

AGENDA

1. Welcome, opening remarks, and comments concerning items of community interest by the Chairman and members of the Board of Directors.
 2. Open Comment Period for Public Comment – See Notes at the end of this agenda.
 3. Approve the minutes for the January 26, 2011 General Board Meeting.
 4. Quarterly report on the MoPac Improvement Project.
 5. Authorize negotiation and execution of a Design Build Comprehensive Development Agreement to develop the Manor Expressway Project.
 6. 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.
 7. Consider and take appropriate action to revise the CTRMA legislative program for the 82nd Legislature.
 8. Designate members of the financing syndicate for the Manor Expressway Project.
 9. Accept the monthly financial reports for December 2010 and January 2011.
 10. Executive Director's report. [Note that any or all of the following matters may be discussed under this Agenda Item]
 - a. HERO media coverage.
 - b. Process and timeline for the bond sale to finance the Manor Expressway Project.
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Executive Session

Under Chapter 551 of the Texas Government Code, the Board may recess into a closed meeting (an executive session) to deliberate any item on this agenda if the Chairman announces the item will be deliberated in executive session and identifies the section or sections of Chapter 551 authorizing the executive session. A final action, decision, or vote on a matter deliberated in executive session will be made only after the Board reconvenes in an open meeting.

The Board may deliberate the following items in executive session if announced by the Chairman:

11. Discuss acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project and related legal issues, pursuant to §551.072 (Deliberation Regarding Real Property; Closed Meeting) and §551.071 (Consultation With Attorney; Closed Meeting).
12. Discuss legal issues relating to legislation proposed to the 82nd Texas Legislature that may affect the Mobility Authority, its operations, or jurisdiction, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).
13. Discuss legal issues relating to personal financial disclosure, other laws under the jurisdiction of the Texas Ethics Commission, and state open government laws, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).
14. Discuss legal issues relating to pending or contemplated litigation and any related settlement offer, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).

Reconvene in Open Session following Executive Session

15. Declare a public necessity to acquire one or more of the following described parcels of land for the Manor Expressway Project, and with respect to those parcels authorize as applicable: (i) negotiation and execution of a purchase contract, (ii) negotiation and execution of a possession and use agreement, and (iii) the use of the power of eminent domain to acquire the parcel for the Manor Expressway Project:
 - A. Parcel 3 of the Manor Expressway Toll Project, a 1.929 acre parcel of real estate owned by Kemco Properties/Dwight Kemnits, located at 8601 US Hwy 290E in Travis County.
 - B. Parcel 34 of the Manor Expressway Toll Project, a 0.539 acre parcel of real estate owned by Paul and Verena Devooght, located on the south line of US Hwy 290E west of Giles Road in Travis County.

- D. Parcel 35 of the Manor Expressway Toll Project, a 1.130 acre parcel of real estate owned by Arturo Diaz, located in the south line of US Hwy 290E west of Giles Road in Travis County.
- E. Parcel 51 of the Manor Expressway Toll Project, a 0.342 acre parcel of real estate owned by Daniel Perez, located at 9745 US Hwy 290E in Travis County.

16. Adjourn Meeting.

NOTES

Open Comment Period for Public Comment – At the beginning of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to CTRMA’s jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the open comment period. If the speaker’s topic is not listed on this agenda, the Board may not deliberate the topic or question the speaker during the open comment period, but may direct staff to investigate the subject further or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not act on an item that is not listed on this agenda.

Public Comment on Agenda Items – A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board’s consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Meeting Procedures – The order and numbering of agenda items are for ease of reference only. After the meeting is convened, the Chairman may rearrange the order in which agenda items are considered and the Board may consider items listed on the agenda in any order and at any time during the meeting.

Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services, such as an interpreter for persons who are deaf or hearing impaired, and readers of large print or Braille, are requested to contact Jennifer Guernica at (512) 996-9778 at least two working days before the meeting so that appropriate arrangements can be made.

AGENDA ITEM 1 – SUMMARY SHEET

Welcome, Opening Remarks and Board Member Comments

Board Action: NO

AGENDA ITEM 2 – SUMMARY SHEET

Open Comment Period for Public Comment – At the beginning of the meeting, the Board provides a period of up to one hour for public comment on any matter subject to CTRMA’s jurisdiction. Each speaker is allowed a maximum of three minutes. A person who wishes to address the Board should sign the speaker registration sheet before the beginning of the open comment period. If the speaker’s topic is not listed on this agenda, the Board may not deliberate the topic or question the speaker during the open comment period, but may direct staff to investigate the subject further or propose that an item be placed on a subsequent agenda for deliberation and possible action by the Board. The Board may not act on an item that is not listed on this agenda.

Public Comment on Agenda Items – A member of the public may offer comments on a specific agenda item in open session if he or she signs the speaker registration sheet for that item before the Board’s consideration of the item. The Chairman may limit the amount of time allowed for each speaker. Public comment unrelated to a specific agenda item must be offered during the open comment period.

Board Action: NO

AGENDA ITEM 3 – SUMMARY SHEET

Approve the minutes for the January 26, 2011 General Board Meeting.

Department: Law

Board Action: YES (by motion)

Description of Matter:

The minutes for the January 26, 2011 General Board Meeting require approval by the Board.

Attached Document: Draft Minutes January 26, 2011 General Board Meeting

Contact for further information:

Andrew Martin, General Counsel

**MINUTES FOR
General Meeting of the Board of Directors
of the
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

**Wednesday, January 26, 2011
9:30 A.M.**

1. Welcome and Opening Remarks by Chairman Ray A. Wilkerson

The meeting was held at 301 Congress Avenue, Seminar Room 360, Austin, Texas. Notice of the meeting was posted on January 20, 2011 at the County Courthouses of Williamson and Travis Counties, with the Secretary of State, on the CTRMA Website and the offices of CTRMA.

Chairman Wilkerson opened the meeting at 9:33 a.m. and called the roll. Board Members present at the time the meeting was called to order were Chairman Ray Wilkerson, Vice-Chairman Jim Mills, Mr. Henry Gilmore, Ms. Nikelle Meade, Mr. David Singleton and Mr. Bob Bennett. Mr. Charles Heimsath joined the dais at 9:36.

2. Open Comment Period

No public comments were offered.

3. Approval of Minutes of December 8, 2010 General Board Meeting

Chairman Ray Wilkerson presented the minutes from the December 8, 2010 for review by the Board. Mr. Jim Mills moved for approval of the minutes. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 6-0, and the minutes for the December 8, 2010 General Board Meeting were approved as drafted.

4. Quarterly briefing on the Manor Expressway Direct Connectors at US 183 Project.

Mr. Eric Ploch, Project Manager with PBS&J, gave a brief overview of the project status. The construction of the Manor Expressway Direct Connectors at US 183 continues to progress. W.W. Webber and their subcontractors maintain focus on the substructure elements of the direct connector structures, including drilled shafts, footings, columns, column capitals, and bent caps. These efforts will be transitioning into superstructure construction with the setting of beams in mid to late January 2011.

The project created 215 jobs during the reporting month of December 2010. This number of jobs created includes the construction personnel

and their subcontractors, construction management staff including inspectors and sub-consultants, design support staff and the general engineering consultant staff.

5. Discussion and possible action on a project development agreement with the Texas Department of Transportation for the Manor Expressway Project.

Mr. Brian Cassidy, CTRMA outside Legal Counsel, presented this item. On September 30, 2010, the Texas Transportation Commission approved CTRMA's application for a Toll Equity Grant in the amount of \$126.7 million in financial assistance from TxDOT to fund construction costs for the Manor Expressway.

The goal of the Manor Expressway project is to effectively respond to increased transportation demands while enhancing mobility and improving safety within the US 290 East corridor.

Mr. Jim Mills moved to approve Resolution 11-001. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 7-0, and the resolution to enter into a financial assistance agreement with TxDOT was approved as drafted.

6. Discussion and possible action on a project development agreement with the Texas Department of Transportation for the Manor Expressway

Mr. Brian Cassidy presented this item. The project development agreement ("PDA") for the 290 East Toll Project establishes terms and conditions of the CTRMA/TxDOT relationship for the development, design, construction, operation, and maintenance of the Manor Expressway. On Thursday, January 27, 2011, the Texas Transportation Commission is scheduled to consider authorizing the Executive Director of TxDOT to execute the 290 PDA with Central Texas Regional Mobility Authority.

Mr. Charles Heimsath moved for approval of Resolution 11-002. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 7-0, and the resolution to authorize the Executive Director of TxDOT to execute the proposed 290 PDA with CTRMA was approved as drafted.

7. Discussion and possible action on a financial assistance agreement with the Texas Department of Transportation for multiple CTRMA projects

Mr. Brian Cassidy presented this item. In July 2010, CTRMA submitted a request for financial assistance to be used for development costs associated with the projects, including, but not limited to, preparation of environmental documents, traffic and revenue estimates, preliminary

engineering studies, general engineering support, procurement support, legal support, railroad coordination, and TxDOT coordination.

On September 30, 2010, the Texas Transportation Commission gave final approval of CTRMA's application for a Toll Equity Grant for TxDOT to provide \$27 million in financial assistance for development of the MoPac Improvement Project; Manor Expressway; 183 South Project; 290 West/71 West Project; SH 45 SW Project.

Mr. Charles Heimsath moved for approval of Resolution 11-003. Mr. David Singleton seconded the motion. The motion carried unanimously 7-0, and the resolution to enter into a financial assistance agreement with TxDOT was approved as drafted.

8. Quarterly briefing on the 183A Phase II Project

Ms. Heather Reavey of HNTB presented this item. She gave a brief presentation documenting the second phase of the 183A Turnpike Project construction from October 1, 2010 to December 31, 2010. This project is a northern extension of the existing 183A toll road facility and is being constructed by the Mobility Authority. The project is funded entirely from toll revenue bonds.

With over a third of the work finished, the construction of the 183A Phase II Project continues on its two year timeline to complete approximately 5.1 miles of tolled mainlanes, 26 bridges, and the necessary toll collection systems.

The first mainlane bridge beams were placed at the bridges over New Hope Drive and Block House Creek. She stated that this is a significant milestone for the construction of the 183A Phase II Project.

9. Discussion and possible action on Work Order No. 5 under the April 27, 2005 contract with Telvent USA Corporation for toll system implementation on the 183A Extension.

Mr. Wesley M. Burford, P.E., CTRMA Director of Engineering, presented this item. On April 27, 2005, CTRMA entered into a contract with Caseta Technologies, Inc., now Telvent USA Corporation, for the design, procurement, and installation of a toll collection system on the Authority's turnpike system. The contract was structured with the base contract, anticipating the phased implementation of the Toll Collection Systems for the seven toll road segments through series of separate Work Authorizations as the individual projects developed.

Work Authorization No. 5 provides for the design, procurement, installation, and testing of the complete and working toll collection system for the 183A Phase II Project.

The associated cost is \$3,365,536 and is funded through bond sales for the 183A Phase II Project.

Mr. David Singleton moved for approval of Resolution 11-004. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 7-0, and the resolution to execute Work Authorization No. 5 with Telvent USA Corporation was approved as drafted.

10. Discussion and possible action on procurement of landscape maintenance services for the 183A Turnpike

Mr. Wesley M. Burford presented this item. The current landscape maintenance contract was executed on January 8, 2009. A Change Order No. 3 to the contract was effective December 18, 2009, extending the term of the contract for an additional year through December 31, 2010.

The current contract has expired and it is necessary to make provisions for continuation of landscape maintenance services of the landscaped areas along the 183A Turnpike corridor. Solicitation of a separate contract for landscape maintenance services offers an opportunity for local contractors to become involved with the Mobility Authority.

Ms. Nikelle Meade moved for approval of Resolution 11-005. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution to request proposals for landscape maintenance contract services was approved as drafted.

11. Discussion and possible action on an agreement with the Texas Department of Transportation to provide maintenance at the 183A Toll Plaza and a courtesy patrol on the 183A Turnpike

Mr. Wesley M. Burford presented this item. TxDOT has provided CTRMA with courtesy patrols on 183A and janitorial and other maintenance for the toll plaza facilities through an interlocal agreement in place since the 183A Turnpike was opened. That interlocal agreement expired December 31, 2010, but was extended through January 31, 2011.

This interlocal agreement will be extended on terms agreed to with TxDOT and as beneficial and cost effective to CTRMA, up to a maximum amount of \$208,362.33 through December 31, 2011.

Mr. Bob Bennett moved for approval of Resolution 11—006. Ms. Nikelle Meade seconded the motion. The motion carried unanimously 7-0, and

the resolution to provide courtesy patrols on 183A and other maintenance for the toll plaza was approved as drafted.

12. Discussion and possible action on an agreement with the Texas Department of Transportation, North Texas Tollway Authority, and Harris County for maintenance of the Interoperable Toll Transaction HUB

Mr. Mario Espinoza, CTRMA Deputy Executive Director, presented this item. An interlocal agreement between CTRMA, TxDOT, NTTA, and HCTRA provides that NTTA will perform preventive, predictive, corrective, and emergency maintenance service on the software and databases that comprise the IOPHub. That ILA expired December 31, 2010 and this amendment extends the agreement until January 15, 2012, at the same \$70,000 total annual contract cost as was established under the prior agreement. The Mobility Authority's share is \$17,500.

Mr. Charles Heimsath moved for approval of Resolution 11-007. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 7-0, and the resolution to execute an extension of the Interlocal Agreement with TxDOT, NTTA, and Harris County for maintenance of the Interoperable Toll Transaction HUB.

13. Discussion and possible action to accept the monthly financial report for November 2010.

Mr. Mario Espinoza presented this item. The financial information was included in the Board packet. The December 2010 and the January 2011 financial reports will be presented at the February 23, 2011 General Board Meeting.

Mr. Jim Mills moved for approval of Resolution 11-008. Mr. Henry Gilmore seconded the motion. The motion carried unanimously 7-0, and the resolution to accept the November 2010 financial report was approved as drafted.

14. Discussion and possible action on an agreement with the Texas Transportation Institute (TTI) for technical support on the MoPac Improvement Project.

Mr. Wesley M. Burford presented this item. The Texas Transportation Institute (TTI) will assist the Mobility Authority in connection with the development of the MoPac Improvement Project by providing a series of technical support activities requested by CTRMA. These activities may include a third-party review of micro-simulation traffic modeling performed by Mobility Authority consultants; support development of special signing and traffic control devices; assisting CTRMA with outreach and education efforts through the development and support of

information workshops; and providing technical expertise and transfer of research results on topics as needs arise.

The Mobility Authority staff will give the Board quarterly project updates. The associated cost is \$177,000.

Mr. Charles Heimsath moved for approval of Resolution 11-009. Mr. Bob Bennett seconded the motion. The motion carried unanimously 7-0, and the resolution to authorize execution of a contract with Texas Transportation Institute (TTI) for technical support for the MoPac Improvement Project was approved as drafted.

15. Discussion and possible action to request Williamson County to create a magistrate position devoted primarily to cases alleging nonpayment of tolls and associated administrative fees by users of toll roads in Williamson County.

Mr. Andrew Martin, CTRMA General Counsel, presented this item. CTRMA's ability to prosecute complaints against non-paying users of the 183A Turnpike is restricted by the limited judicial and administrative resources available in Williamson County Justice of the Peace Court for Precinct Two.

State law provides Williamson County Commissioners the authority to create a magistrate position to provide additional resources to Judge Staudt and her staff to assist with prosecutions and hearings for misdemeanor cases. The recommended action allows Mobility Authority staff to enter into discussions with Williamson County regarding creation of such magistrate position. Implementation and any related financial support or commitment will require future Board action.

Mr. Jim Mills moved for approval of Resolution 11-010. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution to allow discussions regarding the creation of a magistrate position was approved as drafted.

16. Discussion and possible action to consider revisions to the legislative program for the 82nd Texas Legislature.

Mr. Mike Heiligenstein stated that there were no recommended changes to the legislative program for the 82nd Texas Legislature at this time.

17. Presentation of Executive Director's report

Mr. Mike Heiligenstein, CTRMA Executive Director, presented this item. He introduced Mr. Tim Reilly, a nationally recognized toll industry veteran to succeed former Director Ron Fagan as Director of Operations. Mr. Reilly comes to the Mobility Authority from PBS&J where he served as a

Senior Toll Specialist. During his time at PBS&J, he worked on the Central Texas Turnpike System, and helped the North Texas Tollway Authority (NTTA) go cashless. Mr. Reilly's start date is February 7, 2011.

Mr. Heiligenstein also spoke about the CTRMA 2011 Annual Report. He stated that the Annual Report addresses how the Mobility Authority contributes to getting people back to work. Mr. Steve Pustelnyk, Director of Communications, stated that he was very proud of the Annual Report and thanked everyone who contributed to making the 2011 Annual Report a success.

Mr. Heiligenstein stated that HERO, a stimulus funded program, has responded to approximately 1,300 calls since program inception. Most of the calls are made directly to the HERO hotline while other calls are made through the emergency response system. HERO responds to various calls including mechanically stalled vehicles, customers needing gas, changing tires, and other minor repairs.

Work continues on the Design Build CDA procurement. Staff is working with the four shortlisted teams to ensure good responses. Detailed proposals are due on February 3, 2011, and staff is scheduled to make a presentation to the Board February 23rd.

Executive Session Pursuant to Government Code, Chapter 551

Chairman Wilkerson announced in open session at 10:38 a.m. that the Board would recess the open meeting and would then reconvene in an Executive Session to deliberate the following items:

- 18. Discussion of the acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project and related legal issues, pursuant to §551.072 (Deliberation Regarding Real Property; Closed Meeting) and §551.071 (Consultation With Attorney; Closed Meeting).**
- 19. Discussion of legal issues relating to pending or contemplated litigation and any related settlement offer, pursuant to §551.071 (Consultation With Attorney; Closed Meeting).**
- 20. Discussion of legal issues relating to procurement and financing of CTRMA transportation projects, pursuant to Texas Government Code Section §551.071 (Consultation With Attorney; Closed Meeting).**

At 11:15 a.m. Chairman Wilkerson announced that the Board had recessed from its Executive Session and would now reconvene its open meeting.

21. Discussion and possible action to declare a public necessity to acquire the following described parcels of land for the Manor Expressway Project, and with respect to those parcels to (i) authorize execution of a contract to purchase, (ii) authorize execution of a possession and use agreement, or (iii) authorize acquisition through negotiation or condemnation:

A. Parcel 55 of the Manor Expressway Toll Project, a 2.091 acre parcel of real estate located 8801 US Hwy 290E in Travis County owned by Odeen Hibbs, Trustee.

Mr. Henry Gilmore moved for approval of Resolution 11-011 to execute a purchase contract for Parcel 55. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

B. Parcel 4 of the Manor Expressway Toll Project, a 0.717 acre parcel of real estate located 8607 US Hwy 290E in Travis County owned by 1825 Development, Inc. (formerly known as 1825 Fortview).

Mr. Henry Gilmore moved for approval of Resolution 11-012 to execute a purchase contract for Parcel 4. Mr. Charles Heimsath seconded the motion. The motion carried unanimously 7-0, and the resolution was approved as drafted.

22. Adjourn Meeting

Chairman Wilkerson declared the meeting adjourned by unanimous consent at 11:16 a.m.

AGENDA ITEM 4 – SUMMARY SHEET

MoPac Improvement Project Report General Briefing

Department: Engineering

Associated Costs: None

Funding Source: None

Board Action Required: No

Description of Matter:

The report is an account of the activities on the MoPac Improvement Project from October, 2010 through February, 2011.

Attached documentation for reference:

GEC Quarterly Activities Report

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

INTRODUCTION

The MoPac Improvement Project is a combined effort of the Central Texas Regional Mobility Authority (Mobility Authority), the Texas Department of Transportation (TxDOT), the City of Austin and Capital Metro (CapMetro) to improve mobility along an 11-mile stretch of MoPac between Parmer Lane and Cesar Chavez Street. Any improvements would require approval from the Federal Highway Administration (FHWA). TxDOT and the Mobility Authority are currently working together to ensure that the FHWA environmental study process follows the requirements set by the National Environmental Policy Act of 1969 (also known as “NEPA”).

This report documents and describes the status of the MoPac Improvement Project from the summer of 2010 to February 28, 2011.

PROJECT DESCRIPTION

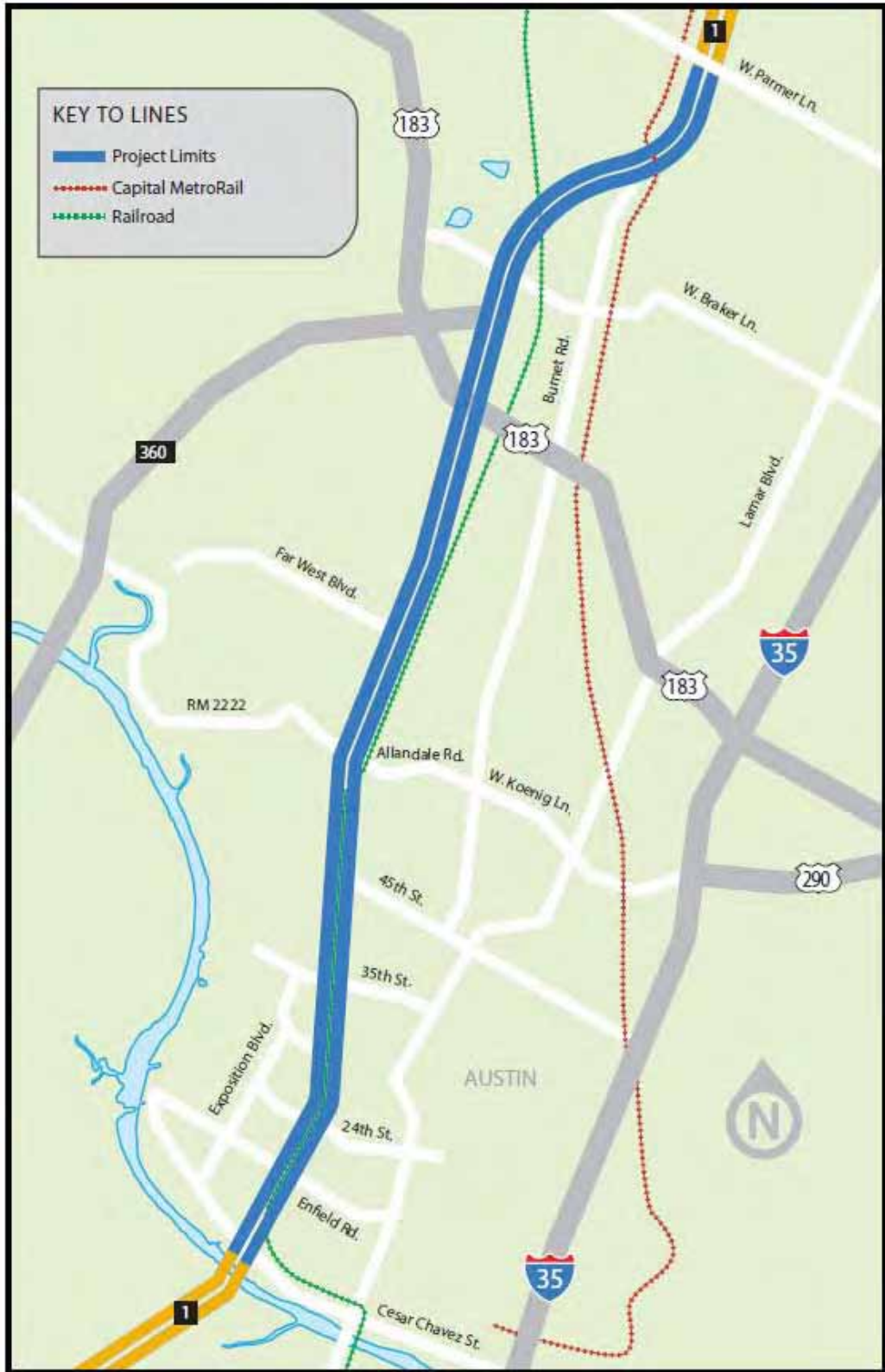
MoPac is one of Austin's most important arteries, serving as a key route to downtown and points beyond. The primary alternative to Interstate 35, more than 180,000 cars and trucks travel through downtown a day. At the urging of local and state leaders, the project partners have teamed together to develop a reasonable proposal to the mobility problem that takes into account the needs of drivers, transit riders and the concerns of surrounding neighbors. An environmental study is currently underway to determine the best options for improving mobility on MoPac. The environmental phase is scheduled to be completed by in the summer of 2012.

Project Need

- Correct unreliable operations caused by increasing congestion

Project Purpose

- Improve mobility
- Manage congestion
- Provide a reliable transit route to reduce travel times
- Improve emergency response
- Maximize use of the facility



**Figure 1:
Project Location**

ACTIVITIES

The following Activities have been accomplished since the MoPac Improvement Project was re-launched in July 2010:

JULY 2010

- Staff from Mobility Authority and TxDOT coordinated roles and responsibilities for project development.
- A press conference was held on July 7 to officially kick off the project re-initiation.

AUGUST 2010

- TxDOT and Mobility Authority finalized the Market Valuation agreement and Terms and Conditions.
- Mobility Authority met with the Capital Area Metropolitan Planning Organization (CAMPO) Technical Advisory Committee (TAC) on August 25.
- The Mobility Authority collaborated with FHWA and the Texas Transportation Institute (TTI) on an Express Lane Peer Industry Workshop. The workshop's goal was to gain insight from lessons learned by peer agencies, and review specific and relevant aspects of other express lane projects for applicability to the MoPac project. Over 35 people from the City, County, CAMPO, TxDOT, consultants, the Mobility Authority, and FHWA attended the workshop on August 25 and 26.
- TxDOT re-initiated development of an Environmental Assessment with an environmental kickoff meeting with the Mobility Authority, FHWA, TxDOT Austin District, and TxDOT Environmental Division (ENV) personnel on August 30.

SEPTEMBER 2010

- Market Valuation Agreement and Terms and Conditions were presented to the CAMPO Finance Committee on September 10 and were approved by the CAMPO Policy Board on September 13.
- The project website (MoPacExpress.com) went live on September 16.
- TxDOT initiated the Environmental Technical Working Group (TWG) process to aid in the development of the Environmental Assessment. TWG meetings include representatives of the Mobility Authority, FHWA, TxDOT Austin District, and TxDOT ENV. Three TWGs were held in September.
- Resolution to exercise primacy was approved at the September 29 Mobility Authority Board meeting. By exercising primacy, the Mobility Authority officially announces its intent to develop the project.

OCTOBER 2010

- 179 people attended the first round of Open Houses on October 6 and 7 and reviewed information on 10 possible alternatives. Feedback from the meetings was used to help

reduce the number of alternatives down to five (four build alternatives and the no build alternative).

- In addition to these meetings, team members made presentations to MONAC (a coalition of neighborhood associations along the project corridor) on October 19 and the West Austin Neighborhood Group on October 4. The neighborhoods are closely monitoring the project.
- The development of the Environmental Assessment continued and two TWGs were held in October.
- *Traffic Modeling*- Approximately 57,000 postcards were sent to MoPac users on October 18. These cards were sent to people who were identified as using the MoPac corridor requesting participation in the Origin and Destination (O&D) Survey if they haven't already participated. The revised CAMPO traffic model, which will be the basis of the project's model, was received and new modeling commenced.

NOVEMBER 2010

- Environmental Assessment TWG meetings continued. Prior month's alternatives analysis narrowed the ten preliminary alternatives to five reasonable alternatives. These five alternatives are evaluated further for impacts to resources and communities. An e-Newsletter was distributed on November 15.
- *Traffic Modeling*- Stated Preference (SP) and O&D Survey draft reports were initiated. As an incentive for participation, prize awards were mailed to the randomly selected people who participated in the survey.

DECEMBER 2010

- A second round of Open Houses was held on December 1 and 2 to gather additional input from the public on the project and the remaining alternatives. 187 people participated in the second round of Open Houses with many contributing feedback that will help the study team as it analyzes the remaining alternatives and identifies a recommended alternative. Comments received at the open houses and responses can be found at: <http://www.mopacexpress.com/environmental/public-input.php>.

JANUARY 2011

- Finalization of the draft Environmental Assessment commenced and is scheduled to be submitted to TxDOT on February 28.
- Staff continued to coordinate with the City of Austin on a wide range of issues including the downtown connections, bicycle and pedestrian improvements, aesthetics and sound walls. The MoPac Improvement Team also met with bicycle advocacy groups to better understand their priorities in regard to bicycle and pedestrian facilities.
- Draft O&D Studies were completed for the corridor. Operational traffic modeling continued.

FEBRUARY 2011

- The second in a series of e-Newsletters was distributed on February 2 to update stakeholders on project progress.

- TxDOT and the Mobility Authority executed a Financial Assistance Agreement for TxDOT to provide \$5.4 million of assistance in connection with the development of the MoPac Improvement Project on February 9.
- The draft Environmental Assessment and draft Schematic Design were submitted to the TxDOT Austin District and Mobility Authority for review on February 28.
- The analysis of traffic operations continued to be refined and results were incorporated into the draft Environmental Assessment.
- The operations model will be utilized in the preliminary Level 2 Traffic and Revenue Study, which is anticipated to be completed by the end of March 2011.

SCHEDULE

| Milestone | Date | Status |
|--|-------------------|---------------|
| Restart Environmental Study and Public Involvement | Summer 2010 | Complete |
| Market Valuation / Exercise Primacy | Fall 2010 | Complete |
| Develop and Refine Preliminary Alternatives | Fall 2010 | Complete |
| Conduct Open House Meetings | Fall 2010 | Complete |
| Reasonable Alternatives Refinement | Winter 2010/ 2011 | Complete |
| Draft Environmental Assessment and Schematic Complete - Initiate Review Process | February 2011 | On Schedule |
| Restart Aesthetics Committee | Spring 2011 | On Schedule |
| Complete Level 2 Traffic and Revenue (T&R) | Spring 2011 | On Schedule |
| Conduct Noise Workshops | Summer 2011 | |
| “Satisfactory for Further Processing” from FHWA | Winter 2011/2012 | |
| Start Design/Build Procurement | Winter 2011/2012 | |
| Conduct Public Hearings on the Draft Environmental Assessment | Spring 2012 | |
| Submittal of Final Environmental Assessment to TxDOT/FHWA | Spring 2012 | |
| Anticipated “Finding of No Significant Impact” from FHWA | Fall 2012 | |
| Complete Investment Grade T&R | Fall 2012 | |
| Complete Design/Build Procurement | Winter 2012/2013 | |
| Bond Sale; Groundbreaking | Spring 2013 | |

AGENDA ITEM 5 – SUMMARY SHEET

[REVISED: February 22, 2011]

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Authorize negotiation and execution of a Design Build Comprehensive Development Agreement to develop the Manor Expressway Project.

Department: Engineering

Associated Costs: None

Funding Source Bond Funds and Federal Funds

Board Action Required: Yes

Description of Matter:

On July 28, 2010, the CTRMA Board of Directors approved a shortlist of four Proposers to advance to the Detailed Proposal stage of the Design/Build Comprehensive Development Agreement (D/B CDA) Procurement for the Manor Expressway. The Final Request for Detailed Proposals (RFDP) was issued to these Shortlisted Proposers on November 8, 2010. Detailed Proposals were received from each of these Shortlisted Proposers prior to the 4:00 pm on February 3, 2011 submittal deadline.

A Committee led by Director of Engineering Wesley M. Burford, P.E. evaluated the Detailed Proposals against the criteria provided in the RFDP. Based on these evaluations, the ~~Committee~~ **Executive Director** is seeking Board approval of a recommended Best Value Proposer such that Mobility Authority staff and Best Value Proposer may commence negotiations related to a Comprehensive Development Agreement for the design and construction of the Project.

The Board will be required to approve and take action on the Final Comprehensive Development Agreement prior to final execution by the parties.

Contact for further information: Wesley M. Burford, P.E., Director of Engineering

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

RESOLUTION NO. 11-___

**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 _____ 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 _____ for development of the Manor Expressway Project.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors selects _____ 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 _____ 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:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-
Date Passed: 2/23/11



CENTRAL TEXAS
Regional Mobility Authority

**Manor Expressway Design/Build
Comprehensive Development Agreement
Procurement Best Value Recommendation**

February 23, 2011

Overall Process



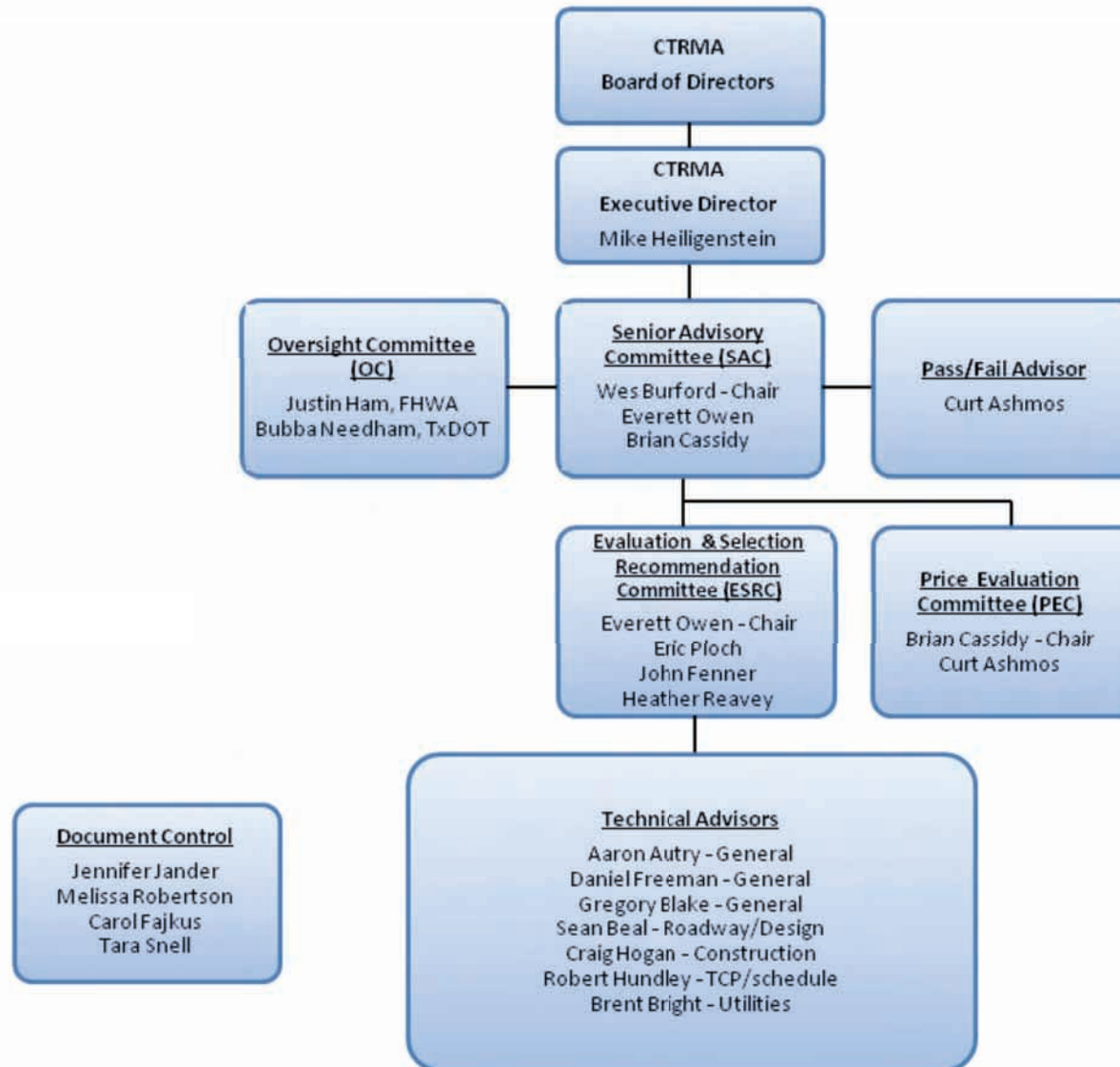
RFQ
6/13/2010

Shortlist
7/28/2010

Detailed
Proposal
Development
7/28/2010 –
2/3/2011

Best Value
Selection
2/23/2011

Evaluation Team



Shortlisted Proposers



- **Abrams-Lane Joint Venture**
 - J.D. Abrams, L.P.
 - The Lane Construction Corporation
- **Central Texas Design-Builders**
 - CH2M Hill Engineers, Inc.
 - Interstate Highway Construction
- **Central Texas Mobility Constructors**
 - Webber, LLC
 - Texas Sterling Construction Co.
- **Williams Brothers Construction Co.**
 - Williams Brothers Construction Co.



- **Final Request for Detailed Proposals released November 8, 2010**
- **One-on-One Meetings**
 - 1st Series held August 20, 2010
 - 2nd Series held October 5, 2010
 - 3rd Series held October 25, 2010
 - 4th Series held December 1, 2010
- **Addenda for Final Request for Detailed Proposals**
 - Addendum #1 released January 13, 2011
 - Addendum #2 released January 25, 2011

Detailed Proposal Elements



- **Technical Proposal**

- Project Management Plan
- Development Plan
- Value Added Concepts
- Alternative Technical Concepts
- Worth a maximum of 25 points in Best Value Calculation

- **Price Proposal**

- Total Price
- Schedule to Substantial Completion
- Lane Rental Amount
- Worth a maximum of 75 points in Best Value calculation

Technical Proposal Evaluations



- **Project Management Plan**

- Organization
- Project Understanding
- Quality Management
- Coordination of Team
- Project Schedule
- Schedule Control
- Design Management
- Construction Management
- Issue Resolution
- Safety & Health Plan

- **Value Added Concepts**

- **Development Plan**

- Utilities
- Environmental & Water Quality
- Hazardous Materials Mgmt
- Drainage
- Roadway Geometry
- Earthwork/Geotechnical
- Bridges/Structures
- Pavement
- Landscape
- Lighting & Traffic Signals
- Maintenance of Traffic
- Signing & Striping
- Toll Facility Infrastructure
- Right of Way
- Pedestrian Facilities
- Sustainability

Price Proposal Evaluations



- **Development Price**
- **Schedule Differential Factor**
 - Proposers required to provide proposed duration from Notice to Proceed to Substantial Completion
 - Additive price adjustment of \$45,000 per day for each calendar day a Proposer's schedule exceeds that of the Proposer with the shortest Project duration to Substantial Completion
- **Lane Rental Differential Factor**
 - Proposers required to provide proposed Lane Rental Bank Amount
 - Additive price adjustment for each dollar a Proposer's Lane Rental Bank exceeds that of the Proposer with the lowest dollar value Lane Rental Bank

Best Value Assessment



| | SHORTLISTED PROPOSERS | | | |
|--|-------------------------------|---------------------------|-------------------------------|-------------------------------------|
| | Central Texas Design-Builders | Abrams-Lane Joint Venture | Williams Brother Construction | Central Texas Mobility Constructors |
| TECHNICAL PROPOSAL | | | | |
| Technical Proposal Score | | | | |
| | | | | |
| PRICE PROPOSAL | | | | |
| Development Price [\$] | | | | |
| Schedule Differential [Calendar Days] | | | | |
| Schedule Differential Adjustment [\$] | | | | |
| Lane Rental Differential Adjustment [\$] | | | | |
| Proposal Price Value | | | | |
| Price Proposal Score | | | | |
| | | | | |
| BEST VALUE SCORE | | | | |



CENTRAL TEXAS
Regional Mobility Authority

AGENDA ITEM 6 – SUMMARY SHEET

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.

Department: Engineering, Finance

Associated Costs: CTRMA Lost Cost - \$300,000
CTRMA Cost to be Reimbursed - \$1,500,000
Cost from Others - \$1,400,000
Total Estimated Project Cost (including participation by others) - \$3,200,000

Funding Source: General Fund and Reimbursement from TxDOT through Pass-Through Financing

Board Action Required: Yes

Description of Matter:

The original design of the 183A intersection with US 183 at the north end of the 183A Project was intended as an interim condition and TxDOT anticipated the need for further improvements to accommodate development and future traffic projections. This proposed Project will improve access, accommodate future growth, and includes participation from the Mobility Authority, City of Leander, TxDOT, and the Developer that owns land on the east side of this intersection.

Attached documentation for reference:

None.

Contact for further information:

Wesley M. Burford, P.E., Director of Engineering

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

RESOLUTION NO. 11-___

**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:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-___
Date Passed 2/23/11

AGENDA ITEM 7 – SUMMARY SHEET

Consider and take appropriate action to revise the CTRMA legislative program for the 82nd Legislature.

Department: Law

Associated Costs: None

Funding Source: None

Board Action Required: If needed.

Description of Matter:

This agenda item is to consider any revisions to the CTRMA legislative program that may be necessary or desirable based on bills that are proposed or pending during the 82nd Texas Legislature.

Staff has no recommendations concerning any needed or desirable revisions as of the time this Summary Sheet is being prepared

Attached documentation for reference:

Draft Resolution template, if needed

Contact for further information:

Andrew Martin, General Counsel

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

RESOLUTION NO. 11-____

Amending the CTRMA Legislative Program for the 82nd Texas Legislature

WHEREAS, the Texas Legislature convened at noon, January 11, 2011, and will adjourn on Monday, May 30, 2011, in the 82nd Regular Legislative Session; and

WHEREAS, on October 27, 2010, the Board of Directors adopted and approved a Legislative Program for the 82nd Legislature by enacting Resolution No. 10-99; and

WHEREAS, an issue that affects the powers, duties, and ability of the Central Texas Regional Mobility Authority to fulfill its statutory mission as a regional mobility authority existing and operating under Chapter 370 of the Texas Transportation Code has come to the attention of the Board that justifies an amendment to the Legislative Program.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the amendment to the CTRMA Legislative Program set forth in Exhibit "A" to this Resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of January, 2011.

Submitted and reviewed by:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-____
Date Passed: 1/26/11

Exhibit A

CTRMA Legislative Program Amendment

[Any change to the Legislative Program will be identified here.]

CTRMA Legislative Program
82nd Legislative Session

The following identifies CTRMA's legislative program and priorities for the 82nd Legislature:

1. **Primacy**: CTRMA (along with other RMAs) worked closely with Sen. Nichols last session to advance SB 17, which would have eliminated the "market valuation" process provided for in SB 792 and established an order of priority that would have given local toll project entities (LTPEs) the first option to develop toll projects within their regions. CTRMA supports advancing these concepts again. CTRMA believes it is critical to assure that local control will be maintained over toll projects and that toll revenues will remain within the areas where they are generated.

2. **Extension of CDA Authority**: Concession CDA authority for RMAs expired August 31, 2009 (except for certain exempted projects) and Design/Build CDA authority will expire August 31, 2011. Design/Build CDA authority has been an important tool for delivery of CTRMA projects. It is noteworthy that both the North Texas Turnpike Authority (NTTA) and county toll road authorities (including HCTRA, the Harris County Toll Road Authority) have CDA authority that is not subject to expiration, and there is no reason that RMAs should not have the same tools available as those other local toll project entities (LTPEs). At a minimum, Design/Build CDA authority should be extended for RMAs, along with the ability to secure financing as part of a Design/Build CDA.

3. **RMA Clean-up**: An RMA "clarification" bill was filed last session (HB 2990/SB 1669) to clarify language in several sections of Chapter 370 of the Transportation Code related to project financing, add parking structures and transportation reinvestment zone projects to the list of authorized RMA projects, and give RMAs the same collection and enforcement tools as TxDOT, NTTA and HCTRA. CTRMA supports these changes to Chapter 370, its governing statute.

4. **Transportation Reinvestment Zones**: Transportation Reinvestment Zones (TRZs) offer an important tool for generating local funding for projects. As TxDOT's financial resources continue to deteriorate and communities struggle to find means to generate local funding, the use of TRZs has become even more important. Currently TRZs are tied to the "pass-through" program, and have other statutory problems which require correction or improvement. CTRMA and other RMAs supported HB 1810/SB 2378 introduced last session to correct many of the TRZ deficiencies; CTRMA supports pursuing that legislation again.

5. **Environmental Review Process**: Increased attention has been given to the delays in project delivery and the associated costs resulting from prolonged review periods for environmental documents. CTRMA and other RMAs supported SB 502 during the previous session which would have allowed RMAs and other LTPEs to "fund" positions at various state and federal entities to help to expedite project reviews. CTRMA supports pursuing that legislation again, as well as other statutory changes to establish reasonable deadlines, formalize processes, and otherwise add efficiencies to the environmental review process.

Other issues which CTRMA would like to see addressed during the 82nd Session include:

- **Funding:** issue the remaining Prop 12 bond capacity; enhance the pass-through program, and pursue other options for additional funding.
- **Enforcement:** Improve and standardize throughout Texas authorized toll violation enforcement and collection procedures (and possible consolidation of statutes for different types of toll authorities).
- **Discounted or Free Tolls under HB 3139, 81st Legislative Session:** Appropriate sufficient funds from the state general revenue fund to defray the cost of providing free or discounted use of CTRMA toll projects, as the 81st Legislature provided by subsection (b) of Section 372.053 of the Transportation Code, enacted by HB 3139.

Adopted October 28, 2010 by Resolution 10-99

Amended December 8, 2010 by Resolution 10-107

AGENDA ITEM 8 – SUMMARY SHEET

Designate members of the financing syndicate for the Manor Expressway Project.

Department: Finance

Associated Costs: N/A

Board Action: YES

Description of Matter:

The Board of Directors previously designated a pool of firms qualified to provide investment banking services to the CTRMA. The Board now needs to select from that previously designated pool a syndicate of firms to provide investment banking services in connection with the Manor Expressway Project.

CTRMA staff recommends that the Board designate JPMorgan Securities, Inc., as Senior Manager and Goldman Sachs & Co. as Co-Senior Manager for the provision of underwriting services in connection with the Manor Expressway Project, and further recommends that the following firms be designated as Co-Managers of the 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.

Contact for further information: Bill Chapman, Chief Financial Officer

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

RESOLUTION NO. 11-___

**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:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number: 11-___
Date Passed: 2/23/11

**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.

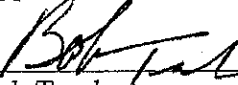
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 24th day of September, 2003.

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 Barclays 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

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

RESOLUTION NO. 11-__

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:

Approved:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 11-__
Date Passed 2/23/11

Exhibit A

Financial Report for December, 2010 and January 2011

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

| Revenue | Budget FY 2011 | Actual Year To Date 12/31/2010 | Percent Of Budget | Actual Year 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 FY 2011 | Actual Year To Date 12/31/2010 | Percent Of Budget | Actual Year 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 | Budget FY 2011 | Actual Year To Date 12/31/2010 | Percent Of Budget | Actual Year To Date 12/31/2009 |
|------------------------------------|---------------------------|---|------------------------------|---|
| 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 | 2,854,597 | 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% | 6,455,574 |
| 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

355,572,062

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 | | 355,572,062 |

CTRMA INVESTMENT REPORT

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

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 | | 0.001% |
| Other Obligations Fund | 12,495.40 | | | 0.10 | | 0.001% |
| Debt Service Fund 2005 | 3,252,387.54 | 619,958.33 | | 24.36 | 3,872,370.23 | 0.001% |
| 2010 Senior DSF | 12.40 | | | | 12.40 | 0.001% |
| Subordinate Lien TIFIA DS Fund | 7,880.65 | | | 0.06 | 7,880.71 | 0.001% |
| 2010-2 BABs Supplemental Security | 110,409.49 | | | 2.72 | 110,412.21 | 0.001% |
| 2010-2 Subordinate Cap I Fund | 2,816.77 | | | 0.07 | 2,816.84 | 0.001% |
| 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 | 0.001% |
| 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 | 0.001% |
| 2010-1 Subordinate DS Reserve Fund | 153,357.13 | 18,931.54 | | 3.57 | 172,292.24 | 0.001% |
| 2010-2 Subordinate DS Reserve Fund | 6,670.68 | 6,874.74 | | 0.96 | 13,546.38 | 0.001% |
| Debt Service Reserve Fund 2005 | 5,161,511.28 | | | 769.63 | 5,162,280.91 | 0.001% |
| | 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 | 0.003% |
| | | | | | 15,620,838.89 | |

CTRMA INVESTMENT REPORT

| | Month Ending 12/31/2010 | | | | | Balance 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 | | 3,955,812.48 | 0.500% |
| Subordinate Lien Cap-I 2010-2 | 1,118,432.64 | | | 466.01 | | 1,118,898.65 | 0.500% |
| Senior Lien Cap-I 2010 | 8,521,591.77 | | | 6,249.17 | | 8,527,840.94 | 0.880% |
| Subordinate Lien Project Fund 2010-1 | 8,389,264.93 | | | 1,724.94 | 4,961,073.42 | 3,429,916.45 | 0.300% |
| Senior Lien Project Fund 2010 | 62,547,217.52 | | | 44,335.46 | | 62,591,552.98 | 0.850% |
| | 84,530,671.77 | 0.00 | 0.00 | 54,423.15 | 4,961,073.42 | 79,624,021.50 | |
| Amount in Fed Agencies | | | | | | | |
| Amortized Principal | 10,407,512.22 | 3,064,452.00 | (531.97) | | 2,999,000.00 | 10,472,432.25 | |
| Accrued Interest | 10,407,512.22 | 3,064,452.00 | (531.97) | 10,394.73 | | 10,472,432.25 | |
| 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 | (531.97) | 54,423.15 | 4,961,073.42 | 10,472,432.25 | |
| | 84,530,671.77 | 0.00 | (531.97) | 78,193.20 | 26,967,910.21 | 202,842,548.59 | |

William Chapman, CFO

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

INVESTMENTS by FUND

| | | Balance | | | |
|--|---------------|--------------------------|--|----------------|---------------|
| | | December 31, 2010 | | | |
| Renewal & Replacement Fund | | | | TaxSTAR | 80,107,712.31 |
| TexSTAR | 152,930.61 | | | CD's | 3,100,000.00 |
| Fidelity | 5,012.08 | | | Fidelity | 13,917,543.64 |
| Agencies | 500,000.00 | 657,942.69 | | SIB | 15,620,838.89 |
| TxDOT Grant Fund | | | | Agencies | 10,472,432.25 |
| TexSTAR | 5,208,499.37 | | | Bayerische GIC | 79,624,021.50 |
| Fidelity | 28,400.83 | | | | |
| CD's | 100,000.00 | | | | |
| Agencies | 5,062,432.27 | 10,399,332.47 | | | |
| Subordinate Lien DS Fund 05 | | | | | |
| Fidelity | 7,880.71 | 7,880.71 | | | |
| Debt Service Reserve Fund 05 | | | | | |
| TexSTAR | 4,823,182.93 | | | | |
| Fidelity | 5,162,280.91 | | | | |
| CD's | 3,000,000.00 | | | | |
| Agencies | 1,003,875.00 | 13,989,338.84 | | | |
| Debt Service Fund 05 | | | | | |
| Fidelity | 3,872,370.23 | 3,872,370.23 | | | |
| 2010 Senior Lien DSF | | | | | |
| TexSTAR | 2,068.17 | | | | |
| Fidelity | 12.40 | | | | |
| Agencies | | 2,080.67 | | | |
| Other Obligations Fund | | | | | |
| Fidelity | 12,495.50 | 12,495.50 | | | |
| Operating Fund | | | | | |
| TexSTAR | 46,753.50 | | | | |
| TexSTAR-Trustee | 238,697.40 | | | | |
| Fidelity | 373,441.43 | | | | |
| Region's SIB Loan MMA | 15,620,838.89 | 16,279,731.22 | | | |
| Revenue Fund | | | | | |
| TexSTAR | 620.69 | | | | |
| Fidelity | 1,159,655.92 | 1,160,276.61 | | | |
| General Fund | | | | | |
| TexSTAR | 2,047,666.73 | | | | |
| Fidelity | 2,568,265.78 | 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 | 8,527,840.94 | 8,528,682.48 | | | |
| 2010-1 Sub Lien Capitalized Interest | | | | | |
| TexSTAR | 419.65 | | | | |
| Bayerische GIC | 3,955,812.48 | 3,956,232.13 | | | |
| 2010-2 Sub Lien Capitalized Interest | | | | | |
| TexSTAR | 126.65 | | | | |
| Fidelity | 2,816.84 | | | | |
| Bayerische GIC | 1,118,898.65 | 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 | 6,750,146.92 | | | | |
| Fidelity | 233,917.01 | | | | |
| Agencies | 2,513,972.20 | 9,498,036.13 | | | |
| 2010-2 Sub Lien Debt Service Reserve Fund | | | | | |
| TexSTAR | 659,695.74 | | | | |
| Fidelity | 13,546.38 | | | | |
| 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 | 56,505,923.64 | | | | |
| Fidelity | 513.75 | 56,506,437.39 | | | |
| 2010 Regions BABs Debt Service Account | | | | | |
| Fidelity | 179,666.67 | 179,666.67 | | | |
| 2010-1 Sub Lien Projects Fund | | | | | |
| TexSTAR | 1,410.31 | | | | |
| Fidelity | 0.05 | | | | |
| Bayerische GIC | 3,429,916.45 | 3,431,326.81 | | | |
| 183A/290E Project Acct | | | | | |
| TexSTAR | 1,158,505.19 | | | | |
| Fidelity | 0.49 | 1,158,505.68 | | | |
| 2010 Senior Lien Construction Fund | | | | | |
| TexSTAR | 5,496.91 | | | | |
| Fidelity | 14,549.69 | | | | |
| Bayerische GIC | 62,591,552.98 | 82,611,699.58 | | | |
| | | <u>\$ 202,842,548.59</u> | | | |

Amount of investments As of December, 2010

| Agency | CUSIP # | COST | | Book Value | Market Value | Yield to Maturity | Purchased | Matures | FUND |
|-----------------------------|-----------|---------------|---------------|---------------|--------------|-------------------|------------|-----------|--------------------------------|
| | | Called | Called | | | | | | |
| Fannie Mae | 3136FMDR2 | Called | Called | | | 1.125% | 3/30/2010 | 4/23/2012 | TXDOT Grant Fund |
| Federal Farm Credit | 31331J2B8 | 1,997,836.00 | 1,997,980.27 | 1,990,740.00 | 1,990,740.00 | 1.000280% | 1/22/2010 | 2/15/2013 | TXDOT Grant Fund |
| Fannie Mae | 31398AX80 | 1,004,500.00 | 1,003,875.00 | 1,000,440.00 | 1,000,440.00 | 1.45% | 7/29/2010 | 7/26/2013 | 2005 Debt Service Reserve Fund |
| Fannie Mae | 31398AW32 | 1,002,500.00 | 1,002,152.78 | 1,003,140.00 | 1,003,140.00 | 1.38% | 7/19/2010 | 7/19/2010 | 2010-1 Subordinate DSRF |
| Federal Home loan Bank | 313370CR7 | 1,000,000.00 | 1,000,000.00 | 1,000,040.00 | 1,000,040.00 | 0.25% | 7/27/2010 | 1/27/2011 | 2010 Sn Lien DSRF |
| San Antonio Water Utilities | 79642BLM3 | 200,000.00 | 200,000.00 | 199,110.00 | 199,110.00 | 1.109% | 11/23/2010 | 5/15/2012 | 2010-2 DSRF |
| San Antonio Water Utilities | 79642BLN1 | 190,000.00 | 190,000.00 | 187,891.00 | 187,891.00 | 1.457% | 11/23/2010 | 5/15/2013 | 2010-2 DSRF |
| Fannie Mae | 3136FPAD9 | 1,514,454.00 | 1,513,972.20 | 1,485,090.00 | 1,485,090.00 | 2.000% | 11/15/2010 | 8/24/2015 | 2010 Sn Lien DSRF |
| Fannie Mae | 3136FPFP7 | 500,000.00 | 500,000.00 | 499,880.00 | 499,880.00 | 0.625% | 9/17/2010 | 9/17/2013 | Renewal and Replacement |
| Federal Home loan Bank | 3137EABY4 | 3,064,452.00 | 3,064,452.00 | 3,059,790.00 | 3,059,790.00 | 0.40048% | 12/23/2010 | 3/23/2012 | TXDOT Grant Fund |
| | | 10,473,742.00 | 10,472,432.25 | 10,426,121.00 | | | | | |

| Agency | CUSIP # | COST | | Cumulative Amortization | 12/31/2010 Book Value | Maturity Value | Accrued Interest | Amortization | Interest Earned |
|-----------------------------|-----------|---------------|----------|-------------------------|-----------------------|----------------|------------------|--------------|-----------------|
| | | Called | Called | | | | | | |
| Fannie Mae | 3136FMDR2 | Called | Called | | | 3,000,000.00 | 2,812.50 | | 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 |
| Fannie Mae | 31398AX80 | 1,004,500.00 | 625.00 | 1,003,875.00 | 1,003,875.00 | 1,000,000.00 | 1,208.33 | (125.00) | 1,083.33 |
| Fannie Mae | 31398AW32 | 1,002,500.00 | 347.22 | 1,002,152.78 | 1,002,152.78 | 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 | 1,000,000.00 | 104.17 | 0.00 | 104.17 |
| San Antonio Water Utilities | 79642BLM3 | 200,000.00 | 0.00 | 200,000.00 | 200,000.00 | 200,000.00 | 184.83 | | 184.83 |
| San Antonio Water Utilities | 79642BLN1 | 190,000.00 | 0.00 | 190,000.00 | 190,000.00 | 190,000.00 | 230.69 | | 230.69 |
| Fannie 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 |
| Fannie 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 |
| | | 10,473,742.00 | 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 | | FUND |
|--------------|-----------|------------------|----------|------------|-----------|----------|---------------|------------------------------|
| | | | Maturity | Maturity | | Interest | Interest | |
| 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

| | |
|---------------------------------------|--------------------|
| Current Invested Balance | \$5,593,134,506.98 |
| Weighted Average Maturity (1) | 38 Days |
| Weighted Average Maturity (2) | 67 Days |
| Net Asset Value | 1.000091 |
| 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 | AAAm |

December Averages

| | |
|--|--------------------|
| Average Invested Balance | \$5,261,446,561.50 |
| Average Monthly Yield, on a simple basis | 0.1713% |
| Average Weighted Average Maturity (1)* | 47 Days |
| Average Weighted Average Maturity (2)* | 79 Days |

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

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

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

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

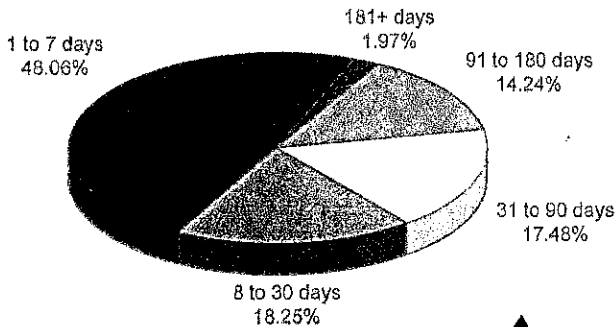
The fourth quarter began with a number of unanswered questions regarding the U.S. midterm elections, tax policy and the size of the Federal Reserve's second round of quantitative easing (QE2). The shift of control in the House of Representatives to the Republican Party led to a compromise between President 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.

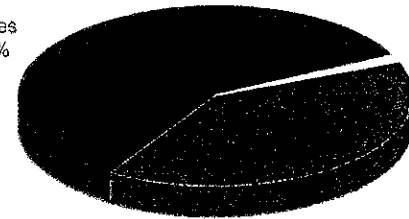
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

Portfolio by Type of Investment As of December 31, 2010

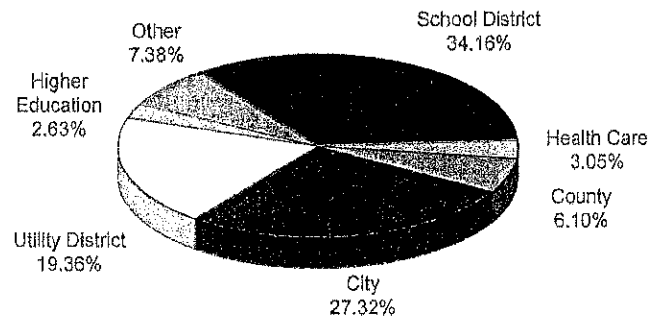


Agencies
58.94%



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

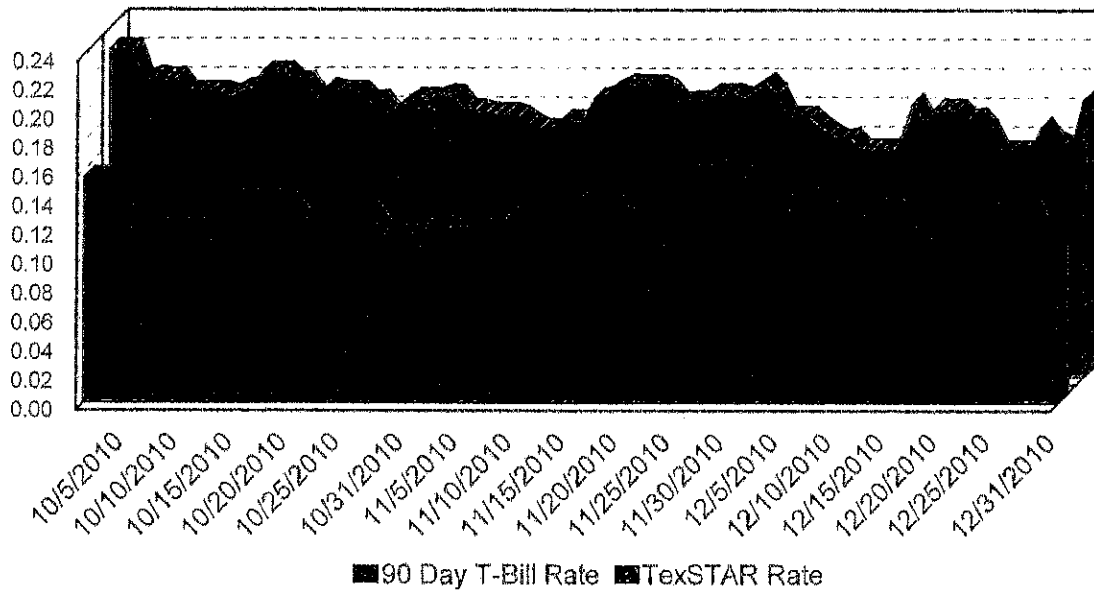
| Month | Average Rate | Book Value | Market Value | Net Asset Value | WAM (1)* | WAM (2)* | Number of Participants |
|--------|--------------|--------------------|---------------------|-----------------|----------|----------|------------------------|
| Dec 10 | 0.1713% | \$5,593,134,506.98 | \$ 5,593,670,681.79 | 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% | 0.000006156 | \$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.
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> |

FirstSouthwest 
A PlainsCapital Company.

J.P.Morgan
Asset Management

The January 2011 Financial Report will be distributed on Wednesday, February 23rd, 2011.

AGENDA ITEM 10 – SUMMARY SHEET

Executive Director's Update – Presentation of the Executive Director's Report

Department: Administrative

Associated Costs: None

Board Action Required: No

Description of Matter:

The Executive Director's Report is attached for review and reference.

Contact for further information: Mike Heiligenstein



REPORT TO THE BOARD OF DIRECTORS FEBRUARY 23, 2011

MIKE HEILIGENSTEIN - EXECUTIVE DIRECTOR

PRIORITY ISSUES



Manor Expressway Design/Build
CDA procurement



Federal outlook for funding and
financing tools

ADMINISTRATION

UPDATE ON THE 82ND LEGISLATIVE SESSION

The 82nd Session of the Texas Legislature convened on January 11, 2011. The Senate Transportation and Homeland Security Committee welcomes two new members, Senator Chris Harris of Arlington and Senator Juan “Chuy” Hinojosa of McAllen. Senator Tommy Williams of Houston is the chairman of that committee, while Senator Kirk Watson continues to serve as vice-chair. Representative Larry Phillips of Sherman has been appointed to chair the House Transportation Committee, which includes six new members.

Legislation amending various provisions in the RMA Act has been filed in both the House and Senate by Representative Phillips and Senator Robert Nichols, respectively. This legislation would clarify issues related to project financing, add parking structures and transportation reinvestment zones to the list of authorized RMA projects, and give RMAs the same toll collection and enforcement tools as TxDOT, NTTA and HCTRA. Representative Joe Pickett and Senator Nichols have each filed legislation that would expand the purposes for which a transportation reinvestment zone may be used, and legislation that would facilitate the environmental review process for transportation projects. The Mobility Authority supports these important

legislative efforts. Additionally, the Mobility Authority continues to support efforts to extend the authority of RMAs to enter into design build comprehensive development agreements. We anticipate that legislation related to those issues will be filed in the days ahead.

OPERATIONS

CUSTOMER TOLL ACCOUNT MANAGEMENT SYSTEM

In March 2010, the Mobility Authority began the process of seeking a private company or companies with customer account management experience interested in issuing their own branded toll tags to customers in Texas. The Mobility Authority issued a Request for Proposals on November 22nd, and proposals were due January 18th. A team composed of Mobility Authority staff and toll industry experts have been reviewing the proposals and meeting one on one with proposers throughout February.

HIGHWAY EMERGENCY RESPONSE OPERATOR (HERO) PATROL SERVICES PROGRAM

Since beginning service in September 2010, the HERO motorist assistance program has responded to more than 1,800 incidents along the I-35 corridor. Response to the program has been overwhelmingly positive. The HEROs were able to provide motorist assistance and emergency services support during the ice and snow events earlier this month as well as traffic

management support during the recent weekend closure of I-35 at Ben White.

PROJECT DEVELOPMENT

MANOR EXPRESSWAY PHASE 1

CONSTRUCTION

Webber set the first bridge beams for the Manor Expressway interchange at US 183 on January 27th. With construction occurring at the intersection of two major US highways, traffic control has been a top priority. To prevent motorist frustration, road closures generally take place at night and are coordinated with TxDOT and emergency services. Webber also continues work on excavation, embankment and retaining walls.

MANOR EXPRESSWAY PHASE 2

DESIGN/BUILD COMPREHENSIVE DEVELOPMENT AGREEMENT

Work is continuing on the Design/Build CDA procurement. An expert evaluation team composed of Everett Owen, Owen Consulting, John Fenner, J Fenner Limited, Eric Ploch, PBS&J an Atkins Company and Heather Reavey, HNTB has reviewed and scored the four responses and is making a Best Value recommendation to the Board this month.

RIGHT-OF-WAY

Right-of-way acquisition and negotiations with affected property owners continues for the Manor Expressway between US 183 and Parmer Lane. As parcels are acquired, contractors are doing asbestos testing, asbestos abatement, underground storage tank removal and general demolition on the acquired properties.

Acquisition of the parcels for the Manor Expressway from Chimney Hill Boulevard to Parmer Lane have been separated into priority groupings. Offer letters have been

sent, and negotiations are underway for priority parcels. Appraisals and offer letters are under development for lower priority parcels.

MO-PAC IMPROVEMENT PROJECT

PROJECT DEVELOPMENT

The draft Environmental Assessment has been finalized and will be submitted to TxDOT for review this month. The document review process is scheduled for completion in February 2012. Wilbur Smith Associates has completed their operational traffic modeling, which is being used to finalize phase 2 traffic and revenue studies. In addition, staff continues to coordinate with CapMetro on a wide range of issues including their existing and planned transit routes.

183A EXTENSION

CONSTRUCTION

Webber continues to make progress on the 183A Extension and is focusing its efforts on bridge structure construction, excavation of material and drainage facility construction.

SHARED USE PATH

Construction of the 183A shared use path from South Brushy Creek to FM 1431 is 55% complete and the path is on schedule to open this summer.

COMMUNITY OUTREACH

WEBSITE

The communications department has launched a new Mobility Authority web site. It is designed to be more modern and user-friendly. While the web address and content has not changed substantially, the menu structure has been re-organized to highlight our numerous projects and direct visitors quickly and easily to the information they're seeking. The new website design also supported the transition to electronic Board books.

HERO Media Coverage Summary

- KXAN coverage – February 4, 2011
- KVUE coverage – February 8, 2011
- KXAN coverage – January 20, 2011
- Williamson County Sun article – November 28, 2010

Service helps stranded winter drivers Extra caution needed in snow and cold

KXAN

Doug Shupe

<http://www.kxan.com/dpp/news/local/service-helps-stranded-winter-drivers>

When snow accumulates on Central Texas roadways we're advised to stay off them since we're not used to it--but many don't do that.

Fortunately, if drivers get stranded help is only a phone call away.

They say country music fans are the most loyal - even in cold and snow.

Betsy Horton is proof of that.

"Oh, it's unbelievable. I'm so excited about Rascal Flatts. I've waited forever to see them. I wouldn't miss it - even if the weather is bad."

Nick James drove to Cedar Park from San Marcos for the Rascal Flatts concert .

"I got a 4-wheel drive truck, so I don't think it will be a big issue. I'm more worried about everyone else crashing into me."

"It's going to be a problem - you've just got to be careful."

Brad Tolliver, with the Highway Emergency Response Operation - or HERO patrol - provides a little gas or tire changes to people stranded on I-35 from Round Rock to Buda.

The free service began last September. Tolliver recommends drivers take steps to prevent breaking down in the cold.

"They need to make sure their vehicle is maintained - they have proper antifreeze fuel - tires are good," he said.

And Tolliver says always have blankets and water in your vehicle, just in case.

"You never know. We've had people stuck out here with kids and say they are freezing to death," said Tolliver.

And most importantly, he says, don't be distracted, tailgate or speed in wintry conditions.

"It's bad out here - even when we have clear weather," he said.

Winter won't stop many, like Horton, from living life. But, she said it will make her more cautious behind the wheel.

"We'll manage, and get home," said Horton.

HERO Patrol operates Monday through Friday from 6 a.m. to 10 p.m. The number to call is 974-HERO.

I-35 HERO project helps stranded motorists for free

KVUE

Rebekah Hood

Drivers needing assistance on Interstate 35 need look no further than the free HERO program.

The Texas Department of Transportation (TxDOT) and the Central Texas Regional Mobility Authority have launched the Highway Emergency Response Operator (HERO) program to help motorists in need. HERO trucks patrol I-35 weekdays between 6 a.m. and 8 p.m.

Stranded motorists can call 974-HERO for assistance.

HERO workers remove dangerous roadway debris, help move stalled vehicles off the road, provide basic repair like changing a flat tire, provide fuel, jump-start batteries, and help first responders after an accident.

So far, the HERO program has helped more than 1,600 drivers since the program's launch in September 2010.

Free roadside assistance helps hundreds HERO program helps 1,300 in three months

KXAN

Kate Weidaw

If your car breaks down on Interstate 35, chances are the first person that will help you out won't be the tow truck driver but someone from the Highway Emergency Response Operation program.

It's been four months since the roadside assistance program relaunched <http://www.kxan.com/dpp/news/local/hero-car-program-starts-monday> . And while they've helped out hundreds of people, turns out not many drivers know they're out there.

Every morning, HERO operator William Mackin loads up his HERO truck and heads out on the highway. He spends his day looking for drivers on the side of the road needing some help.

"We've moved quite a few vehicles," said Mackin.

Since September when HERO started patrolling I-35, they've helped out 1,300 motorists. And those numbers don't include the motorists helped in January.

Something as simple as a stall can quickly back up traffic for miles during rush hour. So the goal with the HERO trucks is to get them to the stranded motorist as quickly as possible so they can get moving again and so that traffic can, too.

"Everything from flat tires to radiators, to gas. People run out of fuel," said Mike Heiligenstein, executive director of Central Texas Regional Mobility Authority. <http://www.mobilityauthority.com>

The roadside assistance program is funded with \$2 million in stimulus funds. While the folks with the CTRMA know they've helped out hundreds of stranded motorists, they haven't studied the direct impact their efforts have had on improving traffic flow.

Their other big challenge is having motorists call them directly. Some 80 percent of the drivers that have been helped have been found by the HERO operators driving around.

"That's been one of the challenges: making sure we have a public awareness of that," said Heiligenstein.

Now with only a year and a half left in funding, Mobility Authority officials said they hope to keep it going because they believe it's making an impact on traffic.

"We need to keep it going if we can, so we're looking for sponsors in the corporate community," said Heiligenstein.

Right now, the HERO program patrols I-35 from Williamson to Hays counties, but officials said they hope to expand it to U.S. Highway 183.

Those who are stranded on the side of the road can contact the HERO program by calling 512-974-HERO.

GEORGETOWN, TEXAS ■ NOVEMBER 28, 2010

Stimulus service a good Samaritan on highway

By ANDREW McLEMORE

It's been two months since the Central Texas Regional Mobility Authority launched its motorist assistance program, and officials say more than 500 people have received help.

The program uses pickup trucks to patrol Interstate Highway 35 and reduce traffic congestion and air pollution by getting broken-down cars and debris off the area's busiest roadway.

Williamson County Commissioner Cynthia Long advocated for the program because it has been used successfully in other parts of the country to keep traffic flowing, she said.

Transportation officials described it as a safety net for anyone who experiences trouble on the interstate.

"It can translate to real dollars saved for the commuter," Ms. Long said. "If you're leaving Georgetown and trying to get to Austin, you've just spent 20 minutes less in traffic. Or if you're trying to get to daycare in time and you're late, you can pay a lot of money for that."

The program is funded with \$1.8 million from the February 2009 stimulus package and pays for a private company contracted with the mobility authority to patrol a 31-mile stretch of IH-35 from the Travis/Hays County line up to Highway 79 in Round Rock.

"I am very hopeful that this is going to help us with I-35," Ms. Long said. "Anything we can do to relieve some of the congestion is a plus."

Four extended cab pickup



Cynthia Long
County Commissioner

trucks equipped for basic repair services move stalled vehicles off the road, assist first responders at accident scenes and remove potentially dangerous debris.

The Highway Emergency Response Operator service — called the HERO patrol — has responded to 570 incidents since the program began September 22.

Though motorists stranded on the highway can call for assistance, most of those incidents were in the course of patrols, mobility authority spokesman Steve Pustelnyk said.

"We've gotten a tremendous amount of positive feedback," Mr. Pustelnyk said. "It's really intended to be a roving program where hopefully they get to you before you have to make a call."

He shared several of the comments, which are voluntary for recipients of the service.

They included, "Saved my butt today!" "Very nice and he saved my job interview," "I had kids in the car with no gas, thank you," and

"Y'all are guardian angels, thanks for the assistance."

Those responses should prove the program is worthwhile, Mr. Pustelnyk said.

"These are the kinds of things you like to hear when you work for a government agency," he said.

The stimulus money will keep the program going into 2012, and then alternative sources of funding must be found, said Mike Heiligenstein, the agency's executive director.

He knew when he saw the opportunity to start the program that paying for it indefinitely would be problematic, Mr. Heiligenstein said, but he's willing to try anything that will reduce congestion on Interstate 35.

"We have always struggled in our political history to figure out: What can we do about I-35?" said Mr. Heiligenstein, who served 15 years as a WilCo commissioner for Precinct 1. "That's what we have to look at: What value does this program provide the region?"

Unless the agency can find corporate sponsorship, funding the program will require a combination of sources, he said.

HERO vehicles provide service from 6 a.m. to 8 p.m. Monday through Friday, targeting peak traffic hours on the interstate.

The program is a partnership between the Central Texas Regional Mobility Authority, the Texas Department of Transportation, which monitors the service, and the Texas Transportation Institute, which has helped conduct similar programs elsewhere and

provides advice.

So far, the HERO patrols have proven their value to the community, and Mr. Heiligenstein said his agency wants to continue funding them as long as possible.

"It's every parent's worst thought: to have a child with a flat tire on I-35. If you're from Minnesota and you break down on I-35 between Georgetown and Round Rock, who do you call?" he said. "It's keeping something that is stressful from turning into something that is dramatic."

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