

State Highway 249 System

Quarterly Traffic and Operating Report

For the Fiscal Quarter ended May 31, 2023



Relating to Each Outstanding Issue with CUSIP Prefixes 88283N
Filed by the Texas Transportation Commission on July 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 Millions)	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 May 31, 2023 (In Thousands)	7
10.0 Other Information	8
11.0 Relevant Links	9
12.0 Contact Information.....	9

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 titled "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

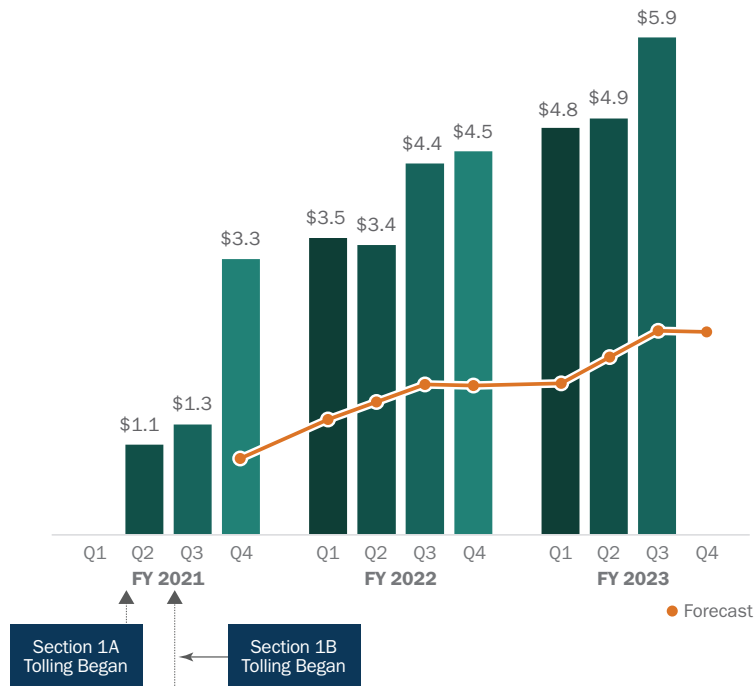
4.0 Executive Summary (In Millions)

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.

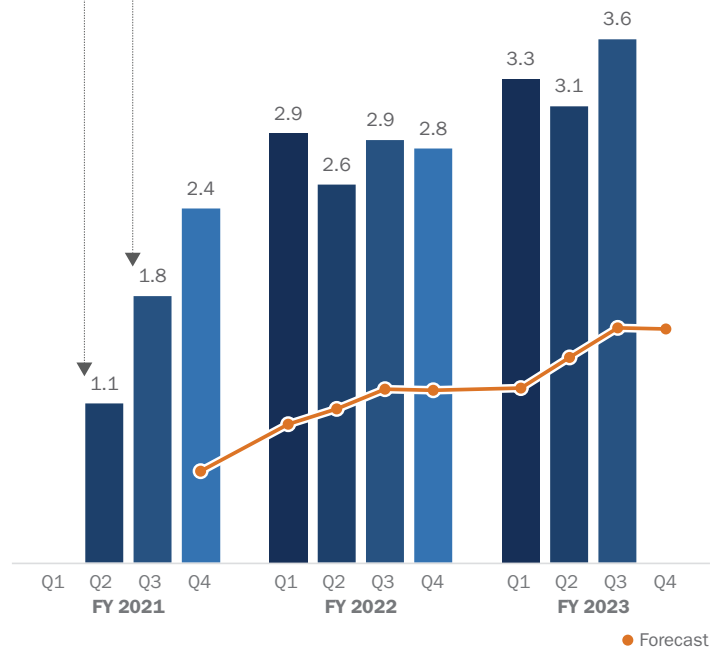
For purposes of managing the design and construction, Segment 1 of the System is further divided into two Sections comprising of: Section 1A from FM 1774 in Pinehurst to FM 1488, a distance of 6.4 miles; and Section 1B from FM 1488 to FM 1774 near Todd Mission, a distance of 8.4 miles. The 2018 T&R Study 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 May 31, 2023, the 2018 T&R Study projected toll revenues of \$2.4 million with 1.6 million toll transactions. Actual toll revenue collected for the same period was approximately \$5.9 million, with over 3.6 million transactions.

Actual and Forecast Quarterly Toll Revenue



Actual and Forecast Quarterly Toll Transactions



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

				Prior Year Comparisons					
Quarter by Month				Quarter Ending May 31			Fiscal Year to Date as of May 31		
	Mar-23	Apr-23	May-23	2023	2022	\$/# Variance	2023	2022	\$/# Variance
Revenues									
Toll Revenue	\$ 1,977	\$ 1,898	\$ 2,004	\$ 5,879	\$ 4,389	\$ 1,490	\$ 15,615	\$ 11,318	\$ 4,297
Investment & Other Income	186	190	310	687	133	554	1,505	154	1,351
Total Revenues	\$ 2,163	\$ 2,088	\$ 2,315	\$ 6,566	\$ 4,523	\$ 2,044	\$ 17,120	\$ 11,471	\$ 5,648
Expenses									
O&M Expense	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Major Maintenance	-	-	-	-	-	-	-	-	-
Total Expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Transactions									
Auto	1,112	1,085	1,140	3,336	2,691	645	9,359	7,867	1,491
Truck	86	73	83	242	198	44	647	541	106
Total Transactions	1,198	1,157	1,223	3,578	2,889	689	10,005	8,408	1,598

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 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 that 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	113,194
Series 2019-B	12,795	-	12,795	12,795
Total First Tier Revenue Bonds	\$ 249,252	-	\$ 249,252	\$ 270,074

¹ The accreted value for the Series 2019-A Capital Appreciation Bonds reflects the accreted value as of May 31, 2023.

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	\$0.30

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 02/28/23	Revenue	Investments & Misc.	Transfers In / (Out)	Payments	Net Change in Value	Total Change	Market Value 05/31/23
Revenue Fund	\$ 10,935	\$ 5,581	\$ 173	\$ -	\$ -	\$ -	\$ 5,754	\$ 16,689
First Tier Debt Service Funds:								
Interest Account *	4,052	-	4	-	-	39	43	4,095
Series 2019A Capitalized Interest *	3,884	-	49	-	-	-	49	3,933
Series 2019A Reserve *	21,881	-	121	-	-	240	361	22,241
Series 2019B Reserve *	1,317	-	17	-	-	-	17	1,334
Rate Stabilization Fund	22,206	-	285	-	-	-	285	22,490
Construction Fund	3,072	-	39	-	-	-	39	3,111
Grand Total	\$ 67,347	\$ 5,581	\$ 687	\$ -	\$ -	\$ 279	\$ 6,547	\$ 73,894

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.

9.0 Investment Report as of May 31, 2023 (In Thousands)

Account Name	Security Type	Coupon / Yield	Maturity	Book Value (\$)	Market Value (\$)
Revenue Fund	Cash	N/A	N/A	125	125
	TexPool Prime	5.21%	N/A	16,564	16,564
Revenue Fund Total				16,689	16,689
First Tier Debt Service Funds					
First Tier Interest Account	TexPool Prime	5.21%	N/A	322	322
	FHLB	0.00%	08/01/23	3,774	3,774
First Tier Interest Account Total				4,095	4,095
Series 2019A Capitalized Interest	TexPool Prime	5.21%	N/A	3,933	3,933
Series 2019A Capitalized Interest Total				3,933	3,933
Series 2019A Reserve	TexPool Prime	5.21%	N/A	1,170	1,170
	FHLB	0.75%	01/27/25	2,498	2,382
	FHLB	1.00%	08/01/25	5,500	5,227
	FFCB	1.33%	11/03/26	10,000	8,973
	FHLB	1.38%	11/18/26	5,000	4,489
Series 2019A Reserve Total				24,168	22,241
Series 2019B Reserve	TexPool Prime	5.21%	N/A	1,334	1,334
Series 2019B Reserve Total				1,334	1,334
Rate Stabilization Fund	TexPool Prime	5.21%	N/A	22,490	22,490
Rate Stabilization Fund Total				22,490	22,490
Construction Fund	TexPool Prime	5.21%	N/A	3,111	3,111
Construction Fund Total				3,111	3,111
Grand Total				75,821	73,894

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

10.0 Other Information

Update to Previously Reported Events in Connection with the TxDOT Back-Office System

With respect to ETC and non-ETC transactions on certain toll roads that it operates (including the System), TxDOT continues to experience periods of higher-than-normal level of customer call volumes; however, the number of customer complaints is at normal levels. TxDOT has also continued to suspend the charging of administrative fees for non-payment of invoices for non-ETC toll transactions occurring on certain toll roads that it operates (including the System), as well as the mailing of notices of prohibition to habitual violators. Such suspensions have been continuing since the back-office transition activities began in November 2020.

In connection with Crowe LLP's audit of TxDOT's financial statements for the Fiscal Year ended August 31, 2022, and in connection with planning and performing such audit, Crowe reported to the Commission and TxDOT that the material weaknesses in TxDOT's internal

controls over the implementation of its new back-office system that were reported in the financial statements for the Fiscal Year ended August 31, 2021, have been substantially remediated and Crowe did not report any new material weaknesses.

TxDOT may procure and enter into agreements with one or more new toll service providers at any time to provide all or a portion of the toll operations services, functions, and activities currently being provided by TxDOT and its existing service providers for the System and the other toll roads owned or operated by TxDOT, including but not limited to, toll transaction processing, billing and customer service, back-office systems and services, and violations and collections processing, all as determined by TxDOT to be the most beneficial approach in terms of cost and other factors.

11.0 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 2022)	https://emma.msrb.org/P21713993.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	https://www.txdot.gov/about/financial-management/investor-relations/investor-relations-disclaimer.html

12.0 Contact Information

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