

TEXAS TRANSPORTATION COMMISSION

VARIOUS Counties

MINUTE ORDER

Page 1 of 1

VARIOUS Districts

Government Code, Chapter 2256 (Public Funds Investment Act) authorizes the Texas Transportation Commission (commission) to purchase, sell, and invest its funds and funds under its control in investments authorized under the Public Funds Investment Act, in accordance with investment policies approved by the commission.

Government Code, §2256.005 requires the commission to adopt a written investment policy regarding the investment of its funds and funds under its control, including a separate written investment strategy for each of the funds or group of funds under its control, and to designate one or more officers or employees of the Texas Department of Transportation (department) as investment officer to be responsible for the investment of funds consistent with the investment policy.

Pursuant to this legislation and documented in Minute Order 108970, dated July 25, 2002, the commission approved and adopted a written investment policy and investment strategy applicable to funds of the commission held under the Indenture of Trust dated July 15, 2002, securing the outstanding bonds, notes, and other obligations issued by the commission to finance a portion of the cost of the initial phase of the Central Texas Turnpike System, also known as the 2002 Project. The commission has designated the department's Chief Financial Officer as investment officer. In the absence of the Chief Financial Officer, Director of the Innovative Financing and Debt Management Office or the Deputy Director of Innovative Financing and Debt Management Office is authorized to act as investment officer.

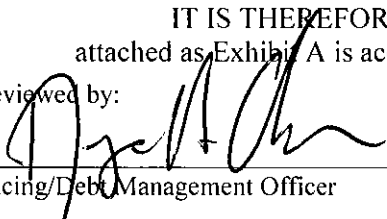
Pursuant to Government Code §2256.005(e) and Section 20 of the investment policy, the investment policy and investment strategies of the commission have been reviewed and revised annually by minute order since 2003, most recently by Minute Order 113271, dated August 30, 2012.

Government Code, §2256.023 requires the designated investment officer to prepare and submit to the commission and the executive director, not less than quarterly, a written report of investment transactions for all funds covered by the Public Funds Investment Act for the preceding reporting period. The report must describe in detail the investment position of the department on the date of the report, and must be prepared jointly and signed by each investment officer.

Section 9.0 of the investment policy requires the investment officer to prepare and submit to each member of the commission and the executive director of the department an investment report on no less than a quarterly basis. The report must be prepared in accordance with the requirements of that section, including containing sufficient information to provide for a comprehensive review of investment activity and current investment instruments and performance for the reporting period. A quarterly investment report for the department for the period ending November 30, 2012, attached as Exhibit A, has been prepared in accordance with Government Code, §2256.023 and Section 9.0 of the investment policy.

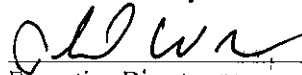
IT IS THEREFORE ORDERED by the commission that the quarterly investment report attached as Exhibit A is accepted.

Submitted and reviewed by:



Innovative Financing/Debt Management Officer

Recommended by:



Executive Director

113469 JAN 31 13

Minute  
Number

Date  
Passed

**TEXAS TRANSPORTATION COMMISSION**

**QUARTERLY INVESTMENT REPORT**

**AS OF  
November 30, 2012**

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**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 November 30, 2012, 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	Date
James M. Bass Chief Financial Officer Investment Officer	Date
Brian D. Ragland, CPA Director, Finance Division	Date
Benjamin Asher Innovative Financing/Debt Management Office Investment Officer	Date
John Munoz, CPA Deputy Director, Innovative Financing/Debt Management Office Investment Officer	Date
Glen Knipstein, CPA Director, Accounting, Finance Division	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 (\$9.9 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 November 30, 2012. Investment activity for the quarter consisted of the purchase and sale of money market investments and government pool investments.

In December 2011, funds in the Rate Stabilization Fund and the Capital Contributions Account were transferred from the JP Morgan US Government Money Market Fund to the Lone Star Government Overnight Investment Pool, the TexPool Texas Local Government Investment Pool and TexPool Prime. In March 2012, a portion of the funds in the 1<sup>st</sup> Tier Interest Account were transferred to the TexPool Texas Local Government Investment Pool. The Lone Star and TexPool government investment pool accounts provide greater diversification of the investment portfolio while maintaining the primary investment objectives of suitability, safety of principal, liquidity and marketability. Additionally, the government investment pools are currently providing a higher return than the money market mutual funds in which these accounts were previously invested.

The System experienced a \$9 million net increase in investments during the first quarter. The System recognized toll and fee revenues of \$23.9 million during the first quarter. The increase in investments is primarily due to toll revenue collections. Interest and investment income of \$1.6 million was earned during the period.

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

Investment income includes interest and dividends earned during the quarter and changes in fair value of investments.

## **CURRENT MARKET CONDITIONS**

Various U.S. Treasury yields as of November 30, 2012 are as follow:

3-Month Treasury – 0.09%

2-Year Treasury – 0.27%

10-Year Treasury – 1.65%

Discount Rate – 0.75%

U.S. Treasury yields reflect monthly averages for November, 2012 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  
November 30, 2012**

**Portfolio Fair Value**

Beginning, 9/01/12	\$ 448,889,182
Ending, 11/30/12	\$ 457,908,271
Interest and Investment Income	\$ 1,640,064
Yield	1.42%

Description	Yield	Maturity Date	November 30, 2012	
			Book Value	Fair Value
<i>Money Market Investments</i>				
JPM US Govt MMKT FD 3164 Capital	0.010%		\$ 31,826,244	\$ 31,826,244
<i>Lone Star Investment Pool*</i>				
Government Overnight Fund	0.150%		87,085,443	87,085,443
<i>TexPool**</i>				
Local Government Investment Pool	0.164%		116,870,540	116,870,540
Prime	0.182%		107,126,666	107,126,666
<i>Guaranteed Investment Contract***</i>				
Salomon Master GIC (CUSIP S86538450)	5.20%	08/15/2022	114,999,378	114,999,378
			\$ 457,908,271	\$ 457,908,271

**Notes:**

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

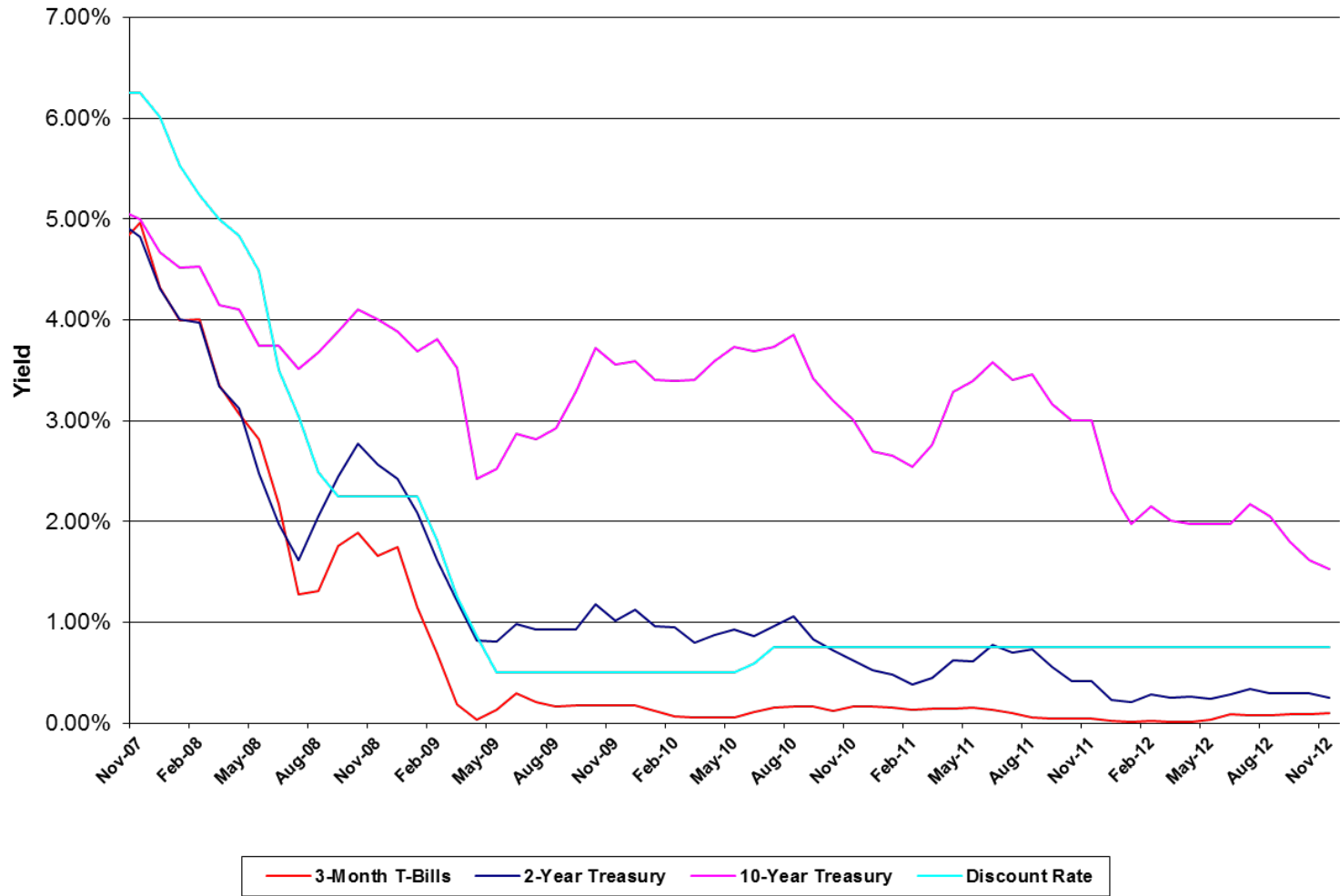
\*\* These pools seek to maintain a one dollar per share as required by the Texas Public Funds Investment Act.

\*\*\*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**  
**November 30, 2013**

**Allocation - Fair Value***August 31, 2012*

Description	Portfolio Total	Rate Stabilization Fund	Capital Contributions Account	Revenue Fund	1st Tier Interest Account	1st Tier Debt Service Reserve
Money Market Investments	\$ 27,310,005	\$	\$ 2,884,304	\$ 5,122,742	\$ 2,989,984	\$ 16,312,975
Lonestar Gov't Overnight Fund	87,052,429	22,631,980	64,420,449			
TexPool Fund	112,449,238	22,630,831	64,482,217	19,010,106	6,326,084	
TexPool Prime Fund	107,078,132	22,635,673	64,430,272	20,012,187		
Guaranteed Investment Contract	114,999,378					114,999,378
<b>Totals</b>	<b>\$ 448,889,182</b>	<b>\$ 67,898,484</b>	<b>\$ 196,217,242</b>	<b>\$ 44,145,035</b>	<b>\$ 9,316,068</b>	<b>\$ 131,312,353</b>

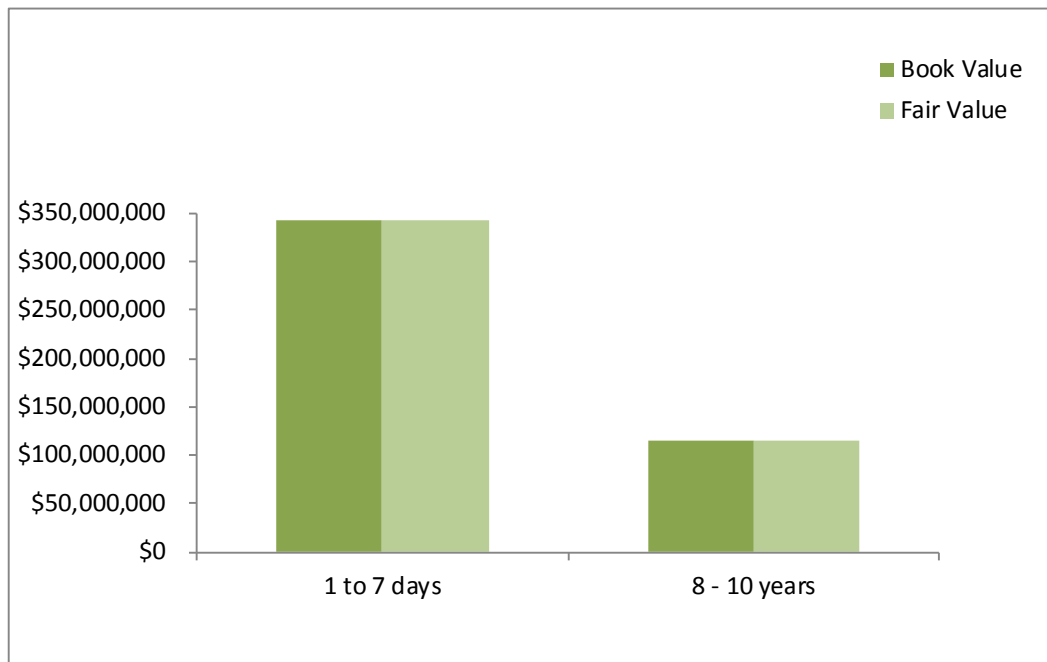
*November 30, 2012*

Description	Portfolio Total	Rate Stabilization Fund	Capital Contributions Account	Revenue Fund	1st Tier Interest Account	1st Tier Debt Service Reserve
Money Market Investments	\$ 31,826,244	\$	\$ 3,023,206	\$ 18,847,571	\$	\$ 9,955,467
Lonestar Gov't Overnight Fund	87,085,443	22,640,563	64,444,880			
TexPool Fund	116,870,540	22,579,853	64,507,913	19,077,678	10,705,096	
TexPool Prime Fund	107,126,666	22,645,933	64,459,476	20,021,257		
Guaranteed Investment Contract	114,999,378					114,999,378
<b>Totals</b>	<b>\$ 457,908,271</b>	<b>\$ 67,866,349</b>	<b>\$ 196,435,475</b>	<b>\$ 57,946,506</b>	<b>\$ 10,705,096</b>	<b>\$ 124,954,845</b>

Fair Values as reported on monthly account statements.

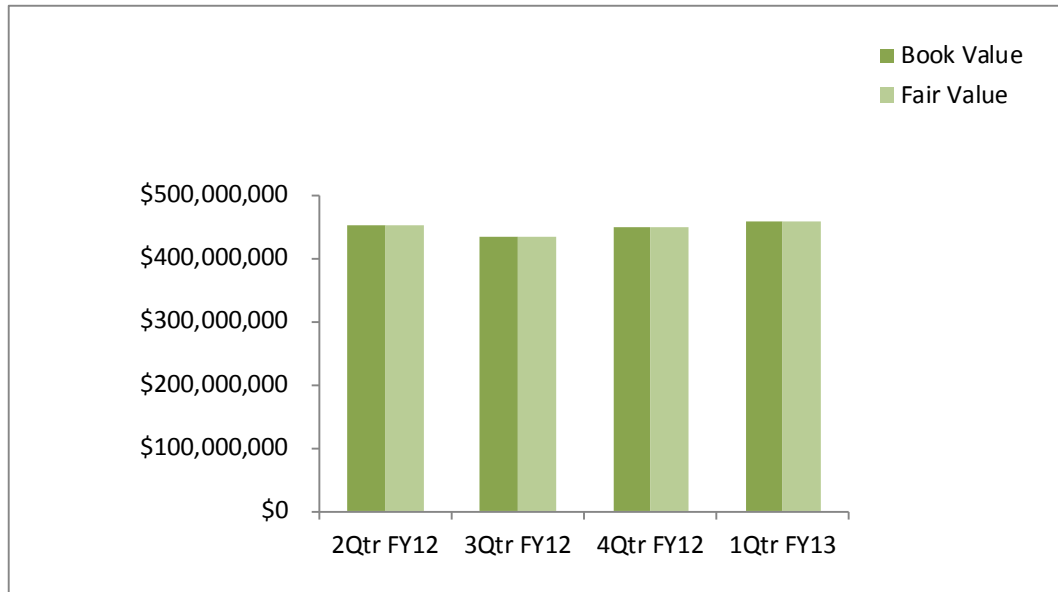
**SCHEDULE 4**  
**Maturity Distribution**  
**November 30, 2012**

<b>Maturity Date</b>	<b>Book Value</b>	<b>Fair Value</b>
1 to 7 days	\$342,908,893	\$342,908,893
8 - 10 years	114,999,378	114,999,378
<b>Total Investments</b>	<b>\$457,908,271</b>	<b>\$457,908,271</b>



**SCHEDULE 5**  
**Investment Portfolio Quarter End Values**  
**November 30, 2012**

<u>Quarter End Values</u>	<u>Book Value</u>	<u>Fair Value</u>
2Qtr FY12	452,018,516	451,947,478
3Qtr FY12	433,377,985	433,313,358
4Qtr FY12	448,889,182	448,889,182
1Qtr FY13	457,908,271	457,908,271



**SCHEDULE 6**  
**Investments by Security Type**  
**November 30, 2012**

<b>Security Type</b>	<b>Fair Value</b>
Money Market Investments	\$31,826,244
Lone Star Government Overnight Fund	87,085,443
TexPool Local Government Investment Pool	116,870,540
TexPool Prime	107,126,666
Guaranteed Investment Contract	114,999,378
<b>Total Investments</b>	<b><u><u>\$457,908,271</u></u></b>

