

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

RESOLUTION NO. 10-86

**ELECTING TO EXERCISE CTRMA'S FIRST OPTION
TO DEVELOP THE MOPAC IMPROVEMENT PROJECT
(LOOP 1 MANAGED LANES PROJECT)**

WHEREAS, as a regional mobility authority and a local toll project entity, the Central Texas Regional Mobility Authority ("CTRMA") is authorized by state law to exercise an option to develop, finance, construct, and operate a toll project within the region it serves; and

WHEREAS, on June 14, 2007, the Texas Transportation Commission (the "Commission") approved Minute Order Number 110964 in which it identified candidate projects for development, construction, and operation as toll projects and directed TxDOT staff to work with local toll project entities to develop market valuations for those projects; and

WHEREAS, the MoPac Improvement Project, also known as the Loop 1 Managed Lanes Project (the "Project") was included on the list of projects identified in Minute Order Number 110964; and

WHEREAS, on June 26, 2008, the Commission approved Minute Order Number 110410 in which it adopted certain policies regarding the market valuation process established by Texas Transportation Code § 228.0111; and

WHEREAS, Texas Transportation Code § 228.0111 and Minute Order Number 11410 establish procedures by which CTRMA may exercise the first option to develop the Project after the market valuation process has been completed and after the Capital Area Metropolitan Planning Organization ("CAMPO") has determined that the Project should be developed using the business terms incorporated in the market valuation; and

WHEREAS, TxDOT and the CTRMA completed the market valuation process for the Project as required by applicable law, and the respective executive directors of TxDOT and the CTRMA signed that certain "Market Valuation Agreement for the Loop 1 Managed Lanes Project" effective September 13, 2010 (the "Agreement"), a copy of which is attached and incorporated into this Resolution as Attachment A; and

WHEREAS, after considering the Agreement at its meeting on September 13, 2010, the CAMPO Transportation Policy Board determined that the Project should be developed using the business terms incorporated in the Agreement, as provided by subsection (g) of Texas Transportation Code § 228.0111; and

WHEREAS, having satisfied all procedural requirements of Texas Transportation Code § 228.0111, CTRMA now has the power and authority to exercise its option to develop the Project; and

WHEREAS, the CTRMA Board of Directors, recognizing its purpose of accelerating needed transportation projects through the direction of a local board making local choices about local mobility needs that enhance quality of life and economic opportunity for all residents of the region, believes that it is in the best interest of the region for the CTRMA to develop the Project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby exercises the option of the Central Texas Regional Mobility Authority to develop the Project in accordance with Agreement; and

BE IT FURTHER RESOLVED, that the Executive Director and CTRMA staff are directed to communicate the CTRMA's action to the Texas Department of Transportation; and

BE IT FURTHER RESOLVED, that the Executive Director and staff are authorized and directed to take such other actions as are necessary to proceed with development of the Project.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 2010.

Submitted and reviewed by:



Andrew Martin, General Counsel
Central Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 10-86
Date Passed: 9/29/10

Attachment "A"

**Market Valuation Agreement for
the Loop 1 Managed Lanes Project**

**MARKET VALUATION AGREEMENT
FOR
THE LOOP 1 MANAGED LANES PROJECT**

This Market Valuation Agreement (this "Agreement") is made by and between the Texas Department of Transportation, an agency of the State of Texas ("TxDOT"), and the Central Texas Regional Mobility Authority, a political subdivision of the State ("CTRMA"), for the purpose of setting forth their mutual agreement concerning the development and market valuation for the Loop 1 Managed Lanes Project (the "Project").

RECITALS

The parties acknowledge the following:

- A. The CTRMA was created pursuant to the request of Travis and Williamson Counties and in accordance with provisions of the Texas Transportation Code (the "Transportation Code") and the petition and approval process established in 43 Tex. Admin. Code §26.1, *et. seq.*
- B. The CTRMA is charged with funding and developing transportation projects throughout the Central Texas region to provide innovative transportation solutions, promote economic development, and improve the quality of life for residents of the region.
- C. The CTRMA is governed by Chapter 370 of the Transportation Code, which authorizes regional mobility authorities to study, evaluate, design, finance, acquire, construct, maintain, repair, and operate transportation projects, individually or as one or more systems, provided that the projects are included in a plan approved by the applicable metropolitan planning organization and that the projects are consistent with the statewide transportation plan and the statewide transportation improvement program.
- D. Section 228.0111 of the Transportation Code requires that a market valuation be determined for proposed toll projects, and that the valuation be determined based on terms and conditions agreed to by TxDOT and the "local toll project entity" within whose jurisdiction the project is located, but permits TxDOT and the local toll project entity to waive this requirement.
- E. On June 26, 2008, the Texas Transportation Commission (the "Commission") approved Minute Order 111410 in which it adopted certain policies regarding the market valuation process, including policies related to the agreement on the terms and conditions for the development, construction, and operation of a toll project, agreement on the valuation of a toll project, and the waiver of the development of a market valuation as authorized in Section 228.0111(f-1) of the Transportation Code.
- F. By letter dated December 22, 2009, Mike Heiligenstein, Executive Director of the CTRMA, requested that the market valuation for the Project be waived. In a letter dated February 5, 2010, Carlos A. Lopez, P.E., District Engineer for TxDOT's Austin District (the "District"), responded that certain actions were required before the request for waiver of the

market valuation could be considered, including development of terms and conditions (including project scope, toll rate, and toll rate escalation methodology) for the Project and preparation of a market valuation waiver agreement.

G. On April 5, 2010, Mr. Heiligenstein forwarded proposed terms and conditions for the Project as well as a draft market valuation waiver agreement for consideration by the District. The District and the CTRMA have held a series of meetings to negotiate the terms and conditions and to discuss the market valuation process. Mr. Heiligenstein was the lead negotiator for the CTRMA and Mr. Lopez was the lead negotiator for the District.

H. Pursuant to Section 228.0111(e) of the Transportation Code, TxDOT and the CTRMA have negotiated the terms and conditions for the development, construction and operation of the Project, which are attached as Attachment "A" and incorporated into this Agreement by reference (the "Terms and Conditions").

I. TxDOT authorized its consultant, KPMG, to perform a preliminary financial analysis of the Project, based on the negotiated terms and conditions.

J. TxDOT has evaluated the Terms and Conditions, and the results of the preliminary financial analysis and discussions with CTRMA, and has determined that the development of a market valuation for the Project should be waived. This determination was made in accordance with the provisions of Section 228.0111 of the Transportation Code and the policies adopted in Minute Order 111410, including consideration by TxDOT of whether a greater value may be achieved through an agreement on negotiated value instead of market valuation.

AGREEMENT

In light of the foregoing recitals, TxDOT and the CTRMA (collectively, the "parties") agree as follows:

1. The parties hereby agree that the terms and conditions for the Project are those Terms and Conditions attached hereto as Attachment "A".
2. The parties hereby agree to waive the development of a market valuation for the Project pursuant to Section 228.0111(f-1) of the Transportation Code.
3. The parties hereby agree that the negotiated value of the Loop 1 Managed Lanes Project is the sum of \$180.3 million based on the estimated value of the Loop 1 Managed Lanes Project determined in the preliminary financial analysis performed by KPMG.
4. Following the execution of this Agreement, the CTRMA will present the Terms and Conditions to CAMPO for its consideration pursuant to Section 228.0111(g) of the Transportation Code.
5. If the Terms and Conditions are approved by CAMPO, the CTRMA will formally consider its option to develop the Project as provided by Section 228.0111(g) of the

Transportation Code, and the CTRMA Board of Directors will take appropriate action as required by Section 228.0111 of the Transportation Code. That action may include a commitment to using, for a period to be agreed upon by TxDOT and the CTRMA, all surplus revenue from the Project for other transportation projects as authorized by Section 370.174(b) in an amount equal to the negotiated value of the Project.

6. The parties acknowledge that the recitals set forth above are true and correct. The parties further agree that they have fully complied with the market valuation requirements of Section 228.0111 of the Transportation Code.

This Agreement shall be effective as of the 13th day of Sept., 2010.

TEXAS DEPARTMENT OF TRANSPORTATION

By: Amadeo Saenz, Jr.
Amadeo Saenz, Jr., P.E., Executive Director

**THE CENTRAL TEXAS
REGIONAL MOBILITY AUTHORITY**

By: Mike Heiligenstein
Mike Heiligenstein, Executive Director

ATTACHMENT "A"

TERMS AND CONDITIONS FOR THE LOOP 1 MANAGED LANES PROJECT

1. Project Scope: The Loop 1 Managed Lanes Project (the "Project") is an 11.9 mile toll project, extending from just north of Parmer Lane (FM 734) to just south of Lady Bird Lake. The Managed Lanes extend from just north of Parmer Lane (FM 734) to just north of Lady Bird Lake for a total managed lanes distance of 10.99 miles. The Managed Lanes (one lane in each direction) will be constructed along the median of the existing Loop 1 facility in an area created by reducing the width of the existing lanes and shoulders, as well as widening pavement and bridges as necessary in certain locations. A total of 8 access points (five northbound and three southbound) are proposed for the Project. The Project includes direct connectors at the Cesar Chavez interchange, which will be constructed when financially feasible and upon environmental clearance.
2. Initial Toll Rate (2010\$): Toll rates will be established on a congestion-based toll pricing structure with the intent of maintaining reliable free-flow travel speeds of at least 40 to 50 mph on the Managed Lanes (absent any incidents which affect travel flow). The base toll rate is \$0.22 per lane mile. The base toll rate will be adjusted to ensure that free-flow travel speeds are maintained. Under the CTRMA's toll policies, emergency vehicles, military vehicles, registered van pools, and public transportation vehicles with a carrying capacity of 16 or more individuals (CapMetro buses and CARTS) may access the managed lanes without paying a toll. Toll policies may be adjusted periodically by the CTRMA Board of Directors.
3. Toll Escalation Methodology: The base toll rate will be escalated per the methodology set forth herein. Beginning on October 1st of the year following the Project's first year of full operations, and on each October 1st thereafter (the "Toll Escalation Determination Date"), a percentage increase in the base toll rate for the Project will be determined in an amount equal to the Toll Rate Escalation Percentage and will become effective on the January 1 of the next calendar year. This is consistent with, and subject to, CTRMA Board policy and bond indenture requirements concerning toll rates.

For purposes of determining the Toll Rate Escalation Percentage, the following capitalized terms shall have the meanings given below:

"Toll Rate Escalation Percentage" = shall mean a percentage amount equal to $[(CPI^t - CPI^{t-12}) / CPI^{t-12}]$. In the event the Toll Rate Escalation Percentage is calculated to equal less than 0%, then the Toll Rate Escalation Percentage shall be deemed to equal 0%.

"CPI^t" = the most recently published non-revised index of Consumer Prices for All Urban Consumers (CPI-U) before seasonal adjustment ("CPI"), as published by the Bureau of

Labor Statistics of the U.S. Department of Labor ("BLS") prior to the Toll Escalation Determination Date for which such calculation is being made. The CPI is published monthly and the CPI for a particular month is generally released and published during the following month. The CPI is a measure of the average change in consumer prices over time for a fixed market basket of goods and services, including food, clothing, shelter, fuels, transportation, charges for doctors' and dentists' services, and drugs. In calculating the index, price changes for the various items are averaged together with weights that represent their importance in the spending of urban households in the United States. The contents of the market basket of goods and services and the weights assigned to the various items are updated periodically by the BLS to take into account changes in consumer expenditure patterns. The CPI is expressed in relative terms in relation to a time base reference period for which the level is set at 100.0. The base reference period for the CPI is the 1982-1984 average.

"CPI^{t-12}" = the CPI published by the BLS in the month that is 12 months prior to the month used to establish CPI^t.

If the CPI is discontinued or substantially altered, as determined in the sole discretion of the Authority, the Authority will determine an appropriate substitute index or, if no such substitute index is able to be determined, the Authority reserves the right to modify its obligations under this Policy.



INTERNET ADDRESS:
<http://www.txdot.gov>

AGENDA

TEXAS TRANSPORTATION COMMISSION

125 East 11th Street
Austin, Texas 78701-2483

THURSDAY
September 30, 2010

9:00 A.M. CONVENE MEETING

1. **Approval of Minutes** of the August 25, 2010 workshop and the August 26, 2010 regular meeting of the Texas Transportation Commission
2. **Aviation**
 - a. **Various Counties** – Award federal and state grant funding for airport improvement projects at various locations (MO)
Federal law authorizes the award of federal funding to preserve and improve the state's general aviation system. State law authorizes the award of state funding for capital improvement projects. The airports listed in Exhibit A are eligible for award of these grant funds and the department seeks approval of the awards.
 - b. **Various Counties** – Approve appointment of two members to the Aviation Advisory Committee (MO)
The commission shall appoint each member for a term not to exceed three years. This minute order approves the appointment of two members to the Aviation Advisory Committee.
3. **Public Transportation**
 - a. **Various Counties** – Award Transportation Development Credits (TDC) to Heart of Texas Workforce Board, Kaufman Area Rural Transportation, Texoma Area Paratransit System, and West Texas Opportunities (MO)
The awards identified in this minute order reflect the award of transportation development credits to various urban and rural transit operators to assist with local match needs for vehicle replacement and other capital infrastructure projects.
 - b. **Various Counties** – Award Federal §5310 Funds, Formula Grants for Special Needs of Elderly Individuals and Individuals with Disabilities Program (MO)
The commission previously approved awards of §5310 funds to assist various providers in all TxDOT districts. The Laredo District awards included Duval County and the Rural Economic Assistance League, Inc. (REAL). Duval County has decided to provide transportation services through a coordinated effort with REAL, and has requested the transfer of their FY 2010 funding from the county to REAL. This agenda item supersedes the FY 2010 awards under the February 25, 2010 Minute Order 112145, and May 27, 2010 Minute Order 112259 for these two systems; all other awards remain unchanged.

4. **Rail Projects**
Cooke, Denton, and Tarrant Counties – Authorize an agreement with the National Railroad Passenger Corporation for the provision of passenger rail service on the Amtrak Heartland Flyer route and the department's financial support for the operation of the service (MO)
The Heartland Flyer provides daily passenger rail service over the BNSF Railway line between Fort Worth and Oklahoma City. The route has been in service since 1999. Operating losses are funded by the states of Oklahoma and Texas. This minute order authorizes the department to enter into an agreement with Amtrak for continued operations through September 2011 and fund the Texas share of operating losses up to \$2.1 million. Without state subsidies Amtrak will cease passenger rail service on the route.
5. **Promulgation of Administrative Rules** Under Title 43, Texas Administrative Code, and the Administrative Procedure Act, Government Code, Chapter 2001:
- a. **Final Adoption**
- (1) **Chapter 6 – State Infrastructure Bank (MO)**
 Amendments to §6.1, Purpose, §6.2, Definitions, and §6.3, General Policies, the Repeal of §6.4, Applicability, New §6.4, Separate Subaccounts, and the Repeal of §6.5, Separate Subaccounts (General Provisions); Amendments to §6.11, Eligible Entities, and §6.12, Eligible Projects, and New §6.13, Eligibility for Financial Assistance from General Obligation Bond Proceeds (Eligibility); Amendments to §6.21, Department Contact, §6.22, Requested Financial Assistance, and §6.23, Application Procedure, the Repeal of §6.24, Suspension of Applications, New §6.24, Limitation on Applications - Loans from General Obligation Bond Proceeds, and New §6.25, Suspension of Applications (Procedures); Amendments to §6.31, Department Action, and §6.32, Commission Action, and New §6.33, Commission Action - Loans from General Obligation Bond Proceeds (Department and Commission Action); Amendments to §6.41, Executive Director, §6.42, Performance of Work, and §6.43, Design, Construction, and Procurement Standards, the Repeal of §6.44, Maintenance and Operations, and New §6.44, Design and Construction - Loans from General Obligation Bond Proceeds, the Repeal of §6.45, Financial and Credit Requirements, and New §6.45, Maintenance, the Repeal of §6.46, Other Requirements, and New §6.46, Financial and Credit Requirements (Financial Assistance Agreements)
In 2009 the legislature appropriated \$1 billion of Proposition 12 general obligation bond proceeds to capitalize the state infrastructure bank for the purpose of making loans to public entities. These rules change state infrastructure bank rules relating to the requirements and criteria for loans from the bank made with those bond proceeds.
- (2) **Chapter 31 – Public Transportation (MO)**
 Amendments to §31.36, Section 5311 Grant Program (Federal Programs)
This minute order proposes amendments concerning the distribution of federal grant funds to public transportation providers. The amendments clarify current practice and provide for a fair and equitable distribution of public transportation funds.

5. **Promulgation of Administrative Rules (continued)**
 - b. **Proposed Adoption**
(to be published in the Texas Register for public comment)
 - (1) **Chapter 21 - Right of Way (MO)**
New §21.301, Purpose, §21.302, Definitions, §21.303, Request for Proposals, §21.304, Proposals, §21.305, Selection of Entity, §21.306, Negotiation with Selected Entity, §21.307, Agreement, §21.308, Termination of Agreement, §21.309, Payment, §21.310, Sublease, and §21.311, General Requirements (New Subchapter J, Leasing of Highway Assets for Transportation Facility)
This new subchapter will provide for the leasing of the department's right of way for a low emissions freight transportation facility. The procurement process gives highest priority for a facility that reduces congestion on the state highway system and reduces emissions.
 - (2) **Chapter 23 – Travel Information (MO)**
Amendments to §23.1, and Purpose, §23.2, Definitions (General Provisions); and Amendments to §23.10, Travel Literature, §23.12, Texas Official Travel Map, and §23.14, Display of Literature in Travel Information Centers (Travel Information)
These amendments clarify subject matter that can be included in the department's travel literature; clarify items depicted on the Texas Official Travel Map, including changing the criteria for a city or town to be included on the map; and clarify the types of literature and other promotional items that can be distributed at Texas Travel Information Centers.
6. **Transportation Planning**
 - a. **Various Counties – Adopt the Fiscal Year 2011-2014 Statewide Transportation Improvement Program (MO)**
Federal law requires each state to prepare a multiyear program of surface transportation projects. The Statewide Transportation Improvement Program (STIP) is developed in cooperation with metropolitan planning organizations and with input from local entities and the public. The STIP is constrained to the anticipated federal, state, local, and private sector funds that will be available for the time period.
 - b. **Kinney County – Approve the transfer of Border Colonias Access Program funds from a previously selected colonia project to another eligible colonia project (MO)**
The Border Colonias Access Program rules allow a county to use unexpended funds from a project on any other commission-selected county colonia project. Kinney County has requested the transfer of \$107,192.51 of allocated funds from Spofford Colonia to Brackettville Colonia.
7. **Toll Road Projects**
 - a. **Accept the report of actual traffic and revenue for the Central Texas Turnpike System (MO)**
Report of actual traffic and revenue for the Central Texas Turnpike System (CTTS) as of August 31, 2010, as required by the CTTS Indenture of Trust.

7. **Toll Road Projects (continued)**

- b. **Dallas County** – Authorization to enter into a direct agreement with the NTTA and the Trustee under the Trust Agreement for the SH 161 Project and to enter into other necessary agreements in connection with the financing of the SH 161 Project (MO) *In Minute Order 112141, dated February 24, 2010, the commission granted final approval of a toll equity loan to the NTTA in connection with the SH 161 Project and authorized the department to enter into a Toll Equity Loan Agreement. It is a condition to the consummation of a loan under the Transportation Infrastructure Finance and Innovation Act (TIFIA) for the SH 161 Project that that TxDOT and the NTTA enter into a direct agreement with the Trustee to provide certain assurances and agreements in connection with the Toll Equity Loan Agreement. Other agreements are also required as a condition of the TIFIA or toll-equity loans or the NTTA's financing of the SH 161 Project.*

8. **Pass-Through Toll Projects**

Authorize the executive director or designee to negotiate and execute a final pass-through toll agreement with certain of those entities whose proposals under the February 25, 2010 pass-through toll program call were conditionally selected by the commission in Minute Order 112305 on June 24, 2010, as providing the best value to the state and which were successful in negotiating the financial terms of a pass-through toll agreement. (MO) *The department evaluated proposals submitted under the February 25, 2010 program call using the items of criteria set forth in 43 TAC §5.55, and presented its analyses to the commission. The commission considered the proposals and selected those, up to a cumulative total of \$300 million, that provided the best value to the state, conditionally selected additional projects in the event that negotiations failed for one or more of the proposals, and directed the department staff to attempt to negotiate the financial terms of a potential pass-through toll agreement with the selected public entity proposers under Minute Order 112305, dated June 24, 2010. This agenda item will allow the commission to approve additional negotiated agreements for execution.*

9. **American Recovery and Reinvestment Act (ARRA)**

Approve changes to the lists of mobility, preventive maintenance and rehabilitation, and transportation enhancement projects previously approved for funding from Texas' portion of the ARRA (MO).

The ARRA created an economic stimulus package that provides for investment in transportation infrastructure projects. This agenda item will allow the commission to make changes to the lists of previously approved ARRA mobility, preventive maintenance and rehabilitation, and transportation enhancement projects.

10. **Green Ribbon Program**

Approve the allocation of funds for the Green Ribbon Program, an initiative to enhance the appearance of public highways (MO)

The General Appropriations Act directed the department to allocate a specific amount of funds for landscape improvements in non-attainment and near non-attainment areas. This agenda item will allow the commission to approve the allocation of Green Ribbon Program funds.

11. **Finance**

Grant approval to submit a request to the Governor and the Legislative Budget Board to transfer capital budget appropriation to the Enterprise Resource Planning System capital budget project. (MO)

Provisions of the General Appropriations Act require an agency's governing board's approval of requests to transfer capital budget appropriations over certain limits. The department is seeking approval to request to transfer capital budget appropriation from the Management Information System and the Acquisition of Capital Equipment and Items capital budget projects to the Enterprise Resource Planning System (ProjectONE) capital budget project.

12. **State Infrastructure Bank (SIB)**

a. **Various Counties** - Authorize the designation of a period of time in 2010 during which the department will accept applications from public entities for loans from the State Infrastructure Bank from the proceeds of general obligation bonds issued under Transportation Code, §222.004 (Proposition 12 Bonds) to fund highway improvement projects, prescribe the conditions for the submission of the applications, and authorize the solicitation of applications for loans to be funded from Proposition 12 Bond proceeds (MO)

Under the rules applicable to state infrastructure bank loans to be funded with the proceeds of Proposition 12 bonds, the commission must specify the periods during which applications for loans will be accepted and the conditions for submission of applications. Upon the commission's determination to issue a program call specifying those periods and conditions, the department shall publish a notice in the Texas Register soliciting applications for those loans. This minute order will authorize the first program call and establish the period of time for applications, the estimated amount of funds in the SIB available to be allocated to those applications, and the conditions for submission of applications.

b. **Preliminary Approval**

Smith County – North East Texas Regional Mobility Authority (NETRMA)- Consider granting preliminary approval of an application from the NETRMA to borrow \$39.2 million from the SIB to pay for construction of Segment 3B of Toll 49 (MO)

The NETRMA is requesting a SIB loan to pay for construction of Segment 3B of Toll 49 from SH 31 north to I-20. The initial construction of the proposed 10-mile toll facility that would be funded with the financial assistance includes two lanes of an ultimate four-lane toll road, with connections to the existing Toll 49 facility at SH 31, and ramp connections to I-20.

13. **Regional Mobility Authorities**

a. **Travis County** – Consider granting final approval of a request for financing from the Central Texas Regional Mobility Authority to pay for certain costs relating to the development of the following projects: Loop 1 Managed Lanes Project (from north of Parmer Lane to south of Lady Bird Lake), Manor Expressway (290 East) - Segments 1A, 2 & 3 (from east of US 183 to east of State Highway 130), 183 South Toll Project (from Springdale Road to Patton Avenue), 290 West/71 West Toll Project, a project to improve 290 West (from Joe Tanner Lane to Circle Drive) and 71 West (from US 290 West to Silvermine Drive), and 45 Southwest Toll Project (from Loop 1 South to FM 1626) (MO)

The CTRMA submitted an application for financial assistance for \$27 million, to pay for the costs of developing several toll projects in Travis County and Hays County, including Loop 1 Managed Lanes Project - \$5.4 million; Manor Expressway - \$2.2 million; 183 South Toll Project - \$4.4 million; 290 West/71 West Toll Project - \$7.6 million; and 45 Southwest Toll Project - \$7.4 million.

the

13. **Regional Mobility Authorities (continued)**
 - b. **Travis County** – Consider granting final approval of a request for financing from the Central Texas Regional Mobility Authority to pay for certain costs relating to construction of Segments 1A, 2, and 3 of the Manor Expressway (290 East), a 6.2-mile toll project located in Travis County along the existing US 290 facility from east of US 183 to east of State Highway 130, to include the costs of utility relocation and right-of-way acquisition (MO)
The CTRMA submitted an application for financial assistance in the amount of \$126.7 million, to pay for the costs of the Manor Expressway (290 East) project.
14. **Unified Transportation Program (UTP)**

Approve adjustments to the FY 2011 Obligation Limit funding levels in the UTP (MO)
The 2010 UTP approved by the commission in April established obligation limits by category and by district. To more effectively manage available funding levels and optimize construction and maintenance project lettings, the commission adopted Minute Order 112351, dated July 29, 2010, which adjusted the district/category allocations for FY 2010 and effectively reversed those adjustments in FY 2011. This minute order will update the FY 2011 obligation limit funding levels to account for overruns and underruns in FY 2010 funding levels due to change orders, final project closeouts and the August 2010 letting.
15. **Obligation Limit Report**

Status report on the FY 2011 Obligation Limit, the actual obligations utilized through the current month, proposed remaining highway maintenance and construction contract letting for the fiscal year and an update on motor fuel tax receipts.
This report will provide the current overall obligation status, by district, of the FY 2011 Obligation Limit and will also provide the anticipated effect on the obligation limit of remaining proposed highway maintenance and construction letting. The report will also provide an update on motor fuel tax receipts, including estimated versus actual receipts fiscal year to date, and any potential impact on letting volume.
16. **Contracts**
 - a. **Award or Reject Highway Improvement Contracts**

Proposed MO will conditionally award contract(s) to low bidders allowing the department to enter into contract(s) for highway improvements, or reject all bids for select projects, allowing the department to re-bid those projects. Conditions required for award may include securing of funding from other sources and the contractor's ability to meet federal DBE contracting requirements.

 - (1) **Highway Maintenance and Department Building Construction**
(see attached itemized list) (MO)
 - (2) **Highway and Transportation Enhancement Building Construction**
(see attached itemized list) (MO)
Proposed MO will conditionally award contract(s), including STP 2011(338)TE deferred from August 2010, to low bidders allowing the department to enter into contract(s) for highway improvements, or reject all bids for select projects, allowing the department to re-bid those projects. Conditions required for award may include securing of funding from other sources and the contractor's ability to meet federal DBE contracting requirements.

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

RESOLUTION NO. 10-87

**Authorize a Green Credit Incentive Program in Connection with the
Manor Expressway Design-Build Comprehensive Development Agreement RFDP**

WHEREAS, by Resolution No. 10-22, dated March 31, 2010, the Board of Directors authorized CTRMA staff to issue a Request for Qualifications ("RFQ") for development of all or a portion of the 290 East Turnpike Project (the "Project") as a design/build comprehensive development agreement; and

WHEREAS, by Resolution No. 10-71, dated July 28, 2010, the Board of Directors approved a short list of teams that responded to the RFQ who are eligible to submit a proposal in response to a request for detailed proposals ("RFDP") to be issued after a final RFDP is approved and authorized by the Board of Directors; and

WHEREAS, in an effort to increase the sustainability of the Project and its development, CTRMA staff has proposed a "Green Credits" Program to be incorporated into the final RFDP for development of the Project through a design/build CDA that will be presented to the Board for its approval.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the "CTRMA Manor Expressway D/B CDA Draft RFDP 'Green Credits' Program Summary" in the form or substantially the same form attached as Attachment "A" to this Resolution; and

BE IT FURTHER RESOLVED, that the terms and conditions of the "Green Credits" Program shall be incorporated into the final RFDP brought to the Board of Directors for its consideration and approval at a future meeting.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 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 10-87
Date Passed 09/29/10

ATTACHMENT "A"
TO
RESOLUTION 10-87

CTRMA Manor Expressway D/B CDA
Draft RFDP 'Green Credits' Program Summary

**CTRMA MANOR EXPRESSWAY
D/B CDA DRAFT RFDP
"GREEN CREDITS" PROGRAM SUMMARY**

INTRODUCTION

As part of the CTRMA's efforts to increase the sustainability of their project implementation, a Green Credits program has been incorporated into the Request for Detailed Proposals (RFDP) which will be issued to procure a developer to enter into a Design/Build Comprehensive Development Agreement (D/B CDA).

In summary, the D/B CDA Developer shall complete all Mandatory Sustainable Initiatives and enough Optional Sustainable Initiatives to **achieve a total of 30 Green Credits** based on the specifications and associated credit values provided in the RFDP. **Attaining the required number of Green Credits is a condition of Final Acceptance.**

MANDATORY SUSTAINABLE INITIATIVES

The D/B CDA Developer is required to complete the following Mandatory Sustainable Initiatives. Green Credits will be awarded pending CTRMA approval of the completion of the requirements for each Mandatory Sustainable Initiative. Green Credits may be withheld if the CTRMA determines, in its sole discretion, that the D/B CDA Developer has not completed the requirements of the Mandatory Sustainable Initiative.

ID	Action	Credits
M-1	Establish, implement, and maintain a formal Noise Mitigation Plan.	1
M-2	Establish, implement, and maintain a formal Dust/Emission and Odor Control Plan.	1
M-3	Establish, implement, and maintain a formal Construction and Demolition Waste Management Plan (CWMP).	1
M-4	Establish, implement, and maintain a formal Site Recycling Plan.	1

OPTIONAL SUSTAINABLE INITIATIVES

The Developer may complete any of the following Optional Sustainable Initiatives. **Green Credits will be awarded pending CTRMA approval of the completion of the requirements for each Optional Sustainable Initiative.** Green Credits may be withheld if the CTRMA determines, in its sole discretion, that the D/B CDA Developer has not completed the requirements of the respective Optional Sustainable Initiative.

ID	Action	Credits
O-1	Use grass channels, where appropriate to increase permeable areas. <i>Action is intended to reduce stormwater runoff and associated pollutants to adjacent water resources.</i>	1 (25%), 2 (50%), 3 (75%)
O-2	All 250W and 400W luminaires shall be replaced with equivalent LED luminaires.	5 (100%)
O-3	Utilize fiber roll for sediment and erosion control. <i>Fiber roll is a tubular shaped device filled with natural core filling and wrapped with a containment mesh. Fiber rolls allow water to flow through while capturing runoff sediments.</i>	1 (3+ uses), 2 (5+ uses), 3 (7+ uses)
O-4	Use biodegradable silt fence.	1 (25%), 2 (50%), 3 (75%)
O-5	Use compost in lieu of traditional vegetative mulch. <i>Action is intended to reduce waste sent to landfills.</i>	1 (25%), 2 (50%), 3 (75%)
O-6	Use solar or battery powered warning signs.	1 (25%), 2 (50%), 3 (75%)
O-7	Use solar or battery powered traffic control devices.	1 (25%), 2 (50%), 3 (75%)
O-8	Use LED variable message signs.	1 (25%), 2 (50%), 3 (75%)

0-9	Reuse existing pavement.	4 (80%), 5 (90%)
0-10	Reuse on-site removed topsoil.	1 (50%), 2 (75%)
0-11	Use recycled materials as a substitute for virgin materials.	1 (10-20%), 2 (20-30%), 3 (30-40%), 4 (40-50%) 5 (50-60%)
0-12	Use recycled materials in fill/embankment.	1 (25%), 2 (50%)
0-13	Recycle natural untreated wood waste for use as mulch and/or ground cover.	1 (50%), 2 (75%)
0-14	Obtain regional materials for construction. <i>Action is intended to reduce transportation related emissions and support the local economy.</i>	1 (60% < 50 mi or avg < 500 mi) 2 (74% < 50 mi or avg < 338 mi) 3 (84% < 50 mi or avg < 225 mi) 4 (90% < 50 mi or avg < 150 mi) 5 (95% < 50 mi or avg < 100 mi)
0-15	Use precast or modular construction elements. <i>Action intended to reduce the consumption of material resources.</i>	1 (25%), 2 (50%), 3 (75%)
0-16	Use Certified Wood. <i>Action intended to support sustainable forestry practices.</i>	1 (25%), 2 (50%), 3 (75%)
0-17	Separate steel from other co-mingled demolished on-site materials for recycling.	1 (50% of steel separated), 2 (75% of steel separated)
0-18	Separate wood from other co-mingled demolished on-site materials for recycling.	1 (50% of wood separated), 2 (75% of wood separated)
0-19	Arrange for the reuse of signal appurtenances by another project.	1 (25%), 2 (50%), 3 (75%)
0-20	Arrange for the reuse of demolished guardrail by another project.	1 (25%), 2 (50%), 3 (75%)
0-21	Arrange for the reuse of demolished signs by another project.	1 (25%), 2 (50%), 3 (75%)
0-22	Arrange for the reuse of other demolished materials by another project, by another municipality or state agency, or at nearby abandoned quarries to help fulfill an approved reclamation plan.	1 (25% of each material), 2 (50% of each material), 3 (75% of each material)
0-23	Use reclaimed or non-treated water for dust control during construction to reduce the amount of potable water being used.	1 (25%), 2 (50%), 3 (75%)
0-24	Store all construction waste for landfill separately from construction waste for recycling.	1 (100%)
0-25	Reduce the overall consumption of fossil fuels by nonroad construction equipment.	1 (15%), 2 (25%)
0-26	Reduce air emissions from nonroad construction equipment by early achievement of the EPA Tier 4 emission standard.	1 (50% of fleet operation hrs), 2 (75% of fleet operation hrs)
0-27	Place at least 90% of HMA on the project using a paver that is certified to have met National Institute for Occupational Safety and Health (NIOSH) emission guidelines. <i>Action intended to improve human health by reducing worker exposure to asphalt fumes.</i>	1 (90%)
0-28	Locate the field office close to the Project construction site.	1 (<2 mi), 2 (<1 mi), 3 (<.5 mi)
0-29	Utilize automated idle shutdown for equipment.	1 (25%), 2 (50%), 3 (75%)
0-30	Utilize hybrid vehicles.	1 (25%), 2 (50%), 3 (75%)
0-31	Utilize vehicles and equipment with 4 cycle engines in lieu of 2 cycle engines. <i>The benefits of a 4 cycle engine include greater potential torque, higher fuel economy, and better emissions.</i>	1 (25%), 2 (50%), 3 (75%)
0-32	Retrofit diesel engines with cleaner certified configurations.	1 (25%), 2 (50%), 3 (75%)
0-33	Ensure spill kits are available on all equipment.	1 (100%)

REPORTING

At the end of each quarter (April 1st, July 1st, October 1st, and January 1st) and at the completion of the Project, the Developer shall submit a report to the CTRMA outlining all Mandatory Sustainable Initiatives and Optional Sustainable Initiatives implemented/ utilized on the Project; the associated number of Green Credits earned will also be tabulated. Should the Developer attain the Green Credit requirement prior to the end of the Project, they must continue to submit accurate reports regarding the implementation/ utilization of all initiatives. Failure to do so will result in forfeiture of any awards and/ or incentives.

EFFECTS ON PRICE AND SCHEDULE

All cost and schedule impacts, both direct and indirect, associated with the inclusion of any and all Mandatory Sustainable Initiatives and Optional Sustainable Initiatives implemented by the D/B CDA Developer are considered to be included in the D/B CDA Developer's Proposal. Inclusion of any and all Mandatory Sustainable Initiatives and Optional Sustainable Initiatives by the D/B CDA Developer in the implementation of this Agreement will not be allowed as basis for any cost or time claims by the D/B CDA Developer.

SUGGESTED GREEN CREDIT VALUES FROM D/B CDA DEVELOPER

In addition to the Mandatory Sustainable Initiatives and the Optional Sustainable Initiatives, the D/B CDA Developer may submit requests to the CTRMA to amend the initiatives. These requests must contain a description of the new initiative, the sustainable benefits, and a suggested Green Credit value. Those requests approved by the CTRMA will be available for the D/B CDA Developer's use in attaining the required total number of Green Credits.

SUSTAINABILITY LEVEL 2 PROJECT

For exceeding the Project requirement by 10 Green Credits, the D/B CDA Developer will be recognized with a plaque and an incentive payment of \$5,000.00.

SUSTAINABILITY LEVEL 3 PROJECT

For exceeding the Project requirement by 20 Green Credits, the D/B CDA Developer will be recognized with a plaque and an incentive payment of \$10,000.00.

REFERENCES

The following documents were used to compile the above list of sustainable initiatives.

Greenroads Version 1.0 Abridged Manual. <http://www.greenroads.us/366/download-the-manual.html>.

NYS DOT GreenLITES Project Design Certification Program. September 2008.

<https://www.nysdot.gov/programs/greenlites/repository/Green%20LITES%20Certification%20Program%20-%20Full%20Doc%20-%20Final.pdf>

Parsons Brinkerhoff Highway Sustainability Checklist Version 6.

http://pbsustainability.com/pdfs/Highway_Sustainability_Checklist.xls

MoDOT Green Credit Pilot Program. 2009.

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

RESOLUTION NO. 10-88

**Approve Change Order No. 5 to Contract No. 10183A24601C with
W.W. Webber LLC for 183A Phase II Project "Green Initiatives"**

WHEREAS, by Resolution No. 09-81, dated December 17, 2009, the Board of Directors awarded a construction contract for 183A Phase II Project (the "Project") to W.W. Webber LLC, and authorized and directed the Executive Director to finalize and execute a contract with W.W. Webber LLC for provision of those services; and

WHEREAS, Contract No. 10183A24601C for construction of the Project was fully executed by CTRMA and W.W. Webber LLC and became effective on February 1, 2010; and

WHEREAS, CTRMA staff and its general engineering consultant have requested that W.W. Webber LLC prepare and submit a proposal to follow additional environmentally beneficial practices in connection with the construction of the Project; and

WHEREAS, W.W. Webber LLC has proposed to provide solid waste recycling services for the construction field office and at the Project site, and to substitute warm mix asphalt for all dense graded hot mix asphalt used on the Project; and

WHEREAS, the proposed Change Order No. 5 to Contract No. 10183A24601C ("Change Order No. 5") incorporated into this Resolution as Attachment "A" sets forth a scope of services to implement certain "Green Initiatives" for the Project; and

WHEREAS, because the additional cost of Change Order No. 5 exceeds \$150,000.00, the Board of Directors must approve this proposed change order.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed Change Order No. 5 in the form or substantially the same form attached as Attachment "A;" and

BE IT FURTHER RESOLVED, that Change Order No. 5 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 29th day of September, 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 10-88
Date Passed 09/29/10

ATTACHMENT "A"
TO
RESOLUTION 10-88

PROPOSED CHANGE ORDER NO. 5 TO CONTRACT NO. 10183A24601C



Central Texas Regional
Mobility Authority

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

CHANGE ORDER NUMBER: 05

Project Name	<u>183A Phase II</u>
Contract Name	<u>183A Phase II</u>
Contract Award Date	<u>December 21, 2009</u>
Contract Number:	<u>10183A24601C</u>

- CONTRACTOR: W.W. Webber LLC
- Change Order Work Limits: Sta. N/A to Sta. N/A
- Type of Change(on federal-aid non-exempt projects): N/A (Major/Minor)
- Reasons: 31 (In order of importance - Primary first)
- Describe the work being revised:

5a. Green initiative - Construction field office recycling
 5b. Green initiative - Construction on site recycling for cans and bottles
 5c. Green initiative - Utilizing warm mix asphalt (WMA)

- Work to be performed in accordance with Items: as noted in Table B attached, Special provisions
- New or revised plan sheet(s) are attached and numbered: N/A
- New general notes to the contract are attached: Yes No
- New Special Provisions to Item 341 No. 025 and Special Specification Item 007 Nos. 002,003 are attached.

Each signatory hereby warrants that each has the authority to execute this Change Order (CO).

<p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR Date _____</p> <p>By _____</p> <p>Typed/Printed Name _____</p> <p>Typed/Printed Title _____</p>	<p style="text-align: center;">The following information must be provided</p> <p>Time Ext. #: <u>N/A</u> Days added on this CO: <u>0</u></p> <p>Amount added by this change order: <u>\$164,059.91</u></p> <hr/> <p>For CTRMA use only:</p> <table style="width: 100%;"> <tr><td>Original Contract Amount</td><td style="text-align: right;"><u>\$75,792,413.92</u></td></tr> <tr><td>Previous Change Orders #01 - #04</td><td style="text-align: right;"><u>(\$448,844.79)</u></td></tr> <tr><td>Amount added by this change order:</td><td style="text-align: right;"><u>\$164,059.91</u></td></tr> <tr><td>Revised contract amount to-c date:</td><td style="text-align: right;"><u>\$75,507,629.04</u></td></tr> </table>	Original Contract Amount	<u>\$75,792,413.92</u>	Previous Change Orders #01 - #04	<u>(\$448,844.79)</u>	Amount added by this change order:	<u>\$164,059.91</u>	Revised contract amount to-c date:	<u>\$75,507,629.04</u>
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Amount added by this change order:	<u>\$164,059.91</u>								
Revised contract amount to-c date:	<u>\$75,507,629.04</u>								

RECOMMENDED FOR EXECUTION:

HNTB GEC Project Manager Date

CTRMA, Director of Engineering Date
 APPROVED REQUEST APPROVAL

HNTB GEC Construction Manager Date

CTRMA, General Counsel Date
 APPROVED REQUEST APPROVAL

CTRMA, Executive Director Date
 APPROVED REQUEST APPROVAL

CHANGE ORDER REASON(S) CODE CHART

1. Design Error or Omission	1A. Incorrect PS&E 1B. Other
2. Differing Site Conditions (unforeseeable)	2A. Dispute resolution (expense caused by conditions and/or resulting delay) 2B. Unavailable material 2C. New development (conditions changing after PS&E completed) 2D. Environmental remediation 2E. Miscellaneous difference in site conditions (unforeseeable)(Item 9) 2F. Site conditions altered by an act of nature 2G. Unadjusted utility (unforeseeable) 2H. Unacquired Right-of-Way (unforeseeable) 2I. Additional safety needs (unforeseeable) 2J. Other
3. CTRMA Convenience	3A. Dispute resolution (not resulting from error in plans or differing site conditions) 3B. Public relations improvement 3C. Implementation of a Value Engineering finding 3D. Achievement of an early project completion 3E. Reduction of future maintenance 3F. Additional work desired by the CTRMA 3G. Compliance requirements of new laws and/or policies 3H. Cost savings opportunity discovered during construction 3I. Implementation of improved technology or better process 3J. Price adjustment on finished work (price reduced in exchange for acceptance) 3K. Addition of stock account or material supplied by state provision 3L. Revising safety work/measures desired by the CTRMA 3M. Other
4. Third Party Accommodation	4A. Failure of a third party to meet commitment 4B. Third party requested work 4C. Compliance requirements of new laws and/or policies (impacting third party) 4D. Other
5. Contractor Convenience	5A. Contractor exercises option to change the traffic control plan 5B. Contractor requested change in the sequence and/or method of work 5C. Payment for Partnering workshop 5D. Additional safety work/measures desired by the contractor 5E. Other
6. Untimely ROW/Utilities	6A. Right-of-Way not clear (third party responsibility for ROW) 6B. Right-of-Way not clear (County responsibility for ROW) 6C. Utilities not clear 6D. Other

Special Specification 007-002

CONSTRUCTION FIELD OFFICE SOLID WASTE RECYCLING

Description: This item shall include a local commercial service for collection, pick up and recycling of solid waste materials generated at both the Engineer's and Contractor's construction field offices.

Scope of Work: This item shall include appropriately sized recycling containers placed inside the respective field offices and a minimum of weekly pickup of recyclable materials.

The service shall be capable of recycling the following materials: newspapers and magazines; office paper; junk mail; envelopes; receipt, calculator tape; colored paper; computer paper; carbonless forms; brochures & pamphlets; manila folders; plastic containers #1- #2; steel, tin and aluminum cans.

The commercial service shall be provided for a period of 90 days following final acceptance of the project unless otherwise agreed to by the Engineer.

Measurement: Item will be paid on a per month basis.

Payment: All labor, equipment, materials and incidentals necessary to complete this item of work shall be included in the contract unit price for this item.

Special Specification 007-003

ON SITE CONSTRUCTION PROJECT SOLID WASTE RECYCLING

Description: This item shall include a local commercial service for collection, pick up and recycling of solid waste materials generated by the construction of the 183A Phase II project.

Definition: Contractor shall mean the prime Contractor and all subcontractors.

Scope of Work: This item shall include appropriately sized recycling containers placed a minimum of 2,500' apart throughout the limits of the project and near construction of each new bridge structure. Service shall include a minimum of weekly pickup of recyclable materials. Contractor must provide full time access to the containers for both collection and pick up.

The service shall be capable of recycling the following materials: plastic containers #1-#7; steel, tin and aluminum cans; glass bottles and jars.

The commercial service shall be provided through final acceptance of the project unless otherwise agreed to by the Engineer.

The Contractor shall make every reasonable effort to recycle all above listed materials generated from the project construction and by the project work force.

Measurement: Item will be paid on a per month basis.

Payment: All labor, equipment, materials and incidentals necessary to complete this item of work shall be included in the contract unit price for this item.

SPECIAL PROVISION 341-025

DENSE GRADED HOT-MIX ASPHALT (QC/QA) - REVISED

Description: Warm Mix Asphalt shall be produced and placed for all dense graded hot mix asphalt (QC/QA) used on the project.

Scope of Work: This specification shall supersede Contract Special Provision 341-024 and shall be applied to the following new contract items:

Item No. 341-2004R Dense Graded Hot Mix Asphalt (QC/QA) Type A PG 64-22 Revised

Item No. 341-2011R Dense Graded Hot Mix Asphalt (QC/QA) Type B PG 64-22 Revised

Item No. 341-2014R Dense Graded Hot Mix Asphalt (QC/QA) Type B PG 70-22 Revised

Item No. 341 -2034R Dense Graded Hot Mix Asphalt (QC/QA) Type C PG 64-22 Revised

Item No. 341-2106R Dense Graded Hot Mix Asphalt (QC/QA) Type D PG 70-22 Revised

Item No. 341-2265R Dense Graded Hot Mix Asphalt (QC/QA) Type B PG 64-22 (Level Up) Revised

Contract Special Provision 341-024 Dense Graded Hot-Mix Asphalt (QC/QA) shall apply except Article 341.2 Materials, Section F. Additives is void and replaced by the following:

Warm Mix Asphalt (WMA) is defined as additives or processes that allow a reduction in the temperature at which asphalt mixtures are produced and placed. The use of WMA for the items listed in SPECIAL PROVISION 341-025 is required. Produce an asphalt mixture within the temperature range of 215°F and 275°F. Use only WMA additives or processes on the TxDOT approved list maintained by the TxDOT Construction Division.

Measurement: The above Items will not be measured for payment but will be paid on a lump sum basis per Contract Special Provision 009-001-RMA Measurement and Payment.

Payment: All labor, equipment, materials and incidentals necessary to complete these items of work shall be included in the contract lump sum price for these items.

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

RESOLUTION NO. 10-89

**Approve Change Order No. 8 to Contract No. 10290E22701C with
W.W. Webber LLC for the Direct Connectors at US 183 Project "Green Initiatives"**

WHEREAS, by Resolution No. 09-83, dated December 17, 2009, the Board of Directors awarded a construction contract for the Direct Connectors at US 183, also referred to as Segment 1 of the 290E Toll Project (the "Project"), to W.W. Webber LLC, and authorized and directed the Executive Director to finalize and execute a contract with W.W. Webber LLC for provision of those services; and

WHEREAS, Contract No. 10290E22701C for construction of the Project was fully executed by CTRMA and W.W. Webber LLC and became effective on April 27, 2010; and

WHEREAS, CTRMA staff and its general engineering consultant have requested that W.W. Webber LLC prepare and submit a proposal to follow additional environmentally beneficial practices in connection with the construction of the Project; and

WHEREAS, W.W. Webber LLC has proposed to provide solid waste recycling services for the construction field office and at the Project site, and to substitute warm mix asphalt for all dense graded hot mix asphalt used on the Project; and

WHEREAS, the proposed Change Order No. 8 to Contract No. 10290E22701C ("Change Order No. 8") incorporated into this Resolution as Attachment "A" sets forth a scope of services to implement certain "Green Initiatives" for the Project; and

WHEREAS, because the additional cost of Change Order No. 8 exceeds \$150,000.00, the Board of Directors must approve this proposed change order.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the proposed Change Order No. 8 in the form or substantially the same form attached as Attachment "A;" and

BE IT FURTHER RESOLVED, that Change Order No. 8 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 29th day of September, 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 10-89
Date Passed 09/29/10

ATTACHMENT "A"
TO
RESOLUTION 10-89

PROPOSED CHANGE ORDER NO. 8 TO CONTRACT NO. 10290E22701C



Central Texas Regional
Mobility Authority

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

CHANGE ORDER NUMBER: 8

- 1. CONTRACTOR: W.W. Webber, LLC
- 2. Change Order Work Limits: Sta. 205+00.00 to Sta. 277+00.00
- 3. Type of Change(on federal-aid non-exempt projects): Major (Major/Minor)
- 4. Reasons: 3I (In order of importance - Primary first)

5. Describe the work being revised:

DATC Evotherm warm mix technology will be added to all hot mix items. Special Provision 341-020 is deleted and replaced by the attached Special Provision 341-024. This TxDOT Special Provision allows for lower fuel consumption and increased use of recycled products in asphaltic concrete construction.

Project Name:	<u>290E Toll Project</u>
Contract No:	<u>10290E22701c</u>
CCS.J:	<u>0114-02-090</u>
Highway:	<u>290E</u>
County:	<u>Travis</u>
District:	<u>Austin</u>
FAP Number:	<u>STP 2009(489)ES</u>

- 6. Work to be performed in accordance with Items: 341 & 346
- 7. New or revised plan sheet(s) are attached and numbered: N.A.
- 8. New general notes to the contract are attached: Yes No
- 9. New Special Provisions to Item 341 No. 024 and Special Specification Item (N.A.) are attached.

Each signatory hereby warrants that each has the authority to execute this Change Order (CO).

<p><i>The contractor must sign the Change Order and, by doing so, agrees to waive any and all claims for additional compensation due to any and all other expenses; additional changes for time, overhead and profit; or loss of compensation as a result of this change.</i></p> <p>THE CONTRACTOR _____ Date <u>8/9/10</u></p> <p>By <u>[Signature]</u></p> <p>Typed/Printed Name <u>CARLOS PLANELLAS</u></p> <p>Typed/Printed Title <u>CONSTR. MANAGER</u></p>	<p>The following information must be provided</p> <p>Time Ext. #: <u>N.A.</u> Days added on this CO: <u>0</u></p> <p>Amount added by this change order: <u>\$182,541.99</u></p> <p>For TxDOT/CTRMA/FHWA use only:</p> <p>Original Contract Amount <u>\$52,575,545.77</u></p> <p>Revised Contract Amount To Date <u>\$53,490,152.02</u></p> <p>Days FHWA non-participating _____</p> <p>CO Portion FHWA non-participating _____</p>
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RECOMMENDED FOR EXECUTION:

Engineer's Seal



- (1) [Signature] 8/13/10
GEC Segment Manager Date
- (2) [Signature] PE 08/16/10 (7)
GEC Construction Manager Date
- (3) _____ Date
 APPROVED REQUEST APPROVAL
TxDOT Project Engineer
- (4) _____ Date
 APPROVED REQUEST APPROVAL
FHWA Area Engineer
- (5) _____ Date
 APPROVED REQUEST APPROVAL
CTRMA, Director of Engineering
- (6) _____ Date
 APPROVED REQUEST APPROVAL
CTRMA, General Counsel
- (7) _____ Date
 APPROVED REQUEST APPROVAL
CTRMA, Executive Director

CHANGE ORDER REASON(S) CODE CHART

<p>1. Design Error or Omission</p>	<p>1A. Incorrect PS&E 1B. Other</p>
<p>2. Differing Site Conditions (unforeseeable)</p>	<p>2A. Dispute resolution (expense caused by conditions and/or resulting delay) 2B. Unavailable material 2C. New development (conditions changing after PS&E completed) 2D. Environmental remediation 2E. Miscellaneous difference in site conditions (unforeseeable)(Item 9) 2F. Site conditions altered by an act of nature 2G. Unadjusted utility (unforeseeable) 2H. Unacquired Right-of-Way (unforeseeable) 2I. Additional safety needs (unforeseeable) 2J. Other</p>
<p>3. CTRMA Convenience</p>	<p>3A. Dispute resolution (not resulting from error in plans or differing site conditions) 3B. Public relations improvement 3C. Implementation of a Value Engineering finding 3D. Achievement of an early project completion 3E. Reduction of future maintenance 3F. Additional work desired by the CTRMA 3G. Compliance requirements of new laws and/or policies 3H. Cost savings opportunity discovered during construction 3I. Implementation of improved technology or better process 3J. Price adjustment on finished work (price reduced in exchange for acceptance) 3K. Addition of stock account or material supplied by state provision 3L. Revising safety work/measures desired by the CTRMA 3M. Other</p>
<p>4. Third Party Accommodation</p>	<p>4A. Failure of a third party to meet commitment 4B. Third party requested work 4C. Compliance requirements of new laws and/or policies (impacting third party) 4D. Other</p>
<p>5. Contractor Convenience</p>	<p>5A. Contractor exercises option to change the traffic control plan 5B. Contractor requested change in the sequence and/or method of work 5C. Payment for Partnering workshop 5D. Additional safety work/measures desired by the contractor 5E. Other</p>
<p>6. Untimely ROW/Utilities</p>	<p>6A. Right-of-Way not clear (third party responsibility for ROW) 6B. Right-of-Way not clear (County responsibility for ROW) 6C. Utilities not clear 6D. Other</p>

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

RESOLUTION NO. 10-90

**Authorizing an Amendment to Contract for Communications and Marketing Services
with TexHahn Media, Inc., d/b/a Hahn, Texas**

WHEREAS, in Resolution No. 07-56, dated August 29, 2007, following issuance of a Request for Proposals and evaluation of responses thereto in accordance with the CTRMA's procurement policies, the Board of Directors selected TexHahn Media, Inc., d/b/a Hahn, Texas, successor in interest to Kerry Tate Communications, Inc., d/b/a TateAustin, to provide communications and marketing services to the CTRMA; and

WHEREAS, a contract with TexHahn Media, Inc. d/b/a Hahn, Texas for the provision of communications and marketing services was subsequently executed effective September 1, 2007 (the "TexHahn Media, Inc. Contract"); and

WHEREAS, in August 2009, following the expiration of the initial two-year contract term, the TexHahn Media, Inc. Contract was extended for an additional year pursuant to the terms of the agreement; and

WHEREAS, in August 2010, the TexHahn Media, Inc. Contract was extended for a final one-year period pursuant to the terms of the agreement until September 1, 1011, when it terminate; and

WHEREAS, the CTRMA now desires to amend the TexHahn Media, Inc. Contract to increase the maximum payments authorized by the agreement by an additional \$350,000 to fund communication and marketing services provided by TexHahn Media, Inc. during the remaining term of the contract extension; and

WHEREAS, attached hereto and incorporated herein as Attachment "A" is an amendment to the TexHahn Media, Inc. Contract (the "Amendment") increasing the total amount of the agreement by up to an additional \$350,000.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby approves the Amendment in the form or substantially the same form as Attachment "A"; and

BE IT FURTHER RESOLVED, that the Amendment 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 29th day of September, 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 10-90
Date Passed 09/29/10

ATTACHMENT "A"

**Amendment To
Communication and Marketing Services Agreement Between
Central Texas Regional Mobility Authority
And
TexHahn Media, Inc., d/b/a Hahn, Texas**

This Amendment ("Amendment") to the Agreement by and between the Central Texas Regional Mobility Authority ("CTRMA") and TexHahn Media, Inc., d/b/a Hahn, Texas, successor in interest to Kerry Tate Communications, Inc., d/b/a TateAustin (the "Contractor") is made effective as of _____, 2010, and is for the purpose of amending Appendix B of the Agreement, such Agreement being originally dated effective September 1, 2007 (the "Agreement").

Under Appendix B Compensation the total amended contract amount of \$975,000 is increased by \$350,000. The amended language shall read as follows:

The total amount of this Agreement shall not exceed \$1,325,000.

By their signatures below, the parties to the Agreement evidence their agreement to the provisions set forth in this Amendment. Except as specifically provided in this Amendment, all other provisions of the Agreement are hereby acknowledged and confirmed as set forth in the original Agreement.

This Amendment is made effective as of _____, 2010 for all purposes.

CENTRAL TEXAS REGIONAL
REGIONAL MOBILITY AUTHORITY

TEXHAHN MEDIA, INC.
(d/b/a HAHN, TEXAS)
(Successor in interest to:
KERRY TATE
COMMUNICATIONS, INC.)

Mike Heiligenstein, Executive Director

Date: _____

By: _____

Name: _____

Title: _____

Date: _____

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

RESOLUTION NO. 10-91

**Authorizing Supplement No. 3 to Work Authorization No. 8
with URS Corporation for the Manor Expressway Toll Development Project
Investment Grade Traffic and Toll Revenue Engineering Services**

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 Manor Expressway Tollway Project (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, in Resolution No. 10-39, dated April 28, 2010, the CTRMA Board of Directors authorized the Executive Director to execute a Supplement No. 2 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. 3 to Work Authorization No. 8 is necessary 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 authorizes the Executive Director to finalize and execute a Supplement No. 3 to Work Authorization No. 8 with URS Corporation in the form or substantially the same form set forth in Attachment "A" to this Resolution, provided that any work commenced under the Supplement No. 3 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 29th day of September, 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 10-91
Date Passed 09/29/10

ATTACHMENT "A"
TO
RESOLUTION 10-91
Supplement No. 3 to URS Work Authorization No. 8

ATTACHMENT C

C-2

SUPPLEMENTAL WORK AUTHORIZATION NO. 3
TO WORK AUTHORIZATION NO. 8
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. 8 (Manor Expressway [US 290E] Toll Development Project Investment Grade Traffic and Toll Revenue Engineering Services), original signed on July 31, 2008 and previously amended on October 28, 2009 and May 6, 2010, are hereby amended as follows:

The scope of services, schedule and estimated cost for this supplemental work authorization (SWA) are attached and made a part of this SWA.

The expiration date of Work Authorization Number 8 will extend from 31 December 2010 to 30 June 2011.

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. 8 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

A. H. Arredondo III
(Signature)
Antonio H. Arredondo III
(Printed Name)
Vice President
(Title)
9-29-10
(Date)

Mike Heiligenstein
(Signature)

Mike Heiligenstein

Executive Director
9-29-10
(Date)

**URS CORPORATION
SCOPE OF SERVICES FOR
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY (CTRMA)
September 22, 2010**

**SUPPLEMENTAL No. 3 to WORK AUTHORIZATION No. 8
MANOR EXPRESSWAY (US 290E) TOLL DEVELOPMENT PROJECT
INVESTMENT GRADE TRAFFIC AND TOLL REVENUE ENGINEERING SERVICES**

The Traffic and Toll Revenue Engineering Services described herein are to be provided by URS Corporation (URS) to the Central Texas Regional Mobility Authority (CTRMA) to update the Manor Expressway (US 290E) Investment Grade Traffic and Toll Revenue (T&R) Study. The main purpose of this study update is to incorporate the recently adopted Capital Area Metropolitan Planning Organization (CAMPO) Mobility Plan 2035. This study also includes independent economic review, latest traffic counts, updated project configuration and assumptions, as well as, sensitivity and risk analysis of forecasted toll revenue for the proposed Manor Expressway Toll Road. In addition, URS staff will provide technical support to CTRMA in dealing with the Transportation Infrastructure Finance and Innovation Act (TIFIA) program, 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 seven (7) principal tasks that encompass the investment grade study update and provide project financing support for the proposed Manor Expressway Toll Road Expressway (US 290E) Toll Road. This analysis is for an update, compatible with the CAMPO Mobility Plan 2035, to the existing analysis completed in August 2010. Included in this comprehensive work program are the following tasks:

- Task 1: Project Management/Quality Assurance (QA)**
- Task 2: CAMPO Mobility Plan 2035 Update**
- Task 3: Traffic and Toll Revenue Study Update**
- Task 4: Sensitivity Analysis Update**
- Task 5: Risk Analysis Update**
- Task 6: Documentation Update**
- Task 7: Project Financing 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/Quality Assurance (QA)

The URS project manager will coordinate and oversee all activities associated with this scope of services. Specific activities include participation at project coordination meetings with CTRMA, PBS&J, and other project team members. URS will hold a project kick-off meeting and monthly progress meetings, coordination of individual work tasks, development of progress reports and invoices, and coordination and implementation of URS QA procedures to include internal independent technical reviews. In addition, the URS project manager will coordinate with subconsultants as needed throughout the project.

Task 2: CAMPO Mobility Plan 2035 Update

The 2035 Regional Transportation Plan (also known as "Mobility Plan 2035") was adopted with modifications by the CAMPO Transportation Policy Board on May 24, 2010. The model data were made available to the public in August 2010. The existing Manor Expressway T&R Study was based on the CAMPO Mobility Plan 2030. Therefore, a set of project data updates is needed in order to bring the T&R Study to date and be compatible with the Mobility Plan 2035, specifically with the economic growth patterns and future transportation system development.

Task 2 will include three subtasks as described below:

Task 2.1: Demographic Data Update

The previous Manor Expressway T&R Study included a comprehensive demographic data review for model development. In this study, the demographic data review will be updated and the base line data from the Mobility Plan 2035 will be used.

For this task, URS has retained the services of Alliance Transportation Group (ATG) to assess the Mobility Plan 2035 demographic forecasts and previously revised forecasts. ATG recently served as a consultant in this capacity for CTRMA on the 183A Phase II and Manor Expressway T&R Studies. The demographic forecasts data have been kept consistent between both studies. The socioeconomic review that occurred in the existing Investment Grade studies will be updated to reflect the Mobility Plan 2035 and the current understanding of the demographics in the area surrounding the proposed project corridor. ATG's scope and fee for this update are also attached. ATG will issue a technical memorandum which describes the work performed in Task 2.1 and documents the results.

URS will review the socioeconomic data in the study area and the region to verify the ATG results are reasonable. The verification will include a comparison to the latest forecast and other data sets developed by CAMPO, the US Census Bureau, and the Texas State Data Center. The verification process will include

the development of data comparison tables and thematic maps created using GIS software. The verification process will also allow for the identification of geographic areas where significant changes in growth have occurred for the last two (2) 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 year (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, 2015, 2025, and 2035. Forecasts for intervening years (2013, 2017, and 2018) will be interpolated from the model forecast periods.

Task 2.2: Model Network and TAZ Update

The CAMPO Mobility Plan 2035 extends its coverage from three counties (Travis, Williamson, and Hays) to five counties (added Bastrop and Caldwell). Since the influence of the two added counties is marginal, this T&R study update would not fully replace the current toll model data with the CAMPO five-county model data. Instead, URS will compare and make necessary modifications to the toll study model data while maintaining the consistency with the new CAMPO data. This subtask includes the following updates:

- Compare and update the current toll model roadway network according to Mobility Plan 2035;
- Compare current toll model TAZ data to Mobility Plan 2035's; and
- Develop equivalent tables between current TAZ data and Mobility Plan 2035 TAZs in Travis, Williamson, and Hays Counties.

Task 2.3: Traffic Data Collection and Update

The current Manor Expressway T&R Study is based on the toll model calibrated with 2008 data. To update the study and to meet CTRMA's bond sale schedule in spring 2011, a data collection effort is proposed for this study update. This data collection and comparison is to ensure the calibrated model can reasonably represent the latest traffic conditions around the study area and therefore is defensible in support of an Investment Grade Study. This is a limited data collection effort along the proposed corridor. URS will adjust the data collected based on TxDOT seasonal factors and traffic count experience of Austin area toll roads, including SH 130, SH 45N, Loop 1 North, and US 183A. Comparing the adjusted 2010 traffic counts to the traffic counts collected in 2008 will provide an indication of growth in traffic volumes since 2008. This information is the minimum required to review the previous traffic model calibration. The following describes the traffic data collection effort:

- Traffic counts will be collected at approximately 58 locations along 6 screenlines of the US 290E for a 3-day period; and
- Classification counts will be collected at approximately 8 locations along US 290E for a 7-day period.

For this task, URS has retained the services of GRAM Traffic Counting, Inc. Their scope and fee is also attached. URS will direct GRAM's work and verify the traffic count data results are reasonable and consistent. Data collected will be summarized and correlated with the roadway network in the travel demand model to review and update model calibration.

In addition, the TxDOT 2009 Traffic Counts will be used to update the system-wide traffic model calibration.

Task 2.4: Traffic Model Calibration Update

Utilizing existing traffic count data and the additional data collected under Task 2.3, URS will update the 2008 model calibration of the toll diversion model. This calibration update will be based on existing data sources and results of traffic data collection effort. The objective of the calibration update in this task will be to ensure the traffic model replicates the current traffic flows specifically in the vicinity of the US 290E corridor. This model calibration update will also include specific analysis related to trips by vehicle type (passenger car and truck), as well as, specific travel patterns that would utilize the US 290E corridor. In addition, as part of this task URS will analyze initial estimates of toll constraint and elasticity of variables. The overall regional model calibration year will remain 2008 and the trip tables will be based on the 2008 population and employment estimates provided by ATG. However, the 2009 system-wide traffic data will be reviewed and compared to the model results. Within the corridor study area, URS will update the 2008 model validation with the 2010 traffic counts.

Task 3: Traffic and Toll Revenue Study Update

In this task, URS will review previous T&R study results and conduct an update which is compatible with the Mobility Plan 2035 and based on the updated model data from Task 2. Task 3 will include three subtasks as described below:

Task 3.1: Corridor Scenario Preparation

URS has developed a traffic and toll revenue forecasting model for the Manor Expressway project based on the latest configuration of Segments 1/1A, 2, and 3. In anticipation of new project scenarios with different cross-section designs and configurations, URS will prepare for a comparative analysis the modeling sets for up to three (3) project scenarios. 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 Texas Turnpike Authority (TTA).

Task 3.2: Toll Rate Schedule and Revenue Estimation Assumption Update

The Manor Expressway toll rate schedule has been established from previous analysis. Based on the proposed scenarios, toll gantry's influence distances will be measured and the 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. In addition, 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 forty (40) years from its anticipated opening year of 2013. 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.

URS will obtain the anticipated toll plans and rates for all the relevant projects that are anticipated to operate as toll 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 recently completed 183A Phase II T&R study by Stantec, as appropriate. These assumptions include but are not limited to:

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

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

Task 3.3: Traffic and Toll Revenue Estimation Update

URS will use the calibrated toll diversion model to estimate volumes for the Manor Expressway project for various scenarios for specific model years, incorporating the revised socioeconomic data and the updated roadway network reflecting information gained in Tasks 3.1 and 3.2. 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 and truck) and by payment type (ETC and Video). Traffic and Toll Revenue Estimates will be provided in tabular form for the proposed project scenarios defined during Task 3.1.

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 (1) final configuration as the base case. The final configuration will be included in the final report.

Task 4: Sensitivity Analysis Update

In this task, URS will conduct and update a comprehensive toll sensitivity analysis to evaluate the impact of key model variable changes to the revenue return of this project. Task 4 will include two subtasks as described below:

Task 4.1: Update and Run Travel Demand Model

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

- Travel Demand Variables
 - Socioeconomic
 - Employment
 - Population
 - Household income
 - Economic
 - Value of time (base and escalation rate)
 - Truck demand
- Transportation Supply Side Variables
 - Network alternatives
 - Build new facilities
 - No-build of new facilities
 - Specific configurations
- Operational Factors
 - Toll rate and escalation
 - Violation and evasion
 - TxTag transponder penetration

URS will utilize the Investment Grade travel demand model, which is updated in Tasks 2 and 3. The model will also be updated to reflect the variables defined above. The model will be run for the anticipated opening year (2013) and horizon years (2015, 2025, and 2035). Results between model years will be developed using interpolation. Results beyond the horizon year (2035) will be

developed using extrapolation. The total number of forecasts will be for forty (40) years.

Task 4.2: Develop Toll Sensitivity Curves

Based on the traffic and toll revenue results generated in Task 3, URS will develop and graphically depict the toll sensitivity curves for each tested variable. These curves will synthesize the performance response of each variable and facilitate selection of parameter values for any future analysis.

Task 5: Risk Analysis Update

The toll sensitivity analysis conducted in Task 4 provides 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 4. The histograms will identify the upper and lower bound probability points for each variable.

Task 6: Documentation Update

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

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

In summary, URS will prepare other technical memorandums, as described in Tasks 2.1, 3.2, 3.3, and 7.2.

Task 7: Project Financing Support

In this task, URS will provide sufficient support, in its T&R consultant capacity, to help CTRMA fund the Manor Expressway toll project. Task 7 will include four subtasks as described below:

Task 7.1: 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 for Manor Expressway (URS) and 183A Phase II (Stantec).

Task 7.2: Additional Sensitivity Analysis

The sensitivity and risk analysis conducted in Tasks 4 and 5 address inherent uncertainties in the travel demand model input variables. The output of these two (2) 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 Manor Expressway toll road may request CTRMA to conduct additional sensitivity analysis 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 four (4) additional runs of the travel demand model to respond to requests for additional sensitivity analysis.

URS shall submit a technical memorandum summarizing the additional sensitivity analysis to CTRMA.

Task 7.3: 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 and preparation of presentation materials (presentation boards, PowerPoint slides, handouts, etc.).

Activities to be completed as part of subtask 7.3 include:

- Attendance at a total of five (5) meetings (anticipated two (2) in Austin, two (2) in New York City, and one (1) in Washington, DC) for up to four (4) URS staff. URS will scope and budget these additional meetings and presentations, should they be required;
- 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 document sections related to T&R study (estimated 20 hours); and
- Review of disclosure documents (estimated 8 hours).

Task 7.4: Project Close-Out

In the project close-out stage, URS will address any outstanding project related issues and archive project documentation and data. This task will also include finalizing the project invoice and completing project feedback surveys. It is anticipated that the project will be closed out by June 30, 2011.

Project Schedule

Manor Expressway Investment Grade T&R Study Update												
Task #	Description	Sep-10	Oct-10	Nov-10	Dec-10	Jan-11	Feb-11	Mar-11	Apr-11	May-11	Jun-11	Jul-11
1	Project Management/Quality Assurance											
2	CAMPO Mobility Plan 2035 Update											
	2.1 Demographic Data Update											
	2.2 Model Network and TAZ Update											
	2.3 Traffic Data Collection and Update											
	2.4 Traffic Model Calibration Update											
3	Traffic and Toll Revenue Study Update											
	3.1 Corridor Scenario Preparation											
	3.2 Toll Rate Schedule and Revenue Estimation Assumption Update											
	3.3 Traffic and Toll Revenue Estimation Update											
4	Sensitivity Analysis Update											
	4.1 Update and Run Travel Demand Model											
	4.2 Develop Sensitivity Curves											
5	Risk Analysis Update											
6	Documentation Update											
7	Project Financing Support											
	7.1 Joint Report for Official Statement with Stantec											
	7.2 Additional Sensitivity Analysis											
	7.3 Meeting Support											
	7.4 Project Close-Out											

Note: CTRMA Notice to Proceed for preliminary tasks was issued on September 9, 2010.

 Draft T&R Report

 Joint T&R Report with Stantec

Work Authorization No #8 Sup #3: Manor Expressway(US 290E) Investment Grade Study Update, Demographic Review, Toll Sensitivity and Risk Analysis Update, and Financing Support Budget

Task	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	8	32	8	24						20	92	\$ 15,200
Task 2	4	8	4	16	8		16	40			112	\$ 11,756
2.1 Demographic Data Update				8	4		32	40			84	\$ 7,340
2.2 Model Network and TAZ Update				8	4		24	24			60	\$ 5,398
2.3 Traffic Data Collection and Update				32	24		40	64			160	\$ 15,503
2.4 Traffic Model Calibration Update				8	8		32	40			88	\$ 7,773
2.5 Traffic and Toll Revenue Study Update				16	8		24	24			72	\$ 6,962
3.1 Corridor Scenario Preparation				32	24		80	64			208	\$ 20,211
3.2 Toll Rate Schedule and Revenue Estimation Assumption Update				16	8		24	24			72	\$ 6,962
3.3 Traffic and Toll Revenue Estimation Update				16	4		8	8			44	\$ 5,664
3.4 Sensitivity Analysis Update				24	8		16	16			64	\$ 6,705
4.1 Update and Run Travel Demand Model				36	16		24	32			188	\$ 24,273
4.2 Develop Sensitivity Curves				16	8		8	8			44	\$ 5,664
Risk Analysis Update				16	8		8	8			44	\$ 5,664
Documentation Update				16	8		8	8			44	\$ 5,664
Project Financing Support				16	8		8	8			44	\$ 5,664
7.1 Joint Report for Official Statement with Stantec				20	8		16	16			64	\$ 7,095
7.2 Additional Sensitivity Analysis				32	16		24	32			104	\$ 18,828
7.3 Meeting Support				8	8		8	8			36	\$ 5,352
7.4 Project Close-Out										4	4	\$ 5,352
Hours Subtotal	60	112	64	312	148	24	336	368	96	24	1544	
Direct Labor Cost	\$ 106,28	\$ 81,12	\$ 63,84	\$ 56,12	\$ 42,92	\$ 58,40	\$ 32,92	\$ 30,48	\$ 25,00	\$ 28,40		
Multipier	2.52	2.52	2.52	2.52	2.52	2.52	2.52	2.52	2.52	2.52		
Average Billing Rate	\$ 267.83	\$ 204.42	\$ 211.28	\$ 141.42	\$ 108.16	\$ 147.17	\$ 76.81	\$ 82.96	\$ 63.00	\$ 71.57		
Loaded Cost	\$ 16,069.54	\$ 22,896.31	\$ 13,521.72	\$ 44,123.79	\$ 16,007.44	\$ 3,532.03	\$ 25,808.03	\$ 30,528.69	\$ 6,048.00	\$ 1,717.63	\$ 180,252.17	\$ 180,252.17
Labor Subtotal (rounded)											\$ 180,000	\$ 180,000
Other Direct Costs (ODC)												
Audire - \$600 per trip												
Austin (2 trips x 2 people)												\$ 2,400
NY (2 trips x 4 people)												\$ 4,800
DC (1 trip x 4 people)												\$ 2,400
Meals - \$75 per day												
Austin (2 trips x 2 days x 2 people)												\$ 600
NY (2 trips x 2 day x 4 people)												\$ 1,200
DC (1 trips x 2 day x 4 people)												\$ 600
Hotel												
Austin Hotel (\$125/night x 2 nights x 2 people)												\$ 500
NY Hotel (200/night x 2 nights x 4 people)												\$ 1,600
DC Hotel (200/night x 1 nights x 4 people)												\$ 800
Car Rental (5 trips x 2 days x \$75/day)												\$ 750
Gasoline (5 trips x 2 days x \$25/day)												\$ 250
Travel Expense subtotal												\$ 15,900
Reproduction												\$ 700
Other (FedEx, conference call)												\$ 350
Direct Expense subtotal												\$ 16,950
Total URS Costs												\$ 196,950
Sub-Contractor												\$ 26,450
Gram Traffic Counting, Inc.												\$ 71,600
Alliance Transportation Group Inc.												\$ 295,000
Total WA No. # B Sup#3 Costs												\$ 295,000

URS CORPORATION
SUPPLEMENTAL WORK AUTHORIZATION NO. 3 TO WORK AUTHORIZATION NO. 8
CONTRACT FOR ENGINEERING SERVICES FOR CTRMA

Appendix

Subcontractors' Scope of Work and Fee Estimation

SCOPE OF WORK
MANOR EXPRESSWAY (US 290E) INVESTMENT GRADE STUDY
ASSESSMENT AND ADJUSTMENT OF POPULATION AND EMPLOYMENT
FORECASTS FOR STUDY AREA TRAFFIC SERIAL ZONES

Alliance Transportation Group, Inc.

The Central Texas Regional Mobility Authority (CTRMA) is presently considering the addition of tolled express lanes within the existing right-of-way of Manor Expressway (US 290E). As part of this effort, the CTRMA has requested that the URS Corporation (CLIENT) prepare a scope of work for completing an Investment Grade Study of the proposed toll lanes. Investment Grade Studies determine the financial feasibility of toll roads by forecasting future traffic levels and estimating potential revenues. Traffic engineers forecast these revenues using sophisticated models that require estimates of current population and employment, as well as forecasts of future growth. Rather than producing these forecasts themselves, traffic engineers often rely upon figures created by local Metropolitan Planning Organizations (MPOs). These forecasts, however, often need assessment and adjustment so that they more accurately reflect anticipated population and employment growth. In the case of the Austin, Texas metropolitan area, the Capital Area Metropolitan Planning Organization (CAMPO) produces the region's population and employment forecasts at the Traffic Serial Zone (TSZ) level. Alliance Transportation Group, Inc. (CONSULTANT) has been requested to prepare a scope of work to assess the reasonableness of CAMPO's Mobility Plan 2035 population and employment forecasts at the TSZ level for the Manor Expressway study area and, if the forecasts are judged to be unreasonable, to adjust them to more appropriate figures.

Proposed Work

To assess and adjust the TSZ forecasts in the Manor Expressway (US 290E) study area, the proposed work plan would consist of the eight tasks outlined below:

Task 1 Data Assembly

The CONSULTANT will obtain the adopted CAMPO Mobility Plan 2035 TSZ demographic base year and forecast year data for use in this effort. In addition the CONSULTANT will assemble, as needed to support the demographic review, additional available data and review recent literature that summarizes demographic and economic changes to Travis County, the Austin metropolitan area, and, in particular, changes within the Manor Expressway study area. The data will be used to identify recent population and employment development trends and prospects for future growth. This data will be collected from the following sources:

- U.S. Census Bureau
- Texas State Data Center
- Texas Workforce Commission
- Texas Water Development Board
- Texas Comptroller of Public Accounts office
- Capital Area Metropolitan Planning Organization
- City of Austin
- City of Manor

- City of Pflugerville
- Travis County
- *Austin-American Statesman*
- *Austin Business Journal*
- Any other relevant source.

The CONSULTANT will also collect maps from the various municipalities in the study area showing zoning, water and wastewater infrastructure, sensitive environmental features, etc. The CONSULTANT will acquire recent digital orthoimagery of the study area.

Task 2 Field Surveys

The CONSULTANT will conduct limited field surveys of the entire Manor Expressway study area to supplement recent work in order to discern recent development patterns. Areas of growth and change will be mapped for use during the study area assessment.

Task 3 Interview Local Officials

The CONSULTANT will conduct limited interviews of local officials who represent local public entities, such as planning or permitting departments, with jurisdictions in the Manor Expressway study area to update recently completed work. Public entities that will be contacted include: City of Austin; City of Manor; City of Pflugerville; Travis County; and others, as determined appropriate.

Task 4 Review and Adjust Baseline Population and Employment at the TSZ level

The CONSULTANT will reassess the county and regional control totals for the Austin area for the baseline year analysis. The CONSULTANT will review the adopted CAMPO Mobility Plan 2035 TSZ base year demographic data and, if necessary, adjust the baseline population and employment estimates at the county and TSZ level to a new baseline year for use in analysis of the Manor Expressway corridor.

Task 5 Assess and Rescale TSZ Population and Employment Forecasts

The CONSULTANT will review and reassess the county and regional control totals for the Austin area for the forecast year analysis. The CONSULTANT will conduct a limited assessment of the recently developed population and employment forecasts in the Manor Expressway toll road study area at the county and TSZ levels for up to three forecast years. To determine if the recently completed forecasts are consistent with the new baseline. The CONSULTANT will then rescale the forecasts based on the adjustments made to control totals and baseline demographic and employment data. If intermediate forecasts periods are required, these figures will be developed by interpolating between the existing forecast periods.

Task 6 Prepare Final Report Documenting the Manor Expressway TSZ Assessment and Adjustment

The CONSULTANT will prepare a report, in the form of a technical memorandum, which reviews recent and anticipated growth trends and patterns for the Austin metropolitan area. The report will also document the methodology used for assessing and adjusting the forecasts at the

TSZ level and the results of this effort. Final population and employment forecasts will be provided as an electronic spreadsheet file.

Task 7 Quality Assurance / Quality Control

CONSULTANT senior managers will conduct QA/QC review of all interim and final products.

Task 8 Project Management and Administration

The CONSULTANT will manage and coordinate all tasks related to this project and will coordinate activities with the CLIENT. CONSULTANT will prepare and submit monthly progress reports and invoices.

Assumptions

- The proposed Investment Grade Study for Manor Expressway will be based upon the CAMPO Mobility Plan 2035 demographic and employment estimates and forecasts.
- The scope of work does not include a detailed assessment of population and employment estimates or forecasts outside of the project study area. However, the study will incorporate past adjustments to TSZs outside of the study area that were made during other recent traffic and revenue studies.
- The proposed budget does not include the cost of splitting any TSZs within the study area. Any additional splitting of zones will require a supplemental agreement.
- The study will not employ econometric or demographic models to create new forecasts or to adjust the existing forecast.
- Although the CONSULTANT will work with CLIENT to maintain a reasonable project schedule, CLIENT recognizes the need for and agrees to provide an adequate amount of time for the CONSULTANT to conduct the review and analysis.
- The work to be performed by the CONSULTANT will not exceed the scope and budget provided in this proposal. If additional services are required, the scope and budget of the additional work will be agreed upon between the CONSULTANT and the CLIENT prior to performing the services.

Exhibit B



US 290E 2010 Demographic Update

Fee Summary

		Alliance 2010 Rates and OH		
Personnel		Hours	Base Rate	Direct Labor
J. Michael Heath, P.E.	Senior Engineer	16	\$ 67.32	\$ 1,077
Michael Bomba, PhD.	Senior Planner	276	\$ 48.39	\$ 13,356
James Harvey, AICP	Planning Director	60	\$ 53.45	\$ 3,207
Gayle L. Heath	Project Administration	24	\$ 26.00	\$ 624
Jack Jones	Senior Planner	4	\$ 37.12	\$ 148
Daniel Rios	Engineering Technician	4	\$ 29.61	\$ 118
Lisa Weston	Senior Planner	48	\$ 40.14	\$ 1,927
Debra Harvey	Senior Planner	88	\$ 26.48	\$ 2,330
Scott Grantham	Planner	92	\$ 17.87	\$ 1,644
Total Hours		612		\$ 24,432
Direct Labor				\$ 24,432
Overhead		159.1%		\$ 38,871
Fee		12.0%		\$ 7,596
Subtotal Burdened Labor				\$ 70,899
Direct Expenses				
	Travel		\$ 375	
	Car Rental		\$ -	
	Per Diem		\$ -	
	Hotel		\$ -	
	Shipping		\$ -	
	Reproduction		\$ 300	
	Maps, Data and Aerial Photography		\$ -	
Subtotal (Direct)				\$ 675
Total				\$ 71,574



Corporate Office

21220 Jakeshill Rd., Bldg. 1
Hutto, TX 78634-5475
info@gramtraffic.com
Ofc: 512-832-8650
Fax: 512-833-6471
Toll Free: 888-315-6141

Houston Office

1506 Festival
Houston, TX 77062
vance@gramtraffic.com
Cell: 832-752-3303

San Antonio Office

6323 Sovereign Drive,
Suite 178
San Antonio, TX 78229
frank@gramtraffic.com
Ofc: 210-348-6067
Fax: 512-833-6471

www.gramtraffic.com

August 27, 2010

John Song, PhD, PE, PTOE
URS Corporation
9400 Amberglen Boulevard
Austin, TX 78729
Email: john_song@urscorp.com
Phone: 512.419.5233 Fax: 512.454.8807

GRAM Traffic Counting Inc. will conduct the following data collection in Austin, TX

Corridor 1

3 day Volume counts – 11 locations

Each location \$350.00 = \$3,850.00

Corridor 2

3 day Volume counts – 14 locations

Each locations \$350.00 = \$4,900.00

Corridor 3

3 day Volume counts – 11 locations

Each location \$350.00 = \$3,850.00

7 day Classification counts – 2 Locations

Each location \$750.00 = \$1,500.00

Corridor 4

3 day Volume counts – 5 locations

Each location \$350.00 = \$1,750.00

7 day Classification counts – 2 Locations

Each location \$750.00 = \$1,500.00

Corridor 5

3 day Volume counts – 5 locations

Each location \$350.00 = \$1,750.00

7 day Classification counts – 2 Locations

Each location \$750.00 = \$1,500.00

Corridor 6

3 day Volume counts – 5 locations

Each location \$350.00 = \$1,750.00

7 day Classification counts – 2 Locations

Each location \$750.00 = \$1,500.00

Individual locations

3 day Volume counts – 7 locations

Each location \$350.00 = \$2,450.00

Mileage =300 Miles @ .50/mile = \$150.00

Project Total = \$26,450.00

SEE ATTACHMENT FOR ALL LOCATIONS

NOTICE: Please provide a fee schedule and/or a copy of your contract that sets out the terms and conditions as it applies to the work GRAM is contracted to complete, if any. If this information is not provided by the agency or firm authorizing the work requested and no other price changes have been authorized by GRAM prior to the signing of this Work Authorization Agreement, said agency or firm agrees to pay the price as quoted and agreed to in this Work Authorization Agreement.

By Authorized Representative:

Printed Name

Date

Signature

2010 TRAFFIC COUNT LOCATIONS - ADT

Loc ID 2010	Major Road	Location	Traffic Count Type
SL #1			
TC 1.1	Dessau Road	south of Sprinkle Cut-off Rd, north of June Dr./Payton Fall Dr. (1500 feet north of E Braker Ln)	3-day ADT
TC 1.2	Parmer Lane	east of Samsung Blvd., west of Yager Ln.	3-day ADT
TC 1.3	Cameron Road	south of Gregg Lane, north of Parmer Lane	3-day ADT
TC 1.4	Gregg Manor Road	west of SH 130 entrance ramp and Hill Lane	3-day ADT
TC 1.5	Fuchs Grove Road	north of Gregg Manor Road, north of Rector Loop	3-day ADT
TC 1.6	Gregg Lane	east of Fuchs Grove, west of FM 973 N	3-day ADT
TC 1.7	FM 973	north of Gregg Lane, south of Schmidt Lane / Sparks Road	3-day ADT
TC 1.8	FM 1100	north of Giese Lane, south of Manda Road	3-day ADT
TC 1.9	County Line Road	north of US 290 E, south of FM 1100	3-day ADT
TC 1.10	IH 35	north of Braker Lane, south of the NB exit ramp (both mainlanes and frontage)	3-day ADT
SL #2			
TC 2.1	51st Street	east of Berkman Dr., west of Old Manor Road	3-day ADT
TC 2.2	Manor Road	north of Old Manor Rd. / Westmister Dr., south of Rogge Lane	3-day ADT
TC 2.3	Springdale Road	north of Rogge Lane, south of Hycreek Dr.	3-day ADT
TC 2.4	Loyola Lane	east of Bridgewater Dr., west of US 183	3-day ADT
TC 2.5	US 183 Mainlane	north of Loyola Lane, south of US 183 entrance / exit ramps	3-day ADT
TC 2.6	Johnny Morris Road	north of Point N Dr., south of Breezy Hill Dr.	3-day ADT
TC 2.7	FM 3177	north of Valleyfield Dr., south of Daffin Lane	3-day ADT
TC 2.8	Bloor Road	east of Blue Bluff Road, west of SH 130	3-day ADT
TC 2.9	FM 973	south of Murchison Street, north of SH 130	3-day ADT
TC 2.10	Blake Manor Road	south of Braker Hills Dr, north of Briacreek Loop	3-day ADT
TC 2.11	Bitling School Road	south of Littig Road, north of Hog Eye Road	3-day ADT
TC 2.12	IH 35	south of 51st Street (both mainlanes and frontage)	3-day ADT
SL #3			
TC 3.1	Ferguson Lane	east of Wall St., west of Sprinkle Road	3-day ADT
TC 3.2	US 290E	east of Cross Park Dr., west of Tuscany Way	7-day ADT
TC 3.3	US 183 (mainlane and frontage)	north of Manor Road, south of US 183 NB entrance ramp to US 290 E	3-day ADT
TC 3.4	Manor Road	east of Northeast Dr., west of Springdale Road	3-day ADT
TC 3.5	51st Street	east of Old Manor Road, west of Manor Road	3-day ADT
TC 3.6	Manor Road	north of Creekwood Rd and south of E 51st Street	3-day ADT
TC 3.7	FM 969 (MLK)	east of E.M. Franklin Ave., west of Deloney St.	3-day ADT
TC 3.8	Airport Boulevard	between north of 12th Street and approximately south of E 16th Street	3-day ADT
TC 3.9	12th Street	east of Hargrave St, west of Harvey St.	3-day ADT
SL #4			
TC 4.1	FM 734 (Parmer Lane)	east of Harris Ranch Parkway, west of Boyces Lane	3-day ADT
TC 4.2	Blue Goose Road	east of Cameron Road, west of Giles lane	3-day ADT
TC 4.3	US 290E	east of Chimney Hill Blvd., west of Johnny Morris Road / Giles Lane	7-day ADT
TC 4.4	Old Manor Road	east of Daffin Lane	3-day ADT
TC 4.5	Loyola Lane	east of Crystalbrook Dr., west of Johnny Morris Road	3-day ADT
TC 4.6	FM 969	east of McBee Dr, west of Johnny Morris Road	3-day ADT
SL #5			
TC 5.1	Gregg Lane / Manor Road	north of Hill Lane / US 290, south of Fuchs Grove Rd	3-day ADT
TC 5.2	US 290E	east of FM 734 / Parmer Lane, west of Gregg Manor Road	7-day ADT
TC 5.3	Old US 20 / W Parsons St	east of Blue Bluff Road, west of Bastrop Street	3-day ADT
TC 5.4	FM 973	north of Decker Lake Road, South of Hog Eye Rd	3-day ADT
TC 5.5	Decker Lake Road	east of Blue Bluff Road, west of FM 973	3-day ADT
TC 5.6	FM 969	east of Blue Bluff Road, west of FM 973	3-day ADT
SL #6			
TC 6.1	FM 1100	east of Giese Lane / (Wells Rd), west of Klaus Lane	3-day ADT
TC 6.2	US 290E	east of Abrahamson Road, west of BakerStreotedt Road	7-day ADT
TC 6.3	Littig Road	east of Parsons Road, west of Jones Road	3-day ADT
TC 6.4	Lockwood Road / Hog Eye Road	east of Parsons Road, west of Jones Road	3-day ADT
TC 6.5	Blake Manor Road	south of Hog Eye Road, north of Burleson Manor Road	3-day ADT
TC 6.6	FM 969	east of Taylor Lane, west of Bulerson Manor Road	3-day ADT
Individuals			
TC 7.1	Springdale Road	north of Commercial Park Dr., south of US 290 E	3-day ADT
TC 7.2	US 290 E Ramp	US 290 E eastbound entrance ramp to SH 130 northbound	3-day ADT
TC 7.3	US 183	south of Cameron Road (both mainlane and frontage)	3-day ADT
TC 7.4	US 290	at Northeast Drive, west of US 183 (both mainlanes and frontage)	3-day ADT
TC 7.5	Parmer Lane	immediately north of US 290	3-day ADT

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

RESOLUTION NO. 10-92

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 August 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 August 2010, attached hereto as Attachment "A."


Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of September, 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 10-92
Date Passed 09/29/10

Attachment A

Financial Report for August, 2010

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

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 8/31/2010	Of Budget	To Date 8/31/2009
Toll Revenue-TxTag-183A	17,000,000	2,657,405	15.63%	2,396,424
Toll Revenue-HCTRA-183A	540,000	112,396	20.81%	89,972
Toll Revenue-NTTA-183A	340,000	65,674	19.32%	55,733
Video Tolls	2,800,000	546,405	19.51%	454,357
Fee Revenue	1,350,000	195,669	14.49%	198,636
Operating Revenue	22,030,000	3,577,550	16.24%	3,195,122
Interest Income	60,000	69,226	115.38%	56,225
Grant Revenue	0	981,750		0
Misc Revenue	6,600	550	8.33%	0
Total Revenue	22,096,600	4,629,075.38	20.95%	3,251,347.52

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 8/31/2010	Of Budget	To Date 8/31/2009
Regular	1,898,467	222,431.37	11.72%	225,128.01
Part Time	14,000	3,226.92	23.05%	0.00
Overtime	4,000	0.00		0.00
Contractual Employees	105,000	16,425.00	15.64%	30,339.31
TCDRS	286,111	31,915.52	11.15%	31,026.64
FICA	97,483	10,546.81	10.82%	10,420.08
FICA MED	28,901	3,135.45	10.85%	3,202.28
Health Insurance	213,300	18,892.82	8.86%	23,964.07
Life Insurance	6,618	800.49	12.10%	760.33
Auto Allowance	9,000	1,147.50	12.75%	1,012.50
Other Benefits	167,144	6,440.36	3.85%	9,788.05
Unemployment Taxes	4,959	0.00		6.11
Salary Reserve	78,719	0.00		0.00
Total Salaries & Wages	2,913,702.00	314,962.24	10.81%	335,647.38

Contractual Services

Professional Services

Accounting	9,800.00	851.01	8.68%	730.58
Auditing	54,000.00	1,552.50	2.88%	5,615.00
General Engineering Consultant	1,600,000.00	-56.42	0.00%	-591.23
General System Consultant	175,000.00	877.87	0.50%	0.00
Image Processing	610,000.00	106,497.27	17.46%	115,045.25
Facility maintenance	90,000.00	0.00		9,712.29
Human Resources	12,000.00	3,423.70	28.53%	84.00
Legal	400,000.00	0.00		658.00
Photography	15,000.00	9,000.00	60.00%	0.00
Total Professional Services	2,965,800.00	122,145.93	4.12%	83,292.08

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 8/31/2010	Of Budget	To Date 8/31/2009
Other Contractual Services				
IT Services	65,000.00	8,681.88	13.36%	5,903.85
Graphic Design Services	13,500.00	0.00		0.00
Website Maintenance	45,000.00	0.00		0.00
Research Services	20,000.00	0.00		0.00
Copy Machine	13,500.00	2,927.84	21.69%	1,126.94
Software licenses	23,000.00	6,652.80	28.93%	6,661.80
ETC system Maintenance	1,288,000.00	0.00		111,313.40
ETC Development	125,000.00	2,107.24	1.69%	0.00
ETC Testing	30,000.00	0.00		0.00
Communications and Marketing	170,000.00	15,139.33	8.91%	12,704.90
Advertising	25,000.00	1,364.00	5.46%	0.00
Direct Mail	5,000.00	0.00		0.00
Video Production	5,000.00	0.00		0.00
Television	5,000.00	0.00		0.00
Radio	20,000.00	0.00		-30.00
Other Public Relations	2,500.00	0.00		0.00
Law Enforcement	245,000.00	0.00		18,336.00
Special Assignments	5,000.00	0.00		0.00
Traffic Management	72,000.00	0.00		0.00
Emergency Maintenance	10,000.00	0.00		0.00
Roadway Maintenance Contract	300,000.00	0.00		925.00
Landscape Maintenance	200,000.00	13,581.30	6.79%	0.00
Signal & Illumination Maintenance	250,000.00	24,165.00	9.67%	54,363.50
Mowing and Litter Control	300,000.00	0.00		0.00
Hazardous Material Cleanup	10,000.00	0.00		0.00
Striping	50,000.00	0.00		0.00
Graffiti Removal	10,000.00	0.00		0.00
Cell Phones	7,500.00	731.54	9.75%	479.18
Local	16,500.00	446.48	2.71%	924.16
Long Distance	750.00	0.00		0.00
Internet	6,600.00	0.00		0.00
Fiber Optic System	63,000.00	0.00		0.00
Other Communication Expense	1,500.00	0.00		0.00
Subscriptions	1,600.00	0.00		0.00
Memberships	22,500.00	2,355.00	10.47%	1,425.00
Continuing Education	3,000.00	0.00		0.00
Professional Development	5,000.00	0.00		0.00
Seminars and Conferences	32,500.00	5,575.00	17.15%	450.00
Staff-Travel	81,500.00	5,258.45	6.45%	535.48
TxTag Collection Fees	1,767,200.00	114,331.21	6.47%	196,311.10
Contractual Contingencies	160,500.00	0.00		0.00
Total Other Contractual Services	5,477,150.00	203,317.07	3.71%	411,430.31
Total Contractual Expenses	8,442,950.00	325,463.00	3.85%	494,722.39

Expenditures	Budget FY 2011	Actual Year To Date 8/31/2010	Percent Of Budget	Actual Year To Date 8/31/2009
Books & Publications	12,800.00	0.00		0.00
Office Supplies Expense	12,000.00	1,325.19	11.04%	-200.00
Computer Supplies Expense	7,500.00	700.00	9.33%	-25.00
Copy Supplies Expense	2,000.00	0.00		0.00
Annual Report Printing	10,000.00	0.00		0.00
Other Printed Reports	20,000.00	0.00		0.00
Direct Mail-printing Expense	5,000.00	0.00		0.00
Office Supplies-printed	1,000.00	899.62	89.96%	0.00
Promotional Items expense	10,000.00	0.00		0.00
Displays	5,000.00	0.00		0.00
Tools & Equipment Expense	1,500.00	0.00		0.00
Misc Materials & Supplies	3,700.00	0.00		2,220.38
Total Materials & Supplies Exp	120,500.00	2,924.81	2.43%	1,995.38

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 8/31/2010	Of Budget	To Date 8/31/2009
Operating Expenses				
Gasoline Expense	3,500.00	0.00		0.00
Mileage Reimbursement	8,250.00	379.05	4.59%	292.01
Toll Tag Expense	4,375.00	32.48	0.74%	8.55
Parking	39,270.00	6,015.32	15.32%	-694.14
Meeting Facilities	1,200.00	250.00	20.83%	0.00
Community Events	5,000.00	0.00		0.00
Meeting Expense	5,400.00	29.35	0.54%	89.10
Public Notices	2,400.00	0.00		0.00
Postage	6,000.00	5.71	0.10%	0.00
Overnight Delivery Services	3,750.00	0.00		0.00
Local Delivery Services	3,650.00	0.00		0.00
Insurance	125,000.00	17,648.82	14.12%	19,121.12
Repair and Maintenance	700.00	0.00		0.00
Repair & Maintenance-Vehicles	2,900.00	0.00		0.00
Repair and Maintenance Toll Equip	15,000.00	0.00		0.00
Rent	212,000.00	31,321.92	14.77%	32,028.68
Water	7,500.00	0.00		0.00
Electricity	121,100.00	830.55	0.69%	1,198.66
Amortization Expense	1,225,000.00	204,935.92	16.73%	203,640.46
Dep Exp- Furniture & Fixtures	19,000.00	3,121.07	16.43%	3,121.09
Dep Expense - Equipment	15,000.00	2,396.28	15.98%	2,396.29
Dep Expense - Autos & Trucks	4,000.00	655.55	16.39%	655.54
Dep Expense-Buildng & Toll Fac	177,000.00	29,426.38	16.63%	29,426.38
Dep Expense-Highways & Bridges	5,000,000.00	827,867.83	16.56%	827,460.07
Dep Expense-Communic Equip	197,000.00	32,741.36	16.62%	32,778.57
Dep Expense-Toll Equipment	465,000.00	76,963.56	16.55%	76,963.56
Dep Expense - Signs	135,000.00	22,211.35	16.45%	22,211.35
Dep Expense-Land Improvemt	52,000.00	8,597.31	16.53%	8,597.31
Depreciation Expense-Computers	410,000.00	1,614.86	0.39%	61,313.69
Other Licenses	250.00	0.00		0.00
Community Initiative Grants	65,000.00	30,000.00	46.15%	0.00
Total Operating Expense	8,331,245.00	1,297,044.67	15.57%	1,320,608.29
Financing Expenses				
Arbitrage Rebate	6,000.00	0.00		0.00
Bond Issuance Expense	620,280.00	49,301.42	7.95%	121,218.20
Loan Fees	12,500.00	0.00		0.00
Bond Issuance Cost	30,000.00	5,000.00	16.67%	5,000.00
Trustee Fees	2,000.00	0.00		0.00
Bank Fees	7,500.00	1,350.41	18.01%	830.13
Interest Expense	11,750,000.00	1,970,737.92	16.77%	2,024,242.60
Contingency	15,000.00	0.00		0.00
Total Financing Expense	12,443,280.00	2,026,389.75	16.29%	2,151,290.93
Other Gains or Loss				
Total Expenses	32,251,677.00	3,966,784.47	12.30%	4,304,264.37
Net Income	-10,155,077.00	662,290.91		-1,052,916.85

Liabilities

Current Liabilities

Accounts Payable	1,896,131.50		1,128,103.06
Overpayments	11,631.01		3,297.48
Interest Payable	3,157,062.92		1,384,974.06
Due to other Funds	184,367.39		76,027.00
Deferred Compensation Payable	2,306.29		0.00
TCDRS Payable	24,545.17		24,019.62
Medical Reimbursement Payable	0.00		(799.16)
Due to State of Texas	604.70		761.98
Total Current Liabilities	5,276,648.98		2,616,384.04

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	205,137.00		205,137.00
Retainage Payable	134,317.16		144,776.71
Tot Sr Lien Rev Bonds Paybl	273,513,432.23		176,422,537.22
Subordinated Lien Bond 2010	45,000,000.00		0.00
TIFIA note 2008	74,959,530.39		71,576,073.03
2009 Regions Build America Bnd	0.00	15,000,000.00	
2009 Region's BAB Discount	0.00	(62,499.99)	
2009 BAB's Payable	0.00		14,937,500.01
2010 BAB's Payable	59,685,000.00		0.00
2009 State Infrastructure loan	32,310,562.58		0.00
Total Long Term Liabilities	485,807,979.36		263,286,023.97
Total Liabilities	491,084,628.34		265,902,408.01

Net Assets Section

Contributed Capital	18,334,845.57		18,334,845.57
Net Assets beginning	37,767,383.47		41,137,451.62
Current Year Operations	662,290.91		(1,052,916.85)
Total Net Assets	38,429,674.38		40,084,534.77

Total Liabilities and Net Assets

547,849,148.30

324,321,788.35

CTRMA INVESTMENT REPORT

	Month Ending 8/31/2010					Rate August 2010
	Balance 7/31/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Trustee TexStar						
183A/290E Project Acct	3,408,659.21			555.04	428,759.40	2,980,454.85
2010 Senior Lien Construction Fund	5,492.38			1.00		5,493.38
2010-1 Sub Lien Projects	869,223.56			158.97		869,382.53
2010 Regions Project Acct	0.00	59,245,050.00		9,064.49		59,254,114.49
General Fund	7,842,662.39			1,050.05	2,742,929.59	5,100,782.85
Trustee Operating Fund	19,991.41	1,449,492.14		57.99	750,000.00	719,541.54
Renewal & Replacement Fund	152,804.23			27.95		152,832.18
TxDOT Grant Fund	7,281,297.71			1,331.62		7,282,629.33
Revenue Fund	620.17			0.11		620.28
Debt Service Reserve Fund 05	4,819,196.96			881.34		4,820,078.30
2010 Senior Lien DSF	2,066.46			0.38		2,066.84
2010 Senior Lien Debt Service Reserve Fund	6,744,568.45			1,233.46		6,745,801.91
2010-2Sub Lien Debt Service Reserve Fund	1,000,708.06			183.01		1,000,891.07
2010-1Sub Lien Debt Service Reserve Fund	2,499,904.45			457.19		2,500,361.64
2010-1 COI Sub Lien	2,751.95			0.50		2,752.45
2010 Senior Lien Capitalized Interest	840.85			0.15		841.00
2010-1 Sub Lien Capitalized Interest	419.31			0.08		419.39
2010-2 Sub Lien Capitalized Interest	126.55			0.02		126.57
	34,651,334.10	60,694,542.14	0.00	15,003.35	3,921,688.99	91,439,190.60
Amount in TexStar Operating Fund	62,681.08	750,000.00		20.74	670,000.00	142,701.82

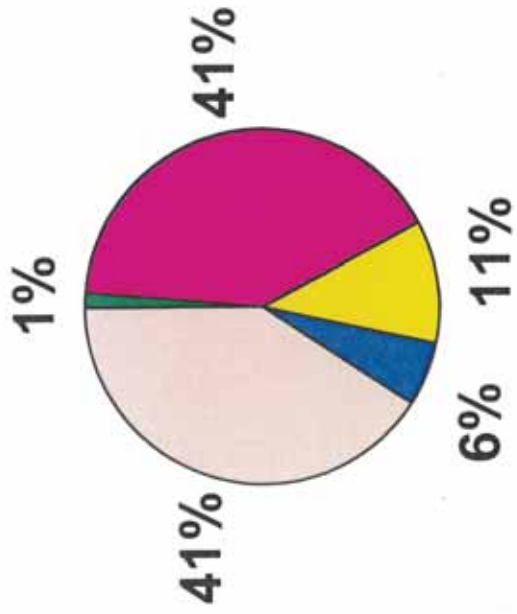
Amount in Trustee TexStar
 183A/290E Project Acct
 2010 Senior Lien Construction Fund
 2010-1 Sub Lien Projects
 2010 Regions Project Acct
 General Fund
 Trustee Operating Fund
 Renewal & Replacement Fund
 TxDOT Grant Fund
 Revenue Fund
 Debt Service Reserve Fund 05
 2010 Senior Lien DSF
 2010 Senior Lien Debt Service Reserve Fund
 2010-2Sub Lien Debt Service Reserve Fund
 2010-1Sub Lien Debt Service Reserve Fund
 2010-1 COI Sub Lien
 2010 Senior Lien Capitalized Interest
 2010-1 Sub Lien Capitalized Interest
 2010-2 Sub Lien Capitalized Interest

Amount in TexStar Operating Fund

CTRMA INVESTMENT REPORT

	Month Ending 8/31/2010						Rate August 2010
	Balance 7/31/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 8/31/2010	
Fidelity Money Market Fund							
Operating Fund	467,642.28	981,846.66		3.20	1,449,492.14	0.00	0.001%
Additional Projects Fund	33.55				33.55	0.00	0.001%
2010-2 183A/290E Project Acct	2.05	428,759.40			428,760.18	1.27	0.001%
2010-1 Sub Lien Project Acct	397,059.00	2,095,584.07		0.49	2,095,584.07	397,059.00	0.001%
2010 Senior Lien Construction Fund	14,457.60			0.11		14,458.09	0.001%
Other Obligations Fund	12,494.60			3.50		12,494.71	0.001%
Debt Service Fund 2005	772,376.69	619,991.88				1,392,372.07	0.001%
2010 Senior DSF	0.00	12.40				12.40	0.001%
Subordinate Lien TIFIA DS Fund	7,880.14			0.07		7,880.21	0.001%
2010-2 Subordinate DSF	2,816.43			0.10		2,816.53	0.001%
2010-2 Subordinate Cap I Fund	0.00	0.00			0.00	0.00	0.001%
2010 CAP I SN lien	0.00	0.00			0.00	0.00	0.001%
2010 Sn Lien DSA	0.00	0.00			0.00	0.00	0.001%
2010-1 Debt Service Fund	0.00	0.00			0.00	0.00	0.001%
2010-1 Subordinate Lien DSF	0.00	0.00			0.00	0.00	0.001%
2010-2 Debt Service Fund	0.00	0.00		0.00	0.00	0.00	0.001%
TxDOT Grant Fund	0.00	0.00			0.00	0.00	0.001%
Renewal and Replacement	2,970.43			42.50		3,012.93	0.001%
2010 Senior Lien Cost of Issuance	505,001.04			4.29		505,005.33	0.001%
Proceeds Fund	0.06				0.06	0.00	0.001%
2010-1 Sub lien supplemental Security	12.34			0.00	12.34	0.00	0.001%
Revenue Fund	12.52					12.52	0.001%
General Fund	763,183.46	1,782,762.86		9.22	1,680,571.92	865,383.62	0.001%
2010 Senior DS Reserve Fund	2,046,073.20	2,859,533.08		14.72	4,789,289.76	116,331.24	0.001%
2010-1 Subordinate DS Reserve Fund	250,000.00			1.37		250,001.37	0.001%
2010-2 Subordinate DS Reserve Fund	75,403.34	17,242.51		1.07		92,646.92	0.001%
Debt Service Reserve Fund 2005	27,526.17	6,846.58		0.39		34,373.14	0.001%
	80,195.82			765.07		80,960.89	0.001%
	5,425,140.72	8,792,579.44	0.00	846.10	10,443,744.02	3,774,822.24	
Amount in Region's MMA SIB Loan	24,065,295.08			4,140.99	2,672,538.89	21,396,897.18	0.003%

Allocation of Funds



- Certificates of Deposit
- Total in Pools
- Total in Money Market
- Total in Fed Agencies
- Bayerische Landesbank GIC
- Bayerische Landesbank GIC

Amount of investments As of August, 31, 2010

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Fannie Mae	3136FMDR2	2,998,500.00	2,998,812.50	3,005,640.00	1.125%	3/30/2010	4/23/2012	TxDOT Grant Fund
Fannie Mae	31398AZY1	5,070,000.00	5,058,988.76	5,028,150.00	1.62%	11/30/2009	11/10/2014	2005 Debt Service Reserve Fund
Fannie Mae	31398AX80	1,004,500.00	1,004,375.00	1,002,810.00	1.45%	7/29/2010	7/26/2013	2005 Debt Service Reserve Fund
Fannie Mae	31398AW32	1,002,500.00	1,002,430.56	1,005,000.00	1.38%	7/19/2010	7/19/2013	2010-1Subordinate DSRF
Federal Home loan Bank	313370CR7	1,000,000.00	1,000,000.00	1,000,310.00	0.25%	7/27/2010	1/27/2010	2010 Sn Lien DSRF
Farm Credit Bank	31331JVW0	1,500,000.00	1,500,000.00	1,501,875.00	1.35%	7/22/2010	7/22/2013	2010 Sn Lien DSRF
		<u>12,575,500.00</u>	<u>12,564,606.82</u>	<u>12,543,785.00</u>				

Agency	CUSIP #	COST	Cummulative		8/31/2010	Book Value	Maturity Value	Interest Income August 2010	
			Amortization	Amortization				Accrued Interest	Amortization
Fannie Mae	3136FMDR2	2,998,500.00	312.50		2,998,812.50	3,000,000.00	2,812.50	62.50	2,875.00
Fannie Mae	31398AZY1	5,070,000.00	(11,011.24)		5,058,988.76	5,000,000.00	13,020.83	(1,179.79)	11,841.04
Fannie Mae	31398AX80	1,004,500.00	125.00		1,004,375.00	1,000,000.00	1,208.33	(125.00)	1,083.33
Fannie Mae	31398AW32	1,002,500.00	69.44		1,002,430.56	1,000,000.00	1,145.83	(69.44)	1,076.39
Federal Home loan Bank	313370CR7	1,000,000.00	0.00		1,000,000.00	1,000,000.00	104.17	0.00	104.17
Farm Credit Bank	31331JVW0	1,500,000.00	0.00		1,500,000.00	1,500,000.00	1,687.50	0.00	1,687.50
		<u>12,575,500.00</u>	<u>(10,504.30)</u>		<u>12,564,606.82</u>	<u>12,500,000.00</u>	<u>19,979.16</u>	<u>(1,311.73)</u>	<u>18,667.43</u>

August 2010 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to		Matures	August 2010 Interest	FUND
			Maturity	Purchased			
Regions Bank	CDRB32454	3,000,000	0.30%	4/5/2010	1/4/2011	\$ 764.38	Debt Service Reserve Fund 05
Regions Bank	CDRB27819	100,000	0.53%	10/14/2009	9/10/2010	\$ 42.47	TxDOT Grant Fund
		<u>3,100,000</u>					
						<u>806.85</u>	

INVESTMENTS by FUND

Balance
August 31, 2010

Renewal & Replacement Fund			TexSTAR	91,581,892.42
TexSTAR	152,832.18		CD's	3,100,000.00
Fidelity	505,005.33		Fidelity	3,774,822.24
Agencies		657,837.51	SIB	21,396,897.18
TxDOT Grant Fund			Agencies	12,564,606.82
TexSTAR	7,282,629.33		Bayerische GIC	91,780,759.63
Fidelity	3,012.93			
CD's	100,000.00			
Agencies	2,998,812.50	10,384,454.76		
Subordinate Lien DS Fund 05				\$ 224,198,978.29
Fidelity	7,880.21	7,880.21		
Debt Service Reserve Fund 05				
TexSTAR	4,820,078.30			
Fidelity	80,960.89			
CD's	3,000,000.00			
Agencies	6,063,363.76	13,964,402.95		
Debt Service Fund 05				
Fidelity	1,392,372.07	1,392,372.07		
2010 Senior Lien DSF				
TexSTAR	2,066.84			
Fidelity	12.40	2,079.24		
Other Obligations Fund				
Fidelity	12,494.71	12,494.71		
Operating Fund				
TexSTAR	142,701.82			
TexSTAR-Trustee	719,541.54			
Fidelity	0.00			
Region's SIB Loan MMA	21,396,897.18	22,259,140.54		
Revenue Fund				
TexSTAR	620.28			
Fidelity	865,383.62	866,003.90		
General Fund				
TexSTAR	5,100,782.85			
Fidelity	116,331.24	5,217,114.09		
2010-1 Sub Lien Cost of Issuance				
TexSTAR	2,752.45	2,752.45		
2010 Senior Lien Capitalized Interest				
TexSTAR	841.00			
Bayerische GIC	8,502,876.31	8,503,717.31		
2010-1 Sub Lien Capitalized Interest				
TexSTAR	419.39			
Bayerische GIC	3,949,227.00	3,949,646.39		
2010-2 Sub Lien Capitalized Interest				
TexSTAR	126.57			
Fidelity	2,816.53			
Bayerische GIC	1,117,501.38	1,120,444.48		
2010-1 Sub BABs subsidy				
Fidelity	12.52	12.52		
2010 Senior Lien Debt Service Reserve Fund				
TexSTAR	6,745,801.91			
Fidelity	250,001.37			
Agencies	2,500,000.00	9,495,803.28		
2010-2Sub Lien Debt Service Reserve Fund				
TexSTAR	1,000,891.07			
Fidelity	34,373.14	1,035,264.21		
2010-1Sub Lien Debt Service Reserve Fund				
TexSTAR	2,500,361.64			
Fidelity	92,646.92			
Agencies	1,002,430.56	3,595,439.12		
2010 Regions BABs Project Account				
TexSTAR	59,254,114.49			
Fidelity		59,254,114.49		
2010-1 Sub Lien Projects Fund				
TexSTAR	869,382.53			
Fidelity	397,059.00			
Bayerische GIC	15,796,755.72	17,063,197.25		
183A/290E Project Acct				
TexSTAR	2,980,454.85			
Fidelity	1.27	2,980,456.12		
2010 Senior Lien Construction Fund				
TexSTAR	5,493.38			
Fidelity	14,458.09			
Bayerische GIC	62,414,399.22	62,434,350.69		
		\$ 224,198,978.29		



Monthly Newsletter - August 2010

Performance

As of August 31, 2010

Current Invested Balance	\$4,898,435,591.73
Weighted Average Maturity (1)	52 Days
Weighted Average Maturity (2)	83 Days
Net Asset Value	1.000142
Total Number of Participants	715
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$1,130,447.67
Management Fee Collected	\$211,285.94
% of Portfolio Invested Beyond 1 Year	3.64%
Standard & Poor's Current Rating	AAAm

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

August Averages

Average Invested Balance	\$5,026,439,570.04
Average Monthly Yield, on a simple basis	0.2153%
Average Weighted Average Maturity (1)*	49 Days
Average Weighted Average Maturity (2)*	81 Days

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

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

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

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

New Participants

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

★ Big Spring ISD

★ City of Fulshear

★ Idalou ISD

Holiday Reminder

Please note that in observance of the Columbus Day holiday, TexSTAR will be closed Monday, October 11, 2010. All ACH transactions initiated on Friday, October 8th will settle on Tuesday, October 12th.

This is an unusual holiday where the investment markets are closed but the banks are open. Please plan accordingly for your liquidity needs.

Economic Commentary

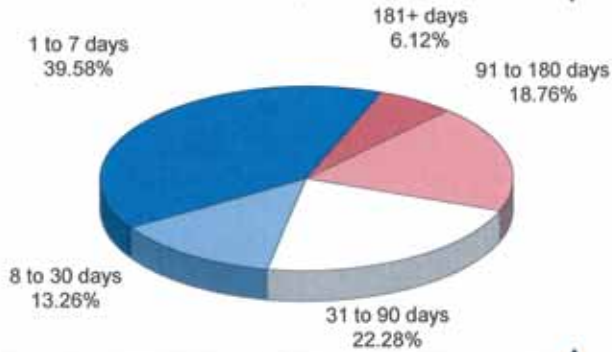
After over two months of continually disappointing U.S. economic data, the negative momentum appears to have begun to abate. Consumer confidence stopped declining and/or increasing in August. Improvement in the savings rate suggests that the rise in incomes at the beginning of this year corresponded to an improvement in household balance sheets. Although a high savings rate detracts from short-term spending, it should ultimately lead to spending in the long run. Labor growth remains anemic but fears of a renewed retrenchment in the labor market are lessening. While private payrolls continue to grow at a slow pace, some of the leading employment indicators such as hours worked and temporary hiring continue to remain resilient. With a record low existing homes sold in July, it has become apparent that the homebuyer tax credit did more to bring forward purchases of homes rather than to stimulate a longer-lasting wave of new purchases. Home affordability measures and current mortgage rates continue to entice buyers and increase interest in mortgage refinancing. However, despite the desire to refinance, credit conditions remain tight and the ability to refinance is limited. With numerous challenges to the U.S. economy, the data that is to be released through the remainder of the third quarter remains fraught with more uncertainty than usual. Central questions that remain include whether or not manufacturing-led strength in equipment and software investment will translate into hiring in the coming months and whether the rise in the savings rate over the past quarter will reduce the headwinds to consumption sufficiently to create strong final demand. It is highly likely that the unemployment gap will remain elevated for several years and that wage growth will remain low. The Fed, in response to the recent declines in investor sentiment and fundamental data, has shifted its approach. Whereas the Fed had been managing expectations by focusing on how it will oversee its balance sheet in a tightening cycle, today the emphasis is on communicating the means by which it can further stimulate the economy. The Fed remains committed to providing further stimulus if necessary, but is currently looking past some of the recent downward distortions in the economic data and is awaiting the stimulative effects of monetary policy to influence consumer sentiment and spending in roughly three to six months.

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

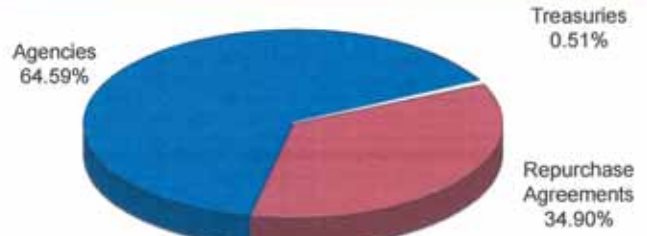
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

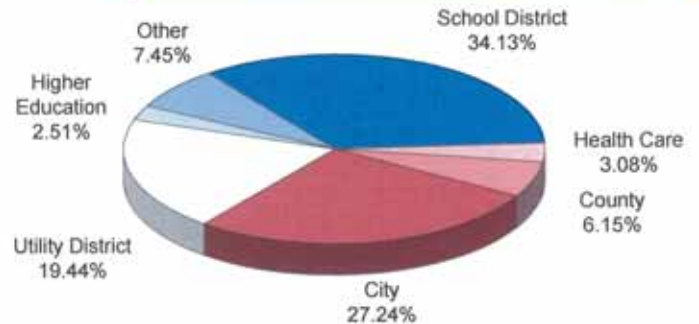
Portfolio by Type of Investment As of August 31, 2010



Distribution of Participants by Type As of August 31, 2010



Portfolio by Maturity As of August 31, 2010



Historical Program Information

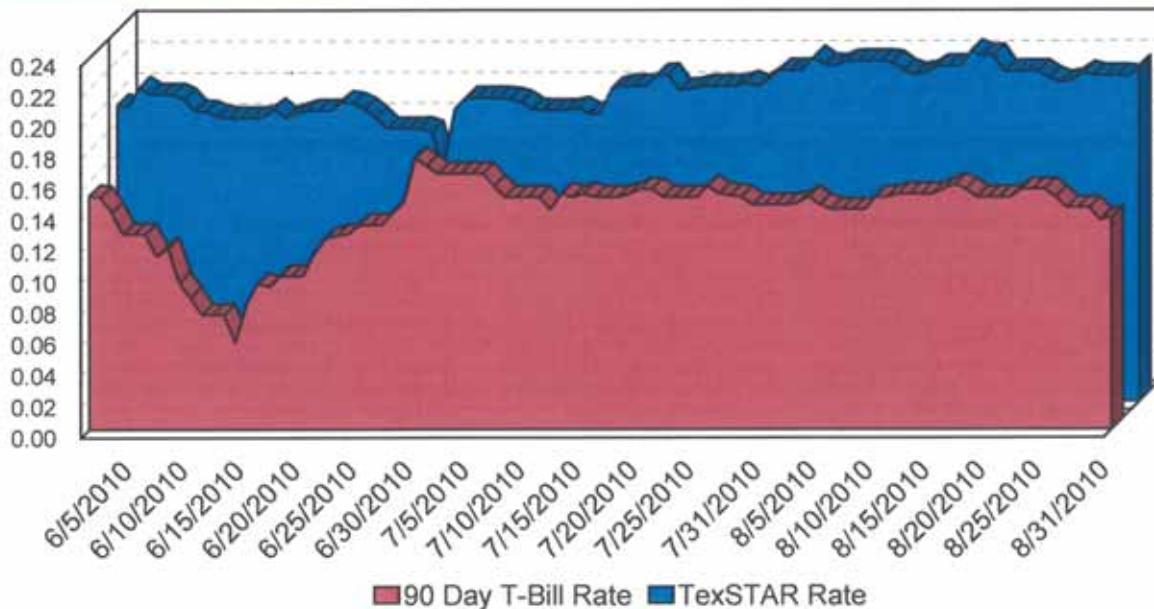
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Aug 10	0.2153%	\$4,898,435,591.73	\$4,899,135,875.31	1.000142	49	81	715
Jul 10	0.1992%	4,973,684,902.13	4,974,288,088.24	1.000117	43	71	712
Jun 10	0.1860%	5,156,538,488.97	5,157,298,475.17	1.000147	44	72	712
May 10	0.1838%	5,182,297,968.35	5,182,789,855.09	1.000094	47	74	711
Apr 10	0.1721%	5,339,490,225.82	5,339,710,431.56	1.000035	51	80	710
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

Portfolio Asset Summary as of August 31, 2010

	Book Value	Market Value
Uninvested Balance	\$ 756.76	\$ 756.76
Accrual of Interest Income	505,833.52	505,833.52
Interest and Management Fees Payable	(1,168,775.51)	(1,168,775.51)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreements	1,710,065,000.00	1,710,065,000.00
Government Securities	3,189,032,776.96	3,189,733,060.54
Total	\$ 4,898,435,591.73	\$ 4,899,135,875.31

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 August 2010

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
8/1/2010	0.2140%	0.000005862	\$4,973,684,902.13	1.000117	47	81
8/2/2010	0.2225%	0.000006096	\$4,994,444,742.21	1.000122	46	80
8/3/2010	0.2174%	0.000005955	\$5,014,848,917.15	1.000119	45	79
8/4/2010	0.2170%	0.000005945	\$5,027,621,847.79	1.000127	47	80
8/5/2010	0.2199%	0.000006024	\$5,025,024,210.83	1.000124	47	81
8/6/2010	0.2200%	0.000006028	\$5,029,962,811.23	1.000106	45	79
8/7/2010	0.2200%	0.000006028	\$5,029,962,811.23	1.000106	45	79
8/8/2010	0.2200%	0.000006028	\$5,029,962,811.23	1.000106	45	79
8/9/2010	0.2191%	0.000006003	\$5,041,057,835.82	1.000107	45	79
8/10/2010	0.2138%	0.000005857	\$5,104,404,406.86	1.000103	45	78
8/11/2010	0.2111%	0.000005783	\$5,093,619,259.74	1.000111	45	77
8/12/2010	0.2125%	0.000005822	\$5,008,003,066.99	1.000123	50	83
8/13/2010	0.2167%	0.000005936	\$4,994,469,801.55	1.000123	49	82
8/14/2010	0.2167%	0.000005936	\$4,994,469,801.55	1.000123	49	82
8/15/2010	0.2167%	0.000005936	\$4,994,469,801.55	1.000123	49	82
8/16/2010	0.2263%	0.000006201	\$4,985,389,406.59	1.000120	48	81
8/17/2010	0.2234%	0.000006120	\$4,994,703,991.61	1.000109	50	82
8/18/2010	0.2236%	0.000006125	\$4,984,119,125.25	1.000120	51	83
8/19/2010	0.2132%	0.000005840	\$5,133,490,071.72	1.000127	49	80
8/20/2010	0.2133%	0.000005845	\$5,094,561,811.22	1.000119	48	79
8/21/2010	0.2133%	0.000005845	\$5,094,561,811.22	1.000119	48	79
8/22/2010	0.2133%	0.000005845	\$5,094,561,811.22	1.000119	48	79
8/23/2010	0.2088%	0.000005721	\$5,065,310,197.98	1.000126	50	81
8/24/2010	0.2059%	0.000005640	\$5,058,593,871.51	1.000136	52	84
8/25/2010	0.2075%	0.000005684	\$5,081,537,228.80	1.000139	51	82
8/26/2010	0.2123%	0.000005817	\$5,047,212,782.48	1.000140	52	83
8/27/2010	0.2105%	0.000005766	\$4,996,940,685.19	1.000148	52	83
8/28/2010	0.2105%	0.000005766	\$4,996,940,685.19	1.000148	52	83
8/29/2010	0.2105%	0.000005766	\$4,996,940,685.19	1.000148	52	83
8/30/2010	0.2097%	0.000005745	\$4,940,319,886.36	1.000151	52	83
8/31/2010	0.2160%	0.000005917	\$4,898,435,591.73	1.000142	52	83
Average	0.2153%	0.000005899	\$5,026,439,570.04		49	81

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



TexSTAR Board Members

<i>William Chapman</i>	<i>Central Texas Regional Mobility Authority</i>	<i>Governing Board President</i>
<i>Nell Lange</i>	<i>City of Frisco</i>	<i>Governing Board Vice President</i>
<i>Melinda Garrett</i>	<i>Houston ISD</i>	<i>Governing Board Treasurer</i>
<i>Michael Bartolotta</i>	<i>First Southwest Company</i>	<i>Governing Board Secretary</i>
<i>Will Williams</i>	<i>JP Morgan Chase</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Hardy Browder</i>	<i>City of Cedar Hill</i>	<i>Advisory Board</i>
<i>Oscar Cardenas</i>	<i>Northside ISD</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>McKinney ISD</i>	<i>Advisory Board</i>
<i>S. Renee Tidwell</i>	<i>Tarrant County</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Becky Brooks</i>	<i>Government Resource Associates, LLC</i>	<i>Advisory Board</i>
<i>Len Santow</i>	<i>Griggs & Santow</i>	<i>Advisory Board</i>



J.P.Morgan
Asset Management