

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

RESOLUTION NO. 07-06

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 certain changes regarding drainage improvements in and around the grade-separated intersection of the 183-A Project and RM 1431 require the issuance of Change Order No. 16, 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. 16 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. 16 is made an amendment to the Contract Documents, as defined in the CDA, as of the date that Change Order No. 16 is fully executed by the CTRMA and the Developer.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of February, 2007.

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 07-06
Date Passed 2-28-07

Attachment "A"

Copy of Change Order No. 16 Memorandum and Summary



Central Texas Regional
Mobility Authority

Change Order No. 016 Summary Drainage Improvements at RM 1431

Description

This change order includes the addition of drainage structures at RM 1431 to eliminate the need for a detention pond under 183A on the north side of RM 1431.

Justification

The CTRMA initiated this change to improve the aesthetic characteristics of the interchange. This improvement will also reduce maintenance costs.

Price

\$ 115,397

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 Singleton • Johanna Zmud Ph.D. • Mike Hellgenstein, *Executive Director*

HNTB

Memorandum

To: Mike Heiligenstein
Bill Chapman

Date: February 21, 2007

From: Richard Ridings 

Subject: Change Order No. 016 – Drainage Improvements at RM 1431

Copies: Tom Nielson, Everett Owen, Ron Fagan

This attached Change Order (CO) No. 016 is in the amount of \$ 115,397.00. This change order includes the addition of drainage structures at RM 1431 to eliminate the need for a detention pond under 183A on the north side of RM 1431.

The CTRMA initiated this change to improve the aesthetic characteristics of the interchange. This improvement will also reduce maintenance costs.

The GEC has reviewed the subject CO and recommends approval.

EXHIBIT M

FORM OF CHANGE ORDER

CHANGE ORDER PROPOSAL NO. 016 CONTRACT NO. 183A Turnpike

SECTION 1

Originator: Rich Ginder

Date: February 8, 2007

Title: Project Scheduler / Change Orders

Contract No. 183A Turnpike

Company Name: Hill Country Constructors

DESCRIPTION:

This change order is the extra drainage structures that were constructed and designed in order to avoid constructing a drainage pond on the north side of FM 1431.

Scope:

The CTRMA's GEC developed an alternate drainage plan which added two splitter box drainage structures and larger reinforced box culvert in lieu of constructing the drainage pond along the north side of FM 1431.

CAUSE OF CHANGE ORDER REQUEST:

HCC designed a drainage pond to be constructed between FM 1431 and the north abutment of the FM 1431 overpass. The detention pond caused some concern by the CTRMA Aesthetics Committee about the visual distraction a drainage pond will cause in front of the signature bridge abutment of entire 183A project. After presenting some options of screening this pond from the traveling public, the best aesthetic alternative to hide the pond is to eliminate it.

The CTRMA's GEC drainage designers designed an alternate plan which eliminated the need for the drainage pond north of FM 1431.


Developer Project Manager 2-7-07
Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 016

CONTRACT NO. 183A Turnpike

SECTION II

The total amount of this Change Order is \$ 115,397.00. Documentation supporting the Change Order is attached as Exhibits CO.16.1 through CO.16.3.

Payment Schedule Items Added/Deducted:

<u>Activity No.</u>	<u>Description</u>	<u>Amount</u>
B094470B1	1431 – Drainage Structure Scope Change	\$ 115,397.00

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

A.	Developer Labor (construction)	
1.	Wages ¹	\$ -11,610.00
2.	Labor benefits ² (55% of A.1)	\$ -6,386.00
B.	Developer and Subcontractor Labor (professional services)	
1.	Wages ¹ (Raw)	\$ 5,089.00
2.	Labor benefits ² (145% of B.1, which includes overhead and profit)	\$ 7,379.00
3.	Off-duty peace officers and patrol cruisers ¹	\$ 0.00
C.	Materials ¹ (with taxes, freight and discounts)	\$ 145.00
D.	Developer Equipment ¹	\$ -60,216.00

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.

E.	Subcontracts ¹ (Time and Materials costs)	\$	176,640.00
F.	Utility Direct Costs ¹	\$	0.00
G.	Overhead and Profit		
	1. Labor (25% of A.1 and A.2)	\$	-4,499.00
	2. Traffic Control (5% of B.3)	\$	0.00
	3. Materials (15% of C)	\$	22.00
	4. Subcontracts (5% of E)	\$	8,832.00
	5. Utility Direct Costs (5% of F)	\$	0.00
H.	Grand Total	\$	115,397.00

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 016

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.

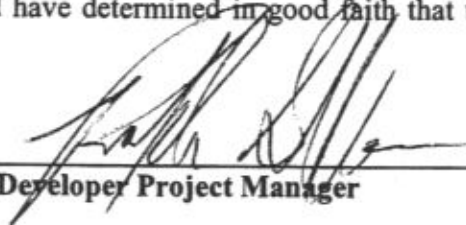
This Change Order Proposal includes all known and anticipated impacts or amounts, direct, indirect and consequential, which may be incurred as a result of the event, occurrence or matter giving rise to the proposed change.

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 016

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

2-7-07
Date

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 016

CONTRACT NO. 183A Turnpike

SECTION IV (Reviewed by GEC Manager)

Michael J. Shane 2/21/07
GEC Team Construction Manager (CDA) Date

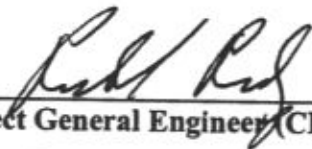
Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 016

CONTRACT NO. 183A Turnpike

SECTION V (Reviewed by GEC Project General Engineer)



Project General Engineer (CDA) 2/22/05 Date

Comments:

**CHANGE ORDER
REQUEST**

CHANGE ORDER PROPOSAL NO. 016

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. 016

CONTRACT NO. 183A Turnpike

SECTION VII (Approval by CTRMA)

CHANGE ORDER ISSUED: Yes No

CTRMA Executive Director

Date

Comments:

**Exhibit CO.16.1
Cost Breakdown Spreadsheet**

**US 183A
WARRIOR B POND ELIMINATION**

		LS	1.00	1.00	1.00	1.00	145.00	704	-	145	2,788	228,402	232,039
001	NO WARRIOR B POND OPTION	LS	1.00	1.00	1.00	1.00	145.00	704	-	145	2,788	228,402	232,039
001A	RCB 8X3	LF	-	424.00	424.00	424.00	346.04	-	-	-	-	146,721	146,721
001A	RCP 36"	LF	-	135.00	135.00	135.00	95.60	-	-	-	-	12,906	12,906
001A	SETB-FW-S (8X3)	EA	-	1	1.00	1.00	6,000.00	-	-	-	-	6,000	6,000
001A	JUNCTION BOX 1-WP1-1	EA	-	1.00	1.00	1.00	28,830.00	-	-	-	-	28,830	28,830
001A	JUNCTION BOX 1-WP1-2	EA	-	1.00	1.00	1.00	32,645.00	-	-	-	-	32,645	32,645
001A	WARRIOR A SWALE	SY	-	45	45.00	45.00	28.90	-	-	-	-	1,301	1,301
001B	ROCK RIPRAP	CY	-	3	3.00	3.00	125.67	65	-	145	167	-	377
001C	SWALE EXCAVATION	CY	-	724	724.00	724.00	4.50	639	-	-	2,621	-	3,260
002	DEDUCT WARRIOR B POND	LS	1	1	1	(132,841.20)	(12,314)	-	-	-	(63,004)	(57,523)	(132,841)
002A	RCB, 5X2	LF	21	-	(21)	200.00	-	-	-	-	-	(4,200)	(4,200)
002A	RCP, 42"	LF	229	-	(229)	180.00	-	-	-	-	-	(41,220)	(41,220)
002A	SETB-CD (5X2)	EA	1	-	(1)	3,000.00	-	-	-	-	-	(3,000)	(3,000)
002A	RCP, 36"	LF	22	-	(22)	95.60	-	-	-	-	-	(2,103)	(2,103)
002A	MH, TY M	EA	1	-	(1)	7,000.00	-	-	-	-	-	(7,000)	(7,000)
002B	HOE RAM EXCAVATION	CY	7,800	-	(7,800.00)	5.60	(6,791)	-	-	-	(36,879)	-	(43,670)
002C	EMBANK EXCESS POND EXC	CY	7,800	-	(7,800.00)	4.06	(5,523)	-	-	-	(26,125)	-	(31,648)
003	ADJUSTMENTS	LS	-	-	1	10,850.00	-	-	5,089	-	-	5,761	10,850
003A	CONSTRUCTION Q/A	LS	1	1	1	5,761.00	-	-	-	-	-	5,761	5,761
003B	DESIGN (URS / TCB)	LS	1	1	1	4,522.00	-	-	4,522	-	-	-	4,522
003C	DESIGN QA (KBR)	LS	1	1	1	567.00	-	-	567	-	-	-	567

**Exhibit CO.16.2
Detailed Cost Estimate**

ITEM	DESCRIPTION	QUANTITY	UNIT COST	LABOR	MATERIAL	EQUIPMENT	SUBCONTRACT	TOTAL
AWARRIOR	WARRIOR POND MOD	1.000 LS	110,049.577	-11,610	145	-60,215	181,730	110,050
	728.3 MAN-HOURS			PERM MATL.	145			
				JOB MATL.				

001	NO WARRIOR B POND OPTION	1.000 LS	232,039.596	703	145	2,789	228,402	232,040
	38.3 MAN-HOURS			PERM MATL.	145			
				JOB MATL.				

001A	SUBCONTRACT	1.000 LS	228,402.460				228,402	228,402
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01	RCB, 8X3	S/	424.000 LF					146,721
02	RCP, 36"	S/	135.000 LF					12,906
03	SETB-FW-S (8X3)	S/	1.000 EA					6,000
04	JUNCTION BOX 1-WP1-1	S/	1.000 EA					28,830
05	JUNCTION BOX 1-WP1-2	S/	1.000 EA					32,645
06	WARRIOR A SWALE	S/	45.000 SY					1,301

001B	ROCK RIPRAP	3.000 CY	125.717	65	145	167		377
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5/10.0/1--- P - DAYS: 0.12 PROD. RATE: 2.60 CY/HR

4.0 MAN-HOURS 0.743 CY PER MAN-HOUR 1.346 MAN-HOURS PER CY

01	OPERATOR FOREMAN	L	0.500	18				
02	FOREMAN'S PICKUP (HR)	E	0.500					4
03	CAT 330 BACKHOE OPER 2.75 CY	L	1.000	21				
04	CAT 345 BACKHOE (1998)	E	1.000					163
05	GENERAL LABOR	L	2.000	26				
06	1.6 TON/CY CONVERSION FACTOR. FIGURE 20% YIELD.							
07	ROCK RIPRAP	P/	5.000 TN		125			
08	GEO FABRIC, MIRADRAIN	P	18.000 SY		20			

001C	SWALE EXCAVATION	724.000 CY	4.503	639		2,621		3,260
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5/10.0/1--- P - DAYS: 0.49 PROD. RATE: 148.00 CY/HR

34.2 MAN-HOURS 21.143 CY PER MAN-HOUR 0.047 MAN-HOURS PER CY
 AFTER THE NEGOTIATION BETWEEN HCC AND CTRMA ON 10/11, HCC AGREED TO DELETE THE COST FOR THE POND EXCAVATION.
 01 AVERAGE HAUL= 2,000 FEET

ITEM DESCRIPTION QUANTITY UNIT COST LABOR MATERIAL EQUIPMENT SUBCONTRACT TOTAL

AWARRIOR WARRIOR POND MOD - CONTINUED...

LOAD 3.0 MIN
 HAUL 4.5 MIN SPEED @ 5 MPH
 DUMP 2.0 MIN
 RETURN 3.8 MIN SPEED @ 6 MPH
 TRAFFIC 0.0 MIN
 TOTAL 13.3 MIN

USE 55 MIN/HOUR
 4.1 LOADS/HOUR
 18.0 CY/LOAD
 74.3 CY/HOUR

02 OPERATOR FOREMAN 2006	L	1.000	0.175	127				
03 FOREMAN'S PICKUP (HR)	E	1.000	0.050					36
04 GENERAL LABOR 2006	L	1.000	0.093	68				
05 EXCAVATOR OPERATOR 2006	L	1.000	0.123	89				
06 CAT 345 BACKHOE (1998)	E	1.000	0.956					692
07 DOZER OPERATOR 2006	L	1.000	0.125	91				
08 CAT D6 XL (2003)	E	1.000	0.493					357
09 BLADE OPERATOR 2006	L	1.000	0.130	94				
10 CAT 14H BLADE (2004)	E	1.000	0.544					394
11 SCRAPER OPERATOR 2006	L	2.000	0.234	170				
12 JD ART TRUCK 400 D - RENTAL	E	2.000	1.579					1,143

002 DEDUCT WARRIOR POND ***** -132,840.019 ***** -12,314 ***** -63,003 ***** -57,523 ***** -132,840 *****

PERM MATL.
 JOB MATL.

690.0 MAN-HOURS

002A SUBCONTRACT 1.000 LS 57,523.200 57,523 57,523

PERM MATL.
 JOB MATL.

01 RCB, 5X2	S/	21.000 LF	200.000					4,200
02 RCP, 42"	S/	229.000 LF	180.000					41,220
03 SETB-CD (5X2)	S/	1.000 EA	3,000.000					3,000
04 RCP, 36"	S/	22.000 LF	95.600					2,103

ITEM DESCRIPTION QUANTITY UNIT COST LABOR MATERIAL EQUIPMENT SUBCONTRACT TOTAL
 WARRIOR WARRIOR POND MOD - CONTINUED...

05 MH TY M	s/	1.000 EA	7,000.000			7,000
002B HOE RAM EXCAVATION		7,800.000 CY	5.599	6,791	36,879	43,670

5/10.0/1--- P - DAYS: 6.00 PROD. RATE: 130.00 CY/HR PERM MATL.
 360.0 MAN-HOURS 21.667 CY PER MAN-HOUR 0.046 MAN-HOURS PER CY JOB MATL.

01 EXC & HAUL EXCESS EXCAVATION 2000' TO ULTIMATE HEADER.
 02 AVERAGE HAUL= 2,000 FEET

LOAD	3.0 MIN					
HAUL	1.5 MIN	SPEED @	15 MPH			
DUMP	2.0 MIN					
RETURN	1.1 MIN	SPEED @	20 MPH			
TRAFFIC	0.0 MIN					
TOTAL	7.7 MIN					

USE 55 MIN/HOUR
 7.2 LOADS/HOUR
 18.0 CY/LOAD
 129.4 CY/HOUR

03 OPERATOR FOREMAN 2006	L	1.000	0.200	1,558		
04 FOREMAN'S PICKUP (HR)	E	1.000	0.057		441	
05 GENERAL LABOR 2006	L	1.000	0.106	830		
06 EXCAVATOR OPERATOR 2006	L	1.000	0.141	1,096		
07 CAT 345 BACKHOE (1998)	E	1.000	1.088			8,486
08 CAT 330CL BACKHOE (2002)	E	1.000	0.891			6,947
09 HOERAM ATTACH (8400LB) (O)	E	1.000	0.686			5,351
10 DOZER OPERATOR 2006	L	1.000	0.143	1,112		
11 CAT D6H DOZER (1995)	E	1.000	0.489			3,816
12 BLADE OPERATOR 2006	L	1.000	0.148	1,155		
13 CAT 14H BLADE (2004)	E	1.000	0.619			4,829
14 SCRAPER OPERATOR 2006	L	1.000	0.133	1,040		
15 JD ART TRUCK 400 D - RENTAL	E	1.000	0.899			7,010

ITEM DESCRIPTION QUANTITY UNIT COST LABOR MATERIAL EQUIPMENT SUBCONTRACT TOTAL
 WARRIOR WARRIOR POND MOD - CONTINUED...

ITEM	DESCRIPTION	QUANTITY	UNIT COST	LABOR	MATERIAL	EQUIPMENT	SUBCONTRACT	TOTAL
002C	EMBANK EXCESS POND EX IN HEADER	7,800.000 CY	4.057	5,523		26,125		31,648
5/10.0/1--- D - DAYS: 6.00		PROD. RATE: 130.00 CY/HR						
330.0 MAN-HOURS		23.636 CY PER MAN-HOUR	0.042 MAN-HOURS PER CY					
01	DOZER OPERATOR 2006	L 1.000	0.143	1,112				
02	CAT D8T DOZER - RENT	E 1.000	1.075			8,385		
03	ROLLER OPERATOR 2006	L 2.000	0.292	2,278				
04	CAT 815 F FACTOR (2003)	E 2.000	1.526			11,902		
05	SCRAPER OPERATOR 2006	L 0.500	0.067	520				
06	613 WATER WAGON - RENT	E 0.500	0.289			2,258		
07	PROOF ROLLER, 25 TON (O)	B 1.000	0.560	783		3,581		
08	GENERAL LABOR 2006	L 1.000	0.106	830				

002D RECONCILE *DEDUCTS* 1.000 LS -265,682.000 -24,628 -126,008 -115,046 -265,682
 PERM MATL. JOB MATL.

DESCRIPTION	OPERATION COST	LABOR COST	EQUIPMENT COST	SUBS COST	TOTAL COST
01 RECONCILE *DEDUCTS*					
DRAINAGE SUBCONTRACTS	002A \$0	\$0	\$0	\$57,523	\$57,523
HOE RAM EXCAVATION	002B \$6,791	\$36,879	\$0	\$43,670	\$43,670
EMBANK EXCESS AT HEADER	002C \$5,523	\$26,125	\$0	\$31,648	\$31,648
TOTAL *DEDUCT*	\$12,314	\$63,004	\$57,523	\$132,841	\$132,841

THIS TOTAL COST IS IN THE ESTIMATE AS PLUS \$ = \$132,841
 SUBTRACT DOUBLE THIS AMOUNT TO GET *DEDUCT* = -\$265,682
 TOTAL *DEDUCT* = -\$132,841

(THESE *DEDUCT* CALCULATIONS ARE MADE IN THIS MANNER BECAUSE THE ESTIMATING PROGRAM CURRENTLY DOES NOT ALLOW THE INPUT OF NEGATIVE, OR DEDUCTIVE, QUANTITIES)

02	RECONCILE LABOR *DEDUCTS*	1/ 2.000 LS	-12,314.000					-24,628
03	RECONCILE EQUIP *DEDUCTS*	8/ 2.000 LS	-63,004.000					-126,008

ITEM DESCRIPTION QUANTITY UNIT COST LABOR MATERIAL EQUIPMENT SUBCONTRACT TOTAL
 WARRIOR WARRIOR POND MOD - CONTINUED...

04 RECONCILE SUBS *DEDUCTS* / 2.000 LS -57,523.000 -115,046
 003 ADJUSTMENTS 1.000 LS 10,850.000 10,850 10,850

 PERM MATL.
 JOB MATL.

003A CONSTRUCTION QA 1.000 LS 5,761.000 5,761 5,761
 PERM MATL.
 JOB MATL.

01 RODRIGUEZ QA / 1.000 LS 5,761.000 5,761
 02 AT BID TIME RODRIGUEZ QA TESTING WAS FIGURED TO BE 4.37% OF THE DIRECT CONSTRUCTION DOLLARS.
 003B DESIGN COST 1.000 LS 5,089.000 5,089 5,089
 PERM MATL.
 JOB MATL.

01 URS / 1.000 LS 4,522.000 4,522
 02 AT BID TIME URS PROFESSIONAL SERVICE FEES WERE 3.43% OF THE TOTAL DIRECT CONSTRUCTION DOLLARS.
 THIS EXCLUDES 2.92 MULTIPLIER
 03 KBR / 1.000 LS 567.000 567
 04 KBR PROFESSIONAL SERVICES WAS FIGURED TO BE 0.43% OF THE TOTAL DIRECT CONSTRUCTION AMOUNT
 THIS EXCLUDES KBR'S MULTIPLIER OF 2.92



9810 F.M. 969, Austin, TX 78724

INVOICE

Customer

Name Hill Country Constructors, 183A Tollroad
 Address 12357A Riata Trace Parkway, Suite 300
 City Austin State TX ZIP 78727
 Phone 512.233.0101

Misc

Date 1/30/2007
 Order No. _____
 Rep _____
 FOB _____

Qty	Description	Unit Price	TOTAL
30	24" Class III, 1431-4, 0' - 6' (M/I)	\$ 49.00	\$ 1,470.00
132	24" Class V, 1J, 0' - 6' (M/I)	\$ 60.27	\$ 7,955.64
23	36" Class III, 1WP5-1, 8' - 10' (M/I)	\$ 95.60	\$ 2,198.80
24	42"RCP Class III @ 2243 Crossings (M/I)	\$ 103.00	\$ 2,472.00
15	7X4 STAT 19+24 @ 2243 (I)	\$ 117.49	\$ 1,762.35
37	7X4 STAT 19+24 @ 2243 (M/I)	\$ 326.00	\$ 12,062.00
300	3-7X4 STAT 24+00 @ 2243 (I)	\$ 117.49	\$ 35,247.00
106	2-6X4 STAT 27+00 @ 2243 (M/I)	\$ 268.00	\$ 28,408.00
46	8'X3' 1431 WP4-1 (M/I)	\$ 346.04	\$ 15,917.84
	MOH		
112	30" Class III went to Royal Vista	\$ 29.50	\$ 3,304.00
208	7X4	\$ 208.51	\$ 43,370.08
42	24" SETs (4:1) - There are only 42ea 24" 4:1 on the project	\$ 455.00	\$ 19,110.00
Subtotal Material Only			\$ 65,784.08
Subtotal			\$ 173,277.71

Payment

Comments _____
 Name Joe Dooley / Jason Crawford
 CC # _____
 Expires _____

10% Retainage

TOTAL See Page 3

Office Use Only

For work performed on the 183A Toll Road Project.

**Exhibit CO.16.3
Drainage Design Plan Changes**

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

RESOLUTION NO. 07-07

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

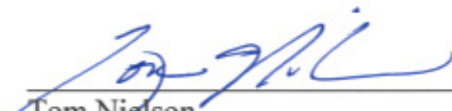
WHEREAS, the Board of Directors has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the CTRMA's Chief Financial Officer, to review invoices, approve disbursements, and prepare and maintain accurate financial records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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of January 2007 and has caused a Financial Report 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 January 2007, attached hereto as Attachment "A."

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of February, 2007.

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 07-07
Date Passed 2/28/07

Central Texas Regional Mobility Authority
Balance Sheet

As of

January 31, 2007

January 31, 2006

Assets

Current Assets

Cash in Operating Fund		6,923.93		25,052.06
Cash In TexSTAR	8,714,109.14		7,959,323.57	
Cash in Chase Money Mkt Funds	0.00		6,548,573.63	
Money Market Payroll Account	39,401.67		0.00	
Restricted Cash-TexStar	28,985,085.53		26,333,206.01	
Total Cash Equivalents		37,738,596.34		40,841,103.21
Accounts Receivable	2,049.40		1.30	
Interest Receivable	123,475.52		108,378.11	
Agencies		9,427,234.43		17,044,552.02
Prepaid Insurance	33,546.93		19,404.84	
Prepaid Expenses	633.30		316.74	
Total Prepaid Expenses		34,180.23		19,721.58
Total Current Assets		47,332,459.85		58,038,808.28

Construction Work In Process

Utility Relocation Expense	61,411.19		7,068.41	
Consulting-Admin Services	687,052.37		105,872.11	
Consulting-Reimbursed Expenses	503.31		(40.86)	
Environmental Fees	398,750.00		398,750.00	
Funding Costs	30,000.00		30,000.00	
Legal Fees-Construction	2,174,971.27		1,501,091.58	
Traffic & Revenue Analysis	2,449,353.50		976,286.66	
Unsuccessful Proposers	356,625.82		356,625.82	
Engineering	3,303,679.80		474,024.69	
Right of Way	155,178.62		65,957.25	
Total Preliminary Costs		9,617,525.88		3,915,635.66
Public Involvement	239,068.75		18,454.16	
CDA Oversight	6,654,345.87		2,071,136.34	
Engineering	14,082,913.49		13,450,029.61	
Total Construction Engineering		20,976,328.11		15,539,620.11
Design	29,909,245.49		15,825,472.12	
Construction-CDA	122,891,747.87		56,049,973.43	
Other Construction Costs	286,063.45		23,117.00	
Total Construction		153,087,056.81		71,898,562.55
Toll Collection System		6,696,407.72		862,196.88
Accrued Interest Income	(12,806,741.89)		(7,445,038.85)	
Accrued Interest Expense	22,724,789.29		10,979,398.35	
Amortization of Bond Premium	(3,035,512.09)		(1,484,587.75)	
Amortization Bond Disc Invest	(298,538.04)		(57,516.06)	
Total Accrued Interest		6,583,997.27		1,992,255.69
Amortization Bond Issue Costs		2,757,685.47		1,350,525.97
Total Construction WIP		199,719,001.26		95,558,796.86

Fixed Assets

Computers	115,571.52		107,392.25	
Accum Deprec-Computers	<u>(84,096.41)</u>	31,475.11	<u>(70,911.95)</u>	36,480.30
Computer Software	95,156.88		82,622.38	
Accumulated Amortization-Software	<u>(28,588.47)</u>	66,568.41	<u>(1,541.72)</u>	81,080.66
Furniture and Fixtures	69,912.16		33,102.34	
Accum Deprec-Furn & Fixtures	<u>(10,107.63)</u>	59,804.53	<u>0.00</u>	33,102.34
Equipment	28,777.93		22,229.12	
Accum Depec-Equipment	<u>(9,636.16)</u>	19,141.77	<u>(519.23)</u>	21,709.89
Communication Equipment	30,743.13		28,871.02	
Accum Deprec-Comm Equip	<u>(6,429.38)</u>	24,313.75	<u>(489.18)</u>	28,381.84
Leasehold Improvements		48,956.05		224,064.98
Total Fixed Assets		250,259.62		424,820.01
Other Assets				
Security Deposits		8,643.30		8,643.30
Long Term Investments				
GIC		54,819,268.82		146,263,681.48
Other Assets				
Intangible Assets		650.00		0.00
2005 Bond Issuance Costs		10,172,683.69		11,579,843.19
Total Assets		312,302,316.54		311,874,593.12

Liabilities**Current Liabilities**

Accounts Payable		23,729.80		927,929.80
Vouchers Payable		0.00		0.02
Interest Payable		959,985.51		1,276,523.38
Deferred Compensation Payable		0.00		0.00
TCDRS Payable		14,962.28		0.00
Due to State of Texas		2,047.77		168.31
Total Current Liabilities		1,000,725.36		2,452,538.20

Long Term Liabilities

Retainage Payable		7,959,732.95		3,642,517.89
BANS 2005		66,000,000.00		66,000,000.00
Senior Lien Revenue Bonds 2005		169,325,456.18		167,967,610.70
Sn Lien Rev Bnd Prem/Disc 2005		6,822,694.46		8,373,618.80
Total Long Term Liabilities		250,107,883.59		245,983,747.39
Total Liabilities		251,108,608.95		248,436,285.59

Net Assets Section

Net Assets beginning		62,604,167.57		64,467,206.86
Current Year Operations		<u>(1,300,721.03)</u>		<u>(1,028,899.33)</u>
Total Liabilities and Net Assets		312,412,055.49		311,874,593.12

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

	Budget FY 2007	Actual Year To Date 1/31/2007	Percent Of Budget	Actual Year To Date 1/31/2006
Revenue				
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	284,557.01	56.57%	257,062.82
Reimbursed Expenditures	51,000.00	30,287.79	59.39%	4,324.73
Total Revenue	1,574,050.00	314,844.80	20.00%	261,387.55

	Budget FY 2007	Actual Year To Date 1/31/2007	Percent Of Budget	Actual Year To Date 1/31/2006
Expenditures				
Regular	1,210,148.00	531,406.70	43.91%	391,354.57
Part Time	17,000.00	2,268.76	13.35%	0.00
Overtime	10,000.00	764.58	7.65%	0.00
Contractual Employees	130,000.00	91,977.37	70.75%	74,580.57
TCDRS	155,866.00	70,826.70	45.44%	54,399.78
FICA	64,527.00	21,638.36	33.53%	18,045.24
FICA MED	17,939.00	7,556.80	42.12%	5,566.23
Health Insurance	117,223.00	49,097.79	41.88%	23,949.47
Life Insurance	1,682.00	703.75	41.84%	0.00
Auto Allowance	9,000.00	3,900.00	43.33%	5,250.00
Other Benefits	88,471.00	17,987.23	20.33%	0.00
Unemployment Taxes	4,590.00	2,320.15	50.55%	240.46
Workers Compensation	5,324.00	0.00		471.66
Total Salaries & Wages	1,831,770.00	800,448.19	43.70%	573,857.98

	Budget FY 2007	Actual Year To Date 1/31/2007	Percent Of Budget	Actual Year To Date 1/31/2006
Contractual Services				
Professional Services				
Accounting	12,000.00	3,702.71	30.86%	16,551.50
Auditing	35,000.00	11,747.50	33.56%	10,800.00
Financial Advisors	4,000.00	0.00		820.00
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	2,891.20	13.14%	0.00
Legal	300,000.00	38,320.50	12.77%	197,016.79
Photography	15,000.00	11,913.88	79.43%	13,117.66
Traffic & Revenue Consultants	40,000.00	0.00		0.00
Communications and Marketing	150,000.00	83,042.03	55.36%	0.00
Transcripts	2,000.00	0.00		1,900.00
Total Professional Services	2,330,000.00	151,617.82	6.51%	245,774.70

	Budget FY 2007	Actual Year To Date 1/31/2007	Percent Of Budget	Actual Year To Date 1/31/2006
Other Contractual Services				
IT Services	25,000.00	2,193.00	8.77%	0.00
Graphic Design Services	50,000.00	750.00	1.50%	22,154.02
Website Maintenance	20,000.00	8,690.41	43.45%	0.00
Research Services	45,000.00	0.00		42,628.07
Copy Machine	13,000.00	4,816.72	37.05%	767.75
Software licenses	21,675.00	7,259.80	33.49%	0.00
Advertising	50,000.00	8,265.89	16.53%	0.00
Direct Mail	20,000.00	0.00		0.00
Video Production	50,000.00	77,744.48	155.49%	0.00
Television	150,000.00	170,484.68	113.66%	0.00
Radio	50,000.00	7,500.00	15.00%	0.00
Other Public Relations	0.00	13,933.75		59,714.68
Security Contracts	60,000.00	134.40	0.22%	0.00
Cell Phones	10,170.00	2,724.66	26.79%	2,818.15
Local	18,240.00	3,689.15	20.23%	0.00
Long Distance	2,400.00	550.06	22.92%	0.00
Internet	4,000.00	2,142.00	53.55%	0.00
Other Communication Expense	1,000.00	60.26	6.03%	859.03
Dues & Subscriptions	7,200.00	1,501.90	20.86%	1,472.76
Memberships	18,950.00	3,879.85	20.47%	160.00
Continuing Education	9,000.00	2,083.95	23.16%	0.00
Professional Development	11,000.00	950.00	8.64%	9,266.10
Seminars and Conferences	21,400.00	15,495.00	72.41%	5,073.39
Total Travel	70,500.00	13,551.83	19.22%	25,551.03
Other Contractual Svcs	9,000.00	3,240.50	36.01%	3,226.90
Contractual Contingencies	161,000.00	234.46	0.15%	
Total Other Contractual Services	826,860.00	351,876.75	42.56%	173,691.88
Total Contractual Expenses	3,156,860.00	503,494.57	15.95%	419,466.58

	Budget FY 2007	Actual Year To Date 1/31/2007	Percent Of Budget	Actual Year To Date 1/31/2006
Materials and Supplies				
Books & Publications	3,600.00	1,613.24	44.81%	176.55
Office Supplies	18,750.00	6,604.45	35.22%	9,408.69
Computer Supplies	17,500.00	2,296.80	13.12%	0.00
Copy Supplies	6,000.00	0.00		0.00
Annual Report	20,000.00	4,250.00	21.25%	7,200.00
Other Reports	60,500.00	1,006.00	1.66%	0.00
Office Supplies	18,350.00	3,574.77	19.48%	1,948.38
Maintenance Supplies	500.00	0.00		0.00
Promotional Items	12,500.00	7,926.37	63.41%	0.00
Displays	10,000.00	12,703.42	127.03%	0.00
Tools & Equipment	2,250.00	1,040.67	46.25%	355.69
Misc Materials & Supplies	6,000.00	929.98	15.50%	77.28
Total Materials & Supplies Exp	175,950.00	41,945.70	23.84%	19,166.59

	Budget FY 2007	Actual Year To Date 1/31/2007	Percent Of Budget	Actual Year To Date 1/31/2006
Operating Expenses				
Gasoline	10,000.00	0.00		18.92
Mileage Reimbursement	8,200.00	2,587.04	31.55%	3,605.06
Parking	22,100.00	10,771.59	48.74%	856.31
Meeting Facilities	3,000.00	0.00		0.00
Community Events	20,000.00	250.00	1.25%	0.00
Meeting Expense	4,900.00	1,886.55	38.50%	825.97
Public Notices	3,500.00	9.00	0.26%	565.16
Postage	11,500.00	1,179.30	10.25%	2,096.97
Overnight Services	2,200.00	121.96	5.54%	0.00
Delivery Services	3,200.00	1,017.20	31.79%	1,114.25
Insurance	26,200.00	18,140.73	69.24%	8,474.50
Reimbursements	1,150.00	0.00		28.36
Repair and Maintenance	3,600.00	0.00		158.00
Rent	162,290.00	97,443.19	60.04%	1,000.00
Water	17,000.00	0.00		0.00
Electricity	7,400.00	2,010.36	27.17%	0.00
Natural Gas	500.00	0.00		0.00
Amortization Expense	30,000.00	20,374.12	67.91%	1,541.72
Dep Exp- Furniture & Fixtures	12,000.00	5,921.01	49.34%	0.00
Dep Expense - Equipment	12,000.00	5,474.42	45.62%	519.23
Dep Expense-Communic Equip	6,000.00	3,494.30	58.24%	489.18
Depreciation Expense-Computers	48,000.00	21,492.19	44.78%	20,389.21
Recruitment	4,000.00	0.00		553.40
Community Initiative Grants	200,000.00	63,929.20	31.96%	10,000.00
Total Operating Expense	618,740.00	256,102.16	41.39%	52,236.24
Financing Expenses				
Arbitrage Rebate	1,000.00	0.00		0.00
Loan Fees	10,500.00	11,000.00	104.76%	10,500.00
Bond Issuance Cost	25,000.00	0.00		0.00
Trustee Fees	3,800.00	2,216.69	58.33%	2,216.62
Bank Fees	1,000.00	358.52	35.85%	342.85
Credit Card Fees	1,000.00	0.00		0.00
Contingency	20,000.00	0.00		0.00
Total Financing Expense	62,300.00	13,575.21	21.79%	13,059.47
Total Expenses	5,845,620.00	1,615,565.83	27.64%	1,077,786.86
Net Income	-4,271,570.00	-1,300,721.03		-816,399.31

CTRMA INVESTMENT REPORT

	Month Ending 1/31/2007						Balance 1/31/2007	Current Rate as of 1/31/2007	Maturity
	Balance 12/31/2006	Additions	Discount Amortization	Accrued Interest	Withdrawals				
Amount in repo									
Construction Fund	59,680,138.06			153,254.67	13,147,921.02	46,685,471.71	3.35%	April 1, 2007	
Debt Servi	15,283,825.63			28,671.44	5,179,149.28	10,133,347.79	3.35%	April 1, 2007	
totals	74,963,963.69	0.00	0.00	181,926.11	18,327,070.30	56,818,819.50			
Amount in Trustee TexStar									
Additional Projects Fund	8,007,916.34	10,850.00		35,640.55	600,850.63	7,442,706.26	5.321%		
Renewal & Replacement Fund	84,219.40	2,125,000.00		409.99		95,479.39	5.321%		
TxDOT Grant Fund	6,235,922.90	6,027,000.00		34,191.03		8,395,113.93	5.321%		
Debt Service Reserve Fund	6,975,951.64	8,162,850.00	0.00	48,834.31	600,850.63	13,051,785.95	5.321%		
	21,304,010.28			119,075.88		28,985,085.53			
Amount in TexStar Operating Fund	6,807,362.86	2,095,000.00	0.00	36,253.10	224,506.82	8,714,109.14	5.321%		
Fidelity Money Market Fund									
-Operating Fund	2,088,639.93	600,850.63		8,696.68	2,095,000.00	2,336.61	4.880%		
-Additional Projects Fund	0.00	15,147,921.02		95.87	600,946.50	0.00	4.880%		
-Construction Fund	15,860.23	3,529,572.77		695.21	15,141,118.77	23,357.69	4.880%		
-Debt Service Fund	238,658.55	1,649,576.50		993.73	3,719,750.00	49,475.05	4.880%		
-Subordinate Lien DS Fund	1,999.84			8.33	1,650,000.00	1,584.67	4.880%		
-TxDOT Grant Fund	2,120,941.72			4,288.49	2,125,000.00	230.21	4.880%		
-Renewal and Replacement	10,857.70			17.04	10,850.00	24.74	4.880%		
-Debt Service Reserve Fund	6,023,706.10	20,927,920.92	0.00	3,341.58	6,027,000.00	47.68	4.880%		
	10,500,664.07			18,136.93	31,369,665.27	77,056.65			
Money Market Fund-payroll	1,435.73	109,500.00		25.66	71,559.72	39,401.67	4.840%		
Amount in Fed Agencies									
Amortized Principal	9,421,514.72		5,720.22	33,122.49		9,427,234.94			
Accrued Interest	9,421,514.72	0.00	5,720.22		0.00	9,427,234.94			
Total in Repo's	74,963,963.69	0.00	0.00	181,926.11	18,327,070.30	56,818,819.50			
Total in Pools	28,111,373.14	10,257,850.00	0.00	155,328.98	825,357.45	37,699,194.67			
Total in Money Market	10,502,099.80	21,037,420.92	0.00	18,162.59	31,441,224.99	116,458.32			
Total in Fed Agencies	9,421,514.72	0.00	5,720.22	0.00	0.00	9,427,234.94			
Total Invested	122,998,951.35	31,295,270.92	5,720.22	355,417.68	50,593,652.74	104,061,707.43			

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

William Chapman, CFO

Amount in Fed Agencies As of January 31, 2007

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	3133XC5C3	493,295.00	497,273.85	497,500.00	5.344%	4/21/2006	6/22/2007	Renewal and Replacement Fund
Federal Home Loan Bank	3133XDKQ3	2,000,000.00	2,000,000.00	1,999,380.00	4.500%	11/9/2005	2/9/2007	TxDOT Grant Fund
Federal Home Loan Bank	3133XBPW9	990,810.00	999,628.17	999,380.00	4.778%	1/27/2006	2/16/2007	TxDOT Grant Fund
Federal Home Loan Bank	3133XEK57	1,000,000.00	1,000,000.00	997,190.00	4.750%	2/16/2006	8/16/2007	TxDOT Grant Fund
Federal Home Loan Mortgage C	3128X4Q95	939,624.00	939,959.81	939,370.20	5.092%	3/8/2006	3/30/2007	Additional Projects Fund
Federal Home Loan Bank	3133X7C51	1,476,113.31	1,493,513.59	1,492,267.50	5.019%	4/13/2006	5/15/2007	Additional Projects Fund
Federal Home Loan Bank	3133X8KT8	1,473,398.44	1,496,859.52	1,496,250.00	5.139%	4/21/2006	3/7/2007	Additional Projects Fund
Federal Home Loan Bank	3133XGJE5	1,000,000.00	1,000,000.00	1,000,000.00	5.550%	8/8/2006	8/8/2007	Additional Projects Fund
		9,373,240.75	9,427,234.94	9,421,337.70				

Agency	CUSIP #	COST	Cummulative Amortization	January 31 Book Value	Maturity Value	Interest Income January 2007
Federal Home Loan Bank	3133XC5C3	493,295.00	3,978.85	497,273.85	500,000.00	1,666.67
Federal Home Loan Bank	3133XDKQ3	2,000,000.00	0.00	2,000,000.00	2,000,000.00	7,500.00
Federal Home Loan Bank	3133XBPW9	990,810.00	8,818.17	999,628.17	1,000,000.00	3,229.16
Federal Home Loan Bank	3133XEK57	1,000,000.00	0.00	1,000,000.00	1,000,000.00	3,958.33
Federal Home Loan Mortgage C	3128X4Q95	939,624.00	335.81	939,959.81	940,000.00	3,955.83
Federal Home Loan Bank	3133X7C51	1,476,113.31	17,400.28	1,493,513.59	1,500,000.00	4,375.00
Federal Home Loan Bank	3133X8KT8	1,473,398.44	23,461.08	1,496,859.52	1,500,000.00	3,812.50
Federal Home Loan Bank	3133XGJE5	1,000,000.00	0.00	1,000,000.00	1,000,000.00	4,625.00
		9,373,240.75	53,994.19	9,427,234.94	9,440,000.00	33,122.49
						5,720.22
						38,842.71

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Central Texas Regional Mobility Authority
Disbursements
January 1 - 31, 2007

DATE	Check No.	Amount	Vendor
1/3/2007	11836	600.00	Team Texas
1/5/2006	ACH	1,230.88	Nationwide Financial Services
1/5/2007	Wire	10,535.00	CTRMA
1/5/2007	Wire	242.33	Time Warner Cable
1/5/2007	Wire	24,423.61	URS
1/5/2007	Wire	568,769.74	HNTB
1/5/2007	Wire	36,373.54	TxDOT
1/5/2007	Wire	5,869,886.54	Hill Country Constructors
1/5/2007	Wire	58,474.25	HNTB
1/5/2007	11837	92.02	Austin Hotshot Delivery Svc
1/5/2007	11838	1,800.20	Dell Marketing, L.P.
1/5/2007	11839	43.75	E Software Professionals
1/5/2007	11840	450.00	Pena Swaze & Company, LLP
1/5/2007	11841	294.88	TML Intergovernmental
1/5/2007	11842	48.69	Angelique Samuels Haseley
1/5/2007	11843	323.19	Carolyn Chalender
1/5/2007	ACH	692.31	Payroll Deduction
1/5/2007	ACH	24,550.52	Payroll
1/5/2007	ACH	10,267.54	Payroll Taxes
1/5/2007	ACH	2,461.76	Nationwide Financial Services
1/5/2007	11844	158.96	Ron Fagan
1/5/2007	11845	448.62	Seamless Solutions
1/5/2007	11846	1,939.69	Austex Printing & Mailing
1/5/2007	11847	5.99	Corporate Express
1/5/2007	11848	132.00	Leading Edge Personnel
1/5/2007	11849	37.51	PS Texas Holdings Ltd
1/5/2007	11850	74.37	Thomson West
1/12/2007	11851	9.99	Sandra King-Wells
1/12/2007	11852	2,119.45	Standard Parking
1/12/2007	11853	243.54	Benefit Systems, Inc.
1/12/2007	11854	325.00	Hill Country News
1/12/2007	11855	9,855.00	The Security Center Inc.
1/12/2007	11856	258.57	Time Warner Cable
1/12/2007	11857	45.59	Emily Frey
1/12/2007	11858	309.00	Iron Mountain
1/12/2007	11859	174.11	Lowell Lebermann
1/19/2007	ACH	1,087.42	Nationwide Financial Services
1/19/2007	ACH	26,133.88	Payroll
1/19/2007	ACH	10,607.78	Payroll Taxes
1/19/2007	ACH	1,230.88	Nationwide Financial Services
1/19/2007	ACH	692.31	Payroll Deduction
1/19/2007	11860	170.85	Cingular Wireless
1/19/2007	11861	269.90	301 Congress Avenue, L.P.
1/19/2007	ACH	2,461.76	Nationwide Financial Services
1/19/2007	11862	600.00	AARO
1/19/2007	11863	755.00	Thomson West

Central Texas Regional Mobility Authority
 Disbursements
 January 1 - 31, 2007

Check No.	Amount	Vendor
1/19/2007 11864	60.15	Texas Workforce Commission
1/26/2007 11865	14,107.27	Owen Consulting
1/26/2007 11866	15,164.44	301 Congress Avenue, L.P.
1/26/2007 11867	147.49	Steve Pustelnyk
1/26/2007 11868	808.82	William Chapman
1/26/2007 ACH	692.31	Payroll Deduction
1/26/2007 ACH	2,361.76	Nationwide Financial Services
1/26/2007 ACH	1,180.88	Nationwide Financial Services
1/26/2007 ACH	24,703.84	Payroll
1/26/2007 EFT	9,009.72	Payroll Taxes
1/26/2007 11869	400.00	Contract Furniture Services
1/26/2007 11870	7,145.98	Blue Cross Blue Shield
1/26/2007 11871	101.25	Fort Dearborn
1/26/2007 11872	255.26	Benefit Systems, Inc.
1/26/2007 11873	1,039.79	Corporate Express
1/26/2007 11874	24.25	Natalie Monsanto
1/26/2007 11875	920.19	Time Warner Telecom
1/26/2007 11876	10.01	Austin Hotshot Delivery Svc
1/31/2007 Wire	243.53	Time Warner Telecom
1/31/2007 Wire	730,563.06	Caseta
1/31/2007 Wire	7,255,333.89	Hill Country Constructors
1/31/2007 Wire	81.49	Premiere Global Services
1/31/2007 Wire	1,950.00	Community Impact Newspaper
1/31/2007 Wire	600.00	Time Warner Cable Media Sales
1/31/2007 Wire	320.00	Lampasas Dispatch Record & Print Shop
1/31/2007 Wire	9,855.00	CTRMA
1/31/2007 Wire	10,307.67	TxDOT
1/31/2007 Wire	128,352.75	URS
1/31/2007 Wire	668,974.67	HNTB
1/31/2007 Wire	389,695.89	HNTB



Monthly Newsletter - January 2007

Performance

As of January 31, 2007

Current Invested Balance	\$4,939,413,083.56
Weighted Average Maturity (1)	16 Days
Weighted Average Maturity (2)	37 Days
Net Asset Value	1.000033
Total Number of Participants	501
Management Fee on Invested Balance	0.12%*
Interest Distributed	\$21,506,510.40
Management Fee Collected	\$201,308.52
Standard & Poor's Current Rating	AAAm

January Averages

Average Invested Balance	\$4,740,317,268.39
Average Monthly Yield, on a simple basis	5.2920%
Average Weighted Average Maturity (1)*	17 Days
Average Weighted Average Maturity (2)*	40 Days

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

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

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

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

New Participants

We would like to welcome the following entities who joined the TexSTAR program in January 2007:

- ★ City of Uhland
- ★ Bexar County
- ★ Little Elm ISD
- ★ El Paso Housing Finance Corp
- ★ Harris County Dept of Education
- ★ City of Stephenville
- ★ Brazoria County MUD 28
- ★ Central Co Washington WSC

Holiday Reminder

Please note that in observance of Presidents' Day, *TexSTAR will be closed on Monday, February 19, 2007.*

Arbitrage Rebate Seminar

First Southwest Asset Management, Inc. will be holding an Arbitrage Rebate Seminar at the Hyatt Regency Hill County Resort in San Antonio on March 22-23, 2007. This comprehensive seminar is devoted to arbitrage rebate compliance for tax-exempt bonds and continuing disclosure requirement for public financings. For more information or to register, please visit the conference website at <http://www.firstsw.com/events.aspx> or contact Wendy Curry with the Arbitrage Rebate Division by calling 214.953.8726.

Economic Commentary

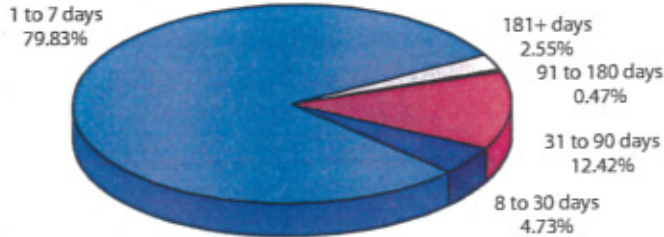
Economic reports released in January were strong. Labor market conditions tightened and inflation appeared to be moderating. December's employment report came in solid, with payrolls climbing a robust 167,000 and the unemployment rate remaining unchanged at a still-low 4.5%. Consumer confidence ticked up in January as gasoline prices continued to decline. The University of Michigan Consumer Sentiment gauge also rose, surging by 6.3 points to a very healthy 98. U.S. Treasury yields rose across the curve, with the two- and five-year Treasury notes both up by 12 basis points (bps), keeping the spread between the two maturities unchanged at -12 bps as at the end of January.

The Federal Reserve is expected to remain on hold through at least the May FOMC meeting. Consumption is anticipated to remain strong through the second quarter as gasoline prices remain low and personal income data comes in robust. The behavior of inflation data and the extent to which labor market slack decreases will determine the degree of further Fed tightening that will be necessary from the June meeting through year-end. The best estimate is for one 25 bps tightening during this period, with a likely range of 0 to 50 bps in rate hikes.

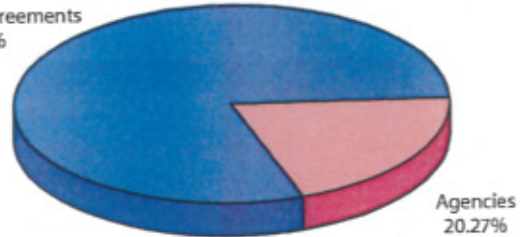
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of January 31, 2007

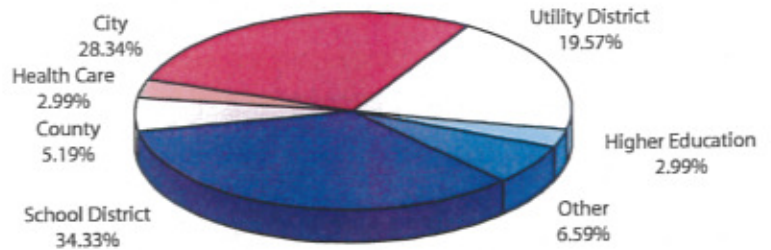


Repurchase Agreements
79.73%



Portfolio by Maturity As of January 31, 2007

Distribution of Participants by Type As of January 31, 2007



Historical Program Information

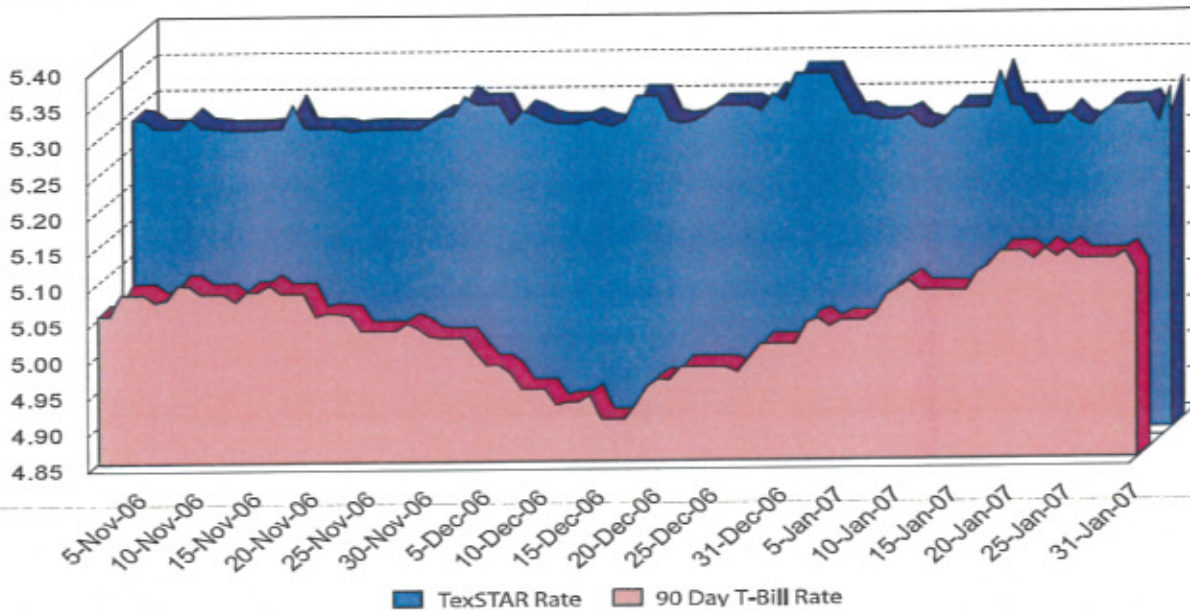
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Jan 07	5.2920%	\$ 4,939,413,083.56	\$ 4,939,578,732.47	1.000033	17	40	501
Dec 06	5.2991%	4,277,003,031.52	4,276,711,759.92	0.999923	15	49	493
Nov 06	5.2785%	3,929,299,527.54	3,928,963,502.14	0.999914	22	63	488
Oct 06	5.2903%	3,782,690,698.30	3,782,682,727.03	0.999997	30	75	484
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

Portfolio Asset Summary as of January 31, 2007

	Book Value	Market Value
Uninvested Balance	\$ 264,262.47	\$ 264,262.47
Accrual of Interest Income	4,222,915.81	4,222,915.81
Interest and Management Fees Payable	(21,507,456.42)	(21,507,456.42)
Payable for Investment Purchased	(34,550,920.83)	(34,550,920.83)
Repurchase Agreements	3,984,955,000.00	3,984,955,000.00
Government Securities	1,006,029,282.53	1,006,194,931.44
Total	\$ 4,939,413,083.56	\$ 4,939,578,732.47

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 January 2007

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
1-Jan-07	5.3458%	0.000146461	4,277,003,031.52	0.999923	16	43
2-Jan-07	5.3142%	0.000145595	4,361,905,090.28	1.000057	16	43
3-Jan-07	5.2886%	0.000144892	4,538,953,564.43	1.000055	15	41
4-Jan-07	5.2893%	0.000144911	4,583,960,276.35	1.000055	15	41
5-Jan-07	5.2815%	0.000144699	4,623,906,052.49	1.000051	16	40
6-Jan-07	5.2815%	0.000144699	4,623,906,052.49	1.000051	16	40
7-Jan-07	5.2815%	0.000144699	4,623,906,052.49	1.000051	16	40
8-Jan-07	5.2884%	0.000144887	4,674,316,468.89	1.000052	15	39
9-Jan-07	5.2722%	0.000144443	4,759,546,961.73	1.000049	15	38
10-Jan-07	5.2683%	0.000144337	4,743,531,129.38	1.000047	15	38
11-Jan-07	5.2776%	0.000144593	4,783,025,223.71	1.000044	17	40
12-Jan-07	5.2960%	0.000145097	4,846,940,733.44	1.000031	18	41
13-Jan-07	5.2960%	0.000145097	4,846,940,733.44	1.000031	18	41
14-Jan-07	5.2960%	0.000145097	4,846,940,733.44	1.000031	18	41
15-Jan-07	5.2960%	0.000145097	4,846,940,733.44	1.000031	18	41
16-Jan-07	5.3466%	0.000146483	4,847,786,796.19	1.000046	18	41
17-Jan-07	5.2988%	0.000145173	4,737,670,260.47	1.000043	18	41
18-Jan-07	5.2977%	0.000145143	4,755,954,851.65	1.000045	18	41
19-Jan-07	5.2721%	0.000144442	4,715,715,773.21	1.000041	17	41
20-Jan-07	5.2721%	0.000144442	4,715,715,773.21	1.000041	17	41
21-Jan-07	5.2721%	0.000144442	4,715,715,773.21	1.000041	17	41
22-Jan-07	5.2900%	0.000144931	4,770,239,375.16	1.000042	17	40
23-Jan-07	5.2750%	0.000144521	4,788,719,395.49	1.000039	17	39
24-Jan-07	5.2702%	0.000144388	4,832,704,402.57	1.000036	16	39
25-Jan-07	5.2889%	0.000144902	4,841,485,520.11	1.000036	17	39
26-Jan-07	5.2986%	0.000145168	4,831,258,487.12	1.000034	17	38
27-Jan-07	5.2986%	0.000145168	4,831,258,487.12	1.000034	17	38
28-Jan-07	5.2986%	0.000145168	4,831,258,487.12	1.000034	17	38
29-Jan-07	5.3029%	0.000145285	4,878,697,144.33	1.000034	17	38
30-Jan-07	5.2750%	0.000144521	4,934,518,871.94	1.000033	16	37
31-Jan-07	5.3212%	0.000145787	4,939,413,083.56	1.000033	16	37
Average	5.2920%	0.000144986	4,740,317,268.39		17	40

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>

 **First Southwest Asset Management**

 **JPMorganChase**