TEXAS TRANSPORTATION COMMISSION

TRAVIS and WILLIAMSON Counties **MINUTE ORDER**

AUSTIN District

Transportation Code, Chapter 228 and other applicable law authorizes the Texas Transportation Commission (commission) to issue toll revenue bonds, bond anticipation notes, and other obligations to finance turnpike projects on the state highway system, and to enter into trust agreements and indentures of trust governing matters relating to the issuance of such obligations.

The commission has previously issued $2,199,993,781.80 in obligations to finance a portion of the costs of the Central Texas Turnpike System (System), a turnpike project composed initially of the SH 130, SH 45, and Loop 1 project elements (2002 Project), pursuant to an Indenture of Trust and four supplemental indentures. The Indenture of Trust dated July 15, 2002 (Indenture), prescribes the terms, provisions and covenants related to the issuance of turnpike revenue bonds and obligations to finance a portion of the costs of the 2002 Project.

Section 501(c) of the Indenture covenants that for the first five full years of operation of the 2002 Project, the commission will provide to the Trustee a report showing the traffic and revenue of the system for the previous quarter.

Pursuant to Minute Order 111081, dated September 27, 2007, the 2002 Project was declared Substantially Complete as defined within the Indenture.

A report of actual traffic and revenue for the required period, attached as Exhibit A, has been prepared in accordance with Section 501(c) of the Indenture of Trust.

IT IS THEREFORE ORDERED by the commission that the report of actual traffic and revenue attached as Exhibit A is accepted.

Submitted and reviewed by:

Director, Texas Turnpike Authority Division

Recommended by:

Executive Director

111748 MAR 26 09

Minute Number | Date Passed

Central Texas Turnpike System (CTTS)

Fiscal Year to Date Report

Fiscal Year 2009
September 2008 – February 2009

TexasTollways
TEXAS DEPARTMENT OF TRANSPORTATION

Texas Department of Transportation

March 18, 2009

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A Note on Data Collection and Analysis

The Central Texas Turnpike System (CTTS) Quarterly Report is a year-to-date comparison on traffic counts, revenue projections and collections and traffic forecasts.

Information for this report was collected from records generated through the roadway Toll Management System (TMS) and the TxTag Customer Service Center (CSC) database.

Customers were allowed to drive each new facility at no charge for several months. This incentive affected the number of transactions and revenue collected. Seasonal impacts, such as holidays, and the number of weekdays in each month also have an impact on month-to-month changes in revenue and transactions.

- Traffic and revenue projections are shown as averages in this report and have not been seasonally adjusted.
- Revenue and transaction data are rounded to the nearest hundred.
- Some transactions do not post the same day they occur so it is not possible to link the revenue totals with the transaction data in this report.
- Data in this report is unaudited.

The Central Texas Turnpike System has generated more than 34 million transactions and $27 million in revenue through the second quarter of FY 2009. Average monthly revenue for the year to date has exceeded projections by 12 percent.

Second quarter 2009 CTTS results include:

- Average monthly revenue of $4.6 million exceeded revenue in the same period in 2008 by 17 percent.
- Transactions and revenue surpassed expectations by 26 percent and 11 percent respectively.
- Average Weekday Transaction (AWT) numbers for the quarter exceeded the same months of the prior year by 8 percent.
- Loop 1 and SH 45N continue to see the highest TxTag usage due to those roads being key access routes for daily commuters.
- TxTag accounted for 74 percent of all transactions posted in the second quarter, which is a 1 percent increase over the prior quarter.

Figure 1: CTTS Revenue Comparison

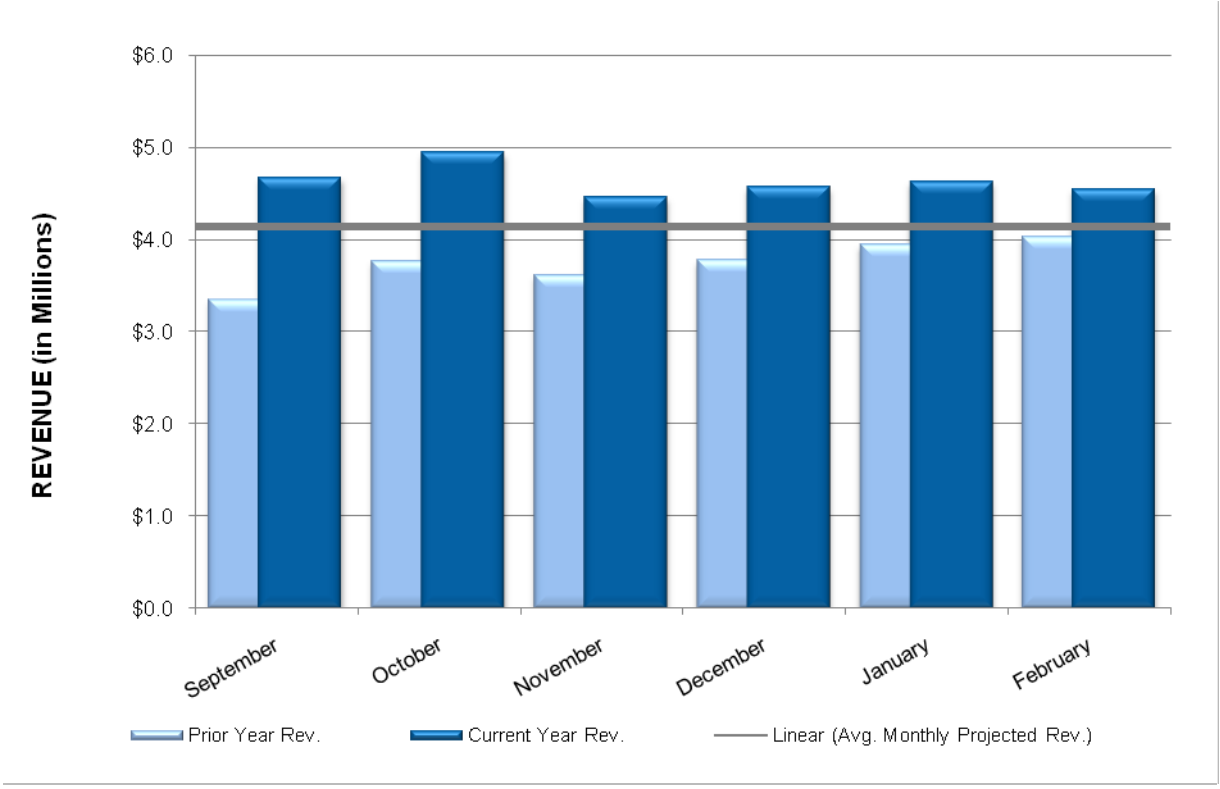


Table 1: CTTS Revenue Comparison

FY 2009	Current Revenue	Current Revenue – vs – Projected Revenue			Current Revenue – vs – Prior Year Revenue		
		Projected Revenue	Variance	% Variance	Prior Year (FY 2008)	Variance	% Variance
September	$4,671,600	$4,137,900	$533,700	13%	$3,344,100	$1,327,500	40%
October	$4,939,300	$4,137,900	$801,400	19%	$3,769,300	$1,170,000	31%
November	$4,456,700	$4,137,900	$318,800	8%	$3,611,700	$845,000	23%
December	$4,563,400	$4,137,900	$425,500	10%	$3,772,900	$790,500	21%
January	$4,625,600	$4,137,900	$487,700	12%	$3,943,700	$681,900	17%
February	$4,545,100	$4,137,900	$407,200	10%	$4,030,500	$514,600	13%
Totals:	**$27,801,700**	**$24,827,400**	**$2,974,300**	**12%**	**$22,472,200**	**$5,329,500**	**24%**

Note: Pay By Mail revenue is only included in the current revenue and the prior year revenue for the entire CTTS. Table 1 is the only table within this report that contains Pay By Mail revenue.

Figure 2: CTTS Average Weekday Transaction Comparison

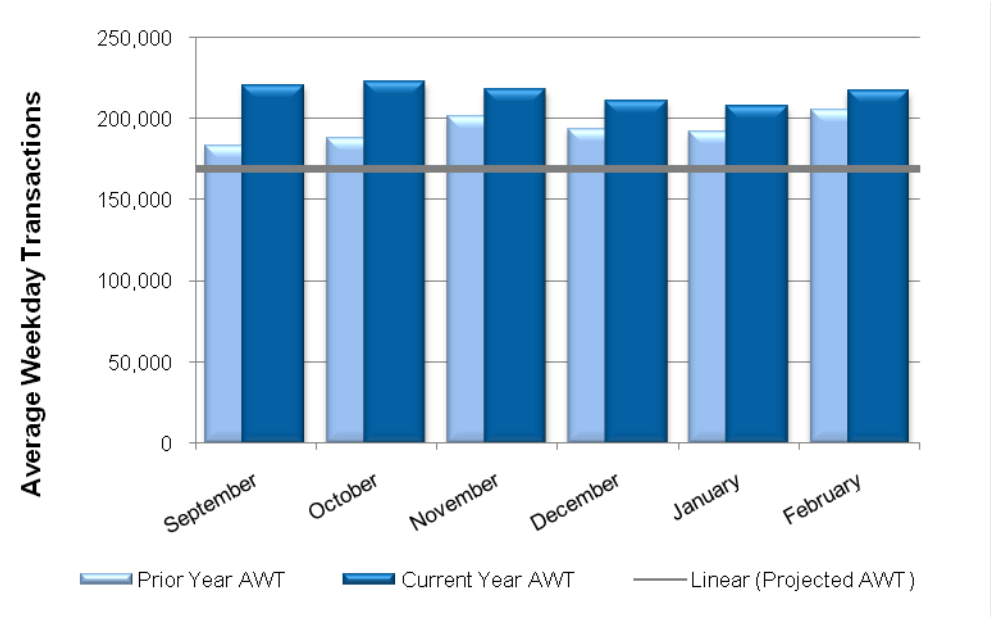


Table 2: CTTS Average Weekday Transaction Comparison

FY 2009	Current AWT	Current AWT -vs- Projected AWT			Current AWT -vs- Prior Year AWT		
		Projected AWT	Variance	% Variance	Prior Year AWT (FY 2008)	Variance	% Variance
September	221,039	169,103	51,936	31%	183,523	37,516	20%
October	222,956	169,103	53,853	32%	188,127	34,829	19%
November	218,405	169,103	49,302	29%	201,725	16,680	8%
December	211,132	169,103	42,029	25%	194,155	16,977	9%
January	208,120	169,103	39,017	23%	192,029	16,091	8%
February	217,445	169,103	48,342	29%	205,480	11,965	6%

Figure 3: CTTS Transactions by Type

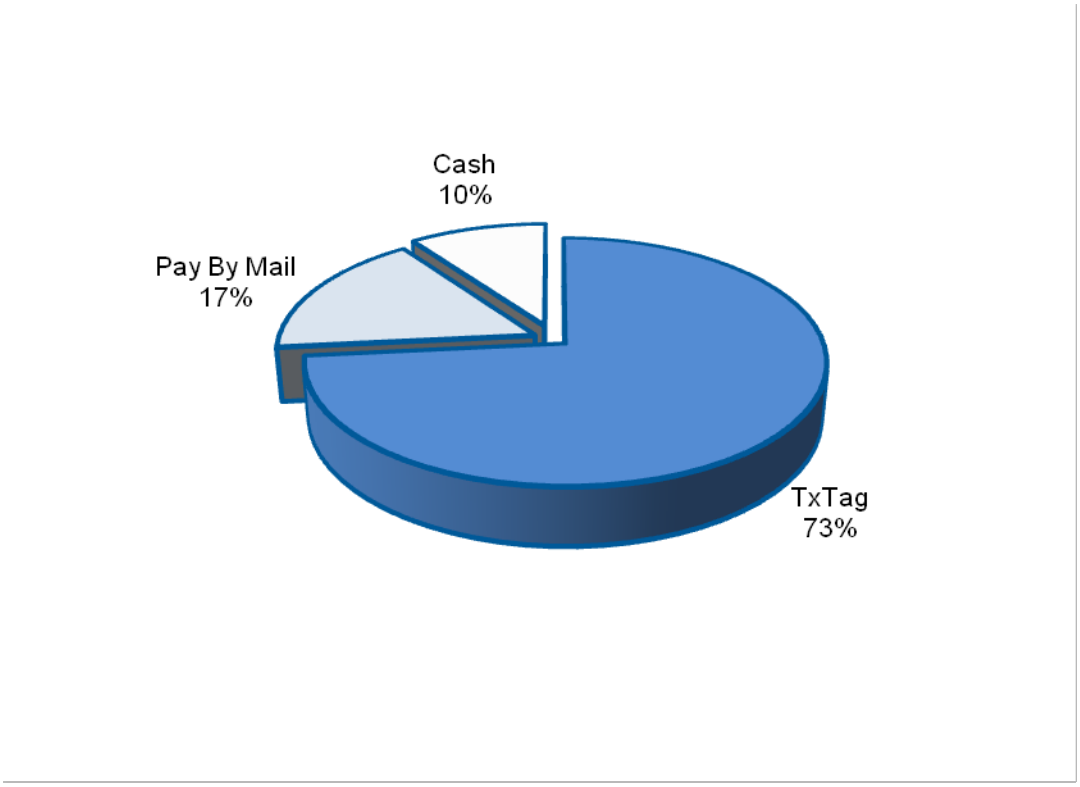
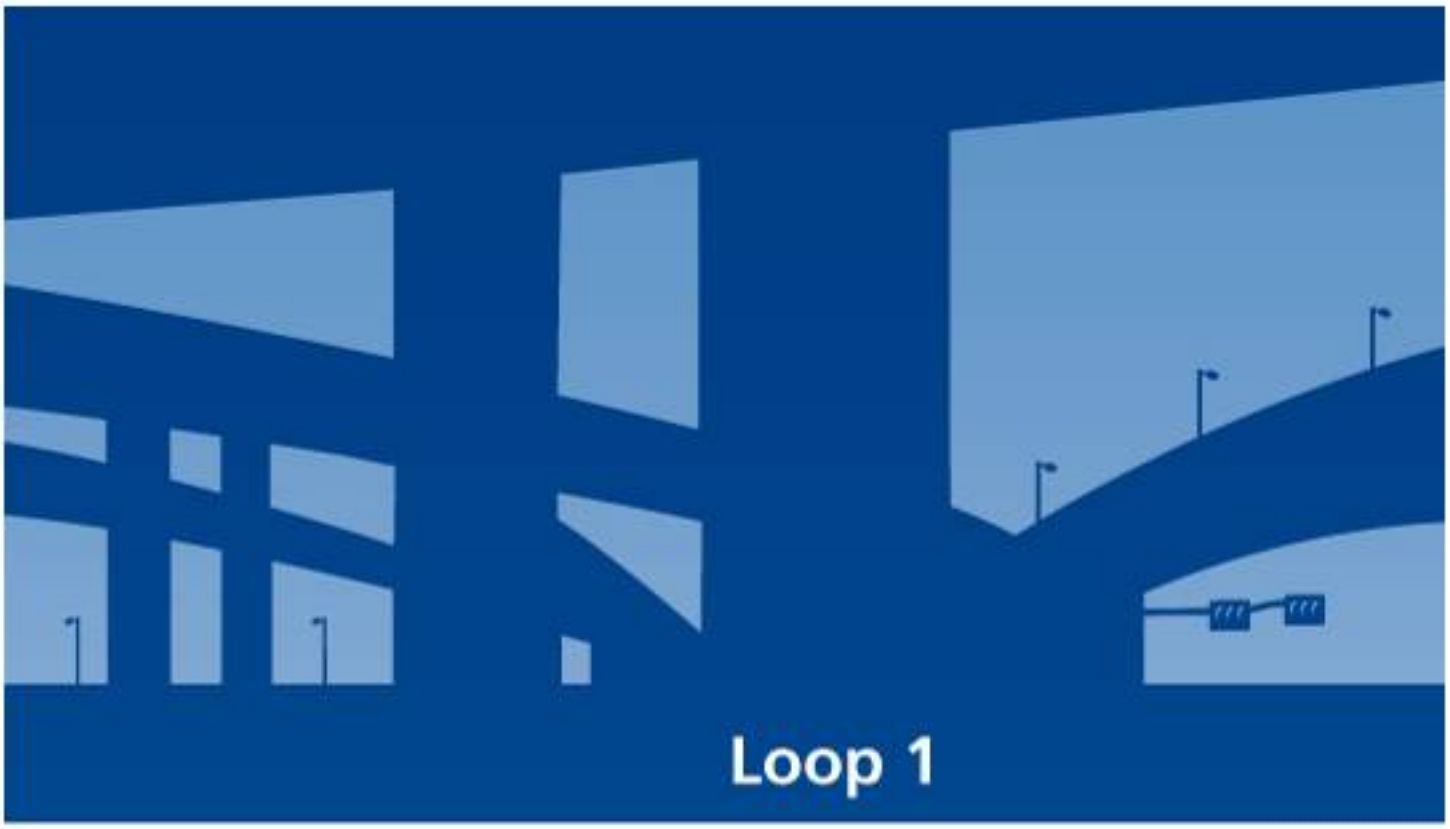


Table 3: CTTS Transactions by Type

FY 2009	Transaction Count	TxTag		Pay By Mail		Cash	
	Totals	Count	Percent	Count	Percent	Count	Percent
September	5,848,900	4,255,100	73%	988,200	17%	605,600	10%
October	6,247,400	4,569,200	73%	1,055,100	17%	623,100	10%
November	5,669,300	4,115,500	73%	960,800	17%	593,000	10%
December	5,870,800	4,261,300	73%	1,028,300	17%	581,200	10%
January	5,600,000	4,168,900	75%	903,800	16%	527,300	9%
February	5,440,600	4,091,100	75%	833,300	15%	516,200	10%
Totals:	**34,677,000**	**25,461,100**	**73%**	**5,769,500**	**17%**	**3,446,400**	**10%**



For the 2009 fiscal year to date, Loop 1 exceeded $5 million in revenue and AWTs surpassed expectations by 3 percent.

Second quarter 2009 Loop 1 results include:

- More than $2.6 million in revenue was generated.
- February finished with 54,923 AWTs.
- TxTag accounted for 78 percent of the total transactions, with 13 percent Pay By Mail and 9 percent cash in the second quarter.

Figure 4: Loop 1 Revenue Comparison

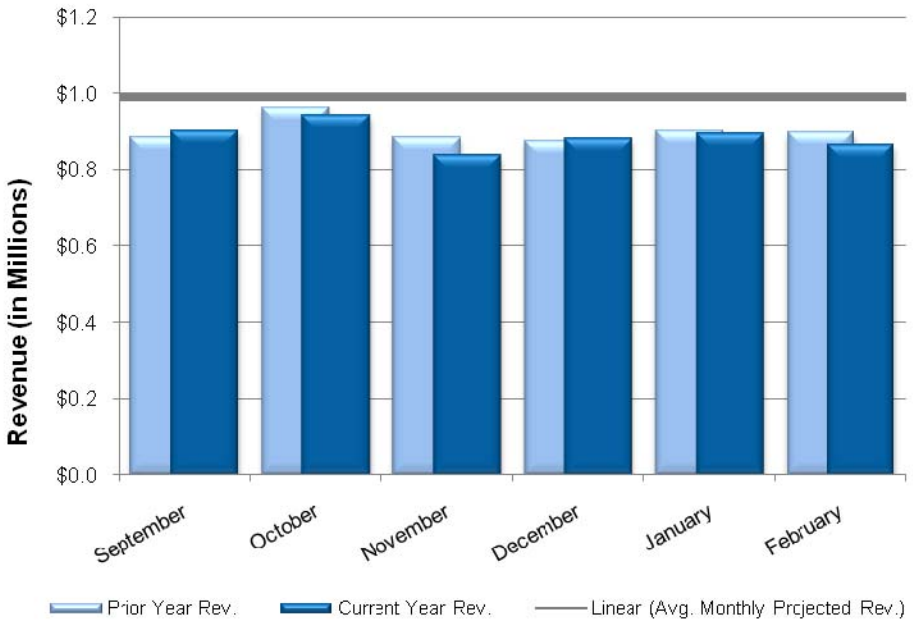


Table 4: Loop 1 Revenue Comparison

FY 2009	Current Revenue	Current Revenue - vs - Projected Revenue			Current Revenue - vs - Prior Year Revenue		
		Projected Revenue	Variance	% Variance	Prior Year (FY 2008)	Variance	% Variance
September	$902,300	$989,800	-$87,500	-9%	$883,100	$19,200	2%
October	$942,000	$989,800	-$47,800	-5%	$961,200	-$19,200	-2%
November	$836,300	$989,800	-$153,500	-16%	$883,700	-$47,400	-5%
December	$880,000	$989,800	-$109,800	-11%	$874,100	$5,900	1%
January	$894,500	$989,800	-$95,300	-10%	$902,200	-$7,700	-1%
February	$865,700	$989,800	-$124,100	-13%	$896,700	-$31,000	-3%
Totals:	**$5,320,800**	**$5,938,800**	**-$618,000**	**-10%**	**$5,401,000**	**-$80,200**	**-1%**

Note: Revenue amounts in Table 4 and Figure 4 do not include revenue from Pay By Mail transactions, which account for 14 percent of the total transactions on Loop 1 for the 2009 FY to date.

Figure 5: Loop 1 Average Weekday Transaction Comparison

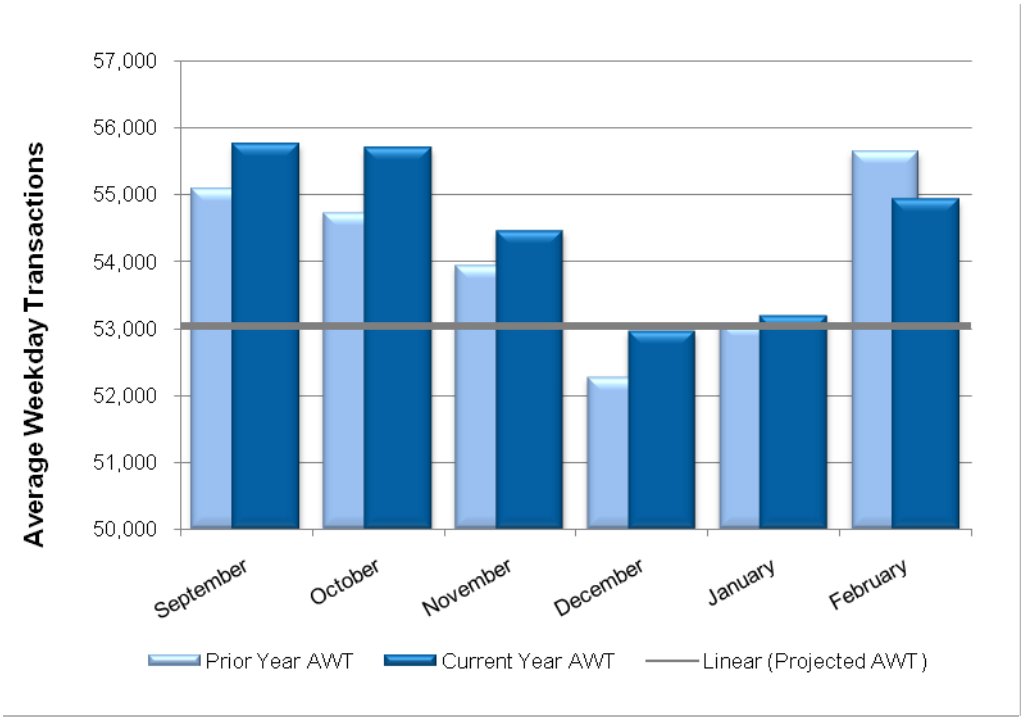


Table 5: Loop 1 Average Weekday Transaction Comparison

FY 2009	Current AWT	Current AWT -vs- Projected AWT			Current AWT -vs- Prior Year AWT		
		Projected AWT	Variance	% Variance	Prior Year AWT	Variance	% Variance
September	55,757	53,025	2,732	5%	55,085	672	1%
October	55,696	53,025	2,671	5%	54,726	970	2%
November	54,455	53,025	1,430	3%	53,929	526	1%
December	52,955	53,025	-70	0%	52,263	692	1%
January	53,181	53,025	156	0%	53,074	107	0%
February	54,923	53,025	1,898	4%	55,639	-716	-1%

Figure 6: Loop 1 Transactions by Type

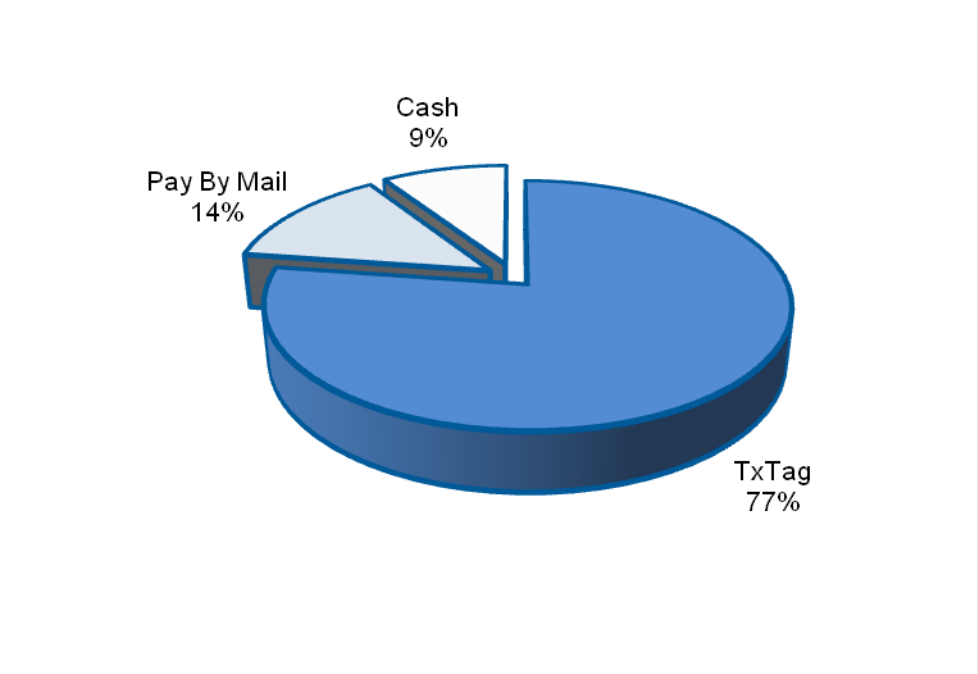


Table 6: Loop 1 Transactions by Type

FY 2009	Transaction Count	TxTag		Pay By Mail		Cash	
	Totals	Count	Percent	Count	Percent	Count	Percent
September	1,430,700	1,099,800	77%	194,500	14%	136,400	9%
October	1,519,900	1,170,500	77%	207,500	14%	141,900	9%
November	1,357,800	1,038,600	76%	187,000	14%	132,200	10%
December	1,430,800	1,092,300	76%	204,200	14%	134,300	10%
January	1,392,000	1,089,000	78%	180,500	13%	122,500	9%
February	1,341,300	1,059,500	79%	167,300	12%	114,500	9%
Totals:	**8,472,500**	**6,549,700**	**77%**	**1,141,000**	**14%**	**781,800**	**9%**

SH 45N generated more than $8.7 million in revenue and 15 million transactions to date for FY 2009. The facility also exceeded projections for revenue by 43 percent and transactions by 61 percent to date.

Second quarter 2009 SH 45N results include:

- Revenue exceeded projections by 42 percent and bettered the same months of the prior year by 6 percent.
- AWTs for this quarter surpassed the same months of the prior year by 5 percent.
- TxTag accounted for 77 percent of the total transactions, with 15 percent Pay By Mail and 8 percent cash for this quarter.

Figure 7: SH 45N Revenue Comparison

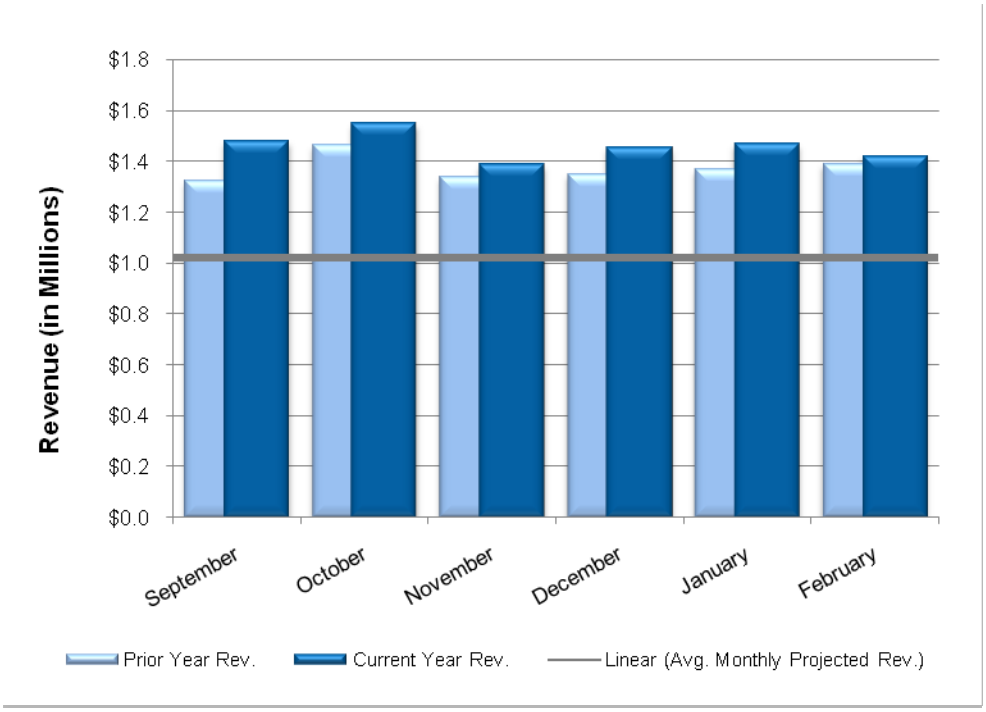


Table 7: SH 45N Revenue Comparison

FY 2009	Current Revenue	Current Revenue - vs - Projected Revenue			Current Revenue - vs - Prior Year Revenue		
		Projected Revenue	Variance	% Variance	Prior Year (FY 2008)	Variance	% Variance
September	$1,482,700	$1,019,500	$463,200	45%	$1,328,600	$154,100	12%
October	$1,551,500	$1,019,500	$532,000	52%	$1,466,800	$84,700	6%
November	$1,389,700	$1,019,500	$370,200	36%	$1,342,400	$47,300	4%
December	$1,456,800	$1,019,500	$437,300	43%	$1,353,600	$103,200	8%
January	$1,471,800	$1,019,500	$452,300	44%	$1,370,300	$101,500	7%
February	$1,420,900	$1,019,500	$401,400	39%	$1,393,800	$27,100	2%
Totals:	**$8,773,400**	**$6,117,000**	**$2,656,400**	**43%**	**$8,255,500**	**$517,900**	**6%**

Note: Revenue amounts in Table 7 and Figure 7 do not include revenue from Pay By Mail transactions, which account for 15 percent of the total transactions on SH 45N for the 2009 FY to date.

Figure 8: SH 45N Average Weekday Transaction Comparison

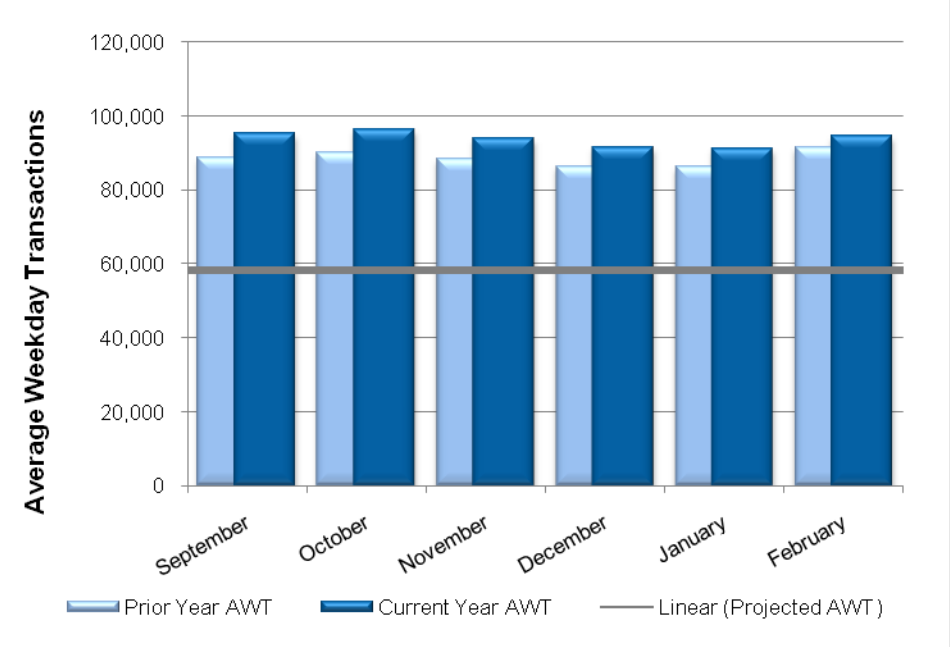


Table 8: SH 45N Average Weekday Transaction Comparison

FY 2009	Current AWT	Current AWT -vs- Projected AWT			Current AWT -vs- Prior Year AWT		
		Projected AWT	Variance	% Variance	Prior Year AWT	Variance	% Variance
September	95,283	58,222	37,061	64%	88,697	6,586	7%
October	96,496	58,222	38,274	66%	90,181	6,315	7%
November	93,982	58,222	35,760	61%	88,485	5,497	6%
December	91,614	58,222	33,392	57%	86,574	5,040	6%
January	91,260	58,222	33,038	57%	86,363	4,897	6%
February	94,583	58,222	36,361	62%	91,601	2,982	3%

Figure 9: SH 45N Transactions by Type

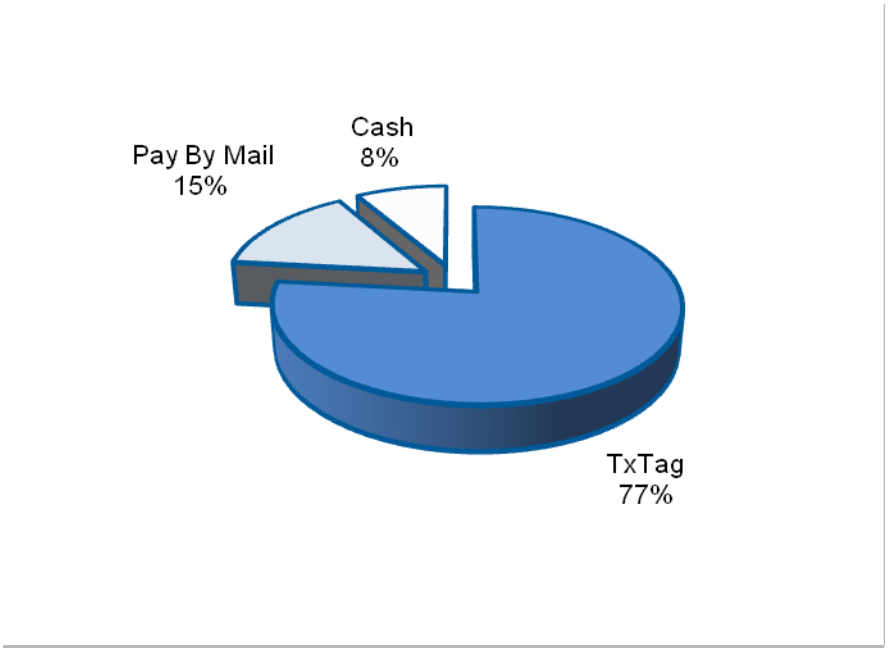


Table 9: SH 45N Transactions by Type

FY 2009	Transaction Count	TxTag		Pay By Mail		Cash	
	Totals	Count	Percent	Count	Percent	Count	Percent
September	2,526,000	1,919,100	76%	382,900	15%	224,000	9%
October	2,698,800	2,062,400	76%	407,200	15%	229,200	9%
November	2,434,900	1,856,500	76%	365,700	15%	212,700	9%
December	2,551,200	1,940,700	76%	397,600	16%	212,900	8%
January	2,471,100	1,913,400	77%	359,500	15%	198,200	8%
February	2,380,800	1,863,300	78%	323,800	14%	193,700	8%
Totals:	**15,062,800**	**11,555,400**	**77%**	**2,236,700**	**15%**	**1,270,700**	**8%**

The SH 130 facility generated more than 11 million transactions and $11 million in revenue to date for the 2009 fiscal year. With all segments of SH 130 now open, revenue exceeded the same months of the prior year by 43 percent.

Second quarter 2009 SH 130 results include:

- More than $5.4 million in revenue was generated on SH 130 during the second quarter.
- AWTs exceeded projections by 14 percent.
- TxTag accounted for 67 percent of the total transactions, with 21 percent Pay By Mail and 12 percent cash this quarter.

Figure 10: SH 130 Revenue Comparison

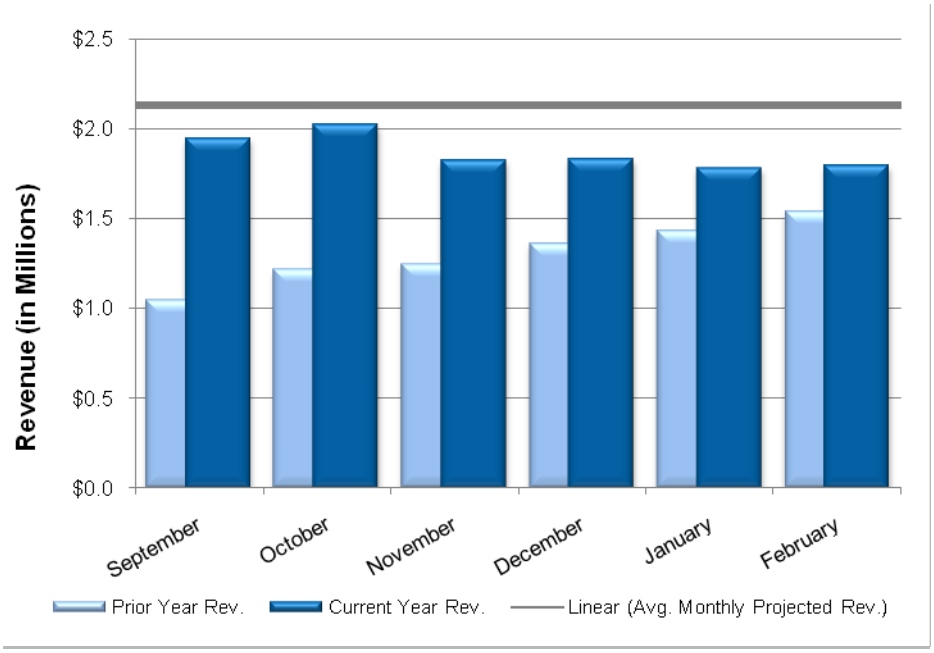


Table 10: SH 130 Revenue Comparison

FY 2009	Current Revenue	Current Revenue - vs - Projected Revenue			Current Revenue - vs - Prior Year Revenue		
		Projected Revenue	Variance	% Variance	Prior Year (FY 2008)	Variance	% Variance
September	$1,946,600	$2,128,600	($182,000)	-9%	$1,045,900	$900,700	86%
October	$2,021,100	$2,128,600	($107,500)	-5%	$1,215,800	$805,300	66%
November	$1,825,400	$2,128,600	($303,200)	-14%	$1,247,000	$578,400	46%
December	$1,831,500	$2,128,600	($297,100)	-14%	$1,359,700	$471,800	35%
January	$1,782,700	$2,128,600	($345,900)	-16%	$1,429,400	$353,300	25%
February	$1,795,500	$2,128,600	($333,100)	-16%	$1,538,200	$257,300	17%
Totals:	**$11,202,800**	**$12,771,600**	**($1,568,800)**	**-12%**	**$7,836,000**	**$3,366,800**	**43%**

Note: Revenue amounts in Table 10 and Figure 10 do not include revenue from Pay By Mail transactions, which account for 21 percent of the total transactions on SH 130 for the 2009 FY to date.

Figure 11: SH 130 Average Weekday Transaction Comparison

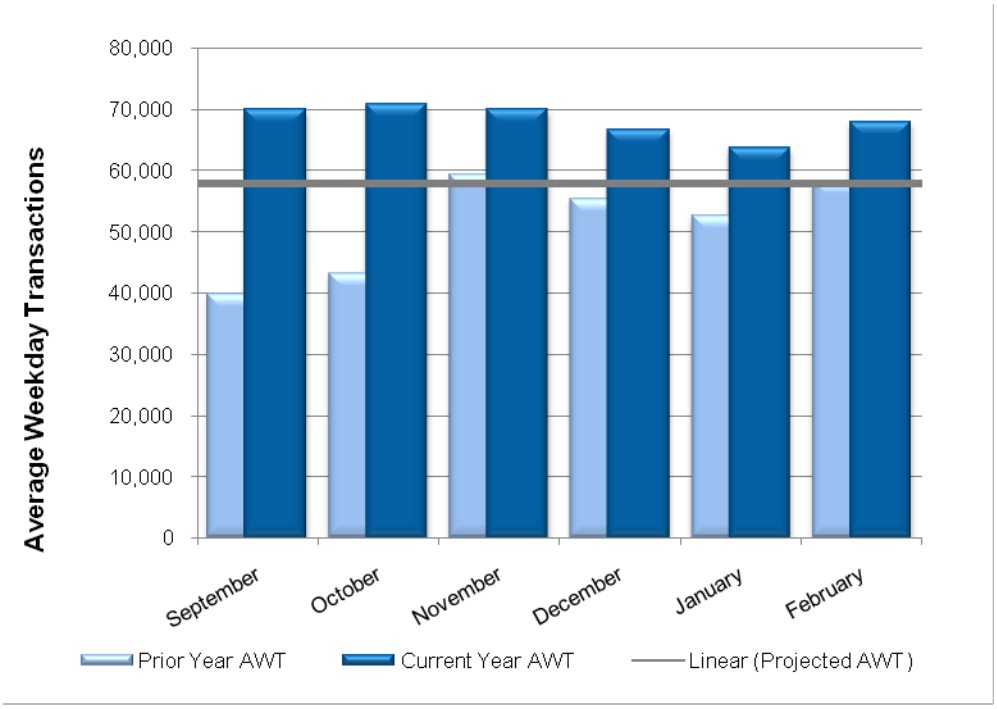


Table 11: SH 130 Average Weekday Transaction Comparison

FY 2009	Current AWT	Current AWT -vs- Projected AWT			Current AWT -vs- Prior Year AWT		
		Projected AWT	Variance	% Variance	Prior Year AWT	Variance	% Variance
September	69,999	57,856	12,143	21%	39,741	30,258	76%
October	70,765	57,856	12,909	22%	43,220	27,545	64%
November	69,968	57,856	12,112	21%	59,311	10,657	18%
December	66,563	57,856	8,707	15%	55,318	11,245	20%
January	63,679	57,856	5,823	10%	52,592	11,087	21%
February	67,940	57,856	10,084	17%	58,240	9,700	17%

Figure 12: SH 130 Transactions by Type

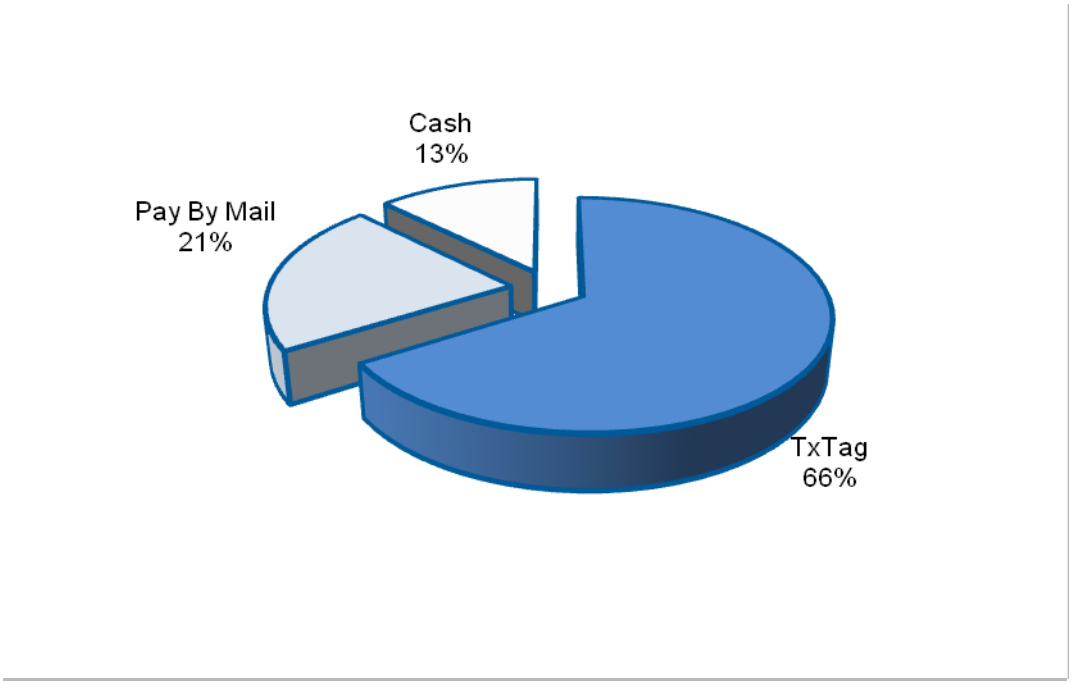


Table 12: SH 130 Transactions by Type

FY 2009	Transaction Count	TxTag		Pay By Mail		Cash	
	Totals	Count	Percent	Count	Percent	Count	Percent
September	1,892,200	1,236,200	65%	410,800	22%	245,200	13%
October	2,028,700	1,336,300	66%	440,400	22%	252,000	12%
November	1,876,600	1,220,400	65%	408,100	22%	248,100	13%
December	1,888,800	1,228,300	65%	426,500	23%	234,000	12%
January	1,736,900	1,166,500	67%	363,800	21%	206,600	12%
February	1,718,500	1,168,300	68%	342,200	20%	208,000	12%
Totals:	**11,141,700**	**7,356,000**	**66%**	**2,391,800**	**21%**	**1,393,900**	**13%**

The number of TxTag accounts, as well as active TxTags, continued to increase during the second quarter of FY 2009. At the end of February 2009, there were more than 618,000 active TxTags and 361,000 active TxTag Accounts.

Figure 13: Active Accounts and TxTags

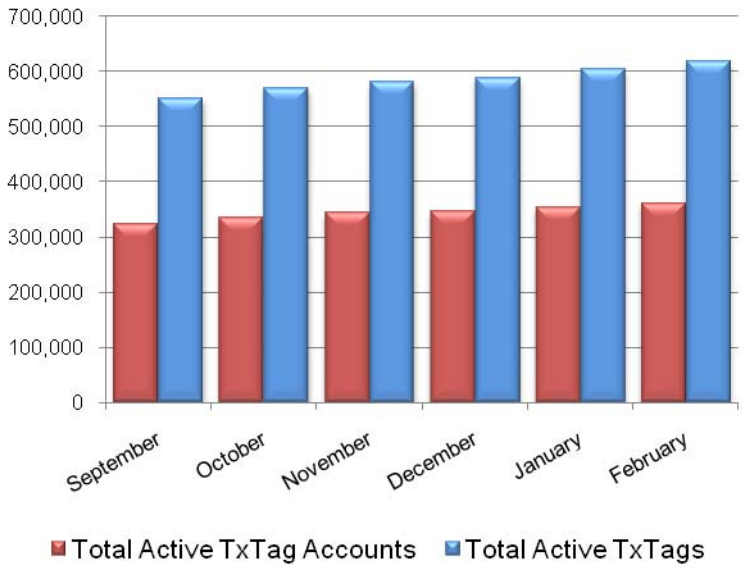
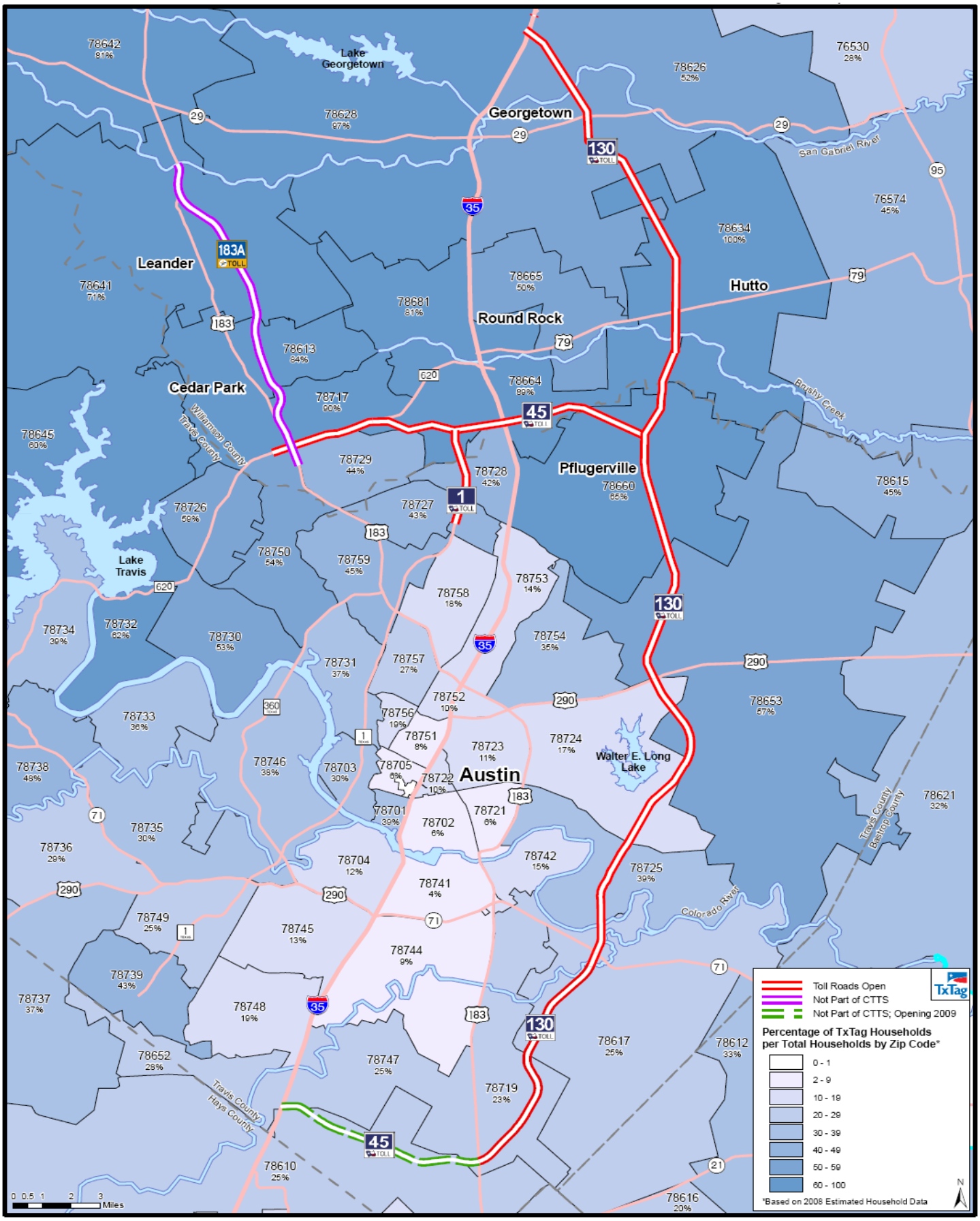


Table 13: Active Accounts and TxTags

FY 2009	Total Active TxTag Accounts	Total Active TxTags
September	324,268	551,604
October	335,784	570,007
November	343,339	581,746
December	345,876	589,151
January	353,473	604,142
February	361,085	618,485

Note: More than one TxTag may be activated under the same TxTag account.


Lake Georgetown
Georgetown
Leander
Cedar Park
Round Rock
Hutto
Pflugerville
Lake Travis
Austin
Walter E. Long Lake
San Gabriel River
Brushy Creek
Colorado River
Williamson County
Travis County
Hays County
Bastrop County
78642 81%
78628 97%
78626 52%
76530 28%
76574 45%
78634 100%
78641 71%
78665 50%
78681 81%
78613 84%
78664 89%
78717 90%
78645 60%
78729 44%
78728 42%
78660 65%
78615 45%
78726 59%
78727 43%
78750 54%
78759 45%
78753 14%
78758 18%
78734 39%
78732 82%
78730 53%
78754 35%
78731 37%
78757 27%
78752 10%
78653 57%
78733 36%
78756 19%
78751 8%
78723 11%
78724 17%
78738 48%
78746 38%
78703 30%
78705 6%
78722 10%
78621 32%
78701 39%
78721 6%
78702 6%
78735 30%
78736 29%
78704 12%
78742 15%
78725 39%
78741 4%
78749 25%
78745 13%
78744 9%
78739 43%
78737 37%
78748 19%
78617 25%
78612 33%
78652 28%
78747 25%
78719 23%
78610 25%
78616 20%
0 0.5 1 2 3 Miles
Toll Roads Open
Not Part of CTTS
Not Part of CTTS; Opening 2009
TxTag
Percentage of TxTag Households per Total Households by Zip Code*
0 - 1
2 - 9
10 - 19
20 - 29
30 - 39
40 - 49
50 - 59
60 - 100
*Based on 2008 Estimated Household Data
N

About the Central Texas Turnpike System

The Central Texas Turnpike System (CTTS) is a 65-mile facility of new roadways designed to expedite traffic flow, improve access to regional services and promote safe travel for Central Texas motorists.

Texas toll facilities are safe, reliable and cost efficient, and can be built faster than conventional transportation projects. Private-sector partnerships and innovative financing options work together to accelerate project delivery. This non-traditional approach to road financing and construction supports TxDOT's five goals—reduce congestion, enhance safety, improve air quality, expand economic opportunity, and increase the value of transportation assets.

Transaction Terminology

TxDOT uses state-of-the-art technology to allow drivers to pay tolls in various ways. The types of transactions are:

- **TxTag**: This payment method or transaction type includes TxTag, TollTag or EZ TAG, which are tied to a pre-paid customer toll account. Note that the section reporting on Active Accounts and TxTags only refers to TxDOT's TxTag program.

- **Cash**: Customers can pay with cash by using a lane with an attended tollbooth. If they have exact change, customers can pay by using the lanes that are equipped with automatic coin machines.

- **Pay By Mail Pilot Program**: These transactions are created when a customer crosses a tolling point without stopping to pay cash or when a valid TxTag is not recognized. Since the toll is not being paid at the time it is charged, an image of the license plate is captured. The Customer Service Center processes these images to either post the toll to an existing account for that license plate or send the vehicle owner a bill for the toll charges.