

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

RESOLUTION NO. 10-37

HNTB Supplement No. 1 to Work Authorization No. 4 for General Project Development Services

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 § 26.1, *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 utilizes HNTB as a General Engineering Consultant (“GEC”) pursuant to an Agreement for General Consulting Engineering Services dated December 23, 2010 (the “GEC Agreement”); and

WHEREAS, the GEC provides various services to the CTRMA, including assisting the CTRMA in the study and initial development of future projects and any additional activities as requested of the GEC (the “GEC Project Development Services”); and

WHEREAS, in Resolution No. 09-87, date December 17, 2009, the CTRMA Board of Directors approved Work Authorization No. 4 for the General Project Development Services specified therein; and

WHEREAS, the CTRMA, in coordination with its engineering advisors, has determined that it would be beneficial to have HNTB perform additional services relating to feasibility studies, initial development of future projects, and support services; and

WHEREAS, Supplement No. 1 to Work Authorization No. 4 to the GEC Agreement, (“Supplement No. 1”) describing the GEC Project Development Services to be provided to the CTRMA is attached hereto as Attachment “A”; and

WHEREAS, Supplement No. 1 establishes an amount to be paid as compensation for the GEC Project Development Services; and

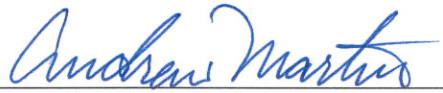
WHEREAS, it is necessary that the Board of Directors approve Supplement No. 1 and its execution by the Executive Director.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves Supplement No. 1 and the related GEC Project Development Services and compensation therefore as described in Attachment “A”; and

BE IT FURTHER RESOLVED, that Supplement No. 1, in the form or substantially the same form as Attachment "A", may be finalized and executed by the Executive Director on behalf of the CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of April 2010.

Submitted and reviewed by:



Andrew Martin
Acting General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-37
Date Passed 04/28/10

ATTACHMENT "A"
TO
RESOLUTION NO. 10-37
Supplement No. 1 to HNTB Work Authorization No. 4

APPENDIX D

WORK AUTHORIZATION SUPPLEMENT

WORK AUTHORIZATION NO. 4.0

SUPPLEMENT NO. 1

This Supplement No. 1 to Work Authorization No. 4.0 dated December 23, 2009, is made as of this ____ day of _____, 2010, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of December 23, 2009 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and **HNTB Corporation** ("GEC"). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

General Project Activities

The following terms and conditions of Work Authorization No. 4.0 are hereby amended, as follows:

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

The Services as set forth in Work Authorization No. 4.0

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

N/A

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

The Documents as set forth in Work Authorization No. 4.0.

Section B. - Schedule

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

Services shall be provided as requested by Authority, from the effective date of this Supplement through the estimated end date of June 30, 2011.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority authorizes to the GEC an additional \$500,000, based on the Attachment B – Fee Estimate to Work Authorization 4.0. This will increase the not to exceed amount for Work Authorization No. 4.0 from \$188,205 to \$688,205. Compensation shall be in accordance with the Agreement.

The parties agree that GEC shall discontinue Services upon June 30, 2011 or upon reaching the new not to exceed amount (\$688,205) specified herein, whichever occurs first. If the new not to exceed amount is reached before June 30, 2011, a second supplement to Work Authorization No. 4.0 will be required in order for services to continue.

Section D. - Authority's Responsibilities

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

N/A

Section E. - Other Provisions

The parties agree to the following provisions with respect to this specific Supplemental Agreement:

N/A

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

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____

Name: _____

Title: _____

Date: _____

GEC:

HNTB Corporation

By: _____

Name: _____

Title: _____

Date: _____

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

RESOLUTION NO. 10-38

**Supplement No. 2 to Work Authorization No. 8
with URS Corporation to Authorize Investment Grade T&R Work**

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

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

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

WHEREAS, in Resolution No. 05-73, dated September 28, 2005, the CTRMA Board of Directors approved entry into a Traffic and Revenue Engineering Services Agreement with URS Corporation (the “T&R Agreement”) for the provision of traffic and revenue engineering services for CTRMA projects and potential projects; and

WHEREAS, in Resolution No. 08-44, dated July 30, 2008, the CTRMA Board of Directors authorized the Executive Director to execute Work Authorization No. 8 with URS Corporation for the performance of traffic and revenue engineering studies related to the Project; and

WHEREAS, in Resolution No. 09-70, dated October 28, 2009, the CTRMA Board of Directors authorized the Executive Director to execute a Supplement to Work Authorization No. 8 with URS Corporation for the performance of traffic and revenue engineering studies related to the Project; and


WHEREAS, the CTRMA and URS Corporation have determined that a Supplement No. 2 to Work Authorization No. 8 is necessary in order to authorize URS Corporation to prepare an Investment Grade Traffic and Revenue Study for the Project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA authorizes the Executive Director to finalize and execute the Supplement No. 2 to Work Authorization No. 8, in the form or substantially the same form set forth in Attachment “A” and consistent with this Resolution, provided that any work commenced under the Supplement No. 2 to Work Authorization No. 8 shall be subject to all terms and conditions of the T&R Agreement.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of April, 2010.

Submitted and reviewed by:

Approved:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-38
Date Passed: 04/28/10

ATTACHMENT "A"
TO
RESOLUTION 10-38
Supplement No. 2 to URS Work Authorization No. 8

URS CORPORATION
SCOPE OF SERVICES
FOR
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (CTRMA)
April 16, 2010

**WORK AUTHORIZATION # 8C
SUPPLEMENTAL FOR UPDATE
US 290E TOLL DEVELOPMENT PROJECT
INVESTMENT GRADE TRAFFIC AND TOLL REVENUE ENGINEERING SERVICES**

The Traffic and Revenue Engineering Services described herein are to be provided by URS Corporation (URS) to the Central Texas Regional Mobility Authority (CTRMA) to update the US 290E Investment Grade Traffic and Toll Revenue Study. The revised regional demographic data, new project configuration, and revised assumptions will be used to update the toll traffic and toll revenue forecasts and to conduct Sensitivity and Risk Analyses of forecasted toll revenue for the proposed US 290E Toll Road. Additionally, URS staff will provide technical support to CTRMA in dealings with TIFIA, private sector financial organizations, and bond rating agencies to acquire financing for the proposed project.

SCOPE OF SERVICES

This Scope of Services is organized into six principal tasks that encompass the investment grade study update, sensitivity and risk analyses, and provide project financing support for the proposed US 290E Toll Road. This analysis is for an update to the existing analysis completed in March 2010 for the Segments 1/1A and extends with in-depth analyses which are suitable for bond issuing. Included in this comprehensive work program are the following tasks:

- Task 1: Project Management/Quality Assurance (QA)
- Task 2: Investment Grade Traffic and Toll Revenue Study Update
- Task 3: Sensitivity Analysis Update
- Task 4: Risk Analysis Update
- Task 5: Documentation
- Task 6: Meetings Support

The services presented in this scope will be completed on a time and materials (T&M) basis including reimbursement for other direct costs incurred (travel, lodging, meals, etc.). The project schedule and budget that supports this scope of services are also attached.

Task 1 Project Management/QA

The URS project manager will coordinate and oversee all activities associated with this scope of work. Specific activities include participation at project coordination meetings

with CTRMA, PBS&J, and other project team members. URS will hold project progress meetings to be scheduled monthly, coordination of individual work tasks, development of progress reports and invoices, and coordination and implementation of URS quality assurance procedures to include internal independent technical reviews. Additionally, the URS project manager will coordinate with subconsultants as needed throughout the project.

Task 2 Investment Grade Traffic and Toll Revenue Study Update

Task 2 will include six subtasks as described below.

Task 2.1 Demographic Data Update

The existing US 290 T&R Study included a comprehensive data collection for model development and calibration. This update will focus on the regional and corridor socioeconomic development review.

For this task, URS has retained the services of Alliance Transportation Group (ATG) to assess the reasonableness of the forecast. ATG recently served as a consultant in this capacity for CTRMA on the 183A Phase II T& R Study. The demographic forecasts data prepared for the 183A Phase II project has been used in the latest US 290E study for consistency between these two studies. The socioeconomic review that occurred in the existing Investment grade studies will be updated to reflect the current understanding of the demographics in the area surrounding the proposed corridor. ATG's scope and fee for this update are also attached. ATG will issue a technical memorandum describing the work performed in Task 2.1 and documenting the results.

URS will review the socioeconomic data in the study area and the region to verify the reasonableness of the results provided by ATG. This verification process will include a comparison to the latest forecast and other data sets developed by CAMPO, the US Census, and the Texas State Data Center. The verification process will include the development of data comparison tables and thematic maps created using GIS software that will also allow for the identification of geographic areas where significant changes in growth have occurred for the last two years.

The result of the demographic data update will be a population and employment forecast at the Traffic Analysis Zone (TAZ) level for entry into the regional travel demand model for the base years (2008) and several future years. The future years included in the forecast will be dependent upon the timing of transportation improvements in the region that may impact the proposed facility, but at a minimum will include 2010, 2013, 2015, 2020, 2025, and 2030. Forecasts for intervening years will be interpolated from the model forecast periods.

Task 2.2 Corridor Scenario Preparation

URS has developed a traffic/toll revenue-forecasting model for the US 290E project based on the latest configuration of Segments 1/1A. However, recent project

discussions proposed several new project scenarios with different cross-section designs and configurations. URS will prepare the modeling sets for up to 6 project scenarios for a comparative analysis (4 of these were provided by PBS&J on April 1, 2010). URS will update the roadway network to reflect the proposed project configurations and confirm the design details and anticipated completion date of all relevant projects for the specific horizon years in the forecast period. The background network information and opening dates will also be updated. The final list of relevant projects and "most probable" completion dates will be obtained from the TxDOT Austin District, CTRMA and TTA.

Task 2.3 Toll Rate Schedule and Revenue Estimation Assumption Update

The US 290E toll rate schedule has been established from previous analyses. Based on the proposed scenarios, toll gantry's influence distances will be measured. Minimum toll charge of direct connectors and ramp gantries will be determined. The toll rate schedule will be developed on the current CTRMA toll policy in terms of rate per mile and escalation. Additionally, the corresponding toll at each plaza will be presented by year to provide CTRMA and its stakeholders, a precise description of anticipated toll rates over the life of the project. The analysis will assume two (2) electronic toll collection (ETC) options would be available to motorists using the tolled facilities:

- ETC transponder; and
- Video tolling.

For all the relevant projects that are anticipated to operate as toll facilities, URS will obtain the anticipated toll plans and rates for each of these facilities.

Previous T&R studies by URS and other CTRMA consultants have implemented many different revenue estimation assumptions. For this update study, one important effort is to coordinate with CTRMA staff and other T&R consultants to maintain consistent assumptions with the recent completed 183A Phase II T&R study by Stantec, as appropriate. These assumptions includes but not limited to:

- ETC penetration/evasion rates,
- Video tolling surcharges,
- Ramp-up factors,
- Annulization factors,
- Long term traffic growth trends, and
- Truck axles and percentages.

A technical memo of the updated toll revenue estimation assumptions will be delivered.

Task 2.4 US 290E Traffic and Toll Revenue Estimation Update

URS will use the calibrated toll diversion model to estimate volumes for the US 290E project for various scenarios for specific model years, incorporating the revised socioeconomic data and the updated roadway network reflecting information gained in

Tasks 2.1, 2.2 and 2.3. Traffic estimates will be developed by toll gantry location. Toll revenue estimates will be developed from the traffic estimates based on appropriate divisions of vehicle class (passenger car/truck) and by payment type (ETC/Video). Traffic and Toll Revenue Estimates will be provided in tabular form for the proposed project scenarios defined during Task 2.2.

A technical memorandum providing the T&R estimates and a brief description of the modeling methodology and assumptions will be delivered. It is anticipated that the project staff will evaluate these project scenarios and determine one final configuration as the base case. The final configuration will be included in the final report.

Task 3 Sensitivity Analysis Update.

Task 3 will include two subtasks as described below.

Task 3.1 Update and Run Travel Demand Model.

URS will test the following variables to conduct the sensitivity analysis:

- Travel Demand Variables
 - Social-economic variables
 - Employment
 - Population
 - Household income
 - Economic variables
 - Value of time (base and escalation rate)
 - Truck demand
- Transportation Supply Side Variables
 - Network alternatives (build or no-build of new facilities, specific configurations)
- Operational Factors
 - Toll rate/escalation
 - Violation/Evasion factors
 - TxTag Transponder Penetration

URS will utilize the Level 3 travel demand model, which will be updated in Task 2. The model will be updated to reflect the variables defined above. The model will be run for a base year and horizon years. Results between model years will be developed using interpolation. Results beyond the horizon year will be developed using extrapolation.

Task 3.2 Develop Toll Sensitivity Curves

Based on the traffic and toll revenue results generated in Task 2, URS will develop and graphically depict the toll sensitivity curves for each variable tested. These curves will synthesize the performance response of each variable and facilitate selection of parameter values for future analyses.

Task 4 Risk Analysis Update

The toll sensitivity analyses conducted in Task 3 provide an indication of the sensitivity of toll revenue to select variables assuming an undefined level of risk. The purpose of the risk analysis is to identify the probability that the forecasted toll revenues will be realized. This analysis will be achieved using Monte Carlo simulation analysis, which allows for the simultaneous simulation of risk and uncertainty from a variety of sources and correlation across inputs. The output of the Monte Carlo simulation analysis will be a probability histogram for each variable analyzed in Task 3. The histograms will identify the upper and lower bound probability points for each variable.

Task 5 Documentation

URS will prepare a draft technical memorandum that includes a brief summary of the updated T&R study results, sensitivity and risk analyses methodologies, an analysis of findings, and supporting documentation. URS shall submit the draft technical memorandum to the CTRMA for review and comment.

A final investment grade traffic and toll revenue report will be developed based on comments received from the CTRMA.

Task 6 Project Financing Support.

Task 6 will include two subtasks as described below.

Task 6.1 Additional Sensitivity Analyses

The sensitivity and risk analyses conducted in Tasks 3 and 4 address inherent uncertainties in the travel demand model input variables. The output of these two tasks is a broad range of toll revenue outcomes for the proposed project with assigned probability or confidence intervals that provides a general overview of the risk of the project. The rating agencies, TIFIA and other entities involved with the financing of the proposed US 290E toll road may request CTRMA to conduct additional sensitivity analyses to provide toll revenue estimates that are embedded in the range of results reflected in the risk analysis output. Examples of these analyses include lower economic growth, alternate toll escalation rates, and changes in the transportation network due to alternative improvement plans. URS will conduct up to five additional runs of the travel demand model to respond to requests for additional sensitivity analyses.

Task 6.2 Joint Report for Official Statement with Stantec

URS will coordinate with CTRMA and Stantec for a joint report of the traffic and toll revenue forecasts to be included in the official statement (OS) of the bond sale. This joint report will be based on the latest T&R reports of US 290E and 183A Phase II. URS

and Stantec have worked together before for similar joint reports on other projects. Close coordination efforts will be employed.

Task 6.3 Support for Meetings with Financial Community

URS will provide support during CTRMA's acquisition of project financing by providing technical support at meetings with rating agencies, bond insurance companies, TIFIA, and other financing entities. This support will include presentations of the Investment Grade Study, preparation of presentation materials (presentation boards, power point slides, handouts, etc.)

Activities to be completed as part of subtask 6.3 include:

- Attendance at a total of five meetings. Should additional meetings/presentations be required URS will scope and budget these meetings in a supplemental work authorization;
- Certification of information in the disclosure documents related to the URS Traffic and Toll Revenue Investment Grade Study report, including the underlying assumptions;
- Review of financing documents; and
- Review of disclosure documents.

Task 6.4 Project Close Out

In the project close-out stage, URS will address any unsolved project-related issues and archive project documentation and data in proper places. This task will also include finalizing the project invoice and completing project feedback surveys. It is anticipated that the project will be closed out on December 31, 2010.

Project Schedule

US 290E Investment Grade T&R Study Update

Task #	Description	Apr-10	May-10	Jun-10	Jul-10	Aug-10	Sep-10	Oct-10	Nov-10	Dec-10
1	PM/QA									
2	Traffic and Toll Revenue Study Update									
	2.1 Demographic Data Update									
	2.2 Corridor Scenarios Preparation									
	2.3 Toll Rate Schedule and Revenue Assumption Update									
	2.4 Traffic and Toll Revenue Estimation Update									
3	Sensitivity Analysis Update									
	3.1 Update and Run Travel Demand Model									
	3.2 Develop Sensitivity Curves									
4	Risk Analysis Update									
5	Documentation									
6	Project Financing Support									
	6.1 Sensitivity Analysis									
	6.2 Joint Report for Official Statement with Stantec									
	6.3 Meeting Support									
	6.4 Project Close Out									

⚡ Draft submittal

Work Authorization No #8C: US 290E Investment Grade Study Update, Demographic Review, Toll Sensitivity and Risk Analysis Update, and Financing Support													
Budget													
Task	Project Management/OA	Principal	Project Manager	Technical Advisor	Task Mgr T&R Forecasting	Senior Modeler	Senior Planner	Modeler II	Modeler I	CADD Tech	Admin	Total Hours	Total Costs
Task 1	Project Management/OA	8	8	8	16		4				16	60	\$ 9,115
Task 2	Traffic and Toll Revenue Study Update												
	2.1 Demographic Data Update		4		16	4		16		40		96	\$ 8,822
	2.2 Corridor Scenarios Preparation		4		8	4		32				88	\$ 8,703
	2.3 Toll Rate Schedule and Revenue Assumption Update				8	4		24				60	\$ 5,807
	2.4 Traffic and Toll Revenue Estimation Update		4		32	24		80				220	\$ 22,083
Task 3	Sensitivity Analysis Update												
	3.1 Update and Run Travel Demand Model		4		16	4		24				72	\$ 7,756
	3.2 Develop Sensitivity Curves		4		16	4		8				48	\$ 6,618
Task 4	Risk Analysis Update												
	Documentation	16	16	8	36	24	16	16		16		164	\$ 22,664
Task 6	Project Financing Support												
	6.1 Sensitivity Analysis	16	4	8	16	8	16	16				68	\$ 8,465
	6.2 Joint Report for Official Statement with Startec	16	4	16	16	8	16	8		8		88	\$ 14,721
	6.3 Meeting Support	16	4	16	32	8	0				4	76	\$ 13,466
	6.4 Project Close-Out		4		8							16	\$ 2,201
	Hours Subtotal	56	64	64	244	84	36	240	240	64	20	1096	
	Average DTL	\$ 96.16	\$ 81.12	\$ 83.04	\$ 56.12	\$ 42.92	\$ 57.50	\$ 37.24	\$ 32.92	\$ 24.60	\$ 25.00		
	Multiplier	2.52	2.52	2.52	2.52	2.52	2.52	2.52	2.52	2.52	2.52		
	Average Billing Rate	\$ 242.32	\$ 204.42	\$ 211.28	\$ 141.42	\$ 108.16	\$ 144.90	\$ 93.84	\$ 82.96	\$ 61.99	\$ 63.00		
	Loaded Cost	\$ 13,570.10	\$ 13,083.03	\$ 13,521.72	\$ 34,507.07	\$ 9,085.31	\$ 5,216.40	\$ 22,521.60	\$ 19,910.02	\$ 3,967.49	\$ 1,260.00	\$ 136,642.72	\$ 136,642.72
	Labor Subtotal (rounded)											\$	\$ 137,000
	Other Direct Costs (ODC)												
	Reproduction											\$	\$ 600
	Other (telex, conference call)											\$	\$ 150
	Expense subtotal											\$	\$ 750
	Total URS Costs											\$	\$ 137,750
	Sub-Contractor												
	Alliance Transportation Group Inc.											\$	\$ 96,600
	Total WA No. # 8C Costs											\$	\$ 234,350

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

RESOLUTION NO. 10-39

**Supplement No. 2 to Work Authorization No. 6
with URS Corporation for Technical Support Services**

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

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

WHEREAS, in Resolution No. 05-73, dated September 28, 2005, the Board of Directors approved entry into a Traffic and Revenue Engineering Services Agreement with URS Corporation (the "T&R Agreement") for the provision of traffic and revenue engineering services for CTRMA projects and potential projects; and

WHEREAS, the CTRMA previously executed Work Authorization No. 6 with URS Corporation for the performance of technical support services associated with various traffic and revenue engineering studies; and

WHEREAS, in Resolution No. 09-85, dated December 17, 2009, the CTRMA Board of Directors authorized the Executive Director to execute Supplement No. 1 to Work Authorization No. 6 with URS Corporation for the performance of traffic and revenue engineering studies for CTRMA projects; and

WHEREAS, the CTRMA and URS Corporation have determined that Supplement No. 2 to that Work Authorization No. 6 is necessary in order to extend the expiration date of the Work Authorization from April 30, 2010 to December 31, 2010.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA authorizes the Executive Director to finalize and execute Supplement No. 2 to the Work Authorization with URS Corporation for the performance of technical support services, in the form or substantially the same form set forth in Attachment "A" and consistent with this Resolution, provided that any work commenced under Supplement No. 2 to the Work Authorization No. 6 shall be subject to all terms and conditions of the T&R Agreement.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of April, 2010.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-39
Date Passed: 04/28/10

ATTACHMENT "A"
TO
RESOLUTION 10-39
Supplement No. 2 to URS Work Authorization No. 6

ATTACHMENT C

C-2
SUPPLEMENTAL WORK AUTHORIZATION NO. 2
TO WORK AUTHORIZATION NO. 6
CONTRACT FOR ENGINEERING SERVICES

THIS SUPPLEMENTAL WORK AUTHORIZATION is made pursuant to the terms and conditions of Article 4 of the Contract for Engineering Services (the Contract) entered into by and between the **Central Texas Regional Mobility Authority** (the Authority) and **URS Corporation** (the Engineer) dated as of **October 1, 2005**.

The following terms and conditions of **Work Authorization No. 6 (Technical Services associated with CTRMA projects)**, original signed on January 7, 2008 and previously amended on October 28, 2009, are hereby amended as follows:

The expiration date of Work Authorization No. 6 will extend from April 30, 2010 to December 31, 2010.

This Supplemental Work Authorization shall become effective on the date of final execution of the parties hereto. All other terms and conditions of Work Authorization No. 6 not hereby amended are to remain in full force and effect.

IN WITNESS WHEREOF, this Supplemental Work Authorization is executed in duplicate counterparts and hereby accepted and acknowledged below.

THE ENGINEER

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

(Signature)

(Signature)

(Printed Name)

Mike Heiligenstein

(Title)

Executive Director

(Date)

(Date)

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

RESOLUTION NO. 10-40

HNTB Work Authorization No. 5 for General Project Development

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 § 26.1, *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 utilizes HNTB as a General Engineering Consultant (“GEC”) pursuant to an Agreement for General Consulting Engineering Services dated December 23, 2010 (the “GEC Agreement”); and

WHEREAS, the GEC provides various services to the CTRMA, including activities required to assist the CTRMA in the study and initial development of future projects and any additional activities as requested of the GEC (the “GEC Project Development Services”); and

WHEREAS, Work Authorization No. 5 to the GEC Agreement, including a Scope of Services (“Work Authorization No. 5”) describing the GEC Project Development Services to be provided to the CTRMA has been developed and is in substantially the form attached hereto as Attachment “A”, and such Work Authorization No. 5 establishes an amount to be paid as compensation for the GEC Project Development Services;

WHEREAS, it is necessary that the Board of Directors approve Work Authorization No. 5 and its execution by the Executive Director; and

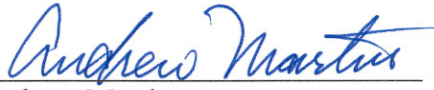
WHEREAS, the GEC has represented to the Board of Directors that the work reflected in Work Authorization No. 5 and the cost thereof is necessary and appropriate.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves Work Authorization No. 5 and the related Scope of Services as set forth in Attachment “A”; and

BE IT FURTHER RESOLVED, that Work Authorization No. 5 may be finalized and executed by the Executive Director on behalf of the CTRMA in the form or substantially the same form as Attachment “A”.

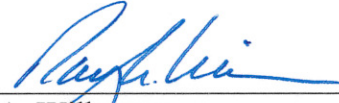
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of April 2010.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-40
Date Passed 04/28/10

ATTACHMENT "A"
TO
RESOLUTION NO. 10-40
HNTB Work Authorization No. 5

APPENDIX D

WORK AUTHORIZATION

WORK AUTHORIZATION NO. 5.0

This Work Authorization is made as of this ____ day of _____, _____, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, dated as of December 23rd, 2009 (the "Agreement"), between the Central Texas Regional Mobility Authority ("Authority") and **HNTB Corporation** ("GEC"). This Work Authorization is made for the following purpose, consistent with the services defined in the Agreement:

Mopac Improvement Project Development

Section A. - Scope of Services

A.1. GEC shall perform the following Services:

Please reference Attachment A – Scope of Work

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

Please reference Attachment A – Scope of Work

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

Please reference Attachment A – Scope of Work

Section B. - Schedule

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

Services defined herein are expected to be substantially complete within forty-eight (48) months from the date this Work Authorization 5.0 becomes effective. This Work Authorization 5.0 will not expire until all tasks associated with the Scope of Services are complete.

Section C. - Compensation

C.1. In return for the performance of the foregoing obligations, the Authority shall pay to the GEC the amount not to exceed **\$3,839,597.00**, based on a Cost Plus fee listed in Attachment B – Fee Estimate. Compensation shall be in accordance with the Agreement.

The Authority and the GEC agree that the budget amounts contained in Attachment B-Fee Estimate for the various companies and firms composing the GEC are estimates and that these individual figures may be redistributed and/or adjusted as necessary over the duration

of this Work Authorization. The GEC may alter the compensation distribution between tasks or work assignments to be consistent with the Services actually rendered within the total Work Authorization amount. The GEC shall not exceed the maximum amount payable without prior written permission by the Authority.

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

Section D. - Authority's Responsibilities

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

N/A

Section E. - Other Provisions

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

N/A

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

Authority:

**CENTRAL TEXAS REGIONAL
MOBILITY AUTHORITY**

By: _____

Name: _____

Title: _____

Date: _____

GEC:

HNTB Corporation

By: _____

Name: _____

Title: _____

Date: _____

CENTRAL TEXAS RMA
ATTACHMENT A – SCOPE OF SERVICES
WORK AUTHORIZATION NO. 5

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

General

The services to be performed by the GEC will include, but not be limited to, professional services and deliverables for various tasks related to the study and development of the Mopac Improvement Project. The limits of the services are from FM 734 (Parmer Lane) through the Cesar Chavez Street interchange, with some incidental work south of the Cesar Chavez Street interchange. Because GEC has no control over the cost of labor, materials, or equipment furnished by others, or over the resources provided by others to meet project schedules, GEC's opinion of probable costs shall be made on the basis of experience and qualifications as a practitioner of its profession. GEC does not guarantee that proposals, bids, or actual project costs will not vary from GEC's cost estimates will not vary from GEC's projected schedules.

PROJECT MANAGEMENT & ADMINISTRATION

The GEC will perform project management, administrative and coordination duties, including contract administration, project management, reporting, meeting minutes of required meetings and telephone conversations, and other related administrative tasks (e.g., direct costs) associated with the Project, including:

1.1. Coordinate, Procure, and Administer Work Authorizations

Prepare contracts as required between the GEC and the Authority and GEC and subconsultants. The GEC will also assist in the preparation of and/or review of contracts between the Authority and subconsultants. Monitor and supervise GEC subconsultant activities, review all work products prepared by subconsultant, review and approve subconsultant progress reports and invoices.

1.2. Progress Reports and Invoices

Prepare monthly invoices and progress reports for the work tasks, together with evidence of services accomplished during the time period since the previous report. Prepare a detailed schedule (provide in the Authority approved format) of anticipated monthly invoice billing linking to the project work authorization tasks. A monthly progress report will be submitted and will include: activities completed, initiated or ongoing, during the reporting period; challenges encountered and actions to remedy them; overall status, including a tabulation of percentage complete by task; updated project schedule; and DBE utilization status.

1.3. Record Keeping and File Management

Maintain records and files related to the Project throughout the duration of the Services. Uploading of project files to a shared website will be coordinated with the Authority. Maintain and update via approved software the deliverables tracking log provided by the Authority.

1.4. Correspondence

Prepare written materials, letters, survey forms, etc. used to solicit information or collect data for the project and submit them to the Authority for review and approval prior to its use or distribution. Copies of relevant outgoing correspondence and incoming correspondence will be provided to the Authority on a continuing basis.

1.5. Work Authorization Schedule

Prepare a detailed, graphic schedule linking work authorization tasks, subtasks, critical dates, milestones, deliverables, and the Authority/Texas Department of Transportation (TxDOT)/ Federal Highway Administration (FHWA) scheduled review requirements. The project schedule will be in a format that depicts the order and inter-dependence of the various tasks, subtasks, milestones and deliverables for each of the tasks identified therein. Progress will be reviewed periodically, and should these reviews indicate a substantial change in progress, a schedule recovery strategy will be developed and implemented and the schedule will be revised accordingly.

1.6. Dashboard Update

Prepare and submit updated project information, including schedule and budget, for the Authority's dashboard on a monthly basis; provide QC review of revised information on website.

2.0 PROJECT DEVELOPMENT

This scope of services includes professional services and deliverables in support of the Authority's development of the Mopac Improvement Project from south of Cesar Chavez to north of FM 734 – Parmer Lane.

2.1. Project Development Support

The GEC will provide support to the Authority as required during the Project Development process. Specific efforts will include

2.1.1. Loan and/or Grant Applications: Assist the Authority in the development of loan and/or grant applications for the project as required. This will include preparation of various elements of the loan and/or grant form & associated documentation for the Authority's review and approval; it will also include participation in the coordination efforts with State and/or Federal agencies as requested by the Authority.

2.1.2. Engineering and Technical Support: Provide various engineering and technical tasks as requested by the Authority including but not limited to: general

engineering assistance, general technology assistance, general environmental coordination, reports, research, presentations, preparation of 3D video animation and meetings.

- 2.1.3. Traffic Modeling: Conduct a peer review of the CORSIM and/or VISSIM Traffic Models and provide summary of suggested revisions. Assist with coordination between consultants.
- 2.1.4. Managed Lane Projects Workshop: As requested by the Authority, coordinate the presentation of industry Managed Lane projects to gain insight to their funding, design, operational issues and lessons learned. It is anticipated that industry expertise will participate in the workshop. The GEC will coordinate, as requested, the attendance of additional agencies, such as CAMPO, TTI, and TxDOT.
- 2.1.5. TxDOT Coordination: Provide appropriate staff as part of coordination efforts between the Authority and TxDOT. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.6. Union Pacific Railroad (UPRR) Coordination: Provide appropriate staff as part of coordination efforts between the Authority and UPRR. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.7. Traffic and Revenue (T&R) Consultant Coordination: Provide coordination and support to the Authority's T&R Consultant, as directed by the Authority.
- 2.1.8. Market Valuation: Assist in the development of the market valuation by providing industry knowledge and research for market valuation options.
- 2.1.9. Project Development Agreement (PDA): Assist in the development of the PDA, generation of PDA exhibits, review of PDA drafts, and TxDOT coordination support, as directed by the Authority.
- 2.1.10. CAMPO Coordination: Provide appropriate staff as part of coordination efforts between the Authority and CAMPO. GEC will provide coordination efforts on the Authority's behalf at the direction of the Authority.
- 2.1.11. Provide DBE Outreach and Public Involvement support as requested by the Authority.

2.2. Financial Planning Support

2.2.1. Operation, Maintenance, and Renewal & Replacement Estimate Updates

- 2.2.1.1. Develop and/or update GEC's opinion of probable operations cost estimates using either a Sketch Level approach (i.e., an assumed per transaction cost based on average operations costs of similar toll systems) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the toll operations, enforcement and incident management and applying anticipated unit prices to same to develop an opening year cost estimate which can be escalated over time).
- 2.2.1.2. Develop and/or update GEC's opinion of probable annual/routine maintenance cost estimates using either a Sketch Level approach (i.e., an estimated per centerline mile cost based on the facility type which

considers the number of lanes, pavement material, and location) or a Level 1 approach (i.e., estimate actual quantities for the various elements of the maintenance efforts and applying anticipated unit prices to same to develop an opening year cost that can be escalated over time).

- 2.2.1.3. Develop and/or update GEC's opinion of probable renewal & replacement budget cost estimates (non-routine maintenance estimates) using either a Sketch Level approach (i.e., an estimated per mile cost based on renewal & replacement budgets utilized on similar facilities) or a Level 1 approach (i.e., includes the identification of a long-term, periodic maintenance/replacement schedule, estimation of quantities for the associated elements, and inflated prices of same to assess the overall cost requirements of the system in the target years).

2.2.2. Project Cost Estimate Updates

As directed by the Authority, GEC will provide opinion of probable project cost estimate updates for the project. GEC will prepare an estimate of probable construction costs which will include quantity/cost estimates for major components of work such as; roadway paving, roadway earthwork, roadway drainage, bridge structures, retaining walls, other structures, signing and marking, lighting, and signalization. The estimate of probable construction costs will be used to estimate total project costs that will also include program management and oversight, preliminary engineering, final engineering, right-of-way (ROW) acquisition, environmental compliance/mitigation, construction, toll collection systems utility relocation and construction engineering and inspection (CEI), and financing costs.

Provide updates to preliminary costs estimate, schedule, financial feasibility analysis necessitated by the on-going project scoping/sizing process. GEC will develop and certify the Engineers Report for the Official Statement (OS) and, as requested, review and comment on the OS.

2.2.3. Toll Feasibility Analysis Updates

GEC will assist the Authority in updating toll feasibility analyses which includes the incorporation of traffic and revenue forecast updates (by others); operations, maintenance, and renewal & replacement estimates; and total project cost estimates to determine the financial feasibility of the project.

2.2.4. Financial Advisor Support/Financial Plan Development

GEC will provide financial advisor support necessary for the Authority to conduct financial programming of their system. This will include the development of cash flow analyses which contemplate implementation costs and schedules. GEC will also assist in the identification of priorities to support the determination of alternate project delivery scenarios. The tasks will include:

- Develop GEC's opinion of probable project costs based upon alternative project delivery approaches. Assess third party related costs for utility adjustments/relocations
- Assess funding sources such as state funds, federal formula funds, federal discretionary funds, and toll revenues.

- Assist with the assessment of financing techniques such as State Infrastructure Banks, the Transportation Infrastructure Finance and Innovation Act (TIFIA), Advanced Construction, Toll Revenue Bonds, TxDOT Toll Equity Grants, and other state bonds.
- Develop and provide summary of revenue shortfall mitigation strategies to minimize impacts on scheduled project delivery and prepare a summary of cost increases or reductions that could affect the cost of the project.
- Develop a Funding Contingency Plan should funding for the project as a whole not be provided and determine the impact of various design approaches on estimated project costs and project design life. GEC will:
 - Develop a list of “reasonable” design options for consideration such as project length reductions, ramp reductions, and pavement structure modifications
 - Meet with the Authority to get concurrence regarding design options prior to additional analysis.
 - Analyze and document the financial implications of the various design options considered and include such things as project cost, schedule impact, local economic impact, length of useful life, and impact on financing options.

2.3. Design Services - UPRR Double Track Investigations

The project intends to utilize offset and staggered refuge bays for the Managed Lanes operations along the northbound and southbound lanes of the project. The Union Pacific Railroad (UPRR) currently owns a 60' right of way within a portion of the project limits. Before considering any shared use of their property, the UPRR has requested the Authority provide a due diligence engineering exercise to show that a conceptual double track alignment would not be precluded within this proposed and restricted right of way (ROW).

This task involves assisting the Authority with professional consulting services that include schematic project development and coordination with the UPRR and the Authority for preliminary engineering design services and construction phase sequencing.

2.3.1. Design Standards

This project shall be designed in accordance with the following:

- TxDOT *Standard Specifications for Construction and Maintenance of Highways, Streets, and Bridges*.
- UPRR Engineering Standards

2.3.2. Meetings

- Attend up to three (3) one hour meetings with the Authority/UPRR, as necessary

2.3.3. Research and Data Collection

- The GEC will obtain from the Authority and TxDOT any pertinent record drawings, plats, easements information and other information available

for the project area. The GEC will review the information to determine if potential issues exist. Also, the GEC will collect necessary UPRR right-of-way map(s)/ valuation maps and existing aerial photography exhibits from the Authority. The Authority represents that GEC may reasonably rely on any information or materials provided by the Authority or other project participants to the GEC in the performance of the services herein.

- The GEC will identify in the field the locations, sizes and types of existing railroad bridges, as well as span lengths and descriptions. Photographs from the data collection will be labeled and placed in a photo log for identification purposes.

2.3.4. Preliminary Design

- Identify and evaluate four anticipated critical “pinch-point locations”, such as refuge bays, signal equipment locations, overhead bridge piers, et al, along the project limits where the proposed double track alignment might encounter horizontal restrictions within the ROW. The Authority’s aerial photography exhibits will be utilized. Additional ground survey is not included as part of this task.
- Develop preliminary horizontal and vertical track geometry that complies with UPRR standard design criteria for the authorized train operating speeds. The GEC will note any items that do not comply with standard UPRR design criteria and provide potential resolution. Identify locations along the project limits that may require retaining walls due to double track alignment and profile. Provide 1”=100’ scale roll plot.
- The GEC will evaluate each existing railroad bridge throughout the project limits to determine the existing type of superstructure, substructure to ground line, deck and handrails and determine a proposed method to modify the existing bridges to support the proposed double track alignment geometry and modifications to existing abutments and substructures.
- Identify and evaluate existing drainage ditches and any visible underground grade drainage structures (i.e. drop inlets) using provided aerial exhibits. Identify any potential issues to the existing drainage system based on the proposed double-track alignment.
- Using the proposed double-track geometry and typical section, determine a proposed ditch section needed to support the runoff within the UPRR right of way. This ditch section will follow UPRR requirements, including the 100- year water surface elevation (WSEL) at or below the top of the track sub-grade.
- Using the Rational Method, determine stormwater runoff coefficients, times of concentration and intensity values, and drainage areas throughout the project limits.

- Determine spacing for any inlets, along the double-track section within the right of way. Identify the necessary proposed overall drainage system needed to accommodate the proposed double track section throughout the project.

2.3.5. Railroad Coordination

- Prepare and submit to the Authority a recommended Letter of Agreement (LOA) between the Authority and UPRR for plan set review and comment.
- Prepare and submit to the Authority a listing of any requests to deviate from UPRR design standards for submittal to UPRR.
- Prepare and submit to the Authority proposed construction staging for refuge bays and double-track railroad section.

2.3.6. Assumptions

- The existing DTM (digital terrain modeling) used for the project was obtained from AECOM and Parsons Brinkerhoff. Based on information GEC had received from AECOM, the original DTM was provided by TxDOT that appears to include survey for the centerline of track (not top of rail) and right of way limits. Additional survey was performed by AECOM of the top of rail, edge of ballast and bottom of ditch in the vicinity of RM 2222. It is assumed that the UPRR profile does not align with DTM in the same locations.
- The existing top of rail profile will be drawn based on the data GEC has received to date with the addition of 8" for the height of rail. The existing top of rail and DTM will be used to provide cross sections to determine top of slope, top of cut and the limits and heights for the proposed retaining walls, if required.

Section 2.3 DELIVERABLES

Deliverables will consist of the following:

- Photo log containing photographs and descriptions of railroad bridges and abutments in the field.
- Roll plot at 1"=100' scale depicting horizontal alignment, profile, typical section, and aerial photography.
- List of potential 'pinch-points' and proposed deviations from UPRR design standards with potential plan for resolution.
- Documentation for means of modifying existing bridges along the double-track section.
- Documentation for sequencing of construction operations along the double-track section.

- White paper with exhibits detailing the assumptions, calculations, and findings for the drainage for the double-track section.
- Draft LOA between the Authority and UPRR for plan set review and comment.
- Provide draft summary report of findings.

2.4. Design Services – Toll Systems / Facilities Design

2.4.1. Toll Schematic Design Plans

The GEC will provide design services to develop schematic design plans for the toll collection system for the Project. It is anticipated the toll system will have eight (8) access point locations along the Corridor and will utilize an Electronic Toll Collection (ETC) System (cashless). The GEC will prepare toll facilities preliminary design utilizing the roadway schematic prepared by others as a basis for the design. Sufficient input from the Authority and TxDOT will be included so that proper input is received regarding the design concept(s). The toll schematic design plans will be submitted to the Authority and TxDOT for approval prior to development of PS&E documents. Toll Systems/Facilities Schematic Design will include:

- Locate toll systems / facilities on Schematic Design plans.
- Include in the Schematic Design (in reference to toll systems):
 - Plan view (Structural, Equipment Enclosures, Large Signs, Striping)
 - Elevations
 - General Sections
- Analysis of:
 - Toll Operations
 - Mechanical and Electrical Operations
 - Provisions for local utilities services
 - Facilities for surveillance, communication and control
 - Conceptual ITS interface and infrastructure
- Layouts for toll gantries
- Outline Specifications
- Opinion of Probable Construction Cost

2.4.2. Toll System/ Facilities PS&E Design 95%

- Based on the approved Schematic Design drawings and documents, the GEC will prepare the PS&E Documents. These documents will set forth in detail the requirements for construction of the toll collection systems portion of the Project. The PS&E Documents shall establish in detail the quality level of materials and systems for the toll collection systems / facilities and will include:
 - Plans
 - Elevations
 - Sections
 - Details

- General Conditions
- Technical Specifications
- Updated Opinion of Probable Construction Cost
- 95% Review Documents and Plans will be submitted to the Authority and TxDOT for review. Any comments will be addressed and the updated 95% plans will be utilized for the CDA procurement. Any revisions that may be required for construction will be part of a future work authorization.

Surveillance, Communication and Control

- Development of Surveillance, Communication and Control (SC&C) plans, details and estimates is not included in this scope of services. However, conduits for SC&C facilities provided by others will be included as directed by the Authority.

Electrical Design

- The GEC will provide electrical design efforts related for the toll collection systems aspects of the Project.
- The GEC will provide required electrical standards.
- The GEC will provide necessary drawings and specifications to adequately describe the Electrical Design for the toll collection systems portion of the Project.

Utility Design

- The GEC will provide a preliminary report on utility requirements at the toll gantry locations.
- The GEC will determine availability of utilities locally and regionally at the gantry's.
- The GEC will develop utility plan for regional and onsite service.
- Utility relocation plans are not included in this scope of services. Any utility relocation plans in the project area are assume to be the responsibility of the CDA Developer.

Miscellaneous

- The GEC will prepare general notes for the construction documents.
- The GEC will prepare list of governing specifications, special specifications and special provisions.
- The GEC will provide Quality Control/Quality Assurance for toll facilities design and plan production activities.

2.5. Design Services – Schematic Design of Direct Connectors

As directed by the Authority, the GEC will provide design services to develop schematic design plans for one northbound and one southbound direct connector connecting the Mopac Improvement Project to the downtown Austin area. The fee allows for up to 4 alternatives for each of the direct connectors. Survey from TxDOT will be utilized for the direct connector design; however, the GEC will supplement the survey as necessary for any areas that survey is not available. The GEC will coordinate with the environmental consultant by providing schematic design for the direct connectors.

2.6. Conceptual Operations Plan The schematic design will be submitted to the Authority and TxDOT for approval.

Prepare a preliminary draft Conceptual Operations Plan for the Mopac Improvement Project which is intended to establish the basic framework for operations of the facility; including a basic definition of systems architecture for ITS and toll collection, incident management, safety and enforcement, and maintenance. The plan will include the roles and responsibilities of the various agencies. The basic approach for the development of the Conceptual Operations Plan will utilize the "*LOOP 1 MANAGED LANES PRELIMINARY CONCEPT OF OPERATIONS*" prepared for TxDOT by the Texas Transportation Institute to the extent possible as a starting point for the Conceptual Operations Plan. This living document will identify program goals and specific project operational requirements, infrastructure, personnel, operations and maintenance support efforts, and resource requirements. In addition, the Conceptual Operations Plan will provide a preliminary program schedule and timeline of various activities to meet the Authority's goals within the desired timeframe.

This task involves assisting the Authority with professional consulting services that include conceptual operations plan development and coordination with TxDOT, the City of Austin, the UPRR, TTI, and the Authority's Toll Systems Integrator. The work associated with the development of the Conceptual Operations Plan will include the following specific tasks.

2.6.1. Industry Research

Update available data on existing managed lane facilities in the United States to identify current approaches to operations and maintenance of managed lanes, including methods of toll operations, enforcement, traffic control, incident management, and maintenance. The intent is to define a set of "Best Practices" for the operation of a Managed Lane facility.

Obtain available information on specific operations plans for managed lane projects currently in operation, particularly focused on interagency agreements for coordination and cooperation in operating the facilities.

2.6.2. Operations Plan Development

Based, in part, on the findings of industry research and the development of "Best Practices" for the operation of Managed Lanes, prepare a draft preliminary Conceptual Operations Plan which presents the concept for operation of the proposed Mopac Improvement Project facility to include:

- Definition of the Operations Concept
- Description of the Managed Lanes facility
- Description of the Systems Architecture, including
 - Toll Collection System components
 - Communications Infrastructure
 - ITS System and Interface
- Incident Management
- Enforcement
- Facility Maintenance

2.6.3. Interagency Coordination

Assist the Authority in conducting a series of agency work sessions in order to develop a basic framework for establishment of the roles and responsibilities for the various respective agencies.

Based on discussions and conclusions identified during the interagency work sessions, prepare a basic organizational structure describing the roles and responsibilities of the agencies to be involved in the operation of the Managed Lane facility.

3.0 ENVIRONMENTAL SERVICES

3.1. Agency Coordination

Support the Authority in coordination activities with TxDOT Austin District, Consultants, Resource Agencies, TxDOT's Environmental Affairs Division, and the FHWA, as required; including meeting preparation, meeting participation, public outreach support and attendance at public meetings, hearings, and noise workshops.

3.2. Environmental Program Management Schedule

- Monitor the schedule and provide updates to the Authority on a monthly basis.

3.3. Document Review

- Review draft and final Environmental Documents and provide written comments and recommendations on such documents.
- Review draft and final schematic and provide written comments and recommendations on schematic.
- Reviews shall be for conformance to the applicable requirements of TxDOT and FHWA. Sources of materials will include data received from TxDOT and other federal, state and local governmental and quasi-governmental agencies and field investigations.

4.0 CDA PROCUREMENT MANAGEMENT SERVICES

Deliverables required to complete the procurement of a development team (the Developer) to enter into a comprehensive development agreement (CDA) with the Authority to develop and construct the Project. The selected development team should consist of participating firms whose abilities, professional skills, and experience qualify them to develop the manage lane facility for the Authority. Only one development team will be selected to enter into the CDA for the Mopac Improvement Project.

Services include those required to assist the Authority in: the preparation of a Request of Detailed Proposals (RFDP); the issuance of the RFDP to a shortlist of development teams (the shortlisted proposers); and the receipt and assessment of submitted Detailed Proposals.

4.1 Requests for Competing Qualifications (RFCQ) Phase

- 4.1.1 Working jointly with the Authority's General Counsel and Financial Advisors, the GEC will develop a RFCQ for the Mopac Improvement Project, post the RFCQ

as required by the Authority rules, and provide responses to questions/modifications as may be required during the process. RFCQ provisions shall include at a minimum:

- General Understanding of the Project
- Scope of Services to be requested
- Developer Team and Personnel requirements
- Financial statements and requirements
- Bonding and Insurance information
- General Disclosures

- 4.1.2 Divide responses to the RFCQ for the Mopac Improvement Project into the several qualifying/measurable components as posed in the RFCQ. Evaluate the measurable qualifications of each component utilizing the evaluation procedures and formulae provided by the GEC or the Authority approved modifications thereto as might be suggested by the GEC. Provide summaries of strengths and weaknesses of all respondents for each component. Participate in meetings with the Authority staff to discuss evaluations of RFCQ and to explain the positions and reasonings of the GEC applicable to each component.
- 4.1.3 Prepare and distribute agenda for oral presentations/briefings/discussions (the "orals") by and with the respondents if requested by the Authority. Prepare questions to be asked by the Authority at the orals. Assist and advise the Authority in planning and managing the orals. Assist the Authority in answering questions at the orals. Prepare written answers to respondent questions posed at the orals for consideration by the Authority.
- 4.1.4 Participate with the Authority in discussions and reviews of the respondents' comments and answers to the Authority questions after orals. Prepare final written synopses of those responses in a style and format suitable for review and evaluation by the Authority Staff Selection Committee (the "Committee") (the Committee may be composed of the Authority staff members and non-voting representatives of the GEC and other the Authority advisors and consultants). Document for the record the review and short list selection procedure followed.
- 4.1.5 Assist the Authority staff in preparing for and presenting the recommendations of the Committee to the Authority Board of Directors (the "Board"). Prepare and organize all documents, exhibits, and visual aids helpful to the comprehension and supportive of the presentation to the Board.
- 4.1.6 Prepare, submit for review by the Authority, and implement for the Authority a document classification and identification system, a document distribution policy with recorded verification of receipt, and a permanent document filing system, both hard copy and computerized. Review and tailor those documents to fit the document handling/filing systems of the Authority.
- 4.1.7 Prepare correspondence for consideration of execution by the Authority.

4.2 Pre-Request for Design Proposals (RFDP) Phase

- 4.2.1 Develop a management plan for the procurement of a Developer for the Mopac Improvement Project. This will entail working closely with the Authority in the

preparation of a procurement process / protocol and reasonable time schedule to define progress achievement milestones between the issuance of the RFDP and the issuance of Notice(s) to Proceed to the selected proposer for the Project. This schedule will allow sufficient time for all elements of the procurement process, including: development of the RFDP by the Authority and GEC; preparation of Detailed Proposals by the shortlisted proposers; assessment of the Detailed Proposals by the Authority / GEC; selection of the "Best Value" proposal; and negotiation of the terms and execution of the CDA.

4.2.2 Develop draft versions of the main sections of the RFDP for the Mopac Improvement Project. These main sections will include:

- Draft Instructions to Proposers – This document will contain relevant information to the shortlisted proposers regarding the project and their associated submittals, including: an introduction and summary of the project; a procurement schedule defining the major milestone dates to be adhered to during the CDA procurement process; detailed description of the procurement process which the Authority will utilize during the review and evaluation of the responses to the RFDP; detailed information pertaining to the Proposal delivery, content and format; Proposal evaluation criteria and weighting; CDA award and approval process; and stipend information and amounts (if applicable).
- Draft Comprehensive Development Agreement – This document will contain the actual Agreement to be executed between the Authority and successful proposer. It is anticipated that this section of the RFDP will be prepared by the Authority's legal counsel and that the GEC will serve in a coordination / review role in the development of document.
- Draft Scope of Work – This document will contain detailed information, specifications, and associated guidance intended to apply specifically to the development and implementation of the Mopac Improvement Project.
- Draft Technical Provisions – This document will contain detailed information, specifications, and associated guidance intended to apply to the development and implementation of the Mopac Improvement Project by the Authority.

4.2.3 Conduct a series of Risk Allocation Workshops with the Authority staff, legal counsel, financial advisors, and others to develop a policy and methodology to divide and assign the risks associated with the design, construction, operation, maintenance and financing elements of the Mopac Improvement Project. A Risk Allocation matrix will be developed which will divide and assign potential risks associated with the development and implementation of the project, including:

- Design Process: design defect (damages, third party injury); design defect (Nonconforming Work); system integrator (SI) delays; other cost increases and delays; accuracy of schematics and reference documents; alignment change creating need for additional right-of-way.
- Utility Relocation: delay due to Utility Adjustments, including unidentified utilities; cost estimate of unidentified utilities; failure of Utility Owners to comply with Adjustment Agreements.

- Governmental Approvals: governmental approvals; new environmental approvals and changes to the Authority-Provided Approvals due to changes in Final Design; governmental approvals required due to Force Majeure or the Authority-Directed Change After NTP.
 - Force Majeure Events: actions of the elements; acts of war; strikes and labor disputes; archaeological, paleontological or cultural resource; threatened or endangered species; changes in law; injunctions against the Project; temporary no-work restrictions resulting from the discovery within the Site of any karst features; hazardous materials (third party spills after proposal date); hazardous materials (existing).
 - Construction, Supply and Installation: GEC's opinion of probable cost increase due to the Authority-Directed Change or the Authority-Caused Delay; differing site conditions; delay in completion (other than the Authority-Caused Delay, Force Majeure and certain uncooperative utility delays); delay in completion due to the Authority-Caused Delay, Force Majeure and certain uncooperative utility delays; construction defect (damages, third party injury); construction defect (Nonconforming Work); delays in opening Project for revenue service due to System Integrator work.
- 4.2.4 Prepare a Revised Draft RFDP by incorporating the Risk Allocation assignments agreed to by the Authority under Task 4.1.3 into the Draft RFDP prepared under Task 4.1.4. An extensive internal review of this Revised Draft RFDP will be completed by senior level GEC staff having experience in CDA processes. Comments developed / identified during this internal review process will be discussed with the Authority staff, legal counsel, and financial advisers to obtain their approval prior to modifying the Draft RFDP.
- 4.2.5 Organize Reference Documents for inclusion into the Draft RFDP as attachments. These documents will include:
- 4.2.5.1 Design Schematic
 - 4.2.5.2 Utility Memorandums of Agreement
 - 4.2.5.3 Cooperative Agreements
 - 4.2.5.4 Environmental Permits / Agreements
 - 4.2.5.5 Right-of-way Acquisition Documentation
- Status assessments will be prepared for inclusion in the RFDP for those documents which have not been fully completed at the time of RFDP issuance to the shortlisted proposers.
- 4.2.6 Develop an Industry Review RFDP utilizing documents / information prepared under Tasks 4.1.4 and 4.1.5 for transmittal to the shortlisted proposers for their review and comment; written review comments / responses will be formally requested from the shortlisted proposers. Additionally, a series of individual meetings with each shortlisted proposer will be conducted to discuss the RFDP and solicit feedback; documentation of these meetings will be prepared by the GEC. All comments / responses will be reviewed by the GEC; a memo summarizing the comments / responses will be prepared for submittal to the Authority. Comments identified during this Industry Review process will be

discussed with the Authority staff, legal counsel, and financial advisers to obtain their approval prior to modifying the RFDP.

- 4.2.7 Assist the Authority in obtaining Texas Department of Transportation (TxDOT) and Federal Highway Administration (FHWA) approval of the Draft RFDP (updated per the Industry Review process described in Task 4.1.6). The GEC will attend meetings with the Authority to present the Draft RFDP to TxDOT and FHWA; written comments will be formally requested from both agencies. Comments received from TxDOT and FHWA will be discussed with the Authority staff, legal counsel, and financial advisers to obtain their approval prior to modifying the RFDP.

4.3 Request for Design Proposals (RFDP) Phase

- 4.3.1 Based upon the completion of Tasks 4.1.6. thru 4.1.7 and working jointly and cooperatively with the Authority, compile the Final RFDP. The GEC will prepare correspondence for execution by the Authority distributing the Final RFDP to shortlisted proposers.
- 4.3.2 Develop a secure system for receiving, handling, distributing, tracking, storing, and dating all documents, correspondence, facsimile transmissions, and other telecommunications after the date of acceptance of the Final RFDP. Search and locate a secure site acceptable to the Authority to store all documents and correspondence received and created on and after the date of receipt of the Final RFDP. With the assistance of the Authority Executive Director, create and maintain a list of parties who have been authorized access to the secured data by the Authority Executive Director. Create a controlled system in which the evaluators must check out, check in, and be recorded as holding the secured data.
- 4.3.3 Plan, organize, and administer a series of workshops to be attended by the Authority staff, legal counsel, financial advisers, GEC staff, and shortlisted respondents. These workshops will be held to allow shortlisted proposers the opportunity to ask questions / request clarifications on the Final RFDP; it will also provide the shortlisted proposers the opportunity to solicit preliminary feedback regarding potential Alternative Technical Concepts they intend to include in their Technical Proposals. The GEC will solicit information from the shortlisted proposers such that agendas and related documents / exhibits can be prepared and distributed prior to the workshops; minutes of all workshops will also be prepared by the GEC. The GEC will evaluate questions (oral and written) posed at the workshops (and submitted later in writing) and draft answers for consideration by the Authority. Upon receipt of the Authority approval, the GEC will assemble and distribute the Authority answers to questions.
- 4.3.4 Re-assess the status of Reference Documents. These documents include:
- Design Schematic
 - Utility Memorandums of Agreement
 - Cooperative Agreements
 - Environmental Permits / Agreements
 - Right-of-way Acquisition Documentation

Documentation describing the status of the Reference Documents will be prepared for submission to the shortlisted proposers by way of addenda to the Final RFDP such that the shortlisted proposers can include additional efforts in their Proposals for the completion of these items, if required.

- 4.3.5 Prepare and issue all addenda to the Final RFDP, if required, suggested by meetings, discussions, workshops, questions posed by potential respondents, and clarifications suggested and / or approved by the Authority; addenda will also include status updates on Reference Documents originally included in the RFDP, if required.
- 4.3.6 Working with the Authority staff and counselors, develop a detailed and thorough two (2) part procedure and methodology for evaluating the Proposals to be submitted by the shortlisted proposers, as follows:
- Initial Proposals, which include conceptual information pertaining to Alternate Technical Concepts (ATCs), will be evaluated. The evaluation procedure and methodology for the Initial Proposals will include a detailed review by a Technical Subcommittee approved by the Authority; this review will be completed such that recommendations of “Accepted”, “Conditionally Approved” or “Rejected” will be made for each component of the Initial Proposal.
 - Technical Proposals, which include detailed information pertaining to the development of the Mopac Improvement Project as defined in the Final RFDP, innovative financing plans, opening schedule, and overall approach to the project will be evaluated. The evaluation procedure and methodology for the Technical Proposals will utilize the “Best Value Concept” process and will include detailed reviews by a series of specialized Technical Subcommittees approved by the Authority. The findings of each Technical Subcommittees’ review will be documented for presentation to the Detailed Proposal Evaluation Committee (appointed by the Authority) such that a five-level adjectival evaluation process (Excellent, Very Good, Good, Fair, or Poor) can be completed by each Committee member for each proposal. Upon completion of the individual Committee member evaluation / scoring, an average of all scores will be prepared for each Proposal.

Upon receipt of the Authority approval on the evaluation procedures and methodologies, a workshop will be held to convey this information to the Detailed Proposal Evaluation Committee appointed by the Authority.

- 4.3.7 Receive and commence review of the Initial Proposals submitted by the shortlisted proposers, which include information pertaining to Alternate Technical Concepts (ATCs). The GEC will establish a series of specialized Technical Subcommittees approved by the Authority to evaluate the thoroughness and quality of the Initial Proposal responses to each inquiry item contained in the Final RFDP utilizing the evaluation procedures and formulae adopted by the Authority. The GEC will prepare documentation of the findings resulting from the

Technical Subcommittee evaluations; meetings with the Authority staff, legal counsel, and financial advisors will also be held to discuss same.

- 4.3.8 Perform detailed reviews of Alternative Technical Concepts (ATCs) submitted by the shortlisted proposers. These ATCs will include proposed changes to the project requirements set forth in the Final RFDP, including alternatives for operating and maintaining the Managed Lane. The GEC will establish an ATC Review Core Team composed of senior level staff to lead the review of these Concepts. Upon completion of the GEC review, recommendations will be made to the Authority regarding which ATCs should be accepted, conditionally approved, or rejected. Upon acceptance of the GEC's recommendations by the Authority, the GEC will assist the Authority in obtaining necessary agency approvals, including Texas Department of Transportation (TxDOT) and Federal Highway Administration (FHWA), if required. The GEC will attend meetings with the Authority to present and discuss the selected ATCs with TxDOT and FHWA; written comments will be formally requested from both agencies.
- 4.3.9 Prepare correspondence for execution by the Authority transmitting the findings of the Authority's evaluation of the Initial Proposals (as defined in Tasks 4.2.7 and 4.2.8). This correspondence will be utilized by the shortlisted proposers during their preparation of their Technical Proposals.
- 4.3.10 Receive and commence detailed reviews of the Technical Proposals submitted by the shortlisted proposers, which include detailed information pertaining to the Mopac Improvement Project as defined in the Final RFDP, innovative financing plans, opening schedule, and overall approach to the project; review of the associated price proposals submitted by the shortlisted proposers defining their maximum price for the Mopac Improvement Project will also be reviewed. The GEC will establish a series of specialized Technical Subcommittees approved by the Authority to evaluate the thoroughness and quality of the Technical Proposal responses to each inquiry item contained in the Final RFDP utilizing the evaluation procedures and formulae adopted by the Authority. There may be other unsolicited technical, contractual or financial proposals in addition to the base guidelines provided by the Authority in the Final RFDP; such alternate responses also shall be evaluated and reported by the GEC. The GEC will prepare documentation of the findings resulting from the Technical Subcommittee evaluations; meetings with the Authority staff, legal counsel, and financial advisors will also be held to discuss same.
- 4.3.11 Prepare and distribute agenda for meetings called at the option of the Authority for final deliberations pertaining to the Proposals. These meetings will allow the Authority the opportunity to discuss any remaining questions / issues related to the Proposals prior to the identification of the "Best Value" Proposal. Documentation of these meetings will be prepared by the GEC.
- 4.3.12 Assist the Authority in the identification and selection of the "Best Value" Proposal. An evaluation outline will be prepared which documents the procedure followed during the evaluation of the Proposals, indicating what measurable Developer performance categories were identified and individually analyzed. Using the outline, a detailed summary report of the review and analysis process followed by the GEC will be prepared, describing how the evaluators used the

analytical work performed by the GEC to rank the responses in a best value order.

- 4.3.13 Serve as a resource participant with the evaluators and the Authority staff in delivering final reports and recommendations for Best Value Developer selections and designations to the Committee and to the Board. GEC will also prepare final reports summarizing the deliberations, actions, and recommendations of the Committee and the Board relative to the review and consideration of the Proposals and their final selection and designation of the Developer for the Mopac Improvement Project based on the "Best Value" evaluations.

4.4 Post-Request for Design Proposals Phase

- 4.4.1 With the full participation of the Authority staff, formulate a future needs forecast encompassing staffing for the GEC and the Authority during the further implementation of the Mopac Improvement Project through construction, operation & maintenance, including floor space, office equipment, and computer hardware and software needs. Review the management requirements and challenges facing the Authority and prepare a recommendation to the Authority detailing the staffing needs by number and qualifications and a recommended staffing plan. Develop a budget for implementation of this GEC recommendation which will illustrate the number of employees for each identified service. If requested by the Authority, prepare a job/duties description for each identified position with qualifications.
- 4.4.2 In conjunction with the Developer and the Authority, jointly and cooperatively develop QC/QA programs for materials and construction quality assurance. GEC will not be responsible for construction means, methods, or safety in connection with the project; failure of any contractor, subcontractor, vendor, or other project participant, not under contract to GEC.
- 4.4.3 Conduct debriefings on behalf of the Authority, under the guidance of General Counsel of the Authority, for respondents to the RFDP that were not selected to enter CDA with the Authority.
- 4.4.4 Prepare a benchmarking evaluation report to capture lessons learned throughout the process and identify alternative or refined strategies that the Authority should consider for future procurements. The report shall be based upon a series of interviews to be held with the Authority, proposers, the Authority counselors, and other appropriate parties. Issues to be addressed include; risk shifting, potential for contract change orders, quality, time savings, GEC's opinion of probable life cycle costs, design and construction management changes, GEC's opinion of probable total project cost, etc.

[END OF SECTION]

CLASSIFICATION													TOTAL HOURS								
Group Director / Program Manager	Department Manager	Sr. Advisor / Project Director	Sr. Project Manager	Project Manager II	Project/Sr. Engineer	Engineers III	Sr. Technician	Sr. Claims Analyst	Sr. Inspector	Field Tech Spec III	Field Tech Spec II	Sr. UDLA	Sr. Public Involvement Rep.	Sr. ITS Design Engineer	GIS Team Leader	Sr. Graphic Designer	Scientist II	Office Business Manager	Project Analyst	Admin. Assistant	
1.0 PROJECT MANAGEMENT AND ADMINISTRATION																					
100	20			80									70								40
120				120														36			120
40				40																	300
32	16			60		40															80
40				60																	148
				60																	160
				364																	540
2.0 PROJECT DEVELOPMENT																					
240	60	40	240	240	240	240	240	40					240	120	120	1,800					200
120	16	40	200	120	64			40													200
16	4	4	24					480													4
40		40		40				480													24
40	160	40	40	200	360	360	360	360		160	160										24
40	24	40	160	200	40			360													200
40	40		40	40				880													200
				240	1304	1080	1080	80	0	160	160	0	240	120	120	1,800	0	0	0	0	652
3.0 ENVIRONMENTAL SERVICES																					
40	200		40																		480
40	160		40																		280
40	460		80																		1100
4.0 CDA PROCUREMENT MANAGEMENT SERVICES																					
120	820	0	120	40	240	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
120	240	80	120	120	120	300	300	200	200	200	200	100	200	80	40	40					40
240	240	80	360	360	100	600	600	480	480	480	480	160	360	80	80	80					400
480	480	80	720	720	200	300	300	200	200	200	200	100	200	40	40	40					600
240	240	80	360	360	100	600	600	480	480	480	480	160	360	80	80	80					400
1080	1200	320	1560	1560	400	880	880	880	880	880	880	360	880	204	0	320	0	0	0	0	1440
TOTAL LABOR																					
BASE RATE \$ 76.98 \$ 94.24 \$ 72.33 \$ 62.57 \$ 48.53 \$ 40.39 \$ 42.37 \$ 45.69 \$ 35.83 \$ 40.19 \$ 33.75 \$ 56.59 \$ 34.69 \$ 57.90 \$ 50.68 \$ 38.32 \$ 34.01 \$ 45.33 \$ 33.23 \$ 27.29 \$ 35.67 \$ 1,305.60																					
155.00% \$ 285.259 \$ 183.201 \$ 166.655 \$ 138.153 \$ 94.350 \$ 96.133 \$ 45.760 \$ 43.866 \$ 31.530 \$ 6.430 \$ 5.400 \$ 20.373 \$ 41.275 \$ 18.758 \$ 6.081 \$ 65.976 \$ 17.685 \$ 1.832 \$ 28.907 \$ 36.667 \$ 1,305.60																					
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Profit \$ 539,971 \$ 524,247 \$ 476,991 \$ 386,202 \$ 265,992 \$ 18,389 \$ 15,453 \$ 58,300 \$ 118,113 \$ 53,979 \$ 17,403 \$ 197,382 \$ 50,608 \$ 4,970 \$ 85,582 \$ 167,892 \$ 3,739,597																					
TOTAL																					
TOTAL LABOR \$ 539,971 \$ 524,247 \$ 476,991 \$ 386,202 \$ 265,992 \$ 18,389 \$ 15,453 \$ 58,300 \$ 118,113 \$ 53,979 \$ 17,403 \$ 197,382 \$ 50,608 \$ 4,970 \$ 85,582 \$ 167,892 \$ 3,739,597																					
EXPENSES																					
MISCELLANEOUS EXPENSES \$ 100,000																					
MISCELLANEOUS SUBCONSULTANTS \$ 100,000																					
Estimated Subconsultant Fee = \$450,000																					
SUBTOTALS BY TASK																					
TOTAL HOURS																					
HNTB RAW LOADED TOTAL																					
LABOR FEE																					
1.0 PROJECT MANAGEMENT AND ADMINISTRATION 2,118 \$ 99,553 \$ 284,880																					
2.0 PROJECT DEVELOPMENT 8,644 \$ 418,028 \$ 1,199,278																					
3.0 ENVIRONMENTAL SERVICES 12,824 \$ 674,847 \$ 1,931,442																					
4.0 PROCUREMENT MANAGEMENT SERVICES 24,906 \$ 1,306,820 \$ 3,835,597																					
JOB TOTALS																					

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

RESOLUTION NO. 10-41

**Authorizing the Executive Director
To Negotiate and Execute a Contract
For Investment Grade Traffic & Revenue Study for the
MOPAC Improvement Project**

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 § 26.1, *et seq.* (the “RMA Rules”); and

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

WHEREAS, in Resolution No. 08-34, dated June 25, 2008, the CTRMA Board of Directors authorized CTRMA staff to initiate the process for procuring traffic and revenue engineering services from one or more providers in accordance with the CTRMA’s procurement policies; and


WHEREAS, in Resolution No. 09-14, dated February 25, 2009, the Board of Directors authorized the Executive Director and staff to enter into negotiations and finalize agreements for various traffic and revenue engineering services with eight firms; and

WHEREAS, the CTRMA subsequently executed agreements for Traffic and Revenue Engineering Services with firms authorized by Resolution No. 09-14.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors of the CTRMA authorizes the Executive Director to negotiate and execute an appropriate Work Authorization and related Scope of Services for an Investment Grade Traffic & Revenue Study for the MOPAC Improvement Project from one of the engineering firms under contract with CTRMA to provide Traffic and Revenue Engineering Services.


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of April 2010.

Submitted and reviewed by:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-41
Date Passed 04/28/10

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

RESOLUTION NO. 10-42

March 2010 Financial Report

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

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

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


WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of March 2010 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 March 2010, attached hereto as Attachment "A."


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of April, 2010.

Submitted and reviewed by:

Approved:



Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority



Ray Wilkerson
Chairman, Board of Directors
Resolution Number 10-42
Date Passed: 4/28/10

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

Revenue	Budget FY 2010	Actual Year To Date 3/31/2010	Percent Of Budget	Actual Year To Date 3/31/2009
Toll Revenue-TxTag-183A	17,250,000.00	11,012,097.19	63.84%	10,369,962.95
Toll Revenue-HCTRA-183A	565,000.00	396,650.85	70.20%	330,033.60
Toll Revenue-NTTA-183A	306,000.00	255,203.00	83.40%	184,545.90
Video Tolls	1,250,000.00	2,037,555.72	163.00%	832,144.16
Fee Revenue	812,500.00	991,046.56	121.97%	479,217.36
Operating Revenue	20,183,500.00	14,692,553.32	72.79%	12,790,949.00
Interest Income	900,000.00	290,214.00	32.25%	868,468.39
Misc Revenue	0.00	550.02		0.00
Total Revenue	21,083,500.00	14,983,317.34	71.07%	13,662,353.82

Expenditures	Budget FY 2010	Actual Year To Date 3/31/2010	Percent Of Budget	Actual Year To Date 3/31/2009
Regular	1,827,602.00	1,102,686.52	60.34%	1,070,707.49
Part Time	22,000.00	334.13	1.52%	0.00
Overtime	4,000.00	0.00		71.43
Contractual Employees	105,000.00	-13,098.44	-12.47%	51,284.52
TCDRS	273,122.00	161,568.34	59.16%	141,977.24
FICA	89,997.00	45,508.26	50.57%	47,998.02
FICA MED	27,602.00	16,428.79	59.52%	15,868.14
Health Insurance	200,700.00	165,948.62	82.68%	107,950.72
Life Insurance	6,215.00	3,936.15	63.33%	3,616.93
Auto Allowance	9,000.00	6,262.50	69.58%	6,750.00
Other Benefits	160,863.00	36,680.44	22.80%	32,206.74
Unemployment Taxes	1,980.00	696.91	35.20%	1,606.40
Salary Reserve	50,000.00	0.00		0.00
Total Salaries & Wages	2,778,081.00	1,526,952.22	54.96%	1,480,037.63

Contractual Services

Professional Services

Accounting	9,000.00	6,930.58	77.01%	6,504.93
Auditing	45,000.00	43,057.00	95.68%	37,626.00
General Engineering Consultant	1,250,000.00	496,713.80	39.74%	724,482.85
General System Consultant	175,000.00	44,248.75	25.29%	107,763.03
Toll Collection contract	0.00	7,287.45		762,174.99
Image Processing	540,000.00	457,273.99	84.68%	0.00
Facility maintenance	75,000.00	66,564.20	88.75%	56,280.86
Traffic management	0.00	28,940.29		25,966.81
Human Resources	15,000.00	1,373.66	9.16%	752.19
Legal	400,000.00	99,232.97	24.81%	35,368.04
Photography	15,000.00	6,797.65	45.32%	3,946.92
Traffic & Revenue Consultants	20,000.00	0.00		0.00
Transcripts	1,000.00	0.00		0.00
Total Professional Services	2,545,000.00	1,258,420.34	49.45%	1,834,833.92

Expenditures	Budget FY 2010	Actual Year To Date 3/31/2010	Percent Of Budget	Actual Year To Date 3/31/2009
Other Contractual Services				
IT Services	75,000.00	39,389.87	52.52%	30,284.73
Graphic Design Services	15,000.00	8,075.00	53.83%	3,575.00
Website Maintenance	20,000.00	16,040.17	80.20%	15,170.70
Research Services	30,000.00	5,000.00	16.67%	5,134.90
Copy Machine	11,000.00	7,686.21	69.87%	6,050.69
Software licenses	23,000.00	19,872.83	86.40%	16,529.70
ETC system Maintenance	1,288,000.00	817,450.13	63.47%	633,011.63
ETC Development	125,000.00	22,928.00	18.34%	19,374.50
ETC Testing	30,000.00	28,718.29	95.73%	945.00
Communications and Marketing	135,000.00	95,999.38	71.11%	79,994.10
Advertising	50,000.00	6,806.75	13.61%	67,952.10
Direct Mail	10,000.00	0.00		0.00
Video Production	10,000.00	1,883.50	18.84%	3,400.00
Television	5,000.00	0.00		0.00
Radio	20,000.00	-30.00	-0.15%	21,066.00
Other Public Relations	2,500.00	0.00		0.00
Law Enforcement	230,000.00	148,789.83	64.69%	138,448.00
Special Assignments	10,000.00	0.00		0.00
Traffic Management	72,000.00	17,789.59	24.71%	5,459.48
Emergency Maintenance	10,000.00	0.00		0.00
Roadway Maintenance Contract	200,000.00	316,171.41	158.09%	130,102.01
Landscape Maintenance	240,000.00	97,772.17	40.74%	54,888.80
Signal & Illumination Maintenance	250,000.00	161,951.50	64.78%	184,528.00
Mowing and Litter Control	350,000.00	16,050.37	4.59%	214,184.21
Hazardous Material Cleanup	10,000.00	0.00		0.00
Striping	30,000.00	22,367.11	74.56%	10,545.94
Graffiti Removal	10,000.00	800.00	8.00%	936.00
Cell Phones	8,600.00	4,240.83	49.31%	4,998.17
Local	22,000.00	8,273.21	37.61%	16,489.54
Long Distance	1,000.00	213.28	21.33%	285.58
Internet	6,060.00	3,178.61	52.45%	3,766.56
Fiber Optic System	63,000.00	26,064.80	41.37%	22,266.73
Other Communication Expense	2,150.00	720.79	33.53%	1,291.92
Subscriptions	2,250.00	488.00	21.69%	98.00
Memberships	24,900.00	6,245.00	25.08%	21,450.00
Continuing Education	2,000.00	1,350.00	67.50%	3,404.13
Professional Development	10,550.00	305.00	2.89%	125.00
Seminars and Conferences	32,500.00	13,645.00	41.98%	21,044.76
Staff-Travel	80,500.00	44,307.42	55.04%	37,314.37
Roadway maintenance contract	0.00	310.91		0.00
TxTag Collection Fees	1,480,000.00	827,466.45	55.91%	381,374.95
Contractual Contingencies	249,500.00	113.63	0.05%	755.00
Total Other Contractual Services	5,246,510.00	2,788,435.04	53.15%	2,156,246.20
Total Contractual Expenses	7,791,510.00	4,046,855.38	51.94%	3,991,080.12

Expenditures	Budget FY 2010	Actual Year To Date 3/31/2010	Percent Of Budget	Actual Year To Date 3/31/2009
Books & Publications	13,100.00	6,846.63	52.26%	7,879.01
Office Supplies Expense	16,000.00	2,245.67	14.04%	2,555.64
Computer Supplies Expense	4,500.00	3,703.76	82.31%	3,306.40
Copy Supplies Expense	2,000.00	254.85	12.74%	353.15
Annual Report Printing	10,000.00	8,734.00	87.34%	9,149.00
Other Printed Reports	20,500.00	11,919.57	58.14%	12,496.25
Direct Mail-printing Expense	10,000.00	0.00		0.00
Office Supplies-printed	1,000.00	474.53	47.45%	67.06
Maintenance Supplies Expense	100.00	0.00		0.00
Promotional Items expense	10,000.00	207.56	2.08%	0.00
Displays	5,000.00	0.00		0.00
Tools & Equipment Expense	1,650.00	374.12	22.67%	966.99
Misc Materials & Supplies	3,500.00	2,535.78	72.45%	1,038.17
Total Materials & Supplies Exp	127,350.00	37,296.47	29.29%	37,811.67

Expenditures	Budget FY 2010	Actual Year To Date 3/31/2010	Percent Of Budget	Actual Year To Date 3/31/2009
Operating Expenses				
Gasoline Expense	4,500.00	2,335.22	51.89%	2,682.52
Mileage Reimbursement	13,100.00	2,973.20	22.70%	4,013.18
Toll Tag Expense	3,275.00	1,932.46	59.01%	1,881.62
Parking	37,900.00	19,170.62	50.58%	26,530.90
Meeting Facilities	1,050.00	0.00		0.00
Community Events	5,000.00	500.00	10.00%	0.00
Meeting Expense	5,500.00	2,057.88	37.42%	2,502.85
Public Notices	3,300.00	268.00	8.12%	563.68
Postage	8,100.00	-202.40	-2.50%	323.80
Overnight Delivery Services	2,350.00	2,567.90	109.27%	184.61
Local Delivery Services	3,700.00	1,224.45	33.09%	1,578.70
Insurance	140,300.00	60,915.96	43.42%	99,003.27
Repair and Maintenance	500.00	333.30	66.66%	241.46
Repair & Maintenance-Vehicles	1,000.00	1,520.23	152.02%	1,124.44
Repair and Maintenance Toll Equip	15,000.00	1,030.00	6.87%	0.00
Rent	205,000.00	142,715.54	69.62%	142,401.96
Water	7,500.00	3,494.85	46.60%	3,750.04
Electricity	121,700.00	54,119.40	44.47%	77,090.96
Amortization Expense	1,397,000.00	916,382.07	65.60%	1,047,262.13
Dep Exp- Furniture & Fixtures	19,000.00	14,044.96	73.92%	14,188.40
Dep Expense - Equipment	16,440.00	10,783.27	65.59%	12,330.51
Dep Expense - Autos & Trucks	4,500.00	2,949.93	65.55%	3,371.38
Dep Expense-Buildng & Toll Fac	160,000.00	132,418.71	82.76%	132,418.71
Dep Expense-Highways & Bridges	5,504,000.00	3,724,997.48	67.68%	4,128,084.57
Dep Expense-Communic Equip	197,000.00	147,670.97	74.96%	147,503.57
Dep Expense-Toll Equipment	465,000.00	346,336.02	74.48%	346,336.02
Dep Expense - Signs	135,000.00	99,951.07	74.04%	99,247.71
Dep Expense-Land Improvemts	49,500.00	38,687.90	78.16%	36,837.86
Depreciation Expense-Computers	365,000.00	307,628.51	84.28%	273,508.07
Other Licenses	1,100.00	235.00	21.36%	235.00
Community Initiative Grants	75,000.00	35,000.00	46.67%	25,000.00
Total Operating Expense	8,967,315.00	6,074,042.50	67.74%	6,630,197.92
Financing Expenses				
Arbitrage Rebate	4,000.00	6,000.00	150.00%	2,500.00
Bond Issuance Expense	718,000.00	537,356.83	74.84%	232,324.46
Loan Fees	11,000.00	11,500.00	104.55%	11,500.00
Bond Issuance Cost	25,000.00	30,000.00	120.00%	25,000.00
Trustee Fees	2,000.00	0.00		2,000.00
Bank Fees	25,000.00	4,723.43	18.89%	13,823.38
Interest Expense	18,003,743.00	9,133,749.26	50.73%	8,873,815.18
Contingency	30,000.00	0.00		0.00
Total Financing Expense	18,818,743.00	9,723,329.52	51.67%	9,160,963.02
Other Gains or Loss				
Loss on Redemption of Bonds		368,357.89		0.00
Total Expenses	38,482,999.00	21,776,833.98	56.59%	21,300,090.36
Net Income	-17,399,499.00	-6,793,516.64		-7,637,736.54

**Central Texas Regional Mobility Authority
Balance Sheet**

As of

March 31, 2010

March 31, 2009

Assets

Current Assets

Cash in Operating Fund	0.00	480.90
Regions Operating Account	206,323.62	62,000.05
Cash In TexSTAR	104,596.30	317,946.40
Money Market Payroll Account	0.00	472.00
Regions Payroll Account	13,769.03	0.05
Fidelity Government MMA	3,224,545.57	10,510,980.05
Restricted Cash-TexStar	148,120,587.00	34,378,652.74
Regions SIB account	30,517,029.79	0.00
Overpayment accounts	7,969.41	0.00
Total Cash Equivalents	181,988,497.10	45,270,532.19
Accounts Receivable	164,870.31	2,126.46
Due From Employees	500.00	0.00
Due From TTA	618,920.05	620,760.15
Due From NTTA	31,712.10	23,416.65
Due From HCTRA	55,859.65	38,386.80
Due From Federal Government	373,347.32	0.00
Interest Receivable	71,042.45	40,000.06
Total Receivables	1,316,251.88	724,690.12
Certificates of Deposit	3,100,000.00	4,500,000.00
Agencies	8,564,930.25	1,000,000.00
Prepaid Insurance	56,948.73	61,806.31
Total Current Assets	195,232,951.58	51,557,028.62

Construction Work In Process

45,209,905.06

17,026,752.15

Fixed Assets

Computers(net)	69,855.93	457,614.93
Computer Software(net)	2,747,511.88	3,957,284.38
Furniture and Fixtures(net)	36,534.37	55,260.91
Equipment(net)	46,906.94	55,018.64
Autos and Trucks(net)	4,916.62	8,849.86
Buildings and Toll Facilities(net)	6,564,828.85	6,741,387.13
Highways and Bridges(net)	183,928,530.60	188,415,177.65
Communication Equipment(net)	1,373,025.76	1,569,864.58
Toll Equipment(net)	3,284,392.82	3,746,174.18
Signs(net)	5,255,677.95	5,370,904.89
Land Improvements(net)	959,616.98	948,340.63
Right of Way	23,683,553.05	23,680,885.15
Leasehold Improvements	66,870.48	72,722.02
Total Fixed Assets	228,022,222.23	235,079,484.95

Other Assets

Security Deposits	9,483.30	9,483.30
Intangible Assets	650.00	650.00
Total Bond Issuance Costs	10,940,972.06	8,461,524.88

Total Assets

479,416,184.23

312,134,923.90

Liabilities

Current Liabilities

Accounts Payable	59,577.33	307,030.02
Overpayments	8,212.98	0.00
Interest Payable	3,611,235.72	2,072,748.36
Due to other Funds	76,027.00	0.00
TCDRS Payable	24,102.12	22,172.55
Other	0.00	8,229.86
Due to State of Texas	3,452.91	1,428.85
Total Current Liabilities	3,782,608.06	2,411,609.64

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	205,137.00	205,137.00
Retainage Payable	143,332.71	144,776.71
Senior Lien Revenue Bonds 2005	171,799,425.86	170,938,506.96
Senior Lien Revenue Bonds 2010	95,081,293.39	
Tot Sr Lien Rev Bonds Paybl	266,880,719.25	170,938,506.96
Sn Lien Rev Bnd Prem/Disc 2005	4,966,122.78	5,122,552.41
Sn Lien Rev Bnd Prem/Disc 2010	238,599.05	
Tot Sr Lien Rev Bond Pay Pre/D	5,204,721.83	5,122,552.41
Tot Sr Lien Rev Bonds Paybl	272,085,441.08	176,061,059.37
Subordinated Lien Bond 2010	45,000,000.00	0.00
TIFIA note 2008	73,531,206.22	70,212,452.68
2009 State Infrastructure loan	31,918,992.79	0.00
Total Long Term Liabilities	422,884,109.80	246,623,425.76
Total Liabilities	426,666,717.86	249,035,035.40

Net Assets Section

Contributed Capital	18,334,845.57	18,334,845.57
Net Assets beginning	41,208,137.43	52,402,779.47
Current Year Operations	(6,793,516.64)	(7,637,736.54)
Total Net Assets	34,414,620.79	44,765,042.93

Total Liabilities and Net Assets

479,416,184.23

312,134,923.90

CTRMA INVESTMENT REPORT

	Month Ending 3/31/2010					Current Rate as of 3/31/2010
	Balance 2/28/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Fidelity Money Market Fund						
Operating Fund	1,200,012.21	400,000.00		7.45	1,200,019.66	0.001%
Additional Projects Fund	2,489.23	3,841.34		0.05	5,469.41	0.001%
Construction Fund 05	0.00	1,682.76		0.02	1,682.78	0.001%
Construction Fund 09	1.17	3,269.54			3,270.71	0.001%
183A/290E Project Acct	0.00	563,286.55			543,121.57	0.001%
2010 Senior Lien Construction Fund	0.00	51,585.12			0.00	0.001%
Other Obligations Fund	3,047,214.84			23.21	3,034,752.09	0.001%
Debt Service Fund	1,260,292.16	619,958.33		6.95	12,485.96	0.001%
Subordinate Lien DS Fund	7,879.82			0.06	1,880,257.44	0.001%
TxDOT Grant Fund	4,387.74	4,000,000.00		9,270.58	7,879.88	0.001%
Renewal and Replacement	0.90			0.00	2,799.92	0.001%
Revenue Fund	911,842.36	1,693,303.27		7.32	1,836,325.86	0.001%
General Fund	1,700,228.22	1,214,901.90		11.19	77,992.07	0.001%
Debt Service Reserve Fund	8.22				8.22	0.001%
	8,134,356.87	8,551,828.81		9,326.83	13,470,966.94	
Amount in Region's MMA SIB Loan	30,508,774.81			8,274.98	20.00	0.003%
Amount in Fed Agencies						
Amortized Principal	6,567,687.27	2,998,500.00	1,257.02		1,000,000.00	
Accrued Interest				13,020.83		
	6,567,687.27	2,998,500.00	1,257.02	13,020.83	1,000,000.00	
Certificates of Deposit						
Total in Pools	6,100,000.00				3,000,000.00	
Total in Money Market	21,628,957.61	129,988,556.84		14,010.03	3,406,341.18	
Total in Fed Agencies	38,643,131.68	8,551,828.81		17,601.81	13,470,986.94	
	6,567,687.27	2,998,500.00			1,000,000.00	
Total Invested	72,939,776.56	141,538,885.65	0.00	31,611.84	20,877,328.12	193,631,688.91

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

William Chapman, CFO

INVESTMENTS by FUND

Balance
March 31, 2010

Additional Projects Fund		
Fidelity	861.21	861.21
05 Construction Fund		
TexSTAR	0.00	
Fidelity	1,682.78	1,682.78
Renewal & Replacement Fund		
TexSTAR	152,709.59	
Fidelity	0.90	
Agencies	500,625.00	653,335.49
TxDOT Grant Fund		
TexSTAR	7,276,787.97	
Fidelity	2,799.92	
CD's	100,000.00	
Agencies	2,998,500.00	10,378,087.89
Subordinate Lien DS Fund 05		
Fidelity	7,879.88	7,879.88
Debt Service Reserve Fund 05		
TexSTAR	5,815,610.21	
Fidelity	8.22	
CD's	3,000,000.00	
Agencies	5,065,805.24	13,881,423.67
Debt Service Fund 05		
TexSTAR	0.00	
Fidelity	1,880,257.44	1,880,257.44
2010 Senior Lien DSF		
TexSTAR	2,065.18	2,065.18
Other Obligations Fund		
Fidelity	12,485.96	12,485.96
Operating Fund		
TexSTAR	104,596.30	
TexSTAR-Trustee	1,252,185.14	
Fidelity	400,000.00	
Region's SIB Loan MMA	30,517,029.79	32,273,811.23
Revenue Fund		
TexSTAR	619.79	
Fidelity	768,827.09	769,446.88
General Fund		
TexSTAR	8,841,257.04	
Fidelity	77,992.07	8,919,249.11
2010-1 Sub Lien Cost of Issuance		
TexSTAR	2,750.24	2,750.24
2010 Senior Lien Capitalized Interest		
TexSTAR	9,522,350.54	9,522,350.54
2010-1 Sub Lien Capitalized Interest		
TexSTAR	4,748,517.77	4,748,517.77
2010-2 Sub Lien Capitalized Interest		
TexSTAR	1,433,162.47	1,433,162.47
2010-1 Sub Lien Projects Fund		
TexSTAR	23,060,126.99	23,060,126.99
2010 Senior Lien Debt Service Reserve Fund		
TexSTAR	9,488,808.42	9,488,808.42
2010-2 Sub Lien Debt Service Reserve Fund		
TexSTAR	1,000,088.26	1,000,088.26
2010-1 Sub Lien Debt Service Reserve Fund		
TexSTAR	3,500,308.90	3,500,308.90
183A/290E Project Acct		
TexSTAR	9,823,963.50	
Fidelity	20,164.98	9,844,128.48
2010 Senior Lien Construction Fund		
TexSTAR	62,199,274.99	
Fidelity	51,585.12	62,250,860.11

\$ 193,631,688.90

Amount of investments As of March, 31, 2010

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	3133XTB88	1,000,000.00	Matured		1.05%	3/6/2009	3/5/2010	TxDOT Grant Fund
Fannie Mae	3136FMDR2	2,998,500.00	2,998,500.00	2,982,180.00	1.125%	3/30/2010	4/23/2012	TxDOT Grant Fund
Fannie Mae	31398AZY1	5,070,000.00	5,065,805.24	5,050,000.00	1.62%	11/30/2009	11/10/2014	Debt Service Reserve Fund
Fannie Mae	3136FJZR5	501,250.00	500,625.00	500,625.00	1.50%	12/30/2009	12/30/2014	Renewal and Replacement
		<u>9,569,750.00</u>	<u>8,564,930.24</u>	<u>8,532,805.00</u>				

Agency	CUSIP #	COST	Cumulative Amortization	3/31/2010 Book Value	Maturity Value	Interest Income March 2010	
						Accrued Interest	Interest Earned
Federal Home Loan Bank	3133XTB88	1,000,000.00		Matured	1,000,000.00		
Fannie Mae	3136FMDR2	2,998,500.00		2,998,500.00	2,998,500.00		
Fannie Mae	31398AZY1	5,070,000.00	4,194.76	5,065,805.24	5,000,000.00	1,048.69	11,972.14
Fannie Mae	3136FJZR5	501,250.00	625.00	500,625.00	500,000.00	208.33	625.00
		<u>9,569,750.00</u>	<u>4,819.76</u>	<u>8,564,930.24</u>	<u>9,498,500.00</u>	<u>13,020.83</u>	<u>11,972.14</u>
						<u>1,257.02</u>	<u>11,972.14</u>

3136FJZR5		
Interest Rate	From	To
2.00%	12/30/2009	12/30/2011
3.25%	12/30/2011	12/30/2012
4.50%	12/30/2012	12/30/2013
5.50%	12/30/2013	12/30/2014

March 2010 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	March 2010 Interest	FUND
Regions Bank	CDRB25367	100,000	0.85%	6/30/2009	3/28/2010	3,982.19	TxDOT Grant Fund
Regions Bank	CDRB27819	3,000,000	0.53%	10/14/2009	9/10/2010	38.36	TxDOT Grant Fund
Frost Bank	CD9919266	3,100,000	0.30%	10/5/2009	4/3/2010	775.00	Debt Service Reserve Fund
						<u>4,795.55</u>	



Monthly Newsletter - March 2010

Performance

<i>As of March 31, 2010</i>		<i>March Averages</i>	
Current Invested Balance	\$5,631,610,152.45	Average Invested Balance	\$5,864,601,795.06
Weighted Average Maturity (1)	55 Days	Average Monthly Yield, on a simple basis	0.1552%
Weighted Average Maturity (2)	83 Days	Average Weighted Average Maturity (1)*	52 Days
Net Asset Value	1.000080	Average Weighted Average Maturity (2)*	75 Days
Total Number of Participants	705	Definition of Weighted Average Maturity (1) & (2)	
Management Fee on Invested Balance	0.05%*	(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.
Interest Distributed	\$1,024,945.43	(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.
Management Fee Collected	\$251,707.07	* 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.	
% of Portfolio Invested Beyond 1 Year	3.24%		
Standard & Poor's Current Rating	AAAm		

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

New Participants

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

- ★ Bois D'Arc MUD

News

Conferences - TexSTAR Representatives look forward to visiting with those of you attending the following events.

- ★ Government Finance Officers Association of Texas Spring Institute, April 12-13, Austin
- ★ County Treasurers' Continuing Education Seminar, April 13-15, College Station
- ★ Arbitrage Rebate Conference (presented by FirstSouthwest), April 29-30, Grapevine

Economic Commentary

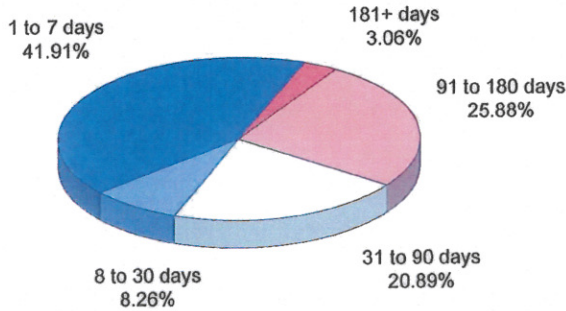
Economic growth in the U.S. economy is surely recovering, evidenced by two quarters of positive GDP growth and modest improvement in employment. Over the last quarter, income growth was positive, firms continued to bring inventories in line with projected sales, and household net wealth stabilized. However, economic growth is still being spurred by significant fiscal support. The labor force remains plagued by excessive slack and long durations of unemployment. Although the unemployment rate likely peaked in October at 10.1% and has declined to 9.7% in March, the average duration of unemployment continued to extend from 16.6 weeks in December 2007 to 29.7 weeks in February. Further, while March saw the first significant gain in hiring since March 2007, with nonfarm payrolls advancing 162,000, nearly one third of this improvement came from temporary hiring for the census. Personal income has increased 2.5%; however, this growth highlights the duality of the recovery: government wages and salaries are up 6.5% in the last two years while private wages and salaries have declined by 5.6%. Housing activity continues to be weak. Despite low mortgage rates, credit conditions remain tight, and high inventory ratios continue to suppress housing activity. There were only 308,000 new home sales in February, a record low since 1963 when this data was first tracked. House prices, however, have shown some stability. Treasury prices on the front end of the curve were lower due to increased issuance during the quarter, with the three-month Treasury bill yield down 10 bps to 0.15% at the end of the first quarter. At the beginning of the quarter, activity was light in the money markets as investors built up liquidity following year-end. Over the quarter, money market fund assets were generally lower and issuers were more flexible on pricing as the demand for paper waned somewhat. SEC changes to Rule 2a7 for money market funds in the U.S. also served to temper activity in the term markets as fund managers sought to align their funds with new daily and weekly liquidity requirements. Economic growth is expected to be sluggish going forward. With inflation low and inflation expectations stable, the Fed is expected to remain accommodative through 2010 and use its balance sheet as its primary tool for managing monetary policy in the near term.

This information is an excerpt from an economic report dated March 2010 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

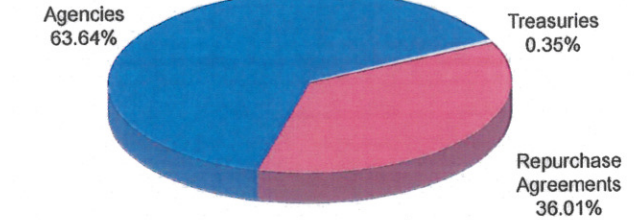
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

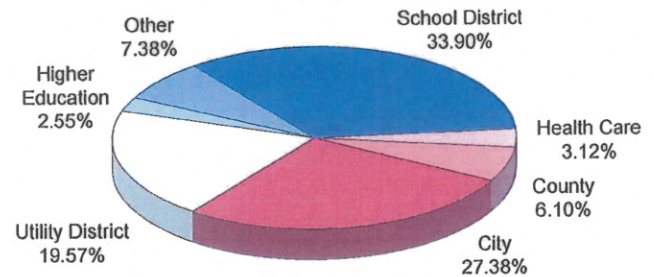
Portfolio by Type of Investment As of March 31, 2010



Distribution of Participants by Type As of March 31, 2010



Portfolio by Maturity As of March 31, 2010



Historical Program Information

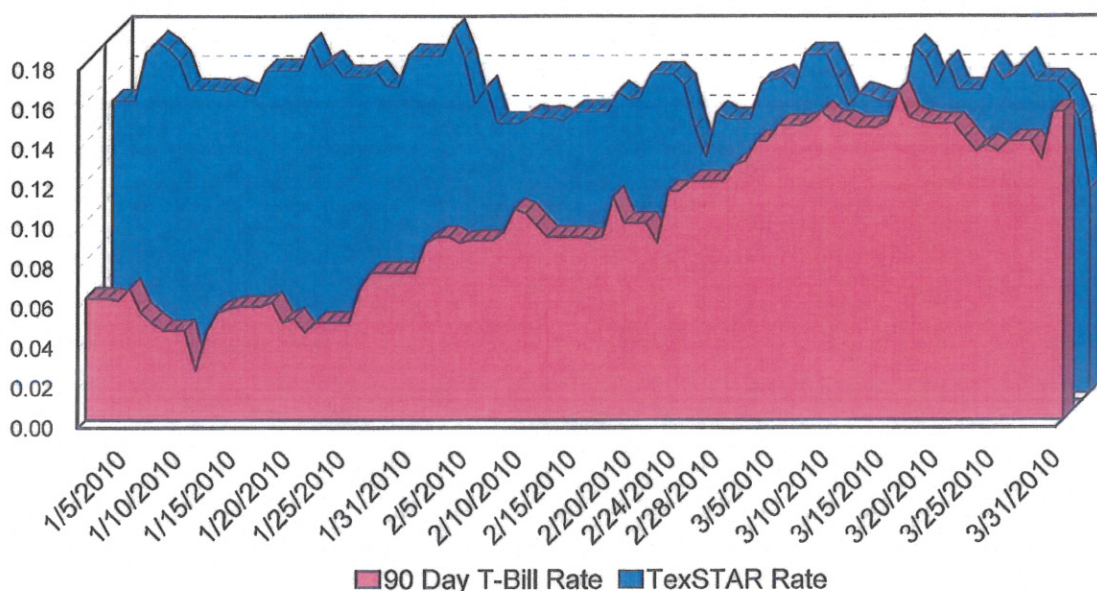
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Mar 10	0.1552%	\$ 5,631,610,152.45	\$ 5,632,064,660.25	1.000080	52	75	705
Feb 10	0.1453%	6,054,214,913.66	6,054,862,055.15	1.000106	46	68	704
Jan 10	0.1604%	5,840,134,270.14	5,841,215,764.12	1.000185	44	62	702
Dec 09	0.1888%	5,407,637,704.81	5,408,888,081.88	1.000223	49	69	701
Nov 09	0.1986%	5,098,729,406.85	5,100,566,153.33	1.000360	53	73	699
Oct 09	0.2095%	5,268,497,948.76	5,270,536,424.50	1.000384	49	71	696
Sep 09	0.2629%	5,340,224,912.87	5,342,464,587.80	1.000419	48	71	695
Aug 09	0.3089%	5,139,063,427.24	5,141,481,459.68	1.000470	49	75	693
Jul 09	0.3232%	5,376,443,555.63	5,378,994,696.96	1.000467	47	75	687
Jun 09	0.3693%	5,656,879,809.73	5,659,853,015.76	1.000525	47	76	684
May 09	0.4462%	5,532,083,366.30	5,535,302,549.55	1.000581	46	75	679
Apr 09	0.4984%	5,647,217,828.45	5,650,940,345.36	1.000659	50	78	677
Mar 09	0.5945%	5,660,835,069.45	5,663,620,225.62	1.000492	50	77	673

Portfolio Asset Summary as of March 31, 2010

	Book Value	Market Value
Uninvested Balance	\$ 212.66	\$ 212.66
Accrual of Interest Income	344,173.28	344,173.28
Interest and Management Fees Payable	(1,110,118.06)	(1,110,118.06)
Payable for Investment Purchased	(74,886,875.00)	(74,886,875.00)
Repurchase Agreements	2,055,322,000.00	2,055,322,000.00
Government Securities	3,651,940,759.57	3,652,395,267.37
Total	\$ 5,631,610,152.45	\$ 5,632,064,660.25

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

TexSTAR versus 90-Day Treasury Bill



This material is for information purposes only. This information does not represent an offer to buy or sell a security. The above rate information is obtained from sources that are believed to be reliable; however, its accuracy or completeness may be subject to change. The TexSTAR management fee may be waived in full or in part at the discretion of the TexSTAR co-administrators and the TexSTAR rate for the period shown reflects waiver of fees. This table represents investment performance/return to the customer, net of fees, and is not an indication of future performance. An investment in the security is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the issuer seeks to preserve the value of an investment at \$1.00 per share, it is possible to lose money by investing in the security. Information about these and other program details are in the fund's Information Statement which should be read carefully before investing. The yield on the 90-Day Treasury Bill ("T-Bill Yield") is shown for comparative purposes only. When comparing the investment returns of the TexSTAR pool to the T-Bill Yield, you should know that the TexSTAR pool consist of allocations of specific diversified securities as detailed in the respective Information Statements. The T-Bill Yield is taken from Bloomberg Finance L.P. and represents the daily closing yield on the then current 90-day T-Bill.

Daily Summary for March 2010

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
3/1/2010	0.1553%	0.000004256	\$5,909,007,334.00	1.000102	52	74
3/2/2010	0.1574%	0.000004312	\$5,921,233,386.61	1.000110	52	74
3/3/2010	0.1591%	0.000004358	\$5,894,568,447.80	1.000102	52	74
3/4/2010	0.1529%	0.000004188	\$5,886,030,477.67	1.000083	52	74
3/5/2010	0.1702%	0.000004664	\$5,842,795,091.79	1.000067	49	72
3/6/2010	0.1702%	0.000004664	\$5,842,795,091.79	1.000067	49	72
3/7/2010	0.1702%	0.000004664	\$5,842,795,091.79	1.000067	49	72
3/8/2010	0.1578%	0.000004323	\$5,841,708,567.32	1.000049	49	71
3/9/2010	0.1449%	0.000003970	\$5,803,485,386.19	1.000049	49	71
3/10/2010	0.1503%	0.000004118	\$5,771,817,218.16	1.000045	54	76
3/11/2010	0.1490%	0.000004081	\$5,921,257,961.51	1.000054	52	73
3/12/2010	0.1468%	0.000004023	\$5,936,791,870.87	1.000039	53	74
3/13/2010	0.1468%	0.000004023	\$5,936,791,870.87	1.000039	53	74
3/14/2010	0.1468%	0.000004023	\$5,936,791,870.87	1.000039	53	74
3/15/2010	0.1742%	0.000004772	\$5,935,057,487.32	1.000039	52	73
3/16/2010	0.1682%	0.000004609	\$5,925,416,492.26	1.000036	53	74
3/17/2010	0.1547%	0.000004237	\$5,929,250,120.32	1.000025	53	74
3/18/2010	0.1662%	0.000004554	\$5,926,371,529.04	1.000034	53	73
3/19/2010	0.1524%	0.000004176	\$5,880,915,075.07	1.000032	51	72
3/20/2010	0.1524%	0.000004176	\$5,880,915,075.07	1.000032	51	72
3/21/2010	0.1524%	0.000004176	\$5,880,915,075.07	1.000032	51	72
3/22/2010	0.1659%	0.000004544	\$5,897,544,169.33	1.000028	53	76
3/23/2010	0.1574%	0.000004311	\$5,912,834,443.01	1.000026	52	80
3/24/2010	0.1603%	0.000004392	\$5,914,236,461.96	1.000033	52	79
3/25/2010	0.1675%	0.000004589	\$5,859,042,826.51	1.000028	52	79
3/26/2010	0.1567%	0.000004292	\$5,802,951,014.32	1.000029	51	79
3/27/2010	0.1567%	0.000004292	\$5,802,951,014.32	1.000029	51	79
3/28/2010	0.1567%	0.000004292	\$5,802,951,014.32	1.000029	51	79
3/29/2010	0.1508%	0.000004131	\$5,792,382,350.57	1.000035	51	79
3/30/2010	0.1372%	0.000003759	\$5,739,441,678.61	1.000063	53	81
3/31/2010	0.1024%	0.000002806	\$5,631,610,152.45	1.000080	55	83
Average	0.1552%	0.000004251	\$5,864,601,795.06		52	75

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>
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J.P.Morgan
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