

COUNTY OF CAMERON §

12:00 Noon

ABSENT

RMA Minutes\May 8, 2014-Regular\Page 1



AGENDA

**Regular Meeting of the Board of Directors
of the
Cameron County Regional Mobility Authority**

**Joe G. Rivera and Aurora de la Garza County Annex
1390 West I69E
San Benito, Texas 78586**

Thursday, May 8, 2014

12:00 Noon

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS
On: May 05, 2014 at 08:13A

Joe G Rivera
County Clerk
By
Hilda Perez, Deputy
Cameron County

PUBLIC COMMENTS:

1. Public Comments

PRESENTATIONS, RESOLUTIONS AND/OR PROCLAMATION ITEMS:

2. Presentations/Resolutions/Proclamations

- A. Presentation of the FY 2013 Annual Audit Report**
- B. Presentation by Port Director & CEO Eduardo A. Campirano regarding Projects at the Brownsville Navigation District**
- C. Presentation by Rio South Texas Economic Council**
- D. Presentation and Acknowledgement of the GEC Report for April 2014**
- E. Presentation of the Status of the SH 550 Direct Connector Project for April 2014**

F. Presentation of the Cameron County Regional Mobility Authority 2013 Annual Report

G. Presentation of Report on Marketing Efforts

CONSENT ITEMS:

3. All Item(s) under the Consent RMA Agenda are heard collectively unless opposition is presented, in which case the contested Item will be considered, discussed, and appropriate action taken separately

A. Consideration and Approval of the Minutes for:

April 10, 2014 – Special Meeting

B. Consideration and Approval of the Financials for April 2014

C. Consideration and Authorization to Advertise for Request for Qualifications for Value Engineering Services for the SPI 2nd Access Project

ITEMS FOR DISCUSSION AND ACTION:

4. Action Items

A. Approval of Claims

B. Consideration and Approval of Amendment No. 3 to Agreement for General Consulting Engineering Services between the Cameron County Regional Mobility Authority and HNTB Corporation

C. Discussion and Possible Action regarding the submittal of Projects to the Brownsville MPO for Category 7 Funding

D. Discussion and Possible Action regarding the VACIS unit for the West Rail Project

E. Consideration and approval to authorize Executive Director to negotiate a Work Authorization with HNTB to develop a plan to add a bike lane at the Queen Isabella Memorial Causeway

EXECUTIVE SESSION ITEM:

5. Executive Session

- A. Deliberation and Discussion regarding acquisition of Parcel 8, Parcel 3(E) and Temporary Construction Easements 1, 2 and 3 for the West Rail Relocation Project pursuant to Vernon Texas Code Annotated (V.T.C.A.), Government Code, Section 551.072**
- B. Deliberation and Discussion regarding real property on 280 North FM 511 and on 3300 Carmen Avenue, pursuant to Vernon Texas Code Annotated (V.T.C.A.), Government Code, Section 551.072**
- C. Deliberation and Discussion regarding real property on an undivided one fourth (1/4th) interest in 680 acres of land, more or less, being 17 blocks of 40 acres each, more or less, described as being Block Numbers 92, 93, 97, 98, 99, 100, 101, 110, 111, 112, 113, 114, 119, 120, 121, 122, and 123 of Laguna Vista Club Subdivision in Cameron County, Texas, pursuant to Vernon Texas Code Annotated (V.T.C.A.), Government Code, Section 551.072**

6. Action Relative to Executive Session

- A. Possible Action**
- B. Possible Action**
- C. Possible Action**

ADJOURNMENT:

Signed this 5th day of May 2014

Pt 87 / for
David E. Allex
Chairman

NOTE:

Participation by Telephone Conference Call – One or more members of the CCRMA Board of Directors may participate in this meeting through a telephone conference call, as authorized by Sec. 370.262, Texas Transportation Code. Each part of the telephone conference call meeting that by law must be open to the public shall be audible to the public at the meeting location and will be recorded. On conclusion of the meeting, the recording will be made available to the public.

PUBLIC COMMENTS

1 PUBLIC COMMENTS

None were presented.

PRESENTATIONS, RESOLUTIONS AND/OR PROCLAMATION ITEMS

2-A Presentation of the FY 2013 Annual Audit Report

Mr. Carlos Barrera with Long Chilton, LLP went over the Independent Audit Report for Fiscal Year 2013. Attached to the minutes is the Independent Annual Audit Report for Fiscal Year 2013.

Director Scaief moved to acknowledge the FY 2013 Independent Audit Report. The motion was seconded by Director Esparza and carried unanimously.

The Report is as follows:

2-B Presentation by Port Director & CEO Eduardo A. Campirano regarding Projects at the Brownsville Navigation District

Mr. Eduardo A. Campirano, Port Director & CEO went over the attached Power Point Presentation.

Director Barrera moved to acknowledge the Presentation. The motion was seconded by Director Garza and carried unanimously.

The Presentation is as follows:

2-C Presentation by Rio South Texas Economic Council

Ms. Alma Coleli, Executive Director of the Rio South Texas Economic Council went over the attached Power Point Presentation.

Director Scaief moved to acknowledge the Presentation. The motion was seconded by Director Garza and carried unanimously.

The Presentation is as follows:

2-D Presentation and Acknowledgement of the GEC Report for April 2014

Mr. Richard Ridings with HNTB went over the GEC Report for the Month of April 2014. Mr. Pete Sepulveda, Jr., RMA Executive Director gave a detailed report on the status of the West Railroad Project and also reported on other Cameron County Regional Mobility Authority Projects including the SPI 2nd Access Project and the Value Engineering Session for the East Loop Project.

Director Garza moved to acknowledge the GEC Report for April 2014. The motion was seconded by Director Esparza and carried unanimously.

The Report is as follows:

2-E Presentation of the Status of the SH 550 Direct Connector Project for April 2014

Mr. Pete Sepulveda, Jr., RMA Executive Director introduced the item and Mr. Agustin Ramirez with S&B Infrastructure went over the attached Power Point Presentation giving the Board an update on the Project.

Director Barrera moved to acknowledge the Status Report. The motion was seconded by Director Lopez and carried unanimously.

The Presentation is as follows:

2-F Presentation of the Cameron County Regional Mobility Authority 2013 Annual Report

Mrs. Michelle Lopez, RMA Marketing Director went over the attached 2013 Annual Report.

Director Garza moved to acknowledge the Report. The motion was seconded by Director Esparza and carried unanimously.

The Report is as follows:

2-G Presentation of the Report on Marketing Efforts

Mrs. Michelle Lopez, RMA Marketing Director went over the attached FY 2014 Marketing Plan. Mr. Adrian Rincones, RMA Controller went over the attached financial information on Crossing and Revenue for the SH 550 Toll Road.

Director Garza moved to acknowledge the Report. The motion was seconded by Director Esparza and carried unanimously.

The Reports are as follows:

CONSENT ITEMS

ALL ITEM(S) UNDER THE CONSENT RMA AGENDA ARE HEARD COLLECTIVELY UNLESS OPPOSITION IS PRESENTED, IN WHICH CASE THE CONTESTED ITEM WILL BE CONSIDERED, DISCUSSED AND APPROPRIATE ACTION TAKEN SEPARATELY

3-A Consideration and Approval of the Minutes for:

April 10, 2014 – Regular Meeting

Director Lopez moved to approve the Minutes for April 10, 2014. The motion was seconded by Director Scaief and carried unanimously.

3-B Consideration and Approval of the Financials for April 2014

Mr. Adrian Rincones, RMA Controller went over the attached Financial Statements for the month of April 2014.

Director Lopez moved to approve the Financials for April 2014. The motion was seconded by Director Scaief and carried unanimously.

The Financials are as follows:

3-C Consideration and Authorization to Advertise for Request for Qualifications for Value Engineering Services for the SPI 2nd Access Project

Director Lopez moved to approve advertising for Request for Qualifications for Value Engineering Services for SPI 2nd Access Project. The motion was seconded by Director Scaief and carried unanimously.

The RFQ is as follows:

ACTION ITEMS

4-A Approval of Claims

The attached claims were presented to the Board of Directors for approval.

Mr. Pete Sepulveda, Jr., RMA Executive Director introduced the Claims into the record and recommended approval.

Director Scaief moved to approve the Claims as presented. The motion was seconded by Director Garza and carried unanimously.

The Claims are as follows:

4-B Consideration and Approval of Amendment No. 3 to Agreement for General Consulting Engineering Services between the Cameron County Regional Mobility Authority and HNTB Corporation

Mr. Pete Sepulveda, Jr., RMA Executive Director introduced the item and the reason for the Amendment.

Director Barrera moved to approve Amendment No. 3 to Agreement for General Consulting Engineering Services between the Cameron County Regional Mobility Authority and HNTB Corporation. The motion was seconded by Director Esparza and carried unanimously.

The Agreement is as follows:

4-C Discussion and Possible Action regarding the submittal of Projects to the Brownsville MPO for Category 7 Funding

Mr. Pete Sepulveda, Jr., RMA Executive Director went over a list of proposed projects to be submitted for funding purposed to the Brownsville MPO for CAT 7 Funding. A discussion ensued on Projects along Military Highway and whether they were in the Brownsville MPO boundary. Mr. Sepulveda recommended that the following Projects be submitted for funding:

- SH 32 (East Loop) – Right of Way and PS&E
- SH 550 Final Phase – Construction
- West Boulevard (formerly West Parkway) – Engineering (Environmental Assessment)
- U.S. 281 Connector – Alternative Studies

Director Garza moved to approve the submittal of Projects to the Brownsville MPO for Category 7 Funding. The motion was seconded by Director Barrera and carried unanimously.

The Memo is as follows:

4-D Discussion and Possible Action regarding the VACIS unit for the West Rail Project

Mr. Pete Sepulveda, Jr., RMA Executive Director introduced the item and gave the Board a background and history of the item and the importance of moving forward with the relocation of the VACIS unit. Mr. Sepulveda mentioned that CBP in Washington has an Agreement with Mexican Customs on how to proceed with the sharing of images once the relocation begins.

Director Lopez moved to approve the funding of the VACIS unit from the existing B&M Bridge to the West Rail Bridge. The motion was seconded by Director Garza and carried unanimously.

The Memo is as follows:

4-E Consideration and Approval to authorize Executive Director to negotiate a Work Authorization with HNTB to develop a plan to add a bike lane at the Queen Isabella Memorial Causeway

Mr. Pete Sepulveda, Jr., RMA Executive Director introduced the item and gave the Board a background and history of a request to add Bicycle Lanes to the SPI 2nd Access Project. Mr. Sepulveda informed the Board that it would be more efficient if a plan was developed to add Bicycle Lanes to the existing Queen Isabella Memorial Causeway.

Director Scaief move to approve a Work Authorization with HNTB not to exceed \$10,000 to develop a plan that can be submitted to the Texas Department of Transportation. The motion was seconded by Director Esparza and carried unanimously.

The Memo is as follows:

EXECUTIVE SESSION ITEMS

Director Esparza moved to go into Executive Session. The motion was seconded by Director Scaief and carried unanimously, the Board met in Executive Session at 2:11 P.M. to discuss the following matter(s):

EXECUTIVE SESSION:

- 5-A Deliberation and Discussion regarding acquisition of Parcel 8 and Parcel 3(E) and Temporary Construction Easements 1, 2 and 3 for the West Rail Relocation Project pursuant to Vernon Texas Code Annotated (V.T.C.A.), Government Code, Section 551.072**
- 5-B Deliberation and Discussion regarding real property on 280 North FM 511 and on 3300 Carmen Avenue, pursuant to Vernon Texas Code Annotated (V.T.C.A.), Government Code, Section 551.072**
- 5-C Deliberation and Discussion regarding real property on an undivided one fourth (1/4th) interest in 680 acres of land, more or less, being 17 Blocks of 40 acres each, more or less, described as being Block Numbers 92, 93, 97, 98, 99, 100, 101, 110, 111, 112, 113, 114, 119, 120, 121, 122, and 123 of Laguna Vista Club Subdivision in Cameron County, Texas, pursuant to Vernon Texas Code Annotated (V.T.C.A.), Section 551.072**

Upon motion by Director Scaief seconded by Director Garza and carried unanimously, the Board reconvened into open Session at 2:20 P.M.

NOTE: Board Vice-Chair Barrera did not participate on Item 5A and left the meeting at 2:20 P.M.

ACTION RELATIVE TO EXECUTIVE SESSION:

- 6-A Deliberation and Discussion regarding acquisition of Parcel 8 and Parcel 3(E) and Temporary Construction Easements 1, 2 and 3 for the West Rail Relocation Project pursuant to Vernon Texas Code Annotated (V.T.C.A.), Government Code, Section 551.072**

Director Garza moved to acknowledge report of Counsel. The motion was seconded by Director Scaief and carried unanimously.

- 6-B Deliberation and Discussion regarding real property on 280 North FM 511 and on 3300 Carmen Avenue, pursuant to Vernon Texas Code Annotated (V.T.C.A.), Government Code, Section 551.072**

Director Esparza moved to acknowledge report of Counsel and proceed as discussed in Executive Session. The motion was seconded by Director Lopez and carried unanimously.

- 6-C Deliberation and Discussion regarding real property on an undivided one fourth (1/4th) interest in 680 acres of land, more or less, being 17 Blocks of 40 acres each, more or less, described as being Block Numbers 92, 93, 97, 98, 99, 100, 101, 110, 111, 112, 113, 114, 119, 120, 121, 122, and 123 of Laguna Vista Club Subdivision in Cameron County, Texas, pursuant to Vernon Texas Code Annotated (V.T.C.A.), Section 551.072**

Director Lopez moved to acknowledge report of Counsel and proceed as discussed in Executive Session. The motion was seconded by Director Garza and carried unanimously.

ADJOURNMENT

There being no further business to come before the Board and upon motion by Director Lopez seconded by Director Esparza and carried unanimously the meeting was **ADJOURNED** at 2:23 P.M.

APPROVED this 10th day of June 2014.

ATTESTED: 
SECRETARY RUBEN GALLEGOS, JR.


CHAIRMAN DAVID E. ALLEX

2-A PRESENTATION OF THE FY 2013 ANNUAL AUDIT REPORT

**CAMERON COUNTY
REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

FINANCIAL STATEMENTS

YEARS ENDED SEPTEMBER 30, 2013 and 2012

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

September 30, 2013

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Cameron County Regional Mobility Authority
Brownsville, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of the business-type activities of Cameron County Regional Mobility Authority (RMA), a component unit of Cameron County, Texas, as of and for the year ended September 30, 2013 and 2012, and the related notes to the financial statements, which collectively comprise the RMA'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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities of the RMA as of September 30, 2013 and 2012, and the respective changes in financial position, and cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As described in Note 1 to the financial statements, in 2013 the RMA adopted new accounting guidance, GASB statement Nos. 63 and 65. These include, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position, and Items Previously Reported as Assets and Liabilities*. As a result of the implementation of Statement No. 65, the RMA reported a change in accounting principle to report the effect of no longer deferring and amortizing bond issuance costs. Our opinion is 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 4-7 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the 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.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the RMA's basic financial statements. The schedule of expenditures of federal/state awards is presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations and State of Texas Single Audit Circular*, and is not a required part of the basic financial statements.

The schedule of expenditures of federal/state awards is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing

procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion the schedule of expenditures of federal/state awards is fairly stated in all material respects in relation to the basic financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated March 27, 2014, on our consideration of the RMA'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 RMA's internal control over financial reporting and compliance.



LONG CHILTON, LLP
Certified Public Accountants

Brownsville, Texas
March 27, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following is management's discussion and analysis of the financial performance and activity of the Cameron County Regional Mobility Authority (the RMA), and is designed to provide an overview that users may use to interpret the basic financial statements for the year ended September 30, 2013. This discussion and analysis has been prepared by management and should be used in conjunction with the basic financial statements and notes thereafter.

The RMA is governed by a board of directors consisting of seven members with operations overseen by an Executive Director. The RMA operates with a small handful of staff members and contracts many of its services with local area professionals.

2013 Financial Highlights

- Vehicle Registration Fees increased 1.5% from 2012 to 2013 increasing from \$2.80 million to \$2.84 million, respectively. Vehicle Registration Fees also increased 2.8% from 2011 to 2012, increasing from \$2.72 million in 2011 to \$2.80 million in 2012.
- Toll revenues experienced a decrease of 18% from 2012 to 2013 decreasing from \$207,478 to \$170,749, respectively. Toll revenues did experience a significant increase from 2011 to 2012 increasing from \$68,707 in 2011 to \$207,478 in 2012.
- Funding for the SH550 Direct Connector project provided grant funds in the amount of \$5,671,590 in 2013, and other ARRA funding in the amount of \$624,943, for a total of \$6.3 million in grant funds for 2013. No grant revenues were received in the years 2012 and 2011.
- Operating expenses in 2013 were approximately \$4.7 million, an increase from \$1.2 million in 2012. This increase was primarily caused by the expensing of project development work capitalized in prior years. Operating expenses decreased \$384,607 from 2011 to 2012, decreasing from \$1.6 million to \$1.1 million, respectively.
- Capital assets net of related depreciation increased a total of \$13.8 million from 2012 to 2013. This increase was attributed to the completion of construction on the second phase of the SH550 and additional toll equipment placed in service during the year. Construction in process increased a net total of \$1.4 million from the prior year largely due to the commencement of construction on the third and final phase of the SH550. This total was offset with the amounts transferred from Construction in Process to Capital Assets. For the years 2011 to 2012 Construction in process increased a net total of \$3.8 million.

Overview of Basic Financial Statements

The RMA reports its business-type activities in a single enterprise fund, in which its operations and activities are reported similar to a private-sector business. The financial statements include comparative Statements of Net Position, Statements of Revenues, Expenses, and Changes in Net Position, and the Statements of Cash Flows. These basic financial statements are prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board also known as GASB.

The Statements of Net Position represent the net position of the RMA as of the end of each fiscal year presented. Net position signifies the difference of all other elements of the statement of net position for all years presented in three component categories; net investment in capital assets, restricted, and unrestricted.

The Statements of Revenues, Expenses, and Changes in Net Position present the results of the business activities of the RMA over the course of the fiscal years presented and how ultimately those results affected the change in net position. As an enterprise fund, the RMA reports its operations using the economic resource measurement focus in which all revenues and expenditures are recognized in the period which incurred with the difference reported as net change in net position.

The Statements of Cash Flows unlike the Statement of Revenues, Expenses and Changes in Net Position, reflect only the results of business activities as they affect cash over the course of the fiscal years presented. The results are reported in three categories of operating, financing, and investing activities with the net change in cash as the residual.

The notes to the financial statements provide required disclosures and other information that are essential to a full understanding of the data found in these financial statements, and should be read in conjunction with the MD&A and the basic financial statements.

FINANCIAL ANALYSIS OF CCRMA

Summary of Net Position

The analysis of the RMA's net position includes the total assets minus the total liabilities with the residual difference of net position. The RMA's net position for the years ending September 30, 2013, 2012, and 2011 were approximately \$7.8 million, \$4.3 million, and \$4.0 million, respectively. The largest component of total assets for all three years was the non-current assets. Non-current assets accounts for approximately 82%, 94%, and 76% for the years 2013, 2012, and 2011, respectively. These assets consist of unexpended bond funds and development projects in which the RMA will not retain ownership at completion.

Total liabilities as of September 30, 2013, 2012, and 2011 were approximately \$120.3 million, \$111.9 million, and \$66.9 million, respectively. Non-current liabilities account for the majority of the total liabilities and consist of Financial Assistance Agreements with TxDot, amounts due to other agencies, and long term bond payables. A more detailed description is provided in the notes to the financial statements.

Summary of Net Position

	2013	2012	2011
Assets:			
Current assets	\$ 6,409,116	\$ 4,477,042	\$ 14,424,744
Capital assets, net	16,223,404	2,378,478	2,424,025
Construction in Process	28,409,045	26,973,755	23,167,096
Other non-current	77,164,353	82,379,179	30,942,677
Total Assets	\$ 128,205,918	\$ 116,208,454	\$ 70,958,542

Liabilities:

Current liabilities	\$ 6,017,391	\$ 2,260,395	\$ 6,496,906
Non-Current liabilities	114,376,005	109,628,518	60,444,518
Total liabilities	<u>\$ 120,393,396</u>	<u>\$ 111,888,913</u>	<u>\$ 66,941,424</u>

Net position:

Net investments in capital assets	8,761,616	547,674	2,084,156
Restricted	1,661,207	2,816,031	1,536,533
Unrestricted	(2,610,302)	955,836	396,429
Total net position	<u>\$ 7,812,521</u>	<u>\$ 4,319,541</u>	<u>\$ 4,017,118</u>

Capital & Other Non-Current Assets

Capital assets of the RMA include the infrastructure portion of the SH550 toll road placed in service along with toll equipment net of accumulated depreciation. The projects undergoing construction, traffic studies, environmental and preliminary engineering studies are recorded as construction in process. As of September 30, 2013, 2012, and 2011 the RMA had approximately \$28.4 million, \$26.9 million, and \$23.2 million in construction in process. The RMA will at times provide resources and develop transportation projects that meet the overall strategic goals of the RMA, however will not retain direct ownership at completion of the project. These projects are recorded as redevelopment assets on the Statements of Net Position.

Capital & Other Non-Current Assets

	2013	2012	2011
Capital Assets:			
Capital Assets, net	\$ 16,223,404	\$ 2,378,478	\$ 2,424,025
Non-Current Assets			
Restricted Assets	37,651,010	46,549,902	2,256,741
Construction in Pcess	28,409,045	26,973,755	23,167,096
Redevelopment and other non-current assets	<u>39,513,343</u>	<u>35,829,277</u>	<u>28,685,936</u>
Totals	<u>\$ 121,796,802</u>	<u>\$ 111,731,412</u>	<u>\$ 56,533,798</u>

Non-Current Liabilities

Due to other agencies as of September 30, 2013, 2012, and 2011 were approximately \$42.9 million, \$37.3 million, and \$31.6 million, respectively. These amounts include funds provided to the RMA for the development of other projects mentioned above in which the RMA will not retain direct ownership of. In the totals for long term bonds payable, the RMA has both tax exempt and non-tax exempt issuances, a more detailed description to these bond issuances can be found in the notes to the financial statements.

Non-Current Liabilities

	2013	2012	2011
Non-Current Liabilities:			
Due to Other Agencies	\$ 42,981,244	\$ 37,305,362	\$ 31,581,960
Long Term Bond Payable	71,394,762	72,323,156	28,862,558
Totals	\$ 114,376,006	\$ 109,628,518	\$ 60,444,518

Changes in Net Position

The RMA's total revenues and capital contributions for the year ending September 30, 2013, 2012, and 2011 were approximately \$9.8 million, \$3.0 million, and \$2.8 million, respectively. Total revenues and capital contributions experienced a significant increase in 2013 from 2012, largely due to grant funds received for the Construction of the SH550 Direct Connector. These capital contributions were used entirely in the construction of that project. Total operating expenses for the year ending September 30, 2013, 2012, and 2011 were approximately \$4.7 million, \$1.2 million, and \$1.6 million, respectively. In 2013 a total of \$3.4 million of operating expense was attributed to the completion of work provided by the RMA for the US 77/I-69 Project which had been capitalized in the prior years as the services were provided.

Changes in Net Position

	2013	2012	2011
Revenues:			
Vehicle Registration Fees	\$ 2,843,510	\$ 2,800,570	\$ 2,725,505
Toll Revenue	170,749	207,478	68,787
Other Operating Revenue	120,000	-	-
Non Operating Revenue	393,842	53,915	21,253
Total Revenues	3,528,101	3,061,963	2,815,545
Expenses:			
Operating	4,703,015	1,183,350	1,567,957
Non Operating	1,628,640	1,297,164	-
Total Expenses	6,331,655	2,480,514	1,567,957
Capital Contributions:	6,296,534	-	-
Change in Net Position	\$ 3,492,980	\$ 581,449	\$ 1,247,588

Contacting the RMA's Financial Management

The financial report is designed to provide customers, investors, and creditors with a general overview of the RMA's finances and to demonstrate the RMA's accountability for all inflows and outflows of resources. If you have any questions about this report or need additional financial information, contact the Cameron County Regional Mobility Authority, 1100 E. Monroe Ste. 256 Brownsville, Texas 78520.

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Statements of Net Position
September 30, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 2,111,181	\$ 3,667,787
Accounts Receivable	549,424	809,255
Due from other agencies	3,740,092	-
Prepaid Expenses	8,419	-
Total Current Assets	<u>6,409,116</u>	<u>4,477,042</u>
Non-current Assets:		
Restricted Assets:		
Cash - Trustee Funds	34,634,832	43,641,724
Cash - Debt reserve	2,256,740	2,256,740
Cash - Debt service	759,438	651,438
Total Restricted Assets	<u>37,651,010</u>	<u>46,549,902</u>
Capital assets, net	16,223,404	2,378,478
Redevelopment assets	39,392,798	35,704,549
Construction in process	28,409,045	26,973,755
Unamortized bond insurance	120,545	124,728
Total Assets	<u>\$ 128,205,918</u>	<u>\$ 116,208,454</u>
LIABILITIES		
Current Liabilities:		
Accounts payable	\$ 4,577,306	\$ 993,560
Accrued interest payable	425,085	416,835
Due to other governments	250,000	250,000
Current maturities of bonds	765,000	600,000
Total current liabilities:	<u>6,017,391</u>	<u>2,260,395</u>
Non-current Liabilities:		
Due to other agencies	42,981,244	37,305,362
Long-term bond payable	71,394,762	72,323,156
Total non-current liabilities	<u>114,376,006</u>	<u>109,628,518</u>
Total Liabilities	<u>120,393,397</u>	<u>111,888,913</u>
NET POSITION		
Net investment in capital assets	8,761,616	547,674
Restricted	1,661,207	2,816,031
Unrestricted	(2,610,302)	955,836
Total net position	<u>7,812,521</u>	<u>4,319,541</u>
Total Liabilities and Net Position	<u>\$ 128,205,918</u>	<u>\$ 116,208,454</u>

The accompanying notes are an integral part of these statements.

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Statements of Revenues, Expenditures
And Changes in Net Position
Years Ended September 30, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
Operating Revenues		
Vehicle registration fee	\$ 2,843,510	\$ 2,800,570
Toll revenue	170,749	207,478
Other operating revenue	120,000	-
Total operating revenues	<u>3,134,259</u>	<u>3,008,048</u>
Operating Expenses		
Advertising	8,921	23,971
Contractual services	447,350	794,164
Insurance	4,039	-
Miscellaneous	53,403	12,691
Office supplies	7,882	14,040
Professional services	103,618	146,311
Travel	52,178	35,095
Toll services	103,468	32,093
Utilities	5,024	-
Depreciation	471,931	124,985
Project expensed	3,445,201	-
Total operating expenses	<u>4,703,015</u>	<u>1,183,350</u>
Operating income (loss)	<u>(1,568,756)</u>	<u>1,824,698</u>
Non-Operating Revenues (Expenses)		
Bond issuance costs	-	(722,209)
Debt interest	(1,628,640)	(574,955)
Interest income	5,818	7,767
Other revenue	388,024	46,148
Total non-operating revenue (expenses)	<u>(1,234,798)</u>	<u>(1,243,249)</u>
Income (loss) before capital contributions	<u>(2,803,554)</u>	<u>581,449</u>
Capital Contributions	<u>6,296,534</u>	<u>-</u>
Change in net position	<u>3,492,980</u>	<u>581,449</u>
Net Position - beginning of year	<u>4,319,541</u>	<u>4,017,116</u>
Prior period adjustment	-	(279,024)
Net Position - beginning of year restated	<u>4,319,541</u>	<u>3,738,092</u>
Net Position - end of year	<u>\$ 7,812,521</u>	<u>\$ 4,319,541</u>

The accompanying notes are an integral part of these statements.

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Statements of Cash Flows
Years Ended September 30, 2013 and 2012**

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from vehicle registration fees	\$ 3,026,130	\$ 2,800,570
Receipts from toll revenues	156,778	207,478
Receipts from other income	361,877	233,128
Payments to Vendors	(1,132,063)	(2,918,932)
Net cash provided by (used in) operating activities	<u>2,412,722</u>	<u>322,244</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Acquisitions of property and equipment	(774,815)	(3,760,018)
Payments on interest	(1,628,640)	(599,772)
Acquisitions of construction in progress	(13,491,609)	(7,465,862)
Payments on bond principal	(600,000)	(600,000)
Bond proceeds	-	45,070,882
Capital contributions	6,296,534	-
Other financing sources	(2,027,690)	4,973,074
Net cash (used) by capital and related financing activities	<u>(12,226,220)</u>	<u>37,618,304</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Receipts from interest income	<u>5,818</u>	<u>7,767</u>
Net increase in cash and cash equivalents	(9,807,680)	37,948,315
Cash and Cash equivalents at beginning of year	50,217,689	11,621,556
Prior period adjustment affecting cash	(647,818)	647,818
Cash and cash equivalents at end of year	<u>\$ 39,762,191</u>	<u>\$ 50,217,689</u>
RECONCILIATION OF OPERATING INCOME(LOSS) TO NET CASH PROVIDED BY (USED) BY OPERATING ACTIVITIES		
Operating income (loss)	\$ (1,568,756)	\$ 1,824,698
Adjustments to reconcile operating income to net cash provided by operating activities:		
Net prior period adjustment affecting operations	290,444	(290,444)
Depreciation expense	471,931	124,985
Amortization of premium/discount	155,143	-
Issuance cost expense	-	(722,209)
Changes in assets and liabilities:		
(Increase) decrease in prepaid expenses and other assets	(8,419)	266,667
(Increase) decrease in due from other agencies	(3,480,261)	4,009,046
(Increase) decrease in accounts payable	3,583,746	(5,112,586)
(Increase) decrease in Due to other agencies	3,080,644	-
(Decrease) increase in accrued interest payable	8,250	416,835
(Decrease) increase in deferred revenue	(120,000)	(194,748)
Net cash flows provided by operating activities	<u>\$ 2,412,722</u>	<u>\$ 322,244</u>

(continued)

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Statements of Cash Flows - Continued
Years Ended September 30, 2013 and 2012**

**RECONCILIATION OF ENDING CASH AND CASH EQUIVALENTS TO THE
STATEMENT OF NET POSITION**

Ending cash - Statement of Cash Flows	\$ 39,762,191	\$ 50,217,689
Less: amount reported in		
Restricted Assets	<u>37,651,010</u>	<u>46,549,902</u>
Ending cash - Statement of Net Position	<u>\$ 2,111,181</u>	<u>\$ 3,667,787</u>

Supplemental Disclosures of Cash Flow Information

Cash Payments for:

Interest	\$ 1,620,390	\$ 158,120
Taxes	\$ -	\$ -

The accompanying notes are an integral part of these statements.

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 1 – Organization and Summary of Significant Accounting Policies

The Cameron County Regional Mobility Authority (RMA) was authorized for creation in September 30, 2004 by the Texas Transportation Commission to promote and improve regional mobility within Cameron County. Since its creation, the RMA has committed itself to an ambitious series of economically sustainable projects to improve the quality of life for area residents and enable quality economic development. The RMA receives funds from Vehicle Registration Fees in Cameron County as well as toll revenues and grant funds for projects. The RMA is governed by a board of directors consisting of seven members with operations overseen by an Executive Director. The RMA operates with a small handful of staff members and contracts many of its services with local area professionals.

The financial statements of the RMA have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The RMA applies Financial Accounting Standards Board pronouncements and Accounting Principles Board opinions issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements, in which case, GASB prevails, and all of the GASB pronouncements issued subsequently. The more significant of the RMA's accounting policies are described below:

A. Reporting Entity

In evaluating how to define the RMA, for financial reporting purposes, management has determined that there are no entities over which the RMA exercises significant influence. Significant influence or accountability is based primarily on operational or financial relationships with the RMA. Since the RMA does not exercise significant influence or accountability over other entities, it has no component units.

B. Basis of Accounting

The operations of the RMA are accounted for as an enterprise fund on an accrual basis in order to recognize the flow of economic resources. Under the accrual basis of accounting, revenues are recognized in the period in which they are earned, expenses are recognized in the period in which they are incurred, depreciation of assets is recognized and all assets and liabilities associated with the operation of the RMA are included in the Statement of Net Position. Operating expenses for the RMA include the costs of administrative expenses, indirect administrative costs and costs for contractual

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 1 – Organization and Summary of Significant Accounting Policies – Continued

B. Basis of Accounting – Continued

services associated with operations or project studies. Expenses not meeting this definition are reported as non-operating revenues and expenses.

C. Cash & Cash Equivalents

Cash and cash equivalents include cash on hand, demand deposits and short-term investments with original maturities of three months or less from the date of acquisition. These deposits are fully collateralized or covered by federal deposit insurance. Investments are reported at fair value. The net change in fair value of investments is recorded on the Statements of Revenue, Expenses and Changes in Net Position and includes the unrealized and realized gains and losses on investments.

D. Capital Assets

Capital assets, which include property, equipment and infrastructure assets, are reported at cost. Depreciation is computed on the straight-line method over the following estimated useful lives:

Road and bridges, 40 years
Improvements, 5-20 years
Buildings, 20-30 years
Equipment, 3-20 years

A full month's depreciation is taken in the month an asset is placed in service. When property and equipment are disposed, depreciation is removed from the respective accounts, and the resulting gain or loss, if any, is recorded in operations. Depreciation expense for 2013 and 2012 was \$471,931 and \$124,985, respectively.

E. Capital Contributions

Capital Contributions are comprised of federal, state, and local grants. The portion of the grants and reimbursements used for capital purposes are reflected as capital contributions in the Statements of Revenue, Expenses and Changes in Net Position. The funds are reimbursable contributions, whereas the RMA first pays for the project and then the granting agency reimburses the RMA for its eligible expenditures.

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 1 – Organization and Summary of Significant Accounting Policies – Continued

F. Income Taxes

The RMA is a political subdivision of the State of Texas. As such, income earned in the exercise of its essential government functions is exempt from state or federal income taxes. Bond obligations issued by state and local governments are tax-exempt only if the issuers pay rebate to the federal government of the earnings on the investment of the proceeds of a tax-exempt issue in excess of the yield on such obligations and any income earned on such excess.

G. Classification of Operating and Non-operating Revenues and Expenses

The RMA defines operating revenues and expenses as those revenues and expenses generated by a specified program offering either a good or service. This definition is consistent with GASB Statement No. 9 which defines operating receipts as cash receipts from customers and other cash receipts that do not result from transactions defined as capital and related financing, non-capital financing or investing activities.

H. Net Position

In June 2011, GASB issued its Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, which became effective for periods beginning after December 15, 2011, consequently implemented with these basic financial statements and retroactively applied to all reporting periods. This statement provides guidance to financial reporting of deferred outflows and inflows of resources, and identifies net position as the residual of all other elements presented in a statement of financial position. Based on the implementation of GASB Statement No. 63, the RMA's net position comprises the following components:

- *Net investment in capital assets* – consists of capital assets net of accumulated depreciation, outstanding balances on borrowings attributable to the acquisition of capital assets, and deferred outflows and inflows of resources attributable to the acquisition of capital assets.
- *Restricted* – consists of restricted assets reduced by liabilities and deferred inflows of resources related to those assets.
- *Unrestricted* – net amount of assets, deferred outflows, liabilities, and deferred inflows not included in the determination of net investment in capital assets, or the restricted component of net position.

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 1 – Organization and Summary of Significant Accounting Policies – Continued

H. Net Position – Continued

Net Position as of September 30, 2013

Net investment in capital assets	\$ 8,761,616
Restricted	1,661,207
Unrestricted	<u>(2,610,302)</u>
Net Position	<u>\$ 7,812,521</u>

Net Position as of September 30, 2012 (Restated)

Net investment in capital assets	\$ 547,674
Restricted	2,816,031
Unrestricted	<u>955,836</u>
Net Position	<u>\$ 4,319,541</u>

I. Comparative Data/Reclassifications

Certain amounts presented in prior year data have been reclassified in order to be consistent with the current year's presentation.

J. Subsequent Events

Management has evaluated subsequent events through March 27, 2014 which is the date the financial statements were available to be issued.

K. Early Implementation of Accounting Standards

In March 2012, GASB issued its statement No. 65 *Items Previously Reported as Assets and Liabilities*, which becomes effective for periods beginning after December 15, 2012; however early implementation is encouraged. The RMA adopted and implemented in these financial statements GASB 65. The statement establishes accounting and financial reporting standards to reclassify, as deferred outflows or inflows of resources, certain items that were previously reported as assets or liabilities and recognizes, as outflows or inflows of resources, certain items that were previously reported as assets and liabilities. The changes adopted were applied retroactively to all periods presented. This statement impacted the RMA's financial statements by reclassifying certain debt issuance costs from an asset, to an outflow of resources in the

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 1 – Organization and Summary of Significant Accounting Policies – Continued

period incurred causing a restatement in the total assets as well as the change in net position. A summary of the net effect of early implementation of GASB 65 on the RMA's financial statements follows:

	September 30, 2012 As previously reported	September 30, 2012 Restated
Total Assets	\$ 117,030,731	\$ 116,208,454
Beginning Net Position	\$ 4,017,116	\$ 3,738,092
Ending Net Position	\$ 5,295,956	\$ 4,319,541

Note 2 – Deposits and Investments

Custodial Credit Risk

Deposits

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the RMA will not be able to recover its deposits or will not be able to recover its collateral securities that are in the possession of an outside party. The RMA complies with its investment policy for all its cash and cash equivalent accounts which calls for safety of principal as the first priority in its deposit accounts.

At September 30, 2013, the carrying amount of the RMA's cash, cash equivalents and restricted cash was \$39,762,191 of which \$3,016,178 was held in debt reserve at BNY Mellon for the 2010 bond series, \$34,634,832 was held in trust accounts at BNY Mellon for the 2012 bond series, and the remainder was in business interest checking accounts.

There is no limit on the amount the RMA may deposit in any one institution. However, the Federal Deposit Insurance Corporation only insures up to \$250,000 per institution. The RMA is fully collateralized with pledged securities for amounts in excess of the FDIC limit for the year ended September 30, 2013.

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 3 – Capital Assets

The following schedules summarize the capital assets and Construction in Process of the RMA as of September 30, 2013 and 2012:

Capital Assets	October 1, 2012	Additions	Deletions	September 30, 2013
Depreciable	\$ 2,549,825	\$ 14,370,658	\$ (53,801)	\$ 16,866,682
Accumulated Depreciation	(171,347)	(471,931)		(643,278)
Net Capital Assets	<u>2,378,478</u>	<u>13,898,727</u>	<u>(53,801)</u>	<u>16,223,404</u>
Non-Depreciable CIP	<u>\$ 26,973,755</u>	<u>\$ 17,877,209</u>	<u>\$ (16,441,919)</u>	<u>\$ 28,409,045</u>

The additions related to construction in process are as follows:

Project	Amount
SH 550 (Direct Connector)	\$ 16,119,122
East Loop	810,124
SPI 2nd Access	685,483
General Brant	96,796
281 Connector	79,567
West Parkway	31,212
FM 803	24,459
Outer Parkway	17,216
Port Isabel	<u>13,230</u>
Total	<u>\$ 17,877,209</u>

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 3 – Capital Assets – Continued

	October 1, 2011	Additions	Deletions	September 30, 2012
Depreciable	\$ 2,470,387	\$ 79,438	\$ -	\$ 2,549,825
Accumulated Depreciation	(46,362)	(124,985)	-	(171,347)
Net Capital Assets	<u>2,424,025</u>	<u>(45,547)</u>	<u>-</u>	<u>2,378,478</u>
Non-Depreciable CIP	<u>\$ 23,167,096</u>	<u>\$ 3,875,207</u>	<u>\$ (68,548)</u>	<u>\$ 26,973,755</u>

Note 4 – Redevelopment Assets

The RMA has authorization by the State to participate, develop, and construct projects on behalf of other entities. The RMA has begun work on several projects in which the RMA will not retain ownership when work is completed. These projects are recorded as Redevelopment assets on the Statement of Net Position. At completion these assets, along with any associated liabilities will be removed from the RMA's financial statements and any difference will be adjusted through current operations. The following schedule summarizes the redevelopment assets shown on the Statement of Net Position:

Redevelopment Assets	October 1, 2012	Additions	Deletions	September 30, 2013
Brownsville/Matamoros				
West Rail Relocation	\$ 23,291,172	\$ 3,639,267	\$ -	\$ 26,930,439
Olmito Switchyard	<u>12,413,377</u>	<u>48,982</u>	<u>-</u>	<u>12,462,359</u>
Total Redevelopment Assets	<u>\$ 35,704,549</u>	<u>\$ 3,688,249</u>	<u>\$ -</u>	<u>\$ 39,392,798</u>

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 4 – Redevelopment Assets – Continued

Redevelopment Assets	October 1, 2011	Additions	Deletions	September 30, 2012
Brownsville/Matamoros	\$ 15,932,058	\$ 7,359,114	\$ -	\$ 23,291,172
Olmito Switchyard	12,214,730	198,647	-	12,413,377
Total Redevelopment Assets	\$ 28,146,788	\$ 7,557,761	\$ -	\$ 35,704,549

Note 5 – Disaggregation of Receivable and Payable Balances

Of the current receivables, 89% are due from the Cameron County Tax Assessor's Office for Vehicle Registration Fees outstanding at September 30, 2013. The Due from other agencies consists of amounts pending reimbursement for construction project expenditures. Accounts payable balances are comprised 32% from operations, contractors, and professional services at September 30, 2013. The remaining 68% of accounts payable represents the construction obligations for construction in process outstanding at September 30, 2013.

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**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 6 – Non-Current Liabilities

Due to other agencies is comprised of the following projects:

Due to Other Agencies	October 1, 2012	Additions	Reductions	September 30, 2013
Due to other governments - West Rail Project	\$ 20,817,005	\$ 5,250,005	\$ -	\$ 26,067,010
Due to other governments - Olmito Switch Yard Project	9,028,321	-	-	9,028,321
TxDot FAA - South Padre Island 2nd Access	5,215,447	425,877	-	5,641,324
TxDot FAA - West Parkway	<u>2,244,589</u>	<u>-</u>	<u>-</u>	<u>2,244,589</u>
Total	<u>\$ 37,305,362</u>	<u>\$ 5,675,882</u>	<u>\$ -</u>	<u>\$ 42,981,244</u>

Due to Other Agencies	October 1, 2011	Additions	Reductions	September 30, 2012
Due to other governments - West Rail Project	\$ 15,745,615	\$ 5,383,675	\$ (312,285)	\$ 20,817,005
Due to other governments - Olmito Switch Yard Project	9,028,321	-	-	9,028,321
TxDot FAA - South Padre Island 2nd Access	4,768,809	446,638	-	5,215,447
TxDot FAA - West Parkway	<u>2,234,612</u>	<u>9,977</u>	<u>-</u>	<u>2,244,589</u>
Total	<u>\$ 31,777,357</u>	<u>\$ 5,840,290</u>	<u>\$ (312,285)</u>	<u>\$ 37,305,362</u>

(Funds provided for the Brownsville/Matamoros West Rail project and the Olmito Switchyard projects vary between from Federal, State, and Local funds.)

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 7 – Long-Term Bonds Payable

On April 1, 2010, RMA issued \$28.7 million of special revenue bonds, consisting of two series of bonds, 2010A and 2010B both secured by vehicle registration fees of Cameron County. The \$13.2 million and \$15.5 million of the 2010A and 2010B bonds were issued as term bonds. The 2010A bonds carry interest rates of 2.0% to 5.0% and mature between February 2012 and February 2026. The 2010B bonds carry an interest rate of 6.5%, maturing on February 2036. All term bonds are subject to mandatory redemption in prescribed amounts before the maturity dates. At September 30, 2013, \$27,780,000 remains outstanding.

In June 2012 the RMA and Cameron County entered into SH550 Funding and Development Agreement, a project titled "SH550 Director Connector Transportation Project." This project will be a component of the total configuration of the SH 550 tolled facility and upon completion, traffic using SH550 will have a route free of at-grade intersections from I-69E (formally known as US77) to SH48 at the Port of Brownsville. Cameron County issued Revenue and Tax bonds, Series 2012 (State Highway 550 Project) \$40,000,000 dated August 8, 2012 providing funding for this project as per "Funding Agreement." As a condition of funding, the Authority is obligated to repay the funding together with interest the County will pay on the Bonds as well as an administrative fee also known as a "CAF Fee" annually. The bonds carry interest rates of 2.125% to 5.0% and mature between February 2017 and February 2032. At September 30, 2013 \$40,000,000 remain outstanding.

The bond issues are summarized as follows:

Bonds Payable	Balance as of October 1, 2012	Additions	Reductions	Balance as of September 30, 2013	Due within one year
2010 Revenue Bonds	\$ 28,380,000	\$ -	\$ (600,000)	\$ 27,780,000	\$ (765,000)
Plus: Premium	76,442	-	(6,115)	70,327	-
				-	
2012 Revenue & Tax Bonds	40,000,000	-	-	40,000,000	-
Plus: Premium	4,458,463	-	(149,028)	4,309,435	-
	<u>\$ 72,914,905</u>	<u>\$ -</u>	<u>\$ (755,143)</u>	<u>\$ 72,159,762</u>	<u>\$ (765,000)</u>

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 7 – Long-Term Bonds Payable – Continued

The bond issues are summarized as follows: Continued

Bonds Payable	Balance as of October 1, 2011	Additions	Reductions	Balance as of September 30, 2012	Due within one year
2010 Revenue Bonds	\$ 28,780,000	\$ -	\$ (400,000)	\$ 28,380,000	\$ (600,000)
Plus: Premium	82,558	-	(6,115)	76,443	-
				-	
2012 Revenue & Tax Bonds	-	40,000,000	-	40,000,000	-
Plus: Premium	-	4,470,882	(12,420)	4,458,462	-
	<u>\$ 28,862,558</u>	<u>\$ 44,470,882</u>	<u>\$ (418,535)</u>	<u>\$ 72,914,905</u>	<u>\$ (600,000)</u>

The annual requirements to retire revenue bonds outstanding at September 30, 2013 are as follows:

	2010A Bonds			2010B Bonds		
	Principal	Interest	Total	Principal	Interest	Total
2014	\$ 765,000	\$ 471,125	\$ 1,236,125	\$ -	\$ 1,017,853	\$ 1,017,853
2015	780,000	455,675	1,235,675	-	1,017,853	1,017,853
2016	800,000	435,875	1,235,875	-	1,017,853	1,017,853
2017	825,000	411,500	1,236,500	-	1,017,853	1,017,853
2018	850,000	384,250	1,234,250	-	1,017,853	1,017,853
2019-2028	8,225,000	1,662,238	9,887,238	1,270,000	976,248	2,246,248
2029-2036	-	-	-	14,265,000	4,471,249	18,736,249
	<u>\$ 12,245,000</u>	<u>\$ 3,820,663</u>	<u>\$ 16,065,663</u>	<u>\$ 15,535,000</u>	<u>\$ 10,536,762</u>	<u>\$ 26,071,762</u>

2012 Revenue & Tax Bonds				
	Principal		Interest	Total
2014	\$	-	\$ 1,911,700	\$ 1,911,700
2015		-	1,911,700	1,911,700
2016		-	1,911,700	1,911,700
2017		840,000	1,899,100	2,739,100
2018		860,000	1,876,288	2,736,288
2019-2028		10,740,000	16,626,413	27,366,413
2029-2038		17,635,000	9,733,375	27,368,375
2039-2048		9,925,000	1,023,375	10,948,375
	\$	40,000,000	\$ 36,893,651	\$ 76,893,651

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**Notes to Financial Statements
September 30, 2013**

Note 8- Interest Capitalization/Expenditure

The RMA had capitalized interest regarding projects funded by the 2010A & 2010B revenue and 2012 Revenue and Tax bonds in the total amount of \$151,452 and \$1,403,620, respectively. The remaining interest was expensed in the amount of \$1,628,640 for the year ending September 30, 2013.

Note 9 – Interlocal Agreements

Cameron County

On April 11, 2006 Cameron County (County) entered into an agreement with the RMA whereby the County would provide a loan of \$250,000 for the purpose of assisting the RMA in its organizational efforts. As of September 30, 2013, there have been no payments on this loan and both parties have agreed that payments will be made in the subsequent year. The RMA and Cameron County entered into an administrative agreement executed on September 21, 2011. The agreement stipulated that Cameron County would provide administrative services for RMA, and the County would be reimbursed \$70,000 per year by RMA. This agreement was terminated as of September 30, 2013. The RMA had also utilized several County employees on a contractual basis for administrative and accounting services. Effective September 30, 2013 many of these contracted services ceased and did not continue into the subsequent year. The RMA has hired its own staff to fulfill these duties.

Note 10 – Advertising

The RMA incurs advertising expenditures for the promotion of itself and its projects. These expenditures are not capitalized to the individual projects and are expensed in the period occurred.

Note 11 – Prior Period Adjustment

Below is a summary of the accumulated adjustments affecting the prior period.

<u>Summary of Prior Period Adjustment to Net Position</u>	<u>Amount</u>
Net amount of capital expenditures misclassified in prior year	\$ 92,993
Net affect of adjustment to accounts payable in the prior year	(229,707)
Net affect of adjustment for misclassified debt reserve balances	427,157
Net affect of GASB 65 adjustment for years not presented	<u>(569,467)</u>
Total Prior Period adjustment to net position	<u>\$ (279,024)</u>

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL
REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT
OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT
AUDITING STANDARDS***

To the Board of Directors
Cameron County Regional Mobility Authority
Brownsville, Texas

We have audited, in accordance with the 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, the financial statements of the business-type activities of Cameron County Regional Mobility Authority (RMA), a component unit of Cameron County, Texas, as of and for the year ended September 30, 2013, and the related notes to the financial statements, which collectively comprise RMA's basic financial statements, and have issued our report thereon dated March 27, 2014.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered RMA's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of RMA's internal control. Accordingly, we do not express an opinion on the effectiveness of RMA's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or, significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether RMA's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



LONG CHILTON, LLP

Brownsville, Texas
March 27, 2014

**INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR
PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED
BY OMB CIRCULAR A-133 AND STATE OF TEXAS SINGLE AUDIT CIRCULAR**

To the Board of Directors
Cameron County Regional Mobility Authority
Brownsville, Texas

Report on Compliance for Each Major Federal/State Program

We have audited Cameron County Regional Mobility Authority's (RMA) compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement and State of Texas Single Audit Circular* that could have a direct and material effect on each of RMA's major federal/state programs for the year ended September 30, 2013. RMA's major federal/state programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal/state programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of RMA's major federal/state programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit and State of Texas Single Audit Circular*. Those standards, OMB Circular A-133, and State of Texas Single Audit Circular require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal/state program occurred. An audit includes examining, on a test basis, evidence about RMA's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal/state program. However, our audit does not provide a legal determination of RMA's compliance.

Opinion on Each Major Federal/State Program

In our opinion, the RMA, complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal/state programs for the year ended September 30, 2013.

Report on Internal Control Over Compliance

Management of the RMA is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered RMA's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal/state program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal/state program and to test and report on internal control over compliance in accordance with OMB Circular A-133 and State of Texas Single Audit Circular, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of RMA's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal/state program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal/state program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal/state program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133 and State of Texas Single Audit Circular. Accordingly, this report is not suitable for any other purpose.



LONG CHILTON, LLP

Brownsville, Texas
March 27, 2014

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

SCHEDULE OF EXPENDITURES OF FEDERAL AND STATE AWARDS

Year Ended September 30, 2013

Federal Grantor/Pass Through Grantor Program	CFDA Number	Contract Number	2013 Expenditures
US Department of Transportation			
Passed through the Texas Department of Transportation			
Federal			
Advance Funding Agreement - West Rail Project	20.205	CSJ 0921-06-073, CSJ 0921-06-233	\$ 1,728,896
Federal Rail Administration	20.314	FR-LRI-0023-11-01- 00	\$ 1,300,710
SH550	20.205	PT-2011-013-01, CSJ 3622-01-003	\$ 13,410,496
SH550 - ARRA Funds	20.205	CSJ 3622-01-003	\$ 626,739
			<u>\$ 17,066,841</u>
State			
South Padre Island Pkwy		CSJ 0921-06-163	<u>\$ 698,991</u>

Notes to Schedule

1. This schedule includes the federal/state awards activity of the Cameron County Regional Mobility Authority, and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations and State of Texas Single Audit Circular*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of, the basic financial statements.

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**SCHEDULE OF FINDINGS AND QUESTIONED COSTS –
FEDERAL AND STATE AWARDS
For Year Ended September 30, 2013**

I. SUMMARY OF INDEPENDENT AUDITOR'S RESULTS

Financial Statements

Type of auditor's report issued: Unmodified

Internal control over financial reporting:

- Material weakness(es) identified? _____ Yes X No
- Significant deficiencies identified that are not considered to be material weaknesses? _____ Yes X None Reported
- Noncompliance material to financial statements noted? _____ Yes X No

Federal/State Awards

Internal control over major programs:

- Material weakness(es) identified? _____ Yes X No
- Significant deficiencies identified that are not considered to be material weaknesses? _____ Yes X None Reported

Type of auditors' report issued on compliance for major programs: Unmodified

- Any audit findings disclosed that are required to be reported in accordance with Section 510(a) of Circular A-133? _____ Yes X No

Identification of major programs:

CFDA Numbers

Name of Federal/State Program or Cluster

Federal –

20.205

Highway Planning and Construction
ARRA - TX Department of
Transportation

20.314

Federal Railroad Administration

State –

**CSJ 0921-06-163
CSJ 0921-06-184**

**SPI 2ND Causeway Project
West Loop/Parkway Project**

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**SCHEDULE OF FINDINGS AND QUESTIONED COSTS –
FEDERAL AND STATE AWARDS - CONTINUED
For Year Ended September 30, 2013**

I. SUMMARY OF INDEPENDENT AUDITOR'S RESULTS - CONTINUED

Dollar threshold used to distinguish between Type A and Type B Federal programs	<u>Type A \$512,005</u>	<u>Type B \$100.00</u>
--	-------------------------	------------------------

Auditee qualified as low-risk auditee?	<u> X </u> Yes	<u> </u> No
--	------------------	------------------

Dollar threshold used to distinguish between Type A and Type B State programs	<u>Type A \$ 300,000</u>	<u>Type B \$100,000</u>
--	--------------------------	-------------------------

Auditee qualified as low-risk auditee?	<u> X </u> Yes	<u> </u> No
--	------------------	------------------

II. FINANCIAL STATEMENT FINDINGS

None noted which were required to be reported.

III. FINDINGS AND QUESTIONED COSTS OF FEDERAL/STATE AWARDS

None noted which were required to be reported.

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**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
(A COMPONENT UNIT OF CAMERON COUNTY, TEXAS)**

**SCHEDULE OF PRIOR AUDIT YEAR FINDINGS –
FEDERAL AND STATE AWARDS
For Year Ended September 30, 2013**

II. FINANCIAL STATEMENT FINDINGS

Finding IC2012-1:

Condition and Criteria:

During our testing of internal controls, we identified a significant deficiency within the Cameron County Regional Mobility Authority (RMA) financial reporting control structure. It appears that the controls governing RMA's financial reporting process lack the procedures to properly identify costs per construction contract, local matching costs, and federal grant reimbursable expenses. Our testing indicates that the RMA's cost accounting procedures fail to produce detail cost reports to accurately identify allowable reimbursable expenses as required by the federal grant guidelines.

Effect:

The lack of controls limits the RMA's ability to accurately report and identify grant costs as required by federal guidelines.

Cause:

The implemented controls governing the financial reporting process are not effective.

Perspective Information:

Management anticipates project costs to increase which will require an effective cost financial reporting system to track the project costs.

Recommendation:

Develop appropriate controls that properly identify the costs per contract, identify local matching costs, and reimbursable expenses.

Status:

Issue resolved

III. FINDINGS AND QUESTIONED COSTS OF FEDERAL/STATE AWARDS

None noted which required reporting.

**2-B PRESENTATION BY PORT DIRECTOR & CEO EDUARDO A.
CAMPIRANO REGARDING PROJECTS AT THE BROWNSVILLE
NAVIGATION DISTRICT**



MASTER FRANCHISE AGREEMENT
for
Development of Port Properties and
Operation of Railroad

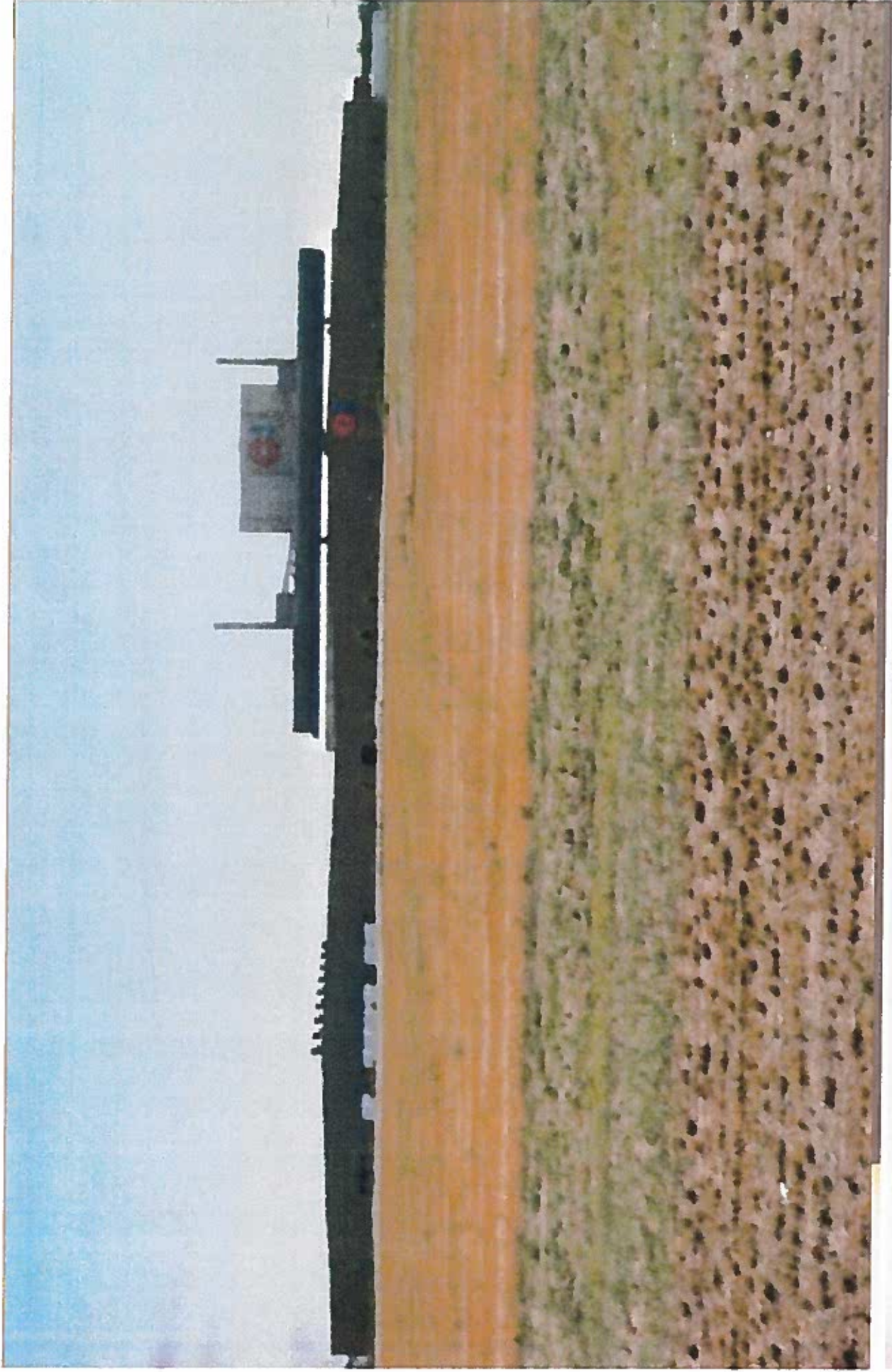
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1. Land

2. Capital Investment

3. Economic Opportunities

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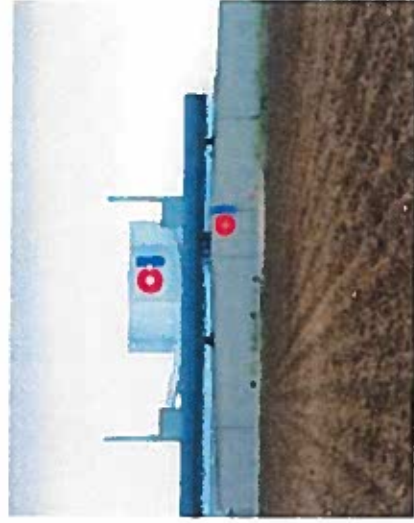


+

The BROE Group



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OmniTRAX[®]

Why?

- The deal creates quality local jobs
- Consistent with United Brownsville economic plan of growing our exporting industrial clusters
- Drives demand and revenues of our other UB partners
- Private sector infusion of capital at a faster rate vs. public sector



Outline

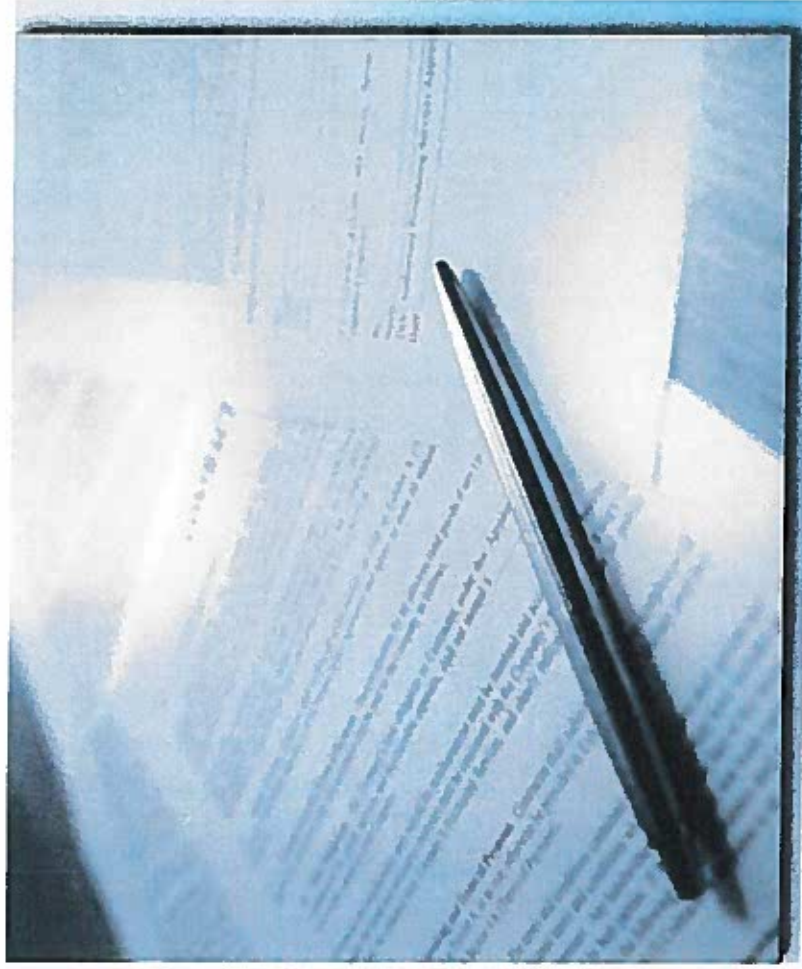
- THE DEAL
- RAILROAD
- INDUSTRIAL PARK DEVELOPMENT

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THE DEAL

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OmniTRAX[®]

ONE DEAL

Industrial Park Development



&

Railroad Operation



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OmniTRAX[®]

Elements of the Deal

- × Partnership vs. Tenant/Landlord relationship
- × Timeline for Master Plan / Capital Investment to attract industrial users by Broe Group
- × Shifts risks of both real estate development and railroad operations
- × Improves cash flow for the Port
- × Marketing Resources, vested private sector partner marketing Brownsville to the world



Term

× 30 Year Agreement



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OmniTRAX

Limits on Business Decisions

- * Master Plan approved by BND Commission
- * 5-year cap on rate increases for existing BRG customers
- * Protection for BRG Employees
- * No rate increases without notice and hearing before BND Commission
- * Land sales must be approved by BND Commission

Shifts Risks: Real Estate

- * \$8.5 Million investment in common area improvements within 5 years of completion of Master Plan

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Shifts Risks: Railroad Operation

- * OmniTRAX pays current rent for land beneath buildings, currently approximately \$45,000 Annually
- * OmniTRAX pays \$900,000 for BRG building, payable over 7 years
- * OmniTRAX responsible for payment of bonds, approximately \$2,200,000
- * OmniTRAX pays railcar charge of \$20/\$25, break point at 35,000 railcars / \$550,000 Guarantee
- * Beginning in 7th year, OmniTRAX will pay Port 5% of gross revenues over \$10.5 million
- * Proceeds from operation of industrial park will be shared 50/50 between Port and OmniTRAX

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Shifts Risks: Railroad Operation

- × Rolling stock and equipment conveyed to OmniTRAX
- × Land is leased to OmniTRAX
- × Buildings are conveyed to OmniTRAX, paid over 7 years
- × Cash, investments, accounts receivable NOT conveyed to OmniTRAX, retained by Port.

RAILROAD



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OmniTRAX[®]

FACT: the Railroad is not being Sold



BRG

- * All BRG employees to be retained by OmniTRAX
- * All BRG employees to get credit for years of service with BRG
- * Abandoning BRG Trackage
- * Expanding BRG Trackage beyond District property
- * Sale of BRG Trackage
- * Assignment of operating rights, except to affiliated entities of Franchisee

Rail Operations

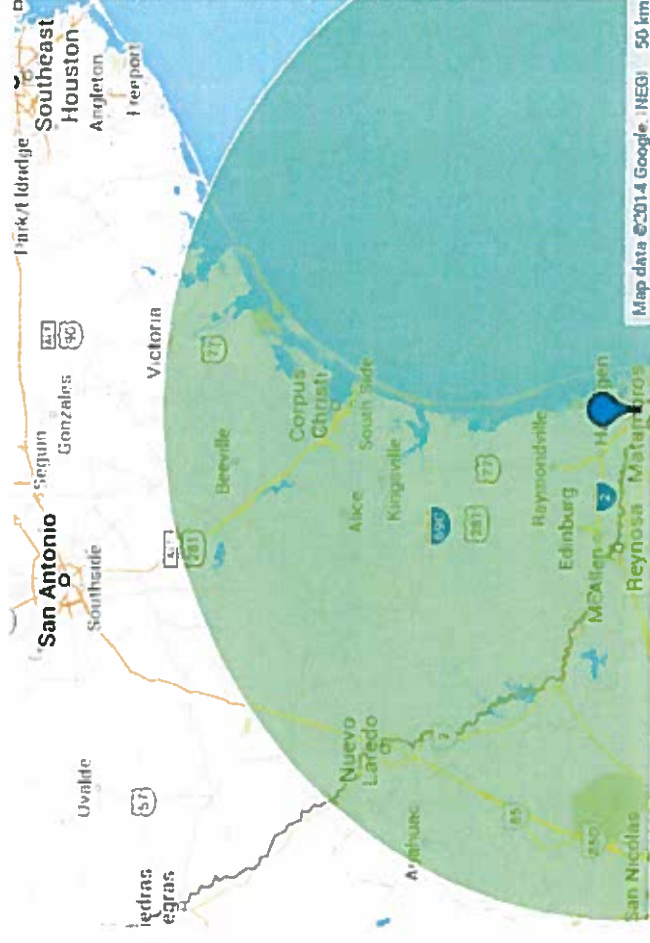
- * OmniTRAX will manage and operate the railroad
- * Surface Transportation Board must approve the agreement
- * OmniTRAX required to obtain assignment of agreement or work out new agreements with carriers
- * OmniTRAX must maintain same level or better service as currently received by BRG
- * OmniTRAX must secure Commission approval of rate increases for first 5 years of agreement
- * During first 5 years of agreement, rate increases to existing customers cannot be the greater of 5% or RACF
- * Any increases in rates require public presentation to BND Commission

Rail Operations

- * Key performance indicators within 90 days after approval of agreement; KPI's shall include:
 - * Customer complaints and customer delivery
 - * Number of derailments
 - * Carloads and tonnages
 - * Class 1 interchange agreements on the same or better terms as those in place on Commencement Date
- † Quarterly reporting on KPI's
- † Annual reporting on maintenance and capital programs
- † Annual audit reporting on car loads, gross income and capital development for operation of railroad

Non-Compete of Railroad Operations

- × No railroad operations within 200 miles of the Port of Brownsville without BND consent



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OmnitRAX

INDUSTRIAL PARK DEVELOPMENT



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OmniTRAX®

Development Area

- * 7 parcels of land, approximately 1,200 acres
- * One year to prepare Master Plan for presentation and approval of BND Commission
- * Upon approval of Master Plan, OmniTRAX must invest \$8.5 million in industrial park development within 5 years
- * All revenue from development area split 50/50
- * Construction of common area elements responsibility of OmniTRAX
- * Maintenance of common area elements paid for through CAM charges to tenants
- * Annual audit reporting for gross income and capital investment in Development Area

Key Decisions requiring BND Approval

- × Sale of land in Development Area

Incubator Site

- × Construction of incubator site must commence Year 1 of the agreement
- × Approximately 227 acres
- × Rental revenue of \$500 per acres from operation of the incubator site



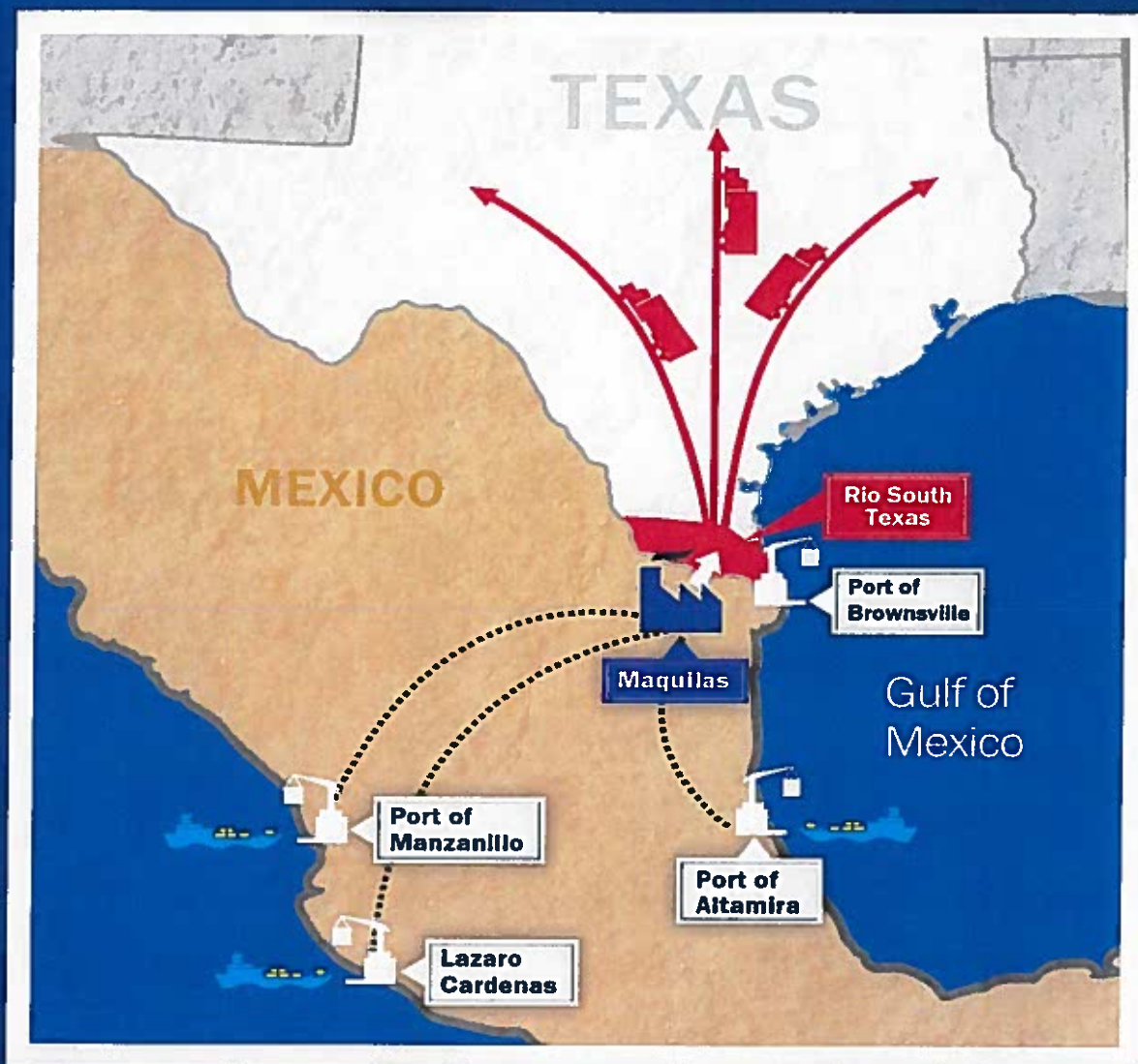
what is YOUR role in this opportunity?

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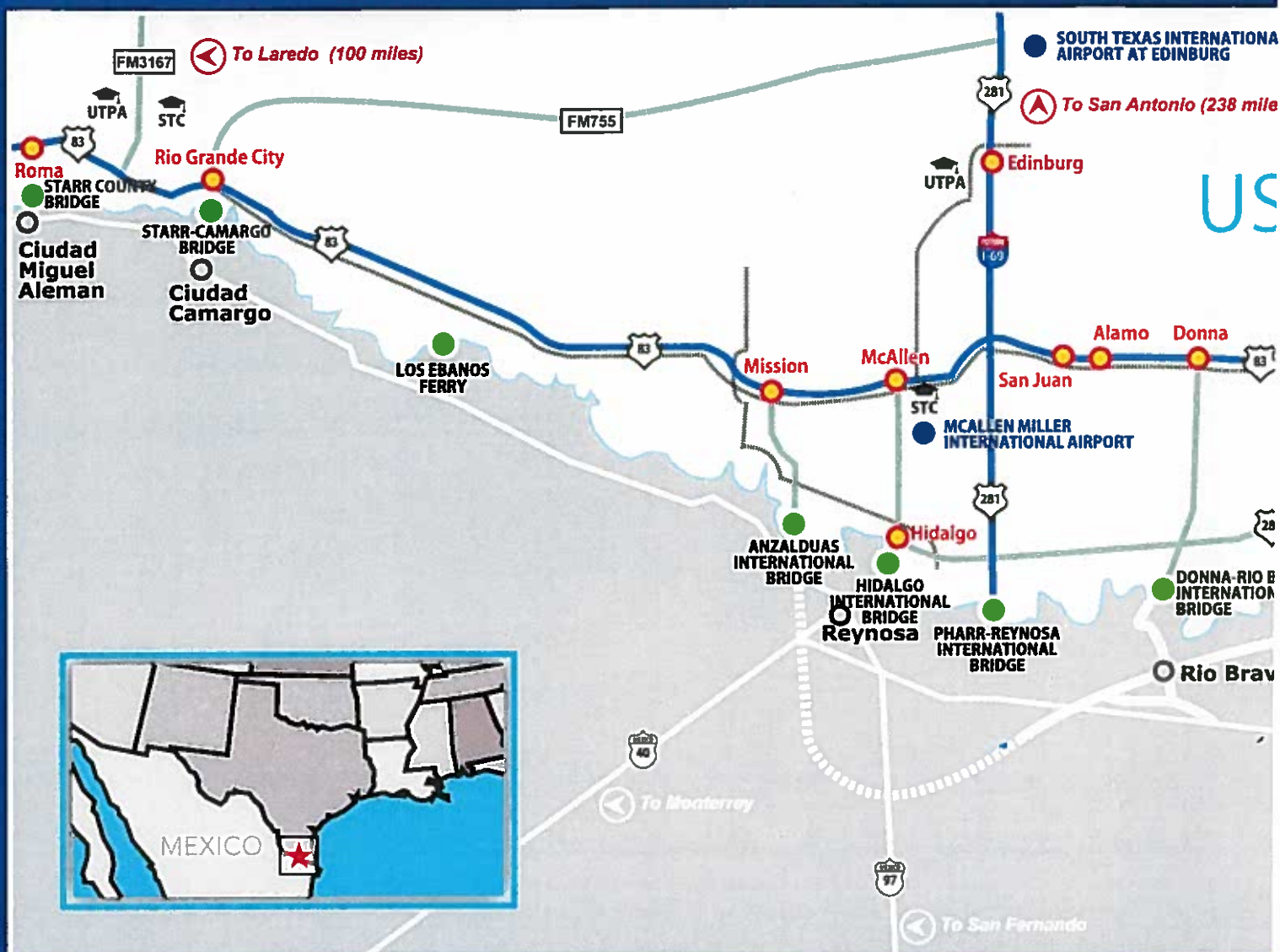
2-C PRESENTATION BY RIO SOUTH TEXAS ECONOMIC COUNCIL



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The Real South Texas

Rio South Texas, an exploding metropolis at the southern tip of Texas, stands squarely at the focal point of economic success and international commerce, logistically poised to launch its manufacturing and industrial partners into unprecedented growth. The area offers low operating costs, an increasingly well-educated labor force and a strategic location hugging the Gulf Coast and Mexican border. Additionally, it boasts outstanding transportation services via air, sea, rail and roadways that include 13 international bridges and two deep water ports.

Forbes magazine ranks the area number seven on its list of "Best-Bang-For-The-Buck" cities, citing a solid housing market, stable employment, enviable cost of living and quick commutes. With a dynamic young labor force, great warm weather and plenty of year-round recreational activities, the Rio South Texas region rates as an ideal location for companies looking to expand, relocate or start-up.



In 2008, area leaders founded the Rio South Texas Economic Council (RSTEC) as a nonprofit organization working toward regional prosperity by bringing together the economic interests of cities, counties, chambers of commerce, education institutions, workforce boards, businesses and other associations. Companies can bank on RSTEC's highly skilled team of professionals to assist with providing targeted information for multiple cities with a large portfolio of assets.

Rio South Texas is the the largest US/Mexico border region in America, third largest metropolitan area in the state, and 23rd largest metropolis in the country.

FOR MORE INFORMATION GO TO WWW.RIOSOUTHTEXAS.COM



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World-Class Advanced Manufacturing Talent

Covering 116 square miles along the United States - Mexico border, Rio South Texas is home to the North American Advanced Manufacturing Research & Education Initiative (NAAMREI). NAAMREI is a talent development network of school districts, community and technical colleges, and universities. Its headquarters are located at South Texas College.

NAAMREI offers manufacturers across the globe access to rapid response and world-class advanced manufacturing. Focused on collapsing traditional time-to-market models and offering truly customizable solutions, NAAMREI assists companies developing next generation products for a variety of markets and connects new and expanding companies to a \$50 million Texas Skills Development Fund.

Regional talent development partnerships represent the foundation on which to build a strong, sustainable, and transformational strategy for economic prosperity in today's global economy. Rio South Texas is rapidly emerging as the center for higher education with a population 1.2



million; combined with Mexican border cities, the region's population soars to a staggering 2.4 million. Projecting a growth of 8 percent by 2015, Rio South Texas and its advanced manufacturing sector will capitalize on the region's sustainable path to economic growth and prosperity. With a firm economy as its backbone, the region has over 85,000 students enrolled in institutions of higher learning, ready to fill key occupations as engineers, supervisors, assemblers, mechanics, machinists, inspectors and more.

Rio South Texas' population – one of the youngest in the United States and slated to grow 8 percent by 2015 – is ready to capitalize on the region's sustainable path to economic growth and prosperity.

For more information go to www.RioSouthTexas.com
or visit www.RioSouthTexasAssetMapping.com



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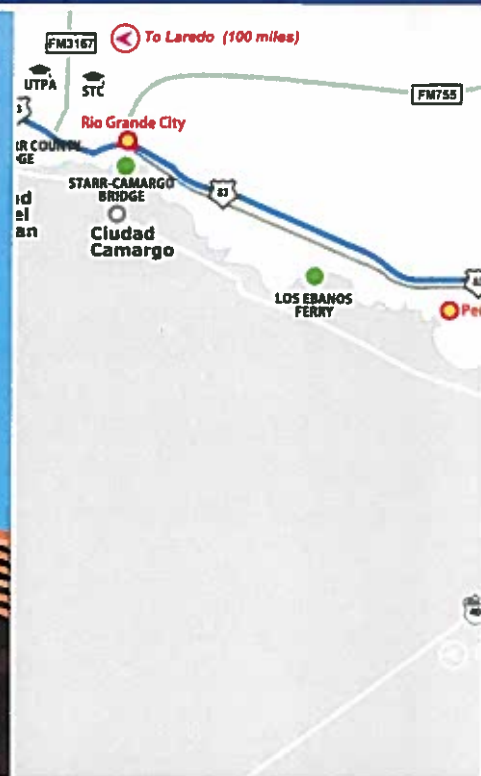
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Rio South Texas



Located in the subtropical, southernmost tip of Texas bordering Mexico, Rio South Texas offers an ideal "Third Coast" location for companies seeking access to global markets. Connected by water, rail, highway, and airports to the industrial heart of the nation, Rio South Texas is the southern "front door" to the United States. With 13 international bridges, a deep water seaport, five U.S. airports and two Mexican airports, this economic zone is strategically positioned to maximize productivity.

Rio South Texas offers emerging industry all the advantages of distribution logistics - advantages that make an investment in Rio South Texas a top-tier option for relocation and expansion. The area's growth, continued investments in transportation infrastructure, and ready links between water and land arteries enhance already attractive benefits to locating operations here - low-cost utility rates, and a number of enterprise zones and foreign trade zones. Combine these elements in the business-friendly environment of Rio South Texas and the upside to installing your business here is remarkably evident.

- Nanofibers
- Rapid response centers
- Gravitational wave astronomy
- Arecibo Telescope Remote Control Center



At just over 1.2 million residents, the 2010 Census says Rio South Texas is now one of the fastest regions in the nation; an astounding 22.6% growth rate since 2000. With a young, dynamic labor force, a temperate climate year-round, and plenty of recreational activities, Rio South Texas offers industry an ideal first-choice to expand, relocate or start-up. The region attracts many of the world's largest manufacturing firms and premier retailers seeking to connect with international markets. Texas leads the U.S. in high tech sector employment. Rio South Texas amplifies the benefit by offering you Texas and Mexico connections - one region, two countries, many choices.

Texas is a leader in high technology employment, and Rio South Texas packs a double wallop with two countries in one region and huge opportunities for growth.

For more information go to www.RioSouthTexas.com



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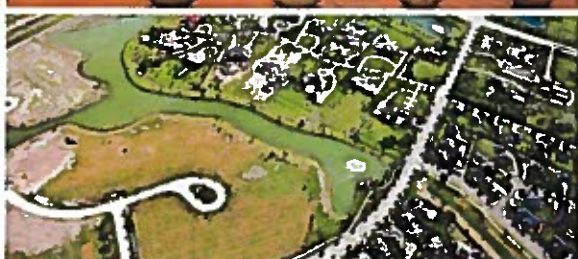
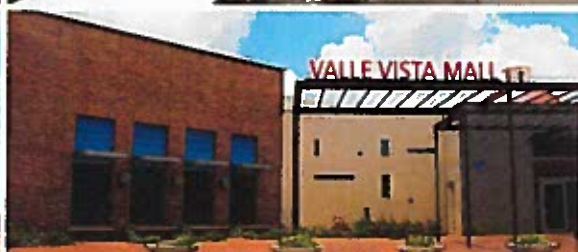
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Two Countries, One Region, Many Choices

Rio South Texas rates as an ideal strategic location for industrial, manufacturing and retail centers wanting to operate in a region generating international acclaim for its ability to foster economic growth despite the current worldwide fiscal slump. As the largest border region in the nation and third largest metro in Texas, Rio South Texas straddles the southern border and extends eastward to the Gulf of Mexico. Its coastal location and wealth of options to transfer commodities to global markets makes Rio South Texas ideal for companies that require significant transportation resources.

The area boasts the rapid ability to move goods both to consumers in the United States and Mexico markets via 13 international bridges, a deep water seaport, five United States international airports and two Mexican international airports. The region provides the definitive "third coast" that companies have long been seeking to maximize profits. Additionally, the region's unique advantages also include industrial parks, low operating costs, emerging business trends, a sound workforce and employment opportunities in tandem with its burgeoning population.

Rio South Texas' proximity to Mexico's industrial hub, known locally as maquiladoras (export assembly plants), appeals to investors and sustains the phenomenal economic growth along the border. The region's 13 international bridges connect the area to a labor force of more than one million people working in manufacturing and export assembly plants operating along the Mexican side of the border. Rio South Texas makes the perfect choice for business ventures looking for the ideal location to generate revenue, keep production costs down and operate in a stable economy.



Awards & Recognition

- Hidalgo ranked 7th and Brownsville 17th for "Top Texas Ports for North America Trade" by U.S. Department of Transportation, Bureau of Transportation Statistics in 2010.
- McAllen MSA ranked 4th and Brownsville MSA ranked 13th for "Best-performing cities" by Milken Institute in 2010.
- Harlingen ranked No. 1 in "Cheapest Place to Live" by ACCRA in 2011.
- Brownsville MSA and McAllen MSA ranked in the "Top Cleanest Cities" by American Lung Association in 2010.

For a complete list of Rio South Texas' Points of Pride visit our website.

Where else in the world do you have a fringe labor rate of \$2.40/hour on the south side and the largest market in the world on the north side?

For more information go to www.RioSouthTexas.com



Two Countries, One Region, Many Choices.

- Largest U.S./Mexico Border Region in America
 - 3rd Largest Market in Texas
 - 23rd Largest Market in the USA
-



Rio South Texas Economic Council

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**2-D PRESENTATION AND ACKNOWLEDGEMENT OF THE GEC
REPORT FOR APRIL 2014**

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Engineers Architects Planners

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HNTB

Pete Sepulveda, Jr.
Executive Director
Cameron County Regional Mobility Authority
1100 East Monroe Street
Brownsville, Texas 78520

May 2, 2014

Dear Mr. Sepulveda,

The following is a summary of our progress on the subject projects for the month of April 2014.

Project Management:

General GEC

- Prepared & submitted CCRMA GEC Invoice for work performed on various Work Authorizations. Updated and submitted March 2014 GEC report.
- On April 4th, Fabian Gonzalez attended the Special Meeting of the CCRMA Board of Directors.
- On April 10th, Richard Ridings, Eddie Garcia and Greg Garcia attended the Regular Meeting of the CCRMA Board of Directors.
- On April 17th, Greg Garcia attended the Special Meeting of the CCRMA Board of Directors.
- Assisted CCRMA Controller on activities involving reporting and documentation of invoicing, progress reports and other accounting/billing matters.

West Rail Relocation International Coordination (Work Authorization No. 8):

This Work Authorization provides appropriate subconsultant(s) for staff coordination with the Mexican agencies to monitor and determine project schedules, permit requirements, funding technical agreements and design for the West Rail Relocation around Brownsville, Texas. The project plans will require approval by Secretaría de Comunicaciones y Transportes (SCT), Comisión Internacional de Limites Y Aguas (CILA) and Kansas City Southern Mexico (KCSM).

- Construction progress on the Mexican side:
 - Bridge, 100%
 - Patios and Roadway, 100%
- Regarding the six construction items needed to begin railroad operations, General Director from SCT Center Tamaulipas, Mr. Genaro Torres Taboada informed that resources were released on March 28 and constructions are in progress:
 - The six constructions are:
 - Infrastructure for Gamma Rays relocation.
 - Checkpoint platforms.
 - Fence required by Customs.
 - Telecommunications Tower.
 - The PIV.

- Roads restoration.
- In regards to the relocation of the Gamma Rays on the Mexican side, CBP and Customs General Direction will come to an agreement in regards to the installation. Therefore Mr. Mauricio Carrillo Estrada, Specialist Services Professional Executive from Customs Infrastructure and Equipment Administration of Customs General Administration from Treasury and Public Credit Secretariat made it known that they need significant progress of the structure where the equipment will be installed to begin the authorization procedures.
- In regards to the delivery of the reception tables Mr. Alfredo Briano Pérez, Assistant Director of Coordination from North Regional Railroad and Multimodal Transports General Direction from CTS stated that they are waiting for the review of the project's final plans to begin works at the tables. Mr. Javier Montero Casillas from CAXCAN sent the plans on Friday, March 28.
- An official document was received, for the above mentioned, it reads as follows:
- By this means, I inform you that the plans of the Railroad Deliverance of Matamoros, Tamaulipas were received today in the shared folder, once they were reviewed and analyzed, minimum corrections were observed that can be solved in one day, these are as follows:
- Railroad Deliverance General Plant
 - Correct railway right on south arm from "Y" (in front of plate F-314), it should say 35.00 meters on both extremes and this to intercept the 15.00 meters from deliverance, it is also needed to indicate the drain of 0+570 on the main railway.
- Final Platform Plan Number 4,6,7 And Drainage Construction Plans
 - Correct the name of the construction assistant director, it should say Miguel
- General Topography Plant Plan
 - Railway final kilometer says 10+902.71, it should say 10+908.13
- The general map from the railway map polygonal is needed signaling dimensions
- Once corrections are made, the plans will be ready to be delivered to Kansas City, I will be waiting your corrections from the last review so they will be added to the shared folder tomorrow. So the delivery reception meeting was proposed for May 8 in Monterrey, Nuevo León.
- The Regional Binational Group Crosses and Bridges Reunion took place on April 10 in the City of Juarez, Chihuahua. The International Railroad Project Brownsville Matamoros was presented there for the last time.
- The 71th meeting will take place on Friday, May 9 at 10.30hrs. at the City of Brownsville Texas.

South Padre Island Second Access Phase 3A & 3B (Work Authorization No. 17):

This Work Authorization provides engineering and environmental services associated with the development and advancement of the NEPA process for the proposed South Padre Island (SPI) 2nd Access Project in Cameron County, Texas. The proposed Project will provide an alternate route to the Queen Isabella Memorial Causeway; thus, enhancing local and regional mobility, and facilitating effective evacuation of the island in times of disaster, hurricanes, and other emergencies. This Work Authorization continues the environmental and corridor alternatives assessment tasks necessary to advance the project to a selection of a Recommended Preferred Alternative and ultimately to a Record of Decision (ROD). After the selection of a Preferred Alternative a supplement for schematic design and the FEIS will be required.

- HNTB continues to provide assistance and information to CCRMA Board and staff, members of the general public and stakeholders.
- Coordinated Supplemental Work Authorization with S&B and Belaire Environmental.
- Coordination, including weekly meetings, with TxDOT Pharr District, TxDOT ENV and FHWA has been on-going regarding the FEIS tasks.
- HNTB and PSI completed Project Management Plan for GEC review.
- HNTB and PSI continued to develop the Draft Financial Plan.
- Right-of-Entry letters were delivered to affected property owners. Continued coordination with subconsultants and affected property owners on status of ROE. Last ROE letter received was on March 27, 2014.
- Continued data collection and ROW research and mapping.
- Continued coordination with subconsultants on route and design studies for preparation of 60% submittal (i.e. typical sections, geometric design, preliminary cross sections, preliminary traffic control, 3D modeling, and schematic plan preparation, preliminary construction cost estimate, hydrology, hydraulic studies, drainage design and preliminary bridge layouts).
- Revised master design schedule and submitted to subconsultants for review.
- Continued coordination with TxDOT Transportation Planning & Programming (TPP) and subconsultants on traffic forecasting and operational analysis.
- Continued coordination with subconsultants on geotechnical services.
- Continued preparation of FEIS and associated tasks.
- S&B submitted the 60% Schematics, Estimates, and Drainage Study for GEC Review.
- GEC completed the 60% Submittal review.
- Coordinated with subconsultants on FEIS tasks.
- Met with TxDOT and FHWA on Indirect and Cumulative Impact Analysis assumptions for FEIS.

General Brant Road/FM 106 Extension (Work Authorization No. 26)

This work authorization provides professional services and deliverables associated with the preparation of a categorical exclusion (to be reviewed by the Federal Highway Administration in anticipation of possible federal funding) and the completion of the Section 404 permitting process (including the development of a conceptual mitigation plan) for the project.

- No activity this billing period.

Olmito Switch Yard & Repair-In-Place Facility (Work Authorization No. 31)

This work authorization provides engineering services throughout the construction duration of the Olmito Switch Yard and Repair-In-Place (RIP) Facility by providing responses to the contractor's Requests for Information, Shop Drawing Review and As-Built construction plans.

- HNTB is assisting with the completion and close out of this project.

West Rail Bypass, CI (Work Authorization No. 33)

This work authorization provides professional services associated with construction inspection phase work for the West Rail Bypass.

- HNTB started on Supplemental Work Authorization for the plans, procurement, and construction of the Border Fencing on the UPRR Bridge.
- The tamping of all rail has been completed, all crossings are now installed, and inside guard rail has been completed.
- The contractor has achieved substantial completion with only minor corrections and cleanup required.
- Mitigation coordination with USACE and CCRMA.
- HNTB is assisting with the completion and close out of this project.

Outer Parkway Study (Work Authorization No. 36)

This work authorization provides professional services and deliverables associated with a study for the Outer Parkway. The study is to be performed in a three phase effort to deliver a schematic design for the Outer Parkway project. The phases are:

- HNTB started on Supplemental Work Authorization for the Environmental Assessment and Route Studies.

West Rail RFIs, As-Built (Work Authorization No. 40)

This work authorization provides construction phase services throughout the construction of the West Rail Relocation Project by providing responses to Requests for Information from the contractor and providing As-Built construction drawings. Also, records keeping will be provided through the use of DashPort.

- No tasks performed for this month.

SH 32 GEC (Work Authorization No. 49 - Preliminary Schematic and Environmental Approval)

This work authorization provides professional services for oversight, guidance, agency coordination, and issue resolution, necessary to expedite the preliminary development phases of these two SH 32 projects only. The two projects, which each have logical termini and independent utility, extend from US 77/83 to FM 3068 (herein referred to as SH 32-West) and from FM 3068 to SH 4 (herein referred to SH 32-East). The proposed projects are being developed by two prime subconsultants, (S&B Infrastructure, Ltd. and Traffic Engineers, Inc.) under the oversight of HNTB (GEC).

SH 32 West (Consultant – Traffic Engineers, Inc., or TEI):

- Continued project coordination with TEI.
- Submitted Antiquities Permit application for archeological surveys.
- Participated in three (3) day Value Engineering Workshop and presented findings to CCRMA Board of Directors on Thursday, April 17th.
- Submittal of archeological Antiquities Permit application to TxDOT.

SH 32 East (Consultant - S&B Infrastructure, Ltd., or S&B):

- Continued project coordination with S&B.
- Submitted Antiquities Permit application for archeological surveys.
- Coordination of Meetings with Affected Property Owners report with S&B.
- Participated in three (3) day Value Engineering Workshop and presented findings to CCRMA Board of Directors on Thursday, April 17th.
- Submittal of Biological Assessment to TxDOT.
- Submittal of archeological Antiquities Permit application to TxDOT.

International Advisor Services (Work Authorization No. 73):

This Work Authorization provides appropriate subconsultant(s) for staff coordination with the Mexican agencies to develop and promote the Cameron County as an International Multimodal Logistics Hub (IMLH), to service the international industry, developing plans to promote and improve the infrastructure, services and systems, to offer a highly competitive and flexible logistics services.

- Meeting with CBP and Mexican trucking Companies at Los Tomates Bridge to discuss inspection delays and some issue with the Fast lane program.
- Trip and Meeting with CBP & City of Laredo officials and representatives from HEDC, Port of Brownsville and Cameron County at Word Trade Bridge in Laredo Texas, to review the cold unloading docks at their Bridge, looking in to the possibility of constructing a cold inspection dock, for produce products at los Indios Bridge.
- Various meetings with Matamoros Officials & Commissioners to work on Los Indios Bridge projects.
- Meeting & conference calls with Homero Garcia and Roberto Rodriguez, representatives of the Livestock Association from Tamaulipas regarding the Livestock station project at Los Indios Bridge.
- Coordinated the Fourth meeting with the "Los Indios Bridge Alliance", with the objective of promoting commercial traffic. Attendees; Cameron County, Tamaulipas Economic Development, Port of Brownsville, City of Harlingen & EDC, cities of Matamoros and Valle Hermoso and Tamaulipas livestock Association at the Cameron County offices.
- Weekly meetings and conference calls with Cameron County, Port of Brownsville and Harlingen EDC, to follow up on different projects.
- Meeting and conference call with, Tamaulipas Economic Development & Public Works officials, to follow up on the Projects at Los Indios Bridge.
- Coordinate various meetings with Port of Brownsville, Harlingen EDC and Cameron County officials to prepare the regional marketing campaign to be use at the United Fresh Expo in Chicago next June.
- Coordinate meetings with Mexican Trucking Companies Association (Canacar) and the Mexican Consul in Brownsville, to review different issues regarding the DPS, CBP, DOT & Mexican Custom truck inspections.
- Meetings with different warehouse companies to promote the installation of cold storage facilities. We visited some warehouses owned by the city of Brownsville.
- We are working to implement a truck GPS monitoring system to track the trucks crossing timing on real time. We have several meetings with trucking companies.

Consultant Management:

- Continued coordination with subconsultants and S&B Infrastructure as prime consultant on SH 550 Construction management including discussions with USACE officials on wetland mitigation that was performed as part of this project.

Agency Coordination:

- Conducted ongoing discussions with CCRMA staff, TxDOT staff and subconsultants for preparation of SPI 2nd Access project, SH 550, Olmito Switch Yard Repair-In-Place Facility construction project, West Rail construction project, SH 32 East Loop EAs and other miscellaneous items.

Best regards,



Richard L. Ridings, P.E.

Vice President

cc: Carlos Lopez, P.E.

April Status Report

HNTB

Project	West Rail Relocation	
Work Authorization	8 International Advisor Services	WA Cost: \$ 186,579.00
Supplemental	1 International Advisor Services	SA Cost: \$ 67,264.00
Supplemental	2 International Advisor Services	SA Cost: \$ 67,163.00
Supplemental	3 International Advisor Services	SA Cost: \$ 67,163.00
Supplemental	4 International Advisor Services	SA Cost: \$ 67,939.00
Supplemental	5 International Advisor Services	SA Cost: \$ 67,939.00
Supplemental	6 International Advisor Services	SA Cost: \$ 67,703.00
Supplemental	7 International Advisor Services	SA Cost: \$ 67,914.00
Supplemental	8 International Advisor Services	SA Cost: \$ 67,914.00
Supplemental	9 International Advisor Services	SA Cost: \$ 69,054.00
Supplemental	10 International Advisor Services	SA Cost: \$ 69,054.00
Supplemental	11 International Advisor Services	SA Cost: \$ 69,924.00
Supplemental	12 International Advisor Services	SA Cost: \$ 69,924.00
Supplemental	13 International Advisor Services	SA Cost: \$ 69,924.00
		Total Cost: \$ 1,354,734.00

Description: The West Rail Relocation project provides appropriate subconsultant (s) for staff coordination with the Mexican agencies to monitor and determine project schedules, permit requirements, funding technical agreements and design for the West Rail Relocation around Brownsville, Texas. This subconsultant is Arturo de las Fuentes of Caminos Y Puentes Internacionales. The project plans will require approval by Secretaria de Comunicaciones y Transportes (SCT), Comision Internacional de Limits Y Aguas (CILA) and Kansas City Southern Mexico (KCSM).

Scope: Provide professional services and deliverables required for project administration and coordination for the Cameron County Regional Mobility Authority

Deliverable: Monthly Project Progress Reports and meeting minutes that details activities performed by task (Spanish and English versions will be provided). Monthly invoice/billings with list of tasks performed and products delivered per invoice billing cycle (English version will be provided).

Project Activity				
International Advisory Services				
Status:	Ongoing			
Recent Activity:	Detailed report available.			
Upcoming Activity:	Attend coordination meetings.			
Outstanding Issues:	None.			
Design				
Status:				
Recent Activity:				
Upcoming Activity:				
Outstanding Issues:				
Other: Project Administration				
Status:				
Recent Activity:				
Upcoming Activity:				
Outstanding Issues:				
Task		Status	Date Anticipated Completion	% Complete
International Services		Ongoing	6/30/2014	78%
WA Amount:	\$ 1,354,734.00	Outstanding Invoice Number	Days Old	Invoice Amount
Billed To Date:	\$ 1,050,670.08	102-40619-PL-008	14	\$ 11,171.52
Paid To Date:	\$ 1,039,498.56			
Unpaid Balance:	\$ 11,171.52			
Funding Source:	Cameron County			
			Total: \$	11,171.52

HNTB

Description: This Work Authorization provides engineering and environmental services associated with the development and advancement of the NEPA process for the proposed South Padre Island (SPI) 2nd Access Project in Cameron County, Texas. The proposed Project will provide an alternate route to the Queen Isabella Memorial Causeway; thus, enhancing local and regional mobility, and facilitating effective evacuation of the island in times of disaster, hurricanes, and other emergencies. This Work Authorization continues the engineering and environmental tasks necessary to advance the project to a schematic design of the Recommended Preferred Alternative, FEIS and ultimately to a Record of Decision (ROD).

Deliverable: Project administration and coordination, schematic design of the Recommended Preferred Alternative VE study, toll facility study, interim financial and project management plan, base and soil testing and core drilling, traffic forecasting, traffic operational study, PI, CSS, FEIS, Record of Decision (ROD) and surveying

Route and Design Studies

Recent Activity:

Attended USFWS Mitigation Meeting with CCRMA, TxDOT, USFWS and FHWA at the Laguna Atascosa Wildlife Refuge on 3/24/2014. Continued to coordinate with subconsultants on schematic, financial plan, traffic analysis and geotechnical surveys.

Upcoming Activity

Coordination with subconsultant on development of 60% submittal, financial plan and traffic analysis. 60% internal submittal due on 4/16/2014 and 60% TxDOT submittal due on 4/30/2014. Complete geotechnical surveys.

Outstanding issues: None.

Status:	Ongoing.
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Recent Activity

Continued work on SWA #10 activities, including weekly meetings with TxDOT and FHWA. Meeting with TxDOT and FHWA on Indirect and Cumulative Impacts analysis. Coordination with sub-consultants.

Upcoming Activity

Continue work on SWA #10 activities.

Outstanding issues: None.

Field Surveying and Photogrammetry

Status:	Ongoing.
---------	----------

Recent Activity:

Coordination with subconsultants on field surveying. Coordination with subconsultants and affected property owners on ROE. Photogrammetry, LiDAR and bathymetry surveys are complete.

Upcoming Activity:

Perform field surveying.

Outstanding issues: Continue to coordinate with affected property owners on ROE

[illegible]

April Status Report

HNTB

Project		General Brant
Work Authorization	26	General Brant
Supplemental	1	Section 404 Individual Permit App
Supplemental		

WA Cost: \$	208,639.00
SA Cost: \$	11,114.00
SA Cost: \$	98,808.00
Total Cost: \$	318,561.00

Description: This Work Authorization provides professional services associated with the development of a Categorical Exclusion document and Section 404 Individual Permit application (with Conceptual Mitigation Plan) for improvements to General Brant Road (FM 106).

Scope: Project Management and Social, Economic and Environmental studies for CCRMA. Activities necessary for obtaining environmental clearance, including Section 404 permit from U.S. Army Corps of Engineers, for roadway improvements.

Deliverables: Categorical Exclusion and Section 404 Individual Permit with Conceptual Mitigation Plan.

Project Activity	
Categorical Exclusion	
Status:	Complete. FHWA approved the CE on October 24, 2013.
Recent Activity:	None.
Upcoming Activity:	None.
Outstanding Issues:	None.
Section 404 Individual Permit	
Status:	Ongoing
Recent Activity:	None
Upcoming Activity:	Address any additional resource agency comments.
Outstanding Issues:	None.

Task		Status	Date of Anticipated Completion	% Complete
Categorical Exclusion document preparation		Complete	TBD	100%
Section 404 Individual Permit (with Conceptual Mitigation Plan)		Ongoing	TBD	100%
WA Amount:	\$ 318,561.00	Outstanding Invoice Number	Days Old	Invoice Amount
Billed To Date:	\$ 318,561.00			
Paid To Date:	\$ 318,561.00			
Unpaid Balance:	\$ -			
Funding Source:				
		Total: \$ -		

April Status Report

HNTB

Project		West Rail Construction & Inspection Services
Work Authorization	33	Construction & Inspection Services
Supplemental	2	Construction & Inspection Services
Supplemental	1	Construction & Inspection Services

WA Cost: \$ 1,255,920.00

SA Cost: \$ 358,021.00

SA Cost: \$ 48,623.00

Total Cost: \$ 1,662,564.00

Description: This Work Authorization is to provide construction inspection (CI) for the Union Pacific Railroad (UPRR) West Rail Bypass. The construction of these additional tracks will allow the UPRR to abandon their current location between Mexico and Olmito eliminating several grade crossings.

Scope: Construction administration for the construction of the West Rail relocation. The construction includes track, drainage, construction sequencing, SWPPP, pay estimates, quantities, and schedule. This includes the DHS facility on the north side of US 281.

Deliverable: West Rail bypass pay estimates, ARRA paperwork, and construction schedule.

Project Activity

West Rail Bypass Construction Inspection

Status: Ongoing.

Recent Activity:

Contractor has completed track construction and is performing a final cleaning up. Coordination with USACE on mitigation site non-compliance.

Upcoming Activity:

Clean up.

Outstanding Issues:

Awaiting resolution of DHS change order items and the associated funding. Awaiting approval of outstanding SWAs.

Task	Status	Anticipated Completion	% Complete
West Rail Construction Inspection Services (CI)			
Project Management, Administration, QA/QC	Complete	10/21/2013	100%
Process Invoices and Progress Reports	Complete	10/21/2013	100%
Construction Inspection Services			100%
Construction Management	Complete	10/21/2013	100%
Construction Observation and Inspection	Complete	10/21/2013	100%
Record Keeping and File Management	Complete	10/21/2013	100%
Schedule	Complete	10/21/2013	100%
Project Close-Out			
Construction Management	Complete	10/21/2013	100%
Record Keeping and File Management	Complete	10/21/2013	100%
Post Construction Services	Ongoing	10/21/2013	90%
WA Amount: \$	1,662,564.00	Outstanding Invoice Number	Days Old
Billed To Date: \$	1,650,298.05		Invoice Amount
Paid To Date: \$	1,650,298.05		
Unpaid Balance: \$	-		
Funding Source:			
Total: \$ -			

April Status Report

HNTB

Project Outer Parkway Planning Study
 Work Authorization ☒ 36 Outer Parkway Planning Study
 Supplemental ☐
 Supplemental ☐

WA Cost: \$ 103,839.00
 SA Cost:
 SA Cost:
 Total Cost: \$ 103,839.00

Description: This work authorization provides professional services and deliverables associated with a study for the Outer Parkway. The study is to be performed in a three phase effort to deliver a schematic design for the Outer Parkway project.

Scope: This Work Authorization includes the development of an environmental and engineering constraints map, environmental constraints report, and corridor identification report to aid in the establishment of the alignment of the Outer Parkway.

Deliverable: Constraints map, environmental constraints/corridor identification report.

Project Activity

Outer Parkway Planning Study

Status: Complete.

Recent Activity:

Drafted Environmental Classification letter for FHWA concurrence on EA classification.

Upcoming Activity:

Submit Classification letter to FHWA.

Outstanding Issues:

None.

Task		Status	Date of Anticipated Completion	% Complete
Outer Parkway Planning Study				
Project Management and Coordination		Complete	3/1/2011	100%
Data Collection		Complete	3/1/2011	100%
Meetings/Management		Complete	3/1/2011	100%
WA Amount:	\$ 103,839.00	Outstanding Invoice Number	Days Old	Invoice Amount
Billed To Date:	\$ 103,839.00			
Paid To Date:	\$ 103,839.00			
Unpaid Balance:	\$ -			
Funding Source:				
			Total:	\$ -

April Status Report

HNTB

Project West Rail RFI, As-Built
 Work Authorization ☒ 40 West Rail RFI, As-Built
 Supplemental ☐ _____
 Supplemental ☐ _____
 Supplemental ☐ _____

WA Cost: \$ 171,150.00

SA Cost: _____

SA Cost: _____

SA Cost: _____

Total Cost: \$ 171,150.00

Description: This Work Authorization is to provide response to questions related to the plans and specifications as needed throughout the duration of the construction and review of shop drawings.

Scope: Project Manager shall be the point of contact for the AUTHORITY to address issues regarding project staff, progress, response to questions related to the plans and specifications as needed throughout the duration of the construction.

Deliverable: Responses to RFI, as-builts and record keeping.

Project Activity

West Rail RFI, Shop Drawings

Status: Respond to RFIs on an as-needed basis.

Recent Activity: Project management (see GEC Progress Report).

Upcoming Activity: Respond to RFIs on an as-needed basis.

Outstanding Issues: Awaiting approval for SWAs (additional RFIs/shop drawing review/DHS coordination).

Task		Status	Anticipated Completion	% Complete
West Rail RFI, Shop Drawings				
Project Management		Complete	10/21/2013	100%
Respond to Requests for Information		Complete	10/21/2013	100%
WA Amount:	\$ 171,150.00	Outstanding Invoice Number	Days Old	Invoice Amount
Billed To Date:	\$ 171,150.00			
Paid To Date:	\$ 171,150.00			
Unpaid Balance:	\$ -			
Funding Source:				
		Total: \$ -		

April Status Report

HNTB

Project Olmito RIP CI Services
 Work Authorization ☒ 47 Construction & Inspection Services
 Supplemental ☐
 Supplemental ☐
 Supplemental ☐

WA Cost: \$ 134,538.00

SA Cost: \$ -

SA Cost:

SA Cost:

Total Cost: \$ 134,538.00

Description: This Work Authorization is to provide construction inspection (CI) for the Union Pacific Railroad (UPRR) Olmito Yard Repair in Place (RIP) Facility. The construction of this facility allow the UPRR to relocate their current repair in place operations from Harlingen to Olmito and expand their capabilities.

Scope: Construction administration for the Olmito Yard repair-in-place (RIP) facility and lighting. This includes building, equipment, track, drainage, construction sequencing, SWPPP, pay estimates, quantities, and schedule.

Deliverable: Olmito RIP Facility pay estimates, ARRA paperwork, and construction schedule.

Project Activity

Olmito RIP Facility Construction Inspection Services (CI)

Status: Construction at 99% complete.

Recent Activity: None.

Upcoming Activity: BPUB to energize water line. Schedule final walk through with UPRR for facility acceptance.

Outstanding Issues: Awaiting resolution on outstanding SWA. The County had been sent a request to provide warranty deed or metes and bounds for water/sewer line and submit payment on impact fees for both to BPUB.

Task	Status	Anticipated Completion	% Complete
Olmito RIP Facility Construction Inspection Services (CI)			
Project Management, Administration, QA/QC	Ongoing	1/31/2013	95%
Process Invoices and Progress Reports	Ongoing	1/31/2013	95%
Construction Inspection Services	Ongoing	1/31/2013	95%
Construction Management	Ongoing	1/31/2013	95%
Construction Observation and Inspection	Ongoing	1/31/2013	95%
Record Keeping and File Management	Ongoing	1/31/2013	95%
Schedule	Ongoing	1/31/2013	95%
Project Close-Out			
Construction Management	Ongoing	1/31/2013	20%
Record Keeping and File Management	Ongoing	1/31/2013	20%
WA Amount:	\$	134,538.00	Outstanding Invoice Number
Billed To Date:	\$	134,538.00	Days Old
Paid To Date:	\$	134,538.00	Invoice Amount
Unpaid Balance:	\$	-	
Funding Source:			
Total: \$ -			

April Status Report

HNTB

Project		SH 32 GEC
Work Authorization	49	SH 32 GEC
Supplemental	1	SH 32 GEC
Supplemental	2	SH 32 GEC

WA Cost: \$	1,961,997.00
SA Cost: \$	18,277.00
SA Cost: \$	243,639.00
Total Cost: \$	2,223,913.00

Description: This work authorization provides professional services for oversight, guidance, agency coordination, and issue resolution, necessary to expedite the preliminary development phases of these two SH 32 projects only. The two projects, which each have logical termini and independent utility, extend from US 77/83 to FM 3068 (herein referred to as SH 32-West) and from FM 3068 to SH 4 (herein referred to as SH 32-East). The proposed projects are being developed by two prime subconsultants, (S&B Infrastructure, Ltd. and Traffic Engineers, Inc.) under the oversight of HNTB (GEC).

Scope: This Work Authorization allows the GEC to oversee/manage the development of two environmental assessments being prepared for SH 32. The environmental assessments are being prepared by other firms.

Deliverable: Meeting notes, schedules, document reviews, permitting strategies.

Project Activity

East Loop EA

Status: On-going. SH 32-West EA prepared. SH 32-East EA prepared.

Recent Activity:	Submittal of SH 32 East Biological Assessment and Antiquities Permit application to TxDOT. Submittal of Antiquities Permit application for SH 32 West to TxDOT. Value Engineering study occurred between 4/15/14 to 4/17/14.
Upcoming Activity:	Submittals of EA, BA and archeology results.
Outstanding Issues:	None

Task		Status	Date of Anticipated Completion	% Complete
East Loop EA				
Project Management and Coordination				88%
WA Amount:	\$ 2,223,913.00	Outstanding Invoice Number	Days Old	Invoice Amount
Billed To Date:	\$ 1,989,396.32	102-40619-PL-049	14	\$ 24,363.90
Paid To Date:	\$ 1,965,032.42			
Unpaid Balance:	\$ 24,363.90			
Funding Source:				
Total:				\$ 24,363.90

April Status Report

HNTB

Project International Advisor Services - Multimodal Logistic HUB
 Work Authorization ☒ 73 Cameron County International HUB
 Supplemental ☐
 Supplemental ☐

WA Cost: \$ 86,393.00
 SA Cost: \$ -
 SA Cost: \$ -
 Total Cost: \$ 86,393.00

Description: This work authorization provides appropriate subconsultant(s) for staff coordination with the Mexican agencies to develop and promote the Cameron County as an International Multimodal Logistics Hub (IMLH), to service the international industry, developing plans to promote and improve the infrastructure, services and systems, to offer a highly competitive and flexible logistics services.

Scope: This work authorization will develop and consult with the Cameron County International Multimodal Logistic HUB (IMLH) to service the International Industry and to develop marketing plans to promote and improve the infrastructure, as well as services and systems to offer highly competitive and flexible logistics services.

Deliverable: Meeting notes, schedules, document reviews, permitting strategies.

Project Activity

International Advisory Services

Status: On-going.

Recent Activity:

Stakeholder meetings.

Upcoming Activity:

Continue stakeholder meetings and workshops.

Outstanding Issues:

Task		Status	Date of Anticipated Completion	% Complete
International Advisory Services				
Project Management and Coordination				25%
WA Amount:	\$ 86,393.00	Outstanding Invoice Number	Days Old	Invoice Amount
Billed To Date:	\$ 20,793.50	102-40619-PL-073	14	\$ 7,197.75
Paid To Date:	\$ 13,595.75			
Unpaid Balance:	\$ 7,197.75			
Funding Source:				
Total:				\$ 7,197.75

**2-E PRESENTATION OF THE STATUS OF THE SH 550 DIRECT
CONNECTOR PROJECT FOR APRIL 2014**



SH 550 CONSTRUCTION UPDATE

May 8, 2014



Geotechnical • Construction Material Testing



HNTB Corporation
The HNTB Companies
Engineers Architects Planners



TBPE FIRM REGISTRATION NO. : 420

SH 550 Key Dates



-PRE-CONSTRUCTION MEETING

2-20-2013

-NTP ISSUED

2-23-2013

-ACTUAL CONST. START DATE

3-4-2013

-FEDERAL AUDIT IN FIELD

5-20-13

-68.7 % COMPLETE AS OF

04-25-14

-MILESTONE START DATE (IH 69 LANE CLOSURE)

11-1-13

-LOCAL LET GOV. PROCEDURES AUDIT

8-1-13

-TxDOT AUDIT

9-10-13 to 9-12-13

-TxDOT ENVIRONMENTAL INSPECTION

2-18-2014

-PROJECTED CONST. END DATE

9-22-2014



Major Items of Work in Progress



ITEM	UNIT	PROJECT TOTAL	QUANTITY COMPLETED TO DATE	% COMPLETE TO DATE	PREVIOUS UPDATE (APRIL, 2014) COMPLETE TO DATE
EMBANKMENT	CY	305,077.00	301,822.75	98.9%	95.7%
DRILLED SHAFTS	EA	16.00	12.00	75.0%	75.0%
CONCRETE BEAMS	LF	28,433.31	28,433.31	100.0%	94.7%
REINFORCED CONC SLAB	SF	245,188.00	99,104.00	40.4%	21.4%
CONC PAVEMENT CRCP 12"	SY	75,246.00	39,104.12	52.0%	38.4%
HOT MIX	TON	24,678.00	7,746.92	31.4%	24.4%
RETAINING WALLS (MSE)	SF	33,549.00	23,796.12	70.9%	0.0%



L & G Engineering Laboratory
Geotechnical - Construction Material Testing



HNTB Corporation
The HNTB Companies
Engineers Architects Planners
TYPE FIRM REGISTRATION NO. 1-420

Major Items of Work Completed



ITEM	UNIT	PROJECT TOTAL	QUANTITY COMPLETED TO DATE	% COMPLETE TO DATE
CONCRETE PILES	EA	598.00	598.00	100.0%
BRIDGE FOOTINGS	EA	58.00	58.00	100.0%
BRIDGE COLUMNS	EA	58.00	58.00	100.0%
CAPS FORMED AND POURED	EA	38.00	38.00	100.0%
CONCRETE BEAMS	LF	28,433.31	28,433.31	100.0%

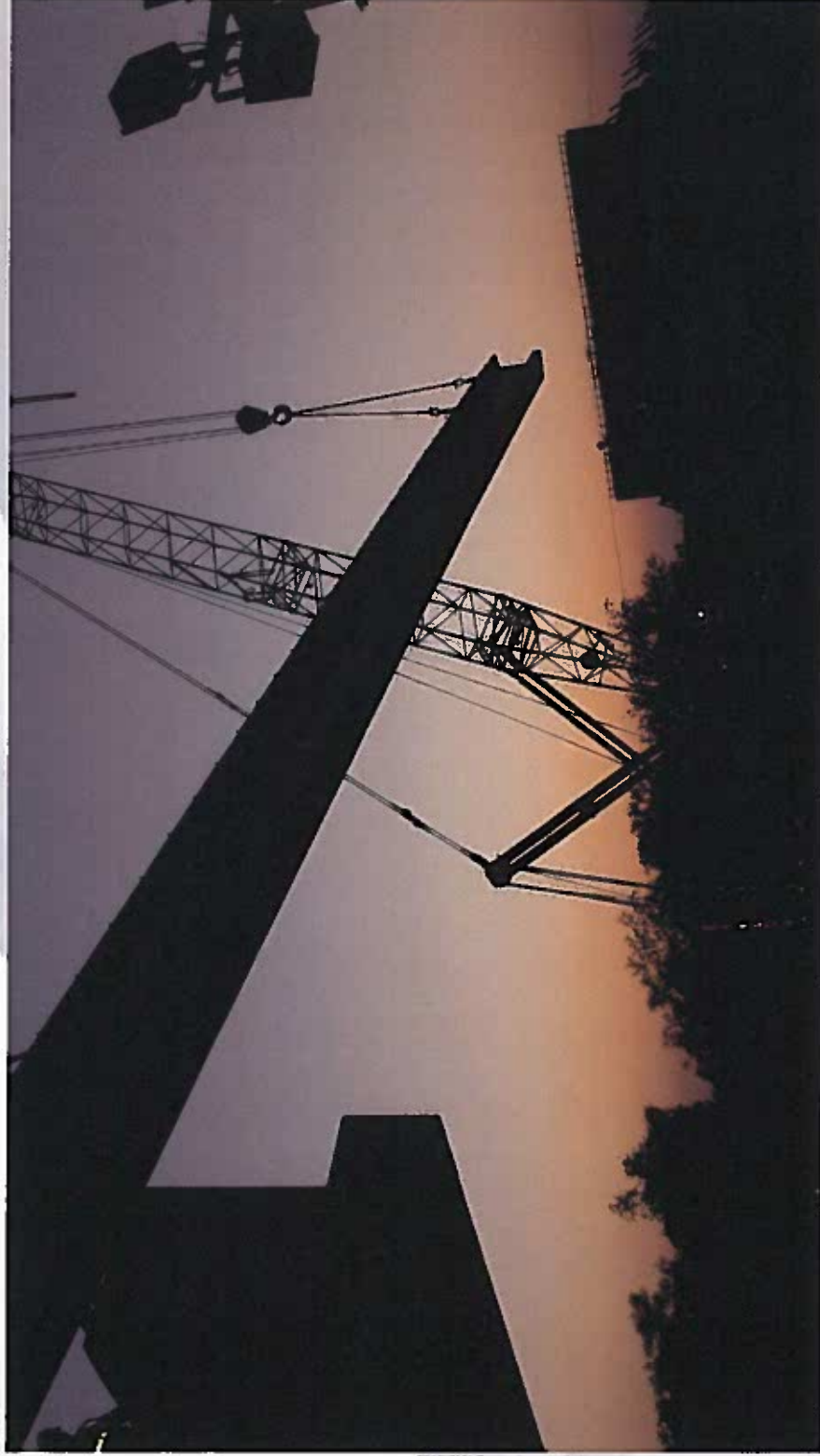


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TYPE F FIRM REGISTRATION NO.: 420

Major Items of Work in Progress



CONCRETE BEAM PLACEMENT



Geotechnical • Construction Material Testing



TYPE F FIRM REGISTRATION NO.: 420

Major Items of Work in Progress



CONCRETE BEAM PLACEMENT

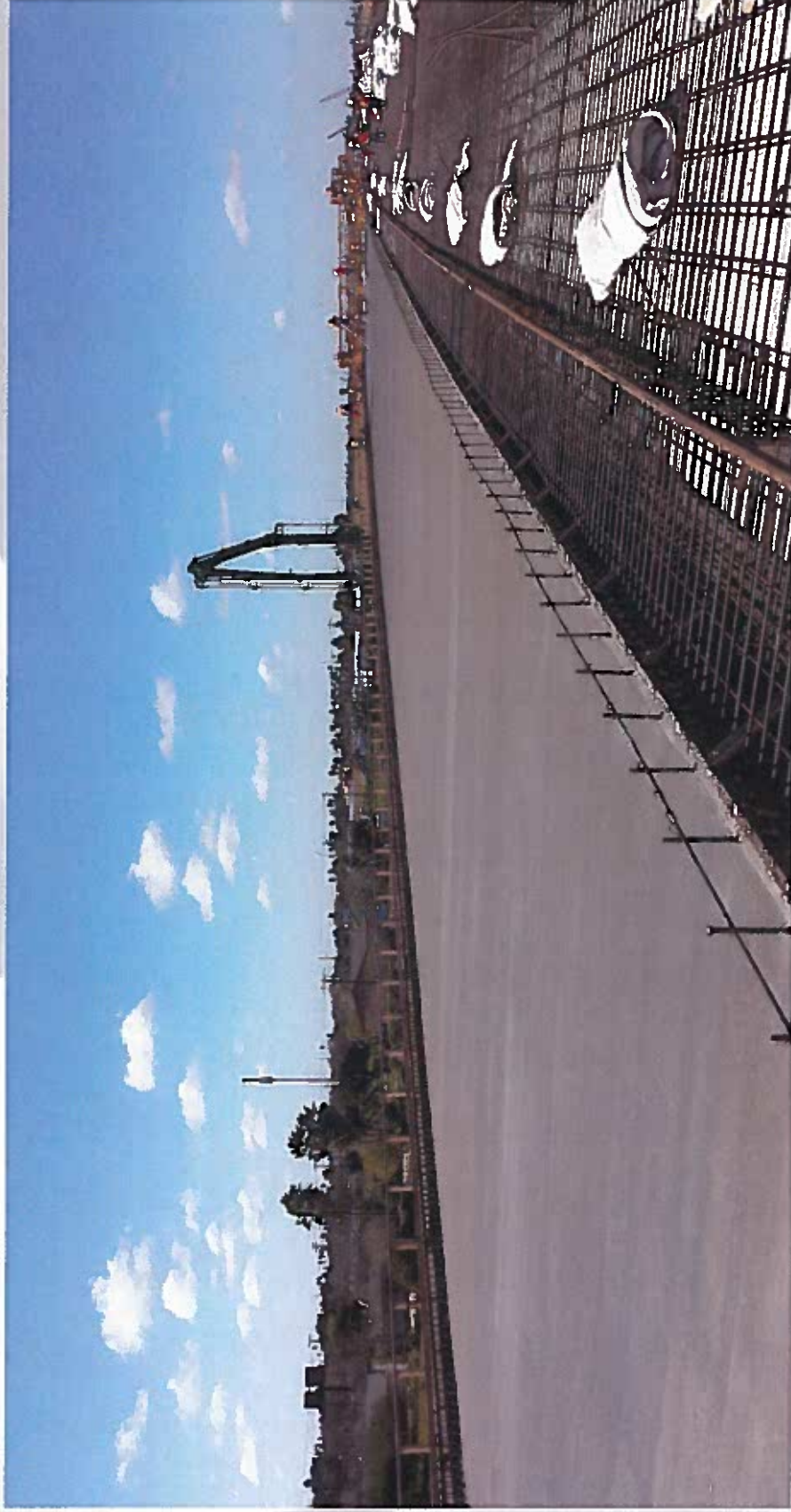


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The HNTB Companies
Engineers Architects Planners
TYPE F FIRM REGISTRATION NO.: 420

Major Items of Work in Progress



REINFORCED CONCRETE SLAB POUR



Geotechnical • Construction Material Testing



Major Items of Work in Progress



CONCRETE PAVEMENT (CRCP) (12")



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TYPE FIRM REGISTRATION NO.: 420

Major Items of Work in Progress



RETAINING WALL PLACEMENT



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TYPE FIRM REGISTRATION NO. 1-420

Major Items of Work in Progress



HOTMIX PLACEMENT



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CCIRMA
CONFERENCIA DE COORDINADORES DE INVESTIGACIÓN EN REACTORES NUCLEARES



SBI
INFRASTRUCTURE, LTD.



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HNTB Corporation
The HNTB Companies
Engineers Architects Planners
420

Local Project Staffing



BASED ON MARCH ESTIMATE

Local (RGV) Contractor Personnel – 68 Daily FTE's

Non-Local (RGV) Contractor Personnel – 1 FTE

Local (RGV) CM Personnel – 3 Daily FTE's

Total Personnel – 72 Daily FTE's



Geotechnical • Construction Material Testing



Local Project Staffing



BASED ON APRIL ESTIMATE #14

Total Paid to Date (April 2014 Estimate) – \$30,186,979.36

Local (RGV) Contractor Payments – \$25,583,556.81 (84.8%)

Non-Local (RGV) Contractor Payments – \$4,603,422.55 (15.2%)



L & G Engineering Laboratory
Geotechnical • Construction Material Testing



HNTB
HNTB Corporation
The HNTB Companies
Engineers Architects Planners
TDE FIRM REGISTRATION NO.: 420

**2-F PRESENTATION OF THE CAMERON COUNTY REGIONAL
MOBILITY AUTHORITY 2013 ANNUAL REPORT**

Cameron County Regional Mobility Authority 2013 ANNUAL REPORT



MESSAGE FROM THE RMA CHAIRMAN



David E. Alex
CCRMA Chairman

A handwritten signature of David E. Alex in blue ink.

Serving as Chairman of the Cameron County Regional Mobility Authority (CCRMA) for almost 10 years now, has been a labor of love. Economic impact to the citizens of Cameron County, South Texas and Mexico has always been my goal in life. The Cameron County Regional Mobility Authority through the leadership of Governor Rick Perry, the Texas Department of Transportation, and the Cameron County Commissioners Court has given this Board the challenge to perform unselfishly, beyond expectations in providing those elements of economic growth, with much more to come. The CCRMA has shown that success does not necessarily come from creating a tax burden on our citizens - on the other hand, we have used the legislative tools for transportation growth that will ensure job and economic growth for years to come. That is our challenge - and we will not stray from that duty and responsibility.

BOARD MEMBERS

David E. Alex - Chairman
Horacio Barrera - Vice Chair
Michael F. Scaief - Treasurer
Ruben Gallegos, Jr. - Secretary
Mark Esparza - Board Member
David N. Garza - Board Member
Nat Lopez - Board Member

MISSION STATEMENT

The Cameron County Regional Mobility Authority will provide transportation that promotes safe and effective mobility, improves the quality of life for area residents, creates quality economic development, creates jobs and generates revenues to sustain a regional transportation network, internationally.



RMA EXECUTIVE DIRECTOR

The Cameron County Regional Mobility Authority (CCRMA) in partnership with the Texas Department of Transportation (TxDOT) and our local partners are moving aggressively to work on building projects in our county and region. Since 2005 the CCRMA has developed a System of Projects and have completed or have under construction a total of over \$400 million of the System's \$1.7 billion of projects.

Today, we have the 3rd Phase of the SH 550 Toll Road under construction which will provide direct connectors onto I-69E. When this phase is complete, SH 550 will provide direct connectivity from I-69E to the Port of Brownsville. We have two international projects under construction (West Railroad Relocation and the Veterans International Bridge Expansion), one of them is the first international rail bridge on the U.S.-Mexico border in over 100 years. The CCRMA has utilized the tools the State

Legislature has given us and those tools have enabled us to develop our Comprehensive System of Projects.

We continue to move projects through the environmental process. U.S. 77 has been environmentally cleared from Corpus Christi to Brownsville and we have also held a Public Hearing for the SPI 2nd Access Project. The SPI 2nd Access and Outer Parkway Projects are authorized as statewide Public Private Partnership initiatives and will improve public safety, enhance mobility and improve economic development on the island and the mainland.

These are only a few of the many projects underway in our region. We will continue to build out our projects and help our partners in the county and in our region succeed in the global economy by providing the necessary transportation infrastructure.



Pete Sepulveda, Jr.
RMA Executive Director

A handwritten signature in dark ink, appearing to read "P. Sepulveda", written in a cursive style.

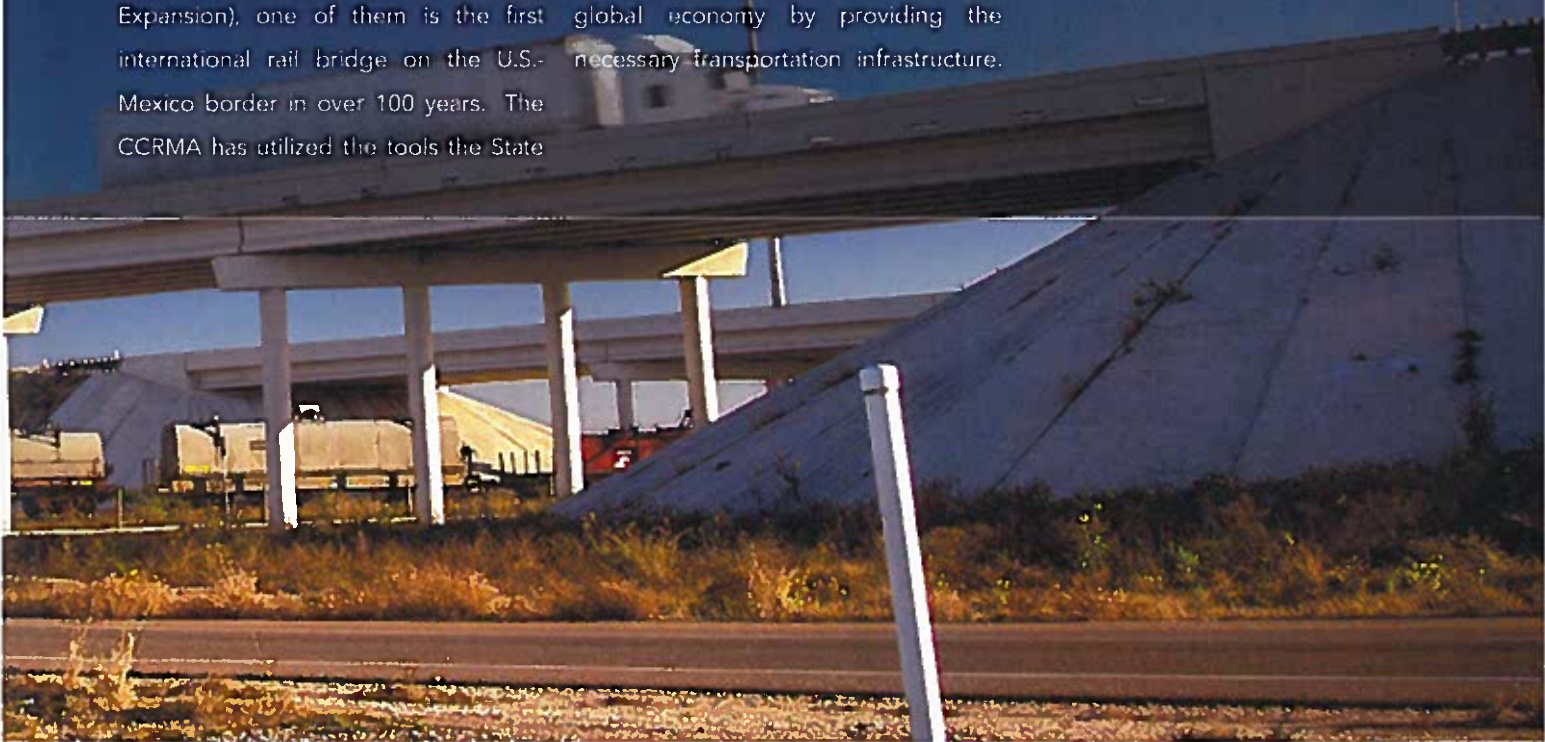


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SH 550

FASTER, SAFER, EASIER

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NEW BRIDGE NEW HISTORY

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SPI 2ND ACCESS

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STRATEGIC PLANS & GOALS

2012-2016

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FINANCIAL REPORT

2013

A photograph of a highway under a bright sun with a lens flare. In the background, a toll sign is visible. A large blue rounded rectangle is overlaid in the center, containing the text 'SH 550' and 'FASTER, SAFER, EASIER'.

SH 550

FASTER, SAFER, EASIER

TOLL ROAD

		PAY BY
	TxTag	Mail
TWO AXLE VEHICLES	\$0.50	\$0.67
EACH ADDITIONAL AXLE	\$0.50	\$0.67
SERVICE FEE PER INVOICE	\$0.00	\$1.00

State Highway 550 (SH550) was planned thinking about our residents and businesses and how we could create safer and more efficient mobility in the area. Cameron County is home to four international bridges as well as the only deep water port along the Texas/Mexico border creating an increase in commercial traffic. One of the first strategic plans for the Cameron County Regional Mobility (CCRMA) was to produce a corridor that would allow both commercial and residential traffic to flow smoother and safer between the Port of Brownsville and the Interstate. SH 550 once complete with its final phase will serve just that purpose.

Construction of the first of a three phase project began in July 2010. The new State Highway Corridor runs north of Alton Gloor Boulevard to State Highway 48 in Brownsville. SH 550 will also connect to I-69E, formerly known as U.S. Expressway 77/83.

Construction on the second phase of the project known as the Port Spur, designed to connect SH 550 directly to the Port of Brownsville creating the new 24 hour main entrance to the

Port was opened for traffic in June 2013. The Port unveiled its new entrance and drove the first commercial truck through on February 20, 2014.

"The idea in using the overpass is to avoid the congestion at the intersection of FM 511 and Paredes Line Road and to avoid the railroad tracks" said Executive Director Pete Sepulveda Jr.. "When complete, the idea is to take you from Highway 48 to I-69E without having to stop at any traffic lights or major intersections" said Sepulveda.

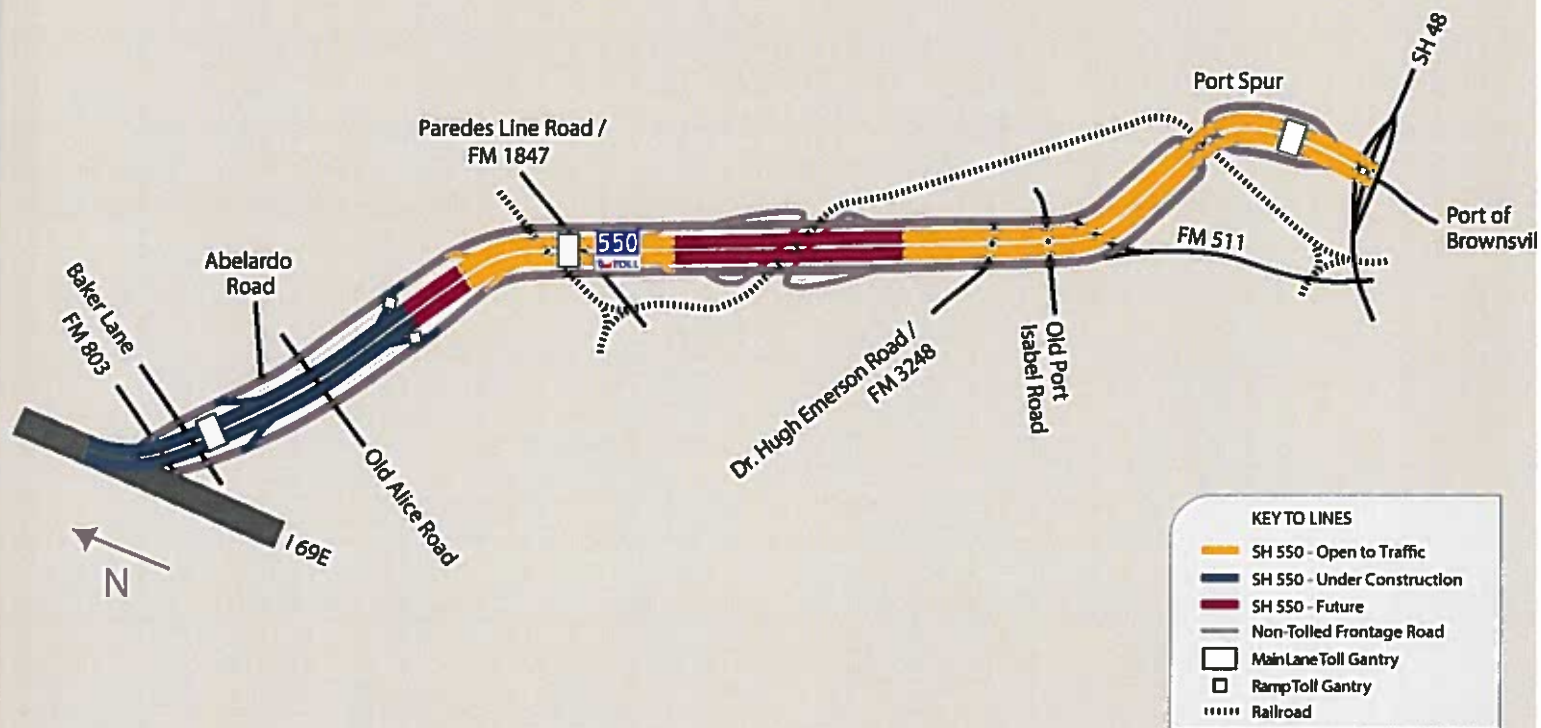
SH 550 is equipped with a cashless "state-of-the-art" electronic toll collection system that allows drivers to travel uninterrupted on the Toll Road from the Port to the Interstate without stopping to make payments.

The toll amounts vary as there are different rates for personal and commercial vehicles. Drivers need to have a TxTAG, Toll Tag or EZ-Tag to use the Toll Road. Those who do not want to use the Toll Road will have the option of using the frontage roads free of charge.

For more information on the SH 550 Toll Road please visit the CCRMA website at www.ccrma.org.



SH550 MAP & DEVELOPMENT





WEST RAIL RELOCATION

5
PAGE

NEW BRIDGE, NEW HISTORY

More than a century has gone by before residents along the Texas-Mexico border last witnessed a construction for a railway bridge.

That changed just a few months ago when the Brownsville West Rail Bypass International Bridge, an eight-mile project that crosses a rural part of Cameron County in Texas and runs into Tamaulipas State in Mexico was completed. The rail bridge, which has taken more than 10 years to plan and build, is the first across the border since the 1900s.

The West Railroad Relocation Project, a City of Brownsville Project, sponsored by Cameron County and the Cameron County Regional Mobility Authority (CCRMA), was proposed as an alternative to constructing a series of bridges along the existing Union Pacific route in the residential areas of Brownsville, Texas and Matamoros, Mexico.

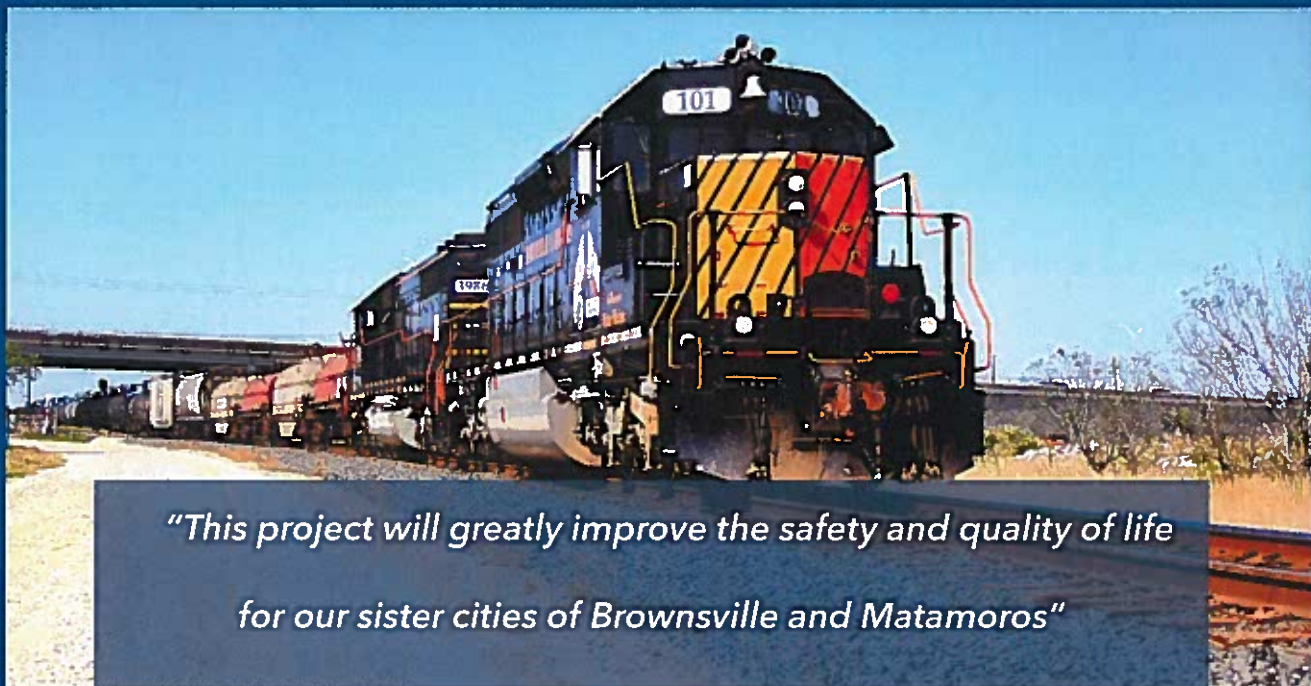
"This project will greatly improve the safety and quality of life for our sister cities of Brownsville and Matamoros by eliminating congestion, improving rail movement of goods and services and most importantly eliminating travel time

delays for first responder personnel and residents during an emergency," said Cameron County Judge, Carlos H. Cascos.

"One of the problems that we had with the old rail bridge is that we did not have a window with sufficient time to cross into Mexico," said CCRMA Executive Director, Pete Sepulveda, Jr. "Now that we have taken it from an urban area to a rural area, it gives us the ability to extend that window," said Sepulveda.

CCRMA Chairman, David E. Alex, shares his sentiment on the long awaited project, "this is a monumental occasion for the entire region. Improving multi-modal operations for the efficient movement of goods and services is critical to the long term growth and prosperity of our region. This project will enable us to be prepared for an additional 100 years and keep our country and region competitive in the global marketplace."

Although the construction on both sides of the border are complete, officials are now working to install the Cargo Imaging System also known as a VACIS unit to finalize the opening of the rail bridge to traffic.



*"This project will greatly improve the safety and quality of life
for our sister cities of Brownsville and Matamoros"*


The background of the page is a photograph of a rural landscape. In the foreground, there is a field of tall, dry, golden-brown grass. A wire fence with wooden posts runs across the middle ground. Beyond the fence is a field of green and brown shrubs. The horizon is flat, and the sky is a clear, bright blue.

SPI 2ND ACCESS

ALTERNATIVE CHOICE, SAFETY, CONVENIENCE

7

PAGE



The Queen Isabella Memorial Causeway has served the residents and tourists of South Padre Island as the single access to and from the island for many years. South Padre Island continues to be one of the top destinations for vacation in Texas for its long beautiful sandy beaches, great food and abundant fishing. As the population grows in the region and traffic to South Padre Island increases, the Cameron County Regional Mobility Authority (CCRMA) has begun the planning and studies for providing a second access to the island to produce an alternative route in the most environmentally responsible manner.

A secondary access to connect South Padre Island and the Texas mainland will benefit area residents and visitors by improving safety, increasing mobility and encouraging economic development.

The CCRMA, in partnership with the Texas Department of Transportation (TxDOT) and the Federal Highway Administration (FHWA), are collaborating to provide this second access. The project development began in 2007 with an environmental process that included a series of meetings to gather public input and identify issues important to the community.

The second access consists of three major factors: the mainland roadway, the Laguna Madre crossing bridge and the island roadway. The route under consideration includes a mainland roadway consisting of a four-lane road, crossing across Laguna Madre with about 8 miles of tolled lanes. The total length of the second access is approximately 17.6 miles.

In November 2013, the Texas Transportation Commission approved a \$5.1 million funding agreement to be used in the continued study and development of the second access project.

CCRMA Executive Director, Pete Sepulveda Jr., said the \$5.1 million is used to finalize the draft environmental impact study and for traffic and revenue studies.

"The funds will allow us to complete this process, which is a crucial part if we want a second access to South Padre Island," said Sepulveda. "We hope this process is complete by next summer."

After that's done, Sepulveda said the CCRMA can start the design, and then construction of the project.

Having a second access to and from the island will provide a second hurricane evacuation route as well as improving local and regional mobility while decreasing traffic congestion.

According to TxDOT, the project, when used in conjunction with existing roadways, would significantly improve hurricane evacuation by providing an additional east-west roadway to funnel traffic to I-69 East and away from coastal areas.

"It's not a short-term project. It's a long-term project and providing a second access will create thousands of jobs over a 30 or 40 year period," said Sepulveda. "This is a great regional project for the State of Texas, and the funding from the Texas Department of Transportation Commission gives an idea of the commitment and importance of the project to the State of Texas."

The background of the page features a large, dark blue rectangular area that serves as a backdrop for the text. This blue area is flanked on both the left and right sides by vertical strips of a photograph. The photograph shows a multi-lane highway bridge with concrete pillars and overpasses. In the distance, a construction site is visible with earth, gravel, and some construction equipment under a bright, cloudy sky.

STRATEGIC PLANS & GOALS

2012-2016

OUR VISION

The Cameron County Regional Mobility Authority will be recognized as the RMA leader in Texas implementing transportation projects that achieve a sustainable, world class regional transportation network, with vision.

OUR MISSION

The Cameron County Regional Mobility Authority will provide transportation that promotes safe and effective mobility, improves the quality of life for area residents, creates quality economic development, creates jobs and generates revenues to sustain a regional transportation network, internationally.

GOALS

1. Continue accomplishments of the short-term organizational plans and implement long-term organizational plans, by-laws and policies and procedures that promote the CCRMA objectives.
2. Continue the success of the current system projects and develop schedules and budgets that ensure sustainable, timely and cost effective project delivery, with a vision to 2040.
3. Initiate new system projects that support economic development and promote quality of life for citizens of the region well into the future for our next generation.
4. Utilize financing options and plans that leverage funding sources and promote timely project completion.
5. Maintain and enhance working relationships with TxDOT, United States Department of Transportation (USDOT), Federal Highway Administration (FHWA), Mexico and Hidalgo County Regional Mobility Authority (HCRMA).
6. Work closely with all transportation committees (I-69 Committees) and organizations, local businesses and stakeholders throughout each project to ensure open, two-way communication and to promote economic development and create jobs.
7. Provide and implement a Public Involvement Plan.
8. Utilize technology and innovation to develop and implement toll operational roles and a comprehensive Information Technology (IT) Plan.
9. Avoid or minimize potential impacts to the environment, to the extent possible, through sensitive and proactive consideration of the human and natural environment.



PROJECT DEVELOPMENT LIST

West Railroad Relocation (USA/MEX)	\$ 120,000,000
U.S. 77 Overpasses (Willacy & Kennedy County's)	\$ 25,000,000
SH 550	\$ 89,000,000
Olmito Switchyard	\$ 3,600,000
SPI 2nd Access	\$ 465,000,000
Outer Parkway	\$ 180,000,000
SH 32 (East Loop)	\$ 90,000,000
General Brant Road	\$ 12,000,000
FM 803	\$ 6,000,000
FM 509 Extension	\$ 7,000,000
U.S. 281 Connector	\$ 140,000,000
Total:	\$1,137,600,000

FINANCIAL REPORT 2013

ASSETS	2013	2012
Current Assets	\$ 6,409,116	\$ 4,477,042
Capital Assets, net	16,223,404	2,378,478
CIP & Other non-current	105,573,398	109,352,934
Total assets and deferred outflows of resources:	<u>\$128,205,918</u>	<u>\$116,208,454</u>
LIABILITIES		
Current Liabilities	\$ 6,017,391	\$ 2,260,395
Non-current Liabilities	114,376,006	109,628,518
Total Liabilities & deferred inflows of resources:	<u>\$120,393,397</u>	<u>\$111,888,913</u>
NET POSITION		
Capital Assets, net of related debt	\$ 8,761,616	\$ 547,674
Restricted	1,661,207	2,816,031
Unrestricted	(2,610,302)	955,386
Total net position:	<u>\$ 7,812,521</u>	<u>\$ 4,319,541</u>
OPERATING REVENUES		
Vehicle Registration Fees	\$ 2,843,510	\$ 2,800,570
Toll Revenue	170,749	207,478
Other Operating Revenue	120,000	
Total	<u>\$ 3,134,259</u>	<u>\$ 3,008,048</u>
OPERATING EXPENSES		
Total Operating Expenses	<u>\$ 4,703,015</u>	<u>\$ 1,183,350</u>
Total Non- Operating Revenue	5,061,736	(1,243,249)
Change Net Position	<u>\$ 3,492,980</u>	<u>\$ 581,449</u>

CONSTRUCTION IN PROCESS ADDITIONS	2013
SH 550 (Direct Connector)	\$16,119,122
SH 32 East Loop	\$ 810,124
SPI 2nd Access	\$ 685,483
General Brant	\$ 96,796
U.S. 281 Connector	\$ 79,567
Other Projects	\$ 86,117
Total:	\$17,877,209

KEY FIGURES

6x
INCREASE FROM 2012

\$581,449
NET POSITION
2012

\$3,492,980
NET POSITION
2013

1.1x
INCREASE FROM 2012

\$116,581,449
TOTAL ASSETS
2012

\$128,205,918
TOTAL ASSETS
2013

1.08x
INCREASE FROM 2012

\$111,888,913
TOTAL LIABILITIES
2012

\$120,393,397
TOTAL LIABILITIES
2013

FOR THE COMPLETE 2013 FINANCIAL REPORT PLEASE VISIT WWW.CCRMA.ORG



Cameron County Regional Mobility Authority
1100 E. Monroe, Suite 256
Brownsville, Texas 78521
Phone: 956.371.1205
Fax: 956.983.5099
www.ccrma.org

Another Project Designed By RGV | Spotlight™

2-G PRESENTATION OF REPORT ON MARKETING EFFORTS

CCRMA MARKETING &
COMMUNICATIONS PLAN
2014



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e. Chambers of Commerce	
f. TxTag	
g. Rio South Texas Economic Council	

PLAN SUMMARY

This plan will simplify the role in marketing the Cameron County Regional Mobility Authority (CCRMA). This plan encompasses several marketing strategies to market the CCRMA to its fullest potential.

OBJECTIVES:

- To promote the Cameron County Regional Mobility Authority (CCRMA) to its fullest extent.
- To become the point of contact in public relations regarding projects related to CCRMA.
- To conduct marketing outreach to Cameron County residents and business owners for TxTag purchases.
- To have a user-friendly and interactive website.
- To keep the local and regional community involved and updated on social media.

GOALS:

- Attend events at the chambers of commerce (Brownsville, SPI, Harlingen, Mercedes and McAllen).
- Attend RSTEC related meetings and events.
- Manage and operate all public relation activities with the assistance and guidance of the Executive Director.
- Enhance the marketing efforts of CCRMA by getting involved in various campaigns.
- Update CCRMA website with the latest information and photos.

STRATEGIES:

a. WEBSITE:

- Website is the focal point of the organization. All information must be updated frequently.
- Add pictures and/or videos as projects get updated.
- Add information as projects get updated.
- Add press releases when road closures occur.
- Work with HNTB for updates on SPI 2nd Access.

b. FACEBOOK:

- Always maintain updated information on projects and news regarding projects.
- Update page with photos of events in which CCRMA attends.
- Update page with project photos.

c. MEDIA:

- Answer media calls or emails regarding projects.
- Communicate with Executive Director for potential interviews.
- Pitch story ideas to media outlets.
- Send press releases and media notices as necessary.
- Keep constant line of communication with media.

d. ANNUAL REPORT:

- Work along with Executive Director, Controller and other Staff to compile annual reports.
- Includes projects and financial data.
- Includes stories of the major projects.
- Includes messages from Chairman and Executive Director.

e. CHAMBER MEMBERS (VARIOUS)

- Attend their meetings and events.
- Support events they sponsor when possible.

f. TXTAG MARKETING

- Flyer mail-outs
- Billboard
- TV Commercial
- Facebook
- Website
- International Bridges (Cameron County, Pharr, Anzaldua, Laredo)
- Port of Brownsville
- Keppel Amfels
- Pharr Economic Development Corporation
- McAllen Economic Development Corporation
- Canacar (Matamoros/Reynosa)
- Matamoros Maquiladora Association
- Reynosa Maquiladora Association
- FINSA Industrial Parks (Matamoros/Reynosa)
- Parque del Norte (Matamoros/Reynosa)
- Monterrey Market
- Ciudad Victoria
- San Luis Potosi
- Mazatlan, Sinaloa & Durango
- Major Distributors (Coca Cola, Hygeia, Budweiser, etc.)
- Home Health Services
- Utility Companies (PUB, Time Warner, Texas Gas Service, etc.)

g. Rio South Texas Economic Council (RSTEC)

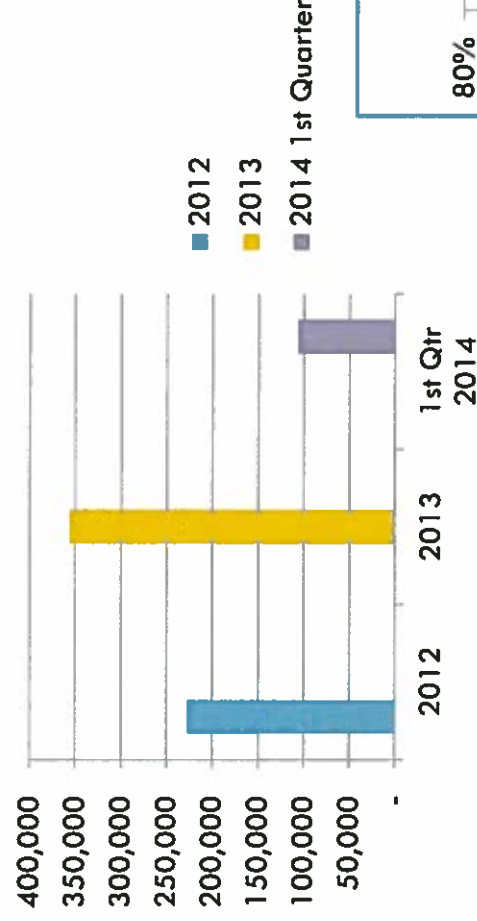
- Attend Rio South Texas Economic Development Corporation (RSTEC) meetings.
- Collaborate with RSTEC in their campaigns.
- Attend RSTEC events as members.
- Assist with any information they may need with prospects.

SH 550 TRAFFIC TRANSACTION COMPARISONS

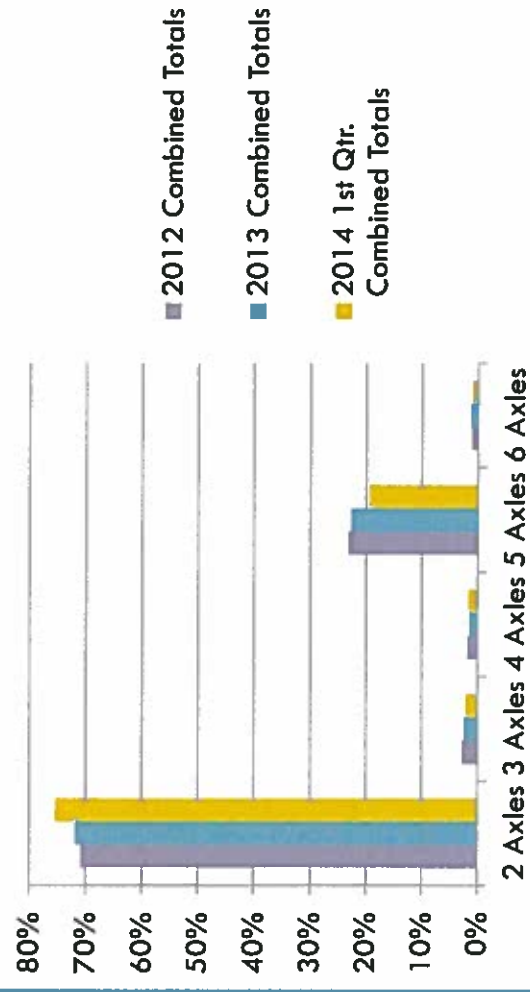
For 2012, 2013, and 1st Quarter 2014

Overall Traffic Transactions

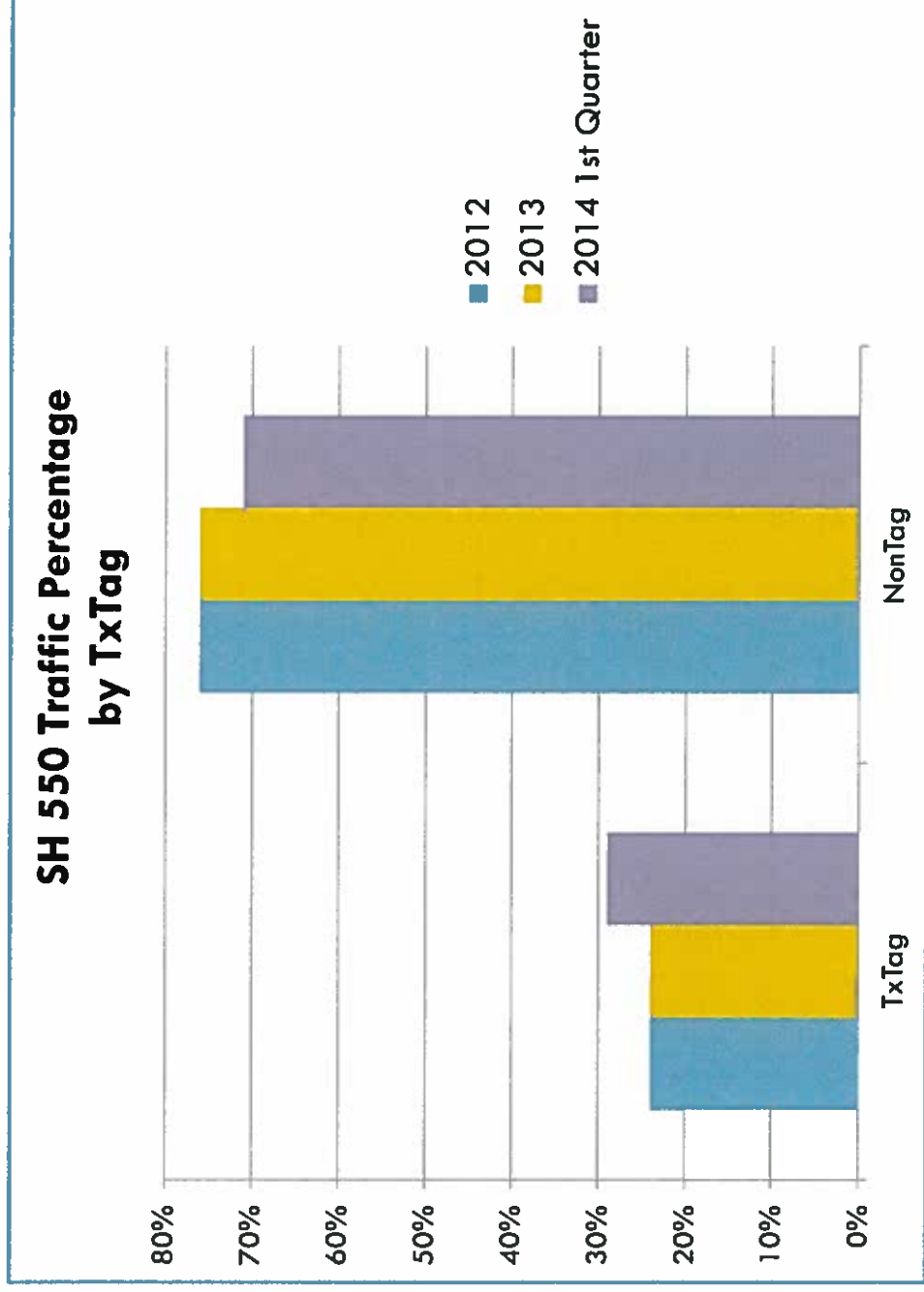
SH 550 Traffic Transactions



SH 550 Traffic Transaction Percentages

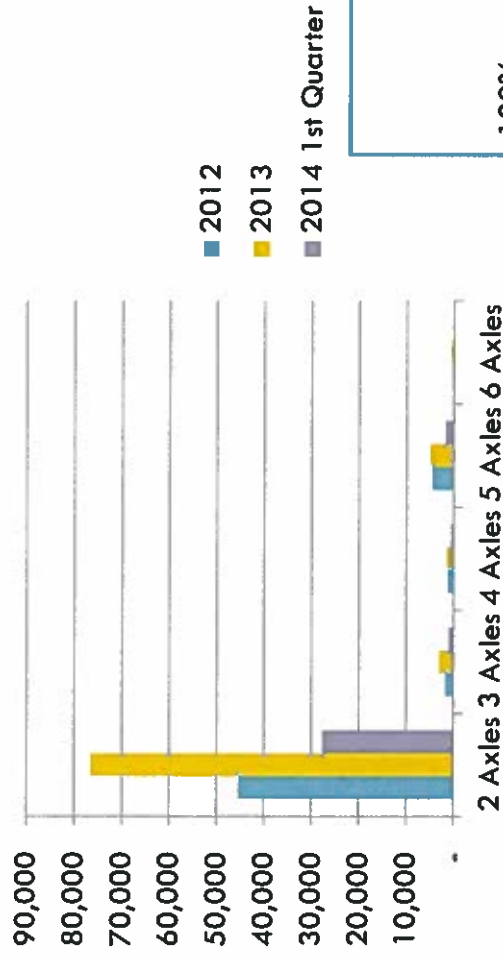


Overall TxTag Penetration

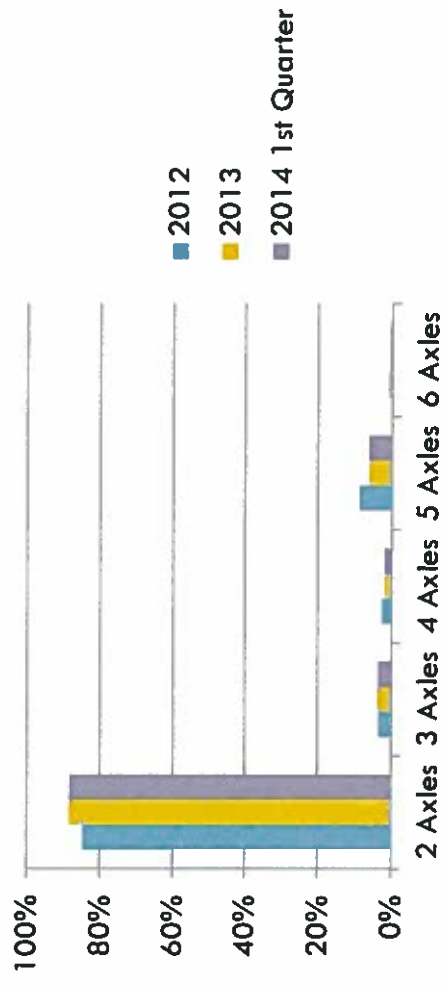


Traffic Transactions by TxTag Users

SH 550 Traffic Transactions
by TxTag Users

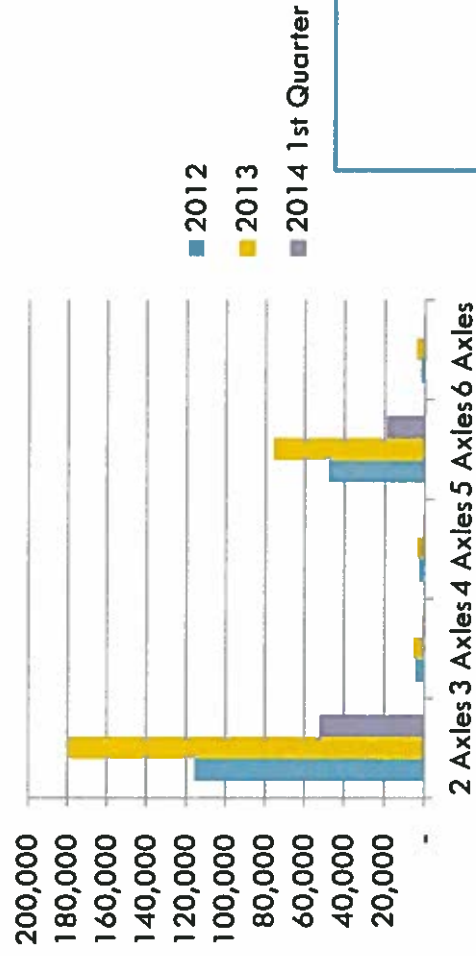


SH 550 Traffic Percentages
by TxTag Users

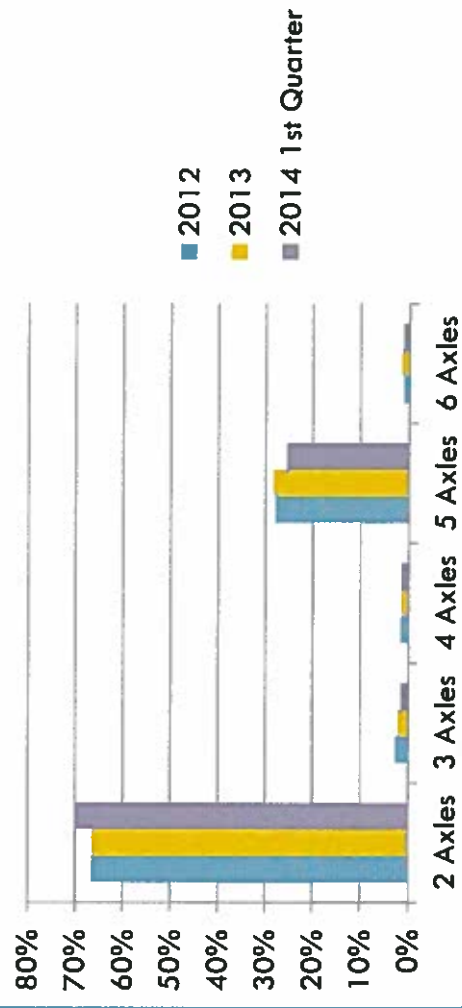


Traffic Transactions by Non-TxTag Users

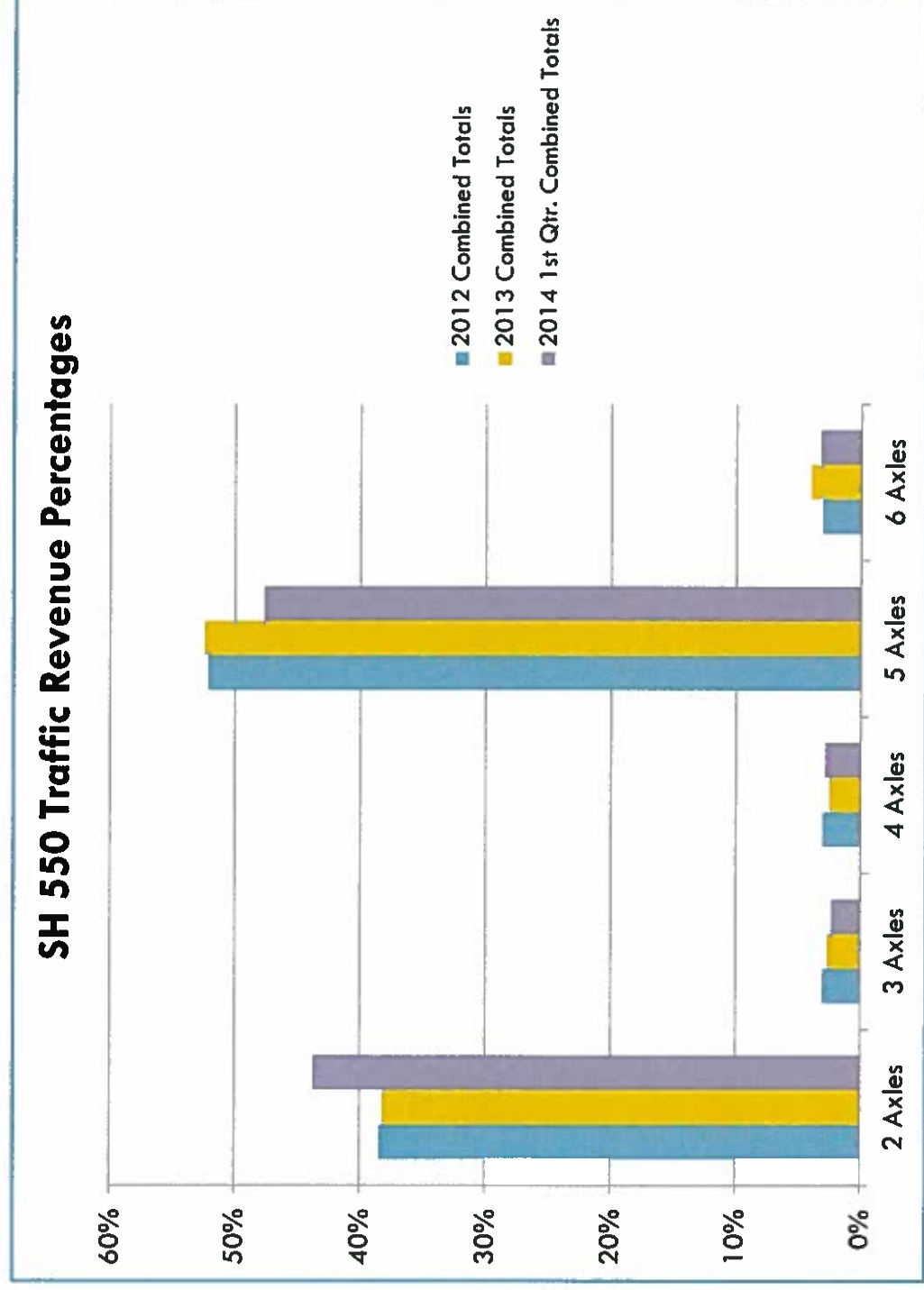
SH 550 Traffic Transaction
by Non-TxTag Users



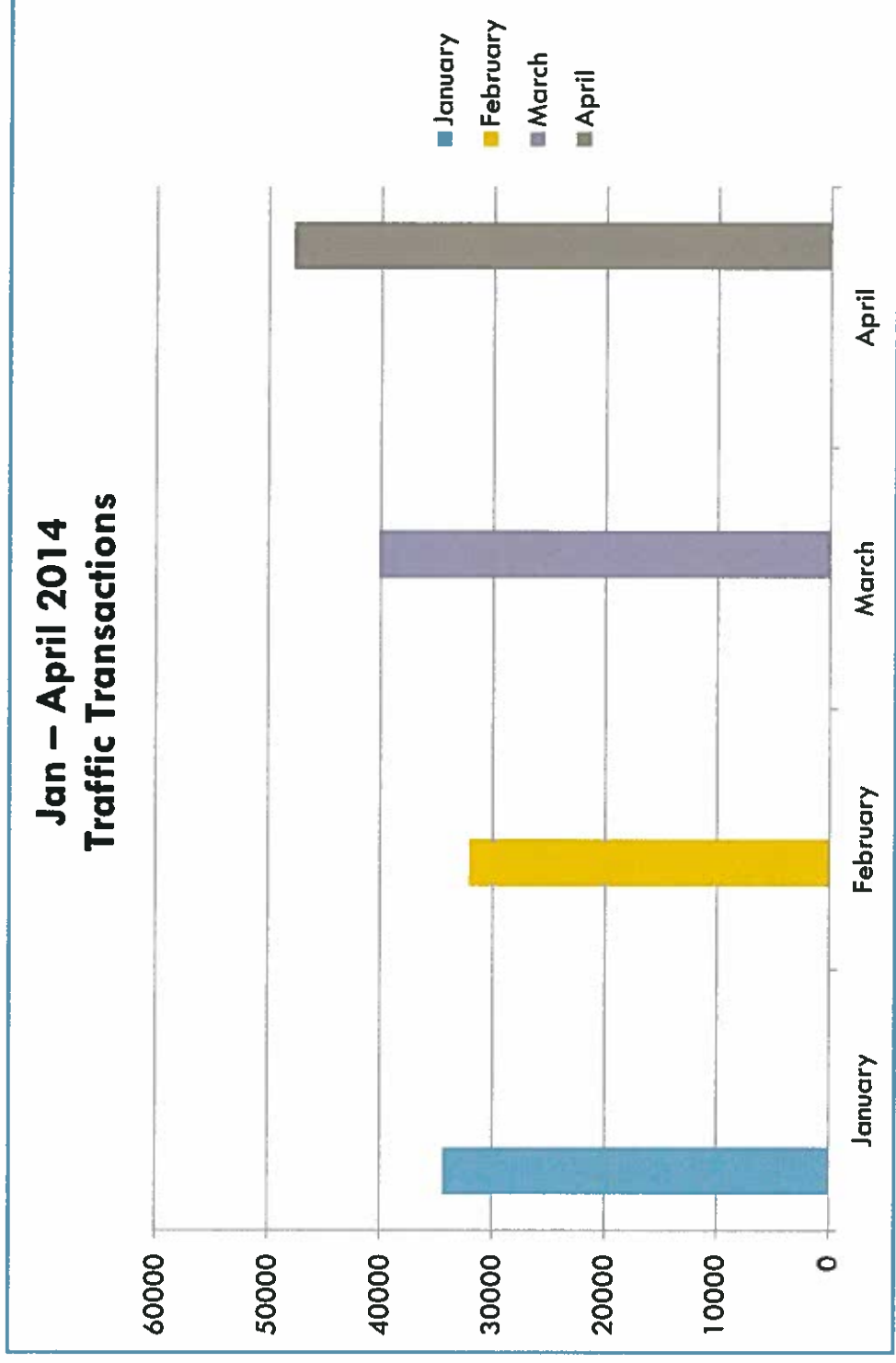
SH 550 Traffic Percentages
by Non-TxTag Users



Overall Traffic Revenue



2014 Traffic Transactions



**3-B CONSIDERATION AND APPROVAL OF THE FINANCIALS FOR
APRIL 2014**



CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

April 2014 Monthly Financial Report

Pete Sepulveda, Jr.
Executive Director

Jesus Adrian Rincones, CPA, CFE
Controller

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CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Balance Sheet

As of 4/30/2014

(In Whole Numbers)

	<u>Current Year</u>
ASSETS	
Current Assets:	
Cash and cash equivalents	
CCRMA Claims Account	4,418
CCRMA Operating Fund	4,225,863
TxTag - Replenishment Account	1,254
CCRMA Bond/Debt Funds	<u>627,854</u>
Total Cash and cash equivalents	4,859,389
Restricted cash accounts - debt service	
CCRMA Toll Revenue Funds	28,797
2010 A & B Pledged Revenue Funds	196,653
2010 A Debt Reserve	1,038,587
2010 A Debt Service	221,114
2010 B Debt Reserve	1,218,154
2010 B Debt Service	168,368
2012 Bond CAPI funds	2,251,558
2012 Bond Operating Fund	98,022
2012 Bond Project Funds	19,061,205
2012 Bonds Rate Stabilization Fund	<u>820,856</u>
Total Restricted cash accounts - debt service	25,103,314
Accounts receivable	
Accounts Receivable - Customers	4,700
Vehicle Registration Fees - Receivable	<u>853,620</u>
Total Accounts receivable	858,320
Accounts receivable - other agencies	
Accounts Receivable - Other Agencies	1,521,592
Due from Other Agencies	<u>642</u>
Total Accounts receivable - other agencies	1,522,234
Prepaid expenses	
Prepaid Other Expense	<u>7,798</u>
Total Prepaid expenses	7,798
Total Current Assets:	<u>32,351,055</u>
Non Current Assets:	
Long-term receivables	
TxDot - SH550 PTT	<u>12,608,304</u>
Total Long-term receivables	12,608,304
Capital assets, net	
Furnishings & Equipment	3,935,437
Accumulated Depreciation-Furnishings & Equipment	(319,322)
Infrastructure & Utilities	12,958,232
Accumulated Depreciation-Infrastructure	<u>(323,956)</u>
Total Capital assets, net	16,250,391
Capital projects in progress	
CIP - Planning & Coordination	164,901
CIP - Preliminary Engineering & Design	3,136,056
CIP - Environmental Studies	10,869,902
CIP - Mitigation	43,475
CIP - Right of Way	328,844
CIP - Utilities	26,242
CIP - Construction	31,819,401
CIP - Construction Engineering	17,481
CIP - Construction Management	1,768,105

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Balance Sheet
As of 4/30/2014
(In Whole Numbers)

	<u>Current Year</u>
CIP - Direct Legal Costs	423,558
CIP - Capitalized Interest	1,403,620
CIP - Indirect Administration and Overhead	<u>71,100</u>
Total Capital projects in progress	50,072,684
Other assets	
Other Assets	<u>39,392,799</u>
Total Other assets	39,392,799
Unamortized bond issue costs	
2012 Unamortized Discount	<u>120,545</u>
Total Unamortized bond issue costs	<u>120,545</u>
Total Non Current Assets:	<u>118,444,723</u>
Total ASSETS	<u><u>150,795,778</u></u>
LIABILITIES	
Current Liabilities	
Accounts payable	
Accounts Payable	<u>4,426,196</u>
Total Accounts payable	4,426,196
Accrued expenses	
TxTag Customer Deposits	347
Toll Refunds from MSB	<u>115</u>
Total Accrued expenses	462
Payroll liabilities	
Federal Tax Withholding	345
Payroll Tax Payable	<u>301</u>
Total Payroll liabilities	646
Deferred revenue	
Deferred Revenue	2,380
Deferred SH550 PTT	<u>12,608,304</u>
Total Deferred revenue	<u>12,610,684</u>
Total Current Liabilities	17,037,989
Non Current Liabilities	
Due to other agencies	
Cameron County	250,000
Due to other Govts	<u>2,014,428</u>
Total Due to other agencies	2,264,428
Due to TxDot	
Union Pacific - West Rail Project	25,178,814
Union Pacific - Olmito Switchyard	9,699,285
TxDot FAA - South Padre Island	6,383,493
TxDot FAA - West Parkway	<u>2,244,589</u>
Total Due to TxDot	43,506,180
Long term bond payable	
2010A Bonds Payable	12,245,000
2010A Unamortized Premium	70,327
2010B Bonds Payable	15,535,000
2012 Bonds Payable	40,000,000
2012 Unamortized Premium	4,309,435
2014 Bonds Payable	5,000,000
2014 Bond Premium	155,424
2014 Bond Prepaid Insurance	<u>(12,303)</u>
Total Long term bond payable	<u>77,302,884</u>
Total Non Current Liabilities	123,073,492

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Balance Sheet
As of 4/30/2014
(In Whole Numbers)

	<u>Current Year</u>
Total LIABILITIES	<u>140,111,481</u>
NET POSITION	
Beginning net position	<u>7,799,892</u>
Total Beginning net position	<u>7,799,892</u>
Changes in net position	<u>2,884,406</u>
Total Changes in net position	<u>2,884,406</u>
Total NET POSITION	<u>10,684,298</u>
TOTAL LIABILITIES AND NET POSITION	<u>150,795,778</u>

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Statement of Revenues, Expenditures And Changes in Net Assets - Unposted Transactions Included In Report
From 4/1/2014 Through 4/30/2014
(In Whole Numbers)

	Current Period Actual	Current Year Actual	Total Budget - Original	Total Budget Variance - Original
Operating Revenues				
Vehicle registration fees	238,303	1,673,783	2,800,000	(1,126,217)
Toll revenues	20,505	146,408	200,000	(53,592)
TRZ revenue	0	0	300,000	(300,000)
Other revenue	0	4,012,540	0	4,012,540
Total Operating Revenues	258,808	5,832,731	3,300,000	2,532,731
Operating Expenses				
Personnel costs	70,312	216,616	571,800	355,184
Professional services	0	22,500	25,000	2,500
Contractual services	18,940	145,832	204,000	58,168
Debt interest	166,727	2,210,806	4,061,700	1,850,894
Project expenses	0	0	138,200	138,200
Advertising & marketing	3,565	6,597	40,000	33,403
Data processing	577	3,997	10,000	6,003
Dues & memberships	0	3,639	9,500	5,861
Education & training	0	2,149	11,000	8,851
Fiscal agent fees	4,016	4,016	15,000	10,984
Insurance	7,148	14,512	31,800	17,288
Office supplies	285	7,387	10,000	2,613
Road maintenance	10,123	14,797	150,000	135,203
Rent	458	4,982	11,000	6,018
Toll services	7,247	31,914	50,000	18,086
Travel	3,941	20,400	40,000	19,600
Utilities	659	4,525	15,000	10,475
Total Operating Expenses	293,996	2,714,667	5,394,000	2,679,333
Non Operating Revenue				
Interest income	576	4,645	0	4,645
Total Non Operating Revenue	576	4,645	0	4,645
Changes in Net Assets	(34,612)	3,122,709	(2,094,000)	5,216,709
Net Assets Beginning of Year	10,957,213	7,799,892	0	7,799,892
Net Assets End of Year	10,922,601	10,935,391	(2,094,000)	13,029,391

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY**Statement of Cash Flows****As of 4/30/2014**

	<u>Current Period</u>
Cash Flows from Operating Activities	
Receipts from Vehicle Registration Fees	670,321.65
Receipts from Toll Revenues	20,504.88
Receipts from Grants and other Income	46,945.45
Payments to Vendors	2,018,807.37
Payments to Employees	<u>(70,286.90)</u>
Total Cash Flows from Operating Activities	<u>2,686,292.45</u>
Cash Flows from Capital and related Financing Activities	
Acquisitions of Property and Equipment	0.00
Payments on Interest	(166,726.53)
Acquisitions of Construction in Progress	(3,798,439.44)
Principal Payments on Bonds	5,143,121.57
Proceeds from TxDot FAA	0.00
Proceeds from Other Governments	<u>0.00</u>
Total Cash Flows from Capital and related Financing Activities	<u>1,177,955.60</u>
Net Increase (Decrease) in Cash & Cash Equivalents	<u>3,864,248.05</u>
Beginning Cash & Cash Equivalents	<u>26,098,454.79</u>
Ending Cash & Cash Equivalents	<u><u>29,962,702.84</u></u>

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
Capital Projects in Progress - Unposted Transactions Included In Report
From 4/1/2014 Through 4/30/2014
(In Whole Numbers)

	Current Period Actual	Current Year Actual	Total Budget - Original	Total Budget Variance - Original
Capital Projects				
Indirect	382	382	75,000	74,618
South Padre Island 2nd Access	420,193	1,711,507	5,200,000	3,488,493
West Parkway Project	0	980	0	(980)
Outer Parkway	0	24,700	2,500,000	2,475,300
West Rail Relocation	317,292	2,169,515	5,000,000	2,830,485
SH 550	3,032,281	17,627,007	34,450,000	16,822,993
SH 32 (East Loop)	28,292	94,520	225,000	130,480
FM 803	0	33,051	35,000	1,949
General Brant	0	1,976	50,000	48,024
Port Isabel Access Rd	0	0	300,000	300,000
Total Capital Projects	<u>3,798,439</u>	<u>21,663,638</u>	<u>47,835,000</u>	<u>26,171,362</u>

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Capital Projects in Progress - Unposted Transactions Included In Report
From 4/1/2014 Through 4/30/2014
(In Whole Numbers)

		Current Period Actual	Current Year Actual	Total Budget - Original	Total Budget Variance - Original
Capital Projects					
South Padre Island 2nd Access	2000				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Planning & Coordination	15100	61,155	61,155	0	(61,155)
CIP - Preliminary Engineering & Design	15110	0	68,798	1,500,000	1,431,202
CIP - Environmental Studies	15120	359,038	1,574,571	3,500,000	1,925,429
CIP - Direct Legal Costs	15300	0	6,952	50,000	43,048
CIP - Direct Administration	15320	0	0	75,000	75,000
CIP - Indirect Administration and Overhead	15330	0	30	75,000	74,970
Total South Padre Island 2nd Access		420,193	1,711,507	5,200,000	3,488,493
West Parkway Project	2025				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Direct Legal Costs	15300	0	980	0	(980)
Total West Parkway Project		0	980	0	(980)
Outer Parkway	2050				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Planning & Coordination	15100	0	24,700	0	(24,700)
CIP - Preliminary Engineering & Design	15110	0	0	1,000,000	1,000,000
CIP - Environmental Studies	15120	0	0	1,400,000	1,400,000
CIP - Direct Legal Costs	15300	0	0	20,000	20,000
CIP - Direct Administration	15320	0	0	40,000	40,000
CIP - Indirect Administration and Overhead	15330	0	0	40,000	40,000
Total Outer Parkway		0	24,700	2,500,000	2,475,300
West Rail Relocation	2100				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Planning & Coordination	15100	0	12,500	0	(12,500)
CIP - Mitigation	15130	858	1,564	250,000	248,436
CIP - Right of Way	15200	301,071	328,844	250,000	(78,844)
CIP - Utilities	15210	0	0	350,000	350,000
CIP - Construction	15220	0	1,651,883	3,500,000	1,848,117
CIP - Construction Engineering	15230	0	17,481	0	(17,481)
CIP - Construction Management	15240	14,663	150,739	500,000	349,261
CIP - Direct Legal Costs	15300	700	6,505	50,000	43,495
CIP - Direct Administration	15320	0	0	50,000	50,000
CIP - Indirect Administration and Overhead	15330	0	0	50,000	50,000
Total West Rail Relocation		317,292	2,169,515	5,000,000	2,830,485
SH 550	2200				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Planning & Coordination	15100	0	12,500	0	(12,500)
CIP - Mitigation	15130	0	30,591	0	(30,591)
CIP - Utilities	15210	0	0	500,000	500,000
CIP - Construction	15220	2,896,770	16,757,023	32,500,000	15,742,977
CIP - Construction Management	15240	135,511	798,960	1,300,000	501,040
CIP - Direct Legal Costs	15300	0	27,933	75,000	47,067
CIP - Direct Administration	15320	0	0	50,000	50,000
CIP - Indirect Administration and Overhead	15330	0	0	25,000	25,000
Total SH 550		3,032,281	17,627,007	34,450,000	16,822,993
SH 32 (East Loop)	2250				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Planning & Coordination	15100	12,182	54,046	0	(54,046)

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Capital Projects in Progress - Unposted Transactions Included In Report
From 4/1/2014 Through 4/30/2014
(In Whole Numbers)

		Current Period Actual	Current Year Actual	Total Budget - Original	Total Budget Variance - Original
CIP - Preliminary Engineering & Design	15110	3,928	3,928	75,000	71,072
CIP - Environmental Studies	15120	12,182	36,546	100,000	63,454
CIP - Direct Legal Costs	15300	0	0	15,000	15,000
CIP - Direct Administration	15320	0	0	17,500	17,500
CIP - Indirect Administration and Overhead	15330	0	0	17,500	17,500
Total SH 32 (East Loop)		28,292	94,520	225,000	130,480
FM 803	2300				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Preliminary Engineering & Design	15110	0	21,732	10,000	(11,732)
CIP - Mitigation	15130	0	11,319	0	(11,319)
CIP - Direct Legal Costs	15300	0	0	5,000	5,000
CIP - Direct Administration	15320	0	0	10,000	10,000
CIP - Indirect Administration and Overhead	15330	0	0	10,000	10,000
Total FM 803		0	33,051	35,000	1,949
General Brant	2350				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Preliminary Engineering & Design	15110	0	1,976	12,500	10,524
CIP - Environmental Studies	15120	0	0	12,500	12,500
CIP - Direct Legal Costs	15300	0	0	5,000	5,000
CIP - Direct Administration	15320	0	0	10,000	10,000
CIP - Indirect Administration and Overhead	15330	0	0	10,000	10,000
Total General Brant		0	1,976	50,000	48,024
Port Isabel Access Rd	2400				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Preliminary Engineering & Design	15110	0	0	100,000	100,000
CIP - Environmental Studies	15120	0	0	150,000	150,000
CIP - Direct Legal Costs	15300	0	0	10,000	10,000
CIP - Direct Administration	15320	0	0	20,000	20,000
CIP - Indirect Administration and Overhead	15330	0	0	20,000	20,000
Total Port Isabel Access Rd		0	0	300,000	300,000
Indirect	1000				
CAPITALIZED PROJECT COSTS	01CAP				
CIP - Preliminary Engineering & Design	15110	382	382	0	(382)
NON CAPITALIZED PROJECT COSTS	02EXP				
Direct Administrative Costs	70320	0	0	75,000	75,000
Total Indirect		382	382	75,000	74,618
Total Capital Projects		3,798,439	21,663,638	47,835,000	26,171,362

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Toll Revenues and Expenditures
From 4/1/2014 Through 4/30/2014

	<u>Current Period Actual</u>	<u>Current Year Actual</u>	<u>YTD Budget - Original</u>	<u>YTD Budget Variance - Original</u>
Toll Revenues				
Toll Revenue	<u>20,504.88</u>	<u>146,407.75</u>	<u>200,000.00</u>	<u>(53,592.25)</u>
Total Toll Revenues	<u>20,504.88</u>	<u>146,407.75</u>	<u>200,000.00</u>	<u>(53,592.25)</u>
Toll Expenditures				
Toll services				
Toll Services	<u>7,246.58</u>	<u>31,913.71</u>	<u>50,000.00</u>	<u>18,086.29</u>
Total Toll services	<u>7,246.58</u>	<u>31,913.71</u>	<u>50,000.00</u>	<u>18,086.29</u>
Toll maintenance				
Maintenance - SH 550	<u>10,122.79</u>	<u>14,797.12</u>	<u>150,000.00</u>	<u>135,202.88</u>
Total Toll maintenance	<u>10,122.79</u>	<u>14,797.12</u>	<u>150,000.00</u>	<u>135,202.88</u>
Total Toll Expenditures	<u>17,369.37</u>	<u>46,710.83</u>	<u>200,000.00</u>	<u>153,289.17</u>
Net Change in Toll Services	<u>3,135.51</u>	<u>99,696.92</u>	<u>0.00</u>	<u>99,696.92</u>

**3-C CONSIDERATION AND APPROVAL TO ADVERTISE FOR REQUEST
FOR QUALIFICATIONS FOR VALUE ENGINEERING SERVICES
FOR THE SPI 2ND ACCESS PROJECT**

**REQUEST FOR QUALIFICATIONS FOR VALUE ENGINEERING SERVICES
(FACILITATOR) FOR THE SPI 2nd ACCESS PROJECT
RFQ #2014.2**

The Cameron County Regional Mobility Authority (CCRMA) is Requesting Qualifications (RFQ's) from qualified Engineering Firms for Value Engineering Services (Facilitator) for the SPI 2nd Access Project.

A complete copy of the "Request for Qualifications" may be downloaded at the following website: <http://www.cameroncountyrma.org> or obtained at the CCRMA's office located at the Dancy Courthouse, 1100 E. Monroe Street, 2nd Floor, Suite 256, Brownsville, Texas 78520 or by calling 956.372.1205.

Qualifications – RFQ's must be received no later than **THURSDAY, June 16, 2014 at 4:00 P.M.**

Six (6) copies of your qualifications shall be submitted to:

Cameron County Regional Mobility Authority
Cameron County Dancy Courthouse – 2nd Floor – Suite 256
1100 E. Monroe Street
Brownsville, Texas 78520

The RFQ's will be evaluated and presented to the CCRMA Board of Directors at a future Board of Directors meeting.

Should you have any questions, please contact Pete Sepulveda, Jr., CCRMA Executive Director at 956.982.372.1205. The CCRMA reserves the right to negotiate with any and all firms that submit qualifications, extend the RFQ deadline, or reject any or all submissions. The Professional Services must be competitive and shall comply with Government Code Chapter 2254, Subchapter A and all federal requirements including those described in 23 CFR Part 172 and those relating to participation by Disadvantaged Business Enterprises (DBE's). CCRMA reserves the right to reject any or all proposals. Proposals may be held by CCRMA for a period not to exceed sixty (60) days from the date of the proposal opening for the purpose of reviewing the proposals and investigating the proposers prior to the award. CCRMA is an Affirmative Action/ Equal Opportunity Employer.

To be Published: Brownsville Herald – 5/11, 5/18, 5/25/ 6/9, 2014

4-A APPROVAL OF CLAIMS



MEMORANDUM

TO: Chairman and Board Members

FROM: Pete Sepulveda, Jr. *PS*

RE: Claims Item 4-A

DATE: May 8, 2014

Attached are the Claims being presented for consideration and payment.

The Claims include:

- AMEC for SH 32 (East Loop) Value Engineering Services
- Anderson Columbia for April construction work on SH 550 DC
- Comptroller reimbursement for Office Supplies
- Cameron County CAF 2012 Bonds, March & April Payroll
- Contract Services for the Month of April (Administrative Support, Legal & IT Services)
- David A. Garcia reimbursement for Annual Email Hosting
- Employees Payroll 4.4 to 4.17.14
- Fredericks Reporting & Litigation Services, LLC – West Rail for RECL
- HNTB invoices for West Rail, SH 32 and International Advisory Services
- Intern Services
- Locke Lord – West Rail Legal Services
- PUB – Utility Services for the SH 550 Project
- RGV Spotlight for Services for 2013 Annual Report
- Robinson Duffy & Barnard for West Rail Appraisal Services
- S&B Infrastructure for SH 550 Construction Management Service
- Sherriff Escorts for SH 550 Toll Road Maintenance
- Staff mileage and mobile phone reimbursements for the months of March and April
- Sullivan Public Affairs for Governmental Relations Services for April
- TML Employee Health Benefits for May 2014
- Travel reimbursements for the Executive Director
- TXU Energy for SH 550 Utilities
- United Rentals for Toll Maintenance Expenses
- Urettek ICR South Texas for SH 550 Maintenance & Repairs to Utility Building
- Valley Municipal Utility District – Water to Mitigation Site for West Rail
- Xerox – Copier Lease Payment

I recommend approval of the invoices.

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Invoices Selected for Payment - Claims to be Paid

Vendor ID	Vendor Name	Invoice Number	Cash Required	Invoice/Credit Description
Adrian	Adrian Rincones	AR-May2	443.49	Office & Marketing Supplies Reimbursement
Adrian	Adrian Rincones	Cell Mar & Apr	200.00	March & April Phone Expense Controller & Marketing Director
AMEC, INC.	AMEC Environment & Infrastructure, Inc	X16484131	3,928.28	Value Engineering Services for SH32 East Loop
Anderson Columbia	Anderson Columbia Co., Inc	3622-01-003-14	2,896,769.67	Construction work on SH550 Direct Connector April 2014
Blanca C. Betanco...	Blanca C. Betancourt	7	3,400.00	Administrative Support for month of April
BNY	Bank of New York Mellon	252-1782601	4,016.00	Fiscal Agent fees 2010 Bonds
Cameron County	Cameron County	CAF 2012 Bonds	8,333.33	CAF for 2012 Bonds
Cameron County	Cameron County	CC - April 2014	33,696.80	Personnel Cost for the month of April 2014
Cameron County	Cameron County	Mar-2014 Accrual	33,696.80	March 2014 Payroll
CCRMA Indirect	CCRMA Payroll - Direct Deposit	CCPayroll 5-1-14	13,121.38	Payroll for week ending 5-1-14
Daniel Huerta	Daniel Huerta	001	105.00	Sherriff Escorts for Toll Road Maintenance
DAVID GARCIA	DAVID A. GARCIA	DG	175.45	Reimbursement for Annual Email Hosting
DYLBIA L. VEGA	DYLBIA L. JEFFERIES VEGA	DJV - April 2014	1,100.00	Legal services for month of April
Emp. Ramon Lon...	Ramon Longoria	Intern-02	129.29	R. Longoria Payroll Week ending 5-1-14
Franco San Miguel	FRANCISCO J SANMIGUEL	FS - April 2014	1,750.00	IT & Toll Road Maintenance support for April
HNTB	HNTB CORPORATION	102-40619-PL-008	11,171.52	International Advisor Services West Rail
HNTB	HNTB CORPORATION	102-40619-PL-049	24,363.90	GEC Oversight SH32 East Loop
HNTB	HNTB CORPORATION	102-40619-PL-073	7,197.75	International Advisory Services
HNTB	HNTB CORPORATION	103-40619-PL-008	14,662.62	International Coordination on West Rail Project
HNTB	HNTB CORPORATION	103-40619-PL-049	24,363.90	GEC Oversight on SH32 Project
HNTB	HNTB CORPORATION	103-40619-PL-073	8,797.25	International Advisor Services - International Multimodal Logistical HUB
Lisa Fletcher	Lisa H. Fletcher	002	105.00	Sherriff Escorts for Toll Road Maintenance
Lizbeth J. Ponce	Lizbeth J. Ponce	LP - April 2014	47.52	Liz Ponce mileage reimbursement April
Michelle Lopez	Michelle Lopez	Cell Mar & Apr001	200.00	March & April Phone Expense Controller & Marketing Director
PEDRO SEPULVE...	PEDRO SEPULVEDA JR.	PSJ - 5-5-14	83.00	Travel to Mission for US House Transportation Comm Meeting
PEDRO SEPULVE...	PEDRO SEPULVEDA JR.	PSJ-4-30-14	1,356.40	ED Travel to Austing for SPI & West Rail Meetings with TxDot
PEDRO SEPULVE...	PEDRO SEPULVEDA JR.	PSJ-Marriot	381.60	Meeting expense for SH32 Value Engineering session
RGV Spotlight	RGV Spotlight	INV-OA12914B-3	2,518.89	RGV Spotlight services for 2013 Annual Report
ROBINSON DUFF...	ROBINSON DUFFY & BARNARD, LLP	C2012-294-4	656.25	Appraisal Services on ROW for West Rail Project
S&B	S&B Infrastructure, LTD	U1965-15	135,510.95	Construction Mgmt Services on SH550
Sullivan Public Affa	Sullivan Public Affairs	CC042014	7,500.00	Govt Relations services for month of April
The Herald	AIM Media Texas	40016751-0414	1,045.90	Brownsville Herald RFQ
TML Emp Health	TML Intergovernmental Employee Benefits Pool	TML - 01	2,365.82	CCRMA Emp Health Benefits - May 2014
TXU	TXU Energy	054651272251	419.79	Utilities on SH550
United Rentals	United Rentals	119180861-001	262.79	Rental for Toll Maintenance Expenses
Uretek	Uretek ICR South Texas LLC	416693	7,900.00	Maintenance & Repairs to Utility Building On SH550
Report Total			3,251,776.34	

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Invoices Selected for Payment - Claims to be Paid

<u>Vendor ID</u>	<u>Vendor Name</u>	<u>Invoice Number</u>	<u>Cash Required</u>	<u>Invoice/Credit Description</u>
Adrian	Adrian Rincones	AR-Apr 24	255.19	AR - Reimbursement of Office Supplies
CCRMA Indirect	CCRMA Payroll - Direct Deposit	002	1,055.30	CCRMA Payroll 4-4 to 4-17
Emp. Ramon Lon...	Ramon Longoria	001	78.50	CCRMA Payroll 4-4 to 4-17
Fredericks Reporti...	Fredericks Reporting & Litigation Services LLC	13654	400.81	Litigation & Reporting Services on RECL ROW case
Locke Lord	Locke Lord LLP	1061348	700.00	Legal services on West Rail Project
Michelle Lopez	Michelle Lopez	ML - March	229.84	Michelle Lopez - March Mileage Reimbursement
PEDRO SEPULVE...	PEDRO SEPULVEDA JR.	PSJ - Apr 2014	970.00	ED travel to Juarez Mexico for BI-National conference
PUB	Public Utilities Board	001	258.56	Utility services on SH550
VMUD	Valley Municipal Utility District	March 2014	858.20	Payment to VMUD for water to mitigation site, West Rail
Xerox	Xerox	073315030	457.89	Xerox Lease Pmt
Report Total			5,264.29	



M E M O R A N D U M

TO: Chairman and Board Members

FROM: Pete Sepulveda, Jr. *PSJ*

RE: Claims – Item 4A

DATE: May 8, 2014

During the month of April 2014 Sullivan Public Affairs and I have had meetings with TxDOT Staff and members of the Texas Transportation Commission in relation to the CCRMA Projects, specifically West Rail and secured the funding necessary to close out the project.

The Consultant has also assisted in the FEIS process for 2nd Access with TxDOT Staff.

**4-B CONSIDERATION AND APPROVAL OF AMENDMENT NO. 3 TO
AGREEMENT FOR GENERAL CONSULTING ENGINEERING
SERVICES BETWEEN THE CAMERON COUNTY REGIONAL
MOBLITY AUTHORITY AND HNTB CORPORATION**

**THIRD AMENDMENT TO
AGREEMENT FOR GENERAL CONSULTING CIVIL ENGINEERING SERVICES
BETWEEN
CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
AND
HNTB CORPORATION**

This Third Amendment to the Agreement for General Consulting and Civil Engineering Services between Cameron County Regional Mobility Authority ("Authority") and HNTB Corporation (the "GEC") is made for the purpose of amending Section 5 of the Agreement for General Consulting and Civil Engineering Services between Authority and GEC commencing May 16, 2011.

Pursuant to action of the Cameron County RMA Board of Directors, Section 5 of the Agreement is amended as follows, with such amendments to be effective as of the date indicated below:

- I. This contract is amended by deleting paragraph one (1) under Section 5, TIME OF PERFORMANCE, on page 15, and is replaced with the following:

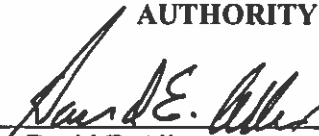
It is understood and agreed that the term of this Agreement shall be for ninety (90) days, commencing May 16, 2014, and concluding August 16, 2014, subject to the earlier termination of this Agreement pursuant to Sections 6 or 7 below or further extension upon agreement of both parties. The GEC shall not be considered in default of this Agreement for delays in performance caused by circumstances beyond the GEC's reasonable control. Should such circumstances occur, the GEC shall, within a reasonable time, give notice to the Authority describing the circumstances and the efforts being made to resume performance. The GEC shall be granted a reasonable extension of time for any delay in its performance caused by any such circumstances.

- II. This amendment shall be effective May 16, 2014.

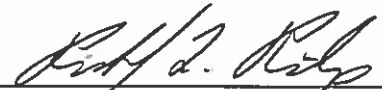
All other provisions are unchanged and remain in full force and effect.

By their signatures below, the parties to the Agreement evidence their agreement to these amendments set forth above.

**CAMERON COUNTY REGIONAL MOBILITY
AUTHORITY**

By: 
Name: David E. Alex
Title: Chairman
Date: 5-8-14

HNTB CORPORATION

By: 
Name: Richard L. Ridings, P.E.
Title: Vice President
Date: 5/7/14

**4-C DISCUSSION AND POSSIBLE ACTION REGARDING THE
SUBMITTAL OF PROJECTS TO THE BROWNSVILLE MPO FOR
CATEGORY 7 FUNDING**



MEMORANDUM

TO: Chairman and Board Members

FROM: Pete Sepulveda, Jr. *PSS*

RE: Item 4-C

DATE: May 8, 2014

Below is a list of projects that I would like to submit to the Brownsville MPO for Category 7 Funding.

SH 32 (East Loop) – Right of Way Acquisition & PS&E

SH 550 – Final Phase – Construction

U.S. 281 Expansion (FM 3248 to FM 1421) – Construction

West Boulevard (Former West Parkway) – Engineering (Environmental Assessment)

FM 1732 – I69E to U.S. 281 – Engineering (Environmental Assessment) & Construction

FM 1421 – I69E to U.S. 281 – Engineering (Environmental Assessment) & Construction

U.S. 281 Connector – Alternative Alignment Studies

Thanks.

**4-D DISCUSSION AND POSSIBLE ACTION REGARDING THE VACIS
UNIT FOR THE WEST RAIL PROJECT**



MEMORANDUM

TO: Chairman and Board Members

FROM: Pete Sepulveda, Jr. *psj*

RE: VACIS Unit - Item 4D

DATE: May 8, 2014

During the course of the last year I have been working with TxDOT, FHWA and the Contractor to try and close out the West Rail Relocation project. Because of changes made by DHS and because of gas transmission line relocations we took longer than what we had anticipated on this project. Being the first rail project for both the U.S. and Mexico made it difficult in completing this project. Nonetheless, we have made huge progress with the Contractor and TxDOT in finalizing the costs needed to close out the project and funding the remaining construction items of work needed to close out the project.

One remaining pending issue is the relocation of the existing VACIS unit from the B&M Bridge to the West Rail Bridge. TxDOT has appropriated and additional \$4 million to assist us in addressing the remaining construction pending items and closing out the project.

I would recommend that the CCRMA fund the relocation of the VACIS unit in the amount of \$800,000 and proceed to close out the project.

Thanks.

**4-E CONSIDERATION AND APPROVAL TO AUTHORIZE EXECUTIVE
DIRECTOR TO NEGOTIATE A WORK AUTHORIZATION WITH
HNTB TO DEVELOP A PLAN TO ADD A BIKE LANE AT THE QUEEN
ISABELLA MEMORIAL CAUSEWAY**



MEMORANDUM

TO: Chairman and Board Members

FROM: Pete Sepulveda, Jr. *ps*

RE: Item 4-E

DATE: May 8, 2014

I would like to request authority to spend up to \$10,000 through a work authorization with HNTB to look at the feasibility of adding Bicycle Lanes at the Queen Isabella Memorial Causeway. During the Public Hearing for the 2nd Access Project, various comments were submitted regarding Bicycle Lanes for that project. I believe Bicycle Lanes at the Queen Isabella Memorial Causeway are more feasible and would like to develop a preliminary plan to submit to TxDOT.

As part of the SPI Second Access Project, Bicycle Lanes were investigated and the final recommendation is to install Bicycle Lanes as an addition to the Queen Isabella Memorial Causeway for the following reasons:

- The Second Access is a high speed emergency evacuation design (70 MPH) and is not conducive to Bicycle Lanes unless separated by a concrete barrier. Estimated cost of Bicycle Lane is \$100 million dollars for Second Access Project. (from Highway 100 to Second Access Bridge).
- Queen Isabella Memorial Causeway is one quarter the length of Second Access and has a 55 MPH speed making this a 75 percent less costly bicycle alternative. Estimated cost of a Bicycle Lane is \$25 million dollars for Queen Isabella Memorial Causeway.
- Widening the Second Access 12 feet as well as the approaching roadways to provide for a Bicycle Lane would increase the Environmental Impact and mitigation costs.
- Widening Queen Isabella Memorial Causeway 12 feet or 6 feet on each side of the existing bridge would have minimal Environmental Impact and would tie into Bicycle Lanes on existing roadways.

Thanks.