



Exhibit A

TEXAS TRANSPORTATION COMMISSION

QUARTERLY INVESTMENT REPORT

**AS OF
August 31, 2013**

Table of Contents

MANAGEMENT’S CERTIFICATION OF THE QUARTERLY INVESTMENT REPORT3

2002 PROJECT OF THE CENTRAL TEXAS TURNPIKE SYSTEM

MANAGEMENT DISCUSSION4

INVESTMENT ACTIVITY.....5

SCHEDULE 1 – INVESTMENTS OUTSTANDING6

SCHEDULE 2 – GRAPH – U.S. TREASURY HISTORICAL YIELDS7

SCHEDULE 3 – ALLOCATION BY ACCOUNT8

SCHEDULE 4 – BAR CHART – MATURITY DISTRIBUTION9

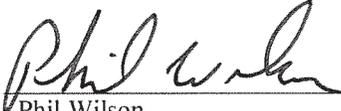
SCHEDULE 5 – BAR CHART – INVESTMENT PORTFOLIO QUARTER END VALUES10

SCHEDULE 6 – PIE CHART – INVESTMENTS BY SECURITY TYPE.....11

MANAGEMENT'S CERTIFICATION OF THE QUARTERLY INVESTMENT REPORT

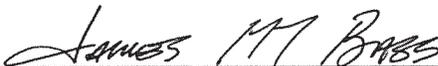
I certify that I have reviewed the Quarterly Investment Report as of and for the period ending August 31, 2013, that is being submitted for acceptance by the Texas Transportation Commission. To the best of my knowledge and belief:

1. In all material respects the Investment Report was prepared in accordance with the guidelines presented in Government Code, Chapter 2256 (Public Funds Investment Act) and Section 9.0 of the investment policy. The investments have been accorded consistent treatment in accordance with generally accepted accounting principles.
2. There have been no material misrepresentations in the report by the inclusion or exclusion of information.
3. An effective system of internal controls has been established to ensure that material financial information is recorded in the accounting system and properly reported in the report and there were no material weaknesses in internal control during the period covered by the report or thereafter.
4. The Investment Report is formally reviewed in conjunction with the annual audit of the Central Texas Turnpike System financial statements. An independent accountant's report on agreed-upon procedures to review management's compliance with the Public Funds Investment Act is conducted annually. The report is presented to the Commission.



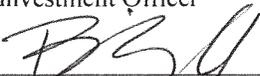
Phil Wilson
Executive Director

10/24/2013
Date



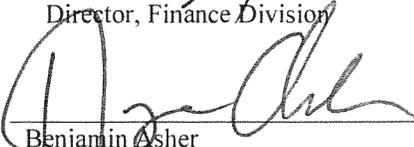
James M. Bass
Chief Financial Officer
Investment Officer

10/24/2013
Date



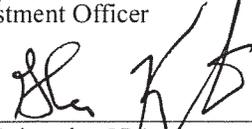
Brian D. Ragland, CPA
Director, Finance Division

10-16-13
Date



Benjamin Asher
Innovative Financing/Debt Management Office
Investment Officer

10-21-13
Date



Glen Knipstein, CPA
Director, Accounting, Finance Division

10/16/2013
Date

2002 PROJECT OF THE CENTRAL TEXAS TURNPIKE SYSTEM

MANAGEMENT DISCUSSION

During the reporting period, all investment funds of the Texas Transportation Commission (Commission) were associated with the Central Texas Turnpike System (the System) obligations. The investments are held by The Bank of New York Mellon, acting as trustee. The funding of investments includes bond proceeds, capital contributions for the purpose of financing the 2002 Project of the System, revenues derived from operation of the System's toll roads and related investment earnings.

Suitable investments have been determined using the following criteria and priorities pursuant to the Commission's investment policy and the investment strategy relating to the System:

- 1) suitability of the investment to the financial requirements of the entity;
- 2) preservation and safety of principal;
- 3) liquidity;
- 4) marketability of the investment if the need arises to liquidate the investment before maturity;
- 5) diversification of the investment portfolio; and,
- 6) yield.

The investment instruments described in Schedule 1 are in compliance with the Public Funds Investment Act, investment policy and strategy of the Commission. This report reflects the changes as approved per House Bill 2226, RS 82.

The invested funds are accounted for in a number of specific accounts, as prescribed in the System's Indenture of Trust and shown in Schedule 3 of this report.

1. The Revenue Fund includes proceeds from all revenues and income derived from the operation of the System, including tolls, fees, lease income, certain investment earnings and any excess funds from the Rate Stabilization Fund. Disbursements from the Revenue Fund include funding of amounts necessary for an Arbitrage Rebate Fund (if needed), Debt Service funds, including both interest and principal, the Rate Stabilization Fund, the Operating Account and the General Reserve Fund.
2. The Capital Contributions account was initially funded by amounts received from various local government entities and from the commission for the purpose of paying the costs of the Project. Disbursements from the fund are made to pay costs of the Project, to reimburse entities for excess funds, and to repay related obligations or for other lawful purposes. The current balance in the account consists primarily of commission contributions and account earnings.
3. The First Tier Interest and Principal Accounts and the Subordinate Lien Interest and Principal Accounts are funded primarily from the Revenue Account and used to make periodic debt service payments on first tier and subordinate obligations, respectively. If adequate funds are not available in these accounts or the Revenue Fund, transfers may be made from the General Reserve Fund, the Rate Stabilization Fund and the First Tier Debt Service Reserve Fund, in that order.
4. The Rate Stabilization Fund was initially funded from the Revenue Fund and is required to be maintained at a certain level. If the balance falls below the requirement, the deficiency would be cured by deposits from the Revenue Fund over a period of time. The Rate Stabilization Fund is used to cure deficiencies in the first tier debt service funds, the second tier debt service funds, the subordinate debt service funds, the Operating Account or may be used to pay operating or maintenance expenses or other legal expenses. Excess funds in the Rate Stabilization Fund may be transferred to the Revenue Fund.

5. The Debt Service Reserve Fund (DSRF) is generally invested for a longer time period but may be called upon to make a debt service payment. Therefore, this fund type requires a high degree of market value protection in the event it is drawn upon. Protection against market value declines can be provided either by rolling short-term securities or purchasing an investment agreement product. A portion of the DSRF (\$10 million) is invested in Money Market Investments. The balance is invested in a Guaranteed Investment Contract collateralized by U.S. Treasury and Agency securities. Diversity in maturities was achieved with short-term instruments and a 20-year term for the Guaranteed Investment Contract.

INVESTMENT ACTIVITY

Attached as Schedule 1 are the investments outstanding for the quarter ending August 31, 2013. Investment activity for the quarter consisted of the purchase and sale of money market investments and government pool investments.

The System experienced a \$65.5 million net decrease in investments during the fourth quarter. The net decrease was primarily due to debt service payments and a reimbursement to the State Highway Fund for operations and maintenance expenses.

The Guaranteed Investment Contract is intended to be held to its maturity date of August 15, 2022.

CURRENT MARKET CONDITIONS

Various U.S. Treasury yields as of August 31, 2013 are as follow:

3-Month Treasury – 0.04%

2-Year Treasury – 0.36%

10-Year Treasury – 2.74%

Discount Rate – 0.75%

U.S. Treasury yields reflect monthly averages for August 2013 as posted by the Federal Reserve. Schedule 2 presents the U.S. Treasury Historical Yields.

RECOMMENDED STRATEGY AMENDMENTS

There are no recommended changes to the investment strategy.

**TEXAS DEPARTMENT OF TRANSPORTATION
CENTRAL TEXAS TURNPIKE SYSTEM
SCHEDULE 1
Investments Outstanding
Book Value to Fair Value Comparison
August 31, 2013**

Portfolio Fair Value

Beginning, 6/01/13	\$ 493,155,315
Ending, 8/31/13	\$ 427,618,970
Interest and Investment Income	\$ 1,560,745
Yield	1.44%

Description	Yield	Maturity Date	August 31, 2013	
			Book Value	Fair Value
<i>Money Market Investments</i>				
JPM US Govt MMKT FD 3164 Capital	0.010%		\$ 51,227,217	\$ 51,227,217
<i>Lone Star Investment Pool*</i>				
Government Overnight Fund	0.060%		87,142,249	\$ 87,142,249
<i>TexPool**</i>				
Local Government Investment Pool	0.046%		87,144,339	\$ 87,144,339
Prime	0.085%		87,105,787	\$ 87,105,787
<i>Guaranteed Investment Contract***</i>				
Salomon Master GIC (CUSIP S86538450)	5.20%	08/15/2022	114,999,378	\$ 114,999,378
			\$ 427,618,970	\$ 427,618,970

Notes:

* This fund seeks to maintain a net asset value of one dollar, and its dollar-weighted average maturity is 60 days or fewer.

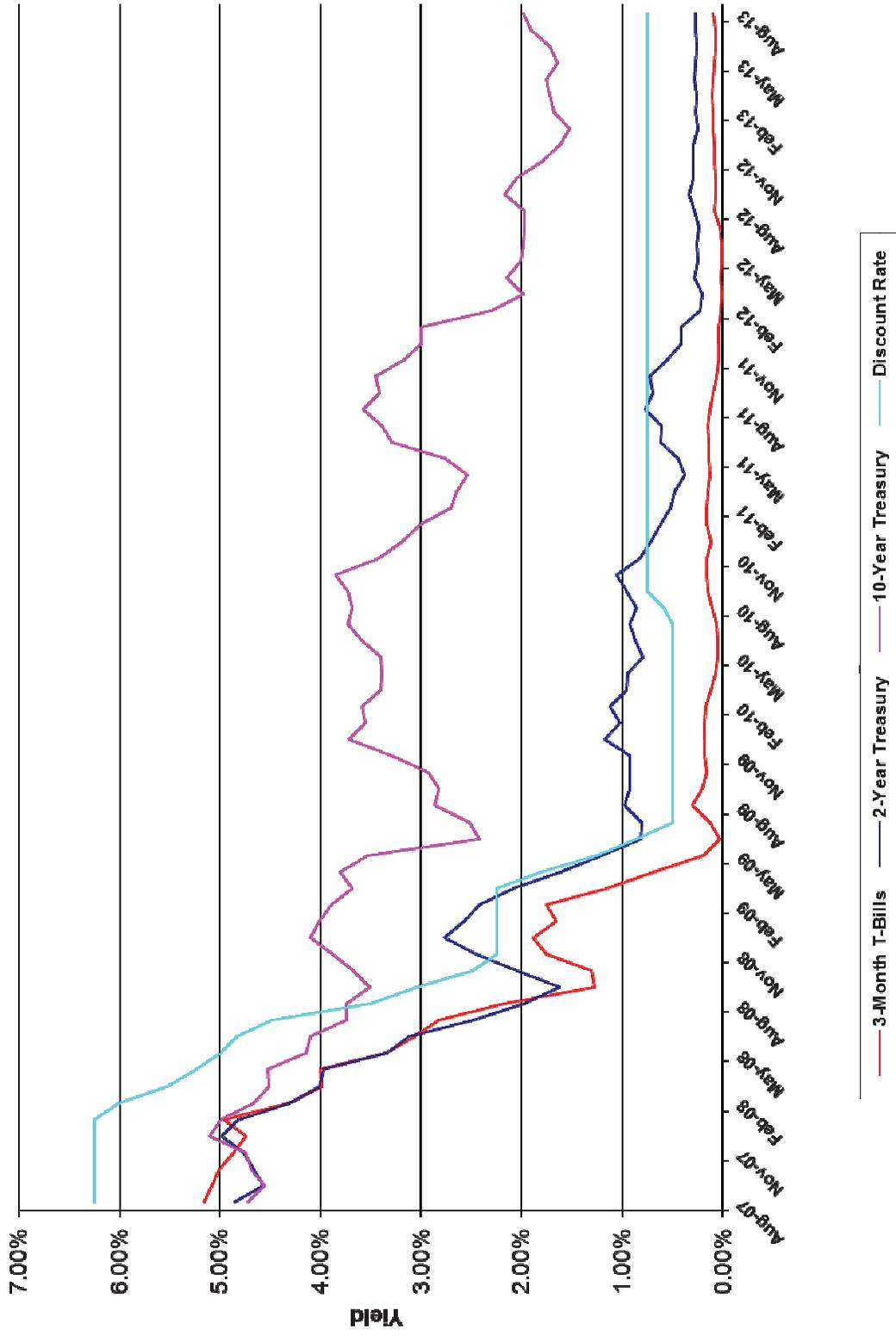
** These pools seek to maintain a one dollar per share as required by the Texas Public Funds Investment Act.

***This security was purchased under the terms of a forward purchase agreement that was executed in August 2002 at rates that were currently available at that time.

"Weighted average yield to maturity" is the portfolio performance measurement standard.

Yields and fair values as reported on monthly account statements.

Schedule 2 U.S. Treasury Historical Yields



SCHEDULE 3
Allocation by Account
August 31, 2013

Allocation - Fair Value

May 31, 2013

Description	Portfolio Total	Rate Stabilization Fund	Capital Contributions Account	Revenue Fund	Ist Tier Interest Account	Ist Tier Debt Service Reserve	Sub Lien Interest Account
Money Market Investments	\$ 73,584,182	\$	3,481,602	57,156,325	2,990,041	9,956,196	18
U.S. Government Agency Securities	0						
Lonestar Gov't Overnight Fund	87,130,290	22,652,222	64,478,068				
TexPool Fund	110,245,674	22,591,529	64,541,271	19,087,544	4,025,330		
TexPool Prime Fund	107,195,791	22,660,545	64,501,070	20,034,176			
Guaranteed Investment Contract	114,999,378					114,999,378	
Totals	\$ 493,155,315	\$ 67,904,296	\$ 197,002,011	\$ 96,278,045	\$ 7,015,371	\$ 124,955,574	18

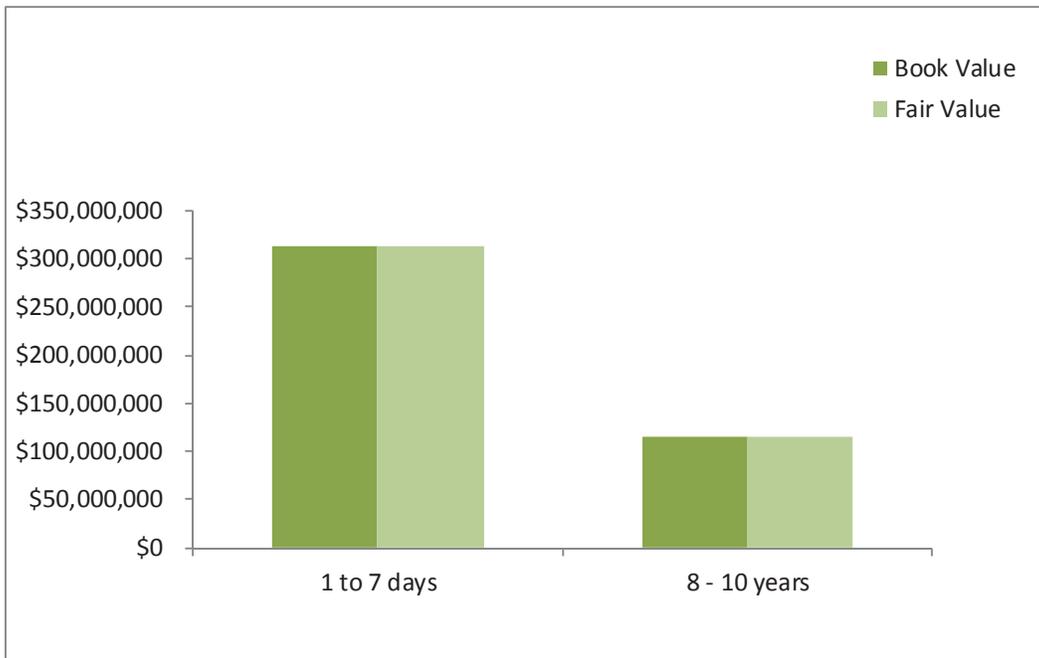
August 31, 2013

Description	Portfolio Total	Rate Stabilization Fund	Capital Contributions Account	Revenue Fund	Ist Tier Interest Account	Ist Tier Debt Service Reserve	Sub Lien Interest Account	Ist Tier Principal Account
Money Market Investments	\$ 51,227,217	\$	3,258,786	1,065	15,423,143	9,955,467	17,511,256	5,077,500
U.S. Government Agency Securities	0							
Lonestar Gov't Overnight Fund	87,142,249	22,655,331	64,486,918					
TexPool Fund	87,144,339	22,594,456	64,549,632	0	251			
TexPool Prime Fund	87,105,787	22,592,011	64,513,776	0				
Guaranteed Investment Contract	114,999,378					114,999,378		
Totals	\$ 427,618,970	\$ 67,841,798	\$ 196,809,112	\$ 1,065	\$ 15,423,394	\$ 124,954,845	17,511,256	5,077,500

Fair Values as reported on monthly account statements.

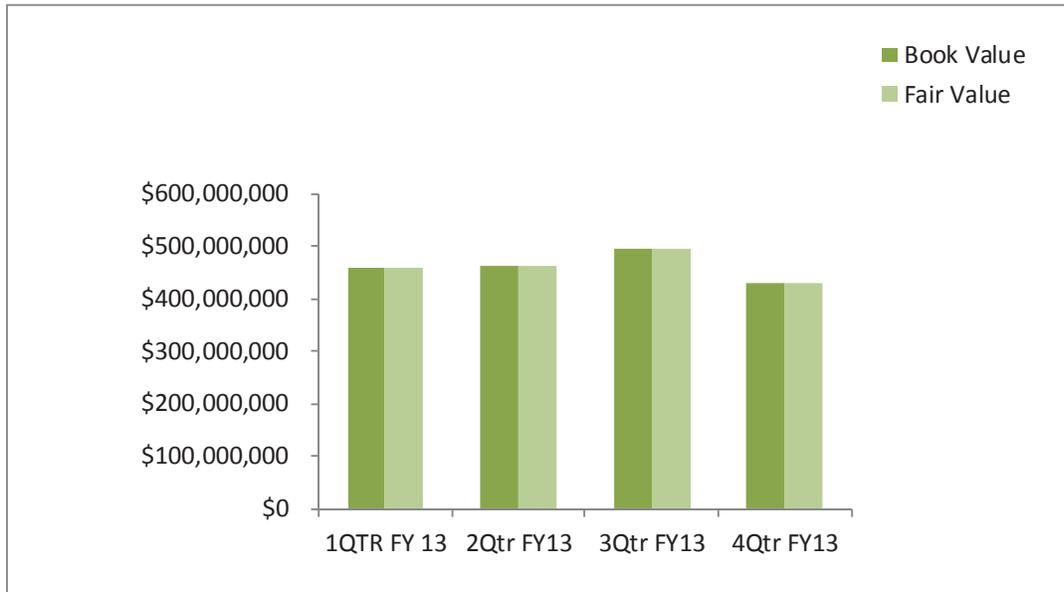
SCHEDULE 4
Maturity Distribution
August 31, 2013

Maturity Date	Book Value	Fair Value
1 to 7 days	\$312,619,592	\$312,619,592
8 - 10 years	114,999,378	114,999,378
Total Investments	\$427,618,970	\$427,618,970



SCHEDULE 5
Investment Portfolio Quarter End Values
August 31, 2013

<u>Quarter End Values</u>	<u>Book Value</u>	<u>Fair Value</u>
1QTR FY 13	457,908,271	457,908,271
2Qtr FY13	460,315,855	460,315,855
3Qtr FY13	493,155,315	493,155,315
4Qtr FY13	427,618,970	427,618,970



SCHEDULE 6
Investments by Security Type
August 31, 2013

Security Type	Fair Value
Money Market Investments	\$51,227,217
Lone Star Government Overnight Fund	87,142,249
TexPool Local Government Investment Pool	87,144,339
TexPool Prime	87,105,787
Guaranteed Investment Contract	114,999,378
Total Investments	<u><u>\$427,618,970</u></u>

