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 turnpike 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.

In TRAVIS AND WILLIAMSON COUNTIES, pursuant to Minute Order 108873, dated April 25, 2002, STATE HIGHWAY 130 has been designated as a toll project and a controlled access state highway from I-35 at SH 195 to a southern terminus at US 183.

In TRAVIS AND WILLIAMSON COUNTIES, pursuant to Minute Order 108896, dated May 30, 2002, STATE HIGHWAY 45 has been designated as a toll project and a controlled access state highway from west of US 183 to SH 130.

In TRAVIS AND WILLIAMSON COUNTIES, pursuant to Minute Order 108896, dated May 30, 2002, LOOP 1 has been designated as a toll project and a controlled access state highway from the intersection of existing Loop 1 and FM 734 (Parmer Lane) in Austin to the intersection of Loop 1 and SH 45.

In 2002 the commission issued $2,199,993,782 in obligations to finance a portion of the costs of the Central Texas Turnpike System (system), a toll project composed initially of the SH 130, SH 45, and Loop 1 project elements (2002 Project), pursuant to an Indenture of Trust, dated July 15, 2002 (indenture), and four supplemental indentures. The indenture prescribes the terms, provisions and covenants related to the issuance of toll revenue bonds and obligations to finance a portion of the costs of the 2002 Project. In 2009 the commission issued $149,275,000 in refunding bonds, pursuant to the indenture and a fifth supplemental indenture.

Pursuant to Section 702 of the indenture, the commission has covenanted that on or before August 31 in each fiscal year, it will adopt an annual operating, maintenance and capital budget for the system for the ensuing fiscal year and provide copies of such budgets to the Trustee and the US DOT.

The Texas Department of Transportation has completed these budgets and they are attached as Exhibit A. In accordance with Section 702 of the indenture, the budgets were provided to the General Engineering Consultant for review and comment prior to adoption by the commission.

IT IS THEREFORE ORDERED by the commission that the annual operating, maintenance and capital budgets for the system are adopted for FY 2012.

IT IS FURTHER ORDERED that the executive director is hereby authorized to make necessary adjustments to spending levels in accordance with the indenture as may be necessary in the operations of the system.

Submitted and reviewed by:

Director, Finance Division

Recommended by:

Executive Director

112794 AUG 25 11

Minute Number Date Passed

EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION
Central Texas Turnpike System 2002 Project
Budget Summary
Fiscal Year 2012

Updated 7/19/11

Toll Operations Budget	**FY12 Total**
Customer Service Center Operations	$ 15,512,721
Toll Operations Deployment	$ 2,532,320
In-Lane Toll Operations	$ 5,591,001
Toll System	$ 5,282,374
Marketing	$ 1,085,280
Banking Fees	$ 1,756,797
Statewide Toll Operations Support	$ 4,530,140
Other Operations	$ 2,406,980
Maintenance Contract	$ 1,458,797
Toll Operations Total	**$ 40,156,410**

Maintenance Budget	**FY12 Total**
Base & Subgrade (Travel Lanes & Shoulders	$ 11,805
Asphaltic Surfaces (Travel Lanes & Shoulder	$ 242,295
Concrete Pavement (Travel Lanes & Shoulde	$ 717,111
Roadside & Other	$ 3,498,701
Bridge & Bridge Channels	$ 1,445
Traffic Operations	$ 2,721,149
Traffic & Incident Management/Snow & Ice	$ 683,728
Maintenance Total	**$ 7,876,234**

5 Year Capital Plan	
Fiscal Year -2012	$ 2,173,947
Fiscal Year -2013	$ 5,349,842
Fiscal Year -2014	$ 1,253,841
Fiscal Year -2015	$ 6,921,036
Fiscal Year -2016	$ 1,343,145
5 Year Capital Plan Total	**$ 17,041,811**

EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION
Central Texas Turnpike System 2002 Project
Budget Summary
FY 2012 - Toll Operations

Customer Service Center Operations		
Customer Service and Violations Processing	$	7,163,752
Collections Contract	$	360,403
Mail House Services Contract	$	438,634
Postage	$	1,808,800
Back Office System and Related Equipment	$	2,532,320
System Enhancements	$	271,320
TxTag Inventory for Regions/Projects	$	2,261,000
3rd Party Vendor Distribution Fees	$	24,419
InterOp Fees	$	350,003
Out-of-State Plate Contract	$	48,838
Janitorial Goodwill	$	253,232
Customer Service Center Operations Subtotal	**$**	**15,512,721**
Toll Operations Deployment		
Toll Operations Deployment	$	2,532,320
Toll Operations Deployment Subtotal	**$**	**2,532,320**
In-Lane Toll Operations		
Toll Operations	$	5,408,312
Performance Payment Plan	$	182,689
In-Lane Toll Operations Subtotal	**$**	**5,591,001**
Toll System		
Toll System Maintenance	$	4,558,854
Utilities for Facilities ML1-ML8 and CSC	$	723,520
Toll System Subtotal	**$**	**5,282,374**
Marketing		
Marketing	$	1,085,280
Marketing Subtotal	**$**	**1,085,280**
Banking Fees		
Depository Services	$	2,261
Lockbox	$	126,616
Credit Card Processing Fees	$	1,627,920
Banking Fees Subtotal	**$**	**1,756,797**
Statewide Toll Operations Support		
NT8 Building Rent	$	868,224
Texas Toll Providers Contract (T2P)	$	2,418,366
Projected New Back Office and TMS Management Contracts	$	1,243,550
Statewide Toll Operations Support Subtotal	**$**	**4,530,140**
Other Operations		
Traffic Management	$	1,000,000
Police Enforcement	$	1,000,000
Procurements	$	406,980
Other Operations Subtotal	**$**	**2,406,980**
Maintenance Contract		
InterOp HUB	$	47,933
Facility Maintenance	$	1,410,864
Maintenance Contract Subtotal	**$**	**1,458,797**
Total Toll Operations	**$**	**40,156,410**

EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION
Central Texas Turnpike System 2002 Project
Budget Summary
FY 2012

Maintenance Budget	Overall 2002 Project		
	SH 45/Loop 1	SH 130	Total
Base & Subgrade (Travel Lanes & Shoulders)	$ -	$ 11,805	$ 11,805
Asphaltic Surfaces (Travel Lanes & Shoulders)	$ 211,718	$ 30,577	$ 242,295
Concrete Pavement (Travel Lanes & Shoulders)	$ 717,111	$ -	$ 717,111
Roadside & Other	$ 1,546,974	$ 1,951,726	$ 3,498,701
Bridge & Bridge Channels	$ 1,445	$ -	$ 1,445
Traffic Operations	$ 1,286,619	$ 1,434,530	$ 2,721,149
Traffic & Incident Management/Snow & Ice	$ 201,170	$ 482,558	$ 683,728
Maintenance Total	**$ 3,965,036**	**$ 3,911,197**	**$ 7,876,234**

Note: Breakdown of costs by category was based on percentage of 2011 MMIS costs charged to date to the categories.

EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION
Central Texas Turnpike 2002 Project
5yr Capital Plan
for Fiscal Years 2012-2016

Activity	FY2012	FY2013	FY2014	FY2015	FY2016	Totals
Unusual & Extraordinary Maintenance	$ -	$ 1,211,440	$ 964,237	$ -	$ 1,343,145	$ 3,518,822
Periodic Maintenance	$ 2,173,947	$ -	$ 289,604	$ 6,921,036		$ 9,384,587
Toll Systems Capital Expenditures	$ -	$ 4,138,402	$ -	$ -	$ -	$ 4,138,402
Toll Systems Reserve	$ -	$ -	$ -	$ -	$ -	$ -
Totals	**$ 2,173,947**	**$ 5,349,842**	**$ 1,253,841**	**$ 6,921,036**	**$ 1,343,145**	**$ 17,041,811**

Note: Costs presented in this table are year of expenditure costs.

ASSUMPTIONS

Operations -

The CTTP allocated costs are based upon a pro-rata share of transactions (90.44%).

Maintenance-

Maintenance costs are based on actual maintenance expenditures in FY 2010

3.5% inflation factor used for FY 2011 based on TxDOT Highway Construction Index (HCI) historical data.

5-Year Capital Plan-

Roadway Reserve is based on toll system capital, periodic maintenance and unusual & extraordinary maintenance costs for Loop 1/SH 45 and SH 130

Costs have been inflated to year of expenditure

1. Periodic Maintenance

Quantities and unit prices for all assets updated in 2011.

Frequency of periodic maintenance items are as follows:

- Seal Coat AC Pavement - 8 years
- Remove & Replace Concrete Pavement - 40 years
- Replace Edge Striping - 5 years
- Replace Dash (3M) Striping - 8 years
- Replace Attenuators - 20 years
- Replace Guardrail - 20 years
- Replace Lightpoles - 20 years
- Replace High-Mast Lights - 20 years
- Replace Sign Panels - 10 years
- Replace Sign Supports - 20 years
- Replace Generators - 17 years
- Replace Roofs - 20 years
- Replace HVAC Condensers & Evaporators - 7 years
- Replace HVAC Units - 5 years

2. Unusual & Extraordinary Maintenance

3.5% inflation on unusual & extraordinary maintenance (initial year (2008) - $1,020,000)

Minimum sum of periodic maintenance and unusual & extraordinary maintenance is $1,020,000 inflated at 3.5% annually.

3. Toll System Capital

$4.138M included in FY 2013 for SH 45N ramps at O'Connor Drive.