

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

RESOLUTION NO. 11-013

**Authorizing Negotiation and Execution of a Design Build Comprehensive
Development Agreement to Develop The Manor Expressway Project**

WHEREAS, the Central Texas Regional Mobility Authority (the "Authority") is authorized by Texas Transportation Code Section 370.305 to develop projects through the use of a comprehensive development agreement ("CDA"); and

WHEREAS, Section 370.033(f), Texas Transportation Code, as amended, authorizes a regional mobility Authority to develop a project within its boundaries on behalf of the Texas Department of Transportation; and

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

WHEREAS, Subchapter G of the Texas Transportation Code authorizes the Authority to develop the Project through the use of a design/build comprehensive development agreement ("CDA"); and

WHEREAS, the Authority has adopted policies for the procurement of a CDA that conform to state law; and

WHEREAS, in accordance with those procurement policies and state law, by Resolution No. 10-71 approved on July 28, 2010, the Board of Directors identified a list of teams qualified to submit proposals in response to a request for detailed proposals ("RFDP") for the development of the Project through a CDA; and

WHEREAS, in Resolution No. 10-93 approved on October 27, 2010, the Board of Directors approved the RFDP and directed its release to each of the four short-listed teams previously designated; and

WHEREAS, on February 3, 2011, the Authority received responses to the RFDP from the four short-listed teams; and

WHEREAS, the Authority staff and its consultants have carefully reviewed the responses and have evaluated them through a process designed to assure fairness and objectivity in the review and evaluation of the responses; and

WHEREAS, based on the evaluation of the RFDP responses, the Executive Director recommends to the Board that the proposal received from Central Texas Mobility Constructors provides the best value to the Authority; and

WHEREAS, the Executive Director further recommends that staff be authorized to negotiate and finalize a Design/Build Comprehensive Development Agreement with Central Texas Mobility Constructors for development of the Manor Expressway Project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors selects Central Texas Mobility Constructors as the proposer presenting the best value proposal to the Authority for development of the Manor Expressway Project under a Design/Build Comprehensive Development Agreement; and

BE IT FURTHER RESOLVED, that Executive Director is directed to finalize a Design/Build Comprehensive Development Agreement with Central Texas Mobility Constructors for the development of the Manor Expressway Project and to present that final proposed agreement to the Board for its approval.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 23rd day of February, 2011.

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: 11-013
Date Passed: 2/23/11

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

RESOLUTION NO. 11-014

**Authorize Submission of a Proposal to the Texas Department of Transportation
for Improvements to the Intersection of the 183A Turnpike and US 183
Using A Pass-Through Toll Agreement.**

WHEREAS, the Texas Department of Transportation (TxDOT) has issued a call for highway projects to be developed under a pass-through toll agreement, with the requirement that proposals be submitted to TxDOT no later than 3:00 p.m. on Tuesday, March 1, 2011; and

WHEREAS, the original design of the northernmost intersection the 183A Turnpike and US 183 was intended as an interim condition, and TxDOT anticipated further improvements to accommodate development and future traffic projections; and

WHEREAS, based on a preliminary analysis by CTRMA engineering and financial staff, those intersection improvements may be a suitable project for construction under this program.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Executive Director to submit a proposal to the TxDOT pursuant to the Texas Transportation Commission's Minute Order 112526 and the Pass-Through Toll Finance Program Call – 2011 for improvements to the intersection of the 183A Turnpike and US 183; and

BE IT FURTHER RESOLVED, the Executive Director is directed to complete an engineering and financial analysis of the proposed improvements needed at the intersection of the 183A Turnpike and US 183 at the north end of the 183A Turnpike, and if based on this analysis the Executive Director concludes the project warrants further pursuit under a pass-through toll agreement with TxDOT, that recommendation will be brought to the Board of Directors for final approval including the estimated cost of the project as well as the final cost to be borne by the Central Texas Mobility Authority.

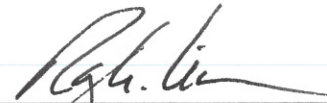
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 23rd day of February, 2011.

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 11-014
Date Passed 2/23/11

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

RESOLUTION NO. 11-015

**Designating Members of the Financing Syndicate
for The Manor Expressway Project.**

WHEREAS, in Resolution No. 03-45, dated September 24, 2003, the Board of Directors designated a pool of firms qualified to provide investment banking services to the Central Texas Regional Mobility Authority (the "Authority"); and

WHEREAS, in Resolution No. 09-79, dated November 18, 2009, the Board of Directors authorized and approved changes to the pool of firms qualified to provide investment banking services to the Authority pursuant to Resolution No. 03-45; and

WHEREAS, the Executive Director and the Authority's financial advisors have recommended firms from the pool of firms qualified to provide services to the Authority to serve as the financing syndicate for the Manor Expressway Project, subject to the approval by the Board as required by Resolution No. 3-45.

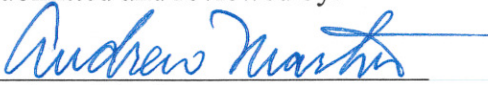
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors designates JPMorgan Securities, Inc., as Senior Manager of the Manor Expressway financing syndicate; and

BE IT FURTHER RESOLVED, that the Board of Directors designates Goldman Sachs & Co. as Co-Senior Manager of the Manor Expressway financing syndicate; and


BE IT FURTHER RESOLVED, that the Board of Directors designates the following firms as co-Co-Managers of the Manor Expressway financing syndicate: Morgan Keegan & Company, Inc.; Bank of America Merrill Lynch; Barclays Capital; Fidelity Capital Markets Services; Siebert, Brandford, Shank & Co., LLC.; Jefferies & Company, Inc.; RBC Capital Markets; Coastal Securities; and Estrada Hinojosa & Company, Inc.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 23rd day of February, 2011.

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: 11-015
Date Passed: 2/23/11

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

RESOLUTION NO. 11-016

Accept Monthly Financial Reports

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 December, 2010, and for January, 2011, and has caused Financial Reports to be prepared for each month which are attached to this resolution as Attachment "A" and Attachment "B," respectively.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Report for December, 2010, and the Financial Report for January, 2011, attached respectively as Attachments "A" and "B" to this resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 23rd day of February, 2011.

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 11-016
Date Passed 2/23/11

Exhibit A

Financial Report for December, 2010 and January 2011

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

RESOLUTION NO. 03-45

WHEREAS, the Central Texas Regional Mobility Authority ("CTRMA") is empowered to procure such services as it deems necessary to assist with its operations and to study, develop, and finance potential transportation projects; and

WHEREAS, investment banking services are essential to the operations of the CTRMA and the financing of authority projects; and

WHEREAS, the Board of Directors directed its staff to issue a Request for Qualifications (RFQ) for firms interested in providing investment banking services to the CTRMA; and

WHEREAS, the staff caused an RFQ to be issued on July 18, 2003; and

WHEREAS, sixteen firms submitted responses to the RFQ; and

WHEREAS, the CTRMA's financial advisor and staff have reviewed the responses and have determined that all of the sixteen responding firms are qualified to be placed in a pool of firms available to provide investment banking services in connection with future CTRMA projects; and

WHEREAS, the CTRMA financial advisor has recommended to the Board of Directors that the following firms be considered as the pool of firms available to draw from for investment banking services for future CTRMA financings and for the provision of other planning and financial services: Bear Stearns & Co., Inc., Citigroup, Loop Capital Markets, L.L.C., JP Morgan Securities, Inc., Estrada Hinojosa & Co., Inc., Siebert, Brandford, Shank & Co., L.L.C., UBS Financial Services, Inc., Morgan Stanley, First Albany Corporation, Southwest Capital Markets, Inc., Lehman Brothers, Goldman Sachs, Southwest Securities, Banc One Capital Markets, Inc., Ramirez & Company, and RBC Dain Rauscher, Inc.; and


WHEREAS, the full Board of Directors concurs with the recommendation of the financial advisor and desires to designate each of the aforementioned firms to be part of the pool of investment banking firms qualified and available to provide investment banking services to the CTRMA.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves of the following firms as comprising a pool of firms available to provide investment banking services to the CTRMA when requested by the authority: Bear Stearns & Co., Inc., Citigroup, Loop Capital Markets, L.L.C., JP Morgan Securities, Inc., Estrada Hinojosa & Co., Inc., Siebert, Brandford, Shank & Co., L.L.C., UBS Financial Services, Inc., Morgan Stanley, First Albany Corporation, Southwest Capital Markets, Inc., Lehman Brothers, Goldman Sachs, Southwest Securities, Banc One Capital Markets, Inc., Ramirez & Company, and RBC Dain Rauscher, Inc.; and

BE IT FURTHER RESOLVED, that any designation of one or more firms from the pool to assist in planning of CTRMA projects and marketing of CTRMA bond issuances shall be subject to the approval of the Board of Directors.

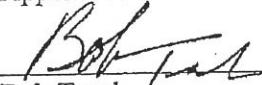
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 24th day of September, 2003.

Submitted and reviewed by:



C. Brian Cassidy
Legal Counsel for the Central
Texas Regional Mobility Authority

Approved:



Bob Tesch
Chairman, Board of Directors
Resolution Number 03-45
Date Passed 9/24/03

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

RESOLUTION NO. 09-79

Procurement of Investment Banking Services

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

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

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

WHEREAS, investment banking services are essential to the operations of the CTRMA and the financing of authority projects; and

WHEREAS, in Resolution No. 03-45, dated September 24, 2003, the CTRMA Board of Directors approved a list of firms available to provide investment banking services to the CTRMA as requested by the CTRMA; and

WHEREAS, in Resolution No. 09-56, dated August 26, 2009, the Board of Directors authorized CTRMA staff and its financial advisors to develop and issue an RFQ in accordance with the Procurement Policies for additional firms interested in providing investment banking services to the CTRMA; and

WHEREAS, CTRMA staff and its financial advisors have received and evaluated the RFQ responses and recommend that the firms listed on Attachment "A" be added to the pool of investment banking firms qualified and available to provide investment banking services to the CTRMA; and

WHEREAS, the investment banking services market has experienced significant changes since the development of the original pool of investment banking firms and it is therefore further recommended that the firms listed on Attachment "B" be deleted from the pool of qualified and available investment banks.

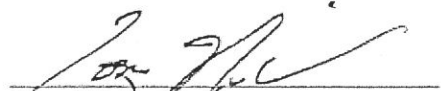
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the CTRMA hereby authorizes and approves the addition of the firms listed on Attachment "A" to the pool of investment banking firms qualified and available to provide investment banking services to the CTRMA and the Executive Director is authorized to negotiate and execute appropriate

agreements with the firms listed on Attachment "A" regarding each respective firm providing investment banking services to the CTRMA; and

BE IT FURTHER RESOLVED, that the investment banking firms listed on Attachment "B" be deleted from the pool of qualified and available investment banks.

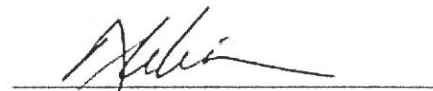
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 18th day of November, 2009.

Submitted and reviewed by:



Tom Nielson
General Counsel for the Central
Texas Regional Mobility Authority

Approved:



Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 09-79
Date Passed 11/18/09

ATTACHMENT "A"

RESOLUTION NO. 09-79

LIST OF NEW APPROVED INVESTMENT BANKING FIRMS

1. BOSC, Inc.
2. Coastal Securities, Inc.
3. Fidelity Investments
4. Jefferies & Company, Inc.
5. Wells Fargo Securities
6. Raymond James & Associates, Inc.
7. Rice Financial Products Company

It is clarified that certain investment banking firms currently on the approved list have been succeeded as follows and will continue to be on the approved list under their successor name:

1. Lehman Brothers is now Barelays Bank
2. Merrill Lynch & Co., Inc. is now Bank America Securities

ATTACHMENT "B"

INVESTMENT BANKS TO BE DELETED FROM CTRMA POOL
OF INVESTMENT BANKERS

1. Bear Stearns & Co., Inc.
2. UBS Financial Services, Inc.
3. First Albany Corporation
4. Banc One Capital Markets, Inc

Exhibit A

Financial Report for December, 2010 and January 2011

Central Texas Regional Mobility Authority
Income Statement
All Operating Departments

Revenue	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 12/31/2010	Of Budget	To Date 12/31/2009
Toll Revenue-TxTag-183A	17,000,000	7,897,714	46.46%	7,192,090
Toll Revenue-HCTRA-183A	540,000	332,585	61.59%	262,728
Toll Revenue-NTTA-183A	340,000	200,009	58.83%	169,996
Video Tolls	2,800,000	1,582,316	56.51%	1,349,868
Fee Revenue	1,350,000	613,650	45.46%	629,959
Total Operating Revenue	22,030,000	10,626,274	48.24%	9,604,641
Interest Income	60,000	134,906	224.84%	158,369
Grant Revenue	0	8,735,301		0
Misc Revenue	6,600	1,283	19.45%	0
Gain/Loss on Disposal of Asset	0	1,000		0.00
Total Revenue	22,096,600	19,498,765	88.24%	9,763,010

Expenditures	Budget	Actual Year	Percent	Actual Year
	FY 2011	To Date 12/31/2010	Of Budget	To Date 12/31/2009
Salary & Wage Expense				
Regular salaries	1,898,467	821,427	43.27%	799,262
Part Time salaries	14,000	5,934	42.39%	0
Overtime	4,000	0		0
Contractual Employees	105,000	28,500	27.14%	-14,373
TCDRS	286,111	117,708	41.14%	108,980
FICA	97,483	26,453	27.14%	23,763
Medicare	28,901	11,553	39.98%	11,343
Health Insurance	213,300	71,274	33.41%	74,489
Life Insurance	6,618	2,955	44.66%	2,674
Auto Allowance	9,000	4,548	50.53%	4,013
Other Benefits	167,144	28,475	17.04%	24,116
Unemployment Taxes	4,959	0		17
Salary Reserve	78,719	0		0
Total Salaries & Wages	2,913,702	1,118,827	38.40%	1,034,284
Contractual Services				
Professional Services				
Accounting	9,800	4,454	45.45%	4,207
Auditing	54,000	42,650	78.98%	43,057
General Engineering Consultant	1,600,000	355,107	22.19%	365,535
General System Consultant	175,000	4,013	2.29%	33,431
Image Processing	610,000	383,857	62.93%	316,278
Facility maintenance	90,000	36,965	41.07%	47,737
HERO	0	452,165		11,664
Human Resources	12,000	14,378	119.82%	954
Legal	400,000	65,584	16.40%	51,383
Photography	15,000	9,000	60.00%	6,348
Total Professional Services	2,965,800	1,368,173	46.13%	887,881

Expenditures	Budget FY 2011	Actual Year To Date 12/31/2010	Percent Of Budget	Actual Year To Date 12/31/2009
Other Contractual Services				
IT Services	65,000	17,250	26.54%	27,593
Graphic Design Services	13,500	803	5.94%	5,500
Website Maintenance	45,000	13,051	29.00%	12,179
Research Services	20,000	26,089	130.45%	0
Copy Machine	13,500	3,912	28.98%	3,602
Software licenses	23,000	7,387	32.12%	7,396
ETC system Maintenance	1,288,000	294,719	22.88%	518,242
ETC Development	125,000	6,747	5.40%	21,278
ETC Testing	30,000	0		26,903
Communications and Marketing	170,000	59,856	35.21%	62,170
Advertising	25,000	17,618	70.47%	3,891
Direct Mail	5,000	0		0
Video Production	5,000	0		1,680
Television	5,000	0		0
Radio	20,000	0		-30
Other Public Relations	2,500	0		0
Law Enforcement	245,000	36,672	14.97%	93,335
Special Assignments	5,000	0		0
Traffic Management	72,000	25,685	35.67%	11,702
Emergency Maintenance	10,000	0		0
Roadway Maintenance Contract	300,000	38,420	12.81%	237,402
Landscape Maintenance	200,000	54,426	27.21%	55,802
Signal & Illumination Maintenance	250,000	82,034	32.81%	96,634
Mowing and Litter Control	300,000	49,051	16.35%	0
Hazardous Material Cleanup	10,000	0		0
Striping	50,000	0		0
Graffiti Removal	10,000	1,900	19.00%	800
Cell Phones	7,500	4,281	57.08%	2,839
Local	16,500	4,288	25.99%	5,123
Long Distance	750	113	15.09%	133
Internet	6,600	1,380	20.90%	1,941
Fiber Optic System	63,000	20,295	32.21%	13,853
Other Communication Expense	1,500	1,040	69.32%	590
Subscriptions	1,600	0		0
Memberships	22,500	5,390	23.96%	2,715
Continuing Education	3,000	150	5.00%	1,350
Professional Development	5,000	0		305
Seminars and Conferences	32,500	7,650	23.54%	7,110
Staff-Travel	81,500	22,053	27.06%	30,408
Other Contractual Svcs	0	153		0
Roadway maintenance contract	0	14,955		0
TxTag Collection Fees	1,767,200	668,017	37.80%	512,904
Contractual Contingencies	160,500	1,039	0.65%	0
Total Other Contractual Services	5,477,150	1,486,424	27.14%	1,765,351
Total Contractual Expenses	8,442,950	2,854,697	33.81%	2,653,232

Expenditures	Budget FY 2011	Actual Year To Date 12/31/2010	Percent Of Budget	Actual Year To Date 12/31/2009
Materials and Supplies				
Books & Publications	12,800	4,488	35.06%	2,718
Office Supplies Expense	12,000	2,851	23.76%	1,217
Computer Supplies Expense	7,500	2,086	27.81%	2,503
Copy Supplies Expense	2,000	506	25.30%	24
Annual Report Printing	10,000	0		0
Other Printed Reports	20,000	381	1.91%	11,517
Direct Mail-printing Expense	5,000	0		0
Office Supplies-printed	1,000	1,246	124.59%	0
Promotional Items expense	10,000	2,163	21.63%	208
Displays	5,000	0		0
Tools & Equipment Expense	1,500	14	0.93%	71
Misc Materials & Supplies	3,700	6	0.16%	2,536
Total Materials & Supplies Exp	120,500	13,741	11.40%	20,793

Expenditures	Budget FY 2011	Actual Year To Date 12/31/2010	Percent Of Budget	Actual Year To Date 12/31/2009
Operating Expenses				
Gasoline Expense	3,500	1,552	44.35%	1,291
Mileage Reimbursement	8,250	1,432	17.35%	2,422
Toll Tag Expense	4,375	1,181	27.00%	1,097
Parking	39,270	19,075	48.57%	12,453
Meeting Facilities	1,200	100	8.33%	0
Community Events	5,000	500	10.00%	500
Meeting Expense	5,400	1,242	23.01%	1,072
Public Notices	2,400	0		268
Postage	6,000	310	5.16%	-422
Overnight Delivery Services	3,750	56	1.51%	2,411
Local Delivery Services	3,650	691	18.93%	882
Insurance	125,000	40,935	32.75%	56,234
Repair and Maintenance	700	0		218
Repair & Maintenance-Vehicles	2,900	529	18.26%	966
Repair and Maintenance Toll Equip	15,000	0		1,030
Rent	212,000	93,816	44.25%	95,733
Water	7,500	2,293	30.57%	1,967
Electricity	121,100	29,335	24.22%	30,956
Community Initiative Grants	65,000	50,750	78.08%	20,000
Other Licenses	250	235	94.00%	235
Non Cash Operating Expenses				
Amortization Expense	1,225,000	614,808	50.19%	610,921
Dep Exp- Furniture & Fixtures	19,000	9,363	49.28%	9,363
Dep Expense - Equipment	15,000	7,189	47.93%	7,189
Dep Expense - Autos & Trucks	4,000	1,967	49.17%	1,967
Dep Expense-Buildng & Toll Fac	177,000	88,279	49.88%	88,279
Dep Expense-Highways & Bridges	5,000,000	2,483,603	49.67%	2,483,196
Dep Expense-Communic Equip	197,000	98,224	49.86%	98,336
Dep Expense-Toll Equipment	465,000	230,891	49.65%	230,891
Dep Expense - Signs	135,000	66,634	49.36%	66,634
Dep Expense-Land Improvemts	52,000	25,792	49.60%	25,792
Depreciation Expense-Computers	410,000	5,194	1.27%	184,395
Total Operating Expense	8,331,245	3,875,977	46.52%	4,036,275
Financing Expenses				
Arbitrage Rebate Expense	6,000	0		2,500
Loan Fees	12,500	11,500	92.00%	11,500
Bond Issuance Cost	30,000	5,000	16.67%	5,000
Trustee Fees	2,000	0		0
Bank Fees	7,500	3,583	47.77%	3,029
Interest Expense	11,750,000	5,909,259	50.29%	6,069,891
Contingency	15,000	0		0
Non Cash Financing Expenses				
Bond Issuance Expense	620,280	147,904	23.84%	363,655
Total Financing Expense	12,443,280	6,077,246	48.84%	6,455,674
Other Gains or Loss				
Total Expenses	32,251,677	13,940,388	43.22%	14,200,159
Net Income	-10,155,077	5,558,376		-4,437,149

Central Texas Regional Mobility Authority

Balance Sheet

As of

December 31, 2010

December 31, 2009

Assets

Current Assets

Cash in Regions Operating Account		146,446		175,070
Cash In TexSTAR	46,754		174,533	
Regions Payroll Account	2,983		2,746	
Restricted cash/cash equivalents				
Fidelity Government MMA	13,917,454		8,926,928	
Restricted Cash-TexStar	80,060,959		24,098,513	
Regions SIB account	15,620,839		30,510,844	
Overpayment accounts	13,840		5,975	
Total Cash and Cash Equivalents		109,662,827		63,894,608
Accounts Receivable	92,256		94,930	
Due From Employees	375		0	
Due From TTA	448,858		379,145	
Due From NTTA	33,745		27,274	
Due From HCTRA	54,486		41,247	
Due From TxDOT	3,116,025		0	
Due From Federal Government	929,885		0	
Interest Receivable	112,957		28,704	
Total Receivables		4,788,587		571,299
Short Term Investments	0			
Certificates of Deposit		3,100,000		6,100,000
Investment in Government Agencies		10,471,252.5		6,570,201
Other Current Assets				
Prepaid Insurance	71,295		83,422	
Total Current Assets		128,240,408		77,219,531

Construction Work In Process

118,047,835 39,751,600

Fixed Assets

Computers(net)		38,280		191,879
Computer Software(net)		1,881,246		3,046,326
Furniture and Fixtures(net)		22,490		41,216
Equipment(net)		52,775		51,741
Autos and Trucks(net)		1,967		5,900
Buildings and Toll Facilities(net)		6,432,410		6,608,968
Highways and Bridges(net)		180,203,125		185,156,728
Communication Equipment(net)		1,225,690		1,422,361
Toll Equipment(net)		2,862,030		3,399,838
Signs(net)		5,155,727		5,288,995
Land Improvements(net)		920,929		972,513
Right of Way		23,683,553		23,683,553
Leasehold Improvements		62,482		68,333
Total Fixed Assets		222,542,703		229,938,352

Long Term Investments

GIC 79,570,062 0

Other Assets

Security Deposits		9,483		9,483
Intangible Assets		650		650
Total Bond Issuance Costs		10,754,070		8,652,446

Total Assets

559,165,212

385,572,062

Liabilities

Current Liabilities

Accounts Payable	86,071	223,552
Overpayments	14,298	6,153
Interest Payable	9,652,022	4,154,922
Due to other Funds	0	76,027
TCDRS Payable	41,764	33,870
Due to State of Texas	605	762
Total Current Liabilities	9,794,760	4,495,287

Long Term Liabilities

Accrued Vac & Sick Leave Paybl	205,137	205,137
Retainage Payable	112,614	143,333
Senior Lien Revenue Bonds 2005	172,244,198	171,364,254
Senior Lien Revenue Bonds 2010	97,046,003	
Sn Lien Rev Bnd Prem/Disc 2005	4,844,160	5,006,147
Sn Lien Rev Bnd Prem/Disc 2010	220,272	
Subordinated Lien Bond 2010	45,000,000	0.00
TIFIA note 2008	75,847,928	72,411,986.04
2009 Regions Build America Bnd	0	15,000,000
2009 Region's BAB Discount	0	(45,833)
2009 BAB's Payable	0	14,954,166.69
2010 Regions BAB's Payable	59,865,000	0.00
2009 State Infrastructure loan	32,627,504	31,686,412.79
Total Long Term Liabilities	488,012,816	295,771,436
Total Liabilities	497,807,575	300,266,724

Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	37,464,414	41,407,641
Current Year Operations	5,558,376	(4,437,149)
Total Net Assets	43,022,791	36,970,493

Total Liabilities and Net Assets

559,165,212	355,572,052
--------------------	--------------------

CTRMA INVESTMENT REPORT

	Month Ending 12/31/2010					Rate	
	Balance 11/30/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals		Balance 12/31/2010
Amount in Trustee TexStar 183A/290E Project Acct	1,285,709.96			175.40	127,380.17	1,158,505.19	0.191%
2010 Senior Lien Construction Fund	5,496.11			0.80		5,496.91	0.191%
2010-1 Sub Lien Projects	155,969.35			1.06	154,560.10	1,410.31	0.191%
2010 Regions Project Acct General Fund	57,669,697.77			8,320.15	1,172,094.28	56,505,923.64	0.191%
Trustee Operating Fund	2,047,368.90	958,468.00		297.83	800,000.00	2,047,666.73	0.191%
Renewal & Replacement Fund	80,146.85			82.55		238,697.40	0.191%
TxDOT Grant Fund	152,908.37			22.24		152,930.61	0.191%
Revenue Fund	5,288,122.84			766.03	80,389.50	5,208,499.37	0.191%
2005 Debt Service Reserve Fund	620.60			0.09		620.69	0.191%
2010 Senior Lien DSF	4,822,481.40			701.53		4,823,182.93	0.191%
2010 Senior Lien Debt Service Reserve Fund	2,067.87			0.30		2,068.17	0.191%
2010-2Sub Lien Debt Service Reserve Fund	6,749,165.11			981.81		6,750,146.92	0.191%
2010-1Sub Lien Debt Service Reserve Fund	659,599.79			95.95		659,695.74	0.191%
2010-1 COI Sub Lien	2,501,608.22			363.91		2,501,972.13	0.191%
2010 Senior Lien Capitalized Interest	2,753.83			0.40		2,754.23	0.191%
2010-1 Sub Lien Capitalized Interest	841.42			0.12		841.54	0.191%
2010-2 Sub Lien Capitalized Interest	419.59			0.06		419.65	0.191%
	126.63			0.02		126.65	0.191%
	81,425,104.61	958,468.00	0.00	11,810.25	2,334,424.05	80,060,958.81	
Amount in TexStar Operating Fund	46,745.41	800,000.00		8.09	800,000.00	46,753.50	0.191%

CTRMA INVESTMENT REPORT

	Month Ending 12/31/2010					Rate Dec 2010
	Balance 11/30/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Fidelity Money Market Fund						
Operating Fund	958,468.00	373,437.23		4.20	958,468.00	0.001%
2010-2 183A/290E Project Acct	0.16	127,380.17		0.42	127,380.26	0.001%
2010-1 Sub Lien Project Acct	0.36	5,115,633.52			5,115,633.83	0.001%
2010 Senior Lien Construction Fund	14,549.33			0.36		14,549.69
Other Obligations Fund	12,495.40			0.10		12,495.50
Debt Service Fund 2005	3,252,387.54	619,958.33		24.36		3,872,370.23
2010 Senior DSF	12.40				12.40	0.001%
Subordinate Lien TIFIA DS Fund	7,880.65			0.06		7,880.71
2010-2 BABs Supplemental Security	110,409.49			2.72		110,412.21
2010-2 Subordinate Cap I Fund	2,816.77			0.07		2,816.84
2010 Regions BABs Project Account	12,907.72	1,172,094.28		0.04	1,184,488.29	0.001%
2010 Regions BABs Debt Service Account	0.00	354,666.67			175,000.00	0.001%
TxDOT Grant Fund	19,950.84	3,080,389.50		8,449.99	3,080,389.50	0.001%
Renewal and Replacement	5,012.04			0.04		5,012.08
2010-1 Sub lien supplemental Security	12.52				12.52	0.001%
Revenue Fund	449,282.90	1,986,028.84		6.66	1,275,662.48	0.001%
General Fund	1,638,110.15	4,811,530.71		8.39	3,881,383.47	0.001%
2010 Senior DS Reserve Fund	233,893.74			23.27		233,917.01
2010-1 Subordinate DS Reserve Fund	153,357.13	18,931.54		3.57		172,292.24
2010-2 Subordinate DS Reserve Fund	6,670.68	6,874.74		0.96		13,546.38
Debt Service Reserve Fund 2005	5,161,511.28			769.63		5,162,280.91
	12,039,729.10	17,666,925.53	0.00	9,294.84	15,798,405.83	
Amount in Region's MMA SIB Loan	15,693,188.93			2,656.87	75,006.91	15,620,838.89
						0.003%

CTRMA INVESTMENT REPORT

	Month Ending 12/31/2010					Rate Dec 2010
	Balance 11/30/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	
Amount in Bayerische Landesbank GIC						
Subordinate Lien Cap-I 2010-1	3,954,164.91			1,647.57		0.500%
Subordinate Lien Cap-I 2010-2	1,118,432.64			466.01		0.500%
Senior Lien Cap-I 2010	8,521,591.77			6,249.17		0.880%
Subordinate Lien Project Fund 2010-1	8,389,264.93			1,724.94	4,961,073.42	0.300%
Senior Lien Project Fund 2010	62,547,217.52			44,335.46		0.850%
	84,530,671.77	0.00	0.00	54,423.15	4,961,073.42	
Amount in Fed Agencies						
Amortized Principal	10,407,512.22	3,064,452.00	(531.97)		2,999,000.00	
Accrued Interest	10,407,512.22	3,064,452.00	(531.97)	10,394.73		
					2,999,000.00	
Certificates of Deposit						
Total In Pools	3,100,000.00					3,100,000.00
Total in Money Market	81,471,850.02	1,758,468.00		11,818.34	3,134,424.05	80,107,712.31
Total in Fed Agencies	27,732,918.03	17,666,925.53	(531.97)	11,951.71	15,873,412.74	29,538,382.53
Bayerische Landesbank GIC	10,407,512.22	3,064,452.00		54,423.15	2,999,000.00	10,472,432.25
	84,530,671.77	0.00			4,961,073.42	79,624,021.50
Total Invested	207,242,952.04	22,489,845.53	(531.97)	78,193.20	26,967,910.21	202,842,548.59

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

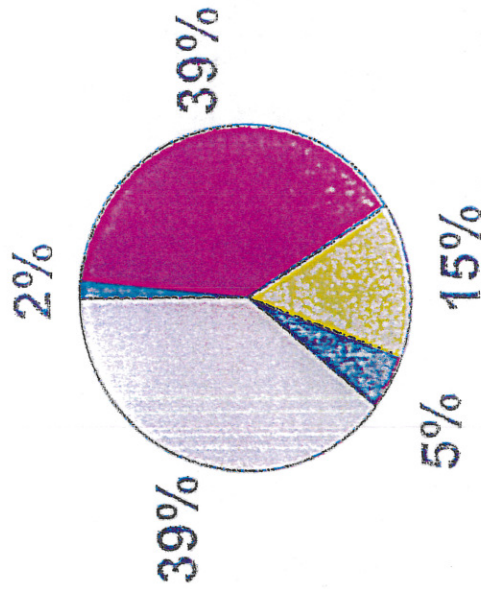
William Chapman, CFO

CTRMA INVESTMENT REPORT

Month Ending 12/31/2010					Rate
Balance 11/30/2010	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 12/31/2010

Dec 2010

Allocation of Funds



■ Certificates of Deposit	■ Total in Pools	■ Total in Money Market
■ Total in Fed Agencies	■ Bayerische Landesbank G/C	

INVESTMENTS by FUND

Balance
December 31, 2010

Renewal & Replacement Fund			TexSTAR	80,107,712.31
TexSTAR	152,300.51		CD's	3,400,000.00
Fidelity	5,012.03		Fidelity	12,917,543.54
Agencies	500,000.00	657,942.69	SIB	15,620,808.39
TxDOT Grant Fund			Agencies	10,472,432.25
TexSTAR	5,233,433.37		Bayerische GIC	79,524,021.50
Fidelity	23,400.32			
CD's	100,000.00			
Agencies	5,062,432.27	10,399,332.47		
Subordinate Lien DS Fund 05				\$ 202,842,548.59
Fidelity	7,330.71	7,880.71		
Debt Service Reserve Fund 05				
TexSTAR	4,323,132.92			
Fidelity	5,152,230.91			
CD's	3,000,000.00			
Agencies	1,003,875.00	13,989,338.84		
Debt Service Fund 05				
Fidelity	3,372,370.23	3,872,370.23		
2010 Senior Lien DSF				
TexSTAR	2,053.17			
Fidelity	12.40			
Agencies		2,080.57		
Other Obligations Fund				
Fidelity	12,435.50	12,495.50		
Operating Fund				
TexSTAR	45,753.50			
TexSTAR-Trustee	233,637.40			
Fidelity	373,441.43			
Region's SIB Loan MMA	15,520,333.89	16,279,731.22		
Revenue Fund				
TexSTAR	620.53			
Fidelity	1,153,555.32	1,160,276.61		
General Fund				
TexSTAR	2,047,656.73			
Fidelity	2,533,255.73	4,615,932.51		
2010-1 Sub Lien Cost of Issuance				
TexSTAR	2,754.23	2,754.23		
2010 Senior Lien Capitalized Interest				
TexSTAR	841.54			
Bayerische GIC	3,527,840.94	8,528,682.43		
2010-1 Sub Lien Capitalized Interest				
TexSTAR	419.55			
Bayerische GIC	3,933,312.43	3,956,232.13		
2010-2 Sub Lien Capitalized Interest				
TexSTAR	125.55			
Fidelity	2,315.34			
Bayerische GIC	1,113,333.55	1,121,842.14		
2010-1 Sub BABS subsidy				
Fidelity	12.52	12.52		
2010-2 Sub BABS subsidy				
Fidelity	110,412.21	110,412.21		
2010 Senior Lien Debt Service Reserve Fund				
TexSTAR	6,750,145.92			
Fidelity	233,917.01			
Agencies	2,513,972.20	9,498,036.13		
2010-2 Sub Lien Debt Service Reserve Fund				
TexSTAR	659,575.74			
Fidelity	13,545.33			
Agencies	390,000.00	1,063,242.12		
2010-1 Sub Lien Debt Service Reserve Fund				
TexSTAR	2,501,972.13			
Fidelity	172,292.24			
Agencies	1,002,152.78	3,676,417.15		
2010 Regions BABS Project Account				
TexSTAR	53,505,923.64			
Fidelity	513.75	56,506,437.39		
2010 Regions BABS Debt Service Account				
Fidelity	179,333.57	179,666.67		
2010-1 Sub Lien Projects Fund				
TexSTAR	1,410.31			
Fidelity	0.05			
Bayerische GIC	3,429,918.45	3,431,326.81		
183A/290E Project Acct				
TexSTAR	1,153,503.13			
Fidelity	0.43	1,158,505.68		
2010 Senior Lien Construction Fund				
TexSTAR	5,435.91			
Fidelity	14,543.69			
Bayerische GIC	52,591,552.98	62,611,599.58		
		\$	202,842,548.59	

Amount of investments As of December, 2010

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
<i>annie Mae</i>	3136FMDR2	Called	Called	Called	1.125%	3/30/2010	4/23/2012	1xDOT Grant Fund
Federal Farm Credit	31331J2B8	1,997,836.00	1,997,980.27	1,990,740.00	1.000280%	11/22/2010	2/15/2013	1xDOT Grant Fund
annie Mae	31398AX80	1,004,500.00	1,003,875.00	1,000,440.00	1.45%	7/29/2010	7/26/2013	2005 Debt Service Reserve Fund
annie Mae	31398AW32	1,002,500.00	1,002,152.78	1,003,140.00	1.38%	7/19/2010	7/19/2010	2010-1Subordinate DSRF
Federal Home loan Bank	313370CR7	1,000,000.00	1,000,000.00	1,000,040.00	0.25%	7/27/2010	1/27/2011	2010 Sn Lien DSRF
an Antonio Water Utilities	79642BLM3	200,000.00	200,000.00	199,110.00	1.109%	11/23/2010	5/15/2012	2010-2 DSRF
an Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	187,891.00	1.457%	11/23/2010	8/24/2015	2010 Sn Lien DSRF
annie Mae	3136FPAD9	1,514,454.00	1,513,372.20	1,485,090.00	2.000%	11/15/2010	9/17/2013	Renewal and Replacement
annie Mae	3136FPFP7	500,000.00	500,000.00	499,880.00	0.625%	9/17/2010		
Federal Home loan Bank	3137EABY4	3,064,452.00	3,064,452.00	3,059,790.00	0.40048%	12/23/2010		
			10,473,742.00	10,472,432.25				

Agency	CUSIP #	COST	Cumulative		12/31/2010	Maturity Value		Interest Income December 2010	
			Amortization	Called		Book Value	Accrued Interest	Amortization	Interest Earned
<i>annie Mae</i>	3136FMDR2	Called	Called	Called	Called	3,000,000.00	2,812.50	144.27	2,812.50
Federal Farm Credit	31331J2B8	1,997,836.00	144.27	1,997,980.27	1,997,980.27	2,000,000.00	1,697.96	144.27	1,842.23
annie Mae	31398AX80	1,004,500.00	625.00	1,003,875.00	1,003,875.00	1,000,000.00	1,208.33	(123.00)	1,083.33
annie Mae	31398AW32	1,002,500.00	347.22	1,002,152.78	1,002,152.78	1,000,000.00	1,145.83	(58.44)	1,076.39
Federal Home loan Bank	313370CR7	1,000,000.00	0.00	1,000,000.00	1,000,000.00	1,000,000.00	104.17	0.00	104.17
an Antonio Water Utilities	79642BLM3	200,000.00	0.00	200,000.00	200,000.00	200,000.00	184.83		184.83
an Antonio Water Utilities	79642BLN1	190,000.00	0.00	190,000.00	190,000.00	190,000.00	230.69		230.69
annie Mae	3136FPAD9	1,514,454.00	481.80	1,513,972.20	1,513,972.20	1,500,000.00	2,750.00	(481.80)	2,268.20
annie Mae	3136FPFP7	500,000.00	0.00	500,000.00	500,000.00	500,000.00	260.42	0.00	260.42
Federal Home loan Bank	3137EABY4	3,064,452.00	0.00	3,064,452.00	3,064,452.00	3,000,000.00	0.00	0.00	0.00
			1,598.29	10,472,432.25	10,472,432.25	13,390,000.00	10,394.73	(531.97)	9,862.76

December 2010 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to		Matures	Dec 2010 Interest	FUND
			Maturity	Purchased			
Regions Bank	CDRB32454	3,000,000	0.30%	4/5/2010	1/4/2011	\$ 739.73	Debt Service Reserve Fund 05
Regions Bank	CDRB35523	100,000	0.15%	10/14/2009	9/10/2010	\$ 12.33	TxDOT Grant Fund
		<u>3,100,000</u>				<u>752.06</u>	



Monthly Newsletter - December 2010

Performance

As of December 31, 2010

December Averages

Current Invested Balance	\$5,593,134,506.98	Average Invested Balance	\$5,261,446,561.50
Weighted Average Maturity (1)	38 Days	Average Monthly Yield, on a simple basis	0.1713%
Weighted Average Maturity (2)	67 Days	Average Weighted Average Maturity (1)*	47 Days
Net Asset Value	1.000091	Average Weighted Average Maturity (2)*	79 Days
Total Number of Participants	723		
Management Fee on Invested Balance	0.05%*		
Interest Distributed	\$988,391.15		
Management Fee Collected	\$223,421.04		
% of Portfolio Invested Beyond 1 Year	3.90%		
Standard & Poor's Current Rating	AAA ^{Am}		

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.

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

New Participants

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

★ The Galveston Wharves

★ White Rock Water Special Utility District

Holiday Reminder

In observance of **Martin Luther King Day**, **TexSTAR will be closed on Monday, January 17, 2011**. All ACH transactions initiated on Friday, January 14th will settle on Tuesday, January 18th.

In observance of **Presidents' Day**, **TexSTAR will be closed on Monday, February 21, 2011**. All ACH transactions initiated on Friday, February 18th will settle on Tuesday, February 22nd.

Economic Commentary

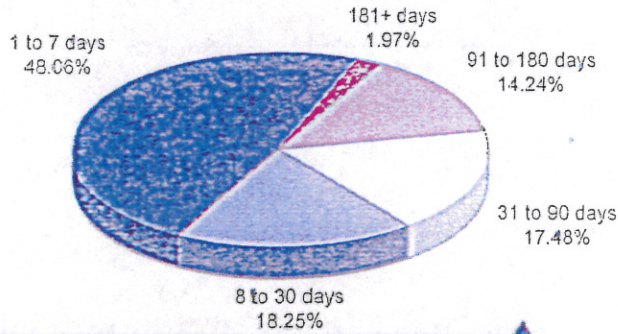
The fourth quarter began with a number of unanswered questions regarding the U.S. midterm elections, tax policy and the size of the Federal Reserve's second round of quantitative easing (QE2). The shift of control in the House of Representatives to the Republican Party led to a compromise between President Obama and Congressional Republicans on the Bush-era tax cuts, extending them in addition to emergency unemployment benefits. The deal also included a surprise payroll tax cut. Finally, the Federal Reserve announced at the November FOMC meeting that it would purchase an additional \$600 billion in Treasury securities through the middle of 2011. Leading up to the Fed's announcement of QE2, yields fell and financial market prices rose. However, after these questions were answered, Treasury yields and commodity prices soared. The tax deal, additional monetary stimulus and improved economic data caused investor concerns to focus on expanding deficits and higher inflation. An unwinding of long Treasury positions and mortgage-related hedging flows only accelerated the back up in rates. Another important development in the fourth quarter was the sell-off in the municipal market due to increased supply, credit concerns and investor withdrawals, making the sector the worst underperformer in the fourth quarter. Even with the continued overhang of slack in the U.S. economy, economic momentum increased in the fourth quarter. Consumption and confidence trajectories are strong despite weak inflation and an increase in the unemployment rate in November. The new tax deal will give consumers more disposable income and spending will no longer be a significant drag on GDP in the first half of 2011 which should boost growth. Furthermore, the Fed's purchases of Treasury securities has begun to have the desired effects of persuading investors to move into riskier assets, encouraging lending and causing market-implied inflation breakeven rates to rise. While the Fed's market-implied measure of inflation expectations has risen realized inflation has decelerated. This is consistent with other economies that have faced debt-induced recessions. Disinflationary pressures will remain so long as the labor market displays an elevated level of slack. However, the declining value of the dollar will be a source of upside inflation risk going forward. The baseline scenario continues to be that economic growth will remain tepid. While job growth should improve, the unemployment rate is likely to remain elevated through 2011 and core inflation will likely remain at the low end of the Fed's comfort zone for the next year.

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

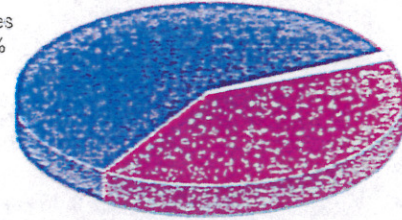
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of December 31, 2010



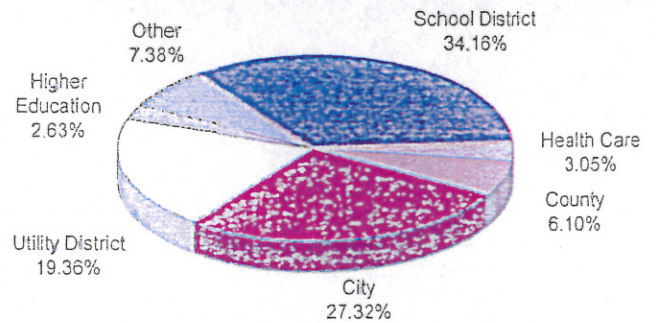
Agencies
58.94%



Treasuries
1.30%

Repurchase
Agreements
39.76%

Portfolio by Maturity As of December 31, 2010



Distribution of Participants by Type As of December 31, 2010

Historical Program Information

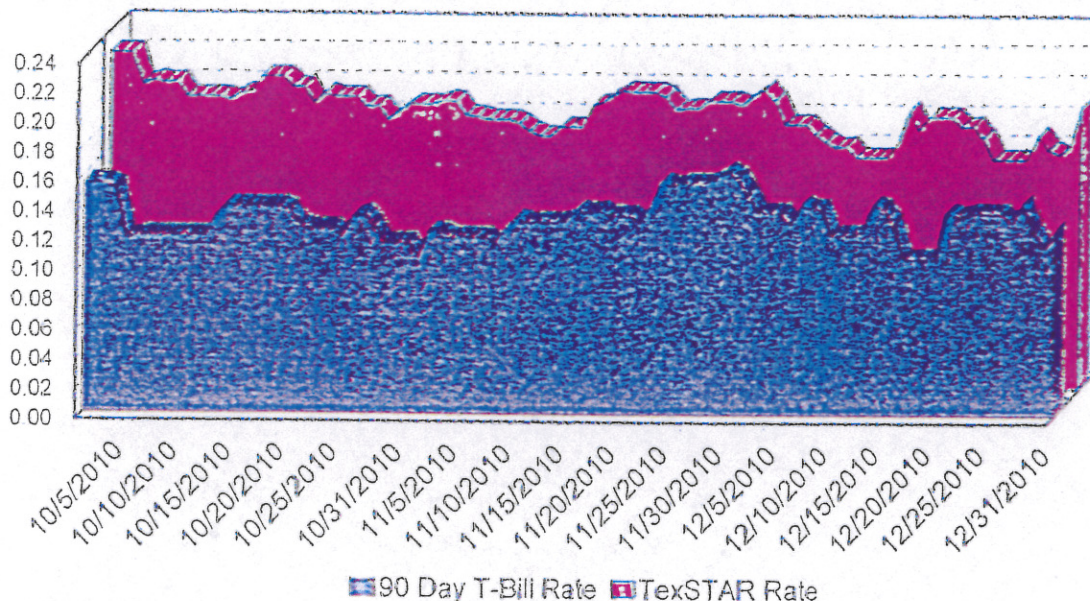
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Dec 10	0.1713%	\$5,593,134,506.98	\$ 5,593,670,681.79	1.000091	47	79	723
Nov 10	0.1883%	5,143,274,228.56	5,143,635,927.81	1.000070	52	81	721
Oct 10	0.2002%	5,024,200,466.22	5,024,647,553.30	1.000088	49	74	719
Sep 10	0.2113%	4,970,973,494.85	4,971,467,034.53	1.000099	47	74	718
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

Portfolio Asset Summary as of December 31, 2010

	Book Value	Market Value
Uninvested Balance	\$ 430.79	\$ 430.79
Accrual of Interest Income	709,580.70	709,580.70
Interest and Management Fees Payable	(1,026,581.50)	(1,026,581.50)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	2,224,368,000.00	2,224,368,000.00
Government Securities	3,369,083,076.99	3,369,619,251.80
Total	\$ 5,593,134,506.98	\$ 5,593,670,681.79

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 December 2010

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
12/1/2010	0.2023%	0.000005542	\$5,123,337,092.01	1.000082	51	85
12/2/2010	0.1952%	0.000005349	\$5,154,597,439.10	1.000080	50	83
12/3/2010	0.1790%	0.000004904	\$5,143,672,168.99	1.000064	49	83
12/4/2010	0.1790%	0.000004904	\$5,143,672,168.99	1.000064	49	83
12/5/2010	0.1790%	0.000004904	\$5,143,672,168.99	1.000064	49	83
12/6/2010	0.1723%	0.000004721	\$5,076,717,001.39	1.000074	50	84
12/7/2010	0.1671%	0.000004578	\$5,220,821,328.84	1.000073	49	82
12/8/2010	0.1634%	0.000004477	\$5,198,607,541.84	1.000078	50	83
12/9/2010	0.1645%	0.000004506	\$5,228,643,391.10	1.000092	50	82
12/10/2010	0.1567%	0.000004293	\$5,324,773,305.07	1.000091	48	80
12/11/2010	0.1567%	0.000004293	\$5,324,773,305.07	1.000091	48	80
12/12/2010	0.1567%	0.000004293	\$5,324,773,305.07	1.000091	48	80
12/13/2010	0.1572%	0.000004308	\$5,281,418,012.76	1.000094	48	80
12/14/2010	0.1676%	0.000004593	\$5,324,258,110.91	1.000086	48	79
12/15/2010	0.1882%	0.000005156	\$5,299,805,441.21	1.000085	48	79
12/16/2010	0.1755%	0.000004809	\$5,267,685,057.31	1.000094	46	75
12/17/2010	0.1843%	0.000005050	\$5,196,096,644.48	1.000100	49	81
12/18/2010	0.1843%	0.000005050	\$5,196,096,644.48	1.000100	49	81
12/19/2010	0.1843%	0.000005050	\$5,196,096,644.48	1.000100	49	81
12/20/2010	0.1776%	0.000004867	\$5,198,671,150.06	1.000105	49	80
12/21/2010	0.1783%	0.000004884	\$5,131,981,824.27	1.000103	49	80
12/22/2010	0.1701%	0.000004661	\$5,231,278,650.70	1.000100	45	74
12/23/2010	0.1556%	0.000004264	\$5,256,237,601.17	1.000950	47	76
12/24/2010	0.1556%	0.000004264	\$5,256,237,601.17	1.000950	47	76
12/25/2010	0.1556%	0.000004264	\$5,256,237,601.17	1.000950	47	76
12/26/2010	0.1556%	0.000004264	\$5,256,237,601.17	1.000950	47	76
12/27/2010	0.1717%	0.000004705	\$5,316,711,947.18	1.000094	44	74
12/28/2010	0.1624%	0.000004449	\$5,343,178,154.10	1.000103	43	73
12/29/2010	0.1588%	0.000004352	\$5,491,277,756.10	1.000094	42	71
12/30/2010	0.1638%	0.000004487	\$5,604,142,240.32	1.000100	40	69
12/31/2010	0.1909%	0.000005230	\$5,593,134,506.98	1.000091	38	67
Average	0.1713%	0.000004693	\$5,261,446,561.50		47	79

TexSTAR Participant Services
First Southwest Asset Management, Inc.
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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>
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The January 2011 Financial Report will be distributed on Wednesday,
February 23rd, 2011.