

State Highway 249 System

Quarterly Traffic and Operating Report

For the Fiscal Quarter ended November 30, 2022



Relating to Each Outstanding Issue with CUSIP Prefixes 88283N
Filed by the Texas Transportation Commission on January 31, 2023



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Table of Contents

1.0 Disclaimer	ii
2.0 Report Notes	1
3.0 SH 249 System Map	2
4.0 Executive Summary (In Thousands).....	3
5.0 System Revenues, Expenses, and Transactions (In Thousands).....	4
6.0 Outstanding Obligations (In Thousands)	5
7.0 Auto Toll Rates by Calendar Year (In Nominal Dollars).....	5
8.0 Account Balances and Activity (In Thousands).....	6
9.0 Investment Report as of November 30, 2022 (In Dollars)	7
10.0 Relevant Links	8
11.0 Contact Information.....	8

1.0 Disclaimer

Information in this report regarding the State Highway 249 System ("SH 249" or "System") has been compiled and provided by the Texas Department of Transportation (the "Department" or "TxDOT") based upon records and other sources which are believed by TxDOT to be reliable pursuant to Section 709 of the Master Trust Agreement for the Bonds. TxDOT does not make any representation or warranty concerning the usefulness of such information to a decision to invest in, hold, or sell bonds, notes, or other obligations payable, in whole or in part, from the sources pledged to the payment of SH 249 outstanding debt obligations.

The documents referenced in this report should not be considered to speak as of any date other than the respective dated date thereof or such other dates indicated in each such document and are not incorporated into or made a part of this report.

References to website addresses presented in this report are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into or made a part of this report. Many of the website links referenced in this report are also available at the end of this report in the section entitled Relevant Links herein.

The information contained in this report is provided as of the respective dates and for the periods specified herein, and the filing of this report does not, under any circumstances, imply that there has been no change in the affairs of the System or TxDOT since the specified date or dates as of which such information is provided. The historical information set forth in this report may not be indicative of future results or performance.

Capitalized terms used in this report and not otherwise defined have the meaning given to such terms in the Official Statement, dated February 14, 2019, with respect to the Texas Transportation Commission State Highway 249 System First Tier Toll Revenue Bonds, Series 2019A, and Taxable Series 2019B (the "SH 249 2019 Official Statement"); see Relevant Links herein.

2.0 Report Notes

- Transaction and toll revenue trends may not correlate exactly on a monthly or quarterly basis due to the following factors:
 - A transaction occurs when a vehicle passes through a tolling point and is reported in the month in which it occurs.
 - Transaction counts are generated through the roadway toll management system, and toll revenue is derived from back-office system reports.
 - Each transaction may result in a different amount of collected toll revenue depending on the rate charged for the number of axles, type of transaction (ETC or Non-ETC), and tolling point.
 - Seasonal impacts, such as holidays and the number of weekdays in each month, have an impact on month-to-month changes in toll revenue and transactions.
 - Transactions include counts when the lane system is placed into “event” mode (suspended transactions), which means tolling is turned off to facilitate traffic management during traffic incidents or other emergencies.
 - Toll waiver transactions are reported in the period they occur.
- The System Fiscal Year begins September 1 of each year and ends on August 31 of the following year.
- A Fiscal Year end adjustment is made to toll revenue in the Department's Annual Comprehensive Financial Report ("Department ACFR") to reflect Non-ETC toll revenues earned but not collected, less an allowance for doubtful accounts. Thus, total annual toll revenues in the Department ACFR reflect the toll revenue earned, adjusted for an allowance for doubtful accounts, during the Fiscal Year for transactions that occurred in that Fiscal Year.
- Positive variances indicate actual revenues exceed prior year amounts and, if applicable, actual expenses are lower than prior year amounts.
- Totals may not sum due to rounding.

3.0 SH 249 System Map

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Transportation Planning and Programming Division



0 4 Miles



The System

-  Segment 1: ("The System"): Owned by TxDOT, tolled, open
-  Segment 2: Owned by TxDOT, non-tolled, open
-  Segment 3: Owned by Montgomery County Toll Road Authority, tolled, open
-  Segment 4: Owned by Harris County, Toll Road Authority, tolled, open
-  Segment 5: Owned by Harris County, Toll Road Authority, tolled, open

4.0 Executive Summary (In Thousands)

Forecasted toll revenue and transactions are based on the projections provided in the SH 249 Comprehensive Traffic and Toll Revenue Study dated December 13, 2018 (the “2018 T&R Study”) and included as Appendix E to the SH 249 2019 Official Statement. Forecast and actual toll revenue presented in this Executive Summary exclude interest income and other revenues. The actual and forecast revenue and transactions are as of the dates and for the periods indicated.

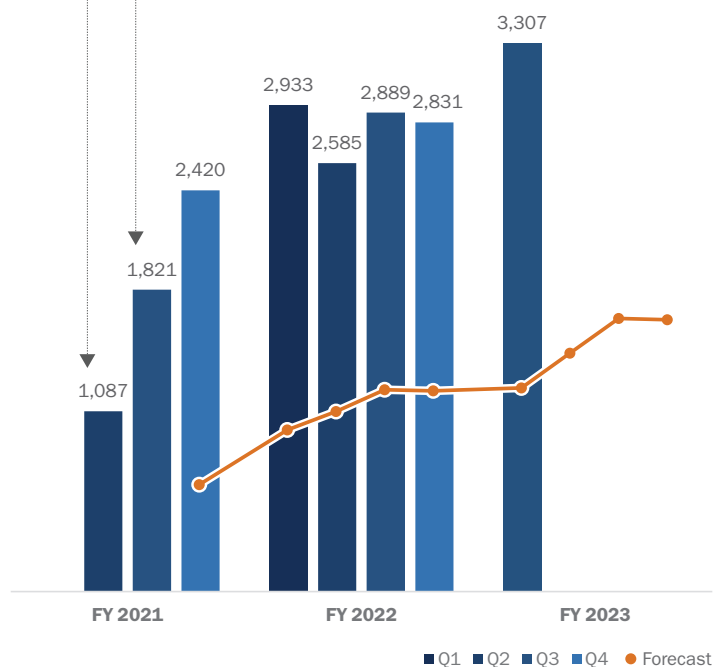
For purposes of managing the design and construction, Segment 1 of the System is further divided into two Sections comprising of: Section 1A from FM 1774 in Pinehurst to FM 1488, a distance of 6.4 miles; and Section 1B from FM 1488 to FM 1774 near Todd Mission, a distance of 8.4 miles. The 2018 T&R Study provides a forecast for toll revenue and transactions assuming tolling would begin on July 1, 2021 (Q4). Tolling began in December 2020 for Section 1A and in March 2021 for Section 1B.

For the fiscal quarter ending November 30, 2022, the 2018 T&R Study projected toll revenues of \$1.8 million with 1.2 million toll transactions. Actual toll revenue collected for the same period was approximately \$4.4 million, with over 3.3 million transactions.

Actual Quarterly Toll Revenue



Actual Quarterly Toll Transactions



5.0 System Revenues, Expenses, and Transactions (In Thousands)

				Prior Year Comparisons					
Quarter by Month				Current Quarter			Fiscal Year to Date		
	Sep-22	Oct-22	Nov-22	Q1 2023	Q1 2022	\$/# Variance	FY 2023	FY 2022	\$/# Variance
Revenues									
Toll Revenue	\$ 1,410	\$ 1,612	\$ 1,789	\$ 4,812	\$ 3,507	\$ 1,305	\$ 4,812	\$ 3,507	\$ 1,305
Interest & Other Revenue	73	79	200	351	5	346	351	5	346
Total Revenue	\$ 1,483	\$ 1,691	\$ 1,989	\$ 5,163	\$ 3,512	\$ 1,651	\$ 5,163	\$ 3,512	\$ 1,651
Expenses									
O&M Expense	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Major Maintenance	-	-	-	-	-	-	-	-	-
Total Expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Transactions									
Auto	924	1,062	1,117	3,103	2,761	342	3,103	2,761	342
Truck	71	68	65	204	173	32	204	173	32
Total Transactions	995	1,131	1,182	3,307	2,933	374	3,307	2,933	374

Totals may not sum due to rounding.

Toll and Fee Revenue Recognition

Revenues for electronic toll collection (ETC) transactions are generally recognized when they are earned, which is at the time the transaction is reconciled through a back-office system for a valid ETC transaction (requiring a properly installed transponder and a sufficiently funded account). ETC transactions occurring in a given month may be deferred to a future month due to back-office system processing delays and other factors. Non-ETC toll revenues are recognized and reported when cash payment is received. For example, a Non-ETC transaction may be recorded in one month, but revenue for that transaction may not be recognized and reported until a later month. Additionally, revenue does not reflect fiscal year-end adjustments in the Department ACFR.

Interest and Other Revenue

Interest and Other Revenue include amounts received from any sales of property included in the System

Operations and Maintenance Expense Recognition

Per the Master Trust Agreement, all revenues remaining after deposits are made to the System debt service accounts are required to be deposited into the Rate Stabilization Fund until \$20 million has been transferred. While this requirement is in place, the System will not report expenses which are being paid by TxDOT pursuant to its covenant in the Master Trust Agreement to cover shortfalls in the Operating Account.

Transactions

Transactions reported in the table above are shown for two-axle vehicles ("Auto") and greater than two-axle ("Truck") classes. Total transactions reported include all toll transactions (ETC and Non-ETC) that occurred on the System during the reporting period, regardless of whether the revenues relating to such transactions were recognized during such period.

6.0 Outstanding Obligations (In Thousands)

	Bonds Issued (Original Par)	Total Principal Repaid to Date	Outstanding Par	Outstanding Value with Accretion ⁽¹⁾
First Tier Toll Revenue Bonds				
Series 2019-A				
Current Interest Bonds	\$ 144,085	\$ -	\$ 144,085	\$ 144,085
Capital Appreciation Bonds	92,372	-	92,372	110,513
Series 2019-B	12,795	-	12,795	12,795
Total First Tier Revenue Bonds	\$ 249,252	-	\$ 249,252	\$ 267,393

⁽¹⁾ The accreted value for the Series 2019-A Capital Appreciation Bonds reflects the accreted value as of 11/30/2022.

7.0 Auto Toll Rates by Calendar Year (In Nominal Dollars)

Segment 1	Full Length Toll Rates		Per Mile Toll Rates	
	CY 2022	CY 2023	CY 2022	CY 2023
Segment 1A	\$1.85	\$1.89	\$0.29	\$0.30
Segment 1B	\$2.42	\$2.47	\$0.29	\$0.29

The Auto toll rates shown are for ETC transactions and take effect January 1 of each calendar year (CY). The Full Length Toll Rates are the summation of the base Auto tolls charged when paying with TxTag at all mainline gantries when traveling the full length of each section. Non-ETC transactions apply a 50 percent surcharge over the ETC rates shown.

The Commission's toll rate escalation policy for the SH 249 System authorizes the TxDOT Executive Director to annually escalate toll rates on SH 249 by the escalation percentage indicated in the consumer price index (CPI-W) in effect on October 1st each year. The resulting toll rates will become effective automatically on January 1 of the next calendar year and will be implemented by the Executive Director unless the Commission affirmatively votes prior to January 1 to modify the toll rate escalation percentage. At the Commission's meeting in September 2022, TxDOT

reported to the Commission that the SH 249 toll rate escalation percentage was calculated to be 9.76% for CY 2023. Pursuant to Minute Order 116330, dated September 22, 2022, the Commission determined that the reported toll rate escalation percentage was unusually high and modified the toll rate escalation percentage for the SH 249 System to be 0.00% for CY 2023. On November 16, 2022, the Commission took further action (Minute Order 116381) by modifying the toll rate escalation percentage for SH 249 to be 2.20% for CY 2023.

8.0 Account Balances and Activity (In Thousands)

Description	Market Value 08/31/22	Revenue	Investments & Misc.	Transfers In / (Out)	Payments	Net Change in Value	Total Change	Market Value 11/30/22
Revenue Fund	\$ 26	\$ 3,190	\$ 15	\$ -	\$ -	\$ -	\$ 3,205	\$ 3,231
First Tier Debt Service Funds:								
Interest Account *	7,816	-	18	-	-	50	68	7,885
Series 2019A Capitalized Interest *	3,804	-	33	-	-	-	33	3,837
Series 2019A Reserve *	22,148	-	113	-	-	(305)	(192)	21,956
Series 2019B Reserve *	1,292	-	10	-	-	-	10	1,303
Rate Stabilization Fund	21,798	-	137	-	-	29	166	21,964
Construction Fund	3,014	-	24	-	-	-	24	3,038
Grand Total	\$ 59,898	\$ 3,190	\$ 351	\$ -	\$ -	\$ (226)	\$ 3,315	\$ 63,213

Totals may not sum due to rounding.

* Deposits into funds or accounts are excluded from Revenues of the System. Prior to the last day of Fiscal Year 2022, the System's First Tier debt service scheduled for Fiscal Year 2023 was pre-funded 100 percent in the First Tier Interest Account.

Account Balances and Activity reflect actual balances at market value of, and actual posted activity for, funds and accounts established pursuant to the Master Trust Agreement. Revenue earned but not yet received (except for interest income on some investments) and expenses incurred but not yet paid are not reported in the above table. Toll revenues and interoperability fees for transactions occurring in a particular month are generally invoiced and paid among the partnering agencies under the Central Interoperability Agreement by the end of the following month; however, the timing of invoicing and payment among the partnering agencies may extend beyond thirty days from the end of the month in which the related transactions occurred.

Investment income generally reflect cash-basis receipts, offset by purchased accrued interest and adjusted for interest earned on TexPool investments, but not received in trust accounts until after period end.

The System reported a net accounts receivable balance of approximately \$3.6 million as of August 31, 2022 in the 2022 Department ACFR, which included approximately \$2 million due to a delay in the transfer of June and July 2022 interoperability payments from the Harris County Toll Road Authority ("HCTRA") pursuant to the Central Interoperability Agreement. Accordingly, the amount of revenues of the System that was deposited into the Revenue Fund maintained by the trustee (the "Trustee") under the Master Trust Agreement for the fourth quarter of Fiscal Year 2022 was lower than anticipated. As of the date of this report, a portion of these payments has been remitted by HCTRA to the Custodian pursuant to the Master Custodial Agreement; however, such amount has not been remitted to the Trustee for deposit into the Revenue Fund.

9.0 Investment Report as of November 30, 2022 (In Dollars)

Account Name	Security Type	Coupon / Yield	Maturity	Book Value	Market Value
Revenue Fund					
	TexPool Prime	3.92%	N/A	\$ 3,189,399	\$ 3,189,399
	Money Market	3.65%	N/A	41,116	41,116
Revenue Fund Total				3,230,514	3,230,514
First Tier Debt Service Funds					
First Tier Interest Account	TexPool Prime	3.92%	N/A	313,416	313,416
	FHLB	3.77%	01/31/23	3,875,350	3,875,350
	FHLB	4.21%	08/01/23	3,695,948	3,695,948
First Tier Interest Account Total				7,884,714	7,884,714
Series 2019A Capitalized Interest	TexPool Prime	3.92%	N/A	3,836,542	3,836,542
Series 2019A Capitalized Interest Total				3,836,542	3,836,542
Series 2019A Reserve	TexPool Prime	3.92%	N/A	1,006,114	1,006,114
	FHLB	0.90%	01/27/25	2,497,300	2,356,725
	FHLB	1.00%	08/01/25	5,500,000	5,156,690
	FFCB	1.33%	11/03/26	10,000,000	8,971,000
	FHLB	1.38%	11/18/26	5,000,000	4,465,100
Series 2019A Reserve Total				24,003,415	21,955,629
Series 2019B Reserve	TexPool Prime	3.92%	N/A	1,302,955	1,302,955
Series 2019B Reserve Total				1,302,955	1,302,955
Rate Stabilization Fund					
	TexPool Prime	3.92%	N/A	16,998,191	16,998,191
	US Treasury Note	0.12%	01/31/23	5,000,024	4,966,300
Rate Stabilization Fund Total				21,998,215	21,964,491
Construction Fund					
	TexPool Prime	3.92%	N/A	3,038,065	3,038,065
Construction Fund Total				3,038,065	3,038,065
Grand Total				\$65,294,419	\$63,212,909

Market Value includes interest earned on TexPool and TexPool Prime investments, but not received in Trust Accounts until after period end.

10.0 Relevant Links

Additional information regarding the System is available using the web addresses provided below. Such reports and additional information should not be considered to speak as of any date other than the date indicated in such document.

EMMA Website	www.emma.msrb.org
SH 249 EMMA Issuer Homepage	https://emma.msrb.org/IssuerHomePage/Issuer?id=82D0858ED4F00CCFE053151E6E0A8F97&type=M
SH 249 Annual Continuing Disclosure (Fiscal Year 2021)	https://emma.msrb.org/P21616613.pdf
SH 249 Annual Inspection Report (Fiscal Year 2022)	https://emma.msrb.org/P11614638-P11244790-P11668757.pdf
SH 249 2019 Official Statement	https://emma.msrb.org/ES1373659.pdf
2022 Department ACFR	www.emma.msrb.org/P11692271.pdf
TxDOT Investor Relations Website	www.txdot.gov/inside-txdot/division/debt/investors.html

11.0 Contact Information

For additional information concerning this report, please contact:

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