

**MEETING OF THE AUDIT COMMITTEE
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 15-017

AWARDING A CONTRACT FOR INDEPENDENT AUDITING SERVICES.

WHEREAS, by Resolution No. 15-010, dated January 28, 2015, the Board of Directors authorized the Executive Director to procure auditing services for the Mobility Authority in accordance with the procurement policies established by Chapter 4 of the Mobility Authority Policy Code; and

WHEREAS, Mobility Authority staff issued a request for qualifications ("RFQ") on February 27, 2015, soliciting statements of qualifications and interest from firms interested in providing auditing services to the Mobility Authority; and

WHEREAS, based on a review and analysis of the responses to the RFQ, the Executive Director recommends awarding a contract to Padgett, Stratemann & Co., L.L.P. to provide independent auditing services to the Mobility Authority; and

NOW THEREFORE, BE IT RESOLVED, that the Executive Director is authorized to negotiate and execute contract (letter of engagement) with Padgett, Stratemann & Co., L.L.P. to provide independent auditing services to the Mobility Authority.

Adopted by the Audit Committee of the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of March, 2015.

Submitted and reviewed by:



Andrew Martin, General Counsel

Approved:



Robert Bennett
Chairman, Audit Committee

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

RESOLUTION NO. 15-018

ACCEPT THE FINANCIAL STATEMENTS FOR FEBRUARY 2015.

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; and

WHEREAS, the Executive Director, working with the Chief Financial Officer, has reviewed and authorized the disbursements necessary for the month of February 2015, and has caused Financial Statements to be prepared and attached to this resolution as Exhibit 1.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors accepts the Financial Statements for February 2015, attached as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of March, 2015.

Submitted and reviewed by:



Andrew Martin, General Counsel

Approved:



Ray A. Wilkerson
Chairman, Board of Directors

Exhibit 1

Financial Statements for February 2015

Central Texas Regional Mobility Authority

Balance Sheet

	as of 02/28/2015	as of 02/28/2014
Assets		
Current Assets		
Cash		
Regions Operating Account	\$ 600,126	\$ 4,556,737
Cash In TexSTAR	681,021	59,798
Regions Payroll Account	74,913	88,322
Restricted Cash		
Fidelity Govt MMA	235,682,245	115,478,257
Restricted Cash-TexStar	8,967,933	8,768,154
Overpayments account	71,316	28,487
Total Cash and Cash Equivalents	246,077,554	128,979,755
Accounts Receivable		
Accounts Receivable	85,880	20,967
Due From TTA	370,332	229,871
Due From NTTA	292,501	159,681
Due From HCTRA	516,024	129,512
Due From TxDOT	27,061,036	44,342,915
Interest Receivable	73,250	196,740
Total Receivables	28,399,023	45,079,686
Short Term Investments		
Certificates of Deposit	-	
Agencies	19,785,711	64,047,717
Total Short Term Investments	19,785,711	64,047,717
Total Current Assets	294,262,289	238,107,158
Total Construction In Progress	115,673,702	386,039,484
Fixed Assets (Net of Depreciation)		
Computers	63,295	90,640
Computer Software	1,010,019	407,272
Equipment	5,057	16,769
Autos and Trucks	2,874	9,773
Buildings and Toll Facilities	5,714,699	5,891,814
Highways and Bridges	610,920,188	321,234,138
Communication Equipment	441,259	637,374
Toll Equipment	20,791,206	11,271,331
Signs	11,548,833	8,667,181
Land Improvements	12,486,484	6,968,675
Right of Way	85,152,004	46,642,851
Leasehold Improvements	185,927	174,225
Total Fixed Assets	748,321,845	402,012,043
Other Assets		
Intangible Assets	13,243,043	15,032,417
2005 Bond Insurance Costs	4,999,651	5,337,706
Prepaid Insurance	52,890	53,297
Total Other Assets	18,295,585	20,423,420
Total Assets	\$ 1,176,553,420	\$ 1,046,582,105

as of 02/28/2015

as of 02/28/2014

Liabilities**Current Liabilities**

Accounts Payable	957,923	557,002
Construction Payable-Maha Loop	6,536,651	1,534,298
Overpayments	73,117	29,954
Interest Payable	6,639,246	5,311,370
TCDRS Payable	41,166	45,535
Due to Other Entities	954,175	8,963

Total Current Liabilities	15,202,278	7,487,122
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Long Term Liabilities

Accrued Vac & Sick Leave Payable	189,089	189,089
Total Long Term Payables	189,089	189,089

Bonds Payable

Senior Lien Revenue Bonds		
Senior Lien Revenue Bonds 2010	110,453,485	106,950,320
Senior Lien Revenue Bonds 2011	308,426,101	307,736,403
Senior Refunding Bonds 2013	182,555,000	185,810,000
Sn Lien Rev Bnd Prem/Disc 2010	66,339	106,300
Sn Lien Rev Bnd Prem/Disc 2011	(3,482,996)	(3,624,371)
Sn Lien Rev Bnd Prem/Disc 2013	15,067,877	17,734,801
Total Senior Lien Revenue Bonds	613,085,807	614,713,453

Sub Lien Revenue Bonds

Subordinated Lien Bond 2011	70,000,000	70,000,000
Sub Refunding Bnds 2013	102,530,000	103,960,000
Sub Lien Bond 2011 Prem/Disc	(1,821,701)	(1,919,681)
Sub Refunding 2013 Prem/Disc	3,462,424	3,958,835
Tot Sub Lien Revenue Bonds	174,170,723	175,999,154

Other Obligations

2011 Regions Draw Down Note	1,730,258	3,049,820
2013 American Bank Loan	5,300,000	5,300,000
Total Other Obligations	7,030,258	8,349,820

Total Long Term Liabilities

Total Long Term Liabilities	794,475,877	799,251,516
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Total Liabilities	809,678,155	806,738,638
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Net Assets

Contributed Capital	35,847,060	18,734,896
Net Assets Beginning	263,492,791	153,684,260
Current Year Operations	67,535,414	67,424,311
Total Net Assets	366,875,265	239,843,467

Total Liabilities and Net Assets

Total Liabilities and Net Assets	\$ 1,176,553,420	\$ 1,046,582,105
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**Central Texas Regional Mobility Authority
Income Statement
All Operating Departments**

Account Name	Budget Amount FY 2015	Actual Year to Date 2/28/2015	Percent of Budget	Actual Prior Yr to Date 2/28/2014
Revenue				
Operating Revenue				
Toll Revenue-TxTag-183A	22,080,350	17,116,288	77.52%	15,673,122
Toll Revenue-HCTRA-183A	1,089,491	1,056,342	96.96%	805,488
Toll Revenue-NTTA-183A	1,041,069	626,198	60.15%	620,628
Toll Revenue-TxTag-Manor	8,341,268	5,073,682	60.83%	1,432,426
Toll Revenue-HCTRA Manor	1,542,774	1,111,395	72.04%	205,236
Toll Revenue-NTTA-Manor	401,121	229,413	57.19%	63,056
Video Tolls 183A	8,414,300	4,592,606	54.58%	3,838,246
Video Tolls Manor Expressway	4,548,325	1,603,535	35.26%	494,001
Fee revenue 183A	2,660,832	1,357,114	51.00%	1,509,731
Fee revenue Manor Expressway	1,520,242	606,592	39.90%	346,984
Total Operating Revenue	51,639,772	33,373,163	64.63%	24,988,918
Other Revenue				
Interest Income	180,000	214,463	119.15%	99,413
Grant Revenue	2,399,600	85,646,817	3569%	65,174,632
Misc Revenue	-	15,959		3,187,763
Total Other Revenue	2,579,600	85,877,239	3329%	68,461,808
Total Revenue	\$ 54,219,372	\$ 119,250,402	219.94%	\$ 93,450,726
Expenses				
Salaries and Wages				
Salary Expense-Regular	2,286,142	1,556,262	68.07%	1,485,389
Part Time Salary Expense	51,000	-	0.00%	-
Overtime Salary Expense	3,000	-	0.00%	-
Salary Reserve	40,000	-	0.00%	-
TCDRS	334,167	208,925	62.52%	206,606
FICA	104,780	58,761	56.08%	57,709
FICA MED	33,417	22,684	67.88%	21,694
Health Insurance Expense	223,733	131,295	58.68%	122,363
Life Insurance Expense	5,903	2,806	47.53%	1,851
Auto Allowance Expense	10,200	425	4.17%	5,100
Other Benefits	190,809	112,223	58.81%	70,347
Unemployment Taxes	12,960	4,016	30.99%	187
Total Salaries and Wages	3,296,111	2,097,397	63.63%	1,971,246

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

Account Name	Budget Amount FY 2015	Actual Year to Date 2/28/2015	Percent of Budget	Actual Prior Yr to Date 2/28/2014
Administrative				
Administrative and Office Expenses				
Accounting	5,000	5,125	102.49%	7,759
Auditing	70,000	51,888	74.13%	51,480
Human Resources	50,000	81,365	162.73%	5,934
IT Services	63,000	37,167	59.00%	25,993
Internet	6,700	961	14.35%	686
Software Licenses	20,200	18,880	93.46%	7,387
Cell Phones	12,100	7,624	63.01%	7,330
Local Telephone Service	25,000	9,677	38.71%	8,989
Overnight Delivery Services	1,700	128	7.54%	239
Local Delivery Services	1,150	-	0.00%	-
Copy Machine	8,000	7,296	91.20%	4,818
Repair & Maintenance-General	500	965	192.97%	921
Meeting Facilities	250	-	0.00%	-
Community Meeting/ Events	5,000	-	0.00%	-
Meeting Expense	17,700	5,743	32.45%	3,389
Public Notices	2,000	-	0.00%	-
Toll Tag Expense	1,550	863	55.71%	171
Parking	3,400	2,182	64.17%	1,897
Mileage Reimbursement	9,750	3,603	36.96%	3,280
Insurance Expense	180,000	61,258	34.03%	66,195
Rent Expense	490,000	252,810	51.59%	200,972
Legal Services	320,000	89,614	28.00%	94,618
Total Admin. and Office Expenses	1,293,000	637,147	49.28%	492,058
Office Supplies				
Books & Publications	6,650	1,755	26.39%	1,395
Office Supplies	12,000	6,275	52.29%	7,483
Computer Supplies	12,500	8,466	67.73%	7,846
Copy Supplies	2,200	939	42.67%	187
Other Reports-Printing	13,000	553	4.26%	13
Office Supplies-Printed	2,700	1,073	39.73%	840
Misc Materials & Supplies	3,500	538	15.36%	1,158
Postage Expense	5,600	440	7.86%	411
Total Office Supplies	58,150	20,039	34.46%	19,333

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

Account Name	Budget Amount FY 2015	Actual Year to Date 2/28/2015	Percent of Budget	Actual Prior Yr to Date 2/28/2014
Communications and Public Relations				
Graphic Design Services	50,000	5,546	11.09%	11,819
Website Maintenance	65,000	4,385	6.75%	17,847
Research Services	50,000	3,577	7.15%	5,033
Communications and Marketing	150,000	122,838	81.89%	94,254
Advertising Expense	260,000	52,823	20.32%	51,427
Direct Mail	5,000	420	8.40%	-
Video Production	30,000	-	0.00%	5,050
Photography	10,000	-	0.00%	1,125
Radio	10,000	-	0.00%	-
Other Public Relations	27,500	-	0.00%	-
Promotional Items	10,000	6,979	69.79%	370
Displays	5,000	159	3.18%	-
Annual Report printing	10,000	-	0.00%	1,944
Direct Mail Printing	5,000	-	0.00%	-
Other Communication Expenses	1,000	5,422	542.21%	482
Total Communications and Public Relations	688,500	202,148	29.36%	189,351
Employee Development				
Subscriptions	1,850	1,051	56.82%	1,197
Memberships	37,100	30,723	82.81%	28,793
Continuing Education	5,550	3,520	63.42%	596
Professional Development	12,200	3,000	24.59%	501
Other Licenses	700	457	65.28%	470
Seminars and Conferences	39,000	23,531	60.34%	20,782
Travel	91,000	23,435	25.75%	49,271
Total Employee Development	187,400	85,717	45.74%	101,610
Financing and Banking Fees				
Trustee Fees	16,000	-	0.00%	5,913
Bank Fee Expense	10,000	3,559	35.59%	3,791
Continuing Disclosure	8,500	15,647	184.08%	3,500
Arbitrage Rebate Calculation	7,000	7,970	113.86%	6,630
Loan Fee Expense	5,000	-	0.00%	-
Rating Agency Expense	50,000	13,500	27.00%	6,000
Total Financing and Banking Fees	96,500	40,676	42.15%	25,834
Total Administrative	2,323,550	985,727	42.42%	828,186

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

Account Name	Budget Amount FY 2015	Actual Year to Date 2/28/2015	Percent of Budget	Actual Prior Yr to Date 2/28/2014
Operations and Maintenance				
Operations and Maintenance Consulting				
General Engineering Consultant	520,500	-	0.00%	4,600
GEC-Trust Indenture Support	69,500	82,681	118.96%	44,627
GEC-Financial Planning Support	47,000	5,436	11.57%	43,376
GEC-Toll Ops Support	60,000	7,522	12.54%	879
GEC-Roadway Ops Support	187,000	206,183	110.26%	143,829
GEC-Technology Support	150,000	-	0.00%	96,284
GEC-Public Information Support	1,000	738	73.76%	461
GEC-General Support	225,000	227,033	100.90%	152,007
General System Consultant	175,000	85,719	48.98%	36,692
Traffic and Revenue Consultant	60,000	28,015	46.69%	26,650
Total Operations and Mtce. Consulting	1,495,000	643,327	43.03%	549,405
Road Operations and Maintenance				
Roadway Maintenance	700,000	413,452	59.06%	314,071
Landscape Maintenance	250,000	121,908	48.76%	65,292
Signal & Illumination Maint	-	54,313		25,568
Maintenance Supplies-Roadway	-	251		-
Tools & Equipment Expense	500	227	45.36%	43
Gasoline	6,000	1,646	27.44%	2,018
Repair & Maintenance-Vehicles	1,000	1,902	190.18%	812
Roadway Operations	50,000	-	0.00%	-
Electricity - Roadways	150,000	71,976	47.98%	-
Total Road Operations and Maintenance	1,157,500	665,675	57.51%	407,804
Toll Processing and Collection Expense				
Image Processing	3,000,791	1,463,725	48.78%	919,667
Tag Collection Fees	2,318,079	1,379,956	59.53%	1,052,132
Court Enforcement Costs	45,000	13,955	31.01%	-
DMV Lookup Fees	7,000	1,702	24.32%	-
Total Toll Processing and Collections	5,370,870	2,859,338	53.24%	1,971,799

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

Account Name	Budget Amount FY 2015	Actual Year to Date 2/28/2015	Percent of Budget	Actual Prior Yr to Date 2/28/2014
Toll Operations Expense				
Facility maintenance	-	67		5,827
Emergency Maintenance	10,000	-	0.00%	-
Generator Maintenance	27,700	6,300	22.74%	-
Generator Fuel	6,000	749	12.48%	1,573
Fire and Burglar Alarm	-	247		-
Elevator Maintenance	2,800	-	0.00%	-
Refuse	800	465	58.17%	319
Pest Control	1,600	896	56.00%	640
Custodial	5,440	2,081	38.25%	860
Fiber Optic System	40,000	52,890	132.23%	48,858
Water	7,500	2,995	39.93%	3,943
Electricity	30,000	10,166	33.89%	66,682
ETC spare parts expense	130,000	-	0.00%	-
Repair & Maintenance Toll Equip	5,000	-	0.00%	170
Law Enforcement	257,500	124,940	48.52%	198,108
ETC Maintenance Contract	1,368,000	682,808	49.91%	426,585
ETC Development	125,000	-	0.00%	-
ETC Testing	60,000	-	0.00%	-
Total Toll Operations	2,077,340	884,604	42.58%	753,565
Total Operations and Maintenance	10,100,710	5,052,944	50.03%	3,682,573
Other Expenses				
Special Projects and Contingencies				
HERO	1,400,000	725,745	51.84%	791,055
Special Projects	1,190,000	312,861	26.29%	111,710
Other Contractual Svcs	130,200	35,104	26.96%	-
Contingency	170,500	-	0.00%	8,000
Total Special Projects and Contingencies	2,890,700	1,073,710	37.14%	910,765
Non Cash Expenses				
Amortization Expense	120,000	177,768	148.14%	67,537
Amort Expense - Refund Savings	1,300,000	685,240	52.71%	685,240
Dep Exp- Furniture & Fixtures	14,000	-	0.00%	-
Dep Expense - Equipment	15,000	5,814	38.76%	14,415

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

Account Name	Budget Amount FY 2015	Actual Year to Date 2/28/2015	Percent of Budget	Actual Prior Yr to Date 2/28/2014
Dep Expense - Autos & Trucks	7,000	4,599	65.70%	4,599
Dep Expense-Buildng & Toll Fac	200,000	118,077	59.04%	118,077
Dep Expense-Highways & Bridges	19,000,000	11,075,389	58.29%	6,004,151
Dep Expense-Communic Equip	200,000	130,743	65.37%	130,743
Dep Expense-Toll Equipment	1,860,000	1,828,559	98.31%	1,030,984
Dep Expense - Signs	350,000	214,914	61.40%	161,845
Dep Expense-Land Improvemts	600,000	583,323	97.22%	345,194
Depreciation Expense-Computers	28,000	18,231	65.11%	17,141
Total Non Cash Expenses	23,694,000	14,842,657	62.64%	8,579,926
Total Other Expenses	26,584,700	15,916,367	59.87%	9,490,691
Non Operating Expenses				
Non Operating Expense				
Bond issuance expense	50,000	142,339	284.68%	22,123
Interest Expense	44,384,714	27,474,214	61.90%	9,981,596
Community Initiatives	65,000	46,000	70.77%	50,000
Total Non Operating Expense	44,499,714	27,662,553	62.16%	10,053,719
Total Expenses	\$ 86,804,785	\$ 51,714,988	59.58%	\$ 26,026,415
Net Income	\$ (32,585,413)	\$ 67,535,414		\$ 67,424,311

Central Texas Regional Mobility Authority
Statement of Cash Flows - FY 2015
as of February 28, 2015

Cash flows from operating activities:	
Receipts from Department of Transportation	\$ 59,017,745
Receipts from toll fees	33,876,583
Receipts from other fees	-
Receipts from interest income	285,705
Receipts from other sources	14,291,779
Payments to vendors	(7,873,380)
Payments to employees and benefits	(2,105,612)
Net cash flows used in operating activities	<u>97,492,819</u>
 Cash flows from capital and related financing activities:	
Payments on interest	(39,955,171)
Payment on Bonds/Notes	(4,794,562)
Acquisitions of property and equipment	(21,677)
Acquisitions of construction in progress	(54,816,934)
Reduction of Construction Payable (Maha Loop)	(7,314,807)
Proceeds from Loans and Notes	-
Net cash flows used in capital and related financing activities	<u>(106,903,150)</u>
 Cash flows from investing activities:	
Purchase of investments	-
Proceeds from sale or maturity of investments	34,135,088
Net cash flows provided by investing activities	<u>34,135,088</u>
 Net increase in cash and cash equivalents	 24,724,758
Cash and cash equivalents at beginning of July 2014	221,352,797
Cash and cash equivalents at end of February 2015	<u>\$ 246,077,554</u>

INVESTMENTS by FUND

		Balance February 28, 2015		
Renewal & Replacement Fund				
TexSTAR	3,107.09		TexSTAR	9,648,954.16
Regions Sweep	973,580.84		CD's	-
Agencies		976,687.93	Regions Sweep	229,315,105.38
			Agencies	19,785,711.02
TxDOT Grant Fund				
TexSTAR	82,212.62			
Regions Sweep	4,717,755.12			
CD's				
Agencies	4,709,192.24	9,509,159.98		\$ 258,749,770.56
Senior Debt Service Reserve Fund				
TexSTAR	590,161.49			
Regions Sweep	42,745,761.77			
Agencies	5,001,750.00	48,337,673.26		
2010 Senior Lien DSF				
Regions Sweep	572,802.87			
TexSTAR	-	572,802.87		
2011 Debt Service Acct				
Regions Sweep	6,891,644.52	6,891,644.52		
2013 Sr Debt Service Acct				
Regions Sweep	2,201,616.80	2,201,616.80		
2013 Sub Debt Service Account				
Regions Sweep	938,412.84	938,412.84		
2011 Sub Debt DSRF				
Regions Sweep	7,062,575.31			
CD's		7,062,575.31		
2011 Sub DSF				
Regions Sweep	788,941.73	788,941.73		
Operating Fund				
TexSTAR	681,020.79			
TexSTAR-Trustee	3,569,975.82			
Regions Sweep	-	4,250,996.61		
Revenue Fund				
TexSTAR	1.00			
Regions Sweep	2,442,818.74	2,442,819.74		
General Fund				
TexSTAR	53.78			
Regions Sweep	17,553,567.82			
Agencies	5,002,436.67	22,556,058.27		
2013 Sub Debt Service Reserve Fund				
Regions Sweep	3,331,475.94			
Agencies	5,072,332.11	8,403,808.05		
MoPac Construction Fund				
Regions Sweep	84,315,709.83	84,315,709.83		
2010-1 Sub Lien Projects Fund				
TexSTAR	550,466.32			
Regions Sweep	-	550,466.32		
2010 Senior Lien Construction Fund				
TexSTAR	1.19			
Regions Sweep	80,072.58	80,073.77		
2011 Sub Debt Project fund				
TexSTAR	4,171,834.40			
Agencies				
Regions Sweep	21,770,928.34	25,942,762.74		
2011 Sr Financial Assistance Fund				
Regions Sweep	18,296,932.04	18,296,932.04		
2011 Senior Lien Project Fund				
TexSTAR	119.66			
Regions Sweep	298,772.20			
Agencies		298,891.86		
45SW Trust Account Hays County				
Regions Sweep	500,237.59	500,237.59		
45SW Trust Account Travis County				
Regions Sweep	13,831,498.50	13,831,498.50		
		<u>\$ 258,749,770.56</u>		

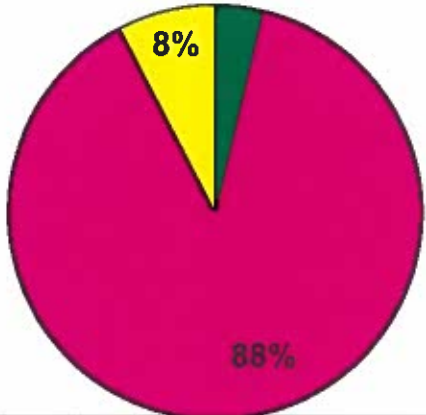
CTRMA INVESTMENT REPORT

	Month Ending 2/28/2015					Rate Feb 15	
	Balance 2/1/2015	Additions	Discount Amortization	Accrued Interest	Withdrawals		Balance 2/28/2015
Amount in Trustee TexStar							
2011 Sub Lien Construction Fund	4,171,659.10			175.30		4,171,834.40	0.054%
2011 Senior Lien Construction Fund	119.66					119.66	0.054%
2010 Senior Lien Construction Fund	1.19					1.19	0.054%
2010-1 Sub Lien Projects	785,724.00			24.94	235,282.62	550,466.32	0.054%
General Fund	53.78					53.78	0.054%
Trustee Operating Fund	2,469,853.40	1,100,000.00		122.42		3,569,975.82	0.054%
Renewal and Replacement	3,107.03			0.06		3,107.09	0.054%
TxDOT Grant Fund	82,209.16			3.46		82,212.62	0.054%
Revenue Fund	1.00					1.00	0.054%
Senior Lien Debt Service Reserve Fund	590,136.71			24.78		590,161.49	0.054%
	8,102,865.03	1,100,000.00		350.96	235,282.62	8,967,933.37	
Amount in TexStar Operating Fund	680,992.17			28.62		661,020.79	0.054%
Regions Sweep Money Market Fund							
Operating Fund	0.00	1,100,000.00			1,100,000.00	0.00	0.100%
45SW Trust Account Travis County	14,025,875.47			972.57	195,349.54	13,831,498.50	0.100%
45SW Trust Account Hays County	500,203.60			33.99		500,237.59	0.100%
010 Senior Lien Project Acct	99,190.34			6.89	19,124.65	80,072.58	0.100%
2010-1 Sub Lien Projects Fund	0.00	235,282.62			235,282.62	0.00	0.100%
2011 Sub Lien Project Acct	22,294,975.11			1,528.34	525,575.11	21,770,928.34	0.100%
2011 Senior Lien Project Acct	298,751.90			20.30		298,772.20	0.100%
2011 Sr Financial Assistance Fund	18,295,676.10			1,255.94		18,296,932.04	0.100%
2010 Senior DSF	286,603.88	286,184.22		14.77		572,802.87	0.100%
2011 Senior Lien Debt Service Acct	6,377,373.70	513,846.51		424.31		6,891,644.52	0.100%
2011 Sub Debt Service Fund	395,527.18	393,394.57		19.98		788,941.73	0.100%
2013 Senior Lien Debt Service Acct	1,101,608.17	1,099,953.37		55.26		2,201,616.80	0.100%
2013 Subordinate Debt Service Acct	469,671.33	468,715.73		25.78		938,412.84	0.100%
TxDOT Grant Fund	3,702,593.55	1,000,000.00		15,251.57		4,717,755.12	0.100%
Renewal and Replacement	450,508.80	1,000,000.00		30.61	476,958.37	973,580.84	0.100%
Revenue Fund	2,646,053.08	4,694,883.45		171.23	4,898,289.02	2,442,818.74	0.100%
General Fund	18,835,430.96	379,362.36		1,265.62	1,662,491.12	17,553,567.82	0.100%
2011 Sub Debt Service Reserve Fund	2,026,349.37	5,000,000.00		36,225.94		7,062,575.31	0.100%
Senior Lien Debt Service Reserve Fund	42,742,857.60			2,904.17		42,745,761.77	0.100%
2013 Sub Debt Service Reserve Fund	3,331,249.60			226.34		3,331,475.94	0.100%
MoPac Managed Lane Construction Fund	91,247,222.60			6,213.03	6,937,725.80	84,315,709.83	0.100%
	229,127,632.14	16,171,622.83	0.00	66,646.64	16,050,796.23	229,315,105.38	
Amount in Fed Agencies and Treasuries							
Amortized Principal	20,796,759.18		(11,048.16)		1,000,000.00	19,785,711.02	
	20,796,759.18	0.00				19,785,711.02	
Certificates of Deposit	5,000,000.00				5,000,000.00	0.00	
Total in Pools	8,783,857.20	1,100,000.00		379.58	235,282.62	9,648,954.16	
Total in Money Market	229,127,632.14	16,171,622.83		66,646.64	16,050,796.23	229,315,105.38	
Total in Fed Agencies	20,796,759.18		(11,048.16)		1,000,000.00	19,785,711.02	
Total Invested	263,708,248.52	17,271,622.83	(11,048.16)	67,026.22	22,286,078.85	258,749,770.58	

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

William Chapman, CFO Cindy Demers, Controller

Allocation of Funds 4%



- Total in Pools
- Total in Money Market
- Total in Fed Agencies
- Total in CD's

Amount of Investments As of February 28, 2015

Agency	CUSIP #	COST	Book Value	Market Value	Yield to Maturity	Purchased	Matures	FUND
Federal Home Loan Bank	313378LX7	4,013,754.20	4,001,719.28	4,002,680.00	0.0267%	1/9/2014	4/30/2015	General
Federal Home Loan Bank	313378M57	1,004,065.22	1,000,717.39	1,000,990.00	0.0028%	1/9/2014	5/29/2015	General
Freddie Mac	3137EADD8	1,004,940.00	1,000,329.33	999,850.00	0.2290%	12/3/2012	4/17/2015	TxDOT Grant Fund
Northside ISD	66702RAG7	MATURED	MATURED	MATURED	0.3580%	12/5/2012	2/15/2015	TxDOT Grant Fund
Federal Home Loan Bank	313371KG0	1,019,000.00	1,006,909.09	1,007,650.00	0.3912%	1/9/2014	10/28/2015	TxDOT Grant Fund
Fannie Mae	3135G0QB2	1,001,990.00	1,000,723.64	2,704,320.00	0.0381%	1/9/2014	10/22/2015	TxDOT Grant Fund
Fannie Mae	3135G0QB2	1,703,383.00	1,701,230.18		0.0381%	1/9/2014	10/22/2015	TxDOT Grant Fund
Fannie Mae	3135G0VA8	5,003,500.00	5,001,750.00	5,007,650.00	0.0468%	1/23/2014	3/1/3016	Senior DSRF
Federal Home Loan Bank	31398A3T7	5,164,996.34	5,072,332.11	5,076,461.04	0.3660%	1/9/2014	9/21/2015	2013 Sub DSRF
			19,785,711.02	19,799,601.04				

Agency	CUSIP #	COST	Cumulative Amortization	2/28/2015		Interest Income February 28, 2015			
				Book Value	Maturity Value	Accrued Interest	Amortization	Interest Earned	
Federal Home Loan Bank	313378LX7	4,013,754.20	12,034.92	4,001,719.28	4,000,000.00	1,766.67	(859.64)	907.03	
Federal Home Loan Bank	313378M57	1,004,065.22	3,347.83	1,000,717.39	1,000,000.00	475.00	(239.13)	235.87	
Freddie Mac	3137EADD8	1,004,940.00	4,610.67	1,000,329.33	1,000,000.00	416.67	(164.67)	252.00	
Northside ISD	66702RAG7	MATURED	MATURED	MATURED	MATURED	2,500.00	(1,923.33)	576.67	
Federal Home Loan Bank	313371KG0	1,019,000.00	12,090.91	1,006,909.09	1,000,000.00	1,208.33	(863.64)	344.69	
Fannie Mae	3135G0QB2	1,001,990.00	1,266.36	1,000,723.64	1,000,000.00	416.67	(90.45)	326.22	
Fannie Mae	3135G0QB2	1,703,383.00	2,152.82	1,701,230.18	1,700,000.00	708.33	(153.77)	554.56	
Fannie Mae	3135G0VA8	5,003,500.00	1,750.00	5,001,750.00	5,000,000.00	2,083.33	(134.62)	1,948.71	
Federal Home Loan Bank	31398A3T7	5,164,996.34	92,664.23	5,072,332.11	5,026,000.00	8,376.67	(6,618.87)	1,757.80	
			19,915,628.76	129,917.74	19,785,711.02	19,726,000.00	17,951.67	(11,048.12)	6,903.55

February 28, 2015 Certificates of Deposit Outstanding

Bank	CUSIP #	COST	Yield to Maturity	Purchased	Matures	February 28, 2015 Interest	FUND
Compass Bank	CD 02636	5,000,000	0.35%	MATURED	2/5/2015	\$ 1,088.36	2011 Sub DSRF
		<u>5,000,000</u>				<u>\$ 1,088.36</u>	

Travis County Escrow account

Balance		Accrued		Balance
2/1/2015	Additions	Interest	Withdrawals	2/28/2015
\$ 8,380,159.08		\$ 1,138.79	\$ 2,014,158.26	\$ 6,367,139.61



Monthly Newsletter - February 2015

Performance

As of February 28, 2015

Current Invested Balance	\$6,025,452,923.84
Weighted Average Maturity (1)	47 Days
Weighted Average Maturity (2)	71 Days
Net Asset Value	1.000073
Total Number of Participants	792
Management Fee on Invested Balance	0.05%*
Interest Distributed	\$497,652.80
Management Fee Collected	\$237,459.86
% of Portfolio Invested Beyond 1 Year	2.75%
Standard & Poor's Current Rating	AAAm

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

February Averages

Average Invested Balance	\$6,190,750,227.48
Average Monthly Yield, on a simple basis	0.0548%
Average Weighted Average Maturity (1)*	49 Days
Average Weighted Average Maturity (2)*	74 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 entity who joined the TexSTAR program in February:

★ City of Seagoville

Holiday Reminder

In observance of Good Friday, TexSTAR will be closed Friday, April 3, 2015. All ACH transactions initiated on Thursday, April 2nd will settle on Monday, April 6th. Notification of any early transaction deadlines on the business day preceding this holiday will be sent by email to the primary contact on file for all TexSTAR participants. Please plan accordingly for your liquidity needs.

Economic Commentary

February brought a significant shift in the market narrative, as the disinflation theme that had dominated the previous few months gave way to a more bullish view. Two catalysts sparked the change. First, the price of oil stabilized, reducing downward pressure on inflation and alleviating fears that its earlier fall was signaling a collapse in global growth. Second, the euro area – the major source of economic weakness in recent quarters – generated a series of upside growth surprises alongside an easing in political tension. Against this backdrop, global equities, U.S. Treasury yields and commodity prices all rose in February, and credit spreads tightened. During the month, U.S. Federal Reserve (Fed) Chair Janet Yellen's semiannual Monetary Policy Report to Congress clarified the Fed's position on the word "patient" in its statements stressing that its removal does not necessarily mean they will raise rates in the next couple of meetings. Instead, this refinement of the central bank's language means it will have full flexibility to act if it believes the economic data support a rate hike.

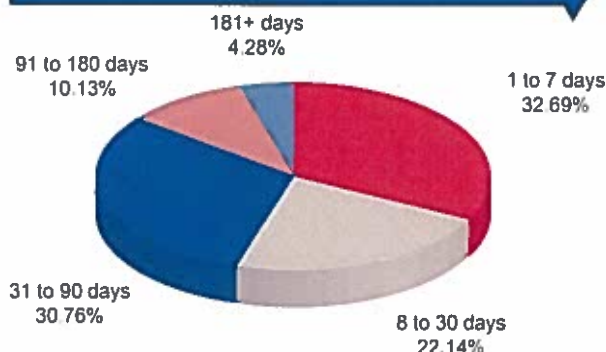
The momentum in the U.S. economy remains on track for another solid year of growth. The data in February softened due to unusually poor weather in the northeast and a strike at the largest West Coast shipping ports, placing downside risk to GDP in Q1. However, the labor markets are expected to continue strengthening and slack will be removed at an accelerating pace. Consumer confidence is rising; and future consumption will be funded from elevated current savings. Improved fiscal outlooks at the state and local levels should result in additional spending. Finally, recent moves by foreign central banks to stimulate growth and remove downside risk should result in a marginally lower economic headwind. Inflation is expected to slowly grind higher after its downward trajectory from lower energy prices abates. It is the expectation that the Fed will tighten policy in the middle of the year, the start date split evenly between June and September. The pace will be slow and gradual, but the Fed is anticipated to transition away from explicit forward rate guidance toward a data dependency framework. The adjustment to renormalization will be volatile, at least initially and result in higher term premiums and tighter financial conditions. The potential disruption should prove temporary and have a limited impact on the real economy.

This information is an excerpt from an economic report dated February 2015 provided to TexSTAR by JP Morgan Asset Management, Inc., the investment manager of the TexSTAR pool.

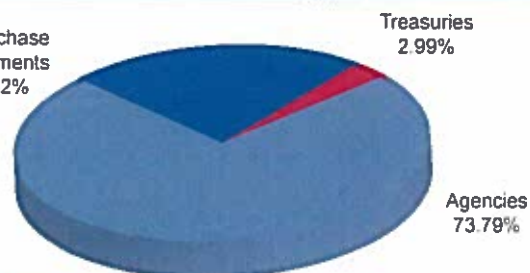
For more information about TexSTAR, please visit our web site at www.texstar.org.

Information at a Glance

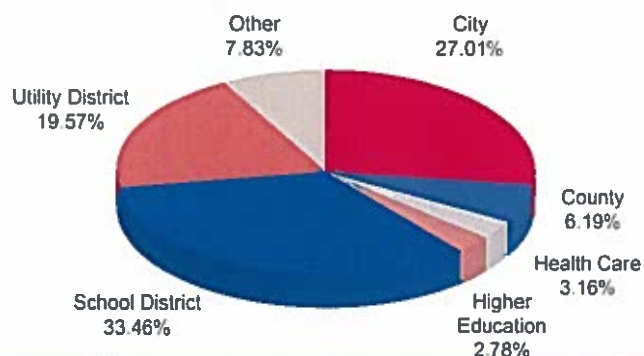
Portfolio by Type of Investment As of February 28, 2015



Repurchase
Agreements
23.22%



Portfolio by Maturity As of February 28, 2015



Distribution of Participants by Type As of February 28, 2015

Historical Program Information

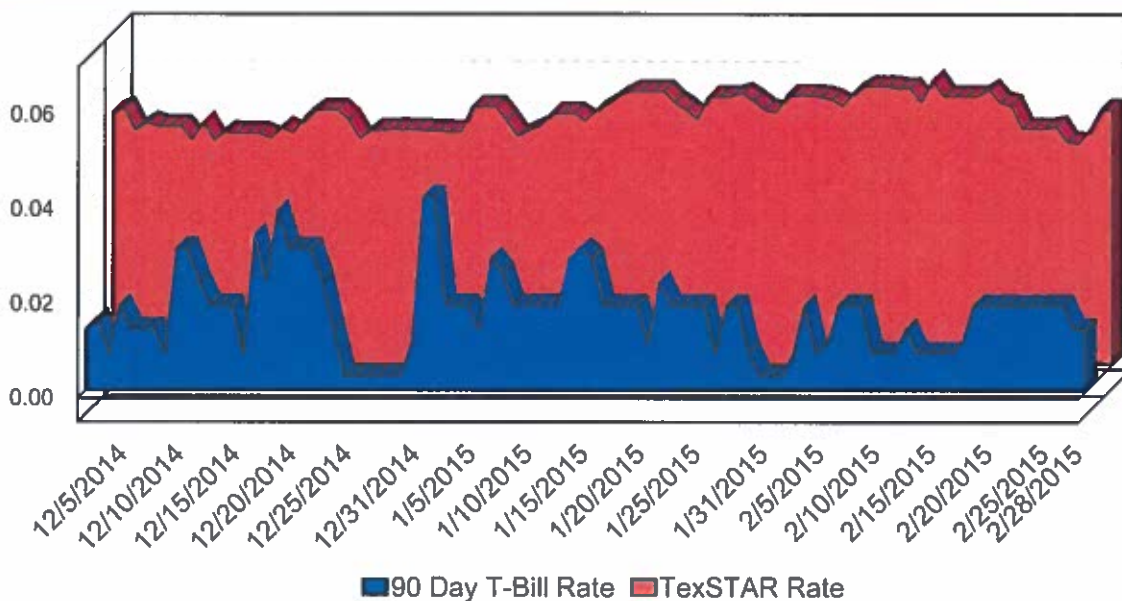
Month	Average Rate	Book Value	Market Value	Net Asset Value	WAM (1)*	WAM (2)*	Number of Participants
Feb 15	0.0548%	\$6,025,452,923.84	\$6,025,900,171.82	1.000073	49	74	792
Jan 15	0.0542%	5,795,866,262.14	5,796,287,813.37	1.000076	50	77	791
Dec 14	0.0501%	5,158,234,676.14	5,158,405,384.45	1.000037	51	80	790
Nov 14	0.0387%	4,453,961,626.26	4,454,149,924.27	1.000042	52	84	790
Oct 14	0.0385%	4,433,918,584.81	4,434,061,738.75	1.000043	50	82	788
Sep 14	0.0317%	4,479,282,436.21	4,479,598,265.68	1.000070	50	80	788
Aug 14	0.0350%	4,815,579,162.38	4,815,792,254.70	1.000043	52	83	788
Jul 14	0.0323%	4,816,487,266.54	4,816,599,027.29	1.000023	52	81	788
Jun 14	0.0322%	4,682,201,994.16	4,682,381,855.14	1.000038	50	76	788
May 14	0.0273%	5,188,136,060.86	5,188,307,944.39	1.000034	52	74	786
Apr 14	0.0379%	5,297,751,521.64	5,298,035,810.85	1.000053	51	71	784
Mar 14	0.0400%	5,447,221,784.71	5,447,546,676.56	1.000059	51	66	784

Portfolio Asset Summary as of February 28, 2015

	Book Value	Market Value
Uninvested Balance	\$ 100,193.71	\$ 100,193.71
Accrual of Interest Income	365,458.69	365,458.69
Interest and Management Fees Payable	(585,340.83)	(585,340.83)
Payable for Investment Purchased	0.00	0.00
Repurchase Agreement	1,399,021,000.00	1,399,021,000.00
Government Securities	4,626,551,612.27	4,626,998,860.25
Total	\$ 6,025,452,923.84	\$ 6,025,900,171.82

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.

Daily Summary for February 2015

Date	Mny Mkt Fund Equiv. [SEC Std.]	Daily Allocation Factor	TexSTAR Invested Balance	Market Value Per Share	WAM Days (1)*	WAM Days (2)*
2/1/2015	0.0568%	0.000001556	\$5,795,866,262.14	1.000076	49	77
2/2/2015	0.0565%	0.000001549	\$5,816,992,755.51	1.000073	51	79
2/3/2015	0.0559%	0.000001532	\$6,000,632,131.47	1.000076	51	77
2/4/2015	0.0546%	0.000001495	\$6,184,575,384.56	1.000075	51	77
2/5/2015	0.0574%	0.000001573	\$6,251,068,960.34	1.000072	52	77
2/6/2015	0.0587%	0.000001609	\$6,289,935,352.33	1.000060	50	75
2/7/2015	0.0587%	0.000001609	\$6,289,935,352.33	1.000060	50	75
2/8/2015	0.0587%	0.000001609	\$6,289,935,352.33	1.000060	50	75
2/9/2015	0.0582%	0.000001595	\$6,241,915,153.06	1.000073	50	75
2/10/2015	0.0583%	0.000001596	\$6,319,718,538.98	1.000071	51	76
2/11/2015	0.0553%	0.000001516	\$6,320,421,406.17	1.000073	51	75
2/12/2015	0.0600%	0.000001643	\$6,283,122,049.06	1.000075	50	75
2/13/2015	0.0566%	0.000001551	\$6,229,898,653.98	1.000072	49	74
2/14/2015	0.0566%	0.000001551	\$6,229,898,653.98	1.000072	49	74
2/15/2015	0.0566%	0.000001551	\$6,229,898,653.98	1.000072	49	74
2/16/2015	0.0566%	0.000001551	\$6,229,898,653.98	1.000072	49	74
2/17/2015	0.0580%	0.000001590	\$6,209,355,955.71	1.000073	49	73
2/18/2015	0.0553%	0.000001514	\$6,263,830,858.19	1.000078	49	74
2/19/2015	0.0547%	0.000001499	\$6,257,052,176.95	1.000068	49	74
2/20/2015	0.0498%	0.000001364	\$6,251,990,459.81	1.000062	48	72
2/21/2015	0.0498%	0.000001364	\$6,251,990,459.81	1.000062	48	72
2/22/2015	0.0498%	0.000001364	\$6,251,990,459.81	1.000062	48	72
2/23/2015	0.0503%	0.000001379	\$6,215,529,035.07	1.000064	47	71
2/24/2015	0.0469%	0.000001286	\$6,221,897,443.22	1.000070	46	68
2/25/2015	0.0467%	0.000001280	\$6,205,241,664.34	1.000075	49	73
2/26/2015	0.0495%	0.000001355	\$6,157,508,694.61	1.000083	49	73
2/27/2015	0.0538%	0.000001474	\$6,025,452,923.84	1.000073	47	71
2/28/2015	0.0538%	0.000001474	\$6,025,452,923.84	1.000073	47	71
Average	0.0548%	0.000001501	\$6,190,750,227.48		49	74

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



TexSTAR Board Members

<i>William Chapman</i>	<i>Central Texas Regional Mobility Authority</i>	<i>Governing Board President</i>
<i>Nell Lange</i>	<i>City of Frisco</i>	<i>Governing Board Vice President</i>
<i>Kenneth Huewitt</i>	<i>Houston ISD</i>	<i>Governing Board Treasurer</i>
<i>Michael Bartolotta</i>	<i>First Southwest Company</i>	<i>Governing Board Secretary</i>
<i>Joni Freeman</i>	<i>JP Morgan Chase</i>	<i>Governing Board Asst. Sec./Treas.</i>
<i>Eric Cannon</i>	<i>Town of Addison</i>	<i>Advisory Board</i>
<i>Nicole Conley</i>	<i>Austin ISD</i>	<i>Advisory Board</i>
<i>Pamela Moon</i>	<i>City of Lubbock</i>	<i>Advisory Board</i>
<i>Monte Mercer</i>	<i>North Central TX Council of Government</i>	<i>Advisory Board</i>
<i>Stephen Fortenberry</i>	<i>Plano ISD</i>	<i>Advisory Board</i>
<i>Becky Brooks</i>	<i>Government Resource Associates, LLC</i>	<i>Advisory Board</i>

For more information contact TexSTAR Participant Services ★ 1-800-TEX-STAR ★ www.texstar.org

FirstSouthwest 

J.P.Morgan
Asset Management

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

RESOLUTION NO. 15-019

**AUTHORIZING EXECUTION OF A CONTRACT TO ACQUIRE FOR THE
BERGSTROM EXPRESSWAY (183 SOUTH) PROJECT A 0.0479 ACRE
PARCEL OF REAL ESTATE OWNED BY THE CITY OF AUSTIN, LOCATED
AT THE INTERSECTION OF DARBY STREET AND WILCAB ROAD IN
TRAVIS COUNTY, FOR \$1,460, THE APPRAISED VALUE OF THE PARCEL
(Parcel 130)**

WHEREAS, pursuant to and under the authority of Subchapter E, Chapter 370, Texas Transportation Code and other applicable law, the Central Texas Regional Mobility Authority ("Mobility Authority") finds and determines that to promote the public safety, to facilitate the safety and movement of traffic, and to preserve the financial investment of the public in its roadways and the roadways of the State of Texas, public convenience and necessity requires acquisition of certain real property known as Parcel 130, a 0.0479 acre parcel of real estate and associated access denial line located at the intersection of Darby Street and Wilcab Road in Travis County, owned by the City of Austin (the "Owner"), for the construction, reconstruction, maintaining, widening, straightening, lengthening, and operating of the Bergstrom Expressway (183 South) Project (the "Project"), as a part of the improvements to the Project; and

WHEREAS, attorneys for the Mobility Authority and the Owner have negotiated a proposed agreement to acquire the Owner's property interest in the parcel for a payment of \$1,460, in the form or substantially in the form attached as Exhibit 1 to this Resolution; and

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

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves the proposed agreement, and authorizes the Executive Director to execute that agreement on behalf of the Mobility Authority in the form or substantially the same form attached as Exhibit 1.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 25th day of March, 2015.

Submitted and reviewed by:


Andrew Martin, General Counsel

Approved:


Ray A. Wilkerson
Chairman, Board of Directors

EXHIBIT 1 TO RESOLUTION 15-019
PROPOSED AGREEMENT RELATING TO PARCEL 130

[on the following 11 pages]

Sheets & Crossfield, P.C.

ATTORNEYS AT LAW

309 East Main Street • Round Rock, TX 78664-5246

Phone 512-255-8877 • fax 512-255-8986

December 10, 2014

City of Austin
c/o Melissa Torres
505 Barton Springs Rd. Suite 1350
Austin, TX 78704

Re: US 183S Toll Project
Parcel 130 acquisition

Dear Melissa:

Please allow this letter to set out my understanding regarding the agreement for the Central Texas Regional Mobility Authority's ("CTRMA") purchase from the City of Austin ("City") of that certain 0.048 acre tract of land required for construction of the proposed US 183S Toll improvement project, and which is further identified as Parcel 130 ("Property").

In return for delivering a deed which vests title for the Property in the State of Texas, by and through the Texas Transportation Commission, CTRMA will pay the City the sum of \$1,460.00, which is the approved appraised value for the Property, any improvements thereon, and any damages to the remaining property of the City, if any. The form of the deed for this transfer will be as shown in Exhibit "A" attached.

The parties acknowledge and agree that time is of the essence in this transaction, and they shall take all reasonable steps to have this agreement approved, and the transaction completed, as quickly as possible. At the request of the CTRMA the completion of the transaction may take place at a title company of the CTRMA's choosing, and any required closing costs or expenses shall be the responsibility of the CTRMA.

If this meets with your understanding please have the appropriate person sign where indicated below, and we will have this presented to the CTRMA board for approval, and process this for closing and/or payment as quickly as possible.

Please feel free to contact me at any time if you have any questions or concerns about these issues.

Very truly yours,



Charles Crossfield
Sheets & Crossfield, P.C.
Attorneys for CTRMA

AGREED:

CITY OF AUSTIN, TEXAS

By: Lawrence Byrnes

Its: Officer

Date: 2/25/15

AGREED:

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

By: _____
Mike Heiligenstein
Executive Director

Date: _____

EXHIBIT "A"
[DEED FORM FOLLOWS THIS PAGE]

TRANSFER OF RIGHT OF WAY
US 183 South—Parcel 130

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The **CITY OF AUSTIN, TEXAS**, hereinafter referred to as Grantor, in consideration of the terms and completion of that certain agreement between Grantor and the Central Texas Regional Mobility Authority for the purchase and sale of certain property for highway uses, has this day Sold and Transferred and by these presents does Grant, Sell and Convey unto the **STATE OF TEXAS, BY AND THROUGH THE TEXAS TRANSPORTATION COMMISSION**, hereinafter referred to a Grantee, all of Grantor’s rights, title and interest in and to those certain tracts or parcels of land situated in Travis County, Texas, said land being more particularly described in Exhibit “A, (the “Property”), attached hereto and made a part hereof; **SAVE AND EXCEPT**, however, there is excepted and reserved herefrom all of Grantor’s rights, titles and interests, if any, in and to all of the oil, gas, sulphur and other minerals, of every kind and character, in, on, under and that may be produced from the Property, but waives all rights of ingress and egress to the surface thereof for the purpose of exploring, developing, mining or drilling or pumping the same; provided, however, that operations for exploration or recovery of any such minerals shall be permissible so long as all surface operations in connection therewith are located at a point outside the acquired parcel and upon the condition that none of such operations shall be conducted so near the surface of said land as to interfere with the intended use thereof or in any way interfere with, jeopardize, or endanger the facilities of the State of Texas or Central Texas Regional Mobility Authority or create a hazard to the public users thereof.

Anything herein to the contrary notwithstanding, this Transfer of Right of Way is made subject to the continued rights of existing utilities, if any, as provided by law, and any required adjustment will be at no cost to Grantor. In addition, this conveyance is subject to all matters of public record and to all easements or other interests which affect the property, and to any matter which would be disclosed by title examination, survey, investigation or inquiry, including but not limited to the rights of parties in possession.

Access is prohibited across the control of access line to the transportation facility from the adjoining property as described by metes and bounds and as shown shown on the plat which accompanies the metes and bounds description in Exhibit “A”.

BY THE ACCEPTANCE OF THIS TRANSFER OF RIGHT OF WAY, GRANTEE ACKNOWLEDGES AND AGREES THAT GRANTEE HAS THOROUGHLY INSPECTED AND EXAMINED THE PROPERTY TO THE EXTENT DEEMED NECESSARY BY THE GRANTEE IN ORDER TO ENABLE THE GRANTEE TO EVALUATE THE PURCHASE OF THE PROPERTY. GRANTEE REPRESENTS THAT IT IS RELYING SOLELY ON ITS OWN EXPERTISE AND THAT OF GRANTEE’S CONSULTANTS, AND THAT GRANTEE HAS CONDUCTED SUCH INSPECTIONS AND INVESTIGATIONS OF THE PROPERTY, INCLUDING, BUT NOT LIMITED TO,

THE PHYSICAL, TOPOGRAPHIC AND ENVIRONMENTAL CONDITIONS THEREOF, AND IS RELYING UPON SAME, AND HEREBY ASSUMES THE RISK OF ANY ADVERSE MATTERS, INCLUDING, BUT NOT LIMITED TO, ADVERSE PHYSICAL, TOPOGRAPHIC AND ENVIRONMENTAL CONDITIONS THAT MAY NOT HAVE BEEN REVEALED BY GRANTEE'S INSPECTIONS AND INVESTIGATIONS. GRANTEE FURTHER ACKNOWLEDGES AND AGREES THAT GRANTEE IS ACQUIRING THE PROPERTY ON AN "AS IS, WHERE IS" AND "WITH ALL FAULTS" BASIS, WITHOUT REPRESENTATIONS, WARRANTIES OR COVENANTS, EXPRESS OR IMPLIED, OF ANY KIND OR NATURE. GRANTEE HEREBY WAIVES AND RELINQUISHES ALL RIGHTS AND PRIVILEGES ARISING OUT OF, OR WITH RESPECT OR IN RELATION TO, ANY REPRESENTATIONS, WARRANTIES OR COVENANTS, WHETHER EXPRESS OR IMPLIED, WHICH MAY HAVE BEEN MADE OR GIVEN, OR WHICH MAY HAVE BEEN DEEMED TO HAVE BEEN MADE OR GIVEN, BY GRANTOR. GRANTEE HEREBY ASSUMES ALL RISK AND LIABILITY (AND AGREES THAT GRANTOR SHALL NOT BE LIABLE FOR ANY SPECIAL, DIRECT, INDIRECT, CONSEQUENTIAL OR OTHER DAMAGES) RESULTING OR ARISING FROM GRANTEE'S USE, MAINTENANCE, REPAIR, OR OPERATION OF THE PROPERTY.

WITHOUT LIMITING THE GENERAL PROVISIONS ABOVE, IT IS UNDERSTOOD AND AGREED THAT GRANTOR IS NOT MAKING AND SPECIFICALLY DISCLAIMS ANY WARRANTIES OR REPRESENTATIONS OF ANY KIND OR CHARACTER, EXPRESS OR IMPLIED, AS TO (a) MATTERS OF TITLE; (b) ZONING; (c) TAX CONSEQUENCES; (d) PHYSICAL OR ENVIRONMENTAL CONDITIONS; (e) AVAILABILITY OF ACCESS, INGRESS OR EGRESS; (f) OPERATING HISTORY OR PROJECTIONS; (g) VALUATION; (h) AVAILABILITY AND ADEQUACY OF UTILITIES; (i) GOVERNMENTAL APPROVALS; (j) GOVERNMENTAL REGULATIONS OR ANY OTHER MATTER OR THING RELATING TO OR AFFECTING THE PROPERTY, INCLUDING, WITHOUT LIMITATION: (1) THE VALUE, CONDITION, MERCHANTABILITY, MARKETABILITY, PROFITABILITY, SUITABILITY, OR FITNESS OF THE PROPERTY FOR A PARTICULAR USE OR PURPOSE; (2) THE MANNER OR QUALITY OF THE CONSTRUCTION OR MATERIALS INCORPORATED INTO ANY OF THE PROPERTY; AND (3) THE MANNER, QUALITY, STATE OF REPAIR OR LACK OF REPAIR OF THE PROPERTY. GRANTEE FURTHER EXPRESSLY ACKNOWLEDGES AND AGREES THAT GRANTOR IS NOT REPRESENTING OR WARRANTING THAT ANYTHING CAN OR WILL BE ACCOMPLISHED THROUGH GRANTEE'S OR GRANTOR'S EFFORTS WITH REGARD TO THE PLANNING, PLATTING OR ZONING PROCESS OF ANY GOVERNMENTAL AUTHORITIES, BOARDS OR ENTITIES. GRANTEE FURTHER ACKNOWLEDGES THAT GRANTOR HAS NOT WARRANTED, AND DOES NOT HEREBY WARRANT, THAT THE PROPERTY NOW OR IN THE FUTURE WILL MEET OR COMPLY WITH THE REQUIREMENTS OF ANY SAFETY CODE, ENVIRONMENTAL LAW OR REGULATION OF ANY STATE OR FEDERAL AUTHORITY OR JURISDICTION.

This Transfer of Right of Way is expressly made by Grantor and accepted by Grantee without any warranty of title of any kind, oral or written, express or implied, whether existing by common law or by statute or any other manner. Grantee expressly agrees that the implied covenants set forth in Section 5.023 of the Texas Property Code are not applicable to this Transfer of Right of Way.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in any wise belonging unto said Grantee and Grantee's successors and/or assigns forever, subject to the limitations and conditions hereinabove stated.

GRANTOR:

CITY OF AUSTIN, TEXAS

By: _____

Its: _____

Acknowledgment

STATE OF TEXAS)

COUNTY OF TRAVIS)

This instrument was acknowledged before me on _____, 2015, by _____, _____ of the City of Austin, Texas, in the capacity and for the purposes and consideration recited herein.

Notary Public, State of Texas

After recording return to:

Sheets & Crossfield, P.C.
309 East Main Street
Round Rock, Texas 78664

EXHIBIT A

County: Travis
Highway: U.S. 183
Limits: From: East of US 290 To: SH 71
RCSJ: 0151-09-039
Station: 397+92.21 to 399+31.21

DESCRIPTION FOR PARCEL 130

DESCRIPTION OF A 0.0479 ACRE (2,085 SQ. FT.) PARCEL OF LAND LOCATED IN THE JESSE C. TANNEHILL LEAGUE, ABSTRACT NO. 22, IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS, BEING A PORTION OF AN EXISTING ROADWAY (DARBY ROAD), NO RECORD INFORMATION FOUND, SAID 0.0479 ACRE (2,085 SQ.FT.) TRACT, AS SHOWN ON A RIGHT-OF-WAY SKETCH PREPARED BY SAM, INC. FOR THIS PARCEL, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a Texas Department of Transportation (TxDOT) Type II concrete monument found 179.39 feet right of Engineer's Centerline Station (E.C.S.) 399+31.21, being on the existing east right-of-way line of said Darby Road and the west line of the remainder of a called 1.02 acre tract of land as described in a Special Warranty Deed to Austex Auto Sales & Care, Inc., and recorded in Document No. 2012117426 of the Official Public Records of Travis County, Texas (O.P.R.T.C.TX.), same being on the existing west right-of-way line of U.S. Highway 183, as conveyed in a deed to the State of Texas, and recorded in Document No. 2005121649 of the O.P.R.T.C.TX., for the **POINT OF BEGINNING** and the beginning of the proposed west right-of-way and Access Denial Line (A.D.L.) of said U.S. Highway 183, , from which a 3/4-inch iron rod found for the southwest corner of the remainder of said 1.02 acre tract bears S 28°06'06" W a distance of 516.58 feet;

- 1) **THENCE** N 13°20'12" E, with the proposed west right-of-way and A.D.L of said U.S. Highway 183, over and across said Darby Road, a distance of 139.00 feet to a TxDOT Type II concrete monument set 178.52 feet right of E.C.S. 397+92.21, on the existing west right-of-way line of said U.S. Highway 183, as conveyed in a deed to the State of Texas, and recorded in Volume 2876, Page 93 of the Deed Records of Travis County, Texas (D.R.T.C.TX.), a variable width right-of-way, and the north right-of-way line of Wilcab Road (no record information found), from which a TxDOT Type I concrete monument found bears N 61°39'50" W a distance of 123.82 feet;
- 2) **THENCE** S 61°39'50" E, with the existing west right-of-way line of said U.S. Highway 183 and the north right-of-way line of said Wilcab Road, a distance of 30.85 feet to a TxDOT Type I concrete monument found at the intersection of the existing north right-of-way line of said Wilcab Road and the existing east right-of-way line of said Darby Road;
- 3) **THENCE** S 26°19'22" W, with the existing west right-of-way line of said U.S. Highway 183 and the existing east right-of-way line of said Darby Road, a distance of 91.66 feet to a TxDOT Type II concrete monument found 169.93 feet right of E.C.S. 398+89.57;
- 4) **THENCE** S 09°59'03" W, continuing with the existing west right-of-way line of said U.S. Highway 183 and the existing east right-of-way line of said Darby Road, a distance of 5.56 feet to a TxDOT Type II concrete monument found 169.64 feet right of E.C.S. 398+95.12, at the northeast corner of said remainder of 1.02 acre tract;

EXHIBIT A

County: Travis
Highway: U.S. 183
Limits: From: East of US 290 To: SH 71
RCSJ: 0151-09-039
Station: 397+92.21 to 399+31.21

DESCRIPTION FOR PARCEL 130

- 5) **THENCE** S 28°06'06" W, with the existing east right-of-way line of said Darby Road, also being the existing west right-of-way of said U.S. Highway 183, a distance of 37.38 feet, to the **POINT OF BEGINNING**, containing 0.0479 acres (2,085 Sq. Ft.), more or less.

EXHIBIT A

County: Travis
Highway: U.S. 183
Limits: From: East of US 290 To: SH 71
RCSJ: 0151-09-039
Station: 397+92.21 to 399+31.21

DESCRIPTION FOR PARCEL 130

AND AN ADDITION THERETO:

BEING A LINEAR DESCRIPTION FOR A PROPOSED ACCESS DENIAL LINE ALONG THE EXISTING NORTH RIGHT-OF-WAY LINE OF WILCAB ROAD (NO RECORD INFORMATION FOUND), AND LOCATED IN THE JESSE C. TANNEHILL LEAGUE, ABSTRACT NO. 22 IN THE CITY OF USTIN, TRAVIS COUNTY, TEXAS, SAME BEING THE EXISTING SOUTH RIGHT-OF-WAY LINE OF U.S. HIGHWAY 183, AS CONVEYED TO THE STATE OF TEXAS AND RECORDED IN VOLUME 2876, PAGE 93 OF THE DEED RECORDS OF TRAVIS COUNTY, TEXAS (D.R.TC.TX.); SAID ACCESS DENIAL LINE, AS SHOWN ON THE ACCOMPANYING SKETCH PREPARED BY SAM, INC., BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a Texas Department of Transportation (TxDOT) Type II concrete monument set 178.52 feet right of Engineer's Centerline Station (E.C.S.) 397+92.21, from which a TxDOT Type I concrete monument found 148.77 feet right of E.C.S. 398+00.38, at the intersection of the existing north right-of-way line of said Wilcab Road (no record information found) and the existing east right-of-way line of Darby Road (no record information found) bears, N 61°39'50" W, a distance of 30.85 feet;

1) **THENCE** N 61°39'50" W, with the south right-of-way line of said U.S. Highway 183 and the north right-of-way line of said Wilcab Road, same being this proposed "Access Denial Line" described herein, a distance of 123.82 feet to a TxDOT Type I concrete monument found 297.92 feet right of E.C.S. 397+59.42 for the **POINT OF TERMINATION** of this proposed A.D.L.

Access is prohibited across the "Access Denial Line" to the transportation facility from the adjacent property.

This property description is accompanied by a plat of even date.

All bearings are based on the Texas State Plane Coordinate System, Central Zone, NAD83. All distances shown hereon are adjusted to the surface using a combined scale factor of 1.00011.

THE STATE OF TEXAS

§
§
§

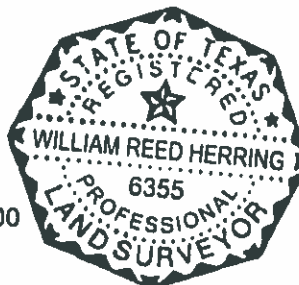
KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TRAVIS

That I, William Reed Herring, a Registered Professional Land Surveyor, do hereby certify that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas this the 23rd day of January, 2015.

SURVEYING AND MAPPING, Inc.
4801 Southwest Parkway
Parkway Two, Suite 100
Austin, Texas 78735
Texas Firm Registration No. 10064300

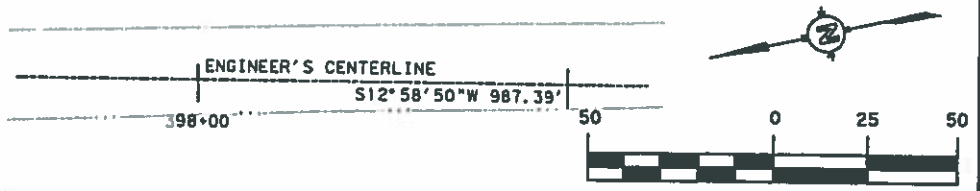




William Reed Herring
Registered Professional Land Surveyor
No. 6355 – State of Texas

LEGEND

- TYPE I CONCRETE MONUMENT FOUND
- TYPE II CONCRETE MONUMENT FOUND (UNLESS NOTED)
- ⊙ TYPE II CONCRETE MONUMENT SET
- 1/2" IRON ROD SET WITH TXDOT ALUMINUM CAP SET UNLESS NOTED
- 1/2" IRON ROD FOUND (UNLESS NOTED)
- ⊙ IRON PIPE FOUND
- ⊙ COTTON SPINDLE FOUND
- △ CALCULATED POINT
- FENCE POST
- ⊗ DRILL HOLE IN CONCRETE FOUND
- R PROPERTY LINE
- Q CENTER LINE
- () RECORD INFORMATION
- P.O.B. POINT OF BEGINNING
- P.O.C. POINT OF COMMENCING
- P.O.T. POINT OF TERMINATION
- P.C. POINT OF CURVATURE
- P.R.C. POINT OF REVERSE CURVATURE
- P.T. POINT OF TANGENCY
- P.O.R. POINT OF REFERENCE
- D.R.T.C.TX. DEED RECORDS TRAVIS COUNTY, TX.
- P.R.T.C.TX. PLAT RECORDS TRAVIS COUNTY, TX.
- R.P.R.T.C.TX. REAL PROPERTY RECORDS TRAVIS COUNTY, TEXAS
- O.P.R.T.C.TX. OFFICIAL PUBLIC RECORDS TRAVIS COUNTY, TEXAS
- ACCESS DENIAL LINE (A.D.L.) (C. OF A. LINE) (C.O.A.)



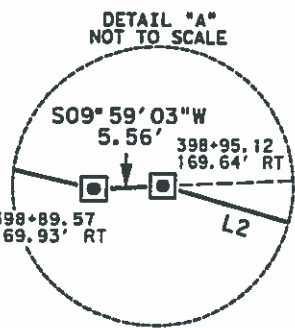
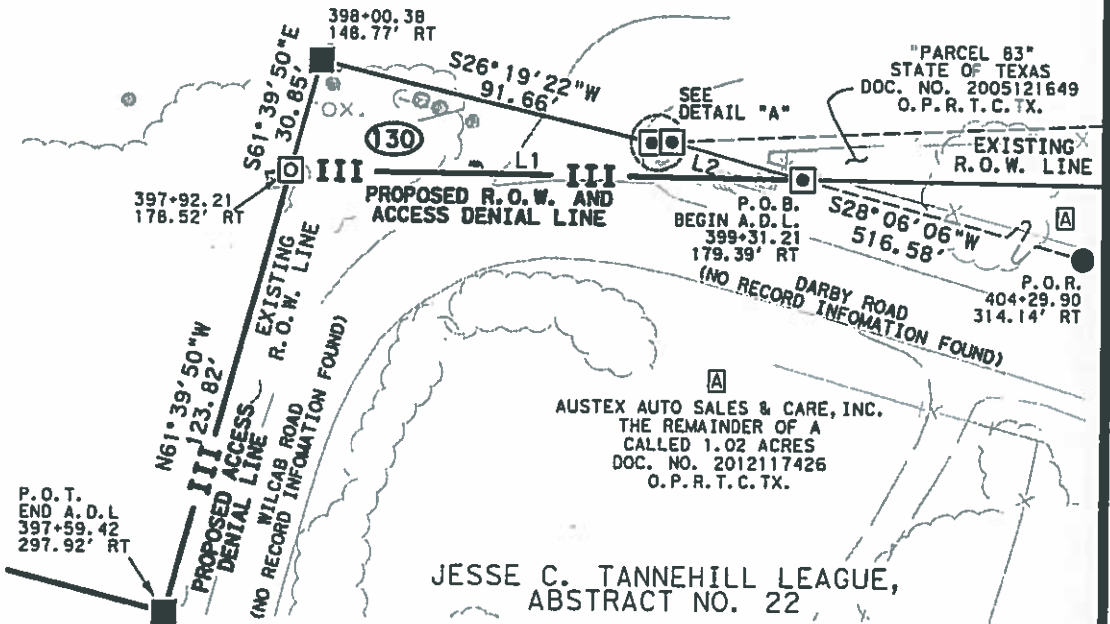
ED BLUESTEIN BLVD.
U.S. HIGHWAY 183
(VARIABLE WIDTH R.O.W.)

GRAPHIC SCALE
SCALE: 1" = 50'
TRAVIS COUNTY, TEXAS
CITY OF AUSTIN

LINE TABLE

LINE NO.	BEARING	DISTANCE
L1	N13°20'12"E	139.00'
L2	S28°06'06"W	37.38'

STATE OF TEXAS
VOL. 2876, PG. 93
D. R. T. C. TX.



- NOTES:
- ALL BEARINGS SHOWN ARE BASED ON NAD83(93) HARN, TEXAS STATE PLANE COORDINATE SYSTEM, CENTRAL ZONE. ALL DISTANCES SHOWN ARE SURFACE AND MAY BE CONVERTED TO GRID BY DIVIDING BY A SURFACE ADJUSTMENT FACTOR OF 1.00011.
 - THIS SURVEY WAS COMPLETED WITHOUT THE BENEFIT OF A TITLE REPORT. RECORD INFORMATION ON THIS DRAWING IS BASED ON A PUBLIC RECORDS SEARCH BY THE SURVEYOR AND MAY NOT INCLUDE ALL EASEMENTS OR INSTRUMENTS PERTAINING TO THIS PROPERTY.
 - IMPROVEMENTS SHOWN HEREON ARE BASED UPON TXDOT AERIAL SURVEY DIGITAL FILES.
 - THIS PLAT IS ACCOMPANIED BY A PROPERTY DESCRIPTION OF EVEN DATE.
 - ACCESS IS PROHIBITED ACROSS THE "ACCESS DENIAL LINE" TO THE TRANSPORTATION FACILITY FROM THE ADJACENT PROPERTY.

I HEREBY CERTIFY THAT THIS SURVEY WAS MADE ON THE GROUND UNDER MY DIRECTION AND SUPERVISION AND THAT THIS PLAT IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

William Reed Herring
WILLIAM REED HERRING
REGISTERED PROFESSIONAL LAND SURVEYOR
NO. 6355, STATE OF TEXAS

01/23/2015
DATE



1/23/2015
PAGE 4 OF 4



4801 Southwest Parkway
Building Two, Suite 100
Austin, Texas 78735
(512) 447-0575
Fax: (512) 326-3029
Texas Firm Registration No. 10084300

RIGHT-OF-WAY SKETCH SHOWING
PARCEL 130
0.0479 AC. (2,085 SQ. FT.)
RCSJ NO. 0151-09-039