



Central Texas Regional  
Mobility Authority

## Regular Meeting of the Board of Directors

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9:30 a.m.  
Wednesday, September 28, 2011

301 Congress Avenue, Suite 360  
Austin, Texas 78701

## AGENDA

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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.

### ***Discuss, consider, and take appropriate action on the following:***

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3. Approve the minutes for the August 24, 2011, General Board Meeting.
4. Approve an amendment to the work authorization with HNTB Corporation for the South Brushy Creek Pedestrian Bridge Project.
5. Approve an interlocal agreement with the Texas Department of Transportation relating to access by CTRMA to the TxDOT Customer Service Center/Violation Processing Center account management system.
6. Approve 2012 Plan Year Changes to the CTRMA Plan with the Texas County and District Retirement System.
7. Approve the CTRMA Investment Policy and list of approved broker/dealers.
8. Accept the monthly financial reports for July and August, 2011.

### ***Briefing and discussion with no action proposed on the following:***

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9. Executive Director's report.
  - A. Green Mobility Challenge
  - B. First Anniversary of the HERO Program
  - C. Direct Connects at Manor Expressway Project
  - D. Public-Private Partnership (P3) Update

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Ray A. Wilkerson, Chairman • James H. Mills, Vice-Chairman • Robert L. Bennett Jr., Treasurer  
Henry H. Gilmore, Secretary • David Singleton • Nikelle S. Meade • Charles Heimsath  
Mike Heiligenstein, Executive Director

## ***Executive Session***

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*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 that authorize meeting in 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:*

10. Discuss acquisition of one or more parcels or interests in real property needed for the Manor Expressway Project and related legal issues, as authorized by §551.072 (Deliberation Regarding Real Property; Closed Meeting) and by §551.071 (Consultation With Attorney).
11. Discuss legal issues relating to procurement and financing of CTRMA transportation projects, as authorized by §551.071 (Consultation With Attorney).
12. Discuss legal issues related to claims by or against the Authority, pending or contemplated litigation and any related settlement offers, or other matters as authorized by §551.071 (Consultation With Attorney).
13. Discuss personnel matters as authorized by §551.074 (Personnel Matters).

## ***Reconvene in Open Session following Executive Session***

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### ***Discuss, consider, and take appropriate action on the following:***

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14. Declare a public necessity to acquire one or more of the following described parcels of land or related property interest for the Manor Expressway Project, and with respect to those parcels authorize negotiation and execution of a purchase contract, negotiation and execution of a possession and use agreement, or use of the power of eminent domain to acquire the parcel for the Manor Expressway Project, as applicable:
  - A. Parcel 47A of the Manor Expressway Toll Project, a 0.602 acre parcel of real estate owned by Kerry S. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.
  - B. Parcel 22AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Wayne Allen Barbee, located at US Hwy 290E, west of Chimney Hill Blvd in Travis County.

- C. Parcel 35 of the Manor Expressway Toll Project, a 1.31 acre parcel of real estate owned by Arturo Diaz, located at US Hwy 290E West of Giles Road in Travis County.
- D. Parcel 47B of the Manor Expressway Toll Project, a 0.560 acre parcel of real estate owned by The Yom Family Trust, Kerry S. Yom and Sun Y. Yom, located at the south line of Hwy 290E, east of Crofford Lane in Travis County.
- E. Parcel 28 of the Manor Expressway Toll Project, a 2.610 acre parcel of real estate owned by TX Old Manor Housing, L.P., located at 9345 US Hwy 290E in Travis County.

15. Adjourn Meeting.

## NOTES

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**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. 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.

**SEPTEMBER 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM # 1**

**Welcome, Opening Remarks and Board Member Comments**

**Board Action: NO**

**SEPTEMBER 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM # 2**

**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**

**SEPTEMBER 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM # 3**

**Approve the minutes for the August 24, 2011 General Board Meeting.**

**Department: Law**

**Board Action: YES (by motion)**

**Description of Matter:**

**The minutes for the August 24, 2011 General Board Meeting require approval by the Board.**

**Attached Document: Draft Minutes August 24, 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, August 24, 2011  
9:30 A.M.**

The meeting was held at 301 Congress Avenue, Suite 650, Austin, Texas 78701. Notice of the meeting was posted August 18, 2011 at the County Courthouses of Williamson and Travis County, with the Secretary of State, on the CTRMA website, and on the bulletin board in the lobby of CTRMA's offices at Suite 650, 301 Congress Avenue, Austin, Texas.

**1. Welcome and Opening Remarks by Vice Chairman Jim Mills**

Vice Chairman Mills called the meeting to order at 9:30 a.m. and called the roll. Board Members present at the time the meeting was called to order were Vice-Chairman Jim Mills, Ms. Nikelle Meade, Mr. David Singleton, and Mr. Henry Gilmore.

**2. Open Comment Period**

No public comments were offered.

**3. Approval of Minutes of July 28, 2011 General Board Meeting**

Vice Chairman Jim Mills presented the minutes from the July 28, 2011 Board Meeting for review by the Board. Mr. David Singleton moved for approval of the minutes, and Mr. Henry Gilmore seconded the motion. The motion carried unanimously 4-0, and the minutes were approved as drafted.

**Executive Session Pursuant to Government Code, Chapter 551**

Vice Chairman Mills announced in open session at 9:34 a.m. that the Board would recess the open meeting and would reconvene in Executive Session to deliberate the following items:

- 4. 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).**
- 5. Discussion of legal issues related to claims by or against the Authority, pending or contemplated litigation, and any related settlement offers, or other matters as authorized by §551.071 (Consultation with Attorney).**

**6. Discussion of personnel matters as authorized by §551.071 (Consultation with Attorney).**

The Board reconvened in open meeting at 9:39 a.m., and Vice Chairman Mills announced that there was no action taken in Executive Session.

**Discuss, consider, and take appropriate action on the following:**

**7. 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 the negotiation and execution of a purchase contract, the negotiation and execution of a possession and use agreement, or the use of the power of eminent domain to acquire the parcel for the Manor Expressway Project, as applicable.**

Ms. Nikelle Meade made a motion, seconded by Mr. Henry Gilmore, to adopt the staff recommended resolutions from staff for each of the the parcels listed below:

The motion carried unanimously, 4-0, and separate resolutions authorizing the action specified by the motion were approved for each parcel as drafted.

A. Authorize the Executive Director to acquire by condemnation or by negotiating and executing a purchase agreement for Parcel 13AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Raymond D. and Elda Raschke, located at 9470 US Hwy 290E in Travis County in the amount of \$1000.

B. Authorize the Executive Director to acquire by agreement of settlement of an existing condemnation case for Parcel 45 of the Manor Expressway Toll Project, a 1.464 acre parcel of real estate owned by Day Life Corporation, located at 9808 Crofford Lane in Travis County in an amount not to exceed \$550,000.

C. Authorize the Executive Director to acquire by agreement of settlement of an existing condemnation case for Parcel 50A and 50A (E) of the Manor Expressway Toll Project, a 1.496 acre parcel of real estate and a 0.037 acre drainage easement owned by Robert Hurst Rental Company, located at 9741 US Hwy 290E in Travis County in an amount not to exceed \$492,578.25.

D. Authorize the Executive Director to acquire by agreement of settlement of an existing condemnation case for Parcel 50B of the Manor Expressway Toll Project, a 0.341 acre parcel of real estate owned by Robert Hurst and Janet Lockwood, located at 9741 US Hwy 290E in Travis County in an amount not to exceed \$474,558.

E. Authorize the Executive Director to acquire by partial agreement of or partial settlement of an existing condemnation case for Parcel 44C of the Manor Expressway Toll Project, a 0.079 acre parcel of real estate owned by Applied Materials Inc., located at 9700 US Hwy 290E in Travis County, in an amount not to exceed \$13,342.

F. No action was taken on Parcel 35.



G. Authorize the Executive Director to acquire by condemnation or by negotiating and executing a purchase agreement for Parcel 22AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Wayne Allen Barbee, located at US Hwy 290E west of Chimney Hill Blvd in Travis County.

H. Authorize the Executive Director to acquire by condemnation or by negotiating and executing a purchase agreement for Parcel 44D (AC) of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Applied Materials, Inc., located at 9700 US Hwy 290E in Travis County.

I. Authorize the Executive Director to acquire by condemnation or by negotiating and executing a purchase agreement for Parcel 30AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Jones Investments, Inc., located west of Johnny Morris Road on the north side of US Hwy 290E in Travis County.

J. Authorize the Executive Director to acquire by condemnation or by negotiating and executing a purchase agreement for Parcel 33AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Joe T. Robertson, located at 9500 US Hwy 290E in Travis County.

K. Authorize the Executive Director to acquire by condemnation or by negotiating and executing a purchase agreement for Parcel 111AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by SCC East Bourne Manor LP, located at the southeast corner of US Hwy 290E and SH130 in Travis County.

L. Authorize the Executive Director to acquire by condemnation or by negotiating and executing a purchase agreement for Parcel 112AC of the Manor Expressway Toll Project, a release and relinquishment of access rights to US Hwy 290E owned by Austin HB Residential, located at the northeast corner of US Hwy 290E and SH130 in Travis County.

## **8. Adjourn Meeting.**

Vice Chairman Mills declared the meeting adjourned by unanimous consent at 9:44 a.m.

**SEPTEMBER 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM # 4**

**Approve an amended Work Authorization with HNTB Corporation relating to the development of the Brushy Creek Pedestrian Bridge Project.**

**Department: Engineering**

**Associated Costs: \$83,570**

**Funding Source: General Fund; Reimbursed with TxDOT Enhanced Program Funding**

**Board Action Required: YES**

**Description of Matter:**

**The Board approved HNTB Corporation Work Authorization No. 7 at their October 27, 2010 meeting to provide professional services and deliverables related to the South Brushy Creek Pedestrian Bridge. This Supplement provides for continuation of support related to project development, design and construction phase services for the South Brushy Creek Bridge under the TxDOT Enhancement Program.**

**Attached documentation for reference:**

**Draft Supplement No. 1 to Work Authorization No. 7**

**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-\_\_\_**

**APPROVING AN AMENDED WORK AUTHORIZATION WITH HNTB  
CORPORATION RELATING TO DEVELOPMENT OF  
THE BRUSHY CREEK PEDESTRIAN BRIDGE PROJECT.**

WHEREAS, HNTB Corporation (“HNTB”) serves as a general engineering consultant to the Central Texas Regional Mobility Authority (“CTRMA”) under the Agreement for General Consulting Civil Engineering Services effective January 1, 2010 (the “GEC Agreement”); and

WHEREAS, by Resolution No. 10-95, dated October 27, 2010, the Board of Directors approved Work Authorization No. 7 under the GEC Agreement for services related to a pedestrian bridge, to include without limitation professional services and deliverables for the study, project development, design, and construction phase services for the South Brushy Creek Bridge for the trail system under the TxDOT Enhancement Program; and

WHEREAS, HNTB and the Executive Director have discussed and agreed to a proposed amendment to Work Authorization No. 7, a copy of which is attached and incorporated into this resolution as Attachment “A,” to continue certain support activities provided by Atkins as a general engineering consultant; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE, BE IT RESOLVED that the proposed amendment to Work Authorization No. 7 is approved; and

BE IT FURTHER RESOLVED that the proposed amendment to Work Authorization No. 7 in the form or substantially the same form as Attachment “A” may be finalized and executed by the Executive Director on behalf of CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28<sup>th</sup> day of July, 2011.

Submitted and reviewed by:

Approved:

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Andrew Martin  
General Counsel for the Central  
Texas Regional Mobility Authority

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Ray A. Wilkerson  
Chairman, Board of Directors  
Resolution Number: 11-\_\_\_  
Date Passed: 7/28/11

**ATTACHMENT “A” TO RESOLUTION 11-**  
**PROPOSED AMENDMENT TO WORK AUTHORIZATION NO. 7**

**[on the following 2 pages]**

## APPENDIX D

### WORK AUTHORIZATION SUPPLEMENT

#### WORK AUTHORIZATION NO. 7.0

#### SUPPLEMENT NO. 1

This supplement No. 1 to Work Authorization No. 7.0 dated November 5, 2010, is made as of this \_\_\_\_ day of \_\_\_\_\_, 2011, under the terms and conditions established in the AGREEMENT FOR GENERAL CONSULTING ENGINEERING SERVICES, (the “Agreement”), between the Central Texas Regional Mobility Authority (“Mobility Authority”) and **HNTB Corporation** (“GEC”). This Supplement is made for the following purpose, consistent with the services defined in the Agreement:

#### *South Brushy Creek Pedestrian Bridge Project under the TxDOT Enhancement Program*

The following terms and conditions of Work Authorization No. 7.0 are hereby amended, as follows:

#### **Section A. - Scope of Services**

A.1. GEC shall perform the following Services:

The Services set forth in Work Authorization No. 7.0 “Attachment A – Scope of Services” with the following additions:

#### **1.6. Develop Construction Contract Documents**

The GEC will prepare construction special specifications and special provisions, construction contract documents and TxDOT letting documents.

#### **1.7. Design Support**

Provide support and detailed engineering review for sub-consultant design work to ensure that TxDOT plan sheet production standards and appropriate civil and structural design criteria are met. The GEC will develop design plan sheets for landscaping, aesthetic enhancements and illumination to be included in this project.

#### **Section C. - Compensation**

C.1. In return for the performance of the foregoing obligations, the Mobility Authority authorizes an additional \$83,570 to the GEC based on a Cost Plus fee. This will increase the not to exceed amount for Work Authorization No. 7.0 from \$194,164 to \$277,734. Compensation shall be in accordance with the Agreement.

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

**Mobility Authority:**

**CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY**

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

Name: Mike Heiligenstein

Title: Executive Director

Date: \_\_\_\_\_

**GEC:**

**HNTB Corporation**

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**SEPTEMBER 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM # 5**

**Approve an interlocal agreement with the Texas Department of Transportation relating to access by CTRMA to the TxDOT Customer Service Center/Violation Processing Center account management system.**

**Department: Operations**

**Associated Costs: None**

**Funding Source: None**

**Board Action Required: YES**

**Description of Matter: On occasion, Pay by Mail customers misunderstand their toll bills and have issues regarding what they owe CTRMA as opposed to what they owe TxDOT. Having direct “read only” access to the TxDOT Customer Service Center/Violation Processing Center account management system, we are able to resolve most of those customer issues.**

**Attached documentation for reference:**

**Draft Interlocal Agreement with the Texas Department of Transportation**

**Contact for further information:**

**Tim Reilly, Director of Operations**

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

**RESOLUTION NO. 11-\_\_\_**

**APPROVING AN INTERLOCAL AGREEMENT WITH THE  
TEXAS DEPARTMENT OF TRANSPORTATION RELATING TO ACCESS BY  
CTRMA TO THE TXDOT CUSTOMER SERVICE CENTER/VIOLATION  
PROCESSING CENTER ACCOUNT MANAGEMENT SYSTEM.**

WHEREAS, by previous agreement with the Texas Department of Transportation (“TxDOT”), the Central Texas Regional Mobility Authority (the “Authority”) may access and use the Customer Service Center/Violation Processing Center Account Management System maintained and operated by TxDOT in connection with the TxTag transponder system for the purpose of resolving customer issues common to the Authority and TxDOT; and

WHEREAS, a new interlocal agreement attached as Attachment “A” to this resolution has been negotiated by TxDOT and the Authority to establish terms and conditions by which TxDOT will continue to allow the Authority to access that customer account management system; and

WHEREAS, the proposed interlocal agreement requires that the Authority provide a Board resolution to approve the interlocal agreement.

NOW THEREFORE, BE IT RESOLVED that the proposed interlocal agreement with TxDOT is approved; and

BE IT FURTHER RESOLVED that the proposed interlocal agreement in the form or substantially the same form as Attachment “A” may be finalized and executed by the Executive Director on behalf of CTRMA.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of September, 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 09/28/11



**Attachment “A”**

**Interlocal Agreement with  
the Texas Department of Transportation**

[shown on the following 5 pages]

### Interlocal Agreement

#### Contract Services Transmittal Form

From: TTA Division

Contact Person: Linda Sexton

(District/Division/Office)

Phone No.: (512) 874-9177

Subject:

Other Entity: Central Texas Regional Mobility Authority    Contract Maximum Amount Payable: N/A

Are any federal funds used in this contract? N/A

Is the other party to this contract a county?    Yes\_\_\_\_    No   X  

Does this contract involve the construction, improvement, or repair of a building or road?  
Yes\_\_\_\_    No   X  

If the answer to both questions is yes, a resolution from the commissioners court must be included as Attachment D.

Was the standard interlocal or amendment format modified?    Yes \_\_\_\_\_    No   X  

If modified, date of Contract Services approval: \_\_\_\_\_

Modifications made are as follows:

THE STATE OF TEXAS §

THE COUNTY OF TRAVIS §

**INTERLOCAL AGREEMENT**

**THIS CONTRACT** is entered into by the Contracting Parties under Government Code, Chapter 791.

**I. CONTRACTING PARTIES:**

The Texas Department of Transportation  
Central Texas Regional Mobility Authority

TxDOT  
CTRMA

**II. PURPOSE:** Provide "Read Only" access by CTRMA to TxDOT's Customer Service Center/Violation Processing Center (CSC/VPC) account management system for the purpose of resolving customer issues common to both Parties.

**III. STATEMENT OF SERVICES TO BE PERFORMED:** TxDOT will undertake and carry out services described in **Attachment A**, Scope of Services.

**IV. CONTRACT PAYMENT:** The total amount of this contract shall not exceed \$0.00 and shall conform to the provisions of **Attachment B**, Budget. Payments shall be billed monthly.

**V. TERM OF CONTRACT:** This contract begins when fully executed by both parties and terminates five (5) years from the date of execution or when otherwise terminated as provided in this Agreement.

**VI. LEGAL AUTHORITY:**

**THE PARTIES** certify that the services provided under this contract are services that are properly within the legal authority of the Contracting Parties

The governing body, by resolution dated \_\_\_\_\_, has authorized the Local Government to obtain the services described in **Attachment A**

This contract incorporates the provisions of **Attachment A**, Scope of Services, **Attachment B**, Budget, and **Attachment C**, General Terms and Conditions, and **Attachment D**, Resolution or Ordinance.

**CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

By \_\_\_\_\_ Date \_\_\_\_\_  
AUTHORIZED SIGNATURE

\_\_\_\_\_  
Typed or Printed Name and Title

**FOR THE STATE OF TEXAS**

Executed for the Executive Director and approved for the Texas Transportation Commission for the purpose and effect of activating and/or carrying out the orders, established policies or work programs heretofore approved and authorized by the Texas Transportation Commission

By \_\_\_\_\_ Date \_\_\_\_\_  
Janice Mullenix  
Director of Contract Services

## ATTACHMENT A

### Scope of Services

#### I. RECITALS

This agreement will be in full force and effect when approved by each party. It is understood by the Parties that this document will be revisited as necessary by mutual agreement to ensure that it reflects the current agreements and understandings of the participating agencies.

#### II. DEFINITIONS

1. **Customer Service Center (CSC)** – The customer service center to be operated by TxDOT that distributes TxTag Transponders, supports the TxTag customers and processes transactions and violations as identified.
2. **TxTag** – The trademark registered by the North Texas Tollway Authority and licensed for use by TxDOT for branding TxDOT's Electronic Toll Collection (ETC) Program.

#### III. SYSTEM ACCESS

1. TxDOT will allow read-only access to the TxTag CSC account management system by one (1) identified CTRMA designee, and one (1) identified backup designee. User access information will be provided after each designee is identified and the system access request form and process are completed.
2. CTRMA will access the customer account management system through one (1) identified computer that is permanently located at CTRMA's main office in Austin, Texas. The CSC account management system will not be accessed by any other computers located within or outside of CTRMA's specified Austin office.
3. Access will not be used by any non-CTRMA employee, including CTRMA contractors or consultants.
4. CTRMA will use CSC system access to exclusively obtain information on TxTag accounts with CTRMA transactions.
5. TxDOT will provide training and support for CTRMA during the CSC's normal hours of operation.
6. TxDOT will conduct periodic audits of CTRMA's access usage; CTRMA acknowledges that non-compliance with the system access restrictions listed herein will result in the immediate removal and denial of CSC system access.

## **ATTACHMENT B**

### **Budget**

TxDOT intends to provide System Access to CTRMA at no cost to CTRMA. To the extent that CTRMA requests any modifications or supplements to TxDOT policies, CTRMA agrees to reimburse TxDOT for reasonable costs of implementing any modifications or supplemental business practices.

## **ATTACHMENT C**

### **General Terms and Conditions**

**Article 1. Amendments**

This contract may only be amended by written agreement executed by both parties before the contract is terminated.

**Article 2. Conflicts Between Agreements**

If the terms of this contract conflict with the terms of any other contract between the parties, the most recent contract shall prevail.

**Article 3. Disputes**

TxDOT shall be responsible for the settlement of all contractual and administrative issues arising out of procurements entered in support of contract services.

**Article 4. Ownership of Equipment**

Except to the extent that a specific provision of this contract states to the contrary, all equipment purchased by TxDOT under this contract shall be owned by TxDOT.

**Article 5. Termination**

This contract terminates at the end of the contract term, when all services and obligations contained in this contract have been satisfactorily completed, by mutual written agreement, or 30 days after either party gives notice to the other party, whichever occurs first.

**Article 6. Gratuities**

Any person who is doing business with or who reasonably speaking may do business with TxDOT under this contract may not make any offer of benefits, gifts, or favors to employees of TxDOT. The only exceptions allowed are ordinary business lunches and items that have received the advanced written approval of the Executive Director of the Texas Department of Transportation.

**Article 7. Responsibilities of the Parties**

Each party acknowledges that it is not an agent, servant, or employee of the other party. Each party is responsible for its own acts and deeds and for those of its agents, servants, or employees.

**Article 8. Compliance with Laws**

The parties shall comply with all federal, state, and local laws, statutes, ordinances, rules, and regulations and with the orders and decrees of any courts or administrative bodies or tribunals in any manner affecting the performance of this agreement.

**Article 9. State Auditor's Provision**

The state auditor may conduct an audit or investigation of any entity receiving funds from TxDOT directly under the contract or indirectly through a subcontract under the contract. Acceptance of funds directly under the contract or indirectly through a subcontract under this contract acts as acceptance of the authority of the state auditor, under the direction of the legislative audit committee, to conduct an audit or investigation in connection with those funds. An entity that is the subject of an audit or investigation must provide the state auditor with access to any information the state auditor considers relevant to the investigation or audit.

**Article 10. Signatory Warranty**

Each signatory warrants that the signatory has necessary authority to execute this agreement on behalf of the entity represented.

**ATTACHMENT D**  
**Resolution or Ordinance**

Resolution is attached behind this cover page.

**SEPTEMBER 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM #6**

**Approve an amendment to TCDRS Plan Rate for 2012**

**Department: Finance**

**Board Action: YES**

**Description of Matter:**

**The Mobility Authority provides retirement benefits to its employees through the Texas County and District Retirement System (TCDRS). Each year certain plan provisions must be adopted and approved by the Board. This action elects the Mobility Authority employer contribution rate of 14% for FY 2012.**

**Attached Document: Amendment to TCDRS Plan Rate for 2012**

**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-\_\_\_\_**

**ADOPTING THE TCDRS PLAN RATE FOR PLAN YEAR 2012**

WHEREAS, in Resolution No. 04-19, dated May 5, 2004, the Board of Directors approved participation by the Central Texas Regional Mobility Authority (“CTRMA”) in the Texas County & District Retirement System (“TCDRS”) to provide benefits to CTRMA employees under the Central Texas Regional Mobility Authority TCDRS Plan (the “Plan”); and

WHEREAS, the Plan requires certain authorizations from time to time by the Board of Directors regarding certain ongoing provisions of and/or changes to the Plan; and

WHEREAS, the Board of Directors has reviewed the “Central Texas Regional Mobility Authority, #712 Authorization to maintain TCDRS plan provisions Plan Year 2012” completed form attached to this resolution as Attachment “A” that describes the required employer contribution rate for Plan Year 2012 and provides for the payment of funds that may be used for a future cost of living adjustment related to retirees and their beneficiaries.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors adopts the “Central Texas Regional Mobility Authority, #712 Authorization to maintain TCDRS plan provisions Plan Year 2012” to establish a required employer contribution rate of 12.30% and an elected employer contribution rate of 14.00%; and

BE IT FURTHER RESOLVED that the Executive Director is authorized and directed to execute and deliver to TCDRS the “Central Texas Regional Mobility Authority, #712 Authorization to maintain TCDRS plan provisions Plan Year 2012” consistent with this resolution and in the form or substantially the form as shown on Attachment “A” to this resolution, and to take such further action as may be required to fulfill TCDRS requirements regarding the same.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of September, 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 09/28/11

**Attachment “A”**

**Central Texas Regional Mobility Authority, #712 Authorization to  
maintain TCDRS plan provisions Plan Year 2012**

[shown on the following page]

**Central Texas Regional Mobility Authority, #712**  
**Authorization to maintain TCDRS plan provisions**  
**Plan Year 2012**

With respect to the participation of Central Texas Regional Mobility Authority in the Texas County & District Retirement System (TCDRS) for the 2012 plan year, the following order was adopted:

1. Central Texas Regional Mobility Authority makes no change in the plan provisions for non-retirees.
- \* 2. With respect to benefit payments being paid to retirees or their beneficiaries, Central Texas Regional Mobility Authority (**check one box**):
  - does not adopt a cost-of-living adjustment (COLA).
  - adopts a \_\_\_\_% CPI-based COLA.
  - adopts a \_\_\_\_% flat-rate COLA.
- \* 3. The required employer contribution rate for Plan Year 2012 will be the following:

(a) Required rate without COLA:	12.30%
(b) COLA rate:	+ <u>  0  </u> (enter 0 if not adopting a COLA)
(c) <b>Total required rate</b> (a + b):	= <u>  12.30%  </u>
- \* 4. Employers may elect to pay a rate greater than the **total required rate** listed above. Central Texas Regional Mobility Authority adopts for Plan Year 2012 (**check one box**):
  - to maintain the elected rate of 14.50%.
  - to change the elected rate to 14.00% %.
  - to eliminate the current elected rate and pay the **total required rate** listed above.
5. In the event the 2012 total required rate as set out above exceeds 11%, and if a current waiver of that limit is not on file with TCDRS, the Governing Board of Central Texas Regional Mobility Authority hereby waives the 11% limit on the rate of employer contributions and such waiver will remain effective with respect to future plan years until properly revoked by official action.

**Certification**

I certify that the foregoing authorization concerning the participation of Central Texas Regional Mobility Authority in TCDRS for Plan Year 2012 truly and accurately reflects the official action taken during a properly posted and noticed meeting on \_\_\_\_\_, 2011, by the Governing Board of Central Texas Regional Mobility Authority as such action is recorded in the official minutes.

\_\_\_\_\_  
Authorized Signature, Central Texas Regional Mobility Authority

\_\_\_\_\_  
Printed Name

Dated: \_\_\_\_\_

\* Please fill in the required information for items 2, 3 and 4 before signing and sending this document to TCDRS.

**SEPTEMBER 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM #7**

**Approve an updated Investment Policy**

**Department: Finance**

**Board Action: YES**

**Description of Matter:**

**The Public Funds Investment Act (PFIA) requires governing bodies to annually adopt an investment policy. In addition, the 82<sup>nd</sup> Texas Legislature approved HB 2226 amending the PFIA. The recommended substantive changes listed below include any required changes by the new legislation.**

- 1. Added the Controller as an Investment Officer.**
- 2. Added section regarding the responsibility investment officers as it relates to public trust.**
- 3. Clarifying that any potential conflicts of interest of investment officers must be disclosed to the Board and the Texas Ethics Commission.**
- 4. Identifying approved independent training sources for required investment officer training.**
- 5. Clarifying the criteria for investment in Certificates of Deposit to be per the requirements under the PFIA.**
- 6. Requiring monitoring of credit rating of all authorized investments.**
- 7. Added one new authorized Broker/Dealer and removed two existing Broker/Dealers**

**Attached Document: Investment Policy, red-line and clean versions**

**Contact for further information:**

**Bill Chapman, Chief Financial Officer  
Cindy Demers, Controller**

Redline shows additions or deletions to current text.



Central Texas Regional  
Mobility Authority

## INVESTMENT POLICY

CENTRAL TEXAS  
REGIONAL MOBILITY AUTHORITY

~~INVESTMENT POLICY~~

**EFFECTIVE:** ~~February 26, 2010 (Resolution 10-11)~~ September 28, 2011  
~~Amended: March 31, 2010 (Resolution 10-36)~~

Redline shows additions or deletions to current text.

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**CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY  
INVESTMENT POLICY**

I. OVERVIEW

This policy is ~~created~~adopted and intended to comply with ~~all current requirements of~~ the Texas Public Funds Investment Act, Chapter 2256 of the Texas Government Code, ~~as that act may be amended from time to time (the “PFIA”).~~ It is the policy of the Central Texas Regional Mobility Authority (the “Authority”) to invest public funds in a manner which will provide the maximum security with the highest investment return while meeting the daily cash flow demands of the Authority conforming to all state and local statutes governing the investment of public funds. The Authority’s investment policy, ~~as is~~ approved by the ~~CTRMA Executive Committee,~~Authority’s Board of Directors (the “Board”) and is adopted to provide investment policy guidelines for use by Authority ~~Staff~~staff and its advisors.

II. SCOPE

This policy applies to all investment activities of Authority funds except those subject to other investment covenants, or excluded by contract. ~~All funds covered by this policy shall be invested in accordance with the Public Funds Investment Act as amended. PFIA.~~ These funds are accounted for in the Authority's annual financial report and include:

- A. Revenue Fund
- B. Rebate Fund
- C. Operating ~~Fund~~Funds
- D. Debt Service ~~Fund~~Funds
- E. Debt Service Reserve ~~Fund~~Funds
- F. Renewal and Replacement Fund
- G. ~~Other Operating Fund~~
- ~~H.~~ General Fund
- ~~I.~~ Capital Projects ~~Fund~~Funds

III. OBJECTIVES

The primary objectives, in priority order, of investment activities shall be:

A. Safety

Safety of principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. ~~The objective shall be to mitigate credit risk and interest rate risk.~~

Redline shows additions or deletions to current text.

1. Credit Risk

Credit risk is the risk of loss due to the failure of the security issuer or backer. -Credit risk may be mitigated by:

- a. Limiting investments to the safest types of securities; as listed in Section VII.
- b. Pre-qualifying the financial institutions, brokers/dealers, intermediaries, and advisors with which the [CTRMA Authority](#) will do business; and,
- c. Diversifying the investment portfolio so that potential losses on

2. Interest Rate Risk

Interest rate risk is the risk that the market value of securities in the portfolio will fall due to changes in general interest rates. -Interest rate risk may be mitigated by:

- a. Structuring the investment portfolio so that securities mature to meet cash requirements for ongoing projects, thereby avoiding the need to sell securities on the open market prior to maturity; and,
- b. By investing operating funds primarily in shorter-term securities, money market mutual funds or similar investment pools and limiting the average maturity of the portfolio in accordance with this policy (Section V.B.)

B. Liquidity

The investment portfolio shall remain sufficiently liquid to meet all project and operating requirements that may be reasonably anticipated. This is accomplished by structuring the portfolio so that securities mature concurrent with cash needs to meet anticipated demands.

C. Yield

The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and liquidity needs. Return on investment is of least importance compared to the safety and liquidity objectives described above. The core investments are limited to relatively low risk securities in anticipation of earning a fair return relative to the risk being assumed. Securities shall be held to maturity with the following exceptions:

1. A declining credit security could be sold early to minimize loss of principal;
2. A security swap would improve the quality, yield, or target duration in the portfolio; or,
3. Liquidity needs of the portfolio require that the security be sold.



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D. Public Trust

Participants in the Authority's investment process shall act responsibly as public trust custodians. Investment Officers shall avoid transactions which might impair public confidence in the Authority's ability to manage effectively.

IV. STANDARDS OF CARE

A. Prudence

The standard of prudence to be used by investment officials shall be the "prudent person" standard and shall be applied in the context of managing an overall portfolio. An Investment Officer acting in accordance with the investment policy and written procedures and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived.

B. Ethics and Conflicts

1. Investment Officers and employees involved in the investment process shall refrain from personal business activity that could conflict with or be perceived to conflict with the proper execution and management of the investment program, or that could impair their ability to make an impartial decision. An Investment Officer shall disclose any material interests in financial institutions with which they conduct business. They shall further disclose any personal financial/investment positions that could be related to the performance of the investment portfolio. Investment officers shall refrain from undertaking personal investment transactions with the same individual person with whom business is conducted on behalf of the Authority.

2. For purposes of this subsection, an investment officer has a personal business relationship with a business organization if:

- a. the investment officer owns 10 percent or more of the voting stock or shares of the business organization or owns \$5,000 or more of the fair market value of the business organization;
- b. funds received by the investment officer from the business organization exceed 10 percent of the investment officer's gross income for the previous year; or
- c. the investment officer has acquired from the business organization during the previous year investments with a book value of \$2,500 or more for the personal account of the investment officer.

Redline shows additions or deletions to current text.

3. An Investment Officer shall file with the Texas Ethics Commission and with the Board of Directors a statement disclosing the existence of the relationship if the Investment Officer:

a. has a personal business relationship with a business organization offering to engage in an investment transaction with the Authority; or

b. is related within the second degree by affinity or consanguinity, as determined under Chapter 573 of the Texas Government Code, to an individual seeking to sell an investment to the Authority.

C. Designation of Investment Officer

The Chief Financial Officer and Controller are designated and shall act as the Investment ~~Officer~~Officers of the Authority and shall have responsibility for managing the Authority's investment program. Additional Authority personnel may also be designated as an Investment ~~Officers~~Officer with approval of the ~~CTRMA~~Board. Written operational and investment procedures consistent with this policy shall be established. Such procedures shall include explicit delegation of authority to persons responsible for investment transactions. No person may engage in an investment transaction except as provided under the terms of this policy and the established procedures.

D. Investment Advisor

The ~~CTRMA~~ Board may select an Investment Advisor to advise the Authority on investment of funds and other responsibilities as outlined in this policy including but not limited to broker compliance, security selection, competitive bidding, reporting and security documentation. The Investment Advisor must be registered with the Securities and Exchange Commission (SEC) under the Investment Advisor's Act of 1940 as well as with the Texas State Securities Board.

E. Required Training

The Chief Financial Officer and Controller and any other ~~persons~~person designated by resolution of the Board as an Investment ~~Officers~~Officer shall attend at least one training session relating to the responsibilities of maintaining the investment portfolio within 12 months after taking office or assuming duties; and shall attend a training session not less than once every two years and receive not less than ten (10) hours of training. ~~Such training, from an independent source as approved by the CTRMA Board,~~ shall include education in investment controls, security risks, strategy risks, market risks, and compliance with the ~~Public Funds Investment Act~~PFIA. Training required by this subsection shall be from an independent source certified to provide training required by the PFIA and approved or endorsed by the Government Finance Officers Association of Texas, the Government Treasurers Organization of Texas, the Texas Municipal League, or the North Central Texas Council of Governments.

V. INVESTMENT STRATEGIES

The Authority's investment portfolio shall be designed with the objective of obtaining a rate of return throughout budgetary and economic cycles, commensurate with the

Redline shows additions or deletions to current text.

investment risk constraints and the cash flow needs.

A. Market Yield Benchmark

The Authority's investment strategy is conservative. ~~Given this strategy, the basis used by the Chief Financial Officer to determine whether minimum market yields are being achieved shall be the six (6) month T-bill rate. Investment Officers and Investment Advisors shall strive to safely exceed minimum market yield within policy and market constraints.~~

B. Maximum Maturities

To the extent possible, the Authority will attempt to match its investments with anticipated project cash flow requirements. Unless matched to a specific cash flow, the Authority will not directly invest *operating or general funds* in securities maturing more than sixteen (16) months from the date of purchase, unless approved by the ~~CTRMA~~ Board. Investment of bond proceeds shall not exceed the projected expenditure schedule of the related project.

Reserve funds may be invested in securities exceeding twelve (12) months if the maturity of such investments are made to coincide as nearly as practicable with the expected use of the funds.

C. Diversification

The Authority will seek to diversify investments, by security types and maturity dates in order to avoid incurring unreasonable risks.

VI. SAFEKEEPING AND CUSTODY

A. Authorized Financial Dealer and Institutions

The Chief Financial Officer shall maintain a list of financial institutions authorized by the Board to provide investment services. ~~In addition, and~~ a list ~~will also be maintained of approved~~ security broker/dealers selected by credit worthiness who are authorized to provide investment services in the State of Texas. ~~and who have been approved by the Board.~~ These may include ~~“primary”~~ dealers or regional dealers that qualify under Securities & Exchange Commission Rule 15C3-1 (uniform net capital rule).

All financial institutions and broker/dealers who desire to become qualified bidders for investment transactions must supply the ~~Executive Director~~ Chief Financial Officer with the following:

1. Audited financial statements;
2. Proof of National Association of Securities Dealers (NASD) certification;
3. Proof of state registration;
4. ~~Completed~~ The completed broker/dealer questionnaire in the form approved by this Investment Policy on page 12; and,
5. ~~Certification~~ A written certification signed by a qualified representative of having read the entity's investment policy, and acknowledged that

Redline shows additions or deletions to current text.

~~they have implemented reasonable procedures and controls~~firm in an effort to preclude imprudent investment activities with the Authority, except to the extent that ~~form approved by this authorization is dependent~~Investment Policy on an analysis of the makeup of the entire Authority portfolio or requires an interpretation of subjective investment standards. ~~page 13.~~ The Authority will not enter into an investment transaction with a financial institution prior to receiving ~~the~~this written ~~instrument described above~~certification and acknowledgement.

A current audited financial statement is required to be on file for each financial institution and broker/dealer in which the Authority invests. An annual review of the financial condition and registrations of qualified bidders will be conducted by the Executive Director.

B. Collateralization

The Authority, in accordance with State Statutes, requires all funds held by financial institutions above the Federal Deposit Insurance Corporation (FDIC) insurance limit to be collateralized with securities whose market value is pledged at 102% of principal and accrued interest by that institution with the Authority's custodial bank. Private insurance coverage is not an acceptable collateralization form. Securities which are acceptable for collateralization purposes are as follows:

1. FDIC insurance coverage.
2. A bond bill, certificate of indebtedness, or Treasury note of the United States, or other evidence of indebtedness of the United States that is guaranteed as to principal and interest by the United States (i.e. Treasury Agency issues).
3. Obligations, the principal and interest on which, are unconditionally guaranteed or insured by the State of Texas.
4. A bond of the State of Texas or a country, city or other political subdivision of the State of Texas having been rated as investment grade by a nationally recognized rating agency with a remaining maturity of ten years or less.

C. Custody - Delivery vs. Payment

All security transactions entered into by the Authority shall be conducted on a delivery-versus-payment (DVP) basis. Securities will be held by the Authority's custodial bank and evidenced by safekeeping receipts.

D. Safekeeping of Securities

Securities purchased for the Authority's portfolios will be delivered in book entry form and will be held in third party safekeeping by a Federal Reserve member financial institution designated as the Authority's safekeeping and custodian bank.

The Authority will execute Safekeeping Agreements prior to utilizing the custodian's safekeeping services. ~~The safekeeping agreement must provide that~~

Redline shows additions or deletions to current text.

the safekeeping agent will immediately record and promptly issue and deliver a safekeeping receipt showing the receipt and the identification of the security, as well as the Authority's interest. All securities owned by the Authority will be held in a Customer Account naming the Authority as the customer.

The safekeeping institution shall annually provide a copy of their most recent report on internal controls (Statement of Auditing Standards no. 70 or SAS 70).

## VII. AUTHORIZED AND SUITABLE INVESTMENTS

The investment of Authority funds will be made using only those investment types approved by the ~~CTRMA~~ Board and which are in accordance with ~~State of Texas Government Code, Chapter 2256.~~ the PFIA. The approved investment types will be limited to the following:

### A. Allowable Investments

1. U.S. Treasury and Federal Agency Issues;
- ~~2. Certificates of Deposit issued by a state or national bank domiciled in the State of Texas guaranteed or insured by the FDIC or its successor, collateralized with U.S. Treasury or Agency issues whose market value is 102% of the Authority's investment, pledged and held with the Authority's custodial bank; and,~~
2. Certificates of Deposit as authorized under Section 2256.010 of the PFIA.
3. Repurchase Agreements, *including flexible Repurchase Agreements*, collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the Authority's investment and are pledged and held with the Authority's custodial bank or a third-party safekeeping agent approved by the Authority. Repurchase agreements must also be secured in accordance with State law. Each counter party to a repurchase transaction is required to sign a copy of an Investment Repurchase Agreement under the guidelines of ~~Chapter 2256,~~ Section 2256.011 of the ~~Texas Public Funds Investment Act~~ PFIA, using the Bond Market Association Public Securities Association Master Repurchase Agreement as a general guide and with such changes thereto as are deemed in the best interest of the Authority. Such an Agreement must be executed prior to entering into any transaction with a repo counter-party.
4. Guaranteed Investment Contracts (GIC's) collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the Authority's investment and are pledged and held with the Authority's custodial bank or a third-party safekeeping agent approved by the Authority. Bond proceeds, other than bond proceeds representing reserves and funds maintained for debt service purposes, may not be invested for a term which exceeds five years from the date of bond issuance.
5. Obligations of states, agencies, counties, cities, and other political subdivisions of any State having been rated as to investment quality by a nationally recognized investment rating firm and having received a rating

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of not less than "AA" or its equivalent, with fixed interest rates and fixed maturities.

6. SEC registered no-load money market mutual funds with a dollar weighted average portfolio maturity of 90 days or less; that fully invest dollar for dollar all Authority funds without sales commissions or loads; and whose investment objectives include the maintenance of a stable net asset value of \$1 per share
7. Local government investment pools, which are "AAA" rated ~~by~~ a nationally recognized bond rating company, (e.g., Moody's, S&P, Fitch), and which participation in any particular investment pool(s) has been authorized by resolution of the CTRMA Board, not to exceed 80% of the total investment portfolio less bond funds. Bond funds may be invested at 100%.

B. Prohibited Investments

The Authority is prohibited from purchasing any security that is not authorized by Texas ~~State~~ law, or any direct investment in asset-backed or mortgage-backed securities. The Authority expressly prohibits the purchase of inverse floaters, interest-only (IO) and principal-only (PO) collateralized mortgage obligations (CMO's).

C. Downgrade Provisions

An Investment that requires a minimum rating does not qualify as an authorized investment during the period the investment does not have the minimum rating. The Investment Officers shall monitor the credit rating on all authorized investments in the portfolio based upon independent information from a nationally recognized rating agency. The Authority shall take all prudent measures that are consistent with its investment policy to liquidate an investment that does not have the minimum rating.

VIII. REPORTING AND REVIEW

A. Quarterly Report Requirements

The ~~Chief Financial Officer~~Investment Officers shall jointly prepare, no less than on a quarterly basis, an investment report, including a summary that provides a clear picture of the status of the current investment portfolio and transactions made ~~over~~after the last quarter ending period of the most recent investment report. The report ~~should~~shall be provided to the Board and the Executive ~~Committee~~Director. The report shall comply with requirements of the PFIA and shall include the following:

1. The investment position of the Authority on the date of the report.
2. ~~Signature~~The signature of ~~each~~ Investment ~~Officers~~Officer.
3. Summary for each fund stating:

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- a. Beginning market value;
  - ~~b. Additions and changes; and~~
  - ~~eb.~~ Ending market value.
4. Beginning and ending book value and market value for each investment along with fully accrued interest for the reporting period.
  5. Maturity date of each investment.
  6. Description of the account or fund for which the investments were made.
  7. Statement that the investment portfolio is in compliance with the Authority's investment policy and strategies.

B. Security Pricing

Current market value of securities may be obtained by independent market pricing sources including, but not limited to, the Wall Street Journal, broker dealers and banks other than those who originally sold the security to the Authority as well as the Authority's safekeeping agent.

C. Annual Audit

If the Authority places funds in any investment other than registered investment pools or accounts offered by its depository bank, the above reports shall be formally reviewed at least annually by an independent auditor, and the result of the review shall be reported to the Executive Committee.

In addition, the Authority's external auditors shall conduct a compliance audit of management controls on investments and adherence to the Investment Policy.

IX. POLICY

A. Exemption

Any investment currently held that does not meet the guidelines of this policy or subsequent amended versions shall be exempted from the requirements of this policy. At maturity or liquidation, such monies shall be reinvested only as provided by this policy.

B. Annual Review

The Authority shall review and approve the Investment Policy annually. This review shall be conducted by the ~~Executive Committee~~Board with recommendations from the Executive Director. Any approved amendments shall be promptly incorporated into written policy.

Redline shows additions or deletions to current text.

## CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY SECURITY BROKER/DEALER QUESTIONNAIRE

1. Name of Firm: \_\_\_\_\_
2. Primary Representative: \_\_\_\_\_  
Acct Executive: \_\_\_\_\_ Title: \_\_\_\_\_  
Phone Number: \_\_\_\_\_ Phone #: \_\_\_\_\_
3. Is your firm registered with the Texas Securities Commission?  
( ) No ( ) Yes [Include copy of registration]  
  
Is your firm NASD certified? ( ) No ( ) Yes [Include copy of certificates.]
4. Does your firm come under SEC regulation and their Uniform  
Net Capital Rule (Rule 152c3-1)? ( ) No ( ) Yes
5. What was your firm's total volume in US Treasuries/Agencies during you last fiscal year?  
Firmwide \$ \_\_\_\_\_ # of Transactions \_\_\_\_\_  
Local Office \$ \_\_\_\_\_ # of Transactions \_\_\_\_\_
6. Which instruments are traded regularly by the local desk?  
( ) Treasuries ( ) Agencies  
( ) Other
7. Please provide comparable public sector references.  

Name of Entity	Contact Name	Phone Number
_____	_____	_____
_____	_____	_____
_____	_____	_____
8. Please submit a copy of your annual financial report.
9. Please submit your trading authorization form.
10. Please submit a copy of all necessary paperwork to establish an account with your firm.
11. Please describe a typical transaction between the Authority and your firm.  
Note deadlines or cut off times involved.
12. Do you clear through another firm? If so, what firm?
13. Has your firm ever been subject to a regulatory or state or federal agency investigation for alleged improper, fraudulent, disreputable or unfair activities related to the sale of government securities or money market instruments? Have any of your employees ever been so investigated? Explain.



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**CERTIFICATION**

I hereby certify as the qualified representative of [INSERT NAME OF BUSINESS ORGANIZATION] that:-

(A) I am duly authorized to execute this this certification on behalf of [INSERT NAME OF BUSINESS ORGANIZATION];

(B) I have received and personally read the Investment Policy ~~and objectives~~ adopted by the Board of Directors of the Central Texas Regional Mobility Authority (~~CTRMA~~) the "Authority"; and have

(C) [INSERT NAME OF BUSINESS ORGANIZATION] has implemented reasonable procedures and ~~a system of~~ controls designed to preclude:-

(1) investment transactions conducted between the Authority and [INSERT NAME OF BUSINESS ORGANIZATION] that are not authorized by the Authority's Investment Policy, except to the extent that this authorization is dependent on an analysis of the makeup of the Authority's entire portfolio or requires an interpretation of subjective investment standards; and

(2) imprudent investment activities arising out of transactions conducted between our firm and CTRMA. I agree that our firm ~~the Authority; and.~~

[INSERT NAME OF BUSINESS ORGANIZATION] will not deliver or propose any investments that are not allowed under the ~~CTRMA~~ Authority's Investment Policy. All our sales personnel will be routinely informed of ~~you~~ the Authority's investment objectives, strategies and risk constraints whenever we are so advised. ~~We will notify you~~ the Authority immediately by telephone and in writing in the event of a material adverse change in our financial condition. We pledge to exercise due diligence in informing ~~you~~ the Authority of all foreseeable risks associated with financial transactions conducted with our firm. ~~I attest to the accuracy of our responses to you~~ the Authority's questionnaire.

[INSERT NAME OF BUSINESS ORGANIZATION];

\_\_\_\_\_  
Signature

\_\_\_\_\_  
~~Firm~~ Printed Name of Representative

\_\_\_\_\_  
Title

Redline shows additions or deletions to current text.

---

Date

### Authorized Investment Broker Dealers

Coastal Securities  
206 Wild Basin Road  
Suite 109  
Austin, Texas 78746

JPMorgan Chase Securities, Inc.  
1717 Main Street  
Lower Level 1  
Dallas, TX 75201

Sterne, Agee & Leach  
Institutional Group  
6408 Bannington Drive  
Charlotte, NC 28226

Gilford Securities Incorporated  
777 Third Avenue  
New York, NY 10017

First Allied Securities, Inc.  
Advanced Equities Plaza  
655 West Broadway, 12<sup>th</sup> Floor  
San Diego, CA 92101

First Empire Securities  
100 Motor Parkway, 2<sup>nd</sup> Floor  
Hauppauge, NY 11788

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

**RESOLUTION NO. 11-\_\_\_**

**APPROVING THE CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY  
INVESTMENT POLICY**

WHEREAS, in Resolution No. 05-04, dated January 2, 2005, and as required by the Public Funds Investment Act, Chapter 2256 of the Texas Government Code (the "Act"), the Board of Directors approved an investment policy developed by staff and consultants to meet the obligations of the Board of Directors and to ensure that the funds of the Central Texas Regional Mobility Authority are invested effectively, wisely, and in accordance with applicable law; and

WHEREAS, the Central Texas Regional Mobility Authority Investment Policy adopted by Resolution No. 05-04 (the "Investment Policy") has been revised and reapproved by the Board from time-to-time since its initial approval; and

WHEREAS, amendments to the Act enacted by the 82<sup>nd</sup> Legislature require additional revisions to the Investment Policy to ensure continued compliance with requirements of the Act; and

WHEREAS, the Executive Director and Chief Financial Officer recommend the revisions to the Investment Policy shown in legislative format in Attachment "A" to this resolution, to ensure continued compliance with the Act and to approve non-substantive edits to further clarify the Investment Policy.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the Investment Policy attached and incorporated into this resolution as Attachment "A."

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28th day of September, 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 09/28/11

**Attachment “A”**

**Central Texas Regional Mobility Authority**  
**Investment Plan**

[shown on the following 14 pages]



Central Texas Regional  
Mobility Authority

# INVESTMENT POLICY

CENTRAL TEXAS  
REGIONAL MOBILITY AUTHORITY

**EFFECTIVE:** September 28, 2011

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**CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY  
INVESTMENT POLICY**

**I. OVERVIEW**

This policy is adopted and intended to comply with the Texas Public Funds Investment Act, Chapter 2256 of the Texas Government Code as that act may be amended from time to time (the “PFIA”). It is the policy of the Central Texas Regional Mobility Authority (the “Authority”) to invest public funds in a manner which will provide the maximum security with the highest investment return while meeting the daily cash flow demands of the Authority conforming to all state and local statutes governing the investment of public funds. The Authority’s investment policy is approved by the Authority’s Board of Directors (the “Board”) and is adopted to provide investment policy guidelines for use by Authority staff and its advisors.

**II. SCOPE**

This policy applies to all investment activities of Authority funds except those subject to other investment covenants, or excluded by contract. All funds covered by this policy shall be invested in accordance with the PFIA. These funds are accounted for in the Authority's annual financial report and include:

- A. Revenue Fund
- B. Rebate Fund
- C. Operating Funds
- D. Debt Service Funds
- E. Debt Service Reserve Funds
- F. Renewal and Replacement Fund
- G. General Fund
- H. Capital Projects Funds

**III. OBJECTIVES**

The primary objectives, in priority order, of investment activities shall be:

A. Safety

Safety of principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. The objective shall be to mitigate credit risk and interest rate risk.

1. Credit Risk

Credit risk is the risk of loss due to the failure of the security issuer or backer. Credit risk may be mitigated by:

- a. Limiting investments to the safest types of securities; as listed in Section VII.
- b. Pre-qualifying the financial institutions, brokers/dealers, intermediaries, and advisors with which the Authority will do business; and,
- c. Diversifying the investment portfolio so that potential losses on

2. Interest Rate Risk

Interest rate risk is the risk that the market value of securities in the portfolio will fall due to changes in general interest rates. Interest rate risk may be mitigated by:

- a. Structuring the investment portfolio so that securities mature to meet cash requirements for ongoing projects, thereby avoiding the need to sell securities on the open market prior to maturity; and,
- b. By investing operating funds primarily in shorter-term securities, money market mutual funds or similar investment pools and limiting the average maturity of the portfolio in accordance with this policy (Section V.B.)

B. Liquidity

The investment portfolio shall remain sufficiently liquid to meet all project and operating requirements that may be reasonably anticipated. This is accomplished by structuring the portfolio so that securities mature concurrent with cash needs to meet anticipated demands.

C. Yield

The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints and liquidity needs. Return on investment is of least importance compared to the safety and liquidity objectives described above. The core investments are limited to relatively low risk securities in anticipation of earning a fair return relative to the risk being assumed. Securities shall be held to maturity with the following exceptions:

1. A declining credit security could be sold early to minimize loss of principal;
2. A security swap would improve the quality, yield, or target duration in the portfolio; or,
3. Liquidity needs of the portfolio require that the security be sold.



D. Public Trust

Participants in the Authority's investment process shall act responsibly as public trust custodians. Investment Officers shall avoid transactions which might impair public confidence in the Authority's ability to manage effectively.

IV. STANDARDS OF CARE

A. Prudence

The standard of prudence to be used by investment officials shall be the "prudent person" standard and shall be applied in the context of managing an overall portfolio. An Investment Officer acting in accordance with the investment policy and written procedures and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived.

B. Ethics and Conflicts

1. Investment Officers shall refrain from personal business activity that could conflict with or be perceived to conflict with the proper execution and management of the investment program, or that could impair their ability to make an impartial decision. An Investment Officer shall refrain from undertaking personal investment transactions with an individual person with whom business is conducted on behalf of the Authority.

2. For purposes of this subsection, an investment officer has a personal business relationship with a business organization if:

- a. the investment officer owns 10 percent or more of the voting stock or shares of the business organization or owns \$5,000 or more of the fair market value of the business organization;
- b. funds received by the investment officer from the business organization exceed 10 percent of the investment officer's gross income for the previous year; or
- c. the investment officer has acquired from the business organization during the previous year investments with a book value of \$2,500 or more for the personal account of the investment officer.

3. An Investment Officer shall file with the Texas Ethics Commission and with the Board of Directors a statement disclosing the existence of the relationship if the Investment Officer:

- a. has a personal business relationship with a business organization offering to engage in an investment transaction with the Authority; or
- b. is related within the second degree by affinity or consanguinity, as determined under Chapter 573 of the Texas Government Code, to an individual seeking to sell an investment to the Authority.

C. Designation of Investment Officer

The Chief Financial Officer and Controller are designated and shall act as the Investment Officers of the Authority and shall have responsibility for managing the Authority's investment program. Additional Authority personnel may also be designated as an Investment Officer with approval of the Board. Written operational and investment procedures consistent with this policy shall be established. Such procedures shall include explicit delegation of authority to persons responsible for investment transactions. No person may engage in an investment transaction except as provided under the terms of this policy and the established procedures.

D. Investment Advisor

The Board may select an Investment Advisor to advise the Authority on investment of funds and other responsibilities as outlined in this policy including but not limited to broker compliance, security selection, competitive bidding, reporting and security documentation. The Investment Advisor must be registered with the Securities and Exchange Commission (SEC) under the Investment Advisor's Act of 1940 as well as with the Texas State Securities Board.

E. Required Training

The Chief Financial Officer and Controller and any other person designated by resolution of the Board as an Investment Officer shall attend at least one training session relating to the responsibilities of maintaining the investment portfolio within 12 months after taking office or assuming duties; and shall attend a training session not less than once every two years and receive not less than ten (10) hours of training. Such training, from an independent source, shall include education in investment controls, security risks, strategy risks, market risks, and compliance with the PFIA. Training required by this subsection shall be from an independent source certified to provide training required by the PFIA and approved or endorsed by the Government Finance Officers Association of Texas, the Government Treasurers Organization of Texas, the Texas Municipal League, or the North Central Texas Council of Governments.

V. INVESTMENT STRATEGIES

The Authority's investment portfolio shall be designed with the objective of obtaining a rate of return throughout budgetary and economic cycles, commensurate with the investment risk constraints and the cash flow needs.

A. Market Yield Benchmark

The Authority's investment strategy is conservative. Given this strategy, the basis used by the Chief Financial Officer to determine whether minimum market yields are being achieved shall be the six (6) month T-bill rate. Investment Officers and Investment Advisors shall strive to safely exceed minimum market yield within policy and market constraints.

B. Maximum Maturities

To the extent possible, the Authority will attempt to match its investments with anticipated project cash flow requirements. Unless matched to a specific cash flow, the Authority will not directly invest *operating or general funds* in securities maturing more than sixteen (16) months from the date of purchase, unless approved by the Board. Investment of bond proceeds shall not exceed the projected expenditure schedule of the related project.

Reserve funds may be invested in securities exceeding twelve (12) months if the maturity of such investments are made to coincide as nearly as practicable with the expected use of the funds.

C. Diversification

The Authority will seek to diversify investments, by security types and maturity dates in order to avoid incurring unreasonable risks.

VI. SAFEKEEPING AND CUSTODY

A. Authorized Financial Dealer and Institutions

The Chief Financial Officer shall maintain a list of financial institutions authorized by the Board to provide investment services and a list of security broker/dealers selected by credit worthiness who are authorized to provide investment services in the State of Texas and who have been approved by the Board. These may include "primary" dealers or regional dealers that qualify under Securities & Exchange Commission Rule 15C3-1 (uniform net capital rule).

All financial institutions and broker/dealers who desire to become qualified bidders for investment transactions must supply the Chief Financial Officer with the following:

1. Audited financial statements;
2. Proof of National Association of Securities Dealers (NASD) certification;
3. Proof of state registration;
4. The completed broker/dealer questionnaire in the form approved by this Investment Policy on page 12; and,
5. A written certification signed by a qualified representative of the firm in the form approved by this Investment Policy on page 13. The Authority will not enter into an investment transaction with a financial institution prior to receiving this written certification and acknowledgement.

A current audited financial statement is required to be on file for each financial institution and broker/dealer in which the Authority invests. An annual review of the financial condition and registrations of qualified bidders will be conducted by the Executive Director.

B. Collateralization

The Authority, in accordance with State Statutes, requires all funds held by financial institutions above the Federal Deposit Insurance Corporation (FDIC) insurance limit to be collateralized with securities whose market value is pledged at 102% of principal and accrued interest by that institution with the Authority's custodial bank. Private insurance coverage is not an acceptable collateralization form. Securities which are acceptable for collateralization purposes are as follows:

1. FDIC insurance coverage.
2. A bond bill, certificate of indebtedness, or Treasury note of the United States, or other evidence of indebtedness of the United States that is guaranteed as to principal and interest by the United States (i.e. Treasury Agency issues).
3. Obligations, the principal and interest on which, are unconditionally guaranteed or insured by the State of Texas.
4. A bond of the State of Texas or a country, city or other political subdivision of the State of Texas having been rated as investment grade by a nationally recognized rating agency with a remaining maturity of ten years or less.

C. Custody - Delivery vs. Payment

All security transactions entered into by the Authority shall be conducted on a delivery-versus-payment (DVP) basis. Securities will be held by the Authority's custodial bank and evidenced by safekeeping receipts.

D. Safekeeping of Securities

Securities purchased for the Authority's portfolios will be delivered in book entry form and will be held in third party safekeeping by a Federal Reserve member financial institution designated as the Authority's safekeeping and custodian bank.

The Authority will execute Safekeeping Agreements prior to utilizing the custodian's safekeeping services. The safekeeping agreement must provide that the safekeeping agent will immediately record and promptly issue and deliver a safekeeping receipt showing the receipt and the identification of the security, as well as the Authority's interest. All securities owned by the Authority will be held in a Customer Account naming the Authority as the customer.

The safekeeping institution shall annually provide a copy of their most recent report on internal controls (Statement of Auditing Standards no. 70 or SAS 70).

## VII. AUTHORIZED AND SUITABLE INVESTMENTS

The investment of Authority funds will be made using only those investment types approved by the Board and which are in accordance with the PFIA. The approved investment types will be limited to the following:

A. Allowable Investments

1. U.S. Treasury and Federal Agency Issues.
2. Certificates of Deposit as authorized under Section 2256.010 of the PFIA.
3. Repurchase Agreements, *including flexible Repurchase Agreements*, collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the Authority's investment and are pledged and held with the Authority's custodial bank or a third-party safekeeping agent approved by the Authority. Repurchase agreements must also be secured in accordance with State law. Each counter party to a repurchase transaction is required to sign a copy of an Investment Repurchase Agreement under the guidelines of Section 2256.011 of the PFIA, using the Bond Market Association Public Securities Association Master Repurchase Agreement as a general guide and with such changes thereto as are deemed in the best interest of the Authority. Such an Agreement must be executed prior to entering into any transaction with a repo counter-party.
4. Guaranteed Investment Contracts (GIC's) collateralized by U.S. Treasury or Federal Agency Securities whose market value is 102% of the Authority's investment and are pledged and held with the Authority's custodial bank or a third-party safekeeping agent approved by the Authority. Bond proceeds, other than bond proceeds representing reserves and funds maintained for debt service purposes, may not be invested for a term which exceeds five years from the date of bond issuance.
5. Obligations of states, agencies, counties, cities, and other political subdivisions of any State having been rated as to investment quality by a nationally recognized investment rating firm and having received a rating of not less than "AA" or its equivalent, with fixed interest rates and fixed maturities.
6. SEC registered no-load money market mutual funds with a dollar weighted average portfolio maturity of 90 days or less; that fully invest dollar for dollar all Authority funds without sales commissions or loads; and whose investment objectives include the maintenance of a stable net asset value of \$1 per share
7. Local government investment pools, which are "AAA" rated by a nationally recognized bond rating company (e.g., Moody's, S&P, Fitch), and which participation in any particular investment pool(s) has been authorized by resolution of the Board, not to exceed 80% of the total investment portfolio less bond funds. Bond funds may be invested at 100%.

B. Prohibited Investments

The Authority is prohibited from purchasing any security that is not authorized by Texas law, or any direct investment in asset-backed or mortgage-backed securities. The Authority expressly prohibits the purchase of inverse floaters, interest-only (IO) and principal-only (PO) collateralized mortgage obligations (CMO's).

C. Downgrade Provisions

An Investment that requires a minimum rating does not qualify as an authorized investment during the period the investment does not have the minimum rating. The Investment Officers shall monitor the credit rating on all authorized investments in the portfolio based upon independent information from a nationally recognized rating agency. The Authority shall take all prudent measures that are consistent with its investment policy to liquidate an investment that does not have the minimum rating.

VIII. REPORTING AND REVIEW

A. Quarterly Report Requirements

The Investment Officers shall jointly prepare, no less than on a quarterly basis, an investment report, including a summary that provides a clear picture of the status of the current investment portfolio and transactions made after the ending period of the most recent investment report. The report shall be provided to the Board and the Executive Director. The report shall comply with requirements of the PFIA and shall include the following:

1. The investment position of the Authority on the date of the report.
2. The signature of each Investment Officer.
3. Summary for each fund stating:
  - a. Beginning market value;
  - b. Ending market value.
4. Beginning and ending book value and market value for each investment along with fully accrued interest for the reporting period.
5. Maturity date of each investment.
6. Description of the account or fund for which the investments were made.
7. Statement that the investment portfolio is in compliance with the Authority's investment policy and strategies.

B. Security Pricing

Current market value of securities may be obtained by independent market pricing sources including, but not limited to, the Wall Street Journal, broker dealers and banks other than those who originally sold the security to the Authority as well as the Authority's safekeeping agent.

C. Annual Audit

If the Authority places funds in any investment other than registered investment pools or accounts offered by its depository bank, the above reports shall be formally reviewed at least annually by an independent auditor, and the result of the review shall be reported to the Executive Committee.

In addition, the Authority's external auditors shall conduct a compliance audit of management controls on investments and adherence to the Investment Policy.

IX. POLICY

A. Exemption

Any investment currently held that does not meet the guidelines of this policy or subsequent amended versions shall be exempted from the requirements of this policy. At maturity or liquidation, such monies shall be reinvested only as provided by this policy.

B. Annual Review

The Authority shall review and approve the Investment Policy annually. This review shall be conducted by the Board with recommendations from the Executive Director. Any approved amendments shall be promptly incorporated into written policy.

**CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY  
SECURITY BROKER/DEALER QUESTIONNAIRE**

1. Name of Firm: \_\_\_\_\_
2. Primary Representative: \_\_\_\_\_  
 Acct Executive: \_\_\_\_\_ Title: \_\_\_\_\_  
 Phone Number: \_\_\_\_\_ Phone #: \_\_\_\_\_
3. Is your firm registered with the Texas Securities Commission?  
 No  Yes [Include copy of registration]  
  
 Is your firm NASD certified?  No  Yes [Include copy of certificates.]
4. Does your firm come under SEC regulation and their Uniform  
 Net Capital Rule (Rule 152c3-1)?  No  Yes
5. What was your firm's total volume in US Treasuries/Agencies during you last fiscal year?  
 Firmwide \$ \_\_\_\_\_ # of Transactions \_\_\_\_\_  
 Local Office \$ \_\_\_\_\_ # of Transactions \_\_\_\_\_
6. Which instruments are traded regularly by the local desk?  
 Treasuries  Agencies  
 Other
7. Please provide comparable public sector references.  
  

Name of Entity	Contact Name	Phone Number
_____	_____	_____
_____	_____	_____
_____	_____	_____
8. Please submit a copy of your annual financial report.
9. Please submit your trading authorization form.
10. Please submit a copy of all necessary paperwork to establish an account with your firm.
11. Please describe a typical transaction between the Authority and your firm.  
 Note deadlines or cut off times involved.
12. Do you clear through another firm? If so, what firm?
13. Has your firm ever been subject to a regulatory or state or federal agency investigation for alleged improper, fraudulent, disreputable or unfair activities related to the sale of government securities or money market instruments? Have any of your employees ever been so investigated? Explain.



**CERTIFICATION**

I hereby certify as the qualified representative of [INSERT NAME OF BUSINESS ORGANIZATION] that:

- (A) I am duly authorized to execute this this certification on behalf of [INSERT NAME OF BUSINESS ORGANIZATION];
- (B) I have received and personally read the Investment Policy adopted by the Board of Directors of the Central Texas Regional Mobility Authority (the “Authority”); and
- (C) [INSERT NAME OF BUSINESS ORGANIZATION] has implemented reasonable procedures and controls designed to preclude:
  - (1) investment transactions conducted between the Authority and [INSERT NAME OF BUSINESS ORGANIZATION] that are not authorized by the Authority’s Investment Policy, except to the extent that this authorization is dependent on an analysis of the makeup of the Authority’s entire portfolio or requires an interpretation of subjective investment standards; and
  - (2) imprudent investment activities arising out of transactions conducted between our firm and the Authority; and.

[INSERT NAME OF BUSINESS ORGANIZATION] will not deliver or propose any investments that are not allowed under the Authority’s Investment Policy. All our sales personnel will be routinely informed of the Authority’s investment objectives, strategies and risk constraints whenever we are so advised. We will notify the Authority immediately by telephone and in writing in the event of a material adverse change in our financial condition. We pledge to exercise due diligence in informing the Authority of all foreseeable risks associated with financial transactions conducted with our firm. I attest to the accuracy of our responses to the Authority’s questionnaire.

[INSERT NAME OF BUSINESS ORGANIZATION]:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name of Representative

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

Authorized Investment Broker Dealers

Coastal Securities  
206 Wild Basin Road  
Suite 109  
Austin, Texas 78746

JPMorgan Chase Securities, Inc.  
1717 Main Street  
Lower Level 1  
Dallas, TX 75201

Sterne, Agee & Leach  
Institutional Group  
6408 Bannington Drive  
Charlotte, NC 28226

Gilford Securities Incorporated  
777 Third Avenue  
New York, NY 10017

First Allied Securities, Inc.  
Advanced Equities Plaza  
655 West Broadway, 12<sup>th</sup> Floor  
San Diego, CA 92101

First Empire Securities  
100 Motor Parkway, 2<sup>nd</sup> Floor  
Hauppauge, NY 11788

**SEPTEMBER 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM # 8**

**Presentation and Action on Acceptance of Monthly Financial Reports**

**Department:** Finance

**Associated Costs:** None

**Board Action Required:** Yes

**Description of Matter:**

**Presentation and acceptance of monthly financial reports for July and August 2011**

**Attached documentation for reference:**

**Draft Resolution  
Financial Reports for July and August, 2011.**

**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-\_\_\_**

**ACCEPT MONTHLY FINANCIAL REPORT**

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

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

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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the months of July and August 2011, and has caused Financial Reports to be prepared for each month which are attached to this resolution as Attachment “A.”

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Reports for July and August 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 28th day of September, 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 9/28/2011

**Exhibit A**

**Financial Report for July 2011**

**Central Texas Regional Mobility Authority  
Balance Sheet**

As of

July 31, 2011

July 31, 2010

**Assets**

**Current Assets**

Cash in Regions Operating Account		29,187		54,627
Cash In TexSTAR	41,795		62,681	
Regions Payroll Account	4,212		7,011	
<b>Restricted cash/cash equivalents</b>				
Fidelity Government MMA	13,034,672		5,028,082	
Restricted Cash-TexStar	83,082,288		34,651,333	
Regions SIB account	828		24,065,295	
Overpayment accounts	19,500		10,512	
<b>Total Cash and Cash Equivalents</b>		96,183,295		63,879,540
Accounts Receivable	50,724		56,956	
Due From Other Funds	0		108,340	
Due From TTA	408,874		421,975	
Due From NTTA	34,953		32,817	
Due From HCTRA	58,817		57,322	
Due From TxDOT	4,617,359		5,566,848	
Due From Federal Government	612,622		264,893	
Interest Receivable	237,918		114,131	
<b>Total Receivables</b>		6,021,267		6,623,284
<b>Short Term Investments</b>				
Treasuries		4,549,017		
Certificates of Deposit		3,100,000		3,100,000
Investment in Government Agencies		13,979,993.4		12,565,919
<b>Other Current Assets</b>				
Prepaid Insurance		15,844		21,651
<b>Total Current Assets</b>		<b>123,878,603</b>		<b>86,190,393</b>
<b>Construction Work In Process</b>		<b>216,809,225</b>		<b>73,752,621</b>

**Fixed Assets**

Computers(net)		31,241		38,476
Computer Software(net)		1,178,980		2,374,394
Furniture and Fixtures(net)		19,064		30,292
Equipment(net)		44,388		42,114
Autos and Trucks(net)		27,593		3,606
Buildings and Toll Facilities(net)		6,329,418		6,505,976
Highways and Bridges(net)		177,305,588		182,272,795
Communication Equipment(net)		1,126,362		1,307,543
Toll Equipment(net)		2,592,657		3,130,466
Signs(net)		5,077,987		5,211,255
Land Improvements(net)		1,172,871		942,422
Right of Way		24,683,553		23,683,553
Leasehold Improvements		59,068		64,920
<b>Total Fixed Assets</b>		<b>219,648,771</b>		<b>225,607,813</b>

**Long Term Investments**

GIC (Restricted )		259,517,537		93,759,482
Agencies-LT		44,308,040		0

**Other Assets**

Security Deposits		9,041		9,483
Intangible Assets		650		650
Total Bond Issuance Costs		15,359,462		10,788,642

**Total Assets**

<b>879,531,330</b>	<b>490,109,084</b>
--------------------	--------------------

## Liabilities

### Current Liabilities

Accounts Payable	26,268,951	6,724,697
Overpayments	20,132	10,848
Interest Payable	3,333,220	1,578,531
Due to other Funds	0	184,367
Deferred Compensation Payable	0	1,148
TCDRS Payable	51,260	38,875
Due to other Entities	3,617	0
Due to State of Texas	2,098	605
<b>Total Current Liabilities</b>	<b>29,679,277</b>	<b>8,539,071</b>

### Long Term Liabilities

Accrued Vac & Sick Leave Paybl	205,137	205,137
Retainage Payable	0	134,317
Senior Lien Revenue Bonds 2005	173,163,400	172,244,198
Senior Lien Revenue Bonds 2010	98,701,096	95,912,702
Senior Lien Revenue Bonds 2011	305,982,874	0
Sn Lien Rev Bnd Prem/Disc 2005	4,745,979	4,912,442
Sn Lien Rev Bnd Prem/Disc 2010	200,732	233,790
Tot Sr Lien Rev Bond Pay Pre/D	1,233,119	5,146,232
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	0
Sub Lien Bond 2011 Prem/Disc	(2,164,635)	
TIFIA note 2008	77,929,953	74,399,694
2010 Regions BAB's Payable	0	0
2009 State Infrastructure loan	0	32,231,327
Total Long Term Liabilities	<b>770,050,943</b>	<b>425,273,607</b>
<b>Total Liabilities</b>	<b>799,730,220</b>	<b>433,812,678</b>

### Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	61,673,196	38,034,127
Current Year Operations	(206,932)	(72,566)
<b>Total Net Assets</b>	<b>61,466,264</b>	<b>37,961,560</b>
<b>Total Liabilities and Net Assets</b>	<b>879,531,330</b>	<b>490,109,084</b>

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

Account Name	Budget Amount FY 2012	Actual Year to Date 7/31/2011	Percent of Budget	Actual Prior Year to Date 7/31/2010
<b>Revenue</b>				
<b>Operating Revenue</b>				
Toll Revenue-TxTag-183A	21,395,350	1,270,013	0	1,298,118
Toll Revenue-HCTRA-183A	656,250	58,760	0	57,322
Toll Revenue-NTTA-183A	411,600	34,953	0	32,817
Video Tolls	3,004,800	217,422	0	272,452
Fee revenue	1,252,000	77,238	0	95,627
<b>Total Operating Revenue</b>	<b>26,720,000</b>	<b>1,658,387</b>	<b>6.21%</b>	<b>1,756,336</b>
<b>Other Revenue</b>				
Interest Income	180,000	18,234	10.13%	32,690
Grant Revenue	800,000	-	0.00%	-
Misc Revenue	2,200	183	8.33%	367
<b>Total Other Revenue</b>	<b>982,200</b>	<b>18,418</b>	<b>1.88%</b>	<b>33,057</b>
<b>Total Revenue</b>	<b>\$ 27,702,200</b>	<b>\$ 1,676,804</b>	<b>6%</b>	<b>\$ 1,789,393</b>
<b>Expenses</b>				
<b>Salaries and Wages</b>				
Salary Expense-Regular	2,010,301	104,283	5.19%	105,387
Part Time Salry Expense	12,000	1,984	16.53%	2,171
Overtime Salary Expense	4,000	-	0.00%	-
Contractual Employees Expense	105,000	-	0.00%	-
TCDRS	304,235	15,038	4.94%	15,194
FICA	97,856	4,978	5.09%	5,426
FICA MED	30,715	1,505	4.90%	1,506
Health Insurance Expense	204,527	16,605	8.12%	9,553
Life Insurance Expense	5,374	282	5.24%	379
Auto Allowance Expense	9,000	212	2.36%	298
Other Benefits	171,305	3,884	2.27%	3,090
Unemployment Taxes	13,059	-	0.00%	-
Salary Reserve	91,871	-	0.00%	-
<b>Total Salaries and Wages</b>	<b>3,059,243</b>	<b>148,771</b>	<b>4.86%</b>	<b>143,003</b>



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

Account Name	Budget Amount FY 2012	Actual Year to Date 7/31/2011	Percent of Budget	Actual Prior Year to Date 7/31/2010
<b>Contractual Services</b>				
<u>Professional Services</u>				
Accounting	9,500	40	0.42%	35
Auditing	55,000	-	0.00%	-
General Engineering Consultant	1,250,000	(12,594)	0.00%	-
General System Consultant	175,000	-	0.00%	-
Image Processing	600,000	50,387	8.40%	51,819
Facility maintenance	20,000	122	0.61%	-
HERO	820,000	(822)	0.00%	-
Human Resources	80,000	-	0.00%	-
Legal	250,000	-	0.00%	-
Photography	15,000	-	0.00%	-
<b>Total Professional Services</b>	<b>3,274,500</b>	<b>37,133</b>	<b>1.13%</b>	<b>51,855</b>
<u>Other Contractual Services</u>				
IT Services	45,000	8,576	19.06%	4,850
Graphic Design Services	10,000	-	0.00%	-
Website Maintenance	25,000	-	0.00%	-
Research Services	25,000	-	0.00%	-
Copy Machine	9,000	328	3.64%	996
Software Licenses	26,000	-	0.00%	-
ETC Maintenance Contract	840,000	-	0.00%	-
ETC Development	125,000	-	0.00%	-
ETC Testing	30,000	-	0.00%	-
Communications and Marketing	170,000	-	0.00%	-
Advertising Expense	40,000	-	0.00%	995
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	-	0.00%	-
Radio	15,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	-	0.00%	-
Special assignments	5,000	-	0.00%	-
Traffic Management	84,000	-	0.00%	-
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	-	0.00%	-

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

Account Name	Budget Amount FY 2012	Actual Year to Date 7/31/2011	Percent of Budget	Actual Prior Year to Date 7/31/2010
Roadway Maintenance Contract	300,000	-	0.00%	-
Landscape Maintenance	280,000	-	0.00%	-
Signal & Illumination Maint	175,000	-	0.00%	-
Mowing and litter control	40,000	-	0.00%	-
Hazardous Material Cleanup	10,000	-	0.00%	-
Striping	75,000	-	0.00%	-
Graffiti removal	10,000	-	0.00%	-
Cell Phones	10,700	75	0.70%	-
Local Telephone Service	16,000	450	2.81%	-
Long Distance	600	-	0.00%	-
Internet	6,000	-	0.00%	-
Fiber Optic System	63,000	-	0.00%	-
Other Communication Expenses	1,500	-	0.00%	-
Subscriptions	1,850	-	0.00%	-
Memberships	29,100	1,535	5.27%	2,220
Continuing Education	2,000	-	0.00%	-
Professional Development	5,000	-	0.00%	-
Seminars and Conferences	32,500	-	0.00%	-
Staff-Travel	76,500	-	0.00%	2,209
Other Contractual Svcs	125,200	-	0.00%	-
TxTag Collection Fees	1,347,791	2,988	0.22%	2,742
Contractual Contingencies	140,500	-	0.00%	-
<b>Total Other Contractual Services</b>	<b>4,470,341</b>	<b>13,952</b>	<b>0.31%</b>	<b>14,012</b>
<b>Total Contractual Services</b>	<b>7,744,841</b>	<b>51,084</b>	<b>0.66%</b>	<b>65,866</b>
<b>Materials and Supplies</b>				
Books & Publications	16,000	-	0.00%	-
Office Supplies	10,000	-	0.00%	-
Computer Supplies	13,000	-	0.00%	-
Copy Supplies	2,200	-	0.00%	-
Annual Report printing	10,000	-	0.00%	-
Other Reports-Printing	20,000	-	0.00%	-
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	3,000	-	0.00%	-
Ice Control Materials	25,000	-	0.00%	-

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

Account Name	Budget Amount FY 2012	Actual Year to Date 7/31/2011	Percent of Budget	Actual Prior Year to Date 7/31/2010
Maintenance Supplies-Roadway	100,000	-	0.00%	-
Promotional Items	10,000	-	0.00%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-
Tools & Equipment Expense	1,000	-	0.00%	-
Misc Materials & Supplies	2,000	-	0.00%	-
<b>Total Materials and Supplies</b>	<b>252,200</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>
<b>Operating Expenses</b>				
Gasoline Expense	5,000	-	0.00%	-
Mileage Reimbursement	7,500	13	0.18%	-
Toll Tag Expense	4,100	-	0.00%	-
Parking	38,595	3,511	9.10%	-
Meeting Facilities	450	-	0.00%	100
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	6,750	150	2.22%	-
Public Notices	2,400	-	0.00%	-
Postage Expense	5,950	-	0.00%	-
Overnight Delivery Services	1,600	-	0.00%	-
Local Delivery Services	1,950	-	0.00%	-
Insurance Expense	90,000	7,922	8.80%	8,824
Repair & Maintenance-General	500	-	0.00%	-
Repair & Maintenance-Vehicles	100	-	0.00%	-
Repair & Maintenance Toll Equip	5,000	-	0.00%	-
Rent Expense	190,000	16,908	8.90%	15,661
Water	7,500	-	0.00%	-
Electricity	83,500	-	0.00%	-
Other Licenses	250	-	0.00%	-
Community Initiative Grants	65,000	-	0.00%	7,500
<b>Non Cash Operating Expenses</b>				
Amortization Expense	1,230,000	102,468	8.33%	102,468
Dep Exp- Furniture & Fixtures	16,500	781	4.73%	1,561
Dep Expense - Equipment	14,500	1,198	8.26%	1,198
Dep Expense - Autos & Trucks	5,000	-	0.00%	328
Dep Expense-Building & Toll Fac	177,000	14,713	8.31%	14,713

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

Account Name	Budget Amount FY 2012	Actual Year to Date 7/31/2011	Percent of Budget	Actual Prior Year to Date 7/31/2010
Dep Expense-Highways & Bridges	5,000,000	413,934	8.28%	413,934
Dep Expense-Communic Equip	195,000	15,913	8.16%	16,371
Dep Expense-Toll Equipment	465,000	38,482	8.28%	38,482
Dep Expense - Signs	135,000	11,106	8.23%	11,106
Dep Expense-Land Improvemts	52,000	5,484	10.55%	4,299
Depreciation Expense-Computers	6,500	850	13.08%	807
<b>Total Operating Expenses</b>	<b>7,817,645</b>	<b>633,433</b>	<b>8.10%</b>	<b>637,351</b>
<b>Financing Expenses</b>				
Arbitrage Rebate Calculation	2,500	-	0.00%	-
Loan Fee Expense	12,500	-	0.00%	-
Rating Agency Expense	33,000	5,300	16.06%	5,000
Trustee Fees	2,000	-	0.00%	-
Bank Fee Expense	7,500	463	6.18%	718
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	12,038,096	1,002,496	8.33%	985,369
Contingency	15,000	-	0.00%	-
<b>Non Cash Financing Expenses</b>				
Bond issuance expense	385,707	42,188	10.94%	24,651
<b>Total Financing Expenses</b>	<b>12,500,303</b>	<b>1,050,447</b>	<b>8.40%</b>	<b>1,015,738</b>
<b>Other Gains or Losses</b>				
Total Other Gains or Losses	-	-	0.00%	-
<b>Total Expenses</b>	<b>31,374,232</b>	<b>1,883,736</b>	<b>6.00%</b>	<b>1,861,959</b>
Net Income	\$ (3,672,032)	\$ (206,932)		\$ (72,566)

**Central Texas Regional Mobility Authority**  
**Statements of Cash Flows**  
**July 2011**

	<u>July</u>
<b>Cash flows from operating activities:</b>	
Receipts from Department of Transportation	\$ 184,778
Receipts from toll fees	1,629,084
Receipts from other fees	-
Receipts from interest income	2,896
Receipts from other sources	44,040
Payments to vendors	(669,384)
Payments to employees	(281,585)
Net cash flows used in operating activities	909,829
<b>Cash flows from capital and related financing activities:</b>	
Payments on interest	(8,084,628)
Acquisitions of construction in progress	(12,633,163)
Net cash flows used in capital and related financing activities	(20,717,791)
<b>Cash flows from investing activities:</b>	
Purchase of investments	-
Proceeds from sale or maturity of investments	8,056,224
Net cash flows provided by investing activities	8,056,224
Net increase in cash and cash equivalents	(11,751,737)
Cash and cash equivalents at beginning of July	107,964,220
Cash and cash equivalents at end of July	\$ 96,212,482
<b>Reconciliation of change in net assets to net cash provided by operating activities:</b>	
Change in net assets	\$ (206,932)
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	636,741
Nonoperating interest	1,002,496
Bond Issuance Expense	42,188
Changes in assets and liabilities:	
(Increase)/Decrease in accounts receivable	97,387
(Increase)/Decrease in prepaid expenses and other assets	8,364
Increase/(Decrease) in accounts payable	(670,415)
Total adjustments	1,116,761
Net cash flows provided by operating activities	\$ 909,829

CTRMA INVESTMENT REPORT

	Month Ending 7/31/11					Rate	
	Balance 6/30/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals		Balance 7/31/2011
183A/290E Project Acct	90.47			0.01		90.48	0.130%
2011 Senior Lien Construction Fund	0.00	22,757,875.00		243.05		22,758,118.05	0.130%
2010 Senior Lien Construction Fund	1.19					1.19	0.130%
2010-1 Sub Lien Projects	4,167.07			0.26		4,167.33	0.130%
General Fund	4,761,200.16			293.28	771,280.79	3,990,212.65	0.130%
Trustee Operating Fund	294,365.61	448,787.76		10.01	555,000.00	188,163.38	0.130%
Renewal & Replacement Fund	759,673.76			48.11		759,721.87	0.130%
TxDOT Grant Fund	4,274,561.46			270.70		4,274,832.16	0.130%
Revenue Fund	1.03	1,109,113.54		11.85		1,109,126.42	0.130%
Senior Lien Debt Service Reserve Fund	10,998,507.75	29,027,861.00		1,006.54		40,027,375.29	0.130%
2010 Senior Lien DSF	2,069.43				2,069.28	0.15	0.130%
2010 Senior Lien Debt Service Reserve Fund	6,754,259.97			427.74		6,754,687.71	0.130%
2010-2Sub Lien Debt Service Reserve Fund	710,711.87			45.01		710,756.88	0.130%
2010-1Sub Lien Debt Service Reserve Fund	2,503,496.65			158.54		2,503,655.19	0.130%
2010 Senior Lien Capitalized Interest	842.06			0.05		842.11	0.130%
2010-1 Sub Lien Capitalized Interest	419.91			0.03		419.94	0.130%
2010-2 Sub Lien Capitalized Interest	126.73			0.01		126.74	0.130%
	83,747,483.30	53,361,395.02	0.00	5,943.32	54,032,524.10	83,082,297.54	
<b>Amount in TexStar Operating Fund</b>	<b>41,791.88</b>	<b>555,000.00</b>		<b>2.65</b>	<b>555,000.00</b>	<b>41,794.53</b>	<b>0.130%</b>

CTRMA INVESTMENT REPORT

Month Ending 7/31/11

Rate  
July 11

Fidelity Money Market Fund

	Balance 6/30/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 7/31/2011
Operating Fund	0.00	448,787.75		0.01	448,787.76	0.00
2010-2 183A/290E Project Acct	0.53			8.61		0.53
2010-1 Sub Lien Project Acct	1,047,175.25			0.01	4,371,470.37	1,047,183.86
2010 Senior Lien Project Acct	0.02	4,371,470.37		14.94	26,411,569.42	0.03
2011 Senior Lien Project Acct	27,411,555.30			0.10	3,719,750.00	1,000,000.82
Other Obligations Fund	12,496.14			29.45	1,721,550.00	12,496.24
Debt Service Fund 2005	3,872,473.29	619,958.33				772,711.07
2010 Senior DSF	12.40	1,721,537.60				0.00
2011 Senior Lien Debt Service Acct	2,630.88				2,034,375.00	2,630.88
2010-1 Debt Service Fund	0.00	2,034,375.00		0.28		0.00
Subordinate Lien TIFIA DS Fund	57,881.11	311,723.83		2.16	262,859.04	369,605.22
2010-2 BABs Supplemental Security	262,859.04	608,953.42		0.02	346,094.38	2,817.76
2010-2 Debt Service Account	0.00	346,095.00			1,719,468.32	2,081.68
2010-2 Cap I Fund	2,817.12	1,721,550.00			610,233.45	0.55
2010 CAP Interest Senior lien	0.00	610,234.00		0.08		256,274.47
2010-1 CAP Interest	0.00			0.03		105,374.38
2011 Sr Cap I Fund	256,274.39			9.72		9.72
2011 Sub Debt CAP I	105,374.35			13.66	1,424,141.55	13.66
2011 Sr Lien Bond Proceeds	0.00			0.01	0.00	3,428.14
2010-1 Sub lien supplemental Security	1,424,141.55			1.05		1.05
2010 Regions BABs Project Account	3,428.13	0.00		0.10	3,000.00	0.00
2010 Regions BABs Debt Service Account	0.00			12.33		37.67
2011 Senior Lien Cost of Issuance	3,000.00			6.10	2,754,645.97	3,000.00
2011 Subordinate Lien Cost of Issuance	0.00			10.50	4,607,997.74	0.00
TxDOT Grant Fund	25.34			10.28		2.66
Renewal and Replacement	2.66			1,078.67		2.66
Revenue Fund	951,853.25	1,802,786.62		0.02		0.00
General Fund	3,469,068.36	1,141,918.88		3.84	29,027,861.00	7,000,003.84
2010 Senior Debt Service Reserve Fund	1,250,252.14	1,024,935.71		262.48		0.26
2010-1 Debt Service Reserve Fund	286,520.35	6,896.90				
2010-2 Debt Service Reserve Fund	4,651.06					
2011 Sub Debt Debt Service Reserve Fund	7,000,000.00					
Senior Lien Debt Service Reserve Fund	29,027,598.78					
	76,452,091.44	64,706,675.95	0.00	1,464.45	128,008,209.96	13,152,021.88
	887.94			0.03	59.54	828.43

Amount in Region's MMA SIB Loan

0.003%

**CTRMA INVESTMENT REPORT**

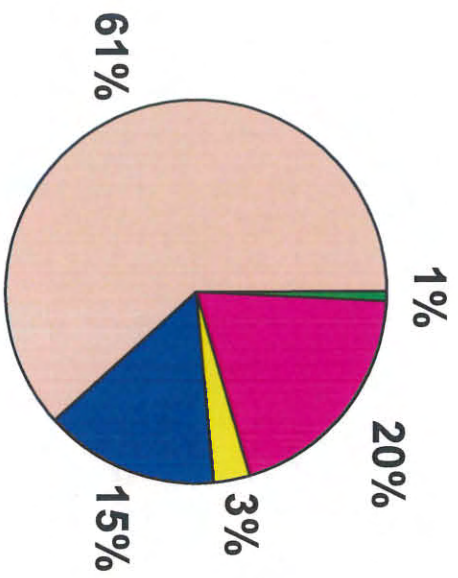
	Month Ending 7/31/11					Balance 7/31/2011	Rate July 11
	Balance 6/30/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals		
<b>Amount in Bayerische Landesbank GIC</b>							
Subordinate Lien Cap-I 2010-1	1,925,500.42			802.29	610,234.00	1,316,068.71	0.500%
Subordinate Lien Cap-I 2010-2	685,302.61			285.54	346,095.00	339,493.15	0.500%
Senior Lien Cap-I 2010	6,831,368.38			5,009.67	1,721,550.00	5,114,828.05	0.880%
Senior Lien Project Fund 2010	48,091,019.60			34,376.15	4,371,470.37	43,753,925.38	0.850%
Senior Lien Project Fund 2011	161,056,827.02			39,592.49		161,096,419.51	0.295%
Subordinate Lien Project Fund 2011	47,936,238.15			11,784.13		47,948,022.28	0.295%
	<b>266,526,256.18</b>	<b>0.00</b>	<b>0.00</b>	<b>91,850.27</b>	<b>7,049,349.37</b>	<b>259,568,757.08</b>	
<b>Amount in Fed Agencies</b>							
Amortized Principal	63,918,413.66		(80,114.51)		1,001,666.47	62,836,632.68	
Accrued Interest	63,918,413.66	0.00	(80,114.51)	102,811.88	1,001,666.47	62,836,632.68	
<b>Certificates of Deposit</b>							
Total in Pools	3,100,000.00	3,000,000.00		5,945.97	3,000,000.00	3,100,000.00	
Total in Money Market	83,789,275.18	53,916,395.02		1,464.48	54,587,524.10	83,124,092.07	
Total in Fed Agencies	76,452,979.38	64,706,675.95	(80,114.51)	91,850.27	128,008,269.50	13,152,850.31	
Bayerische Landesbank GIC	63,918,413.66	0.00		7,049,349.37	1,001,666.47	62,836,632.68	
	266,526,256.18	0.00	(80,114.51)	91,850.27	7,049,349.37	259,568,757.08	
<b>Total Invested</b>	<b>493,786,924.40</b>	<b>121,623,070.97</b>	<b>(80,114.51)</b>	<b>99,260.72</b>	<b>193,646,809.44</b>	<b>421,782,332.14</b>	

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

William Chapman, CFO



## Allocation of Funds



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

Amount of investments As of July 31, 2011

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Farm Credit	313331J2B8	1,997,836.00	1,998,629.47	2,000,040.00	1.000280%	11/22/2010	2/15/2013	TXDOT Grant Fund
Fannie Mae	31398AW32	1,002,500.00	CALLLED	CALLLED	1.3750%	7/19/2010	7/19/2013	2010-1Subordinate DSRF
San Antonio Water Utilities	79642BLM3	200,000.00	200,000.00	200,154.00	1.1090%	11/23/2010	5/15/2012	2010-2-DSRF
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	190,858.80	1.4570%	11/23/2010	5/15/2013	2010-2-DSRF
Fannie Mae	3136FPAD9	1,514,454.00	1,511,804.10	1,501,770.00	2.0000%	11/15/2010	8/24/2015	2010 Sn Lien DSRF
Federal Home loan Bank	3137EABY4	3,064,452.00	3,034,374.40	3,034,050.00	0.4005%	12/23/2010	3/23/2012	TXDOT Grant Fund
Fannie Mae	31398A6F4	2,319,702.34	2,319,441.10	2,315,972.30	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,473,720.78	2,467,274.08	2,466,836.25	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,328,385.79	2,311,058.24	0.6300%	6/29/2011	12/31/2013	2011 Sub Debt CAP I
Treasury	912828GC8	2,181,302.50	2,173,085.42	2,171,058.24	0.2400%	6/29/1930	12/31/2011	2011 Sub Debt CAP I
Treasury	912828GW4	2,367,714.38	2,358,654.85	2,353,426.20	0.0730%	6/29/2011	6/30/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,800,852.48	8,754,466.14	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	9,351,457.81	9,327,730.40	9,341,852.50	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Treasury	912828NS5	8,776,228.75	8,773,043.02	8,765,612.08	0.1880%	6/29/2011	6/30/2012	2011 Sr Debt CAP I
Treasury	912828GC8	8,614,419.84	8,582,183.20	8,575,272.72	0.0550%	6/29/2011	12/31/2011	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	8,771,478.75	8,771,174.37	8,769,681.72	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
		63,946,646.21	62,836,632.68	62,752,480.53				

Agency	CUSIP #	COST	Cummulative Amortization	Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned
Federal Farm Credit	313331J2B8	1,997,836.00	793.47	1,998,629.47	2,000,000.00	883.33	72.13	955.46
Fannie Mae	31398AW32	1,002,500.00	CALLLED	CALLLED	CALLLED	1,145.83	(69.44)	1,076.39
San Antonio Water Utilities	79642BLM3	200,000.00	0.00	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	230.69		230.69
Fannie Mae	3136FPAD9	1,514,454.00	2,649.90	1,511,804.10	1,500,000.00	2,500.00	(240.90)	2,259.10
Federal Home loan Bank	3137EABY4	3,064,452.00	30,077.60	3,034,374.40	3,000,000.00	5,312.50	(4,296.80)	1,015.70
Fannie Mae	31398A6F4	2,319,702.34	261.24	2,319,441.10	2,315,000.00	723.44	(261.24)	462.20
Federal Home loan Bank	3137EABM0	2,473,720.78	6,446.70	2,467,274.08	2,319,000.00	7,246.88	(6,446.70)	800.18
Federal Home loan Bank	3134A4UL6	2,326,924.30	1,461.49	2,328,385.79	2,362,000.00	8,217.08	(1,461.49)	1,461.49
Treasury	912828GC8	2,181,302.50	8,217.08	2,173,085.42	2,132,000.00	9,177.19	(8,217.08)	0.00
Treasury	912828GW4	2,367,714.38	9,059.53	2,358,654.85	2,259,000.00	27,443.75	(9,059.53)	117.66
Federal Home loan Bank	3134A4UL6	8,794,454.76	6,397.72	8,800,852.48	8,946,000.00	4,551.04	(6,397.72)	3,716.34
Federal Home loan Bank	3137EABM0	9,351,457.81	23,727.41	9,327,730.40	8,782,000.00	32,455.94	(23,727.41)	219.30
Treasury	912828NS5	8,776,228.75	3,185.73	8,773,043.02	8,738,000.00	2,739.38	(3,185.73)	2,435.00
Treasury	912828GC8	8,614,419.84	32,236.64	8,582,183.20	8,421,000.00		(32,236.64)	
Fannie Mae	31398A6F4	8,771,478.75	304.38	8,771,174.37	8,766,000.00		(304.38)	
		63,946,646.21	124,818.89	62,836,632.68	61,930,000.00	102,811.88	(80,114.51)	22,697.37

### June 2011 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	July 2011 Interest	FUND
Regions Bank	CDR35523	100,000	0.15%	10/24/2009	8/7/2011	\$ 12.33	TxDOT Grant Fund
Regions Bank	CDR37495	3,000,000	0.10%	6/1/2011	10/2/2011	\$ 246.57	Debt Service Reserve Fund 05
		<u>3,100,000</u>				<u>\$ 258.90</u>	

**INVESTMENTS by FUND**

		Balance July 31, 2011		
Renewal & Replacement Fund				
TexSTAR	759,721.87		TexSTAR	83,124,092.07
Fidelity	2.66		CD's	3,100,000.00
Agencies		759,724.53	Fidelity	13,152,021.88
TxDOT Grant Fund			SIB	828.43
TexSTAR	4,274,832.16		Agencies	62,836,632.68
Fidelity	37.67		Bayerische GIC	259,568,757.08
CD's	100,000.00			
Agencies	5,033,003.87	9,407,873.70		\$ 421,782,332.14
Subordinate Lien DS Fund 05				
Fidelity	369,605.22	369,605.22		
Debt Service Reserve Fund 05				
TexSTAR	40,027,375.29			
Fidelity	0.26			
CD's	3,000,000.00			
Agencies		43,027,375.55		
Debt Service Fund 05				
Fidelity	772,711.07	772,711.07		
2011 Debt Service Acct				
Fidelity	2,630.88	2,630.88		
2010 Senior Lien DSF				
TexSTAR	0.15			
Fidelity	0.00	0.15		
2011 Sub Debt DSRF				
Fidelity	7,000,003.84	7,000,003.84		
Other Obligations Fund				
Fidelity	12,496.24	12,496.24		
2011 Senior Lien Bond Proceeds Fund				
Fidelity	9.72	9.72		
2011 Subordinate Debt COI				
Fidelity	0.10	0.10		
Operating Fund				
TexSTAR	41,794.53			
TexSTAR-Trustee	188,163.38			
Region's SIB Loan MMA	828.43	230,786.34		
Revenue Fund				
TexSTAR	1,109,126.42			
Fidelity	0.00	1,109,126.42		
General Fund				
TexSTAR	3,990,212.65			
Fidelity	3,000.00	3,993,212.65		
2010 Senior Lien Capitalized Interest				
Fidelity	2,081.68			
TexSTAR	842.11			
Bayerische GIC	5,114,828.05	5,117,751.84		
2010-1 Sub Lien Capitalized Interest				
Fidelity	0.55			
TexSTAR	419.94			
Bayerische GIC	1,316,068.71	1,316,489.20		
2010-2 Sub Lien Capitalized Interest				
TexSTAR	126.74			
Fidelity	2,817.76			
Bayerische GIC	339,493.15	342,437.65		
2011 Sr Capitalized Interest Fund				
Fidelity	256,274.47			
Agencies	44,254,983.47	44,511,257.94		
2011 Sub Capitalized Interest Fund				
Fidelity	105,374.38			
Agencies	11,646,841.24	11,752,215.62		
2010-1 Sub BABs subsidy				
Fidelity	13.66	13.66		
2010-2 Sub BABs subsidy				
Fidelity	2.16	2.16		
2010 Senior Lien Debt Service Reserve Fund				
TexSTAR	6,754,687.71			
Fidelity	1,250,262.42			
Agencies	1,511,804.10	9,516,754.23		
2010-2Sub Lien Debt Service Reserve Fund				
TexSTAR	710,756.88			
Fidelity	11,547.98			
Agencies	390,000.00	1,112,304.86		
2010-1Sub Lien Debt Service Reserve Fund				
TexSTAR	2,503,655.19			
Fidelity	1,312,534.73			
Agencies		3,816,189.92		
2010 Regions BABs Project Account				
Fidelity	3,428.14	3,428.14		
2010 Regions BABs Debt Service Account				
Fidelity	1.05	1.05		
2010-1 Sub Lien Projects Fund				
TexSTAR	4,167.33			
Fidelity	1,047,183.86	1,051,351.19		
183A/290E Project Acct				
TexSTAR	90.48			
Fidelity	0.53	91.01		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Fidelity	0.03			
Bayerische GIC	43,753,925.38	43,753,926.60		
2011 Sub Debt Project fund				
Bayerische GIC	47,948,022.28	47,948,022.28		
2011 Senior Lien Project Fund				
TexSTAR	22,758,118.05			
Fidelity	1,000,000.82			
Bayerische GIC	161,096,419.51	184,854,538.38		
		\$ 421,782,332.14		



## Monthly Newsletter - July 2011

### Performance

#### As of July 31, 2011

Current Invested Balance	\$4,990,872,181.48
Weighted Average Maturity (1)	33 Days
Weighted Average Maturity (2)	50 Days
Net Asset Value	1.000030
Total Number of Participants	735
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$566,961.04
Management Fee Collected	\$228,577.70
% of Portfolio Invested Beyond 1 Year	2.74%
Standard & Poor's Current Rating	AAAm

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

#### July Averages

Average Invested Balance	\$5,382,882,847.51
Average Monthly Yield, on a simple basis	0.0746%
Average Weighted Average Maturity (1)*	38 Days
Average Weighted Average Maturity (2)*	55 Days

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

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

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

### New Participants

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

★ Harris-Fort Bend Counties MUD No. 4

★ Lubbock County Hospital District

### Holiday Reminder

In observance of **Labor Day**, **TexSTAR will be closed on Monday, September 5, 2011**. All ACH transactions initiated on Friday, September 2nd will settle on Tuesday, September 6th. Notification of any early transaction deadlines on the business day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

### Economic Commentary

The precarious state of government finances on both sides of the Atlantic – and uncertainty around the policy steps needed to stabilize them – has been a constant source of unease for investors since the global economic recovery technically began in mid-2009. The inability of policymakers to agree on how to tackle fiscal troubles in the U.S. and Europe caused significant volatility in July. In the U.S., the impasse between Democrats and Republicans over the long-term deficit reduction plan added to the nervousness in markets as an agreement was only reached on July 31st and signed by the President on August 2nd. While the risk of a government default was always low, the bigger risk was, and still is, the potential downgrade of the nation's AAA rating by the credit rating agencies. While Moody's and S&P both placed the AAA debt rating of the U.S. on negative watch in mid July, S&P went further, warning that anything short of a 10-year deal in the \$3.5-\$4 trillion range over the next few months would result in a rating downgrade. The \$1 trillion of cuts under the proposed package falls short, even with the additional \$1.5 trillion to be proposed by a special bipartisan commission, raising the odds of a downgrade. In both the U.S. and Europe, the real impact on the economy from all the uncertainty over policymakers' decisions is of utmost concern. While political instability in July took a toll on consumer and business confidence, it should be remembered that the U.S. economy was already in a soft patch within an anemic recovery, as economic data continued to demonstrate a loss of momentum. The consumer pulled back during the month; not one month in the second quarter showed positive consumer spending. Housing data continued to be depressed and inflation data also reflected a more challenging environment for the U.S. consumer. Gasoline and food prices moved higher during the month, although not to the extent seen during the first quarter. The consumer has weakened rather than strengthened, due in part to declining confidence from higher gasoline prices and gridlock in Washington. Significant risks remain for the potential of sluggish consumer spending leading to much slower or even negative growth. Corporate earnings appear strong and should provide some cushion against layoffs, which generally precede a recession. However, an important question will be companies' reaction to recent consumer weakness. A sustained improvement in the labor market is necessary for a meaningful increase in consumer spending, which is unlikely to occur in the coming months.

This information is an excerpt from an economic report dated July 2011 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](http://www.texstar.org).**

## Information at a Glance

### Portfolio by Type of Investment As of July 31, 2011

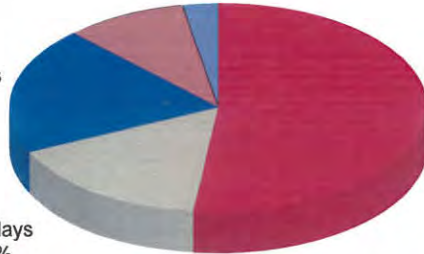
91 to 180 days  
9.34%

181+ days  
2.77%

31 to 90 days  
19.67%

1 to 7 days  
52.02%

8 to 30 days  
16.20%



### Distribution of Participants by Type As of July 31, 2011

Repurchase  
Agreements  
44.04%

Treasuries  
2.43%

Agencies  
53.53%

### Portfolio by Maturity As of July 31, 2011

Other  
7.75%

City  
27.35%

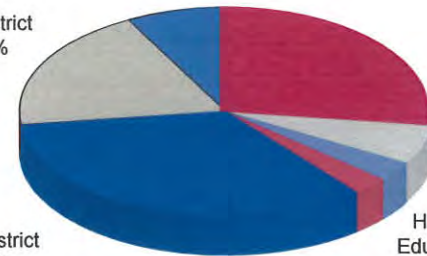
Utility District  
19.18%

County  
5.99%

Health Care  
3.13%

School District  
33.88%

Higher  
Education  
2.72%



## Historical Program Information

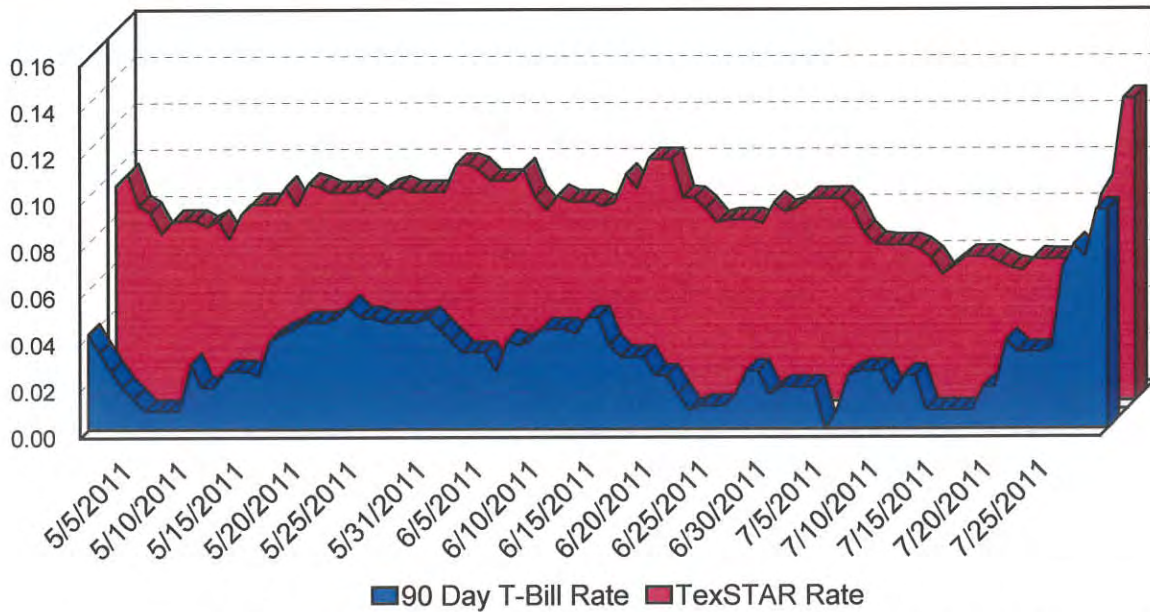
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Jul 11	0.0746%	\$4,990,872,181.48	\$4,991,025,373.13	1.000030	38	55	735
Jun 11	0.0889%	5,280,726,280.87	5,281,501,501.41	1.000146	50	69	733
May 11	0.0863%	5,566,580,016.75	5,567,478,247.07	1.000161	46	66	732
Apr 11	0.1108%	5,661,130,480.00	5,662,108,871.87	1.000172	50	72	731
Mar 11	0.1408%	5,949,037,975.79	5,949,804,553.22	1.000128	50	73	730
Feb 11	0.1476%	6,548,224,886.40	6,548,880,605.37	1.000100	48	71	729
Jan 11	0.1637%	6,541,049,111.05	6,541,464,771.26	1.000063	39	66	726
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

## Portfolio Asset Summary as of July 31, 2011

	Book Value	Market Value
Uninvested Balance	\$ 77,075.84	\$ 77,075.84
Accrual of Interest Income	1,011,042.42	1,011,042.42
Interest and Management Fees Payable	(606,963.68)	(606,963.68)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	2,197,890,000.00	2,197,890,000.00
Government Securities	2,792,501,026.90	2,792,654,218.55
<b>Total</b>	<b>\$ 4,990,872,181.48</b>	<b>\$ 4,991,025,373.13</b>

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

# TexSTAR versus 90-Day Treasury Bill



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 July be subject to change. The TexSTAR management fee July 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 July 2011

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
7/1/2011	0.0871%	0.00002387	\$5,382,566,227.71	1.000136	44	62
7/2/2011	0.0871%	0.00002387	\$5,382,566,227.71	1.000136	44	62
7/3/2011	0.0871%	0.00002387	\$5,382,566,227.71	1.000136	44	62
7/4/2011	0.0871%	0.00002387	\$5,382,566,227.71	1.000136	44	62
7/5/2011	0.0821%	0.00002249	\$5,541,809,295.29	1.000132	42	59
7/6/2011	0.0725%	0.00001986	\$5,534,361,112.35	1.000141	42	59
7/7/2011	0.0676%	0.00001852	\$5,551,765,202.30	1.000137	41	58
7/8/2011	0.0670%	0.00001835	\$5,553,044,729.37	1.000136	39	56
7/9/2011	0.0670%	0.00001835	\$5,553,044,729.37	1.000136	39	56
7/10/2011	0.0670%	0.00001835	\$5,553,044,729.37	1.000136	39	56
7/11/2011	0.0652%	0.00001785	\$5,570,978,226.18	1.000136	38	55
7/12/2011	0.0613%	0.00001680	\$5,600,239,318.79	1.000133	39	56
7/13/2011	0.0543%	0.00001489	\$5,576,881,532.33	1.000140	39	56
7/14/2011	0.0581%	0.00001593	\$5,531,495,425.95	1.000143	39	56
7/15/2011	0.0619%	0.00001696	\$5,465,004,569.03	1.000138	37	54
7/16/2011	0.0619%	0.00001696	\$5,465,004,569.03	1.000138	37	54
7/17/2011	0.0619%	0.00001696	\$5,465,004,569.03	1.000138	37	54
7/18/2011	0.0594%	0.00001627	\$5,453,385,276.19	1.000136	37	54
7/19/2011	0.0570%	0.00001561	\$5,398,052,657.20	1.000133	36	53
7/20/2011	0.0562%	0.00001539	\$5,328,361,677.46	1.000123	37	54
7/21/2011	0.0610%	0.00001670	\$5,337,529,252.37	1.000117	36	53
7/22/2011	0.0608%	0.00001667	\$5,364,224,522.94	1.000114	34	51
7/23/2011	0.0608%	0.00001667	\$5,364,224,522.94	1.000114	34	51
7/24/2011	0.0608%	0.00001667	\$5,364,224,522.94	1.000114	34	51
7/25/2011	0.0572%	0.00001567	\$5,369,567,756.48	1.000113	33	50
7/26/2011	0.0674%	0.00001846	\$5,185,185,237.79	1.000112	34	51
7/27/2011	0.0884%	0.00002422	\$5,192,439,573.98	1.000093	34	51
7/28/2011	0.0964%	0.00002641	\$5,047,613,808.87	1.000096	34	51
7/29/2011	0.1299%	0.00003560	\$4,990,872,181.48	1.000030	33	50
7/30/2011	0.1299%	0.00003560	\$4,990,872,181.48	1.000030	33	50
7/31/2011	0.1299%	0.00003560	\$4,990,872,181.48	1.000030	33	50
<b>Average</b>	<b>0.0746%</b>	<b>0.00002043</b>	<b>\$5,382,882,847.51</b>		<b>38</b>	<b>55</b>

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>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 &amp; Santow</i>	<i>Advisory Board</i>

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



**J.P.Morgan**  
Asset Management



**Exhibit B**

**Financial Report for August 2011**

Central Texas Regional Mobility Authority

Balance Sheet

As of

August 31, 2011

August 31, 2010

**Assets**

**Current Assets**

Cash in Regions Operating Account	166,767		179,175
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Cash In TexSTAR	66,801		142,702
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Regions Payroll Account	2,829		4,347
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**Restricted cash/cash equivalents**

Fidelity Government MMA	19,293,292		3,377,763
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Restricted Cash-TexStar	66,914,487		91,439,190
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Regions SIB account	0		21,396,897
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Overpayment accounts	21,369		11,270
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<b>Total Cash and Cash Equivalents</b>	86,298,778		116,551,344
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Accounts Receivable	49,369		82,881
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Due From Other Funds	0		108,340
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Due From TTA	345,310		463,638
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Due From NTTA	36,954		32,857
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Due From HCTRA	61,773		55,074
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Due From TxDOT	3,318,821		5,447,700
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Due From Federal Government	308,977		419,381
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Interest Receivable	318,015		145,956
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<b>Total Receivables</b>	4,439,220		6,755,828
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**Short Term Investments**

Treasuries	4,549,017		
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Certificates of Deposit	3,000,000		3,100,000
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Investment in Government Agencies	12,388,385.1		12,564,607
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**Other Current Assets**

Prepaid Insurance	7,922		12,827
-------------------	-------	--	--------

<b>Total Current Assets</b>	<b>110,850,089</b>		<b>138,984,605</b>
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**Construction Work In Process**

	<b>223,675,860</b>		<b>80,053,093</b>
--	--------------------	--	-------------------

**Fixed Assets**

Computers(net)	30,391		37,669
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Computer Software(net)	1,083,653		2,272,413
------------------------	-----------	--	-----------

Furniture and Fixtures(net)	18,284		28,732
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Equipment(net)	43,190		40,916
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Autos and Trucks(net)	27,018		3,278
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Buildings and Toll Facilities(net)	6,314,705		6,491,263
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Highways and Bridges(net)	176,891,654		181,858,861
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Communication Equipment(net)	1,110,460		1,291,172
------------------------------	-----------	--	-----------

Toll Equipment(net)	2,554,176		3,091,984
---------------------	-----------	--	-----------

Signs(net)	5,066,881		5,200,150
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Land Improvements(net)	1,167,387		938,124
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Right of Way	24,683,553		23,683,553
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Leasehold Improvements	64,872		64,432
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<b>Total Fixed Assets</b>	<b>219,056,223</b>		<b>225,002,547</b>
---------------------------	--------------------	--	--------------------

**Long Term Investments**

GIC (Restricted )	256,222,938		91,722,917
-------------------	-------------	--	------------

Agencies-LT	44,308,040		0
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**Other Assets**

Security Deposits	8,644		9,483
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Intangible Assets	650		650
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Total Bond Issuance Costs	15,317,093		11,097,687
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<b>Total Assets</b>	<b>869,439,536</b>		<b>546,870,982</b>
---------------------	--------------------	--	--------------------

## Liabilities

### Current Liabilities

Accounts Payable	10,522,150	1,892,535
Overpayments	22,024	11,631
Interest Payable	7,285,191	3,157,063
Due to other Funds	0	184,367
Deferred Compensation Payable	0	2,306
TCDRS Payable	29,029	24,545
Due to other Entities	8,849	0
Due to State of Texas	2,098	605
<b>Total Current Liabilities</b>	<b>17,869,340</b>	<b>5,273,053</b>

### Long Term Liabilities

Accrued Vac & Sick Leave Paybl	205,137	205,137
Retainage Payable	0	134,317
Senior Lien Revenue Bonds 2005	173,163,400	172,244,198
Senior Lien Revenue Bonds 2010	98,945,228	96,139,362
Senior Lien Revenue Bonds 2011	306,035,803	0
Sn Lien Rev Bnd Prem/Disc 2005	4,731,670	4,898,785
Sn Lien Rev Bnd Prem/Disc 2010	197,873	231,087
Tot Sr Lien Rev Bond Pay Pre/D	1,227,733	5,129,872
Subordinated Lien Bond 2010	45,000,000	45,000,000
Subordinated Lien Bond 2011	70,000,000	0
Sub Lien Bond 2011 Prem/Disc	(2,156,470)	
TIFIA note 2008	77,626,562	74,689,341
2010 Regions BAB's Payable	0	59,685,000
2009 State Infrastructure loan	0	32,310,563
Total Long Term Liabilities	770,047,393	485,537,790
<b>Total Liabilities</b>	<b>787,916,733</b>	<b>490,810,843</b>

### Net Assets Section

Contributed Capital	18,334,846	18,334,846
Net Assets beginning	61,670,196	38,034,127
Current Year Operations	1,517,762	(308,832)
<b>Total Net Assets</b>	<b>63,187,958</b>	<b>37,725,294</b>
<b>Total Liabilities and Net Assets</b>	<b>869,439,536</b>	<b>546,870,982</b>

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

Account Name	Budget Amount FY 2012	Actual Year to Date 8/31/2011	Percent of Budget	Actual Prior Year to Date 8/31/2010
<b>Revenue</b>				
<b>Operating Revenue</b>				
Toll Revenue-TxTag-183A	21,395,350	2,557,249	11.95%	2,657,405
Toll Revenue-HCTRA-183A	656,250	119,717	18.24%	112,396
Toll Revenue-NTTA-183A	411,600	71,718	17.42%	65,674
Video Tolls	3,004,800	494,404	16.45%	546,405
Fee revenue	1,252,000	171,545	13.70%	195,669
<b>Total Operating Revenue</b>	<b>26,720,000</b>	<b>3,414,632</b>	<b>12.78%</b>	<b>3,577,550</b>
<b>Other Revenue</b>				
Interest Income	180,000	35,852	19.92%	82,247
Grant Revenue	800,000	1,309,443	163.68%	(2,544)
Misc Revenue	2,200	835,495	37977%	550
Gain/Loss on Sale of Asset	-	12,342	-	-
<b>Total Other Revenue</b>	<b>982,200</b>	<b>2,193,132</b>	<b>223.29%</b>	<b>80,252</b>
<b>Total Revenue</b>	<b>\$ 27,702,200</b>	<b>\$ 5,607,764</b>	<b>20%</b>	<b>\$ 3,657,802</b>
<b>Expenses</b>				
<b>Salaries and Wages</b>				
Salary Expense-Regular	2,010,301	242,329	12.05%	222,431
Part Time Salry Expense	12,000	4,750	39.59%	3,227
Overtime Salary Expense	4,000	-	0.00%	-
Contractual Employees Expense	105,000	2,850	2.71%	16,425
TCDRS	304,235	34,724	11.41%	31,916
FICA	97,856	10,959	11.20%	10,547
FICA MED	30,715	3,472	11.30%	3,135
Health Insurance Expense	204,527	29,753	14.55%	18,893
Life Insurance Expense	5,374	653	12.15%	800
Auto Allowance Expense	9,000	1,062	11.80%	1,148
Other Benefits	171,305	9,797	5.72%	6,440
Unemployment Taxes	13,059	-	0.00%	-
Salary Reserve	91,871	-	0.00%	-
<b>Total Salaries and Wages</b>	<b>3,059,243</b>	<b>340,350</b>	<b>11.13%</b>	<b>314,962</b>

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

Account Name	Budget Amount FY 2012	Actual Year to Date 8/31/2011	Percent of Budget	Actual Prior Year to Date 8/31/2010
<b>Contractual Services</b>				
<u>Professional Services</u>				
Accounting	9,500	8,424	88.68%	851
Auditing	55,000	30,365	55.21%	1,553
General Engineering Consultant	1,250,000	(12,594)	0.00%	(56)
General System Consultant	175,000	-	0.00%	878
Image Processing	600,000	116,023	19.34%	106,497
Facility maintenance	20,000	510	2.55%	-
HERO	820,000	59,353	7.24%	-
Human Resources	80,000	2,837	3.55%	3,424
Legal	250,000	-	0.00%	-
Photography	15,000	-	0.00%	9,000
<b>Total Professional Services</b>	<b>3,274,500</b>	<b>204,917</b>	<b>6.26%</b>	<b>122,146</b>
<u>Other Contractual Services</u>				
IT Services	45,000	12,113	26.92%	8,682
Graphic Design Services	10,000	-	0.00%	-
Website Maintenance	25,000	620	2.48%	-
Research Services	25,000	-	0.00%	-
Copy Machine	9,000	328	3.64%	2,928
Software Licenses	26,000	-	0.00%	6,653
ETC Maintenance Contract	840,000	-	0.00%	-
ETC Development	125,000	-	0.00%	2,107
ETC Testing	30,000	16,620	55.40%	-
Communications and Marketing	170,000	-	0.00%	15,139
Advertising Expense	40,000	1,000	2.50%	1,364
Direct Mail	5,000	-	0.00%	-
Video Production	5,000	1,946	38.91%	-
Radio	15,000	-	0.00%	-
Other Public Relations	2,500	-	0.00%	-
Law Enforcement	250,000	-	0.00%	-
Special assignments	5,000	-	0.00%	-
Traffic Management	84,000	6,922	8.24%	-
Emergency Maintenance	10,000	-	0.00%	-
Security Contracts	600	-	0.00%	-

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

Account Name	Budget Amount FY 2012	Actual Year to Date 8/31/2011	Percent of Budget	Actual Prior Year to Date 8/31/2010
Roadway Maintenance Contract	300,000	(10,344)	0.00%	-
Landscape Maintenance	280,000	-	0.00%	13,581
Signal & Illumination Maint	175,000	10,000	5.71%	24,165
Mowing and litter control	40,000	-	0.00%	-
Hazardous Material Cleanup	10,000	-	0.00%	-
Striping	75,000	-	0.00%	-
Graffiti removal	10,000	-	0.00%	-
Cell Phones	10,700	667	6.24%	732
Local Telephone Service	16,000	1,851	11.57%	446
Long Distance	600	-	0.00%	-
Internet	6,000	172	2.86%	-
Fiber Optic System	63,000	8,396	13.33%	-
Other Communication Expenses	1,500	47	3.10%	-
Subscriptions	1,850	-	0.00%	-
Memberships	29,100	1,935	6.65%	2,355
Continuing Education	2,000	180	9.00%	-
Professional Development	5,000	-	0.00%	-
Seminars and Conferences	32,500	1,750	5.38%	5,575
Staff-Travel	76,500	7,234	9.46%	5,258
Other Contractual Svcs	125,200	-	0.00%	-
TxTag Collection Fees	1,347,791	112,132	8.32%	114,331
Contractual Contingencies	140,500	-	0.00%	-
<b>Total Other Contractual Services</b>	<b>4,470,341</b>	<b>173,568</b>	<b>3.88%</b>	<b>203,317</b>
<b>Total Contractual Services</b>	<b>7,744,841</b>	<b>378,485</b>	<b>4.89%</b>	<b>325,463</b>
<b>Materials and Supplies</b>				
Books & Publications	16,000	-	0.00%	-
Office Supplies	10,000	131	1.31%	1,325
Computer Supplies	13,000	589	4.53%	700
Copy Supplies	2,200	-	0.00%	-
Annual Report printing	10,000	-	0.00%	-
Other Reports-Printing	20,000	-	0.00%	-
Direct Mail Printing	5,000	-	0.00%	-
Office Supplies-Printed	3,000	-	0.00%	900
Ice Control Materials	25,000	-	0.00%	-

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

Account Name	Budget Amount FY 2012	Actual Year to Date 8/31/2011	Percent of Budget	Actual Prior Year to Date 8/31/2010
Maintenance Supplies-Roadway	100,000	-	0.00%	-
Promotional Items	10,000	-	0.00%	-
Displays	5,000	-	0.00%	-
ETC spare parts expense	30,000	-	0.00%	-
Tools & Equipment Expense	1,000	6	0.55%	-
Misc Materials & Supplies	2,000	-	0.00%	-
<b>Total Materials and Supplies</b>	<b>252,200</b>	<b>725</b>	<b>0.29%</b>	<b>2,925</b>
<b>Operating Expenses</b>				
Gasoline Expense	5,000	526	10.52%	-
Mileage Reimbursement	7,500	383	5.11%	379
Toll Tag Expense	4,100	363	8.86%	32
Parking	38,595	6,737	17.46%	6,015
Meeting Facilities	450	-	0.00%	100
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	6,750	506	7.50%	29
Public Notices	2,400	-	0.00%	-
Postage Expense	5,950	12	0.20%	6
Overnight Delivery Services	1,600	64	4.00%	-
Local Delivery Services	1,950	6	0.29%	-
Insurance Expense	90,000	15,843	17.60%	17,649
Repair & Maintenance-General	500	-	0.00%	-
Repair & Maintenance-Vehicles	100	28	28.28%	-
Repair & Maintenance Toll Equip	5,000	-	0.00%	-
Rent Expense	190,000	33,816	17.80%	31,322
Water	7,500	496	6.61%	-
Electricity	83,500	5,683	6.81%	831
Other Licenses	250	-	0.00%	-
Community Initiative Grants	65,000	-	0.00%	30,000
<b>Non Cash Operating Expenses</b>				
Amortization Expense	1,230,000	204,936	16.66%	204,936
Dep Exp- Furniture & Fixtures	16,500	1,562	9.46%	3,121
Dep Expense - Equipment	14,500	2,396	16.53%	2,396
Dep Expense - Autos & Trucks	5,000	575	11.50%	656
Dep Expense-Buildng & Toll Fac	177,000	29,426	16.63%	29,426

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

Account Name	Budget Amount FY 2012	Actual Year to Date 8/31/2011	Percent of Budget	Actual Prior Year to Date 8/31/2010
Dep Expense-Highways & Bridges	5,000,000	827,868	16.56%	827,868
Dep Expense-Communic Equip	195,000	31,815	16.32%	32,741
Dep Expense-Toll Equipment	465,000	76,964	16.55%	76,964
Dep Expense - Signs	135,000	22,211	16.45%	22,211
Dep Expense-Land Improvemts	52,000	10,967	21.09%	8,597
Depreciation Expense-Computers	6,500	1,701	26.17%	1,615
<b>Total Operating Expenses</b>	<b>7,817,645</b>	<b>1,274,886</b>	<b>16.31%</b>	<b>1,296,895</b>
<b>Financing Expenses</b>				
Arbitrage Rebate Calculation	2,500	-	0.00%	-
Loan Fee Expense	12,500	-	0.00%	-
Rating Agency Expense	33,000	5,300	16.06%	5,000
Trustee Fees	2,000	-	0.00%	-
Bank Fee Expense	7,500	889	11.85%	1,350
Continuing Disclosure	4,000	-	0.00%	-
Interest Expense	12,038,096	2,004,991	16.66%	1,970,738
Contingency	15,000	-	0.00%	-
<b>Non Cash Financing Expenses</b>				
Bond issuance expense	385,707	84,377	21.88%	49,301
<b>Total Financing Expenses</b>	<b>12,500,303</b>	<b>2,095,557</b>	<b>16.76%</b>	<b>2,026,390</b>
<b>Other Gains or Losses</b>				
Total Other Gains or Losses	-	-	0.00%	-
<b>Total Expenses</b>	<b>\$ 31,374,232</b>	<b>\$ 4,090,002</b>	<b>13.04%</b>	<b>\$ 3,966,634</b>
<b>Net Income</b>	<b>\$ (3,672,032)</b>	<b>\$ 1,517,762</b>		<b>\$ (308,832)</b>



**INVESTMENTS by FUND**

**Balance  
August 31, 2011**

<b>Renewal &amp; Replacement Fund</b>			<b>TexSTAR</b>	<b>66,981,297.37</b>
TexSTAR	659,784.33		CD's	3,000,000.00
Fidelity	0.66		Fidelity	19,293,292.28
Agencies		659,784.99	SIB	0.00
<b>TxDOT Grant Fund</b>			Agencies	61,245,024.41
TexSTAR	4,275,173.60		Bayerische GIC	256,222,781.24
Fidelity	105,349.18			
Agencies	5,028,779.20	9,409,301.98		
<b>Subordinate Lien DS Fund 05</b>				
Fidelity	681,330.99	681,330.99		
<b>Debt Service Reserve Fund 05</b>				
TexSTAR	40,030,572.36			
Fidelity	477.75			
CD's	3,000,000.00			
Agencies		43,031,050.11		
<b>Debt Service Fund 05</b>				
Fidelity	1,392,673.59	1,392,673.59		
<b>2011 Debt Service Acct</b>				
Fidelity	2,630.90	2,630.90		
<b>2010 Senior Lien DSF</b>				
TexSTAR	0.15			
Fidelity	0.00	0.15		
<b>2011 Sub Debt DSRF</b>				
Fidelity	7,000,063.30	7,000,063.30		
<b>Other Obligations Fund</b>				
Fidelity	12,496.35	12,496.35		
<b>2011 Senior Lien Bond Proceeds Fund</b>				
Fidelity	9.72	9.72		
<b>2011 Senior Lien Cost of Issuance</b>				
Fidelity	6,000.03	6,000.03		
<b>2011 Subordinate Debt COI</b>				
Fidelity	0.10	0.10		
<b>Operating Fund</b>				
TexSTAR	66,800.52			
TexSTAR-Trustee	13,165.23			
Fidelity	546,343.27			
Region's SIB Loan MMA	0.00	626,309.02		
<b>Revenue Fund</b>				
TexSTAR	67.24			
Fidelity	924,537.62	924,604.86		
<b>General Fund</b>				
TexSTAR	3,678,693.58			
Fidelity	2,878,045.28	6,556,738.86		
<b>2010 Senior Lien Capitalized Interest</b>				
Fidelity	2,081.70			
TexSTAR	842.18			
Bayerische GIC	5,118,578.92	5,121,502.80		
<b>2010-1 Sub Lien Capitalized Interest</b>				
Fidelity	0.55			
TexSTAR	419.97			
Bayerische GIC	1,316,617.07	1,317,037.59		
<b>2010-2 Sub Lien Capitalized Interest</b>				
TexSTAR	126.75			
Fidelity	2,817.78			
Bayerische GIC	339,634.61	342,579.14		
<b>2011 Sr Capitalized Interest Fund</b>				
Fidelity	256,276.65			
Agencies	44,201,927.04	44,458,203.69		
<b>2011 Sub Capitalized Interest Fund</b>				
Fidelity	105,375.28			
Agencies	11,624,318.17	11,729,693.45		
<b>2010-1 Sub BABs subsidy</b>				
Fidelity	13.66	13.66		
<b>2010-2 Sub BABs subsidy</b>				
Fidelity	213,135.85	213,135.85		
<b>2010 Senior Lien Debt Service Reserve Fund</b>				
TexSTAR	6,755,227.22			
Fidelity	2,765,273.04			
Agencies		9,520,500.26		
<b>2010-2Sub Lien Debt Service Reserve Fund</b>				
TexSTAR	710,813.65			
Fidelity	18,564.23			
Agencies	390,000.00	1,119,377.88		
<b>2010-1Sub Lien Debt Service Reserve Fund</b>				
TexSTAR	2,503,855.16			
Fidelity	1,324,982.00			
Agencies		3,828,837.16		
<b>2010 Regions BABs Project Account</b>				
Fidelity	3,428.17	3,428.17		
<b>2010 Regions BABs Debt Service Account</b>				
Fidelity	1.05	1.05		
<b>2010-1 Sub Lien Projects Fund</b>				
TexSTAR	4,167.66			
Fidelity	1,047,192.75	1,051,360.41		
<b>183A/290E Project Acct</b>				
TexSTAR	90.49			
Fidelity	0.53	91.02		
<b>2010 Senior Lien Construction Fund</b>				
TexSTAR	1.19			
Fidelity	1.17			
Bayerische GIC	40,403,508.85	40,403,511.21		
<b>2011 Sub Debt Project fund</b>				
Bayerische GIC	47,948,022.28	47,948,022.28		
<b>2011 Senior Lien Project Fund</b>				
TexSTAR	8,281,496.09			
Fidelity	4,189.13			
Bayerische GIC	161,096,419.51	169,382,104.73		
		<u>\$ 406,742,395.30</u>		

**CTRMA INVESTMENT REPORT**

Month Ending 8/31/11						
Balance 7/31/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 8/31/2011	Rate August 11
<b>Amount in Trustee TexStar</b>						
183A/290E Project Acct			0.01		90.49	0.130%
2011 Senior Lien Construction Fund	22,758,118.05		1,145.21	14,477,767.17	8,281,496.09	0.130%
2010 Senior Lien Construction Fund	1.19				1.19	0.130%
2010-1 Sub Lien Projects	4,167.33		0.33		4,167.66	0.130%
General Fund	3,990,212.65		301.67	311,820.74	3,678,693.58	0.130%
Trustee Operating Fund	188,163.38		1.85	175,000.00	13,165.23	0.130%
Renewal & Replacement Fund	759,721.87		60.46	99,998.00	659,784.33	0.130%
TxDOT Grant Fund	4,274,832.16		341.44		4,275,173.60	0.130%
Revenue Fund	1,109,126.42		54.24	1,109,113.42	67.24	0.130%
Senior Lien Debt Service Reserve Fund	40,027,375.29		3,197.07		40,030,572.36	0.130%
2010 Senior Lien DSF	0.15				0.15	0.130%
2010 Senior Lien Debt Service Reserve Fund	6,754,687.71		539.51		6,755,227.22	0.130%
2010-2Sub Lien Debt Service Reserve Fund	710,756.88		56.77		710,813.65	0.130%
2010-1Sub Lien Debt Service Reserve Fund	2,503,655.19		199.97		2,503,855.16	0.130%
2010 Senior Lien Capitalized Interest	842.11		0.07		842.18	0.130%
2010-1 Sub Lien Capitalized Interest	419.94		0.03		419.97	0.130%
2010-2 Sub Lien Capitalized Interest	126.74		0.01		126.75	0.130%
	<b>135,765,285.72</b>	<b>17,757.72</b>	<b>0.00</b>	<b>9,326.77</b>	<b>68,877,873.36</b>	<b>66,914,496.85</b>
<b>Amount in TexStar Operating Fund</b>						
	<b>41,794.53</b>	<b>175,000.00</b>		<b>5.99</b>	<b>150,000.00</b>	<b>66,800.52</b>

**CTRMA INVESTMENT REPORT**

	Month Ending 8/31/11					Rate August 11	
	Balance 7/31/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals		Balance 8/31/2011
<b>Fidelity Money Market Fund</b>							
Operating Fund	0.00	546,341.75		1.52		546,343.27	0.001%
2010-2 183A/290E Project Acct	0.53					0.53	0.001%
2010-1 Sub Lien Project Acct	1,047,183.86			8.89		1,047,192.75	0.001%
2010 Senior Lien Project Acct	0.03	3,381,998.29		1.14	3,381,998.29	1.17	0.001%
2011 Senior Lien Project Acct	1,000,000.82	14,481,767.17		188.31	15,477,767.17	4,189.13	0.001%
Other Obligations Fund	12,496.24			0.11		12,496.35	0.001%
Debt Service Fund 2005	772,711.07	619,958.33		4.19		1,392,673.59	0.001%
2011 Senior Lien Debt Service Acct	2,630.88			0.02		2,630.90	0.001%
Subordinate Lien TIFIA DS Fund	369,605.22	311,723.83		1.94		681,330.99	0.001%
2010-2 BABs Supplemental Security	2.16	213,133.69				213,135.85	0.001%
2010-2 Cap I Fund	2,817.76			0.02		2,817.78	0.001%
2010 CAP Interest Senior lien	2,081.68			0.02		2,081.70	0.001%
2010-1 CAP Interest	0.55					0.55	0.001%
2011 Sr Cap I Fund	256,274.47			2.18		256,276.65	0.001%
2011 Sub Debt CAP I	105,374.38			0.90		105,375.28	0.001%
2011 Sr Lien Bond Proceeds	9.72					9.72	0.001%
2010-1 Sub lien supplemental Security	13.66					13.66	0.001%
2010 Regions BABs Project Account	3,428.14			0.03		3,428.17	0.001%
2010 Regions BABs Debt Service Account	1.05					1.05	0.001%
2011 Senior Lien Cost of Issuance	3,000.00	3,000.00		0.03		6,000.03	0.001%
2011 Subordinate Lien Cost of Issuance	0.10					0.10	0.001%
TxDOT Grant Fund	37.67	100,000.00		5,311.51		105,349.18	0.001%
Renewal and Replacement	2.66	99,998.00			100,000.00	0.66	0.001%
Revenue Fund	0.00	3,274,583.67		6.36	2,350,052.41	924,537.62	0.001%
General Fund	0.00	3,583,294.03		24.25	705,273.00	2,878,045.28	0.001%
2010 Senior Debt Service Reserve Fund	1,250,262.42	1,500,000.00		15,010.62		2,765,273.04	0.001%
2010-1 Debt Service Reserve Fund	1,312,534.73	12,441.16		6.11		1,324,982.00	0.001%
2010-2 Debt Service Reserve Fund	11,547.98	7,016.18		0.07		18,564.23	0.001%
2011 Sub Debt Debt Service Reserve Fund	7,000,003.84			59.46		7,000,063.30	0.001%
Senior Lien Debt Service Reserve Fund	0.26			477.49		477.75	0.001%
	<b>13,152,021.88</b>	<b>76,070,708.64</b>	<b>0.00</b>	<b>21,105.17</b>	<b>69,950,543.41</b>	<b>19,293,292.28</b>	
<b>Amount in Region's MMA SIB Loan</b>	<b>828.43</b>				<b>828.43</b>	<b>0.00</b>	<b>0.003%</b>

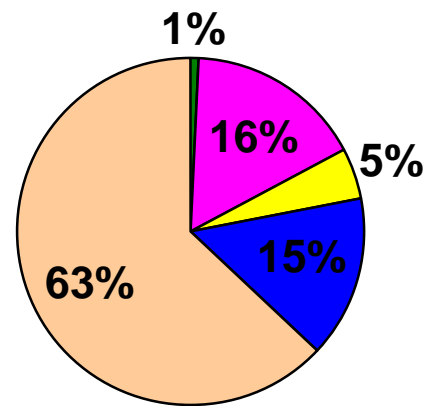
**CTRMA INVESTMENT REPORT**

Month Ending 8/31/11						
Balance 7/31/2011	Additions	Discount Amortization	Accrued Interest	Withdrawals	Balance 8/31/2011	Rate August 11
<b>Amount in Bayerische Landesbank GIC</b>						
Subordinate Lien Cap-I 2010-1	1,316,068.71		548.36		1,316,617.07	0.500%
Subordinate Lien Cap-I 2010-2	339,493.15		141.46		339,634.61	0.500%
Senior Lien Cap-I 2010	5,114,828.05		3,750.87		5,118,578.92	0.880%
Senior Lien Project Fund 2010	43,753,925.38		31,581.76	3,381,998.29	40,403,508.85	0.850%
Senior Lien Project Fund 2011	161,056,827.02		39,592.49		161,096,419.51	0.295%
Subordinate Lien Project Fund 2011	47,936,238.15		11,784.13		47,948,022.28	0.295%
<b>259,517,380.46</b>	<b>0.00</b>	<b>0.00</b>	<b>87,399.07</b>	<b>3,381,998.29</b>	<b>256,222,781.24</b>	
<b>Amount in Fed Agencies</b>						
Amortized Principal	62,836,632.68		(79,804.17)		61,245,024.41	
Accrued Interest			89,861.95			
<b>62,836,632.68</b>	<b>0.00</b>	<b>(79,804.17)</b>		<b>1,511,804.10</b>	<b>61,245,024.41</b>	
<b>Certificates of Deposit</b>						
Certificates of Deposit	3,000,000.00	3,000,000.00			3,000,000.00	
Total in Pools	135,807,080.25	192,757.72		9,332.76	66,981,297.37	
Total in Money Market	13,152,850.31	76,070,708.64		21,105.17	19,293,292.28	
Total in Fed Agencies	62,836,632.68	0.00	(79,804.17)		61,245,024.41	
Bayerische Landesbank GIC	259,517,380.46	0.00		87,399.07	256,222,781.24	
<b>Total Invested</b>	<b>474,313,943.70</b>	<b>79,263,466.36</b>	<b>(79,804.17)</b>	<b>117,837.00</b>	<b>146,873,047.59</b>	<b>406,742,395.30</b>

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

William Chapman, CFO

## Allocation of Funds



■ Certificates of Deposit

■ Total in Pools

■ Total in Money Market

■ Total in Fed Agencies

■ Bayerische Landesbank GIC

Amount of investments As of August 31, 2011

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Farm Credit	31331J2B8	1,997,836.00	1,998,701.60	2,000,080.00	1.000280%	11/22/2010	2/15/2013	TxDOT Grant Fund
San Antonio Water Utilities	79642BLM3	200,000.00	200,000.00	200,218.00	1.1090%	11/23/2010	5/15/2012	2010-2 DSRF
San Antonio Water Utilities	79642BLN1	190,000.00	190,000.00	191,037.40	1.4570%	11/23/2010	5/15/2013	2010-2 DSRF
Fannie Mae	3136FPAD9	Called	Called	Called	2.0000%	11/15/2010	8/24/2015	2010 Sn Lien DSRF
Federal Home loan Bank	3137EABY4	3,064,452.00	3,030,077.60	3,031,650.00	0.4005%	12/23/2010	3/23/2012	TxDOT Grant Fund
Fannie Mae	31398A6F4	2,319,702.34	2,319,179.86	2,318,935.50	0.2391%	6/29/2011	12/28/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3137EABM0	2,473,720.78	2,460,827.38	2,465,723.13	0.3930%	6/29/2011	6/28/2013	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,329,847.28	2,322,412.88	0.6300%	6/29/2011	11/15/2013	2011 Sub Debt CAP I
Treasury	912828GC8	2,181,302.50	2,164,868.33	2,163,980.00	0.0240%	6/29/1930	12/31/2011	2011 Sub Debt CAP I
Treasury	912828GW4	2,367,714.38	2,349,595.32	2,348,207.91	0.0730%	6/29/2011	6/30/2012	2011 Sub Debt CAP I
Federal Home loan Bank	3134A4UL6	8,794,454.76	8,807,250.20	8,796,065.04	0.7190%	6/29/2011	11/15/2013	2011 Sr Debt CAP I
Federal Home loan Bank	3137EABM0	9,351,457.81	9,304,002.99	9,337,637.14	0.4830%	6/29/2011	6/28/2013	2011 Sr Debt CAP I
Treasury	912828NS5	8,776,228.75	8,769,857.29	8,774,874.36	0.1880%	6/29/2011	6/30/2012	2011 Sr Debt CAP I
Treasury	912828GC8	8,614,419.84	8,549,946.56	8,547,315.00	0.0550%	6/29/2011	12/31/2011	2011 Sr Debt CAP I
Fannie Mae	31398A6F4	8,771,478.75	8,770,870.00	8,780,902.20	0.3331%	6/29/2011	12/28/2012	2011 Sr Debt CAP I
		61,429,692.21	61,245,024.41	61,279,038.56				

Agency	CUSIP #	COST	Cummulative 8/31/2011			Interest Income August 2011		
			Amortization	Book Value	Maturity Value	Accrued Interest	Amortizatuion	Interest Earned
Federal Farm Credit	31331J2B8	1,997,836.00	865.60	1,998,701.60	2,000,000.00	883.33	72.13	955.46
San Antonio Water Utilities	79642BLM3	200,000.00	0.00	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	230.69		230.69
Fannie Mae	3136FPAD9	Called	Called	Called	1,500,000.00	(9,304.10)		(9,304.10)
Federal Home loan Bank	3137EABY4	3,064,452.00	34,374.40	3,030,077.60	3,000,000.00	5,312.50	(4,296.80)	1,015.70
Fannie Mae	31398A6F4	2,319,702.34	522.48	2,319,179.86	2,315,000.00	723.44	(261.24)	462.20
Federal Home loan Bank	3137EABM0	2,473,720.78	12,893.40	2,460,827.38	2,319,000.00	7,246.88	(6,446.70)	800.18
Federal Home loan Bank	3134A4UL6	2,326,924.30	2,922.98	2,329,847.28	2,362,000.00		1,461.49	1,461.49
Treasury	912828GC8	2,181,302.50	16,434.17	2,164,868.33	2,132,000.00	8,217.08	(8,217.08)	0.00
Treasury	912828GW4	2,367,714.38	18,119.06	2,349,595.32	2,259,000.00	9,177.19	(9,059.53)	117.66
Federal Home loan Bank	3134A4UL6	8,794,454.76	12,795.44	8,807,250.20	8,946,000.00		6,397.72	6,397.72
Federal Home loan Bank	3137EABM0	9,351,457.81	47,454.82	9,304,002.99	8,782,000.00	27,443.75	(23,727.41)	3,716.34
Treasury	912828NS5	8,776,228.75	6,371.46	8,769,857.29	8,738,000.00	4,551.04	(3,185.73)	1,365.31
Treasury	912828GC8	8,614,419.84	64,473.28	8,549,946.56	8,421,000.00	32,455.94	(32,236.64)	219.30
Fannie Mae	31398A6F4	8,771,478.75	608.75	8,770,870.00	8,766,000.00	2,739.38	(304.38)	2,435.00
		61,429,692.21	217,835.84	61,245,024.41	61,930,000.00	89,861.95	(79,804.17)	10,057.78

### August 2011 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	August 2011 Interest	FUND
Regions Bank	CDRB35523	Matured	0.15%	10/24/2009	8/7/2011	\$ 11.51	TxDOT Grant Fund
Regions Bank	CDRB37495	3,000,000	0.10%	6/1/2011	10/2/2011	\$ 254.79	Debt Service Reserve Fund 05
		<u>3,000,000</u>				<u>\$ 266.30</u>	



## Monthly Newsletter - August 2011

### Performance

#### As of August 31, 2011

Current Invested Balance	\$4,773,149,074.88
Weighted Average Maturity (1)	48 Days
Weighted Average Maturity (2)	77 Days
Net Asset Value	1.000100
Total Number of Participants	735
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$599,408.05
Management Fee Collected	\$207,628.30
% of Portfolio Invested Beyond 1 Year	4.95%
Standard & Poor's Current Rating	AAAm

#### August Averages

Average Invested Balance	\$4,889,534,906.78
Average Monthly Yield, on a simple basis	0.0940%
Average Weighted Average Maturity (1)*	45 Days
Average Weighted Average Maturity (2)*	69 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.

### Holiday Reminder

Please note that in observance of the Columbus Day holiday, **TexSTAR will be closed Monday, October 10, 2011**. All ACH transactions initiated on Friday, October 7th will settle on Tuesday, October 11th.

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

### Economic Commentary

The uncertainty in markets in July carried over into August, with the first blow coming from the downgrade of the U.S. sovereign rating by S&P from AAA to AA+. Furthermore, the situation in Europe continued to deteriorate as officials failed to present a credible solution to investors for tackling the region's debt problems. In addition, a string of weak economic releases in the U.S. and Europe caused a downgrading of growth forecasts for the second half of the year and 2012, while the risk of another recession in the U.S. increased. With U.S. fiscal policy set to tighten further and weigh on growth, many are looking to the Fed to provide help. At the August FOMC meeting, the Fed not only moderated its growth outlook, but explicitly stated that policy rates would be held "exceptionally low" through at least mid-2013. No further immediate action was announced to support growth, and even the change in the outlook for rates caused three members to dissent.

The vicious cycle of lower home prices, new delinquencies, foreclosures and short sales, weak household sector borrowing, corporate sector caution and slow income growth— which further depress home prices – remains at the heart of the household balance sheet recession. And without offsetting demand support from the federal government, it is unclear whether monetary actions alone can reignite growth even if they become more aggressive. The authorities in Europe and the U.S. appear to be settling for damage limitation rather than attempting anything more ambitious. The problem with this type of reactive approach is that it may itself be contributing to the downside risk. It is expected that the sector with the strongest balance sheet – the corporate sector – will play a stabilizing role with modest capital expenditures and hiring outlays. Going forward, markets will increase their focus on the Federal Reserve, which after moving to a more dovish stance in August, looks likely to provide more monetary stimulus in 2011 though hawkish FOMC members may resist further policy easing. Further easing would most likely come in to form of "Operation Twist," a lengthening of the maturities in the Federal Reserve's holdings conducted by selling shorter dated Treasury securities versus purchases of longer dated Treasuries.

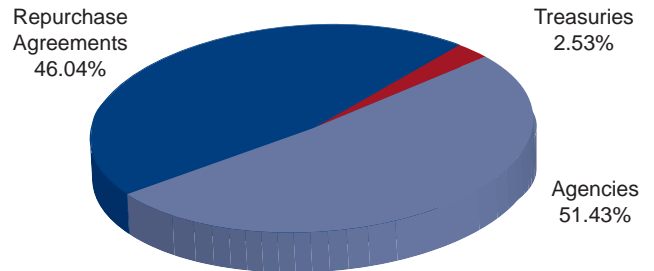
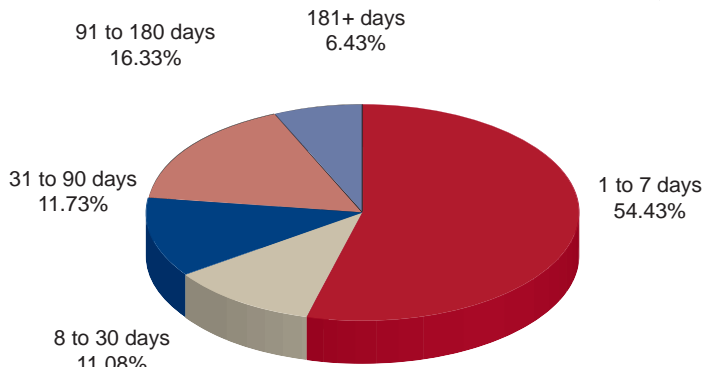
This information is an excerpt from an economic report dated August 2011 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

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

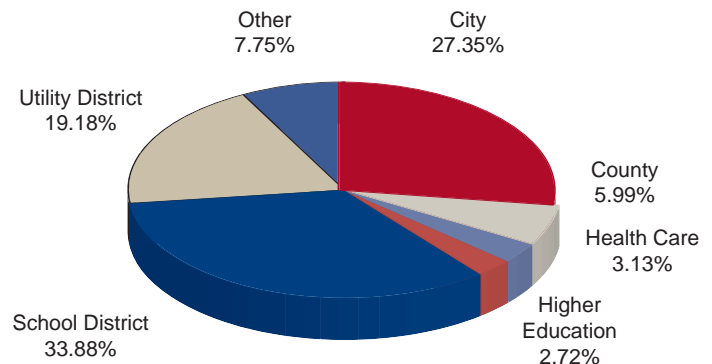


# Information at a Glance

*Portfolio by Type of Investment As of August 31, 2011*



*Portfolio by Maturity As of August 31, 2011*



*Distribution of Participants by Type As of August 31, 2011*

## Historical Program Information

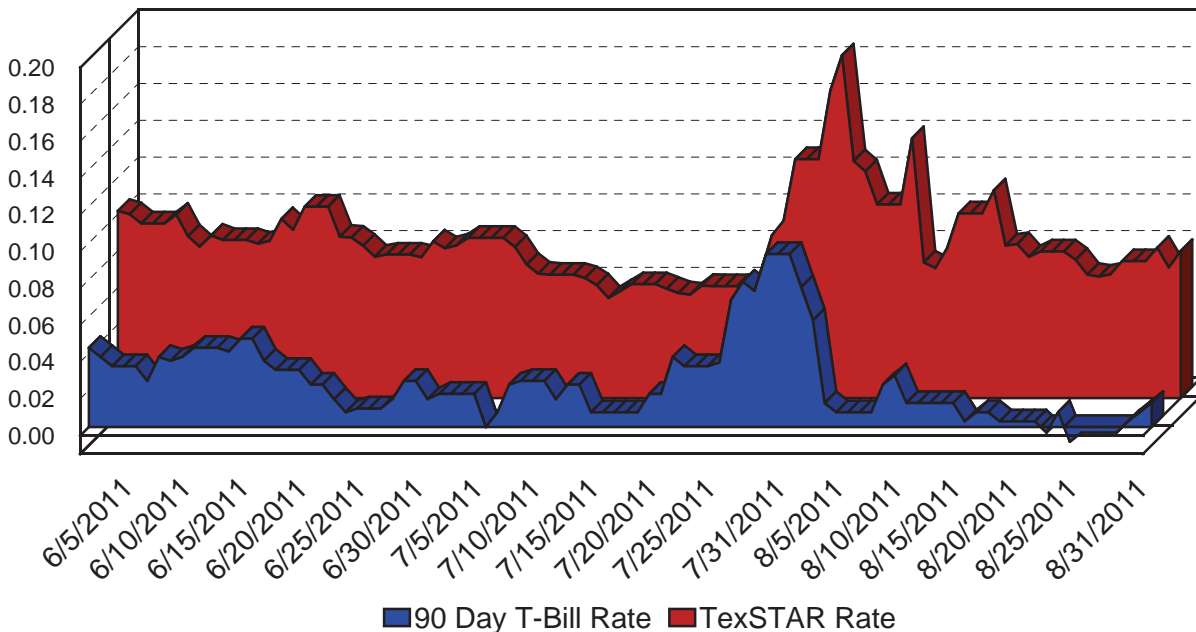
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Aug 11	0.0940%	\$4,773,149,074.88	\$4,773,628,030.81	1.000100	45	69	735
Jul 11	0.0746%	4,990,872,181.48	4,991,025,373.13	1.000030	38	55	735
Jun 11	0.0889%	5,280,726,280.87	5,281,501,501.41	1.000146	50	69	733
May 11	0.0863%	5,566,580,016.75	5,567,478,247.07	1.000161	46	66	732
Apr 11	0.1108%	5,661,130,480.00	5,662,108,871.87	1.000172	50	72	731
Mar 11	0.1408%	5,949,037,975.79	5,949,804,553.22	1.000128	50	73	730
Feb 11	0.1476%	6,548,224,886.40	6,548,880,605.37	1.000100	48	71	729
Jan 11	0.1637%	6,541,049,111.05	6,541,464,771.26	1.000063	39	66	726
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

## Portfolio Asset Summary as of August 31, 2011

	Book Value	Market Value
Uninvested Balance	\$ 313.02	\$ 313.02
Accrual of Interest Income	455,274.78	455,274.78
Interest and Management Fees Payable	(623,864.00)	(623,864.00)
Payable for Investment Purchased	(19,994,000.00)	(19,994,000.00)
Repurchase Agreement	2,206,679,000.00	2,206,679,000.00
Government Securities	2,586,632,351.08	2,587,111,307.01
<b>Total</b>	<b>\$ 4,773,149,074.88</b>	<b>\$ 4,773,628,030.81</b>

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

# TexSTAR versus 90-Day Treasury Bill



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

## Daily Summary for August 2011

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
8/1/2011	0.1671%	0.000004579	\$4,961,362,053.33	1.000046	33	50
8/2/2011	0.1863%	0.000005103	\$4,977,547,668.93	1.000040	35	52
8/3/2011	0.1288%	0.000003528	\$4,987,654,945.08	1.000072	36	52
8/4/2011	0.1232%	0.000003375	\$5,027,401,182.18	1.000107	35	54
8/5/2011	0.1052%	0.000002881	\$4,979,872,952.92	1.000116	33	52
8/6/2011	0.1052%	0.000002881	\$4,979,872,952.92	1.000116	33	52
8/7/2011	0.1052%	0.000002881	\$4,979,872,952.92	1.000116	33	52
8/8/2011	0.1413%	0.000003871	\$4,988,363,249.72	1.000100	33	55
8/9/2011	0.0737%	0.000002019	\$4,974,870,623.45	1.000094	36	57
8/10/2011	0.0706%	0.000001933	\$4,984,326,383.36	1.000097	41	63
8/11/2011	0.0815%	0.000002233	\$4,952,919,606.46	1.000072	47	69
8/12/2011	0.1004%	0.000002752	\$4,939,995,521.88	1.000053	49	74
8/13/2011	0.1004%	0.000002752	\$4,939,995,521.88	1.000053	49	74
8/14/2011	0.1004%	0.000002752	\$4,939,995,521.88	1.000053	49	74
8/15/2011	0.1129%	0.000003094	\$4,855,735,044.39	1.000056	49	74
8/16/2011	0.0829%	0.000002271	\$4,866,429,456.03	1.000068	52	76
8/17/2011	0.0837%	0.000002292	\$4,823,385,703.37	1.000071	52	78
8/18/2011	0.0767%	0.000002101	\$4,873,076,896.69	1.000081	51	77
8/19/2011	0.0797%	0.000002183	\$4,848,653,795.61	1.000090	49	75
8/20/2011	0.0797%	0.000002183	\$4,848,653,795.61	1.000090	49	75
8/21/2011	0.0797%	0.000002183	\$4,848,653,795.61	1.000090	49	75
8/22/2011	0.0751%	0.000002058	\$4,841,839,146.22	1.000091	50	77
8/23/2011	0.0670%	0.000001835	\$4,821,032,871.19	1.000094	52	78
8/24/2011	0.0660%	0.000001809	\$4,782,382,283.81	1.000101	51	80
8/25/2011	0.0672%	0.000001842	\$4,894,206,684.27	1.000101	49	78
8/26/2011	0.0744%	0.000002037	\$4,793,354,427.08	1.000097	49	77
8/27/2011	0.0744%	0.000002037	\$4,793,354,427.08	1.000097	49	77
8/28/2011	0.0744%	0.000002037	\$4,793,354,427.08	1.000097	49	77
8/29/2011	0.0817%	0.000002237	\$4,783,657,402.04	1.000096	48	77
8/30/2011	0.0710%	0.000001944	\$4,720,611,742.37	1.000092	50	78
8/31/2011	0.0799%	0.000002189	\$4,773,149,074.88	1.000100	48	77
Average	0.0940%	0.000002577	\$4,889,534,906.78		45	69

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>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 &amp; Santow</i>	<i>Advisory Board</i>

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



**SEPTEMBER 28, 2011 CTRMA BOARD OF DIRECTORS MEETING  
Summary Sheet**

**AGENDA ITEM # 9**

**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 and includes the following:**

- A. Updated violation enforcement process
- B. Update on procurement for project finance and development advisors
- C. Direct Connects at Manor Expressway Project
- D. Public-Private Partnership (P3)Update

**Contact for further information: Mike Heiligenstein**



# REPORT TO THE BOARD OF DIRECTORS SEPTEMBER 28, 2011

MIKE HEILIGENSTEIN - EXECUTIVE DIRECTOR

## PRIORITY ISSUES



STP-MM Funding for Mobility Authority projects



183A Shared-Use Path Grand Opening

### ADMINISTRATION

#### IBTTA

During this year's Annual Meeting, I was selected to serve on the Executive Committee of the Association, assuming the Chair position for the calendar year 2014. This is a testament to the progress we have made as an agency and to the Board for providing the resources necessary to do so. We will host the 2014 Annual Meeting here in Austin. It is an honor to have Central Texas take center stage within the industry.

#### GREEN MOBILITY CHALLENGE

Registration for the Green Mobility Challenge has closed. After scoring by a technical panel, the top three teams for each project will make presentations to a jury of community leaders at a Finals Award Event scheduled for November 15th. The challenge is being sponsored by ATKINS, HNTB, Webber, MSB, Stantec and the Central Texas CEC. Additional sponsors may be forthcoming.

Student teams include members from the Universities of Texas, Rice and Texas A&M.

Professional teams are represented by Michael Baker Corporation, CCA Landscape Architects, TBG Partners, Prime Strategies, CD&P, Doucet & Associates, K Friese & Associates, Raba-Kistner, RS&H, AECOM, Klotz Associates, J. Robert Anderson Fasla Landscape Architects, ACI Consulting, Center for Maximum Potential Building Systems, RW Armstrong, SAM, CH2M Hill, LJA Engineering, Coleman and Associates, Blanton and Associates and Jacobs.

### CAMPO UPDATE

The Mobility Authority submitted four Board approved projects to CAMPO for funding consideration under the Federal Surface Transportation Program for Metropolitan Mobility (STP-MM). The proposed projects include extending the 183A Shared-Use Path from Hero Way to the San Gabriel River and connecting the path to CapMetro's Park and Ride in Leander; extending the HERO program an additional three years and expanding service area and hours of operations; and conducting express lane feasibility studies on US 183 from RM 620 south to Loop 1 and on Loop 1 from Lady Bird Lake south to Slaughter Lane. All four projects received a high ranking as part of the review process and have a good chance of receiving funding.

Open houses for the project submittals have been ongoing throughout the region. A public hearing has been scheduled by the CAMPO Board on Monday, September 26th. We anticipate the CAMPO Board will take action on the funding recommendations at their October Board Meeting.

### OPERATIONS

#### HIGHWAY EMERGENCY RESPONSE OPERATOR (HERO) PATROL SERVICES PROGRAM

Since beginning service in September 2010, the HERO motorist assistance program has responded to more than 5,000 incidents along the I-35 corridor. Response to the program has been overwhelmingly positive. As authorized by the Board, the Mobility Authority has issued a Request for Proposals from private companies interested in sponsoring the program.

## FINANCE

### P3 PROCUREMENT

Our financial advisor First Southwest has recommended to our finance team that KPMG be added to assist with analyzing funding options for the MoPac Improvement Project and the Bergstrom Expressway (US 183). First Southwest and KPMG are putting together a Request for Information to identify firms that are interested in pursuing the projects under the public-private partnership bill recently passed by the state legislature. The Mobility Authority worked hard to have these projects included in the Bill, and pursuing funding options in a timely matter is critical.

## PROJECT DEVELOPMENT

### MANOR EXPRESSWAY PHASE 1

#### CONSTRUCTION

Work on the project remains on schedule despite the recent discovery that the contractor, Webber LLC, had constructed 10 columns to the wrong height. Webber is in the process of fixing the columns and has taken full responsibility for the error. The corrections are not expected to effect the completion date or impact projected revenue.

### MANOR EXPRESSWAY PHASE 2

#### DESIGN AND CONSTRUCTION

Central Texas Mobility Constructors (CTMC) continues to focus on completing design (currently at 65% completion) and starting construction on the western portion of the expressway from US 183 to Chimney Hill Boulevard. Design and roadway plans have been submitted for our review. Construction crews have been working on clearing right-of-way for the eastbound frontage roads. Phase 1 is

projected to open in late 2012. The remainder of the project is expected to open in 2014.

### MO PAC IMPROVEMENT PROJECT

#### PROJECT DEVELOPMENT

The MoPac Improvement Project environmental study remains on schedule. The draft environmental document was provided to FHWA this month for their review. Staff presented the proposed bicycle and pedestrian enhancements to the Bicycle Advisory Council. They were well received. We have completed all of the sound wall workshops and are compiling the results of the voting. Several of the proposed walls would be constructed on City of Austin right-of-way and will need approval from the Austin City Council to proceed.

### 183A EXTENSION

#### CONSTRUCTION

Webber continues to make progress on the 183A Extension focusing the majority of their efforts on completing bridge work at the Scottsdale Drive crossover. Crews have also begun paving work on the mainlanes. Toll gantry and sign column construction has begun. Construction is reported at 71% complete.

### 183A SHARED USE PATH

Construction of the first phase of the 183A Shared-Use Path from Brushy Creek to FM 1431 is complete, and to celebrate, we are hosting an Inaugural Ride Thursday, September 29th at 10 am. Chairman Ray Wilkerson, Williamson County Commissioner Cynthia Long, Cedar Park Mayor Bob Lemon, Austin City Councilman Chris Riley and Bike Texas Executive Director Robin Stallings will all be on hand to dedicate the new trail. Bikes for the ride will be provided by Bike Texas.

## SCHEDULE OF OUTREACH ACTIVITIES FOR EXECUTIVE DIRECTOR

### EXTERNAL RELATIONSHIP MEETINGS

- Standard and Poor's
- Moody's
- Manor Expressway Investor Roadshows
- Chairman Wilkerson's Transportation Round Table Luncheon with Community Leaders
- Opportunity Austin Chamber of Commerce
- MoDOT Review of Design/Build on I-64
- Capital Metro Transportation Agency
- TxDOT

- City of Austin
- Capital Area Metropolitan Planning Organization

### PRESENTATIONS

- CMAA Owners Transportation Forum
- P3 Forum
- IBTTA Transportation Summit
- IBTTA Annual Meeting