

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

**RESOLUTION NO. 08-01**

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 Change Orders involving an amount up to and including \$150,000.00 as set forth in Resolution No. 07-49 dated August 29, 2007, the Board must approve any change order; and

WHEREAS, the CTRMA requested that additional turn lanes be included in the design and construction of the FM 1431-183A grade separated intersection and such additional turn lanes were included by the Developer; and


WHEREAS, the CTRMA, the GEC and the Developer, pursuant to the change order process set forth in the CDA, have determined that the additional turn lanes included in the FM 1431-183A intersection require the issuance of Change Order No. 38, 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 Change Order No. 38 as set forth and in accordance with the terms in Attachment "A" attached hereto and hereby authorizes the Executive Director to finalize the terms associated with Change Order No. 38 and execute Change Order No. 38 as appropriate; and


BE IT FURTHER RESOLVED, that upon proper execution by all of the appropriate parties in accordance with the CDA, Change Order No. 38 shall be made an amendment to the Contract Documents, as defined in the CDA, as of the date that Change Order No. 38 is fully executed.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January 2008.

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 08/01  
Date Passed 1/30/08

**Attachment "A"**

**Copy of Change Order No. 38 Memorandum and Summary**

EXHIBIT M

FORM OF CHANGE ORDER

CHANGE ORDER PROPOSAL NO. 038      CONTRACT NO. 183A Turnpike

SECTION 1

Originator: Rich Ginder

Date: January 11, 2007

Title: Project Scheduler

Contract No. 183A Turnpike

Company Name: Hill Country Constructors

DESCRIPTION:

This change order is a negotiated settlement for the 183A FM 1431 intersection.

Scope:

Additional turn lanes were added in the FM 1431 intersection. The total negotiated price of this change order is \$239,000.

CAUSE OF CHANGE ORDER REQUEST:

HCC submitted PCO #023 requesting compensation for the costs of the widening of the FM 1431 from the proposal to the final configuration of this intersection. Both the CTRMA and HCC agree there was some change of scope that resulting in adding more pavement at the FM 1431 intersection. However, it took some negotiation between both parties to determine the compromised amount of change.

 1/10/08  
Developer Project Manager      Date



**CHANGE ORDER  
REQUEST**

CHANGE ORDER PROPOSAL NO. 038

CONTRACT NO. 183A Turnpike

**SECTION II**

The total amount of this Change Order is \$ 239,000. Documentation supporting the Change Order is attached as Exhibits CO.38.1.

Payment Schedule Items Added/Deducted:

<u>Activity No.</u>	<u>Description</u>	<u>Amount</u>
B085287	CO #38 – Roadway Widening at FM 1431	\$ 130,000.00
B095930	CO #38 – Add'l Bridge Span at FM 1431	\$ 109,000.00

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

A.	Developer Labor (construction)	
1.	Wages <sup>1</sup>	\$ 40,500.00
2.	Labor benefits <sup>2</sup> (55% of A.1)	\$ 22,275.00
B.	Developer and Subcontractor Labor (professional services)	
1.	Wages <sup>1</sup> (Raw)	\$ 0.00
2.	Labor benefits <sup>2</sup> (145% of B.1, which includes overhead and profit)	\$ 0.00
3.	Off-duty peace officers and patrol cruisers <sup>1</sup>	\$ 0.00
C.	Materials <sup>1</sup> (with taxes, freight and discounts)	\$ 75,870.00
D.	Developer Equipment <sup>1</sup>	\$ 38,081.00

<sup>1</sup> Estimated for Negotiated Change Orders or Actual for Force Account Change Orders.

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

E.	Subcontracts <sup>1</sup> (Time and Materials costs)	\$	33,524.00
F.	Utility Direct Costs <sup>1</sup>	\$	0.00
G.	Overhead and Profit		
1.	Labor (25% of A.1 and A.2)	\$	15,694.00
2.	Traffic Control (5% of B.3)	\$	0.00
3.	Materials (15% of C)	\$	11,380.00
4.	Subcontracts (5% of E)	\$	1,676.00
5.	Utility Direct Costs (5% of F)	\$	0.00
H.	Grand Total	\$	239,000.00

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

**RESOLUTION NO. 08-02**

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; and

WHEREAS, the 183-A Turnpike Project (the "Project") was designated by the Texas Transportation Commission in Minute Order No. 109877, approved on November 18, 2004, as the initial project to be developed by the CTRMA; and

WHEREAS, Williamson County (the "County") committed to acquire a significant portion of the right-of-way ("ROW") for the Project and on February 2, 2005 entered into an Interlocal Agreement with the CTRMA setting forth the terms and conditions for the transfer of the ROW to the CTRMA (the "Interlocal Agreement"), such Interlocal Agreement having been authorized by the CTRMA Board of Directors in Resolution 05-08, dated January 26, 2005; and

WHEREAS, the County conveyed the ROW to the CTRMA by deed or deeds recorded in the Official Public Records of Williamson County, Texas, including various tracts under a Quitclaim Deed recorded in Document No. 2005007107 (the "Deed"); and

WHEREAS, the ROW conveyed by the Deed included a tract referred to as Parcel 75, which is located to the north of the original New Hope Road right-of-way; and

WHEREAS, a significant portion of Parcel 75 was utilized as necessary right-of-way for the Project, with a 2.568 acre portion of Parcel 75 situated on the east side of the main lanes of the Project having been determined to not be necessary for the operation and utilization of the Project (the "2.568 Acre Tract"), such 2.568 Acre Tract being described by metes and bounds in Attachment "A" attached hereto and incorporated herein; and

WHEREAS, the County has expressed its desire that the 2.568 Acre Tract be conveyed back to the County, such reconveyance being consistent with the intent expressed in the Interlocal Agreement.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the conveyance of the 2.568 Acre Tract to the County by a Deed Without Warranty, substantially in the form attached hereto in Attachment "A"; and

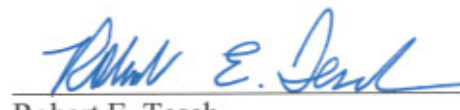
BE IT FURTHER RESOLVED, that the Executive Director is authorized and directed to execute the Deed Without Warranty and cause the same to be delivered to the County Judge of Williamson County, Texas.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January 2008.

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 08/02  
Date Passed 1/30/08

Attachment "A"

**DEED WITHOUT WARRANTY**

**Date:** \_\_\_\_\_, 200\_\_.

**Grantor:** CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

**Grantor's Mailing Address:**

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY  
c/o Mike Heiligenstein, Executive Director  
301 Congress Avenue, Suite 650  
Austin, Texas 78701

**Grantee:** WILLIAMSON COUNTY, TEXAS

**Grantee's Mailing Address:**

WILLIAMSON COUNTY, TEXAS  
c/o Dan A. Gattis, County Judge  
701 Main St., Suite 101  
Georgetown, Texas 78626  
Williamson County

**Consideration:**

TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration.

**Property (including any improvements):**

2.568 acres of land out of the S. J. Dover Survey, Abstract No. 168, situated in Williamson County, Texas and more particularly described in Exhibit "A", attached hereto and incorporated herein.

**Reservations from Conveyance:**

None

**Exceptions to Conveyance and Warranty:**

None

Grantor, for the Consideration and subject to the Reservations from Conveyance and the Exceptions to Conveyance, grants, sells, and conveys to Grantee the Property, together with all and

singular the rights and appurtenances thereto in any way belonging, to have and to hold it to Grantee and Grantee's heirs, successors, and assigns forever, without express or implied warranty. All warranties that might arise by common law as well as the warranties in section 5.023 of the Texas Property Code (or its successor) are excluded.

As a material part of the Consideration for this deed, Grantor and Grantee agree that Grantee is taking the Property "AS IS" with any and all latent and patent defects and that there is no warranty by Grantor that the Property has a particular financial value or is fit for a particular purpose. Grantee acknowledges and stipulates that Grantee is not relying on any representation, statement, or other assertion with respect to the Property condition but is relying on Grantee's examination of the Property. Grantee takes the Property with the express understanding and stipulation that there are no express or implied warranties except for limited warranties of title set forth in this deed.

When the context requires, singular nouns and pronouns include the plural.

CENTRAL TEXAS REGIONAL MOBILITY  
AUTHORITY

BY: \_\_\_\_\_  
Mike Heiligenstein  
Executive Director

STATE OF TEXAS )

COUNTY OF \_\_\_\_\_ )

This instrument was acknowledged before me on \_\_\_\_\_, 200\_\_\_\_, by Mike Heiligenstein, in the capacity and for the purposes and consideration recited herein.

\_\_\_\_\_  
Notary Public, State of Texas

PREPARED IN THE OFFICE OF:

Sheets & Crossfield, P.C.  
309 East Main  
Round Rock, Texas 78664

AFTER RECORDING RETURN TO:

Sheets & Crossfield, P.C.  
309 East Main  
Round Rock, Texas 78664



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

**RESOLUTION NO. 08-03**

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; and

WHEREAS, the CTRMA is charged with funding and developing transportation improvements throughout the region to help solve the current mobility crisis and to improve the quality of life for residents of Central Texas; and

WHEREAS, the CTRMA, working in partnership with the Austin District of the Texas Department of Transportation ("TxDOT"), developed a proposed "CTRMA/TxDOT Regional Implementation Program" (the "Program") which provides for the funding and development of various transportation system improvements through tolling of new roadway capacity, such Program having been amended and revised from time to time by the actions of TxDOT, CAMPO and/or the CTRMA; and

WHEREAS, various regional transportation projects included in the CAMPO 2030 Plan, TIP and/or the Program have been assigned to the CTRMA for design, development and/or operation, including the Loop 1 Managed Lane Project; and

WHEREAS, by letter dated November 26, 2007, the Austin District Engineer requested that the final design of other various regional transportation projects be moved to the jurisdiction of the CTRMA (collectively or individually, such assigned regional transportation projects (including the Loop 1 Managed lanes) being referred to as the "Transportation Projects"); and

WHEREAS, the CTRMA has successfully opened its first project, the 183-A Turnpike Project ("183-A"), and is currently meeting and exceeding the usage and financial projections related to 183-A; and

WHEREAS, there is currently pending a procurement for Strategic Financial Team opportunities open to eleven short-listed financial teams whereby the CTRMA is seeking financial resources to address the short and long term needs for development of the Transportation Projects in a manner that may include utilizing the resources of one or more projects, including 183-A, to bolster the financing of other projects, either through a corridor by corridor or system approach; and

WHEREAS, funding resources associated with a successful proposal for the Strategic Financial Team procurement may not be available as quickly as required to insure the continued design and development efforts associated with some of the Transportation Projects specifically listed on Attachment "A" attached hereto (the "Immediate Design Funding"), and it may be necessary to seek other funding resources for such efforts; and

WHEREAS, it is anticipated that the CTRMA will make, or has made not more than 60 days prior to the date hereof, payments with respect to the Immediate Design Funding and the CTRMA has concluded that it is not cost-effective, at this time, to issue tax-exempt obligations to finance the costs associated with the Immediate Design Funding; and

WHEREAS, the CTRMA may pursue initial funding for the Immediate Design Funding through a loan to be obtained from a commercial financial institution, the State Infrastructure Bank or other financing source in accordance with all applicable laws and regulations; and

WHEREAS, the CTRMA desires to reimburse itself for the costs associated with the Immediate Design Funding from the proceeds of any tax-exempt obligations issued subsequent to the date hereof and the CTRMA reasonably expects to issue tax-exempt obligations in the future to reimburse itself for the costs associated with the Immediate Design Funding and to fund further development of one or more of the Transportation Projects.

NOW THEREFORE, BE IT RESOLVED, that the CTRMA reasonably expects to reimburse itself from any future tax exempt bond issuance of all costs that have been or will be paid for work performed and paid through Intermediate Design Funding subsequent to December 1, 2007; and

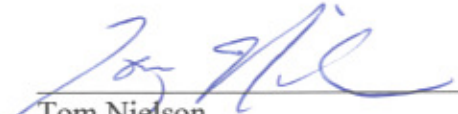
BE IT FURTHER RESOLVED, that the CTRMA reasonably expects that the maximum principal amount of tax-exempt obligations issued to reimburse the CTRMA for the costs associated with the Immediate Design Funding will not exceed \$50,000,000.00; and

BE IT FURTHER RESOLVED, that the Executive Director is instructed and authorized to undertake all reasonable efforts to seek sources to pay the Immediate Design Funding, including negotiations with commercial financial institutions or the State Infrastructure Bank that may include the pledge, consistent with all applicable bond covenants and applicable obligations, of revenues associated with 183-A; and


BE IT FURTHER RESOLVED, that no agreement with any commercial financial institution or other financing source may be entered into without the express approval of the Board of Directors.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January 2008.

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 08/03  
Date Passed 1/30/08

Attachment "A"

Projects Included in Immediate Design Funding

US183 Springdale to Boggy  
US183 Boggy to Patton  
SH71E/US183 Interchange  
SH71E at FM 973  
SH71E at SH130  
US290W  
SH71W  
SH45SW  
290E-SH130 to FM973  
290E-US183 to FM973  
183A  
Loop 1 Managed Lanes

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

**RESOLUTION NO. 08-04**

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

WHEREAS, the CTRMA is charged with funding and developing transportation improvements throughout the region to help solve the current mobility crisis and to improve the quality of life for residents of Central Texas; and

WHEREAS, CTRMA staff, working in partnership with the Austin District of the Texas Department of Transportation, developed a proposed "CTRMA/TxDOT Regional Implementation Program" (the "Program") which provides for the funding and development of various transportation system improvements through tolling of new roadway capacity; and

WHEREAS, in Resolution 04-62, dated December 8, 2004, the CTRMA Board of Directors adopted formal toll policies for the CTRMA (the "Toll Policies") that were consistent with the Program and reflected input received through public comment and a public hearing held by the CTRMA for such purpose; and

WHEREAS, the Board of Directors anticipated in Resolution 04-62 that the Toll Policies would be subject to revision and amendment from time to time to insure that the Toll Policies best implement the mission and goals of the CTRMA in its efforts to serve the public regarding mobility matters; and

WHEREAS, certain provisions of the Toll Policies are no longer consistent with the desired operation of various transportation improvements developed under the Program; and

WHEREAS, CTRMA staff has undertaken development of various proposed amendments and revisions to the Toll Policies for the CTRMA regarding a system for video toll payments and establishment of administrative fees associated with violations enforcement and such proposed revisions to the Toll Policies are attached hereto as Attachment "A" ("Revisions to Toll Policies"); and

WHEREAS, CTRMA staff has undertaken with Stantec Consulting Services, Inc., the CTRMA's Traffic Consultant, the necessary review and analysis of the fiscal results of such revisions as required under the bond covenants the CTRMA is subject to in order to fully consider the impact of the proposed Revisions to Toll Policies; and

WHEREAS, subject to the results of the fiscal review and analysis, the Board of Directors has determined that the Revisions to Toll Policies are acceptable and in the best interest of furthering CTRMA's efforts to serve the public regarding mobility matters.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby adopts the Revisions to the Toll Policies attached hereto as Attachment "A" and hereby amends the CTRMA Toll Policies accordingly, effective as of the date all necessary fiscal review and analysis has been delivered to the CTRMA in final form acceptable to the CTRMA and other relevant parties under applicable bond covenants; and

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2008.

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 08-04  
Date Passed 1/30/08

**ATTACHMENT "A"**  
**TO**  
**RESOLUTION 08-04**  
**REVISIONS TO TOLL POLICIES**

**Video Tolling**  
**and**  
**Establishment of Administrative Fees**

The CTRMA Board of Directors has, by passage of its Resolution 08-04 dated January 30, 2008, adopted certain revisions to the Toll Policies of the Authority.

Revisions to the Toll Policies are reflected either in the Policies and Procedures for Toll Collection Operations on the CTRMA Turnpike System ("Policies and Procedures Document") originally adopted December 8, 2004, or as included in the Toll Rates Structure (the "Official Statement Toll Rate Structure") included in the Official Statement dated February 16, 2005 in connection with the CTRMA issuance of various debt obligations (the "Official Statement");

To the extent authorized revisions have been made to the Policies and Procedures Document, such revisions are reflected therein, and the authorized revisions to the Official Statement Toll Rate Structure are as stated below:

The following revisions to the Policies and Procedures Document and the Official Statement Toll Rate Structure (as applicable) are authorized and adopted as follows:

**1. Video Billing Payment Option.** The CTRMA shall offer video billing as another payment option for customers that use toll lanes that require a toll tag. This is a supplement to the existing toll policy. CTRMA, through its Violations Process and Debt Collection Provider (the "Collections Contractor"), will use the license plate information of a vehicle that does not have a valid toll tag but is utilizing toll lanes that require a toll tag to determine the registered owner of such a vehicle via an interface with Vehicle Title Registration.

The Collections Contractor will send an invoice to the registered owner of the vehicle and receive payment on behalf of CTRMA. The Collections Contractor will add a 20% additional toll surcharge per toll transaction and a \$1.00 handling fee for each invoice. If the transaction is paid by a charge or debit card, an additional \$2.50 convenience fee will be added, while payment by check by telephone will require a \$2.00 convenience fee. The Collections Contractor will retain the additional toll surcharge, handling fee and any convenience fee to cover their cost and forward the toll payments to the CTRMA. An example could be as follows:

<b>Toll</b>	<b>Surcharge</b>	<b>Handling charge</b>	<b>Invoice Total</b>
\$ .50	\$ .10		
\$ .50	\$ .10		
<u>\$1.50</u>	<u>\$ .30</u>		
<b>\$2.50</b>	<b>\$ .50</b>	<b>\$1.00</b>	<b>\$4.00 + any convenience fee</b>



Video billing is an enhanced customer service offered by CTRMA which customers should be considered as a privilege. "All invoices will require payment within thirty (30) days of the date thereof. Customers who have at least two (2) delinquent video bills no longer qualify for invoices but have all subsequent non-payment of tolls during the pendency of any such delinquency treated as violations and will receive violation notices. The Collections Contractor, based on filtered information provided by the CTRMA host computer system will send either an invoice or violation notice to these customers, as appropriate. Customers may have their video billing privilege reinstated by paying all delinquent fines, fees and tolls.

**2. Establishment of Administrative Fees for Violations Enforcement Through Notices of Non-Payment.** Section 370.177 of the Texas Transportation Code provides for the collection of an Administrative Fee to recover the cost of collecting unpaid tolls by a Mobility Authority such as the CTRMA. The Administrative Fee cannot exceed \$100.00. The CTRMA has determined that such fees may vary depending on how far in the collection process a delinquent account proceeds.

The current Administrative Fee shall be \$15.00 applied at each phase of the collection process. This means that upon issuance of a notice of non-payment, a \$15.00 Administrative Fee shall be collected in addition to the toll and any other fees that are otherwise due.

In the event payment is not received in connection with the first notice of non-payment, and a second notice of non-payment is sent, an additional \$15.00 Administrative Fee shall become due. Therefore, full payment of a second notice of non-payment will require the payment of \$30.00 in Administrative Fees, in addition to all other amounts due.

In the event payment is not received in connection with either the first or second notice of non-payment, such account shall be considered for collection, and an additional \$30.00 Administrative Fee shall become due and the cumulative Administrative Fee shall be \$60.00.

The CTRMA Board recognizes that the amount of the Administrative Fee should be subject to periodic change when collection costs and associated matters are considered. Therefore, the authority to revise the Administrative Fee, or any aspect thereof, is granted to the Executive Director, in consultation with the Director of Operations, and may be revised by written amendment hereto. The Board of Directors shall be notified of any such revisions by the Executive Director at the next regularly scheduled Board Meeting after such revision is put into effect.

The above revisions shall be deemed part of the Policies and Procedures Document and the Official Statement Toll Rate Structure as provided in Resolution No. 08-04, unless and until further revised by the CTRMA Board of Directors by appropriate resolution, in accordance with the provisions of the Official Statement, or as otherwise provided herein.

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

**RESOLUTION NO. 08-05**

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 has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, in Resolution No. 03-26, dated April 30, 2003, the CTRMA Board of Directors authorized the issuance of a Request for Qualifications ("RFQ") for the selection of a general engineering consultant ("GEC"); and

WHEREAS, in Resolution No. 03-36, dated July 15, 2003, the CTRMA Board of Directors approved the selection of HNTB as the GEC to the CTRMA, and the CTRMA and HNTB entered into an Agreement for General Consulting Civil Engineering Services effective as of September 1, 2003 (the "Agreement"); and

WHEREAS, the original term of the Agreement terminates as of August 31, 2008; and

WHEREAS, the Board of Directors believes that it is imperative that the CTRMA experience a continuity of services from its GEC for the foreseeable future in order to adequately address the numerous anticipated mobility challenges of the region; and

WHEREAS, the Board of Directors desires that the Agreement be amended and extended in order to facilitate the continuity of GEC services.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes the Executive Director to finalize and execute a First Amendment to the Agreement substantially in the form attached hereto as Attachment "A" and extend the term of the Agreement until December 31, 2009, as well as revise any other terms of the Agreement as reflected on Attachment "A".

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2008.

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 08-05  
Date Passed 1/30/08

**ATTACHMENT "A"**

**First Amendment to GEC Agreement**

**FIRST AMENDMENT TO  
AGREEMENT FOR GENERAL CONSULTING CIVIL ENGINEERING SERVICES  
BETWEEN  
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY  
AND  
HNTB CORPORATION**

This First Amendment to the Agreement for General Consulting and Civil Engineering Services dated September 1, 2003 (the "Agreement") by and between Central Texas Regional Mobility Authority ("CTRMA") and HNTB Corporation (the "GEC") is made for the purpose of amending Sections 4 and 5 of the Agreement.

Pursuant to action of the CTRMA Board of Directors, reflected in Resolution No. xx dated January 2008, Sections 4 and 5 of the Agreement are amended as follows, with such amendments to be effective as of the date set forth below:

**Section 4.c., COMPUTATION AND ADJUSTMENT OF THE MULTIPLIER** the last sentence of the second paragraph shall be replaced in its entirety with the following:

The fifteen percent (15%) profit factor shall be adjusted to twelve percent (12%) starting February 2, 2008

**Section 4.m., COMPENSATION OF SUBCONSULTANTS** the first sentence in the first paragraph shall be replaced in its entirety with the following:

For the remainder of the Agreement term, the GEC will employ PBS&J, as the primary subconsultant. Additional subconsultants providing services under this Agreement may be added based upon approval by CTRMA.

**Section 5, TIME OF PERFORMANCE** is deleted in its entirety and replaced with the following:

It is understood and agreed that the Time of Performance under this Agreement is extended by sixteen (16) months. The original expiration date of August 31, 2008 is extended through December 31, 2009, subject to the earlier expiration of the Agreement pursuant to Sections 6 or 7 below or further extension upon agreement of both parties.

**Effective Date of Amendments:** These amendments shall be effective as of February \_\_\_\_\_, 2008.

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

Central Texas Regional Mobility Authority

HNTB Corporation

By: \_\_\_\_\_

By: \_\_\_\_\_

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

**RESOLUTION NO. 08-06**

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, the Board of Directors of the CTRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, the CTRMA has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, in Resolution No. 03-27, dated April 30, 2003, the CTRMA Board of Directors authorized the issuance of a Request for Qualifications ("RFQ") for the selection of a law firm to serve as the CTRMA's outside general legal counsel for legal matters affecting the CTRMA ("Outside General Counsel"); and

WHEREAS, in Resolution No. 03-35, dated July 15, 2003, the CTRMA Board of Directors approved the selection of Locke Liddell & Sapp LLP ("LLS") as the Outside General Counsel to the CTRMA, and the CTRMA and LLS entered into an Engagement Letter Agreement for Legal Services effective as of July 15, 2003 (the "Agreement"); and

WHEREAS, the original term of the Agreement terminates as of July 15, 2008; and

WHEREAS, the Board of Directors believes that it is imperative that the CTRMA experience a continuity of services from its Outside General Counsel for the foreseeable future in order to adequately address the numerous anticipated mobility challenges of the region; and

WHEREAS, the Board of Directors desires that the Agreement be amended and extended in order to facilitate the continuity of Outside General Counsel services.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes the Executive Director to finalize and execute a First Amendment to the Agreement and extend the term of the Agreement until December 31, 2009.



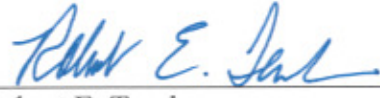
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2008.

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 08-06  
Date Passed 1-30-08



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

**RESOLUTION NO. 08-07**

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 has adopted procurement policies (the "Procurement Policies") that provide for various methods for procurement of goods and services; and

WHEREAS, in Resolution No. 03-06, dated January 29, 2003, the CTRMA Board of Directors authorized the issuance of a Request for Qualifications ("RFQ") for the selection of a financial advisor to provide the CTRMA financial advisory services ("Financial Advisor"); and

WHEREAS, in Resolution No. 03-25, dated April 30, 2003, the CTRMA Board of Directors approved the selection of the team of First Southwest Company and D. Ladd Pattillo & Associates, Inc. (collectively "First Southwest/Pattillo") to serve as the financial advisor to the CTRMA; and

WHEREAS, in Resolution No. 03-44, dated August 27, 2003, the CTRMA Board of Directors authorized the execution of a Financial Advisory Services Agreement with First Southwest/Pattillo effective as of August 27, 2003 (the "Agreement"); and

WHEREAS, the original term of the Agreement terminates as of August 26, 2008; and

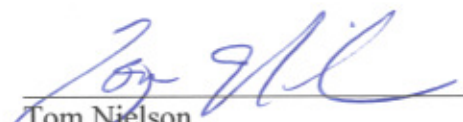
WHEREAS, the Board of Directors believes that it is imperative that the CTRMA experience a continuity of services from its Financial Advisor for the foreseeable future in order to adequately address the numerous anticipated mobility challenges of the region; and

WHEREAS, the Board of Directors desires that the Agreement be amended and extended in order to facilitate the continuity of financial advisory services.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes the Executive Director to finalize and execute a First Amendment to the Agreement and extend the term of the Agreement until December 31, 2009.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2008.

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 08-07  
Date Passed 1-30-08

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

**RESOLUTION NO. 08-08**

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 months of November and December 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 November and December 2007, attached hereto as Attachment "A."

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2008.

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 08-08  
Date Passed 1/30/08

**Central Texas Regional Mobility Authority  
Balance Sheet**

As of

November 30, 2007

November 30, 2006

**Assets**

**Current Assets**

Cash in Operating Fund	27,220.90		8,513.09
Chase-Regions Trustee Account	4,175.25		0.00
Regions Trustee cash account	89,178.35		0.00
Cash In TexSTAR	5,457,209.86		7,051,313.98
Cash in Chase Money Mkt Funds	0.00		3,562,820.29
Money Market Payroll Account	48,858.27		3,344.72
Fidelity Government MMA	2,183,431.25		0.00
Restricted Cash-TexStar	58,452,965.94		21,458,568.42
Total Cash Equivalents		66,142,465.32	32,076,047.41
Accounts Receivable	0.00		1,938.10
Due From TTA	393,891.10		0.00
Due From NTTA	93,481.60		0.00
Due From HCTRA	63,470.25		0.00
Interest Receivable	12,537.51		77,061.22
Total Receivables		563,380.46	78,999.32
Agencies		2,983,409.08	16,394,777.32
Prepaid Insurance	95,077.15		(0.14)
Prepaid Expenses	0.00		1,266.64
Total Prepaid Expenses		95,077.15	1,266.50
<b>Total Current Assets</b>		<b>69,904,906.51</b>	<b>48,559,603.64</b>
<b>Construction Work In Process</b>			
Utility Relocation Expense	7,296.44		60,531.19
Consulting-Admin Services	28,559.43		680,417.12
Consulting-Reimbursed Expenses	5,137.68		121.82
Environmental Fees	0.00		398,750.00
Funding Costs	0.00		30,000.00
Legal Fees-Construction	614,814.43		2,069,000.40
Traffic & Revenue Analysis	1,647,301.30		2,142,239.03
Unsuccessful Proposers	0.00		356,625.82
Engineering	2,197,144.43		2,645,832.81
Right of Way	65,680.89		138,740.83
Total Preliminary Costs		4,565,934.60	8,522,259.02
Public Involvement	138,787.88		182,227.76
CDA Oversight	0.00		5,676,812.04
Engineering	0.00		14,082,913.49
Total Construction Engineering		138,787.88	19,941,953.29
Design	0.00		27,424,668.85
Construction-CDA	0.00		105,214,023.18
Other Construction Costs	0.00		208,118.08
Total Construction		0.00	132,846,810.11
Toll Collection System		27,220.00	4,308,874.87
Accrued Interest Income	0.00		(12,102,953.90)
Accrued Interest Expense	0.00		20,776,225.39
Amortization of Bond Premium	0.00		(2,772,114.40)
Amortization Bond Disc Invest	0.00		(266,080.93)
Total Accrued Interest		0.00	5,635,076.16
Amortization Bond Issue Costs		0.00	2,518,966.27
<b>Total Construction WIP</b>		<b>4,731,942.48</b>	<b>173,773,939.72</b>



**Fixed Assets**

Computers	1,196,453.52		115,571.52	
Accum Deprec-Computers	<u>(273,789.76)</u>	922,663.76	<u>(79,922.95)</u>	35,648.57
Computer Software	5,080,929.89		95,156.88	
Accumulated Amortization-Software	<u>(487,620.92)</u>	4,593,308.97	<u>(23,831.09)</u>	71,325.79
Furniture and Fixtures	91,134.66		56,396.96	
Accum Deprec-Furn & Fixtures	<u>(22,350.99)</u>	68,783.67	<u>(8,164.87)</u>	48,232.09
Equipment	76,177.93		28,777.93	
Accum Depec-Equipment	<u>(22,164.36)</u>	54,013.57	<u>(8,072.04)</u>	20,705.89
Autos and Trucks	16,295.00		0.00	
Accum Deprec-Autos and Trucks	<u>(1,697.40)</u>	14,597.60	<u>0.00</u>	0.00
Buildings and Toll Facilities	6,897,618.00		0.00	
Accum Deprec-Buildings & Toll	<u>(86,220.24)</u>	6,811,397.76	<u>0.00</u>	0.00
Highways and Bridges	194,060,822.45		0.00	
Accum Deprec-Highways & Bridge	<u>(2,392,808.69)</u>	191,668,013.76	<u>0.00</u>	0.00
Communication Equipment	1,938,955.13		30,256.02	
Accum Deprec-Comm Equip	<u>(106,848.60)</u>	1,832,106.53	<u>(5,427.66)</u>	24,828.36
Toll Equipment	4,556,416.80		0.00	
Accum Deprec-Toll Equip	<u>(225,999.60)</u>	4,330,417.20	<u>0.00</u>	0.00
Signs	5,260,262.00		0.00	
Accum Deprec-Signs	<u>(65,736.57)</u>	5,194,525.43	<u>0.00</u>	0.00
Land Improvements	819,435.00		0.00	
Accum Deprec-Land Improv	<u>(20,485.86)</u>	798,949.14	<u>0.00</u>	0.00
Right of Way		22,768,209.38		
Leasehold Improvements		44,079.75		49,931.31
<b>Total Fixed Assets</b>		<b>239,101,066.52</b>		<b>250,672.01</b>
<b>Other Assets</b>		<b>8,643.30</b>		<b>8,643.30</b>
Security Deposits				
<b>Long Term Investments</b>				<b>82,888,231.94</b>
GIC		5,201,864.86		
<b>Other Assets</b>				<b>650.00</b>
Intangible Assets		650.00		
2005 Bond Issuance Costs		8,966,366.79		10,411,402.89
<b>Total Assets</b>		<b>327,915,440.46</b>		<b>315,893,143.50</b>

**Liabilities****Current Liabilities**

Accounts Payable		231,505.45		632,329.63
Interest Payable		4,799,927.55		4,727,475.75
TCDRS Payable		20,339.10		15,441.27
Due to State of Texas		42.87		9.30
Total Due to other Entities		42.87		0.00
<b>Total Current Liabilities</b>		<b>5,051,814.97</b>		<b>5,375,255.95</b>

**Long Term Liabilities**

Accrued Vac & Sick Leave Paybl		150,835.00		0.00
Retainage Payable		4,585,936.89		6,832,705.32
BANS 2005		66,000,000.00		66,000,000.00
Senior Lien Revenue Bonds 2005		169,715,619.24		168,943,735.37
Sn Lien Rev Bnd Prem/Disc 2005		5,490,808.36		7,086,092.15
<b>Total Long Term Liabilities</b>		<b>245,943,199.49</b>		<b>248,862,532.84</b>
<b>Total Liabilities</b>		<b>250,995,014.46</b>		<b>254,237,788.79</b>

**Net Assets Section**

Contributed Capital	18,430,634.57	
Net Assets beginning	59,639,556.31	62,604,167.57
Current Year Operations	<u>(1,149,764.88)</u>	<u>(948,812.86)</u>
Total Liabilities and Net Assets	<u><u>327,915,440.46</u></u>	<u><u>315,893,143.50</u></u>

Central Texas Regional Mobility Authority  
Income Statement  
All Operating Departments

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2008	To Date 11/30/2007	Of Budget	To Date 11/30/2006
Toll Revenue-Cash-183A	1,800,000.00	788,361.01	43.80%	0.00
Toll Revenue-TxTag-183A	6,500,000.00	5,588,024.51	85.97%	0.00
Interest Income	1,369,790.00	2,246,699.75	164.02%	199,812.41
Reimbursed Expenditures	20,060.00	26,828.89	133.74%	21,061.65
<b>Total Revenue</b>	<b>9,689,850.00</b>	<b>8,649,914.16</b>	<b>89.27%</b>	<b>220,874.06</b>

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2008	To Date 11/30/2007	Of Budget	To Date 11/30/2006
Regular	1,431,950.00	466,010.64	32.54%	377,392.13
Part Time	20,000.00	2,524.51	12.62%	420.75
Overtime	7,000.00	157.41	2.25%	656.04
Contractual Employees	30,000.00	42,520.50	141.74%	64,200.00
TCDRS	181,533.00	60,143.43	33.13%	51,005.39
FICA	74,339.00	17,724.80	23.84%	15,378.75
FICA MED	21,591.00	6,824.48	31.61%	5,371.89
Health Insurance	134,542.00	43,609.60	32.41%	35,336.13
Life Insurance	1,697.00	1,051.38	61.96%	501.25
Auto Allowance	16,000.00	3,150.00	19.69%	3,150.00
Other Benefits	117,697.00	20,960.24	17.81%	14,113.57
Unemployment Taxes	855.00	164.12	19.20%	221.53
<b>Total Salaries &amp; Wages</b>	<b>2,037,204.00</b>	<b>664,841.11</b>	<b>32.63%</b>	<b>567,747.43</b>

Contractual Services	Budget	Actual Year	Percent	Actual Year
	FY 2008	To Date 11/30/2007	Of Budget	To Date 11/30/2006
<b>Professional Services</b>				
Accounting	9,000.00	3,815.22	42.39%	2,493.99
Auditing	50,000.00	22,560.00	45.12%	11,000.00
General Engineering Consultant	445,000.00	0.00		0.00
General System Consultant	425,000.00	0.00		0.00
Toll Collection contract	1,879,111.00	269,104.65	14.32%	0.00
Toll collection mgt admi	131,460.00	0.00		0.00
CSC mgt admin	84,074.00	0.00		0.00
Facility management	176,017.00	14,878.27	8.45%	0.00
Facility management	63,017.00	10,346.10	16.42%	0.00
Toll perform plan	35,106.00	0.00		0.00
Human Resources	30,000.00	8,088.90	26.96%	260.80
Legal	150,000.00	54,250.49	36.17%	34,992.99
Photography	15,000.00	259.00	1.73%	0.00
Traffic & Revenue Consultants	50,000.00	30,000.00	60.00%	0.00
Communications and Marketing	150,000.00	6,659.00	4.44%	65,368.60
Transcripts	1,000.00	0.00		0.00
<b>Total Professional Services</b>	<b>3,693,785.00</b>	<b>419,961.63</b>	<b>11.37%</b>	<b>114,116.38</b>



	Budget FY 2008	Actual Year To Date 11/30/2007	Percent Of Budget	Actual Year To Date 11/30/2006
<b>Other Contractual Services</b>				
IT Services	683,240.00	13,041.37	1.91%	1,665.25
Graphic Design Services	20,000.00	0.00		0.00
Website Maintenance	20,000.00	1,745.61	8.73%	5,132.96
Research Services	45,000.00	0.00		0.00
Copy Machine	13,000.00	3,148.40	24.22%	3,553.04
Software licenses	24,000.00	7,258.80	30.25%	7,259.80
Advertising	56,000.00	2,292.00	4.09%	7,665.89
Direct Mail	20,000.00	0.00		0.00
Video Production	10,000.00	0.00		77,744.48
Television	20,000.00	0.00		138,545.75
Radio	50,000.00	600.00	1.20%	7,500.00
Other Public Relations	0.00	1,032.73		13,933.75
Security Contracts	350,000.00	69,224.00	19.78%	134.40
Cell Phones	6,800.00	2,438.40	35.86%	1,843.64
Local	55,252.00	6,101.88	11.04%	2,664.02
Long Distance	2,000.00	253.18	12.66%	373.51
Internet	8,472.00	2,552.37	30.13%	1,530.00
Other Communication Expense	1,000.00	386.89	38.69%	60.26
Dues & Subscriptions	1,850.00	26.00	1.41%	1,265.00
Memberships	14,295.00	1,662.50	11.63%	1,915.00
Continuing Education	6,000.00	575.00	9.58%	1,928.95
Professional Development	22,000.00	238.00	1.08%	1,000.00
Seminars and Conferences	26,450.00	9,739.00	36.82%	12,620.00
Total Travel	70,500.00	21,904.91	31.07%	11,693.01
Other Contractual Svcs	0.00	1,277.90		735.00
Roadway maintenance contract	1,157,000.00	9,025.00	0.78%	0.00
Contractual Contingencies	141,000.00	2,898.43	2.06%	14850.00%
<b>Total Other Contractual Services</b>	<b>2,823,859.00</b>	<b>157,422.37</b>	<b>5.57%</b>	<b>300,912.21</b>
<b>Total Contractual Expenses</b>	<b>6,517,644.00</b>	<b>577,384.00</b>	<b>8.86%</b>	<b>415,028.59</b>

	Budget FY 2008	Actual Year To Date 11/30/2007	Percent Of Budget	Actual Year To Date 11/30/2006
<b>Materials and Supplies</b>				
Books & Publications	10,400.00	2,104.26	20.23%	1,518.87
Office Supplies	15,500.00	2,676.00	17.26%	5,438.43
Computer Supplies	15,500.00	1,021.33	6.59%	1,244.26
Copy Supplies	3,000.00	0.00		0.00
Annual Report	20,000.00	0.00		0.00
Other Reports	50,500.00	14,870.06	29.45%	1,006.00
Direct Mail	0.00	431.02		0.00
Office Supplies	3,500.00	797.72	22.79%	458.18
Maintenance Supplies	100.00	0.00		0.00
Promotional Items	10,000.00	199.34	1.99%	0.00
Displays	5,000.00	365.40	7.31%	11,368.00
Tools & Equipment	2,700.00	835.00	30.93%	163.28
Misc Materials & Supplies	3,500.00	6,331.00	180.89%	0.00
<b>Total Materials &amp; Supplies Exp</b>	<b>139,700.00</b>	<b>29,631.13</b>	<b>21.21%</b>	<b>21,197.02</b>

	Budget FY 2008	Actual Year To Date 11/30/2007	Percent Of Budget	Actual Year To Date 11/30/2006
<b>Operating Expenses</b>				
Gasoline	10,000.00	1,268.07	12.68%	0.00
Mileage Reimbursement	7,850.00	2,499.91	31.85%	1,355.90
Parking	26,950.00	9,043.94	33.56%	7,065.42
Meeting Facilities	2,600.00	50.00	1.92%	0.00
Community Events	20,000.00	0.00		0.00
Meeting Expense	6,325.00	2,615.98	41.36%	1,221.29
Public Notices	2,300.00	410.96	17.87%	9.00
Postage	8,900.00	870.99	9.79%	507.92
Overnight Services	1,250.00	285.04	22.80%	37.12
Delivery Services	2,400.00	490.67	20.44%	692.26
Insurance	175,000.00	32,745.77	18.71%	11,137.52
Repair & Maintenance-Vehicles	2,000.00	32.94	1.65%	0.00
Rent	181,973.00	75,822.20	41.67%	67,080.50
Water	7,400.00	0.00		0.00
Electricity	56,000.00	23,355.81	41.71%	1,395.61
Amortization Expense	34,808.00	379,315.85	1089.74%	14,641.48
Dep Exp- Furniture & Fixtures	4,000.00	7,168.09	179.20%	3,978.25
Dep Expense - Equipment	1,200.00	7,860.30	655.03%	3,910.30
Dep Expense - Autos & Trucks	8,000.00	1,697.40	21.22%	0.00
Dep Expense-Buildng & Toll Fac	147,898.00	71,850.20	48.58%	0.00
Dep Expense-Highways & Bridges	5,429,806.00	1,996,329.09	36.77%	0.00
Dep Expense-Communic Equip	5,995.00	82,013.16	1368.03%	2,492.58
Dep Expense-Toll Equipment	918,771.00	188,333.00	20.50%	0.00
Dep Expense - Signs	120,436.00	54,781.03	45.49%	0.00
Dep Expense-Land Improvemts	733,880.00	17,071.55	2.33%	0.00
Depreciation Expense-Computers	33,000.00	147,138.29	445.87%	17,318.73
Recruitment	1,000.00	0.00		0.00
Community Initiative Grants	102,500.00	0.00		23,311.20
<b>Total Operating Expense</b>	<b>8,052,242.00</b>	<b>3,103,050.24</b>	<b>38.54%</b>	<b>156,155.08</b>
<b>Financing Expenses</b>				
Arbitrage Rebate	3,500.00	0.00		0.00
Bond Issuance Expense	0.00	603,158.45		0.00
Loan Fees	12,000.00	11,000.00	91.67%	11,000.00
Bond Issuance Cost	25,000.00	0.00		0.00
Trustee Fees	2,000.00	0.00		1,583.35
Bank Fees	2,500.00	10,686.56	427.46%	359.82
Interest Expense	11,443,524.00	4,799,927.55	41.94%	0.00
Contingency	20,000.00	0.00		0.00
<b>Total Financing Expense</b>	<b>11,508,524.00</b>	<b>5,424,772.56</b>	<b>47.14%</b>	<b>12,943.17</b>
<b>Total Expenses</b>	<b>28,255,314.00</b>	<b>9,799,679.04</b>	<b>34.68%</b>	<b>1,173,071.29</b>
<b>Net Income</b>	<b>-18,565,464.00</b>	<b>-1,149,764.88</b>		<b>-952,197.23</b>





Amount in Fed Agencies As of November 30, 2007

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	3133X5DV7	2,466,550.00	2,493,600.87	2,496,875.00	5.310%	5/24/2007	1/14/2008	Additional Projects Fund
Federal Home Loan Bank	3133X1GR2	487,831.06	489,808.71	493,915.95	5.250%	7/31/2007	10/15/2008	Renewal and Replacement
<b>Totals</b>		<u>2,954,381.06</u>	<u>2,983,409.58</u>	<u>2,990,790.95</u>				

Agency	CUSIP #	COST	Cummulative		11/30/07		Interest Income November 2007	
			Amortization	Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
Federal Home Loan Bank	3133X5DV7	2,466,550.00	27,050.87	2,493,600.87	2,500,000.00	6,562.50	4,363.05	10,925.55
Federal Home Loan Bank	3133X1GR2	487,831.06	1,977.65	489,808.71	495,000.00	1,595.00	494.41	2,089.41
<b>Totals</b>		<u>2,954,381.06</u>	<u>29,028.52</u>	<u>2,983,409.58</u>	<u>2,995,000.00</u>	<u>8,157.50</u>	<u>4,857.46</u>	<u>13,014.96</u>





## Monthly Newsletter - November 2007

### Performance

#### As of November 30, 2007

Current Invested Balance	\$4,999,671,312.52
Weighted Average Maturity (1)	19 Days
Weighted Average Maturity (2)	80 Days
Net Asset Value	1.000190
Total Number of Participants	591
Management Fee on Invested Balance	0.12%*
Interest Distributed	\$19,422,603.96
Management Fee Collected	\$204,554.66
% of Portfolio Invested Beyond 1 Year	11.01%
Standard & Poor's Current Rating	AAAm

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

#### November Averages

Average Invested Balance	\$4,977,724,031.99
Average Monthly Yield, on a simple basis	4.6975%
Average Weighted Average Maturity (1)*	18 Days
Average Weighted Average Maturity (2)*	79 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 367 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 November 2007:

- ★ City of Arlington
- ★ Bloomington ISD
- ★ City of Muleshoe

- ★ Memorial MUD
- ★ Forest Hills MUD

- ★ Garner ISD
- ★ Liberty County

### Holiday Reminder

Please note that in observance of the Christmas holiday, **TexSTAR will be closed on Tuesday, December 25, 2007** and in observance of the New Year's Day holiday, **TexSTAR will be closed on Tuesday, January 1, 2008**. Notification of any early transaction deadlines on the days preceding these holidays will be sent by email to the primary contact on file for all TexSTAR participants.

### Economic Commentary

The financial news has been dreary: multi-billion dollar subprime related write-downs at banks, countless downgrades of collateralized debt obligations, and fears of weak capitalization with insurers. Now, as earlier in the year, there is clamor for the Federal Reserve to cut rates and any good news in the economy has been drowned by fears of inflation and the effects of a weaker dollar and tighter consumer credit. In some respects, today's investment environment ought to be better than it was as of Labor Day. Now, unlike then, wild conjecture about the exposure of financial companies to subprime securities has been replaced to some degree by factual revelation and actual write-downs. Now, unlike then, we have some evidence that the Fed is willing to take decisive action and there is evidence that the weak credit conditions and strong dollar have not torpedoed growth.

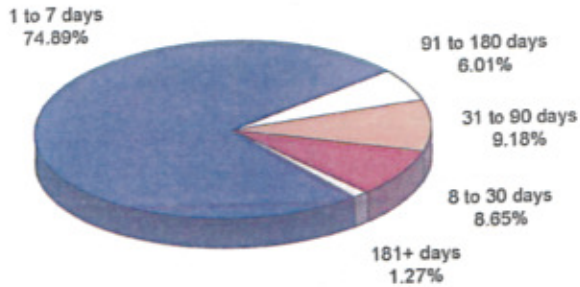
While mid year provided well above-trend growth, the economy is expected to slow significantly in late 2007. Personal consumption is anticipated to slow as a result of higher gasoline and heating-related energy prices. With regard to monetary policy, although economic data has not deviated from the Fed's expectations, anticipations are that the fed funds rate will be cut another 25 bps to 4.25% at the December 11th meeting, based on the continued deterioration of the financial markets.

For more information about TexSTAR, please visit our web site at [www.texstar.org](http://www.texstar.org).

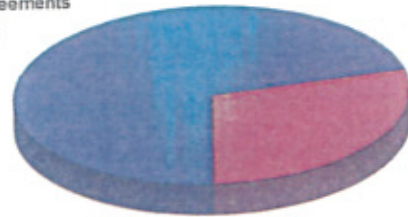


## Information at a Glance

### Portfolio by Type of Investment As of November 30, 2007

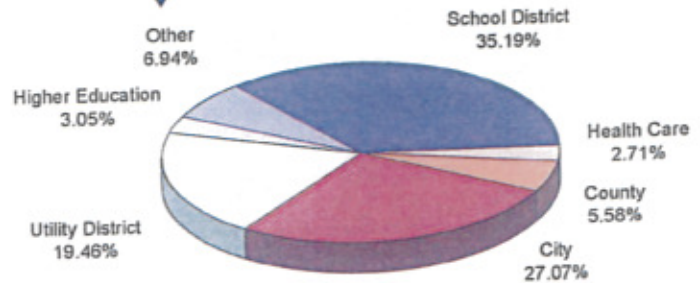


Repurchase Agreements  
71.35%



Agencies  
28.65%

### Portfolio by Maturity As of November 30, 2007



### Distribution of Participants by Type As of November 30, 2007

## Performance

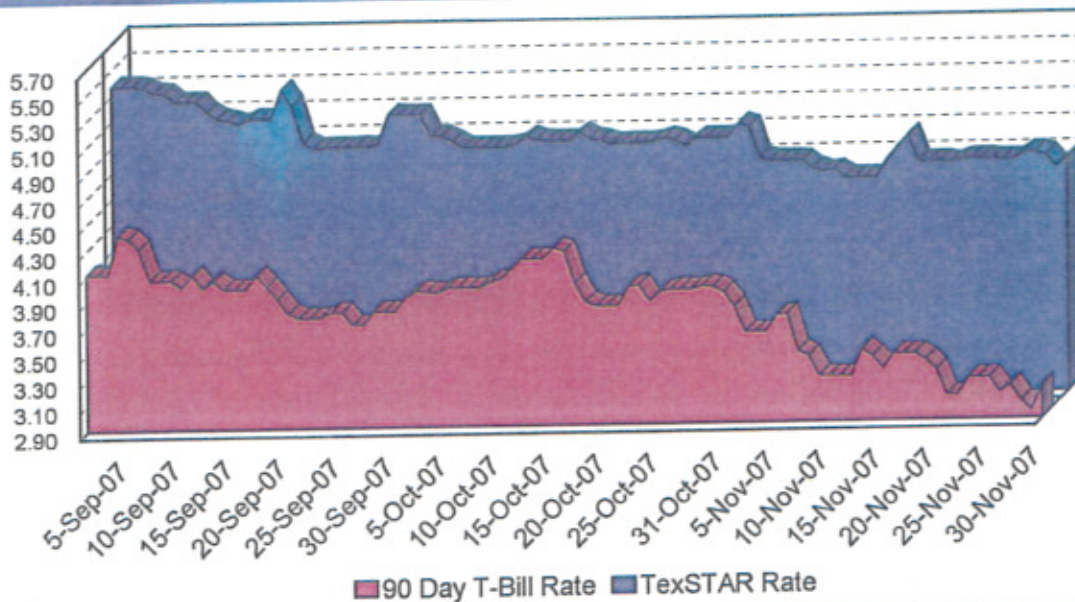
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Nov 07	4.6975%	\$ 4,999,671,312.52	\$ 5,000,767,637.47	1.000190	18	79	591
Oct 07	4.9007%	4,793,406,663.48	4,794,712,410.18	1.000272	19	84	584
Sep 07	5.1175%	5,101,146,389.66	5,102,374,857.54	1.000240	20	78	573
Aug 07	5.2540%	5,117,776,256.51	5,118,532,127.32	1.000118	16	42	567
Jul 07	5.2829%	5,037,425,646.08	5,037,616,062.72	1.000037	18	22	554
Jun 07	5.2883%	4,850,271,396.79	4,850,377,392.01	1.000014	18	25	543
May 07	5.2613%	4,809,313,042.18	4,809,314,578.92	1.000000	11	20	531
Apr 07	5.2803%	5,032,146,136.61	5,031,747,141.26	0.999920	13	23	523
Mar 07	5.2999%	5,200,629,725.85	5,200,442,100.26	0.999957	11	26	513
Feb 07	5.2903%	5,608,621,555.72	5,608,663,678.19	1.000007	12	31	505
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

## Portfolio Asset Summary as of November 30, 2007

	Book Value	Market Value
Uninvested Balance	\$ 13.19	\$ 13.19
Accrual of Interest Income	6,171,668.49	6,171,668.49
Interest and Management Fees Payable	(19,175,515.13)	(19,175,515.13)
Payable for Investment Purchased	(74,726,052.08)	(74,726,052.08)
Repurchase Agreements	3,635,279,000.00	3,635,279,000.00
Government Securities	1,452,122,198.05	1,453,218,523.00
<b>Total</b>	<b>\$ 4,999,671,312.52</b>	<b>\$ 5,000,767,637.47</b>

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 November 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-Nov-07	4.7447%	0.000129993	4,794,901,167.25	1.000282	18	84
2-Nov-07	4.7226%	0.000129386	4,871,034,735.70	1.000280	18	80
3-Nov-07	4.7226%	0.000129386	4,871,034,735.70	1.000280	18	80
4-Nov-07	4.7226%	0.000129386	4,871,034,735.70	1.000280	18	80
5-Nov-07	4.7173%	0.000129242	4,888,097,524.25	1.000266	18	79
6-Nov-07	4.6551%	0.000127538	5,014,486,727.58	1.000259	18	81
7-Nov-07	4.6300%	0.000126850	5,001,108,658.48	1.000267	18	80
8-Nov-07	4.6389%	0.000127094	5,005,577,201.43	1.000274	19	81
9-Nov-07	4.5790%	0.000125452	5,038,280,818.67	1.000270	17	79
10-Nov-07	4.5790%	0.000125452	5,038,280,818.67	1.000270	17	79
11-Nov-07	4.5790%	0.000125452	5,038,280,818.67	1.000270	17	79
12-Nov-07	4.5790%	0.000125452	5,038,280,818.67	1.000270	17	79
13-Nov-07	4.7179%	0.000129258	5,032,239,271.12	1.000262	17	79
14-Nov-07	4.8137%	0.000131883	5,015,614,976.80	1.000254	17	79
15-Nov-07	4.9041%	0.000134359	5,054,864,165.54	1.000257	17	78
16-Nov-07	4.6963%	0.000128666	5,065,035,550.46	1.000225	18	77
17-Nov-07	4.6963%	0.000128666	5,065,035,550.46	1.000225	18	77
18-Nov-07	4.6963%	0.000128666	5,065,035,550.46	1.000225	18	77
19-Nov-07	4.6831%	0.000128305	5,044,294,961.94	1.000228	18	77
20-Nov-07	4.7123%	0.000129104	4,915,451,945.27	1.000226	19	79
21-Nov-07	4.7138%	0.000129146	4,896,582,141.88	1.000225	19	80
22-Nov-07	4.7138%	0.000129146	4,896,582,141.88	1.000225	19	80
23-Nov-07	4.7047%	0.000128897	4,909,327,048.42	1.000214	18	79
24-Nov-07	4.7047%	0.000128897	4,909,327,048.42	1.000214	18	79
25-Nov-07	4.7047%	0.000128897	4,909,327,048.42	1.000214	18	79
26-Nov-07	4.7591%	0.000130387	4,999,904,318.58	1.000214	20	79
27-Nov-07	4.7563%	0.000130310	5,082,183,281.64	1.000206	20	81
28-Nov-07	4.7301%	0.000129591	5,035,842,872.99	1.000219	20	81
29-Nov-07	4.6428%	0.000127199	4,965,003,012.06	1.000224	20	82
30-Nov-07	4.7047%	0.000128896	4,999,671,312.52	1.000190	19	80
Average	4.6975%	0.000128699	4,977,724,031.99		18	79



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



### **TexSTAR Board Members**

*William Chapman*  
*Nell Lange*  
*Melinda Garrett*  
*Michael Bartolotta*  
*Will Williams*  
*Hardy Browder*  
*Oscar Cardenas*  
*Scott Christensen*  
*Ramiro Flores*  
*Stephen Fortenberry*  
*Monte Mercer*  
*Len Santow*  
*S. Renee Tidwell*

*Central Texas Regional Mobility Authority*  
*City of Frisco*  
*Houston ISD*  
*First Southwest Company*  
*JP Morgan Chase*  
*City of Cedar Hill*  
*Northside ISD*  
*Reid Road MUD No. 1*  
*Harlingen CISD*  
*McKinney ISD*  
*North Central TX Council of Government*  
*Griggs & Santow*  
*Tarrant County*

*Governing Board President*  
*Governing Board Vice President*  
*Governing Board Treasurer*  
*Governing Board Secretary*  
*Governing Board Asst. Sec./Treas.*  
*Advisory Board*  
*Advisory Board*  
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*Advisory Board*  
*Advisory Board*

For more information contact TexSTAR Participant Services ★ 1-800-TEX-STAR ★ [www.texstar.org](http://www.texstar.org)

 **First Southwest Asset Management**

 **JPMorganChase**



Central Texas Regional Mobility Authority  
Income Statement  
All Operating Departments

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2008	To Date 12/31/2007	Of Budget	To Date 12/31/2006
Toll Revenue-Cash-183A	1,800,000.00	921,667.12	51.20%	0.00
Toll Revenue-TxTag-183A	6,500,000.00	6,668,632.18	102.59%	0.00
Interest Income	1,369,790.00	2,753,117.46	200.99%	239,581.60
Reimbursed Expenditures	20,060.00	31,843.90	158.74%	25,272.78
<b>Total Revenue</b>	<b>9,689,850.00</b>	<b>10,375,260.66</b>	<b>107.07%</b>	<b>264,854.38</b>

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2008	To Date 12/31/2007	Of Budget	To Date 12/31/2006
Regular	1,431,950.00	569,604.08	39.78%	453,122.82
Part Time	20,000.00	2,524.51	12.62%	2,136.76
Overtime	7,000.00	157.41	2.25%	667.23
Contractual Employees	30,000.00	52,507.34	175.02%	79,808.20
TCDRS	181,533.00	73,025.10	40.23%	61,192.44
FICA	74,339.00	20,408.60	27.45%	16,887.73
FICA MED	21,591.00	8,287.34	38.38%	6,445.77
Health Insurance	134,542.00	55,255.61	41.07%	42,216.96
Life Insurance	1,697.00	1,371.99	80.85%	602.50
Auto Allowance	16,000.00	3,850.00	24.06%	3,200.00
Other Benefits	117,697.00	23,124.20	19.65%	15,525.47
Unemployment Taxes	855.00	177.70	20.78%	248.15
<b>Total Salaries &amp; Wages</b>	<b>2,037,204.00</b>	<b>810,293.88</b>	<b>39.77%</b>	<b>682,054.03</b>

Contractual Services	Budget	Actual Year	Percent	Actual Year
	FY 2008	To Date 12/31/2007	Of Budget	To Date 12/31/2006
<b>Professional Services</b>				
Accounting	9,000.00	4,455.47	49.51%	2,527.28
Auditing	50,000.00	22,560.00	45.12%	11,747.50
General Engineering Consultant	445,000.00	0.00		0.00
General System Consultant	425,000.00	0.00		0.00
Toll Collection contract	1,879,111.00	541,827.02	28.83%	0.00
Toll collection mgt admi	131,460.00	0.00		0.00
CSC mgt admin	84,074.00	0.00		0.00
Facility management	176,017.00	21,550.86	12.24%	0.00
Facility management	63,017.00	20,388.18	32.35%	0.00
Toll perform plan	35,106.00	0.00		0.00
Human Resources	30,000.00	8,167.70	27.23%	2,826.00
Legal	150,000.00	57,223.69	38.15%	38,320.50
Photography	15,000.00	11,285.00	75.23%	11,016.32
Traffic & Revenue Consultants	50,000.00	45,000.00	90.00%	0.00
Communications and Marketing	150,000.00	16,864.00	11.24%	83,042.03
Transcripts	1,000.00	0.00		0.00
<b>Total Professional Services</b>	<b>3,693,785.00</b>	<b>749,321.92</b>	<b>20.29%</b>	<b>149,479.63</b>

	Budget FY 2008	Actual Year To Date 12/31/2007	Percent Of Budget	Actual Year To Date 12/31/2006
<b>Other Contractual Services</b>				
IT Services	683,240.00	16,819.77	2.46%	1,840.25
Graphic Design Services	20,000.00	0.00		750.00
Website Maintenance	20,000.00	2,285.25	11.43%	8,690.41
Research Services	45,000.00	0.00		0.00
Copy Machine	13,000.00	3,986.24	30.66%	4,368.10
Software licenses	24,000.00	7,258.80	30.25%	7,259.80
ETC system Maintenance	1,177,800.00	0.00		0.00
Advertising	56,000.00	5,153.14	9.20%	8,265.89
Direct Mail	20,000.00	0.00		0.00
Video Production	10,000.00	0.00		77,744.48
Television	20,000.00	0.00		133,560.68
Radio	50,000.00	4,685.00	9.37%	7,500.00
Other Public Relations	0.00	1,032.73		13,933.75
Security Contracts	350,000.00	86,530.00	24.72%	134.40
Cell Phones	6,800.00	3,185.90	46.85%	2,320.32
Local	55,252.00	7,699.77	13.94%	3,175.53
Long Distance	2,000.00	313.78	15.69%	449.49
Internet	8,472.00	2,858.37	33.74%	1,836.00
Other Communication Expense	1,000.00	386.89	38.69%	60.26
Dues & Subscriptions	1,850.00	26.00	1.41%	1,501.90
Memberships	14,295.00	4,162.50	29.12%	2,884.85
Continuing Education	6,000.00	575.00	9.58%	2,083.95
Professional Development	22,000.00	238.00	1.08%	950.00
Seminars and Conferences	26,450.00	10,787.00	40.78%	14,570.00
Total Travel	70,500.00	27,653.53	39.22%	13,351.83
Other Contractual Svcs	0.00	1,277.90		2,784.50
Roadway maintenance contract	1,157,000.00	60,110.05	5.20%	0.00
Contractual Contingencies	141,000.00	2,898.43	2.06%	14850.00%
<b>Total Other Contractual Services</b>	<b>4,001,659.00</b>	<b>249,924.05</b>	<b>6.25%</b>	<b>310,164.89</b>
<b>Total Contractual Expenses</b>	<b>7,695,444.00</b>	<b>999,245.97</b>	<b>12.98%</b>	<b>459,644.52</b>

	Budget FY 2008	Actual Year To Date 12/31/2007	Percent Of Budget	Actual Year To Date 12/31/2006
<b>Materials and Supplies</b>				
Books & Publications	10,400.00	3,146.66	30.26%	1,518.87
Office Supplies	15,500.00	2,995.23	19.32%	6,169.08
Computer Supplies	15,500.00	1,251.31	8.07%	1,623.66
Copy Supplies	3,000.00	0.00		0.00
Annual Report	20,000.00	0.00		4,250.00
Other Reports	50,500.00	15,222.11	30.14%	1,006.00
Direct Mail	0.00	431.02		0.00
Office Supplies	3,500.00	1,607.29	45.92%	838.02
Maintenance Supplies	100.00	0.00		0.00
Promotional Items	10,000.00	199.34	1.99%	7,926.37
Displays	5,000.00	468.93	9.38%	12,703.42
Tools & Equipment	2,700.00	864.95	32.04%	274.67
Misc Materials & Supplies	3,500.00	6,331.00	180.89%	261.19
<b>Total Materials &amp; Supplies Exp</b>	<b>139,700.00</b>	<b>32,517.84</b>	<b>23.28%</b>	<b>36,571.28</b>



	Budget FY 2008	Actual Year To Date 12/31/2007	Percent Of Budget	Actual Year To Date 12/31/2006
<b>Operating Expenses</b>				
Gasoline	10,000.00	1,534.92	15.35%	0.00
Mileage Reimbursement	7,850.00	3,029.78	38.60%	2,333.68
Parking	26,950.00	11,845.44	43.95%	8,887.14
Meeting Facilities	2,600.00	50.00	1.92%	0.00
Community Events	20,000.00	0.00		250.00
Meeting Expense	6,325.00	2,806.17	44.37%	1,427.13
Public Notices	2,300.00	2,915.21	126.75%	9.00
Postage	8,900.00	870.99	9.79%	687.51
Overnight Services	1,250.00	712.86	57.03%	81.49
Delivery Services	2,400.00	685.08	28.55%	915.17
Insurance	175,000.00	45,042.62	25.74%	14,713.22
Repair & Maintenance-Vehicles	2,000.00	65.88	3.29%	0.00
Rent	181,973.00	90,986.64	50.00%	82,244.94
Water	7,400.00	0.00		0.00
Electricity	56,000.00	31,022.03	55.40%	1,740.46
Amortization Expense	34,808.00	469,624.78	1349.19%	17,507.80
Dep Exp- Furniture & Fixtures	4,000.00	8,610.83	215.27%	4,998.41
Dep Expense - Equipment	1,200.00	9,432.36	786.03%	4,692.36
Dep Expense - Autos & Trucks	8,000.00	2,036.88	25.46%	0.00
Dep Expense-Buildng & Toll Fac	147,898.00	86,220.24	58.30%	0.00
Dep Expense-Highways & Bridges	5,429,806.00	2,400,579.02	44.21%	0.00
Dep Expense-Communic Equip	5,995.00	98,415.78	1641.63%	2,993.43
Dep Expense-Toll Equipment	918,771.00	226,303.14	24.63%	0.00
Dep Expense - Signs	120,436.00	65,739.90	54.58%	0.00
Dep Expense-Land Improvemts	733,880.00	20,485.86	2.79%	0.00
Depreciation Expense-Computers	33,000.00	177,509.06	537.91%	19,662.21
Recruitment	1,000.00	0.00		0.00
Community Initiative Grants	102,500.00	15,000.00	14.63%	63,929.20
<b>Total Operating Expense</b>	<b>8,052,242.00</b>	<b>3,771,525.47</b>	<b>46.84%</b>	<b>227,073.15</b>
<b>Financing Expenses</b>				
Arbitrage Rebate	3,500.00	0.00		0.00
Bond Issuance Expense	0.00	723,790.14		0.00
Loan Fees	12,000.00	11,000.00	91.67%	11,000.00
Bond Issuance Cost	25,000.00	0.00		0.00
Trustee Fees	2,000.00	0.00		1,900.02
Bank Fees	2,500.00	13,476.62	539.06%	359.82
Interest Expense	11,443,524.00	5,759,913.06	50.33%	0.00
Contingency	20,000.00	0.00		0.00
<b>Total Financing Expense</b>	<b>11,508,524.00</b>	<b>6,508,179.82</b>	<b>56.55%</b>	<b>13,259.84</b>
<b>Total Expenses</b>	<b>29,433,114.00</b>	<b>12,121,762.98</b>	<b>41.18%</b>	<b>1,418,602.82</b>
<b>Net Income</b>	<b>-19,743,264.00</b>	<b>-1,746,502.32</b>		<b>-1,153,748.44</b>

**Central Texas Regional Mobility Authority**  
**Balance Sheet**  
**As of December 31, 2007**

**December 31, 2006**

**Assets**

**Current Assets**

Cash in Operating Fund	31,352.76		8,147.49
Chase-Regions Trustee Account	6,070.86		0.00
Regions Trustee cash account	350,703.02		0.00
Cash In TexSTAR	4,883,169.33		6,807,362.86
Money Market Payroll Account	1,268.55		1,435.73
Fidelity Government MMA	2,053,209.40		10,500,664.07
Restricted Cash-TexStar	120,338,145.41		21,304,010.28
Total Cash Equivalents		127,275,792.69	38,613,472.94
Due From TTA	260,997.35		0.00
Due From NTTA	33,560.55		0.00
Due From HCTRA	63,501.30		0.00
Interest Receivable	26,288.20		93,433.89
Total Receivables		384,347.40	93,433.89
Agencies		3,985,884.86	9,421,514.21
Prepaid Insurance	117,466.93		36,679.56
Prepaid Expenses	0.00		949.97
Total Prepaid Expenses		117,466.93	37,629.53
<b>Total Current Assets</b>		<b>132,151,618.52</b>	<b>48,174,198.06</b>

**Construction Work In Process**

Utility Relocation Expense	7,296.44		61,411.19
Consulting-Admin Services	28,559.43		680,522.33
Consulting-Reimbursed Expenses	5,137.68		421.82
Environmental Fees	0.00		398,750.00
Funding Costs	39,204.26		30,000.00
Legal Fees-Construction	652,921.54		2,174,971.27
Traffic & Revenue Analysis	1,647,301.30		2,288,832.75
Unsuccessful Proposers	0.00		356,625.82
Engineering	2,259,416.43		2,645,832.81
Right of Way	68,947.30		138,740.83
Total Preliminary Costs		4,708,784.38	8,776,108.82
Public Involvement	138,787.88		215,751.21
CDA Oversight	0.00		5,677,438.07
Engineering	0.00		14,082,913.49
Total Construction Engineering		138,787.88	19,976,102.77
Design	0.00		28,945,394.60
Construction-CDA	0.00		116,218,405.20
Other Construction Costs	0.00		228,847.24
Total Construction		0.00	145,392,647.04
Toll Collection System		27,220.00	5,918,354.63
Accrued Interest Income	0.00		(12,466,257.99)
Accrued Interest Expense	0.00		21,764,803.78
Amortization of Bond Premium	0.00		(2,902,323.48)
Amortization Bond Disc Invest	0.00		(292,817.82)
Total Accrued Interest		0.00	6,103,404.49
Amortization Bond Issue Costs		0.00	2,637,053.78
<b>Total Construction WIP</b>		<b>4,874,792.26</b>	<b>188,803,671.53</b>



<b>Fixed Assets</b>				
Computers	1,196,453.52		115,571.52	
Accum Deprec-Computers	<u>(304,160.53)</u>	892,292.99	<u>(82,266.43)</u>	33,305.09
Computer Software	5,313,619.41		95,156.88	
Accumulated Amortization-Software	<u>(577,442.22)</u>	4,736,177.19	<u>(26,209.78)</u>	68,947.10
Furniture and Fixtures	91,134.66		68,051.96	
Accum Deprec-Furn & Fixtures	<u>(23,793.73)</u>	67,340.93	<u>(9,185.03)</u>	58,866.93
Equipment	76,177.93		28,777.93	
Accum Deprec-Equipment	<u>(23,736.42)</u>	52,441.51	<u>(8,854.10)</u>	19,923.83
Autos and Trucks	16,295.00		0.00	
Accum Deprec-Autos and Trucks	<u>(2,036.88)</u>	14,258.12	<u>0.00</u>	0.00
Buildings and Toll Facilities	6,897,618.00		0.00	
Accum Deprec-Buildings & Toll	<u>(100,590.28)</u>	6,797,027.72	<u>0.00</u>	0.00
Highways and Bridges	195,125,641.42		0.00	
Accum Deprec-Highways & Bridge	<u>(2,797,058.62)</u>	192,328,582.80	<u>0.00</u>	0.00
Communication Equipment	1,938,955.13		30,256.02	
Accum Deprec-Comm Equip	<u>(123,251.22)</u>	1,815,703.91	<u>(5,928.51)</u>	24,327.51
Toll Equipment	4,587,114.80		0.00	
Accum Deprec-Toll Equip	<u>(263,969.74)</u>	4,323,145.06	<u>0.00</u>	0.00
Signs	5,260,262.00		0.00	
Accum Deprec-Signs	<u>(76,695.44)</u>	5,183,566.56	<u>0.00</u>	0.00
Land Improvements	820,385.00		0.00	
Accum Deprec-Land Improv	<u>(23,900.17)</u>	796,484.83	<u>0.00</u>	0.00
Right of Way		22,768,323.38		
Leasehold Improvements		43,592.12		49,443.68
<b>Total Fixed Assets</b>		<b>239,818,937.12</b>		<b>254,814.14</b>
<b>Other Assets</b>				
Security Deposits		8,643.30		8,643.30
<b>Long Term Investments</b>				
GIC		5,216,089.97		74,964,413.00
<b>Other Assets</b>				
Intangible Assets		650.00		650.00
2005 Bond Issuance Costs		8,845,735.10		10,293,315.38
<b>Total Assets</b>		<b>390,916,466.27</b>		<b>322,499,705.41</b>
<b>Liabilities</b>				
<b>Current Liabilities</b>				
Accounts Payable		(340,757.37)		5,875,337.43
Interest Payable		5,759,913.06		5,716,054.14
TCDRS Payable		20,658.55		15,433.39
Due to State of Texas		56.45		35.92
Total Due to other Entities		56.45		0.00
<b>Total Current Liabilities</b>		<b>5,439,870.69</b>		<b>11,606,860.88</b>
<b>Long Term Liabilities</b>				
Accrued Vac & Sick Leave Paybl		150,835.00		0.00
Retainage Payable		1,928,833.03		7,539,422.59
BANS 2005		66,000,000.00		66,000,000.00
Senior Lien Revenue Bonds 2005		169,715,619.24		168,943,735.37
Sn Lien Rev Bnd Prem/Disc 2005		5,357,619.75		6,955,883.07
<b>Total Long Term Liabilities</b>		<b>243,152,907.02</b>		<b>249,439,041.03</b>
<b>Total Liabilities</b>		<b>248,592,777.71</b>		<b>261,045,901.91</b>
<b>Net Assets Section</b>				

Contributed Capital  
Net Assets beginning

18,430,634.57  
59,639,556.31

62,604,167.57

Current Year Operations

(1,746,502.32)

(1,150,364.07)

Total Liabilities and Net Assets

324,916,466.27

322,499,705.41

CTRMA INVESTMENT REPORT

	Month Ending 12/31/2007				Current Rate as of 12/31/2007	Maturity
	Balance 11/30/2007	Additions	Discount Amortization	Accrued Interest		
<b>Amount in repo</b>						
Debt Service Fund	5,165,444.72			14,225.11		3.35% Jan 1, 08
totals	5,165,444.72	0.00	0.00	14,225.11	0.00	
<b>Amount in Trustee TexStar</b>						
Additional Projects Fund	9,500,882.16			36,557.24	136,183.62	4.704%
Construction Fund	17,726,844.07			58,410.79	4,291,799.24	4.704%
Trustee Operating Fund	831,391.58			3,207.87	834,599.45	4.704%
Renewal & Replacement Fund	99,654.76			384.51	100,039.27	4.704%
TxDOT Grant Fund	10,918,249.13			42,127.41	10,960,376.54	4.704%
Revenue Fund	5,946,612.67			22,944.65	5,969,557.32	4.704%
Subordinate Lien DS Fund	0.00	66,000,000.00		97,713.59	66,097,713.59	4.704%
Debt Service Reserve Fund	13,429,331.57			51,816.27	13,481,147.84	4.704%
	58,452,965.94	66,000,000.00	0.00	313,162.33	4,427,982.86	120,338,145.41
<b>Amount in TexStar Operating Fund</b>						
	5,457,209.86			19,959.47	594,000.00	4,883,169.33
<b>Fidelity Money Market Fund</b>						
-Operating Fund	5,628.98			20.37		5,649.35
-Additional Projects Fund	24,598.46	136,183.62		362.34	161,144.42	0.00
-Construction Fund	0.00	4,291,799.24		20.62	4,549,957.74	-258,137.88
-Debt Service Fund	51,599.24	3.00		186.68	51,788.92	
-Subordinate Lien DS Fund	1,650.35	66,000,000.00		5.97	66,000,000.00	1,656.32
-TxDOT Grant Fund	2,061,432.01			7,458.17	1,000,162.83	1,068,727.35
-Renewal and Replacement	29,273.83			105.91	29,379.74	
- Revenue Fund	0.00	1,143,277.25		1,589.51	1,144,866.76	
-Debt Service Reserve Fund	9,248.38			33.46	9,281.84	
	2,183,431.25	71,571,263.11	0.00	9,783.03	71,711,264.99	2,053,212.40
<b>Money Market Fund-payroll</b>						
	48,858.27	46,000.00		35.52	93,625.24	1,268.55
<b>Amount in Fed Agencies</b>						
Amortized Principal	2,983,409.58	997,142.00	5,333.78		0.00	3,985,885.36
Accrued Interest	2,983,409.58	997,142.00	5,333.78	10,729.86	0.00	3,985,885.36
<b>Total in Repo's</b>	5,165,444.72	0.00	0.00	14,225.11	0.00	5,179,669.83
<b>Total in Pools</b>	63,910,175.80	66,000,000.00	0.00	333,121.80	5,021,982.86	125,221,314.74
<b>Total in Money Market</b>	2,232,289.52	71,617,263.11	0.00	9,818.55	71,804,890.23	2,054,480.95
<b>Total in Fed Agencies</b>	2,983,409.58	997,142.00	5,333.78	0.00	0.00	3,985,885.36
<b>Total Invested</b>	74,291,319.62	138,614,405.11	5,333.78	357,165.46	76,826,873.09	136,441,350.88



Amount in Fed Agencies As of December 31, 2007

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	3133X5DV7	2,466,550.00	2,497,963.91	2,496,875.00	5.310%	5/24/2007	1/14/2008	Additional Projects Fund
Federal Home Loan Bank	3133X1GR2	487,831.06	490,303.12	494,074.35	5.250%	7/31/2007	10/15/2008	Renewal and Replacement
Federal Home Loan Bank	3133X6DE3	997,142.00	997,618.33	996,560.00	4.310%	12/5/2007	5/5/2008	TxDOT Grant Fund
<b>Totals</b>		<b>3,951,523.06</b>	<b>3,985,885.36</b>	<b>3,987,509.35</b>				

Agency	CUSIP #	COST	Cumulative Amortization	12/31/07		Interest Income December 2007		
				Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
Federal Home Loan Bank	3133X5DV7	2,466,550.00	31,413.91	2,497,963.91	2,500,000.00	6,562.50	4,363.04	10,925.54
Federal Home Loan Bank	3133X1GR2	487,831.06	2,472.06	490,303.12	495,000.00	1,650.00	494.41	2,144.41
Federal Home Loan Bank	3133X6DE3	997,142.00	476.33	997,618.33	1,000,000.00	2,517.36	476.33	2,993.69
<b>Totals</b>		<b>3,951,523.06</b>	<b>34,362.30</b>	<b>3,985,885.36</b>	<b>3,995,000.00</b>	<b>10,729.86</b>	<b>5,333.78</b>	<b>16,063.64</b>



## Monthly Newsletter - December 2007

### Performance

#### As of December 31, 2007

Current Invested Balance	\$5,180,414,831.71
Weighted Average Maturity (1)	20 Days
Weighted Average Maturity (2)	75 Days
Net Asset Value	1.000202
Total Number of Participants	594
Management Fee on Invested Balance	0.12%*
Interest Distributed	\$19,783,405.96
Management Fee Collected	\$215,331.10
% of Portfolio Invested Beyond 1 Year	10.78%
Standard & Poor's Current Rating	AAAm

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

#### December Averages

Average Invested Balance	\$5,071,039,394.56
Average Monthly Yield, on a simple basis	4.5430%
Average Weighted Average Maturity (1)*	21 Days
Average Weighted Average Maturity (2)*	79 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 December 2007:

★ Seminole ISD

★ Hutto ISD

★ Kinney County

### Holiday Reminder

Please note that in observance of the Martin Luther King, Jr. holiday, **TexSTAR will be closed on Monday, January 21, 2008.** Notification of any early transaction deadlines on the day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants.

### Economic Commentary

Despite concerns of a significant slowdown in the economy in the fourth quarter, data released during the period was mixed. However, as expected, the housing market continued to weaken, the first signs of softening in the labor market and manufacturing sector materialized, and inflation fears reemerged. Consumer spending, which represents 70% of the economy, remains healthy. Personal spending grew between 2.5% and 3.0% on an annualized basis. In the labor market, jobless claims rose in the month of December to a surprising 5% unemployment rate. Housing data reported during the quarter pointed to a continued contraction in that sector. The manufacturing sector also softened with the ISM Manufacturing Index ending the year at its lowest level since April 2003, dipping to 47.7.

Inflation concerns reappeared during the quarter. The November core CPI was up 2.3% from a year ago versus 2.1%. The core PCE, the Federal Reserve's preferred inflation gauge, rose to 2.2% in November on a year-on-year basis versus 1.9% in September, and currently stands well above the Fed's year-end projection of 1.8% - 1.9%. In the markets' flight to quality, Treasury yields plummeted and the curve steepened, with two-year yields ending the quarter down 93 bps at 3.05% and five-year yields ending down 80 bps at 3.44%. The LIBOR curve inverted further, with one-month rates lower by 52 bps at 4.60% and 12-month rates down sharply by 68 bps to yield 4.22%, as the Fed lowered rates and provided liquidity to the market.

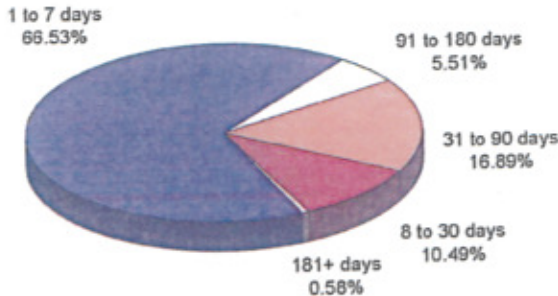
The Federal Reserve is expected to lower the fed funds rate to 4.0% at the end of January and maintain friendly language until either growth prospects pick up or labor market data change materially. With weaker-than-expected labor market conditions, the Fed can reasonably forecast a tempering of inflation in the intermediate term. The forecast for fourth quarter GDP is 2.5%, boosted by still-solid growth in consumer spending, continued strength in net exports, and strong government spending. Residential investment is expected to fall significantly further while business investment is expected to soften. A slower pace of inventory rebuilding is also anticipated resulting in a 1.8% GDP for the first quarter of 2008.

For more information about TexSTAR, please visit our web site at [www.texstar.org](http://www.texstar.org).

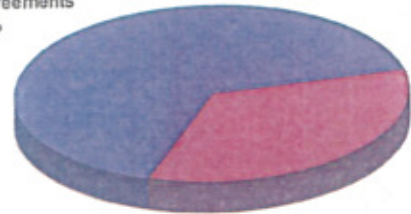


## Information at a Glance

### Portfolio by Type of Investment As of December 31, 2007

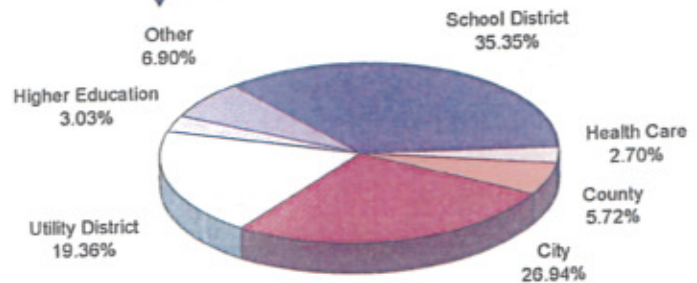


Repurchase Agreements  
66.13%



Agencies  
33.87%

### Portfolio by Maturity As of December 31, 2007



### Distribution of Participants by Type As of December 31, 2007

## Performance

Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Dec 07	4.5430%	\$ 5,180,414,831.71	\$ 5,181,584,153.60	1.000202	21	79	594
Nov 07	4.6975%	4,999,671,312.52	5,000,767,637.47	1.000190	18	79	591
Oct 07	4.9007%	4,793,406,663.48	4,794,712,410.18	1.000272	19	84	584
Sep 07	5.1175%	5,101,146,389.66	5,102,374,857.54	1.000240	20	78	573
Aug 07	5.2540%	5,117,776,256.51	5,118,532,127.32	1.000118	16	42	567
Jul 07	5.2829%	5,037,425,646.08	5,037,616,062.72	1.000037	18	22	554
Jun 07	5.2883%	4,850,271,396.79	4,850,377,392.01	1.000014	18	25	543
May 07	5.2613%	4,809,313,042.18	4,809,314,578.92	1.000000	11	20	531
Apr 07	5.2803%	5,032,146,136.61	5,031,747,141.26	0.999920	13	23	523
Mar 07	5.2999%	5,200,629,725.85	5,200,442,100.26	0.999957	11	26	513
Feb 07	5.2903%	5,608,621,555.72	5,608,663,678.19	1.000007	12	31	505
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

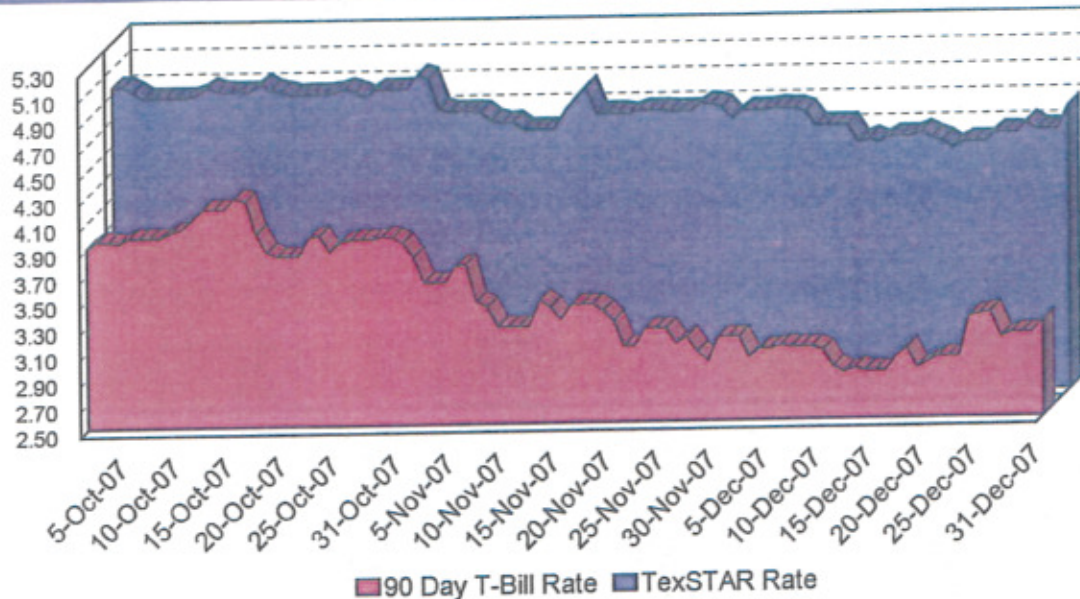
## Portfolio Asset Summary as of December 31, 2007

	Book Value	Market Value
Uninvested Balance	\$ 45,105.50	\$ 45,105.50
Accrual of Interest Income	5,794,552.50	5,794,552.50
Interest and Management Fees Payable	(19,619,959.68)	(19,619,959.68)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreements	3,440,990,000.00	3,440,990,000.00
Government Securities	1,753,205,133.39	1,754,374,455.28
<b>Total</b>	<b>\$ 5,180,414,831.71</b>	<b>\$ 5,181,584,153.60</b>

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 December 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-Dec-07	4.7047%	0.000128896	4,999,671,312.52	1.000190	19	80
2-Dec-07	4.7047%	0.000128896	4,999,671,312.52	1.000190	19	80
3-Dec-07	4.7195%	0.000129302	5,113,760,052.14	1.000198	19	79
4-Dec-07	4.7158%	0.000129200	5,138,078,044.97	1.000205	19	78
5-Dec-07	4.7151%	0.000129180	5,113,982,047.88	1.000197	19	79
6-Dec-07	4.6836%	0.000128317	5,139,806,345.63	1.000195	19	78
7-Dec-07	4.5777%	0.000125417	5,078,423,619.41	1.000182	19	79
8-Dec-07	4.5777%	0.000125417	5,078,423,619.41	1.000182	19	79
9-Dec-07	4.5777%	0.000125417	5,078,423,619.41	1.000182	19	79
10-Dec-07	4.5781%	0.000125428	5,057,062,673.45	1.000185	19	79
11-Dec-07	4.4462%	0.000121813	5,063,418,230.94	1.000199	20	80
12-Dec-07	4.4705%	0.000122479	5,073,224,177.34	1.000207	21	81
13-Dec-07	4.4418%	0.000121693	5,059,696,924.15	1.000209	21	80
14-Dec-07	4.4818%	0.000122790	5,158,357,726.12	1.000179	19	78
15-Dec-07	4.4818%	0.000122790	5,158,357,726.12	1.000179	19	78
16-Dec-07	4.4818%	0.000122790	5,158,357,726.12	1.000179	19	78
17-Dec-07	4.5170%	0.000123753	5,125,156,286.53	1.000170	21	78
18-Dec-07	4.4730%	0.000122547	4,997,196,116.13	1.000153	22	78
19-Dec-07	4.4459%	0.000121806	5,038,580,978.04	1.000159	23	80
20-Dec-07	4.3914%	0.000120312	5,036,245,401.46	1.000166	24	81
21-Dec-07	4.4355%	0.000121521	4,975,813,302.26	1.000143	24	81
22-Dec-07	4.4355%	0.000121521	4,975,813,302.26	1.000143	24	81
23-Dec-07	4.4355%	0.000121521	4,975,813,302.26	1.000143	24	81
24-Dec-07	4.5035%	0.000123384	4,977,082,605.08	1.000117	23	80
25-Dec-07	4.5035%	0.000123384	4,977,082,605.08	1.000117	23	80
26-Dec-07	4.4982%	0.000123239	5,016,750,036.32	1.000166	23	80
27-Dec-07	4.5718%	0.000125256	5,057,932,734.62	1.000153	22	79
28-Dec-07	4.5210%	0.000123864	5,133,208,190.53	1.000176	21	77
29-Dec-07	4.5210%	0.000123864	5,133,208,190.53	1.000176	21	77
30-Dec-07	4.5210%	0.000123864	5,133,208,190.53	1.000176	21	77
31-Dec-07	4.7004%	0.000128779	5,180,414,831.71	1.000202	20	75
Average	4.5430%	0.000124466	5,071,039,394.56		21	79

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 &amp; Santow</i>	<i>Advisory Board</i>
<i>S. Renee Tidwell</i>	<i>Tarrant County</i>	<i>Advisory Board</i>

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

**RESOLUTION NO. 08-09**

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, in accordance with its Policies Regarding the Procurement of Goods and Services the CTRMA solicited proposals for the development of 183-A through a CDA; and

WHEREAS, in Resolution No. 04-43, dated September 8, 2004, the Board of Directors approved the selection of Hill Country Constructors ("HCC") as the Developer for 183-A, and;

WHEREAS, the CTRMA and HCC entered into a CDA effective November 29, 2004 for the development of the 183-A Turnpike Project; and

WHEREAS, in Resolution No. 05-36, dated April 27, 2005, the Board of Directors approved entering into a Toll Systems Implementation and Maintenance Agreement ("Toll Systems Agreement") with Caseta Technologies ("Caseta");

WHEREAS, in Resolution No. 05-37, dated April 27, 2005, the Board of Directors approved an amendment to the CDA to reflect the assumption by Caseta of certain obligations regarding the design and construction of the toll collection system that were initially included in the CDA; and

WHEREAS, the Toll Systems Agreement includes provisions for a Maintenance Services Contract (the "Maintenance Agreement") to be entered into by and between Caseta and the CTRMA once the toll system for a CTRMA toll project was complete and the toll project was opened for operation; and

WHEREAS, the proposed Maintenance Agreement provided for the payment by the CTRMA of a monthly fee to Caseta for the continuing maintenance efforts related to the maintenance of the toll system (the "Monthly Maintenance Fee"); and

WHEREAS, the CTRMA opened its 183-A Turnpike Project ("183-A") on March 3, 2007 and the toll system designed and installed by Caseta pursuant to the Toll Systems Agreement for 183-A was put into operation; and



WHEREAS, the toll system was fully functional for purposes of operating 183-A, but some issues existed as to whether the Maintenance Agreement should be executed at the time of the opening of 183-A based on the provisions of the Toll Systems Agreement; and

WHEREAS, from March 3, 2007 through October 31, 2007, Caseta maintained the toll system and provided the various services described in the scope of services for the proposed Maintenance Contract and incurred \$552,400.00 in relation to such efforts; and

WHEREAS, as of November 1, 2007, all outstanding issues regarding the effective date of the Maintenance Contract were resolved and Caseta and the CTRMA desire to execute the Maintenance Contract with an effective date of March 3, 2007.


NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the execution by the Executive Director of the Maintenance Agreement, substantially in the form described in the Toll Systems Agreement; and


BE IT FURTHER RESOLVED, that the effective date of the Maintenance Agreement be March 3, 2007, with the further provision that the payment of \$552,400.00 thereunder is full and final payment for all in-scope maintenance services provided by Caseta in relation to 183-A from March 3, 2007 through October 31, 2007, with the Monthly Maintenance Fee being due and payable for services provided on or after November 1, 2007.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 30th day of January, 2008.

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 08-09  
Date Passed 01/30/08