

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

RESOLUTION NO. 06-59

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 Project (the "Project") as its initial project in a petition filed under the RMA rules and has subsequently undertaken to cause the Project to be constructed under the terms of a Comprehensive Development Agreement; and

WHEREAS, upon the completion of the Project, it will be necessary for the CTRMA to engage the services of peace officers to provide various law enforcement and policing services for the Project; and

WHEREAS, Section 370.181(c) of the Texas Transportation Code provides that an authority such as the CTRMA may contract with any state or local government for the services of peace officers provided by that government; and

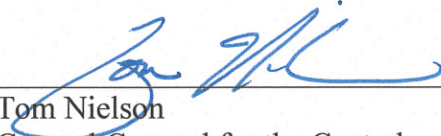
WHEREAS, the Board of Directors agrees that such law enforcement and policing services should be procured for the Project and desires that staff initiate the process for procuring such services by drafting and issuing a solicitation for information to solicit responses from those qualified governmental entities interested in providing such services to the CTRMA.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes the Executive Director and staff to develop and issue a solicitation of information to solicit governmental institutions interested in providing law enforcement and policing services for the Project to the CTRMA; and

BE IT FURTHER RESOLVED, that the Executive Director shall implement a process to review the responses to the solicitation of information and develop recommendations for the Board of Directors as to the best qualified entity to provide law enforcement and policing services for the Project to the CTRMA.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of October, 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 06-59
Date Passed 10/25/06

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

RESOLUTION NO. 06-60

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 of the selection of Hill Country Constructors as the Developer for 183-A, and the CTRMA and Hill Country Constructors subsequently entered into a CDA effective November 29, 2004 for the development of 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 and 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 an 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 construction of a median cable barrier system which will enhance the safety of those traveling on portions of the 183-A Project requires the issuance of Change Order No. 11, 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. 11 as set forth and in accordance with the terms thereof and attached hereto as Attachment "A"; and

BE IT FURTHER RESOLVED, that Change Order No. 11 is made an attachment to the Contract Documents, as defined in the CDA, as of the date that Change Order No. 11 is fully executed by the CTRMA and the Developer.

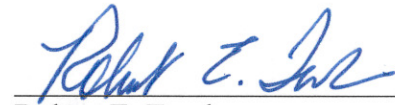
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of October, 2006.

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 06-60
Date Passed 10/25/06



Central Texas Regional
Mobility Authority

Change Order No. 011 Summary Construct Three Cable Barrier System

Description

Provide design and construction for a three cable barrier system in the median of 183A in lieu of the scoped post and cable system.

Justification

This work was requested to provide a crash worthy barrier system in the median of 183A. Originally scoped was a toll evasion system consisting of a post and single cable. The post and single cable system was not crash worthy. The three cable barrier system will prevent any crossover accident occurring on the main lanes of 183A.

Price

\$ 105,462.00

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



Central Texas Regional
Mobility Authority

MEMORANDUM

To: Mike Heiligenstein
Bill Chapman

Date: October 19, 2006

From: Richard Ridings *Richard Ridings*

Subject: Change Order No. 011 – Construct Three Cable Barrier System

Copies: Tom Neilson, Everett Owen, Ron Fagan

This attached Change Order (CO) No. 009 is in the amount of \$ 105,462.00. This change order includes the construction of a three cable barrier system in the median of 183A. This work was requested to provide a crash worthy barrier system in the median of 183A. Originally scoped was a toll evasion system consisting of a post and single cable. The post and single cable system was not crash worthy. The three cable barrier system will prevent any crossover accident occurring on the main lanes of 183A.

The GEC has reviewed the subject CO and recommends approval.

Attached is an update of the Change Order Budget.

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EXHIBIT M

FORM OF CHANGE ORDER

CHANGE ORDER PROPOSAL NO. 011 CONTRACT NO. 183A Turnpike

SECTION 1

Originator: Rich Ginder

Date: September 25, 2006

Title: Toll / Aesthetics Manager

Contract No. 183A Turnpike

Company Name: Hill Country Constructors

DESCRIPTION:

Design and construct a three cable barrier system in the center median between Avery Ranch Road and FM 1431.

Scope:

The original scope of the CDA, Technical Provisions, Section 11.4.10 required designing and installing measures such as fences, ditches, post and cable, and concrete barriers between mainlines and frontage roads, mainline medians, and ground toll plazas to prevent toll evasion. HCC's proposal included a designing and installing a single cable and wood post system to be placed in all locations where there are no concrete barriers, metal beam guard fence, and steep slopes in the medians. Since there are no continuous frontage roads north Avery Ranch Road and south of FM 1431, there is not a need to place toll evasion barriers between the mainline and frontage roads.

The revised scope is to design and install a 3-cable barrier system that is comparable with a recently installed cable barrier system along the center median of Mopac between Braker Lane and Anderson Road. This cable barrier system is to be located only in locations where there is not a concrete barrier or metal beam guard fence along the inside shoulder of either the northbound or southbound lanes.

CAUSE OF CHANGE ORDER REQUEST:

During the development of the bridge substructure aesthetic concept during the winter of 2005, HCC's designers expressed a concern about an unappealing condition with constructing a bent structure for the north side of the FM 1431 bridge for the ultimate exit

ramp. It was undetermined on the duration when the ultimate exit ramp bridge would be constructed. During the Aesthetics Workshop on April 6, 2005 it was determined that the CTRMA will request a change order proposal for the design and construction of the bridge header for the ultimate northbound exit ramp.


Developer Project Manager 9-25-05
Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 011

CONTRACT NO. 183A Turnpike

SECTION II

The total amount of this Change Order is \$ 105,462.00. Documentation supporting the Change Order is attached as Exhibits CO.11.1 through CO.11.3.

Payment Schedule Items Added/Deducted:

<u>Activity No.</u>	<u>Description</u>	<u>Amount</u>
A021505	Design of 3-Cable Barrier System	\$ 8,864.00
A021040	Design QA of Ult. Bridge Header	\$ 637.00
B0xxxxx	3-Cable Barrier System	\$ 79,988.00
A011184	Incidentals	\$ 13,190.00
A021030	Construction QA	\$ 2,783.00

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

A.	Developer Labor (construction)	
1.	Wages ¹	\$ 33,293.00
2.	Labor benefits ² (55% of A.1)	\$ 18,311.00
B.	Developer and Subcontractor Labor (professional services)	
1.	Wages ¹ (Raw)	\$ 3,878.00
2.	Labor benefits ² (145% of B.1, which includes overhead and profit)	\$ 5,623.00
3.	Off-duty peace officers and patrol cruisers ¹	\$ 0.00
C.	Materials ¹ (with taxes, freight and discounts)	\$ 45,350.00

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.

D.	Developer Equipment ¹	\$	16,620.00
E.	Subcontracts ¹ (Time and Materials costs)	\$	(35,540.00)
F.	Utility Direct Costs ¹	\$	0.00
G.	Overhead and Profit		
	1. Labor (25% of A.1 and A.2)	\$	12,901.00
	2. Traffic Control (5% of B.3)	\$	0.00
	3. Materials (15% of C)	\$	6,803.00
	4. Subcontracts (5% of E)	\$	(1,777.00)
	5. Utility Direct Costs (5% of F)	\$	0.00
H.	Grand Total	\$	105,462.00

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 011

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.

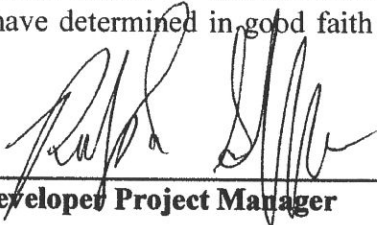
This Change Order Proposal includes all known and anticipated impacts or amounts, direct, indirect and consequential, which may be incurred as a result of the event, occurrence or matter giving rise to the proposed change.

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 011

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

9-25-06
Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 011

CONTRACT NO. 183A Turnpike

SECTION IV (Reviewed by GEC Manager)



GEC Team Construction Manager (CDA)

10/19/06

Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 011

CONTRACT NO. 183A Turnpike

SECTION V (Reviewed by GEC Project General Engineer)

Richard L. Padgett 10/19/06

Project General Engineer (CDA) **Date**

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 011

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. 011

CONTRACT NO. 183A Turnpike

SECTION VII (Approval by CTRMA)

CHANGE ORDER ISSUED: Yes No

CTRMA Executive Director

Date

Comments:

Exhibit CO.11.1
Cost Breakdown Spreadsheet

EXHIBIT M - Change Order Request #08

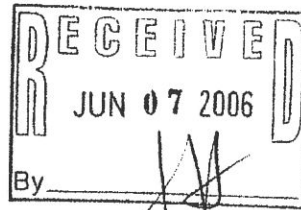
A. DEVELOPER LABOR (CONSTRUCTION)	
1. WAGES	33,293
2. LABOR BENEFITS (55% OF A.1)	18,311
B. DEVELOPER AND SUBCONTRACTOR LABOR (PROFESSIONAL SERVICES)	
1. WAGES	3,878
2. LABOR BENEFITS (145% OF B.1)	5,623
3. OFF-DUTY PEACE OFFICERS AND PATROL CRUISERS	-
C. MATERIALS	45,350
D. EQUIPMENT	16,620
E. SUBCONTRACTS	(35,540)
F. UTILITY DIRECT COSTS	-
G. OVERHEAD & PROFIT	
1. LABOR (25% OF A.1 and A.2)	12,901
2. TRAFFIC CONTROL (5% OF B.3)	-
3. MATERIALS (15% OF C)	6,803
4. SUBCONTRACTS (5% OF E)	(1,777)
5. UTILITY DIRECT COSTS (5% OF F)	-
H. GRAND TOTAL	105,462

US 1. A
Three Cable Barrier System

ITEM	DESCRIPTION	UOM	ORIGINAL QUANTITY	PROPOSED QUANTITY	DELTA	UNIT COST	A.1 LABOR	B.1 PROF SERV	C MATL	D EQUIP	E		TOTAL			
											SUB	SUB				
001	CABLE BARRIER SYSTEM	LF	-	3,730.00	3,730.00	9.35	11,354	-	34,864	7,212	-	-	53,430			
001A	MATERIALS	LF	-	3,730.00	3,730.00	9.35	-	-	34,864	-	-	-	34,864			
001B	EXCAVATE POSTS	EA	-	232.00	232.00	38.59	4,209	-	-	4,745	-	-	8,954			
001C	POSTS	EA	-	232.00	232.00	23.10	4,084	-	-	1,276	-	-	5,360			
001D	SET CABLES	LF	-	3,730.00	3,730.00	1.14	3,061	-	-	1,191	-	-	4,252			
002	CONCRETE FLATWORK	SF	-	7,035	7,035	4.85	16,441	-	8,279	9,408	-	-	34,128			
002A	MATERIALS	SF	-	7,035	7,035	1.18	-	-	8,279	-	-	-	8,279			
002B	EARTHWORK	SF	-	7,035	7,035	1.87	7,160	-	-	5,974	-	-	13,134			
002C	FORM/POUR/STRIP	CY	-	108	108	117.73	9,281	-	-	3,434	-	-	12,715			
003	CREDIT FOR ORIG POST AND CABLE	LF	12,730	-	(12,730)	3.00	-	-	-	-	-	(38,190)	(38,190)			
003A	POST AND CABLE FENCE	LF	12,730	-	(12,730)	3.00	-	-	-	-	-	(38,190)	(38,190)			
004	ADJUSTMENTS	LS	-	1	1	14,233.00	5,498	3,878	2,207	-	-	2,650	14,233			
017A	SURVEY PERSONNEL	MO	-	0	0	22,992.00	5,498	-	250	-	-	-	5,748			
017B	SAFETY, TOOLS, AND TRAINING	MH	-	1,869	1,869	1.05	-	-	1,957	-	-	-	1,957			
017C	CONSTRUCTION Q/A	LS	-	1	1	2,650.00	-	-	-	-	-	2,650	2,650			
017D	DESIGN (URS / TCB)	LS	-	1	1	3,618.00	-	3,618	-	-	-	-	3,618			
017D	DESIGN QA (KBR)	LS	-	1	1	260.00	-	260	-	-	-	-	260			
TOTAL CONSTRUCTION COSTS												63,601				
											33,293	3,878	45,360	16,620	(35,540)	63,601

Exhibit CO.11.2
CTRMA Request for Change Order Letter

June 5, 2006



Central Texas Regional
Mobility Authority

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

RE: 183A Project: Request for Change Proposal #008 Median Barriers

Dear Ralph:

The CTRMA requests that HCC provide a Change Proposal for the design and construction of triple cable and post barriers in the median wherever median barrier is not provided in the current design and where HCC has proposed a single post and cable design. The triple cable barrier system should be placed as close to the center of the median ditch as the drainage constraints will allow. HCC is to provide a preliminary design for CTRMA approval.

This request does not constitute approval of the requested change order. Such approval shall only be granted by formal action of the CTRMA Board of Directors.

If you have any questions, please contact Richard Ridings at (512) 697-2592.

Sincerely,


Mike Heiligenstein
Executive Director

Cc: Richard Ridings
Everett Owen
Tom Nielson
file

CDA 14.2.1-008
Rich Gander

301 Congress Avenue, Suite 650 Austin, TX 78701
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**Exhibit CO.11.3
HCC Construction Estimate**

305 HCD TEXAS REGIONAL OFFICE GRANITE CONSTRUCTION INCORPORATED PAGE: 1
 BID BODY BID INTERACTIVE DEVELOPMENT SYSTEM 2 (V 4.73) VER. #1.000 RUN DATE: 09/23/06
 BID DATE: 09/30/04 JOB 183A1205 : US 183A - NORTH TIE-IN ALTERNATE F ADD. # RUN TIME: 07:10

ITEM	DESCRIPTION	QUANTITY	UNIT COST	LABOR	MATERIAL	EQUIPMENT	SUBCONTRACT	TOTAL
ATL-4-20	CABLE BARRIER SYS TL-4-20	3,730.000 LF	17.051	33,292	45,350	16,620	-31,662	63,600
	1,869.4 MAN-HOURS			PERM MATL.	40,060			
	OWNER REQUESTED CHANGE ORDER REQUEST			JOB MATL.	5,290			

CABLE BARRIER SYSTEM - GIBRALTAR TL-4-20 SOCKETED SYSTEM

- ASSUMPTIONS:
- POSTS ARE SPACED AT 20 FT CENTERS
 - GIBRALTAR TL-4-20 SOCKETED SYSTEM IS USED
 - CABLE BARRIER SYSTEM IS LOCATED NEAR THE CENTER MEDIAN
 - CABLE BARRIER IS WHERE THERE IS NOT ANY FLEXIBLE OR RIGID BARRIERS ON EITHER INSIDE SHOULDER OF THE THE MAIN LANES
 - APRON AROUND END TERMINALS ARE ASSUMED TO BE 30' X 6' X 5" THICK
 - MOWSTRIP IS 1.5' WIDE AND 5" THICK.

SUMMARY OF APPROXIMATE LOCATIONS

BEGIN STA	END STA	LENGTH LF	POSTS EA	END EA	TERMINALS EA	MOWSTRIP SF	APRON CY	ROCK Y/N
61,750	61,975	225	12	2	2	338	5	360 N
68,075	68,315	240	13	2	2	360	6	360 N
70,875	71,740	865	44	2	2	1,298	20	360 N
72,650	74,500	1,850	94	1	1	2,775	43	180 Y
74,500	75,050	550	29	1	1	825	13	180 N

TOTALS	3,730	192	8	5,595	86	1,440	22	
001	CABLE BARRIER SYSTEM	3,730.000 LF	14.324	11,353	34,864	7,212		53,429
	621.4 MAN-HOURS			PERM MATL.	33,094			
				JOB MATL.	1,770			

001A	MATERIALS	3,730.000 LF	9.347	34,864	34,864	34,864		34,864
	01 TL-4-20 CABLE BARRIER SYSTEM	3,730.000 LF	6.100	PERM MATL.	33,094			
	02 END TERMINAL CABLE BARRIER SYST P	8.000 EA	1,040.000	JOB MATL.	1,770			<PLUG>
	03 TENSION METER - CABLE BARRIER J	1.000 EA	1,770.000		22,753			<PLUG>

305 HCD TEXAS REGIONAL OFFICE GRANITE CONSTRUCTION INCORPORATED PAGE: 2
 BID BODY BID INTERACTIVE DEVELOPMENT SYSTEM 2 (V 4.73) VER. #1.000 RUN DATE: 09/23/06
 BID DATE: 09/30/04 JOB 183A1205 : US 183A - NORTH TIE-IN ALTERNATE F ADD. # RUN TIME: 07:10

ITEM DESCRIPTION QUANTITY UNIT COST LABOR MATERIAL EQUIPMENT SUBCONTRACT TOTAL
 ATL-4-20 CABLE BARRIER SYS TL-4-20 - CONTINUED...

04

05 POST CONCRETE QUANTITIES

POST TYPE	QTY EA	LENGTH IN	DIAMETER IN	NEAT CY	VOL REBAR CY	LBS
LINE POST	192	30	12	14	1,370	
TERMINAL POST	32	30	12	2	228	
ANCHOR POST	8	72	24	6	589	
06 CONCRETE, CL A	232			22	2,187	
07 FACTOR 20% WASTE				26.000	CY	46.000
08 REINF STEEL, SUPPORT STEEL				22.000	CWT	1.500
09 REINF STEEL, STRUCTURES				22.000	CWT	36.000

001B EXCAVATE POSTS 232.000 EA 38.592 4,209 4,745 8,953
 5/10.0/1--- T - DAYS: 5.60 PROD. RATE: 4.14 EA/HR PERM MATL. JOB MATL.

235.2 MAN-HOURS 0.986 EA PER MAN-HOUR 1.014 MAN-HOURS PER EA

WORK DESCRIPTION	QUANTITY	PROD. RATE	PER HOUR	HOURS
01 LINE POST	192.000 EA	6.000	HOUR	32.000
02 TERMINAL POST	32.000 EA	2.000		16.000
03 ANCHOR POST	8.000 EA	1.000		8.000
DETAIL TOTALS	232.000			56.00 HOURS FOR ENTIRE CREW
02 OPERATOR FOREMAN 2006	L 1.000	6.269	1,454	
03 FOREMAN'S PICKUP (HR)	E 1.000	1.774		412
04 JD 710 G BACKHOE (2005)	E 1.000	13.257		3,076
05 EXCAVATOR OPERATOR 2006	L 1.000	4.410	1,023	
06 AUGER DRILL ATTACHMENT	0/ 32.000 HR	25.000		800
07 GENERAL LABOR 2006	L 2.000	6.675	1,549	
08 WATER TRUCK - FREIGHTLINER	E 0.200	1.972		457
09 LOWBOY DRIVER 2006	L 0.200	0.787	183	

305 HCD TEXAS REGIONAL OFFICE GRANITE CONSTRUCTION INCORPORATED PAGE: 4
 BID BODY BID INTERACTIVE DEVELOPMENT SYSTEM 2 (V 4.73) VER. #1.000 RUN DATE: 09/23/06
 BID DATE: 09/30/04 JOB 183A1205 : US 183A - NORTH TIE-IN ALTERNATE F ADD. # RUN TIME: 07:10

ITEM DESCRIPTION QUANTITY UNIT COST LABOR MATERIAL EQUIPMENT SUBCONTRACT TOTAL
 ATL-4-20 CABLE BARRIER SYS TL-4-20 - CONTINUED...

002 CONCRETE FLATWORK 7,035.000 SF 4.851 16,441 8,279 9,408 34,129

 948.0 MAN-HOURS PERM MATL. 6,966
 JOB MATL. 1,313

002A MATERIALS 7,035.000 SF 1.177 8,279 8,279

 PERM MATL. 6,966
 JOB MATL. 1,313

01 FLATWORK CONCRETE QTYS
 NEAT VOLUME 108CY
 WASTE 20%
 CONCRETE 130CY
 02 CONCRETE, CL B P 130.000 CY 44.250 5,753
 03 FORM MTL ALLOWANCE J/ 3,375.000 SF 0.350 1,181
 04 WELDED WIRE FABRIC, 6X6, 6/6 P 8,090.000 SF 0.150 1,214
 05 FACTOR 15% WASTE
 06 CONC CURE COMPOUND, TY 1 J 40.000 GAL 3.300 132

002B EARTHWORK 7,035.000 SF 1.867 7,160 5,974 13,135
 5/10.0/1--- T - DAYS: 6.16 PROD. RATE: 114.18 SF/HR PERM MATL. JOB MATL.

462.1 MAN-HOURS 15.224 SF PER MAN-HOUR 0.066 MAN-HOURS PER SF
 WORK DESCRIPTION QUANTITY PROD. RATE PER HOUR HOURS
 : 01 MOWSTRIP (1.5' WIDE) 5,595.000 SF 200.000 27.98
 : 02 END TERMINALS 1,140.000 EA 300.000 3.80
 : 03 SHOULDERING 7,460.000 LF 250.000 29.84
 :
 : DETAIL TOTALS 14,195.000 61.62 HOURS FOR ENTIRE CREW
 :
 : 02 OPERATOR FOREMAN 2006 L 1.000 0.227 1,600
 : 03 FOREMAN'S PICKUP (HR) E 1.000 0.064 453

ITEM DESCRIPTION QUANTITY UNIT COST LABOR MATERIAL EQUIPMENT SUBCONTRACT TOTAL
 ATL-4-20 CABLE BARRIER SYS TL-4-20 - CONTINUED...

04	CAT D4 XL (1998)	E	0.500	0.177				1,247	
05	DOZER OPERATOR 2006	L	0.500	0.081	571				
06	JD 624J IT LOADER (2005)	E	0.500	0.190				1,337	
07	FRONT END LOADER OPR 06	L	0.500	0.063	444				
08	IR SP20 HAND ROLLER(O)	B	2.000	0.450	1,487				
09	WATER TRUCK - FREIGHTLINER	E	0.500	0.179				1,680	
10	LOWBOY DRIVER 2006	L	0.500	0.071	502				
11	GENERAL LABOR 2006	L	3.000	0.363	2,556				
002C	FORM/POUR/STRIP		108.000 CY	117.729	9,281			3,434	12,715

5/10.0/1--- T - DAYS: 6.94 PROD. RATE: 1.56 CY/HR PERM MATL.
 485.9 MAN-HOURS 0.222 CY PER MAN-HOUR 4.499 MAN-HOURS PER CY JOB MATL.

WORK DESCRIPTION	QUANTITY	PROD. RATE	PER	HOURS
01 FORM EDGES	3,375.000 SF	20.000	MER	33.75
02 SET MESH	7,035.000 SF	100.000		14.07
03 POUR CONCRETE	108.000 CY	1.000		21.60
DETAIL TOTALS	10,518.000			69.42 HOURS PER 5.0 MEMBER CREW

02	CARPENTER 4-MAN 2006	L	1.000	18.891	2,040				
03	FOREMAN'S PICKUP (HR)	E	1.000	4.724				510	
04	CARPENTER 2006	L	2.000	19.245	2,078				
05	CONCRETE FINISHER 2006	L	2.000	29.044	3,137				
06	GENERAL LABOR 2006	L	1.000	8.887	960				
07	JD 624J IT LOADER (2005)	E	0.500	13.944				1,506	
08	FRONT END LOADER OPR 06	L	0.500	4.631	500				
09	WATER TRUCK - FREIGHTLINER	E	0.500	13.125				1,417	
10	LOWBOY DRIVER 2006	L	0.500	5.239	566				

003 CREDIT FOR ORIG POST AND CABLE 12,730.000 LF -3.000 -38,190
 ***** PERM MATL. *****
 ***** PERM MATL. *****
 ***** PERM MATL. *****

305 HCD TEXAS REGIONAL OFFICE GRANITE CONSTRUCTION INCORPORATED PAGE: 6
 BID BODY BID INTERACTIVE DEVELOPMENT SYSTEM 2 (V 4.73) VER. #1.000 RUN DATE: 09/23/06
 BID DATE: 09/30/04 JOB 183A1205 : US 183A - NORTH TIE-IN ALTERNATE F ADD. # RUN TIME: 07:10

ITEM DESCRIPTION QUANTITY UNIT COST LABOR MATERIAL EQUIPMENT SUBCONTRACT TOTAL

ATL-4-20 CABLE BARRIER SYS FL-4-20 - CONTINUED...

003A POST & CABLE FENCE 12,730.000 LF -3.000 -38,190 -38,190

PERM MATL.
 JOB MATL.

01 THE ORIGINAL PROPOSAL HAD 12,730 LF BETWEEN FM 1431 AND THE SOUTH END OF THE PROJECT.

A CREDIT FOR THE FULL AMOUNT OF THE SINGLE POST AND CABLE SYSTEM WILL BE PROVIDED BECAUSE THE 3-CABLE SYSTEM ELIMINATES THE NEED FOR THE SINGLE POST AND CABLE SYSTEM.

02 POST & CABLE FENCE 12,730.000 LF -3.000 -38,190

004 ADJUSTMENTS 1.000 LS 14,232.460 5,498 2,207 6,528 14,232

004A SURVEY PERSONNEL 0.250 MO 22,990.400 5,498 250 5,748
 5/10.0/1--- D - DAYS: 5.00

300.0 MAN-HOURS
 PERM MATL. 2,207
 JOB MATL. 250

01 SURVEY CHIEF 0.001 MO PER MAN-HOUR 1,200.000 MAN-HOURS PER MO 250
 G 0.250 MO 5,200.000 1,300
 02 INSTRUMENT MAN L 3.000 9,998.999 2,500
 L 3.000 6,791.400 1,698
 04 *SURV-SURVEY SUPPLIES J/ 0.250 MO 1,000.000 250

004B SAFETY AND SMALL TOOLS 1,869.000 MHR 1.047 1,957 1,957

PERM MATL.
 JOB MATL.

01 *SAFETY-FIRST AID SUPPLIES J/ 1,869.000 MHR 0.040 1,957
 02 *SAFETY-PROTECTIVE CLOTHING J/ 1,869.000 MHR 0.070 75
 03 *SAFETY-SAFETY AWARDS J/ 1,869.000 MHR 0.080 131
 04 SAFETY SUPPLIES J/ 1.000 EA 200.000 150
 05 *TOOL-SMALL TOOLS HAND J/ 1,869.000 MHR 0.750 200 1,402

305 HCD TEXAS REGIONAL OFFICE GRANITE CONSTRUCTION INCORPORATED PAGE: 7
 BID BODY BID INTERACTIVE DEVELOPMENT SYSTEM 2 (V 4.73) VER. #1.000 RUN DATE: 09/23/06
 BID DATE: 09/30/04 JOB 183A1205 : US 183A - NORTH TIE-IN ALTERNATE F ADD. # RUN TIME: 07:10

ITEM DESCRIPTION QUANTITY UNIT COST LABOR MATERIAL EQUIPMENT SUBCONTRACT TOTAL

ATL-4-20 CABLE BARRIER SYS TL-4-20 - CONTINUED...

004C	CONSTRUCTION QA	1.000 LS	2,650.000			2,650	2,650
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PERM MATL.
JOB MATL.

01 RODRIGUEZ QA s/ 1.000 LS 2,650.000 2,650
 02 AT BID TIME RODRIGUEZ QA TESTING WAS FIGURED TO BE 4.37% OF THE DIRECT CONSTRUCTION DOLLARS.

004D	DESIGN COST	1.000 LS	3,878.000			3,878	3,878
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PERM MATL.
JOB MATL.

01 URS s/ 1.000 LS 3,618.000 3,618
 02 URS PREPARED A COST ESTIMATE WHICH WAS \$3,619.
 03 KBR s/ 1.000 LS 260.000 260
 04 KBR PROFESSIONAL SERVICES WAS FIGURED TO BE 0.43% OF THE TOTAL DIRECT CONSTRUCTION AMOUNT
 THIS EXCLUDES KBR'S MULTIPLIER OF 2.92

**Exhibit CO.11.4
HCC Design Estimate**

**Attachment A
Change Order #xx
Cable Guard Fence**

URS	Rate	Mult	Hours	Raw \$	Total
Mindy Steckmest	\$46.98	2.92	16	\$751.68	\$2,194.91
Bob Murphy	\$28.80	2.92	32	\$921.60	\$2,691.07
Barbara McKinney	\$27.36	2.92	16	\$437.76	\$1,278.26
Melissa Tucker	\$24.32	2.92	4	\$97.28	\$284.06
Subtotal - Labor:				\$2,208.32	\$6,448.29

TCB	Rate	Mult	Hours	Raw \$	Total
Glenn Kunze	\$62.82	2.92	4	\$251.28	\$733.74
Ken Schrock	\$43.34	2.92	16	\$693.44	\$2,024.84
Bryan Young	\$29.11	2.92	16	\$465.76	\$1,360.02
Subtotal - Labor:				\$1,410.48	\$4,118.60

Total:				\$3,618.80	\$10,566.90
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Pulled 61-62

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

RESOLUTION NO. 06-61

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, Section 370.305 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements ("CDAs"); and

WHEREAS, in a minute order approved on August 25, 2005, the Texas Transportation Commission authorized the CTRMA to pursue the development of the 290 East Turnpike Project; and

WHEREAS, Section 9 of the CTRMA's Procurement Policies sets forth the process by which the CTRMA may solicit proposals relating to a CDA through the issuance of a request for qualifications ("RFQ"); and

WHEREAS, in Resolution 05-77, dated October 26, 2005, the CTRMA Board of Directors authorized the issuance of an RFQ for the development of the 290 East Turnpike Project and directed staff to take such other actions as necessary to implement a process to review the RFQ responses received, assess such responses based on the criteria identified in the RFQ, and prepare a recommendation to the Board of Directors regarding a short-list of proposing teams to further participate in the CDA process and to receive a request for detailed proposals ("RFDP"), all as set forth in Section 9 of the CTRMA's Procurement Policies; and

WHEREAS, on December 16, 2005, staff issued the RFQ, with a response deadline of February 3, 2006; and

WHEREAS, the CTRMA received three responses to the RFQ on February 3, 2006 and based on those responses and other analyses as presented by the CTRMA staff, the Board of Directors, in Resolution No. 06-12, dated February 22, 2006, designated a "short-list" comprised of the three proposing teams to receive a RFDP for the development of the 290 East Turnpike Project; and

WHEREAS, as statutorily required, in accordance with the CTRMA's Procurement Policies, and in order to obtain ownership of the work product contained in any unsuccessful detailed

proposals, CTRMA must pay an unsuccessful proposing team submitting a detailed proposal in response to an RFDP a stipulated amount of the final contract price; and

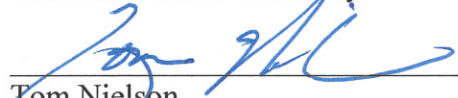
WHEREAS, in Resolution No. 06-12, the CTRMA Board of Directors directed staff to make a recommendation to the Board as to the amount that will be paid by CTRMA to entities submitting unsuccessful detailed proposals;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA, upon the recommendation of staff, hereby authorizes that payment equal to the lesser of \$350,000.00 or 0.1% of the final successful proposing team's Development Price Proposal as indicated on Form L-1 of the CDA shall be made to each of the unsuccessful proposing teams submitting qualified detailed proposals in response to the RFDP for the 290 East Turnpike Project; and

BE IT FURTHER RESOLVED, that the Board of Directors authorizes staff to incorporate provisions for such payment within the RFDP documents to be issued to the short-listed proposing teams.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of October, 2006.

Submitted and reviewed by:



Tom Nielson
Legal Counsel for the Central
Texas Regional Mobility Authority

Approved:

Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-61
Date Passed 10/25/06

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

RESOLUTION NO. 06-62

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, Section 370.305 of the Texas Transportation Code authorizes regional mobility authorities to develop projects through the use of comprehensive development agreements (“CDAs”); and

WHEREAS, in a minute order approved on August 25, 2005, the Texas Transportation Commission authorized the CTRMA to pursue the development of the 290 East Turnpike Project; and

WHEREAS, Section 9 of the CTRMA’s Procurement Policies sets forth the process by which the CTRMA may solicit proposals relating to a CDA through the issuance of a request for qualifications (“RFQ”); and

WHEREAS, in Resolution 05-77, dated October 26, 2005, the CTRMA Board of Directors authorized the issuance of an RFQ for the development of the 290 East Turnpike Project and directed staff to take such other actions as necessary to implement a process to review the RFQ responses received, assess such responses based on the criteria identified in the RFQ, and prepare a recommendation to the Board of Directors regarding a short-list of proposing teams to further participate in the CDA process and to receive a request for detailed proposals (“RFDP”), all as set forth in Section 9 of the CTRMA’s Procurement Policies; and

WHEREAS, on December 16, 2005, staff issued the RFQ, with a response deadline of February 3, 2006; and

WHEREAS, the CTRMA received three responses to the RFQ on February 3, 2006 and based on those responses and other analyses as presented by the CTRMA staff, the Board of Directors, in Resolution No. 06-12, dated February 22, 2006, designated a “short-list” comprised of the three proposing teams to receive a RFDP for the development of the 290 East Turnpike Project; and

WHEREAS, in Resolution No. 06-12, the CTRMA Board of Directors directed staff to begin work on a draft RFDP, including formulating criteria to be used in evaluating the detailed

proposals, assigning relative weight to those criteria, and establishing the deadline date by which detailed proposals must be received; and

WHEREAS, staff has issued a draft RFDP to those teams short-listed for the RFDP phase of the CDA process to allow the opportunity for industry review and comment as well as workshops and one-on-one meetings with each of the three short-listed teams to answer questions and receive feedback on the draft RFDP; and

WHEREAS, staff has evaluated the comments and feedback received on the draft RFDP, has made additions, revisions and corrections to the draft RFDP, and recommends issuance of the RFDP in its revised and finalized form;

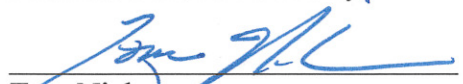
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes staff to issue the final RFDP documents to each of the three short-listed teams previously designated by the Board in Resolution 06-12; and

BE IT FURTHER RESOLVED, that the staff is authorized to continue the RFDP process, conduct such meetings and workshops with the proposing teams as are required to maximize the efficiency of the process, and issue such addenda to the RFDP as are necessary to further the interest of the CTRMA in developing the 290 East Turnpike Project; and

BE IT FURTHER RESOLVED, that the staff should report back to the Board as to the status and progress of the RFDP process from time to time until the RFDP responses are received.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of October, 2006.

Submitted and reviewed by:



Tom Nielson
Legal Counsel for the Central
Texas Regional Mobility Authority

Approved:

Robert E. Tesch
Chairman, Board of Directors
Resolution Number 06-62
Date Passed 10/25/06

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

RESOLUTION NO. 06-63

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 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") previously developed a scope of work and a proposed budget to conduct traffic simulations and other feasibility work related to various CTMRA projects and potential projects; and

WHEREAS, the Board of Directors in Resolution 06-35, dated June 28, 2006, approved Work Authorization No. 6.0 and found that the scope of work included therein was necessary and appropriate to further assess the feasibility of certain projects and potential projects; and

WHEREAS, the GEC has undertaken the scope of work described in Work Authorization No. 6.0, and has determined that further efforts are necessary to realize the full benefits of such scope of work; and

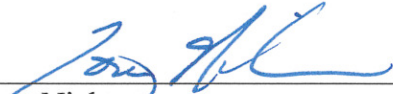
WHEREAS, the CTRMA staff and the GEC have represented to the Board of Directors that the Supplement to Work Authorization No. 6.0 in substantially the form attached hereto as Attachment "A" is necessary and appropriate to allow for the further assessment of the feasibility of certain projects and potential projects.

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

BE IT FURTHER RESOLVED, that all work performed under the Supplement to 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.

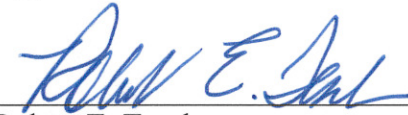
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of October, 2006.

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 06-63
Date Passed 10/25/06

Attachement "A"
To
Resolution No. 06-63
Supplement to Work Authorization No. 6.0

EXHIBIT B**WORK AUTHORIZATION****Work Authorization No. 6.0****Supplement No. 1**

This Supplement No. 1 to work Authorization No. 6.0 is made as of this 25th day of October, 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 **\$94,888.00**. 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 **6 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 **\$94,888.00** 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: _____

By: _____

Signature: _____

Signature: _____

Title: _____

Title: _____

Date: _____

Date: _____

CENTRAL TEXAS RMA**EXHIBIT A – SCOPE OF WORK****WORK AUTHORIZATION NO. 6.0
SUPPLEMENT NO. 1****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.

1.0 Financial Analyses of Phase II Toll Projects

The GEC will continue to perform technical support and financial analyses related to the Phase II Toll Projects. Specific efforts will include:

- 1.1 Prepare documentation of the refined analyses and associated findings suitable for distribution to the CAMPO Transportation Policy Board, political leaders, and other stakeholders.
- 1.2 Develop presentations which communicate details of the refined analyses and associated findings to the CAMPO Transportation Policy Board, political leaders, and other stakeholders.
- 1.3 Provide information in response to questions received from the CAMPO Transportation Policy Board, political leaders, and other stakeholders regarding the Phase II Toll Projects, as required.

Attachment B - Fee Estimate

CTRMA General Engineering Consultant
 HNTB Corporation - Man-hour Breakdown & Fee Estimate
 Financial Analyses of Phase II Toll Projects

Work Authorization No. 6
 Supplement No. 1
 October 25, 2006

DRAFT

Task 1 - Financial Analyses of Phase II Toll Projects

TASK / WORK DESCRIPTION

- 1.0 Financial Analyses of Phase II Toll Projects
 - 1.1 Prepare documentation of analyses 80 120 296
 - 1.2 Develop presentations related to analyses & findings 40 120 216
 - 1.3 Provide information in response to stakeholder questions 80 80 256

	A	B	C	D	E	F	TOTAL
	16	80		80	120		296
	16	40		40	120		216
	16	80		80	80		256
% Total by Classification	6.25%	26.04%	0.00%	26.04%	41.67%	0.00%	

Total Loaded Labor

\$ 9,510 \$ 33,964 \$ - \$ 22,643 \$ 27,171 \$ - \$ 93,288

Direct Expenses

Plotting and Reproduction \$ 1,000
 Mail and Deliveries \$ 100
 Travel \$ 500
Total Direct Expenses \$ 1,600

Task 1 - Financial Analyses of Phaes II Toll Projects

\$ 94,888

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

RESOLUTION NO. 06-64

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, in Board Resolution No. 04-18 the Board of Directors found that the services of a trustee for the administration of trust indenture requirements to be important to the operations of the CTRMA and a requirement of eventual purchasers of CTRMA-issued revenue bonds; and

WHEREAS, the CTRMA solicited proposals for the provision of trustee services, and in Resolution No. 04-34, dated July 28, 2004, the Board of Directors selected JP Morgan to provide trustee services under the bond trust indenture for the 183-A Turnpike Project, and the CTRMA subsequently entered into an agreement with JP Morgan for the provision of such services; and

WHEREAS, due to a change in ownership of JP Morgan's corporate trust business, staff recommended that the CTRMA initiate a new procurement process to retain one or more qualified financial institutions to perform trustee services for the CTRMA; and

WHEREAS, the Board of Directors, in Resolution 06-57, dated September 27, 2006, authorized the Executive Director and staff to develop and issue a Request for Proposals ("RFP") to solicit responses from those institutions interested in providing such services to the CTRMA; and

WHEREAS, CTRMA staff caused an RFP to be issued on September 28, 2006; and

WHEREAS, three firms submitted responses to the RFP; and

WHEREAS, CTRMA staff and financial consultants have received and evaluated the RFP responses; and

WHEREAS; based on their evaluation, CTRMA staff and financial consultants recommend that Regions Bank be retained as trustee to administer the trust indenture requirements for bonds issued from time to time by the CTRMA;


NOW THEREFORE, BE IT RESOLVED, that the CTRMA Board of Directors approves of the selection of Regions Bank to provide trustee services under the bond trust indentures for CTRMA projects; and

BE IT FURTHER RESOLVED, that the Executive Director is directed to negotiate and finalize an agreement with Regions Bank for the provision of trustee services consistent with the RFP, CTRMA procurement policies and this Resolution and that such agreement may be executed by the Executive Director upon its completion under the terms hereof.

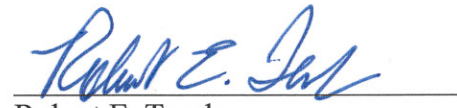
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of October, 2006.

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 06-64
Date Passed 10/25/06

Attach Copy of RFP Form

List of Proposing Institutions

Regions Bank

Bank of New York

Wells Fargo Bank

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY
REQUEST FOR PROPOSALS
TO PROVIDE
TRUSTEE SERVICES**

**RFP Issue Date: September 28, 2006
Response Due: 2:00 PM CST, October 16, 2006
301 Congress Ave., Suite 650
Austin, Texas 78701**

**CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY
REQUEST FOR PROPOSALS**

The Central Texas Regional Mobility Authority (CTRMA), a political subdivision of the State of Texas, is soliciting proposals from qualified financial institutions to serve as Trustee for the CTRMA's current and future bond issues. There has been a change in our current Trustee, JPMorgan Chase, as the Bank of New York has purchased and assumed the Trustee role from JPMorgan Chase.

Final responses must be received in the offices of the CTRMA before 2:00 p.m., C.S.T., October 16, 2006 to be eligible for consideration.

Respondents must be a corporation or banking association, duly organized and doing business under the laws of the United States or of any state, authorized under such laws to exercise corporate trust powers and subject to supervision or examination by federal or state banking authority, of good standing, and having, at the time of its appointment, a combined capital and surplus aggregating not less than \$100,000,000, or is an affiliate of, or has a contractual relationship with, a corporation or banking association meeting such capital and surplus requirement which guarantees the obligations and liabilities of the proposed trustee, and which is subject to supervision or examination by a federal or state banking authority.

Each respondent will be evaluated on its experience in providing trustee services of the type anticipated to be required by the CTRMA, the expertise of personnel who will be assigned to the CTRMA, the respondents' office location(s), size of the respondents' institution, and the reputation of the respondent in the provision of trustee services.

Proposals filed will be reviewed by the CTRMA's CFO and General Council, as well as the Financial Advisors to the CTRMA, in order to identify those most qualified and experienced respondents who may best serve the CTRMA.

The final selection of the Trustee, if any, will be made following completion of review of the responses, interviews if desired by the CTRMA, and negotiation of a fee structure which provides the best overall value to the Authority. The recommendation, if any, will be to the Executive Director and after his review and concurrence, will be made to the Board for their approval at the October 25, 2006 Board meeting.

Questions concerning this assignment shall be directed to Mr. William Chapman, CFO for the CTRMA, at (512) 450-6284.

DESCRIPTION OF CTRMA: The CTRMA is a regional entity granted broad powers under state law to study, design, construct, operate, expand, enlarge, and extend transportation projects in the region of the Authority (i.e., Travis and Williamson Counties) and adjacent areas as permitted by law. Transportation projects over which the CTRMA exercises responsibility include, but are not limited to: turnpike projects, toll highways and facilities, freight and passenger rail facilities, airports, intermodal hubs, and systems of transportation projects. The CTRMA has statutory authorization to use debt financing to pay all or part of the cost of a transportation/turnpike project. The debt financing may be in the form of revenue bonds, refunding bonds, or other pledges of securities or capital.

DESCRIPTION OF PROPOSED CTRMA PROJECTS: The initial project currently being constructed by the CTRMA is proposed US 183-A ("the Project"), a 12-mile turnpike project located in Williamson County. US 183-A will connect with existing US 183 at State Highway 45 (existing FM 620) and extend northward, parallel to (and east of) existing US 183. The Project will reconnect with US 183 near the San Gabriel River, approximately three miles north of Leander. Currently, US 183 is a four-lane suburban, non-divided arterial with no room for expansion. It carries traffic volumes that far exceed the safe and efficient carrying capacity of a facility of its size. US 183-A will serve as a reliever and will enhance mobility and safety within this segment of the state highway system.

The Project is currently under construction with a completion date of March 3, 2007. Future projects of the CTRMA follow the Capital Area Metropolitan Planning Organization's 2030 plan and can be found at the CTRMA's web site: www.mobilityauthority.org.

SCOPE OF SERVICES:

Trustee services shall be provided in accordance with the terms of the Indenture authorizing the sale of CTRMA obligations. As permitted by the Indenture, CTRMA will use the book-entry only system of securities registration with DTC. The Trustee shall designate a relationship officer and/or administrator assigned to the CTRMA and shall provide a list of contact personnel who are qualified to provide information and assistance.

A copy of the Bond Indenture and Official Statement are included in the posting of this Request for Proposals.

SUBMITTAL RESTRICTIONS:

Submittal text shall be limited to twenty (20) pages in length, exclusive of professional resumes, cover sheets, flyleaves, tables of content, dividers, etc., printed on two sides and double-spaced. Materials in excess of the specified 20-pages will not be reviewed. Preprinted brochure material may be included in the submittal if desired and will not be counted in the 20-page maximum.

RESPONSE FORMAT AND EVALUATION:

Response Format

Each respondent to this RFP must prepare its response to incorporate the following information:

General Information

All responses must provide the following information. To ease evaluation, please provide the information in the following order:

- Name, address, telephone number, fax number, e-mail address, and title of the individual submitting the response for your institution and to whom questions or requests for additional data should be directed.
- Brief history of the institution.
- Proposer's corporate address.
- Proposer's current capital position.
- Address of office(s) where personnel to service the CTRMA account will be stationed.
- From January 1, 2001 to present, indicate your institution's Trustee experience with municipal debt issuers in the State of Texas and with turnpike and/or transportation revenue bonds.
- Provide a *brief* description of the background and experience of all personnel in your Trust Department who would be assigned to the CTRMA. Please specifically indicate general revenue bond experience, toll way and transportation revenue bond experience. Indicate the role that each individual would play.

- List at least four references that the CTRMA would be allowed to contact; two or more should be related to recent financing transactions. Please provide name, title, affiliation, address and telephone number. The CTRMA reserves the right to independently contact other references.
- Provide a listing of your institution's fees to serve as trustee to the CTRMA by completing Attachment A – Proposal Sheet.

TRANSMITTAL LETTER:

All proposals must include a completed transmittal letter signed by an employee of the institution that is authorized to commit the proposer.

AUDITED ANNUAL REPORT:

Proposals must include the institution's latest Audited Annual Report.

SELECTION CRITERIA:

The following criteria will be used to evaluate each proposal and to make a final selection of the best responsible proposer.

- Lowest cost, consistent with the other selection criteria.
- Demonstrated ability to meet service requirements now and over the term of the contract.
- Local Office.
- Proposal responsiveness.

DELIVERY AND DEADLINE FOR SUBMISSION OF RESPONSES:

An unbound original and five (5) copies (a total of six (6) sets) of the complete proposals must be received by October 16, 2006 at 2:00 P.M., C. S.T.

The original and all copies must be submitted in a sealed envelope, or container, stating on the outside the proposer's name, address, telephone number, the RFP title, and Proposal Due Date to:

**William Chapman
CTRMA
301 Congress Avenue, Suite 650
Austin, Texas 78701**

Proposers are responsible for informing any commercial delivery service, if used, of all delivery requirements and for ensuring that the required address appears on the outer wrapper or envelope used by such service. The proposal must be signed by an officer of the company who is legally authorized to enter into a contractual relationship in the name of the Proposer.

**Attachment A
PROPOSAL SHEET**

**Re: \$167,967,610.70 Central Texas Regional Mobility Authority
US 183A Toll Road Project, Senior Lien Revenue Bonds, Series 2005**

**\$66,000,000 Central Texas Regional Mobility Authority
US 183A Toll Road Project, Subordinate Lien Revenue Bond Anticipation
Notes, Series 2005**

Bank Name _____

Please provide a listing of your bank's fees to serve as Trustee on the above captioned bond issue.

Annual Fee	\$ _____	
Acceptance Fee	\$ _____	
Legal Counsel	\$ _____	(not to exceed amount)
Other Fees	\$ _____	

Authorized signature _____

Title _____

Date _____

Proposals Due: 2:00 P.M., C.S.T., October 16, 2006

List of Proposing Institutions

Regions Bank

Bank of New York

Wells Fargo Bank

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

RESOLUTION NO. 06-65

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 is responsible to insure accurate financial records are maintained using sound and acceptable financial practices; and

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

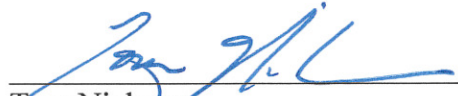
WHEREAS, the Board of Directors has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the CTRMA's Chief Financial Officer, to review invoices, approve disbursements, and prepare and maintain accurate financial records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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of September 2006 and has caused a Financial Report for September 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 September 2006, attached hereto as Attachment "A."

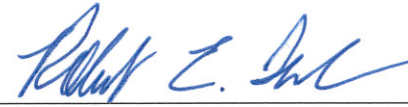
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of October, 2006.

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 06-65
Date Passed 10/25/06

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

Revenue	Budget FY 2007	Actual Year To Date 9/30/2006	Percent Of Budget	Actual Year To Date 9/30/2005
Toll Revenue-Cash-183A	510,000.00	0.00		0.00
Toll Revenue-TxTag-183A	510,000.00	0.00		0.00
Interest Income	503,050.00	122,522.79	24.36%	96,531.63
Reimbursed Expenditures	51,000.00	12,633.39	24.77%	0.00
Total Revenue	1,574,050.00	135,156.18	8.59%	96,531.63

Expenditures	Budget FY 2007	Actual Year To Date 9/30/2006	Percent Of Budget	Actual Year To Date 9/30/2005
Regular	1,210,148.00	227,130.13	18.77%	157,444.12
Part Time	17,000.00	0.00		0.00
Overtime	10,000.00	419.09	4.19%	0.00
Contractual Employees	130,000.00	43,250.00	33.27%	31,011.30
TCDRS	155,866.00	30,600.16	19.63%	21,963.50
FICA	64,527.00	10,962.16	16.99%	7,733.39
FICA MED	17,939.00	3,238.27	18.05%	2,233.03
Health Insurance	117,223.00	21,410.43	18.26%	7,027.50
Life Insurance	1,682.00	300.75	17.88%	0.00
Auto Allowance	9,000.00	1,750.00	19.44%	1,950.00
Other Benefits	88,471.00	9,868.05	11.15%	0.00
Unemployment Taxes	4,590.00	188.00	4.10%	0.00
Workers Compensation	5,324.00	0.00		0.00
Total Salaries & Wages	1,831,770.00	349,117.04	19.06%	229,362.84

	Budget FY 2007	Actual Year To Date 9/30/2006	Percent Of Budget	Actual Year To Date 9/30/2005
Contractual Services				
Professional Services				
Accounting	12,000.00	1,775.23	14.79%	9,466.25
Auditing	35,000.00	11,000.00	31.43%	8,500.00
Financial Advisors	4,000.00	0.00		0.00
General Engineering Consultant	450,000.00	0.00		5,568.75
General System Consultant	100,000.00	0.00		0.00
Geotechnical	1,200,000.00	0.00		0.00
Human Resources	22,000.00	130.40	0.59%	0.00
Legal	300,000.00	585.00	0.20%	81,532.19
Photography	15,000.00	0.00		3,195.00
Traffic & Revenue Consultants	40,000.00	0.00		0.00
Transcripts	2,000.00	0.00		1,900.00
Total Professional Services	2,180,000.00	13,490.63	0.62%	110,162.19
Other Contractual Services				
IT Services	25,000.00	1,665.25	6.66%	0.00
Graphic Design Services	50,000.00	0.00		18,804.02
Website Maintenance	20,000.00	4,041.25	20.21%	0.00
Research Services	45,000.00	0.00		42,628.07
Copy Machine	13,000.00	1,653.48	12.72%	0.00
Software licenses	21,675.00	7,259.80		0.00
Advertising	50,000.00	7,665.89	15.33%	0.00
Direct Mail	20,000.00	0.00		0.00
Video Production	50,000.00	34,487.98	68.98%	0.00
Television	150,000.00	116,845.25	77.90%	0.00
Radio	50,000.00	0.00		0.00
Other Public Relations	0.00	13,933.75		14,555.70
Security Contracts	60,000.00	134.40	0.22%	0.00
Cell Phones	10,170.00	1,317.50	12.95%	742.68
Local	18,240.00	1,545.75	8.47%	0.00
Long Distance	2,400.00	223.82	9.33%	0.00
Internet	4,000.00	918.00	22.95%	0.00
Other Communication Expense	1,000.00	20.26	2.03%	343.50
Dues & Subscriptions	7,200.00	600.00	8.33%	1,245.00
Memberships	18,950.00	115.00	0.61%	0.00
Continuing Education	9,000.00	1,303.00	14.48%	0.00
Professional Development	11,000.00	0.00		8,441.10
Seminars and Conferences	21,400.00	9,500.00	44.39%	3,028.39
Total Travel	70,500.00	7,174.11	10.18%	19,875.08
Other Contractual Svcs	9,000.00	735.00	8.17%	0.00
Contractual Contingencies	161,000.00	148.50	0.09%	
Total Other Contractual Services	826,860.00	211,287.99	25.55%	109,663.54
Total Contractual Expenses	3,006,860.00	224,778.62	7.48%	219,825.73

Materials and Supplies	Budget	Actual Year	Percent	Actual Year
	FY 2007	To Date 9/30/2006	Of Budget	To Date 9/30/2005
Books & Publications	3,600.00	489.87	13.61%	0.00
Office Supplies	18,750.00	2,361.98	12.60%	4,176.96
Computer Supplies	17,500.00	44.36	0.25%	0.00
Copy Supplies	6,000.00	0.00		0.00
Annual Report	20,000.00	0.00		0.00
Other Reports	60,500.00	0.00		0.00
Office Supplies	18,350.00	0.00		156.35
Maintenance Supplies	500.00	0.00		0.00
Promotional Items	12,500.00	0.00		0.00
Displays	10,000.00	1,750.00	17.50%	0.00
Tools & Equipment	2,250.00	0.00		135.69
Misc Materials & Supplies	6,000.00	0.00		0.00
Total Materials & Supplies Exp	175,950.00	4,646.21	2.64%	4,469.00
Operating Expenses				
Gasoline	10,000.00	0.00		18.92
Mileage Reimbursement	8,200.00	567.58	6.92%	1,731.98
Parking	22,100.00	3,201.28	14.49%	548.27
Meeting Facilities	3,000.00	0.00		0.00
Meeting Expense	4,900.00	569.18	11.62%	0.00
Public Notices	3,500.00	3.00	0.09%	189.30
Postage	11,500.00	341.93	2.97%	15.99
Overnight Services	2,200.00	37.12	1.69%	0.00
Delivery Services	3,200.00	333.14	10.41%	221.56
Insurance	26,200.00	6,753.64	25.78%	2,190.75
Reimbursements	1,150.00	0.00		28.36
Repair and Maintenance	3,600.00	0.00		144.78
Rent	162,290.00	40,160.30		0.00
Water	17,000.00	0.00		0.00
Electricity	7,400.00	608.10	8.22%	0.00
Natural Gas	500.00	0.00		0.00
Amortization Expense	30,000.00	8,869.73	29.57%	596.31
Dep Exp- Furniture & Fixtures	12,000.00	2,386.95	19.89%	0.00
Dep Expense - Equipment	12,000.00	2,346.18	19.55%	0.00
Dep Expense-Communic Equip	6,000.00	1,490.88	24.85%	0.00
Depreciation Expense-Computers	48,000.00	10,759.61	22.42%	-12,226.16
Recruitment	4,000.00	0.00		0.00
Community Initiative Grants	200,000.00	23,311.20	11.66%	0.00
Total Operating Expense	598,740.00	101,739.82	16.99%	-6,539.94
Financing Expenses				
Arbitrage Rebate	1,000.00	0.00		0.00
Loan Fees	10,500.00	0.00		0.00
Bond Issuance Cost	25,000.00	0.00		0.00
Trustee Fees	3,800.00	950.01	25.00%	949.98
Bank Fees	1,000.00	330.63	33.06%	25.00
Credit Card Fees	1,000.00	0.00		0.00
Contingency	20,000.00	0.00		0.00
Total Financing Expense	62,300.00	1,280.64	2.06%	974.98
Total Expenses	5,675,620.00	681,562.33	12.01%	448,092.61
Net Income	-4,101,570.00	-546,406.15		-351,560.98

Central Texas Regional Mobility Authority

Balance Sheet

As of

September 30, 2006

September 30, 2005

Assets

Current Assets

Cash in Operating Fund		710.80		8,738.58
Cash In TexSTAR	7,536,835.82		9,807,297.57	
Cash in Chase Money Mkt Funds	3,849,657.06		52,017.34	
Money Market Payroll Account	2,093.80		0.00	
Restricted Cash-TexStar	21,750,466.70		29,137,656.04	
Total Cash Equivalents		33,139,053.38		38,996,970.95
Accounts Receivable	111.30		0.00	
Interest Receivable	106,747.33		68,496.92	
Agencies		17,344,279.08		13,013,079.37
Prepaid Insurance	4,193.62		1,977.77	
Prepaid Expenses	1,899.98		1,583.38	
Total Prepaid Expenses		6,093.60		3,561.15
Total Current Assets		50,596,995.49		52,090,846.97

Construction Work In Process

Utility Relocation Expense	60,531.19		7,068.41	
Consulting-Admin Services	680,417.12		252,579.28	
Consulting-Reimbursed Expenses	121.82		184.14	
Environmental Fees	398,750.00		398,750.00	
Funding Costs	30,000.00		30,000.00	
Legal Fees-Construction	1,842,547.77		1,382,312.15	
Traffic & Revenue Analysis	2,013,050.97		928,018.17	
Unsuccessful Proposers	356,625.82		356,625.82	
Engineering	2,085,255.89		0.00	
Right of Way	125,017.00		0.00	
Total Preliminary Costs		7,592,317.58		3,355,537.97
Public Involvement	173,044.89		0.00	
CDA Oversight	4,945,983.07		497,481.81	
Engineering	14,082,913.49		12,669,930.21	
Total Construction Engineering		19,201,941.45		13,167,412.02
Design	26,412,385.62		6,119,068.25	
Construction-CDA	100,603,624.57		35,186,237.56	
Other Construction Costs	75,465.53		0.00	
Total Construction		127,091,475.72		41,305,305.81
Toll Collection System		3,585,969.14		151,656.00
Accrued Interest Income	(11,341,611.46)		(5,028,994.57)	
Accrued Interest Expense	18,889,068.45		7,296,280.11	
Amortization of Bond Premium	(2,511,696.24)		(983,945.61)	
Amortization Bond Disc Invest	(200,582.69)		(27,254.24)	
Total Accrued Interest		4,835,178.06		1,256,085.69
Amortization Bond Issue Costs		2,282,791.25		895,416.89
Total Construction WIP		164,589,673.20		60,131,414.38

Fixed Assets

Computers	115,571.52		104,243.81	
Accum Deprec-Computers	<u>(73,363.83)</u>	42,207.69	<u>(38,296.58)</u>	65,947.23
Computer Software	95,156.88		64,873.76	
Accumulated Amortization-Software	<u>(19,034.60)</u>	76,122.28	<u>(596.31)</u>	64,277.45
Furniture and Fixtures	52,907.09		0.00	
Accum Deprec-Furn & Fixtures	<u>(6,573.57)</u>	46,333.52	<u>0.00</u>	0.00
Equipment	28,777.93		0.00	
Accum Deprec-Equipment	<u>(6,507.92)</u>	22,270.01	<u>0.00</u>	0.00
Communication Equipment	30,256.02		0.00	
Accum Deprec-Comm Equip	<u>(4,425.96)</u>	25,830.06	<u>0.00</u>	0.00
Leasehold Improvements		<u>38,490.18</u>		<u>0.00</u>
Total Fixed Assets		251,253.74		130,224.68

Other Assets

Security Deposits		8,643.30		8,643.30
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Long Term Investments

GIC		100,056,948.84		191,588,980.51
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Other Assets

Intangible Assets		650.00		0.00
2005 Bond Issuance Costs		<u>10,647,577.91</u>		<u>12,038,723.39</u>

Total Assets

	326,151,092.48		315,988,833.23
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Liabilities**Current Liabilities**

Accounts Payable	12,463,806.44		(233,709.65)
Vouchers Payable	0.00		5,484,521.18
Interest Payable	2,875,735.48		3,069,405.15
Deferred Compensation Payable	0.00		0.00
TCDRS Payable	23,119.14		0.00
Due to State of Texas	287.39		0.00
Total Current Liabilities	15,362,948.45		8,320,216.68

Long Term Liabilities

Retainage Payable	6,472,599.23		781,932.37
BANS 2005	66,000,000.00		66,000,000.00
Senior Lien Revenue Bonds 2005	168,943,735.37		167,967,610.70
Sn Lien Rev Bnd Prem/Disc 2005	7,346,510.31		8,874,260.94
Total Long Term Liabilities	248,762,844.91		243,623,804.01

Total Liabilities

	264,125,793.36		251,944,020.69
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Net Assets Section

Net Assets beginning	62,572,355.27		64,467,206.86
Current Year Operations	<u>(546,406.15)</u>		<u>(422,394.32)</u>
Total Liabilities and Net Assets	326,151,742.48		315,988,833.23

CTRMA INVESTMENT REPORT

	Quarter Ending 9/30/2006					Current Rate as of 9/30/2006	Maturity
	Balance 6/30/2006	Additions	Discount Amortization	Accrued Interest	Withdrawals		
Amount in repo							
Construction Fund	97,456,884.89			757,297.16	13,315,591.77	84,898,590.28	3.35% April 1, 2007
Debt Service Fund	15,362,896.12			125,916.38	330,903.25	15,157,909.25	3.35% April 1, 2007
totals	112,819,781.01	0.00	0.00	883,213.54	13,646,495.02	100,056,499.53	
Amount in Trustee TexStar							
Additional Projects Fund	10,643,286.81			124,518.64	2,137,729.82	8,630,075.63	5.369%
Renewal & Replacement Fund	5,817.13	77,000.00		289.34		83,106.47	5.369%
TxDOT Grant Fund	5,928,097.92	146,000.00		79,419.62		6,153,517.54	5.369%
Debt Service Reserve Fund	5,353,804.91	1,450,000.00		79,962.15		6,883,767.06	5.369%
	21,931,006.77	1,673,000.00	0.00	284,189.75	2,137,729.82	21,750,466.70	
Amount in TexStar Operating Fund	7,246,752.49	1,050,000.00	0.00	97,313.33	857,230.00	7,536,835.82	5.369%
Chase Money Market Fund							
-Proceeds Fund	3,436.14			42.84		3,478.98	5.050%
-Operating Fund	1,056,485.34	1,014,000.00		19,397.67	1,050,000.00	1,039,883.01	5.050%
-Additional Projects Fund	26,307.56	2,010,728.04		46,977.80	2,010,728.04	73,285.36	5.050%
-Construction Fund	5,342.99	13,315,591.77		2,776.72	12,014,502.22	1,309,209.26	5.050%
-Debt Service Fund	3,620,393.29	330,903.26		4,130.94	3,719,750.00	235,677.49	5.050%
-Subordinate Lien DS Fund	1,651,055.23			919.64	1,650,000.00	1,974.87	5.050%
-TxDOT Grant Fund	122,939.18	1,000,000.00		58,066.28	146,000.00	1,035,005.46	5.050%
-Renewal and Replacement	76,347.23			1,383.63	77,000.00	730.86	5.050%
-Debt Service Reserve Fund	1,442,762.49			30,647.50	1,450,000.00	23,409.99	5.050%
	8,005,069.45	17,671,223.07	0.00	164,343.02	22,117,980.26	3,722,655.28	
Money Market Fund-payroll	257.33	243,400.00		68.94	241,632.47	2,093.80	5.050%
Amount in Fed Agencies							
Amortized Principal	18,252,663.79	1,000,000.00	105,615.83		2,014,000.00	17,344,279.62	
Accrued Interest	18,252,663.79	1,000,000.00	105,615.83	123,882.91		17,344,279.62	
Total in Repo's	112,819,781.01	0.00	0.00	883,213.54	13,646,495.02	100,056,499.53	
Total in Pools	29,177,759.26	2,723,000.00	0.00	381,503.08	2,994,959.82	29,287,302.52	
Total in Money Market	8,005,326.78	17,914,623.07	0.00	164,411.96	22,359,612.73	3,724,749.08	
Total in Fed Agencies	18,252,663.79	1,000,000.00	105,615.83	0.00	2,014,000.00	17,344,279.62	
Total Invested	168,255,530.84	21,637,623.07	105,615.83	1,429,128.58	41,015,067.57	150,412,830.75	

Amount in repo
 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

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

William Chapman, CFO

CTRMA INVESTMENT REPORT

	Month Ending 9/30/2006						Current Rate as of 8/31/2006	Maturity
	Balance 8/31/2006	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 9/30/2006		
Amount in repo								
Construction Fund	85,961,345.69			238,334.14	1,301,089.55	84,898,590.28	3.35% April 1, 2007	
Debt Service Fund	15,115,937.12			41,972.13		15,157,909.25	3.35% April 1, 2007	
totals	101,077,282.81	0.00	0.00	280,306.27	1,301,089.55	100,056,499.53		
Amount in Trustee TexStar								
Additional Projects Fund	8,719,316.73			37,760.68	127,001.78	8,630,075.63	5.369%	
Renewal & Replacement Fund	5,869.22	77,000.00		237.25		83,106.47	5.369%	
TxDOT Grant Fund	5,981,187.62	146,000.00		26,329.92		6,153,517.54	5.369%	
Debt Service Reserve Fund	6,854,054.88			29,712.18		6,883,767.06	5.369%	
	21,560,428.45	223,000.00	0.00	94,040.03	127,001.78	21,750,466.70		
Amount in TexStar Operating Fund								
	7,817,529.20		0.00	33,336.62	314,030.00	7,536,835.82	5.369%	
Chase Money Market Fund								
-Proceeds Fund	3,464.22			14.76		3,478.98	5.050%	
-Operating Fund	11,546.25	1,014,000.00		14,336.76		1,039,883.01	5.050%	
-Additional Projects Fund	26,562.18			46,723.18		73,285.36	5.050%	
-Construction Fund	7,363.10	1,301,089.55		756.61		1,309,209.26	5.050%	
-Debt Service Fund	234,677.45			1,000.04		235,677.49	5.050%	
-Subordinate Lien DS Fund	1,966.50			8.37		1,974.87	5.050%	
-TxDOT Grant Fund	147,674.98	1,000,000.00		33,330.48	146,000.00	1,035,005.46	5.050%	
-Renewal and Replacement	77,401.05			329.81	77,000.00	730.86	5.050%	
-Debt Service Reserve Fund	19,350.30			4,059.69		23,409.99	5.050%	
	530,006.03	3,315,089.55	0.00	100,559.70	223,000.00	3,722,655.28		
Money Market Fund-payroll								
	12,527.68	66,000.00		22.94	76,456.82	2,093.80	5.05%	
Amount in Fed Agencies								
Amortized Principal	19,323,988.49		34,291.13		2,014,000.00	17,344,279.62		
Accrued Interest	19,323,988.49	0.00	34,291.13	40,590.68		17,344,279.62		
Total in Repo's	101,077,282.81	0.00	0.00	280,306.27	1,301,089.55	100,056,499.53		
Total in Pools	29,377,957.65	223,000.00	0.00	127,376.65	441,031.78	29,287,302.52		
Total in Money Market	542,533.71	3,381,089.55	0.00	100,582.64	299,456.82	3,724,749.08		
Total in Fed Agencies	19,323,988.49	0.00	34,291.13	0.00	2,014,000.00	17,344,279.62		
Total Invested	150,321,762.66	3,604,089.55	34,291.13	508,265.56	4,055,578.15	150,412,830.75		

Amount in Fed Agencies As of September 30, 2006

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
FHLMC Discount note	313397U66	1,947,877.20	1,974,957.76	1,975,200.00	5.366%	6/27/2006	12/26/2006	Debt Service Reserve Fund
FHLMC Discount note	313397U90	3,890,485.00	3,949,831.12	3,948,680.00	5.431%	6/23/2006	12/29/2006	Debt Service Reserve Fund
Federal Home Loan Bank	3133XC5C3	493,295.00	495,135.45	495,625.00	5.344%	4/21/2006	6/22/2007	Renewal and Replacement Fund
Federal Farm Credit	31331TGN5	996,995.79	1,015,000.00	1,015,000.00	4.220%	10/5/2005	10/2/2006	Operating Fund
Federal Home Loan Bank	3133XD6H9	1,000,000.00	1,000,000.00	996,880.00	4.050%	9/29/2005	12/29/2006	TxDOT Grant Fund
Federal Home Loan Bank	3133XDKQ3	2,000,000.00	2,000,000.00	1,994,380.00	4.500%	1/19/2005	2/9/2007	TxDOT Grant Fund
Federal Home Loan Bank	3133XBPW9	990,810.00	996,679.60	994,690.00	4.778%	1/27/2006	2/16/2007	TxDOT Grant Fund
Federal Home Loan Bank	3133XEK57	1,000,000.00	1,000,000.00	996,250.00	4.750%	2/16/2006	8/16/2007	TxDOT Grant Fund
Federal Home Loan Mortgag	3128X4Q95	939,624.00	939,832.90	938,007.20	5.092%	3/8/2006	3/30/2007	Additional Projects Fund
Federal Home Loan Bank	3133X7C51	1,476,113.31	1,486,168.62	1,484,070.00	5.019%	4/13/2006	5/15/2007	Additional Projects Fund
Federal Home Loan Bank	3133X8KT8	1,473,398.44	1,486,674.17	1,484,535.00	5.139%	4/21/2006	3/7/2007	Additional Projects Fund
Federal Home Loan Bank	3133XGJE5	1,000,000.00	1,000,000.00	1,000,630.00	5.550%	8/8/2006	8/8/2007	Additional Projects Fund
		17,208,598.74	17,344,279.62	17,323,947.20				
Federal Home Loan Bank	31287X3UK7	999,000.00	1,000,000.00	MATURED		9/8/2005	9/15/2006	TxDOT Grant Fund
Federal Farm Credit	31331QWK9	998,577.84	1,014,000.00	1,014,000.00	3.900%	9/20/2005	9/1/2006	Operating Fund
		1,997,577.84	2,014,000.00	2,014,000.00				

Agency	CUSIP #	COST	Cumulative Amortization	September 30 Book Value	Maturity Value	Interest Income September 2006	
						Accrued Interest	Amortization Interest Earned
FHLMC Discount note	313397U66	1,947,877.20	27,080.56	1,974,957.76	2,000,000.00	0.00	8,735.66
FHLMC Discount note	313397U90	3,890,485.00	59,346.12	3,949,831.12	4,000,000.00	0.00	18,354.47
Federal Home Loan Bank	3133XC5C3	493,295.00	1,840.45	495,135.45	500,000.00	1,667.67	531.05
Federal Farm Credit	31331TGN5	996,995.79	18,004.21	1,015,000.00	1,015,000.00	2,008.85	1,528.36
Federal Home Loan Bank	3133XD6H9	1,000,000.00	0.00	1,000,000.00	1,000,000.00	3,375.00	0.00
Federal Home Loan Bank	3133XDKQ3	2,000,000.00	0.00	2,000,000.00	2,000,000.00	7,500.00	0.00
Federal Home Loan Bank	3133XBPW9	990,810.00	5,869.60	996,679.60	1,000,000.00	3,229.17	726.30
Federal Home Loan Bank	3133XEK57	1,000,000.00	0.00	1,000,000.00	1,000,000.00	3,958.33	0.00
Federal Home Loan Mortgag	3128X4Q95	939,624.00	208.90	939,832.90	940,000.00	3,955.83	31.52
Federal Home Loan Bank	3133X7C51	1,476,113.31	10,055.31	1,486,168.62	1,500,000.00	4,375.00	1,807.88
Federal Home Loan Bank	3133X8KT8	1,473,398.44	13,275.73	1,486,674.17	1,500,000.00	3,812.50	2,535.02
Federal Home Loan Bank	3133XGJE5	1,000,000.00	0.00	1,000,000.00	1,000,000.00	4,625.00	0.00
		17,208,598.74	135,680.88	17,344,279.62	17,455,000.00		
		MATURED					
Federal Home Loan Bank	31287X3UK7	999,000.00	1,000.00	1,000,000.00	1,000,000.00	2,083.33	MATURED
Federal Farm Credit	31331QWK9	998,577.84	15,422.16	1,014,000.00	1,014,000.00	40.87	40.87
		1,997,577.84	16,422.16	2,014,000.00	2,014,000.00	34,291.13	74,881.81



Monthly Newsletter - September 2006

Performance

As of September 30, 2006

September Averages

Current Invested Balance	\$3,711,282,274.72	Average Invested Balance	\$3,541,610,505.92
Weighted Average Maturity (1)	28 Days	Average Monthly Yield, on a simple basis	5.2742%
Weighted Average Maturity (2)	76 Days	Average Weighted Average Maturity (1)*	24 Days
Net Asset Value	1.000249	Average Weighted Average Maturity (2)*	81 Days
Total Number of Participants	472		
Management Fee on Invested Balance	0.12%*		
Interest Distributed	\$15,500,165.51		
Management Fee Collected	\$145,554.70		
Standard & Poor's Current Rating	AAAm		

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

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

(2) This weighted average maturity calculation uses the final maturity of any floating rate instruments held in the portfolio to calculate the weighted average maturity for the pool.

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

New Participants

We would like to welcome the following entities who joined the TexSTAR program in September 2006:

- ★ Mount Vernon ISD
- ★ Glasscock County ISD
- ★ Port of Houston Authority
- ★ Comanche Co Consolidated Hosp Dist
- ★ Celina ISD
- ★ Blackwell CISD

Holiday Reminder

In observance of the Columbus Day holiday, TexSTAR will be closed on Monday, October 9, 2006. All ACH transactions initiated on Friday, October 6, 2006 will settle on Tuesday, October 10, 2006.

Economic Commentary

Overall, the economic reports released in the third quarter pointed to further slowing in economic growth. Payrolls were up an average of 125,000 in July and August, compared to a 3-month average of over 160,000 at the start of the year, while the unemployment rate slipped to 4.7% from 4.8% in July. Initial jobless claims remained stable throughout the quarter, suggesting that the slowdown in economic activity has not yet translated into an increase in the number of layoffs but rather simply a more cautious view in the pace of hiring. The recent fall in gas prices resulted in an improvement in consumer confidence with both the Conference Board Consumer Confidence and the University of Michigan Consumer Sentiment surveys reporting rebounds in September, following declines in the previous month caused by higher energy prices.

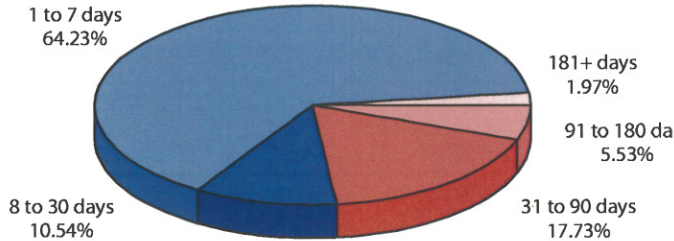
Housing data reported in the same period pointed to further deterioration in that sector. Existing home sales, which make up roughly 85% of the overall housing market, continued to slip, falling for the fifth consecutive month in August. Housing starts and building permits also declined. Although August new homes sales rebounded for the first time since March, monthly new home sales figures reported for May - July were all revised downward. In addition, despite the fact that 30-year fixed mortgage rates fell to their lowest level since January, the weekly MBA index of purchase applications dropped further.

The U.S. Treasury yield curve was slightly more inverted on the quarter, as the spread between two- and five-year Treasury notes ended September at -10 basis points (bps), down from -6 bps at the end of June. It is anticipated that Fed will stay on the sidelines for the balance of the year. Q3 GDP is expected to grow at an annualized rate of 2.6% with residential construction subtracting 1.0% from overall growth. Lastly, capital spending is expected to remain solid throughout the rest of the year.

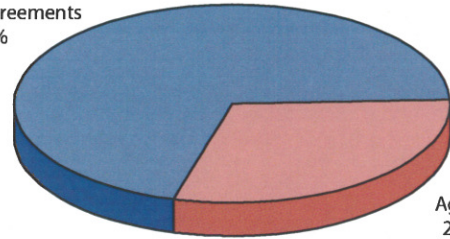
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of September 30, 2006



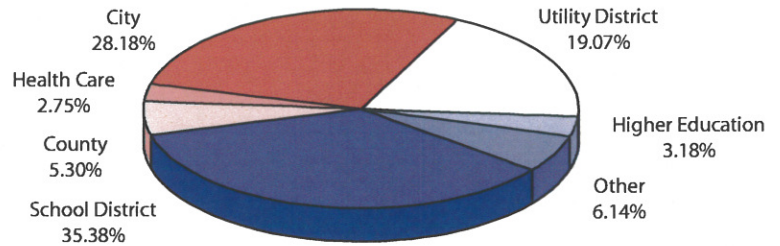
Repurchase Agreements
70.19%



Agencies
29.81%

Portfolio by Maturity As of September 30, 2006

Distribution of Participants by Type As of September 30, 2006



Historical Program Information

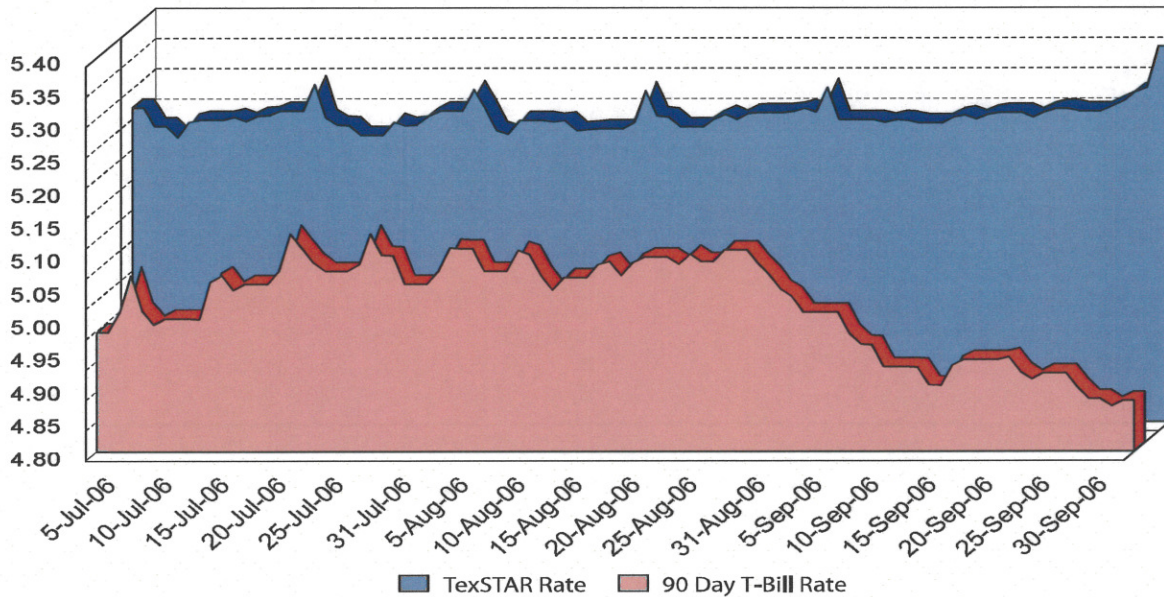
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Sep 06	5.2742%	\$ 3,711,282,274.72	\$ 3,712,264,237.96	1.000249	24	81	472
Aug 06	5.2601%	3,403,609,840.35	3,403,747,759.54	1.000040	16	76	466
Jul 06	5.2609%	3,652,659,353.06	3,652,612,174.26	0.999987	15	72	461
Jun 06	5.0063%	3,490,853,364.63	3,490,672,360.70	0.999935	14	72	457
May 06	4.8929%	3,709,022,855.02	3,708,815,237.78	0.999944	11	59	456
Apr 06	4.7679%	3,886,888,058.02	3,886,490,684.37	0.999897	14	60	451
Mar 06	4.5746%	3,914,969,328.87	3,914,628,496.64	0.999912	13	57	447
Feb 06	4.4898%	4,002,329,057.36	4,001,985,615.58	0.999914	12	53	442
Jan 06	4.3121%	3,730,218,809.33	3,729,885,751.81	0.999910	14	56	437
Dec 05	4.1835%	2,992,136,881.94	2,991,868,874.98	0.999895	18	57	430
Nov 05	3.9249%	2,297,701,062.61	2,295,751,046.27	0.999151	20	43	427
Oct 05	3.7095%	2,425,528,634.83	2,422,699,456.41	0.998833	30	47	422
Sep 05	3.5540%	2,649,344,687.07	2,647,386,589.80	0.999201	33	50	418

Portfolio Asset Summary as of September 30, 2006

	Book Value	Market Value
Uninvested Balance	\$ 103,639.19	\$ 103,639.19
Accrual of Interest Income	3,699,424.22	3,699,424.22
Interest and Management Fees Payable	(15,516,526.31)	(15,516,526.31)
Payable for Investment Purchased	(45,844,772.27)	(45,844,772.27)
Repurchase Agreements	2,650,840,000.00	2,650,840,000.00
Government Securities	1,118,000,509.89	1,118,982,473.13
Total	\$ 3,711,282,274.72	\$ 3,712,264,237.96

Market value of collateral supporting the Repurchase Agreements is at least 102% of the Book Value. The portfolio is managed by J.P. Morgan Chase & Co. and the assets are safekept in a separate custodial account at the Federal Reserve Bank in the name of TexSTAR. The only source of payment to the Participants are the assets of TexSTAR. There is no secondary source of payment for the pool such as insurance or guarantee. Should you require a copy of the portfolio, please contact TexSTAR Participant Services.

TexSTAR versus 90-Day Treasury Bill



Daily Summary for September 2006

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
1-Sep-06	5.2583%	0.000144062	3,438,451,914.75	1.000023	21	87
2-Sep-06	5.2583%	0.000144062	3,438,451,914.75	1.000023	21	87
3-Sep-06	5.2583%	0.000144062	3,438,451,914.75	1.000023	21	87
4-Sep-06	5.2583%	0.000144062	3,438,451,914.75	1.000023	21	87
5-Sep-06	5.2547%	0.000143964	3,412,068,179.22	1.000030	21	84
6-Sep-06	5.2586%	0.000144070	3,398,190,782.72	1.000026	21	84
7-Sep-06	5.2569%	0.000144025	3,422,456,072.25	1.000025	21	83
8-Sep-06	5.2533%	0.000143926	3,516,332,260.77	1.000017	21	80
9-Sep-06	5.2533%	0.000143926	3,516,332,260.77	1.000017	21	80
10-Sep-06	5.2533%	0.000143926	3,516,332,260.77	1.000017	21	80
11-Sep-06	5.2619%	0.000144161	3,528,011,811.08	1.000008	21	79
12-Sep-06	5.2649%	0.000144244	3,543,286,473.94	1.000008	22	80
13-Sep-06	5.2589%	0.000144079	3,534,734,372.65	1.000010	22	80
14-Sep-06	5.2658%	0.000144269	3,505,750,038.87	1.000004	21	80
15-Sep-06	5.2691%	0.000144358	3,489,554,214.90	0.999996	20	80
16-Sep-06	5.2691%	0.000144358	3,489,554,214.90	0.999996	20	80
17-Sep-06	5.2691%	0.000144358	3,489,554,214.90	0.999996	20	80
18-Sep-06	5.2624%	0.000144176	3,489,162,311.78	0.999993	24	82
19-Sep-06	5.2697%	0.000144375	3,517,257,996.22	0.999997	26	81
20-Sep-06	5.2747%	0.000144512	3,497,985,908.20	0.999998	26	81
21-Sep-06	5.2747%	0.000144511	3,513,730,444.19	1.000280	29	84
22-Sep-06	5.2713%	0.000144420	3,530,973,106.89	1.000280	28	84
23-Sep-06	5.2713%	0.000144420	3,530,973,106.89	1.000280	28	84
24-Sep-06	5.2713%	0.000144420	3,530,973,106.89	1.000280	28	84
25-Sep-06	5.2791%	0.000144633	3,795,122,745.98	1.000265	26	76
26-Sep-06	5.2867%	0.000144842	3,796,484,736.71	1.000065	26	76
27-Sep-06	5.2998%	0.000145199	3,779,288,559.83	1.000060	27	76
28-Sep-06	5.3062%	0.000145374	3,727,833,787.79	1.000073	29	76
29-Sep-06	5.3689%	0.000147092	3,711,282,274.72	1.000249	28	76
30-Sep-06	5.3689%	0.000147092	3,711,282,274.72	1.000249	28	76
Average	5.2742%	0.000144499	3,541,610,505.92		24	81

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



TexSTAR Board Members

<i>William Chapman</i>	<i>Central Texas Regional Mobility Authority</i>	<i>Governing Board President</i>
<i>Nell Lange</i>	<i>City of Frisco</i>	<i>Governing Board Vice President</i>
<i>Melinda Garrett</i>	<i>Houston ISD</i>	<i>Governing Board Treasurer</i>
<i>Michael Bartolotta</i>	<i>First Southwest Company</i>	<i>Governing Board Secretary</i>
<i>Will Williams</i>	<i>JP Morgan Chase</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Hardy Browder</i>	<i>City of Cedar Hill</i>	<i>Advisory Board</i>
<i>Oscar Cardenas</i>	<i>Northside ISD</i>	<i>Advisory Board</i>
<i>Scott Christensen</i>	<i>Reid Road MUD No. 1</i>	<i>Advisory Board</i>
<i>Ramiro Flores</i>	<i>Harlingen CISD</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>McKinney ISD</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Len Santow</i>	<i>Griggs & Santow</i>	<i>Advisory Board</i>
<i>S. Renee Tidwell</i>	<i>Tarrant County</i>	<i>Advisory Board</i>
<i>Charles Wall</i>	<i>Texas Tech University</i>	<i>Advisory Board</i>