

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 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.

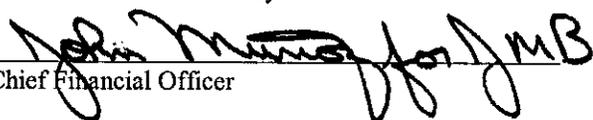
The commission has previously issued \$2,199,993,781.80 in obligations to finance a portion of the costs of the Central Texas Turnpike System (system), a toll project composed initially of the SH 130, SH 45, and Loop 1 project elements (2002 Project), pursuant to an Indenture of Trust and four supplemental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

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 USDOT.

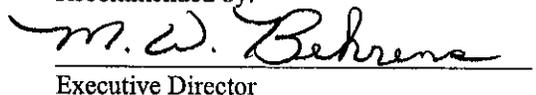
As it is currently projected that a portion of the 2002 Project may be completed in FY 2007, the commission has directed the department to prepare the annual operating, maintenance and capital budgets for the system for FY 2007. The department has completed these budgets and they are attached as Exhibit 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 2007.

Submitted and reviewed by:


Chief Financial Officer

Recommended by:


Executive Director

110660 AUG 24 06

Minute Number Date Passed



EXHIBIT A

Central Texas Turnpike 2002 Project FY07 Operations, Maintenance and 5 Year Capital Plan Budgets

Assumptions

General:

- SH 45 North / Loop 1, Sections 1-6 will be opened to traffic in December 2006 as described below:
 - Section 1 Loop 1- From Parmer Lane to Merriltown Dr. (1.7 miles)
 - Section 2 Loop 1- From Merriltown Dr to SH 45 North / Loop 1 interchange (1.8 miles)
 - Section 3 SH 45 North – SH 45 North / Loop 1 Interchange (1.4 miles)
 - Section 4 SH 45 North - From SH 45 North / Loop 1 interchange to CR 170 (2.1 miles)
 - Section 5 SH 45 North - From CR 170 to High Country Boulevard (1.4 miles)
 - Section 6 SH 45 North - From High Country Boulevard to SH 130 (1.5 miles)
- SH 45 North / Loop 1, Sections 7-9 will be opened to traffic in March 2007 as described below:
 - Section 7 SH 45 North – From SH 45 North / Loop 1 interchange to Parmer Lane (2.6 miles)
 - Section 8 SH 45 North - From Parmer Lane to Ridgeline Boulevard (2.8 miles)
 - Section 9 SH 45 North - From RM 620 to Avery Ranch Boulevard (1.6 miles)
- SH 130, Segments 1 and 2 will be opened to traffic in December 2006 as described below:
 - Segment 1 SH 130 – From SH 195 to US 79 (13.8 miles)
 - Segment 2 SH 130 – From US 79 to US 290 (15.0 miles)
- SH 130, Segment 3 and 4 will not be opened to traffic until September 2007 and December 2007, therefore not included in the Fiscal Year 2007 budget.
- Mainlane toll barrier plaza # 1, 2, 3, 5 and 6 and associated ramps plazas will be opened accordingly.
- Professional Services (GEC Program management, financial advisor, bond counsel, trustee, general counsel, traffic & revenue, and accounting/auditing services) were assumed to still be covered under the 2002 Project construction fund until 2008. Operations & Maintenance Management costs are included.

Toll Operations:

- All toll lanes will be opened in SH 45N / Loop 1, Sections 1-9 and SH 130, Segments 1 & 2.
- Customer Service Center will be opened and operating.
- Traffic numbers were based on the updated 2005 Traffic & Revenue Report
- Toll tag costs were excluded.
- Costs were based on the Washington Group International (WGI) contract.

Maintenance:

- Contracted labor forces will be used.
- Level of Service of "Desirable" will be maintained.
- Toll Plaza Facilities & CSC building maintenance is included in Operations Budget.
- Quantities were based on the contract plans and factored for annualized frequency.

5 Year Capital Plan:

- A contingency for major unusual or extraordinary maintenance events is included. No improvements or upgrades to the system were included.
- Inflation rate of 4% per year was assumed for the years 2-5.



EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION
 Central Texas Turnpike 2002 Project
 Budget Summary
 Fiscal Year 2007

Updated 7/25/2006

Operations Budget	FY07 Total
Management / Administration	\$ 2,118,522
Toll Operations	\$ 6,360,634
CSC Management / Administration	\$ 1,209,482
CSC Operations	\$ 3,124,042
Facility Maintenance	\$ 1,635,174
Traffic Management	\$ 436,306
Performance Payment Plan	\$ 219,067
Contingency	\$ 229,055
Other Operations Costs	\$ 4,349,305
Toll System Maint.	\$ 4,452,083
Operations Total	\$ 24,933,970

Maintenance Budget	FY07 Total
Management / Administration	\$ 333,100
Travel Way	\$ 274,700
Shoulder & Side Approaches	\$ 73,100
Roadside	\$ 2,759,000
Traffic Operations	\$ 997,000
Drainage	\$ 1,223,300
Structures	\$ 557,500
Misc. Maintenance	\$ 958,200
Periodic/Major	\$ -
Maintenance Total	\$ 7,175,900

5 Year Capital Plan	
Unusual and extraordinary maintenance	
Fiscal Year -2007	\$ 765,000
Fiscal Year -2008	\$ 1,040,000
Fiscal Year -2009	\$ 1,082,000
Fiscal Year -2010	\$ 1,125,000
Fiscal Year -2011	\$ 1,170,000
5 Year Capital Plan Total	\$ 4,182,000



EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION
 Central Texas Turnpike 2002 Project
 Budget Summary
 FY 07 - Operations

Toll Operations and Administration	
Management / Administration Subtotal	\$2,118,522
Toll Operations Subtotal	\$6,360,634
CSC Management / Administration Subtotal	\$1,209,482
CSC Operations Subtotal	\$3,124,042
Operations and Administration Subtotal	\$12,812,680
Maintenance and Performance	
Facility Maintenance Subtotal	\$1,635,174
Traffic Management Subtotal	\$436,306
Performance Payment Plan Subtotal	\$219,067
Contingency (10%)	\$229,055
Maintenance and Performance Subtotal	\$2,519,602
Other Operations Costs	
CSC Parallel Production System Environment	\$21,600
WGI Budget Management	\$10,440
CSC System (VTX) Implementation, Modification	\$1,380,115
Collections Contract	\$770,000
Dept. of Public Safety Enforcement Contract	\$1,667,150
Utilities for Facilities ML1-ML6 and CSC	\$500,000
Other Operations Costs Subtotal	\$4,349,305
Toll System Maintenance Total	
Toll Management System	\$2,535,000
IBM software support	\$70,000
CSC System Maintenance	\$1,370,833
Storage Area Network (SAN) Support	\$40,000
Interoperability Servers & Software	\$10,000
Help Desk Software Maintenance	\$10,000
Cisco IVR Hardware Support	\$65,000
Cisco IVR Application Support	\$12,000
Website Services	\$12,250
Misc Support Dell Hardware (Printers)	\$2,000
OCR	\$300,000
OCR Maintenance	\$25,000
Toll System Maintenance Subtotal	\$4,799,083



EXHIBIT A

TEXAS DEPARTMENT OF TRANSPORTATION
 Central Texas Turnpike 2002 Project
 Budget Summary
 FY 07 - Maintenance

Maintenance Budget	SH 45 N / Loop 1								
	Sections 1&2	Section 3	Section 4	Section 5	Section 6	Section 7	Section 8	Section 9	Total
Management / Administration	\$ 46,000	\$ 36,800	\$ 27,600	\$ 18,400	\$ 19,700	\$ 22,800	\$ 24,600	\$ 4,400	\$ 200,200
Travel Way	\$ 44,300	\$ 17,700	\$ 28,900	\$ 16,100	\$ 17,900	\$ 17,400	\$ 20,700	\$ 10,500	\$ 173,500
Shoulder & Side Approaches	\$ 5,800	\$ 4,600	\$ 3,500	\$ 2,300	\$ 2,500	\$ 2,900	\$ 3,100	\$ 600	\$ 25,300
Roadside	\$ 266,700	\$ 161,400	\$ 154,000	\$ 94,000	\$ 112,600	\$ 91,600	\$ 111,600	\$ 48,400	\$ 1,040,600
Traffic Operations	\$ 88,700	\$ 46,500	\$ 86,700	\$ 22,500	\$ 27,700	\$ 28,700	\$ 57,400	\$ 44,200	\$ 402,400
Drainage	\$ 110,800	\$ 79,100	\$ 101,200	\$ 47,500	\$ 58,300	\$ 49,200	\$ 38,700	\$ 33,400	\$ 516,200
Structures	\$ 44,200	\$ 69,300	\$ 55,600	\$ 16,200	\$ 4,100	\$ 18,100	\$ 36,000	\$ 14,200	\$ 257,700
Minor Misc. Maintenance	\$ 134,700	\$ 73,700	\$ 115,100	\$ 46,700	\$ 50,300	\$ 53,700	\$ 88,600	\$ 45,200	\$ 608,000
Periodic/Major	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Maintenance Budget	SH 130				
	Segment 1	Segment 2	Segment 3*	Segment 4**	Total
Management / Administration	\$ 63,700	\$ 69,200	\$ -	\$ -	\$ 132,900
Travel Way	\$ 48,600	\$ 52,700	\$ -	\$ -	\$ 101,200
Shoulder & Side Approaches	\$ 22,900	\$ 24,900	\$ -	\$ -	\$ 47,800
Roadside	\$ 728,400	\$ 990,000	\$ -	\$ -	\$ 1,718,400
Traffic Operations	\$ 272,500	\$ 322,100	\$ -	\$ -	\$ 594,600
Drainage	\$ 328,300	\$ 378,800	\$ -	\$ -	\$ 707,100
Structures	\$ 148,800	\$ 153,000	\$ -	\$ -	\$ 299,800
Minor Misc. Maintenance	\$ 149,800	\$ 200,400	\$ -	\$ -	\$ 350,200
Periodic/Major	\$ -	\$ -	\$ -	\$ -	\$ -

Maintenance Budget	Overall 2002 Project		
	SH 45/Loop 1	SH 130	Total
Management / Administration	\$ 200,200	\$ 132,900	\$ 333,100
Travel Way	\$ 173,500	\$ 101,200	\$ 274,700
Shoulder & Side Approaches	\$ 25,300	\$ 47,800	\$ 73,100
Roadside	\$ 1,040,600	\$ 1,718,400	\$ 2,759,000
Traffic Operations	\$ 402,400	\$ 594,600	\$ 997,000
Drainage	\$ 516,200	\$ 707,100	\$ 1,223,300
Structures	\$ 257,700	\$ 299,800	\$ 557,500
Minor Misc. Maintenance	\$ 608,000	\$ 350,200	\$ 958,200
Periodic/Major	\$ -	\$ -	\$ -

* Segment 3 is scheduled for completion September 2007, therefore is not included in FYC
 ** Segment 4 is scheduled for completion December 2007, therefore is not included in FY0



EXHIBIT A
TEXAS DEPARTMENT OF TRANSPORTATION
Central Texas Turnpike 2002 Project
5yr Capital Plan
for Fiscal Years 2007-11

Updated 7/25/2006

Activity	FY 07 Monthly Total Cost	FY07	FY08	FY09	FY10	FY11	Totals
Unusual and extraordinary maintenance	\$ 85,000	\$ 765,000	\$ 1,040,000	\$ 1,092,000	\$ 1,325,000	\$ 1,170,000	\$ 5,182,000
Totals	\$ 85,000	\$ 765,000	\$ 1,040,000	\$ 1,092,000	\$ 1,325,000	\$ 1,170,000	\$ 5,182,000