (State)

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

RESOLUTION NO. 14-051

ACCEPT THE FINANCIAL STATEMENTS FOR MAY 2014.

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

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


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

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

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


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of June, 2014.

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: 14-051
Date Passed: 6/25/2014

Attachment A

Financial Statements for May 2014

Central Texas Regional Mobility Authority

Balance Sheet

As of

May 31, 2014

May 31, 2013

Assets

Current Assets

Cash in Regions Operating Account	237,037		220,272
Cash In TexSTAR	560,033		145,834
Regions Payroll Account	23,778		19,667
Restricted cash/cash equivalents			
Fidelity Government MMA	182,776,150		96,702,981
Restricted Cash-TexStar	11,616,016		23,606,632
Overpayment accounts	42,803		33,020
Total Cash and Cash Equivalents		195,255,818	120,728,407
Accounts Receivable	20,967		59,894
Due From TTA	461,411		217,439
Due From NTTA	243,806		130,664
Due From HCTRA	206,661		254,605
Due From TxDOT	17,343,096		8,663,197
Due From Federal Government	0		143,267
Interest Receivable	144,230		489,245
Total Receivables		18,420,171	9,958,310
Short Term Investments			
Short Term Investments		53,958,438	134,046,699
Other Current Assets			
Prepaid Insurance		30,455	32,385
Total Current Assets		267,664,883	264,790,646

Construction Work In Process

	418,530,387	352,554,526
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Fixed Assets

Computers(net)	83,804	21,385
Computer Software(net)	399,856	0
Furniture and Fixtures(net)	0	226
Equipment(net)	12,345	22,884
Autos and Trucks(net)	8,048	14,946
Buildings and Toll Facilities(net)	5,847,535	6,024,650
Highways and Bridges(net)	318,982,579	273,792,585
Communication Equipment(net)	588,346	784,461
Toll Equipment(net)	10,884,712	8,702,307
Signs(net)	8,606,489	5,939,804
Land Improvements(net)	6,826,313	3,257,068
Right of Way	46,642,851	24,800,630
Leasehold Improvements	169,700	58,266
Total Fixed Assets	399,052,580	323,419,212

Long Term Investments

Other Assets

Security Deposits	0	8,644
Intangible Assets	15,032,168	20,191,172
2005 Bond Insurance Costs	5,159,782	
Total Assets	1,105,439,801	970,528,526

Liabilities

Current Liabilities

Accounts Payable	213,648	525,726
Overpayments	44,349	34,260
Interest Payable	16,643,484	10,861,680
Due to other Funds	0	171,248
TCDRS Payable	63,941	51,802
Due to other Entities	490,577	295,383
Total Current Liabilities	33,198,903	11,940,099

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	189,089	189,089
Senior Lien Revenue Bonds 2005	0	0
Senior Lien Revenue Bonds 2010	107,832,916	104,388,355
Senior Lien Revenue Bonds 2011	307,919,808	307,201,238
Senior Refunding Bonds 2013	184,710,000	185,810,000
Sn Lien Rev Bnd Prem/Disc 2010	96,451	135,135
Sn Lien Rev Bnd Prem/Disc 2011	(3,589,027)	(3,732,403)
Sn Lien Rev Bnd Prem/Disc 2013	17,071,182	15,240,445
Subordinated Lien Bond 2011	70,000,000	70,000,000
Subordinated Refunding Bonds 2013	103,710,000	103,960,000
Sub Lien Bond 2011 Prem/Disc	(1,895,187)	(1,993,168)
Sub Lien Bond 2013 Prem/Disc	3,835,302	4,347,161
2011 Regions Draw Down Note	3,049,820	1,066,640
2013 American Bank Loan	5,300,000	
Total Long Term Liabilities	798,230,354	786,612,493

Total Liabilities

831,429,257

798,552,591

Net Assets Section

Contributed Capital	18,734,897	18,334,846
Net Assets beginning	153,384,277	93,796,563
Current Year Operations	101,891,370	59,844,526
Total Net Assets	255,275,648	153,641,089

Total Liabilities and Net Assets

1,105,439,801

970,528,526

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

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Revenue				
Operating Revenue				
Toll Revenue-TxTag-Manor	1,188,228	2,204,696	185.54%	833,095
Toll Revenue-TxTag-183A	29,507,860	22,330,987	75.68%	19,977,798
Toll Revenue-HCTRA-183A	884,163	1,126,287	127.38%	908,006
Toll Revenue-HCTRA Manor	173,689	335,191	192.98%	118,079
Toll Revenue-NTTA-183A	580,498	899,326	154.92%	610,854
Toll Revenue-NTTA-Manor	77,633	98,751	127.20%	30,552
Video Tolls 183A	4,243,980	5,505,607	129.73%	4,468,236
Video Tolls Manor Expressway	452,664	689,008	152.21%	191,000
Fee revenue 183A	1,661,750	2,123,007	127.76%	1,633,080
Fee revenue Manor Expressway	179,820	482,139	268.12%	113,400
Total Operating Revenue	38,950,285	35,795,000	91.90%	28,884,100
Other Revenue				
Interest Income	180,000	170,904	94.95%	214,558
Grant Revenue	1,236,000	100,736,572	8150%	66,569,340
Reimbursed Expenditures	-	-	0.00%	34,774
Misc Revenue	92,500	3,187,761	3446%	223,260
Unrealized Loss	-	-	0.00%	42,708
Total Other Revenue	1,508,500	104,095,237	6901%	67,084,641
Total Revenue	\$ 40,458,785	\$ 139,890,237	345.76%	\$ 95,968,740
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,185,005	2,090,680	95.68%	1,782,324
Part Time Salary Expense	12,000	-	0.00%	480
Overtime Salary Expense	3,000	-	0.00%	-
Contractual Employees Expense	5,000	-	0.00%	1,202
TCDRS	317,550	291,491	91.79%	243,303
FICA	102,241	93,296	91.25%	76,922
FICA MED	31,900	30,471	95.52%	25,852
Health Insurance Expense	193,060	175,452	90.88%	159,614

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Life Insurance Expense	5,874	3,015	51.32%	3,784
Auto Allowance Expense	10,200	5,100	50.00%	-
Other Benefits	190,261	98,712	51.88%	79,550
Unemployment Taxes	12,960	4,070	31.41%	(15)
Salary Reserve	50,000	-	0.00%	-
Total Salaries and Wages	3,119,051	2,792,287	89.52%	2,373,016
Contractual Services				
Professional Services				
Accounting	12,000	9,097	75.81%	8,166
Auditing	65,000	51,480	79.20%	44,990
General Engineering Consultant	460,000	10,462	2.27%	124,515
GEC-Trust Indenture Support	75,000	109,159	145.55%	68,513
GEC-Financial Planning Support	50,000	50,021	100.04%	38,858
GEC-Toll Ops Support	5,000	879	17.59%	2,021
GEC-Roadway Ops Support	325,000	316,829	97.49%	203,842
GEC-Technology Support	50,000	98,639	197.28%	34,036
GEC-Public Information Support	10,000	461	4.61%	7,673
GEC-General Support	275,000	240,884	87.59%	213,840
General System Consultant	175,000	72,723	41.56%	8,631
Image Processing - 183A	1,140,000	1,060,351	93.01%	988,207
Image Processing - Manor	120,000	259,150	215.96%	-
Facility maintenance	-	6,104		15,147
HERO	1,629,000	1,018,759	62.54%	1,045,584
Special Projects	-	429,414		-
Human Resources	50,000	6,109	12.22%	13,659
Legal	250,000	153,538	61.42%	274,215
Photography	10,000	9,146	91.46%	-
Traffic and Revenue Consultant	5,000	41,538	830.75%	4,498
Communications and Marketing	-	-	0.00%	162,451
Total Professional Services	4,706,000	3,944,745	83.82%	3,258,847
Other Contractual Services				
IT Services	63,000	37,097	58.88%	31,615
Graphic Design Services	40,000	15,394	38.48%	11,070

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

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Website Maintenance	35,000	38,571	110.20%	2,929
Research Services	50,000	9,301	18.60%	3,154
Copy Machine	10,000	8,960	89.60%	5,731
Software Licenses	17,200	18,958	110.22%	19,968
ETC Maintenance Contract	1,291,625	1,046,085	80.99%	634,738
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	-
Communications and Marketing	140,000	131,956	94.25%	204
Advertising Expense	60,000	46,819	78.03%	69,830
Direct Mail	5,000	75	1.50%	757
Video Production	20,000	6,704	33.52%	20,920
Radio	10,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	259,839	103.94%	173,181
Special assignments	5,000	-	0.00%	-
Traffic Management	-	-	0.00%	42,823
Emergency Maintenance	10,000	-	0.00%	-
Generator Maintenance	20,000	5,590	27.95%	-
Generator Fuel	9,000	1,573	17.48%	-
Fire and Burglar Alarm	3,660	123	3.37%	114
Elevator Maintenance	2,640	3,037	115.03%	-
Refuse	780	510	65.38%	-
Pest Control	1,536	3,412	222.14%	-
Custodial	4,440	1,610	36.26%	-
Roadway Maintenance - 183A	750,000	410,643	54.75%	88,388
Roadway Maintenance - 290	-	27,014		-
Landscape Maintenance	250,000	107,453	42.98%	141,632
Signal & Illumination Maint	-	106,856		46,743
Mowing and litter control	-	-	0.00%	40,806
Graffiti removal	-	-	0.00%	225
Cell Phones	10,000	10,755	107.55%	8,800
Local Telephone Service	25,000	14,047	56.19%	13,452
Internet	6,000	961	16.01%	-
Fiber Optic System	30,000	75,357	251.19%	37,518
Other Communication Expenses	1,000	5,097	509.74%	127
Subscriptions	1,850	1,325	71.64%	713
Memberships	34,600	29,823	86.19%	27,824

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Continuing Education	7,300	596	8.16%	3,205
Professional Development	14,000	501	3.58%	130
Seminars and Conferences	32,000	23,742	74.19%	17,016
Staff-Travel	89,000	71,260	80.07%	60,555
Other Contractual Svcs	200	-	0.00%	-
Tag Collection Fees	2,013,000	1,613,430	80.15%	1,233,001
Court Enforcement Costs	15,000	11,150	74.33%	-
Contractual Contingencies	130,500	20,114	15.41%	649
Total Other Contractual Services	5,615,831	4,165,736	74.18%	2,737,819
Total Contractual Services	10,321,831	8,110,481	78.58%	5,996,666
Materials and Supplies				
Books & Publications	6,500	2,249	34.61%	4,551
Office Supplies	10,000	12,169	121.69%	4,574
Computer Supplies	12,500	11,472	91.77%	7,690
Copy Supplies	2,200	959	43.59%	870
Annual Report printing	7,000	-	0.00%	5,534
Other Reports-Printing	10,000	13	0.13%	3,408
Direct Mail Printing	5,000	8,343	166.86%	-
Office Supplies-Printed	2,500	893	35.70%	3,681
Maintenance Supplies	-	81	-	-
Maintenance Supplies-Roadway	9,175	-	0.00%	-
Promotional Items	10,000	2,214	22.14%	4,827
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	2,545	8.48%	-
Tools & Equipment Expense	1,000	43	4.29%	-
Misc Materials & Supplies	3,000	1,122	37.39%	14
Total Materials and Supplies	113,875	42,101	36.97%	35,149
Operating Expenses				
Gasoline	5,500	2,752	50.04%	3,166
Mileage Reimbursement	6,750	4,476	66.31%	5,052
Toll Tag Expense	2,700	265	9.82%	1,750
Parking	3,175	2,497	78.64%	31,304

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

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	17,300	6,225	35.98%	8,765
Public Notices	2,000	100	5.00%	-
Postage Expense	5,650	586	10.37%	460
Overnight Delivery Services	1,700	282	16.62%	281
Local Delivery Services	1,150	324	28.14%	12
Insurance Expense	90,000	89,211	99.12%	60,747
Repair & Maintenance-General	500	1,070	213.96%	956
Repair & Maintenance-Vehicles	500	1,032	206.35%	231
Repair & Maintenance Toll Equip	5,000	170	3.40%	400
Rent Expense	400,000	327,777	81.94%	172,036
Water	7,500	4,910	65.47%	5,926
Electricity	180,000	93,916	52.18%	64,773
Other Licenses	700	470	67.14%	729
Community Initiative Grants	65,000	55,000	84.62%	50,000
<u>Non Cash Operating Expenses</u>				
Amortization Expense	25,000	95,126	380.51%	264,757
Amort Expense - Refund Savings	-	942,205		-
Dep Exp- Furniture & Fixtures	14,000	-	0.00%	11,684
Dep Expense - Equipment	17,000	18,839	110.82%	16,085
Dep Expense - Autos & Trucks	7,000	6,323	90.33%	6,323
Dep Expense-Buildng & Toll Fac	100,000	162,355	162.36%	153,815
Dep Expense-Highways & Bridges	9,000,000	8,255,707	91.73%	6,111,383
Dep Expense-Communic Equip	175,000	179,772	102.73%	166,982
Dep Expense-Toll Equipment	986,000	1,417,603	143.77%	897,440
Dep Expense - Signs	175,000	222,537	127.16%	136,692
Dep Expense-Land Improvemts	160,000	484,986	303.12%	135,305
Depreciation Expense-Computers	11,000	23,978	217.98%	10,264
Total Operating Expenses	11,470,375	12,400,494	108.11%	8,317,320
Financing Expenses				
Arbitrage Rebate Calculation	6,000	6,630	110.50%	5,605
Loan Fee Expense	5,000	-	0.00%	-
Rating Agency Expense	50,000	37,000	74.00%	40,300

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Account Name	Budget Amount FY 2014	Actual Year to Date 5/31/2014	Percent of Budget	Actual Prior Year to Date 5/31/2013
Trustee Fees	8,000	16,125	201.56%	6,500
Bank Fee Expense	8,000	4,914	61.43%	5,307
Continuing Disclosure	4,000	7,623	190.56%	-
Interest Expense	20,796,755	14,381,175	69.15%	18,915,733
Contingency	15,000	-	0.00%	-
Non Cash Financing Expenses				
Bond issuance expense	400,000	200,037	50.01%	396,587
Total Financing Expenses	21,292,755	14,653,503	68.82%	19,370,032
Other Gains or Losses				
Total Other Gains or Losses	-	-	0.00%	-
Total Expenses	\$ 46,317,887	\$ 37,998,867	82.04%	\$ 36,092,182
Net Income	\$ (5,859,102)	\$ 101,891,370		\$ 59,876,558

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

Cash flows from operating activities:	
Receipts from Department of Transportation	\$ 108,742,463
Receipts from toll fees	36,873,535
Receipts from other fees	-
Receipts from interest income	584,865
Receipts from other sources	5,682,040
Payments to vendors	(10,000,854)
Payments to employees and benefits	(2,763,670)
Net cash flows used in operating activities	<u>139,118,378</u>
Cash flows from capital and related financing activities:	
Payments on interest	(36,179,342)
Payment on Bonds/Notes	(974,749)
Acquisitions of property and equipment	(183,794)
Acquisitions of construction in progress	(101,066,340)
Proceeds from Loans and Notes	2,050,000
Net cash flows used in capital and related financing activities	<u>(136,354,225)</u>
Cash flows from investing activities:	
Purchase of investments	(26,955,056)
Proceeds from sale or maturity of investments	69,398,281
Net cash flows provided by investing activities	<u>42,443,225</u>
Net increase in cash and cash equivalents	45,207,379
Cash and cash equivalents at beginning of July 2013	150,048,440
Cash and cash equivalents at end of May 2014	<u>\$ 195,255,818</u>
Reconciliation of change in net assets to net cash provided by operating activities:	
Change in net assets	\$ 101,891,370
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	11,676,796
Nonoperating interest	14,781,980
Bond Issuance Expense	-
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	9,382,270
(Increase)/Decrease in prepaid expenses and other assets	450,180
(Increase)/Decrease in interest receivable	379,962
Increase/(Decrease) in deferred revenue (audit adjustments)	-
Increase/(Decrease) in other payable	1,194,381
Increase/(Decrease) in accounts payable	(638,561)
Total adjustments	<u>37,227,007</u>
Net cash flows provided by operating activities	<u>\$ 139,118,378</u>

INVESTMENTS by FUND

		Balance May 31, 2014		
Renewal & Replacement Fund				
TexSTAR	2,911,345.18		TexSTAR	12,176,049.84
Regions Sweep	600,199.59		CD's	5,000,000.00
Agencies		3,511,544.77	Regions Sweep	167,033,111.13
Agencies			Agencies	48,958,438.14
TxDOT Grant Fund				
TexSTAR	82,187.52			
Regions Sweep	3,668,717.86			
CD's				
Agencies	5,737,955.02	9,488,860.40		
				\$ 233,167,599.11
Senior Debt Service Reserve Fund				
TexSTAR	589,981.73			
Regions Sweep	14,505,283.34			
Agencies	33,076,255.55	48,171,500.62		
2010 Senior Lien DSF				
Regions Sweep	1,493,762.12			
TexSTAR	-	1,493,762.12		
2011 Debt Service Acct				
Regions Sweep	8,892,255.42	8,892,255.42		
2013 Sr Debt Service Acct				
Regions Sweep	4,489,593.94	4,489,593.94		
2013 Sub Debt Service Account				
Regions Sweep	2,648,906.38	2,648,906.38		
2010 Senior Lien DSRF				
Regions Sweep	-	-		
2011 Sub Debt DSRF				
Regions Sweep	2,025,091.82			
CD's	5,000,000.00	7,025,091.82		
2011 Sub DSF				
Regions Sweep	2,362,714.04	2,362,714.04		
Operating Fund				
TexSTAR	560,033.41			
TexSTAR-Trustee	3,068,987.51			
Regions Sweep	-	3,629,020.92		
Revenue Fund				
TexSTAR	1.00			
Regions Sweep	1,636,524.61	1,636,525.61		
General Fund				
TexSTAR	53.78			
Regions Sweep	12,103,625.31			
Agencies	5,012,325.60	17,116,004.69		
2011 Sr Capitalized Interest Fund				
Regions Sweep	38,580.07			
Agencies	-	38,580.07		
2011 Sub Capitalized Interest Fund				
Regions Sweep	451.09			
Agencies	-	451.09		
2013 Sub Debt Service Reserve Fund				
Regions Sweep	3,278,942.03			
Agencies	5,131,901.97	8,410,844.00		
MoPac Construction Fund				
Regions Sweep	67,632,786.32	67,632,786.32		
2010-1 Sub Lien Projects Fund				
TexSTAR	792,775.43			
Regions Sweep	-	792,775.43		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Regions Sweep	125,824.57	125,825.76		
2011 Sub Debt Project fund				
TexSTAR	4,170,563.43			
Agencies				
Regions Sweep	33,371,428.05	37,541,991.48		
2011 Sr Financial Assistance Fund				
Regions Sweep	7,859,832.38	7,859,832.38		
2011 Senior Lien Project Fund				
TexSTAR	119.66			
Regions Sweep	298,612.19			
Agencies		298,731.85		
		<u>\$ 233,167,599.11</u>		

CTRMA INVESTMENT REPORT

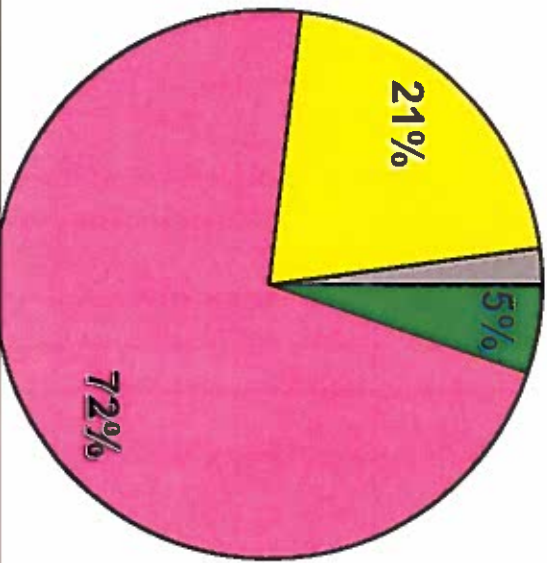
	Month Ending 5/31/14					Rate May 14
	Balance 5/1/2014	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Trustee TexStar						
2011 Sub Lien Construction Fund	4,170,466.79			96.64		4,170,563.43
2011 Senior Lien Construction Fund	119.66					119.66
2010 Senior Lien Construction Fund	1.19					1.19
2010-1 Sub Lien Projects	792,757.06			18.37		792,775.43
General Fund	53.78					53.78
Trustee Operating Fund	3,469,905.47	1,100,000.00		82.04	1,500,000.00	3,068,987.51
Renewal and Replacement	61,323.57	2,850,000.00		21.61		2,911,345.18
TxDOT Grant Fund	82,185.64			1.88		82,187.52
Revenue Fund	1.00					1.00
Senior Lien Debt Service Reserve Fund	589,968.06			13.67		589,981.73
	9,165,782.22	3,950,000.00		234.21	1,500,000.00	11,616,016.43
	2,909,984.86	1,500,000.00		48.55	3,850,000.00	560,033.41
Amount in TexStar Operating Fund						
Regions Sweep Money Market Fund	0.00	1,100,000.00			1,100,000.00	0.00
Operating Fund	125,814.23			10.34		125,824.57
2010 Senior Lien Project Acct	33,368,685.42			2,742.63		33,371,428.05
2011 Sub Lien Project Acct	3,539,096.43			359.98	3,240,844.22	298,612.19
2011 Senior Lien Project Acct	7,859,186.42			645.96		7,859,832.38
2011 Sr Financial Assistance Fund	1,195,083.68	298,591.67		86.77		1,493,762.12
2010 Senior DSF	8,873,516.22	18,010.56		728.64		8,892,255.42
2011 Senior Lien Debt Service Acct	2,362,519.86			194.18		2,362,714.04
2013 Senior Lien Debt Service Acct	3,591,920.63	897,412.50		260.81		4,489,593.94
2013 Subordinate Debt Service Acct	2,119,277.50	529,475.00		153.88		2,648,905.38
2011 Sr Cap I Fund	38,576.90			3.17		38,580.07
2011 Sub Debt CAP I	451.05			0.04		451.09
TxDOT Grant Fund	3,668,417.38			300.48		3,668,717.86
Renewal and Replacement	600,150.26			48.33		600,199.59
Revenue Fund	1,738,801.94	4,143,912.71		146.83	4,246,336.87	1,636,524.61
General Fund	10,553,506.44	1,731,711.78		3,730.17	185,323.08	12,103,625.31
2011 Sub Debt Service Reserve Fund	2,024,925.39			166.43		2,025,091.82
Senior Lien Debt Service Reserve Fund	14,504,071.22			1,192.12		14,505,263.34
2013 Sub Debt Service Reserve Fund	3,278,672.55			269.48		3,278,942.03
Mofac Managed Lane Construction Fund	70,616,912.07			5,856.73	2,989,982.48	67,632,786.32
	170,099,585.59	8,719,114.22	0.00	16,897.97	11,762,486.65	167,033,111.13
Amount in Fed Agencies and Treasuries						
Amortized Principal	48,982,801.93		(24,363.79)			48,958,438.14
Accrued Interest	48,982,801.93	0.00	(24,363.79)	39,380.00	0.00	48,958,438.14
Certificates of Deposit	5,000,000.00					5,000,000.00
Total in Pools	12,075,767.08	5,450,000.00		282.76	5,350,000.00	12,176,049.84
Total in Money Market	170,059,585.59	8,719,114.22		16,897.97	11,762,486.65	167,033,111.13
Total in Fed Agencies	48,982,801.93	0.00	(24,363.79)		0.00	48,958,438.14
Total Invested	236,118,154.50	14,169,114.22	(24,363.79)	17,180.73	17,112,486.65	233,167,599.11

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

William Chappas

Cindy Demers, Controller

Allocation of Funds



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

Amount of Investments As of May 31, 2014

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	3133378LX7	4,013,754.20	4,009,456.03	4,012,840.00	0.0267%	1/9/2014	4/30/2015 General	
Federal Home Loan Bank	3133378M57	1,004,065.22	1,002,869.57	1,004,120.00	0.0028%	1/9/2014	5/29/2015 General	
Freddie Mac	3137EADD8	1,004,940.00	1,001,811.33	1,002,620.00	0.2290%	12/3/2012	4/17/2015 TxDOT Grant Fund	
Northside ISD	66702RAG7	1,057,700.00	1,017,310.00	1,019,140.00	0.3580%	12/5/2012	2/15/2015 TxDOT Grant Fund	
Federal Home Loan Bank	3133371KG0	1,019,000.00	1,014,681.82	1,016,440.00	0.3912%	1/9/2014	10/28/2015 TxDOT Grant Fund	
Fannie Mae	3135G0QB2	1,001,990.00	1,001,537.73	1,016,440.00	0.0381%	1/9/2014	10/22/2015 TxDOT Grant Fund	
Fannie Mae	3135G0QB2	1,703,383.00	1,702,614.14	2,711,313.00	0.0381%	1/9/2014	10/22/2015 TxDOT Grant Fund	
Fannie Mae	3135G0BY8	8,081,952.00	8,013,279.26	8,015,440.00	0.2150%	2/8/2013	8/28/2014 Senior DSRF	
Federal Home Loan Bank	3133371WS1	12,217,422.00	12,063,414.75	12,071,280.00	0.2646%	2/8/2013	12/12/2014 Senior DSRF	
Federal Home Loan Bank	3134G4T57	7,995,920.00	7,995,600.00	8,004,240.00	0.4750%	1/28/2014	1/28/2016 Senior DSRF	
Fannie Mae	3135G0VA8	5,003,500.00	5,002,961.54	5,015,250.00	0.0468%	1/23/2014	3/1/3016 Senior DSRF	
Federal Home Loan Bank	31398A3T7	5,164,996.34	5,131,901.97	5,142,251.38	0.3660%	1/9/2014	9/2/2015 2013 Sub DSRF	
			<u>48,958,438.14</u>	<u>49,014,934.38</u>				

Agency	CUSIP #	COST	Cummulative Amortization	5/31/2014 Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
Federal Home Loan Bank	3133378LX7	4,013,754.20	4,298.17	4,009,456.03	4,000,000.00	1,766.67	(859.64)	907.03
Federal Home Loan Bank	3133378M57	1,004,065.22	1,195.65	1,002,869.57	1,000,000.00	570.00	(239.13)	330.87
Freddie Mac	3137EADD8	1,004,940.00	3,128.67	1,001,811.33	1,000,000.00	416.67	(164.67)	252.00
Northside ISD	66702RAG7	1,057,700.00	40,390.00	1,017,310.00	1,000,000.00	2,500.00	(1,923.33)	576.67
Federal Home Loan Bank	3133371KG0	1,019,000.00	4,318.18	1,014,681.82	1,000,000.00	1,208.33	(863.64)	344.69
Fannie Mae	3135G0QB2	1,001,990.00	452.27	1,001,537.73	1,000,000.00	416.67	(90.45)	326.22
Fannie Mae	3135G0QB2	1,703,383.00	768.86	1,702,614.14	1,700,000.00	708.33	(153.77)	554.56
Fannie Mae	3135G0BY8	8,081,952.00	68,672.74	8,013,279.26	8,000,000.00	5,833.33	(4,426.42)	1,406.91
Federal Home Loan Bank	3133371WS1	12,217,422.00	154,007.25	12,063,414.75	12,000,000.00	12,500.00	(9,059.25)	3,440.75
Federal Home Loan Bank	3134G4T57	7,995,920.00	680.00	7,995,600.00	8,000,000.00	3,000.00	170.00	3,170.00
Fannie Mae	3135G0VA8	5,003,500.00	538.46	5,002,961.54	5,000,000.00	2,083.33	(134.62)	1,948.71
Federal Home Loan Bank	31398A3T7	5,164,996.34	33,094.37	5,131,901.97	5,026,000.00	8,376.67	(6,618.87)	1,757.80
		<u>49,268,622.76</u>	<u>311,544.62</u>	<u>48,958,438.14</u>	<u>48,726,000.00</u>	<u>39,380.00</u>	<u>(24,363.79)</u>	<u>15,016.21</u>

May 31, 2014

Certificates of Deposit Outstanding

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

Travis County Escrow account

Balance 5/1/2014	Additions	Accrued Interest	Withdrawals	Balance 5/31/2014
\$ 1,294,735.67	\$ 15,005,220.76	\$ 106.42	\$ 557,023.70	\$ 15,743,039.15



Monthly Newsletter - May 2014

Performance

As of May 31, 2014

Current Invested Balance	\$5,188,136,060.86
Weighted Average Maturity (1)	51 Days
Weighted Average Maturity (2)	77 Days
Net Asset Value	1.000034
Total Number of Participants	786
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$347,133.83
Management Fee Collected	\$224,527.83
% of Portfolio Invested Beyond 1 Year	5.32%
Standard & Poor's Current Rating	AAAm

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

May Averages

Average Invested Balance	\$5,287,123,448.16
Average Monthly Yield, on a simple basis	0.0273%
Average Weighted Average Maturity (1)*	52 Days
Average Weighted Average Maturity (2)*	74 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 May:

- ★ Harris County Improvement District No. 9 ★ McGregor Economic Development Corp.

Holiday Reminder

In observance of Independence Day, TexSTAR will be closed on Friday, July 4, 2014. All ACH transactions initiated on Thursday, July 3rd will settle on Monday, July 7th. 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

May was another positive month for fixed income markets, as Treasury yields continued to rally and spreads tightened. Global equity markets generally ended higher as well with the S&P 500 Index increasing 2.1%, marking its biggest monthly advance since February. Despite improving fundamentals in many sectors of the U.S. economy, Treasury yields declined during the month as the Federal Reserve remained committed to its accommodative policies. Demand for fixed income broadly remained very strong while, for most sectors, issuance was down from the same period last year. In Europe, the deflationary environment along with lackluster economic data heightened expectations that the ECB will take further action at its June meeting by cutting the official policy rate and instituting a negative deposit rate. As anticipation remained high for what measures the ECB might take, government bond yields continued to decline to hit record lows.

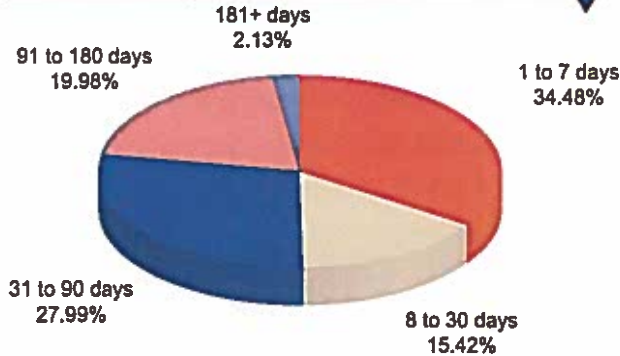
The global economy appears to be gaining some modest momentum, which is expected to carry through the remainder of the year. Some broadening of economic fundamentals is being seen and the U.S. is positioned to achieve more sustainable but modest growth in the second half of this year into 2015. It is expected that this will be sufficient to encourage an acceleration of business investment as excess capacity is gradually reduced. The housing market remains mired in both structural and cyclical headwinds that will prevent it from providing any material tailwind to growth. The predicted forecast of a 5% improvement in the residential component of GDP for 2014 is more reflective of organic demand rather than speculative investing and seems attainable given the uptick in housing activity and marginally less restrictive financing availability. Inflation should remain fairly muted, although it is expected to rise slowly as the output gap closes. Deflationary impulses are beginning to abate and trend inflation is starting to accelerate. The sustainability of price pressures will eventually become a function of wage growth, which should be gradual. While stronger increases in payrolls will create pockets of labor shortages, broad potential labor supply will keep wages from accelerating too quickly. In this environment, the Fed is expected to continue to reduce accommodation at a measured pace. Asset purchases are on a preset course to be tapered, with purchases concluding by the end of the year. Economic momentum and a gradual improvement in inflation should be sufficient for policy normalization to occur in 2015.

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

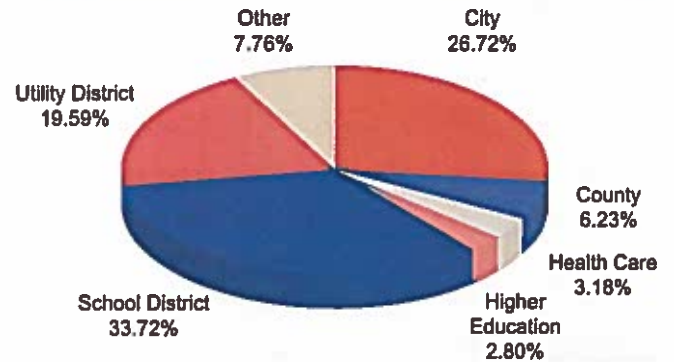
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of May 31, 2014



Portfolio by Maturity As of May 31, 2014



Distribution of Participants by Type As of May 31, 2014

Historical Program Information

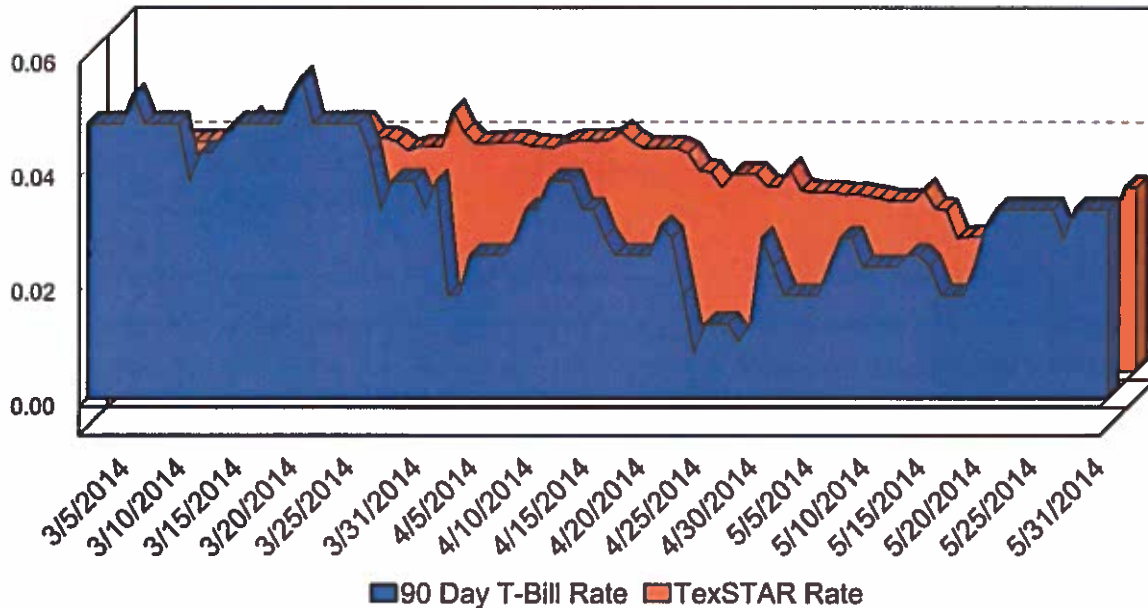
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
May 14	0.0273%	\$5,188,136,060.86	\$5,188,307,944.39	1.000034	52	74	786
Apr 14	0.0379%	5,297,751,521.64	5,298,035,810.85	1.000053	51	71	784
Mar 14	0.0400%	5,447,221,784.71	5,447,546,676.56	1.000059	51	66	784
Feb 14	0.0318%	5,890,162,246.46	5,890,513,830.50	1.000066	49	65	783
Jan 14	0.0303%	5,518,659,649.58	5,518,895,897.21	1.000048	49	64	781
Dec 13	0.0357%	4,749,571,555.83	4,749,808,699.35	1.000050	52	65	781
Nov 13	0.0405%	4,358,778,907.03	4,358,933,052.64	1.000035	52	63	781
Oct 13	0.0434%	4,549,543,382.92	4,549,816,768.31	1.000060	52	63	781
Sep 13	0.0390%	4,545,216,845.55	4,545,590,808.40	1.000082	52	64	781
Aug 13	0.0474%	4,682,919,318.35	4,683,351,916.02	1.000091	52	59	777
Jul 13	0.0487%	4,833,856,137.70	4,834,318,370.27	1.000095	52	56	776
Jun 13	0.0614%	5,173,585,142.53	5,173,948,421.52	1.000070	54	58	775

Portfolio Asset Summary as of May 31, 2014

	Book Value	Market Value
Uninvested Balance	\$ 473.97	\$ 473.97
Accrual of Interest Income	1,695,568.90	1,695,568.90
Interest and Management Fees Payable	(502,096.15)	(502,096.15)
Payable for Investment Purchased	(74,993,329.25)	(74,993,329.25)
Repurchase Agreement	1,458,577,000.00	1,458,577,000.00
Government Securities	3,803,358,443.39	3,803,530,326.92
Total	\$ 5,188,136,060.86	\$ 5,188,307,944.39

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 May 2014

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
5/1/2014	0.0315%	0.000000864	\$5,337,423,400.82	1.000053	53	74
5/2/2014	0.0311%	0.000000852	\$5,314,419,716.31	1.000052	51	72
5/3/2014	0.0311%	0.000000852	\$5,314,419,716.31	1.000052	51	72
5/4/2014	0.0311%	0.000000852	\$5,314,419,716.31	1.000052	51	72
5/5/2014	0.0307%	0.000000842	\$5,288,634,838.92	1.000046	51	72
5/6/2014	0.0308%	0.000000845	\$5,319,833,532.89	1.000046	53	74
5/7/2014	0.0304%	0.000000833	\$5,275,562,323.48	1.000051	53	74
5/8/2014	0.0301%	0.000000824	\$5,317,383,162.35	1.000051	52	73
5/9/2014	0.0296%	0.000000810	\$5,355,836,478.85	1.000047	51	72
5/10/2014	0.0296%	0.000000810	\$5,355,836,478.85	1.000047	50	71
5/11/2014	0.0296%	0.000000810	\$5,355,836,478.85	1.000047	50	70
5/12/2014	0.0316%	0.000000866	\$5,442,224,746.88	1.000042	50	69
5/13/2014	0.0283%	0.000000774	\$5,472,206,558.92	1.000038	53	72
5/14/2014	0.0280%	0.000000767	\$5,442,451,894.78	1.000041	54	74
5/15/2014	0.0231%	0.000000634	\$5,326,776,075.45	1.000048	55	75
5/16/2014	0.0234%	0.000000640	\$5,272,082,829.61	1.000046	54	74
5/17/2014	0.0234%	0.000000640	\$5,272,082,829.61	1.000046	54	74
5/18/2014	0.0234%	0.000000640	\$5,272,082,829.61	1.000046	54	74
5/19/2014	0.0234%	0.000000642	\$5,256,723,140.16	1.000041	53	73
5/20/2014	0.0236%	0.000000647	\$5,204,419,121.74	1.000049	53	76
5/21/2014	0.0237%	0.000000648	\$5,184,424,714.23	1.000033	54	77
5/22/2014	0.0234%	0.000000640	\$5,250,937,794.29	1.000037	53	75
5/23/2014	0.0241%	0.000000660	\$5,251,214,716.94	1.000035	50	73
5/24/2014	0.0241%	0.000000660	\$5,251,214,716.94	1.000035	50	73
5/25/2014	0.0241%	0.000000660	\$5,251,214,716.94	1.000035	50	73
5/26/2014	0.0241%	0.000000660	\$5,251,214,716.94	1.000035	50	73
5/27/2014	0.0240%	0.000000657	\$5,207,870,281.97	1.000037	52	73
5/28/2014	0.0242%	0.000000664	\$5,186,816,863.53	1.000040	53	75
5/29/2014	0.0266%	0.000000730	\$5,178,990,378.81	1.000038	53	79
5/30/2014	0.0320%	0.000000876	\$5,188,136,060.86	1.000034	51	77
5/31/2014	0.0320%	0.000000876	\$5,188,136,060.86	1.000034	51	77
Average	0.0273%	0.000000748	\$5,287,123,448.16		52	74

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



TexSTAR Board Members

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

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

FirstSouthwest 

J.P.Morgan
Asset Management