

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

**RESOLUTION NO. 19-025**

**APPROVING OFFICE SHARING AGREEMENTS  
WITH ATKINS NORTH AMERICA, INC. AND WSP USA, INC.**

WHEREAS, the Mobility Authority is currently co-located with Atkins North America, Inc. and WSP USA Inc., its general engineering consultants (GEC), on the 3<sup>rd</sup> floor of the University Park office building located at 3300 N. IH-35, Austin Texas 78705 (University Park).; and

WHEREAS, having the GEC onsite has proven beneficial for coordinating work efforts, facilitating meetings and promoting other workplace efficiencies.; and

WHEREAS, the current space on the 3<sup>rd</sup> floor of University Park is no longer sufficient to house both Mobility Authority and GEC staff; and

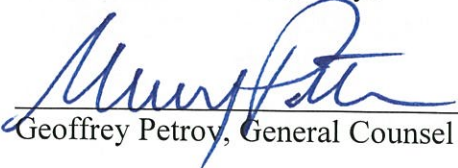
WHEREAS, in April 2019, the Mobility Authority amended its lease to add an additional 3,542 square feet of office space in Suite 625 of University Park; and

WHEREAS, in order to allow the GEC to continue to co-locate at University Park, the Executive Director has negotiated new office sharing agreements with Atkins North America, Inc. and WSP USA Inc. at the same rental rates paid by the Mobility Authority which are attached hereto as Exhibit A and Exhibit B, respectively.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves the office sharing agreements with Atkins North America, Inc. and WSP USA Inc. and directs the Executive Director to execute the office sharing agreements on behalf of the Mobility Authority in the form or substantially the same form attached hereto as Exhibit A and Exhibit B, as appropriate.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26th day of June, 2019.

Submitted and reviewed by:

  
\_\_\_\_\_  
Geoffrey Petroy, General Counsel

Approved:

  
\_\_\_\_\_  
Nikelle Meade  
Vice Chair, Board of Directors

**Exhibit A**

**Atkins North America, Inc. Office Sharing Agreement**

**SUITE 625 OFFICE SHARING AGREEMENT**

THIS AGREEMENT ("Agreement") is between the **CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY ("CTRMA")** and **ATKINS NORTH AMERICA, INC. ("Atkins")** and shall become effective on date it is signed by both parties, as established by the signature date noted below each signature.

**RECITALS**

WHEREAS, Atkins serves as a general engineering consultant to CTRMA under that certain "Agreement for General Consulting Civil Engineering Services" effective December 19, 2017 (the "GEC Agreement"), and provides services to CTRMA under the GEC Agreement for various CTRMA transportation projects throughout Central Texas:

WHEREAS, the parties acknowledge that CTRMA is the lessee under a written lease with UP Austin Holding, LP. (the "Landlord") for approximately 18,117 square feet of office space on floor three and 3,542 square feet of office space on floor six (the "Premises") of the building located at 3300 N. IH-35 Austin, Texas (the "Building") effective May 1, 2013, as amended by that certain Amendment 1 to Master Lease effective August 17, 2015, and that certain Amendment 2 to Master Lease effective April 24, 2019 (the "Master Lease"); and

WHEREAS, to facilitate providing services under the GEC Agreement, Atkins and CTRMA share certain space located in a portion of the Premises pursuant to that certain Office Sharing Agreement effective July 2, 2013 (the "Suite 300 Office Sharing Agreement"); and

WHEREAS, to facilitate providing services under the GEC Agreement, Atkins and CTRMA share certain space located in a portion of the Premises pursuant to that certain Suite 390 Office Sharing Agreement effective December 22, 2015 ("Suite 390 Office Sharing Agreement"); and

WHEREAS, Atkins has expressed interest in sharing a portion of the Premises located on floor six of the Building which portion is known as Suite 625 and consists of 3,542 square feet of office and related space leased by CTRMA (the "Suite 625"); and

WHEREAS, CTRMA and Atkins agree to the shared use of Suite 625 under the terms and conditions set forth in this Agreement and CTRMA agrees to grant Atkins the right to use fifteen (15) unreserved parking spaces in the parking facility associated with the Building (the "Parking Garage") under the terms set forth in this Agreement; and

WHEREAS, CTRMA and Atkins agree to terminate the Suite 390 Office Sharing Agreement effective immediately upon execution of this Agreement.

**AGREEMENT**

NOW, THEREFORE, the parties agree as follows:

1. The Suite 390 Office Sharing Agreement is hereby terminated for all purposes and the parties have no further rights or obligation thereunder except for those that expressly survive termination.
2. CTRMA hereby grants to Atkins the right to share in the use of Suite 625 beginning June 1, 2019. This Agreement and Atkins' right to use Suite 625 shall terminate on the earlier of: (A) the termination of the Master Lease with Landlord, (B) the termination of the GEC Agreement between CTRMA and Atkins, or (C) the date this Agreement is terminated by either party under section 7 or section 8 of this Agreement.
3. CTRMA hereby grants to Atkins the right to use fifteen (15) unreserved parking spaces in the Parking Garage. Payment for Atkins' use of such parking spaces is included in the monthly office-sharing fee.
4. Atkins' use of Suite 625 shall be for office purposes related to the services provided to CTRMA under the GEC Agreement. Suite 625 includes 3,542 square feet of space, consisting of workstations, conference rooms, a break room, an IT server room, and common entry space and hallways to be shared by Atkins, CTRMA and another general engineering consultant engaged by CTRMA. Although the parties contemplate that Atkins will be one of two primary users of the space, such use shall not be exclusive and CTRMA shall have access to and may coordinate shared use with Atkins of space within Suite 625 on an "as available basis" at the sole discretion of CTRMA. CTRMA will provide appropriate and adequate furniture, wiring, and audio visual requirements for each workstation, the conference rooms, break room, and entry area. CTRMA will also provide mailing/shipping services required in connection with the

provision of services by Atkins performed in Suite 625 pursuant to the GEC Agreement. Atkins use of Suite 625 shall be only for the purposes specified above and for no other purpose.

5. Atkins shall make no structural alterations or additions to Suite 625 without the prior written consent of CTRMA, which shall not be unreasonably withheld, and only after CTRMA has received approval for any structural alteration or addition from Landlord under the Master Lease; provided, however, any alterations or additions attached to or built into Suite 625 by Atkins (i) shall be and remain a part of Suite 625 and not be removed by Atkins; and (ii) shall be deemed the property of CTRMA for purposes of this Agreement. Notwithstanding the foregoing, CTRMA shall have the right to require Atkins to remove, upon the termination of this Agreement, any such alterations or additions, and restore Suite 625 to its condition prior to such alterations or additions. In addition, Atkins shall not move additional furniture or equipment into Suite 625 or remove any existing furniture or equipment from Suite 625 without the prior written consent of CTRMA, which consent shall not be unreasonably withheld. Atkins will keep Suite 625 in good order, including the common areas of Suite 625.

6. Atkins shall pay CTRMA the monthly office-sharing fee (the "Fee") established by Attachment 1 attached to this Agreement. The Fee will be paid to CTRMA no later than the 10<sup>th</sup> day of each month during the term of this Agreement. The Fee shall be subject to an annual evaluation and any changes in the Fee will be negotiated and agreed upon mutually by Atkins and CTRMA no less than sixty days prior to the anniversary of the effective date of this Agreement.

7. Atkins agrees that its officers, employees, contractors, agents, licensees, guests, and invitees (collectively, the "Atkins Individuals") shall abide by all requirements imposed on CTRMA by the Master Lease pertaining to the use of Suite 625 and by all rules and regulations of the Landlord applicable to the Premises, common areas, and grounds, including but not limited to compliance with the Rules and Regulations as set forth in the Master Lease.

8. Atkins and Atkins Individuals shall comply with all policies and procedures of CTRMA to the same extent and degree as CTRMA's employees, including facility and network access restrictions and safeguards for use of Suite 625 and the Property rules and regulations, to the same extent CTRMA is obligated to the Landlord under the Master Lease.

9. CTRMA or Atkins may terminate this Agreement at its convenience by providing no less than thirty (30) days written notice of termination to the other party. CTRMA or Atkins may immediately terminate this Agreement for cause if the other party defaults on any obligation under this Agreement, including without limitation the obligation to adhere to policies, procedures, and facility and network access restrictions and safeguards, after the terminating party provides written notice of the default and such default is not cured within seven (7) days after the date the terminating party delivers the notice of default to the defaulting party. Upon termination of this Agreement by either party for any reason Atkins shall vacate Suite 625, remove all personal property owned by Atkins or Atkins Individuals, and upon the request of CTRMA restore Suite 625 to the condition as of the commencement of this Agreement, with the exception of ordinary wear and tear, casualty or condemnation.

10. Nothing in this Office Sharing Agreement shall be construed or deemed to create an assignment or a sublease to Atkins of CTRMA's leasehold interest in Suite 625.

11. Atkins shall notify CTRMA of its full-time, onsite staff and any changes to the staff so that appropriate security measures can be managed. All other Atkins Individuals and visitors shall be required to follow normal check-in procedures at the reception area. All Atkins Individuals and visitors shall be required to comply with the terms and conditions of this Agreement.

12. Atkins shall assume all risk of loss, damage and injury to Atkins and any of the Atkins Individuals, and any property of any of the aforesaid, and hereby agrees, to the extent allowed by law, to indemnify and hold harmless CTRMA, its officers, employees, contractors, agents, invitees, and other visitors from and against liabilities, claims, losses, damages and expenses against CTRMA for any injury to or death of any person and/or damage to any property to the extent such liabilities, claims, losses, damages and expenses are caused by Atkins's use of Suite 625 or the Premises. Notwithstanding the foregoing, Atkins shall not be required to indemnify or hold harmless CTRMA for CTRMA's negligence or willful misconduct or the negligence or willful misconduct of CTRMA's officers, employees, or contractors.

13. Atkins shall not assign any rights or duties under this Agreement without the prior written consent of CTRMA. Unless otherwise stated in the written consent, no assignment will release or discharge Atkins from any obligation under this Agreement.

14. All notices, demands, requests, reports and other communication required or permitted under this Agreement, or which any party may desire to give, shall be in writing, shall be sent to the notice address set forth below or such other address as designated in writing from time to time, and shall be deemed effective when delivered personally or

on the third (3<sup>rd</sup>) day after being sent by certified mail, return receipt requested, or on the first (1<sup>st</sup>) business day after being deposited with the overnight delivery service.

In the case of the Atkins:

Wendi Little, Corporate Facilities Leasing Manager  
Atkins North America, Inc.  
445 North Boulevard, Suite 330  
Baton Rouge, LA 70802  
Email: [wendi.little@atkinsglobal.com](mailto:wendi.little@atkinsglobal.com)

with a copy to:

Atkins North America, Inc.  
4030 West Boy Scout Boulevard, Suite 700  
Tampa, Florida 33607  
Attention: General Counsel and Chief Financial Officer

In the case of CTRMA:

Mike Heiligenstein, Executive Director  
Central Texas Regional Mobility Authority  
3300 North IH 35, Suite 300  
Austin, TX 78705  
Email: [mstein@ctrma.org](mailto:mstein@ctrma.org)

with a copy to:

Bill Chapman  
Central Texas Regional Mobility Authority  
3300 North IH 35, Suite 300  
Austin, TX 78705  
Email: [wchapman@ctrma.org](mailto:wchapman@ctrma.org)

A party may change the information provided in this article for notification purposes by providing notice to the other party of the new information and the effective date of the change.

The individuals executing this Agreement represent and warrant that they have the legal capacity and authority to do so on behalf of their respective legal entities.

ATKINS NORTH AMERICA, INC.

By: *Susan Reinhardt*  
Name: Susan Reinhardt  
Title: Chief Financial Officer  
Date: 5/31/2019

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

Attachment 1  
 Suite 625 - Additional CTRMA Space  
 Central Texas Regional Mobility Authority

| Year | Payment Dates    | Rent per SF (Annual) | Fixed Office Sharing Fee (Monthly) | Estimated Operating Expense (Monthly) | Total Office Sharing Fee Without Stipend (Monthly) | Build out and Furniture Expenses (Monthly) | Office Sharing Fee (Monthly) | Atkins Monthly Office Sharing Fee |
|------|------------------|----------------------|------------------------------------|---------------------------------------|----------------------------------------------------|--------------------------------------------|------------------------------|-----------------------------------|
| 1    | 6/1/19 - 5/31/20 | \$ 33.00             | \$ 9,741                           | \$ 5,216                              | \$ 14,956                                          | \$ 2,010.53                                | \$ 16,967                    | \$ 8,483                          |
| 2    | 6/1/20 - 5/31/21 | \$ 33.99             | \$ 10,033                          | \$ 5,372                              | \$ 15,405                                          | \$ 2,010.53                                | \$ 17,415                    | \$ 8,708                          |
| 3    | 6/1/21 - 5/31/22 | \$ 35.01             | \$ 10,334                          | \$ 5,533                              | \$ 15,867                                          | \$ 2,010.53                                | \$ 17,877                    | \$ 8,939                          |
| 4    | 6/1/22 - 5/31/23 | \$ 36.06             | \$ 10,644                          | \$ 5,699                              | \$ 16,343                                          | \$ 2,010.53                                | \$ 18,353                    | \$ 9,177                          |

Total SF 3,542  
 Atkins SF 1,771  
 OPEX(2019) \$17.67  
 Buildout + furniture \$96,505.32

\* Fee will be subject to an annual evaluation and any changes in the fee will be negotiated and agreed upon mutually by Atkins and CTRMA.

**Exhibit B**

**WSP USA, Inc. Office Sharing Agreement**

## SUITE 625 OFFICE SHARING AGREEMENT

THIS AGREEMENT ("Agreement") is between the **CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY** ("CTRMA") and **WSP USA INC.** ("WSP") and shall become effective on the date it is signed by both parties, as established by the signature date noted below each signature.

### RECITALS

WHEREAS, WSP serves as a general engineering consultant to CTRMA under that certain "Agreement for General Consulting Civil Engineering Services" effective July 1, 2016 (the "GEC Agreement"), and provides services to CTRMA under the GEC Agreement for various CTRMA transportation projects throughout Central Texas:

WHEREAS, the parties acknowledge that CTRMA is the lessee under a written lease with UP Austin Holding, LP. (the "Landlord") for approximately 18,117 square feet of office space on floor three and 3,542 square feet of office space on floor six (the "Premises") of the building located at 3300 N. IH-35, Austin, Texas (the "Building") effective May 1, 2013, as amended by that certain Amendment 1 to Master Lease effective August 17, 2015, and that certain Amendment 2 to Master Lease effective April 24, 2019 (the "Master Lease"); and

WHEREAS, to facilitate providing services under the GEC Agreement, WSP and CTRMA share certain space located in a portion of the Premises pursuant to that certain Office Sharing Agreement effective September 1, 2016 (the "Suite 300 Office Sharing Agreement"); and

WHEREAS, WSP has expressed interest in sharing a portion of the Premises located on floor six of the Building which portion is known as Suite 625, and consists of 3,542 square feet of office and related space leased by CTRMA (the "Suite 625"); and

WHEREAS, CTRMA and WSP agree to the shared use of Suite 625 under the terms and conditions set forth in this Agreement and CTRMA agrees to grant WSP the right to use sixteen (16) unreserved parking spaces in the parking facility associated with the Building (the "Parking Garage") under the terms set forth in this Agreement.

### AGREEMENT

NOW, THEREFORE, the parties agree as follows:

1. CTRMA hereby grants to WSP the right to share in the use of Suite 625 beginning June 3, 2019. This Agreement and WSP's right to use Suite 625 shall terminate on the earlier of: (A) the termination of the Master Lease with Landlord, (B) the termination of the GEC Agreement between CTRMA and WSP, or (C) the date this Agreement is terminated by either party under section 7 or section 8 of this Agreement.
2. CTRMA hereby grants to WSP the right to use sixteen (16) unreserved parking spaces in the Parking Garage. Payment for WSP's use of such parking spaces is included in the monthly office-sharing fee.
3. WSP's use of Suite 625 shall be for office purposes related to the services provided to CTRMA under the GEC Agreement. Suite 625 includes 3,542 square feet of space, consisting of workstations, conference rooms, a break room, an IT server room, and common entry space and hallways to be shared by WSP, CTRMA and another general engineering consultant engaged by CTRMA. Although the parties contemplate that WSP will be one of two primary users of the space, such use shall not be exclusive and CTRMA shall have access to and may coordinate shared use with WSP of space within Suite 625 on an "as available basis" at the sole discretion of CTRMA. CTRMA will provide appropriate and adequate furniture, wiring, and audio visual requirements for each workstation, the conference rooms, break room, and entry area. CTRMA will also provide mailing/shipping services required in connection with the provision of services by WSP performed in Suite 625 pursuant to the GEC Agreement. WSP's use of Suite 625 shall be only for the purposes specified above and for no other purpose.
4. WSP shall make no structural alterations or additions to Suite 625 without the prior written consent of CTRMA, which shall not be unreasonably withheld, and only after CTRMA has received approval for any structural alteration or addition from Landlord under the Master Lease; provided, however, any alterations or additions attached to or built into Suite 625 by WSP (i) shall be and remain a part of Suite 625 and not be removed by WSP; and (ii) shall be deemed to be the property of CTRMA for purposes of this Agreement. Notwithstanding the foregoing, CTRMA shall have the right to require WSP to remove, upon the termination of this Agreement, any such alterations or additions, and restore Suite 625 to its condition prior to such alterations or additions. In addition, WSP shall not move additional furniture or



equipment into Suite 625 or remove any existing furniture or equipment from Suite 625 without the prior written consent of CTRMA which consent shall not be unreasonably withheld. WSP will keep Suite 625 in good order, including the common areas of Suite 625.

5. WSP shall pay CTRMA the monthly office-sharing fee (the "Fee") established by Attachment 1 attached to this Agreement. The Fee will be paid to CTRMA no later than the 10th day of each month during the term of this Agreement. The Fee shall be subject to an annual evaluation and any changes in the Fee will be negotiated and agreed upon mutually by WSP and CTRMA no less than sixty days prior to the anniversary of the effective date of this Agreement.

6. WSP agrees that its officers, employees, contractors, agents, licensees, guests, and invitees (collectively, the "WSP Individuals") shall abide by all requirements imposed on CTRMA by the Master Lease pertaining to the use of Suite 625 and by all rules and regulations of the Landlord applicable to the Premises, common areas, and grounds, including but not limited to compliance with the Rules and Regulations as set forth in the Master Lease.

7. WSP and WSP Individuals shall comply with all policies and procedures of CTRMA to the same extent and degree as CTRMA's employees, including facility and network access restrictions and safeguards for use of Suite 625 and the Property rules and regulations, to the same extent CTRMA is obligated to the Landlord under the Master Lease.

8. CTRMA or WSP may terminate this Agreement at its convenience by providing no less than thirty (30) days written notice of termination to the other party. CTRMA or WSP may immediately terminate this Agreement for cause if the other party defaults on any obligation under this Agreement, including without limitation the obligation to adhere to policies, procedures, and facility and network access restrictions and safeguards, after the terminating party provides written notice of the default and such default is not cured within seven (7) days after the date the terminating party delivers the notice of default to the defaulting party. Upon termination of this Agreement by either party for any reason WSP shall vacate Suite 625, remove all personal property owned by WSP or WSP Individuals, and upon the request of CTRMA restore Suite 625 to the condition as of the commencement of this Agreement, with the exception of ordinary wear and tear, casualty or condemnation.

9. Nothing in this Office Sharing Agreement shall be construed or deemed to create an assignment or a sublease to WSP of CTRMA's leasehold interest in Suite 625.

10. WSP shall notify CTRMA of its full-time, onsite staff and any changes to the staff so that appropriate security measures can be managed. All other WSP Individuals and visitors shall be required to follow normal check-in procedures at the reception area. All WSP Individuals and visitors shall be required to comply with the terms and conditions of this Agreement

11. WSP shall assume all risk of loss, damage and injury to WSP and any of the WSP Individuals, and any property of any of the aforesaid, and hereby agrees, to the extent allowed by law, to indemnify and hold harmless CTRMA, its officers, employees, contractors, agents, invitees, and other visitors from and against liabilities, claims, losses, damages and expenses against CTRMA for any injury to or death of any person and/or damage to any property to the extent such liabilities, claims, losses, damages and expenses are caused by WSP's use of Suite 625 or the Premises. Notwithstanding the foregoing, WSP shall not be required to indemnify or hold harmless CTRMA for CTRMA's negligence or willful misconduct or the negligence or willful misconduct of CTRMA's officers, employees, or contractors.

12. WSP shall not assign any rights or duties under this Agreement without the prior written consent of CTRMA. Unless otherwise stated in the written consent, no assignment will release or discharge WSP from any obligation under this Agreement.

13. All notices, demands, requests, reports and other communication required or permitted under this Agreement, or which any party may desire to give, shall be in writing, shall be sent to the notice address set forth below or such other address as designated in writing from time to time and shall be deemed effective when delivered personally or on the third (3<sup>rd</sup>) day after being sent by certified mail, return receipt requested, or on the first (1<sup>st</sup>) business day after being deposited with the overnight delivery service.

In the case of WSP:

Attention: Senior Vice President, Global Services  
Attention: General Counsel  
WSP USA Inc.  
One Penn Plaza  
New York, NY 10119  
Email: [Suzanne.puccino@wsp.com](mailto:Suzanne.puccino@wsp.com)  
[Stephen.Dale@wsp.com](mailto:Stephen.Dale@wsp.com)

In the case of CTRMA:

Mike Heiligenstein, Executive Director  
Central Texas Regional Mobility Authority  
3300 North IH 35, Suite 300  
Austin, TX 78705

Email: [mstein@ctrma.org](mailto:mstein@ctrma.org)

with a copy to:


Bill Chapman  
Central Texas Regional Mobility Authority  
3300 North IH 35, Suite 300  
Austin, TX 78705

Email: [wchapman@ctrma.org](mailto:wchapman@ctrma.org)

A party may change the information provided in this article for notification purposes by providing notice to the other party of the new information and the effective date of the change.

The individuals executing this Agreement represent and warrant that they have the legal capacity and authority to do so on behalf of their respective legal entities.

**WSP USA INC**

By:   
Name: Suzanne Puccino  
Title: Senior Vice President  
Date: June 3, 2019

**CENTRAL TEXAS REGIONAL MOBILITY  
AUTHORITY**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**Attachment 1**  
**Suite 625 - Additional CTRMA Space**  
**Central Texas Regional Mobility Authority**

| Year | Payment Dates    | Rent per SF (Annual) | Fixed Office Sharing Fee (Monthly) | Estimated Operating Expense (Monthly) | Total Office Sharing Fee Without Stipend (Monthly) | Build out and Furniture Expenses (Monthly) | Office Sharing Fee (Monthly) | WSP Monthly Office Sharing Fee |
|------|------------------|----------------------|------------------------------------|---------------------------------------|----------------------------------------------------|--------------------------------------------|------------------------------|--------------------------------|
| 1    | 6/1/19 - 5/31/20 | \$ 33.00             | \$ 9,741                           | \$ 5,216                              | \$ 14,956                                          | \$ 2,010.53                                | \$ 16,967                    | \$ 8,483                       |
| 2    | 6/1/20 - 5/31/21 | \$ 33.99             | \$ 10,033                          | \$ 5,372                              | \$ 15,405                                          | \$ 2,010.53                                | \$ 17,415                    | \$ 8,708                       |
| 3    | 6/1/21 - 5/31/22 | \$ 35.01             | \$ 10,334                          | \$ 5,533                              | \$ 15,867                                          | \$ 2,010.53                                | \$ 17,877                    | \$ 8,939                       |
| 4    | 6/1/22 - 5/31/23 | \$ 36.06             | \$ 10,644                          | \$ 5,699                              | \$ 16,343                                          | \$ 2,010.53                                | \$ 18,353                    | \$ 9,177                       |

Total SF                    3,542  
WSP SF                        1,771  
OPEX(2019)                \$17.67  
Buildout + furniture    \$96,505.32

\* Fee will be subject to an annual evaluation and any changes in the fee will be negotiated and agreed upon mutually by WSP and CTRMA.

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

**RESOLUTION NO. 19-026**

**ACCEPT THE FINANCIAL STATEMENTS FOR MAY 2019**

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

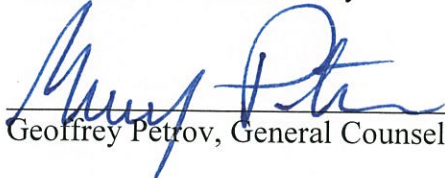
WHEREAS, the Board has adopted policies and procedures intended to provide strong fiscal oversight and which authorize the Executive Director, working with the Mobility Authority's Chief Financial Officer, to review invoices, approve disbursements, and prepare and maintain accurate financial records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

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of May 2019, and has caused financial statements to be prepared and attached to this resolution as Exhibit A; and

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the financial statements for May 2019, attached hereto as Exhibit A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26<sup>th</sup> day of June 2019.

Submitted and reviewed by:

  
\_\_\_\_\_  
Geoffrey Petrov, General Counsel

Approved:

  
\_\_\_\_\_  
Nikelle Meade  
Vice Chair, Board of Directors

**Exhibit A**

**Central Texas Regional Mobility Authority**  
**Income Statement**  
**For the Period Ending May 31, 2019**

|                                    | Budget<br>Amount FY<br>2019 | Actual Year to<br>Date | Percent of<br>Budget | Actual Prior<br>Year to Date |
|------------------------------------|-----------------------------|------------------------|----------------------|------------------------------|
| <b>REVENUE</b>                     |                             |                        |                      |                              |
| <b>Operating Revenue</b>           |                             |                        |                      |                              |
| Toll Revenue - Tags                | 73,700,000                  | 74,095,793             | 100.54%              | 62,956,986                   |
| Video Tolls                        | 17,587,500                  | 17,487,588             | 99.43%               | 13,760,250                   |
| Fee Revenue                        | 6,762,500                   | 5,206,446              | 76.99%               | 4,901,689                    |
| <b>Total Operating Revenue</b>     | <b>98,050,000</b>           | <b>96,789,827</b>      | <b>98.71%</b>        | <b>81,618,926</b>            |
| <b>Other Revenue</b>               |                             |                        |                      |                              |
| Interest Income                    | 950,000                     | 4,760,203              | 501.07%              | 2,247,926                    |
| Grant Revenue                      | -                           | 4,837,102              | -                    | 15,870,775                   |
| Misc Revenue                       | 2,000                       | 37,200                 | 1860.00%             | 1,350                        |
| Gain/Loss on Sale of Asset         | -                           | 4,348                  | -                    | -                            |
| <b>Total Other Revenue</b>         | <b>952,000</b>              | <b>9,638,852</b>       | <b>1012.48%</b>      | <b>18,120,052</b>            |
| <b>TOTAL REVENUE</b>               | <b>\$99,002,000</b>         | <b>\$106,428,679</b>   | <b>107.50%</b>       | <b>99,738,978</b>            |
| <b>EXPENSES</b>                    |                             |                        |                      |                              |
| <b>Salaries and Benefits</b>       |                             |                        |                      |                              |
| Salary Expense-Regular             | 4,138,603                   | 3,643,648              | 88.04%               | 3,208,633                    |
| Salary Reserve                     | 80,000                      | -                      | -                    | -                            |
| TCDRS                              | 579,405                     | 452,087                | 78.03%               | 437,535                      |
| FICA                               | 190,792                     | 154,589                | 81.03%               | 143,371                      |
| FICA MED                           | 65,880                      | 49,056                 | 74.46%               | 46,202                       |
| Health Insurance Expense           | 391,184                     | 351,639                | 89.89%               | 308,911                      |
| Life Insurance Expense             | 11,165                      | 6,616                  | 59.26%               | 6,993                        |
| Auto Allowance Expense             | 10,200                      | 8,925                  | 87.50%               | 9,350                        |
| Other Benefits                     | 136,476                     | 154,970                | 113.55%              | 122,597                      |
| Unemployment Taxes                 | 4,212                       | 543                    | 12.90%               | 4,233                        |
| <b>Total Salaries and Benefits</b> | <b>5,607,917</b>            | <b>4,822,073</b>       | <b>85.99%</b>        | <b>4,287,825</b>             |

**Central Texas Regional Mobility Authority**  
**Income Statement**  
**For the Period Ending May 31, 2019**

|                                                 | Budget<br>Amount FY<br>2019 | Actual Year to<br>Date | Percent of<br>Budget | Actual Prior<br>Year to Date |
|-------------------------------------------------|-----------------------------|------------------------|----------------------|------------------------------|
| <b>Administrative</b>                           |                             |                        |                      |                              |
| <b>Administrative and Office Expenses</b>       |                             |                        |                      |                              |
| Accounting                                      | 10,000                      | 7,762                  | 77.62%               | 7,305                        |
| Auditing                                        | 125,000                     | 74,571                 | 59.66%               | 29,500                       |
| Human Resources                                 | 35,000                      | 34,679                 | 99.08%               | 29,677                       |
| Legal                                           | -                           | -                      | -                    | 28,983                       |
| IT Services                                     | 174,000                     | 111,058                | 63.83%               | 119,905                      |
| Internet                                        | 4,550                       | 4,961                  | 109.03%              | 4,209                        |
| Software Licenses                               | 85,700                      | 48,609                 | 56.72%               | 32,418                       |
| Cell Phones                                     | 16,100                      | 15,592                 | 96.85%               | 14,105                       |
| Local Telephone Service                         | 12,000                      | 7,721                  | 64.34%               | 11,944                       |
| Overnight Delivery Services                     | 500                         | 93                     | 18.57%               | 680                          |
| Local Delivery Services                         | 600                         | 87                     | 14.51%               | 23                           |
| Copy Machine                                    | 24,000                      | 14,730                 | 61.38%               | 13,041                       |
| Repair & Maintenance-General                    | 15,500                      | 5,226                  | 33.72%               | 1,147                        |
| Community Meeting/ Events                       | 15,000                      | -                      | -                    | -                            |
| Meeting Expense                                 | 16,000                      | 8,568                  | 53.55%               | 7,222                        |
| Public Notices                                  | 100                         | -                      | -                    | 25                           |
| Toll Tag Expense                                | 3,150                       | 2,496                  | 79.23%               | 2,837                        |
| Parking / Local Ride Share                      | 1,800                       | 1,464                  | 81.31%               | 595                          |
| Mileage Reimbursement                           | 9,900                       | 3,052                  | 30.83%               | 5,123                        |
| Insurance Expense                               | 251,000                     | 173,225                | 69.01%               | 160,200                      |
| Rent Expense                                    | 650,000                     | 509,776                | 78.43%               | 484,363                      |
| Building Parking                                | -                           | 3,225                  | -                    | -                            |
| Legal Services                                  | 396,500                     | 234,836                | 59.23%               | 219,349                      |
| <b>Total Administrative and Office Expenses</b> | <b>1,846,400</b>            | <b>1,261,729</b>       | <b>68.33%</b>        | <b>1,172,651</b>             |
| <b>Office Supplies</b>                          |                             |                        |                      |                              |
| Books & Publications                            | 5,700                       | 4,183                  | 73.38%               | 880                          |
| Office Supplies                                 | 16,000                      | 10,216                 | 63.85%               | 10,416                       |
| Misc Office Equipment                           | -                           | 12,302                 | -                    | -                            |
| Computer Supplies                               | 152,550                     | 45,873                 | 30.07%               | 12,388                       |
| Copy Supplies                                   | 3,000                       | 1,557                  | 51.89%               | 1,476                        |
| Other Reports-Printing                          | 8,000                       | 3,627                  | 45.33%               | -                            |
| Office Supplies-Printed                         | 2,600                       | 3,163                  | 121.66%              | 1,833                        |
| Misc Materials & Supplies                       | 750                         | -                      | -                    | -                            |
| Postage Expense                                 | 800                         | 382                    | 47.79%               | 367                          |
| <b>Total Office Supplies</b>                    | <b>189,400</b>              | <b>81,302</b>          | <b>42.93%</b>        | <b>27,359</b>                |

**Central Texas Regional Mobility Authority**  
**Income Statement**  
**For the Period Ending May 31, 2019**

|                                                  | Budget<br>Amount FY<br>2019 | Actual Year to<br>Date | Percent of<br>Budget | Actual Prior<br>Year to Date |
|--------------------------------------------------|-----------------------------|------------------------|----------------------|------------------------------|
| <b>Communications and Public Relations</b>       |                             |                        |                      |                              |
| Graphic Design Services                          | 55,000                      | 60,524                 | 110.04%              | 19,804                       |
| Website Maintenance                              | 100,300                     | 36,771                 | 36.66%               | 32,311                       |
| Research Services                                | 450,000                     | (56,385)               | -12.53%              | 179,589                      |
| Communications and Marketing                     | 800,000                     | 383,122                | 47.89%               | 170,896                      |
| Advertising Expense                              | 821,500                     | 876,372                | 106.68%              | 468,962                      |
| Direct Mail                                      | 15,800                      | 31,663                 | 200.40%              | 726                          |
| Video Production                                 | 258,820                     | 98,879                 | 38.20%               | 8,913                        |
| Photography                                      | 12,500                      | 5,789                  | 46.31%               | 5,857                        |
| Radio                                            | 75,000                      | 77,896                 | 103.86%              | 12,153                       |
| Other Public Relations                           | 60,000                      | 73,693                 | 122.82%              | 38,448                       |
| Promotional Items                                | 20,000                      | 6,470                  | 32.35%               | 163                          |
| Displays                                         | 5,000                       | -                      | -                    | 2,124                        |
| Annual Report printing                           | 5,000                       | 4,430                  | 88.60%               | -                            |
| Direct Mail Printing                             | 5,000                       | 4,261                  | 85.21%               | -                            |
| Other Communication Expenses                     | 70,000                      | 10,312                 | 14.73%               | 53,713                       |
| <b>Total Communications and Public Relations</b> | <b>2,753,920</b>            | <b>1,613,797</b>       | <b>58.60%</b>        | <b>993,658</b>               |
| <b>Employee Development</b>                      |                             |                        |                      |                              |
| Subscriptions                                    | 3,050                       | 1,321                  | 43.32%               | 1,559                        |
| Agency Memberships                               | 53,500                      | 42,485                 | 79.41%               | 37,287                       |
| Continuing Education                             | 15,500                      | 385                    | 2.48%                | 874                          |
| Professional Development                         | 19,000                      | 11,686                 | 61.50%               | 11,214                       |
| Other Licenses                                   | 1,700                       | 283                    | 16.64%               | 248                          |
| Seminars and Conferences                         | 41,000                      | 24,170                 | 58.95%               | 19,032                       |
| Travel                                           | 70,000                      | 83,958                 | 119.94%              | 45,668                       |
| <b>Total Employee Development</b>                | <b>203,750</b>              | <b>164,288</b>         | <b>80.63%</b>        | <b>115,882</b>               |
| <b>Financing and Banking Fees</b>                |                             |                        |                      |                              |
| Trustee Fees                                     | 45,000                      | 42,738                 | 94.97%               | 38,188                       |
| Bank Fee Expense                                 | 6,500                       | 2,409                  | 37.06%               | 4,532                        |
| Continuing Disclosure                            | 15,000                      | 3,500                  | 23.33%               | 9,812                        |
| Arbitrage Rebate Calculation                     | 13,000                      | 8,395                  | 64.58%               | 8,355                        |
| Rating Agency Expense                            | 30,000                      | 16,000                 | 53.33%               | 15,500                       |
| <b>Total Financing and Banking Fees</b>          | <b>109,500</b>              | <b>73,042</b>          | <b>66.70%</b>        | <b>76,386</b>                |
| <b>Total Administrative</b>                      | <b>5,102,970</b>            | <b>3,194,157</b>       | <b>62.59%</b>        | <b>2,385,936</b>             |



**Central Texas Regional Mobility Authority**  
**Income Statement**  
**For the Period Ending May 31, 2019**

|                                                    | Budget<br>Amount FY<br>2019 | Actual Year to<br>Date | Percent of<br>Budget | Actual Prior<br>Year to Date |
|----------------------------------------------------|-----------------------------|------------------------|----------------------|------------------------------|
| <b>Operations and Maintenance</b>                  |                             |                        |                      |                              |
| <b>Operations and Maintenance Consulting</b>       |                             |                        |                      |                              |
| GEC-Trust Indenture Support                        | 169,000                     | 158,015                | 93.50%               | 119,343                      |
| GEC-Financial Planning Support                     | 51,000                      | 74,538                 | 146.15%              | -                            |
| GEC-Toll Ops Support                               | 249,786                     | 180,423                | 72.23%               | -                            |
| GEC-Roadway Ops Support                            | 1,129,978                   | 524,812                | 46.44%               | 500,556                      |
| GEC-Technology Support                             | 857,428                     | 544,842                | 63.54%               | 2,106                        |
| GEC-Public Information Support                     | 120,000                     | 9,876                  | 8.23%                | 81,429                       |
| GEC-General Support                                | 1,443,568                   | 1,103,337              | 76.43%               | 961,252                      |
| General System Consultant                          | 500,000                     | 368,850                | 73.77%               | 249,759                      |
| Traffic Modeling                                   | 590,000                     | 109,764                | 18.60%               | 169,584                      |
| Traffic and Revenue Consultant                     | 150,000                     | 162,442                | 108.29%              | 180,555                      |
| <b>Total Operations and Maintenance Consulting</b> | <b>5,260,760</b>            | <b>3,236,899</b>       | <b>61.53%</b>        | <b>2,264,584</b>             |
| <b>Roadway Operations and Maintenance</b>          |                             |                        |                      |                              |
| Roadway Maintenance                                | 4,507,900                   | 2,286,951              | 50.73%               | 2,553,626                    |
| Signal & Illumination Maint                        | -                           | -                      | -                    | 12,554                       |
| Maintenance Supplies-Roadway                       | 117,800                     | 18,976                 | 16.11%               | 91,020                       |
| Tools & Equipment Expense                          | 1,000                       | 498                    | 49.76%               | 301                          |
| Gasoline                                           | 18,700                      | 13,448                 | 71.91%               | 13,290                       |
| Repair & Maintenance-Vehicles                      | 6,500                       | 4,355                  | 66.99%               | 3,879                        |
| Roadway Operations                                 | -                           | -                      | -                    | 10,767                       |
| Electricity - Roadways                             | 200,000                     | 138,317                | 69.16%               | 133,090                      |
| <b>Total Roadway Operations and Maintenance</b>    | <b>4,851,900</b>            | <b>2,462,544</b>       | <b>50.75%</b>        | <b>2,818,528</b>             |
| <b>Toll Processing and Collection Expense</b>      |                             |                        |                      |                              |
| Image Processing                                   | 3,200,000                   | 1,310,839              | 40.96%               | 1,840,590                    |
| Tag Collection Fees                                | 6,633,000                   | 5,012,654              | 75.57%               | 5,967,967                    |
| Court Enforcement Costs                            | 49,080                      | 7,875                  | 16.05%               | 28,525                       |
| DMV Lookup Fees                                    | 500                         | 874                    | 174.74%              | 381                          |
| <b>Total Processing and Collection Expense</b>     | <b>9,882,580</b>            | <b>6,332,242</b>       | <b>64.07%</b>        | <b>7,837,463</b>             |

**Central Texas Regional Mobility Authority**  
**Income Statement**  
**For the Period Ending May 31, 2019**

|                                                 | Budget<br>Amount FY<br>2019 | Actual Year to<br>Date | Percent of<br>Budget | Actual Prior<br>Year to Date |
|-------------------------------------------------|-----------------------------|------------------------|----------------------|------------------------------|
| <b>Toll Operations Expense</b>                  |                             |                        |                      |                              |
| Generator Fuel                                  | 2,000                       | 1,228                  | 61.41%               | 382                          |
| Fire and Burglar Alarm                          | 500                         | 370                    | 74.02%               | 370                          |
| Refuse                                          | 1,500                       | 1,218                  | 81.17%               | 1,255                        |
| Telecommunications                              | 120,000                     | 50,758                 | 42.30%               | 66,928                       |
| Water - Irrigation                              | 10,000                      | 3,390                  | 33.90%               | 4,108                        |
| Electricity                                     | 2,500                       | 1,058                  | 42.31%               | 1,391                        |
| ETC spare parts expense                         | 50,000                      | 5,573                  | 11.15%               | -                            |
| Repair & Maintenance Toll Equip                 | 5,000                       | -                      | -                    | -                            |
| Law Enforcement                                 | 290,000                     | 184,663                | 63.68%               | 263,459                      |
| ETC Maintenance Contract                        | 1,988,386                   | 1,493,468              | 75.11%               | 1,331,432                    |
| ETC Toll Management Center System Operation     | 360,000                     | -                      | -                    | 1,364                        |
| ETC Development                                 | 1,636,000                   | 682,468                | 41.72%               | -                            |
| ETC Testing                                     | 100,000                     | 52,536                 | 52.54%               | -                            |
| <b>Total Toll Operations Expense</b>            | <b>4,565,886</b>            | <b>2,476,730</b>       | <b>54.24%</b>        | <b>1,670,690</b>             |
| <b>Total Operations and Maintenance</b>         | <b>24,561,126</b>           | <b>14,508,415</b>      | <b>59.07%</b>        | <b>14,591,265</b>            |
| <b>Other Expenses</b>                           |                             |                        |                      |                              |
| <b>Special Projects and Contingencies</b>       |                             |                        |                      |                              |
| HERO                                            | 148,000                     | 123,191                | 83.24%               | 576,280                      |
| Special Projects                                | 500,000                     | 61,931                 | 12.39%               | -                            |
| 71 Express Net Revenue Payment                  | 3,635,405                   | 3,362,688              | 92.50%               | 3,048,844                    |
| Customer Relations                              | -                           | 465,504                | -                    | -                            |
| Technology Task Force                           | 650,000                     | 168,043                | 25.85%               | -                            |
| Other Contractual Svcs                          | 150,000                     | 183,048                | 122.03%              | 93,655                       |
| Contingency                                     | 250,000                     | -                      | -                    | 828                          |
| <b>Total Special Projects and Contingencies</b> | <b>5,333,405</b>            | <b>4,364,404</b>       | <b>81.83%</b>        | <b>3,719,607</b>             |

**Central Texas Regional Mobility Authority**  
**Income Statement**  
**For the Period Ending May 31, 2019**

|                                     | Budget<br>Amount FY<br>2019 | Actual Year to<br>Date | Percent of<br>Budget | Actual Prior<br>Year to Date |
|-------------------------------------|-----------------------------|------------------------|----------------------|------------------------------|
| <b>Non Cash Expenses</b>            |                             |                        |                      |                              |
| Amortization Expense                | 487,699                     | 404,818                | 83.01%               | 465,269                      |
| Amort Expense - Refund Savings      | 1,027,860                   | 956,523                | 93.06%               | 950,428                      |
| Dep Exp- Furniture & Fixtures       | 3,014                       | 2,396                  | 79.49%               | 2,396                        |
| Dep Expense - Equipment             | 15,999                      | 14,666                 | 91.67%               | 15,423                       |
| Dep Expense - Autos & Trucks        | 37,437                      | 26,002                 | 69.46%               | 18,606                       |
| Dep Expense-Buildng & Toll Fac      | 176,748                     | 151,708                | 85.83%               | 162,111                      |
| Dep Expense-Highways & Bridges      | 22,541,478                  | 20,839,101             | 92.45%               | 19,359,487                   |
| Dep Expense-Toll Equipment          | 2,485,026                   | 2,466,863              | 99.27%               | 2,264,896                    |
| Dep Expense - Signs                 | 326,893                     | 298,735                | 91.39%               | 298,735                      |
| Dep Expense-Land Improvemts         | 884,934                     | 811,190                | 91.67%               | 811,190                      |
| Depreciation Expense-Computers      | 20,317                      | 9,234                  | 45.45%               | 16,340                       |
| <b>Total Non Cash Expenses</b>      | <b>28,007,405</b>           | <b>25,981,236</b>      | <b>92.77%</b>        | <b>24,364,881</b>            |
| <b>Total Other Expenses</b>         | <b>33,340,810</b>           | <b>30,345,640</b>      | <b>91.02%</b>        | <b>28,084,487</b>            |
| <b>Non Operating Expenses</b>       |                             |                        |                      |                              |
| Bond issuance expense               | 1,413,508                   | 2,462,776              | 174.23%              | 207,857                      |
| Loan Fee Expense                    | -                           | 47,619                 | -                    | -                            |
| Interest Expense                    | 40,371,558                  | 31,377,645             | 77.72%               | 29,090,285                   |
| CAMPO RIF Payment                   | 2,000,000                   | 2,000,000              | 100.00%              | -                            |
| Community Initiatives               | 275,000                     | 63,942                 | 23.25%               | 51,000                       |
| <b>Total Non Operating Expenses</b> | <b>44,060,066</b>           | <b>35,951,981</b>      | <b>81.60%</b>        | <b>29,349,142</b>            |
| <b>TOTAL EXPENSES</b>               | <b>\$112,672,889</b>        | <b>\$88,822,266</b>    | <b>78.83%</b>        | <b>\$78,698,655</b>          |
| <b>Net Income</b>                   | <b>(\$13,670,889)</b>       | <b>\$17,606,413</b>    |                      | <b>21,040,322</b>            |

**Central Texas Regional Mobility Authority**  
**Balance Sheet**  
**as of May 31, 2019**

|                                                            | as of 05/31/2019        | as of 05/31/2018        |
|------------------------------------------------------------|-------------------------|-------------------------|
| <b>ASSETS</b>                                              |                         |                         |
| <b>Current Assets</b>                                      |                         |                         |
| <b>Cash</b>                                                |                         |                         |
| Regions Operating Account                                  | \$ 121,957              | \$ 446,254              |
| Cash in TexStar                                            | 233,727                 | 251,521                 |
| Regions Payroll Account                                    | 128,172                 | 157,641                 |
| <b>Restricted Cash</b>                                     |                         |                         |
| Goldman Sachs FSGF 465                                     | 266,923,742             | 146,801,147             |
| Restricted Cash - TexSTAR                                  | 143,068,941             | 137,201,431             |
| Overpayments account                                       | 423,211                 | 199,910                 |
| <b>Total Cash and Cash Equivalents</b>                     | 410,899,750             | 285,057,904             |
| <b>Accounts Receivable</b>                                 |                         |                         |
| Accounts Receivable                                        | 1,141,083               | -                       |
| Due From Other Agencies                                    | 49,203                  | 3,928                   |
| Due From TTA                                               | 360,451                 | 442,315                 |
| Due From NTTA                                              | 771,857                 | 642,857                 |
| Due From HCTRA                                             | 1,045,021               | 2,760,733               |
| Due From TxDOT                                             | 1,009,268               | 690,220                 |
| Interest Receivable                                        | 584,076                 | 317,339                 |
| <b>Total Receivables</b>                                   | 4,960,959               | 4,857,392               |
| <b>Short Term Investments</b>                              |                         |                         |
| Treasuries                                                 | 10,016,461              | -                       |
| Agencies                                                   | 149,282,357             | 114,889,651             |
| <b>Total Short Term Investments</b>                        | 159,298,818             | 114,889,651             |
| <b>Total Current Assets</b>                                | 575,159,527             | 404,804,947             |
| <b>Total Construction in Progress</b>                      | 755,680,744             | 755,741,499             |
| <b>Fixed Assets (Net of Depreciation and Amortization)</b> |                         |                         |
| Computers                                                  | 20,899                  | 31,826                  |
| Computer Software                                          | 624,474                 | 922,245                 |
| Furniture and Fixtures                                     | 10,237                  | 12,850                  |
| Equipment                                                  | 4,706                   | 20,705                  |
| Autos and Trucks                                           | 71,768                  | 61,737                  |
| Buildings and Toll Facilities                              | 4,961,991               | 5,128,428               |
| Highways and Bridges                                       | 876,947,265             | 745,160,170             |
| Toll Equipment                                             | 16,235,625              | 13,725,099              |
| Signs                                                      | 10,393,689              | 10,631,727              |
| Land Improvements                                          | 8,927,815               | 9,812,749               |
| Right of way                                               | 88,149,606              | 88,149,606              |
| Leasehold Improvements                                     | 122,862                 | 137,572                 |
| <b>Total Fixed Assets</b>                                  | 1,006,470,937           | 873,794,716             |
| <b>Other Assets</b>                                        |                         |                         |
| Intangible Assets-Net                                      | 102,509,539             | 103,566,074             |
| 2005 Bond Insurance Costs                                  | 4,092,241               | 4,305,750               |
| Prepaid Insurance                                          | 215,431                 | 61,679                  |
| Prepaid Expenses                                           | 275                     | -                       |
| Deferred Outflows (pension related)                        | 290,396                 | 711,563                 |
| Pension Asset                                              | 826,397                 | 355,139                 |
| <b>Total Other Assets</b>                                  | 107,934,279             | 109,000,204             |
| <b>Total Assets</b>                                        | <b>\$ 2,445,245,487</b> | <b>\$ 2,143,341,366</b> |

**Central Texas Regional Mobility Authority**  
**Balance Sheet**  
**as of May 31, 2019**

|                                          | as of 05/31/2019     | as of 05/31/2018     |
|------------------------------------------|----------------------|----------------------|
| <b>LIABILITIES</b>                       |                      |                      |
| <b>Current Liabilities</b>               |                      |                      |
| Accounts Payable                         | \$ 13,478            | \$ 437,058           |
| Construction Payable                     | 927,356              | 2,397,000            |
| Overpayments                             | 426,272              | 202,715              |
| Interest Payable                         | 23,073,292           | 21,614,552           |
| Deferred Compensation Payable            | 142                  | 142                  |
| TCDRS Payable                            | 63,370               | 57,112               |
| Due to other Agencies                    | 4,089,439            | 2,016,118            |
| Due to TTA                               | 1,115,281            | 1,034,390            |
| Due to NTTA                              | 173,958              | 58,966               |
| Due to HCTRA                             | 160,786              | 144,815              |
| Due to Other Entities                    | 880,190              | 3,051,405            |
| 71E TxDOT Obligation - ST                | 1,072,587            | 960,164              |
| <b>Total Current Liabilities</b>         | <b>31,996,150</b>    | <b>31,974,437</b>    |
| <b>Long Term Liabilities</b>             |                      |                      |
| Compensated Absences                     | 541,425              | 182,441              |
| Deferred Inflows (pension related)       | 278,184              | 286,449              |
| <b>Long Term Payables</b>                | <b>819,609</b>       | <b>468,891</b>       |
| <b>Bonds Payable</b>                     |                      |                      |
| <b>Senior Lien Revenue Bonds:</b>        |                      |                      |
| Senior Lien Revenue Bonds 2010           | 76,853,457           | 73,161,491           |
| Senior Lien Revenue Bonds 2011           | 16,321,716           | 15,345,001           |
| Senior Refunding Bonds 2013              | 136,405,000          | 139,885,000          |
| Senior Lien Revenue Bonds 2015           | 298,790,000          | 298,790,000          |
| Senior Lien Put Bnd 2015                 | 68,785,000           | 68,785,000           |
| Senior Lien Refunding Revenue Bonds 2016 | 358,030,000          | 358,030,000          |
| Senior Lien Revenue Bonds 2018           | 44,345,000           | -                    |
| Sn Lien Rev Bnd Prem/Disc 2013           | 6,450,208            | 8,257,828            |
| Sn Lien Revenue Bnd Prem 2015            | 19,680,552           | 20,877,057           |
| Sn Lien Put Bnd Prem 2015                | 2,018,129            | 3,881,433            |
| Senior lien premium 2016 revenue bonds   | 47,737,406           | 52,057,655           |
| Sn Lien Revenue Bond Premium 2018        | 3,971,725            | -                    |
| <b>Total Senior Lien Revenue Bonds</b>   | <b>1,079,388,193</b> | <b>1,039,070,465</b> |
| <b>Sub Lien Revenue Bonds:</b>           |                      |                      |
| Sub Lien Refunding Bonds 2013            | 98,295,000           | 100,530,000          |
| Sub Lien Refunding Bonds 2016            | 73,905,000           | 74,305,000           |
| Subordinated Lien BANs 2018              | 46,020,000           | -                    |
| Sub Refunding 2013 Prem/Disc             | 1,428,042            | 1,872,638            |
| Sub Refunding 2016 Prem/Disc             | 8,369,155            | 9,227,231            |
| Sub Lien BANS 2018 Premium               | 1,366,927            | -                    |
| <b>Total Sub Lien Revenue Bonds</b>      | <b>229,384,124</b>   | <b>185,934,869</b>   |
| <b>Other Obligations</b>                 |                      |                      |
| TIFIA Note 2015                          | 229,149,598          | 51,842,830           |
| TIFIA Note 2019                          | 50,000               | -                    |
| SIB Loan 2015                            | 32,926,872           | 31,648,291           |
| State Highway Fund Loan 2015             | 32,926,902           | 31,648,321           |
| State 455W Loan                          | 55,000,000           | 22,080,000           |
| 71E TxDOT Obligation - LT                | 62,332,058           | 65,000,000           |
| Regions 2017 MoPAC Note                  | 24,990,900           | 17,000,000           |
| <b>Total Other Obligations</b>           | <b>437,376,329</b>   | <b>219,219,441</b>   |
| <b>Total Long Term Liabilities</b>       | <b>1,746,968,256</b> | <b>1,444,693,666</b> |
| <b>Total Liabilities</b>                 | <b>1,778,964,406</b> | <b>1,476,668,103</b> |

**Central Texas Regional Mobility Authority**  
**Balance Sheet**  
**as of May 31, 2019**

|                                         | as of 05/31/2019        | as of 05/31/2018        |
|-----------------------------------------|-------------------------|-------------------------|
|                                         | <b>NET ASSETS</b>       |                         |
| Contributed Capital                     | 121,202,391             | 136,725,550             |
| Net Assets Beginning                    | 527,520,601             | 508,907,391             |
| Current Year Operations                 | 17,558,088              | 21,040,322              |
| <b>Total Net Assets</b>                 | <b>666,281,081</b>      | <b>666,673,263</b>      |
| <b>Total Liabilities and Net Assets</b> | <b>\$ 2,445,245,487</b> | <b>\$ 2,143,341,366</b> |

**Central Texas Regional Mobility Authority**  
**Statement of Cash Flow**  
**as of May 31, 2019**

**Cash flows from operating activities:**

|                                                           |    |              |
|-----------------------------------------------------------|----|--------------|
| Receipts from toll revenues                               | \$ | 97,179,404   |
| Receipts from other fees                                  |    | 37,200       |
| Receipts from interest income                             |    | (391,591)    |
| Payments to vendors                                       |    | (26,621,746) |
| Payments to employees                                     |    | (4,596,227)  |
| Net cash flows provided by (used in) operating activities |    | 65,607,038   |

**Cash flows from capital and related financing activities:**

|                                                                               |  |               |
|-------------------------------------------------------------------------------|--|---------------|
| Proceeds from notes payable                                                   |  | 313,901,799   |
| Refunding of bonds                                                            |  | (2,241,665)   |
| Receipts from Department of Transportation                                    |  | 4,673,159     |
| Payments on principal                                                         |  | (9,868,520)   |
| Interest payments                                                             |  | (51,271,862)  |
| Acquisition of capital assets                                                 |  | (316,281)     |
| Acquisitions of construction in progress                                      |  | (132,046,017) |
| Net cash flows provided by (used in) capital and related financing activities |  | 122,830,613   |

**Cash flows from investing activities:**

|                                                           |    |               |
|-----------------------------------------------------------|----|---------------|
| Interest income                                           |    | 1,126,177     |
| Purchase of investments                                   |    | (373,565,453) |
| Proceeds from sale or maturity of investments             |    | 282,427,962   |
| Net cash flows provided by (used in) investing activities |    | (90,011,314)  |
| Net increase (decrease) in cash and cash equivalents      |    | 98,426,337    |
| Cash and cash equivalents at beginning of period          |    | 169,170,746   |
| Cash and cash equivalents at end of period                | \$ | 267,597,083   |

**Reconciliation of change in net assets to net cash provided by operating activities:**

|                                                                                             |    |             |
|---------------------------------------------------------------------------------------------|----|-------------|
| Operating income                                                                            | \$ | 43,225,158  |
| Adjustments to reconcile change in net assets to net cash provided by operating activities: |    |             |
| Depreciation and amortization                                                               |    | 25,024,713  |
| Changes in assets and liabilities:                                                          |    |             |
| (Increase) decrease in accounts receivable                                                  |    | (223,008)   |
| (Increase) decrease in prepaid expenses and other assets                                    |    | (169,188)   |
| (Decrease) increase in accounts payable                                                     |    | (3,251,861) |
| Increase (decrease) in accrued expenses                                                     |    | 1,001,224   |
| Total adjustments                                                                           |    | 22,381,880  |
| Net cash flows provided by (used in) operating activities                                   | \$ | 65,607,038  |

**Reconciliation of cash and cash equivalents:**

|                                        |    |             |
|----------------------------------------|----|-------------|
| Unrestricted cash and cash equivalents | \$ | 673,341     |
| Restricted cash and cash equivalents   |    | 266,923,742 |
| Total                                  | \$ | 267,597,083 |

**INVESTMENTS by FUND**

|                                                  |               | Balance<br>May 31, 2019 |                                          |
|--------------------------------------------------|---------------|-------------------------|------------------------------------------|
| Renewal & Replacement Fund                       |               |                         |                                          |
| TexSTAR                                          | 396,656.47    |                         | TexSTAR 143,302,667.21                   |
| Goldman Sachs                                    | 14,853.17     |                         | Goldman Sachs 261,903,054.07             |
| Agencies/ Treasuries                             |               | 411,509.64              | Agencies & Treasury Notes 159,298,817.21 |
| Grant Fund                                       |               |                         | \$ 564,504,538.49                        |
| TexSTAR                                          | 4,381,075.89  |                         |                                          |
| Goldman Sachs                                    | 541,194.17    |                         |                                          |
| Agencies/ Treasuries                             | 4,982,195.60  | 9,904,465.66            |                                          |
| Senior Debt Service Reserve Fund                 |               |                         |                                          |
| TexSTAR                                          | 5,891,063.16  |                         |                                          |
| Goldman Sachs                                    | 46,907,158.29 |                         |                                          |
| Agencies/ Treasuries                             | 29,902,944.00 | 82,701,165.45           |                                          |
| 2010 Senior Lien DSF                             |               |                         |                                          |
| Goldman Sachs                                    | 3,202,616.23  |                         |                                          |
| TexSTAR                                          |               | 3,202,616.23            |                                          |
| 2011 Debt Service Acct                           |               |                         |                                          |
| Goldman Sachs                                    | 775,660.34    | 775,660.34              |                                          |
| 2013 Sr Debt Service Acct                        |               |                         |                                          |
| Goldman Sachs                                    | 4,200,278.79  | 4,200,278.79            |                                          |
| 2013 Sub Debt Service Account                    |               |                         |                                          |
| Goldman Sachs                                    | 3,044,782.11  | 3,044,782.11            |                                          |
| 2015 Sr Capitalized Interest                     |               |                         |                                          |
| Goldman Sachs                                    | 1.27          | 32,346,888.69           |                                          |
| TexSTAR                                          | 32,346,887.42 |                         |                                          |
| 2015B Debt Service Account                       |               |                         |                                          |
| Goldman Sachs                                    | 1,439,628.66  | 1,439,628.66            |                                          |
| 2016 Sr Lien Rev Refunding Debt Service Account  |               |                         |                                          |
| Goldman Sachs                                    | 8,210,995.00  | 8,210,995.00            |                                          |
| 2016 Sub Lien Rev Refunding Debt Service Account |               |                         |                                          |
| Goldman Sachs                                    | 1,573,225.78  | 1,573,225.78            |                                          |
| 2016 Sub Lien Rev Refunding DSR                  |               |                         |                                          |
| Goldman Sachs                                    | 1,883,977.67  |                         |                                          |
| Agencies/ Treasuries                             | 4,982,195.60  | 6,866,173.27            |                                          |
| Operating Fund                                   |               |                         |                                          |
| TexSTAR                                          | 233,726.57    |                         |                                          |
| TexSTAR-Trustee                                  | 3,265,441.58  |                         |                                          |
| Goldman Sachs                                    | 140,503.00    | 3,639,671.15            |                                          |
| Revenue Fund                                     |               |                         |                                          |
| Goldman Sachs                                    | 998,560.58    | 998,560.58              |                                          |
| General Fund                                     |               |                         |                                          |
| TexSTAR                                          | 25,626,019.22 |                         |                                          |
| Goldman Sachs                                    | 24,985,325.63 | 90,458,314.85           |                                          |
| Agencies/ Treasuries                             | 39,846,970.00 |                         |                                          |
| 2013 Sub Debt Service Reserve Fund               |               |                         |                                          |
| TexSTAR                                          | 5,196,450.86  |                         |                                          |
| Goldman Sachs                                    | 3,586,482.88  | 8,782,933.74            |                                          |
| 71E Revenue Fund                                 |               |                         |                                          |
| Goldman Sachs                                    | 7,686,150.68  | 7,686,150.68            |                                          |
| MoPac Revenue Fund                               |               |                         |                                          |
| Goldman Sachs                                    | 1,584,531.81  | 1,584,531.81            |                                          |
| MoPac Construction Fund                          |               |                         |                                          |
| Goldman Sachs                                    | 6,090,021.64  | 6,090,021.64            |                                          |
| MoPac General Fund                               |               |                         |                                          |
| Goldman Sachs                                    | 7,387,563.55  | 7,387,563.55            |                                          |
| MoPac Operating Fund                             |               |                         |                                          |
| Goldman Sachs                                    | 1,229,325.38  | 1,229,325.38            |                                          |
| MoPac Loan Repayment Fund                        |               |                         |                                          |
| Goldman Sachs                                    | -             | 0.00                    |                                          |
| 2015B Project Account                            |               |                         |                                          |
| Goldman Sachs                                    | 10,397,755.40 |                         |                                          |
| Agencies/ Treasuries                             | 29,922,484.76 |                         |                                          |
| TexSTAR                                          | 1,189,949.83  | 41,510,189.99           |                                          |
| 2015 TIFIA Project Account                       |               |                         |                                          |
| Goldman Sachs                                    | 44,518,257.42 |                         |                                          |
| TexSTAR                                          | 49,024,297.62 |                         |                                          |
| Agencies/ Treasuries                             | 49,662,027.25 | 143,204,582.29          |                                          |
| 2011 Sr Financial Assistance Fund                |               |                         |                                          |
| Goldman Sachs                                    | 4.25          | 15,751,102.84           |                                          |
| TexSTAR                                          | 15,751,098.59 |                         |                                          |
| 2018 Sr Lien Project Cap I                       |               |                         |                                          |
| Goldman Sachs                                    | 7,840,134.61  | 7,840,134.61            |                                          |
| 2018 Sr Lien Project Account                     |               |                         |                                          |
| Goldman Sachs                                    | 39,425,192.76 | 39,425,192.76           |                                          |
| 2018 Sub Lien Project Account                    |               |                         |                                          |
| Goldman Sachs                                    | 20,110,672.53 | 20,110,672.53           |                                          |
| 2018 Sub Debt Service Account                    |               |                         |                                          |
| Goldman Sachs                                    | 769,447.72    | 769,447.72              |                                          |
| 2019 TIFIA Sub Lien Project Account              |               |                         |                                          |
| Goldman Sachs                                    | 50,093.39     | 50,093.39               |                                          |
| 45SW Project Fund                                |               |                         |                                          |
| Goldman Sachs                                    | 13,308,659.36 | 13,308,659.36           |                                          |
|                                                  |               | <u>564,504,538.49</u>   |                                          |



**CTRMA INVESTMENT REPORT**

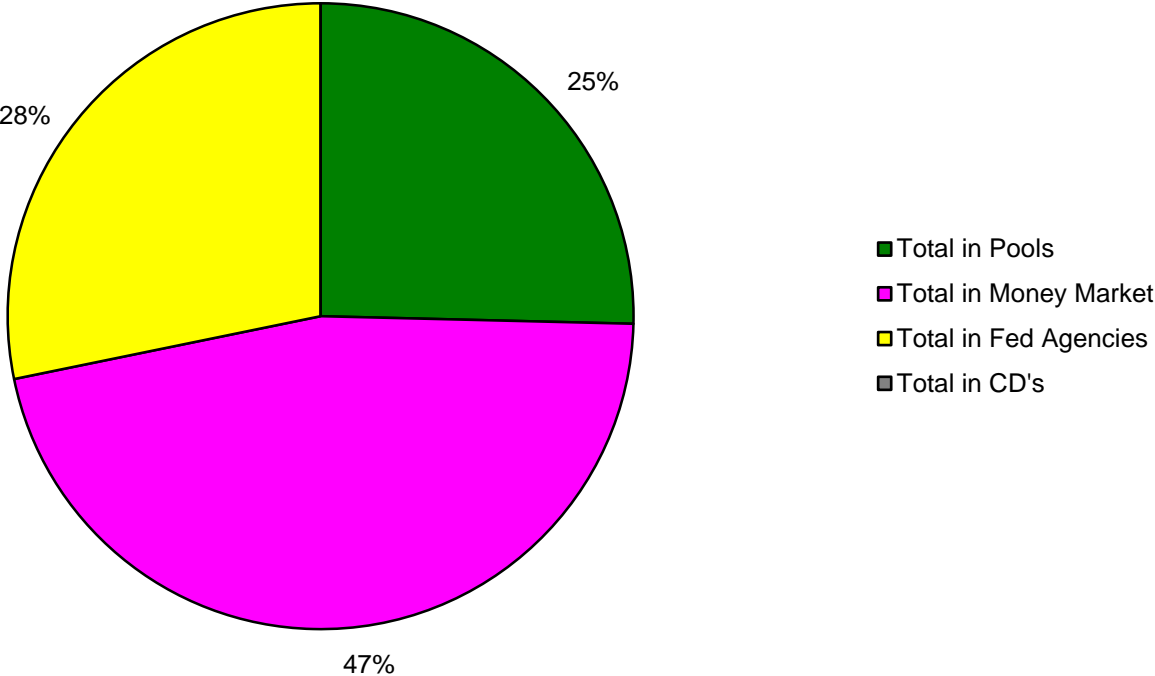
|                                                    | Month Ending 5/31/19          |                      |                          |                        |                      | Rate<br>May                   |                      |
|----------------------------------------------------|-------------------------------|----------------------|--------------------------|------------------------|----------------------|-------------------------------|----------------------|
|                                                    | Balance<br>5/1/2019           | Additions            | Discount<br>Amortization | Accrued Interest       | Withdrawals          |                               | Balance<br>5/31/2019 |
| <b>Amount in Trustee TexStar</b>                   |                               |                      |                          |                        |                      |                               |                      |
| 2011 Sr Lien Financial Assist Fund                 | 15,718,993.27                 |                      |                          | 32,105.32              |                      | 15,751,098.59                 | 2.4048%              |
| 2013 Sub Lien Debt Service Reserve<br>General Fund | 5,185,859.00<br>25,573,785.98 |                      |                          | 10,591.86<br>52,233.24 |                      | 5,196,450.86<br>25,626,019.22 | 2.4048%              |
| Trustee Operating Fund                             | 2,259,840.54                  | 2,000,000.00         |                          | 5,601.04               | 1,000,000.00         | 3,265,441.58                  | 2.4048%              |
| Renewal and Replacement<br>Grant Fund              | 395,847.95<br>4,372,145.99    |                      |                          | 808.52<br>8,929.90     |                      | 396,656.47<br>4,381,075.89    | 2.4048%              |
| Senior Lien Debt Service Reserve Fund              | 5,879,055.47                  |                      |                          | 12,007.69              |                      | 5,891,063.16                  | 2.4048%              |
| 2015A Sr Ln Project Cap Interest                   | 32,280,955.09                 |                      |                          | 65,932.33              |                      | 32,346,887.42                 | 2.4048%              |
| 2015B Sr Ln Project                                | 1,187,524.37                  |                      |                          | 2,425.46               |                      | 1,189,949.83                  | 2.4048%              |
| 2015C TIFIA Project                                | 48,924,371.91                 |                      |                          | 99,925.71              |                      | 49,024,297.62                 | 2.4048%              |
|                                                    | <b>141,778,379.57</b>         | <b>2,000,000.00</b>  |                          | <b>290,561.07</b>      | <b>1,000,000.00</b>  | <b>143,068,940.64</b>         |                      |
| <b>Amount in TexStar Operating Fund</b>            |                               |                      |                          |                        |                      |                               |                      |
|                                                    | <b>233,184.71</b>             | <b>1,000,000.00</b>  |                          | <b>541.86</b>          | <b>1,000,000.00</b>  | <b>233,726.57</b>             | <b>2.4048%</b>       |
| <b>Goldman Sachs</b>                               |                               |                      |                          |                        |                      |                               |                      |
| Operating Fund                                     | 86,608.74                     | 2,055,284.45         |                          | 168.10                 | 2,001,558.29         | 140,503.00                    | 2.3209%              |
| 45SW Project Fund                                  | 14,836,568.80                 |                      |                          | 29,415.54              | 1,557,324.98         | 13,308,659.36                 | 2.3209%              |
| 2015B Project Account                              | 10,377,706.04                 |                      |                          | 20,049.36              |                      | 10,397,755.40                 | 2.3209%              |
| 2015C TIFIA Project Account                        | 54,717,532.64                 |                      |                          | 71,175.27              | 10,270,450.49        | 44,518,257.42                 | 2.3209%              |
| 2011 Sr Financial Assistance Fund                  | 4.24                          |                      |                          | 0.01                   |                      | 4.25                          | 2.3209%              |
| 2010 Senior DSF                                    | 2,562,542.67                  | 635,693.41           |                          | 4,380.15               |                      | 3,202,616.23                  | 2.3209%              |
| 2011 Senior Lien Debt Service Acct                 | 774,164.68                    |                      |                          | 1,495.66               |                      | 775,660.34                    | 2.3209%              |
| 2013 Senior Lien Debt Service Acct                 | 3,365,894.30                  | 828,625.46           |                          | 5,759.03               |                      | 4,200,278.79                  | 2.3209%              |
| 2013 Sub Debt Service Reserve Fund                 | 3,579,567.26                  |                      |                          | 6,915.62               |                      | 3,586,482.88                  | 2.3209%              |
| 2013 Subordinate Debt Service Acct                 | 2,442,970.04                  | 597,628.76           |                          | 4,183.31               |                      | 3,044,782.11                  | 2.3209%              |
| 2015 Sr Capitalized Interest                       | 1.27                          |                      |                          | 0.00                   |                      | 1.27                          | 2.3209%              |
| 2015B Debt Service Acct                            | 1,152,998.40                  | 284,658.21           |                          | 1,972.05               |                      | 1,439,628.66                  | 2.3209%              |
| 2016 Sr Lien Rev Refunding Debt Service Account    | 7,027,865.25                  | 1,170,602.87         |                          | 12,526.88              |                      | 8,210,995.00                  | 2.3209%              |
| 2016 Sub Lien Rev Refunding Debt Service Account   | 1,260,299.27                  | 310,770.60           |                          | 2,155.91               |                      | 1,573,225.78                  | 2.3209%              |
| 2016 Sub Lien Rev Refunding DSR                    | 1,880,344.90                  |                      |                          | 3,632.77               |                      | 1,883,977.67                  | 2.3209%              |
| 2018 Sr Lien Project Cap I                         | 7,825,016.91                  |                      |                          | 15,117.70              |                      | 7,840,134.61                  | 2.3209%              |
| 2018 Sr Lien Project Account                       | 39,349,171.34                 |                      |                          | 76,021.42              |                      | 39,425,192.76                 | 2.3209%              |
| 2018 Sub Lien Project Account                      | 24,299,078.03                 |                      |                          | 52,256.08              | 4,240,661.58         | 20,110,672.53                 | 2.3209%              |
| 2018 Sub Debt Service Account                      | 615,029.82                    | 153,367.34           |                          | 1,050.56               |                      | 769,447.72                    | 2.3209%              |
| 2019 TIFIA Sub Lien Project Account                | 50,000.00                     |                      |                          | 93.39                  |                      | 50,093.39                     | 2.3209%              |
| Grant Fund                                         | 540,150.62                    |                      |                          | 1,043.55               |                      | 541,194.17                    | 2.3209%              |
| Renewal and Replacement                            | 14,824.53                     |                      |                          | 28.64                  |                      | 14,853.17                     | 2.3209%              |
| Revenue Fund                                       | 3,409,922.53                  | 10,203,543.97        |                          | 7,318.75               | 12,622,224.67        | 998,560.58                    | 2.3209%              |
| General Fund                                       | 22,645,791.53                 | 3,159,092.98         |                          | 42,268.84              | 861,827.72           | 24,985,325.63                 | 2.3209%              |
| Senior Lien Debt Service Reserve Fund              | 36,719,714.49                 | 10,116,500.00        |                          | 70,943.80              |                      | 46,907,158.29                 | 2.3209%              |
| 71E Revenue Fund                                   | 6,960,610.01                  | 729,077.79           |                          | 12,480.84              | 16,017.96            | 7,686,150.68                  | 2.3209%              |
| MoPac Revenue Fund                                 | 38,762.43                     | 1,752,260.63         |                          | 2,184.77               | 208,676.02           | 1,584,531.81                  | 2.3209%              |
| MoPac General Fund                                 | 5,278,033.73                  | 5,939,576.02         |                          | 7,234.64               | 3,837,280.84         | 7,387,563.55                  | 2.3209%              |
| MoPac Operating Fund                               | 925,026.87                    | 364,620.35           |                          | 1,827.54               | 62,149.38            | 1,229,325.38                  | 2.3209%              |
| MoPac Loan Repayment Fund                          | 62,072.83                     | 63,923.93            |                          | 24.21                  | 126,020.97           | 0.00                          | 2.3209%              |
| MoPac Managed Lane Construction Fund               | 6,864,336.32                  |                      |                          | 13,642.33              | 787,957.01           | 6,090,021.64                  | 2.3209%              |
|                                                    | <b>259,662,610.49</b>         | <b>38,365,226.77</b> | <b>0.00</b>              | <b>467,366.72</b>      | <b>36,592,149.91</b> | <b>261,903,054.07</b>         |                      |
| <b>Amount in Fed Agencies and Treasuries</b>       |                               |                      |                          |                        |                      |                               |                      |
| Amortized Principal                                | 169,172,084.85                | 116,500.00           | 126,732.36               |                        | 10,116,500.00        | 159,298,817.21                |                      |
|                                                    | 169,172,084.85                | 116,500.00           | 126,732.36               | 0.00                   | 10,116,500.00        | 159,298,817.21                |                      |
| <b>Certificates of Deposit</b>                     |                               |                      |                          |                        |                      |                               |                      |
| Total in Pools                                     | 142,011,564.28                | 3,000,000.00         |                          | 291,102.93             | 2,000,000.00         | 143,302,667.21                |                      |
| Total in GS FSGF                                   | 259,662,610.49                | 38,365,226.77        |                          | 467,366.72             | 36,592,149.91        | 261,903,054.07                |                      |
| Total in Fed Agencies and Treasuries               | 169,172,084.85                | 116,500.00           | 126,732.36               |                        | 10,116,500.00        | 159,298,817.21                |                      |
| <b>Total Invested</b>                              | <b>570,846,259.62</b>         | <b>41,481,726.77</b> | <b>126,732.36</b>        | <b>758,469.65</b>      | <b>48,708,649.91</b> | <b>564,504,538.49</b>         |                      |

All Investments in the portfolio are in compliance with the CTRMA's Investment policy and the relevant provisions of the Public Funds Investment Act Chapter 2256.023

William Chapman, CFO  
Mary Temple, Controller

5/31/2019

# Allocation of Funds



Amount of Investments As of May 31, 2019

| Agency                 | CUSIP #      | COST                  | Book Value            | Market Value          | Yield to Maturity | Purchased | Matures    | FUND                |
|------------------------|--------------|-----------------------|-----------------------|-----------------------|-------------------|-----------|------------|---------------------|
| Federal Home loan Bank | 3135G0P49sub | 4,921,265.00          | 4,982,195.60          | 4,983,278.05          | 2.4520%           | 7/20/2018 | 8/28/2019  | 2016 Sub DSRF       |
| US Treasury Note       | 912828F39    | 9,955,859.38          | 9,974,161.59          | 9,978,125.00          | 2.5137%           | 3/5/2019  | 9/30/2019  | Senior DSRF         |
| Federal Home loan Bank | 3135G0P49    | 19,685,060.00         | 19,928,782.41         | 19,933,112.20         | 2.4520%           | 7/20/2018 | 8/28/2019  | Senior DSRF         |
| Farmer Mac             | 3132X0W64    | <b>MATURED</b>        | <b>MATURED</b>        | <b>MATURED</b>        | 2.3297%           | 5/8/2018  | 5/15/2019  | Senior DSRF         |
| Fannie Mae             | 3135G0P49gnt | 4,921,265.00          | 4,982,195.60          | 4,983,278.05          | 2.4520%           | 7/20/2018 | 8/28/2019  | Grant Fund          |
| Farmer Mac             | 31422BDL1    | 20,000,000.00         | 20,000,000.00         | 20,138,342.00         | 2.5995%           | 3/11/2019 | 9/25/2020  | General Fund        |
| Fannie Mae             | 3135G0T29    | 19,795,960.00         | 19,846,970.00         | 19,892,071.20         | 2.5600%           | 3/5/2019  | 2/28/2020  | General Fund        |
| US Treasury Note       | 912828F39A   | 29,867,578.13         | 29,922,484.76         | 29,934,375.00         | 2.5317%           | 3/5/2019  | 9/30/2019  | 2015B Sr Project    |
| US Treasury Note       | 912828UF5    | 49,525,228.76         | 49,662,027.25         | 49,640,625.00         | 2.3352%           | 3/5/2019  | 12/31/2019 | 2015C TIFIA Project |
|                        |              | <u>158,672,216.27</u> | <u>159,298,817.21</u> | <u>159,483,206.50</u> |                   |           |            |                     |

| Agency                 | CUSIP #      | COST                  | Cumulative Amortization | 5/31/2019             |                       | Interest Income   |                   |                   |
|------------------------|--------------|-----------------------|-------------------------|-----------------------|-----------------------|-------------------|-------------------|-------------------|
|                        |              |                       |                         | Book Value            | Maturity Value        | May 31, 2019      |                   |                   |
|                        |              |                       |                         |                       |                       | Accrued Interest  | Amortization      | Interest Earned   |
| Federal Home loan Bank | 3135G0P49sub | 4,921,265.00          | 60,930.60               | 4,982,195.60          | 25,000,000.00         | 4,166.67          | 5,934.80          | 10,101.47         |
| US Treasury Note       | 912828F39    | 9,955,859.38          | 18,302.21               | 9,974,161.59          | 10,000,000.00         | 14,583.34         | 6,459.60          | 21,042.94         |
| Federal Home loan Bank | 3135G0P49    | 19,685,060.00         | 243,722.41              | 19,928,782.41         | 20,000,000.00         | 16,666.67         | 23,739.20         | 40,405.87         |
| Farmer Mac             | 3132X0W64    | <b>MATURED</b>        | <b>MATURED</b>          | <b>MATURED</b>        | 10,000,000.00         | 19,416.67         | -                 | 19,416.67         |
| Fannie Mae             | 3135G0P49gnt | 4,921,265.00          | 60,930.60               | 4,982,195.60          | 5,000,000.00          | 4,166.67          | 5,934.80          | 10,101.47         |
| Farmer Mac             | 31422BDL1    | 20,000,000.00         | -                       | 20,000,000.00         | 20,000,000.00         | 43,333.33         | -                 | 43,333.33         |
| Fannie Mae             | 3135G0T29    | 19,795,960.00         | 51,010.00               | 19,846,970.00         | 20,000,000.00         | 25,000.00         | 17,003.33         | 42,003.33         |
| US Treasury Note       | 912828F39A   | 29,867,578.13         | 54,906.63               | 29,922,484.76         | 30,000,000.00         | 43,750.00         | 19,378.81         | 63,128.81         |
| US Treasury Note       | 912828UF5    | 49,525,228.76         | 136,798.49              | 49,662,027.25         | 50,000,000.00         | 46,875.00         | 48,281.82         | 95,156.82         |
|                        |              | <u>158,672,216.27</u> | <u>626,600.94</u>       | <u>159,298,817.21</u> | <u>190,000,000.00</u> | <u>217,958.35</u> | <u>126,732.36</u> | <u>344,690.71</u> |

## ESCROW FUNDS

### Travis County Escrow Fund - Elroy Road

|               | <b>Balance</b>  |                  | <b>Accrued</b>  |                    | <b>Balance</b>   |
|---------------|-----------------|------------------|-----------------|--------------------|------------------|
|               | <b>4/1/2019</b> | <b>Additions</b> | <b>Interest</b> | <b>Withdrawals</b> | <b>4/30/2019</b> |
| Goldman Sachs | 1,062,150.21    |                  | 2,076.76        | 130,179.90         | 934,047.07       |

### Campo Regional Infrastructure Fund

|               | <b>Balance</b>  |                  | <b>Accrued</b>  |                    | <b>Balance</b>   |
|---------------|-----------------|------------------|-----------------|--------------------|------------------|
|               | <b>4/1/2019</b> | <b>Additions</b> | <b>Interest</b> | <b>Withdrawals</b> | <b>4/30/2019</b> |
| Goldman Sachs | 4,078,761.01    |                  | 7,880.04        | -                  | 4,086,641.05     |



# 183 South Design-Build Project

## Contingency Status

May 31, 2019



**Original Construction Contract Value: \$581,545,700**

|                                  |                     |
|----------------------------------|---------------------|
| <b>Total Project Contingency</b> | <b>\$47,860,000</b> |
|----------------------------------|---------------------|

|                    |                                                             |               |
|--------------------|-------------------------------------------------------------|---------------|
| <b>Obligations</b> | CO#1 City of Austin ILA Adjustment                          | (\$2,779,934) |
|                    | CO#2 Addition of Coping to Soil Nail Walls                  | \$742,385     |
|                    | CO#4 Greenroads Implementation                              | \$362,280     |
|                    | CO#6 51st Street Parking Trailhead                          | \$477,583     |
|                    | CO#9 Patton Interchange Revisions                           | \$3,488,230   |
|                    | Others Less than \$300,000 (6)                              | \$948,630     |
|                    | CO#10 City of Austin Utility (\$1,010,000 - no cost to RMA) | \$0           |
|                    | Executed Change Orders                                      | \$3,239,174   |
|                    | Change Orders Under Negotiation                             | \$5,240,000   |
|                    | Potential Contractual Obligations                           | \$10,510,000  |

|                              |                     |
|------------------------------|---------------------|
| <b>(-) Total Obligations</b> | <b>\$18,989,174</b> |
|------------------------------|---------------------|

|                                      |                     |
|--------------------------------------|---------------------|
| <b>Remaining Project Contingency</b> | <b>\$28,870,826</b> |
|--------------------------------------|---------------------|



**SH 45SW Construction**  
**Contingency Status**  
 May 31, 2019



**Original Construction Contract Value: \$75,103,623**

|                                      |                                                            |                     |
|--------------------------------------|------------------------------------------------------------|---------------------|
| <b>Total Project Contingency</b>     |                                                            | <b>\$ 7,520,000</b> |
| <b>Obligations</b>                   | CO #04 Installation of PEC and TWC Conduits                | \$ 458,439          |
|                                      | CO #05 Installation of SSTR Drilled Shafts and Moment Slab | \$ 538,945          |
|                                      | Total of Others Less than \$300,000 (14)                   | \$ 326,266          |
|                                      | Executed Change Orders                                     | \$ 1,323,650        |
|                                      | Change Orders in Negotiations                              | \$ 1,881,513        |
|                                      | Potential Contractual Obligations                          | \$ 650,460          |
|                                      | <b>(-) Total Obligations</b>                               | <b>\$ 3,855,623</b> |
| <b>Remaining Project Contingency</b> |                                                            | <b>\$ 3,664,377</b> |



**MOPAC Construction**  
**Financial Status**  
 May 31, 2019



**Original Construction Contract Value:** **\$ 136,632,100**

|                                                                       |                                            |                                                           |                         |
|-----------------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------|-------------------------|
| <b>Change Orders</b>                                                  | CO#01B                                     | 5th & Cesar Chavez SB Reconfig (Construction)             | \$593,031               |
|                                                                       | CO#05B                                     | FM 2222 Bridge NB Ret Wall Abutment Repair (Construction) | \$850,000               |
|                                                                       | CO#07                                      | FM 2222 Exit Storage Lane                                 | \$426,000               |
|                                                                       | CO#08C                                     | Refuge Area: Added Shoulder Adjustment Sound Wall #1      | \$2,508,548             |
|                                                                       | CO#09                                      | Westover SB Frontage Repairs                              | \$450,000               |
|                                                                       | CO#12                                      | Barrier Rail Opaque Seal                                  | \$542,419               |
|                                                                       | CO#17                                      | Bike and Ped Improvements at Far West Blvd Bridge/FM 2222 | \$971,889               |
|                                                                       | CO#20                                      | Northern Terminus Sound Wall #3                           | (\$1,210,540)           |
|                                                                       | CO#32                                      | Void of CO#05B, #09, #10, UPRR                            | (\$1,501,437)           |
|                                                                       | CO#33                                      | Shared Use Path at US 183                                 | (\$1,000,000)           |
|                                                                       | CO#34                                      | Undercrossing Fire Protection                             | \$1,412,574             |
|                                                                       | CO#35                                      | TxDOT Duct Bank Interference                              | \$1,357,196             |
|                                                                       | CO#36                                      | Non-Compliant Existing Illumination                       | \$2,226,189             |
|                                                                       | CO#37                                      | NB Pavement Cross Slope and Profile Corrections           | \$3,635,477             |
|                                                                       | CO#38                                      | SB Pavement Cross Slope and Profile Corrections           | \$3,100,298             |
|                                                                       | CO#39                                      | Unidentified Utilities                                    | \$1,215,854             |
| CO#42                                                                 | NB04, NB08, and Westminster Wall Revisions | (\$402,964)                                               |                         |
|                                                                       | Total of Others Less than \$300,000 (21)   | \$1,572,258                                               |                         |
| <b>Executed Change Orders</b>                                         |                                            |                                                           | <b>\$ 16,746,792</b>    |
| <b>Revised Construction Contract Value</b>                            |                                            |                                                           | <b>\$ 153,378,892</b>   |
| <b>Change Orders under Negotiation</b>                                |                                            |                                                           | <b>\$ -</b>             |
| <b>Potential Construction Contract Value</b>                          |                                            |                                                           | <b>\$ 153,378,892</b>   |
| <b>Incentive/Milestone</b>                                            |                                            |                                                           | <b>\$ 21,500,000</b>    |
| <b>Potential Construction Contract Value with Incentive/Milestone</b> |                                            |                                                           | <b>\$ 176,931,304</b>   |
| <b>Amount paid CH2M for Incentives/Milestones</b>                     |                                            |                                                           | <b>\$ (20,299,209)</b>  |
| <b>Amount paid CH2M through May 2019 draw (as of 5/31/2019)</b>       |                                            |                                                           | <b>\$ (127,352,152)</b> |
| <b>Assessed Liquidated Damages</b>                                    |                                            |                                                           | <b>\$ (20,000,000)</b>  |
| <b>Potential Amount Payable to CH2M</b>                               |                                            |                                                           | <b>\$ 8,079,153</b>     |

Approved = \$12.9M



**MOPAC Misc. Construction**  
**Financial Status**  
 May 31, 2019



**Original Construction Contract Value:** **\$ 4,583,280**

|                                                                     |                                                                  |                       |
|---------------------------------------------------------------------|------------------------------------------------------------------|-----------------------|
| <b>Change Orders</b>                                                |                                                                  |                       |
|                                                                     | Total of Others Less than \$300,000 (6 Taken out of Contingency) | \$ -                  |
| <b>Executed Change Orders</b>                                       |                                                                  | <b>\$ -</b>           |
| <b>Revised Construction Contract Value</b>                          |                                                                  | <b>\$ 4,583,280</b>   |
| <b>Change Orders under Negotiation</b>                              |                                                                  | <b>\$ 578,199</b>     |
| <b>Potential Construction Contract Value</b>                        |                                                                  | <b>\$ 5,161,479</b>   |
| <b>Amount paid McCarthy through May 2019 draw (as of 5/31/2019)</b> |                                                                  | <b>\$ (4,354,116)</b> |
| <b>Potential Amount Payable to McCarthy</b>                         |                                                                  | <b>\$ 807,363</b>     |





**290E Ph. III**  
**Contingency Status**  
 May 31, 2019



**Original Construction Contract Value: \$71,236,424**

|                                  |                     |
|----------------------------------|---------------------|
| <b>Total Project Contingency</b> | <b>\$25,926,282</b> |
|----------------------------------|---------------------|

|                    |                                   |             |
|--------------------|-----------------------------------|-------------|
| <b>Obligations</b> | Others Less than \$300,000 (0)    | \$0         |
|                    | Executed Change Orders            | \$0         |
|                    | Change Orders Under Negotiation   | \$160,000   |
|                    | Potential Contractual Obligations | \$1,860,000 |
|                    |                                   |             |

|                              |                    |
|------------------------------|--------------------|
| <b>(-) Total Obligations</b> | <b>\$2,020,000</b> |
|------------------------------|--------------------|

|                                      |                     |
|--------------------------------------|---------------------|
| <b>Remaining Project Contingency</b> | <b>\$23,906,282</b> |
|--------------------------------------|---------------------|



## Monthly Newsletter - May 2019

### Performance

#### As of May 31, 2019

|                                       |                    |
|---------------------------------------|--------------------|
| Current Invested Balance              | \$8,251,300,232.20 |
| Weighted Average Maturity (1)         | 22 Days            |
| Weighted Average Maturity (2)         | 105 Days           |
| Net Asset Value                       | 1.000042           |
| Total Number of Participants          | 902                |
| Management Fee on Invested Balance    | 0.06%*             |
| Interest Distributed                  | \$17,384,055.57    |
| Management Fee Collected              | \$423,143.31       |
| % of Portfolio Invested Beyond 1 Year | 11.12%             |
| Standard & Poor's Current Rating      | AAAM               |

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

#### May Averages

|                                          |                    |
|------------------------------------------|--------------------|
| Average Invested Balance                 | \$8,303,788,742.20 |
| Average Monthly Yield, on a simple basis | 2.4048%            |
| Average Weighted Average Maturity (1)*   | 25 Days            |
| Average Weighted Average Maturity (2)*   | 105 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 May:

- ★ Town of Bartonville
- ★ Edinburg EDC
- ★ Fort Bend County Improvement District 24
- ★ Galveston County MUD 56
- ★ Harris County MUD 421
- ★ Pleasant Hill Water Supply Corp
- ★ Terrell ISD

### Holiday Reminders

In observance of **Independence Day, TexSTAR will be closed on Thursday, July 4, 2019.** All ACH transactions initiated on Wednesday, July 3rd will settle on Friday, July 5th. 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.

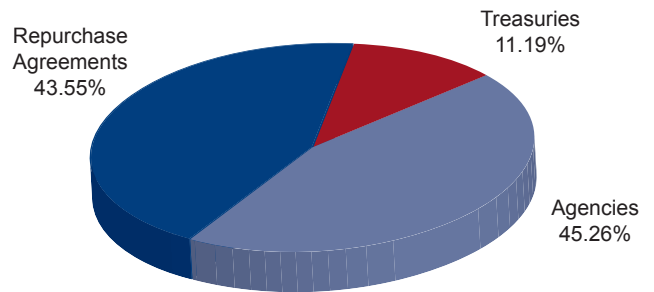
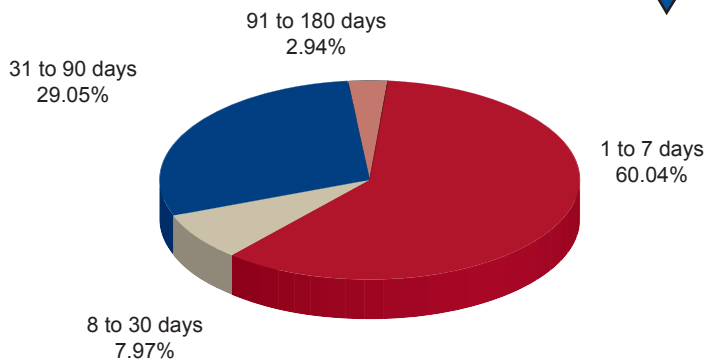
### Economic Commentary

Flaring trade tensions and softening growth momentum hung over markets in May, leading to a selloff in equities and to wider credit spreads. The trade narrative shifted when the Trump administration abruptly raised tariffs on \$200 billion of Chinese imports from 10% to 25%, and announced its intention to expand the 25% tariffs to the remaining \$300 billion of imports from China. Beijing promptly retaliated by announcing it would raise tariffs to 25% on \$60 billion of U.S. goods. Furthermore, the Trump administration threatened to impose auto tariffs on the European Union (EU) and Japan and to add 5% tariffs on Mexican goods with the potential for these tariffs to reach 25% by October. The tariffs on Mexico are expected to go into effect as soon as June 10, at the same time as the China tariff increases.

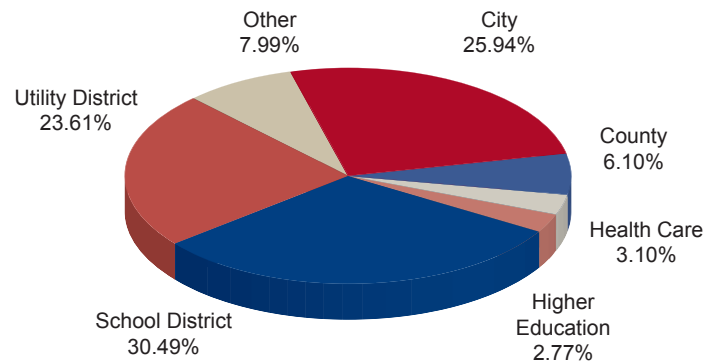
Government bond yields plunged in the flight to quality move. Rates rallied across the curve and the probability of a Fed rate cut by year end, as measured by Fed Funds futures, rose to over 90% by the end of the month. The domestic drivers of U.S. growth continue to remain intact and consumption will continue to be the bedrock of growth in Q2 despite negative trade headlines. The boost from fiscal spending will start to fade in the second half of 2019 likely resulting in a manageable but noticeable slowdown. Additional headwinds for the second half of the year include a slowdown in business investment if a trade deal is not reached and financial conditions deteriorate. Following the Federal Open Market Committee meeting early in May, we expected the Fed to remain comfortable with its neutral stance for most if not all of 2019. However, growing downside risks suggest the next Fed move will likely be a rate cut. Perceived downside risks to growth accompanied by a significant tightening in financial conditions and slowing in the manufacturing sector as well as business and consumer confidence represent some of the key factors that could lead to a rate cut in 2019.

# Information at a Glance

## Portfolio by Type of Investment As of May 31, 2019



## Portfolio by Maturity As of May 31, 2019



## Distribution of Participants by Type As of May 31, 2019

# Historical Program Information

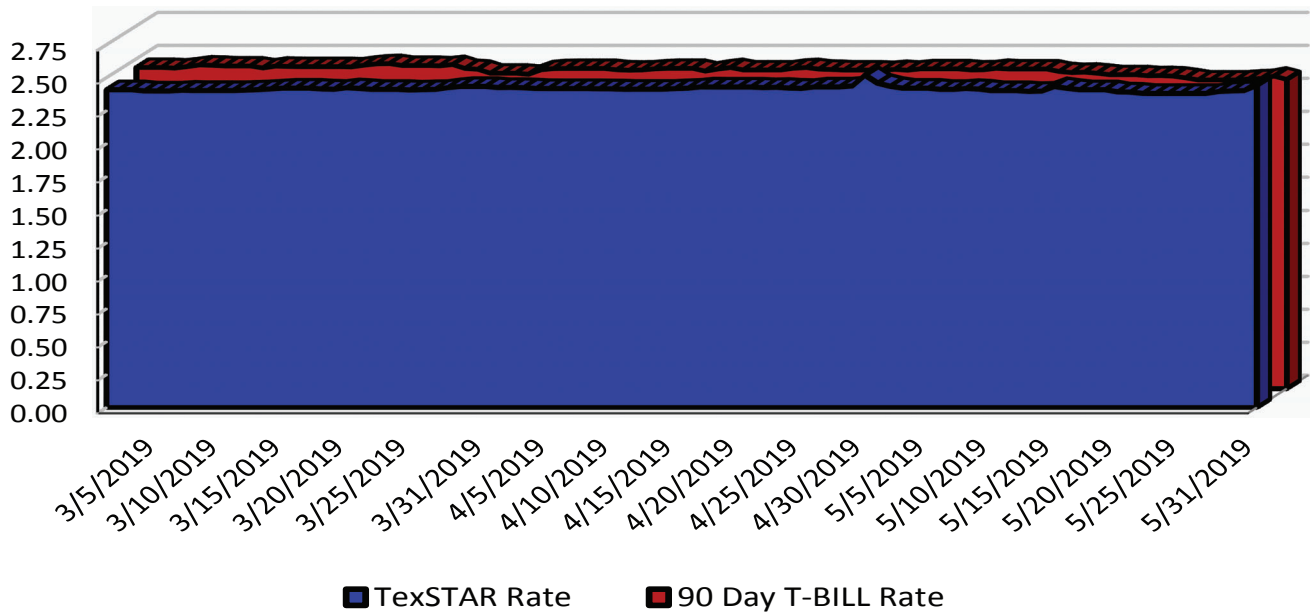
| Month  | Average Rate | Book Value         | Market Value       | Net Asset Value | WAM (1)* | WAM (2)* | Number of Participants |
|--------|--------------|--------------------|--------------------|-----------------|----------|----------|------------------------|
| May 19 | 2.4048%      | \$8,251,300,232.20 | \$8,251,929,597.00 | 1.000042        | 25       | 105      | 902                    |
| Apr 19 | 2.4243%      | 8,464,290,753.69   | 8,464,331,283.11   | 1.000004        | 26       | 101      | 895                    |
| Mar 19 | 2.4112%      | 8,378,300,782.34   | 8,378,032,817.90   | 0.999968        | 41       | 106      | 893                    |
| Feb 19 | 2.4001%      | 9,198,012,187.60   | 9,197,689,206.82   | 0.999964        | 45       | 99       | 891                    |
| Jan 19 | 2.3937%      | 8,624,044,987.80   | 8,623,938,284.28   | 0.999987        | 37       | 82       | 890                    |
| Dec 18 | 2.3069%      | 7,738,483,374.11   | 7,738,245,287.60   | 0.999940        | 40       | 95       | 888                    |
| Nov 18 | 2.2176%      | 6,683,233,268.87   | 6,682,898,473.43   | 0.999949        | 41       | 102      | 886                    |
| Oct 18 | 2.1615%      | 6,581,942,899.40   | 6,581,269,831.00   | 0.999897        | 41       | 101      | 884                    |
| Sep 18 | 1.9995%      | 6,458,418,968.50   | 6,458,002,746.78   | 0.999935        | 30       | 96       | 883                    |
| Aug 18 | 1.9225%      | 6,701,017,159.16   | 6,701,228,119.73   | 0.999971        | 24       | 91       | 879                    |
| Jul 18 | 1.8965%      | 6,837,425,331.68   | 6,837,427,966.67   | 1.000000        | 19       | 84       | 877                    |
| Jun 18 | 1.8300%      | 6,250,002,595.51   | 6,250,027,195.61   | 0.999991        | 26       | 99       | 874                    |

# Portfolio Asset Summary as of May 31, 2019

|                                      | Book Value                 | Market Value               |
|--------------------------------------|----------------------------|----------------------------|
| Uninvested Balance                   | \$ 673.66                  | \$ 673.66                  |
| Accrual of Interest Income           | 7,119,504.51               | 7,119,504.51               |
| Interest and Management Fees Payable | (17,428,119.89)            | (17,428,119.89)            |
| Payable for Investment Purchased     | 0.00                       | 0.00                       |
| Repurchase Agreement                 | 3,598,582,999.77           | 3,598,582,999.77           |
| Government Securities                | 4,663,025,174.15           | 4,663,654,538.95           |
| <b>Total</b>                         | <b>\$ 8,251,300,232.20</b> | <b>\$ 8,251,929,597.00</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 may be subject to change. The TexSTAR management fee may be waived in full or in part at the discretion of the TexSTAR co-administrators and the TexSTAR rate for the period shown reflects waiver of fees. This table represents historical 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. The TexSTAR yield is calculated in accordance with regulations governing the registration of open-end management investment companies under the Investment Company Act of 1940 as promulgated from time to time by the federal Securities and Exchange Commission.

## Daily Summary for May 2019

| Date      | Mny Mkt Fund Equiv. [SEC Std.] | Daily Allocation Factor | TexSTAR Invested Balance | Market Value Per Share | WAM Days (1)* | WAM Days (2)* |
|-----------|--------------------------------|-------------------------|--------------------------|------------------------|---------------|---------------|
| 5/1/2019  | 2.4571%                        | 0.000067319             | \$8,432,335,114.93       | 0.999991               | 22            | 104           |
| 5/2/2019  | 2.4334%                        | 0.000066668             | \$8,399,823,713.93       | 1.000002               | 22            | 104           |
| 5/3/2019  | 2.4189%                        | 0.000066272             | \$8,404,633,862.62       | 1.000003               | 24            | 105           |
| 5/4/2019  | 2.4189%                        | 0.000066272             | \$8,404,633,862.62       | 1.000003               | 24            | 105           |
| 5/5/2019  | 2.4189%                        | 0.000066272             | \$8,404,633,862.62       | 1.000003               | 24            | 105           |
| 5/6/2019  | 2.4099%                        | 0.000066024             | \$8,408,138,243.91       | 1.000006               | 23            | 105           |
| 5/7/2019  | 2.4099%                        | 0.000066024             | \$8,346,470,126.46       | 1.000008               | 28            | 110           |
| 5/8/2019  | 2.4171%                        | 0.000066222             | \$8,311,292,214.26       | 1.000008               | 27            | 109           |
| 5/9/2019  | 2.4124%                        | 0.000066092             | \$8,268,204,306.49       | 1.000012               | 27            | 109           |
| 5/10/2019 | 2.4008%                        | 0.000065774             | \$8,298,903,936.28       | 1.000005               | 28            | 109           |
| 5/11/2019 | 2.4008%                        | 0.000065774             | \$8,298,903,936.28       | 1.000005               | 28            | 109           |
| 5/12/2019 | 2.4008%                        | 0.000065774             | \$8,298,903,936.28       | 1.000005               | 28            | 109           |
| 5/13/2019 | 2.3944%                        | 0.000065600             | \$8,354,532,546.22       | 1.000010               | 27            | 108           |
| 5/14/2019 | 2.3971%                        | 0.000065674             | \$8,304,615,708.69       | 1.000013               | 27            | 108           |
| 5/15/2019 | 2.4312%                        | 0.000066609             | \$8,363,895,953.05       | 1.000013               | 27            | 106           |
| 5/16/2019 | 2.4178%                        | 0.000066241             | \$8,356,522,510.30       | 1.000012               | 27            | 106           |
| 5/17/2019 | 2.4073%                        | 0.000065954             | \$8,307,696,177.24       | 1.000018               | 25            | 105           |
| 5/18/2019 | 2.4073%                        | 0.000065954             | \$8,307,696,177.24       | 1.000018               | 25            | 105           |
| 5/19/2019 | 2.4073%                        | 0.000065954             | \$8,307,696,177.24       | 1.000018               | 25            | 105           |
| 5/20/2019 | 2.3909%                        | 0.000065503             | \$8,294,166,348.56       | 1.000019               | 26            | 104           |
| 5/21/2019 | 2.3890%                        | 0.000065453             | \$8,269,364,071.97       | 1.000018               | 26            | 104           |
| 5/22/2019 | 2.3797%                        | 0.000065196             | \$8,247,279,276.72       | 1.000018               | 26            | 103           |
| 5/23/2019 | 2.3790%                        | 0.000065179             | \$8,245,061,310.92       | 1.000029               | 25            | 103           |
| 5/24/2019 | 2.3793%                        | 0.000065187             | \$8,210,462,443.33       | 1.000040               | 24            | 101           |
| 5/25/2019 | 2.3793%                        | 0.000065187             | \$8,210,462,443.33       | 1.000040               | 24            | 101           |
| 5/26/2019 | 2.3793%                        | 0.000065187             | \$8,210,462,443.33       | 1.000040               | 24            | 101           |
| 5/27/2019 | 2.3793%                        | 0.000065187             | \$8,210,462,443.33       | 1.000040               | 24            | 101           |
| 5/28/2019 | 2.3938%                        | 0.000065583             | \$8,210,612,332.01       | 1.000042               | 24            | 100           |
| 5/29/2019 | 2.3985%                        | 0.000065712             | \$8,215,530,923.06       | 1.000046               | 23            | 100           |
| 5/30/2019 | 2.4008%                        | 0.000065775             | \$8,262,754,372.65       | 1.000038               | 23            | 99            |
| 5/31/2019 | 2.4394%                        | 0.000066832             | \$8,251,300,232.20       | 1.000042               | 22            | 105           |
| Average   | 2.4048%                        | 0.000065886             | \$8,303,788,742.20       |                        | 25            | 105           |



**TexSTAR Participant Services**  
**1201 Elm Street, Suite 3500**  
**Dallas, TX 75270**  
**1-800-839-7827**

### ***TexSTAR Board Members***

|                 |                                                 |                                   |
|-----------------|-------------------------------------------------|-----------------------------------|
| William Chapman | Central Texas Regional Mobility Authority       | Governing Board President         |
| Nell Lange      | City of Frisco                                  | Governing Board Vice President    |
| Eric Cannon     | City of Allen                                   | Governing Board Treasurer         |
| David Medanich  | Hilltop Securities                              | Governing Board Secretary         |
| Jennifer Novak  | J.P. Morgan Asset Management                    | Governing Board Asst. Sec./Treas. |
| Monte Mercer    | North Central TX Council of Government          | Advisory Board                    |
| Becky Brooks    | City of Grand Prairie                           | Advisory Board                    |
| Nicole Conley   | Austin ISD                                      | Advisory Board                    |
| David Pate      | Richardson ISD                                  | Advisory Board                    |
| James Mauldin   | University of North Texas System                | Advisory Board                    |
| Sandra Newby    | Tarrant Regional Water District/Non-Participant | Advisory Board                    |
| Ron Whitehead   | Qualified Non-Participant                       | Advisory Board                    |



The material provided to TexSTAR from J.P. Morgan Asset Management, Inc., the investment manager of the TexSTAR pool, is for informational and educational purposes only, as of the date of writing and may change at any time based on market or other conditions and may not come to pass. While we believe the information presented is reliable, we cannot guarantee its accuracy. HilltopSecurities is a wholly owned subsidiary of Hilltop Holdings, Inc. (NYSE: HTH) located at 1201 Elm Street, Suite 3500, Dallas, Texas 75270, (214) 859-1800. Member NYSE/FINRA/SIPC. Past performance is no guarantee of future results.

Investment Management Services are offered through J.P. Morgan Asset Management Inc. and/or its affiliates. Marketing and Enrollment duties are offered through HilltopSecurities and/or its affiliates. HilltopSecurities and J.P. Morgan Asset Management Inc. are separate entities.

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

**RESOLUTION NO. 19-027**

**APPROVING THE BUDGET FOR FISCAL YEAR 2020**

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

WHEREAS, prudent management and fiscal oversight are overriding objectives of the CTRMA Board of Directors; and

WHEREAS, during the course of the year, CTRMA intends to issue one or more series of revenue bonds for the development of additional projects and to issue refunding bonds as market opportunities arise; and

WHEREAS, it is necessary and desirable to develop and adopt a budget for CTRMA operations for each fiscal year; and

WHEREAS, the Executive Director and staff have developed and recommend that the Board of Directors approve the budget for fiscal year 2019-2020 (“FY 2020”) attached as Exhibit A.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors approves the FY 2020 Budget attached as Exhibit A; and

BE IT FURTHER RESOLVED that the FY 2020 Budget may be amended from time-to-time by approval of the Board of Directors; and

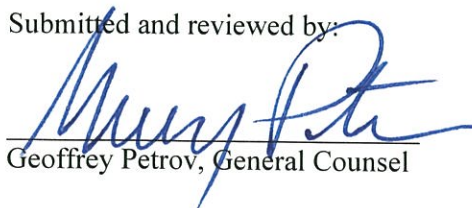
BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized to issue letter agreements committing funds from the Engineering, Operations, and Maintenance Budgets for non-project related general engineering services, provided such commitments do not exceed the amounts set forth in the FY 2020 Budget; and

BE IT FURTHER RESOLVED that the Executive Director is directed to provide a copy of this resolution with the attached FY 2020 Budget to Commissioners Courts for Williamson and Travis Counties; and

BE IT FURTHER RESOLVED that, by copy of this resolution, CTRMA hereby provides notice to the Commissioners Courts of Travis County, Texas and Williamson County, Texas of contemplated revenue bond issuances as required by Section 370.261, Texas Transportation Code.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26<sup>th</sup> day of June 2019.

Submitted and reviewed by:

  
Geoffrey Petrov, General Counsel

Approved:

  
Nikelle Meade  
Vice Chair, Board of Directors

**Exhibit A**

2020

FISCAL YEAR 2020 OPERATING BUDGET

JUNE 26, 2019



CENTRAL TEXAS REGIONAL  
MOBILITY AUTHORITY

ADOPTED  
FISCAL YEAR 2020

OPERATING BUDGET



## Table of Contents

|                                                      |           |
|------------------------------------------------------|-----------|
| <b>Operating Budget Overview .....</b>               | <b>1</b>  |
| <b>Consolidated Summary of Revenues and Expenses</b> |           |
| Summary of Revenue, Expenses and Cash Flow .....     | 5         |
| All Departments Summary .....                        | 6         |
| Consolidated Line Item Detail .....                  | 7         |
| <b>Department Budgets</b>                            |           |
| Administration .....                                 | 13        |
| Finance .....                                        | 18        |
| Debt Service .....                                   | 23        |
| Operations .....                                     | 25        |
| Communications .....                                 | 32        |
| Legal Services .....                                 | 38        |
| Engineering.....                                     | 43        |
| <b>Consolidated Staffing Schedule .....</b>          | <b>50</b> |
| <b>Capital Budget .....</b>                          | <b>51</b> |
| <b>System Operating Budget.....</b>                  | <b>52</b> |
| <b>Debt Service Schedule .....</b>                   | <b>53</b> |
| <b>Capital Improvement Program.....</b>              | <b>54</b> |

## Operating Budget Overview

This document contains revenue estimates and departmental spending plans for the fiscal year beginning July 1, 2019 and ending June 30, 2020. The adopted total revenues are \$139,914,143. Total estimated operating expenses are \$140,026,584 inclusive of \$52,005,687 in non-cash items such as amortization, depreciation, bond issuance expense and accreted interest. After consideration of all other inflows and outflows, a net positive flow of approximately \$12,367,449 is anticipated in the General Fund at June 30, 2020. In addition, this document includes the Authority's Operating Capital Budget, System Operating Budget and Debt Service Schedule for FY 2020.

As discussed below, this budget is influenced by several factors including our Strategic Plan, projects under development, under construction and under operation, the existing and projected population growth in the region, the regional economic conditions and projections, and our goal to maintain and improve customer service levels.

## Strategic Plan



## Operating Budget Overview

---

**The Strategic Plan** (see graphic on the previous page) serves as a guiding document in the operation of the CTRMA and in the development of the FY 2020 budget. The Strategic Plan provides the roadmap to help assure alignment with our mission to “implement innovative, multi-modal transportation solutions that reduce congestion and create transportation choices that enhance quality of life and economic vitality”.

**The major initiatives** anticipated in this budget are as follows:

- Explore opportunities for quicker realization of toll revenues;
- Continue work to develop a first class customer service program focusing on the entire customer interaction both in the payment of toll bills and the driver experience;
- Install key intelligent transportation system (ITS) assets to improve incident response, to assist customers in making informed decisions, and to aid in future planning efforts;
- Consolidate toll and traffic data sources into one sharable platform to support internal and external third party sources;
- Explore promising emerging mobility technologies to collaborate with our regional/state partners to harness the potential mobility benefits brought about through the realization of new technologies and a connected region;
- Increase the effectiveness of CTRMA roadways by supporting the implementation of park and ride facilities and travel demand management programs;
- Completion of the initial 3-year development/implementation process for our Asset Management System including year 2 of data collection on operating facilities;
- Continued development of a long range/future projects plan, a 5-year Capital Improvement Plan (including safety enhancements on operating facilities), and a 2 year letting schedule for regional projects.

Each department has articulated a Strategic Plan connection between their initiatives and goals for the upcoming year in their narrative section.

**The primary cost drivers** impacting this budget include:

- A 56 lane mile addition (183 South interim and 45SW Toll) to our system, resulting in a 29% increase in our roadway inventory (effecting roadway maintenance, toll processing and collection, toll system operations and maintenance, data collection/reporting, and asset management);
- Two major projects under development (183 North and 183A Phase III);
- Two major projects under construction (183 South and 290/130 Direct Connects);
- Continued emphasis on Mobility Innovation by conducting user and technology research, testing, and developing implementation plans for new technology and collaborating with regional partners.

## Operating Budget Overview

---

### Revenues

The revenue estimate for FY 2020 of \$139.9 million is an approximate 41% increase over the FY 2019 budget. In comparing historical results for 183A Toll, 290 Toll, and the 71 Toll Lane, the Authority believes these projections are reasonable. Also included are non-system revenues from MoPac Express of \$19 million and SH 45SW of \$2.6 million. (Note: the overall revenue estimate is not reflective of any possible FY 2020 Board approved toll rate increase.)

### Expenses

Expense estimates for FY 2020 are adopted at \$140.0 million representing a 26% increase over the FY 2019 budget. Because the Authority reports on an accrual basis, included in the expense estimate is \$52 million in non-cash expense items such as amortization, depreciation, bond issuance expense accruals, and accreted interest expense. The increase in year over year expense spans all departments in response to our 29% increase in roadway lane miles, major projects under development and under construction, and our continued emphasis on Mobility Innovation.

### Operating Capital Budget and Capital Improvement Program

The Capital Improvement Program schedule reflects current and future construction projects. Each of these projects is in various stages of planning, development, or construction, and may have various sources of funding.

The operating Capital Budget includes roadway technology enhancements (fixed cameras, wrong way detection, dynamic message signage), automated license plate recognition for 183 South, a data platform, and the first phase of the Traffic Incident Management Center expansion. Also, included is a vehicle for Maintenance, a mobile customer service trailer, and portable message signs. Items funded through the Revenue and Replacement fund rather than the Operating budget are included.

### Future Projections, Cash Flow and Debt Service Coverage

Cash flow is closely monitored as new projects are studied and vetted prior to becoming active projects. While the projected expenses in the adopted budget exceed estimated revenues, **when non-cash expenses are removed and other funding sources are considered, the current projections result in a net cash inflow of \$12.4 million at the end of FY 2020 - after application of the CTRMA cash operating reserve policy.** The cash flow projections are utilized to anticipate cash flow requirements as well as ensure that we remain in compliance with trust indentures, debt service coverage requirements and cash reserve policies. The FY 2020 adopted budget provides for debt service coverage levels at more than double the requirements of the trust indentures of 1.25 for Debt Service Senior Lien Bonds and 1.20 for Debt Service Subordinate Lien Bonds.

## Operating Budget Overview

---

### **Unrestricted Cash Reserves**

The Board of the Mobility Authority has a policy of maintaining unrestricted cash reserves to cover twelve months of cash expenses. It further allows the Executive Director, without Board approval, to lower the requirement to nine months should he deem it in the best interest of the CTRMA and will not adversely affect the financial stability of the organization. Lowering the unrestricted cash reserves below the nine-month level requires Board approval. As discussed in previous budget documents, when new projects come on line it may take the a few years to build up the reserves to cover a full year of maintenance and operations cash expenses. The adopted FY 2020 budget remains in compliance with the Board policy of maintaining unrestricted cash reserves to cover 12 months of cash expenses.

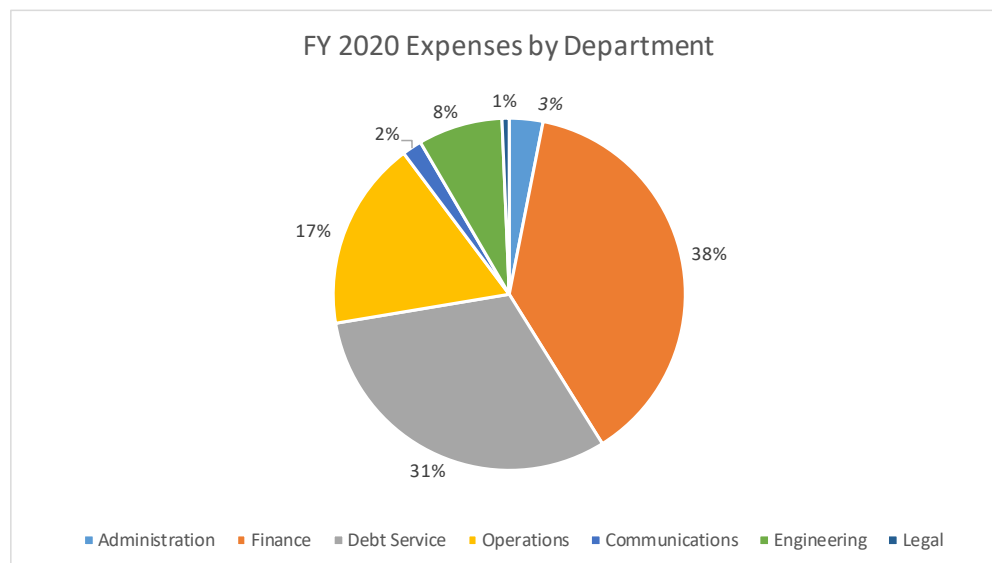
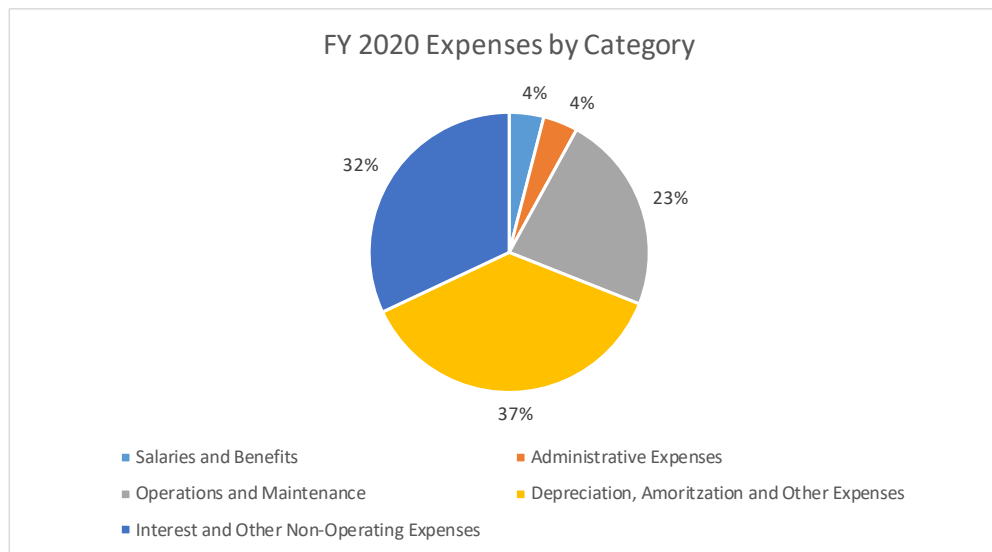
## Consolidated Summary of Revenues and Expenses

### Central Texas Regional Mobility Authority FY 2020 Consolidated System Summary of Revenue, Expenses and Cash Flow

|                                                                 | FY 2018<br>Actual<br>Results | FY 2019<br>Adopted<br>Budget | FY 2020<br>Adopted<br>Budget |
|-----------------------------------------------------------------|------------------------------|------------------------------|------------------------------|
| <b>Revenues</b>                                                 |                              |                              |                              |
| <i>Operating Revenue:</i>                                       |                              |                              |                              |
| Tag Revenue                                                     | \$ 69,704,827                | \$ 73,700,000                | \$ 97,816,954                |
| Video Tolls                                                     | 16,098,026                   | 17,587,500                   | 24,963,459                   |
| Fee Revenue                                                     | 5,688,878                    | 6,762,500                    | 7,589,784                    |
| Total Operating Revenue                                         | \$ 91,491,730                | \$ 98,050,000                | \$ 130,370,198               |
| <i>Other Revenue:</i>                                           |                              |                              |                              |
| Interest Income                                                 | 2,541,537                    | 950,000                      | 4,000,000                    |
| Grant Revenue                                                   | 16,220,946                   | -                            | 5,541,945                    |
| Miscellaneous Revenue                                           | 1,350                        | 2,000                        | 2,000                        |
| Total Other Revenue                                             | \$ 18,763,833                | \$ 952,000                   | \$ 9,543,945                 |
| Total Revenue                                                   | \$ 110,255,563               | \$ 99,002,000                | \$ <b>139,914,143</b>        |
| <b>Expenses</b>                                                 |                              |                              |                              |
| <i>Administrative, Operating and Financing</i>                  |                              |                              |                              |
| Salaries and Benefits                                           | (4,199,052)                  | (5,607,917)                  | (6,108,107)                  |
| Administrative Expenses                                         | (2,737,417)                  | (5,102,970)                  | (5,411,545)                  |
| Operations and Maintenance                                      | (19,196,014)                 | (24,561,126)                 | (32,474,149)                 |
| Depreciation, Amoritzation and Other Expenses                   | (33,258,614)                 | (33,340,810)                 | (51,641,530)                 |
| Interest and Other Non-Operating Expenses                       | (34,107,692)                 | (42,060,066)                 | (44,391,254)                 |
| Total Expenses                                                  | \$ (93,498,789)              | \$ (110,672,889)             | \$ <b>(140,026,584)</b>      |
| <i>Plus: Non Cash Expenses</i>                                  |                              |                              |                              |
| Amortization Expense                                            | 1,545,222                    | 1,515,559                    | 771,625                      |
| Depreciation Expense                                            | 29,158,109                   | 26,491,846                   | 43,694,905                   |
| Bond Issuance Expense                                           | 226,753                      | 1,413,508                    | 250,000                      |
| Amortization Expense - Refund Savings                           | 1,037,195                    | 1,027,860                    | 1,050,000                    |
| Accreted Interest                                               | 4,841,109                    | 4,334,637                    | 6,239,157                    |
| Total Non Cash Expenses                                         | \$ 36,808,388                | \$ 34,783,410                | \$ <b>52,005,687</b>         |
| <i>Net Operating Cash Inflows</i>                               |                              |                              | \$ <b>51,893,245</b>         |
| <b>Cash Inflows(Outflows)</b>                                   |                              |                              |                              |
| Operating Capital Budget                                        |                              |                              | (14,878,600)                 |
| Debt Service - Principal Due                                    |                              |                              | (13,215,000)                 |
| Regional Infrastructure Fund Payment- General Fund              |                              |                              | (3,000,000)                  |
| Manor Financial Assistance Agreement                            |                              |                              | 4,494,000                    |
| Subtotal                                                        |                              |                              | (26,599,600)                 |
| Net Cash Flow FY 2019                                           |                              |                              | \$ 25,293,645                |
| Estimated Operating Cash Balance - June 30, 2019                |                              |                              | 88,015,538                   |
| Estimated Operating Cash Balance - June 30, 2020                |                              |                              | 113,309,183                  |
| Board Operating Cash Reserve Policy FY 2020                     |                              |                              | (100,941,734)                |
| Designated for Allocation to Future Debt Service/Reserve Policy |                              |                              | \$ 12,367,449                |

## Consolidated Summary of Revenues and Expenses

|                                               | FY 2018<br>Actuals   | FY 2019<br>Adopted Budget | FY 2020<br>Adopted Budget | Increase<br>(Decrease) |
|-----------------------------------------------|----------------------|---------------------------|---------------------------|------------------------|
| Salaries and Benefits                         | \$ 4,199,052         | \$ 5,607,917              | \$ 6,108,107              | 8.92%                  |
| Administrative Expenses                       | 2,737,417            | 5,102,970                 | 5,411,545                 | 6.05%                  |
| Operations and Maintenance                    | 19,196,014           | 24,561,126                | 32,474,149                | 32.22%                 |
| Depreciation, Amoritzation and Other Expenses | 33,258,614           | 33,340,810                | 51,641,530                | 54.89%                 |
| Interest and Other Non-Operating Expenses     | 34,107,692           | 42,060,066                | 44,391,254                | 5.54%                  |
| <b>Total Expenses</b>                         | <b>\$ 93,498,789</b> | <b>\$ 110,672,889</b>     | <b>\$ 140,026,584</b>     | <b>26.52%</b>          |



## Consolidated Summary of Revenues and Expenses

### Central Texas Regional Mobility Authority FY 2020 Revenue and Expense by Line Item All Departments

| Account Name                         | Actual Amount<br>FY 2018 | Budget Amount<br>FY 2019 | FY 2019<br>Actual as of<br>4/30/2019 | Adopted<br>Budget<br>FY 2020 | % Change<br>From<br>Prior Year |
|--------------------------------------|--------------------------|--------------------------|--------------------------------------|------------------------------|--------------------------------|
| <b>Revenue</b>                       |                          |                          |                                      |                              |                                |
| <b>Operating Revenue</b>             |                          |                          |                                      |                              |                                |
| Tag Revenue                          | 69,704,827               | 73,700,000               | 67,441,011                           | 97,816,954                   | 32.72%                         |
| Video Tolls                          | 16,098,026               | 17,587,500               | 15,894,332                           | 24,963,459                   | 41.94%                         |
| Fee Revenue                          | 5,688,878                | 6,762,500                | 4,946,314                            | 7,589,784                    | 12.23%                         |
| <b>Total Operating Revenue</b>       | <b>91,491,730</b>        | <b>98,050,000</b>        | <b>88,281,656</b>                    | <b>130,370,198</b>           | <b>32.96%</b>                  |
| <b>Other Revenue</b>                 |                          |                          |                                      |                              |                                |
| Interest Income                      | 2,541,537                | 950,000                  | 4,250,763                            | 4,000,000                    | 321.05%                        |
| Grant Revenue                        | 16,220,946               | -                        | 4,600,439                            | 5,541,945                    | 0.00%                          |
| Miscellaneous                        | 1,350                    | 2,000                    | 37,200                               | 2,000                        | 0.00%                          |
| Gain/Loss on Sale of Asset           | -                        | -                        | 4,348                                | -                            | 0.00%                          |
| <b>Total Other Revenue</b>           | <b>18,763,833</b>        | <b>952,000</b>           | <b>8,892,750</b>                     | <b>9,543,945</b>             | <b>902.52%</b>                 |
| <b>Total Revenue</b>                 | <b>\$ 110,255,563</b>    | <b>\$ 99,002,000</b>     | <b>\$ 97,174,406</b>                 | <b>\$ 139,914,143</b>        | <b>41.32%</b>                  |
| <b>Expenses</b>                      |                          |                          |                                      |                              |                                |
| <b>Salaries and Benefits</b>         |                          |                          |                                      |                              |                                |
| <b>Salaries &amp; Wages</b>          |                          |                          |                                      |                              |                                |
| Salary Expense-Regular               | 2,967,036                | 4,138,603                | 3,304,895                            | 4,469,989                    | 8.01%                          |
| Salary Reserve                       | -                        | 80,000                   | -                                    | 80,000                       | 0.00%                          |
| <b>Total Salaries</b>                | <b>2,967,036</b>         | <b>4,218,603</b>         | <b>3,304,895</b>                     | <b>4,549,989</b>             | <b>7.86%</b>                   |
| <b>Contractual Employees Expense</b> |                          |                          |                                      |                              |                                |
| <b>Benefits</b>                      |                          |                          |                                      |                              |                                |
| TCDRS                                | 415,385                  | 579,405                  | 409,863                              | 632,057                      | 9.09%                          |
| FICA                                 | 128,873                  | 190,792                  | 137,660                              | 204,345                      | 7.10%                          |
| FICA MED                             | 45,627                   | 65,880                   | 44,171                               | 67,769                       | 2.87%                          |
| Health Insurance Expense             | 332,091                  | 391,184                  | 317,180                              | 510,762                      | 30.57%                         |
| Life Insurance Expense               | 14,167                   | 11,165                   | 6,290                                | 8,033                        | -28.05%                        |
| Auto Allowance Expense               | 10,625                   | 10,200                   | 8,075                                | 10,200                       | 0.00%                          |
| Other Benefits                       | 269,785                  | 136,476                  | 144,516                              | 122,131                      | -10.51%                        |
| <b>Total Benefits</b>                | <b>1,216,553</b>         | <b>1,385,103</b>         | <b>1,067,755</b>                     | <b>1,555,296</b>             | <b>12.29%</b>                  |
| <b>Payroll Taxes</b>                 |                          |                          |                                      |                              |                                |
| Unemployment Taxes                   | 15,463                   | 4,212                    | 543                                  | 2,822                        | -33.01%                        |
| <b>Total Payroll Taxes</b>           | <b>15,463</b>            | <b>4,212</b>             | <b>543</b>                           | <b>2,822</b>                 | <b>-33.01%</b>                 |
| <b>Total Salaries and Benefits</b>   | <b>4,199,052</b>         | <b>5,607,917</b>         | <b>4,373,193</b>                     | <b>6,108,107</b>             | <b>8.92%</b>                   |



## Consolidated Summary of Revenues and Expenses

### Central Texas Regional Mobility Authority FY 2020 Revenue and Expense by Line Item All Departments

| Account Name                                    | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|-------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Administrative</b>                           |                       |                       |                                |                        |                          |
| <b>Administrative and Office Expenses</b>       |                       |                       |                                |                        |                          |
| Accounting                                      | 8,062                 | 10,000                | 6,736                          | 10,000                 | 0.00%                    |
| Auditing                                        | 72,000                | 125,000               | 74,571                         | 125,000                | 0.00%                    |
| Human Resources                                 | 30,010                | 35,000                | 8,638                          | 40,000                 | 14.29%                   |
| Legal                                           | 550                   | -                     | -                              | -                      | 0.00%                    |
| IT Services                                     | 146,979               | 174,000               | 100,931                        | 307,700                | 76.84%                   |
| Internet                                        | 4,887                 | 4,550                 | 4,950                          | 450                    | -90.11%                  |
| Software Licenses                               | 32,375                | 85,700                | 43,978                         | 123,100                | 43.64%                   |
| Cell Phones                                     | 17,686                | 16,100                | 13,593                         | 23,891                 | 48.39%                   |
| Local Telephone Service                         | 12,414                | 12,000                | 7,506                          | 120,000                | 900.00%                  |
| Overnight Delivery Services                     | 680                   | 500                   | 93                             | 550                    | 10.00%                   |
| Local Delivery Services                         | 29                    | 600                   | 87                             | 725                    | 20.83%                   |
| Copy Machine                                    | 14,226                | 24,000                | 13,503                         | 14,735                 | -38.60%                  |
| Repair & Maintenance-General                    | 5,416                 | 15,500                | 2,450                          | 14,200                 | -8.39%                   |
| Meeting Facilities                              | -                     | -                     | -                              | 5,000                  | 0.00%                    |
| Community Meeting/ Events                       | -                     | 15,000                | -                              | 7,000                  | -53.33%                  |
| Meeting Expense                                 | 7,831                 | 16,000                | 8,212                          | 14,750                 | -7.81%                   |
| Public Notices                                  | 25                    | 100                   | -                              | 100                    | 0.00%                    |
| Toll Tag Expense                                | 2,987                 | 3,150                 | 1,956                          | 4,150                  | 31.75%                   |
| Parking / Local Ride Share                      | 719                   | 1,800                 | 1,218                          | 2,800                  | 55.56%                   |
| Mileage Reimbursement                           | 5,473                 | 9,900                 | 2,912                          | 8,300                  | -16.16%                  |
| Insurance Expense                               | 175,306               | 251,000               | 157,961                        | 256,200                | 2.07%                    |
| Rent Expense                                    | 527,968               | 650,000               | 462,095                        | 720,000                | 10.77%                   |
| Building Parking                                | -                     | -                     | 1,795                          | 27,000                 | 0.00%                    |
| Legal                                           | 336,593               | 396,500               | 234,836                        | 500,000                | 26.10%                   |
| <b>Total Administrative and Office Expenses</b> | <b>1,402,216</b>      | <b>1,846,400</b>      | <b>1,148,020</b>               | <b>2,325,651</b>       | <b>25.96%</b>            |
| <b>Office Supplies</b>                          |                       |                       |                                |                        |                          |
| Books & Publications                            | 4,381                 | 5,700                 | 3,915                          | 5,000                  | -12.28%                  |
| Office Supplies                                 | 11,624                | 16,000                | 9,357                          | 17,000                 | 6.25%                    |
| Misc Office Equipment                           | -                     | -                     | 9,610                          | 10,250                 | 0.00%                    |
| Computer Supplies                               | 12,538                | 152,550               | 42,314                         | 169,400                | 11.05%                   |
| Copy Supplies                                   | 1,488                 | 3,000                 | 1,188                          | 3,000                  | 0.00%                    |
| Other Reports-Printing                          | -                     | 8,000                 | 3,627                          | 8,000                  | 0.00%                    |
| Office Supplies-Printed                         | 1,833                 | 2,600                 | 3,163                          | 5,250                  | 101.92%                  |
| Misc Materials & Supplies                       | -                     | 750                   | -                              | 750                    | 0.00%                    |
| Postage Expense                                 | 384                   | 800                   | 271                            | 850                    | 6.25%                    |
| <b>Total Office Supplies</b>                    | <b>32,247</b>         | <b>189,400</b>        | <b>73,445</b>                  | <b>219,500</b>         | <b>15.89%</b>            |

## Consolidated Summary of Revenues and Expenses

### Central Texas Regional Mobility Authority FY 2020 Revenue and Expense by Line Item All Departments

| Account Name                                     | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|--------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Communications and Public Relations</b>       |                       |                       |                                |                        |                          |
| Graphic Design Services                          | 19,804                | 55,000                | 47,965                         | 60,000                 | 9.09%                    |
| Website Maintenance                              | 105,664               | 100,300               | 32,131                         | 105,000                | 4.69%                    |
| Research Services                                | 179,589               | 450,000               | (56,385)                       | 770,000                | 71.11%                   |
| Communications and Marketing                     | 188,040               | 800,000               | 343,155                        | 300,500                | -62.44%                  |
| Advertising Expense                              | 484,009               | 821,500               | 612,867                        | 755,000                | -8.09%                   |
| Direct Mail                                      | 726                   | 15,800                | 31,663                         | 10,000                 | -36.71%                  |
| Video Production                                 | 8,913                 | 258,820               | 92,898                         | 150,000                | -42.04%                  |
| Photography                                      | 5,857                 | 12,500                | 5,039                          | 10,000                 | -20.00%                  |
| Radio                                            | 13,244                | 75,000                | 77,896                         | 50,000                 | -33.33%                  |
| Other Public Relations                           | 38,448                | 60,000                | 73,693                         | 140,000                | 133.33%                  |
| Promotional Items                                | 163                   | 20,000                | 6,300                          | 20,000                 | 0.00%                    |
| Displays                                         | 2,124                 | 5,000                 | -                              | -                      | -100.00%                 |
| Annual Report printing                           | -                     | 5,000                 | 3,712                          | 6,500                  | 30.00%                   |
| Direct Mail Printing                             | -                     | 5,000                 | 4,261                          | 30,000                 | 500.00%                  |
| Other Communication Expenses                     | 53,906                | 70,000                | 10,144                         | 56,204                 | -19.71%                  |
| <b>Total Communications and Public Relations</b> | <b>1,100,486</b>      | <b>2,753,920</b>      | <b>1,285,340</b>               | <b>2,463,204</b>       | <b>-10.56%</b>           |
| <b>Employee Development</b>                      |                       |                       |                                |                        |                          |
| Subscriptions                                    | 1,559                 | 3,050                 | 1,321                          | 4,725                  | 54.92%                   |
| Agency Memberships                               | 37,287                | 53,500                | 42,310                         | 65,000                 | 21.50%                   |
| Continuing Education                             | 874                   | 15,500                | 385                            | 11,000                 | -29.03%                  |
| Professional Development                         | 11,314                | 19,000                | 7,786                          | 31,500                 | 65.79%                   |
| Other Licenses                                   | 248                   | 1,700                 | 243                            | 800                    | -52.94%                  |
| Seminars and Conferences                         | 20,382                | 41,000                | 21,605                         | 45,855                 | 11.84%                   |
| Travel                                           | 53,891                | 70,000                | 68,019                         | 130,810                | 86.87%                   |
| <b>Total Employee Development</b>                | <b>125,555</b>        | <b>203,750</b>        | <b>141,669</b>                 | <b>289,690</b>         | <b>42.18%</b>            |
| <b>Financing and Banking Fees</b>                |                       |                       |                                |                        |                          |
| Trustee Fees                                     | 38,188                | 45,000                | 35,750                         | 52,000                 | 15.56%                   |
| Bank Fee Expense                                 | 5,059                 | 6,500                 | 2,392                          | 6,500                  | 0.00%                    |
| Continuing Disclosure                            | 9,812                 | 15,000                | 3,500                          | 15,000                 | 0.00%                    |
| Arbitrage Rebate Calculation                     | 8,355                 | 13,000                | 8,395                          | 10,000                 | -23.08%                  |
| Rating Agency Expense                            | 15,500                | 30,000                | 16,000                         | 30,000                 | 0.00%                    |
| <b>Total Financing and Banking Fees</b>          | <b>76,913</b>         | <b>109,500</b>        | <b>66,037</b>                  | <b>113,500</b>         | <b>3.65%</b>             |
| <b>Total Administrative</b>                      | <b>2,737,417</b>      | <b>5,102,970</b>      | <b>2,714,511</b>               | <b>5,411,545</b>       | <b>6.05%</b>             |

## Consolidated Summary of Revenues and Expenses

### Central Texas Regional Mobility Authority FY 2020 Revenue and Expense by Line Item All Departments

| Account Name                                       | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|----------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Operations and Maintenance</b>                  |                       |                       |                                |                        |                          |
| <b>Operations and Maintenance Consulting</b>       |                       |                       |                                |                        |                          |
| General Engineering Consultant                     |                       |                       |                                |                        |                          |
| <b>GEC-Trust Indenture Support</b>                 |                       |                       |                                |                        |                          |
| GEC 1.1 Annual O&M Budget Development              | 9,107                 | 29,000                | 8,810                          | 16,000                 | -44.83%                  |
| GEC 1.2 Annual Facility Inspections                | 109,862               | 140,000               | 142,483                        | 278,000                | 98.57%                   |
| GEC 1.5 Other Document Review                      | 3,200                 | -                     | -                              | -                      | 0.00%                    |
| <b>GEC-Financial Planning Support</b>              |                       |                       |                                |                        |                          |
| GEC 2.1 Program Funding Support                    | -                     | 51,000                | 67,233                         | 285,000                | 458.82%                  |
| <b>GEC-Toll Ops Support</b>                        |                       |                       |                                |                        |                          |
| GEC 3.1 Operations Center Support                  | 3,109                 | 50,000                | 13,721                         | -                      | -100.00%                 |
| GEC 3.2 Toll Operations Support                    | -                     | 199,786               | 109,912                        | 1,498,222              | 649.91%                  |
| <b>GEC-Roadway Ops Support</b>                     |                       |                       |                                |                        |                          |
| GEC 4.1 Driveway and Utility Permitting            | 63,000                | 50,000                | 7,344                          | 35,000                 | -30.00%                  |
| GEC 4.3 Maintenance Contract Support/Oversight     | 257,164               | 364,489               | 134,405                        | 474,000                | 30.05%                   |
| GEC 4.4 Traffic Data Gathering and Analysis        | 304,804               | 553,489               | 343,219                        | 730,000                | 31.89%                   |
| GEC 4.6 Best Business Practices/Policies Support   | -                     | 150,000               | -                              | 150,000                | 0.00%                    |
| GEC 4.7 Warranty                                   | -                     | 12,000                | -                              | 15,000                 | 25.00%                   |
| <b>GEC-Technology Support</b>                      |                       |                       |                                |                        |                          |
| GEC 5.1 Technology Development                     | 2,106                 | 627,428               | 299,070                        | 1,000,000              | 59.38%                   |
| GEC 5.2 Technology Maintenance                     | -                     | 230,000               | 193,230                        | 28,000                 | -87.83%                  |
| <b>GEC-Public Information Support</b>              |                       |                       |                                |                        |                          |
| GEC 6.1 Outreach - Non Project                     | 171,581               | -                     | 7,620                          | -                      | 0.00%                    |
| GEC 6.2 Public Information - Non Project           | 70,162                | 120,000               | 2,256                          | 325,000                | 170.83%                  |
| GEC 6.3 CTRMA Meeting Support                      | 1,810                 | -                     | -                              | -                      | 0.00%                    |
| <b>GEC-General Support</b>                         |                       |                       |                                |                        |                          |
| GEC 7.1 Program Management                         | 577,718               | 198,000               | 191,098                        | 187,000                | -5.56%                   |
| GEC 7.2 Technical Resource Support                 | 29,426                | 75,568                | 25,135                         | 284,000                | 275.82%                  |
| GEC 7.3 Study and Report Review                    | 212,355               | 40,000                | 233,516                        | 250,000                | 0.00%                    |
| GEC 7.4 Agency Coordination - Non Project          | 121,550               | 550,000               | 187,579                        | 750,000                | 36.36%                   |
| GEC 7.5 Other Initiatives - Non Project            | 610,894               | 580,000               | 164,888                        | 750,000                | 29.31%                   |
| GEC 7.6 Other Initiatives - Project                | 21,406                | -                     | -                              | -                      | 0.00%                    |
| General System Consultant                          | 335,063               | 500,000               | 341,831                        | 1,318,626              | 163.73%                  |
| Traffic Modeling                                   | 514,361               | 590,000               | 68,866                         | 150,000                | 0.00%                    |
| Traffic and Revenue Consultant                     | 212,721               | 150,000               | 111,909                        | 300,000                | 100.00%                  |
| <b>Total Operations and Maintenance Consulting</b> | <b>3,631,398</b>      | <b>5,260,760</b>      | <b>2,654,124</b>               | <b>8,823,848</b>       | <b>67.73%</b>            |
| <b>Road Operations and Maintenance</b>             |                       |                       |                                |                        |                          |
| Roadway Maintenance                                | 3,053,020             | 4,507,900             | 2,289,503                      | 4,400,000              | -2.39%                   |
| Landscape Maintenance                              | 129                   | -                     | -                              | -                      | 0.00%                    |
| Signal & Illumination Maint                        | 12,554                | -                     | -                              | -                      | 0.00%                    |
| Maintenance Supplies-Roadway                       | 91,020                | 117,800               | 18,976                         | 237,000                | 101.19%                  |
| Tools & Equipment Expense                          | 346                   | 1,000                 | 442                            | 1,500                  | 50.00%                   |
| Gasoline                                           | 14,379                | 18,700                | 12,130                         | 21,600                 | 15.51%                   |
| Repair & Maintenance-Vehicles                      | 4,170                 | 6,500                 | 4,008                          | 4,000                  | -38.46%                  |
| Roadway Operations                                 | 26,763                | -                     | -                              | -                      | 0.00%                    |
| Electricity - Roadways                             | 148,442               | 200,000               | 124,623                        | 250,000                | 25.00%                   |
| <b>Total Road Operations and Maintenance</b>       | <b>3,350,822</b>      | <b>4,851,900</b>      | <b>2,449,682</b>               | <b>4,914,100</b>       | <b>1.28%</b>             |

## Consolidated Summary of Revenues and Expenses

### Central Texas Regional Mobility Authority FY 2020 Revenue and Expense by Line Item All Departments

| Account Name                                    | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|-------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Toll Processing and Collection Expense</b>   |                       |                       |                                |                        |                          |
| Image Processing                                | 1,971,292             | 3,200,000             | 1,165,220                      | 3,392,460              | 6.01%                    |
| Tag Collection Fees                             | 7,544,838             | 6,633,000             | 4,355,015                      | 7,283,817              | 9.81%                    |
| Court Enforcement Costs                         | 31,875                | 49,080                | 7,875                          | 50,000                 | 1.87%                    |
| DMV Lookup Fees                                 | 435                   | 500                   | 772                            | 1,000                  | 100.00%                  |
| <b>Total Toll Processing and Collections</b>    | <b>9,548,440</b>      | <b>9,882,580</b>      | <b>5,528,882</b>               | <b>10,727,277</b>      | <b>8.55%</b>             |
| <b>Toll Operations Expense</b>                  |                       |                       |                                |                        |                          |
| Generator Fuel                                  | 382                   | 2,000                 | 1,228                          | 2,500                  | 25.00%                   |
| Fire and Burglar Alarm                          | 493                   | 500                   | 370                            | 600                    | 20.00%                   |
| Refuse                                          | 1,255                 | 1,500                 | 1,107                          | 1,500                  | 0.00%                    |
| Telecommunications                              | 71,410                | 120,000               | 45,271                         | -                      | -100.00%                 |
| Water - Irrigation                              | 4,777                 | 10,000                | 3,024                          | 10,000                 | 0.00%                    |
| Electricity                                     | 1,527                 | 2,500                 | 1,058                          | 2,500                  | 0.00%                    |
| ETC spare parts expense                         | -                     | 50,000                | 5,573                          | 25,000                 | -50.00%                  |
| Repair & Maintenance Toll Equip                 | -                     | 5,000                 | -                              | 150,000                | 2900.00%                 |
| Law Enforcement                                 | 331,993               | 290,000               | 182,675                        | 275,000                | -5.17%                   |
| ETC Maintenance Contract                        | 2,162,183             | 1,988,386             | 1,493,468                      | 4,524,236              | 127.53%                  |
| ETC Toll Management Center System Operation     | 1,364                 | 360,000               | -                              | 402,588                | 11.83%                   |
| ETC Development                                 | 89,970                | 1,636,000             | 560,184                        | 2,362,000              | 44.38%                   |
| ETC Testing                                     | -                     | 100,000               | 52,536                         | 253,000                | 153.00%                  |
| <b>Total Toll Operations</b>                    | <b>2,665,354</b>      | <b>4,565,886</b>      | <b>2,346,495</b>               | <b>8,008,924</b>       | <b>75.41%</b>            |
| <b>Total Operations and Maintenance</b>         | <b>19,196,014</b>     | <b>24,561,126</b>     | <b>12,979,183</b>              | <b>32,474,149</b>      | <b>32.22%</b>            |
| <b>Other Expenses</b>                           |                       |                       |                                |                        |                          |
| <b>Special Projects and Contingencies</b>       |                       |                       |                                |                        |                          |
| HERO                                            | 576,280               | 148,000               | 110,872                        | 150,000                | 1.35%                    |
| Special Projects                                | -                     | 500,000               | 53,203                         | 400,000                | -20.00%                  |
| 71 Express Net Revenue Payment                  | 919,168               | 3,635,405             | 3,362,688                      | 4,500,000              | 23.78%                   |
| Technology Task Force                           | 3,000                 | 650,000               | 156,240                        | 525,000                | -19.23%                  |
| Other Contractual Svcs                          | 1,056,007             | 150,000               | 167,548                        | 150,000                | 0.00%                    |
| Contingency                                     | 828                   | 250,000               | -                              | 400,000                | 60.00%                   |
| <b>Total Special Projects and Contingencies</b> | <b>2,555,283</b>      | <b>5,333,405</b>      | <b>3,850,551</b>               | <b>6,125,000</b>       | <b>14.84%</b>            |
| <b>Non Cash Expenses</b>                        |                       |                       |                                |                        |                          |
| Amortization Expense                            | 508,027               | 487,699               | 367,844                        | 771,625                | 58.22%                   |
| Amort Expense - Refund Savings                  | 1,037,195             | 1,027,860             | 869,236                        | 1,050,000              | 2.15%                    |
| Dep Exp- Furniture & Fixtures                   | 2,614                 | 3,014                 | 2,178                          | 2,620                  | -13.07%                  |
| Dep Expense - Equipment                         | 16,756                | 15,999                | 13,333                         | 16,000                 | 0.01%                    |
| Dep Expense - Autos & Trucks                    | 20,826                | 37,437                | 22,198                         | 40,500                 | 8.18%                    |
| Dep Expense-Buildng & Toll Fac                  | 176,840               | 176,748               | 136,979                        | 176,800                | 0.03%                    |
| Dep Expense-Highways & Bridges                  | 25,013,602            | 22,541,478            | 18,681,575                     | 38,568,000             | 71.10%                   |
| Dep Expense-Toll Equipment                      | 2,698,611             | 2,485,026             | 2,215,300                      | 3,670,250              | 47.69%                   |
| Dep Expense - Signs                             | 325,893               | 326,893               | 271,578                        | 326,200                | -0.21%                   |
| Dep Expense-Land Improvemts                     | 884,934               | 884,934               | 737,445                        | 884,935                | 0.00%                    |
| Depreciation Expense-Computers                  | 18,034                | 20,317                | 8,480                          | 9,600                  | -52.75%                  |
| <b>Total Non Cash</b>                           | <b>30,703,331</b>     | <b>28,007,405</b>     | <b>23,326,144</b>              | <b>45,516,530</b>      | <b>62.52%</b>            |
| <b>Total Other Expenses</b>                     | <b>33,258,614</b>     | <b>33,340,810</b>     | <b>27,176,694</b>              | <b>51,641,530</b>      | <b>54.89%</b>            |

## Consolidated Summary of Revenues and Expenses

**Central Texas Regional Mobility Authority**  
**FY 2020 Revenue and Expense by Line Item**  
**All Departments**

| Account Name                       | Actual<br>Amount<br>FY 2018 | Budget<br>Amount<br>FY 2019 | FY 2019<br>Actual as of<br>4/30/2019 | Adopted<br>Budget<br>FY 2020 | % Change<br>From<br>Prior Year |
|------------------------------------|-----------------------------|-----------------------------|--------------------------------------|------------------------------|--------------------------------|
| <b>Non Operating Expenses</b>      |                             |                             |                                      |                              |                                |
| Bond issuance expense              | 226,753                     | 1,413,508                   | 2,443,880                            | 250,000                      | -82.31%                        |
| Loan Fee Expense                   | -                           | -                           | 47,619                               | 75,000                       | 0.00%                          |
| Interest Expense                   | 33,824,939                  | 40,371,558                  | 28,454,987                           | 43,741,254                   | 8.35%                          |
| Community Initiatives              | 56,000                      | 275,000                     | 55,942                               | 325,000                      | 18.18%                         |
| <b>Total Non Operating Expense</b> | <b>34,107,692</b>           | <b>42,060,066</b>           | <b>33,002,428</b>                    | <b>44,391,254</b>            | <b>5.54%</b>                   |
| <b>Total Expenses</b>              | <b>93,498,789</b>           | <b>110,672,889</b>          | <b>80,246,009</b>                    | <b>140,026,584</b>           | <b>26.52%</b>                  |
| Net Income                         | \$ 16,756,775               | \$ (11,670,889)             | \$ 16,928,397                        | \$ (112,442)                 |                                |

## Administration

---

The primary role of the Administration Department is to manage the agency, its Departments, programs, and projects in alignment with the Strategic Plan. The Agency's Mobility Innovation Program and general support for the Board of Directors is also included in this Department.

Toll and transportation technology is rapidly changing. The addition of SH 45 Southwest and 183 South Interim will increase the size (29% increase in lane miles) and complexity of CTRMA's roadway toll and technology systems. It is imperative that CTRMA's toll and technology systems have the flexibility and capacity to support the future roadway expansion, technology changes and advancements and to support the needs of our customers through enhanced communication. Funding is included to review and modernize our toll and technology systems to ensure that best practices are used. We continuously research new ways to communicate with our customers to provide them with the information needed to make travel decisions.

### ***Goals and Initiatives:***

- Champion regional coordination
  - Continue partnership with major regional mobility providers (Travis/Williamson/Hays Counties, TxDOT, CAMPO, CapMetro, City of Austin, and Capitol Area Council of Governments) to promote a coordinated, regional mobility system.
- Assessing what is needed to make sure our roadways and mobility initiatives are the “smartest” they can be and ready for whatever drivers and technology require.
  - Funding dedicated to continue researching new and alternative modes of travel, current and future.
  - Dedicate resources to participate and support regional efforts to evaluate and prepare for the next generation of innovative technologies and mode choice (i.e. Automated/Connected Vehicles).
  - Conduct research to evaluate customer interactions and behavior to enhance the customer's experience.
- New and Alternative Modes of Transportation.
  - Mobility Initiatives – Continue partnership with major regional partners (CAMPO, CapMetro, City of Austin, and Capitol Area Council of Governments) in an effort to develop regional mobility solutions using TDM initiatives.
  - Park and Ride – Continue to work with CAMPO, CapMetro, and other regional partners to develop and implement the Park and Ride system in connection with CTRMA roadway facilities. Funded as Projects under Development on the Capital Improvement Projects list.

## Administration

---

- Mokan Corridor - Connected and Autonomous Vehicle Evaluation – explore the feasibility and potential benefits of connected and autonomous vehicles, including transit, on MoKan and other corridors. Funded as Projects under Development on the Capital Improvement Projects list.

*Strategic Goals: Explore Efforts that Extend Beyond Roadways, Explore Transformative Technology and Adopt Industry Best Practices*

- Workforce Development – Continue the development of the Workforce program, expand network of collaborating partners, define program performance metrics, and implement job training.

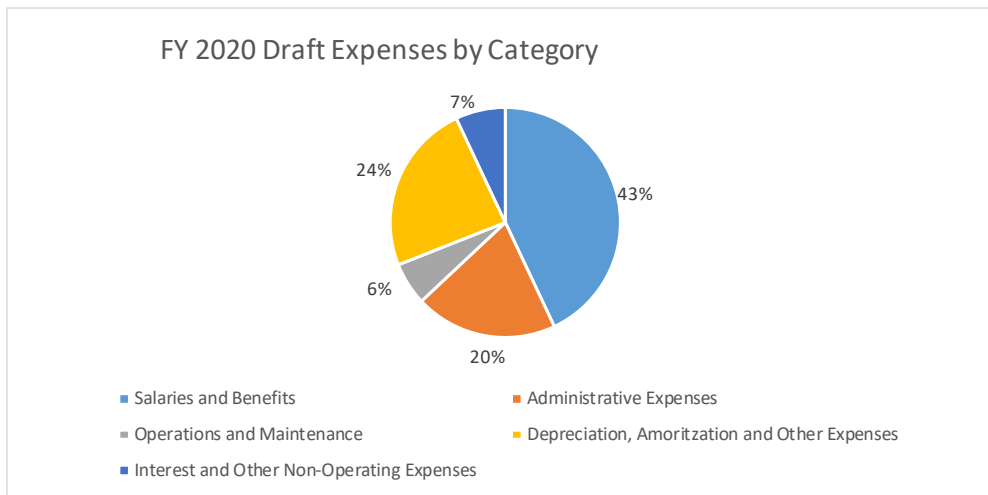
*Strategic Goals: Explore Efforts that Extend Beyond Roadways, Deliver Responsible Mobility Solutions that Respect the Communities We Serve*

- Conduct research
- Customer experience and behavior
- Emerging technologies
- Install and use enhanced technology

## Administration

Summary of Expenses:

|                                               | FY 2018<br>Actuals  | FY 2019<br>Adopted Budget | FY 2020<br>Adopted Budget | Increase<br>(Decrease) |
|-----------------------------------------------|---------------------|---------------------------|---------------------------|------------------------|
| Salaries and Benefits                         | \$ 1,098,578        | \$ 1,423,097              | \$ 1,860,852              | 30.76%                 |
| Administrative Expenses                       | 84,881              | 476,350                   | 868,150                   | 82.25%                 |
| Operations and Maintenance                    | 75,106              | -                         | 250,000                   | 0.00%                  |
| Depreciation, Amoritzation and Other Expenses | 133,838             | 1,150,000                 | 1,025,000                 | -10.87%                |
| Interest and Other Non-Operating Expenses     | 55,000              | 275,000                   | 325,000                   | 18.18%                 |
| <b>Total Expenses</b>                         | <b>\$ 1,447,404</b> | <b>\$ 3,324,447</b>       | <b>\$ 4,329,002</b>       | <b>30.22%</b>          |





## Administration

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Administration

| Account Name                                    | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|-------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Salaries and Benefits</b>                    |                       |                       |                                |                        |                          |
| <b>Salaries &amp; Wages</b>                     |                       |                       |                                |                        |                          |
| Salary Expense-Regular                          | 828,589               | 1,015,682             | 975,371                        | 1,364,418              | 34.34%                   |
| <b>Total Salaries</b>                           | <b>828,589</b>        | <b>1,015,682</b>      | <b>975,371</b>                 | <b>1,364,418</b>       | <b>34.34%</b>            |
| <b>Benefits</b>                                 |                       |                       |                                |                        |                          |
| TCDRS                                           | 104,170               | 142,196               | 91,536                         | 191,018                | 34.33%                   |
| FICA                                            | 24,054                | 39,401                | 29,798                         | 49,395                 | 25.37%                   |
| FICA MED                                        | 12,006                | 18,627                | 11,525                         | 21,908                 | 17.61%                   |
| Health Insurance Expense                        | 49,490                | 80,980                | 59,166                         | 123,716                | 52.77%                   |
| Life Insurance Expense                          | 3,843                 | 5,707                 | 3,619                          | 4,104                  | -28.08%                  |
| Auto Allowance Expense                          | 10,625                | 10,200                | 8,075                          | 10,200                 | 0.00%                    |
| Other Benefits                                  | 65,739                | 109,332               | 73,369                         | 95,494                 | -12.66%                  |
| <b>Total Benefits</b>                           | <b>269,928</b>        | <b>406,443</b>        | <b>277,088</b>                 | <b>495,836</b>         | <b>21.99%</b>            |
| <b>Payroll Taxes</b>                            |                       |                       |                                |                        |                          |
| Unemployment Taxes                              | 61                    | 972                   | 1,242                          | 599                    | -38.43%                  |
| <b>Total Payroll Taxes</b>                      | <b>61</b>             | <b>972</b>            | <b>1,242</b>                   | <b>599</b>             | <b>-38.43%</b>           |
| <b>Total Salaries and Benefits</b>              | <b>1,098,578</b>      | <b>1,423,097</b>      | <b>1,253,700</b>               | <b>1,860,852</b>       | <b>30.76%</b>            |
| <b>Administrative</b>                           |                       |                       |                                |                        |                          |
| <b>Administrative and Office Expenses</b>       |                       |                       |                                |                        |                          |
| Accounting                                      | 77                    | -                     | -                              | -                      | 0.00%                    |
| IT Services                                     | -                     | 8,000                 | -                              | -                      | -100.00%                 |
| Internet                                        | 20                    | -                     | -                              | -                      | 0.00%                    |
| Software Licenses                               | 195                   | -                     | (169)                          | 1,500                  | 0.00%                    |
| Cell Phones                                     | 2,200                 | 3,300                 | 1,903                          | 4,050                  | 22.73%                   |
| Overnight Delivery Services                     | -                     | 250                   | -                              | 250                    | 0.00%                    |
| Repair & Maintenance-General                    | 835                   | 9,500                 | 2,342                          | 11,000                 | 15.79%                   |
| Meeting Facilities                              | -                     | -                     | -                              | 5,000                  | 0.00%                    |
| Community Meeting/ Events                       | -                     | 5,000                 | -                              | -                      | 0.00%                    |
| Meeting Expense                                 | 4,825                 | 7,500                 | 4,322                          | 7,500                  | 0.00%                    |
| Toll Tag Expense                                | 18                    | 50                    | 10                             | 50                     | 0.00%                    |
| Parking / Local Ride Share                      | 415                   | 600                   | 558                            | 900                    | 50.00%                   |
| Mileage Reimbursement                           | 1,143                 | 1,500                 | 808                            | 1,500                  | 0.00%                    |
| Insurance Expense                               | 675                   | 1,000                 | 463                            | 1,000                  | 0.00%                    |
| <b>Total Administrative and Office Expenses</b> | <b>10,403</b>         | <b>36,700</b>         | <b>10,237</b>                  | <b>32,750</b>          | <b>-10.76%</b>           |
| <b>Office Supplies</b>                          |                       |                       |                                |                        |                          |
| Books & Publications                            | 253                   | 500                   | 680                            | 1,000                  | 100.00%                  |
| Office Supplies                                 | 6,048                 | 7,500                 | 4,992                          | 8,500                  | 13.33%                   |
| Misc Office Equipment                           | -                     | -                     | 4,519                          | 500                    | 0.00%                    |
| Computer Supplies                               | 323                   | 500                   | 3,091                          | -                      | -100.00%                 |
| Copy Supplies                                   | 11                    | -                     | 413                            | -                      | 0.00%                    |
| Office Supplies-Printed                         | 1,018                 | 1,500                 | 1,016                          | 2,500                  | 66.67%                   |
| Postage Expense                                 | 388                   | 500                   | 255                            | 500                    | 0.00%                    |
| <b>Total Office Supplies</b>                    | <b>17,750</b>         | <b>10,500</b>         | <b>14,964</b>                  | <b>13,000</b>          | <b>23.81%</b>            |

## Administration

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Administration

| Account Name                                       | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|----------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Communications and Public Relations</b>         |                       |                       |                                |                        |                          |
| Website Maintenance                                | 3,724                 | -                     | 9,718                          | 15,000                 | 0.00%                    |
| Research Services                                  | -                     | 350,000               | -                              | 670,000                | 91.43%                   |
| Photography                                        | -                     | 1,500                 | 1,695                          | -                      | -100.00%                 |
| <b>Total Communications and Public Relations</b>   | <b>3,724</b>          | <b>351,500</b>        | <b>11,413</b>                  | <b>685,000</b>         | <b>94.88%</b>            |
| <b>Employee Development</b>                        |                       |                       |                                |                        |                          |
| Subscriptions                                      | 509                   | 150                   | -                              | 300                    | 100.00%                  |
| Agency Memberships                                 | 33,028                | 45,000                | 37,734                         | 50,000                 | 11.11%                   |
| Continuing Education                               | -                     | 5,000                 | -                              | 5,000                  | 0.00%                    |
| Professional Development                           | -                     | -                     | 3,500                          | 7,000                  | 0.00%                    |
| Other Licenses                                     | -                     | -                     | 40                             | 100                    | 0.00%                    |
| Seminars and Conferences                           | 4,655                 | 7,500                 | 9,326                          | 15,000                 | 100.00%                  |
| Travel                                             | 14,812                | 20,000                | 29,952                         | 60,000                 | 200.00%                  |
| <b>Total Employee Development</b>                  | <b>53,004</b>         | <b>77,650</b>         | <b>80,553</b>                  | <b>137,400</b>         | <b>76.95%</b>            |
| <b>Total Administrative</b>                        | <b>84,881</b>         | <b>476,350</b>        | <b>117,167</b>                 | <b>868,150</b>         | <b>82.25%</b>            |
| <b>Operations and Maintenance</b>                  |                       |                       |                                |                        |                          |
| <b>Operations and Maintenance Consulting</b>       |                       |                       |                                |                        |                          |
| <b>GEC-General Support</b>                         |                       |                       |                                |                        |                          |
| GEC 7.1 Program Management                         | -                     | -                     | 2,637                          | -                      | 0.00%                    |
| GEC 7.3 Study and Report Review                    | 20,106                | -                     | 106,399                        | 250,000                | 0.00%                    |
| Traffic Modeling                                   | 55,000                | -                     | -                              | -                      | 0.00%                    |
| <b>Total Operations and Maintenance Consulting</b> | <b>75,106</b>         | <b>-</b>              | <b>109,036</b>                 | <b>250,000</b>         | <b>0.00%</b>             |
| <b>Total Operations and Maintenance</b>            | <b>75,106</b>         | <b>-</b>              | <b>109,036</b>                 | <b>250,000</b>         | <b>0.00%</b>             |
| <b>Other Expenses</b>                              |                       |                       |                                |                        |                          |
| <b>Special Projects and Contingencies</b>          |                       |                       |                                |                        |                          |
| Special Projects                                   | -                     | 350,000               | 41,880                         | 350,000                | 0.00%                    |
| Technology Task Force                              | -                     | 650,000               | 156,240                        | 525,000                | -19.23%                  |
| Other Contractual Svcs                             | 133,838               | 150,000               | 167,548                        | 150,000                | 0.00%                    |
| <b>Total Special Projects and Contingencies</b>    | <b>133,838</b>        | <b>1,150,000</b>      | <b>365,668</b>                 | <b>1,025,000</b>       | <b>-10.87%</b>           |
| <b>Total Other Expenses</b>                        | <b>133,838</b>        | <b>1,150,000</b>      | <b>365,668</b>                 | <b>1,025,000</b>       | <b>-10.87%</b>           |
| <b>Non Operating Expenses</b>                      |                       |                       |                                |                        |                          |
| Community Initiatives                              | 55,000                | 275,000               | 55,942                         | 325,000                | 18.18%                   |
| <b>Total Non Operating Expense</b>                 | <b>55,000</b>         | <b>275,000</b>        | <b>55,942</b>                  | <b>325,000</b>         | <b>18.18%</b>            |
| <b>Total Expenses</b>                              | <b>1,447,404</b>      | <b>3,324,447</b>      | <b>1,901,513</b>               | <b>4,329,002</b>       | <b>30.22%</b>            |

## Finance

---

The primary role of the Finance Department is to provide financial leadership and oversight of the Mobility Authority. Under direction of the Chief Financial Officer (CFO), the department is responsible for recommending and communicating strategic financial planning to the Executive Director and Board of Directors. The department also provides all accounting, financial, budgeting, and debt management activities for the Authority. The major functional areas of the Finance Department are:

- Financing: Provide direction and leadership on all Mobility Authority project financing. Look for and research opportunities to capitalize on the ability to leverage market conditions for debt restructuring.
- Budget: Assist each Department in developing, proposing, and managing the annual budget.
- Accounting: Responsible for maintaining all accounting records including processing payroll, accounts payable, reconciling records and monthly/annual financial reporting. Provide all operating and capital project accounting. Assist external auditors with annual financial and compliance audits.
- Treasury: Responsible for cash management and investment of all Authority funds. Work closely with the Trustee to manage cash flow and invest funds in accordance with the Texas Public Funds Investment Act and the Authority's Investment Policy. Maintain close relationship with bank providers.
- Human Resources: Provide human resources support for Mobility Authority staff. Conduct annual salary survey for the comparison of Mobility Authority staff salaries to the marketplace.

## Finance

---

### **Goals and Initiatives:**

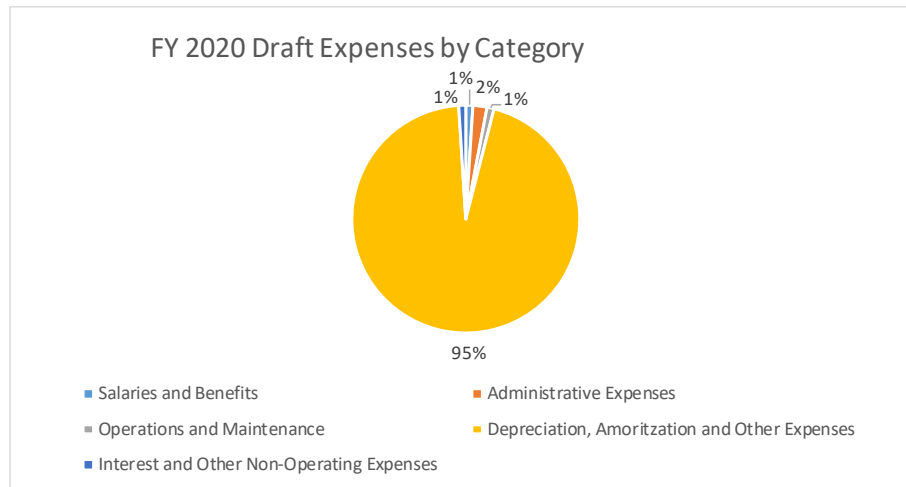
- Evaluate innovative funding mechanisms for sourcing the Authority's projects.
- Maintain and work to improve bond ratings and reporting transparency and compliance.
- Develop 5-year financial forecast.
- Review/recommend best practice reserve policies including an adequate unrestricted cash reserve.
- Review financial website and look for ways to improve access to information for customers and investors.
- Maintain Debt Service Coverage requirements.

*Strategic Goals: Employ a Collaborative Approach to Implementing Mobility Solutions, Deliver Responsible Mobility Solutions that Respect the Communities We Serve, Deliver on Commitments to our Customers and our Investors*

## Finance

Summary of Expenses:

|                                               | FY 2018<br>Actuals   | FY 2019<br>Adopted Budget | FY 2020<br>Adopted Budget | Increase<br>(Decrease) |
|-----------------------------------------------|----------------------|---------------------------|---------------------------|------------------------|
| Salaries and Benefits                         | \$ 648,605           | \$ 722,222                | \$ 859,569                | 19.02%                 |
| Administrative Expenses                       | 946,093              | 1,273,650                 | 1,351,985                 | 6.15%                  |
| Operations and Maintenance                    | 172,659              | 153,000                   | 303,000                   | 98.04%                 |
| Depreciation, Amoritzation and Other Expenses | 31,622,499           | 31,892,810                | 50,416,530                | 58.08%                 |
| Interest and Other Non-Operating Expenses     | 226,753              | 1,413,508                 | 325,000                   | -77.01%                |
| <b>Total Expenses</b>                         | <b>\$ 33,616,609</b> | <b>\$ 35,455,190</b>      | <b>\$ 53,256,084</b>      | <b>50.21%</b>          |



## Finance

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Finance

| Account Name                                    | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|-------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Salaries and Benefits</b>                    |                       |                       |                                |                        |                          |
| <b>Salaries &amp; Wages</b>                     |                       |                       |                                |                        |                          |
| Salary Expense-Regular                          | 499,220               | 506,793               | 402,607                        | 604,531                | 19.29%                   |
| Salary Reserve                                  | -                     | 80,000                | -                              | 80,000                 | 0.00%                    |
| <b>Total Salaries</b>                           | <b>499,220</b>        | <b>586,793</b>        | <b>402,607</b>                 | <b>684,531</b>         | <b>16.66%</b>            |
| <b>Benefits</b>                                 |                       |                       |                                |                        |                          |
| TCDRS                                           | 69,890                | 70,951                | 55,189                         | 84,634                 | 19.29%                   |
| FICA                                            | 21,144                | 19,642                | 14,435                         | 25,966                 | 32.19%                   |
| FICA MED                                        | 7,193                 | 8,327                 | 5,660                          | 9,216                  | 10.67%                   |
| Health Insurance Expense                        | 28,558                | 30,376                | 24,172                         | 49,776                 | 63.87%                   |
| Life Insurance Expense                          | 528                   | 939                   | 362                            | 580                    | -38.28%                  |
| Other Benefits                                  | 18,236                | 4,708                 | 13,565                         | 4,525                  | -3.90%                   |
| <b>Total Benefits</b>                           | <b>145,548</b>        | <b>134,943</b>        | <b>113,384</b>                 | <b>174,696</b>         | <b>29.46%</b>            |
| <b>Payroll Taxes</b>                            |                       |                       |                                |                        |                          |
| Unemployment Taxes                              | 3,837                 | 486                   | (3,776)                        | 342                    | -29.63%                  |
| <b>Total Payroll Taxes</b>                      | <b>3,837</b>          | <b>486</b>            | <b>(3,776)</b>                 | <b>342</b>             | <b>-29.63%</b>           |
| <b>Total Salaries and Benefits</b>              | <b>648,605</b>        | <b>722,222</b>        | <b>512,215</b>                 | <b>859,569</b>         | <b>19.02%</b>            |
| <b>Administrative</b>                           |                       |                       |                                |                        |                          |
| <b>Administrative and Office Expenses</b>       |                       |                       |                                |                        |                          |
| Accounting                                      | 7,985                 | 10,000                | 6,736                          | 10,000                 | 0.00%                    |
| Auditing                                        | 72,000                | 125,000               | 74,571                         | 125,000                | 0.00%                    |
| Human Resources                                 | 30,010                | 35,000                | 8,638                          | 40,000                 | 14.29%                   |
| Software Licenses                               | 17,851                | 35,000                | 26,631                         | 20,000                 | -42.86%                  |
| Cell Phones                                     | 2,166                 | 2,000                 | 1,572                          | 2,400                  | 20.00%                   |
| Overnight Delivery Services                     | 636                   | 100                   | 93                             | 100                    | 0.00%                    |
| Local Delivery Services                         | 23                    | -                     | 87                             | 125                    | 0.00%                    |
| Copy Machine                                    | 14,226                | 24,000                | 13,503                         | 14,735                 | -38.60%                  |
| Repair & Maintenance-General                    | 448                   | -                     | 108                            | 200                    | 0.00%                    |
| Meeting Expense                                 | 599                   | 500                   | 731                            | 750                    | 50.00%                   |
| Parking / Local Ride Share                      | 101                   | 300                   | 136                            | 300                    | 0.00%                    |
| Mileage Reimbursement                           | 77                    | 200                   | 15                             | 100                    | -50.00%                  |
| Insurance Expense                               | 174,631               | 250,000               | 157,198                        | 255,200                | 2.08%                    |
| Rent Expense                                    | 527,968               | 650,000               | 462,095                        | 720,000                | 10.77%                   |
| Building Parking                                |                       |                       | 1,795                          | 12,000                 | 0.00%                    |
| <b>Total Administrative and Office Expenses</b> | <b>848,721</b>        | <b>1,132,100</b>      | <b>753,908</b>                 | <b>1,200,910</b>       | <b>6.08%</b>             |
| <b>Office Supplies</b>                          |                       |                       |                                |                        |                          |
| Books & Publications                            | -                     | 200                   | -                              | -                      | -100.00%                 |
| Office Supplies                                 | 2,037                 | 2,500                 | 1,718                          | 2,500                  | 0.00%                    |
| Misc Office Equipment                           | -                     | -                     | 3,438                          | 1,500                  | 0.00%                    |
| Computer Supplies                               | 115                   | -                     | 284                            | 300                    | 0.00%                    |
| Copy Supplies                                   | 1,429                 | 3,000                 | 776                            | 3,000                  | 0.00%                    |
| Office Supplies-Printed                         | 79                    | 500                   | 1,055                          | 2,000                  | 300.00%                  |
| Postage Expense                                 | (34)                  | 50                    | 16                             | 50                     | 0.00%                    |
| <b>Total Office Supplies</b>                    | <b>3,625</b>          | <b>6,250</b>          | <b>7,286</b>                   | <b>9,350</b>           | <b>49.60%</b>            |

## Finance

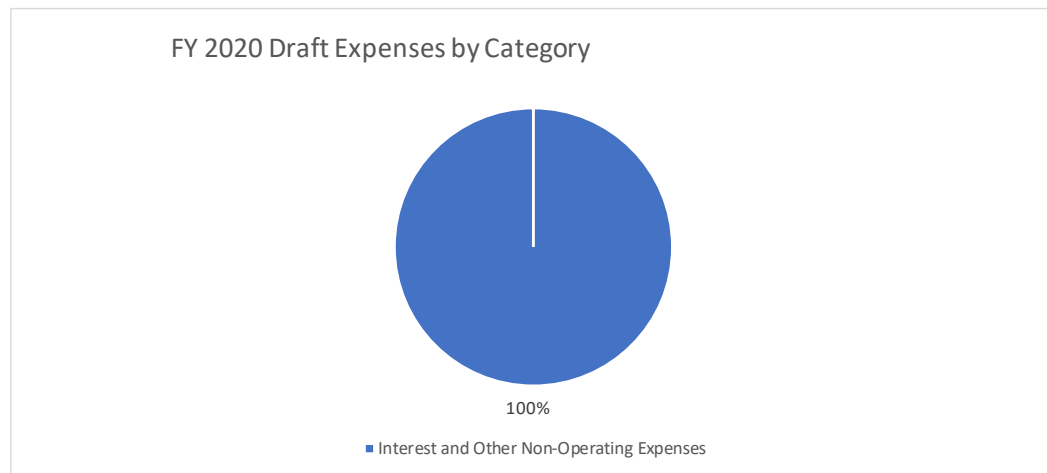
### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Finance

| Account Name                                       | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|----------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Employee Development</b>                        |                       |                       |                                |                        |                          |
| Subscriptions                                      | 525                   | 600                   | 1,161                          | 2,525                  | 320.83%                  |
| Agency Memberships                                 | 1,009                 | 1,500                 | 410                            | 1,000                  | -33.33%                  |
| Continuing Education                               | 874                   | 2,500                 | 135                            | 1,000                  | -60.00%                  |
| Professional Development                           | 748                   | 1,000                 | 15                             | 1,000                  | 0.00%                    |
| Other Licenses                                     | 76                    | 200                   | 123                            | 200                    | 0.00%                    |
| Seminars and Conferences                           | 3,190                 | 5,000                 | 1,890                          | 5,000                  | 0.00%                    |
| Travel                                             | 10,412                | 15,000                | 11,663                         | 17,500                 | 16.67%                   |
| <b>Total Employee Development</b>                  | <b>16,834</b>         | <b>25,800</b>         | <b>15,397</b>                  | <b>28,225</b>          | <b>9.40%</b>             |
| <b>Financing and Banking Fees</b>                  |                       |                       |                                |                        |                          |
| Trustee Fees                                       | 38,188                | 45,000                | 35,750                         | 52,000                 | 15.56%                   |
| Bank Fee Expense                                   | 5,059                 | 6,500                 | 2,392                          | 6,500                  | 0.00%                    |
| Continuing Disclosure                              | 9,812                 | 15,000                | 3,500                          | 15,000                 | 0.00%                    |
| Arbitrage Rebate Calculation                       | 8,355                 | 13,000                | 8,395                          | 10,000                 | -23.08%                  |
| Rating Agency Expense                              | 15,500                | 30,000                | 16,000                         | 30,000                 | 0.00%                    |
| <b>Total Financing and Banking Fees</b>            | <b>76,913</b>         | <b>109,500</b>        | <b>66,037</b>                  | <b>113,500</b>         | <b>3.65%</b>             |
| <b>Total Administrative</b>                        | <b>946,093</b>        | <b>1,273,650</b>      | <b>842,628</b>                 | <b>1,351,985</b>       | <b>6.15%</b>             |
| <b>Operations and Maintenance</b>                  |                       |                       |                                |                        |                          |
| <b>Operations and Maintenance Consulting</b>       |                       |                       |                                |                        |                          |
| Traffic and Revenue Consultant                     | 170,892               | 150,000               | 110,707                        | 300,000                | 100.00%                  |
| <b>Total Operations and Maintenance Consulting</b> | <b>170,892</b>        | <b>150,000</b>        | <b>110,707</b>                 | <b>300,000</b>         | <b>100.00%</b>           |
| <b>Toll Operations Expense</b>                     |                       |                       |                                |                        |                          |
| Refuse                                             | 240                   | 500                   | 60                             | 500                    | 0.00%                    |
| Electricity                                        | 1,527                 | 2,500                 | 1,058                          | 2,500                  | 0.00%                    |
| <b>Total Toll Operations</b>                       | <b>1,767</b>          | <b>3,000</b>          | <b>1,118</b>                   | <b>3,000</b>           | <b>0.00%</b>             |
| <b>Total Operations and Maintenance</b>            | <b>172,659</b>        | <b>153,000</b>        | <b>111,825</b>                 | <b>303,000</b>         | <b>98.04%</b>            |
| <b>Other Expenses</b>                              |                       |                       |                                |                        |                          |
| <b>Special Projects and Contingencies</b>          |                       |                       |                                |                        |                          |
| 71E Net Revenue Payment to TxDOT                   | 919,168               | 3,635,405             | 3,362,688                      | 4,500,000              | 23.78%                   |
| Contingency                                        | -                     | 250,000               | -                              | 400,000                | 60.00%                   |
| <b>Total Special Projects and Contingencies</b>    | <b>919,168</b>        | <b>3,885,405</b>      | <b>3,362,688</b>               | <b>4,900,000</b>       | <b>26.11%</b>            |
| <b>Non Cash Expenses</b>                           |                       |                       |                                |                        |                          |
| Amortization Expense                               | 508,027               | 487,699               | 367,844                        | 771,625                | 58.22%                   |
| Amort Expense - Refund Savings                     | 1,037,195             | 1,027,860             | 869,236                        | 1,050,000              | 2.15%                    |
| Dep Exp- Furniture & Fixtures                      | 2,614                 | 3,014                 | 2,178                          | 2,620                  | -13.07%                  |
| Dep Expense - Equipment                            | 16,756                | 15,999                | 13,333                         | 16,000                 | 0.01%                    |
| Dep Expense - Autos & Trucks                       | 20,826                | 37,437                | 22,198                         | 40,500                 | 8.18%                    |
| Dep Expense-Buildng & Toll Fac                     | 176,840               | 176,748               | 136,979                        | 176,800                | 0.03%                    |
| Dep Expense-Highways & Bridges                     | 25,013,602            | 22,541,478            | 18,681,575                     | 38,568,000             | 71.10%                   |
| Dep Expense-Toll Equipment                         | 2,698,611             | 2,485,026             | 2,215,300                      | 3,670,250              | 47.69%                   |
| Dep Expense - Signs                                | 325,893               | 326,893               | 271,578                        | 326,200                | -0.21%                   |
| Dep Expense-Land Improvemts                        | 884,934               | 884,934               | 737,445                        | 884,935                | 0.00%                    |
| Depreciation Expense-Computers                     | 18,034                | 20,317                | 8,480                          | 9,600                  | -52.75%                  |
| <b>Total Non Cash</b>                              | <b>30,703,331</b>     | <b>28,007,405</b>     | <b>23,326,144</b>              | <b>45,516,530</b>      | <b>62.52%</b>            |
| <b>Total Other Expenses</b>                        | <b>31,622,499</b>     | <b>31,892,810</b>     | <b>26,688,832</b>              | <b>50,416,530</b>      | <b>58.08%</b>            |
| <b>Non Operating Expenses</b>                      |                       |                       |                                |                        |                          |
| Bond issuance expense                              | 226,753               | 1,413,508             | 2,443,880                      | 250,000                | -82.31%                  |
| Loan Fee Expense                                   | -                     | -                     | 47,619                         | 75,000                 | 0.00%                    |
| <b>Total Non Operating Expense</b>                 | <b>226,753</b>        | <b>1,413,508</b>      | <b>4,491,498</b>               | <b>325,000</b>         | <b>-77.01%</b>           |
| <b>Total Expenses</b>                              | <b>33,616,609</b>     | <b>35,455,190</b>     | <b>32,646,998</b>              | <b>53,256,084</b>      | <b>50.21%</b>            |

## Debt

Summary of Expenses:

|                                               | FY 2018<br>Actuals   | FY 2019<br>Adopted Budget | FY 2020<br>Adopted Budget | Increase<br>(Decrease) |
|-----------------------------------------------|----------------------|---------------------------|---------------------------|------------------------|
| Salaries and Benefits                         | \$ -                 | \$ -                      | \$ -                      | 0.00%                  |
| Administrative Expenses                       | -                    | -                         | -                         | 0.00%                  |
| Operations and Maintenance                    | -                    | -                         | -                         | 0.00%                  |
| Depreciation, Amortization and Other Expenses | -                    | -                         | -                         | 0.00%                  |
| Interest and Other Non-Operating Expenses     | 33,824,939           | 40,371,558                | 43,741,254                | 8.35%                  |
| <b>Total Expenses</b>                         | <b>\$ 33,824,939</b> | <b>\$ 40,371,558</b>      | <b>\$ 43,741,254</b>      | <b>8.35%</b>           |





Debt

Central Texas Regional Mobility Authority  
Operating Budget - FY 2020  
Debt Service

| Account Name                  | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|-------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Non Operating Expenses</b> |                       |                       |                                |                        |                          |
| Interest Expense              | 33,824,939            | 40,371,558            | 28,454,987                     | 43,741,254             | 8.35%                    |
| Total Non Operating Expense   | 33,824,939            | 40,371,558            | 28,454,987                     | 43,741,254             | 8.35%                    |
| <b>Total Expenses</b>         | <b>33,824,939</b>     | <b>40,371,558</b>     | <b>28,454,987</b>              | <b>43,741,254</b>      | <b>8.35%</b>             |

## Operations

---

The Operations Department supports the Mobility Authority's regional mobility, economic vitality, sustainability and innovation strategic goals. The Operations Department is responsible for all aspects of revenue collection; toll system maintenance; traffic and incident management; and information technology. The CTRMA roadway toll system will significantly increase in size and complexity when SH 45 Southwest and 183 South are operational. These additions and the rapid changes in transportation technology require an evaluation of systems, performance metrics, and contract terms to ensure that CTRMA has a good foundation to support the future. Significant work effort will be involved in procuring services and developing systems to support the future. FY 2020 will be critically important to setting a solid foundation for the future. The department provides four core services. Each core service is described below:

- Information Technology: Ensure the integrity of the Mobility Authority's computers, storage, network and other physical devices, infrastructure and processes used to create, process, store, secure and exchange all forms of electronic data.
- Toll Collection & Violation Enforcement: Oversee the daily operation of collecting toll revenue and ensuring a quality experience for the Mobility Authority's customers. Monitor transaction reconciliation revenue metrics. Manage the contract that provides Pay-by-Mail processing, customer support and violation processing. Oversee the Mobility Authority's violation enforcement program and relationships with the various justice courts.
- Toll Systems: Oversee daily operation of the electronic toll collection systems operations. Monitor system performance and transaction reconciliation. Oversee system maintenance to ensure accuracy and dependability. Manage new toll collection system installation.
- Traffic & Incident Management: Coordinate the resources of partner agencies and private sector companies to detect, respond to, and clear traffic incidents as quickly as possible to reduce the impacts of incidents on safety and congestion, while protecting the safety of on-scene responders and the traveling public. This includes managing the third party Agreements that provide law enforcement services, courtesy patrol, traffic management and incident response for Mobility Authority facilities.

## Operations

---

### **Goals and Initiatives:**

- Revenue Collection. Explore opportunities for improving tag revenue collections.

*Strategic Goals: Deliver Responsible Mobility Solutions that Respect the Communities We Serve, Deliver on Commitments to our Customers and our Investors*

- Customer Service. Develop a world class customer service program that focuses on the entire customer experience (one call resolution and convenient, self-service options).

*Strategic Goals: Employ a Collaborative Approach to Implementing Mobility Solutions, Deliver Responsible Mobility Solutions that Respect the Communities We Serve, Deliver on Commitments to our Customers and our Investors*

- Mobility Technology. Install key intelligent transportation system (ITS) assets to assist customers in making informed decisions and inform future planning efforts.

*Strategic Goals: Deliver on Commitments to our Customers and our Investors, Explore Efforts that Extend Beyond Roadways, Explore Transformative Technology and Adopt Industry Best Practices*

- Toll Interoperability. Continue work on national interoperability to provide a seamless toll experience using one transponder when traveling on toll roads throughout United States. This involves continued work to implement interoperability in the central and southeastern United States (Oklahoma, Colorado, Florida, Georgia and the Carolinas). In addition, CTRMA will be involved in the start of a new effort to become interoperable with the northeastern United States. These efforts will increase the number of electronic toll tags accepted on CTRMA facilities, increasing the potential for out of state revenue collections.

*Strategic Goals: Employ a Collaborative Approach to Implementing Mobility Solutions, Deliver Responsible Mobility Solutions that Respect the Communities We Serve, Deliver on Commitments to our Customers and our Investors*

## Operations

---

- Roadway User Information and Technology Plan – Develop and implement a roadway technology map in coordination with Central Texas regional partners to improve reliability and safety for customers. The goal is to enhance and increase the accessibility of driver information using intelligent transportation and connected vehicle systems, development of a regional traffic management system, queue and incident detection, and wrong-way driving detection.

*Strategic Goals: Explore Transformative Technology and Adopt Industry Best Practices, Deliver Multi-Faceted Mobility Solutions*

- Toll System Assessment and Best Practices Review. – Perform an operations, system design, and contract provision review, and develop a plan as needed to enhance process procedures and performance requirements. This effort will investigate avenues to lower costs, increase reliability, and lower risk of lost transactions and foregone revenue.

*Strategic Goals: Deliver Responsible Mobility Solutions that Respect the Communities We Serve, Explore Transformative Technology and Adopt Industry Best Practices*

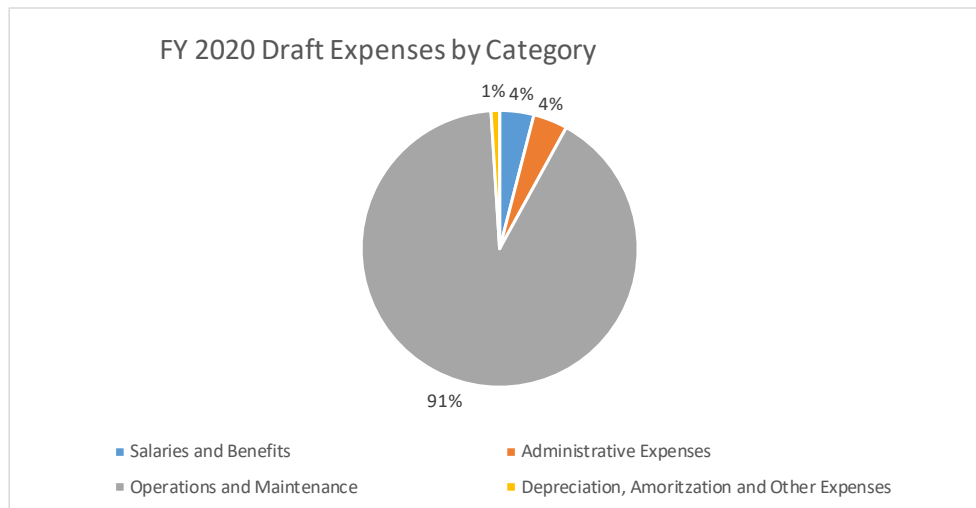
- Data. Consolidate data sources into one sharable platform to support internal staff, consultants, researches and external third parties.

*Strategic Goal: Explore Transformative Technology and Adopt Industry Best Practices*

## Operations

Summary of Expenses:

|                                               | FY 2018<br>Actuals   | FY 2019<br>Adopted Budget | FY 2020<br>Adopted Budget | Increase<br>(Decrease) |
|-----------------------------------------------|----------------------|---------------------------|---------------------------|------------------------|
| Salaries and Benefits                         | \$ 876,857           | \$ 945,955                | \$ 945,870                | -0.01%                 |
| Administrative Expenses                       | 450,189              | 584,420                   | 1,065,821                 | 82.37%                 |
| Operations and Maintenance                    | 16,228,443           | 20,571,498                | 22,161,549                | 7.73%                  |
| Depreciation, Amoritzation and Other Expenses | 576,280              | 298,000                   | 200,000                   | -32.89%                |
| Interest and Other Non-Operating Expenses     | -                    | -                         | -                         | 0.00%                  |
| <b>Total Expenses</b>                         | <b>\$ 18,131,769</b> | <b>\$ 22,399,873</b>      | <b>\$ 24,373,240</b>      | <b>8.81%</b>           |



## Operations

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Operations

| Account Name                                    | Actual<br>Amount<br>FY 2018 | Budget<br>Amount<br>FY 2019 | FY 2019<br>Actual as of<br>4/30/2019 | Adopted<br>Budget<br>FY 2020 | % Change<br>From<br>Prior Year |
|-------------------------------------------------|-----------------------------|-----------------------------|--------------------------------------|------------------------------|--------------------------------|
| <b>Salaries and Benefits</b>                    |                             |                             |                                      |                              |                                |
| <b>Salaries &amp; Wages</b>                     |                             |                             |                                      |                              |                                |
| Salary Expense-Regular                          | 640,336                     | 697,178                     | 570,579                              | 669,478                      | -3.97%                         |
| <b>Total Salaries</b>                           | <b>640,336</b>              | <b>697,178</b>              | <b>570,579</b>                       | <b>669,478</b>               | <b>-3.97%</b>                  |
| <b>Benefits</b>                                 |                             |                             |                                      |                              |                                |
| TCDRS                                           | 88,822                      | 97,605                      | 76,625                               | 93,727                       | -3.97%                         |
| FICA                                            | 36,613                      | 37,888                      | 30,794                               | 36,003                       | -4.97%                         |
| FICA MED                                        | 9,178                       | 10,109                      | 7,838                                | 9,707                        | -3.97%                         |
| Health Insurance Expense                        | 95,877                      | 94,017                      | 84,593                               | 128,868                      | 37.07%                         |
| Life Insurance Expense                          | 1,064                       | 903                         | 827                                  | 991                          | 9.70%                          |
| Other Benefits                                  | 4,830                       | 7,769                       | 8,037                                | 6,496                        | -16.38%                        |
| <b>Total Benefits</b>                           | <b>236,384</b>              | <b>248,291</b>              | <b>208,714</b>                       | <b>275,793</b>               | <b>11.08%</b>                  |
| <b>Payroll Taxes</b>                            |                             |                             |                                      |                              |                                |
| Unemployment Taxes                              | 136                         | 486                         | 1,134                                | 599                          | 23.15%                         |
| <b>Total Payroll Taxes</b>                      | <b>136</b>                  | <b>486</b>                  | <b>1,134</b>                         | <b>599</b>                   | <b>23.15%</b>                  |
| <b>Total Salaries and Benefits</b>              | <b>876,857</b>              | <b>945,955</b>              | <b>780,427</b>                       | <b>945,870</b>               | <b>-0.01%</b>                  |
| <b>Administrative</b>                           |                             |                             |                                      |                              |                                |
| <b>Administrative and Office Expenses</b>       |                             |                             |                                      |                              |                                |
| IT Services                                     | 139,944                     | 166,000                     | 95,453                               | 300,700                      | 81.14%                         |
| Internet                                        | 4,739                       | 4,250                       | 4,736                                | -                            | -100.00%                       |
| Software Licenses                               | 14,330                      | 50,000                      | 17,016                               | 100,000                      | 100.00%                        |
| Cell Phones                                     | 5,244                       | 3,000                       | 4,181                                | 4,056                        | 35.20%                         |
| Local Telephone Service                         | 12,414                      | 12,000                      | 7,506                                | 120,000                      | 900.00%                        |
| Overnight Delivery Services                     | 36                          | 50                          | -                                    | 100                          | 100.00%                        |
| Repair & Maintenance-General                    | 4,133                       | 6,000                       | -                                    | 3,000                        | -50.00%                        |
| Community Meeting/ Events                       | -                           | 10,000                      | -                                    | 5,000                        | -50.00%                        |
| Meeting Expense                                 | 964                         | 3,500                       | 1,000                                | 2,000                        | -42.86%                        |
| Toll Tag Expense                                | 2,970                       | 3,000                       | 1,947                                | 1,000                        | -66.67%                        |
| Parking / Local Ride Share                      | -                           | 50                          | 70                                   | 500                          | 900.00%                        |
| Mileage Reimbursement                           | 3,985                       | 4,000                       | 1,785                                | 3,000                        | -25.00%                        |
| Insurance Expense                               | -                           | -                           | 300                                  | -                            | 0.00%                          |
| <b>Total Administrative and Office Expenses</b> | <b>188,756</b>              | <b>261,850</b>              | <b>133,994</b>                       | <b>539,356</b>               | <b>105.98%</b>                 |
| <b>Office Supplies</b>                          |                             |                             |                                      |                              |                                |
| Books & Publications                            | -                           | -                           | -                                    | 250                          | 0.00%                          |
| Office Supplies                                 | 1,392                       | 1,800                       | 387                                  | 1,000                        | -44.44%                        |
| Misc Office Equipment                           | -                           | -                           | 303                                  | 5,000                        | 0.00%                          |
| Computer Supplies                               | 11,980                      | 151,800                     | 38,632                               | 168,500                      | 11.00%                         |
| Copy Supplies                                   | 48                          | -                           | -                                    | -                            | 0.00%                          |
| Office Supplies-Printed                         | 308                         | -                           | -                                    | -                            | 0.00%                          |
| Misc Materials & Supplies                       | -                           | 500                         | -                                    | 500                          | 0.00%                          |
| Postage Expense                                 | 5                           | 50                          | -                                    | 100                          | 100.00%                        |
| <b>Total Office Supplies</b>                    | <b>13,733</b>               | <b>154,150</b>              | <b>39,322</b>                        | <b>175,350</b>               | <b>13.75%</b>                  |

## Operations

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Operations

| Account Name                                       | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|----------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Communications and Public Relations</b>         |                       |                       |                                |                        |                          |
| Graphic Design Services                            | -                     | 20,000                | 11,007                         | 15,000                 | -25.00%                  |
| Website Maintenance                                | 101,640               | 100,000               | 22,414                         | 90,000                 | -10.00%                  |
| Research Services                                  | 112,714               | -                     | (56,385)                       | 100,000                | 0.00%                    |
| Communications and Marketing                       | -                     | -                     | -                              | 500                    | 0.00%                    |
| Advertising Expense                                | -                     | -                     | 380                            | 5,000                  | 0.00%                    |
| Direct Mail                                        | -                     | 15,000                | 31,663                         | 10,000                 | -33.33%                  |
| Video Production                                   | 8,820                 | 8,820                 | 8,820                          | -                      | -100.00%                 |
| Other Public Relations                             | -                     | -                     | -                              | 25,000                 | 0.00%                    |
| Promotional Items                                  | 163                   | -                     | -                              | -                      | 0.00%                    |
| Direct Mail Printing                               | -                     | -                     | 4,261                          | 30,000                 | 0.00%                    |
| Other Communication Expenses                       | 746                   | -                     | 464                            | 18,000                 | 0.00%                    |
| <b>Total Communications and Public Relations</b>   | <b>224,083</b>        | <b>143,820</b>        | <b>22,623</b>                  | <b>293,500</b>         | <b>104.07%</b>           |
| <b>Employee Development</b>                        |                       |                       |                                |                        |                          |
| Subscriptions                                      | 60                    | 100                   | -                              | 200                    | 100.00%                  |
| Agency Memberships                                 | 2,785                 | 3,500                 | 2,681                          | 9,000                  | 157.14%                  |
| Continuing Education                               | -                     | 1,000                 | -                              | 2,500                  | 150.00%                  |
| Professional Development                           | 3,434                 | 6,000                 | 826                            | 12,000                 | 100.00%                  |
| Other Licenses                                     | -                     | -                     | -                              | 250                    | 0.00%                    |
| Seminars and Conferences                           | 6,145                 | 6,000                 | 3,980                          | 9,355                  | 55.92%                   |
| Travel                                             | 11,194                | 8,000                 | 8,344                          | 24,310                 | 203.88%                  |
| <b>Total Employee Development</b>                  | <b>23,617</b>         | <b>24,600</b>         | <b>15,831</b>                  | <b>57,615</b>          | <b>134.21%</b>           |
| <b>Total Administrative</b>                        | <b>450,189</b>        | <b>584,420</b>        | <b>211,771</b>                 | <b>1,065,821</b>       | <b>82.37%</b>            |
| <b>Operations and Maintenance</b>                  |                       |                       |                                |                        |                          |
| <b>Operations and Maintenance Consulting</b>       |                       |                       |                                |                        |                          |
| <b>GEC-Toll Ops Support</b>                        |                       |                       |                                |                        |                          |
| GEC 3.1 Operations Center Support                  | 3,109                 | 50,000                | 13,721                         | -                      | -100.00%                 |
| GEC 3.2 Toll Operations Support                    | -                     | 199,786               | 109,912                        | 1,498,222              | 649.91%                  |
| <b>GEC-Roadway Ops Support</b>                     |                       |                       |                                |                        |                          |
| GEC 4.3 Maintenance Contract Support/Oversight     | 163,400               | 314,489               | 131,200                        | -                      | -100.00%                 |
| GEC 4.4 Data Gathering and Analysis                | -                     | 23,489                | 9,044                          | -                      | -100.00%                 |
| GEC 4.6 Best Business Practices/Policies Support   | -                     | 150,000               | -                              | 150,000                | 0.00%                    |
| <b>GEC-Public Information Support</b>              |                       |                       |                                |                        |                          |
| GEC 6.3 CTRMA Meeting Support                      | 1,810                 | -                     | -                              | -                      | 0.00%                    |
| <b>GEC-General Support</b>                         |                       |                       |                                |                        |                          |
| GEC 7.1 Program Management                         | -                     | -                     | 3,940                          | -                      | 0.00%                    |
| GEC 7.2 Technical Resource Support                 | 142                   | 35,568                | 7,897                          | 250,000                | 602.88%                  |
| GEC 7.3 Study and Report Review                    | 3,545                 | -                     | 12,241                         | -                      | 0.00%                    |
| GEC 7.5 Other Initiatives - Non Project            | 53,634                | 10,000                | -                              | 225,000                | 2150.00%                 |
| General System Consultant                          | 335,063               | 500,000               | 341,831                        | 1,318,626              | 163.73%                  |
| Traffic Modeling                                   | 85,517                | -                     | 17,579                         | -                      | 0.00%                    |
| Traffic and Revenue Consultant                     | 41,829                | -                     | 1,202                          | -                      | 0.00%                    |
| <b>Total Operations and Maintenance Consulting</b> | <b>688,049</b>        | <b>1,283,332</b>      | <b>648,567</b>                 | <b>3,441,848</b>       | <b>168.20%</b>           |

## Operations

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Operations

| Account Name                                    | Actual<br>Amount<br>FY 2018 | Budget<br>Amount<br>FY 2019 | FY 2019<br>Actual as of<br>4/30/2019 | Adopted<br>Budget<br>FY 2020 | % Change<br>From<br>Prior Year |
|-------------------------------------------------|-----------------------------|-----------------------------|--------------------------------------|------------------------------|--------------------------------|
| <b>Road Operations and Maintenance</b>          |                             |                             |                                      |                              |                                |
| Roadway Maintenance                             | 3,053,020                   | 4,507,900                   | 2,289,503                            | -                            | -100.00%                       |
| Landscape Maintenance                           | 129                         | -                           | -                                    | -                            | 0.00%                          |
| Signal & Illumination Maint                     | 12,554                      | -                           | -                                    | -                            | 0.00%                          |
| Maintenance Supplies-Roadway                    | 91,020                      | 117,800                     | 17,476                               | -                            | -100.00%                       |
| Tools & Equipment Expense                       | 346                         | 1,000                       | 442                                  | -                            | -100.00%                       |
| Gasoline                                        | 9,739                       | 13,000                      | 7,268                                | -                            | -100.00%                       |
| Repair & Maintenance-Vehicles                   | 2,470                       | 3,000                       | 2,475                                | -                            | -100.00%                       |
| Roadway Operations                              | 10,894                      | -                           | -                                    | -                            | 0.00%                          |
| Electricity - Roadways                          | 148,442                     | 200,000                     | 124,623                              | -                            | -100.00%                       |
| <b>Total Road Operations and Maintenance</b>    | <b>3,328,613</b>            | <b>4,842,700</b>            | <b>2,441,787</b>                     | <b>-</b>                     | <b>-100.00%</b>                |
| <b>Toll Processing and Collection Expense</b>   |                             |                             |                                      |                              |                                |
| Image Processing                                | 1,971,292                   | 3,200,000                   | 1,165,220                            | 3,392,460                    | 6.01%                          |
| Tag Collection Fees                             | 7,544,838                   | 6,633,000                   | 4,355,015                            | 7,283,817                    | 9.81%                          |
| Court Enforcement Costs                         | 31,875                      | 49,080                      | 7,875                                | 50,000                       | 1.87%                          |
| DMV Lookup Fees                                 | 435                         | 500                         | 772                                  | 1,000                        | 100.00%                        |
| <b>Total Toll Processing and Collections</b>    | <b>9,548,440</b>            | <b>9,882,580</b>            | <b>5,528,882</b>                     | <b>10,727,277</b>            | <b>8.55%</b>                   |
| <b>Toll Operations Expense</b>                  |                             |                             |                                      |                              |                                |
| Generator Fuel                                  | 382                         | 2,000                       | 1,228                                | -                            | -100.00%                       |
| Fire and Burglar Alarm                          | 247                         | 500                         | 370                                  | 600                          | 20.00%                         |
| Refuse                                          | 1,015                       | 1,000                       | 1,047                                | -                            | -100.00%                       |
| Telecommunications                              | 71,410                      | 120,000                     | 45,271                               | -                            | -100.00%                       |
| Water - Irrigation                              | 4,777                       | 10,000                      | 3,024                                | -                            | -100.00%                       |
| ETC spare parts expense                         | -                           | 50,000                      | 5,573                                | 25,000                       | -50.00%                        |
| Repair & Maintenance Toll Equip                 | -                           | 5,000                       | -                                    | 150,000                      | 2900.00%                       |
| Law Enforcement                                 | 331,993                     | 290,000                     | 182,675                              | 275,000                      | -5.17%                         |
| ETC Maintenance Contract                        | 2,162,183                   | 1,988,386                   | 1,493,468                            | 4,524,236                    | 127.53%                        |
| ETC Toll Management Center System Operation     | 1,364                       | 360,000                     | -                                    | 402,588                      | 11.83%                         |
| ETC Development                                 | 89,970                      | 1,636,000                   | 560,184                              | 2,362,000                    | 44.38%                         |
| ETC Testing                                     | -                           | 100,000                     | 52,536                               | 253,000                      | 153.00%                        |
| <b>Total Toll Operations</b>                    | <b>2,663,341</b>            | <b>4,562,886</b>            | <b>2,345,377</b>                     | <b>7,992,424</b>             | <b>75.16%</b>                  |
| <b>Total Operations and Maintenance</b>         | <b>16,228,443</b>           | <b>20,571,498</b>           | <b>10,964,612</b>                    | <b>22,161,549</b>            | <b>7.73%</b>                   |
| <b>Other Expenses</b>                           |                             |                             |                                      |                              |                                |
| <b>Special Projects and Contingencies</b>       |                             |                             |                                      |                              |                                |
| HERO                                            | 576,280                     | 148,000                     | 110,872                              | 150,000                      | 1.35%                          |
| Special Projects                                | -                           | 150,000                     | 11,322                               | 50,000                       | -66.67%                        |
| <b>Total Special Projects and Contingencies</b> | <b>576,280</b>              | <b>298,000</b>              | <b>122,194</b>                       | <b>200,000</b>               | <b>-32.89%</b>                 |
| <b>Total Other Expenses</b>                     | <b>576,280</b>              | <b>298,000</b>              | <b>122,194</b>                       | <b>200,000</b>               | <b>-32.89%</b>                 |
| <b>Total Expenses</b>                           | <b>18,131,769</b>           | <b>22,399,873</b>           | <b>12,079,004</b>                    | <b>24,373,240</b>            | <b>8.81%</b>                   |



## Communications

---

The primary role of the Communications Department is the development and facilitation of programs that advance the mission of the agency through strategic interaction with customers, stakeholders, public officials, and the media. These efforts are classified into four general areas of specialization that include public relations and communication, community development and outreach, government relations, and marketing.

### ***Major Business Functions:***

Public Relations and Communications: The business function of public relations involves the strategic communications process that builds mutually beneficial relationships between the Mobility Authority and its constituents. Constituents include customers, strategic partners, governmental organizations, community and civic groups, citizens as well as the general public. Activities include key message development, media relations, development of communication tools such as publications, presentations, collateral material, videos, websites, and social media to inform and educate customers and stakeholders about the transportation issues in the region and the work of the Mobility Authority to help relieve those.

Community Development and Outreach/Government Relations: Provide public outreach direction and support using the “Bleiker” approach on all Mobility Authority projects under development and in operation, represent the agency’s interests in these projects and maintain working relationships with all stakeholders including government entities, neighborhoods, community organizations and the general public. Bleiker is a systematic approach to develop informed consent and manage diverse interests through the community outreach process with constituents and key stakeholders, in order to achieve project goals.

Marketing: Activities in the marketing area revolve primarily around the strategic communication of the Mobility Authority and its facilities including 183A Toll, 290 Toll, 71 Toll and the MoPac Express Lane. Activities include the education of the public on the enhanced Pay-By-Mail process as well as the benefits and cost savings of electronic tags. In addition, efforts also include the communications support of ongoing projects and activities such as Environmental Studies and projects under construction.

## Communications

---

### *Goals and Initiatives:*

- Coordinate communications and comprehensive, effective public outreach for the development phase for 183A Phase III, 183 North and potentially MoPac South.

### *Strategic Initiatives: Communities, Best Practices, Regional Approach*

- Remain a valuable resource on regional mobility issues and a steadfast advocate for short- and long-term transportation solutions. Our communication strategy will provide a mechanism for keeping Central Texans informed of the latest in transportation technology and solutions that will help relieve congestion and improve quality of life.

### *Strategic Initiatives: Innovation, Regional Approach, Beyond Roads*

- Continue to implement programs designed to maintain positive relationship with community leaders, drivers, and neighbors regarding construction activities for the 183 South, 45 SW and 290/130 Projects. Implement community and elected official updates on the success and overall performance of the MoPac North Express Lane.

### *Strategic Initiatives: Community, Transparency, Best Practices*

- Continue community outreach program for construction projects such as the 45SW, 183 South and 290/130 projects. The outreach program includes activities designed to establish positive relationships with community leaders, drivers and nearby stakeholders/residents. Our outreach strategy will result in faster, more robust responses to community/key stakeholder requests/inquiries and ensure that we keep the public informed.

### *Strategic Initiatives: Community, Transparency, Best Practices*

- Identify opportunities to enhance awareness of the Mobility Authority and our commitment to safety on existing roadways (signage, television and radio messaging, customer appreciation activities, etc.).

### *Strategic Initiatives: Best Practices, Innovation, Beyond Roads*

## Communications

---

- Enhance Board communications per annual workshop feedback. Maintain meeting materials and presentations to assure Board Members are fully prepped for each meeting.

### *Strategic Initiatives: Transparency, Best Practices*

- Continue multi-media (videos, podcasts, radio, Statesman, Community Impact, outdoor, editorial, social media) quality of life campaign to position CTRMA as thought leaders in innovative transportation solutions, help educate the Central Texas community of who CTRMA is and how we plan to help relieve congestion in the region and improve overall quality of life for Central Texans.

### *Strategic Initiatives: Innovation, Community, Regional Approach*

- Actively participate in the development of a true region-wide Commute Solutions program (initiated by the re-launch of the website).

### *Strategic Initiatives: Regional Approach, Beyond Roads, Sustainability, Innovation, Community*

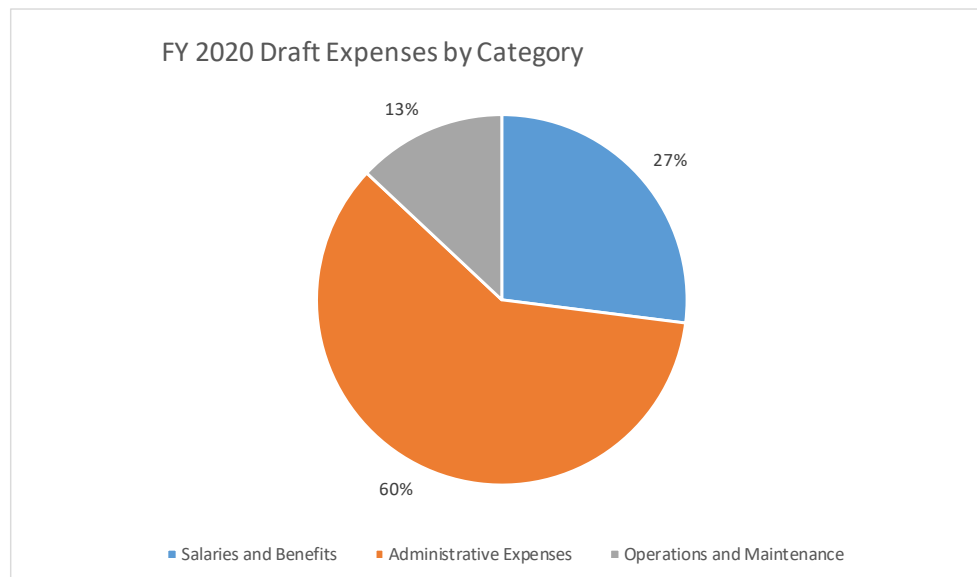
- Continue and expand the thought leadership effort that provides numerous media and speaking opportunities, both for executive staff and Board members, that help highlight CTRMA as a transportation/ mobility thought leader.
- Monitor and develop tools to increase electronic tag penetration and prepaid toll account on facilities.

### *Strategic Initiatives: Best Practices, Innovation, Beyond Roads*

## Communications

Summary of Expenses:

|                                               | FY 2018<br>Actuals  | FY 2019<br>Adopted Budget | FY 2020<br>Adopted Budget | Increase<br>(Decrease) |
|-----------------------------------------------|---------------------|---------------------------|---------------------------|------------------------|
| Salaries and Benefits                         | \$ 773,417          | \$ 765,061                | \$ 674,959                | -11.78%                |
| Administrative Expenses                       | 894,631             | 2,294,600                 | 1,529,554                 | -33.34%                |
| Operations and Maintenance                    | 39,520              | 4,700                     | 325,000                   | 0.00%                  |
| Depreciation, Amortization and Other Expenses | 3,693               | -                         | -                         | 0.00%                  |
| Interest and Other Non-Operating Expenses     | 1,000               | -                         | -                         | 0.00%                  |
| <b>Total Expenses</b>                         | <b>\$ 1,712,261</b> | <b>\$ 3,064,361</b>       | <b>\$ 2,529,513</b>       | <b>-17.45%</b>         |



## Communications

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Communications

| Account Name                                    | Actual Amount<br>FY 2018 | Budget Amount<br>FY 2019 | FY 2019<br>Actual as of<br>4/30/2019 | Adopted<br>Budget<br>FY 2020 | % Change<br>From<br>Prior Year |
|-------------------------------------------------|--------------------------|--------------------------|--------------------------------------|------------------------------|--------------------------------|
| <b>Salaries and Benefits</b>                    |                          |                          |                                      |                              |                                |
| <b>Salaries &amp; Wages</b>                     |                          |                          |                                      |                              |                                |
| Salary Expense-Regular                          | 569,940                  | 570,647                  | 460,165                              | 493,426                      | -13.53%                        |
| <b>Total Salaries</b>                           | <b>569,940</b>           | <b>570,647</b>           | <b>460,165</b>                       | <b>493,426</b>               | <b>-13.53%</b>                 |
| <b>Benefits</b>                                 |                          |                          |                                      |                              |                                |
| TCDRS                                           | 79,791                   | 79,891                   | 62,901                               | 69,080                       | -13.53%                        |
| FICA                                            | 29,521                   | 27,982                   | 21,788                               | 25,107                       | -10.28%                        |
| FICA MED                                        | 8,170                    | 8,274                    | 6,442                                | 7,155                        | -13.53%                        |
| Health Insurance Expense                        | 73,606                   | 72,037                   | 66,690                               | 75,137                       | 4.30%                          |
| Life Insurance Expense                          | 679                      | 967                      | 508                                  | 599                          | -38.08%                        |
| Other Benefits                                  | 11,674                   | 4,615                    | 7,047                                | 4,114                        | -10.86%                        |
| <b>Total Benefits</b>                           | <b>203,440</b>           | <b>193,766</b>           | <b>165,377</b>                       | <b>181,191</b>               | <b>-6.49%</b>                  |
| <b>Payroll Taxes</b>                            |                          |                          |                                      |                              |                                |
| Unemployment Taxes                              | 36                       | 648                      | 648                                  | 342                          | -47.22%                        |
| <b>Total Payroll Taxes</b>                      | <b>36</b>                | <b>648</b>               | <b>648</b>                           | <b>342</b>                   | <b>-47.22%</b>                 |
| <b>Total Salaries and Benefits</b>              | <b>773,417</b>           | <b>765,061</b>           | <b>626,189</b>                       | <b>674,959</b>               | <b>-11.78%</b>                 |
| <b>Administrative</b>                           |                          |                          |                                      |                              |                                |
| <b>Administrative and Office Expenses</b>       |                          |                          |                                      |                              |                                |
| Internet                                        | -                        | -                        | 106                                  | 150                          | 0.00%                          |
| Software Licenses                               | -                        | -                        | -                                    | 100                          | 0.00%                          |
| Cell Phones                                     | 2,856                    | 2,400                    | 2,092                                | 2,400                        | 0.00%                          |
| Local Delivery Services                         | 6                        | 500                      | -                                    | 500                          | 0.00%                          |
| Community Meeting/ Events                       | -                        | -                        | -                                    | 2,000                        | 0.00%                          |
| Meeting Expense                                 | 1,171                    | 2,000                    | 2,159                                | 3,000                        | 50.00%                         |
| Parking / Local Ride Share                      | 115                      | 500                      | 305                                  | 500                          | 0.00%                          |
| Mileage Reimbursement                           | 14                       | 1,000                    | 43                                   | 500                          | -50.00%                        |
| <b>Total Administrative and Office Expenses</b> | <b>4,163</b>             | <b>6,400</b>             | <b>4,704</b>                         | <b>9,150</b>                 | <b>42.97%</b>                  |
| <b>Office Supplies</b>                          |                          |                          |                                      |                              |                                |
| Books & Publications                            | -                        | -                        | -                                    | -                            | -                              |
| Office Supplies                                 | 1,049                    | 1,200                    | 2,050                                | 3,000                        | 150.00%                        |
| Computer Supplies                               | -                        | -                        | 83                                   | 100                          | 0.00%                          |
| Other Reports-Printing                          | -                        | 8,000                    | 3,627                                | 8,000                        | 0.00%                          |
| Office Supplies-Printed                         | 48                       | 100                      | 1,076                                | 500                          | 400.00%                        |
| Postage Expense                                 | 25                       | 100                      | -                                    | 100                          | 0.00%                          |
| <b>Total Office Supplies</b>                    | <b>1,122</b>             | <b>9,400</b>             | <b>6,835</b>                         | <b>11,700</b>                | <b>24.47%</b>                  |

## Communications

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Communications

| Account Name                                       | Actual Amount<br>FY 2018 | Budget Amount<br>FY 2019 | FY 2019<br>Actual as of<br>4/30/2019 | Adopted<br>Budget<br>FY 2020 | % Change<br>From<br>Prior Year |
|----------------------------------------------------|--------------------------|--------------------------|--------------------------------------|------------------------------|--------------------------------|
| <b>Communications and Public Relations</b>         |                          |                          |                                      |                              |                                |
| Graphic Design Services                            | 19,804                   | 35,000                   | 36,958                               | 45,000                       | 28.57%                         |
| Website Maintenance                                | 300                      | 300                      | -                                    | -                            | -100.00%                       |
| Research Services                                  | 66,875                   | 100,000                  | -                                    | -                            | -100.00%                       |
| Communications and Marketing                       | 188,040                  | 800,000                  | 343,155                              | 300,000                      | -62.50%                        |
| Advertising Expense                                | 482,898                  | 820,000                  | 612,487                              | 750,000                      | -8.54%                         |
| Direct Mail                                        | 726                      | 800                      | -                                    | -                            | -100.00%                       |
| Video Production                                   | 93                       | 250,000                  | 84,078                               | 150,000                      | -40.00%                        |
| Photography                                        | 5,857                    | 10,000                   | 3,343                                | 10,000                       | 0.00%                          |
| Radio                                              | 13,244                   | 75,000                   | 77,896                               | 50,000                       | -33.33%                        |
| Other Public Relations                             | 38,448                   | 60,000                   | 73,693                               | 115,000                      | 91.67%                         |
| Promotional Items                                  | -                        | 20,000                   | 6,300                                | 20,000                       | 0.00%                          |
| Displays                                           | 2,124                    | 5,000                    | -                                    | -                            | -100.00%                       |
| Annual Report printing                             | -                        | 5,000                    | 3,712                                | 6,500                        | 30.00%                         |
| Direct Mail Printing                               | -                        | 5,000                    | -                                    | -                            | -100.00%                       |
| Other Communication Expenses                       | 53,160                   | 70,000                   | 9,680                                | 38,204                       | -45.42%                        |
| <b>Total Communications and Public Relations</b>   | <b>871,568</b>           | <b>2,256,100</b>         | <b>1,251,303</b>                     | <b>1,484,704</b>             | <b>-34.19%</b>                 |
| <b>Employee Development</b>                        |                          |                          |                                      |                              |                                |
| Subscriptions                                      | 466                      | 700                      | 160                                  | -                            | -100.00%                       |
| Agency Memberships                                 | 150                      | 1,000                    | -                                    | 1,000                        | 0.00%                          |
| Professional Development                           | 4,000                    | 4,000                    | 3,195                                | 5,000                        | 25.00%                         |
| Seminars and Conferences                           | 2,693                    | 7,500                    | 4,054                                | 7,500                        | 0.00%                          |
| Travel                                             | 10,470                   | 9,500                    | 10,752                               | 10,500                       | 10.53%                         |
| <b>Total Employee Development</b>                  | <b>17,778</b>            | <b>22,700</b>            | <b>18,161</b>                        | <b>24,000</b>                | <b>5.73%</b>                   |
| <b>Total Administrative</b>                        | <b>894,631</b>           | <b>2,294,600</b>         | <b>1,281,003</b>                     | <b>1,529,554</b>             | <b>-33.34%</b>                 |
| <b>Operations and Maintenance</b>                  |                          |                          |                                      |                              |                                |
| <b>Operations and Maintenance Consulting</b>       |                          |                          |                                      |                              |                                |
| GEC 6.1 Outreach - Non Project                     | 36,000                   | -                        | -                                    | -                            | 0.00%                          |
| GEC 6.2 Public Information - Non Project           | -                        | -                        | -                                    | 325,000                      | 0.00%                          |
| <b>Total Operations and Maintenance Consulting</b> | <b>36,000</b>            | <b>-</b>                 | <b>-</b>                             | <b>325,000</b>               | <b>0.00%</b>                   |
| <b>Road Operations and Maintenance</b>             |                          |                          |                                      |                              |                                |
| Maintenance Supplies-Roadway                       | -                        | -                        | 1,500                                | -                            | 0.00%                          |
| Gasoline                                           | 2,212                    | 2,700                    | 1,932                                | -                            | -100.00%                       |
| Repair & Maintenance-Vehicles                      | 1,308                    | 2,000                    | 324                                  | -                            | -100.00%                       |
| <b>Total Road Operations and Maintenance</b>       | <b>3,520</b>             | <b>4,700</b>             | <b>3,756</b>                         | <b>-</b>                     | <b>-100.00%</b>                |
| <b>Total Operations and Maintenance</b>            | <b>39,520</b>            | <b>4,700</b>             | <b>3,756</b>                         | <b>325,000</b>               | <b>6814.89%</b>                |
| <b>Other Expenses</b>                              |                          |                          |                                      |                              |                                |
| <b>Special Projects and Contingencies</b>          |                          |                          |                                      |                              |                                |
| Other Contractual Svcs                             | 3,000                    | -                        | -                                    | -                            | 0.00%                          |
| Contingency                                        | 693                      | -                        | -                                    | -                            | 0.00%                          |
| <b>Total Special Projects and Contingencies</b>    | <b>3,693</b>             | <b>-</b>                 | <b>-</b>                             | <b>-</b>                     | <b>0.00%</b>                   |
| <b>Total Other Expenses</b>                        | <b>3,693</b>             | <b>-</b>                 | <b>-</b>                             | <b>-</b>                     | <b>0.00%</b>                   |
| <b>Non Operating Expenses</b>                      |                          |                          |                                      |                              |                                |
| Community Initiatives                              | 1,000                    | -                        | -                                    | -                            | 0.00%                          |
| <b>Total Non Operating Expense</b>                 | <b>1,000</b>             | <b>-</b>                 | <b>-</b>                             | <b>-</b>                     | <b>0.00%</b>                   |
| <b>Total Expenses</b>                              | <b>1,712,261</b>         | <b>3,064,361</b>         | <b>1,910,948</b>                     | <b>2,529,513</b>             | <b>-17.45%</b>                 |

## Legal Services

---

The Legal Department exists to provide trusted legal advice and counsel to support and advance the mission of the Mobility Authority and provide support to Mobility Authority Staff to achieve the goals set forth in the 2018 Strategic Plan. The General Counsel and Legal Assistant work with the Board of Directors, the Executive Director, staff, and consultants to anticipate, identify, consider, and respond to legal issues. The Legal Department provides information, advice, and guidance on compliance with applicable laws and represents the Authority's interests in its relationships with customers, other agencies, consultants, vendors, and the public. The Legal Department coordinates and collaborates with outside counsel to provide resources and expertise to support the Mobility Authority's projects, programs, and operations.

### ***Major Business Functions:***

- Identify, research, and advise the Board, Executive Director, and staff on legal issues that arise in connection with Mobility Authority operations and functions.
- Ensure that the Board and management receive timely, sound legal advice concerning compliance with laws and regulations.
- Coordinate, review, and prepare the agenda and Board Resolutions.
- Draft, review, and provide advice regarding documents that implement Mobility Authority programs and operations, including:
  - Resolutions and policy code provisions enacted by the Board;
  - Procurement documents such as bid solicitations, requests for information, requests for qualifications, requests for proposals, and other related documents;
  - Contracts with vendors and interlocal agreements other government agencies;
  - Documents required by open government and ethics laws, including responses to requests for public information and disclosures of conflicts of interest and personal financial information.
- Advise on the implementation, construction, and application of existing agreements and legal issues that may arise under those agreements.
- Collaborate with Mobility Authority staff and court officials in Williamson and Travis Counties to continuously improve toll collection and enforcement practices and strategies.
- Manage Mobility Authority responses to records requests to ensure compliance with legal requirements and best practices.
- Manage the appropriate, efficient use of resources and expertise for legal services provided by outside counsel.

## Legal Services

---

### *Goals and Initiatives:*

- Support the Executive Director, intergovernmental relations team, and Mobility Authority staff in identifying legislative priorities, preparing educational materials, and responding to questions and issues raised by elected officials that could affect the Mobility Authority.
- Assist with implementing new policies and procedures resulting from laws passed during the 86<sup>th</sup> Texas Legislature.
- Provide legal oversight and advice for development of the Mobility Authority projects and manage any related litigation.
- Assist with the administration of Mobility Authority projects including negotiations with third parties, claims resolution and various real estate issues.
- Provide legal support and strategic advice regarding right-of-way acquisition for Mobility Authority projects. Provide support and focused strategies to improve toll collections by implementing creative enforcement strategies and methods authorized by state law, including the new Mobility Authority's new habitual violator program.
- Work with staff to ensure compliance with Mobility Authority procurement and record retention policies.
- Facilitate responses to Open Records Requests and oversee compliance with the Texas Public Information Act.
- Continue to manage and provide legal support for Mobility Authority governance, projects, and operations.

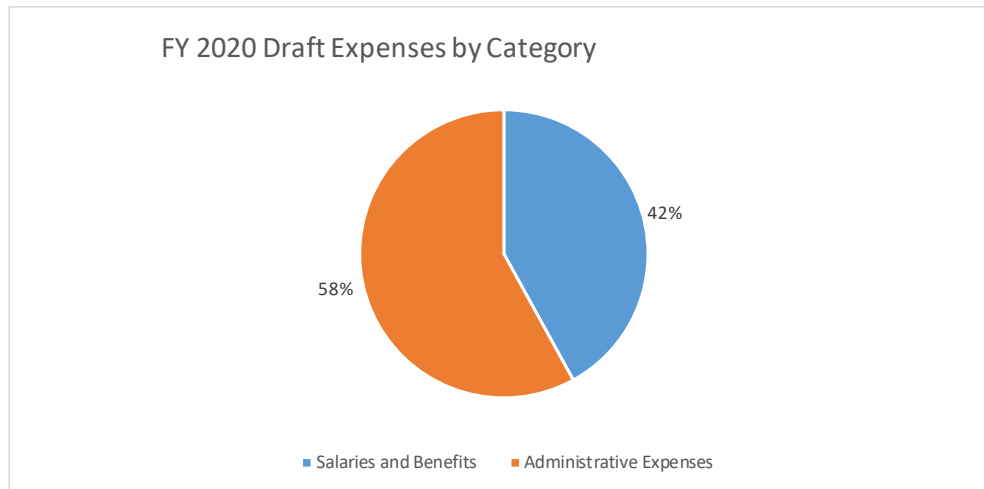
*Strategic Goals: Employ a Collaborative Approach to Implementing Mobility Solutions, Deliver Responsible Mobility Solutions that Respect the Communities We Serve, Deliver on Commitments to our Customers and our Investors*



## Legal Services

Summary of Expenses:

|                                               | FY 2018<br>Actuals | FY 2019<br>Adopted Budget | FY 2020<br>Adopted Budget | Increase<br>(Decrease) |
|-----------------------------------------------|--------------------|---------------------------|---------------------------|------------------------|
| Salaries and Benefits                         | \$ 390,635         | \$ 674,498                | \$ 390,444                | -42.11%                |
| Administrative Expenses                       | 351,980            | 444,200                   | 537,550                   | 21.02%                 |
| Operations and Maintenance                    | 11,747             | -                         | -                         | 0.00%                  |
| Depreciation, Amortization and Other Expenses | -                  | -                         | -                         | 0.00%                  |
| Interest and Other Non-Operating Expenses     | -                  | -                         | -                         | 0.00%                  |
| <b>Total Expenses</b>                         | <b>\$ 754,362</b>  | <b>\$ 1,118,698</b>       | <b>\$ 927,994</b>         | <b>-17.05%</b>         |



## Legal Services

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Legal

| Account Name                                    | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|-------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Salaries and Benefits</b>                    |                       |                       |                                |                        |                          |
| <b>Salaries &amp; Wages</b>                     |                       |                       |                                |                        |                          |
| Salary Expense-Regular                          | 305,962               | 525,415               | 270,777                        | 309,692                | -41.06%                  |
| <b>Total Salaries</b>                           | <b>305,962</b>        | <b>525,415</b>        | <b>270,777</b>                 | <b>309,692</b>         | <b>-41.06%</b>           |
| <b>Benefits</b>                                 |                       |                       |                                |                        |                          |
| TCDRS                                           | 42,834                | 73,558                | 33,816                         | 43,357                 | -41.06%                  |
| FICA                                            | 12,630                | 24,138                | 7,935                          | 11,497                 | -52.37%                  |
| FICA MED                                        | 4,420                 | 8,611                 | 3,477                          | 4,871                  | -43.44%                  |
| Health Insurance Expense                        | 17,017                | 37,246                | 14,331                         | 18,446                 | -50.47%                  |
| Life Insurance Expense                          | 361                   | 1,283                 | 241                            | 309                    | -75.93%                  |
| Other Benefits                                  | 7,393                 | 3,599                 | 19,596                         | 2,102                  | -41.61%                  |
| <b>Total Benefits</b>                           | <b>84,655</b>         | <b>148,435</b>        | <b>79,396</b>                  | <b>80,581</b>          | <b>-45.71%</b>           |
| <b>Payroll Taxes</b>                            |                       |                       |                                |                        |                          |
| Unemployment Taxes                              | 18                    | 648                   | 324                            | 171                    | -73.61%                  |
| <b>Total Payroll Taxes</b>                      | <b>18</b>             | <b>648</b>            | <b>324</b>                     | <b>171</b>             | <b>-73.61%</b>           |
| <b>Total Salaries and Benefits</b>              | <b>390,635</b>        | <b>674,498</b>        | <b>350,497</b>                 | <b>390,444</b>         | <b>-42.11%</b>           |
| <b>Administrative</b>                           |                       |                       |                                |                        |                          |
| <b>Administrative and Office Expenses</b>       |                       |                       |                                |                        |                          |
| IT Services                                     | 7,035                 | -                     | 5,478                          | 7,000                  | 0.00%                    |
| Internet                                        | 128                   | 300                   | 109                            | 300                    | 0.00%                    |
| Software Licenses                               | -                     | 700                   | 500                            | 1,500                  | 114.29%                  |
| Cell Phones                                     | 1,200                 | 2,400                 | 950                            | 1,200                  | -50.00%                  |
| Overnight Delivery Services                     | 8                     | 100                   | -                              | 100                    | 0.00%                    |
| Local Delivery Services                         | -                     | 100                   | -                              | 100                    | 0.00%                    |
| Meeting Expense                                 | 20                    | 2,000                 | -                              | 1,000                  | -50.00%                  |
| Public Notices                                  | 25                    | 100                   | -                              | 100                    | 0.00%                    |
| Toll Tag Expense                                | -                     | 100                   | -                              | 100                    | 0.00%                    |
| Parking / Local Ride Share                      | 10                    | 100                   | 7                              | 100                    | 0.00%                    |
| Mileage Reimbursement                           | 64                    | 200                   | 19                             | 200                    | 0.00%                    |
| <b>Legal</b>                                    |                       |                       |                                |                        |                          |
| Legal - Agenda                                  | 7,071                 | 8,000                 | 21,132                         | 20,000                 | 150.00%                  |
| Legal - Environmental                           | -                     | 5,000                 | 1,850                          | 25,000                 | 400.00%                  |
| Legal - Financing                               | 40,895                | -                     | 1,414                          | 5,000                  | 0.00%                    |
| Legal - Human Resources                         | 41,589                | 30,000                | 9,717                          | 30,000                 | 0.00%                    |
| Legal - Litigation                              | 993                   | 20,500                | -                              | 40,000                 | 95.12%                   |
| Legal - Open Meetings/Public Info Act           | 11,271                | 20,000                | 298                            | 32,000                 | 60.00%                   |
| Legal - Operation                               | 100,809               | 15,000                | 60,316                         | 80,000                 | 433.33%                  |
| Legal - Procurements and Contracts              | 14,074                | 100,000               | 685                            | 130,000                | 30.00%                   |
| Legal - Legislative Matters                     | 93,425                | 175,000               | 103,377                        | 100,000                | -42.86%                  |
| Legal - Special Projects                        | 25,917                | 20,000                | 24,206                         | 20,000                 | 0.00%                    |
| Legal - Toll Enforcement                        | -                     | 3,000                 | 11,841                         | 13,000                 | 333.33%                  |
| Legal - Trademarks and Licenses                 | -                     | -                     | -                              | 5,000                  | 0.00%                    |
| <b>Total Legal</b>                              | <b>336,043</b>        | <b>396,500</b>        | <b>234,836</b>                 | <b>500,000</b>         | <b>26.10%</b>            |
| <b>Total Administrative and Office Expenses</b> | <b>344,533</b>        | <b>402,600</b>        | <b>241,898</b>                 | <b>511,700</b>         | <b>27.10%</b>            |

## Legal Services

### Central Texas Regional Mobility Authority Operating Budget - FY 2020 Legal

| Account Name                                       | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|----------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Office Supplies</b>                             |                       |                       |                                |                        |                          |
| Books & Publications                               | 4,128                 | 5,000                 | 3,235                          | 3,500                  | -30.00%                  |
| Office Supplies                                    | 675                   | 1,000                 | 198                            | 1,000                  | 0.00%                    |
| Misc Office Equipment                              | -                     | -                     | -                              | 1,250                  | 0.00%                    |
| Postage Expense                                    | -                     | 100                   | -                              | 100                    | 0.00%                    |
| <b>Total Office Supplies</b>                       | <b>4,803</b>          | <b>6,100</b>          | <b>3,434</b>                   | <b>5,850</b>           | <b>-4.10%</b>            |
| <b>Communications and Public Relations</b>         |                       |                       |                                |                        |                          |
| Photography                                        | -                     | 1,000                 | -                              | -                      | -100.00%                 |
| <b>Total Communications and Public Relations</b>   | <b>-</b>              | <b>1,000</b>          | <b>-</b>                       | <b>-</b>               | <b>0.00%</b>             |
| <b>Employee Development</b>                        |                       |                       |                                |                        |                          |
| Subscriptions                                      | -                     | 1,500                 | -                              | 1,500                  | 0.00%                    |
| Agency Memberships                                 | -                     | 2,000                 | 375                            | 1,500                  | -25.00%                  |
| Continuing Education                               | -                     | 7,000                 | 250                            | 2,500                  | -64.29%                  |
| Professional Development                           | 100                   | 3,000                 | -                              | 1,500                  | -50.00%                  |
| Other Licenses                                     | 92                    | 1,000                 | -                              | -                      | 0.00%                    |
| Seminars and Conferences                           | 500                   | 10,000                | 675                            | 3,000                  | -70.00%                  |
| Travel                                             | 1,953                 | 10,000                | 3,958                          | 10,000                 | 0.00%                    |
| <b>Total Employee Development</b>                  | <b>2,645</b>          | <b>34,500</b>         | <b>5,258</b>                   | <b>20,000</b>          | <b>-42.03%</b>           |
| <b>Total Administrative</b>                        | <b>351,980</b>        | <b>444,200</b>        | <b>250,590</b>                 | <b>537,550</b>         | <b>21.02%</b>            |
| <b>Operations and Maintenance</b>                  |                       |                       |                                |                        |                          |
| <b>Operations and Maintenance Consulting</b>       |                       |                       |                                |                        |                          |
| GEC 7.6 Other Initiatives - Project                | 11,747                | -                     | -                              | -                      | 0.00%                    |
| <b>Total Operations and Maintenance Consulting</b> | <b>11,747</b>         | <b>-</b>              | <b>-</b>                       | <b>-</b>               | <b>0.00%</b>             |
| <b>Total Operations and Maintenance</b>            | <b>11,747</b>         | <b>-</b>              | <b>-</b>                       | <b>-</b>               | <b>0.00%</b>             |
| <b>Total Expenses</b>                              | <b>754,362</b>        | <b>1,118,698</b>      | <b>601,087</b>                 | <b>927,994</b>         | <b>-17.05%</b>           |

## Engineering

---

The role of the Engineering Department is to develop and implement major capital improvement projects (from initial concept through final construction acceptance), to operate and maintain, repair and replace, and preserve roadways and facilities. Significant work will continue on projects currently under construction (the 183 South, 290 East Phase III, and SH 45W Projects). In addition, workload will increase significantly with the 183 North Mobility Project entering the construction phase and 183A Phase III continuing through the environmental study phase and transitioning into final design. The Mobility Authority will continue to provide turnkey project development and implementation on behalf of Travis County for the Elroy and Ross Road Safety Projects from design through construction. The major functional areas of the Engineering Department are:

- Project Inception and Feasibility: Coordinate with other transportation providers in the region [Texas Department of Transportation (TxDOT), Capital Area Metropolitan Planning Organization (CAMPO), City of Austin, Travis County, and Williamson County] to assure that all mobility needs are included in the region's Long Range Transportation Plan. Provide feasibility analysis for selected projects to evaluate implementation priority.
- Project Development and Implementation: Develop and implement priority projects based upon preliminary designs, appropriate level of environmental study, and input from regional transportation partners. Evaluate and determine the appropriate project delivery method based on complexity, stakeholders, and financial considerations. Manage the construction of all agency projects through project final acceptance.
- Roadway and Facility Maintenance: Inspect and manage routine roadway and facility maintenance, including all aspects of the roadway within the limits of the right-of-way, excluding the toll collection and toll systems infrastructure (which is maintained by the Operations Department). Develop, design, and manage repair and replacement projects. Roadway maintenance includes assuming responsibility for vegetative maintenance such as mowing, snow and ice operations, incident response, removal of debris and remedial repairs, as needed. The Mobility Authority takes the lead on managing the Performance Based Maintenance Contract (PBMC) with TxDOT reimbursing the agency for its portion of the maintenance responsibilities for shared facilities.
- Projects Under or Entering Construction
  - 183 South Project: Under construction and anticipated to fully open to traffic in 2020, with Phase I, or the interim milestone, scheduled to open in August 2019.

## Engineering

---

- MoPac Miscellaneous Work Contract: Under construction, with completion and closeout anticipated in 2019.
- 290 East Phase III Project: Under construction, with limited Notice to Proceed (NTP) issued in November 2018, and full NTP issued March 4, 2019. Anticipated to be complete late 2021.
- 183 North Mobility Project (Loop 1 to SH 45 / RM 620): The Request for Qualifications (RFQ) for Design-Build Services was issued on March 15, 2019, with statements of qualifications due May 24, 2019. Shortlist of proposers will follow, along with issuance of the Request for Detailed Proposals (RFDP) to the shortlisted proposers. Detailed proposals are due Spring 2020.
- Projects Under Development (Feasibility, Environmental, or Design Phase)
  - 183A Toll Phase III Project: Environmental study phase, with schematic development ongoing following execution of the PS&E contract in February 2019. A Public Hearing is anticipated June 2019.
  - MoPac South Environmental Study: Environmental study phase, with efforts toward receiving an environmental decision anticipated to continue.
  - MoKan Transportation Corridor Feasibility Study (CAMPO): Participate and provide technical support as needed.
  - Travis County Roadway Safety Projects: In design phase, provide turnkey project management, design, construction, and construction management services for Travis County.

### **Goals and Initiatives:**

- **Asset Management Program:** Complete the initial three-year Asset Management System implementation to project and plan for maintenance, repair and replacement activities, including year two of data collection on operating facilities.

*Strategic Goal: Explore Transformative Technology and Adopt Industry Best Practices; Deliver on Commitments to our Customers and our Investors*

- **Enhancing Assets:** Work with regional partners to evaluate potential operational, safety, capacity and access improvements.

*Strategic Goals: Employ a Collaborative Approach to Implementing Mobility Solutions; Deliver Responsible Mobility Solutions that Respect the Communities We Serve; Deliver on Commitments to our Customers and our Investors*

## Engineering

---

- **Capital Improvement Plan/Future Projects:** Continue the development of a long range/future projects plan, a five-year Capital Improvement Plan (including safety enhancements on operating facilities), and a two- year letting schedule for regional projects.

*Strategic Goals: Explore and Invest in Transformative Technology and Adopt Industry Best Practices; Deliver on Commitments to our Customers and our Investors.*

- **Continuous Improvement/Lessons Learned/Partnerships:** Pursue continuous improvement by applying lessons learned and fostering community partnerships. Improve project development processes by updating project development manual, standardizing drawing and bid sets, and enhancing general best practices. Identify, review, and implement lessons learned to upgrade and enhance contract terms and oversight of contractors. Lead quarterly Association of General Contractor (AGC) Task Force meetings, and continue efforts to enhance the relationship with the contracting community.

*Strategic Goal: Employ a Collaborative Approach to Implementing Mobility Solutions; Invest in Efforts that Extend Beyond Roadways*

- **Landscaping Enhancements:** Implement landscaping enhancements to open roads, including 290E Toll and the MoPac Express Lane.

*Strategic Goal: Deliver Multi-Faceted Mobility Solutions; Deliver on Commitments to our Customers and our Investors*

- **Maintain Existing Open Roads:** Implement ride quality improvements to 290E Toll; replace large guide signs on 183A Phase I; make safety enhancements along 183A and other operating facilities.

*Strategic Goal: Deliver Multi-Faceted Mobility Solutions; Deliver on Commitments to our Customers and our Investors*

- **Operational Improvements:** Conduct traffic modeling efforts on corridors open to traffic to identify operational improvement opportunities and plan for future projects.

*Strategic Goal: Deliver on Commitments to our Customers and our Investors; Deliver Multi-Faceted Mobility Solutions*

## Engineering

---

- **Safety Data Evaluations:** Hold quarterly safety workshops to evaluate safety data and develop remedial approaches.

*Strategic Goal: Deliver on Commitments to our Customers and our Investors; Deliver Multi-Faceted Mobility Solutions*

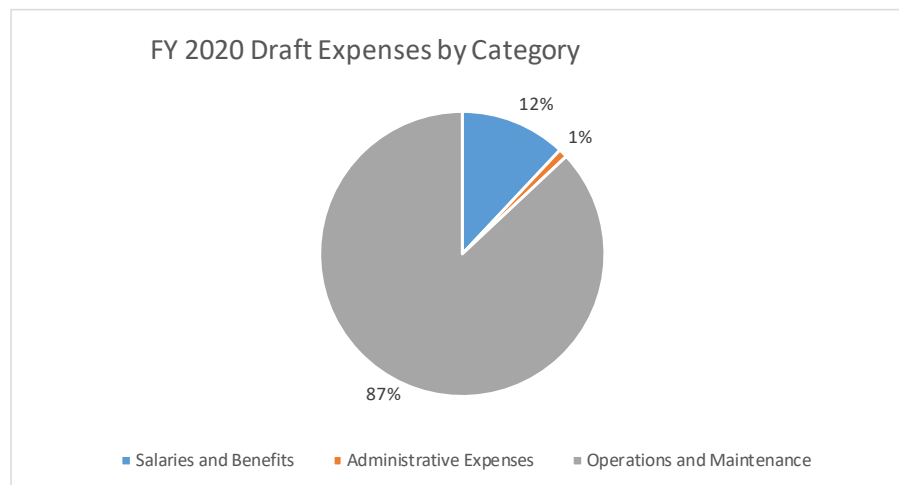
- **Leverage Technology:** Continue deployment and upkeep of travel time monitoring devices (Bluetoad) on Mobility Authority existing and future corridors to aid planning and identify trouble spots.

*Strategic Goal: Deliver Multi-Faceted Mobility Solutions; Deliver Responsible Mobility Solutions that Respect the Communities we Serve; Explore and Invest in Transformative Technology and Adopt Industry Best Practices*

## Engineering

Summary of Expenses:

|                                               | FY 2018<br>Actuals  | FY 2019<br>Adopted Budget | FY 2020<br>Adopted Budget | Increase<br>(Decrease) |
|-----------------------------------------------|---------------------|---------------------------|---------------------------|------------------------|
| Salaries and Benefits                         | \$ 1,041,130        | \$ 1,077,084              | \$ 1,370,154              | 27.21%                 |
| Administrative Expenses                       | 18,803              | 29,750                    | 58,485                    | 96.59%                 |
| Operations and Maintenance                    | 2,668,539           | 3,831,928                 | 9,434,600                 | 146.21%                |
| Depreciation, Amortization and Other Expenses | 135                 | -                         | -                         | 0.00%                  |
| Interest and Other Non-Operating Expenses     | -                   | -                         | -                         | 0.00%                  |
| <b>Total Expenses</b>                         | <b>\$ 3,728,606</b> | <b>\$ 4,938,762</b>       | <b>\$ 10,863,239</b>      | <b>119.96%</b>         |





## Engineering

**Central Texas Regional Mobility Authority**  
**Operating Budget - FY 2020**  
**Engineering**

| Account Name                                     | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|--------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Salaries and Benefits</b>                     |                       |                       |                                |                        |                          |
| <b>Salaries &amp; Wages</b>                      |                       |                       |                                |                        |                          |
| Salary Expense-Regular                           | 779,127               | 822,888               | 625,396                        | 1,028,444              | 24.98%                   |
| <b>Total Salaries</b>                            | <b>779,127</b>        | <b>822,888</b>        | <b>625,396</b>                 | <b>1,028,444</b>       | <b>24.98%</b>            |
| <b>Benefits</b>                                  |                       |                       |                                |                        |                          |
| TCDRS                                            | 108,141               | 115,204               | 89,795                         | 143,982                | 24.98%                   |
| FICA                                             | 40,998                | 41,741                | 32,910                         | 56,377                 | 35.06%                   |
| FICA MED                                         | 11,217                | 11,932                | 9,229                          | 14,912                 | 24.98%                   |
| Health Insurance Expense                         | 77,862                | 76,528                | 68,229                         | 114,818                | 50.03%                   |
| Life Insurance Expense                           | 972                   | 1,366                 | 733                            | 1,451                  | 6.19%                    |
| Other Benefits                                   | 22,740                | 6,453                 | 22,901                         | 9,400                  | 45.67%                   |
| <b>Total Benefits</b>                            | <b>261,931</b>        | <b>253,224</b>        | <b>223,797</b>                 | <b>340,940</b>         | <b>34.64%</b>            |
| <b>Payroll Taxes</b>                             |                       |                       |                                |                        |                          |
| Unemployment Taxes                               | 72                    | 972                   | 972                            | 770                    | -20.83%                  |
| <b>Total Payroll Taxes</b>                       | <b>72</b>             | <b>972</b>            | <b>972</b>                     | <b>770</b>             | <b>-20.83%</b>           |
| <b>Total Salaries and Benefits</b>               | <b>1,041,130</b>      | <b>1,077,084</b>      | <b>850,165</b>                 | <b>1,370,154</b>       | <b>27.21%</b>            |
| <b>Administrative</b>                            |                       |                       |                                |                        |                          |
| <b>Administrative and Office Expenses</b>        |                       |                       |                                |                        |                          |
| Legal                                            | 550                   | -                     | -                              | -                      | 0.00%                    |
| Cell Phones                                      | 4,020                 | 3,000                 | 2,895                          | 9,785                  | 226.17%                  |
| Meeting Expense                                  | 253                   | 500                   | -                              | 500                    | 0.00%                    |
| Toll Tag Expense                                 | -                     | -                     | -                              | 3,000                  | 0.00%                    |
| Parking / Local Ride Share                       | 79                    | 250                   | 143                            | 500                    | 100.00%                  |
| Mileage Reimbursement                            | 190                   | 3,000                 | 241                            | 3,000                  | 0.00%                    |
| Building Parking                                 | -                     | -                     | -                              | 15,000                 | 0.00%                    |
| <b>Total Administrative and Office Expenses</b>  | <b>5,091</b>          | <b>6,750</b>          | <b>3,279</b>                   | <b>31,785</b>          | <b>370.89%</b>           |
| <b>Office Supplies</b>                           |                       |                       |                                |                        |                          |
| Books & Publications                             | -                     | -                     | -                              | 250                    | 0.00%                    |
| Office Supplies                                  | 424                   | 2,000                 | 12                             | 1,000                  | -50.00%                  |
| Misc Office Equipment                            | -                     | -                     | 1,350                          | 2,000                  | 0.00%                    |
| Computer Supplies                                | 120                   | 250                   | 224                            | 500                    | 100.00%                  |
| Office Supplies-Printed                          | 380                   | 500                   | 17                             | 250                    | -50.00%                  |
| Misc Materials & Supplies                        | -                     | 250                   | -                              | 250                    | 0.00%                    |
| <b>Total Office Supplies</b>                     | <b>924</b>            | <b>3,000</b>          | <b>1,604</b>                   | <b>4,250</b>           | <b>41.67%</b>            |
| <b>Communications and Public Relations</b>       |                       |                       |                                |                        |                          |
| Advertising Expense                              | 1,111                 | 1,500                 | -                              | -                      | -100.00%                 |
| <b>Total Communications and Public Relations</b> | <b>1,111</b>          | <b>1,500</b>          | <b>-</b>                       | <b>-</b>               | <b>-100.00%</b>          |
| <b>Employee Development</b>                      |                       |                       |                                |                        |                          |
| Subscriptions                                    | -                     | -                     | -                              | 200                    | 0.00%                    |
| Agency Memberships                               | 315                   | 500                   | 1,110                          | 2,500                  | 400.00%                  |
| Professional Development                         | 3,032                 | 5,000                 | 250                            | 5,000                  | 0.00%                    |
| Other Licenses                                   | 80                    | 500                   | 80                             | 250                    | -50.00%                  |
| Seminars and Conferences                         | 3,199                 | 5,000                 | 1,679                          | 6,000                  | 20.00%                   |
| Travel                                           | 5,050                 | 7,500                 | 3,350                          | 8,500                  | 13.33%                   |
| <b>Total Employee Development</b>                | <b>11,676</b>         | <b>18,500</b>         | <b>6,469</b>                   | <b>22,450</b>          | <b>21.35%</b>            |
| <b>Total Administrative</b>                      | <b>18,803</b>         | <b>29,750</b>         | <b>11,352</b>                  | <b>58,485</b>          | <b>96.59%</b>            |

# Engineering

## Central Texas Regional Mobility Authority Operating Budget - FY 2020 Engineering

| Account Name                                       | Actual Amount FY 2018 | Budget Amount FY 2019 | FY 2019 Actual as of 4/30/2019 | Adopted Budget FY 2020 | % Change From Prior Year |
|----------------------------------------------------|-----------------------|-----------------------|--------------------------------|------------------------|--------------------------|
| <b>Operations and Maintenance</b>                  |                       |                       |                                |                        |                          |
| <b>Operations and Maintenance Consulting</b>       |                       |                       |                                |                        |                          |
| General Engineering Consultant                     |                       |                       |                                |                        |                          |
| <b>GEC-Trust Indenture Support</b>                 |                       |                       |                                |                        |                          |
| GEC 1.1 Annual O&M Budget Development              | 9,107                 | 29,000                | 8,810                          | 16,000                 | -44.83%                  |
| GEC 1.2 Annual Facility Inspections                | 109,862               | 140,000               | 142,483                        | 278,000                | 98.57%                   |
| GEC 1.5 Other Document Review                      | 3,200                 | -                     | -                              | -                      | 0.00%                    |
| <b>GEC-Financial Planning Support</b>              |                       |                       |                                |                        |                          |
| GEC 2.1 Program Funding Support                    | -                     | 51,000                | 67,233                         | 285,000                | 458.82%                  |
| <b>GEC-Roadway Ops Support</b>                     |                       |                       |                                |                        |                          |
| GEC 4.1 Driveway and Utility Permitting            | 63,000                | 50,000                | 7,344                          | 35,000                 | -30.00%                  |
| GEC 4.3 Maintenance Contract Support/Oversight     | 93,764                | 50,000                | 3,205                          | 474,000                | 848.00%                  |
| GEC 4.4 Traffic Data Gathering and Analysis        | 304,804               | 530,000               | 334,175                        | 730,000                | 37.74%                   |
| GEC 4.7 Warranty                                   | -                     | 12,000                | -                              | 15,000                 | 25.00%                   |
| <b>GEC-Technology Support</b>                      |                       |                       |                                |                        |                          |
| GEC 5.1 Technology Development                     | 2,106                 | 627,428               | 299,070                        | 1,000,000              | 59.38%                   |
| GEC 5.2 Technology Maintenance                     | -                     | 230,000               | 193,230                        | 28,000                 | -87.83%                  |
| <b>GEC-Public Information Support</b>              |                       |                       |                                |                        |                          |
| GEC 6.1 Outreach - Non Project                     | 135,581               | -                     | 7,620                          | -                      | 0.00%                    |
| GEC 6.2 Public Information - Non Project           | 70,162                | 120,000               | 2,256                          | -                      | -100.00%                 |
| <b>GEC-General Support</b>                         |                       |                       |                                |                        |                          |
| GEC 7.1 Program Management                         | 577,718               | 198,000               | 184,522                        | 187,000                | -5.56%                   |
| GEC 7.2 Technical Resource Support                 | 29,284                | 40,000                | 17,238                         | 34,000                 | -15.00%                  |
| GEC 7.3 Study and Report Review                    | 188,704               | 40,000                | 114,876                        | -                      | -100.00%                 |
| GEC 7.4 Agency Coordination - Non Project          | 121,550               | 550,000               | 187,579                        | 750,000                | 36.36%                   |
| GEC 7.5 Other Initiatives - Non Project            | 557,260               | 570,000               | 164,888                        | 525,000                | -7.89%                   |
| GEC 7.6 Other Initiatives - Project                | 9,659                 | -                     | -                              | -                      | 0.00%                    |
| Traffic Modeling                                   | 373,843               | 590,000               | 51,287                         | 150,000                | -74.58%                  |
| <b>Total Operations and Maintenance Consulting</b> | <b>2,649,603</b>      | <b>3,827,428</b>      | <b>1,785,815</b>               | <b>4,507,000</b>       | <b>17.76%</b>            |
| <b>Road Operations and Maintenance</b>             |                       |                       |                                |                        |                          |
| Roadway Maintenance                                | -                     | -                     | -                              | 4,400,000              | 0.00%                    |
| Maintenance Supplies-Roadway                       | -                     | -                     | -                              | 237,000                | 0.00%                    |
| Tools & Equipment Expense                          | -                     | -                     | -                              | 1,500                  | 0.00%                    |
| Gasoline                                           | 2,428                 | 3,000                 | 2,930                          | 21,600                 | 620.00%                  |
| Repair & Maintenance-Vehicles                      | 392                   | 1,500                 | 1,209                          | 4,000                  | 166.67%                  |
| Roadway Operations                                 | 15,869                | -                     | -                              | -                      | 0.00%                    |
| Electricity - Roadways                             | -                     | -                     | -                              | 250,000                | 0.00%                    |
| <b>Total Road Operations and Maintenance</b>       | <b>18,689</b>         | <b>4,500</b>          | <b>4,139</b>                   | <b>4,914,100</b>       | <b>109102.22%</b>        |
| <b>Toll Operations Expense</b>                     |                       |                       |                                |                        |                          |
| Generator Fuel                                     | -                     | -                     | -                              | 2,500                  | 0.00%                    |
| Fire and Burglar Alarm                             | 247                   | -                     | -                              | -                      | 0.00%                    |
| Refuse                                             | -                     | -                     | -                              | 1,000                  | 0.00%                    |
| Water - Irrigation                                 | -                     | -                     | -                              | 10,000                 | 0.00%                    |
| <b>Total Toll Operations</b>                       | <b>247</b>            | <b>-</b>              | <b>-</b>                       | <b>13,500</b>          | <b>0.00%</b>             |
| <b>Total Operations and Maintenance</b>            | <b>2,668,539</b>      | <b>3,831,928</b>      | <b>1,789,954</b>               | <b>9,434,600</b>       | <b>146.21%</b>           |
| <b>Other Expenses</b>                              |                       |                       |                                |                        |                          |
| <b>Special Projects and Contingencies</b>          |                       |                       |                                |                        |                          |
| Contingency                                        | 135                   | -                     | -                              | -                      | 0.00%                    |
| <b>Total Special Projects and Contingencies</b>    | <b>135</b>            | <b>-</b>              | <b>-</b>                       | <b>-</b>               | <b>0.00%</b>             |
| <b>Total Other Expenses</b>                        | <b>135</b>            | <b>-</b>              | <b>-</b>                       | <b>-</b>               | <b>0.00%</b>             |
| <b>Total Expenses</b>                              | <b>3,728,606</b>      | <b>4,938,762</b>      | <b>2,651,471</b>               | <b>10,863,239</b>      | <b>119.96%</b>           |

## Consolidated Staffing Schedule

### Consolidated Staffing Schedule

| Authorized Personnel:      |                                                         | Positions          |                    |                    |
|----------------------------|---------------------------------------------------------|--------------------|--------------------|--------------------|
|                            |                                                         | FY 2018<br>Adopted | FY 2019<br>Adopted | FY 2020<br>Adopted |
| <b>Administration:</b>     | Executive Director                                      | 1                  | 1                  | 1                  |
|                            | Deputy Executive Director                               | 1                  | 2                  | 2                  |
|                            | Executive Assistant / Office Manager                    | 1                  | 1                  | 1                  |
|                            | Mobility Innovation Manager                             | 0                  | 1                  | 1                  |
|                            | Director Community Relations                            | 1                  | 1                  | 1                  |
|                            | Receptionist                                            | 1                  | 1                  | 1                  |
|                            | Intern*                                                 | 1                  | 1                  | 1                  |
| <b>Financial Services:</b> | CFO                                                     | 1                  | 1                  | 1                  |
|                            | Controller                                              | 1                  | 1                  | 1                  |
|                            | Budget Manager*                                         | 0                  | 0                  | 1                  |
|                            | Fiscal Analyst                                          | 1                  | 1                  | 1                  |
| <b>Operations:</b>         | Director of Operations                                  | 1                  | 1                  | 1                  |
|                            | Assistant Director IT and Toll Systems                  | 1                  | 1                  | 1                  |
|                            | Toll Operations Manager                                 | 1                  | 1                  | 1                  |
|                            | Traffic and Incident Management Manager                 | 1                  | 1                  | 1                  |
|                            | Data Scientist*                                         | 0                  | 0                  | 1                  |
|                            | Administrative Assistant III/Toll Specialist            | 1                  | 1                  | 2                  |
| <b>Communications:</b>     | Director of External Affairs                            | 1                  | 1                  | 1                  |
|                            | Community Relations Manager                             | 1                  | 1                  | 1                  |
|                            | Communications Specialist                               | 1                  | 1                  | 1                  |
|                            | Public Involvement Manager                              | 0                  | 0                  | 1                  |
| <b>Legal:</b>              | Legal Counsel                                           | 1                  | 1                  | 1                  |
|                            | Legal Assistant/Records Manager                         | 1                  | 1                  | 1                  |
|                            | TBD*                                                    | 2                  | 2                  | 0                  |
| <b>Engineering</b>         | Director of Engineering                                 | 1                  | 1                  | 1                  |
|                            | Assistant Director of Engineering - Project Development | 1                  | 1                  | 1                  |
|                            | Assistant Director of Engineering - Construction Mgmt.  | 1                  | 0                  | 0                  |
|                            | Senior Project Manager                                  | 1                  | 3                  | 3                  |
|                            | Project Manager                                         | 1                  | 0                  | 0                  |
|                            | Roadway/Facilities Maintenance Manager                  | 1                  | 1                  | 1                  |
|                            | Roadway/Facilities Maintenance Specialist               | 1                  | 1                  | 2                  |
|                            | Senior Administrative Assistant                         | 1                  | 1                  | 1                  |
| <b>Total Positions</b>     | <b>29</b>                                               | <b>31</b>          | <b>34</b>          |                    |

\* Unfilled

## Capital Budget

---

### Capital Budget

|                                                                          |                      |
|--------------------------------------------------------------------------|----------------------|
| New Maintenance Vehicle                                                  | \$ 45,000            |
| Portable/Changeable Message Signs                                        | 50,000               |
| Mobile Customer Service Trailer                                          | 100,000              |
| Traffic Incident Management Center Expansion - Year 1                    | 1,500,000            |
| Data Platform                                                            | 2,150,000            |
| Roadway Technology - Fixed Cameras, Wrong Way Detection, Dynamic Message | 6,158,600            |
| Automated License Plate Recognition - 183S                               | 150,000              |
|                                                                          | <u>\$ 10,153,600</u> |

### Renewal and Replacement

|                                                         |                     |
|---------------------------------------------------------|---------------------|
| Large Small Sign Replacement 183A PH I                  | 725,000             |
| 290E Pavement Investigation / Limited Emergency Repairs | 2,500,000           |
| 183A Safety Upgrades (Guardrail)                        | 1,500,000           |
|                                                         | <u>\$ 4,725,000</u> |

## System Operating Budget

---

### FY 2020 Budget

**Total Revenues (excluding MoPac and SH 45SW) \$ 112,804,444**

#### System Operating Costs

|                    |               |
|--------------------|---------------|
| Toll Operations    | \$ 20,146,261 |
| Finance Department | 255,200       |
| Finance Department | 52,000        |
| Finance Department | 429,785       |
| Finance Department | 720,000       |
| Finance Department | 424,538       |
| Finance Department | 250,698       |
| Legal              | 156,178       |
| Legal              | 200,000       |
| Communications     | 337,480       |
| Communications     | 742,352       |
| Engineering        | 959,108       |
| Engineering        | 1,817,043     |
| Administration     | 744,341       |

**Total System Operating Costs \$ 27,234,983**

Available Net Revenue per Indenture 85,569,461

|                                     |            | <u>Coverage</u> |
|-------------------------------------|------------|-----------------|
| Debt Service Senior Lien Bonds      | 17,635,288 | 4.85            |
| Debt Service Subordinate Lien Bonds | 12,168,259 | 2.87            |

Maintenance 3,863,086

Available Net Revenue per Indenture after Maintenance 81,706,375

|                                     |            |      |
|-------------------------------------|------------|------|
| Debt Service Senior Lien Bonds      | 17,635,288 | 4.63 |
| Debt Service Subordinate Lien Bonds | 12,168,259 | 2.74 |

## Debt Service Schedule

|                                             | Cash Interest | Principal    | Accreted Interest | Capitalized Interest | Other Funding Sources | Capitalized on Balance Sheet | Debt Service Net Cash Payments |
|---------------------------------------------|---------------|--------------|-------------------|----------------------|-----------------------|------------------------------|--------------------------------|
| <b>2010 Senior Lien Revenue Bonds</b>       |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    | \$ 208,150    | \$ -         | \$ 2,563,453      |                      |                       |                              | \$ 208,150                     |
| 1/1/2020                                    | \$ 208,150    | \$ 7,240,000 | \$ 2,660,651      |                      |                       |                              | \$ 7,448,150                   |
| <b>2011 CABS</b>                            |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    |               |              | \$ 499,631        |                      |                       |                              |                                |
| 1/1/2020                                    |               |              | \$ 515,422        |                      |                       |                              |                                |
| <b>2013A Senior Revenue Bonds</b>           |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    | \$ 3,410,125  |              |                   |                      |                       |                              | \$ 3,410,125                   |
| 1/1/2020                                    | \$ 3,410,125  | \$ 3,210,000 |                   |                      |                       |                              | \$ 6,620,125                   |
| <b>2013 Subordinated revenue Bonds</b>      |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    | \$ 2,457,375  |              |                   |                      |                       |                              | \$ 2,457,375                   |
| 1/1/2020                                    | \$ 2,457,375  | \$ 2,350,000 |                   |                      |                       |                              | \$ 4,807,375                   |
| <b>2015A Senior Revenue Bonds</b>           |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    |               |              |                   | \$ 7,469,750         |                       | \$ 7,469,750                 |                                |
| 1/1/2020                                    |               |              |                   | \$ 7,469,750         |                       | \$ 7,469,750                 |                                |
| <b>2015B Senior Revenue Bonds</b>           |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    | \$ 1,719,625  |              |                   |                      |                       | \$ 1,719,625                 | \$ 1,719,625                   |
| 1/1/2020                                    | \$ 1,719,625  |              |                   |                      |                       | \$ 1,719,625                 | \$ 1,719,625                   |
| <b>2016 Senior Revenue Bonds</b>            |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    | \$ 8,722,519  |              |                   | \$ 2,247,000         |                       |                              | \$ 6,475,519                   |
| 1/1/2020                                    | \$ 8,722,519  | \$ 1,245,000 |                   | \$ 2,247,000         |                       |                              | \$ 7,720,519                   |
| <b>2016 Subordinate Revenue Bonds</b>       |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    | \$ 1,679,081  |              |                   |                      |                       |                              | \$ 1,679,081                   |
| 1/1/2020                                    | \$ 1,679,381  | \$ 415,000   |                   |                      |                       |                              | \$ 2,094,381                   |
| <b>TXDOT 183S State Highway Fund</b>        |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    |               |              | \$ 660,692        |                      |                       | \$ 660,692                   |                                |
| 1/1/2020                                    |               |              | \$ 673,906        |                      |                       | \$ 673,906                   |                                |
| <b>TXDOT 183S State Infrastructure Bank</b> |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    |               |              | \$ 660,692        |                      |                       | \$ 660,692                   |                                |
| 1/1/2020                                    |               |              | \$ 673,906        |                      |                       | \$ 673,906                   |                                |
| <b>TIFIA 183S</b>                           |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    |               |              | \$ 2,874,708      |                      |                       | \$ 2,874,708                 |                                |
| 1/1/2020                                    |               |              | \$ 4,464,920      |                      |                       | \$ 4,464,920                 |                                |
| <b>45SW State Highway Fund</b>              |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    |               |              | \$ 1,568,306      |                      |                       | \$ 1,568,306                 |                                |
| 1/1/2020                                    |               |              | \$ 2,100,471      |                      |                       | \$ 2,100,471                 |                                |
| <b>MoPAC Regions Loan</b>                   |               |              |                   |                      |                       |                              |                                |
| Annual                                      | \$ 1,200,000  |              |                   |                      |                       |                              | \$ 1,200,000                   |
| <b>2018 Senior Revenue Bonds</b>            |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    | \$ 1,108,625  |              |                   | \$ 1,108,625         |                       | \$ 1,108,625                 |                                |
| 1/1/2020                                    | \$ 1,108,625  |              |                   | \$ 1,108,625         |                       | \$ 1,108,625                 |                                |
| <b>2018 Subordinate Revenue Bonds</b>       |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    | \$ 209,647    |              |                   |                      |                       | \$ 209,647                   | \$ 209,647                     |
| 1/1/2020                                    | \$ 920,400    |              |                   |                      |                       | \$ 920,400                   | \$ 920,400                     |
| <b>2018 Subordinate TIFIA Bond</b>          |               |              |                   |                      |                       |                              |                                |
| 7/1/2019                                    |               |              | \$ 414            |                      |                       | \$ 414                       |                                |
| 1/1/2020                                    |               |              | \$ 750            |                      |                       | \$ 750                       |                                |
|                                             |               |              |                   |                      |                       | <b>\$ 35,404,810</b>         | <b>\$ 48,690,097</b>           |

## Capital Improvement Projects

### Capital Improvement Projects as of July 1, 2019

| Project Name                                          | Estimated Total Project Cost | State/Federal Funding | General Fund        | Funding Source                                                           |
|-------------------------------------------------------|------------------------------|-----------------------|---------------------|--------------------------------------------------------------------------|
| Mopac Express Lanes Project - North (to completion)   | 199,500,000                  | 199,500,000           |                     | Category 2, Category 7, and Category 12 Funding and Short-Term Financing |
| US 183 South (to completion)                          | 743,000,000                  | 147,000,000           |                     | Category 2 and Category 12 Funding, Revenue Bonds, TIFIA Loan            |
| Mopac Express Lanes Project - South (to construction) | 16,500,000                   | 16,500,000            |                     | Proposition 12 Funding                                                   |
| 183A PH III                                           | 260,000,000                  |                       |                     | TBD                                                                      |
| SH 45 SW (to completion)                              | 108,920,000                  | 88,920,000            |                     | TXDOT Grant, TXDOT Loan, Hays and Travis Counties                        |
| US 183 N Express Lanes (to environmental clearance)   | 580,000,000                  | 7,200,000             |                     | Category 7 Funding                                                       |
| 290E/130 Direct Connectors (to completion)            | 127,000,000                  | 87,940,000            |                     | TXDOT, TIFIA Loan                                                        |
| Projects Under Development                            |                              |                       | 1,000,000           | General Fund                                                             |
|                                                       | <u>\$ 2,034,920,000</u>      | <u>\$ 547,060,000</u> | <u>\$ 1,000,000</u> |                                                                          |

**Funding Sources Descriptions:**

- Category 2 - Metropolitan Area Corridor Projects (Federal)
- Category 7 - Statewide Transportation Program - Metropolitan Mobility/Rehabilitation (Federal)
- Category 12 - Commission Strategy Priority (State/Federal)
- Proposition 12 - General Obligation Bond Projects (State)



CENTRAL TEXAS REGIONAL  
**MOBILITY AUTHORITY**

3300 North IH-35, Suite 300  
Austin, TX 78705

[MOBILITYAUTHORITY.COM](http://MOBILITYAUTHORITY.COM)



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

**RESOLUTION NO. 19-028**

**ADOPTING TOLL RATES FOR THE BERGSTROM EXPRESSWAY  
(183 SOUTH) PROJECT**

WHEREAS, the Bergstrom Expressway (183 South) Toll Project Traffic Revenue Forecasts dated September 27, 2018 which are included in the CTRMA Official Statement dated October 30, 2018, identified a proposed toll schedule for transponder customers using the Bergstrom Expressway (183 South) Toll Road; and

WHEREAS, by Resolution No. 18-048 dated September 26, 2018, the Board approved new registered account parameters, new fees and charges, and a new billing schedule for the Mobility Authority's Pay By Mail Program which went into effect on January 1, 2019; and

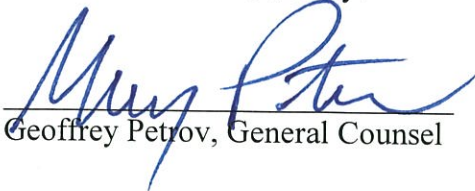
WHEREAS, the Bergstrom Expressway (183 South) Toll Road Phase I is expected to open to traffic in August 2019; and

WHEREAS, the Executive Director recommends that the Board approve and adopt tolls for the Bergstrom Expressway (183 South) Toll Road that are consistent with the tolls identified in the Bergstrom Expressway (183 South) Toll Project Traffic Revenue Forecasts dated September 27, 2018 as adjusted to account for the changes to the Mobility Authority's Pay by Mail Program that went into effect on January 1, 2019, which are attached hereto as Exhibit A.

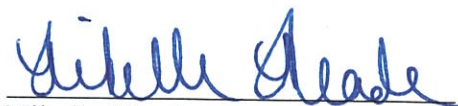
NOW THEREFORE, BE IT RESOLVED, that the Board hereby adopts the tolls identified in the Bergstrom Expressway (183 South) Toll Project Traffic Revenue Forecasts dated September 27, 2018 as adjusted to account for the changes to the toll policy for Pay by Mail customers that went into effect on January 1, 2019, which is attached hereto as Exhibit A.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26<sup>th</sup> day of June 2019.

Submitted and reviewed by:

  
\_\_\_\_\_  
Geoffrey Petrov, General Counsel

Approved:

  
\_\_\_\_\_  
Nikelle Meade  
Vice Chair, Board of Directors

**Exhibit A**

**2019 183S Interim Build Toll Rates**

| Toll Location      | Payment Type | 2-axle | 3-axle | 4-axle | 5-axle | 6-axle |
|--------------------|--------------|--------|--------|--------|--------|--------|
| Loyola Lane Ramps  | ETC          | \$0.65 | \$1.30 | \$1.95 | \$2.60 | \$3.25 |
|                    | PBM          | \$0.98 | \$1.96 | \$2.94 | \$3.92 | \$4.90 |
| MLK Blvd. ML Plaza | ETC          | \$1.21 | \$2.42 | \$3.63 | \$4.84 | \$6.05 |
|                    | PBM          | \$1.82 | \$3.64 | \$5.46 | \$7.28 | \$9.10 |

**2020 183S Full Build Toll Rates**

| Toll Location                      | Payment Type | 2-axle | 3-axle | 4-axle | 5-axle | 6-axle |
|------------------------------------|--------------|--------|--------|--------|--------|--------|
| Loyola Lane Ramps*                 | ETC          | \$0.66 | \$1.32 | \$1.98 | \$2.64 | \$3.30 |
|                                    | PBM          | \$0.99 | \$1.98 | \$2.97 | \$3.96 | \$4.95 |
| MLK Blvd. ML Plaza*                | ETC          | \$1.24 | \$2.48 | \$3.72 | \$4.96 | \$6.20 |
|                                    | PBM          | \$1.86 | \$3.72 | \$5.58 | \$7.44 | \$9.30 |
| Techni Center Ramp                 | ETC          | \$0.89 | \$1.78 | \$2.67 | \$3.56 | \$4.45 |
|                                    | PBM          | \$1.34 | \$2.68 | \$4.02 | \$5.36 | \$6.70 |
| Bolm Road Ramps                    | ETC          | \$0.60 | \$1.20 | \$1.80 | \$2.40 | \$3.00 |
|                                    | PBM          | \$0.90 | \$1.80 | \$2.70 | \$3.60 | \$4.50 |
| Montopolis Drive ML Plaza          | ETC          | \$1.07 | \$2.14 | \$3.21 | \$4.28 | \$5.35 |
|                                    | PBM          | \$1.61 | \$3.22 | \$4.83 | \$6.44 | \$8.05 |
| Direct Connectors to/from SH<br>71 | ETC          | \$0.60 | \$1.20 | \$1.80 | \$2.40 | \$3.00 |
|                                    | PBM          | \$0.90 | \$1.80 | \$2.70 | \$3.60 | \$4.50 |

\*2020 toll rates at Loyola Ramps and MLK ML Plaza may change depending on the CPI-based toll escalation percentage for 2019.

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

**RESOLUTION NO. 19-029**

**APPROVING AMENDMENT NO. 1 TO THE CONTRACT WITH WEBBER, LLC FOR  
CONSTRUCTION OF THE MANOR EXPRESSWAY (290E) PHASE III PROJECT TO  
PROVIDE ADDITIONAL INCENTIVES FOR SCHEDULE ACCELERATION**

WHEREAS, the Manor Expressway (290E) Phase III Project (“Project”) consists of the construction of two tolled direct connectors for the Mobility Authority, the Southbound SH 130 to Westbound 290E (“SB/WB”) and Northbound SH 130 to Westbound 290E (“NB/WB”) and a third non-tolled direct connector for TxDOT, the Eastbound 290E to Southbound SH 130 (“EB/SB”) direct connector; and

WHEREAS, by Resolution No. 18-044, dated August 22, 2018, the Board of Directors awarded a contract to Webber, LLC (the “Contract”) for construction of the Project which includes certain incentives for early completion of the SB/WB direct connector; and

WHEREAS, Webber, LLC has proposed additional incentives to further accelerate completion of the SB/WB direct connector and a new incentive for early completion of the NB/WB direct connector; and

WHEREAS, the Mobility Authority has determined that early completion of the Mobility Authority’s director connectors could generate net revenue benefits of up to \$2,500,000 if the earliest incentivized completion dates for both the SB/WB and NB/WB direct connectors are realized; and

WHEREAS, the Executive Director and Webber, LLC have negotiated Amendment No. 1 to the Contract to increase the current 45-day incentive payment for the SB/WB direct connector to 170 days and add a new intermediate milestone for the completion of the NB/WB direct connector consisting of a 100-day incentive payment for early completion and daily liquidated damages for late completion associated with this new intermediate milestone; and

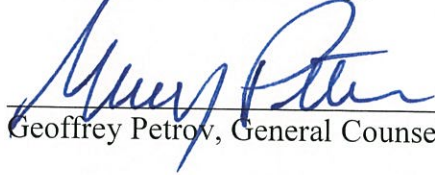
WHEREAS, the Executive Director recommends that the Board of Directors approve Amendment No. 1 to the Contract in the form attached hereto as Exhibit A.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors hereby approves Amendment No. 1 to the contract with Webber, LLC for construction of the Manor Expressway (290E) Phase III Project; and

BE IT FURTHER RESOLVED that the Executive Director is hereby authorized to finalize and execute Amendment No. 1 to the contract with Webber, LLC on behalf of the Mobility Authority in the form or substantially the same form attached hereto as Exhibit A.

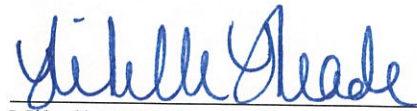
Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26<sup>th</sup> day of June 2019.

Submitted and reviewed by:



Geoffrey Petrov, General Counsel

Approved:



Nikelle Meade

Vice Chair, Board of Directors

**Exhibit A**

**Central Texas Regional Mobility Authority**

---

**MANOR EXPRESSWAY (290E) PHASE III  
CONSTRUCTION PROJECT**

**CONTRACT NO. 18290E22705C**

**FOR OPERATIONAL IMPROVEMENTS INCLUDING CONSTRUCTION OF  
THREE DIRECT CONNECTORS, A COLLECTOR DISTRIBUTOR ROAD, AND OTHER  
ASSOCIATED INTERCHANGE IMPROVEMENTS**

\*\*\*\*\*

**CONTRACT AGREEMENT  
AMENDMENT No. 1**

This Amendment No. 1 to Contract No. 18290E22705 (the “Contract”) is made and entered into to be effective as of \_\_\_\_\_, 2019, between the Central Texas Regional Mobility Authority, 3300 N. I-35, Suite 300, Austin, Texas, 78705, hereinafter called the “Authority” and Webber, LLC or his, its or their successors, executors, administrators and assigns, hereinafter called the Contractor.

In consideration of the Authority’s acceptance of the covenants and agreements set forth herein, the undersigned parties hereby agree as follows:

- a. General Notes, Item 8 – Persecution and Progress of the Plans and Special Provision 000-001-RMA are amended as attached.
- b. Pay Item “Incentive Payment” in the amount of \$1,860,000 is added to the total Bid Amount, increasing the total Contract value to \$73,096,424.39. Incentive Payment item will only be invoiced by and paid to the Contractor in accordance with the terms of the General Notes, Item 8 – Persecution and Progress of the Plans, as attached.
- c. Effect of Amendment on the Contract – Except as such terms are specifically modified by this Amendment, all terms and conditions of the Contract shall continue in full force and effect.
- d. Counterparts – This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
- e. Entire Agreement – This Amendment constitutes the entire and exclusive agreement between the Parties relating to the specific matters covered herein. All prior or contemporaneous oral or written agreements, understandings, representations and/or practices relative to the

foregoing are hereby superseded, revoked and rendered ineffective for any purpose.

- f. Texas Law – This Amendment shall be governed and construed in accordance with the laws of the State without regard to conflict of law principles.

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment the day and year written above.

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

By: \_\_\_\_\_  
Name: Mike Heiligenstein  
Title: Executive Director

CONTRACTOR: WEBBER, LLC

By: \_\_\_\_\_  
Name:  
Title:



**Project Number:** CC-114-2-104, etc

**County:** Travis

**Highway:** 290E, SH 130

**Sheet:**

**Control:** 0114-02-104, etc.

Alterations to the cancellation and maximum rate must be approved by the Engineer or pre-determined by official policy of the officers governing authority.

### **ITEM 8 – PROSECUTION AND PROGRESS**

Electronic versions of schedules will be saved in Primavera P6 format and delivered in .PDF and .XER formats.

Working days will be charged in accordance with 8.3.1.1. “Five-Day Workweek”.

A CPM schedule in Primavera is required. Use software fully compatible with Primavera P6. The work performed and in accordance to the schedule requirement will be paid for at a price of \$10,000 for the baseline schedule once it is accepted by the Engineer. An additional \$2,500 will be paid monthly for 31 months on all subsequent monthly schedules once they are accepted by the Engineer. The quantity paid under this Item will not exceed the total quantity of 31 months except as modified by change order. The contractor will be in noncompliance with this work if the contractor fails to provide an accepted schedule according to contract requirements within the time frame established by the Engineer. No payment will be made for the month(s) in question and the total final payment will be reduced by the number of month(s) the Contractor was in noncompliance. The remaining unpaid months of schedules less non-compliance months will be paid on final acceptance of the project, if all work is complete and accepted in accordance with Standard Specifications Article 5.12, “Final Acceptance.”

The Construction Engineering and Inspection team will maintain a project fact sheet. Provide updated project status and upcoming activities to the Construction Engineering and Inspection team on a monthly basis.

Provide via email a 6-week look-ahead schedule in Gantt chart format. Submit weekly prior to the project meeting or by noon on Friday, whichever comes first. Designate each activity as night or day shift and include the name of the foreman or contractor. The chart shall have a specific section dedicated solely to lane closures and detours. Each lane closure and detour shall be an individual item on the schedule.

The Southbound SH 130 to Westbound 290E Direct Connector (S/W) Interim Milestone will include Substantial Completion (as defined in Special Provision 001-001-RMA) of the Southbound SH 130 to Westbound 290E Direct Connector, including removal of the existing 290E Westbound Entrance Ramp and opening of the temporary 290E Westbound Entrance Ramp. The S/W Interim Milestone shall be completed within 380 days of Full Notice to Proceed (NTP), issued on March 4, 2019. There will be an \$8,000 per day incentive for early completion of the S/W Interim Milestone, with a maximum of 170 days of incentive payments. The Contractor will not be entitled to S/W Interim Milestone incentive payments if Substantial Completion of the S/W Interim Milestone is not achieved earlier than 380 days from NTP for any reason other than, prior to 380 days from NTP, a change order is issued to add working days or working days are suspended under Article 8.4.. For Substantial Completion of the S/W Interim Milestone in excess of 380 days from NTP, there will be Liquidated Damages assessed at \$8,000 per day. There is no cap on the number of days for the Liquidated Damages assessment.

The Northbound SH 130 to Westbound 290E Direct Connector (N/W) Interim Milestone will include Substantial Completion (as defined in Special Provision 001-001-RMA) of the Northbound SH 130 to Westbound 290E Direct Connector. The N/W Interim Milestone shall be

**Project Number:** CC-114-2-104, etc

**County:** Travis

**Highway:** 290E, SH 130

**Sheet:**

**Control:** 0114-02-104, etc.

completed within 450 days of NTP. There will be an \$5,000 per day incentive for early completion of the N/W Interim Milestone, with a maximum of 100 days of incentive payments. The Contractor will not be entitled to N/W Interim Milestone incentive payments if Substantial Completion of the N/W Interim Milestone is not achieved earlier than 450 days from NTP for any reason other than, prior to 450 days from NTP, a change order is issued to add working days or working days are suspended under Article 8.4. For Substantial Completion of the N/W Interim Milestone in excess of 450 days from NTP, there will be Liquidated Damages assessed at \$5,000 per day. There is no cap on the number of days for the Liquidated Damages assessment.

Completion of Site for the Systems Integrator includes completion of installation of: gantry, maintenance area pavement, lightning protection system, loop detectors and risers, electrical conduit and piping, equipment placement and installation, and all other project elements required to provide a completed site to the Systems Integrator. Completion of Site for the Systems Integrator shall also include the switchover of the TxDOT ITS fiber line on SH 130 north of US 290 from the temporary overhead poles to the permanent underground duct bank, including any relocation of the permanent duct bank as shown in the plans.

For the Project Substantial Completion Milestone, the Contractor will have 580 days from NTP to have the entire project open to traffic. For every day in excess of 580 days, there will be Liquidated Damages assessed at \$18,000 per day. There is no cap on the number of days for this assessment. There are no Incentive payments for opening to traffic sooner than 580 days. Substantial Completion is defined as the entire project open to traffic as approved by the Mobility Authority.

For attaining Final Acceptance, the Contractor will have 670 days from NTP. For every day in excess of 670 days, there will be Liquidated Damages assessed at \$5,000 per day. There is no cap on the number of days for this assessment.

Lane Closure Liquidated Damages (LCLDs) will be assessed as shown in the **Table 1** below. Specific lane closures during specific timeframes will be assessed based on these fees on an hourly basis. For LCLDs, the hour will be broken into four 15-minute periods, rounded up to the nearest 15-minute period. For example, if one of the SH 130 southbound mainlanes (1L) from Gregg Manor Entrance Ramp to US 290 Exit Ramp (Segment 1SB) remains closed until 5:40 AM, the assessment would be  $0.75 \text{ hours} \times \$30,000 = \$22,500$ .

Any unauthorized lane closures will result in an assessment to the Contractor of \$1,000 per lane per hour or the assigned LCLD in the table, whichever is the higher amount, including the lanes and times marked in Table 1 as "NA".

All Liquidated Damage assessments for the Contractor will be subtracted from the value of the payment application for that associated period. Incentives assessments for the Contractor for the S/W Interim Milestone up to a maximum of 45 days will be added to the value of the payment application for the period immediately following approval of Substantial Completion of the S/W Interim Milestone by the Mobility Authority. All additional incentives assessments for the Contractor will be added to the value of the payment application for the period immediately following approval of Project Substantial Completion by the Mobility Authority.

## Special Provision to Item 000

### Schedule of Liquidated Damages

---

**Final Acceptance Liquidated Damages (LD)** in the amount of \$5,000 per day will be assessed for each calendar day that Final Acceptance is not met per contractual requirements for Final Acceptance.

**Project Substantial Completion Liquidated Damages (LD)** in the amount of \$18,000 per day will be assessed for each calendar day that Substantial Completion is not met per contractual requirements for Substantial Completion.

**S/W Interim Milestone Liquidated Damages (LD)** in the amount of \$8,000 per day will be assessed for each calendar day that Substantial Completion of the S/W Interim Milestone is not met per contractual requirements for the S/W Interim Milestone.

**N/W Interim Milestone Liquidated Damages (LD)** in the amount of \$5,000 per day will be assessed for each calendar day that Substantial Completion of the N/W Interim Milestone is not met per the contractual requirements for the N/W Interim Milestone.

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

**RESOLUTION NO. 19-030**

**AWARDING A CONSTRUCTION CONTRACT FOR THE ELROY ROAD PROJECT**

WHEREAS, on April 3, 2018, the Mobility Authority entered into an Interlocal Agreement with Travis County to develop and construct the Elroy Road Project and Ross Road Project under the direction and oversight of Travis County; and

WHEREAS, the Elroy Road Project will reconstruct the existing two-lane roadway to a five-lane roadway with a continuous left turn lane, bike lanes and sidewalks; and

WHEREAS, the Mobility Authority advertised, released bid documents, and reviewed bids for the Elroy Road Project consistent with the Mobility Authority Procurement Policy for construction services; and

WHEREAS, the Mobility Authority received six (6) bids, and after review by staff the apparent low bid submitted by James Construction Group, LLC was found to be responsive, mathematically correct, and materially balanced; and

WHEREAS, Travis County has reviewed the bids and concurred that the lowest responsive and responsible bidder is James Construction Group, LLC; and

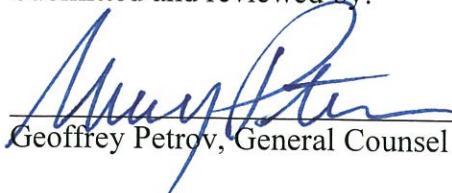
WHEREAS, Travis County has not yet provided funding for the construction of the Elroy Road Project; and

WHEREAS, the Executive Director recommends awarding a construction contract to James Construction Group, LLC, contingent upon Travis County providing funding for the Elroy Road Project as described in the Interlocal Agreement.


NOW, THEREFORE, BE IT RESOLVED, that contingent upon Travis County providing funding for the Elroy Road Project as described in the Interlocal Agreement, the Board of Directors authorizes the Executive Director to negotiate and execute an agreement with James Construction Group, LLC for the construction of the Elroy Road Project in an amount not to exceed \$18,158,501.29 on behalf of the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26<sup>th</sup> day of June 2019.

Submitted and reviewed by:

  
\_\_\_\_\_  
Geoffrey Petrov, General Counsel

Approved:

  
\_\_\_\_\_  
Nikelle Meade  
Vice Chair, Board of Directors

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

**RESOLUTION NO. 19-031**

**AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE AN  
INTERLOCAL AGREEMENT WITH THE CAMINO REAL REGIONAL MOBILITY  
AUTHORITY FOR TRANSACTION PROCESSING, IMAGE REVIEW SERVICES AND  
PAY BY MAIL BILLING SERVICES**

WHEREAS, Chapter 791 of the Texas Government Code and Chapter 370 of the Texas Transportation Code authorize a regional mobility authority to enter into an agreement with a governmental entity for the performance of governmental functions and services, including administrative functions; and

WHEREAS, by Resolution No. 13-053, dated August 28, 2013, the Board of Directors previously approved an interlocal agreement with Camino Real Regional Mobility Authority ("CRRMA") to provide electronic toll transaction processing and video toll collection services through the Mobility Authority's third-party vendors which has since terminated; and

WHEREAS, CRRMA is in need of toll transaction processing and toll collection services (including Pay By Mail processing, violation processing and debt collection services) related to the Border West Expressway and any future CRRMA toll projects;

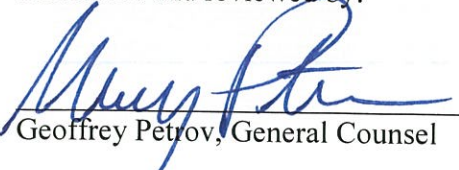
WHEREAS, CRRMA has requested the Mobility Authority to enter into a new interlocal agreement to provide, through the Mobility Authority's third-party vendors, electronic toll transaction processing and toll collection services to CRRMA; and

WHEREAS, the Executive Director requests authorization to negotiate and execute an interlocal agreement with CRRMA to provide electronic toll transaction processing and video toll collection services through the Mobility Authority's third-party vendors for a term not to exceed eight (8) years and with compensation for services made on a pass-through basis, resulting in a zero cost to the Mobility Authority.

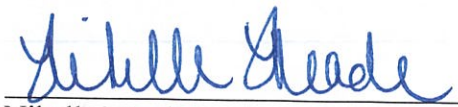
NOW THEREFORE BE IT RESOLVED that the Board of Directors hereby authorizes the Executive Director to negotiate and execute an interlocal agreement with CRRMA to provide electronic toll transaction processing and video toll collection services through the Mobility Authority's third-party vendors for a term not to exceed eight (8) years and with compensation for services made on a pass-through basis, resulting in a zero cost to the Mobility Authority.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26<sup>th</sup> day of June 2019.

Submitted and reviewed by:

  
\_\_\_\_\_  
Geoffrey Petrov, General Counsel

Approved:

  
\_\_\_\_\_  
Nikelle Meade  
Vice Chair, Board of Directors

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

**RESOLUTION NO. 19-032**

**APPROVING AN AGREEMENT WITH GTS TECHNOLOGY SOLUTIONS, INC. FOR THE  
INSTALLATION OF AUTOMATIC LICENSE PLATE READER TECHNOLOGY FOR THE  
MOBILITY AUTHORITY'S HABITUAL VIOLATOR PROGRAM**

WHEREAS, by Resolution No. 18-049 dated September 26, 2018, the Board of Directors amended the Mobility Authority Toll Policy Code to include the additional level of habitual violator enforcement as prescribed by Chapter 372, Texas Transportation Code; and

WHEREAS, Mobility Authority staff have identified automated license plate reader technology as a key component to support the Authority's habitual violator enforcement goals; and

WHEREAS, the Executive Director has negotiated a scope of work for the installation of automated license plate reader technology on Mobility Authority facilities based on the quote received from GTS Technology Solutions, Inc. which are attached hereto as Exhibit A and Exhibit B, respectively; and

WHEREAS, GTS Technology Solutions, Inc. currently provides services to the State of Texas through Texas Department of Information Resources (DIR) Contract No. DIR-TSO-3652; and

WHEREAS, pursuant to Texas Government Code Section 2054.0565, the Mobility Authority may use the DIR contract with GTS Technology Solutions, Inc. for the installation of automated license plate reader technology without the need to seek competitive bids; and

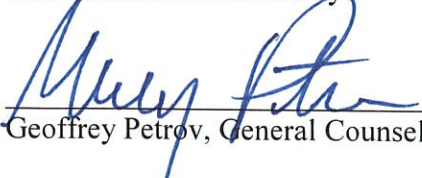
WHEREAS, the Executive Director recommends entering into an agreement with GTS Technology Solutions, Inc. for the installation of automatic license plate reader technology in an amount not to exceed \$404,526.48 through their DIR contract.

NOW THEREFORE BE IT RESOLVED that the Board of Directors hereby approves the scope of work and quote from GTS Technology Solutions, Inc. for the installation of automated license plate reader technology which are attached hereto as Exhibit A and Exhibit B, respectively; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to enter into an agreement with GTS Technology Solutions, Inc. in an amount not to exceed \$404,526.48 through their contract with the Department of Information Resources for the installation of automatic license plate reader technology in support of the Mobility Authority's habitual violator enforcement program.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 26<sup>th</sup> day of June 2019.

Submitted and reviewed by:

  
Geoffrey Petrov, General Counsel

Approved:

  
Nikelle Meade  
Vice Chair, Board of Directors

**Exhibit A**

# CTRMA

## Fixed LPR Project

Provided by GTS Technology Solutions

In partnership with



05/17/2019





2385 Oak Grove Parkway  
Little Elm, TX 75068  
Ph: (972) 292-3993  
[www.tsmtexas.com](http://www.tsmtexas.com)

---

|                |                                                                        |
|----------------|------------------------------------------------------------------------|
| <b>SOW #</b>   | TIS-GTS-CTRMA-05172019                                                 |
| <b>PROJECT</b> | CTRMA Fixed LPR Project                                                |
| <b>CLIENT</b>  | GTS                                                                    |
| <b>CONTACT</b> | Jordan Hector                                                          |
| <b>EMAIL</b>   | <a href="mailto:Jordan.Hector@gts-ts.com">Jordan.Hector@gts-ts.com</a> |
| <b>PHONE</b>   | 512.784.2843                                                           |

---

# STATEMENT OF WORK

## I. INTRODUCTION

This Statement of Work (SOW) covers the equipment and services to be provided by Trinity Innovative Solutions, LLC. (TIS) for the CTRMA Fixed LPR Project.

All parties mutually agree that TIS has the experience, expertise, and capacity to deliver all equipment and services detailed in this SOW.

## II. PURPOSE

TIS understands that the purpose of this project is to deploy multiple Vigilant Reaper fixed LPR cameras for the purpose of capturing license plates and alerting law enforcement to the passage of vehicles that are listed as having excessive toll violations or other criminal wants and/or warrants.

This document will identify the following:

- A. The equipment and services to be supplied by TIS as defined in this SOW.
- B. The proposed timeframe for equipment and services to be delivered.
- C. Specific items the client will be required provide or address to complete the project.

## III. OVERVIEW OF WORK TO BE PERFORMED

TIS will be responsible for performing the following work:

- A. All work to be completed within 7 working days.
- B. Provide an engineering plan for the deployment of the Vigilant fixed LPR solution.
- C. Install and configure 14 Vigilant Reaper fixed LPR cameras. Includes all mounting hardware.
- D. Install and configure 3 edge-of-network LPR processors. Includes installation of 2U computer shelving units.
- E. Termination of cabling at each installation site. NOTE: TIS is not pulling any cable runs.
- F. Connect LPR cameras and edge-of-network processors to client network infrastructure.
- G. Perform complete system testing. This includes:
  - 1. Power up.
  - 2. Network connection verification.

3. Cameras are properly aimed.
4. Cameras are reading plates in a consistent manner.
5. Use test plates to verify system is sending alerts when a positive hit is detected.
6. Other testing as required.

H. On-site System Training.

1. End-user training – unlimited users.
2. System administrator training – up to 5 personnel.
3. Installation and maintenance training for client’s contract services provider – up to 10 personnel.
4. Basic troubleshooting and support ticket process.

**IV. EQUIPMENT AND SERVICES LIST**

TIS will provide the following equipment and services in support of the CTRMA Fixed LPR Project.

**EQUIPMENT**

| <b>PART NUMBER</b>       | <b>DESCRIPTION</b>                                               | <b>QTY</b> |
|--------------------------|------------------------------------------------------------------|------------|
| TIS-BRKT-LPR-H-POLEMT    | TIS Pole-mount bracket assembly for Vigilant Reaper LPR Cameras  | 14         |
| TIS-CLC-KIT              | TIS Camera Locking Clamp Assembly                                | 14         |
| TiS-COMP-I78700T32G1TB   | TIS Edge Processor, i7 quad-core, 32 GB RAM, 1TB SSD, Windows OS | 3          |
| SWITCH-10PORT-POE        | 10-port Industrial, unmanaged PoE Ethernet Switch.               | 2          |
| COM-CBL-ETH-STP-BLU-2FT  | Ethernet patch cable, 2FT, blue.                                 | 4          |
| COM-CBL-ETH-STP-BLU-14FT | Ethernet cable, 14FT, blue.                                      | 2          |
| CONS-PS-480-24           | DIN Rail Mounted Power Supply 480W 24V 20A                       | 2          |
| CONS-POWER-CORD-3FT      | Power Cord - NEMA 125V, 3-Prong, black, 3FT.                     | 2          |
| 2A-PAN-ARB-2U-SHELF      | Shelf, 2U, Rack for NUC                                          | 2          |
| PWR-CON-WP-RJ45-COUPLER  | RJ45 Connector, waterproof, coupler connector, shielded.         | 14         |
| MISC-CONSUMABLES-50      |                                                                  | 4          |

**SERVICES**

| <b>SVC NUMBER</b>             | <b>DESCRIPTION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>QTY</b> |
|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| SVC-COMP-INSTALL              | Installation of NUC Edge-of-Network processor, cable termination, and mounting equipment. Includes configuration and testing.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 3          |
| SVC-LPR-INSTALL               | Installation of Vigilant Reaper LPR fixed camera, cable termination, and mounting equipment. Includes configuration and testing.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 14         |
| VS-SSUSYS-COM                 | Start-Up and Configuration of Vigilant Hosted system.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 14         |
| VS-VSPTRNG                    | On-Site Solution Training <ul style="list-style-type: none"> <li>• Vigilant End-user training</li> <li>• Vigilant System Admin training</li> <li>• Installation and maintenance training for client support contractor</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 1          |
| SVC-TIS-WAMA (Tier 1 Support) | Tier-1 Help Desk Support <ul style="list-style-type: none"> <li>• Phone Support</li> <li>• Email Support</li> <li>• Remote Access Support</li> <li>• RMA Support</li> <li>• We will provide a 1-800 Help Desk Support line based in the U.S. that is answered 24/7/365.</li> <li>• Technical support response (call back/email/remote access) within 2 hours of support ticket being initiated, Mon-Fri, 8am to 5pm.</li> <li>• Technical support response (call back/email/remoted access) within 12 hours of support ticket being initiated on weekends, after hours, and holidays.</li> <li>• We will provide tech support escalation help for issues that cannot be resolved at our level.</li> </ul> <p>Does not include on-site or field services.</p> | 17         |
| SVC-LPR-PM                    | TIS Project Management Services                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1          |
| SVC-LPR-ENGINEERING           | TIS system engineering services.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 1          |

## **V. CLIENT RESPONSIBILITIES**

Client is responsible for the following:

1. Provide any and all required equipment and/or services not specified as being provided by TIS in this SOW. Equipment must be on-site and in good working order.
2. Pulling any required cable runs.
3. Network infrastructure capable of consistent and reliable transmission of LPR data.
4. Bucket truck and operator to support TIS personnel perform installation work.

5. Any required Traffic Control Plans or Maintenance of Traffic Plans.
6. Any required permitting.

## **VI. OTHER PROVISIONS**

If TIS, through no fault of their own, is required to perform services in excess of the allocated 7 working day schedule, the client will be billed at the rate of \$1,000.00 per day.

May 15, 2019

Subject: **Installation of License Plate Recognition (LPR) Cameras at Toll Zones, on the 290 and 183 Roadways for Central Texas Regional Mobility Authority (CTRMA)**

---

Kapsch TrafficCom USA, Inc. (“Kapsch”) is pleased to offer this proposal to furnish Vigilant Solutions (“Customer”) for the subject project as detailed below in the “Work Included” section, and including referenced attachments.

This proposal and all related materials attached or appended hereto are proprietary and confidential to Kapsch, and submitted solely for the recipient’s internal evaluation purposes. Disclosure to any third parties is prohibited without the express written consent of Kapsch, as described further herein.

## 1. PRICING AND PAYMENT TERMS

The Kapsch price to provide the materials and services described in the ‘Work Included’ section of this proposal is as follows:

- a. The price quoted is valid for ninety (90) days and subject to Kapsch’s terms and conditions as expressed herein. No other terms and conditions apply unless expressly agreed to in writing by Kapsch.
- b. The above quoted price **does not** include any bonds, taxes, permits or duties that may be applicable to the proposed scope of work. Delivery is FOB site.
- c. All pricing is in US Dollars.
- d. Net 30 days upon receipt of invoice from Kapsch
- e. Payment Terms will be mutually agreed upon prior to contract execution and will be documented in writing

## 2. WORK INCLUDED

The following section outlines the scope of materials and services (“Scope of Work”) included in this proposal.

### A. General

The proposed scope of work is applicable to the following project sites:

- The 183 and 290 roadway facilities of the Central Texas Regional Mobility Authority (CTRMA)

## B. Scope Description

The purpose of this Scope of Work ("SOW") document is in reference to the installation of Vigilant License Plate Recognition (LPR) cameras at the Mainline ORT toll zones on the CTRMA 183 and 290 facilities. Kapsch has been requested to perform and support the installation activities of the LPR cameras, in support of Vigilant Solutions.

1. Procure and install no more than 3,000 feet of Belden Cat-6 cable , from the ALPR cameras that will be located in the toll zone to each roadside cabinet, and install in existing conduit(s).
2. Provision of a separate VLAN for the cameras.
3. Assist and support the installation of the new server into existing rack space at the TMC.
4. 14 Cameras total will be installed.
5. Provide for the Maintenance of Traffic (MOT) or lane closures, for the camera installation at the toll zone locations listed below:

- Giles Mainline 290: 8 Cameras
- Park Street Mainline: 6 Cameras

## C. Assumptions

1. Assumes a standard 8 hour night for installation activities.
2. Assuming Vigilant Solutions will be onsite and will be providing the Install and setup for the LPR cameras.
3. Assuming Vigilant will setup, configure the LPR Server.
4. Vigilant will be providing all necessary equipment for all installation activities.

## 3. WORK NOT INCLUDED

The following listing of "Work Not Included" is intended as further clarification regarding Kapsch's proposed offering.

1. Providing service, repair or troubleshooting of any other field related equipment.
2. Excludes the provision of the LPR cameras.
3. Performing any configuration, programming and startup of any related devices unless noted above in the "Work Included" section.
4. Furnishing any hardware or any additional software unless stated otherwise in the "Work Included" section.

5. Performing any services in the capacity of a licensed Professional Engineer unless specifically stated otherwise in the "Work Included" section.
6. Providing any submittal data, drawings, manuals, reports, test data or record documentation other than the deliverables listed above in the Work Included section. Installation of any equipment unless stated otherwise in the Work Included section.
7. Testing of any other devices or systems not listed above in the Work Included section.
8. Any other system not expressly stated in Work Included Section.

#### 4. TERMS AND CONDITIONS

- a) **Terms and Conditions:** This proposal, if accepted by Customer, will form the basis of an Agreement, which shall incorporate this proposal scope letter, the terms and conditions attached hereto.
- b) **Term and Schedule.** The term of this Agreement shall be for a period of twelve (12) months from execution unless otherwise terminated in accordance with the specific terms and conditions of this Agreement. The Agreement may be extended by prior written agreement by the parties. This proposal is predicated upon Kapsch being afforded a reasonable duration to perform its scope of work, and shall be based upon a mutually agreed upon schedule.
- c) **Exchange of Confidential Information is effective –** signed outlined in Attachment 2.

Kapsch appreciates this opportunity to submit this proposal. Should you have any questions regarding our proposal, please contact the undersigned at 615-509-5880 or by email at don.hicks@kapsch.net).

Yours Truly,  
**Kapsch TrafficCom USA, Inc.**



Don Hicks  
Vice President, Sales and Business Development

cc: Peter Aczel, General Manager, Mike Wedgworth, Regional Operations Manager

Acceptance of Scope of Work:

**Kapsch TrafficCom USA, Inc.**

**Vigilant Solutions**

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

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

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

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

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

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

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

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



**Kapsch TrafficCom USA, Inc. (“Kapsch”)  
Standard Terms and Conditions  
Vigilant Solutions**

1. **Payment.** Payment terms are Net-30 from receipt of approved invoice. Charges are exclusive of, and Customer is responsible for, any customs, import duties, federal, state, and local taxes (except tax on Kapsch income) unless otherwise agreed in writing. This Agreement may be suspended by Kapsch without notice if payment of any undisputed invoice is sixty (60) days in arrears or it may be terminated by Kapsch without notice if payment of any undisputed invoice is ninety (90) days in arrears.
2. **OWNERSHIP/LICENSE:** Designs, drawings, specifications, reports, computer software and code, photographs, instruction manuals, and other technical information and data (hereinafter "Work") provided by Kapsch hereunder, whether conceived and developed prior to or during the performance of work, and all proprietary right and interest therein and the subject matter thereof shall be and remain the property of Kapsch except as otherwise expressly agreed in writing by Kapsch. Kapsch hereby grants a royalty-free, limited, non-transferable license to Customer to use Work delivered by Kapsch to Customer solely for the purposes specifically expressed hereunder. Customer warrants that it is an authorized licensee directly or indirectly, of any intellectual property that will be supported under this Agreement.
3. **Confidentiality/Non-Disclosure.** Client acknowledges and agrees that all materials in any form supplied by Kapsch hereunder, including this proposal letter, are proprietary and confidential to Kapsch (“Kapsch Materials”). Client may not disclose Kapsch Materials to any third party without the express written permission of Kapsch. Client shall use Kapsch Materials solely for the purposes expressed herein, and shall use the same degree of care to protect Kapsch Matierals as it would employ with respect to its own information that it protects from publication or disclosure, which shall be no less than commercially reasonable care.
4. **Warranty.** Kapsch warrants that it shall provide any services under this Agreement in good faith and workmanlike manner. Kapsch warrants any materials delivered shall conform to applicable specifications for a period of six (6) months after delivery. Upon written notice of a defect, Kapsch shall at its option repair or replace the defective material. This warranty covers defects arising under normal use, and does not cover defects resulting from misuse, abuse, neglect, repairs, alterations or attachments made by Customer or third parties not approved by Kapsch, problems with electrical power, usage not in accordance with product instructions, or any interfaces with systems, equipment, firmware or software not developed by Kapsch. Kapsch reserves the right to investigate claims by Customer as to defects. Customer shall pay costs to investigate invalid claims and for any repair or replacement shown by investigation not to be covered by warranty. Products supplied but not manufactured by Kapsch shall be subject to the warranty provided by the original manufacturer, which Kapsch shall pass through to the Customer.

THE WARRANTIES SET FORTH IN THIS PROVISION ARE EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES WHETHER STATUTORY, EXPRESS OR IMPLIED, INCLUDING

WARRANTIES OF MERCHANTABILITY, FITNESS FOR PARTICULAR PURPOSE AND ALL WARRANTIES ARISING FROM COURSE OF DEALING OR USAGE OR TRADE.

5. **Indemnification.** Each party (the "Indemnifying Party") shall indemnify the other (the "Indemnified Party") against those liabilities imposed upon the Indemnified Party with respect to all third party claims for loss of or damage to property and injuries to persons, including death, to the extent that such liabilities result from negligence or any willful misconduct of the Indemnifying Party. The foregoing mutual indemnification shall not apply to either parties liability to either parties employees under applicable Worker's Compensation laws. The foregoing indemnification shall not be deemed a waiver of any defense to which either party may be entitled under applicable Worker's Compensation laws. The Indemnified Party shall give prompt notice of any such claim and the Indemnifying Party shall have the right to control and direct the investigation, preparation, action and settlement of each such claim.
6. **Limitation of liability.** NOTWITHSTANDING ANYTHING ELSE CONTAINED IN THIS AGREEMENT, EXCEPTING COMPLIANCE WITH THE CONFIDENTIALITY PROVISIONS HEREIN, IN NO EVENT SHALL EITHER PARTY BE LIABLE TO THE OTHER PARTY OR TO ANY OTHER PERSON FOR ANY INDIRECT, CONSEQUENTIAL, INCIDENTAL, SPECIAL OR PUNITIVE DAMAGES, INCLUDING WITHOUT LIMITATION, ANY LOSS OF USE OR PRODUCTION, OR ANY LOSS OF DATA, PROFITS OR REVENUES, OR ANY CLAIMS RAISED BY CUSTOMERS OF CUSTOMER, REGARDLESS OF THE FORM OF ACTION (WHETHER FOR BREACH OF WARRANTY, BREACH OF CONTRACT OR IN TORT) AND WHETHER ADVISED OF THE POSSIBILITY OF SUCH DAMAGES OR NOT. KAPSCH'S LIABILITY IS LIMITED TO CUSTOMER'S ACTUAL DIRECT DAMAGES, AND SHALL NOT EXCEED THE TOTAL OF ALL AMOUNTS PAID BY CUSTOMER UNDER THIS AGREEMENT.
7. **Default termination.** If either party fails or neglects to perform any of its material obligations under this Agreement and such failure continues for a period of thirty (30) days after written notice, the other party shall have the right to suspend or terminate this Agreement.
8. **Assignment.** Neither Party shall assign or otherwise transfer its rights or obligations hereunder, in whole or in part, without the prior written consent of the other Party, such consent shall not be unreasonably withheld. If consent is given, the rights and obligations hereunder shall be binding upon and ensure to the benefit of the assignee.
9. **Insurance.** Kapsch will maintain in force through the entire term of this Agreement, insurance policies covering Workman's Compensation, Employers Liability and Commercial General Liability. Prior to commencement of the work, Kapsch will provide the Customer certificates of insurance. Such certificates shall evidence that the insurance is in effect and show the Customer named as an additional insured.
10. **Force majeure.** Kapsch shall not be responsible for failure to perform any responsibilities or obligations hereunder due to causes beyond its reasonable control or the control of its suppliers.
11. **Notices.** All notices under this Agreement shall be in writing and shall be deemed to have been given and properly delivered if duly mailed by certified or registered mail to the other Party at its address as follows, or to such other address as either Party may, by written notice designate to the

other. Additionally, Notices sent by any other means (i.e. facsimile, overnight delivery, courier and the like) are acceptable subject to confirmation of both the transmission and receipt of the Notice.

|                           |                                                                                |
|---------------------------|--------------------------------------------------------------------------------|
| <b>Vigilant Solutions</b> | <b>Kapsch TrafficCom USA, Inc.</b>                                             |
|                           | 8201 Greensboro Drive, Suite 1002<br>McLean, VA 22102<br>Attn: General Counsel |

12. **Independent contractor.** It is expressly understood that Kapsch is an independent contractor and that nothing in this Agreement shall be construed to designate Kapsch or any of Kapsch's principals, partners, employees, consultants or subcontractors, as servants, agents, partners, joint ventures or employees of Customer.
13. **Laws and safety.** All services performed hereunder shall comply with all applicable federal, state or provincial and local laws, regulations and orders, codes, including, without limitation, all relating to occupational health and safety.
14. **Disputes and Governing Law.** Each Party shall issue written notice to the other of any dispute hereunder within ten (10) days of when it becomes aware, or should have become aware, of the matter or source of dispute. Upon receipt of such notice, the Parties' executive management teams shall work together in good faith to negotiate a resolution. If the Parties cannot reach a resolution that is mutually agreeable within thirty (30) days subsequent to receipt of such notice, the aggrieved Party shall have the right to seek legal resolution within the court system. The Parties may at this time also agree to pursue resolution of the disputed subject matter through binding arbitration. This Agreement shall be governed by the laws of the Commonwealth of Virginia, excluding its conflict of laws provisions.
15. **Entire agreement.** No waiver, change, or modification of any term or condition of this Agreement shall be effective unless in writing and signed by authorized representatives of the parties. The provisions hereof constitute the entire agreement between the parties with respect to the subject of this Agreement and supersede those of all previous formal and informal maintenance agreements between the parties with respect to after-sale support of Kapsch systems.
16. **Survival.** The parties' obligations under the Confidentiality, Warranty, Indemnity, Limitation of Liability, Ownership, Disputes and Governing Law provisions hereunder shall survive completion, delivery or any termination hereof.



## Enterprise Service Agreement (ESA)

This Vigilant Solutions Enterprise Service Agreement (the "Agreement") is made and entered into as of this \_\_\_\_\_ Day of \_\_\_\_\_, 201\_\_\_\_ by and between **Vigilant Solutions, LLC**, a Delaware company, having its principal place of business at 1152 Stealth Street, Livermore, CA 94551 ("Vigilant") and \_\_\_\_\_, a commercial entity, having its principal place of business at \_\_\_\_\_ ("Customer").

**WHEREAS**, Vigilant designs, develops, licenses and services advanced video analysis software technologies for security markets;

**WHEREAS**, Customer will separately purchase License Plate Recognition (LPR) hardware components from Vigilant and/or its authorized reseller for use with the Software Products (as defined below);

**WHEREAS**, Customer desires to license from and receive service for the Software Products provided by Vigilant;

**THEREFORE**, In consideration of the mutual covenants contained herein this Agreement, Customer and Vigilant hereby agree as follows:

### I. Definitions:

**"CLK"** or **"Camera License Key"** means an electronic key that will permit each license of Vigilant's CarDetector brand LPR software (one CLK per camera) to be used with other Vigilant LPR hardware components and Software Products.

**"Effective Date"** means the date set forth in the first paragraph of this Agreement.

**"Software Products"** means Vigilant's Software Suite including CarDetector, LEARN, Mobile Companion for Smartphones, Target Alert Service (TAS) server/client alerting package, and other software applications considered by Vigilant to be applicable for the benefit of security practices.

**"Enterprise License"** means a non-exclusive, non-transferable license to install and operate the Software Products, on any applicable media, without quantity or limitation. This Enterprise Service Agreement allows Customer to install the Software Products on an unlimited number of devices in accordance with the selected Service Package, and allow benefits of all rights granted hereunder this Agreement.

**"User License"** means a non-exclusive, non-transferable license to install and operate the Software Products, on any applicable media, limited to a single licensee.

**"Service Package"** means the Customer designated service option which defines the extent of use of the Software Products, in conjunction with any service and/or benefits therein granted as rights hereunder this Agreement.

**"Users"** refers to individuals who are agents of the Customer and who are authorized by the Customer to access LEARN on behalf of Customer through login credentials provided by Customer.



“**Service Fee**” means the amount due from Customer prior to the renewal of this Agreement as consideration for the continued use of the Software Products and Service Package benefits according to Section VIII of this Agreement.

“**Service Period**” has the meaning set forth in Section III (A) of this Agreement.

“**Technical Support Agents**” means Customer’s staff person specified in the Contact Information Worksheet of this Agreement responsible for administering the Software Products and acting as Customer’s Software Products support contact.

“**LPR Data**” refers to LPR data collected by the Customer and available on LEARN for use by the Customer.

## **II. Enterprise License Grant; Duplication and Distribution Rights:**

Subject to the terms and conditions of this Agreement, Vigilant hereby grants Customer an Enterprise License to the Software Products for the Term provided in Section III below. Except as expressly permitted by this Agreement, Customer or any third party acting on behalf of Customer shall not copy, modify, distribute, loan, lease, resell, sublicense or otherwise transfer any right in the Software Products. Except as expressly permitted by this Agreement, no other rights are granted by implication, estoppels or otherwise. Customer shall not eliminate, bypass, or in any way alter the copyright screen (also known as the “splash” screen) that may appear when Software Products are first started on any computer. Any use or redistribution of Software Products in a manner not explicitly stated in this Agreement, or not agreed to in writing by Vigilant, is strictly prohibited.

## **III. Term; Termination.**

A. Term. The initial term of this Agreement is for one (1) year beginning on the Effective Date (the “Initial Term”), unless earlier terminated as provided herein. Sixty (60) days prior to the expiration of the Initial Term and each subsequent Service Period, Vigilant will provide Customer with an invoice for the Service Fee due for the subsequent twelve (12) month period (each such period, a “Service Period”). This Agreement and the Enterprise License granted under this Agreement will be extended for a Service Period upon Customer’s payment of that Service Period’s Service Fee, which is due 30 days prior to the expiration of the Initial Term or the existing Service Period, as the case may be. Pursuant to Section VIII below, Customer may also pay in advance for more than one Service Period.

B. Customer Termination. Customer may terminate this Agreement at any time by notifying Vigilant of the termination in writing thirty (30) days prior to the termination date, and deleting all copies of the Software Products. If Customer terminates this Agreement prior to the end of the Initial Term, Vigilant will not refund or prorate any license fees, nor will it reduce or waive any license fees still owed to Vigilant by Customer. Upon termination of the Enterprise License, Customer shall immediately cease any further use of Software Products. Customer may also terminate this agreement by not paying an invoice for a subsequent year’s Service Fee within sixty (60) days of invoice issue date.

C. Vigilant Termination. Vigilant has the right to terminate this Agreement by providing thirty (30) days written notice to Customer. If Vigilant’s termination notice is based on an alleged breach by Customer, then Customer shall have thirty (30) days from the date of its receipt of Vigilant’s notice of termination, which shall set forth in detail Customer’s purported breach of this Agreement, to cure the alleged breach. If within thirty (30) days of written notice of violation from Vigilant Customer has not reasonably cured the described breach of this Agreement, Customer shall



immediately discontinue all use of Software Products and certify to Vigilant that it has returned or destroyed all copies of Software Products in its possession or control. If Vigilant terminates this Agreement prior to the end of a Service Period for no reason, and not based on Customer's failure to cure the breach of a material term or condition of this Agreement, Vigilant shall refund to Customer an amount calculated by multiplying the total amount of Service Fees paid by Customer for the then-current Service Period by the percentage resulting from dividing the number of days remaining in the then-current Service Period, by 365.

#### **IV. Warranty and Disclaimer; Infringement Protection; Use of Software Products Interface.**

A. Warranty and Disclaimer. Vigilant warrants that the Software Products will be free from all Significant Defects (as defined below) during the lesser of the term of this Agreement (the "Warranty Period") or one year. "Significant Defect" means a defect in a Software Product that impedes the primary function of the Software Product. This warranty does not include products not manufactured by Vigilant. Vigilant will repair or replace any Software Product with a Significant Defect during the Warranty Period; *provided, however*, if Vigilant cannot substantially correct a Significant Defect in a commercially reasonable manner, Customer may terminate this Agreement and Vigilant shall refund to Customer an amount calculated by multiplying the total amount of Service Fees paid by Customer for the then-current Service Period by the percentage resulting from dividing the number of days remaining in the then-current Service Period, by 365. The foregoing remedies are Customer's exclusive remedy for defects in the Software Product. Vigilant shall not be responsible for labor charges for removal or reinstallation of defective software, charges for transportation, shipping or handling loss, unless such charges are due to Vigilant's gross negligence or intentional misconduct. Vigilant disclaims all warranties, expressed or implied, including but not limited to implied warranties of merchantability and fitness for a particular purpose. In no event shall Vigilant be liable for any damages whatsoever arising out of the use of, or inability to use, the Software Products.

B. Infringement Protection. If an infringement claim is made against Customer by a third-party in a court of competent jurisdiction regarding Customer's use of any of the Software Products, Vigilant shall indemnify Customer, and assume all legal responsibility and costs to contest any such claim. If Customer's use of any portion of the Software Products or documentation provided to Customer by Vigilant in connection with the Software Products is enjoined by a court of competent jurisdiction, Vigilant shall do one of the following at its option and expense within sixty (60) days of such enjoinder: (1) Procure for Customer the right to use such infringing portion; (2) replace such infringing portion with a non-infringing portion providing equivalent functionality; or (3) modify the infringing portion so as to eliminate the infringement while providing equivalent functionality.

C. Use of Software Products Interface. Under certain circumstances, it may be dangerous to operate a moving vehicle while attempting to operate a touch screen or laptop screen and any of their applications. It is agreed by Customer that Customer's users will be instructed to only utilize the interface to the Software Products at times when it is safe to do so. Vigilant is not liable for any accident caused by a result of distraction such as from viewing the screen while operating a moving vehicle.

#### **V. Software Support, Warranty and Maintenance.**

Customer will receive technical support by submitting a support ticket to Vigilant's company support website or by sending an email to Vigilant's support team. Updates, patches and bug fixes of the Software Products will be made available to Customer at no additional charge, although charges may be assessed if the Software Product is requested



to be delivered on physical media. Vigilant will provide Software Products support to Customer's Technical Support Agents through e-mail, fax and telephone.

## **VI. Camera License Keys (CLKs).**

Customer is entitled to use of the Software Products during the term of this Agreement to set up and install the Software Products on an unlimited number of media centers within Customer's network in accordance with selected Service Options. As Customer installs additional units of the Software Products and connects them to LPR cameras, Customer is required to obtain a Camera License Key (CLK) for each camera installed and considered in active service. A CLK can be obtained by Customer by going to Vigilant's company support website and completing the online request form to Vigilant technical support staff. Within two (2) business days of Customer's application for a CLK, Customer's Technical Support Agent will receive the requested CLK that is set to expire on the last day of the Initial Term or the then-current Service Period, as the case may be.

## **VII. Ownership of Software.**

A. Ownership of Software Products. The Software Products are copyrighted by Vigilant Solutions and remain the property of Vigilant Solutions. The license granted under this Agreement is not a sale of the Software Products or any copy. Customer owns the physical media on which the Software Products are installed, but Vigilant Solutions retains title and ownership of the Software Products and all other materials included as part of the Software Products.

B. Rights in Software Products. Vigilant Solutions represents and warrants that: (1) it has title to the Software and the authority to grant license to use the Software Products; (2) it has the corporate power and authority and the legal right to grant the licenses contemplated by this Agreement; and (3) it has not and will not enter into agreements and will not take or fail to take action that causes its legal right or ability to grant such licenses to be restricted.

## **VIII. Data Sharing.**

If Customer is a generator of LPR Data, Customer at its option may share its LPR Data with Law Enforcement Agencies who contract with Vigilant to access LEARN. Vigilant will not share any LPR Data generated by the Customer without the permission of the Customer.

## **IX. Ownership of LPR Data.**

Customer retains all rights to LPR Data generated by the Customer. Should Customer terminate agreement with Vigilant, a copy of all LPR Data generated by the Customer will be created and provided to the Customer. After the copy is created, all LPR Data generated by the Customer will be deleted from LEARN at the written request of an authorized representative of the Customer.

## **XI. Data Retention.**

LPR Data is governed by the Customer's retention policy. LPR Data that reaches its expiration date will be deleted from LEARN.



**XII. Account Access.**

A. Eligibility. Customer shall only authorize individuals who satisfy the eligibility requirements of “Users” to access LEARN. Vigilant in its sole discretion may deny access to LEARN to any individual based on such person’s failure to satisfy such eligibility requirements. User logins are restricted to employees of the Customer. No User logins may be provided to non-employees of the Customer without the express written consent of Vigilant.

B. Security. Customer shall be responsible for assigning an Agency Manager who in turn will be responsible for assigning to each of Customer’s Users a username and password (one per user account). A limited number of User accounts is provided. Customer will cause the Users to maintain username and password credentials confidential and will prevent use of such username and password credentials by any unauthorized person(s). Customer shall notify Vigilant immediately if Customer believes the password of any of its Users has, or may have, been obtained or used by any unauthorized person(s). In addition, Customer must notify Vigilant immediately if Customer becomes aware of any other breach or attempted breach of the security of any of its Users’ accounts.

**XIII. Service Package, Fees and Payment Provisions.**

A. Service Package. This Enterprise License Agreement is based on the following Service Package:

Service Package - Basic LPR Service Package:

- Vigilant Managed/Hosted LPR server LEARN Account
- Access to all Vigilant Software including all upgrades and updates
- Unlimited user licensing for the following applications:
  - LEARN, CarDetector and TAS

B. Service Fee. Payment of each Service Fee entitles Customer to all rights granted under this Agreement, including without limitation, use of the Software Products for the relevant Service Period, replacement of CLKs, and access to the updates and releases of the Software Products and associated equipment driver software to allow the Software Products to remain current and enable the best possible performance. The annual Service Fee due for a particular Service Period is based on the number of current Vigilant issued CLK’s at the time of Service Fee invoicing, and which will be used by Customer in the upcoming Service Period. A schedule of annual Service Fees is shown below:

| <b>Annual Service Fee Schedule (multiplied by number of CLK’s Issued)</b> |            |             |             |          |
|---------------------------------------------------------------------------|------------|-------------|-------------|----------|
| Total # of CLK’s under this ESA                                           | 0-14 CLK’s | 15-30 CLK’s | 31-60 CLK’s | Over 60  |
| Basic Service                                                             | \$525.00   | \$450.00    | \$400.00    | \$275.00 |

Payment of the Service Fee is due thirty (30) days prior to the renewal of the then-current Service Period. All Service Fees are exclusive of any sales, use, value-added or other federal, state or local taxes (excluding taxes based on Vigilant’s net income) and Customer agrees to pay any such tax. Service Fees may increase by no higher than 4% per year for years after the first year of this agreement.

C. Advanced Service Fee Payments. Vigilant Solutions will accept advanced Service Fee payment on a case by case basis for Customers who wish to lock in the Service Fee rates for subsequent periods at the rates currently





in effect, as listed in the table above. If Customer makes advanced Service Fee payments to Vigilant Solutions, advanced payments to Vigilant Solutions will be applied in full to each subsequent Service Period's Service Fees until the balance of the credits is reduced to a zero balance. System based advanced credits shall be applied to subsequent Service Fees in the amount that entitles Customer continued operation of the designated camera unit systems for the following Service Period until the credits are reduced to a zerobalance.

D. Price Adjustment. Vigilant has the right to increase or decrease the annual Service Fee from one Service Period to another; *provided, however*, that in no event will a Service Fee be increased by more than the greater of (i) 4% of the prior Service Period's Service Fees, (ii) the published rate of inflation in the United States for the prior year then ended, or (iii) prices identified in the original proposal. If Vigilant intends to adjust the Service Fee for a subsequent Service Period, it must give Customer notice of the proposed increase on or before the date that Vigilant invoices Customer for the upcoming Service Period.

#### **XIV. Miscellaneous.**

A. Limitation of Liability. IN NO EVENT SHALL VIGILANT SOLUTIONS BE LIABLE FOR ANY INDIRECT, INCIDENTAL, SPECIAL, CONSEQUENTIAL DAMAGES INCLUDING DAMAGES FOR LOSS OF USE, DATA OR PROFIT, ARISING OUT OF OR CONNECTED WITH THE USE OF THE SOFTWARE PRODUCTS, WHETHER BASED ON CONTRACT, TORT, NEGLIGENCE, STRICT LIABILITY OR OTHERWISE, EVEN IF VIGILANT SOLUTIONS HAS BEEN ADVISED OF THE POSSIBILITY OF DAMAGES. IN NO EVENT WILL VIGILANT SOLUTIONS'S LIABILITY ARISING OUT OF OR RELATED TO THIS AGREEMENT EXCEED THE FEES PAID BY CUSTOMER TO VIGILANT SOLUTIONS FOR THE SOFTWARE PRODUCTS LICENSED UNDER THIS AGREEMENT.

B. Confidentiality. Customer acknowledges that Software Products contain valuable and proprietary information of Vigilant Solutions and Customer will not disassemble, decompile or reverse engineer any Software Products to gain access to confidential information of Vigilant Solutions.

C. Assignment. Neither Vigilant Solutions nor Customer is permitted to assign this Agreement without the prior written consent of the other party. Any attempted assignment without written consent is void.

D. Amendment; Choice of Law. No amendment or modification of this Agreement shall be effective unless in writing and signed by authorized representatives of the parties. This Agreement shall be governed by the laws of the state of California without regard to its conflicts of law.

E. Complete Agreement. This Agreement constitutes the final and complete agreement between the parties with respect to the subject matter hereof, and supersedes any prior or contemporaneous agreements, written or oral, with respect to such subject matter.

F. Relationship. The relationship created hereby is that of contractor and customer and of licensor and Customer. Nothing herein shall be construed to create a partnership, joint venture, or agency relationship between the parties hereto. Neither party shall have any authority to enter into agreements of any kind on behalf of the other and shall have no power or authority to bind or obligate the other in any manner to any third party. The employees or agents of one party shall not be deemed or construed to be the employees or agents of the other party for any purpose whatsoever. Each party hereto represents that it is acting on its own behalf and is not acting as an agent for or on behalf of any third party.



G. No Rights in Third Parties. This agreement is entered into for the sole benefit of Vigilant Solutions and Customer and their permitted successors, executors, representatives, administrators and assigns. Nothing in this Agreement shall be construed as giving any benefits, rights, remedies or claims to any other person, firm, corporation or other entity, including, without limitation, the general public or any member thereof, or to authorize anyone not a party to this Agreement to maintain a suit for personal injuries, property damage, or any other relief in law or equity in connection with this Agreement.

H. Construction. The headings used in this Agreement are for convenience and ease of reference only, and do not define, limit, augment, or describe the scope, content or intent of this Agreement. Any term referencing time, days or period for performance shall be deemed calendar days and not business days, unless otherwise expressly provided herein.

I. Severability. If any provision of this Agreement shall for any reason be held to be invalid, illegal, unenforceable, or in conflict with any law of a federal, state, or local government having jurisdiction over this Agreement, such provision shall be construed so as to make it enforceable to the greatest extent permitted, such provision shall remain in effect to the greatest extent permitted and the remaining provisions of this Agreement shall remain in full force and effect.

J. Federal Government. Any use, copy or disclosure of Software Products by the U.S. Government is subject to restrictions as set forth in this Agreement and as provided by DFARS 227.7202-1(a) and 227.7202-3(a) (1995), DFARS 252.227-7013(c)(1)(ii) (Oct 1988), FAR 12.212(a)(1995), FAR 52.227-19, or FAR 52.227 (ALT III), as applicable.

K. Right to Audit. Customer, upon thirty (30) days advanced written request to Vigilant Solutions, shall have the right to investigate, examine, and audit any and all necessary non-financial books, papers, documents, records and personnel that pertain to this Agreement and any other SubAgreements.

L. Notices; Authorized Representatives; Technical Support Agents. All notices, requests, demands, or other communications required or permitted to be given hereunder must be in writing and must be addressed to the parties at their respective addresses set forth below and shall be deemed to have been duly given when (a) delivered in person; (b) sent by facsimile transmission indicating receipt at the facsimile number where sent; (c) one (1) business day after being deposited with a reputable overnight air courier service; or (d) three (3) business days after being deposited with the United States Postal Service, for delivery by certified or registered mail, postage pre-paid and return receipt requested. All notices and communications regarding default or termination of this Agreement shall be delivered by hand or sent by certified mail, postage pre-paid and return receipt requested. Either party may from time to time change the notice address set forth below by delivering 30 days advance notice to the other party in accordance with this section setting forth the new address and the date on which it will become effective.

|                                                                                                                                                 |                                                                                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| <p><b>Vigilant Solutions, LLC</b><br/>         Attn: Sales Administration<br/>         1152 Stealth Street<br/>         Livermore, CA 94551</p> | <p><b>Customer:</b> Attn: _____<br/>         Address: _____<br/>         _____</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|



M. Authorized Representatives; Technical Support Agents. Customer's Authorized Representatives and its Technical Support Agents are set forth below (Last Page). Customer's Authorized Representative is responsible for administering this Agreement and Customer's Technical Support Agents are responsible for administering the Software Products and acting as Customer's Software Products support contact. Either party may from time to time change its Authorized Representative, and Customer may from time to time change its Technical Support Agents, in each case, by delivering 30 days advance notice to the other party in accordance with the notice provisions of this Agreement.



IN WITNESS WHEREOF, the parties have executed the Agreement as of the Effective Date.

Manufacturer: Vigilant Solutions, LLC

Authorized Agent: Bill Quinlan

Title: Vice President Sales Operations

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

Signature: \_\_\_\_\_

Customer: \_\_\_\_\_

Authorized Agent: \_\_\_\_\_

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

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

Signature: \_\_\_\_\_



## Enterprise Service Agreement

### Contact Information Worksheet

Please complete the following contact information for your Vigilant Solutions Enterprise License program.

| Enterprise License Agreement Holder  |  |        |  |
|--------------------------------------|--|--------|--|
| Company Name:                        |  |        |  |
| Company Type:                        |  |        |  |
| Address:                             |  |        |  |
|                                      |  |        |  |
|                                      |  |        |  |
| Primary Contact                      |  |        |  |
| Name:                                |  |        |  |
| Title:                               |  | Phone: |  |
| Email:                               |  |        |  |
| Supervisor Information               |  |        |  |
| Name:                                |  |        |  |
| Title:                               |  | Phone: |  |
| Email:                               |  |        |  |
| Financial Contact (Accounts Payable) |  |        |  |
| Name:                                |  |        |  |
| Title:                               |  | Phone: |  |
| Email:                               |  |        |  |
| Technical Support Contact # 1        |  |        |  |
| Name:                                |  |        |  |
| Title:                               |  | Phone: |  |
| Email:                               |  |        |  |
| Technical Support Contact # 2        |  |        |  |
| Name:                                |  |        |  |
| Title:                               |  | Phone: |  |
| Email:                               |  |        |  |

For questions or concerns, please contact Vigilant Solutions' sales team:

[sales@vigilantsolutions.com](mailto:sales@vigilantsolutions.com)

1-925-398-2079

**Exhibit B**



GTS Technology Solutions, Inc.  
 9211 Waterford Centre Blvd  
 Suite 125  
 Austin, TX, 78758  
 Phone: (512) 452-0651

# Quote

**Quote #:** QT0041234  
**Date:** 5/22/2019  
**Delivery Date:**  
**Expire Date:** 6/21/2019  
**Customer ID:** TXNEWC120001  
**Sales Contact:** Jeremy Kling

| QUOTE FOR:               | SHIP TO:                 |
|--------------------------|--------------------------|
| GTS Technology Solutions | GTS Technology Solutions |

| CUSTOMER P.O. NO. | TERMS       | SALES REP     |
|-------------------|-------------|---------------|
|                   | Net 30 Days | Jordan Hector |

| SHIPPING TERMS | SHIP VIA |
|----------------|----------|
|                |          |

| NO. | ITEM                                                                                               | CONTRACT     | QTY.  | UOM  | PRICE       | EXTENDED PRICE |
|-----|----------------------------------------------------------------------------------------------------|--------------|-------|------|-------------|----------------|
| 1   | MOBILE LPR SYS-1: Mobile LPR 3-Camera Reaper High-Definition System (Expandable to 4 Cams)         | DIR-TSO-3652 | 1.00  | EACH | \$14,735.25 | \$14,735.25    |
| 2   | K-U-R-TAHOE-06-SET: LPR Camera Mounting Kit for 2006-14 Tahoe Roof                                 | DIR-TSO-3652 | 3.00  | EACH | \$949.05    | \$2,847.15     |
| 3   | VS-RE-MOB-CASE: Reaper System Mobility Carrying Case                                               | DIR-TSO-3652 | 1.00  | EACH | \$999.00    | \$999.00       |
| 4   | CABLE-PWR-CIG-M: Mobile Cigarette Power Cable                                                      | DIR-TSO-3652 | 1.00  | EACH | \$455.10    | \$455.10       |
| 5   | VSBCSVC-03: Vigilant LPR Basic Service Package for Hosted/Managed LPR Deployments                  | DIR-TSO-3652 | 1.00  | EACH | \$1,332.00  | \$1,332.00     |
| 6   | VSPK1SVC-03: Vigilant LPR Standard Service Package for Hosted/Managed LPR Deployments              | DIR-TSO-3652 | 1.00  | EACH | \$549.45    | \$549.45       |
| 7   | SSU-SYS-COM: Vigilant System Start Up & Commissioning of 'In Field' LPR system                     | DIR-TSO-3652 | 1.00  | EACH | \$225.00    | \$225.00       |
| 8   | VS-SHP-01: VIGILANT SHIPPING & HANDLING CHARGES                                                    | NON CONTRACT | 1.00  | EACH | \$0.00      | \$0.00         |
| 9   | VS-SSUSYS-COM: Startup & Commission "Hardware" - (Mobile per system, Fixed per camera)             | DIR-TSO-3652 | 1.00  | EACH | \$743.75    | \$743.75       |
| 10  | SVC-LPR-INSTALL: LPR Installation Services                                                         | DIR-TSO-3652 | 1.00  | EACH | \$1,020.00  | \$1,020.00     |
| 11  | TRVL: Travel and Expenses                                                                          | DIR-TSO-3652 | 1.00  | EACH | \$745.00    | \$745.00       |
| 12  | VSF-100-RXD: ReaperXD Fixed LPR Camera System                                                      | DIR-TSO-3652 | 14.00 | EACH | \$9,984.45  | \$139,782.30   |
| 13  | VS-CLIENTPORTAL-H: Client Portal Account                                                           | NON CONTRACT | 1.00  | EACH | \$0.00      | \$0.00         |
| 14  | TAS-UL: Target Alert Service - LPR Alert Delivery Software - Unlimited User                        | NON CONTRACT | 1.00  | EACH | \$0.00      | \$0.00         |
| 15  | CDFS-4HWW: Fixed Camera LPR System - Extended Hardware Warranty - Year 2 through 5                 | DIR-TSO-3652 | 14.00 | EACH | \$2,497.50  | \$34,965.00    |
| 16  | VSBCSVC-02: Vigilant LPR Basic Service Package for Hosted/Managed LPR Deployments                  | DIR-TSO-3652 | 5.00  | EACH | \$7,076.25  | \$35,381.25    |
| 17  | TIS-BRKT-LPR-H-POLEMT: TIS Traffic Pole Mounting Bracket. Mounts on top of horizontal traffic arm. | DIR-TSO-3652 | 14.00 | EACH | \$113.57    | \$1,589.98     |



GTS Technology Solutions, Inc.  
 9211 Waterford Centre Blvd  
 Suite 125  
 Austin, TX, 78758  
 Phone: (512) 452-0651

# Quote

**Quote #:** QT0041234  
**Date:** 5/22/2019  
**Delivery Date:**  
**Expire Date:** 6/21/2019  
**Customer ID:** TXNEWC120001  
**Sales Contact:** Jeremy Kling

|                   |  |                 |  |
|-------------------|--|-----------------|--|
| <b>QUOTE FOR:</b> |  | <b>SHIP TO:</b> |  |
| CTRMA             |  | CTRMA           |  |

|                          |              |                  |
|--------------------------|--------------|------------------|
| <b>CUSTOMER P.O. NO.</b> | <b>TERMS</b> | <b>SALES REP</b> |
|                          | Net 30 Days  | Jordan Hector    |
| <b>SHIPPING TERMS</b>    |              | <b>SHIP VIA</b>  |
|                          |              |                  |

| NO. | ITEM                                                                                                                                    | CONTRACT     | QTY.  | UOM  | PRICE      | EXTENDED PRICE |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------|--------------|-------|------|------------|----------------|
| 18  | TIS-CLC-KIT: TIS Cameral Locking Clamp Assy. Includes Camera Locking Clamp, Thumb Screw and Cap Screw                                   | DIR-TSO-3652 | 14.00 | EACH | \$43.70    | \$611.80       |
| 19  | CONS-PS-480-24: DIN Rail Power Supplies 480W 24V 20A                                                                                    | DIR-TSO-3652 | 2.00  | EACH | \$265.56   | \$531.12       |
| 20  | CONS-POWER-CORD-3FT: Power Cord - NEMA 125V, 3-Prong, Black, 3ft                                                                        | NON CONTRACT | 2.00  | EACH | \$4.50     | \$9.00         |
| 21  | 2A-PAN-ARB-2U-SHELF: Shelf, 2U Rack for VPU Rack Mount                                                                                  | DIR-TSO-3652 | 2.00  | EACH | \$75.17    | \$150.34       |
| 22  | VS-SHP-02: VIGILANT SHIPPING & HANDLING CHARGES                                                                                         | NON CONTRACT | 14.00 | EACH | \$0.00     | \$0.00         |
| 23  | TIS-CLK-KIT: TIS Camera Locking Clamp Assy. Includes Camera Locking Clamp, Thumb Screw and Cap Screw                                    | DIR-TSO-3652 | 14.00 | EACH | \$43.70    | \$611.80       |
| 24  | CONS-PS-480-24: DIN Rail Power Supplies 480W 24V 20A                                                                                    | DIR-TSO-3652 | 2.00  | EACH | \$265.56   | \$531.12       |
| 25  | PWR-CON-WP-RJ45-COUPLER: RJ45 Connector Waterproof RJ45 Coupler Connector Shielded(2 per Pack)                                          | DIR-TSO-3652 | 14.00 | EACH | \$52.44    | \$734.16       |
| 26  | MISC-CONSUMABLES-50: Shrink,DIN Rail Terminal Block, Block Cover and Screws                                                             | DIR-TSO-3652 | 4.00  | EACH | \$462.50   | \$1,850.00     |
| 27  | SVC-TIC-WAMA (TIER 1 SUPPORT): Tier 1 Technical Support                                                                                 | DIR-TSO-3652 | 18.00 | EACH | \$462.50   | \$8,325.00     |
| 28  | VS-VSPTRNG: Vigilant End User Training for LPR Systems                                                                                  | DIR-TSO-3652 | 1.00  | EACH | \$4,625.00 | \$4,625.00     |
| 29  | TIS-COMP-I78700T32G1TB: i7, 16GB RAM, 1TB SSD                                                                                           | DIR-TSO-3652 | 3.00  | EACH | \$5,636.02 | \$16,908.06    |
| 30  | SWITCH-10PORT-POE: 10-Port Industrial Unmanaged PoE Ethernet Switch.                                                                    | DIR-TSO-3652 | 2.00  | EACH | \$1,118.32 | \$2,236.64     |
| 31  | COM-CBL-ETH-STP-BLU-2FT: SlimRun Cat6A Ethernet Patch Cable - Snagless RJ45, Stranded, STP, Pure Bare Copper Wire, 36AWG, 2ft, Blue.    | DIR-TSO-3652 | 4.00  | EACH | \$13.87    | \$55.48        |
| 32  | COM-CBL-ETH-STP-BLU-14FT: SlimRun Cat6A Ethernet Patch Cable - Snagless RJ45, Stranded, S/STP, Pure Bare Copper Wire, 36AWG, 14ft, Blue | DIR-TSO-3652 | 2.00  | EACH | \$19.42    | \$38.84        |
| 33  | SVC-FIXED-LPR-INSTALL: LPR installation Services-Processor Sites                                                                        | DIR-TSO-3652 | 14.00 | EACH | \$878.75   | \$12,302.50    |
| 34  | SVC-NUC-INSTALL: NUC Installs                                                                                                           | DIR-TSO-3652 | 4.00  | EACH | \$1,300.78 | \$5,203.12     |

Continued...





GTS Technology Solutions, Inc.  
 9211 Waterford Centre Blvd  
 Suite 125  
 Austin, TX, 78758  
 Phone: (512) 452-0651

# Quote

**Quote #:** QT0041234  
**Date:** 5/22/2019  
**Delivery Date:**  
**Expire Date:** 6/21/2019  
**Customer ID:** TXNEWC120001  
**Sales Contact:** Jeremy Kling

| QUOTE FOR:               | SHIP TO:                 |
|--------------------------|--------------------------|
| GTS Technology Solutions | GTS Technology Solutions |

| CUSTOMER P.O. NO. | TERMS       | SALES REP     |
|-------------------|-------------|---------------|
|                   | Net 30 Days | Jordan Hector |
| SHIPPING TERMS    |             | SHIP VIA      |
|                   |             |               |

| NO. | ITEM                                                                                                 | CONTRACT     | QTY.  | UOM  | PRICE       | EXTENDED PRICE |
|-----|------------------------------------------------------------------------------------------------------|--------------|-------|------|-------------|----------------|
| 35  | VS-SSUSYS-COM: Startup & Commission "Hardware" - (Mobile per system, Fixed per camera)               | DIR-TSO-3652 | 14.00 | EACH | \$925.00    | \$12,950.00    |
| 36  | SVC-LPR-PM: Project Management for LPR Projects per enclosure. Includes all travel and documentation | DIR-TSO-3652 | 1.00  | EACH | \$4,625.00  | \$4,625.00     |
| 37  | SVC-LPR-ENGINEERING: Engineering Services                                                            | DIR-TSO-3652 | 1.00  | EACH | \$13,875.00 | \$13,875.00    |
| 38  | TRVL: Travel and Expenses                                                                            | DIR-TSO-3652 | 1.00  | EACH | \$9,250.00  | \$9,250.00     |
| 39  | SERVICES: GTS SERVICES: Lane Closure, Cable Drop, and Data Center Connection                         | DIR-TSO-3655 | 1.00  | EACH | \$72,612.27 | \$72,612.27    |
| 40  | SERVICES: PROJECT MANAGEMENT: Project Management                                                     | DIR-TSO-3655 | 16.00 | EACH | \$70.00     | \$1,120.00     |

|                                                                                                                                                                                                                                                |                                                                |                                                                                                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| For questions regarding this quote, please contact Jeremy Kling at 512-681-6257. This quote is valid for 30 days unless otherwise noted.                                                                                                       | <b>Total Weight (EACH):</b> 0<br><b>Total Volume (EACH):</b> 0 | <b>Sales Total:</b> \$404,526.48<br><b>Freight &amp; Misc.:</b> \$0.00<br><br><b>Tax Total:</b> \$0.00<br><b>Total (USD):</b> \$404,526.48 |
| These prices do NOT include taxes, insurance, shipping, delivery, setup fees, or any cables or cabling services or material unless specifically listed above. All prices are subject to change without notice. Supply subject to availability. |                                                                |                                                                                                                                            |

*Study by Fagan on Violator Enforcement*

Violator  
Enforcement Study



CENTRAL TEXAS  
REGIONAL MOBILITY  
AUTHORITY

## Introduction

Senate Bill 1792 (SB 1792) grants toll authorities in Texas options to remedy the issue of chronic toll violators, also known as Habitual Violators (HV). The four options available today to toll entities include:

- Impounding the violator's vehicle
- Posting the names of chronic violators on the agency's website
- Flagging the vehicle renewal registration via the Department of Motor Vehicles, enforced by county Tax Assessor-Collectors
- Prohibiting the use of toll facilities

CTRMA is most interested in the fourth option, keeping HVs off the roadways. The approaches detailed in this study utilize advanced camera technology to detect HVs and notify the appropriate Law Enforcement (LE) agencies when prohibited vehicles use the roadways. These systems can notify patrolmen on duty or a LE command center about the vehicle's location and direction, as well as capture images that an agency may use to issue a citation if video evidence as enforcement is supported in their jurisdiction. Options include Mobile Automatic License Plate Recognition (ALPR), Fixed ALPR, as well as software plug-ins to existing toll systems.

## Market Drivers

Unpaid tolls cost agencies millions of dollars each year. In the most extreme cases, an individual HV may accumulate tens-of-thousands of dollars, or more, in unpaid tolls and fees. This reality has motivated agencies to explore new ways of discouraging and preventing the chronic violators from using the roadways. Of course, to stop these users, they must be identified accurately and quickly, so that LE agencies can issue citations and/or prosecute HVs in a court of law.

Minimizing revenue leakage remains a key operational goal for tolling agencies. Unusually high revenue loss can create negative perceptions from paying customers, stakeholders, and financial rating agencies. As tolling approaches advance so should the methods of toll enforcement.

Despite harsher penalties, agencies across the nation remain frustrated with chronic violators creating large sums of unpaid tolls. While some revenue loss is typically part of operating toll facilities. There are additional solutions worth considering. The most direct, impactful approach is for LE to stop, cite, and force these individuals to address their unpaid accounts to a judge. Our study will explore technologies and vendors that help agencies and law enforcement to do just that.

## Generic Overview

### Mobile ALPR

Mobile ALPR is camera systems installed on police cruisers. The system continuously scans license plates as a LE officer patrols the roadway. These ALPR system references the plates against a database of HV vehicle license plate numbers for violator detection. The benefit of mobile ALPR systems is that the LE officer is within proximity of the offending vehicle when the ALPR database makes an identification. The ability to readily identify HV vehicles increases the likelihood that the officer can pursue and issue a citation. Mobile systems are also inexpensive, as little equipment is required to outfit a handful of vehicles. However, the flaw with this solution is that LE can only monitor vehicles driving within proximity of the police cruiser and only while that vehicle is on patrol. The probability that an officer on patrol will be in “the right place, at the right time” to catch a HV is low.

### Fixed ALPR

Users mount these types of systems in a fixed position (typically on gantries and entrance/exit locations) to monitor the license plates of passing vehicles. The system sends an alert to LE. Again, the ALPR database hold the license plates of HV vehicles. The advantage to these systems over mobile ALPR is that they operate 24/7, scan the toll road in its entirety, and can immediately notify a LE command center if a violator is detected. Note that these systems are costlier because they require the procurement and installation of proprietary camera and roadside equipment at all toll points if the desire is to cover all roadways.

### Existing Toll System Cameras Notify Law Enforcement

Back-office software solutions can integrate with and utilize existing tolling infrastructure to identify violators against a database once again. These systems are attractive to agencies because they do not require the procurement, installation, and maintenance of additional road-side equipment. The software runs on a hosted computer solution requiring zero hardware. It is essential to understand that these systems are not Commercial off the shelf (COTS) solutions. They need custom computer code to integrate with existing systems. As a result, these solutions take significantly longer to develop, test, and turn-up, compared to the packaged solutions previously mentioned. However, the cost savings of integrating with existing equipment is the attraction to such products.

### Notes

If only one platform is to be selected, Fagan Consulting recommends a fixed ALPR system if CTRMA’s budget allows. Two of the three vendors we explored offer mobile enforcement solutions as part of their product line-up. However, we feel that there are too many limitations inherent in mobile systems to make them solely viable for identifying the majority of HVs. The always-watching, 24/7 nature, of fixed enforcement solutions will greatly increase the probability of catching these offenders. Additionally, publicizing the use of a fixed ALPR could serve as a strong deterrent to customers contemplating using the roadway once prohibited from doing so.

## ALPR Specific Solutions/Vendors

In this section, we will examine and compare three qualified vendors capable of fulfilling an ALPR solution for CTRMA. We evaluated the vendors on the basis of features, limitations, time to implement, and price.

### Vigilant Solutions

California-based, Vigilant Solutions, has implemented fixed and mobile ALPR solutions for dozens of law enforcement agencies in Texas, mostly local police and sheriff's departments. A few examples of Vigilant customers are Austin Police Department, Dallas Police Department, Dallas Fort Worth International Airport, FBI Dallas, and NTTA.



#### *Features*

Their Reaper product is a proprietary system of integrated camera and processor units installed at tolling points. The system is hosted in a private and secure data center, where a list of prohibited plates may be stored for HV detection. The system can alert LE via email, to a mobile application, or any Windows-based PC, thus eliminating the need for additional equipment in police cruisers or LE command centers.

#### *Limitations*

From a performance standpoint, there are no limitations. However, it is of note that the Reaper product is far more robust than what CTRMA requires to identify HVs. The system offers features, such as data sharing between law enforcement agencies and other police-related alerting services that are well outside the scope of the project.

#### *Time to Implement*

Due to the out-of-the-box nature of the Reaper product, it is possible that it may take as little as three months to implement.

#### *Costs*

Vigilant has quoted us a total cost of approximately \$550,000 for a hosted fixed ALPR system covering all CTRMA's roadways. This capital expenditure is independent of a \$17,000 per year hosting fee. Vigilant estimates a non-hosted system at \$615,000. The system includes a one-year warranty. Work permits, any related costs, and electrical usage would be the responsibility of CTRMA.

## Leonardo

Leonardo is an Italian, high-tech defense and security firm with offices in North Carolina. The firm has been in business for nearly seventy years. They have provided ALPR solutions nationwide, most notably in Texas and Georgia.



### *Features*

Their ELSAG ALPR product line features both fixed and mobile camera technologies. The ELSAG Plate Hunter F3 product is a proprietary solution that utilizes dedicated ELSAG cameras at tolling points. The system runs at the roadside, and the customer has the option of hosting the solution on local servers or in-the-cloud on an Amazon AWS platform. The system can reference either a “HOT list” of prohibited plates or a “WHITE list” of allowed plates and can alert LE as needed. Like Vigilant, the ELSAG system does not necessitate additional equipment in police cruisers or LE command centers. Only a computer or mobile device, as well as, an internet connection is required to receive alerts.

### *Limitations*

There are no limitations, except cost.

### *Time to Implement*

Due to the out-of-the-box nature of the ELSAG Plate Hunter product, it is possible that it may take as little as three months to implement.

### *Costs*

Leonardo estimates that it would cost approximately \$867,000 to install and maintain a fixed ALPR Plate Hunter system for all toll points that CTRMA maintains. This capital expenditure includes a one-time hosting fee for the AWS solution. As with Vigilant, work permits, related costs, and electrical usage would be the responsibility of CTRMA.

## Ace Applications

Florida-based, Ace Applications, is a relative newcomer to ALPR. Nevertheless, recently, they successfully developed an alert system for a large tolling agency in Florida.



### *Features*

Their solution is a software package that integrates with an existing back office system. The software is hosted at the lane level and resides on the Microsoft Azure cloud, negating the need for additional roadside computing hardware and maintenance. Utilizing existing camera and roadside equipment, the software references, in real-time, incoming plate data against a database of offenders. Once a HV is identified, LE may be alerted via a desktop or mobile application, SMS text message, or email. The system gives real-time updates regarding the vehicle's direction and last known location, so that police officers on patrol have the opportunity to intercept and cite the violator.

### *Limitations*

Due to the customized nature of Ace's software, such a solution will take far longer to implement than competitors' offerings. As this would be a one-off system, there are risks associated with delays in development due to unforeseen technical roadblocks. We recommend that if CTRMA is interested in Ace's offerings, a workshop be held between Ace, the back-office vendor, and roadside vendor to investigate any potential issues with integration before making any commitments.

### *Time to Implement*

Five-to-six months of development time is required, as well as an additional one-to-two months for testing and turn-up. This solution will likely take twice the time (possibly more) to implement as compared to one of the COTS solutions from Vigilant or Leonardo.

### *Costs*

Ace estimates that it would require a capital expenditure of approximately \$275,000 to implement such a system and roughly \$70,000 in annual maintenance. Maintenance covers all break-fix and updates/patches. Their Master Service Agreement is standard at one year, and a discount is available for multiple years.



## ALPR Specific Solutions – Vendor Summary

The Vendor Summary table below summarizes the critical factors concerning each vendor researched.

### *Vendor Summary*

| Feature                                 | Vigilant | Leonardo | Ace Applications |
|-----------------------------------------|----------|----------|------------------|
| <b>Fixed ALPR solution</b>              | X        | X        | X                |
| <b>Mobile ALPR solution</b>             | X        | X        |                  |
| <b>Cloud based</b>                      | X        | X        | X                |
| <b>Onsite</b>                           | X        | X        | X                |
| <b>Implementation Time &lt;3 months</b> | X        | X        |                  |
| <b>Implementation Time &gt;3 months</b> |          |          | X                |
| <b>Alerts provided via email, SMS</b>   | X        | X        | X                |

## Next Steps

Any of these vendors can meet CTRMA’s roadside enforcement needs. As a next step, Fagan Consulting recommends that CTRMA have comprehensive discussions with these vendors to ascertain specific requirements and more exact pricing. It is important to note that the costs researched in this study are estimates for comparison purposes. Vendors’ contact information is in Appendix A.



## Appendix A: Vendor Contacts

### **Vigilant Solutions**

Chantell Tice  
Client Success Manager, West Coast  
[chantell.tice@vigilantsolutions.com](mailto:chantell.tice@vigilantsolutions.com)  
(512) 983-8773

### **Leonardo**

Craig Duncan  
Southern Regional Field Operations Manager  
[craig.duncan@leonardocompany-us.com](mailto:craig.duncan@leonardocompany-us.com)  
(910) 986-0596

### **Ace Applications**

Courtney Powell  
Sales Manager, Ace Applications  
[cpowell@aceapplications.com](mailto:cpowell@aceapplications.com)  
(407) 353-3748