

**TEXAS TRANSPORTATION COMMISSION**

TRAVIS AND WILLIAMSON Counties

**MINUTE ORDER**

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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 North of Georgetown to the intersection US 183 and SH 130 at SH 45 Southeast.

In TRAVIS AND WILLIAMSON COUNTIES, pursuant to Minute Order 108896, dated May 30, 2002, STATE HIGHWAY 45 NORTH has been designated as a toll project and a controlled access state highway from west of US 183 to SH 130 / SH45 North Interchange.

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 Loop 1 / SH 45 North Interchange.

In TRAVIS COUNTY, pursuant to Minute Order 109729, dated July 29, 2004, STATE HIGHWAY 45 SOUTHEAST has been designated as a turnpike project and a controlled access state highway from I-35 at FM 1327 south of Austin to the SH 130 / US 183 interchange.

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 U.S. Department of Transportation.

On August 30, 2012, the commission ordered the addition of SH 45 Southeast to the system in accordance with the terms of the sixth supplemental indenture (sixth supplement) and the minute order approving the sixth supplement.

The Texas Department of Transportation has completed these budgets to include SH 45 North, Loop 1, SH 130 and SH 45 Southeast with no cash collections, 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.

TEXAS TRANSPORTATION COMMISSION

TRAVIS AND WILLIAMSON Counties

MINUTE ORDER

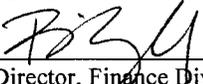
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AUSTIN District

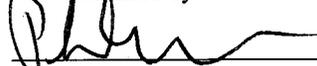
IT IS THEREFORE ORDERED by the commission that the annual operating, maintenance and capital budgets for the system are adopted for FY 2013.

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

**113274 AUG 30 12**

Minute  
Number

Date  
Passed



EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION  
 Central Texas Turnpike System  
 Budget Summary  
 Fiscal Year 2013

Updated 8/27/12

<u>Toll Operations Budget</u>	<b>FY 2013 Total</b>
Customer Service Center Operations	\$ 20,552,138
In-Lane Toll Operations	\$ 3,384,329
Toll System	\$ 2,065,226
Marketing	\$ 1,633,700
Banking Fees	\$ 2,836,148
Statewide Toll Operations Support	\$ 5,560,106
Other Operations	\$ 1,776,715
Maintenance Contract	\$ 1,506,461
<b>Toll Operations Total</b>	<b>\$ 39,314,824</b>

<u>Maintenance Budget</u>	<b>FY 2013 Total</b>
Base & Subgrade (Travel Lanes & Shoulders)	\$ 21,128
Asphaltic Surfaces (Travel Lanes & Shoulders)	\$ 1,457,143
Concrete Pavement (Travel Lanes & Shoulders)	\$ 452,112
Roadside & Other	\$ 3,505,191
Bridge & Bridge Channels	\$ 146,683
Traffic Operations	\$ 2,333,720
Traffic & Incident Management/Snow & Ice	\$ 271,868
<b>Maintenance Total</b>	<b>\$ 8,187,846</b>

<u>5 Year Capital Plan</u>	<b>Total</b>
Fiscal Year - 2013	\$ 5,800,000
Fiscal Year - 2014	\$ 6,100,000
Fiscal Year - 2015	\$ 3,600,000
Fiscal Year - 2016	\$ 1,900,000
Fiscal Year - 2017	\$ 1,700,000
<b>5 Year Capital Plan Total</b>	<b>\$ 19,100,000</b>



EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION  
 Central Texas Turnpike System  
 Budget Summary  
 Fiscal Year 2013 - Toll Operations

<b><u>Customer Service Center Operations</u></b>	
Customer Service and Violations Processing	\$ 8,912,664
Collections Contract	\$ 1,114,985
Mail House Services Contract	\$ 682,919
Postage	\$ 2,317,797
Back Office System and Related Equipment	\$ 3,435,575
System Enhancements	\$ 336,350
TxTag Inventory for Regions/Projects	\$ 2,883,000
3rd Party Vendor Distribution Fees	\$ 24,171
InterOp Fees	\$ 548,674
Out-of-State Plate Contract	\$ 52,646
Janitorial Goodwill	\$ 243,356
<b>Customer Service Center Operations Subtotal</b>	<b>\$ 20,552,138</b>
<b><u>In-Lane Toll Operations</u></b>	
Toll Operations	\$ 3,212,215
Performance Payment Plan	\$ 172,114
<b>In-Lane Toll Operations Subtotal</b>	<b>\$ 3,384,329</b>
<b><u>Toll System</u></b>	
Toll System Maintenance	\$ 1,320,000
Utilities for Facilities ML1-ML8 and CSC	\$ 745,226
<b>Toll System Subtotal</b>	<b>\$ 2,065,226</b>
<b><u>Marketing</u></b>	
Marketing	\$ 1,633,700
<b>Marketing Subtotal</b>	<b>\$ 1,633,700</b>
<b><u>Banking Fees</u></b>	
Depository Services	\$ 2,758
Lockbox	\$ 305,260
Credit Card Processing Fees	\$ 2,528,131
<b>Banking Fees Subtotal</b>	<b>\$ 2,836,148</b>
<b><u>Statewide Toll Operations Support</u></b>	
Toll Operations Support	\$ 4,007,562
TMS Management Contract	\$ 1,552,544
<b>Statewide Toll Operations Support Subtotal</b>	<b>\$ 5,560,106</b>
<b><u>Other Operations</u></b>	
Traffic Management	\$ 1,088,133
Procurements	\$ 688,582
<b>Other Operations Subtotal</b>	<b>\$ 1,776,715</b>
<b><u>Maintenance Contract</u></b>	
InterOp HUB	\$ 46,064
Facility Maintenance	\$ 1,460,397
<b>Maintenance Contract Subtotal</b>	<b>\$ 1,506,461</b>
<b>Total Toll Operations</b>	<b>\$ 39,314,824</b>



EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION  
 Central Texas Turnpike System  
 Budget Summary  
 Fiscal Year 2013 - Maintenance

Maintenance Budget	Overall 2002 Project					
	Loop 1	SH 45N	SH 130	SH 45SE	CAMERON	TOTAL
Base & Subgrade (Travel Lanes & Shoulders)	\$ -	\$ 21,128	\$ -	\$ -	\$ -	\$ 21,128
Asphaltic Surfaces (Travel Lanes & Shoulders)	\$ 5,593	\$ 1,004,480	\$ 446,360	\$ 568	\$ 142	\$ 1,457,143
Concrete Pavement (Travel Lanes & Shoulders)	\$ 27,170	\$ 278,896	\$ 105,865	\$ 40,181	\$ -	\$ 452,112
Roadside & Other	\$ 437,121	\$ 1,245,082	\$ 1,704,841	\$ 78,764	\$ 39,382	\$ 3,505,191
Bridge & Bridge Channels	\$ 18,466	\$ 52,829	\$ 72,020	\$ 3,368	\$ -	\$ 146,683
Traffic Operations	\$ 200,892	\$ 709,156	\$ 896,726	\$ 421,556	\$ 105,389	\$ 2,333,720
Traffic & Incident Management/Snow & Ice	\$ 28,263	\$ 128,760	\$ 106,763	\$ 6,465	\$ 1,616	\$ 271,868
<b>Maintenance Total</b>	<b>\$ 717,505</b>	<b>\$ 3,440,332</b>	<b>\$ 3,332,576</b>	<b>\$ 550,903</b>	<b>\$ 146,530</b>	<b>\$ 8,187,846</b>

Note: Breakdown of cost by category are based on percentage of 2012 MMIS costs charged to date.



EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION  
 Central Texas Turnpike System  
 Budget Summary  
 Fiscal Year 2013

Activity	FY2013	FY2014	FY2015	FY2016	FY2017	Totals
Unusual & Extraordinary	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ 500,000
Periodic Maintenance	\$ 5,300,000	\$ 2,000,000	\$ 3,600,000	\$ 1,900,000	\$ 1,700,000	\$ 14,500,000
Toll Systems Capital Expenditures		\$ 4,100,000				\$ 4,100,000
Toll Systems Reserve						\$ -
<b>Totals</b>	<b>\$ 5,800,000</b>	<b>\$ 6,100,000</b>	<b>\$ 3,600,000</b>	<b>\$ 1,900,000</b>	<b>\$ 1,700,000</b>	<b>\$ 19,100,000</b>

# ASSUMPTIONS

## General -

The CTTS is assumed to include the original 2002 Central Texas Turnpike Project (Loop1, SH45, SH130 (Segments 1-4)) and SH45SE.

## Operations -

The CTTS allocated costs are based upon a pro-rata share of transactions 96.10%

## Maintenance-

Maintenance costs are based on actual maintenance expenditures in FY 2012 and the new Performance Maintenance Contract

## 5-Year Capital Plan-

Roadway Reserve is based on toll system capital, periodic maintenance and unusual & extraordinary maintenance costs for CTTS  
Costs have been inflated to year of expenditure

### 1. Periodic Maintenance

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 2014 for SH 45N ramps at O'Connor Drive.