



TEXAS MOBILITY FUND

A governmental fund of the Texas Department of Transportation

Annual Financial Report
For The Fiscal Year Ended August 31, 2019
(With Independent Auditor's Report)



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Texas Mobility Fund
A Governmental Fund of the Texas Department of Transportation

ANNUAL FINANCIAL REPORT
For the Fiscal Year Ended
August 31, 2019

Prepared by:
Texas Department of Transportation's Financial Management Division

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**Texas Mobility Fund
Annual Financial Report
For the Fiscal Year Ended August 31, 2019**

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Section One

Introductory Section

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125 EAST 11TH STREET, AUSTIN, TEXAS 78701-2483 | 512.463.8588 | WWW.TXDOT.GOV

December 17, 2019

To: The Citizens of the State of Texas and the Creditors of the Texas Mobility Fund Bonds

The audited financial statements of the Texas Mobility Fund (Mobility Fund) for the year ended August 31, 2019, are submitted in conformity with the Master Resolution, dated as of May 4, 2005, as amended and supplemented by the first through thirteenth Supplemental Resolutions (Resolution).

An external audit firm, Crowe LLP, performed an independent audit, in accordance with generally accepted auditing standards, of the Mobility Fund's basic financial statements for the year ended August 31, 2019. The audit opinion is presented in this report preceding the financial statements. This report was prepared by the accounting staff in the Financial Management Division of the Texas Department of Transportation (TxDOT). TxDOT's internal accounting controls provide reasonable assurance regarding the safeguarding of assets against loss from unauthorized use or disposal and the reliability of financial records for preparing financial statements. The concept of reasonable assurance recognizes that the cost of a control should not exceed the resulting benefit.

Management is responsible for the accuracy of the data in this report as well as for the completeness and fairness of the presentation. Consequently, management assumes full responsibility for the completeness and fairness of all of the information presented in the financial statements. To the best of my knowledge and belief, the financial statements are accurate in all material respects and are reported in a manner that presents fairly the financial position and results of operations of the Mobility Fund and provide disclosures that enable the reader to understand the Mobility Fund's financial condition.

The Management's Discussion and Analysis (MD&A) provides a narrative introduction, overview and analysis of the financial activities of the Mobility Fund. We encourage readers to consider the information in this letter of transmittal in conjunction with the MD&A.

Profile of the Government

This report includes financial statements for the Mobility Fund, a part of TxDOT's reporting entity. TxDOT is an agency of the state of Texas. TxDOT is managed by an executive director and is governed by the five-member Texas Transportation Commission (Commission). All members of the Commission are appointed by the Governor with the advice and consent of the Texas Senate.

In 2001, voters approved a Texas constitutional amendment that authorized the creation of the Mobility Fund. In particular, Article III, Section 49-k of the Texas Constitution (Constitutional Provision) created the Mobility Fund within the treasury of the state of Texas.

In 2003, the 78th Legislature dedicated sources of revenue to the Mobility Fund. The funds generated by these dedicated revenues, as well as funds generated through other pledged revenues, are required to be accounted for in accounts established in the Mobility Fund. TxDOT is responsible for ensuring that the accounts are maintained at the proper minimum balances as set forth in the Resolution and for investing in securities required to meet liquidity requirements.

The Mobility Fund is administered by the Commission to provide a method of financing for the construction, reconstruction, acquisition and expansion of state highways, including costs of any necessary design and costs of acquisition of rights of way, as determined by the Commission in accordance with standards and procedures established by law. Monies in the Mobility Fund may also be used to provide state participation in the payment of a portion of the costs of constructing and providing public transportation projects in accordance with

OUR VALUES: *People • Accountability • Trust • Honesty*
OUR MISSION: *Connecting You With Texas*

An Equal Opportunity Employer

procedures, standards and limitations established by law. By expediting the delivery of transportation infrastructure, the Mobility Fund is an important tool in meeting TxDOT's goal to develop and operate an integrated transportation system that provides reliable and accessible mobility and enables economic growth.

Legislation enacted under the Constitutional Provision authorized the Commission to issue and sell obligations of the state and enter into related credit agreements that are payable from and secured by a pledge of and a lien on all or part of the money on deposit in the Mobility Fund. Subsequent legislation limited the purposes for which additional Mobility Fund obligations may be issued to refunding: (i) outstanding bonds for savings; and, (ii) outstanding variable rate bonds and to renew or replace credit agreements.

Budgetary Controls

Budgetary control is exercised through appropriated budgets. These budgets are entered in the statewide accounting system after the General Appropriations Act becomes law. The General Appropriations Act becomes law after passage by the Texas Legislature, certification by the Texas Comptroller of Public Accounts that the amounts appropriated are within the estimated collections and upon the signing of the bill by the governor. Controls are maintained at the agency level, with additional control at the fund and appropriation level to ensure expenditures do not exceed authorized limits. State budgets are established on a biennial cycle.

Acknowledgements

The preparation of the report requires the efforts of individuals throughout TxDOT, including the dedicated efforts of the management and staff of the TxDOT Financial Reports Section and Financial Management Division. I sincerely appreciate the efforts of all these individuals who continue to help make TxDOT a leader in quality financial reporting.

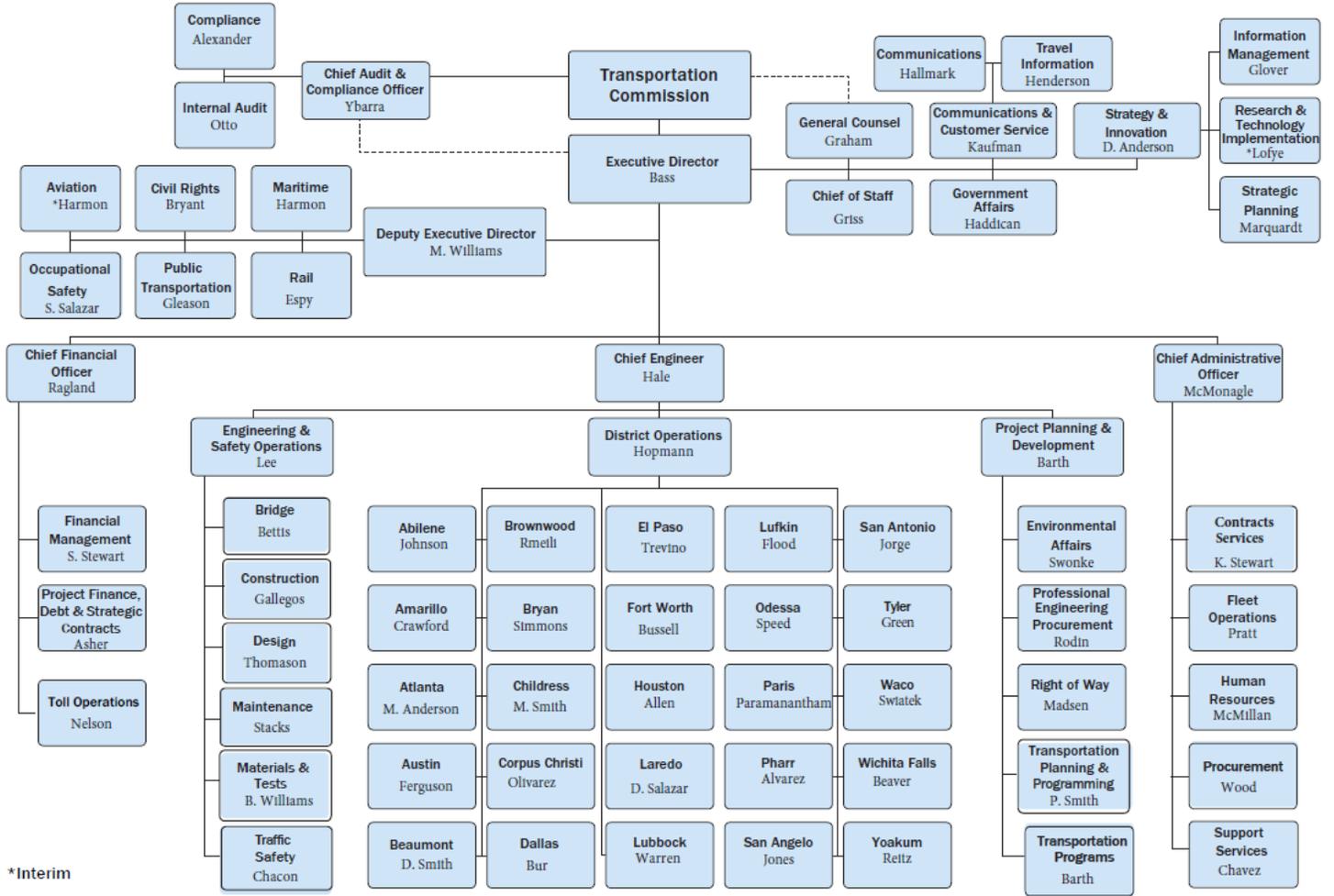
Sincerely,



James M. Bass
Executive Director

Texas Department of Transportation

Organization Chart as of August 31, 2019



*Interim

**Commission and Key Personnel
as of August 31, 2019**

TEXAS TRANSPORTATION COMMISSION

J. BRUCE BUGG, JR.....Chairman
San Antonio

ALVIN NEW.....Commissioner
San Angelo

LAURA RYANCommissioner
Houston

VICTOR VANDERGRIFF*.....Commissioner
Arlington

ROBERT C. VAUGHN.....Commissioner
Dallas

TEXAS DEPARTMENT OF TRANSPORTATION

JAMES M. BASS Executive Director

MARC D. WILLIAMS..... Deputy Executive Director

MARY A. GRISSChief of Staff

BRIAN D. RAGLAND..... Chief Financial Officer

BENITO YBARRA Chief Audit and Compliance Officer

WILLIAM L. HALE..... Chief Engineer

RICHARD C. MCMONAGLE Chief Administrative Officer

ROBERT S. KAUFMAN Director of Communications and Customer Service

JEFFREY M. GRAHAMGeneral Counsel

GERARD J. HADDICAN II.....Director of Government Affairs

DARRAN T. ANDERSON Director of Strategy and Innovation

*Resigned

Section Two
Financial Section

INDEPENDENT AUDITOR'S REPORT

*Members of the Texas Transportation Commission
State of Texas*

Report on the Financial Statements

We have audited the accompanying financial statements of each major fund of the Texas Mobility Fund (Fund), a fund of the Texas Department of Transportation (TxDOT), an agency of the State of Texas, as of and for the year ended August 31, 2019, and the related notes to the financial statements, which collectively comprise the Fund's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of each major fund of the Texas Mobility Fund, as of August 31, 2019, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

(Continued)

Emphasis of Matters

As discussed in Note 1, the financial statements present only the Fund, a debt service and capital project fund of the Texas Department of Transportation, an agency of the State of Texas and do not purport to, and do not, present fairly the financial position of TxDOT or the State of Texas as of August 31, 2019, and the changes in its financial position or, where applicable, its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America. Our opinions are not modified with respect to this matter.

As discussed in Note 1, the Fund does not report entity-wide financial statements and as a result, the long-term liabilities are presented in Note 4. Our opinions are not modified with respect to this matter.

As discussed in Note 1, the general account fund, a sub-fund previously reported as a part of the debt service fund has been reclassified in the current year to the capital projects fund due to statutory provisions and management's current interpretation of these provisions and its intent to use the account to fund capital projects in accordance with said statutory provisions. As a result of the change in accounting principle, the beginning balances of both the debt service fund and the capital projects fund were restated. Our opinions are not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the *Management's Discussion and Analysis* on pages 10-14 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Fund's basic financial statements. The introductory section and the Texas Mobility Fund Dedicated Revenues schedule are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The introductory section and the Texas Mobility Fund Dedicated Revenues schedule have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 17, 2019 on our consideration of the Fund's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Fund's internal control over financial reporting and compliance.



Crowe LLP

Dallas, Texas
December 17, 2019

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Section Two (Continued)

**Management's Discussion and Analysis
(Unaudited)**

Management's Discussion and Analysis

As management of the Texas Department of Transportation (TxDOT), we offer readers of the Texas Mobility Fund's (Mobility Fund) financial statements this narrative overview and analysis of its financial activities for the fiscal years ended Aug. 31, 2019 and 2018 for comparative purposes. The information presented should be read in conjunction with our letter of transmittal, the financial statements and the accompanying notes to the financial statements.

Highlights

Function of Mobility Fund Bonds Issued

The Mobility Fund bonds are used to accelerate transportation projects across the state of Texas. The Mobility Fund has no ownership interest in the highway or other transportation projects that it is assisting to fund and does not fund the maintenance of any such completed projects.

Governmental Fund

As of Aug. 31, 2019, the Mobility Fund's combined governmental fund balance was \$410.6 million, a decrease of \$135.1 million, or 24.7 percent, from fiscal 2018. The decrease in fund balance is largely attributed to debt service and capital outlay expenditures exceeding revenues earned during fiscal 2019. The fiscal 2019 expenditures totaled \$631.7 million, while revenue earned a total of \$496.6 million.

Overview of the Financial Statements

The annual financial report consists of three parts: Management's Discussion and Analysis (this section), the basic financial statements with the notes to the financial statements and supplementary information.

Fund Financial Statements

A fund is a group of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. TxDOT, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The Mobility Fund is reported in two governmental fund types: capital projects fund and debt service fund. The Mobility Fund General Account is reclassified from the debt service fund to the capital project fund in fiscal 2019. See Note 1 for more information.

Financial reports of governmental funds focus on how money flows in and out of the funds, and amounts remaining at year end for future spending. Governmental funds are accounted for using the modified accrual basis of accounting, which measures cash and other assets that can be readily converted to cash. The fund financial statements provide a detailed short-term view of the Mobility Fund's operations.

Impact of Mobility Fund Activity on TxDOT's Entity-Wide Financial Statements

The assets, liabilities, revenues and expenditures not recognizable on the Mobility Fund's governmental fund financial statements are included within the governmental activities section of the TxDOT entity-wide financial statements. These statements consist of the statement of net position and statement of activities, which are prepared using the economic resources measurement focus and the accrual basis of accounting. The activity of the Mobility Fund is considered a governmental activity for the purpose of the TxDOT statement of net position and statement of activities.

Financial Analysis

The Mobility Fund's overall financial position and operations for the past two years is summarized as follows:

Balance Sheet				
August 31, 2019 and 2018				
(Amounts in Thousands)				
	<u>2019</u>	<u>2018</u>	Amount of Increase (Decrease)	Percent Change
Assets	\$ 464,344	\$ 568,275	\$ (103,931)	(18.3) %
Total Assets	<u>464,344</u>	<u>568,275</u>	<u>(103,931)</u>	<u>(18.3) %</u>
Liabilities	53,700	22,569	31,131	137.9 %
Total Liabilities	<u>53,700</u>	<u>22,569</u>	<u>31,131</u>	<u>137.9 %</u>
Fund Balance:				
Restricted	218,588	207,368	11,220	5.4 %
Committed	192,056	338,338 *	(146,282)	(43.2) %
Total Fund Balance	<u>\$ 410,644</u>	<u>\$ 545,706</u>	<u>\$ (135,062)</u>	<u>(24.7) %</u>

* This is the fund balance of the TMF General Account reported as restricted in fiscal 2018. It was reclassified to committed in fiscal 2019 due to statutory provisions. See Note 1 for additional information.

Statement of Revenues, Expenditures and Changes in Fund Balances

For the Fiscal Years Ended August 31, 2019 and 2018

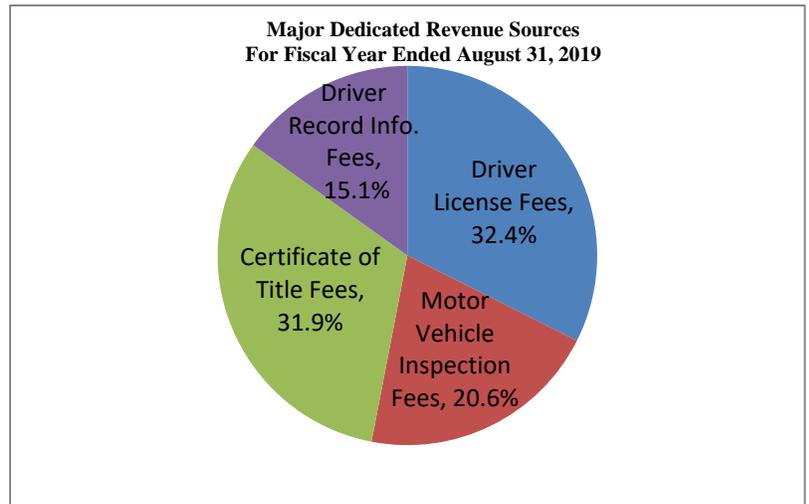
(Amounts in Thousands)

	<u>2019</u>	<u>2018</u>	<u>Amount of Increase (Decrease)</u>	<u>Percent Change</u>
Revenues				
Federal Revenue	\$ 21,851	\$ 21,756	\$ 95	0.4 %
Licenses, Fees and Permits	464,281	455,258	9,023	2.0 %
Interest and Investment Income	10,480	12,763	(2,283)	(17.9) %
Other Revenues	<u>25</u>	<u>70</u>	<u>(45)</u>	<u>(64.3) %</u>
Total Revenues	<u>496,637</u>	<u>489,847</u>	<u>6,790</u>	<u>1.4 %</u>
Expenditures				
Transportation	3,195	29	3,166	10,917.2 %
Capital Outlay	259,955	496,845	(236,890)	(47.7) %
Debt Service	<u>368,549</u>	<u>357,648</u>	<u>10,901</u>	<u>3.0 %</u>
Total Expenditures	<u>631,699</u>	<u>854,522</u>	<u>(222,823)</u>	<u>(26.1) %</u>
Excess (Deficiency) of Revenues over Expenditures	(135,062)	(364,675)	229,613	63.0 %
Change in Fund Balance	<u>(135,062)</u>	<u>(364,675)</u>	<u>229,613</u>	<u>63.0 %</u>
Fund Balance – Beginning	<u>545,706</u>	<u>910,381</u>	<u>(364,675)</u>	<u>(40.1) %</u>
Fund Balance – Ending	<u>\$ 410,644</u>	<u>\$ 545,706</u>	<u>\$ (135,062)</u>	<u>(24.7) %</u>

Capital Outlay expenditures decreased by \$236.9 million, or 47.7 percent. The decrease is primarily due to the fact that all TMF bond proceeds were expended as of Sept. 1, 2018.

The major dedicated revenue sources of the Mobility Fund for the year ended Aug. 31, 2019, are summarized below. A detailed listing of all dedicated revenue sources can be found in the supplementary information section of this report.

The state collects varied inspection-fee amounts at the time of registration, a portion of which is deposited to the Mobility Fund, based on the inspection category for the type of vehicle being registered.



Debt Administration

The Mobility Fund bonds are considered to be self-supporting general obligation debt. The issuance of Mobility Fund bonds is subject to debt service coverage requirements as prescribed in Section 201.943(e) of the Texas Transportation Code. Prior to a Mobility Fund debt issuance, the Texas Comptroller of Public Accounts (Comptroller) must certify that the projected dedicated revenues and money on deposit in the Mobility Fund will be equal to at least 110 percent of the annual debt service requirements.

All Mobility Fund debt issuances must be approved by the Texas Bond Review Board prior to issuance.

The Mobility Fund program is currently established in the aggregate principal amount of \$7.5 billion outstanding at any one time. As of Aug. 31, 2019, the principal amount of debt outstanding is \$6.5 billion.

House Bill 122, which was enacted during the regular session of the 84th Legislature and became effective on Jun. 10, 2015, amends the authority to provide that no additional program obligations may be issued or incurred after Jan. 1, 2015, except for obligations issued to refund outstanding obligations to provide savings to the state. Additionally, HB 122 provides that money in the Mobility Fund, in excess of the amounts required by the proceedings authorizing obligations and credit agreements to be retained in deposit, and may not be used for toll roads.

Bonds payable balances are not reported in the accompanying governmental fund balance sheet which is presented on a current financial resources measurement focus and modified accrual basis of accounting. Governmental fund financial statements do not include long-term liabilities. Long-term liabilities are reported in the governmental activities of the TxDOT entity-wide financial statements. See Note 5 for additional information.

Bond Credit Ratings

The Mobility Fund bonds are rated by the major Nationally Recognized Statistical Rating Organizations.

As of Aug. 31, 2019, the bonds carried a long-term rating of AAA, Aaa and AAA from Fitch Ratings (Fitch), Moody's Investor Services (Moody's) and Standard & Poor's, respectively. The short-term rating of variable rate demand bonds are usually reliant upon the supporting liquidity facility and its credit strength.

Long-Term Credit Ratings as of August 31, 2019

	Fitch	Moody's	Standard & Poor's
General Obligation Bonds	AAA	Aaa	AAA

Short-Term Credit Ratings as of August 31, 2019

	Fitch	Moody's	Standard & Poor's
Series 2006-B Variable Rate Demand Bonds	F1+	VMIG 1	n/a

An explanation of the significance of such ratings may be obtained from the company furnishing the rating. The ratings reflect only the respective views of such organizations and the Commission makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by any or all of such rating companies, if in the judgment of any or all companies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the bonds.

Requests for Information

This financial report is designed to provide a general overview of the Mobility Fund's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the TxDOT Financial Management Division at the following address:

Texas Department of Transportation
Financial Management Division - Accounting Section
125 East 11th Street
Austin, Texas 78701-2483

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Section Two (Continued)

Basic Financial Statements

Texas Department of Transportation
Balance Sheet - Texas Mobility Fund
August 31, 2019 (Amounts in Thousands)

	Debt Service Fund	Capital Projects Fund	Total
	<u> </u>	<u> </u>	<u> </u>
ASSETS			
Cash and Cash Equivalents:			
Cash in State Treasury	\$ 220,413	\$ 243,931	\$ 464,344
Total Assets	<u>\$ 220,413</u>	<u>\$ 243,931</u>	<u>\$ 464,344</u>
 LIABILITIES AND FUND BALANCES			
Liabilities:			
Payables:			
Accounts		51,875	51,875
Unearned Revenues	<u>1,825</u>	<u> </u>	<u>1,825</u>
Total Liabilities	<u>1,825</u>	<u>51,875</u>	<u>53,700</u>
 Fund Balances (Deficits):			
Restricted	218,588		218,588
Committed	<u> </u>	<u>192,056</u>	<u>192,056</u>
Total Fund Balances	<u>218,588</u>	<u>192,056</u>	<u>410,644</u>
Total Liabilities and Fund Balances	<u>\$ 220,413</u>	<u>\$ 243,931</u>	<u>\$ 464,344</u>

The accompanying notes to the financial statements are an integral part of this financial statement.

Texas Department of Transportation
Statement of Revenues, Expenditures and
Changes in Fund Balances - Texas Mobility Fund
For the Fiscal Year Ended August 31, 2019 (Amounts in Thousands)

	Debt Service Fund	Capital Projects Fund	Total
	<u> </u>	<u> </u>	<u> </u>
REVENUES			
Federal Revenues	\$ 21,851	\$	\$ 21,851
Licenses, Fees and Permits	354,254	110,027	464,281
Interest and Investment Income	2,810	7,670	10,480
Other Revenues	<u> </u>	<u>25</u>	<u>25</u>
Total Revenues	<u>378,915</u>	<u>117,722</u>	<u>496,637</u>
EXPENDITURES			
Transportation		3,195	3,195
Capital Outlay		259,955	259,955
Debt Service			
Principal on State Bonds	81,635		81,635
Interest on State Bonds	286,060		286,060
Other Financing Fees	<u> </u>	<u>854</u>	<u>854</u>
Total Expenditures	<u>367,695</u>	<u>264,004</u>	<u>631,699</u>
Excess (Deficiency) of Revenues			
Over (Under) Expenditures	<u>11,220</u>	<u>(146,282)</u>	<u>(135,062)</u>
Net Change in Fund Balances	<u>11,220</u>	<u>(146,282)</u>	<u>(135,062)</u>
Fund Balances, September 1, 2018, as Restated	<u>207,368</u>	<u>338,338</u>	<u>545,706</u>
Fund Balances, August 31, 2019	<u>\$ 218,588</u>	<u>\$ 192,056</u>	<u>\$ 410,644</u>

The accompanying notes to the financial statements are an integral part of this financial statement.

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Texas Mobility Fund
Notes to Financial Statements

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NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

These fund financial statements reflect the financial position of the Texas Mobility Fund (Mobility Fund). The Mobility Fund, an appropriated fund of the state of Texas, is managed by the Texas Department of Transportation (TxDOT). The Mobility Fund, part of the TxDOT reporting entity, is created in the Texas Constitution and administered by the Texas Transportation Commission (Commission). The Commission, the governing body of TxDOT, has the authority to commit the Mobility Fund to various legal agreements.

The Texas Legislature (Legislature) established the Mobility Fund to provide a method of financing the construction, reconstruction, acquisition and expansion of state highways, including costs of any necessary design and costs of acquisition of rights of way. The Mobility Fund may also be used to provide participation by TxDOT in the payment of a portion of the costs of constructing and providing other public transportation projects.

The Commission may sell obligations of the state that are payable from and secured by a pledge of and a lien on all or part of the money dedicated to and on deposit in the Mobility Fund.

The Legislature dedicated certain statutory fee revenues of the state to the Mobility Fund for purposes of providing funds for the debt service on the outstanding Mobility Fund obligations. The Commission has also elected to pledge the general obligation of the state as additional repayment security for the currently outstanding bonds. To date, the dedicated revenues of the Mobility Fund have been sufficient to meet the debt service requirements of the bonds without the necessity of calling on the general obligation pledge.

The Commission is subject to various covenants imposed by the bond resolutions. As of Aug. 31, 2019, the Commission and management believe that they were in compliance with all covenants.

Basis of Presentation

The accompanying financial statements were prepared in conformance with generally accepted accounting principles (GAAP) as prescribed by the Governmental Accounting Standards Board (GASB). Financial reporting for the Mobility Fund is based on all GASB pronouncements. The data in this report is combined and consolidated by the Texas Comptroller's Office with similar data from other state agencies and universities in the preparation of the state of Texas Comprehensive Annual Financial Report (CAFR).

GASB Statements Effective for Fiscal 2019

In fiscal 2019 the Mobility Fund adopted the following new GASB pronouncements:

- *GASB Statement No. 83, Certain Asset Retirement Obligations.* This statement addresses accounting and financial reporting for certain asset retirement obligations (AROs). The statement establishes criteria for determining the timing and pattern of recognition of a liability and a corresponding deferred outflow of resources for AROs. An ARO is a legally enforceable liability associated with the retirement of a tangible capital asset. The legal obligations to perform future asset retirement activities is recorded when the liability is both incurred and reasonably estimable. The determination of when the liability is incurred is based on the occurrence of external laws, regulations, contracts, or court judgments, together with the occurrence of an internal event that obligates a government to perform asset retirement activities.
- *GASB Statement No. 88, Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements.* This statement is to improve the information that is disclosed in notes to government financial statement related to debt, including direct borrowings and direct placements. It defines debt for note disclosure purposes as a liability that arises from a contractual obligation to pay cash to settle an amount that is fixed at the date the contractual obligation is established. The statement requires additional information related to debt, including unused lines of credit, assets pledged as collateral for the debt, and terms specified in debt agreements related to significant default events and significant termination events with finance-related

consequences, and significant subjective acceleration clauses.

- *GASB Statement No. 89, Accounting for Interest Cost Incurred before the End of a Construction Period.* This statement is effective for reporting periods beginning after December 15, 2019, or fiscal 2021. TxDOT decided to early implement the statements in fiscal 2019. The statement supersedes GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, paragraphs 5-22. For financial statements prepared using the economic resources measurement focus, the statement requires that interest cost incurred before the end of a construction period be recognized as an expense in the period in which the cost is incurred. As a result, interest cost incurred before the end of a construction period will not be included in the historical cost of a capital asset reported in a business-type activity or enterprise fund. This statement also reiterates that in financial statements prepared using the current financial resources measurement focus, interest cost incurred before the end of a construction period should be recognized as an expenditure on a basis consistent with governmental fund accounting principles.

The data in this report is combined and consolidated by TxDOT and included in the TxDOT Comprehensive Annual Financial Report submitted to the Texas Comptroller of Public Accounts' office. The accompanying financial statements present only the fund balance and changes in fund balance of the Mobility Fund, and are not intended to and do not present fairly the financial position or changes in financial position of TxDOT.

The records of the Mobility Fund are maintained in accordance with the practices set forth in the provisions of the bond resolutions. Details on outstanding Mobility Fund Bonds are provided in Note 5.

Fund Structure

While the Mobility Fund is established as a single appropriated fund, it is reported in the following sub-accounts in two governmental fund types:

Debt Service Fund:

- Mobility Fund Interest and Sinking Account (0367) – monies in this account are used to pay amounts due on or with respect to Parity Debt, including the principal of, premium, if any, and interest on Parity Debt as they become due and payable. This account is required as long as Parity Debt is outstanding.
- Mobility Fund Rebate Account (0373) – the fifth Supplemental Resolution established the rebate account. Money on deposit in the rebate account, if any, is paid to the federal government in compliance with arbitrage earnings requirements. Money in the rebate account, if any, does not constitute security.

Capital Projects Fund:

- Mobility Fund General Account (0365) – monies in this account may be used for any lawful purpose for which the Mobility Fund may be used. In fiscal 2019, the General Account was changed from a debt service fund to a capital projects fund due to a change in accounting principle. As a result, the September 1, 2018 fund balances of the debt service fund and the capital projects fund were restated. The debt service fund balance was reduced by \$338.3 million, while the capital projects fund balance increased by the same amount.

Basis of Accounting

Governmental funds are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Measurement focus refers to the definition of the resource flows measured and relates to the types of transactions or events reported in the statement of revenues, expenditures, and changes in fund balances. Basis of accounting refers to the timing of the recognition of transactions or events. Under the modified accrual basis of accounting, amounts are recognized as revenues as they become susceptible to accrual (measurable and available). The Mobility Fund considers revenues available if they are collected within

60 days of the end of the fiscal year. Accruals whose receipt is due after the 60-day period are classified as deferred inflows of resources. Amounts are considered measurable if they can be estimated or otherwise determined. Expenditures are generally recognized when the related fund liability is incurred. However, principal and interest on bonds is recorded at the earlier of its due date or its payment date. The issuance of long-term debt is reported as other financing sources. Debt issuance costs are recognized as an expense in the year incurred.

Budgetary Information

The Mobility Fund budget is prepared biennially and represents appropriations authorized by the Legislature and approved by the governor (the General Appropriations Act). The Mobility Fund has committed revenue budgets for debt service and for in-house design, contracted design, construction and right of way. After mobility-related expenditures are incurred in the State Highway Fund, the Mobility Fund reimburses cash and committed budget to the State Highway Fund.

Unencumbered appropriations are generally subject to lapse 60 days after the end of the fiscal year for which they were appropriated.

Assets, Liabilities and Fund Balance

Cash and Cash Equivalents in State Treasury

Cash and cash equivalents in the state treasury is the balance of funds held in the state Treasury Pool. See Note 3 for more information.

Accounts Payable

Accounts payable represents the liability for the value of assets or services received during the reporting period for which payment is pending.

Unearned Revenue

The Unearned Revenue represents cash received prior to being earned.

Fund Balance

Fund balance classifications depict the nature of constraints on the use of net resources in a governmental fund. The Mobility Fund's fund balance as of Aug. 31, 2019, are displayed in two components.

- Restricted fund balance - resources that have constraints placed on their use through external parties or by law through constitutional provisions.
- Committed fund balance – can be used only for specific purposes pursuant to constraints imposed by a formal action of the Legislature, the state's highest level of decision making authority.

The Mobility Fund's fund balance in the Debt Service Fund is restricted due to bond covenants and constitutional provisions. Most of current year revenues relate to fees pledged for debt service on outstanding bonds.

The Mobility Fund's fund balance in the Capital Projects Fund is committed since the fund balance can only be used for specific purposes pursuant to constraints imposed by formal action of the state's highest level of decision-making authority (the Legislature), based on the Texas Transportation Statute, subchapter M, Sec.201.946.

When both restricted and unrestricted resources are available for use, it is the Commission's policy to use restricted resources first and then unrestricted resources as they are needed. When only unrestricted resources are available for use, it is the Commission's policy to use committed resources first, then, assigned resources, and lastly unassigned resources.

Revenues and Expenditures

Licenses, Fees and Permits

The major sources of dedicated revenue to the Mobility Fund for fiscal 2019 were driver license fees, motor vehicle inspection

fees, certificate of title fees, and driver record information fees. A list of all fiscal 2019 dedicated revenues can be found in the supplementary information section of this report.

Federal Revenue

Federal revenue relates to the federal interest rate subsidy provided in relation to the Mobility Fund's Build America Bond issuance. Although the amount is recognized as revenue on the financial statements, the subsidy is specifically restricted to use as an offset of debt service costs. Refer to Note 5 for more details on the Mobility Fund's involvement with the Build America Bond program.

Interest Income

Cash in the state treasury earns interest income at stated rates established by the Comptroller.

Other Revenues

Money received from voided warrants that were past the statute of limitations.

Expenditures

Expenditures include payments for debt service, professional fees, other financing fees and the funding of eligible transportation projects. Capital outlay represents Mobility Fund contributions to projects on the state highway system and owned by the state of Texas.

NOTE 2 – CAPITAL ASSETS

The Mobility Fund does not own the capital assets it finances. The state highway system infrastructure built using Mobility Fund resources becomes a capital asset of the governmental activities of the state of Texas. The capital assets of the state highway system are reported in the TxDOT Comprehensive Annual Financial Report.

NOTE 3 – DEPOSITS AND INVESTMENTS

Investments – Treasury Pool

The Mobility Fund is established in the state treasury, thus all monies are pooled with other state funds and invested under the direction of the Comptroller of Public Accounts Treasury Operations Division (Treasury). The Treasury obtains direct access to the services of the Federal Reserve System through the Texas Treasury Safekeeping Trust Company (Trust Company). The Federal Reserve Bank requires the Trust Company to maintain a positive cash balance in the account during and at the end of the day. The Trust Company met those requirements throughout fiscal 2019. The Comptroller has delegated investment authority to the Trust Company and utilizes the Trust Company to manage and invest funds in the Treasury Pool.

State statutes authorize the Treasury to invest state funds in fully collateralized time deposits; direct security repurchase agreements; reverse repurchase agreements; obligations of the United States and its agencies and instrumentalities; banker's acceptances; commercial paper; and contracts written by the Comptroller, which are commonly known as covered call options. Funds held in the Treasury Pool have not been categorized as to credit risk because TxDOT does not own individual securities. Detail on the nature of these deposits and investments are available within the state of Texas Comprehensive Annual Financial Report.

As of Aug. 31, 2019, the Mobility Fund's pro rata share of participation in the Treasury Pool was \$464.3 million. No further detail of this balance is available due to the management policies of the Treasury.

NOTE 4 – LONG-TERM LIABILITIES

The Mobility Fund bonds are recorded as long-term liabilities within the governmental activities balances in the TxDOT Comprehensive Annual Financial Report. During the fiscal year ended Aug. 31, 2019, the following changes occurred in the long-term liabilities.

Long-Term Liabilities Activity (Amounts in Thousands)

For the Fiscal Year Ended August 31, 2019

Governmental Activities	Beginning Balance 9/1/18	Adjustments*	Additions	Deductions	Ending Balance 8/31/19	Amounts Due Within One Year	Amounts Due Thereafter
General Obligation Bonds \$	6,602,937 \$	(329,373) \$		(81,635) \$	6,191,929 \$	132,980 \$	6,058,949
General Obligation Bonds - Direct Placements		286,913			286,913	1,986	284,927
Total	\$ 6,602,937	\$ (42,460)		\$ (81,635)	\$ 6,478,842	\$ 134,966	\$ 6,343,876

*Includes reclassification related to implementation of GASB 88 and current year amortization of premiums and discounts

NOTE 5 – BONDED INDEBTEDNESS

Texas Constitution, Article III, Section 49-k and Transportation Code, Chapter 201, Subchapter M authorize the Commission to issue general obligation bonds payable from a pledge of and lien on all or part of the money in the Mobility Fund. The Mobility Fund bonds are designed to be self-supporting, but the full faith and credit of the state is pledged in the event the revenue and money dedicated to the Mobility Fund is insufficient to pay debt service on the bonds. As of Aug. 31, 2019, major sources of pledged revenue to the Mobility Fund include driver license fees, motor vehicle inspection fees, certificate of title fees, and driver record information fees.

The Resolution currently allows for \$7.5 billion of principal amount outstanding at any time. Prior to a Mobility Fund debt issuance, the Texas Comptroller of Public Accounts must certify and project that money dedicated to the Fund and on deposit in the Fund will be at least 110 percent coverage of debt service requirements during the period that the debt will be outstanding. House Bill 122 (HB 122), which was enacted during the regular session of the 84th Legislature and became effective on June 10, 2015, amended the authority to provide that no additional program obligations may be issued or incurred after Jan. 1, 2015, except for obligations issued to refund outstanding obligations to provide savings or to renew or replace credit agreements relating to outstanding variable rate obligations. Additionally, HB 122 provides that money in the Mobility Fund, in excess of amounts required by the proceedings authorizing obligations and credit agreements to be retained on deposit, and may not be used for toll roads.

Bond proceeds are to be used for the purpose of refunding existing bonds and related credit agreements, creating reserves for payment of bonds and related credit agreements, paying bond issuance costs and paying interest on the bonds and related credit agreements.

Miscellaneous Bond Information						
(Amounts in Thousands)						
Description of Issue	Bonds Issued to Date	Date Issued	Range of Interest Rates	Maturities		
				First Year	Last Year	First Call Date
GOVERNMENTAL ACTIVITIES						
General Obligation Bonds						
Series 2006-B Variable Rate Bonds	\$ 150,000	12/13/2006	variable	2036	2036	*
Series 2009-A Taxable Fixed Rate Bonds	1,208,495	08/26/2009	5.37% 5.52%	2029	2039	*
Series 2014 Fixed Rate Refunding Bonds	973,775	07/02/2014	4.00% 5.00%	2016	2034	04/01/2024
Series 2014-A Fixed Rate and Refunding Bonds	1,580,160	12/18/2014	4.00% 5.00%	2017	2044	10/01/2024
Series 2014-B SIFMA Bonds	250,000	12/18/2014	variable	2041	2041	10/01/2021
Series 2015-A Fixed Rate Refunding Bonds	911,360	09/30/2015	3.20% 5.00%	2018	2036	10/01/2025
Series 2015-B Fixed Rate Refunding Bonds	254,105	10/07/2015	5.00% 5.00%	2031	2036	10/01/2025
Series 2017-A Fixed Rate Refunding Bonds	296,020	02/01/2017	5.00% 5.00%	2030	2034	10/01/2027
Series 2017-B Fixed Rate Refunding Bonds	474,135	02/01/2017	5.00% 5.00%	2029	2036	10/01/2027
Governmental Activities Total	<u>\$ 6,098,050</u>					

* Bonds are subject to redemption prior to their respective maturities at the option of the Commission.

The Series 2015-B outstanding balance of \$286.9 million is from direct placements. In an event of default, any owner of parity debt in the event of default in connection with any covenant or in any supplement, or default in the payment of annual debt service requirements due in connection with any parity debt, or other costs and expenses related thereto, may require the Commission, the Department, its officials and employees, and any appropriate official of the State, to carry out, respect, or enforce the covenants and obligations of the Master Resolution or any Supplement, by all legal and equitable means, including specifically the use and filing of mandamus proceedings in any court of competent jurisdiction in Travis County, Texas against the Commission, the Department, its officials and employees, or any appropriate official of the State.

Debt service requirements for the revenue bonds as of Aug. 31, 2019, are detailed in the following table.

Debt Service Requirements – Governmental Activities (Amounts in Thousands)							
General Obligation Bonds				General Obligation Bonds Direct Placements			
Year	Principal	Interest	Total	Year	Principal	Interest	Total
2020	\$ 93,315	\$ 268,122	\$ 361,437	Year	\$	\$ 12,705	\$ 12,705
2021	105,730	263,141	368,871	2020		12,705	12,705
2022	118,880	257,563	376,443	2021		12,705	12,705
2023	132,820	251,299	384,119	2022		12,705	12,705
2024	147,605	244,304	391,909	2023		12,705	12,705
2025-2029	990,930	1,089,604	2,080,534	2024		63,526	63,526
2030-2034	1,340,475	806,947	2,147,422	2025-2029	63,450	58,027	121,477
2035-2039	1,859,270	475,021	2,334,291	2035-2039	190,655	18,480	209,135
2040-2044	733,025	114,132	847,157				
2045-2049	166,975	4,004	170,979				
	<u>5,689,025</u>	<u>3,774,137</u>	<u>9,463,162</u>		<u>254,105</u>	<u>203,558</u>	<u>457,663</u>
Premium	502,904		502,904	Premium	32,808		32,808
Total	<u>\$ 6,191,929</u>	<u>\$ 3,774,137</u>	<u>\$ 9,966,066</u>	Total	<u>\$ 286,913</u>	<u>\$ 203,558</u>	<u>\$ 490,471</u>

Pledged Future Revenues

Pledged revenues are those specific revenues that are formally committed to directly secure the payment of bond debt service. The table below provides information on pledged revenue and pledged future revenue of the self-supporting general obligation bonds.

Pledged Future Revenue (Amounts in Thousands)	Governmental Activities	
	Texas Mobility Fund General Obligation Bonds	
Pledged Revenue Required for Future Principal and Interest on Existing Bonds	\$	9,920,826
Term of Commitment Ending		10/1/2044
Percentage of Revenue Pledged		100%
Current Year Pledged Revenue	\$	496,636
Current Year Principal and Interest Paid	\$	367,695
* Includes pledged revenue of other state agencies using the state highway fund.		

Build America Bonds

The interest payments shown above do not reflect the federal interest rate subsidy payment related to the Mobility Fund Build America Bonds Series 2009-A, which will be used to offset debt service cost. The American Recovery and Reinvestment Act of 2009 granted municipal debt issuers access to a broader investor base in the taxable market by providing a federal interest rate subsidy payment to offset debt service costs through the Build America Bonds (BABs) program. Direct Payment BABs provide for a federal reimbursement to TxDOT equal to 35 percent of the interest paid on the BABs.

As a result of budget sequestration, the federal government reduced subsidy payments for BABs by 6.2 percent effective Oct. 1, 2018 through Sept. 30, 2019 for BABs subsidy payments paid in federal fiscal year 2019. See the table below for details on the Commission's Direct Payment BABs outstanding as of Aug. 31, 2019.

Direct Payment Build America Bonds (Amounts in Thousands)			
	Issue Date	Par Amount	Outstanding
Governmental Activities			
General Obligation Bonds			
Texas Mobility Fund Bonds Series 2009-A	8/26/2009	\$ 1,208,495	\$ 1,208,495
Governmental Activities Total		\$ 1,208,495	\$ 1,208,495

Variable Rate Bonds

The Mobility Fund has two variable rate bond issues outstanding as of Aug. 31, 2019. The interest rates in effect on Aug. 31, 2019 for the Series 2006-B and Series 2014-B used to calculate the debt service requirements were 1.36 and 1.66 percent, respectively. These rates reset every seven days.

Put Bonds

The Series 2014-B bonds were issued in an initial index floating rate mode, which terminates on a mandatory tender date. At the termination of the initial period, the bonds are subject to mandatory tender and purchase. Upon such mandatory tender and purchase, the bonds are expected to be remarketed unless otherwise redeemed. The Commission has not provided any credit or liquidity facility

for the payment of the purchase price of the bonds payable upon the mandatory tender date. The principal portion of the purchase price for the bonds is expected to be obtained from the remarketing proceeds. The obligation of the Commission to purchase the bonds on the mandatory tender date is subject to the successful remarketing of such bonds. The Commission has no obligation to purchase bonds except from remarketing proceeds. If the bonds are not remarketed or otherwise redeemed, the interest rate on the bond will be increased to the stepped coupon rate from the mandatory tender date until purchased or redeemed.

Put Bonds (Amounts in Thousands)					
Description of Issue	Mandatory Tender Date	Initial Rate	Initial Period Interest	Stepped Coupon Rate	Stepped Rate Period Interest¹
Governmental Activities General Obligation Bonds Texas Mobility Fund Series 2014-B	10/1/2021	SIFMA + 0.30%	Variable ²	8.00% per annum	\$ 20,000
¹ Assumes a full year of interest					
² Index Floating Rate Mode/resets weekly					

Demand Bonds

The Series 2006-B variable rate bonds are demand bonds. A bondholder may tender any of the bonds for repurchase prior to maturity at a price equal to principal plus accrued interest. Any bonds so tendered will be purchased either by the proceeds of the remarketing of such bonds or, if not successfully remarketed, from amounts drawn under the standby bond purchase agreements.

The Series 2006-B bonds are subject to a standby bond purchase liquidity agreement (agreement) with the Texas Comptroller of Public Accounts (Comptroller). The agreement provides terms to be negotiated and mutually agreed upon by TxDOT and the Comptroller upon need for the Comptroller to purchase bonds put but that the remarketing agent cannot resell timely to new investors. In that case, TxDOT would pay the Comptroller based on the existing debt service schedule for the Series 2006-B bonds.

The agreement was made pursuant to powers granted to Comptroller under Texas Government Code Sec. 404.027. The agreement provides protection to prevent an unplanned draw on current financial resources of the Texas Mobility Fund. The agreement is subject to renewal on a biennial basis.

For fiscal 2019, the Trustee did not draw from the Comptroller related to the Series 2006-B demand bonds. The following table provides details for the outstanding demand bonds and the related standby bond purchase liquidity agreement.

Demand Bonds – Standby Bond Purchase Agreement Provisions (Amounts in Thousands)				
Governmental Activities	Principal Balance Outstanding	Counterparties	Annual Liquidity Fee	Agreement Termination Date
General Obligation Bonds Texas Mobility Fund Series 2006-B	\$150,000	Texas Comptroller of Public Accounts	0.12%	8/31/2021
TOTAL	<u><u>\$150,000</u></u>			

NOTE 6 - EMPLOYEES' RETIREMENT PLAN AND OTHER POSTEMPLOYMENT BENEFITS

The Mobility Fund is part of the TxDOT's reporting entity. The Mobility Fund does not have any employees and does not make contributions to any retirement plans or other postemployment benefits (OPEB) plans. TxDOT employees provide all accounting and administrative services for the Mobility Fund. Those employees are members of the Employee Retirement System of Texas defined benefit pension plan (ERS Plan) and the State Retiree Health Plan (SRHP). The Mobility Fund is not obligated in any form for the funding of the pension benefits provided by the ERS Plan or the postemployment benefits provided through the SRHP. Allocation of the pension and OPEB liabilities and expense for the Mobility Fund is deemed unnecessary and not required.

The details are disclosed in the TxDOT's Comprehensive Annual Financial Report for the pension plan in Note 8 and the OPEB plan in Note 10.

NOTE 7 – CONTINUANCE SUBJECT TO REVIEW

Under the current Texas Sunset Act, TxDOT will be abolished effective Sept. 1, 2029, unless continued in existence by the 91st Legislature as provided by the Act. If abolished, TxDOT may continue until Sept. 1, 2030 to wind down its operations. In the event that TxDOT is abolished pursuant to the Texas Sunset Act or other law, Texas Government Code, Section 325.017(f), acknowledges that such action will not alter the obligation of the abolished agency.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

Rebatable arbitrage defined by Internal Revenue Code (IRC), Section 148, is earnings on tax-exempt bond proceeds in excess of the yield on the bond. The rebatable arbitrage must be repaid to the federal government. Pursuant to the applicable bond resolution, a Rebate Fund will be established under the resolution to which deposits will be made upon the determination by a verification agent that a rebate payment may be due. The amount of rebate due to the federal government is determined and payable during each five-year period and upon final payment of the tax-exempt bonds. IRC Section 148 also provides for certain rebate exceptions, including an exception if certain spend-out requirements of the bond proceeds are met. TxDOT estimates that rebatable arbitrage liability, if any, will be immaterial to the Mobility Fund's overall financial condition.

TxDOT incurs commitments related to outstanding construction contracts and comprehensive development agreements.

NOTE 9 - RISK MANAGEMENT

The Mobility Fund does not have any employees. TxDOT provides all accounting, debt financing and administrative services. In addition, TxDOT's risk financing and insurance programs apply to the Mobility Fund.

TxDOT is exposed to various risks of loss related to property, general and employer liability, net income, and personnel. TxDOT and its employees are covered by various immunities and defenses that limit some of these risks of loss, particularly in liability actions brought against TxDOT or its employees. Remaining exposures are managed by self-insurance arrangements.

Property and Liability

TxDOT administers a self-insured workers compensation program. Due to the nature of worker compensation claims, amounts are not reasonably estimable. Claims are paid as they become due.

Health, Life and Dental

Insurance coverage is provided to active state employees and their dependents by one of three health plan administrators. All TxDOT employees are included in the Texas Employees Group Benefit Program (GBP) administered by the Employees Retirement System of Texas (ERS).

Claims for health, life, accidental death and dismemberment, disability and dental insurance coverages are established under GBP.

These coverages are provided through a combination of insurance contracts, a self-funded health plan, a self-funded dental indemnity plan, health maintenance organization contracts and dental health maintenance organizations contracts.

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Section Two (Continued)

Other Supplementary Information

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Texas Mobility Fund Dedicated Revenues
For the Fiscal Year Ended August 31, 2019

Major Sources of Funds

Driver License Fees	\$	149,707,581
Motor Vehicle Inspection Fees		95,155,207
Certificate of Title Fees		147,127,455
Driver Record Information Fees		69,758,640
		<u>461,748,883</u>

Miscellaneous Sources

Motor Carrier Act Penalties		2,530,538
Motor Vehicle Registration Fees		1,916
Depository Interest		10,479,328
		<u>13,011,782</u>

Total Dedicated Revenues \$ 474,760,665

Note:

The total above does not include the Build America Bonds federal interest rate subsidy and other revenues that are not dedicated revenue.

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