

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

RESOLUTION NO. 06-33

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, the CTRMA solicited proposals for the development of 183-A and conducted a thorough evaluation process, designed to assure fairness and objectivity and to determine which proposal provided the best value to the CTRMA; and

WHEREAS, in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved of the selection of Hill Country Constructors as the proposer that provided the best value to the CTRMA and directed the Executive Director and staff to finalize a CDA for the development of 183-A with Hill Country Constructors; and

WHEREAS, the work performed under the CDA requires oversight by the General Engineering Consultant retained by the CTRMA (the "GEC"); and

WHEREAS, the GEC previously developed a scope of work and proposed budget (the "CDA Work Authorization") for the work necessary to oversee the design and construction activities performed under the CDA; and

WHEREAS, in Resolution No. 04-52, dated October 27, 2004, the Board of Directors approved the scope of work contained in the CDA Work Authorization subject to: (i) the GEC presenting, on a quarterly basis, a report on work performed to date under the CDA Work Authorization; and (ii) receiving Board approval of work to be performed during the next quarter; and

WHEREAS, the GEC has presented for Board approval a scope of work and proposed budget for work to be performed under the CDA Work Authorization during the third quarter of 2006, attached hereto as Attachment "A".

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the scope of work and proposed budget for work to be performed under the CDA Work Authorization for the third quarter of 2006, and reflected in Attachment "A"; and


BE IT FURTHER RESOLVED, that all work performed as reflected in Attachment "A" shall be subject to the Agreement for General Consulting Civil Engineering Services between the

CTRMA and the GEC; that all work performed under Attachment "A" shall be funded solely from the existing toll equity grant money for 183-A and the proceeds of the project financing for 183-A; and that no additional work may be undertaken without the specific approval of the Board of Directors.

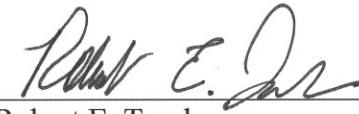
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of June, 2006.

Submitted and reviewed by:

Approved:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-33
Date Passed 06/28/06



**Approval of Work Efforts Report
183-A Turnpike Comprehensive Development Agreement (CDA)
Design & Construction Oversight
3rd Quarter 2006**

Introduction:

As detailed in the Central Texas Regional Mobility Authority (CTRMA) Resolution No. 04-52 and the General Engineering Consultant (GEC) Work Authorization No. 4, the GEC is required to provide quarterly reports to the CTRMA and its Board of Directors detailing the CDA oversight work and expenditures and to obtain board approval for the scope of work and budget for the next quarter.

This report details the CDA oversight tasks performed over the past quarter and the CDA oversight tasks to be performed over the next quarter.

The expenditure on CDA oversight to-date is approximately **\$9,639,000**. The GEC anticipates expending **\$1,453,000** over the next quarter and therefore requests the Board to approve an increase in the not-to-exceed amount of WA 4 from \$10,518,000.00 to **\$11,971,000.00**.

CDA Oversight Tasks Performed over the Past Quarter (from April 1, 2006 to June 30, 2006):

During the 2nd Quarter of 2006, the GEC continued to complete several key tasks on the oversight efforts, including:

1. Managed and continued development of subconsultants and their agreements providing oversight activities.
2. Conducted numerous Design Reviews, including:
 - a. Forty five (45) Early Release for Construction Packages
 - b. Two (2) Bridge Plan packages
 - c. Twenty five (25) Utility Plan packages
 - d. Seven (7) Request for Information (RFI) submittals
 - e. Thirteen (13) Notice of Design Change (NDC) submittals
 - f. One (1) Field Design Change (FDC) submittal
 - g. Six (6) 100% Plan Packages
3. Attended Task Force meetings (Tolling and Aesthetics)
4. Participated in "over-the-shoulder" review sessions with HCC.
5. Participated in various workshops with HCC design personnel.
6. Coordinated with TxDOT regarding Segment 9 traffic control, signage, utilities, and scheduling issues
7. Coordinated with TxDOT and FHWA to insure compliance with all agreements and regulations
8. Coordinated with TxDOT regarding re-evaluation concerns
9. Processed draw requests including:
 - a. Reviewing and approval of schedule updates
 - b. Evaluating & certifying status of completion
 - c. Submitting recommendation of payment to CTRMA
10. Processed DBE reports
11. Continued development and management of Electronic Data Management System (EDMS)
12. Continued aesthetics coordination & public meetings, including:

- a. Coordinated Aesthetic issues.
- b. Continued to attend Aesthetics committee meetings
- c. Continued review of 183-A web site and Public Involvement activities
13. Attended meetings with HCC and various utility companies in development of Agreements and relocation plans.
14. Continued coordination on Noise Wall issues.
15. Continued Field reviews to assure compliance with permits
16. Conducted Independent Assurance reviews of materials testing procedures and personnel
17. Conducted Independent Assurance (IA) lab and personnel oversight by testing HCC's QA lab and CTRMA's OVT lab and personnel.
18. Attend weekly construction meetings with HCC on traffic control and planned work.
19. Conducted materials verification testing – statistical analysis & reports
20. Continued daily oversight reviews of project site & completed daily construction logs.
21. Continued to prepare for and participate in daily meetings and workshops with HCC staff on various topics.
22. Attended general management meetings, public involvement meetings & partnering meetings.
23. Attended meetings with TxDOT, FHWA, City, County and other stakeholders.
24. Continued development of monthly status reports on progress and quality of HCC work.
25. Prepared project information for DRB and attended second DRB Meeting.
26. Prepared documentation and responses to Proposed Change Orders.
27. Reviewed and prepared back-up information for Change Orders.
28. Continued negotiations and scoping of change orders.

CDA Oversight Tasks to be Performed Over Next Quarter (from July 1, 2006 to September 30, 2006):

The GEC will continue to implement the CDA oversight program over the next quarter. Specific tasks to be completed include:

1. Continue development of project oversight manual.
2. Complete reviews and provide approvals for all required plans.
3. Attend task force meetings, over the shoulder reviews, & workshops with HCC design personnel
4. Review design submittals including:
 - a. 100% plan sets
 - b. Final Plans
5. Coordinate with TxDOT and FHWA to insure compliance with all agreements and regulations
6. Process draw requests including:
 - a. Reviewing and approval of schedule updates
 - b. Evaluating & certifying status of completion
 - c. Submitting recommendation of payment to CTRMA
7. Process DBE reports
8. Conduct Independent Assurance reviews of materials testing procedures and personnel
9. Conduct materials verification testing – statistical analysis & reports
10. Continue daily oversight reviews of project site & completed daily construction logs.
11. Continue to prepare for and participate in daily meetings and workshops with HCC staff on various topics.
12. Attend general management meetings, public involvement meetings & partnering meetings.
13. Attend meetings with TxDOT, FHWA, City, County and other stakeholders.
14. Continue development of monthly status reports on progress and quality of HCC work.
15. Continue processing change orders.

Anticipated Expenditures and Adjustments of the Not to Exceed Amount for Next Quarter (from July 1, 2006 to September 30, 2006):

The GEC currently anticipates expending approximately \$1,453,000.00 from July 1, 2006 to September 30, 2006 on CDA oversight efforts, resulting in an anticipated cumulative expenditure total of approximately \$11,971,000.00 thru September 30, 2006.

“S-curve” charts have been developed to graphically illustrate the anticipated expenditures over the duration of the associated activities; these charts are attached hereto as Exhibits 1 and 2. The first Exhibit, titled “Exhibit 1: Anticipated CDA Oversight Expenditures Original S-curve”, contains a S-curve representing the anticipated expenditures (per the staffing plan established during the development of Work Authorization #4 in October 2004) of the total CDA oversight budget of \$14,078,080.95 thru June 1, 2007. The second Exhibit, entitled “Exhibit 2: Anticipated CDA Oversight Expenditures thru 3rd Quarter S-curve”, presents the anticipated expenditures thru September 30, 2006. The actual expenditure figures to date are also presented on these S-curves. As of June 30, 2006 the GEC will have expended approximately \$9,639,000 of the approved expenditure total of \$10,518,000.00.

Should you have any questions or require additional information in regard to the foregoing information, please feel free to contact Richard Ridings at 512.751-1552.

Exhibit 1: Anticipated CDA Oversight Expenditures Original S-curve

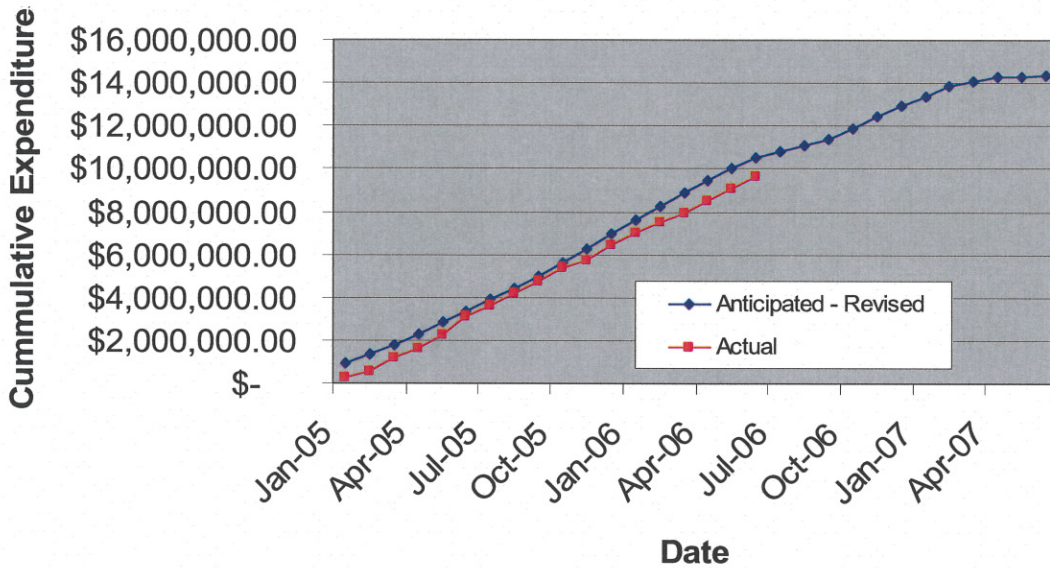
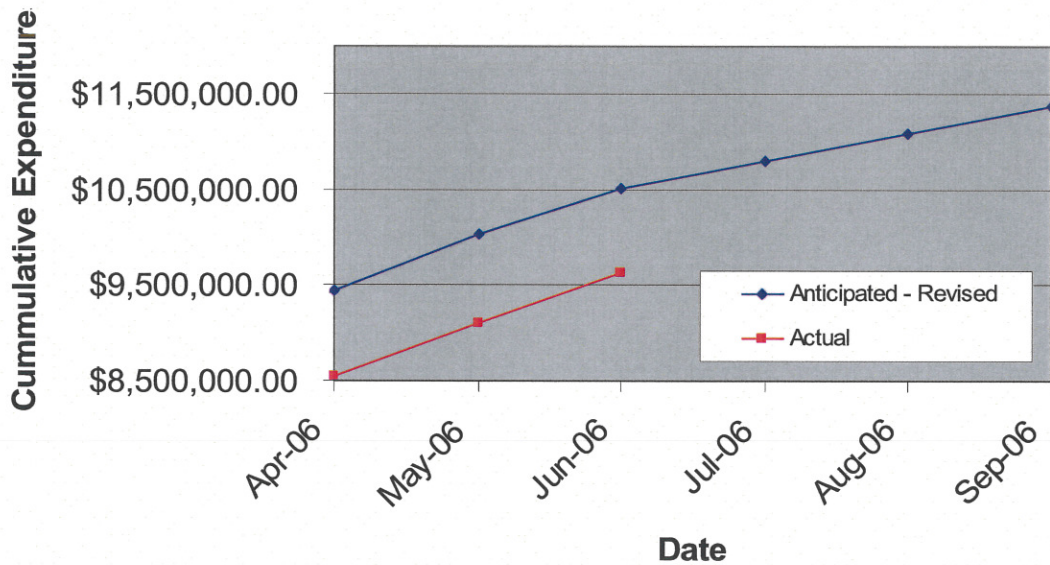


Exhibit 2: Anticipated CDA Oversight Expenditures thru 3rd Quarter 2006 S-curve



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

RESOLUTION NO. 06-34

WHEREAS, the Central Texas Regional Mobility Authority (“CTRMA”) 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, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, the CTRMA identified the proposed 183-A turnpike as its initial project in the petition filed under the RMA Rules; and

WHEREAS, the Board of Directors desires to retain one or more outside entities to provide toll collection and facilities maintenance services for the 183-A turnpike project; and

WHEREAS, the Board of Directors desires that its Executive Director and staff initiate the process for procuring toll collection and facilities maintenance services by drafting and issuing a request for proposals (RFP) to solicit responses from firms interested in providing such services and publishing such RFP in accordance with the CTRMA’s Policies and Procedures Governing Procurements of Goods and Services; and

WHEREAS, the Board of Directors desires that the Executive Director and staff review the proposals received, interview firms as necessary, and make a recommendation to the full board as to the best-qualified firm to provide toll collection and facilities maintenance services to the CTRMA.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA authorizes its Executive Director and staff to draft and issue a RFP for the provision of toll collection and facilities maintenance services; and

BE IT FURTHER RESOLVED, that the Executive Director and staff shall make a recommendation to the full board as to the best-qualified firm to provide toll collection and facilities maintenance services to the CTRMA.

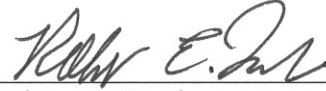
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of June, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-34
Date Passed 06/28/06

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

RESOLUTION NO. 06-35

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") was created pursuant to the request of Travis and Williamson Counties (the "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, the CTRMA is charged with funding and developing transportation improvements throughout the region to help solve the current mobility crisis and improve the quality of life for residents of Central Texas; and

WHEREAS, the general engineering consultant retained by the CTRMA (the "GEC") has developed a scope of work and a proposed budget to conduct traffic simulations and other feasibility work related to various CTRMA projects and potential projects; and

WHEREAS, a copy of that proposed scope of work and budget is contained in the work authorization attached hereto as Attachment "A" ("Work Authorization No. 6.0"); and

WHEREAS, the CTRMA Board of Directors must approve Work Authorization No. 6.0 before the GEC may proceed to work thereunder; and


WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Work Authorization No. 6.0 is necessary and appropriate to further assess the feasibility of certain projects and potential projects.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Work Authorization No. 6.0 in the form attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVED, that all work performed under Work Authorization No. 6.0 shall be subject to the Agreement for General Consulting Civil Engineering Services between the CTRMA and the GEC and that no additional work may be undertaken without the specific approval of the Board of Directors.

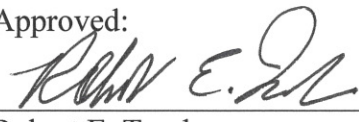
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Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-35
Date Passed 06/28/06

EXHIBIT B

WORK AUTHORIZATION

Work Authorization No. 6.0

This Work Authorization is made as of this 28th day of June, 2006, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of September 1st, 2003 (the Agreement), between the Central Texas Regional Mobility Authority (Authority) and HNTB Corporation (GEC). The contract award amount of this Work Authorization is **\$315,007.00**. This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

Feasibility Study Work

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Refer to Attachment A – Scope of Work

A.2. The following Services are not included in this Work Authorization, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

Refer to Attachment A – Scope of Work

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

Refer to Attachment A – Scope of Work

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Services under this Work Authorization are expected to be substantially complete within 8 months from the date this Work Authorization becomes effective. This Work Authorization will not expire until all tasks associated with the Scope of Services are complete.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed **\$315,007.00** based on Attachment B-Fee Estimate and Attachment C-Fee Schedule. The Authority and the GEC agree that the budget amounts contained in Attachment B-Fee Estimate for the various companies and firms composing the GEC are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration of this Work Authorization. Compensation shall be in accordance with the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of future Work Authorizations.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

N/A

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

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

Authority: Central Texas Regional Mobility Authority

GEC: HNTB Corporation

By: Robert. E. Tesch

By: RICHARD L. RIDINGS

Signature: 

Signature: 

Title: Chairman of the Board

Title: VICE PRESIDENT

Date: 6/28/2006

Date: 6/28/2006

CENTRAL TEXAS RMA**ATTACHMENT A – SCOPE OF WORK****WORK AUTHORIZATION NO. 6.0****SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)**

This scope of services includes the provision of professional services and deliverables for various tasks related to the study of tolling projects.

Task 1: Potential Toll Project Simulations

CTRMA is proposing to develop traffic simulations at several major interchanges in potential toll project locations. The purpose of this action is to model the results if improvements are not constructed in a timely fashion. The five intersections that have identified as possible candidates for these simulations include:

1. US 71 @ US 290W (Y at Oakhill)
2. US183 @ US 71 near the airport
3. US 71 at the entrance into the airport
4. US183 @ US290 direct connections
5. IH 35 near US 71

These traffic simulations would use CAMPO 2030 volumes on the existing intersection configuration to show operations. The interchanges would then be modeled and simulated with the potential improvements implemented. CTRMA plans on using Vissim to model each location with and without improvements.

CTRMA also proposes to expand one of the intersections to a more refined 3D model that would be more realistic than the Vissims output model for general public consumption. This simulation would be suitable for the media.

1.0 Vissim Simulations:

The services

Data Collection

The GEC will gather the following data from URS, CAMPO, and TxDOT to enter into the Vissim model:

- Aerials
- Schematics
- Signal phasing information that may be available
- Peak-hour volumes.
- General operational information for each location

Two sets of peak-hour volumes will be developed—one for the “existing conditions” scenario (i.e. no improvements to the existing infrastructure), and one for the “roadway improvements” scenario. The “roadway improvements” scenario will involve shifting some of the volume from the existing local intersections over to the new tolled facility.

Vissim modeling of existing configuration

The GEC will model the existing facility with future traffic. The purpose of this exercise will be to depict future traffic conditions in the absence of any roadway improvements.

Vissim modeling of proposed tolling configuration

The GEC will model the proposed direct connectors and at grade facilities. The purpose of this exercise will be to understand the extent to which traffic conditions are improved by the proposed roadway improvements.

Provide data in a presentation type format

The output from the simulation will be provided to the client via CD. The CD will include 10 simulation clips in an .avi format. (Each of the 5 locations will have 2 simulation clips recorded—one for the “existing conditions” scenario, and one for the “roadway improvements” scenario.) Each simulation clip will be between 30 and 60 seconds in length.

2.0 3D Animation:

The services described hereunder are for the production of a 3D animation of one location. The corridor will be modeled for up to a half mile in distance for each direction of the intersecting roadways. Animation will include the existing roadway as well as the proposed year 2030 roadway redevelopment. Traffic will be simulated based on actual Vissim output data. The deliverable will be up to 2 minutes of animation. Services are details below:

Data Collection

The GEC will request the following location-specific data from TxDOT to produce the animation. Specifying a location without this data will not produce the desired animation quality.

- CAD files including schematics, elevations, planimetrics, contours, and related GIS files as needed.
- Raster Data
 - Most current high resolution geo-rectified, color ortho-photography of at least 1' resolution preferably
- Vector Data – CAD, GIS, 3D (all relevant CAD data including but not limited to the following)
 - Existing and Proposed contours of at least 2' contour
 - Existing and Proposed Site drawings and schematics
 - Existing and Proposed 3D alignment center lines and edge of pavement for bridges, main lanes, ramps, frontage roads
 - Existing building and foliage planimetrics for the project area

Pre-Production

The GEC will perform the following during the Pre-Production phase:

- Gather relevant base data
- Gather onsite photography
- Represent 3D topography as a flat ground plane
- Exclude finer details such as signage, guard rails, or attenuators,
- Create generic 3D extrusions of surrounding industrial and residential buildings
- Develop textures limited to roadway striping with minor aerial enhancements
- Create existing 3D foliage within project area

Animation

The GEC will perform the following during the animation phase:

- Animate virtual cars with Vissim traffic patterns
- Create up to (2) flyovers of project area

Post-Production

The GEC will perform the following during the Post-Production phase:

- Edit and Composite rendered sequences
 - Develop final edited animation from rendered sequences
 - Create Titles and Caption overlays
 - Integrate the background music into the final edited sequence
- Create CDs
 - Encode HD WMV format of final edited animations for CD content
 - Produce Graphics for the CD label and packaging

Schedule and Meetings

The GEC agrees to perform the tasks described above and deliver the related deliverables for review via web streaming media and teleconference review meetings with a CTRMA representative according to the following schedule:

- Kick-Off Meeting
 - Discuss production workflow
 - Confirm that sufficient and accurate data datasets are available
 - Determine CTRMA contact to review, comment, and approve incremental deliveries
- Review Meeting: 50%
 - Discuss camera movements and scene development including view distances, speeds, content
 - Review current 3D model
 - Obtain review comments and approval from CTRMA representative
- Review Meeting: 75%
 - Review current 3D model
 - Demonstrate camera development and any current rendered draft sequences
 - Obtain review comments and approval from CTRMA representative

- Review Meeting: 95%
 - Review final 3D model
 - Demonstrate most current edited sequences
 - Determine final post-production changes and/ or enhancements which can be made within remaining budget and schedule
 - Obtain review comments and approval from CTRMA representative

Additional Services

The following Additional Services can be provided to the CTRMA via an addendum to this contract for an additional fee:

- Night-time Sequences
- Narration
- Website Development
- Kiosk Solutions

Task 2: Analysis of Phase II Toll Projects

The GEC will perform financial analyses to identify near-term and long-term cash flow impacts of the Phase II Toll Projects. Specific efforts will include:

- Update implementation schedules, total project cost estimates, and location maps for the Phase II Toll Projects.
- Develop a cash flow model assuming the Phase II Toll Projects are implemented as tolled facilities. This cash flow model will provide an estimate of the financial requirements of the system in the near-term (through 2016) and the long-term (through 2030).
- Develop a cash flow model assuming the Phase II Toll Projects are implemented as non-tolled facilities. This cash flow model will provide an estimate of the financial requirements of the system in the near-term (through 2016) and the long-term (through 2030).
- Conduct a comparison of the two cash flow models to determine the financial and schedule impacts related to toll revenues of the system.
- Develop a summary presentation which will document the findings of the cash flow modeling comparison; a series of tables, graphs, and/or bullet points will be provided to communicate the findings.

Task 3 US 79/ RM 620 Connector Feasibility and Environmental Constraints

The Central Texas Regional Mobility Authority (CTRMA) desires to study potential connector extending from SH 45 near O'Connor Boulevard, along RM 620 to US 79 in Round Rock.

Conceptual Feasibility Analysis

The Consultant will conduct a Conceptual Feasibility Analysis of a proposed facility extending from SH45 at O'Connor Boulevard (western terminus) to US 79 (eastern terminus; near Mayes Avenue). Specific efforts will include:

- Identify two separate tolled improvement scenarios that meet the intended objectives of the facility. Preliminary concepts (plan view only) will be developed for the two scenarios.
- Conduct conceptual-level T&R forecasts for the two scenarios using a sketch planning T&R model based on average per-mile toll rates.
- Develop preliminary project implementation cost estimates for the two scenarios. These cost estimates will include preliminary engineering, final engineering, right-of-way acquisition, environmental mitigation, utility relocations, construction, construction engineering & inspection, management, and oversight.
- Develop preliminary operations and maintenance costs for the two scenarios.
- Conduct a conceptual-level financial analysis for each of the two scenarios. This analysis will compare estimated costs to potential toll revenues of the toll project to ultimately determine the project's ability to be financed through revenue bonds.
- Develop a letter report which will include a brief summary of the analysis methodologies, analysis findings, and supporting feasibility model documentation.

Environmental Constraints Analysis

The Engineer shall provide services consisting of environmental constraints analysis of a new connection from SH 45 near O'Connor Rd to US 79 in Round Rock just east of IH 35, within a defined study area.

The outcome of this work authorization shall be a technical memorandum summarizing analysis of the defined study area.

Data Collection

The data collection phase and site reconnaissance visits within existing roadway ROW will begin upon notice to proceed. For the proposed study area, the Engineer will obtain publicly available information including:

- Locations of public buildings, schools, churches, parks, etc.

- Aerial/Infrared photography, if available.
- National Wetland Inventory Maps.
- County Soil Survey Maps.
- TCEQ & EPA Hazardous Materials Database Information.
- FEMA 100-year floodplains.
- Vegetation Information.
- Threatened and Endangered Species Information.

Historical Site Listings

The Engineer will conduct literature-based surveys of research and documentation of historic buildings, structures, and objects within the Area of Potential Effect (APE) for the study area. The survey will include:

- Literature Review
- Documentation of the survey results
- For buildings and other structures, objects and districts, the documentation will include the following for the study area or APE for any property over 45 years old:
 - A map showing the location of the property in relation to the study area
 - Date of construction
 - Research on historical associations
- Identification of cultural resources that are listed in the National Register of Historic Places, including historic sites, buildings and other structures, objects, districts, traditional cultural properties, and cultural or historic landscapes located during the survey.

Environmental Constraints Mapping and Analysis

The Engineer will build a geographic information system (GIS) based environmental constraints map for the proposed alignment using ArcView, Version 8.1, based on data collected under the data collection phase. Available GIS coverages for the project area will be acquired or purchased from various data sources and used to prepare the constraints map. The Engineer will also conduct site investigations to assist in the development of this map. The map will serve as a report exhibit. Constraint information will include, for example:

- Cemeteries, churches, schools; other land use features
- Existing and proposed roadways, railroads, utilities, and pipelines
- City limits
- Development plats
- Parklands
- Floodplains
- NWI wetlands
- Potential sensitive noise receptors
- Documented hazards sites
- Documented historical/archeological sites
- Threatened or Endangered species habitat or occurrence

The Engineer shall analyze environmental constraints within the study area to identify the project area's status with respect to various resource categories and permits, including but not limited to determinations for:

- Critical habitats
- Wetlands
- Floodplains
- Parklands
- Cultural resources
- Hazardous materials
- Noise
- Air quality
- Visual and aesthetic elements

Environmental Constraints Report

The Engineer will prepare an environmental constraints analysis document to help identify those environmental issues that could play a significant role in the study area planning process. The Engineer will utilize the constraints information gathered to assist in development of the constraints analysis document. Four copies of the draft document will be submitted to CTRMA. Once comments on the document are received and addressed, four copies of the final document will be submitted to CTRMA.

EXCLUSIONS

The following tasks are not included in this work authorization and would be scoped and detailed at a later date, as necessary:

- Traffic modeling of existing or proposed roadways, origin-destination surveys, or any other traffic data collection or detailed analysis.
- Historic/Archeological coordination involving surveying, National Register Testing and/or Data Recovery-level excavation or mitigation or Section 106 Coordination;
- Preparation and coordination for Section 4(f) or Section 6(f) approval;
- Hazardous materials Phase I or II Environmental Site Assessments;
- Additional documentation services requested as a result of a change in environmental regulations or TxDOT/FHWA documentation standards from those in practice and acceptable at the time of approval of this Work Authorization;
- Intensive field investigation;
- Preparation of NEPA documentation (Environmental Assessment);
- Environmental Permitting;
- USACE permit coordination;
- Ground Surveying;
- Aerial Surveying and photogrammetry; and,
- Subsurface Utility Engineering (SUE) services or any other utility location determination.

Feasibility Study Work		CTRMA
HNTB Corporation - Fee Summary- WA 6.0		
Summary		
Task 1 --Tolling Plan Simulation	\$	68,526
Task 2 - Analysis of Phase II Toll Projects	\$	129,945
Task 3 -- US 79/ RM 620 Connector	\$	116,536
		<hr/>
	\$	315,007

Attachment B - Fee Estimate

TASK / WORK DESCRIPTION Vissim (5 locations)	MAN-HOURS						TOTAL HRS
	A	B	C	D	E	F	
Task 1 --Tolling Plan Simulation							
(Labor Rates \$ 70.00 \$ 60.00 \$ 50.00 \$ 36.00 \$ 30.00 \$ 20.00							
1 Collect Data - schematics, plans, traffic data	2	16		40			58
2 Vissim modeling of existing configuration (5 locations)				115			115
3 Vissim modeling of proposed Phase II configuration (5 locations)				115			115
4 Generate presentation materials	2			24			26
3D animation (one location)							
1 Project coordination/ meetings/Data collection Preproduction	4		18	8	10	4	44
3D Buildings (generic only)					20		20
3D Roadway Development		4			110		114
Animations			10		100		110
Aerial and Texture enhancement					5		5
Post Production							
Editing and compositing				20			20
Video encoding					8		8
Graphic Design					4		4
Project Archival Network Rendering Administration				4			4
Admin/ meetings	4	4		4	4		16

TOTAL HNTB DIRECT LABOR	12	20	32	330	261	4	659
<i>% Total by Classification</i>							
Labor Costs	\$ 840	\$ 1,200	\$ 1,600	\$ 11,880	\$ 7,830	\$ 80	\$ 23,430
Overhead Costs	\$ 1,279	\$ 1,827	\$ 2,436	\$ 18,091	\$ 11,924	\$ 122	\$ 35,679
Profit	\$ 318	\$ 454	\$ 605	\$ 4,496	\$ 2,963	\$ 30	\$ 8,866
Total Loaded Labor	\$ 2,437	\$ 3,481	\$ 4,642	\$ 34,466	\$ 22,717	\$ 232	\$67,976

Direct Expenses	
Plotting and Reproduction	\$ 150
Mail and Deliveries	\$ 200
Travel and Field Expenses	\$ 200
Total Direct Expenses	\$ 550

Task 1 --Tolling Plan Simulation	Total	\$ 68,526
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Attachment B - Fee Estimate

CTRMA

Task 2 - Analysis of Phase II Toll Projects

TASK / WORK DESCRIPTION	MAN-HOURS						TOTAL HRS
	A	B	C	D	E	F	
(Labor Rates \$	70.00	\$ 60.00	\$ 50.00	\$ 36.00	\$ 30.00	\$ 20.00	
1 Update schedules, estimates, and location maps	80	80	140	160	60	60	580
2 Develop cash flow model assuming tolled facilities		16		24			40
3 Develop cash flow model assuming non-tolled facilities		16		24			40
4 Conduct comparison of cash flow models		16					16
5 Develop summary presentation	40	80		80			200
6 Mangment/Admin/ meetings	12	23		20	15		70

TOTAL HNTB DIRECT LABOR

	132	231	140	308	75	60	946
<i>% Total by Classification</i>	13.95%	24.42%	14.80%	32.56%	7.93%	6.34%	
Labor Costs	\$ 9,240	\$ 13,860	\$ 7,000	\$ 11,088	\$ 2,250	\$ 1,200	\$ 44,638
Overhead Costs	1.5228 \$ 14,071	\$ 21,106	\$ 10,660	\$ 16,885	\$ 3,426	\$ 1,827	\$ 67,975
Profit	3.497 \$	5,245 \$	2,649 \$	4,196 \$	851 \$	454 \$	16,892
Total Loaded Labor	\$ 26,807	\$ 40,211	\$ 20,309	\$ 32,169	\$ 6,528	\$ 3,482	\$129,505

Direct Expenses

Plotting and Reproduction	\$ 300
Mail and Deliveries	\$ 20
Travel and Field Expenses	\$ 120
Total Direct Expenses	\$ 440

Task 2 - Analysis of Phase II Toll Projects

Total \$ 129,945

Attachment B - Fee Estimate

CTRMA

Task 3 -- US 79/ RM 620 Connector

TASK / WORK DESCRIPTION	MAN-HOURS							TOTAL HRS
	A	B	C	D	E	F		
	(Labor Rate \$	70.00 \$	60.00 \$	50.00 \$	36.00 \$	30.00 \$	20.00 \$	
US 79/ RM620 Connector Feasibility								
1 Identification of Tolloed Improvement Scenarios	8		40		80			128
2 Conceptual level T&R Forecast Development		80						160
3 Primary Project Implementation Cost Estimate			24	40				80
4 Preliminary Operations and Maintenance Cost Estimates			40	4				24
5 Financial Analysis		40						84
6 Letter Report Development	8	40	40	4	40			132
7 Administrative/ meetings	6	8				10		24
US 79/ RM620 Environmental Constraints								
1 Data Collection		10		4	40		24	78
2 Historical Site Listings					24		40	64
3 Develop Constraints map		2	2	8	88			100
4 Report		2		8	20			30
5 Administrative/ meetings	6	4	14	6	2		8	40

TOTAL HNTB DIRECT LABOR

	28	186	240	74	334	82	944
	2.97%	19.70%	25.42%	7.84%	35.38%	8.69%	
Labor Costs	\$ 1,960	\$ 11,160	\$ 12,000	\$ 2,664	\$ 10,020	\$ 1,640	\$ 39,444
Overhead Costs	\$ 2,985	\$ 16,994	\$ 18,274	\$ 4,057	\$ 15,258	\$ 2,497	\$ 60,065
Profit	\$ 742	\$ 4,223	\$ 4,541	\$ 1,008	\$ 3,792	\$ 621	\$ 14,926
Total Loaded Labor	\$ 5,686	\$ 32,378	\$ 34,815	\$ 7,729	\$ 29,071	\$ 4,758	\$114,436

Direct Expenses

Plotting and Reproduction	\$ 500
Horizon Archeological Site Listings	\$ 1,000
Mail and Deliveries	\$ 100
Travel and Field Expenses	\$ 500
Total Direct Expenses	\$ 2,100

Task 3 -- US 79/ RM 620 Connector

Total \$ 116,536

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

RESOLUTION NO. 06-36

WHEREAS, the Central Texas Regional Mobility Authority (“CTRMA”) 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, the CTRMA identified the proposed 183-A turnpike as its initial project in the petition filed under the RMA Rules; and

WHEREAS, the CTRMA has approved various work authorizations for its General Engineering Consultant (the “GEC”) to pursue work necessary for the development of 183-A and other CTRMA turnpike projects; and

WHEREAS, in Resolution No. 03-46, dated September 24, 2003, the CTRMA Board of Directors approved Work Authorization No. 3.1 concerning project office operations, administrative support, and core staff services related to project development; and

WHEREAS, in Resolution No. 04-44, dated September 29, 2004, the CTRMA Board of Directors approved Supplement No. 1 to Work Authorization No. 3.1; and

WHEREAS, in Resolution No. 05-68, dated September 28, 2005, the CTRMA Board of Directors approved Supplement No. 2 to Work Authorization No. 3.1; and


WHEREAS, the GEC has requested approval of Supplement No. 3 to Work Authorization No. 3.1, attached hereto as Attachment “A”, for additional professional services and associated deliverables to support the CTRMA in the development and completion of its Strategic Plan; and

WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Supplement No. 3 to Work Authorization No. 3.1 and the cost thereof is necessary and appropriate to further the development of the CTRMA’s Strategic Plan.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves Supplement No. 3 to Work Authorization No. 3.1, attached hereto as Attachment “A”, provided that any work commenced under Supplement No. 3 to Work Authorization No. 3.1 be subject to the Agreement for General Consulting Civil Engineering Services between the CTRMA and the GEC and that no additional work may be undertaken without the specific approval of the Board of Directors.

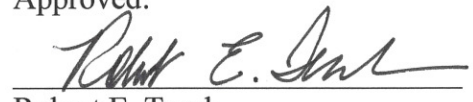
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of June, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-36
Date Passed 06/28/06

EXHIBIT B

WORK AUTHORIZATION NO. 3.1 – SUPPLEMENT NO. 3

This Supplement No. 3 to Work Authorization No. 3.1 is made as of this 28th day of June, 2006, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of September 15th, 2003 (the Agreement), between the Central Texas Regional Mobility Authority (Authority) and HNTB Corporation (GEC). This Supplement Work Authorization is made for the following purpose, consistent with the Services defined in the Agreement:

Updating the Strategic Plan

The following terms and conditions of Work Authorization No. 3.1 are hereby amended, as follows:

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Scope of Work

A.2. The following Services are not included in this Supplement No. 3 to Work Authorization No. 3.1, but shall be provided as Additional Services if authorized or confirmed in writing by the Authority.

Please reference Attachment A – Scope of Work

A.3. In conjunction with the performance of the foregoing Services, GEC shall provide the following submittals/deliverables (Documents) to the Authority:

As set forth in Attachment A – Scope of Work

Section B. - Schedule

GEC shall perform the Services and deliver the related Documents (if any) according to the following schedule:

Services defined herein shall be complete within 6 months from the date this Supplement No. 3 to Work Authorization No. 3.1 becomes effective.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed **\$29,863.00**, based on Attachment B – Fee Estimate. This will increase the not to exceed compensation amount for Work Authorization No. 3.1 from \$ 4,391,222.00 to **\$4,421,085.00**. Compensation shall be in accordance with the Agreement.

C.2. Compensation for Additional Services (if any) shall be paid by the Authority to the GEC according to the terms of a future Work Authorization.

Section D. - Authority's Responsibilities

The Authority shall perform and/or provide the following in a timely manner so as not to delay the Services of the GEC. Unless otherwise provided in this Work Authorization, the Authority shall bear all costs incident to compliance with the following:

N/A

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Work Authorization:

N/A

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

Authority: Central Texas Regional Mobility Authority

GEC: HNTB Corporation

By: Robert E. Tesch

By: RICHARD L. RIDINGS

Signature: 

Signature: 

Title: Chairman of the Board

Title: VICE PRESIDENT

Date: 6/28/06

Date: 6/28/2006

CENTRAL TEXAS RMA

ATTACHMENT A – SCOPE OF WORK

WORK AUTHORIZATION NO. 3.1 – SUPPLEMENT NO. 3

SERVICES TO BE PROVIDED BY THE GENERAL ENGINEERING CONSULTANT (GEC)

This scope of work includes additional professional services and associated deliverables to support the CTRMA in the completion of the Strategic Plan.

The tasks in this scope of work will not be performed or the funds utilized until requested by the CTRMA.

Strategic Report Supplemental work

- The GEC will develop a work plan, schedule, stakeholder list, and Table of Contents.
- Prepare for stakeholders meetings including; scheduling the meetings, and preparing interview questions.
- Conduct meetings and summarize findings
- Present summary findings to CTRMA staff
- Incorporate findings into the Strategic Plan, meet and discuss with CTRMA Staff (estimate 2 drafts)
- Finalize plan and provide final document in electronic format
- Develop a metrics for use in monitoring and evaluation

Attachment B - Fee Estimate

CTRMA

Work Authorization 3.1 Supplement 3

Strategic Report

TASK / WORK DESCRIPTION	MAN-HOURS						TOTAL HRS
	A	B	C	D	E	F	
(Labor Rates)	\$ 70.00	\$ 60.00	\$ 50.00	\$ 36.00	\$ 30.00	\$ 20.00	

Strategic Report

1	Kick off	5	3	8				16
2	Prep for focus group	7	6	6		7		26
3	Conduct Focus Group	16		17				33
4	Present summary findings	18	10	10		2		40
5	Draft Plan	6	6	10		2		24
6	Finalize Plan	6	4	4		7		21
7	Develop Metrics for Monitoring	2	6					8

TOTAL HNTB DIRECT LABOR

		60	35	55	0	18	0	168
	% Total by Classification	35.71%	20.83%	32.74%	0.00%	10.71%	0.00%	
Labor Costs	\$	4,200	\$ 2,100	\$ 2,750	\$ -	\$ 540	\$ -	\$ 9,590
Overhead Costs	\$	6,396	\$ 3,198	\$ 4,188	\$ -	\$ 822	\$ -	\$ 14,604
Profit	\$	1,589	\$ 795	\$ 1,041	\$ -	\$ 204	\$ -	\$ 3,629
Total Loaded Labor	\$	12,185	\$ 6,093	\$ 7,978	\$ -	\$ 1,567	\$ -	\$27,823

Direct Expenses

Plotting and Reproduction	\$	500
Mail and Deliveries	\$	40
Travel and Field Expenses	\$	1,500
Total Direct Expenses	\$	2,040

Strategic Report

total \$ 29,863

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

RESOLUTION NO. 06-37

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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 CTRMA Board of Directors; and

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

WHEREAS, in Resolution No. 05-53, dated June 29, 2005, the Board of Directors adopted a budget for fiscal year 2005-2006 ("FY 2005-2006"); and

WHEREAS, FY 2005-2006 comes to a close on June 30, 2006; and


WHEREAS, the CTRMA staff has developed a budget for fiscal year 2006-2007 ("FY 2006-2007"), attached hereto as Attachment "A."

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the budget for FY 2006-2007, attached hereto as Attachment "A," and recommends its approval by the CTRMA Board of Directors; and

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


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of June, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-37
Date Passed 06/28/06

**Central Texas
Regional Mobility
Authority
FY 07
Adopted Budget**

Central Texas Regional Mobility Authority FY 2007 Adopted Budget

As an agency in its developmental stage, each budget year brings fiscal needs that are new to the CTRMA. The first several years the budget was related to forming a new agency from scratch. The Board had to develop the agency, with no comparable model and limited resources. This included setting policies, priorities and hiring staff. At the end of FY 05 and during the current FY 06 budget, the budget priority was to issue bonds and construct 183A.

The FY 07 budget now moves into the next phase, which is opening and operating 183A. The budget encompasses increases to contractual services in the second half of the fiscal year to staff and operate 183A. There are only two new positions proposed in the FY 07, as the CTRMA's model is that we can be more efficient in the use of our resources by the optimum use of contracting.

The FY 07 budget also anticipates that additional projects that will increase mobility in Central Texas need to be planned and constructed expeditiously. The FY 07 Capital budget includes funding for 290E and other projects.

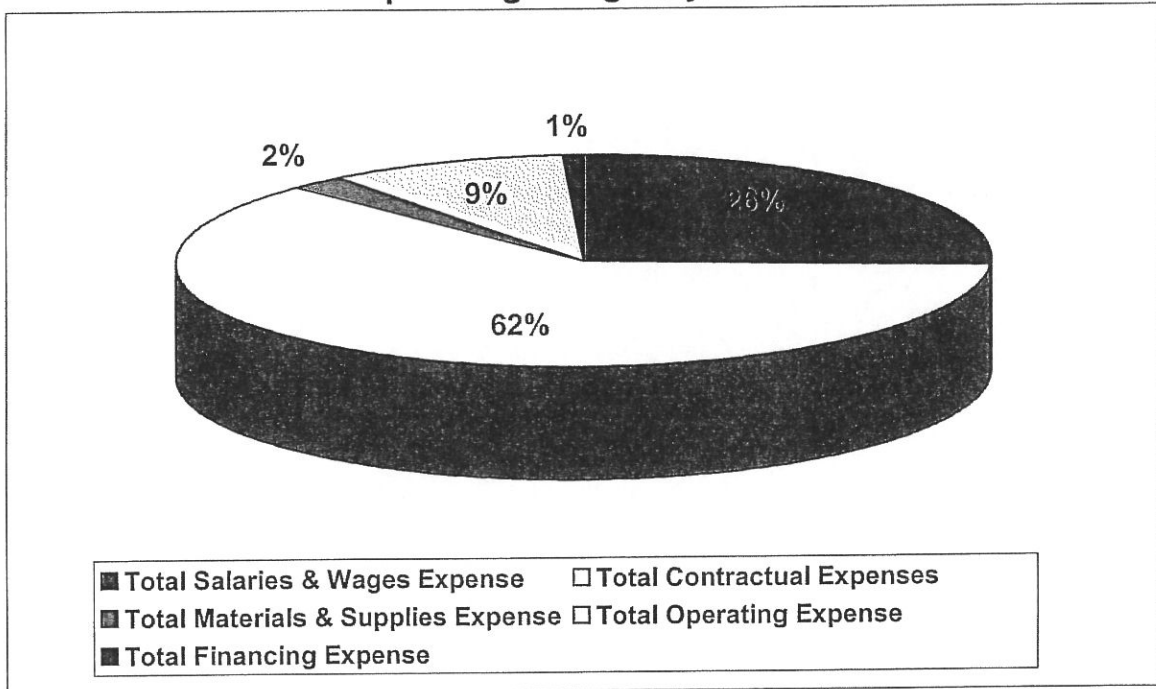
All the numbers are proposed, for the Board to review.

The fiscal year of the CTRMA is from July 1, 2006 to June 30, 2007.

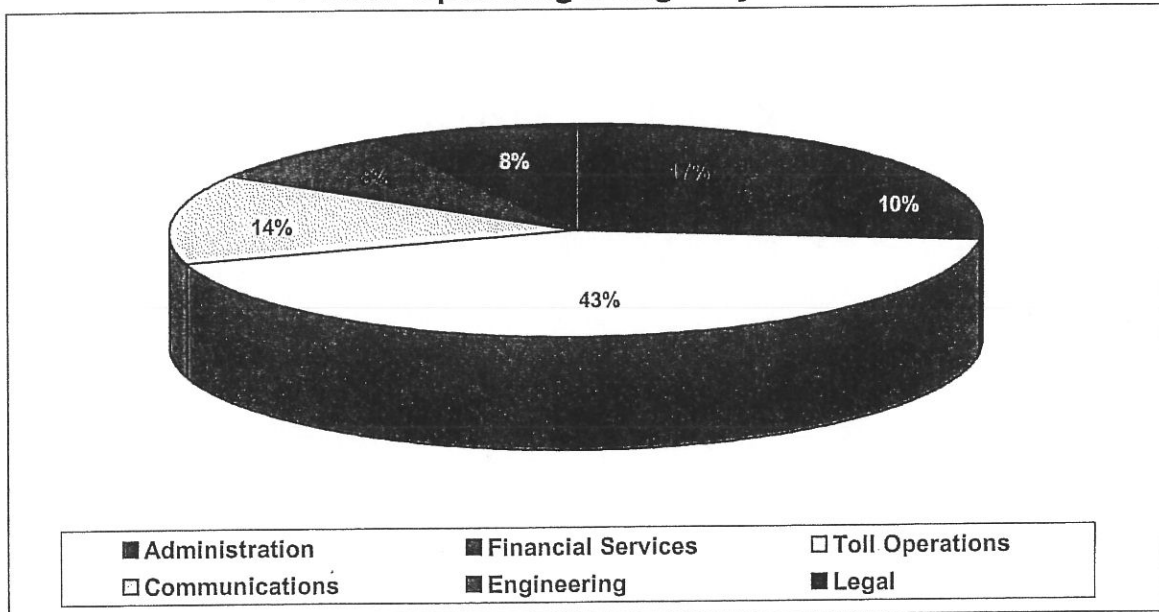
FY 2007 Adopted Operating Budget Central Texas Regional Mobility Authority

	Budget FY 2006	Budget FY 2007	Increase (Decrease)
Total Salaries & Wages Expense	1,461,147	1,851,769	26.73%
Total Contractual Expenses	1,308,804	4,324,035	230.38%
Total Materials & Supplies Expense	163,500	175,950	7.61%
Total Operating Expense	400,483	654,740	63.49%
Total Financing Expense	0	62,300	
	<u>3,333,934</u>	<u>7,068,794</u>	<u>112.03%</u>

FY 2007 Operating Budget by Character



FY 2007 Operating Budget by Function



Central Texas Regional Mobility Authority Staffing

Budgeted Positions	FY 06	FY 07
Administrative		
Executive Director	1	1
Deputy Executive Director	1	
Assistant to Director		1
Executive Administrative Assistant	1	1
Clerical	1	1
Community Development Director	1	1
Intern	1	1
Financial		
CFO	1	1
Fiscal Analyst/Contract Manager	1	1
Intern	1	1
Communications and Marketing		
Director	1	1
Communication and Marketing Specialist	1 ^d	1
Intern		
Director Toll Operations		
Director	1	1
Maintenance Manager		1
Intern	1	1
Engineering		
Director of Engineering	a	a
Legal		
General Counsel	1	1 ^b
Administrative Assistant	1	1 ^c

1 Filled position

^a Director of Engineering is a contractual position in FY 06 and FY 07

^b General Council was in Administration Department in FY 06

^c Administrative Assistant was in Administration Department in FY 06

^d Position was budgeted 2/3 in Administration and 1/3 in Communications in FY 06

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 All Operating Departments

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Revenue				
Toll Revenue-Cash-183A	0	0		510,000
Toll Revenue-TxTag-183A	0	0		510,000
Interest Income	373,317	419,245	112.30%	503,050
Reimbursed Expenditures	0	29,912		51,000
Total Revenue	<u>373,317</u>	<u>449,157</u>	<u>120.32%</u>	<u>1,574,050</u>

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 All Operating Departments

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Expenditures				
Salary & Wage Expense				
Regular	982,047	749,646	76.34%	1,210,148
Part Time	27,000	395	1.46%	17,000
Overtime	0	0		10,000
Contractual Employees	129,000	123,800	95.97%	130,000
TCDRS	135,113	103,307	76.46%	155,866
FICA	46,222	39,891	86.30%	64,526
FICA MED	14,631	10,675	72.96%	17,939
Health Insurance	93,109	57,340	61.58%	117,224
Life Insurance	3,225	369	11.46%	1,682
Auto Allowance	7,800	8,400	107.69%	9,000
Other Benefits	23,000	28,447	123.68%	88,469
Deferred compensation	0	3,460		-
Unemployment Taxes	0	3,016		4,590
Workers Compensation	0	472		5,325
Salary Reserve	0	0		20,000
Total Salaries & Wages	1,461,147	1,129,217	77.28%	1,851,769

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 All Operating Departments

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Contractual Services				
Professional Services				
Accounting	36,000	23,899	66.39%	12,000
Auditing	11,000	10,800	98.18%	35,000
Business Opportunity Program	80,000	0		0
Consulting	10,000	0		0
Engineering	0	105		0
Financial Advisors	0	29,320		4,000
General Engineering Consultant	200,000	5,569	2.78%	450,000
General System Consultant	0	0		100,000
Toll Collection Contract	0	0		1,200,000
Human Resources	12,000	5,799	48.32%	22,000
Legal	410,000	272,710	66.51%	300,000
Audio/visdual services	8,000	13,118	163.97%	15,000
Traffice & Revenue Consultants	0	0		40,000
Communication and Marketing Consult				150,000
Meeting Transcripts	0	1,900		2,000
Total Professional Services	767,000	363,220	47.36%	2,330,000

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 All Operating Departments

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Other Contractual Services				
IT Services	60,000	9,591	15.99%	25,000
Graphic Design Services	115,000	44,064	38.32%	50,000
Website Maintenance	20,000	30,937	154.69%	20,000
Research Services	65,000	42,628	65.58%	45,000
Computer Maintenance	6,000	559	9.32%	0
Copy Machine	24,000	4,444	18.52%	13,000
Other Maintenance Contracts	9,000	105	1.17%	0
Software Licenses	0	0		21,675
ETC Maintenance Contract	0	0		400,000
Advertising	0	45,996		50,000
Direct Mail	0	0		20,000
Video Production	0	0		50,000
Television	0	0		150,000
Radio	0	0		50,000
Other Public Relations	160,000	104,970	65.61%	0
Security Contracts	0	0		60,000
Cell Phones	5,960	5,224	87.65%	10,170
Local	0	2,868		18,240
Long Distance	10,344	123	1.19%	2,400
Internet	0	1,711		4,000
Other Communication Expense	0	1,051		1,000
Dues & Subscriptions	2,500	4,937	197.47%	7,200
Memberships	5,500	6,595	119.91%	18,950
Continuing Education	2,000	2,245	112.25%	9,000
Professional Development	10,000	9,266	92.66%	11,000
Seminars and Conferences	11,500	9,737	84.67%	21,400
Staff-Travel	23,000	23,259	101.13%	34,500
Board-Travel	20,000	5,596	27.98%	20,000
Chairman-Travel	5,000	2,902	58.05%	5,000
Executive Director-Travel	7,500	7,559	100.79%	11,000
Other Contractual Svcs	10,000	4,257	42.57%	9,000
Roadway Maintenance Contract	0	0		670,000
TxTag Collection Fees	0	0		25,500
Contractual Contingencies	25,000	0		161,000
Total Other Contractual Services	541,804	331,307	61.15%	1,994,035
Total Contractual Expenses	1,308,804	694,527	53.07%	4,324,035

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 All Operating Departments

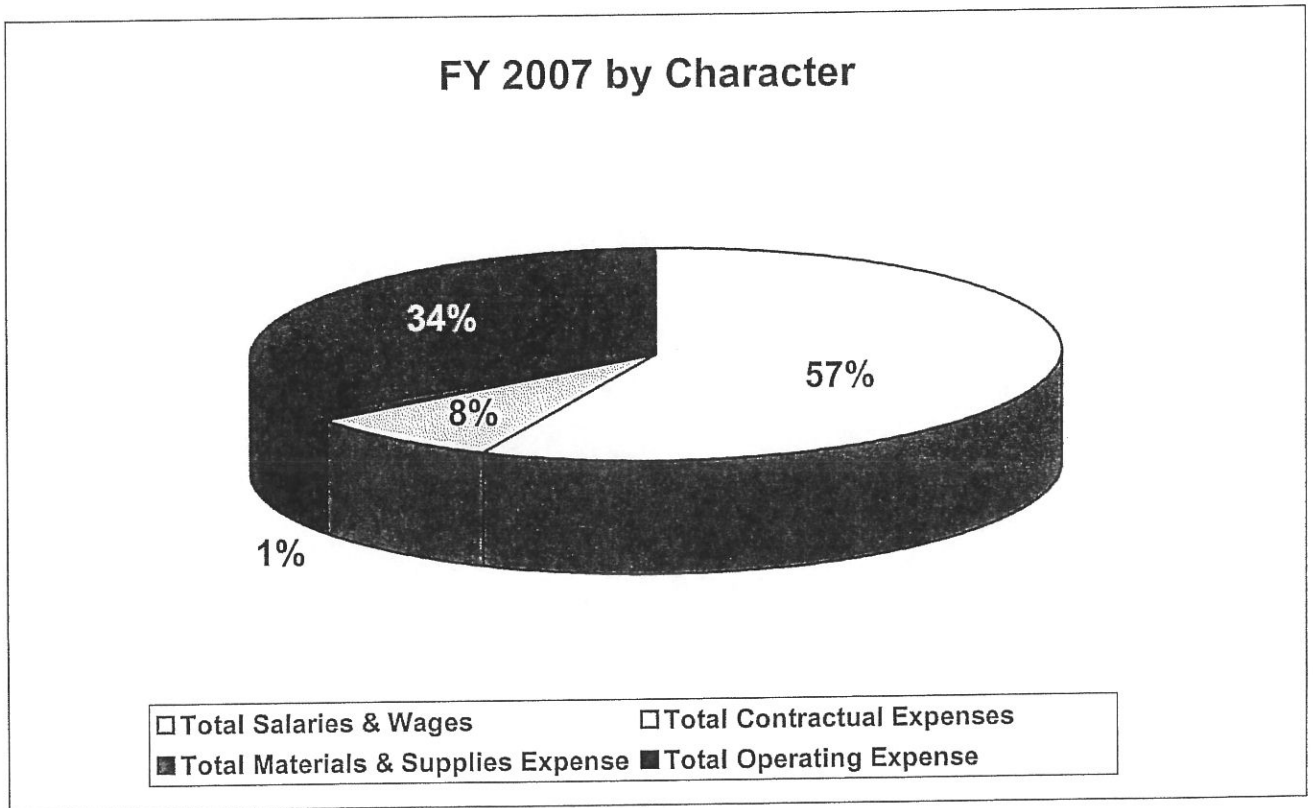
	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Materials and Supplies				
Books & Publications	0	3,828		3,600
Office Supplies	24,500	15,282	62.38%	18,750
Computer Supplies	25,000	6,136	24.55%	17,500
Copy Supplies	8,000	0		6,000
Annual Report	15,000	14,950	99.67%	20,000
Other Printed Reports	2,000	0		60,500
Direct Mail	45,000	24,483	54.41%	0
Office Supplies printed	0	3,207		18,100
Maintenance Supplies	0	0		500
Promotional Items	5,000	0		12,500
Displays	6,000	0		10,000
Other Supplies	0	138		250
Tools & Equipment	0	701		2,250
Misc Materials & Supplies	33,000	317	0.96%	6,000
Total Materials & Supplies Exp	163,500	69,043	42.23%	175,950

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 All Operating Departments

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Operating Expenses				
Gasoline	0	19		10,000
Mileage Reimbursement	3,300	7,205	218.33%	8,200
Parking	1,700	1,940	114.10%	22,100
Meeting Facilities	4,800	340	7.09%	3,000
Community Events	0	0		20,000
Meeting Expense	0	2,720		4,900
Public Notices	0	565		3,500
Postage	12,100	4,562	37.70%	11,500
Overnight Services	9,000	258	2.87%	2,200
Delivery Services	4,000	1,833	45.83%	3,200
Insurance Expense	25,000	16,706	66.82%	26,200
Reimbursements	12,500	39	0.31%	1,150
Repair and Maintenance General	500	158	31.60%	3,600
Repair and Maintenance-Vehicles	0	0		1,000
Repair and Maintenance-Toll Equipment	0	0		35,000
Rent	112,583	38,309		162,290
Utilities	0	0		17,000
Water	0	0		5,000
Electricity	0	209		2,400
Natural Gas	0	164		500
Amortization Expense	0	9,679		30,000
Dep Exp- Furniture & Fixtures	0	3,410		12,000
Dep Expense - Equipment	0	3,380		12,000
Dep Expense-Communic Equip	0	2,446		6,000
Depreciation Expense-Computers	0	40,026		48,000
Special Events	10,000	0		0
Recruitment	5,000	1,306	26.12%	4,000
Community Initiative Grants	200,000	22,500	11.25%	200,000
Total Operating Expense	400,483	157,772	39.40%	654,740
Financing Expenses				
Arbitrage Rebate Calculation	0	0		1,000
Loan Fees	0	10,500		10,500
Rating Agency Expense	0	0		25,000
Trustee Fees	0	3,167		3,800
Bank Fees	0	351		1,000
Credit Card Fees	0	0		1,000
Contingency	0	0		20,000
Total Financing Expense	0	14,017		62,300
Total Expenses	3,333,934	2,064,577	61.93%	7,068,794
Net Income	-2,960,617	-1,615,419	0.58	-5,494,744

**Central Texas Regional Mobility Authority
Administration Department**

	FY 06	FY 07	Increase (Decrease)
Total Salaries & Wages	882,088	687,381	-22.07%
Total Contractual Expenses	698,344	96,620	-86.16%
Total Materials & Supplies Expense	51,000	14,000	-72.55%
Total Operating Expense	366,483	407,440	11.18%
Total Financing Expense	0	0	
Total Expenses	1,997,915	1,205,441	-39.67%



FY 2007 Operating Budget Administration Department

The primary role of the Administration Department is the oversight and management of the Mobility Authority's projects and activities. In addition to the executive director, this department also houses administrative support staff consisting of the office manager and front desk receptionist. Two new positions to this department planned for fiscal year 2007 will include an assistant to the director and an intern. The Director of Community Development is also a part of this department.

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 mobility plans and projects.

The administration department also provides front-line customer service to the general public and all who make contact with the office. This important component must be practiced with each contact made to our office. Community development and outreach is another critical function housed in this department. Through a strong presence in the communities we serve, the public involvement process and outreach efforts are on-going activities that begin prior to each project's inception and remain consistent through the life of the project.

There will be a decrease of \$195,907 in salaries and wages for fiscal year 2007 when compared to fiscal year 2006 as a result of position transfers to other departments (the contractual engineer and an administrative assistant) and the elimination of a deputy director position which was never filled. A decrease in professional services will also be realized in fiscal year 2007 due to a transfer of legal services to the legal department and funding for the general engineering consultant. The budgeted amount for legal professional services will decrease due to the hiring of staff general counsel in fiscal year 2006.

A \$41,724 decrease in other contractual services will be realized in fiscal year 2007. This decrease is mostly attributable to the transfer of general office expenses, such as the copy machine and phone services, to the Financial Services department. Materials and supplies will decrease \$37,000 in fiscal year 2007 when compared to fiscal year 2006. Operating expenses will increase from \$366,483 in fiscal year 2006 to \$407,440 in fiscal year 2007 mostly due to the increase in office space rent.

Central Texas Regional Mobility Authority
FY 2007 Operating Budget

Administration

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Expenditures				
 Salary & Wage Expense				
Regular	546,695	360,781	65.99%	455,513
Part Time	13,500	395	2.93%	15,000
Overtime	0	0		5,000
Contractual Employees	129,000	123,800	95.97%	-
TCDRS	76,264	49,372	64.74%	60,685
FICA	22,565	18,600	82.43%	25,371
FICA MED	8,123	5,145	63.34%	6,895
Health Insurance	53,216	31,149	58.53%	36,888
Life Insurance	1,925	211	10.96%	784
Auto Allowance	7,800	7,050	90.38%	9,000
Other Benefits	23,000	24,422	106.18%	48,621
Deferred compensation	0	1,785		
Unemployment Taxes	0	1,902		1,620
Workers Compensation	0	472		2,004
Salary Reserve	0	0		20,000
Total Salaries & Wages	882,088	625,083	70.86%	687,381
 Contractual Services				
 Professional Services				
Financial Advisors	0	820		
General Engineering Consultant	200,000	5,569	2.78%	
Human Resources	0	5,734		
Legal	360,000	275,146	76.43%	-
Audio/visdual services	0	3,195		-
Meeting Transcripts	0	1,900		
Total Professional Services	560,000	292,363	52.21%	0

Central Texas Regional Mobility Authority
FY 2007 Operating Budget

	Administration Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Other Contractual Services				
IT Services	60,000	9,476	15.79%	-
Computer Maintenance	6,000	459	7.65%	
Copy Machine	24,000	5,472	22.80%	
Other Maintenance Contracts	4,000	105	2.63%	
Cell Phones	3,000	2,898	96.61%	3,720
Local	0	2,868		
Long Distance	10,344	123	1.19%	
Internet	0	1,711		
Other Communication Expense	0	806		
Dues & Subscriptions	1,000	5,912	591.17%	5,000
Memberships	5,000	6,175	123.50%	15,900
Continuing Education	10,000	875	8.75%	
Professional Development	0	6,958		5,000
Seminars and Conferences	5,000	6,018	120.37%	6,000
Staff-Travel	8,000	8,144	101.80%	5,000
Board-Travel	20,000	5,596	27.98%	20,000
Chairman-Travel	5,000	2,902	58.05%	5,000
Executive Director-Travel	7,500	7,859	104.79%	11,000
Other Contractual Svcs	10,000	4,257	42.57%	
Contractual Contingencies	0	0		20,000
Total Other Contractual Services	138,344	78,615	56.83%	96,620
Total Contractual Expenses	698,344	370,979	53.12%	96,620

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget

Administration

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Materials and Supplies				
Books & Publications	0	3,828		
Office Supplies	20,000	14,452	72.26%	
Computer Supplies	20,000	4,197	20.98%	
Copy Supplies	6,000	0		
Other Printed Reports	0	0		5,000
Office Supplies	0	2,887		
Maintenance Supplies	0	0		500
Promotional Items	0	0		2,500
Other Supplies	0	138		
Tools & Equipment	0	512		1,000
Misc Materials & Supplies	5,000	256	5.12%	5,000
Total Materials & Supplies Exp	51,000	26,269	51.51%	14,000

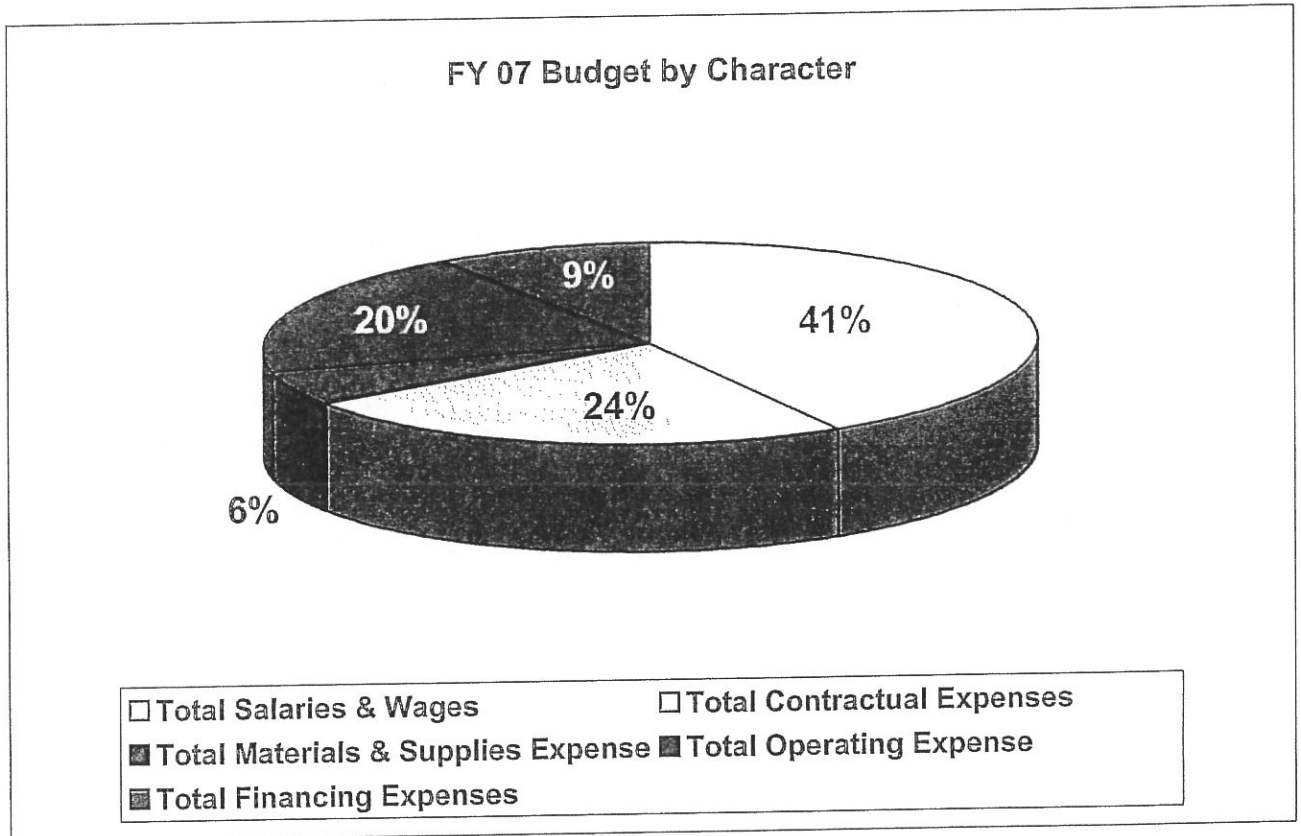
Central Texas Regional Mobility Authority
FY 2007 Operating Budget

Administration

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Operating Expenses				
Mileage Reimbursement	1,000	4,125	412.45%	2,000
Parking	500	1,121	224.22%	20,600
Meeting Facilities	4,800	340	7.09%	500
Meeting Expense	0	2,602		2,400
Public Notices	0	565		1,500
Postage	600	2,905	484.15%	6,000
Overnight Services	2,500	258	10.32%	600
Delivery Services	2,500	1,833	73.32%	1,800
Insurance	25,000	1,084	4.34%	-
Reimbursements	12,000	39	0.33%	250
Repair and Maintenance	0	158		3,600
Rent	112,583	23,951	21.27%	162,290
Electricity	0	209		2,400
Natural Gas	0	164		500
Recruitment	5,000	753	15.06%	3,000
Community Initiative Grants	200,000	22,500	11.25%	200,000
Total Operating Expense	366,483	62,607	17.08%	407,440
Financing Expenses				
Total Financing Expense	0	0		0
Total Expenses	1,997,915	1,084,938	54.30%	1,205,441

**Central Texas Regional Mobility Authority
Financial Services Department**

	FY 06	FY 07	Increase (Decrease)
Total Salaries & Wages	258,827	290,880	12.38%
Total Contractual Expenses	99,460	166,065	66.97%
Total Materials & Supplies Expense	12,000	40,050	233.75%
Total Operating Expense	10,500	135,800	1193.33%
Total Financing Expenses	0	62,300	
Total Expenses	380,787	695,095	82.54%



FY 2007 Operating Budget Financial Services Department

During FY 06, the Financial Services Department implemented a new financial software package and is now doing financial statements in house writing our own checks, generating reports, and conduct a wide range of accounting features that were once out-sourced to Pena Swayze. The FY 05 audit was unqualified and the CTRMA earned an award for the March 2005 bond package and sale.

The major changes in the budget for this financial year include:

- The reimbursed expenditures includes Caseta's reimbursement for office space rent... \$51,000
- Auditing includes an estimate for outsourcing the internal audit function. The Washington Group will be processing our transactions for the 183A and until we determine the cost/benefit of hiring an internal auditor to audit those transactions we will contract for that function...\$35,000
- Financial Services shares the human resource function with the Legal Department and we care still developing policy manuals and doing training...\$12,000
- IT Services includes funding to maintain our computer system. This was reduced from \$60,000 in FY 06 Admin budget. Although Caseta supplies the CTRMA with most computer support, with 183A opening we have to ensure that our systems are maintained...\$25,000
- Most office expenses were moved from the Admin budget to Financial Services in FY 07.
- Last fiscal year there were minimal fixed assets and depreciation and amortization expense were not budgeted. We are able to do monthly allocations with our new software.
- The CTRMA has to have an annual review from a rating agency...\$25,000
- TIFIA has an annual loan fee...\$10,500

The FY 06 audit is scheduled for the end of July and August. We again expect an unqualified opinion and no exceptions.

**Central Texas Regional Mobility Authority
FY 2007 Operating Budget**

Financial Services

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Revenue				
Interest Income	373,317	158,278	42.40%	503,050
Reimbursed Expenditures	0	114		51,000
Total Revenue	<u>373,317</u>	<u>158,391</u>	<u>42.43%</u>	<u>554,050</u>

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget

Financial Services

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Expenditures				
Salary & Wage Expense				
Regular	188,547	180,570	95.77%	216,250
Part Time	13,500	0		-
TCDRS	26,302	24,923	94.76%	26,631
FICA	9,827	8,723	88.76%	10,537
FICA MED	2,930	2,591	88.42%	3,136
Health Insurance	17,121	12,085	70.59%	20,059
Life Insurance	600	108	18.00%	340
Other Benefits	0	1,275		12,165
Deferred compensation	0	525		
Unemployment Taxes	0	594		810
Workers Compensation	0	0		952
Total Salaries & Wages	258,827	231,394	89.40%	290,880

**Central Texas Regional Mobility Authority
FY 2007 Operating Budget**

Financial Services

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Contractual Services				
Professional Services				
Accounting	36,000	23,771	66.03%	12,000
Auditing	11,000	10,800	98.18%	35,000
Financial Advisors	0	3,500		4,000
Human Resources	12,000	65	0.54%	12,000
Legal	15,000	17,830	118.87%	
Total Professional Services	74,000	55,967	75.63%	63,000
Other Contractual Services				
IT Services	0	175		25,000
Copy Machine	0	0		13,000
Other Maintenance Contracts	4,000	0		
Software Licenses	0			21,675
Cell Phones	960	801	83.47%	750
Local	0	0		6,240
Long Distance	0	0		2,400
Internet	0	0		4,000
Other Communication Expense	0	0		1,000
Dues & Subscriptions	500	295	59.00%	700
Memberships	500	420	84.00%	800
Continuing Education	0	1,370		3,000
Professional Development	2,000	0		1,000
Seminars and Conferences	2,500	255	10.20%	3,500
Staff-Travel	5,000	2,387	47.74%	5,000
Contractual Contingencies	15,000	0		15,000
Total Other Contractual Services	25,460	3,316	13.03%	103,065
Total Contractual Expenses	99,460	59,283	59.60%	166,065

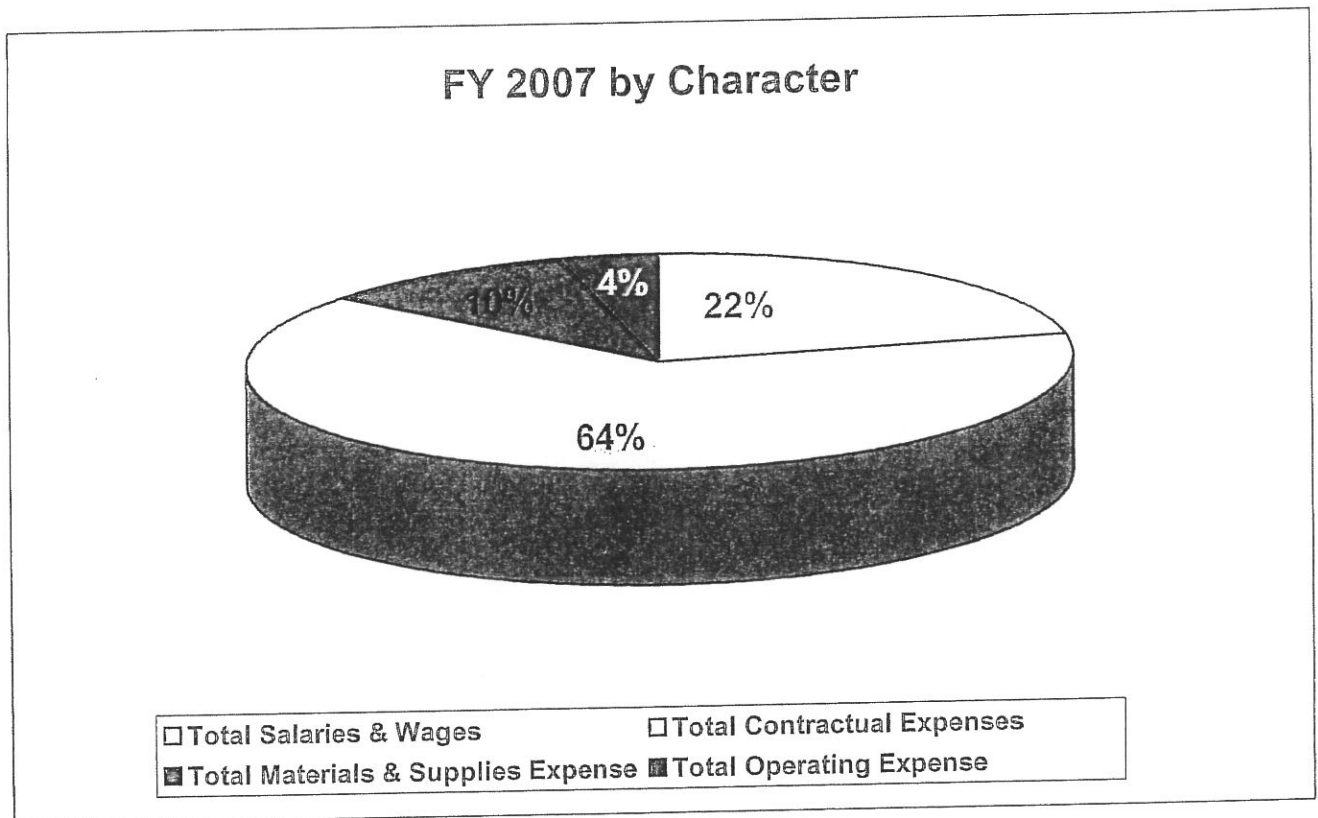
**Central Texas Regional Mobility Authority
FY 2007 Operating Budget**

Financial Services

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Materials and Supplies				
Books & Publications	0	0		300
Office Supplies	3,000	104	3.47%	16,500
Computer Supplies	3,000	1,579	52.64%	16,500
Copy Supplies	1,000	0		6,000
Other Printed Reports	0	0		500
Office Supplies	0	124		
Other Supplies	0	0		250
Misc Materials & Supplies	5,000	0		
Total Materials & Supplies Exp	12,000	1,807	15.06%	40,050
Operating Expenses				
Mileage Reimbursement	800	988	123.54%	800
Parking	200	177	88.38%	100
Postage	1,500	0		
Overnight Services	6,000	0		200
Delivery Services	1,500	0		
Insurance Expense	0	0		26,200
Reimbursements	500	0		500
Amortization Expense	0	0		30,000
Dep Exp- Furniture & Fixtures	0	0		12,000
Dep Expense - Equipment	0	0		12,000
Dep Expense-Communic Equip	0	0		6,000
Depreciation Expense-Computers	0	1,652		48,000
Total Operating Expense	10,500	2,817	26.83%	135,800
Financing Expenses				
Arbitrage Rebate Calculation	0	0		1,000
Loan Fees	0	0		10,500
Rating Agency Expense	0	113,170		25,000
Trustee Fees	0	317		3,800
Bank Fees	0	0		1,000
Credit Card Fees	0	0		1,000
Contingency	0	0		20,000
Total Financing Expense	0	113,486		62,300
Total Expenses	380,787	408,787	107.35%	695,095

**Central Texas Regional Mobility Authority
Communications Department**

	FY 06	FY 07	Increase (Decrease)
Total Salaries & Wages	156,910	212,178	35.22%
Total Contractual Expenses	472,000	622,300	31.84%
Total Materials & Supplies Expense	96,000	95,600	-0.42%
Total Operating Expense	21,500	37,500	74.42%
Total Financing Expenses	0	0	
Total Expenses	746,410	967,578	29.63%



FY 2007 Operating Budget Communications and Marketing Department

The Communication and Marketing Department spent FY 2006 implementing foundational elements including development of a new agency logo and conduct of baseline focus group and customer survey research. This work was followed by the reconstruction of the agency web site, development of a 183A Outlook newsletter, and production of the FY 2005 annual report.

The Communication Department also began developing standard graphic elements including powerpoint templates and project maps. Creation of a fact sheet and map detailing the regional toll plan was a major project that was completed. The fact sheet was printed and distributed to more than 400,000 homes through various publications. The department also participated in numerous public meetings and events including two "Kid's Day at the Construction Site" events.

In February the department added a Communication and Marketing Specialist position.

Heading into FY 2007, the department has begun work on two major initiatives, the marketing of 183A and the implementation of a public outreach campaign for the regional mobility plan.

Operations Budget

In FY 2007 the Communication and Marketing Department has allocated (\$970,370) to ongoing operational activities. Roughly \$300,000 of the request will go to funding the public outreach campaign for the regional mobility plan. Other ongoing activities will include the FY 2006 Annual Report, Maintenance and enhancement of the CTRMA Web site and production of various printed materials. The department is proposing to produce a video documentary on tolling and to plan a community seminar on tolling.

183A Budget

With the opening of 183A in FY 2007, the Communication and Marketing Department has allocated \$354,500 to fund a wide range of activities aimed at promoting the opening of 183A and encouraging drivers to use it. The department will be working with our consultant and Hill Country Constructors to organize a memorable grand opening celebration. There will be a major media campaign surrounding the opening that will promote use of the new roadway. We will also be working with TxDOT to host special events to promote the roadway and encourage drivers to sign up for TxTag. An animated video will be produced to help explain to drivers how to use the all-electronic toll collection segments of the roadway and to show of the aesthetic elements of the roadway. The video will be distributed for use on local cable access channels and will be given to news reporters for use in their stories about 183A. The department is also hoping to implement a frequent user reward program on 183A and will be refining the concept.

290E Budget

The needs of 290E are somewhat uncertain at this point. It is assumed public outreach and education regarding the project will be needed following completion of the Context Sensitive Design process and the start of construction. To ensure adequate resources to support this gap period, the Communication and Marketing Department has proposed setting aside \$112,000 to fund activities related to keeping stakeholders informed about the project. These activities may include community meetings, direct mail flyers, and/or a project newsletter. There also may be a desire to produce a video or other visual documentation to show stakeholders what the new roadway will look like when it is completed.

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 Communications

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Expenditures				
Salary & Wage Expense				
Regular	118,305	92,717	78.37%	153,010
Overtime	0	0		1,000
TCDRS	16,504	12,788	77.48%	18,916
FICA	7,335	5,555	75.73%	9,549
FICA MED	1,715	1,251	72.97%	2,233
Health Insurance	12,651	8,442	66.73%	17,299
Life Insurance	400	26	6.38%	107
Other Benefits	0	2,250		8,581
Deferred compensation	0	750		
Unemployment Taxes	0	491		810
Workers Compensation	0	0		673
Total Salaries & Wages	<u>156,910</u>	<u>124,269</u>	<u>79.20%</u>	<u>212,178</u>

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 Communications

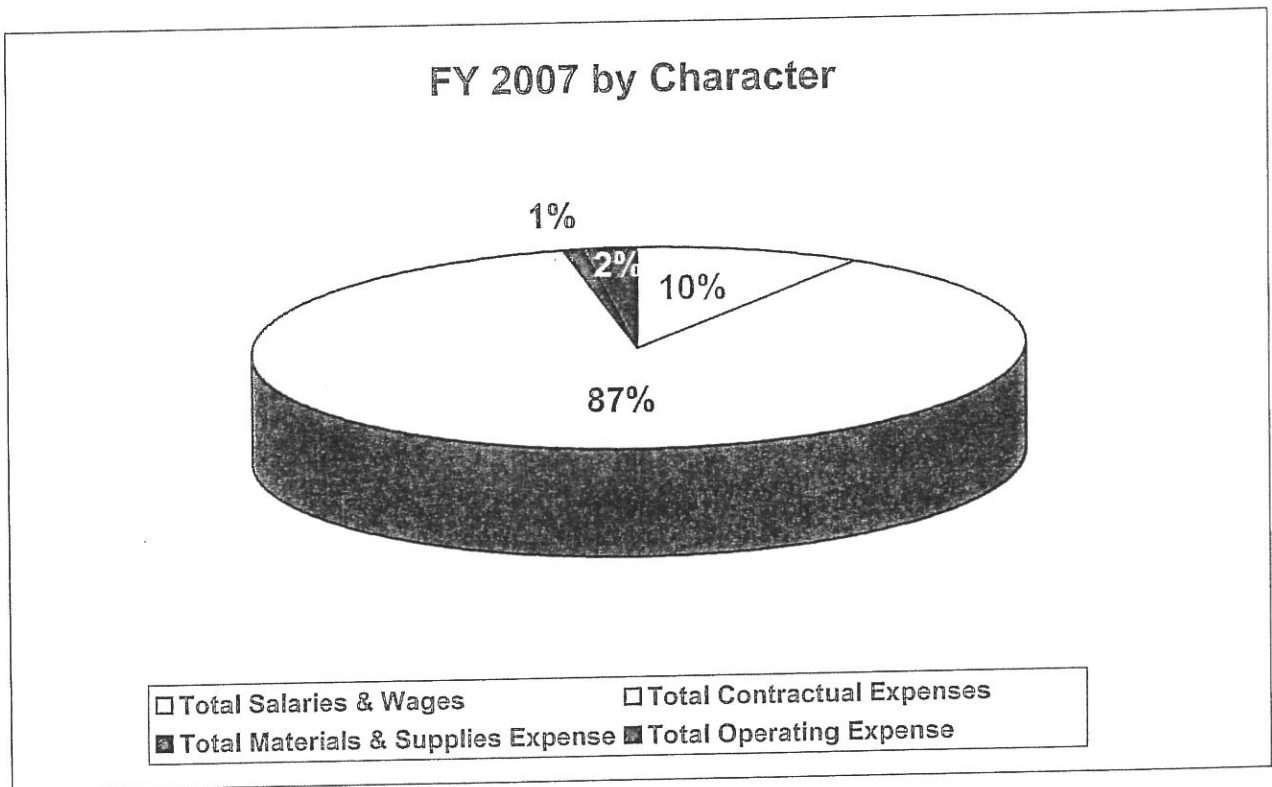
	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Contractual Services				
Professional Services				
Business Opportunity Program	80,000	0		
Consulting	10,000	0		
Legal	10,000	0		
Audio/visual services	8,000	9,923	124.03%	15,000
Communication and Marketing Consu	0	0		150,000
Total Professional Services	108,000	9,923	9.19%	165,000
Other Contractual Services				
Graphic Design Services	115,000	44,064	38.32%	50,000
Website Maintenance	20,000	30,937	154.69%	20,000
Research Services	65,000	42,628	65.58%	45,000
Advertising	0	45,996		50,000
Direct Mail	0	0		20,000
Video Production	0			50,000
Television	0	0		150,000
Radio	0	0		50,000
Other Public Relations	160,000	104,970	65.61%	
Cell Phones	1,000	786	78.64%	800
Other Communication Expense	0	16		
Dues & Subscriptions	500	0		500
Memberships	0	0		1,000
Continuing Education	0	0		5,000
Professional Development	0	0		5,000
Seminars and Conferences	2,500	2,508	100.34%	5,000
Staff-Travel	5,000	6,586	131.72%	5,000
Total Other Contractual Services	364,000	271,906	74.70%	457,300
Total Contractual Expenses	472,000	281,828	59.71%	622,300

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 Communications

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Materials and Supplies				
Books & Publications	0	0		100
Office Supplies	1,000	0		
Annual Report	15,000	14,950	99.67%	20,000
Other Printed Reports	2,000	0		55,000
Direct Mail	45,000	24,483	54.41%	
Office Supplies	0	62		500
Promotional Items	5,000	0		10,000
Displays	6,000	0		10,000
Misc Materials & Supplies	22,000	61	0.28%	
Total Materials & Supplies Exp	96,000	39,556	41.20%	95,600
Operating Expenses				
Mileage Reimbursement	1,300	1,347	103.65%	4,000
Parking	200	265	132.34%	500
Meeting Facilities	0	0		2,500
Community Events	0			20,000
Meeting Expense	0	117		2,500
Public Notices	0	0		2,000
Postage	9,500	1,641	17.27%	5,000
Overnight Services	500	0		500
Delivery Services	0	0		500
Special Events	10,000	0		
Recruitment	0	553		
Total Operating Expense	21,500	3,924	18.25%	37,500
Financing Expenses				
Total Financing Expense	0	0		0.00
Total Expenses	746,410	449,577	60.23%	967,577.56

**Central Texas Regional Mobility Authority
Toll Operations Department**

	FY 06	FY 07	Increase (Decrease)
Total Salaries & Wages	163,322	292,772	79.26%
Total Contractual Expenses	39,000	2,685,750	6786.54%
Total Materials & Supplies Expense	4,500	21,100	368.89%
Total Operating Expense	2,000	71,000	3450.00%
Total Financing Expenses			
Total Expenses	208,822	3,070,622	1370.45%



FY 2007 Operating Budget Toll Operations Department

We are transitioning from planning phase to the operating and maintaining 183A next March. As we go through the first full year of operation we will gain a better sense how and where efficiencies can be found. We will continually seek fiscal responsibility for bond holders by monitoring industry averages and comparing our operating expenses with similar agencies throughout the country. We will seek to maximize our resources to provide a superior ETC system and have a responsibly maintained system for our customers.

The highlighted budget items below represent the largest percentage of cost for operating and maintaining the facilities will have the greatest fiscal impact followed by maintenance of the ETC system. These are conservative estimates. We will need a full year of operation to better understand where the budget should be.

Toll Operations Contact \$1,200,00.00

Washington Group International will staff and operate the main lane plaza and all manned lanes to provide cash collection and facilities maintenance. They will begin recruitment, hiring and training in January 2007. This amount assumes maximum staffing 16 to 24 hours a day. We will only pay for hours worked. When lanes are not staffed we will not be billed.

Asset management \$670,000.00

We will jointly procure with TxDOT a roadway maintenance firm to maintain all aspects of the main-lanes of 183A. This includes, but is not limited to mowing, litter and animal removal, guard rail and signs. TxDOT is pursuing a three (3) year contract versus five (5) which increases the cost. This amount assumes beginning contract in conjunction with opening 183A. This amount is based on the Engineers Estimate. The procurement will not take place until later this summer.

ETC system maintenance \$400,000.00

This is the prorated amount from the proposed and accepted \$1,200,000 annual maintenance contract.

General Systems Consultant \$100,000.00

This reduces and shifts the cost for these services from the 183A project to O&M. This on-going system testing, support and analysis will be performed by MSX. HNTB's efforts in this area will end with the opening of 183A.

Utilities for FOB \$65,000.00

This is an estimate based on utility usage of similar size plazas from another agency.

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 Toll Operations

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Revenue				
Toll Revenue-Cash-183A	0	0		510,000
Toll Revenue-TxTag-183A	0	0		510,000
Total Revenue	<u>0</u>	<u>0</u>		<u>1,020,000</u>

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 Toll Operations

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Expenditures				
Salary & Wage Expense				
Regular	128,500	110,577	86.05%	211,000
Part Time	0	0		2,000
Overtime	0	0		3,000
TCDRS	16,043	15,263	95.14%	26,598
FICA	6,495	6,703	103.20%	10,447
FICA MED	1,863	1,615	86.71%	3,132
Health Insurance	10,121	8,038	79.41%	26,118
Life Insurance	300	250	83.33%	158
Other Benefits	0	500		8,581
Deferred compensation	0	300		
Unemployment Taxes	0	297		810
Workers Compensation	0	0		928
Total Salaries & Wages	<u>163,322</u>	<u>143,543</u>	<u>87.89%</u>	<u>292,772</u>

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 Toll Operations

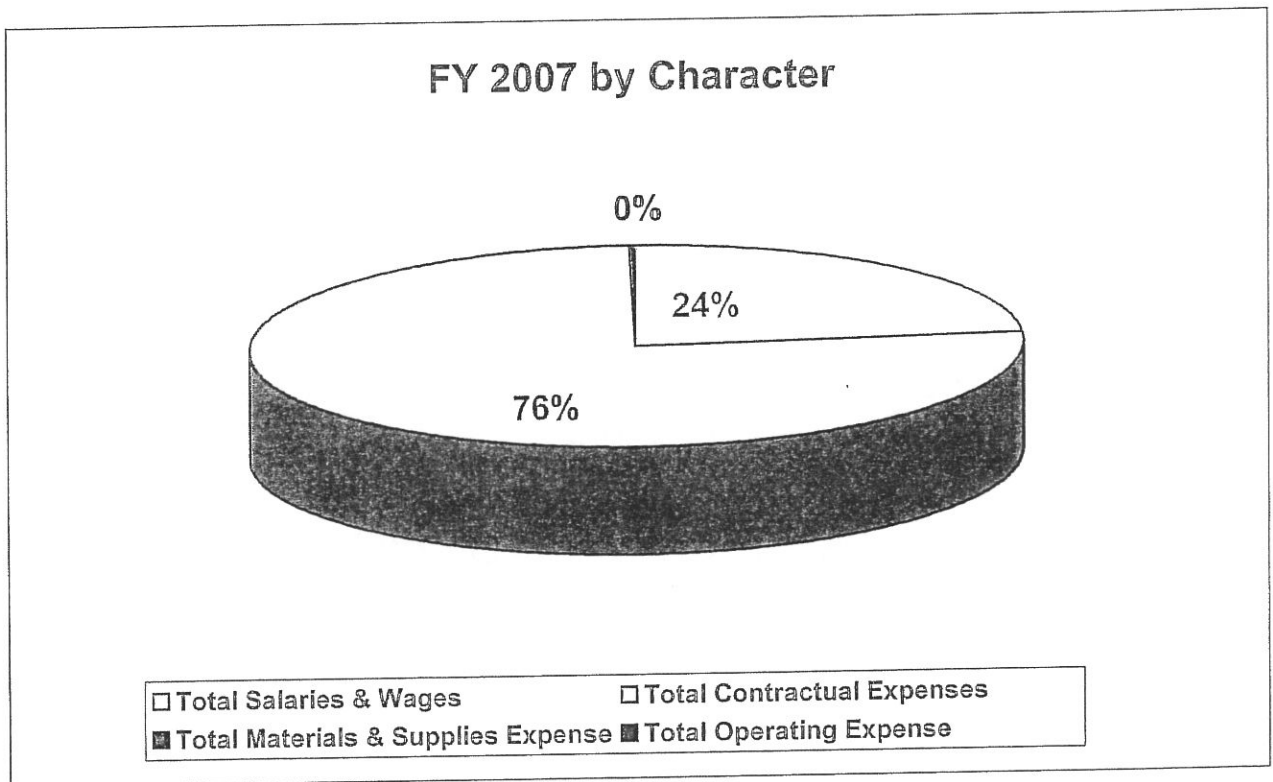
	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Contractual Services				
Professional Services				
General Engineering Consultant	0	0		40,000
General System Consultant	0	0		100,000
Toll Collection Contract	0	0		1,200,000
Legal	25,000	0		
Traffic & Revenue Consultants	0	0		40,000
Communication and Marketing Consult				
Total Professional Services	25,000	0		1,380,000
Other Contractual Services				
Other Maintenance Contracts	1,000	0		
ETC Maintenance Contract	0	0		400,000
Security Contracts	0	0		60,000
Cell Phones	1,000	738	73.77%	2,950
Local	0	0		12,000
Dues & Subscriptions	500	0		500
Memberships	0	0		400
Seminars and Conferences	1,500	955	63.67%	2,400
Staff-Travel	5,000	5,442	108.84%	7,000
Roadway Maintenance Contract	0	0		670,000
TxTag Collection Fees	0	0		25,500
Contractual Contingencies	10,000	0		125,000
Total Other Contractual Services	14,000	1,693	12.09%	1,305,750
Total Contractual Expenses	39,000	1,693	4.34%	2,685,750
Materials and Supplies				
Office Supplies	500	0		1,500
Computer Supplies	2,000	0		1,000
Copy Supplies	1,000	0		
Office Supplies printed	0	62		17,600
Misc Materials & Supplies	1,000	0		1,000
Total Materials & Supplies Exp	4,500	62	1.38%	21,100

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 Toll Operations

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Operating Expenses				
Gasoline	0	19		10,000
Mileage Reimbursement	200	726	363.24%	500
Parking	800	314	39.26%	800
Postage	500	0		500
Overnight Services	0	0		100
Delivery Services	0	0		100
Repair and Maintenance	500	0		
Repair and Maintenance-Vehicles	0	0		1,000
Repair and Maintenance-Toll Equipment	0	0		35,000
Water	0	0		17,000
Electricity	0	0		5,000
Recruitment	0	0		1,000
Total Operating Expense	2,000	1,060	52.98%	71,000
Financing Expenses				
Total Expenses	208,822	146,357	70.09%	3,070,622

**Central Texas Regional Mobility Authority
Engineering Department**

	FY 06	FY 07	Increase (Decrease)
Total Salaries & Wages	0	130,000	
Total Contractual Expenses	0	420,250	
Total Materials & Supplies Expense	0	750	
Total Operating Expense	0	1,000	
Total Financing Expenses	0	0	
Total Expenses	0	552,000	



FY 2007 Operating Budget Engineering Department

The Engineering operations are being transferred in FY 07 from the Administration Department into its own department. As projects are completed, this allocation enhances the CTRMA's ability to manage and allocate resources. The only personnel for FY 07 will be the Director of Engineering, a contractual position.

The majority of the expenditures related to Engineering are contractual and are capitalized to the various projects.

FROM FEASIBILITY FUNDS:

290E Work – description of scope

- Pavement design for 290E
- Procurement- Includes finalizing the RFDP, workshops, One on One meetings, Addendum, clarifications, proposal review and selection, report and recommendation to the Board.
- CSD-scope was expanded to include greater DBE efforts and extensive meetings.
- T&R Peer Review-Required for TIFIA and Bond documents.
- Utility Coordination-Continued Utility coordination with TxDOT.
- OS Engineering Report:-Preparation of Engineering Report for OS
- DBE efforts-Outreach program
- TIFIA application-coordination meetings, preparation of documents, general support in application process.

After Bond Sale:

- 290 CDA Oversight (1 year): the CTRMA is required to provide oversight of the Developer, this is typically 8% to 10% of the D/B cost. Estimated to be around \$25M: one year would be around \$7.5M.
- ROW acquisition/condemnation: After environmental clearance,

Feasibility / New Projects

- Technology management-continued support to Ron in the management of Caseta and development of communications backbone.
- Strategic report overhaul- completed rewrite of the current strategic report, hire local expertise, print and distribute Misc.
- Feasibility studies-coordination, analysis, studies for other facilities on the toll plan
- Traffic and Revenue/Studies- conduct traffic and revenue study in preparation for next bond sale on Phase 2 projects

General GEC

- General Support Reporting-GEC continue to provide 1 to 2 FTE for engineering support as requested.
- DBE outreach- provide Outreach services for DBE

FROM 183A PROJECT FUND

- Technology Management-Continued support to Ron in the management of Caseta and development of communications backbone
- Hike and Bile Trail Design-Design of Hike and Bike trail from south Brushy Creek to FM 1431, prepare PS&E package for bid.
- O&M Support-continue support to Ron Developing agreements, contracts, requirements, selection of O&M for 183A
- General support/Reporting-GEC continue to provide 1 to 2 FTE for engineering support as requested
- Trust Indenture Obligations-GEC continue standard reporting and certifications as dictated by the 183A trust indenture.

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget

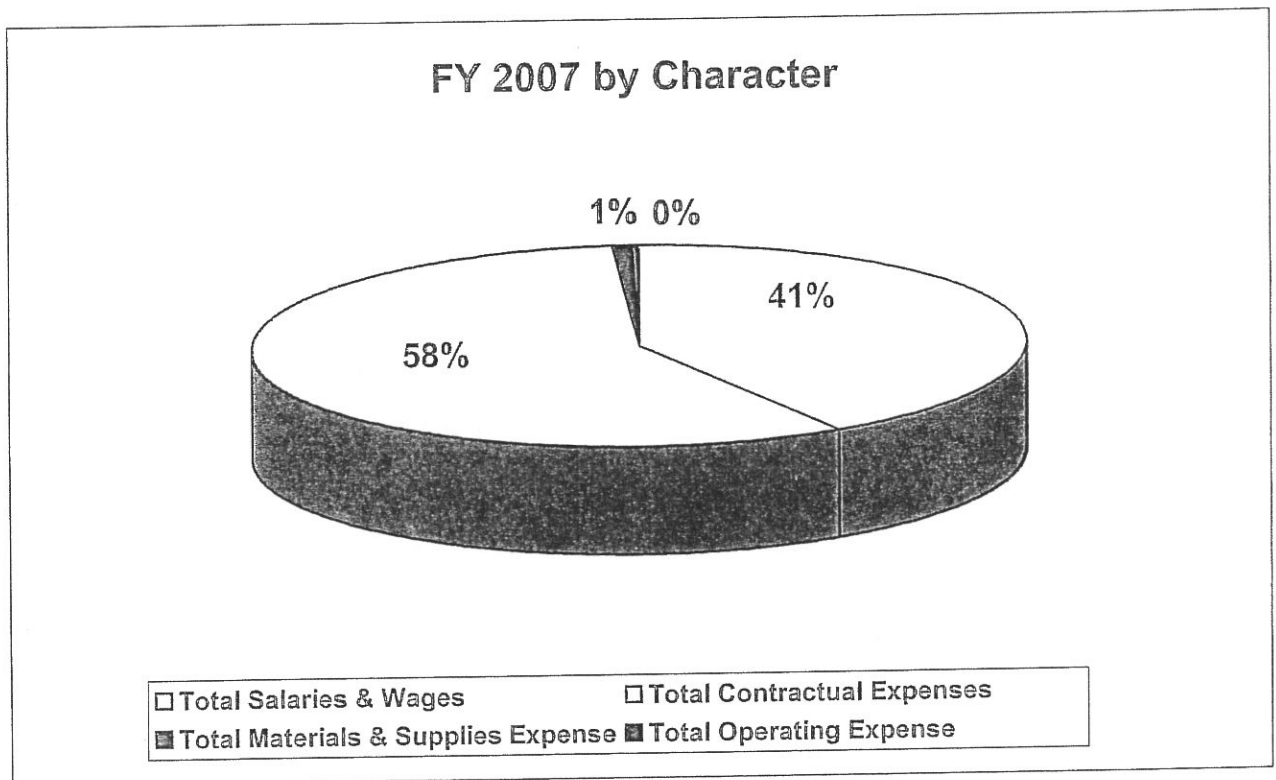
	Engineering Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Expenditures				
Salary & Wage Expense				
Contractual Employees	0	0		130,000
Total Salaries & Wages	<u>0</u>	<u>0</u>		<u>130,000</u>
Contractual Services				
Professional Services				
General Engineering Consultant	0	0		410,000
Total Professional Services	<u>0</u>	<u>0</u>		<u>410,000</u>
Other Contractual Services				
Cell Phones	0	0		750
Seminars and Conferences	0	0		2,000
Staff-Travel	0	0		7,500
Total Other Contractual Services	<u>0</u>	<u>0</u>		<u>10,250</u>
Total Contractual Expenses	<u>0</u>	<u>0</u>		<u>420,250</u>

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget

	Engineering Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 Operating
Materials and Supplies				
Office Supplies	0	0		750
Total Materials & Supplies Exp	<u>0</u>	<u>0</u>		<u>750</u>
Operating Expenses				
Mileage Reimbursement	0	0		300
Parking	0	0		100
Overnight Services	0	0		300
Delivery Services	0	0		300
Total Operating Expense	<u>0</u>	<u>0</u>		<u>1,000</u>
Financing Expenses				
Total Financing Expense	<u>0</u>	<u>0</u>		<u>0</u>
Total Expenses	<u>0</u>	<u>0</u>		<u>552,000</u>

**Central Texas Regional Mobility Authority
Legal Department**

	FY 06	FY 07	Increase (Decrease)
Total Salaries & Wages	0	238,559	
Total Contractual Expenses	0	333,050	
Total Materials & Supplies Expense	0	4,450	
Total Operating Expense	0	2,000	
Total Financing Expenses	0	0	
Total Expenses	0	578,059	



FY 2007 Operating Budget Legal Department

This is the first budget year where the Legal Department operating budget has been broken out of the general Administrative operating budget. While this presents some difficulty with straight comparisons, some general observations can be made.

The 2006-2007 budget includes the salaries and benefits for the general counsel as well as an administrative assistant. It also includes costs related to research and operational expenses necessitated by bringing general legal services "in-house."

The overall 2006-2007 operating budget for legal services is projected to be \$576,079, while similar line items for the 2005-2006 budget totaled \$612,500. This year's budget includes \$310,000 for outside legal fees, a reduction from last year's \$410,000 figure. Note that the projected \$310,000 budget includes a significant contingency for potential unknown legal actions. This is necessary since we are moving into a period where challenges to the region's toll plan are anticipated, possibly in the form of legal challenges directed at or including the CTRMA as a party.

Aside from this contingency, the overall need for outside legal services for operations is expected to be significantly reduced. In the period since the general counsel joined the Authority in early 2006, outside legal fees for operations and administration have dropped from an average of \$30,316 to \$7,071 per month. Obviously, the fees for the prior period include some legal fees for unique issues that arose during such time; however, it is reasonable to anticipate a continuation of this general trend, even with some future month's outside legal fees being in excess of the new average.

One area that is hard to quantify when comparing last year's budget with the projected budget is staff's ability to now access legal input on a real time basis at no further cost. While outside legal assistance is still necessary in some instances, legal consideration of day-to-day issues is now available and often utilized.

Efforts will continue to insure that the CTRMA is provided with the legal services and expertise it requires, while continually working to keep the associated costs as low as possible.

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 Legal

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 operating
Expenditures				
Salary & Wage Expense				
Regular	0	0		174,375
Overtime	0	0		1,000
TCDRS	0	0		23,036
FICA	0	0		8,623
FICA MED	0	0		2,543
Health Insurance	0	0		16,859
Life Insurance	0	0		293
Other Benefits	0	0		10,523
Unemployment Taxes	0	0		540
Workers Compensation	0	0		767
Total Salaries & Wages	0	0		238,558

Central Texas Regional Mobility Authority
 FY 2007 Operating Budget
 Legal

	Budget FY 2006	Actual Year To Date 6/16/2006	Percent of Budget	FY 2007 operating
Contractual Services				
Professional Services				
Human Resources	0	0		10,000
Legal	0	0		300,000
Meeting Transcripts	0	0		2,000
Total Professional Services	<u>0</u>	<u>0</u>		<u>312,000.00</u>
Other Contractual Services				
Cell Phones	0	0		1,200
Dues & Subscriptions	0	0		500
Memberships	0	0		850
Continuing Education	0	0		1,000
Seminars and Conferences	0	0		2,500
Staff-Travel	0	0		5,000
Other Contractual Svcs	0	0		9,000
Contractual Contingencies	0	0		1,000
Total Other Contractual Services	<u>0</u>	<u>0</u>		<u>21,050</u>
Total Contractual Expenses	<u>0</u>	<u>0</u>		<u>333,050</u>
Materials and Supplies				
Books & Publications	0	0		3,200
Tools & Equipment	0	0		1,250
Total Materials & Supplies Exp	<u>0</u>	<u>0</u>		<u>4,450</u>
Operating Expenses				
Mileage Reimbursement	0	0		600
Overnight Services	0	0		500
Delivery Services	0	0		500
Reimbursements	0	0		400
Total Operating Expense	<u>0</u>	<u>0</u>		<u>2,000</u>
Financing Expenses				
Total Expenses	<u>0</u>	<u>0</u>		<u>578,058</u>

FY 2007 Operating Budget Capital Budget

The **Operating Fund** requirements are related to 183A opening in the spring.

- The software and computers will be for the new staff.
- The vehicles will be for a motor pool for trips to 183A, 290E and meetings.
- The leasehold improvements and furniture are to finish the 301 offices for additional staff and a small conference room

The amounts for **183A** are estimated amounts for items that will be capitalized as part of the project. These items are not part of the CDA

The amounts for **290E** are estimated before and after the bond sale. These amounts will be capitalized as part of the costs of the project. These costs will be paid from the Additional Projects Fund. Some of these costs will be reimbursed by TxDOT. As additional debt is issued, the remaining costs should be able to be reimbursed to the Additional Projects Fund.

The amounts for the **Other Projects** are for potential projects. These amounts will be paid from the Additional Projects Fund. As additional debt is issued, the remaining costs should be able to be reimbursed to the Additional Projects Fund.

**Central Texas Regional Mobility Authority
FY 2007 Capital Budget**

Operating	Software	\$5,000	
	Computers	\$7,500	
	Furniture and Fixtures	\$12,000	
	Equipment	\$5,000	
	Autos and Trucks	\$50,000	
	Leasehold Improvements	<u>\$50,000</u>	
			<u><u>\$129,500</u></u>
183A	Legal		\$135,000
	Office furniture for plaza building and booths	\$22,000	
	Safes, shelving, SS carts, SS counters for counting room	<u>\$27,000</u>	
	Estimated total of		\$49,000
	Communications		<u>\$ 354,500.00</u>
			<u><u>\$538,500</u></u>
290E	Procurement/Coordination/Financing		
	Pavement design	\$40,000	
	ROW acquisition	\$500,000	
	Procurement	\$1,500,000	
	CSD	\$200,000	
	T&R peer review	\$50,000	
	Utility coordination	\$100,000	
	Bond requirements engineering report	\$50,000	
	DBE efforts	\$200,000	
	TIFIA application	\$50,000	
	Outside legal council	<u>\$400,000</u>	
			\$3,090,000
290E	After bond sale		
	Engineering	\$2,500,000	
	ROW acquisition	<u>\$400,000</u>	
			\$2,900,000
	Communications		\$ 112,000
			<u><u>\$6,102,000</u></u>
Other Projects	Traffic and revenue		\$1,500,000
	Misc Feasibility studies		\$500,000
	Outside Legal Council		200,000
			<u><u>\$2,200,000</u></u>

FY 07 Budget at a Glance

**This summary lists the entire budget as line items
by department and fund**

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

RESOLUTION NO. 06-38

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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

WHEREAS, close scrutiny of CTRMA expenditures for goods and services, including those related to project development, is the responsibility of the Board of Directors and its designees through procedures the board may implement from time to time; and


WHEREAS, the Board of Directors has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the CTRMA's accountant, to review invoices and approve disbursements; and

WHEREAS, the Executive Director, working with the CTRMA's accountant, has reviewed and authorized the disbursements necessary for the month of May 2006 and has caused a Financial Report for May 2006 to be prepared which is attached hereto as Attachment "A."

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for May 2006 attached hereto as Attachment "A."

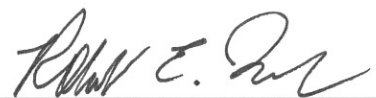
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of June, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-38
Date Passed 06/28/06

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

	Budget FY 2006	Actual Year To Date 5/31/2006	Percent Of Budget
Revenue			
Interest Income	373,317.00	419,391.08	112.34%
Reimbursed Expenditures	0.00	22,874.07	
Total Revenue	373,317.00	442,265.15	118.47%
	Budget FY 2006	Actual Year To Date 5/31/2006	Percent Of Budget
Expenditures			
Regular	982,047.00	712,671.64	72.57%
Part Time	27,000.00	395.20	1.46%
Contractual Employees	129,000.00	108,831.27	84.37%
TCDRS	135,113.00	98,259.59	72.72%
FICA	46,222.00	37,648.29	81.45%
FICA MED	14,631.00	10,150.83	69.38%
Health Insurance	93,109.00	57,653.40	61.92%
Life Insurance	3,225.00	369.45	11.46%
Auto Allowance	7,800.00	8,050.00	103.21%
Other Benefits	23,000.00	27,326.94	118.81%
Deferred compensation	0.00	3,459.76	
Unemployment Taxes	0.00	2,916.86	
Workers Compensation	0.00	471.66	
Total Salaries & Wages	1,461,147.00	1,068,204.89	73.11%

	Budget FY 2006	Actual Year To Date 5/31/2006	Percent Of Budget
Contractual Services			
Professional Services			
Accounting	36,000.00	22,891.69	63.59%
Auditing	11,000.00	10,800.00	98.18%
Business Opportunity Program	80,000.00	0.00	
Consulting	10,000.00	0.00	
Engineering	0.00	105.00	
Financial Advisors	0.00	29,320.00	
General Engineering Consultant	200,000.00	5,568.75	2.78%
Human Resources	12,000.00	5,733.64	47.78%
Legal	410,000.00	269,206.47	65.66%
Photography	8,000.00	13,117.66	163.97%
Transcripts	0.00	1,900.00	
Total Professional Services	767,000.00	358,643.21	46.76%
Other Contractual Services			
IT Services	60,000.00	9,091.18	15.15%
Graphic Design Services	115,000.00	43,064.02	37.45%
Website Maintenance	20,000.00	3,875.00	19.38%
Research Services	65,000.00	42,628.07	65.58%
Computer Maintenance	6,000.00	558.95	9.32%
Copy Machine	24,000.00	3,603.02	15.01%
Other Maintenance Contracts	9,000.00	105.00	1.17%
Advertising	0.00	1,411.80	
Other Public Relations	160,000.00	90,786.13	56.74%
Cell Phones	5,960.00	5,046.17	84.67%
Local	0.00	2,868.12	
Long Distance	10,344.00	123.01	1.19%
Internet	0.00	1,710.95	
Other Communication Expense	0.00	1,044.56	
Dues & Subscriptions	2,500.00	4,430.76	177.23%
Memberships	5,500.00	6,435.00	117.00%
Continuing Education	2,000.00	2,245.00	112.25%
Professional Development	10,000.00	9,266.10	92.66%
Seminars and Conferences	11,500.00	6,448.39	56.07%
Total Travel	55,500.00	36,878.55	66.45%
Other Contractual Svcs	10,000.00	4,257.27	42.57%
Contractual Contingencies	25,000.00	0.00	
Total Other Contractual Services	597,304.00	275,877.05	46.19%
Total Contractual Expenses	1,364,304.00	634,520.26	46.51%

	Budget FY 2006	Actual Year To Date 5/31/2006	Percent Of Budget
Materials and Supplies			
Books & Publications	0.00	3,828.30	
Office Supplies	24,500.00	14,347.76	58.56%
Computer Supplies	25,000.00	5,370.59	21.48%
Copy Supplies	8,000.00	0.00	
Annual Report	15,000.00	14,950.00	99.67%
Other Reports	2,000.00	0.00	
Direct Mail	45,000.00	24,483.00	54.41%
Office Supplies	0.00	2,767.16	
Promotional Items	5,000.00	0.00	
Displays	6,000.00	0.00	
Other Supplies	0.00	137.85	
Tools & Equipment	0.00	700.88	
Misc Materials & Supplies	33,000.00	200.27	0.61%
Total Materials & Supplies Exp	163,500.00	66,785.81	40.85%
Operating Expenses			
Gasoline	0.00	18.92	
Mileage Reimbursement	3,300.00	7,079.62	214.53%
Parking	1,700.00	1,861.13	109.48%
Meeting Facilities	4,800.00	340.20	7.09%
Meeting Expense	0.00	2,284.52	
Public Notices	0.00	565.16	
Postage	12,100.00	4,545.80	37.57%
Overnight Services	9,000.00	232.82	2.59%
Delivery Services	4,000.00	1,833.03	45.83%
Insurance	25,000.00	16,705.73	66.82%
Reimbursements	12,500.00	28.36	0.23%
Repair and Maintenance	500.00	158.00	31.60%
Rent	112,583.00	23,053.24	
Electricity	0.00	209.07	
Natural Gas	0.00	163.59	
Amortization Expense	0.00	9,678.95	
Dep Exp- Furniture & Fixtures	0.00	3,410.02	
Dep Expense - Equipment	0.00	3,379.68	
Dep Expense-Communic Equip	0.00	2,445.90	
Depreciation Expense-Computers	0.00	40,026.20	
Special Events	10,000.00	0.00	
Recruitment	5,000.00	1,306.16	26.12%
Community Initiative Grants	200,000.00	22,500.00	11.25%
Total Operating Expense	400,483.00	141,826.10	35.41%
Financing Expenses			
Loan Fees	0.00	10,500.00	
Trustee Fees	0.00	3,166.70	
Bank Fees	0.00	342.85	
Total Financing Expense	0.00	14,009.55	
Total Expenses	3,389,434.00	1,925,346.61	56.80%
Net Income	-3,016,117.00	-1,483,081.46	

Central Texas Regional Mobility Authority
Balance Sheet
As of May 31, 2006

Assets

Current Assets

Cash in Operating Fund		1,520.23	
Cash In TexSTAR	7,462,391.02		
Cash in Chase Money Mkt Funds	5,920,802.98		
Restricted Cash-TexStar	22,053,571.66		
Total Cash			35,438,285.89
Accounts Receivable	111.30		
Interest Receivable	94,969.16		
Total Receivables			95,080.46
Agencies			15,399,574.12
Prepaid Insurance	12,581.14		
Prepaid Expenses	3,166.66		
Total Prepaid Expenses			15,747.80
Total Current Assets			50,948,688.27

Construction Work In Process

Relocation Expense	7,068.41		
Consulting-Admin Services	112,584.14		
Consulting-Reimbursed Expenses	9.14		
Environmental Fees	398,750.00		
Funding Costs	30,000.00		
Legal Fees-Construction	1,675,106.61		
Traffic & Revenue Analysis	1,459,082.37		
Unsuccessful Proposers	356,625.82		
Engineering	1,096,179.32		
Right of Way	95,428.77		
Total Preliminary Costs			5,230,834.58
Public Involvement	56,938.58		
CDA Oversight	3,090,848.51		
Engineering	14,003,025.64		
Total Construction Engineering			17,150,812.73
Design	22,619,128.35		
Construction-CDA	77,174,049.61		
Other Construction Costs	75,465.53		
Total Construction			99,868,643.49
Toll Collection System			2,121,247.06
Accrued Interest Income	(9,506,488.15)		
Accrued Interest Expense	15,056,129.44		
Amortization of Bond Premium	(1,993,772.75)		
Amortization Bond Disc Invest	(87,716.43)		
Total Accrued Interest			3,468,152.11
Amortization Bond Issue Costs			1,812,928.17
Total Construction WIP			129,652,618.14

Fixed Assets

Computers	115,571.52	
Accum Deprec-Computers	<u>(58,736.64)</u>	56,834.88
Computer Software	95,156.88	
Accumulated Amortization-Software	<u>(9,158.81)</u>	85,998.07
Furniture and Fixtures	48,757.17	
Accum Deprec-Furn & Fixtures	<u>(3,410.02)</u>	45,347.15
Equipment	29,490.93	
Accum Depec-Equipment	<u>(3,379.68)</u>	26,111.25
Communication Equipment	28,871.02	
Accum Deprec-Comm Equip	<u>(2,445.90)</u>	26,425.12
Leasehold Improvements		<u>40,440.70</u>
Total Fixed Assets		281,157.17

Other Assets**Long Term Investments**

GIC	<u>124,082,306.53</u>	
Total Long Term Investments		124,082,306.53
2005 Bond Issuance Costs		<u>11,117,440.99</u>
Total Assets		<u>316,090,854.40</u>

Liabilities**Current Liabilities**

Accounts Payable	750,281.77	
Interest Payable	4,786,018.04	
TCDRS Payable	14,547.13	
Due to State of Texas	171.63	
Total Current Liabilities		<u>5,551,018.57</u>

Long Term Liabilities

Retainage Payable	5,089,200.53	
BANS 2005	66,000,000.00	
Senior Lien Revenue Bonds 2005	168,570,263.80	
Sn Lien Rev Bnd Prem/Disc 2005	7,864,433.80	
Total Long Term Liabilities		<u>247,523,898.13</u>
Total Liabilities		<u>253,074,916.70</u>

Net Assets Section

Net Assets beginning		64,499,019.16
Current Year Operations		<u>(1,483,081.46)</u>
Total Net Assets		<u>63,015,937.70</u>
Total Liabilities and Net Assets		<u>316,090,854.40</u>

CT A INVESTMENT REPORT

Month Ending 5/31/2006						
Balance	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance	Current Rate as of 5/31/2006
4/30/2006					5/31/2006	
Amount in repo						
Construction Fund	116,043,387.92		301,009.51	12,398,348.70	103,946,048.73	3.35% April 1, 2007
Debt Service Fund	20,080,807.71		55,450.05		20,136,257.76	3.35% April 1, 2007
totals	136,124,195.63	0.00	356,459.56	12,398,348.70	124,082,306.49	
Amount in Trustee TexStar						
Additional Projects Fund	11,116,225.29		45,708.71	349,825.84	10,812,108.16	5.006%
Renewal & Replacement Fund	5,769.32		23.97		5,793.29	5.006%
TxDOT Grant Fund	5,879,372.64		24,432.26		5,903,804.90	5.006%
Debt Service Reserve Fund	5,309,799.96		22,065.35		5,331,865.31	5.006%
	22,311,167.21	0.00	92,230.29	349,825.84	22,053,571.66	
Amount in TexStar Operating Fund						
	7,646,111.09	0.00	31,279.93	215,000.00	7,462,391.02	5.006%
Chase Money Market Fund						
-Proceeds Fund	3,409.91		12.69		3,422.60	4.65%
-Operating Fund	39,931.17		145.77		40,076.94	4.65%
-Additional Projects Fund	0.00	376,075.84	11.42	349,837.26	26,250.00	4.65%
-Construction Fund	3,744.49		10.90		3,755.39	4.65%
-Debt Service Fund	92,453.70		344.49		92,798.19	4.65%
-Subordinate Lien DS Fund	1,047.18		3.90		1,051.08	4.65%
-TxDOT Grant Fund	46,781.32		64,549.32		111,330.64	4.65%
-Renewal and Replacement	6,341.44		23.65		567,608.84	4.65%
-Debt Service Reserve Fund	28.14	5,073,975.00	0.08		5,074,003.22	4.65%
	193,737.35	6,011,294.59	65,102.22	349,837.26	5,920,296.90	
Money Market Fund-payroll						
	832.56	63,700.00	14.27	64,040.72	506.11	4.65%
Amount in Fed Agencies						
Amortized Principal	20,969,818.59		12,178.69		20,981,997.28	
Accrued Interest	20,969,818.59	0.00	53,865.69	0.00	20,981,997.28	
Total in Repo's						
Total in Pools	136,124,195.63	0.00	356,459.56	12,398,348.70	124,082,306.49	
Total in Money Market	29,957,278.30	0.00	123,510.22	564,825.84	29,515,962.68	
Total in Fed Agencies	194,569.91	6,074,994.59	65,116.49	413,877.98	5,920,803.01	
	20,969,818.59	0.00	12,178.69	0.00	20,981,997.28	
Total Invested						
	187,245,862.43	6,074,994.59	545,086.27	13,377,052.52	180,501,069.46	

Construction Fund
Debt Service Fund
totals

Amount in Trustee TexStar
Additional Projects Fund
Renewal & Replacement Fund
TxDOT Grant Fund
Debt Service Reserve Fund

Amount in TexStar Operating Fund

Chase Money Market Fund
-Proceeds Fund
-Operating Fund
-Additional Projects Fund
-Construction Fund
-Debt Service Fund
-Subordinate Lien DS Fund
-TxDOT Grant Fund
-Renewal and Replacement
-Debt Service Reserve Fund

Money Market Fund-payroll

Amount in Fed Agencies
Amortized Principal
Accrued Interest

Total in Repo's
Total in Pools
Total in Money Market
Total in Fed Agencies

Total Invested

Amount in Fed Agencies As of May 31, 2006

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	3133XC6DW3	2,460,275.00	2,500,000.00	2,500,000.00	3.630%	5/3/2005	5/15/2006	Debt Service Reserve Fund
Federal Home Loan Bank	3133XC6DO	2,498,828.13	2,499,950.70	2,498,450.00	3.673%	6/27/2005	6/14/2006	Debt Service Reserve Fund
Federal Home Loan Bank	3133MYCH8	2,488,575.60	2,520,000.00	2,520,000.00	3.742%	7/7/2005	5/15/2006	Debt Service Reserve Fund
Federal Home Loan Bank	3133MYCH8A	548,079.15	555,000.00	555,000.00	3.742%	7/7/2005	5/15/2006	Renewal and Replacement Fund
Federal Farm Credit	31331TGN5	996,995.79	1,008,886.55	1,005,489.45	4.220%	10/5/2005	10/2/2006	Operating Fund
Fannie Mae	31359MVS9	994,687.50	999,484.77	998,440.00	3.920%	9/8/2005	6/28/2006	Operating Fund
Federal Farm Credit	31331QWK9	998,577.84	1,009,895.67	1,006,709.34	3.900%	9/20/2005	9/1/2006	Operating Fund
Federal Home Loan Bank	31287X3UK7	999,000.00	999,713.90	999,300.00	4.320%	9/8/2005	9/15/2006	TxDOT Grant Fund
Federal Home Loan Bank	3133XD6H9	1,000,000.00	1,000,000.00	992,500.00	4.050%	9/29/2005	12/29/2006	TxDOT Grant Fund
Federal Home Loan Bank	3133XDKQ3	2,000,000.00	2,000,000.00	1,988,760.00	4.500%	11/9/2005	2/9/2007	TxDOT Grant Fund
Federal Home Loan Bank	3133XBPW9	990,810.00	993,774.40	989,690.00	4.778%	1/27/2006	2/16/2007	TxDOT Grant Fund
Federal Home Loan Bank	3133XEX57	1,000,000.00	1,000,000.00	992,810.00	4.750%	2/16/2006	8/16/2007	TxDOT Grant Fund
Federal Home Loan Mortga	3128X4Q95	939,624.00	939,708.57	936,343.40	5.092%	3/8/2006	3/30/2007	Additional Projects Fund
Federal Home Loan Bank	3133X7C51	1,476,113.31	1,478,937.09	1,474,215.00	5.019%	4/13/2006	5/15/2007	Additional Projects Fund
Federal Home Loan Bank	3133X8KT8	1,473,398.44	1,476,645.63	1,472,340.00	5.139%	4/21/2006	3/7/2007	Additional Projects Fund
		<u>20,864,964.76</u>	<u>20,981,997.28</u>	<u>20,930,047.19</u>				

Agency	CUSIP #	COST	Cumulative Amortization	May 31 Book Value	Maturity Value	Interest Income May 2006		
						Accrued Interest	Amortization	Interest Earned
Federal Home Loan Bank	3133XC6DW3	2,460,275.00	39,725.00	2,500,000.00	2,500,000.00	2,135.41	1,617.58	3,752.99
Federal Home Loan Bank	3133XC6DO	2,498,828.13	1,122.57	2,499,950.70	2,500,000.00	7,552.08	98.54	7,650.62
Federal Home Loan Bank	3133MYCH8	2,488,575.60	31,424.40	2,520,000.00	2,520,000.00	2,362.50	1,539.51	3,902.01
Federal Home Loan Bank	3133MYCH8A	548,079.15	6,920.85	555,000.00	555,000.00	520.31	339.06	859.37
Federal Farm Credit	31331TGN5	996,995.79	11,890.76	1,008,886.55	1,015,000.00	2,008.85	1,528.36	3,537.21
Fannie Mae	31359MVS9	994,687.50	4,797.27	999,484.77	1,000,000.00	2,708.33	552.03	3,260.36
Federal Farm Credit	31331QWK9	998,577.84	11,317.83	1,009,895.67	1,014,000.00	1,901.25	1,368.11	3,269.36
Federal Home Loan Bank	31287X3UK7	999,000.00	713.90	999,713.90	1,000,000.00	3,750.00	81.74	3,831.74
Federal Home Loan Bank	3133XD6H9	1,000,000.00	0.00	1,000,000.00	1,000,000.00	3,375.00	0.00	3,375.00
Federal Home Loan Bank	3133XDKQ3	2,000,000.00	0.00	2,000,000.00	2,000,000.00	7,500.00	0.00	7,500.00
Federal Home Loan Bank	3133XBPW9	990,810.00	2,964.40	993,774.40	1,000,000.00	3,950.29	721.12	4,671.41
Federal Home Loan Bank	3133XEX57	1,000,000.00	0.00	1,000,000.00	1,000,000.00	3,958.33	0.00	3,958.33
Federal Home Loan Mortga	3128X4Q95	939,624.00	84.57	939,708.57	940,000.00	3,955.83	30.94	3,986.77
Federal Home Loan Bank	3133X7C51	1,476,113.31	2,823.78	1,478,937.09	1,500,000.00	4,375.01	1,803.86	6,178.87
Federal Home Loan Bank	3133X8KT8	1,473,398.44	3,247.19	1,476,645.63	1,500,000.00	3,812.50	2,497.84	6,310.34
		<u>20,864,964.76</u>	<u>117,032.52</u>	<u>20,981,997.28</u>	<u>21,044,000.00</u>	<u>53,865.69</u>	<u>12,178.69</u>	<u>66,044.38</u>

Federal Home Loan Bank 3133XC6DW3 Matured 5/15/06 2,500,000.00
 Federal Home Loan Bank 3133MYCH8 Matured 5/15/06 2,520,000.00
 Federal Home Loan Bank 3133MYCH8A Matured 5/15/06 555,000.00

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

RESOLUTION NO. 06-39

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, the CTRMA solicited proposals for the development of 183-A and in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved the selection of Hill Country Constructors as the Developer for 183-A, and the CTRMA and Hill Country Constructors entered into a CDA effective November 29, 2004 for the 183-A Turnpike Project; and

WHEREAS, the work performed under the CDA requires oversight by the General Engineering Consultant retained by the CTRMA (the "GEC"); and

WHEREAS, the CDA includes a process for the consideration and development of potential change orders for aspects or portions of the work performed under the CDA which might warrant adjustment to the Development Price or the contractual deadlines for performance by the Developer; and

WHEREAS, the change order process includes consideration of potential changes or revisions caused by several sources or events, including certain requests for changes by the CTRMA, certain otherwise undiscovered matters affecting the 183-A Project, as well as other items more fully set forth in the CDA; and

WHEREAS, the CDA provides that all change orders be formally agreed to by the CTRMA and the Developer, and that except those involving an amount up to and including \$50,000.00 as set forth in Resolution No. 05-46 dated June 29, 2005, the Board must approve any change order; and

WHEREAS, the CTRMA, the GEC and the Developer, pursuant to the change order process set forth in the CDA, have determined that the relocation of certain utility facilities owned by Pedernales Electric Cooperative ("PEC") at the expense of PEC and the construction of additional conduit for PEC require the issuance of Change Order No. 8, as set forth and in accordance with the terms thereof and attached hereto as Attachment "A".

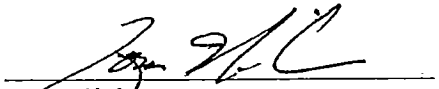
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the execution and issuance of Change Order No. 8 as set forth and in accordance with the terms of thereof and attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVED, that Change Order No. 8 is made an amendment to the Contract Documents, as defined in the CDA, as of the date that Change Order No. 8 is fully executed by the CTRMA and the Developer.

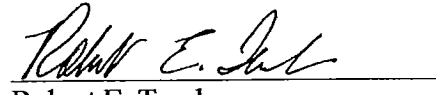
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July, 2006.

Submitted and reviewed by:

Approved:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-39
Date Passed 07/26/06

Attachment "A"

Copy of Change Order No. 8 Memorandum and Summary
And
Change Order Form

Attachment "A"

Copy of Change Order No. 8 Memorandum and Summary
And
Change Order Form



Central Texas Regional
Mobility Authority

MEMORANDUM

To: Mike Heiligenstein
Bill Chapman

Date: July 21, 2006

From: Richard Ridings

Subject: Change Order No. 008 – PEC Conduits

Copies: Tom Neilson, Everett Owen, Ron Fagan

This attached Change Order (CO) No. 008 is in the amount of \$ 1,039,150.00. Additional conduits were added to PEC agreement to satisfy PEC's future system. CTRMA agreed to add the additional conduits in exchange for PEC relocating their facilities at PEC's cost.

The GEC has reviewed the subject CO and recommends approval.

Attached is an update of the Change Order Budget.

301 Congress Avenue, Suite 650 Austin, TX 78701
Telephone: (512) 996-9778 / Fax: (512) 996-9784 / www.mobilityauthority.com

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Henry H. Gilmore • James H. Mills • David Singleton • Johanna Zmud Ph.D. • Mike Heiligenstein, *Executive Director*

EXHIBIT M
FORM OF CHANGE ORDER

File 4898-Rev.0

EXHIBIT M

FORM OF CHANGE ORDER

CHANGE ORDER NO. 008

CONTRACT NO. 183A Turnpike Project

SECTION 1

Originator: Mike Heiligenstein

Date: June 12, 2006

Title: Executive Director

Contract No. 183A Turnpike Project

Company Name: Central Texas Regional Mobility Authority (CTRMA)

DESCRIPTION:

PEC Conduit Changes

Scope:

Design and Construction of several conduit banks according to the March 25, 2005 letter agreement with PEC.

CAUSE OF CHANGE ORDER REQUEST:

Additional conduits were added to the PEC agreement to satisfy PEC future system. CTRMA agreed to add the additional conduits in exchange for PEC relocating their facilities at PEC's cost.

CTRMA Executive Director

Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. 008 CONTRACT NO. 183A Turnpike Project

SECTION II

The total amount of this Lump Sum Negotiated Change Order is \$1,039,250.00.

Payment Schedule Items Added/Deducted:

<u>Activity No.</u>	<u>Description</u>	<u>Amount</u>
B148179	Install Elect Conduit Xing, 462+00 / CR 272	\$57,736.11
B148181	Install Elect Conduit Xing, 219+00	\$57,736.11
B148182	Install Elect Conduit, Brushy Cr Rd West 19+94	\$57,736.11
B148242	New Electrical Conduit Crossing, 590+00	\$57,736.11
B148830	Electrical Crossing, 651+00	\$57,736.11
B148921	Electric/Communication Xing, 232+00	\$57,736.11
B148922	Electric/Communication Xing, 245+00	\$57,736.11
B148923	Electric/Communication Xing, 270+00	\$57,736.11
B148924	Electric/Communication Xing, 285+00	\$57,736.11
B148926	Electric/Communication Xing, 310+00	\$57,736.11
B148927	Electric/Communication Xing, 340+00	\$57,736.11
B148928	Electric/Communication Xing, 365+00	\$57,736.11
B148929	Electric/Communication Xing, 384+50 FM 2243	\$57,736.11
B148930	Electric/Communication Xing, 395+00	\$57,736.11
B148931	Electric/Communication Xing, 430+00/ CR 271	\$57,736.11
B148933	Electric/Communication Xing, 480+00	\$57,736.11
B148934	Electric/Communication Xing, Scottsdale Area	\$57,736.11
B148960	Electric/Communication Xing, 515+00	\$57,736.11

Summary of Change Order by Subcontractors and Subconsultants:

A.	Developer (construction)	\$ <u>654,250.00</u>
B.	Subcontractor Labor (professional services)	\$ <u>0.00</u>
C.	Subcontracts	
	1. ID Guerra / Undetermined Sub - DBE	\$ <u>135,000.00*</u>
	2. Undetermined Sub	\$ <u>250,000.00</u>

D. Grand Total \$1,039,250.00

* - At least \$135,000 of this change order will be performed by a DBE subcontractor.

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 008 CONTRACT NO. 183A Turnpike Project

SECTION III

The status of Substantial Completion is as follows:

- Unaffected by this Change Order Proposal

The status of Final Acceptance is as follows:

- Unaffected by this Change Order Proposal

Justification for Change Order with reference to CDA:

CDA Section 14.2.1 If the CTRMA desires to issue a CTRMA-Directed Change or to evaluate whether to initiate such a change, the CTRMA may, at its discretion, issues a Request for Change Proposal.

The above three sections represent a true and complete summary of all aspects of this change.

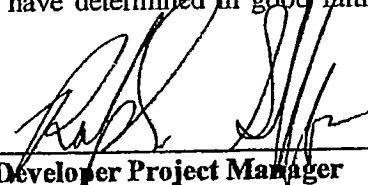
This Change Order Proposal includes all known and anticipated impacts or amounts, direct, indirect and consequential, which may be incurred as a result of the event, occurrence or matter giving rise to the proposed change.

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. 008

CONTRACT NO. 183A Turnpike Project

If the foregoing Change Order Proposal includes claims of Subcontractors or Suppliers, the undersigned have reviewed such claims and have determined in good faith that the claims are justified as to both entitlement and amount.



Developer Project Manager

7-14-06
Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. 008 CONTRACT NO. 183A Turnpike Project

SECTION IV (Reviewed by GEC Manager)

Michael J. Shane 7/19/06
GEC Team Construction Manager (CDA) **Date**

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. 008 CONTRACT NO. 183A Turnpike Project

SECTION V (Reviewed by GEC Project General Engineer)

Richard R. Kelly 7/17/05
Project General Engineer (CDA) Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. _____ 008 _____ CONTRACT NO. 183A Turnpike Project

SECTION VII (Approval by CTRMA)

CHANGE ORDER ISSUED: Yes No

CTRMA Executive Director

Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. _____008_____ CONTRACT NO. 183A Turnpike Project

SECTION VII (Approval by CTRMA)

CHANGE ORDER ISSUED: Yes No

CTRMA Executive Director **Date**

Comments:

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

RESOLUTION NO. 06-40

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, the CTRMA solicited proposals for the development of 183-A and in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved the selection of Hill Country Constructors as the Developer for 183-A, and the CTRMA and Hill Country Constructors entered into a CDA effective November 29, 2004 for the 183-A Turnpike Project; and

WHEREAS, the work performed under the CDA requires oversight by the General Engineering Consultant retained by the CTRMA (the "GEC"); and

WHEREAS, the CDA includes a process for the consideration and development of potential change orders for aspects or portions of the work performed under the CDA which might warrant adjustment to the Development Price or the contractual deadlines for performance by the Developer; and

WHEREAS, the change order process includes consideration of potential changes or revisions caused by several sources or events, including certain requests for changes by the CTRMA, certain otherwise undiscovered matters affecting the 183-A Project, as well as other items more fully set forth in the CDA; and

WHEREAS, the CDA provides that all change orders be formally agreed to by the CTRMA and the Developer, and that except those involving an amount up to and including \$50,000.00 as set forth in Resolution No. 05-46 dated June 29, 2005, the Board must approve any change order; and

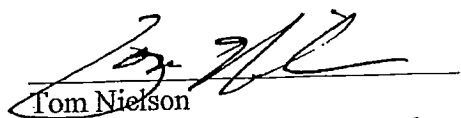
WHEREAS, the CTRMA, the GEC and the Developer, pursuant to the change order process set forth in the CDA, have determined that the Final Environmental Impact Statement for the Project requires the construction of an additional 450 feet of sound walls along the Forest Oaks Subdivision, and such additional sound walls require the issuance of Change Order No. 6, as set forth and in accordance with the terms thereof and attached hereto as Attachment "A".

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the execution and issuance of Change Order No. 6 as set forth and in accordance with the terms of thereof and attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVED, that Change Order No. 6 is made an amendment to the Contract Documents, as defined in the CDA, as of the date that Change Order No. 6 is fully executed by the CTRMA and the Developer.

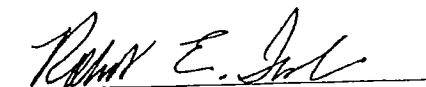
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-40
Date Passed 07/26/06

Attachment "A"

Copy of Change Order No. 6 Memorandum and Summary
And
Change Order Form



Central Texas Regional
Mobility Authority

MEMORANDUM

To: Mike Heiligenstein
Bill Chapman

Date: July 21, 2006

From: Richard Ridings

Subject: Change Order No. 006 – Additional Sound Walls

Copies: Tom Neilson, Everett Owen, Ron Fagan

This attached Change Order (CO) No. 006 is in the amount of \$ 150,503.00. Upon review of the final grades of 183A and locations of the Final Environmental Impact Statement wall locations it was determined that an additional 450 feet of sound wall would be required to protect several homes in the Forrest Oaks subdivision.

The GEC has reviewed the subject CO and recommends approval.

Attached is an update of the Change Order Budget.

301 Congress Avenue, Suite 650 Austin, TX 78701
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Henry H. Gilmore • James H. Mills • David Singleton • Johanna Zmud Ph.D. • Mike Heiligenstein, *Executive Director*

EXHIBIT M

FORM OF CHANGE ORDER

CHANGE ORDER PROPOSAL NO. 006

CONTRACT NO. 183A Turnpike

SECTION 1

Originator: Rich Ginder

Date: July 18th, 2006

Title: Toll / Aesthetics Manager

Contract No. 183A Turnpike

Company Name: Hill Country Constructors

DESCRIPTION:

Design, construction, and utility coordination of 450 LF of additional sound walls

Scope:

Design and construct additional post and panel sound wall on Wall 1 from Station 653+50 to 658+00 ranging height from 8 to 12 feet.

CAUSE OF CHANGE ORDER REQUEST:

During the proposal the scope of the sound walls was to design and construct a 8 to 12 foot tall wall at the locations identified in the FEIS. The CTRMA is extending the limits on Wall 1 along the NBML from Station 653+00 to 658+00.



Developer Project Manager Date 7/14/06

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 006

CONTRACT NO. 183A Turnpike

SECTION II

The total amount of this Change Order is \$ 150,503.00. Documentation supporting the Change Order is attached as Exhibits CO.6.1 through CO.6.5.

Payment Schedule Items Added/Deducted:

<u>Activity No.</u>	<u>Description</u>	<u>Amount</u>
A026805	Design of Sound Wall Extension	\$ 4,148.00
B097521	Sound Wall Drill Shafts	\$ 15,747.00
B097522	Sound Wall Panels	\$ 117,012.00
A021030	Const. QA and Environmental Services	\$ 8,352.00
A011184	Incidentals	\$ 5,244.00

Summary of Change Order Proposal by Categories: [Additives/(Credits)]

A.	Developer Labor (construction)	
1.	Wages ¹	\$ 13,635.00
2.	Labor benefits ² (55% of A.1)	\$ 7,499.00
B.	Developer and Subcontractor Labor (professional services)	
1.	Wages ¹ (Raw)	\$ 1693.00
2.	Labor benefits ² (145% of B.1, which includes overhead and profit)	\$ 2455.00
3.	Off-duty peace officers and patrol cruisers ¹	\$ 0.00

¹ Estimated for Negotiated Change Orders or Actual for Force Account Change Orders.

² Premiums on public-liability and workers-compensation insurance, social-Security and unemployment-insurance taxes.

C.	Materials ¹ (with taxes, freight and discounts)	\$	78,985.00
D.	Developer Equipment ¹	\$	12,044.00
E.	Subcontracts ¹ (Time and Materials costs)	\$	18,034.00
F.	Utility Direct Costs ¹	\$	0.00
G.	Overhead and Profit		
	1. Labor (25% of A.1 and A.2)	\$	3,408.00
	2. Traffic Control (5% of B.3)	\$	0.00
	3. Materials (15% of C)	\$	11,848.00
	4. Subcontracts (5% of E)	\$	902.00
	5. Utility Direct Costs (5% of F)	\$	0.00
H.	Grand Total	\$	150,503.00

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 006

CONTRACT NO. 183A Turnpike

SECTION III

The status of Substantial Completion is as follows:

- Unaffected by this Change Order Proposal

The status of Final Acceptance is as follows:

- Unaffected by this Change Order Proposal

Accordingly, the summary of the dates of Substantial Completion and Final Acceptance and Float are as follows:

1. Substantial Completion: Unchanged
(+ or - _____ days from base of _____ calendar days after NTP2)
2. Final Acceptance: Unchanged
(+ or - _____ days from base of _____ calendar days after NTP2)
3. Number of days of Project Float Unchanged

Justification for Change Order with reference to CDA:

CDA Section 14.3 allows Developer to request a change order to increase the development price for increased costs associated with CTRMA-Directed Changes which increase the work to be furnished, performed, or paid for by the developer.

The above three sections represent a true and complete summary of all aspects of this change.

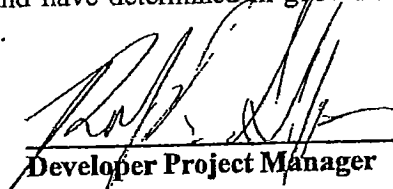
This Change Order Proposal includes all known and anticipated impacts or amounts, direct, indirect and consequential, which may be incurred as a result of the event, occurrence or matter giving rise to the proposed change.

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 006

CONTRACT NO. 183A Turnpike

If the foregoing Change Order Proposal includes claims of Subcontractors or Suppliers, the undersigned have reviewed such claims and have determined in good faith that the claims are justified as to both entitlement and amount.



Developer Project Manager

7-14-06

Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 006

CONTRACT NO. 183A Turnpike

SECTION IV (Reviewed by GEC Manager)

Michael Stone 7/19/06
GEC Team Construction Manager (CDA) Date

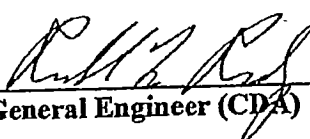
Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 006

CONTRACT NO. 183A Turnpike

SECTION V (Reviewed by GEC Project General Engineer)



Project General Engineer (CDA)

7/19/06

Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 006

CONTRACT NO. 183A Turnpike

SECTION Vi (Reviewed by CTRMA's Director of Finance)

ACTION TAKEN:

- Finance Approval**
- Attached**
- No**
- N/A**

Director of Finance **Date**

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 006

CONTRACT NO. 183A Turnpike

SECTION VII (Approval by CTRMA)

CHANGE ORDER ISSUED: Yes No

CTRMA Executive Director

Date

Comments:

**Exhibit CO.6.1
Cost Breakdown Spreadsheet**

Change Order Estimates

Owner: **CTRMA**
 Location: **Additional Sound Wall from Station 653+50 to 658+00**

Cost Impacts of Change	QTY	UM	Unit Cost	A-1 Constr Dev Labor (HCC)	B.1* Prof Serv Raw Wages	B.3 Police	C Materials Add. (HCC)	D Equip	E** Subs	F Util Dir Costs	SubTotal	Activity No.	Subtotal w/ Markups
CONSTRUCTION COSTS:													
Drill Shafts	168	LF	\$83.33	\$1,034	\$0		\$2,775	\$111	\$10,080		\$14,000	B097521	\$15,747
Install Post and Panel Sound Wall	450	LF	\$217.23	\$9,823	\$0		\$75,998	\$11,933	\$0		\$97,754	B097522	\$117,012
Karst Geologist								\$0	\$200		\$200	A021030	\$210
Field QA (Rodriguez)				\$1,530			\$0	\$0	\$7,754		\$7,754	A021030	\$8,142
Field QC (HCC)				\$864			\$0	\$0	\$0		\$864	A011184	\$2,754
Survey				\$384			\$100	\$0	\$0		\$964	A011184	\$1,670
Safety Personnel and Supplies							\$112	\$0	\$0		\$496	A011184	\$820
Police							\$0	\$0	\$0		\$0		\$0
Specialty Materials							\$0	\$0	\$0		\$0		\$0
Direct Utility Costs							\$0	\$0	\$0		\$0		\$0
DESIGN & APPROVAL COSTS:													
URS Design					\$1,693						\$1,693	A026805	\$4,148
Independent QA/QC Review					\$0						\$0		\$0
Field Exploration					\$0						\$0		\$0
Utility Coordination					\$0						\$0		\$0
Design Coordination					\$0						\$0		\$0
Direct Utility Costs					\$0				\$0		\$0		\$0
Permits/Fees					\$0				\$0		\$0		\$0
Traffic Control					\$0				\$0		\$0		\$0
SubTotal:				\$13,635	\$1,693	\$0	\$78,985	\$12,044	\$18,034	\$0	\$124,391		
MARK-UPS:				\$7,499	\$2,455						\$9,954		
Labor Benefits/Overhead/Profit				\$3,409			\$0	\$0	\$902		\$0		\$0
OH & Profit				\$24,543	\$4,148	\$0	\$90,833	\$12,044	\$18,936		\$0		\$0
SubTotal:													

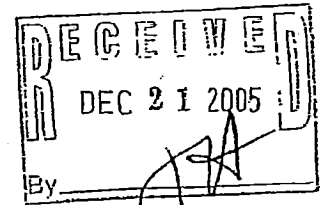
Total: \$150,503
 Bld: \$0
Total Change: \$150,503

*Based on hourly work
 **Based on unit cost and/or lump sum

Exhibit CO.6.2
CTRMA 12/20/05 Request for Change Order Letter



December 20, 2005



13640 Briarwick Drive
Suite 200
Austin, Texas 78729-1706
Phone: (512) 996-9778
Fax: (512) 996-9784
<http://www.ctrma.org>

Mr. Ralph Gleffe, P.E.
Hill Country Constructors
12357-A Riata Trace Parkway Suite 300
Austin, TX 78727

RE: 183A Project: Request for Change Proposal #006 and Design
Direction for Noise Wall Refinements

Dear Ralph:

We have reviewed the issues surrounding the noise wall design and location and we are providing the following direction:

Executive Director:

Mike Heiligenstein

Board of Directors:

Robert E. Tesch
Chairman

Lowell Lebermann
Vice-Chairman

Robert L. Bennett
Treasurer

Henry H. Gilmore

James H. Mills

David Singleton

Johanna Zmud, Ph.D.

1. Noise Wall No.1 located on the east side of 183A between Park Street and Brushy Creek Road. Construct the noise wall at the right-of-way line from Sta. 653+50 to Sta. 688+00 for a distance of 3450 feet. The wall will be constructed 8 feet high from Sta. 653+50 to Sta. 655+00 and 12 feet high from Sta. 655+00 to Sta. 688+00. Coordination with Atmos Gas will be required to relocate the gas line along the right-of-way line. In addition, coordination with PEC will be required to relocate the power line from the west side of the right-of-way to the east side. The CTRMA considers the section of noise wall between Sta. 653+50 to Sta. 658+00 as added work. The CTRMA contends that the remaining work is within the original scope of Development Work and not subject to a Change Order for additional time and an increase in Development Price.
2. Noise Wall No. 2 located on the east side of 183A between FM 1431 and Park Street. Construct the noise wall per your preliminary plans 7 to 9 feet from the right-of-way line. The CTRMA contends that this work is within the original scope of Development Work and not subject to a Change Order for additional time and an increase in Development Price.
3. Noise Wall No. 3 located on the west side of 183A between Park Street and Brushy Creek Road. Construct the noise wall at the right-of-way line and coordinate with PEC on the relocation of their power line to the east side of 183A as discussed above in No. 1. The CTRMA contends that this work is within the original scope of Development Work and not subject to a Change Order for additional time and an increase in Development Price.
4. Noise Wall No. 4a located on the west side of 183A between FM 1431 and Park Street. Construct the noise wall at the right-of-way line per your preliminary plans. The CTRMA contends that this work is within the original scope of Development Work and not subject to a

**Exhibit CO.6.3
HCC Construction Estimate**

ITEM	DESCRIPTION	QUANTITY	UNIT COST	LABOR	MATERIAL	EQUIPMENT	SUBCONTRACT	TOTAL
	ANOWISEWAL CHANGE ORDER 6 - ADD NOISE WALL	1.000 LS	124,428.362	13,635	78,985	12,080	19,728	124,428
	590.8 MAN-HOURS			PERM MATL. JOB MATL.	76,422 2,563			

001	DRILLED SHAFTS 30"	168.000 LF	97.709	1,034	2,775	147	12,459	16,415
	*****	*****	*****	*****	*****	*****	*****	*****
	68.7 MAN-HOURS			PERM MATL. JOB MATL.	2,664 111			

001A	COMMENTS/SUBS	168.000 LF		***** ZERO COST RECORD!	*****			
				PERM MATL. JOB MATL.				

01 RCG

NUMBER OF SHAFTS (EA)	SHAFT LENGTH (LF)	TOTAL SHAFT LENGTH	DRILLED SHAFT SUB	UNIT COST	LABOR	MATERIAL	EQUIPMENT	SUBCONTRACT	TOTAL
24	7	168							
001B	DRILLED SHAFT SUB	168.000 LF	80.147	1,006				12,459	13,465

5/10.0/1--- P - DAYS: 3.36 PROD. RATE: 5.00 LF/HR PERM MATL.
 JOB MATL.

- 67.2 MAN-HOURS 2.500 LF PER MAN-HOUR 0.400 MAN-HOURS PER LF
- 01 DRILLED SHAFT SUB WILL DRILL, FURNISH & PLACE CONCRETE AND TIE & PLACE ENTIRE REBAR CAGE.
- 02 CIDH FILE, 30" S 168.000 LF 60.000 10,080
- 03 CARPENTER 2006 L 2.000 5.988 200
- 04 KARST GEOLOGIST S/ 2.000 HR 100.000
- 05 NO FULL TIME OBSERVATION IS NEEDED BY KARST GEOLOGIST, BUT DUE TO THE PROXIMITY OF PREVIOUSLY ENCOUNTERED KARST FEATURES, ONE CANNOT RULE OUT THE NEED FOR A KARST GEOLOGIST IN THE EVENT VOIDS ARE ENCOUNTERED.
- 06 QA TECH S/ 34.000 HR 62.100 2,111
- 07 FULL TIME OBSERVATION BY QA IS REQUIRED FOR THIS OPERATION.
- 08 QA TECH VEH S/ 3.360 DAY 20.000 67

001C	SPOIL REMOVAL & SUPPORT	31.000 CY	5.660	28	147			175
	5/10.0/1--- P - DAYS: 0.31	PROD. RATE: 10.00 CY/HR		PERM MATL. JOB MATL.				

1.5 MAN-HOURS 20.000 CY PER MAN-HOUR 0.050 MAN-HOURS PER CY

HCD TEXAS REGIONAL OFFICE GRANITE CONSTRUCTION INCORPORATED
 BID BODY BID INTERACTIVE DEVELOPMENT SYSTEM 2 (V 4.73) VER. #1.000
 BID DATE: 09/30/04 JOB 183A1205 : US 183A - NORTH TIE-IN ALTERNATE F ADD. #

03 INCLUDES POST CAPS IN ORIGINAL RECO QUOTE OF 1,250,000 FOR 8350 LF X 12 FT TALL POST AND PANEL WALL SYS.
 04 A&S WALL COPING P/ 450,000 LF 5.980 2,691
 05 RECO FIGURED \$50,000 FOR COPING FOR 8350 LF OF WALL = \$5.98 / LF 2,450
 06 A&S TREATMENT ON FRONT FACE P/ 4,760,000 SF 11,662
 07 RECO FIGURED FOR CUSTOM ASHLAR AND LIGHT TEXTURED FINISH IT WOULD COST \$1,495,000.
 THE DIFFERENCE BETWEEN THE \$1,495,000 AND \$1,250,000 IS \$245,000 WHICH FACTORS TO BE \$2.45/SF.
 08 CONNECTION MATERIAL J/ 24,000 EA 10,000 240
 09 NON SHRINK GROUT, ETC TO COMPLETE DRILLED SHAFT TO PILASTER CONNECTIONS 2,000 2,000
 10 STRUTS/BRACES/ETC J/ 1,000 LS 277,484 2,710

ITEM	DESCRIPTION	QUANTITY	UNIT COST	LABOR	MATERIAL	EQUIPMENT	SUBCONTRACT	TOTAL
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ANOISEWAL CHANGE ORDER 6 - ADD NOISE WALL - CONTINUED...

002B	SET/GROUT PILASTERS	24,000 EA	277,484	2,710				6,660
5/10.0/1----	P - DAYS: 2.40	PROD. RATE: 1.00 EA/HR						2,412

01	144.0 MAN-HOURS	0.167 EA PER MAN-HOUR	6,000 MAN-HOURS PER EA					705
02	CARPENTER 4-MAN 2006	L	1,000	29,392				176
03	FOREMAN'S PICKUP (HR)	E	1,000	7,350				
04	CARPENTER 2006	L	3,000	44,913				1,078
05	CONCRETE FINISHER PAV 2006	L	1,000	16,720				401
06	HYDROCRANE OPER 2006	L	1,000	21,879				525
07	HYDROCRANE GROVE 650E 45 T	E	1,000	93,130				2,235
08	QA TECH	S/	24,000 HR	62,100				1,490
09	QA TECH VEE	S/	2,400 DAY	20,000				48

002C	SET PRECAST PANELS	63,000 EA	113,351	2,371				7,141
5/10.0/1----	P - DAYS: 2.10	PROD. RATE: 3.00 EA/HR						3,424

01	126.0 MAN-HOURS	0.500 EA PER MAN-HOUR	2,000 MAN-HOURS PER EA					617
02	CARPENTER 4-MAN 2006	L	1,000	9,797				154
03	FOREMAN'S PICKUP (HR)	E	1,000	2,450				
04	CARPENTER 2006	L	3,000	14,971				943
05	CONCRETE FINISHER PAV 2006	L	1,000	5,573				351
06	HYDROCRANE OPER 2006	L	1,000	7,293				459
07	HYDROCRANE GROVE RT865	E	1,000	51,900				3,270
08	QA TECH	S/	21,000 HR	62,100				1,304
09	QA TECH VEE	S/	2,100 DAY	20,000				42

ITEM	DESCRIPTION	QUANTITY	UNIT COST	LABOR	MATERIAL	EQUIPMENT	SUBCONTRACT	TOTAL
01	QC TECH (5% OF TOTAL MHR)	30,000 HR	31,000	930				
02	QC LAB MANAGER (2% OF MHR)	12,000 HR	50,000	600				
003B	SAFETY PERSONNEL	591,000 MHR	0.650	384				384
				PERM MATL.				
				JOB MATL.				
01	SAFETY SUPER (2% OF MHR)	12,000 HR	32,000	384				
003C	SAFETY SUPPLIES	591,000 MHR	0.190					112
				PERM MATL.				
				JOB MATL.				
01	*SAFETY-FIRST AID SUPPLIES	591,000 MHR	0.040					112
02	*SAFETY-PROTECTIVE CLOTHING	591,000 MHR	0.070					24
03	*SAFETY-SAFETY AWARDS	591,000 MHR	0.080					41
								47
003D	SURVEY PERSONNEL	591,000 MHR	1.631	864				100
				PERM MATL.				
				JOB MATL.				
5/10.0/1---	D - DAYS: 1.00	591,000 MHR/HR						100
01	FIGURE 2% OF MANHOURS WILL BE REQUIRED FOR SURVEY CREW.							
02	SURVEY CHIEF	12,000 HR	34,000	408				
03	INSTRUMENT MAN	12,000 HR	27,000	324				
04	CHAINMAN	12,000 HR	11,000	132				
05	SURVEY SUPPLIES	1,000 LS	100,000					100
004	DESIGN	1,000 LS	1,693,000					1,693
				PERM MATL.				
				JOB MATL.				
004A	URS DESIGN	60,000 MHR	28,217					1,693
				PERM MATL.				
				JOB MATL.				
01	URS RAW DESIGN COST	1,693,000 \$	1,000					1,693

Exhibit CO.6.4
Design and Utility Coordination Backup

Attachment A
Potential URS Design Change Order 3.5
Additional 450' Soundwall

URS	Rate	Mult	Hours	Raw \$	Total
Mindy Steckmest	\$44.24	2.92	8	\$353.92	\$1,033.45
Bob Murphy	\$27.40	2.92	40	\$1,096.00	\$3,200.32
Natalie Bunge	\$20.30	2.92	12	\$243.60	\$711.31
Subtotal - Labor:					\$4,945.08
ODC (12%) Total:					\$674.33

Total:					\$5,619.41
---------------	--	--	--	--	-------------------

Exhibit CO.6.5
Reinforced Earth Soundwall Quotes



The Reinforced Earth Company
1331 Airport Freeway, Suite 302
Eules, Texas 76040-4150
(817) 283-5503

US 183A
Austin District, Texas
RECO Project No. 11311

QUOTATION
(NO PAINT, COATINGS, OR COLOR INCLUDED) *PLAIN*

SOUNDWALL SYSTEM PRICE: @ \$ 1,250,000 /Lump Sum

All prices are based upon a minimum purchase of Line 1 of The Reinforced Earth Company's MSE Quotation.

Price includes precast panels, precast posts, post caps, and hardware to connect posts to cast-in-place pilasters. Contractor shall supply approximately 40 CY of high strength grout to make connection of posts to pilasters.

Price is based on a plain finish panel (1 face) and a rolled stone finish on the opposite face. If instead of plain finish, an Ashlar Stone finish with limestone aggregates and medium sandblast is required, then add \$260,000 to the price above or add only \$170,000 if the limestone aggregates and medium sandblast are not required. Price is based upon Ashlar Stone panels being cast without a color admixture. Price is contingent upon Owner's approval of RECO's "imprinted" (or rolled) Ashlar Stone finish applied to the residential face of the panels. The pattern and texture of the "imprinted" Ashlar Stone will be similar to the form liner finish on the roadway side, however, the depth of the mortar lines will be 1/2" - not the 1 3/4" depth of the form liner. Precast posts be 14" wide (not 24") and will be plain smooth finish.

Price is based on Granite Quote request FAXed on 8/12/04.

Price is based on a uniform wall height of 12 foot.

Shop Drawings will be submitted as required by construction schedule, but beginning no sooner than three (3) months after receipt of a fully executed contract.

Material Delivery Period: Fall 2005

Price includes one (1) trip to the jobsite to provide Technical Assistance for three (3) days at the start-up of the wall erection. Additional visits will be charged at \$350.00 per day plus travel expenses.

Tom Schick
DATE: August 16, 2004

$$\frac{1,250,000}{100,200} = \$ 12.45 / SF$$
$$\frac{260,000}{100,200} = \$ 2.59 / SF$$

Rich:

based on orig quoted volume of
8,350 LF @ 12' tall

Ashlar + Shallow Imprint Stone = \$1,420,000
(Roadway) (Residence) orig quote

Ashlar (bottom 4') + Shallow Imprint Stone = \$1,495,000
+ Fractured Fin ~~Mountain Hill~~ Scene (Residence)
(Roadway)

Options 1, 2, 3, 4, 5 + Shallow Imprint Stone = \$1,495,000
(Roadway) (Residence)

Top Coping Panel add \$50,000
(1 FT tall)

Post Caps = ?

Exposed Agg Residence Side = ?

sl29105 Tan Schick

Ginder, Rich

From: Tom Schick [tschick@reinforcedearth.com]
Sent: Friday, April 01, 2005 2:04 PM
To: Ginder, Rich
Subject: RE: CAP \$

Rich:

See responses below:

From: Ginder, Rich [mailto:Rich.Ginder@gcinc.com]
Sent: Wednesday, March 30, 2005 4:27 PM
To: Tom Schick
Cc: Lisa Powell; William_O'Brien_Jr@URSCorp.com
Subject: RE: CAP \$

Tom,

Thanks for all of your photos. I think we overwhelmed the Aesthetics Committee with the numerous combinations of front relief, back relief, coping, and post caps. We need to do a follow up meeting next Wednesday to firm up the decision. Right now they are leaning on the following:

Traffic Face - 4' Custom Ashlar bottom panel and smooth or textured relief on top remainder of panels. The committee only briefly entertained the fractured fin hill scene. The committee went back and forth on whether to go 100% ashlar or a combination of smooth and ashlar. I sounded like they were leaning toward the ashlar bottom and smooth (textured) top.

Coping - Unanimous Yes. (please verify \$50,000 add for coping on 8350 lf of noise wall) **YES!**

Caps - I did not have cost information during meeting. I roughed in \$500 / ea during the meeting and got some comments about that sounding high. If you factor in labor + equip + materials I am pretty close on the \$500 assumption. In general they like the pointed caps, but they did not want to commit to a decision without knowing the cost. **CAP \$ per my 3/30 E-mail, below**

Back Face - Liked the following four options:

The following add-ons are base upon 8,350 LF of wall @ 12 FT tall

- shallow fractured fin add \$38,000
- shallow inprinted stone add zero, this is the basis
- barnwood add \$23,000
- broom finish - One of the committee members suggested just a simple broom finish as an option. Add \$15,000

Please verify cost adds or deducts of the options listed above using the shallow inprinted stone as a basis.

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

RESOLUTION NO: 06-39

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") 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, Chapter 370 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, the CTRMA solicited proposals for the development of 183-A and in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved the selection of Hill Country Constructors as the Developer for 183-A, and the CTRMA and Hill Country Constructors entered into a CDA effective November 29, 2004 for the 183-A Turnpike Project; and

WHEREAS, the work performed under the CDA requires oversight by the General Engineering Consultant retained by the CTRMA (the "GEC"); and

WHEREAS, the CDA includes a process for the consideration and development of potential change orders for aspects or portions of the work performed under the CDA which might warrant adjustment to the Development Price or the contractual deadlines for performance by the Developer; and

WHEREAS, the change order process includes consideration of potential changes or revisions caused by several sources or events, including certain requests for changes by the CTRMA, certain otherwise undiscovered matters affecting the 183-A Project, as well as other items more fully set forth in the CDA; and

WHEREAS, the CDA provides that all change orders be formally agreed to by the CTRMA and the Developer, and that except those involving an amount up to and including \$50,000.00 as set forth in Resolution No. 05-46 dated June 29, 2005, the Board must approve any change order; and

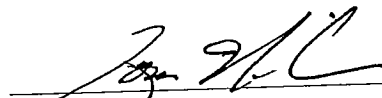
WHEREAS, the CTRMA, the GEC and the Developer, pursuant to the change order process set forth in the CDA, have determined that the relocation of certain utility facilities owned by Pedernales Electric Cooperative ("PEC") at the expense of PEC and the construction of additional conduit for PEC require the issuance of Change Order No. 8, as set forth and in accordance with the terms thereof and attached hereto as Attachment "A".

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the execution and issuance of Change Order No. 8 as set forth and in accordance with the terms of thereof and attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVED, that Change Order No. 8 is made an amendment to the Contract Documents, as defined in the CDA, as of the date that Change Order No. 8 is fully executed by the CTRMA and the Developer.

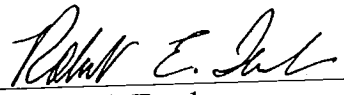
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of July, 2006.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



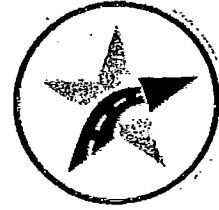
Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-39
Date Passed 07/26/06

Attachment "A"

Copy of Change Order No. 8 Memorandum and Summary
And
Change Order Form

Attachment "A"

Copy of Change Order No. 8 Memorandum and Summary
And
Change Order Form



Central Texas Regional
Mobility Authority

MEMORANDUM

To: Mike Heiligenstein
Bill Chapman

Date: July 21, 2006

From: Richard Ridings

Subject: Change Order No. 008 – PEC Conduits

Copies: Tom Neilson, Everett Owen, Ron Fagan

This attached Change Order (CO) No. 008 is in the amount of \$ 1,039,150.00. Additional conduits were added to PEC agreement to satisfy PEC's future system. CTRMA agreed to add the additional conduits in exchange for PEC relocating their facilities at PEC's cost.

The GEC has reviewed the subject CO and recommends approval.

Attached is an update of the Change Order Budget.

301 Congress Avenue, Suite 650 Austin, TX 78701
Telephone: (512) 996-9778 / Fax: (512) 996-9784 / www.mobilityauthority.com

Robert E. Tesch, *Chairman* • Lowell H. Lebermann, Jr., *Vice-Chairman* • Robert L. Bennett, Jr., *Treasurer*
Mike Heiligenstein, *Executive Director*

EXHIBIT M
FORM OF CHANGE ORDER

File 4898-Rev.0

EXHIBIT M

FORM OF CHANGE ORDER

CHANGE ORDER NO. 008

CONTRACT NO. 183A Turnpike Project

SECTION 1

Originator: Mike Heiligenstein

Date: June 12, 2006

Title: Executive Director

Contract No. 183A Turnpike Project

Company Name: Central Texas Regional Mobility Authority (CTRMA)

DESCRIPTION:

PEC Conduit Changes

Scope:

Design and Construction of several conduit banks according to the March 25, 2005 letter agreement with PEC.

CAUSE OF CHANGE ORDER REQUEST:

Additional conduits were added to the PEC agreement to satisfy PEC future system. CTRMA agreed to add the additional conduits in exchange for PEC relocating their facilities at PEC's cost.

CTRMA Executive Director

Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. 008 CONTRACT NO. 183A Turnpike Project

SECTION II

The total amount of this Lump Sum Negotiated Change Order is \$1,039,250.00.

Payment Schedule Items Added/Deducted:

<u>Activity No.</u>	<u>Description</u>	<u>Amount</u>
B148179	Install Elect Conduit Xing, 462+00 / CR 272	\$57,736.11
B148181	Install Elect Conduit Xing, 219+00	\$57,736.11
B148182	Install Elect Conduit, Brushy Cr Rd West 19+94	\$57,736.11
B148242	New Electrical Conduit Crossing, 590+00	\$57,736.11
B148830	Electrical Crossing, 651+00	\$57,736.11
B148921	Electric/Communication Xing, 232+00	\$57,736.11
B148922	Electric/Communication Xing, 245+00	\$57,736.11
B148923	Electric/Communication Xing, 270+00	\$57,736.11
B148924	Electric/Communication Xing, 285+00	\$57,736.11
B148926	Electric/Communication Xing, 310+00	\$57,736.11
B148927	Electric/Communication Xing, 340+00	\$57,736.11
B148928	Electric/Communication Xing, 365+00	\$57,736.11
B148929	Electric/Communication Xing, 384+50 FM 2243	\$57,736.11
B148930	Electric/Communication Xing, 395+00	\$57,736.11
B148931	Electric/Communication Xing, 430+00/ CR 271	\$57,736.11
B148933	Electric/Communication Xing, 480+00	\$57,736.11
B148934	Electric/Communication Xing, Scottsdale Area	\$57,736.11
B148960	Electric/Communication Xing, 515+00	\$57,736.11

Summary of Change Order by Subcontractors and Subconsultants:

A.	Developer (construction)	\$ <u>654,250.00</u>
B.	Subcontractor Labor (professional services)	\$ <u>0.00</u>
C.	Subcontracts	\$ <u>135,000.00*</u>
	1. ID Guerra / Undetermined Sub - DBE	\$ <u>250,000.00</u>
	2. Undetermined Sub	

D. Grand Total \$1,039,250.00

* - At least \$135,000 of this change order will be performed by a DBE subcontractor.

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 008 CONTRACT NO. 183A Turnpike Project

SECTION III

The status of Substantial Completion is as follows:

- Unaffected by this Change Order Proposal

The status of Final Acceptance is as follows:

- Unaffected by this Change Order Proposal

Justification for Change Order with reference to CDA:

CDA Section 14.2.1 If the CTRMA desires to issue a CTRMA-Directed Change or to evaluate whether to initiate such a change, the CTRMA may, at its discretion, issues a Request for Change Proposal.

The above three sections represent a true and complete summary of all aspects of this change.

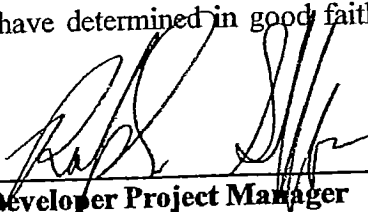
This Change Order Proposal includes all known and anticipated impacts or amounts, direct, indirect and consequential, which may be incurred as a result of the event, occurrence or matter giving rise to the proposed change.

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. 008

CONTRACT NO. 183A Turnpike Project

If the foregoing Change Order Proposal includes claims of Subcontractors or Suppliers, the undersigned have reviewed such claims and have determined in good faith that the claims are justified as to both entitlement and amount.



Developer Project Manager

7-14-06
Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. 008 CONTRACT NO. 183A Turnpike Project

SECTION IV (Reviewed by GEC Manager)

Michael J. Schae 7/19/06
GEC Team Construction Manager (CDA) Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. 008 CONTRACT NO. 183A Turnpike Project

SECTION V (Reviewed by GEC Project General Engineer)

Richard R. Ridge 7/17/05
Project General Engineer (CDA) Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. 008 CONTRACT NO. 183A Turnpike Project

SECTION VII (Approval by CTRMA)

CHANGE ORDER ISSUED: Yes No

CTRMA Executive Director Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER NO. _____008_____ CONTRACT NO. 183A Turnpike Project

SECTION VII (Approval by CTRMA)

CHANGE ORDER ISSUED: Yes No

CTRMA Executive Director

Date

Comments:

