

AGENDA

GENERAL MEETING OF THE BOARD OF DIRECTORS OF THE ALAMO REGIONAL MOBILITY AUTHORITY

**Greater Kelly Development Authority
Main Conference Room
143 Billy Mitchell Blvd. Suite No. 6
San Antonio, Texas**

**Wednesday, January 11, 2006
1:00 PM**

- 1) Call meeting to order.
- 2) Approval of the Minutes of the AlamoRMA December 12, 2005 Special Board Meeting (Workshop) and the December 14, 2005 Board of Directors Meeting.
- 3) Discussion and appropriate action to amend the AlamoRMA Bylaws. (Terry Brechtel/Brian Cassidy)
- 4) Project Status Report (Pat Irwin/David Casteel):
 - A. Loop 1604/US 281 CDA Project
 - B. IH 35 Managed Toll Lanes Project
 - C. SH 16 Express Toll Lanes Project
 - D. Wurzbach Parkway Toll Interchange and Through Lane Project
- 5) Discussion and appropriate action on GEC work authorizations for the development of IH 35, SH 16 and Wurzbach Parkway Interchange as potential toll projects. (Terry Brechtel)
- 6) Discussion and appropriate action on the AlamoRMA work plan to be submitted to TxDOT for the development of IH 35, SH 16, and Wurzbach Parkway Interchange as potential toll projects. (Terry Brechtel)
- 7) Discussion and appropriate action on resolution supporting the SAMCo delegation presentation to the Texas Transportation Commission. (Terry Brechtel)
- 8) Discussion and appropriate action on the financial statements for the period ending December 31, 2005. (Jama Lopez)
- 9) Citizens' Communications (citizens must sign the register to speak).

10) Presentation/briefing – Executive Director Report. (Terry Brechtel)

11) Executive Session - Pursuant to Chapter 551, Subchapter D, Texas Government Code:

- A. Subsection 551.071(1). Consultation with Attorney – Consultation with, and advice from legal counsel concerning pending/contemplated litigation, settlement offers and negotiations, and other legal issues.
- B. Section 551.074. Personnel Matters – Deliberation concerning the appointment, employment, reassignment, evaluation, duties, discipline, and/or dismissal of personnel.
- C. Section 551.072. Deliberation Regarding Real Property - Discussion of real property purchase, exchange, lease, gift, donation, and/or negotiated settlement, including property to be acquired for right-of-way.

Adjournment

NOTES

Agenda item numbers are assigned for ease of reference only, and do not necessarily reflect the order of their consideration by the AlamoRMA Board of Directors.

ALAMO REGIONAL MOBILITY AUTHORITY ACCESSIBILITY STATEMENT FOR DISABLED PERSONS

This meeting site is accessible to disabled persons as follows: Entrance to the Greater Kelly Development Authority is accessible through the main entrance at 143 Billy Mitchell Blvd. Suite 6. Parking spaces reserved for the disabled are located at the main entrance. Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services, such as interpreters for persons who are deaf or hearing impaired, and readers of large print or Braille, are requested to contact Joelle Sierra at (210) 495-5256 at least two working days prior to the meeting so that appropriate arrangements can be made.

Presenters with audiovisual needs are requested to contact Joelle Sierra at (210) 495-5256, at least two working days prior to the meeting. Public comment on agenda items – interested persons may speak on any of the agenda items provided they have signed the register available at the entrance of the meeting prior to consideration of that item by the board. The Chairman may limit the amount of time allowed for each speaker. Public comment that does not relate to a specific agenda item must be made during the Citizens' Communications period provided that speakers have signed the register available at the entrance of the meeting prior to speaking.

Posted: January 6, 2006 5:00 p.m.

ALAMO REGIONAL MOBILITY AUTHORITY

Special Board Meeting, December 12, 2005, 3:30 p.m. Greater Kelly Development Authority Main Conference Room, 143 Billy Mitchell Blvd., Suite 6, San Antonio, Texas

MINUTES

1. **Call Meeting to Order.** Chairman B. Thornton called the special board meeting to order at 3:43 p.m. All board members were in attendance with the exception of H. Munoz. Chairman Thornton asked board members, transportation partners, consultants, and staff to introduce themselves for the benefit of visitors in the audience.

2. **Briefing and discussion on the AlamoRMA's development plans for the IH 35, SH 16 and the Wurzbach Parkway Interchange projects.** Prior to asking P. Irwin, Director of Engineering and Operations to brief the board on this item, Chairman Thornton asked J. Reed, Planning Committee chairman, to provide some background information. J. Reed said the purpose of the briefing is to review the three (3) projects that will be taken over from TxDOT. The briefing will consist of providing information on the status of the projects and the responsibilities of the AlamoRMA. He reminded the board that there are many "unknowns" due to these projects being in the very early stages of development.

P. Irwin began by directing board members to information in their packet regarding the three projects. He made reference to the three Minute Orders that provide the authority to proceed with the work plan for development of the projects.

Board members discussed the receiving and use of the loans identified in the Minute Orders in addition to receiving more specific information on the elements of a work plan which consists mainly of laying out the process for the development of the projects.

B. Englehardt, P.E., TxDOT Assistant Area Engineer, presented a power point presentation, "Transfer of Projects to AlamoRMA". He said his assignment is to work with the AlamoRMA for a smooth transfer of the projects that will essentially initiate mobility in the proposed corridors. For each of the three projects he briefed board members on the "Completed Work", "Required Work", and drawings of "Typical Sections" of each of the projects.

Officials representing Leon Valley residents spoke favorably of the proposed plans for SH 16 and said area residents have suggested road construction extend further west and past the proposed managed lanes to Loop 1604.

In the discussion of the IH 35 project, TxDOT said it is conceivable to begin toll lanes in Guadalupe County at FM 3009. Legislation permits adjoining counties to grant the RMA access for the construction of toll lanes.

D. Casteel, TxDOT District Engineer, also explained the differences in scope of the SH 16 and IH 35 projects. The IH 35 project has two operational issues in the areas of IH 35 and Loop 410W and IH35 and the left lane exit into Loop 410S.

With regard to the Wurzbach Parkway Interchange, TxDOT will be working on two additional projects that will join the RMA project. Of main concern at this time is the need to have traffic signals in a particular area near the main runway of the airport.

L. Shumway, HNTB, presented a power point presentation titled "Sketch Timeline of AlamoRMA Transfer Projects". In his presentation he said it is important to continue to push these projects forward almost as if they were stand alone projects. Ultimately, many of the projects will join one another as various components such as schematics, environmental impact studies, revenue forecasts, public meetings, and traffic and toll revenue studies are completed for each project which will lead to construction of toll lanes.

3. Executive Session.

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The Alamo Regional Mobility Authority did not meet in Executive Session

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There being no further business to come before the board, Chairman Thornton adjourned the meeting at 6:30 p.m.

APPROVED:

BILL THORNTON, CHAIRMAN

DATE ADOPTED: _____

I hereby certify that the above foregoing pages constitute the full, true and correct minutes of all the proceedings and official records of the Alamo Regional Mobility Authority at its special meeting on December 12, 2005.

**ATTEST: _____
M. CRISTINA RODRIGUEZ
SECRETARY/TREASURER**

ALAMO REGIONAL MOBILITY AUTHORITY

Meeting, December 14, 2005, Noon, in the Greater Kelly Development Authority Main Conference Room, 143 Bill Mitchell Blvd., Suite 6, San Antonio, Texas

MINUTES

1. **Call Meeting to Order.** Chairman B. Thornton called the meeting to order at 12:10 p.m. All members were in attendance with the exception of H. Munoz.
2. **Approval of AlamoRMA November 9, 2005 Board of Directors Meeting Minutes.** *W. McBride made the motion to accept the minutes of the November 9, 2005 board of directors meeting as presented. J. Reed seconded. Motion passed.*
3. **Briefing on the Loop 1604/US 281 CDA Process.** F. Holzmann, TxDOT Engineer; and J. Brown, TxDOT Assistant District Engineer, presented this item. F. Holzmann said the initial review has been performed by the review committees. Proposals have been ranked and are being sent with recommendations to the next level of review. Following the second level of review, the proposals will be forwarded to the steering committee which is the third review level. A short list of providers is expected by the end of December 2005. The participation of RMA board members on the review committees who have signed confidentiality agreement has been successful. This participation and preparation enables RMA board members and staff to become more familiar with the review process for future CDA proposals expected to be received by the AlamoRMA.

Citizen speaker Terri Hall, Texas Toll Party, spoke of her group's concern of having foreign corporations use private lands already paid for from gasoline taxes. These corporations will benefit by collecting tolls for many years after the toll lanes have been paid for.

J. Reed commented on the favorable reception received by RMA board and staff in Austin during the review process. He said members were treated as part of the committees and their input was solicited. He said he felt like an active participant in the review process.

R. Thompson commented on the difficulty of arguing for or against a CDA process since there are so many undefined issues. He said the experience and knowledge gained from participating in the review committees will be invaluable.

F. Holzmann said activity has begun on the US 281/Loop 1604 project with brush clearing. Construction is expected to begin in January 2006.

J. Brown informed the board the US 281 project north of Loop 1604 was let for construction in September 2005. It is part of a toll system that is in agreement with the plans of the MPO and the RMA. It is one of several projects. Adding capacity at an earlier date is a departure from the former method of “pay as you go” using gasoline taxes. She provided an example of the Loop 410 project from Ingram to IH 35 on the northeast side that has been under construction for at least 10 years. It is being constructed in sections using funds as they become available. This project is scheduled to last another five years before final completion.

Chairman Thornton asked TxDOT staff to convey the RMA’s appreciation to Texas Transportation Commission for the partnership. He closed by saying TxDOT has demonstrated its commitment to San Antonio and Bexar County by the heavily funded investments in projects now under construction.

4. Discussion and appropriate action to authorize the executive director to negotiate and execute the financial assistance agreement for the \$7.5 million CDA Toll Equity Loan. T. Griebel provided background information saying this item has been on the board’s meeting agenda for the past several meetings. The Texas Transportation Commission has had a second reading and has authorized TxDOT to loan the AlamoRMA \$7.5 million through a financial assistance agreement. He requested the board consider authorizing the executive director to negotiate the agreement.

J. Reed made the motion to authorize the executive director to negotiate and execute the financial assistance agreement for the \$7.5 million CDA Toll Equity Loan. R. Diaz seconded. Motion passed.

5. Briefing, discussion and appropriate action on the Public Information Initiative – Phase IA. P. Irwin began his briefing on this item by referring board members to Exhibit B in their board packet. He discussed Phase IA which outlines the goals. Work was performed by HNTB and Taylor/West which included a citizens’ forum and survey. From the information obtained a more detailed plan has been developed. P. Irwin reviewed elements of the plan. The objective of the plan is to get a clear message out to the general public.

Chairman Thornton called for a motion to authorize funding for the Public Information Initiative – Phase IA. *J. Reed made the motion to authorize the amount of \$300,000 to fund Phase IA of the Public Information Initiative. R. Diaz seconded.*

T. Brechtel, incoming Executive Director, said she sees the Public Information Manager position being filled as early as January 2006. The position is a key part in the public relations effort to provide a comprehensive campaign for the AlamoRMA. This position along with the expertise of HNTB and Taylor/West is expected to give a clear and concise message addressing transportation and toll lane concerns.

V. Boyer, SAMCo Executive Director, said his organization represents both public and private entities and fully supports the work of the AlamoRMA.

L. Shumway, HNTB, said this is the next part of a multi-phased program developed with the RMA staff to form a scope of services. The position of the Public Information Manager will help focus the Public Information Initiative.

T. Griebel shared the job announcement with board members and asked for interested and qualified individuals to consider applying for this position.

W. McBride asked about target dates for some of the activities outlined in the Phase IA plan. Information provided in response indicated that the final plan will have established dates for completion or addressing particular issues.

Citizen speaker Terri Hall, Texas Toll Party, said her organization does not feel that spending money on a PR campaign is necessary. She said citizens do understand what the RMA is promoting and the Texas Toll Party is opposed. She cited a project that was approved and scheduled for completion in 2004 is now being considered as a toll lane project.

Citizen speaker Byron Juen, resident in the 281 and Bitters Rd. area, spoke about the money he will spend to compete with the funding being appropriated by the RMA in getting out his message to citizens.

Citizen speaker Mike Wikman, resident of Woods of Shavano, talked about toll roads not being the answer to the transportation and mobility issues. He does not see this effort being productive and feels most of the people he has talked to are against toll lanes.

Motion passed.

T. Griebel asked permission from the chair to introduce the new MPO representative. He introduced Sid Martinez who is the interim director of the MPO. He has been serving as the senior transportation planner for the MPO.

6. Briefing, discussion and appropriate action on the Annual Audit of the AlamoRMA. T. Griebel presented background information on the annual audit required by state statute. Initially, the RMA had requested a waiver from TxDOT for the first three months of operation. The RMA went through a RFP bid process and selected the CPA firm of Garza/Gonzalez and Associates. J. Lopez introduced senior partner of the firm Rene Gonzalez, CPA, who also introduced his partner and members of their firm. Garza/Gonzales reviewed accounting policies, general policies and procedures, compliance with organizational structure, and internal controls. The audit review covered a fifteen (15) month period ending September 30, 2005. He called the board's attention to the section titled MD&A (Management, Discussion and Analysis). He mentioned this was the first RMA audit, there were no funds generated, and the RMA operated on loans from Bexar County and the City of San Antonio. R. Gonzalez said the audit did not encounter any difficulties, there were no audit adjustments, no disagreements with management, and the RMA was found to be in compliance and received the highest

rating possible. R. Gonzalez also said the audit report makes recommendations for the future in view of the projected growth of the AlamoRMA.

In conclusion, T. Griebel thanked J. Lopez for her diligent and professional work. The success and quality of the audit report results can be attributed to J. Lopez' high standards.

W. McBride made the motion to accept the Annual Audit of the AlamoRMA performed under contract by Garza/Gonzalez and Associates for the 15 month period ending September 30, 2005. R. Thompson seconded. Motion passed.

7. Discussion and appropriate on the financial statements for the period ending November 30, 2005. J. Lopez, Comptroller, presented the financial statements for the period ending November 30, 2005. She reviewed the Balance Sheet, described the Assets, Liabilities and Fund Equity; the Statement of Revenue, Expenses and Changes in Fund Deficit, explained the monies allocated for each column; and the Statement of Cash Flow.

R. Thompson made the motion to accept the financial statements for the period ending November 30, 2005. R. Diaz seconded. Motion passed.

8. Citizens' Communications. Citizen speaker Nikki Kuhns, resides in the area of US 281 and Evans Rd., said her concern was about the two year terms established for members of the RMA board.

Citizen speaker Terri Hall, resident of Comal County, talked about the cost of building toll lanes vs. maintaining present highways. She reviewed public information data in her presentation.

9. Presentation/briefing – Executive Director Report. T. Griebel reviewed the calendar for board meetings scheduled for 2006 and he reported on the move of the RMA offices to the Frost Bank Building located at US 281 and Thousand Oaks. The move is expected to be completed by the end of December. Arrangements have been made to continue holding the RMA monthly meetings at Kelly USA.

He also asked P. Irwin to review a report prepared by the TBTTA on the national vision of transportation.

In closing, T. Griebel thanked members of the staff, consultants, transportation partners, and board members for their hard work and how they have made his job an enjoyable experience. He singled out the working relationship from all parties as being very important and necessary for the growth and development of the RMA. He said he leaves knowing the RMA will continue in the expert hands of Terry Brechtel.

10. Executive Session. Chairman Thornton recessed the board meeting at 2:10 p.m.

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The Alamo Regional Mobility Board of Directors met in Executive Session pursuant to Chapter 551, Subchapter D, Texas Government Code: Subsection 551.071(1). Consultation with Attorney—Consultation with and advice from legal counsel concerning pending/contemplated litigation, settlement offers and negotiations, and other legal issues.

* * * *

Chairman Thornton reconvened the meeting at 2:30 p.m. He advised the public the board had met in executive session to discuss a legal matter with the RMA general counsel and that no action was taken by the board.

There being no further business to come before the board, Chairman Thornton adjourned the meeting at 2:35 p.m.

APPROVED:

BILL THORNTON, CHAIRMAN

DATE ADOPTED: _____

I hereby certify that the above foregoing pages constitute the full, true and correct minutes of all the proceedings and official records of the Alamo Regional Mobility Authority at its regular meeting on December 14, 2005.

ATTEST:
M. CRISTINA RODRIGUEZ
SECRETARY/TREASURER

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
ALAMO REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 06-01

WHEREAS, the Alamo Regional Mobility Authority (“AlamoRMA”) was created pursuant to the request of Bexar County and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the “RMA Rules”); and

WHEREAS, the Board of Directors of the AlamoRMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, on May 3, 2004, the Board of Directors adopted bylaws to guide the operations of the Board of Directors and the Authority; and

WHEREAS, the Board of Directors now desires to amend the previously adopted bylaws, primarily for the purpose of conforming to legislative changes resulting from the actions of the 79th Legislature including various changes to Section 370 of the Texas Transportation Code (the “RMA Act”).

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the AlamoRMA hereby approves and adopts the amendments to the “Bylaws of the Alamo Regional Mobility Authority”, as reflected in Attachment “A” hereto; and

BE IT FURTHER RESOLVED, that the AlamoRMA’s bylaws may be further amended from time to time in accordance with the procedures set forth therein.

Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 11th day of January, 2006.

Submitted and reviewed by:

Approved:

Terry Brechtel
Executive Director for the
Alamo Regional Mobility Authority

William E. Thornton
Chairman, Board of Directors
Resolution Number 06-01
Date Passed 01/11/06

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BYLAWS OF THE ALAMO REGIONAL MOBILITY AUTHORITY

§ 1. The Authority

These Bylaws are made and adopted for the regulation of the affairs and the performance of the functions of the Alamo Regional Mobility Authority (the "Authority"), a regional mobility authority authorized and existing pursuant to the provisions of House Bill 3588, enacted by the 78th Legislature of Texas, and codified in Texas Transportation Code, Chapter 370, as the same may be amended from time to time (the "Regional Mobility Authority Act"), as well as rules adopted by the Texas Department of Transportation concerning the operation of regional mobility authorities, located at 43 Tex. Admin. Code § 26.1, et seq. (the "RMA Rules").

§ 2. Principal Office

The domicile and principal office of the Authority shall be in Bexar County.

§ 3. General Powers

The activities, property, and affairs of the Authority will be managed by its Board of Directors (the "Board"), which may exercise all powers and do all lawful acts permitted by the Constitution and statutes of the State of Texas, the RMA rules, these bylaws, and the Authority shall act through the Board in the performance of its duties and functions.

§ 4. Initial Board

- (a) The initial Board of the Authority shall be composed of seven Directors, appointed as follows:
 - 1) The Governor shall appoint one (1) director, who shall serve as the presiding officer of the Board. The Governor's Appointee must be a resident of Bexar County.
 - 2) The Commissioners Court of Bexar County shall appoint six (6) directors, two (2) with terms of five (5) years, two (2) with terms of three (3) years and two (2) with terms of one (1) year.
- (b) The terms of the initial Directors of the Authority shall begin on the date of their appointment through February 1 of the year in which the term of each initial Board member expires.
- (c) Directors may be reappointed at the discretion of the Bexar County Commissioners Court.

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(d) Each initial Director shall serve until his or her successor has been duly appointed and qualified or until his or her death, resignation, or removal from office in accordance with these bylaws.

§5. Transitional Terms and Subsequent Directors

Legislation in force at the time that the initial Directors were appointed provided that RMA directors were to serve staggered six-year terms, with the terms of no more than one-third of the directors expiring on February 1 of each odd-numbered year. Initial directors were to be appointed to terms of varying length to assure proper staggering of board terms. Consistent with that former provision of law as provided in 4 above, the initial Directors of the Authority were appointed to one, three, or five-year terms such that the terms of no more than one-third of the Directors expired on February 1 of each odd-numbered year.

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Effective September 1, 2005, § 370.251 of the RMA Act was amended to provide that RMA directors shall serve six-year board terms if permitted under the Texas Constitution, but if not permitted under the Constitution, directors shall serve two-year terms, with the terms of not more than one-half of the directors expiring on February 1 of each year. A proposed constitutional amendment allowing for six-year terms failed on November 8, 2005, resulting in RMA directors being statutorily authorized to serve two (2) year terms.

To reflect and implement the statutory changes referenced above, transitional and successive Board appointments shall be made as follows:

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(a) The Commissioners Court for Bexar County shall designate the terms of existing Directors, so that all appointees of Bexar County shall serve terms beginning on February 2, 2006.

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(b) To achieve the staggered terms required under Transportation Code §370.251, three (3) of the appointees of Bexar County must be designated to serve one (1) year terms (expiring February 1, 2007); and three (3) of the appointees of Bexar County must be designated to serve two (2) year terms (expiring on February 1, 2008).

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(c) Following the transitional terms described in Paragraph (b) above, all subsequent appointments of Directors shall be for two (2) year terms commencing on February 2 of the year of appointment and expiring on February 1 two years later. Each Director shall serve until his or her successor has been duly appointed and qualified or until his or her death, resignation, or removal from office in accordance with these bylaws or other provisions of law.

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a) When the term of an initial Director of the Authority expires, and thereafter, when the term of each Director subsequently appointed expires, the Bexar County Commissioners Court shall appoint a successor to that Director whose term is expiring.
b) Each Director appointed by a Commissioners Court must be resident of the county governed by that Commissioners Court at the time of their appointment.

Deleted: c) Subject to § 7 of these bylaws and except as may be otherwise provided by law (including any amendment to the Regional Mobility Authority Act or the RMA Rules), each successor to an initial Director, and each Director thereafter appointed, shall be appointed for a six-year term. Each Director shall serve until his or her successor has been duly appointed and qualified or until his or her death, resignation, or removal from office in accordance with these bylaws.

(d) Directors qualified to serve under applicable law and these bylaws may be reappointed following the expiration of their terms. Except as otherwise provided by applicable law, there is no limitation on the number of terms a Director may serve.

§ 6. Qualifications of Directors

- (a) All Directors will have and maintain the qualifications set forth in this § 6 and in the Regional Mobility Authority Act or RMA Rules.
- (b) All appointments to the Board shall be without regard to disability, sex, religion, age, or national origin.
- (c) An elected official is not eligible to serve as a Director.
- (d) An employee of a city or county located wholly or partly within the boundaries of the Authority is not eligible to serve as a Director.
- (e) A person who is an officer, employee, or paid consultant of a Texas trade association in the field of road construction or maintenance, public transportation or aviation, or whose spouse is an officer, manager, or paid consultant of Texas trade association in the aforementioned fields, is not eligible to serve as a Director or as the Authority's Executive Director.
- (f) A person is not eligible to serve as a Director or as the Authority's Executive Director if the person or the person's spouse:
 - 1) is employed by or participates in the management of a business entity or other organization, other than a political subdivision, regulated by or receives money from TxDOT or the Authority;
 - 2) owns or controls, directly or indirectly, more than a 10 percent interest in a business entity or other organization that is regulated by or receives money from TxDOT or the Authority, other than compensation for acquisition of turnpike right-of-way;
 - 3) uses or receives a substantial amount of tangible goods, services, or money from TxDOT or the Authority, other than compensation or reimbursement authorized by law for Board membership, attendance, or expenses, or for compensation for acquisition of turnpike right-of-way;

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- 4) is an officer, employee, or paid consultant of a Texas trade association in the field of road construction, maintenance, or operation; or
- 5) is required to register as a lobbyist under Chapter 305, Government Code, because of the person's activities for compensation on behalf of a profession related to the operation of TxDOT or the Authority.

§ 7. Vacancies

A vacancy on the Board shall be filled promptly by the Bexar County Commissioners Court. Each Director appointed to a vacant position shall be appointed for the unexpired term of the Director's predecessor in that position

§ 8. Resignation and Removal

A Director may resign at any time upon giving written notice to the Authority and the Bexar County Commissioners Court. A Director may be removed from the Board if the Director does not possess at the time the Director is appointed, or does not maintain, the qualifications required by the Regional Mobility Authority Act, the RMA Rules, or these bylaws, or if the Director violates any of the foregoing. In addition, a Director who cannot discharge the Director's duties for a substantial portion of the term for which he or she is appointed because of illness or disability, or a Director who is absent from more than half of the regularly scheduled Board meetings during a given calendar year, may be removed. If the Executive Director of the Authority knows that a potential ground for removal of a Director exists, the Executive Director shall notify the Chairman of the potential ground for removal. The Director shall be considered removed from the Board only after the Authority receives notice of removal from the Bexar County Commissioners Court.

§ 9. Compensation of Directors

Directors shall serve without compensation, but will be reimbursed for their actual expenses of attending each meeting of the Board and for such other expenses as may be reasonably incurred in their carrying out the duties and function as set forth herein.

§ 10. Conflict of Interest and Additional Obligations of Directors

A Director shall not: (a) accept or solicit any gift, favor, or service that might reasonably tend to influence that Director in the discharge of official duties on behalf of the Authority or that the Director knows or should know is being offered with the intent to influence the Director's official conduct; or (b) accept other compensation that could reasonably be expected to impair the Director's independence of judgment in the performance of the Director's official duties. Director's shall familiarize themselves an

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comply with all applicable laws regarding conflicts of interest, including Chapter 171 of the Texas Local Government Code and any conflict of interest policy adopted by the Board.

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Directors shall comply with the requirement to file an annual personal financial statement with the Texas Ethics Commission as provided by §370.2521 of the RMA Act and the requirement to complete training on the Authority's responsibilities under the Texas Open Meetings Act and Public Information Act as provided by §§551.005 and 572.012 of the Texas Government Code.

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§ 11. Meetings

All regular meetings of the Board shall be held in Bexar County, at a specific site, date, and time to be determined by the Chairman. The Chairman may postpone any regular meeting if it is determined that such meeting is unnecessary or that a quorum will not be achieved, but no fewer than four regular meetings shall be held during each calendar year. Special meetings and emergency meetings of the Board may be called, upon proper notice, at any time by the Chairman or at the request of any three Directors. Special meetings and emergency meetings shall be held at such time and place as is specified by the Chairman, if the Chairman calls the meeting, or by the three Directors, if they call the meeting. The Chairman shall set the agendas for meetings of the Board, except that the agendas of meetings called by three Directors shall be set by those Directors.

§ 12. Voting; Quorum

A majority of the Directors constitutes a quorum, and the vote of a majority of the Directors present at a meeting at which a quorum is present will be necessary for any action taken by the Board. No vacancy in the membership of the Board will impair the right of a quorum to exercise all of the rights and to perform all of the duties of the Board. Therefore, if a vacancy occurs, a majority of the Directors then serving in office will constitute a quorum.

§ 13. Meetings by Telephone

As authorized by §370.262 of the RMA Act, the Board and committees of the Board may participate in and hold open or closed meetings by means of conference telephone or other electronic communications equipment by which all persons participating in the meeting can communicate with each other and at which public participation is permitted by a speaker telephone at a conference room of the Authority or other facility in Bexar County that is accessible to the public. Such meetings are subject to the notice requirements of §551.125 of the Texas Open Meetings Act, and the notice must state where members of the public can attend to hear those portions of the meeting open to the public. Such meetings are not, however, subject to the requirements of §551.125(b) of the Texas Open Meetings Act. Participation in a meeting pursuant to the § 13 constitutes being present in person at such meeting, except that a Director will not be considered in

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attendance when the Director appears at such a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened as generally provided under § 16 these bylaws.

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Each part of a meeting conducted by telephone conference call or other electronic means that by law must be open to the public shall be accessible to the public at the location specified in the notice and shall be tape-recorded and documented by written minutes. On conclusion of the meeting, the tape recording shall be made available to the public, and the written minutes shall be made available to the public once they are approved by the Board.

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§ 14. Procedure

All meetings of the Board and its committees shall be conducted in accordance with Robert's Rules of Order pursuant to statutorily proper notice of meeting posted as provided by law. The Chairman at any time may change the order of items to be considered from that set forth in the notice of meeting, provided that all agenda items that require a vote by the Board shall be considered at the meeting for which they have been posted. To the extent procedures prescribed by applicable statutes, the RMA Rules, or the bylaws conflict with Robert's Rules of Order, the Statutes, the RMA Rules, or these bylaws shall govern.

§ 15. Committees

The Chairman at any time may designate from among Directors one or more ad hoc or standing committees, each of which shall be comprised of three (3) Directors, and may designate one or more Directors as alternate members of such committees, who may, subject to any limitations imposed by the Chairman, replace absent or disqualified members at any meeting of that committee. If approved by a resolution passed by a majority vote of the Board, a committee shall have and may exercise all of the authority of the Board, to the extent provided in such resolution and subject to the limitations imposed by applicable law. The Chairman shall appoint the chairman of each committee, as well as Directors to fill any vacancies in the membership of the committees. At the next regular meeting of the Board following the Chairman's formation of a committee, the Chairman shall deliver to the Directors and the Secretary a written description of the committee, including (a) the name of the committee, (b) whether it is an ad hoc or standing committee, (c) its assigned function(s) and/or task(s), (d) whether it is intended to have a continuing existence or to dissolve upon the completion of a specified task and/or the occurrence of certain events, (e) the Directors designated as members and alternate members to the committee, and its chairman, and (f) such other information as requested by any Director. The Secretary shall enter such written description into the official records of the Authority. The Chairman shall provide a written description of any subsequent changes to the name, function, tasks, term, or composition of any committee in accordance with the procedure described in the preceding two sentences. A committee also may be formed by a majority vote of the Board, which vote (and not the Chairman)

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also shall specify the committee's chairman and provide the descriptive information otherwise furnished by the Chairman in accordance with the preceding three sentences. A meeting of any committee formed pursuant to this Section 15 may be called by the Chairman, the chairman of the applicable committee, or by any two members of the committee. All committees comprised of a quorum of the Board shall keep regular minutes of their proceedings and report the same to the Board as required. The designation of a committee of the Board and the delegation thereto of authority shall not operate to relieve the Board, or any Director, of any responsibility imposed upon the Board or the individual Director by law. To the extent applicable, the provisions of these bylaws relating to meetings, quorums, meetings by telephone, and procedure shall govern the meetings of the Board's committees.

§ 16. Notice of Directors

Notice of each meeting of the Board or Committee shall be sent by mail, electronic mail, or facsimile to all Directors entitled to vote at such meeting. At least 72 hours advanced notice must be provided prior to Board meetings. If sent by mail, such notice will be deemed delivered when it is deposited in the United States mail with sufficient postage prepaid. If sent by electronic mail or facsimile, the notice will be deemed delivered when transmitted properly to the correct email address or number. Such notice of meetings also may be given by telephone, provided that any of the Chairman, Executive Director, Secretary, or their designee speaks personally to the applicable Director to give such notice.

§ 17. Waiver of Notice

Whenever any notice is required to be given to any Director by statute or by these bylaws, a written waiver of such notice signed by the person or person entitled to such notice, whether before or after the time required for such notice, shall be deemed equivalent to the giving of such notice.

§ 18. Attendance as Waiver

Attendance of a Director at a meeting of the Board or a committee thereof will constitute a waiver of notice of such meeting, except that a Director will not be considered in attendance when the Director appears at such a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

§ 19. Officers

The officers of the Authority shall consist of a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held simultaneously by the same person. The individuals elected as officers shall not be compensated for their service as officers. However, officers shall be reimbursed for all expenses incurred in

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conducting proper Authority business and for travel expenses incurred in the performance of their duties. If desired, the Board may also designate an Assistant Secretary and Assistant Treasurer, who shall also be considered officers of the Authority.

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§ 20. Election and Term of Office

Except for the office of Chairman, which is filled by the Governor's appointment, officers will be elected by the Board for a term of two years, subject to § 21 of these bylaws. The election of officers to succeed officers whose terms have expired shall be by a vote of the Directors of the Authority at the first meeting of the Authority held after February 2, of each year or at such other meeting as the Board determines.

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§ 21. Removal and Vacancies

Each officer shall hold office until a successor is chosen and qualified, or until the officer's death, resignation, or removal, or, in the case of a Director serving as an officer, until such officer ceases to serve as a Director. Any officer, except the Chairman, may resign at any time upon giving written notice to the Board. The Chairman may resign at any time upon giving written notice of the Board and Governor. Any office except the Chairman may be removed from service as an officer at any time, with or without cause, by the affirmative vote of majority of the Directors of the Authority. The Directors of the Authority may at any meeting vote to fill any officer position except the Chairman vacated due to an event described in this § 21 for the remainder of the unexpired term.

§ 22. Chairman

The Chairman is appointed by the Governor and is a Director of the Authority. The Chairman shall appoint all committees of the Board as specified in these bylaws (except as otherwise provided in § 15 of these bylaws), call all regular meetings of the Board, preside at and set the agendas for all meetings of the Board (except as provided in the concluding sentence of §11 of these bylaws), and approve the reimbursement of expenses to the Executive Director.

§ 23. Vice Chairman

The Vice Chairman must be a Director of the Authority. During the absence or disability of the Chairman, upon the Chairman's death (and pending the Governor's appointment of a successor new Chairman), or upon the Chairman's request, the Vice Chairman shall perform the duties and exercise the authority and powers of the Chairman.

§ 24. Secretary

The Secretary need not be a Director of the Authority. The Secretary shall keep true and complete records of all proceedings of the Directors in books provided for that purpose and shall assemble, index, maintain, and keep up-to-date a book of all of the policies

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adopted by the Authority; attend to the giving and serving of all notices of meetings of the Board, of committees, and such other notices as are required by the office of Secretary and as may be directed by the Regional Mobility Authority Act, any trust indenture binding on the Authority, Directors of the Authority, or the Executive Director; seal with the official seal of the Authority (if any) and attest all documents, including trust agreements, bonds, and other obligations of the Authority that require the official seal of the Authority to be impressed thereon; execute, attest, and verify signatures on all Contracts in which the total consideration equals or exceeds an amount established in resolutions of the Board, contracts conveying property of the Authority, and other agreements binding on the Authority which by law or Board resolution require attestation; certify resolutions of the Board and any committee thereof; maintain custody of the corporate seal, minute books, account, and all other official documents and records, files, and contracts that are not specifically entrusted to some other officer or depository; and hold such administrative offices and perform such other duties as the Directors or the Executive Director shall require.

§ 25. Treasurer

The Treasurer need not be a Director of the Authority. The Treasurer shall execute all requisitions to the applicable bond trustee for withdrawals from the construction fund, unless the Board designates a different officer, Director, or employee of the Authority to execute any or all of such requisitions. In addition, the Treasurer shall execute, and if necessary attest, any other documents or certificates required to be executed and attested by the Treasurer under the terms of any trust agreement or supplemental trust agreement entered into by the Authority; maintain custody of the Authority's funds and securities and keep a full and accurate account of all receipts and disbursements, and endorse, or cause to be endorsed, in the name of the Authority and deposit, or cause to be deposited, all funds in such bank or banks as may be designated by the Authority as depositories, render to the Directors at such times as may be required an account of all financial transactions coming under the scope of the Treasurer's authority; give a good and sufficient bond, to be approved by the Authority, in such an amount as may be fixed by the Authority; invest such of the Authority's funds as directed by resolution of the Board, subject to the restrictions of any trust agreement entered into by the Authority; and hold such administrative offices and perform such other duties as the Directors of the Authority or the Executive Director shall require. If, and to the extent that, the duties or responsibilities of the Treasurer and those of any administrator conflict and are vested in different persons, the conflicting duties and responsibilities shall be deemed vested in the Treasurer.

§ 26. Administrators

The chief administrator of the Authority shall be the Executive Director. Other administrators may be appointed by the Executive Director with the consent of the Board. All such administrators, except for the Executive Director, shall perform such duties and have such powers as may be assigned to them by the Executive Directors or as set forth

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in Board Resolutions. Any administrator may be removed, with or without cause, at any time by the Executive Director. All administrators will be reimbursed for expenses incurred in performance of their duties as approved by the Executive Director. Notwithstanding the foregoing, all expense reimbursements to the Executive Director shall be subject to the approval of the Chairman, as provided in § 22 of these bylaws.

§ 27. Executive Director

- (a) The Executive Director will be selected by the Board and shall serve at the pleasure of the Board, performing all duties assigned by the Board and implementing all resolutions adopted by the Board.
- (b) In addition, the Executive Director:
 - 1) shall be responsible for general management, hiring and termination of employees, and day-to-day operations of the Authority;
 - 2) shall be responsible for preparing a draft of the Strategic Plan for the Authority's operations, as described in § 36 of these bylaws;
 - 3) shall be responsible for preparing a draft of the Authority's written Annual Report, as described in § 36 of these bylaws;
 - 4) at the invitation of the Bexar County Commissioners Court, shall appear, with representatives of the Board, before the Commissioners Court to present the Authority's Annual Report and respond to questions and receive comments regarding the Report or the Authority's operations;
 - 5) may execute inter-agency and interlocal contracts and service contracts not exceeding amounts established in Resolutions of the Board;
 - 6) may execute contracts, contract supplements, contract change orders, and purchase orders not exceeding amounts established in Resolutions of the Board; and
 - 7) shall have such obligations and authority as may be described in one or more Resolutions enacted from time to time by the board.
- (c) The Executive Director may delegate the foregoing duties and responsibilities as the Executive Director deems appropriate, provided such delegation does not conflict with applicable law or any express direction of the Board.

§ 28. Interim Executive Director

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The Board may designate an Interim Executive Director to perform the duties of the Executive Director during such times as the position of Executive Director is vacant. The Interim Executive Director need not be an employee of the Authority.

§ 29. Indemnification by the Authority

Any person made a party to or involved in any litigation, including any civil, criminal or administrative action, suit or proceeding, by reason of the fact that such person is or was a Director, officer, or administrator of the Authority or by reason of such person's alleged negligence or misconduct in the performance of his or her duties as such Director, officer, or administrator shall be indemnified by the Authority, to the extent funds are lawfully available and subject to any other limitations that exist by law, against liability and the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with any action therein, except in relation to matters as to which it is adjudged that such Director, officer, or administrator is liable for gross negligence or willful misconduct in the performance of his or her duties. A conviction or judgment entered in connection with compromise or settlement of any such litigation shall not by itself be deemed to constitute an adjudication of liability for such gross negligence or willful misconduct. However, in the event of a conviction for an offense involving the conduct for which the director, officer, or administrator was indemnified, the director, officer, or administrator shall be liable to the Authority for the amount of indemnification paid, with interest at the legal rate for interest on a judgment from the date the indemnification was paid, as provided in §370.258 of the RMA Act. The right to indemnification will include the right to be paid by the Authority for expenses incurred in defending a proceeding in advance of its final disposition in the manner and to the extent permitted by the Board in its sole discretion. In addition to the indemnification described above that the Authority shall provide a Director, officer or administrator, the Authority may, upon approval of the Board in its sole discretion, indemnify a Director, officer, or administrator under such other circumstances, or may indemnify an employee, against liability and reasonable expenses, including attorney's fees, incurred in connection with any claim asserted against him or her in said party's capacity as a Director, officer, administrator, or employee of the Authority, subject to any limitations that exist by law. Any indemnification by the Authority pursuant to this § 31 shall be evidenced by a resolution of the Board.

§ 30. Expenses Subject to Indemnification

As used herein, the term "expenses" includes fines or penalties imposed and amounts paid in compromise or settlement of any such litigation only if:

- (a) independent legal counsel designated by a majority of the Board, excluding those Directors who have incurred expenses in connection with such litigation for which indemnification has been or is to be sought, shall have advised the Board that, in the opinion of such counsel, such Director, officer, administrator, or other employee is not liable to the Authority for gross

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negligence or willful misconduct in the performance of his or her duties with respect to the subject of such litigation; and

(b) a majority of the Directors shall have made a determination that such compromise or settlement was or will be in the best interests of the Authority.

§ 31. Procedure for Indemnification

Any amount payable by way of indemnity under these bylaws may be determined and paid pursuant to an order of or allowance by a court under the applicable provisions of the laws of the State of Texas in effect at the time and pursuant to a resolution of a majority of the Directors, other than those who have incurred expenses in connection with such litigation for which indemnification has been or is to be sought. In the event that all of the Directors are made parties to such litigation, a majority of the Board shall be authorized to pass a resolution to provide for legal expenses for the entire Board.

§ 32. Additional Indemnification

The right of indemnification provided by these bylaws shall not be deemed exclusive of any right to which any Director, officer, administrator, or other employee may be entitled, as a matter of law, and shall extend and apply to the estates of deceased Directors, officers, administrators, and other employees.

§ 33. Contracts and Purchases

All contracts and purchases on behalf of the Authority shall be entered into and made in accordance with rules of procedure prescribed by the Board and applicable laws and rules of the State of Texas.

§ 34. Sovereign Immunity

~~Unless required by law the Authority will not by agreement or otherwise waive or impinge upon its sovereign immunity.~~

§ 35. Termination of Employees

Employees of the Authority shall be employees at will unless they are party to an employment agreement with the Authority executed by the Chairman upon approval by the Board. Employees may be terminated at any time, with or without cause, by the Executive Director subject to applicable law and the policies in place at the time of termination.

§ 36. Strategic Plan, Annual Report, and Presentation to Commissioners Court

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- (a) Each even-numbered year, the Authority shall issue a Strategic Plan of its operations covering the next five fiscal years, beginning with the next odd-numbered fiscal year. A draft of each Strategic Plan shall be submitted to the Board for review, approval, and, subject to revisions required by the Board, adoption.
- (b) Under the direction of the Executive Director, the staff of the Authority shall prepare a draft of an Annual Report on the Authority's activities during the preceding year and describing all Regional Mobility Authority revenue bond issuances anticipated over the coming year, the financial condition of the Authority, all project schedules, and the status of the Authority's performance under the most recent Strategic Plan. The draft shall be submitted to the Board for review, approval, and, subject to revisions required by the Board, adoption. Not later than January 1 following the conclusion of the preceding fiscal year, the Authority shall file with the Bexar County Commissioners Court the Authority's Annual Report, as adopted by the Board.
- (c) At the invitation of the Bexar County Commissioners Court, representatives of the Board and the Executive Director shall appear before the Commissioners Court to present the Annual Report and respond to questions and receive comments.

§ 37. Compliance with Law

The Board shall comply with all requirements of the Regional Mobility Authority Act, applicable administrative rules of the Texas Department of Transportation and all other applicable law.

§ 38. Fiscal Year

The fiscal year for the Authority shall be from October 1st to September 30th.

§ 39. Seal

The official seal of the Authority shall consist of the embossed impression of circular disk with the words "Alamo Regional Mobility Authority, 2004" on the outer rim, with a star in the center of the disk.

§ 40. Public Access Policy

The Authority shall maintain an access policy to be adopted by the Board that provides the public with a reasonable opportunity to appear before the board to speak on any issue under the jurisdiction of the Authority.

§ 41. Amendments to Bylaws

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Amended 01/14/06*

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Except as may be otherwise provided by law, these bylaws may be amended, modified, altered, or repealed in whole or in part, at any regular meeting of the Board after ten days advance notice has been given by the Chairman to each Director of the proposed change. These bylaws may not be amended at any special or emergency meeting of the Board.

§ 42. Dissolution of the Authority

(a) Voluntary Dissolution

- 1) An Authority may not be dissolved unless the dissolution is approved by the Texas Transportation Commission (the “commission”).
- 2) A Board may submit a request to the commission for approval to dissolve.
- 3) The commission may approve a request to dissolve only if:
 - (i) all debts, obligations, and liabilities of the authority have been paid and discharged or adequate provision has been made for the payment of all debts, obligations, and liabilities;
 - (ii) there are no suits pending against the authority, or adequate provision has been made for the satisfaction of any judgment, order, or decree that may be entered against it in any pending suit; and
 - (iii) the authority has commitments from other governmental entities to assume jurisdiction of all authority transportation facilities.

(b) Involuntary dissolution

- (1) The commission by order may require an authority to dissolve if the commission determines that the authority has not substantially complied with the requirements of a commission rule or an agreement between the department and the authority.
- (2) The commission may not require dissolution unless:
 - (i) The conditions described in Sections 42 (3) (A) and (B) have been met; and
 - (ii) The holders of any indebtedness have evidenced their agreement to the dissolution.

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Adopted 05/03/04
Amended 01/14/06

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
ALAMO REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 06-02

WHEREAS, the Alamo Regional Mobility Authority (“AlamoRMA”) was created pursuant to the request of Bexar County and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the “RMA Rules”); and

WHEREAS, by virtue of Transportation Commission Minute Order No. 110270 the AlamoRMA was granted certain development authority over several toll projects, including 1) IH-35 near the Bexar/Guadalupe County line to IH-37 in the San Antonio Central Business District; 2) SH 16 west from IH-410 to LP 1604 northwest; and 3) the tolled interchange at US 281 and Wurzbach Parkway (the “Toll Projects”); and

WHEREAS, the AlamoRMA has received a commitment for \$7.5 million in financial assistance from TxDOT to fund certain activities associated with the development of the Toll Projects; and

WHEREAS, HNTB, the general engineering consultant (the “GEC”) retained by the AlamoRMA, has developed a detailed scope of work and a proposed budget of up to \$6.5 million for the work necessary to expeditiously pursue the development of the Toll Projects, a summary of which is attached hereto as Attachment “A” ; and

WHEREAS, the GEC has represented to the Board of Directors that the work reflected in the scope of work and proposed budget is necessary and appropriate to pursue the development of the Toll Projects.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves of the negotiation and execution of a work authorization by the Executive Director authorizing the GEC to pursue the work described in Attachment “A”, provided that (a) no work is undertaken that is not within the scope of what TxDOT approves as being reimbursable under the financial assistance agreement with TxDOT; (b) any work commenced under the work authorization be subject to the contract executed by the AlamoRMA and the GEC as well as Transportation Commission Minute Order No. 110270; and (c) the GEC present to the Board of Directors, on at least a quarterly basis, a summary of expenditures incurred and work performed pursuant to the work authorization..

Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 11th day of January, 2006.

Submitted and reviewed by:

Terry Brechtel
Executive Director for the
Alamo Regional Mobility Authority

Approved:

William E. Thornton
Chairman, Board of Directors
Resolution Number 06-02
Date Passed 01/11/06

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
ALAMO REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 06-03

WHEREAS, the Alamo Regional Mobility Authority (“AlamoRMA”) was created pursuant to the request of Bexar County and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the “RMA Rules”); and

WHEREAS, by virtue of Transportation Commission Minute Order No. 110270 the AlamoRMA was granted certain development authority over several toll projects, including 1) IH-35 near the Bexar/Guadalupe County line to IH-37 in the San Antonio Central Business District; 2) SH 16 west from IH-410 to LP 1604 northwest; and 3) the tolled interchange at US 281 and Wurzbach Parkway (the “Toll Projects”); and

WHEREAS, the AlamoRMA has received a commitment for \$7.5 million in financial assistance from TxDOT to fund certain activities associated with the development of the Toll Projects, subject to the submission of a work plan by the AlamoRMA to the San Antonio District of TxDOT by January 31, 2006; and

WHEREAS, the general engineering consultant (the “GEC”), working with AlamoRMA staff and the Planning Committee, has developed a work plan for development of the Toll Projects, a summary of which is attached hereto as Attachment “A”;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors approves the work plan presented to the Board and summarized in Attachment “A” hereto and authorizes the Executive Director to tender the plan to the San Antonio District of TxDOT by January 31, 2006.

Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 11th day of January, 2006.

Submitted and reviewed by:

Approved:

Terry Brechtel
Executive Director for the

William E. Thornton
Chairman, Board of Directors

Alamo Regional Mobility Authority

Resolution Number 06-03
Date Passed 01/11/06

**GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
ALAMO REGIONAL MOBILITY AUTHORITY**

RESOLUTION NO. 06-04

WHEREAS, the Alamo Regional Mobility Authority ("AlamoRMA") was created pursuant to the request of Bexar County and in accordance with provisions of the Transportation Code and the petition and approval process established in 43 Tex. Admin. Code § 26.01, *et. seq.* (the "RMA Rules"); and

WHEREAS, the San Antonio Mobility Coalition, Inc. ("SAMCo") is committed to identifying and advocating transportation solutions for the San Antonio Metropolitan Area; and

WHEREAS, the mission and activities of SAMCo are consistent with the purpose of the AlamoRMA; and

WHEREAS, on February 23, 2006, SAMCo plans to present its annual update to the Texas Transportation Commission (the "Commission") on transportation issues and priority projects for the San Antonio region; and

WHEREAS, SAMCo has asked the AlamoRMA to serve as one of its public transportation partners for purposes of presenting the annual update to the Commission and has invited the Chairman of the Board of Directors of the AlamoRMA to be a member of the delegation that will make the presentation; and

WHEREAS, the Board of Directors desires to express its support for the SAMCo delegation's presentation to the Commission.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the AlamoRMA declares its support for the SAMCo delegation's February 23, 2006 presentation to the Commission on transportation issues and priority projects for the San Antonio region; and

BE IT FURTHER RESOLVED, that the Board of Directors supports the efforts of SAMCo and the San Antonio delegation to secure support and funding for transportation infrastructure improvements for the region.

Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 11th day of January, 2006.

Submitted and reviewed by:

Approved:

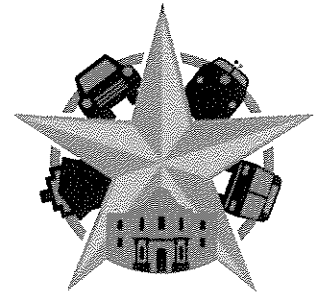
Terry Brechtel
Executive Director for the

William E. Thornton
Chairman, Board of Directors

Alamo Regional Mobility Authority

Resolution Number 06-04
Date Passed 01/11/06

SAVE THE DATE



San Antonio/Bexar County Presentation to the Texas Transportation Commission—Austin

Hosted by the San Antonio Mobility Coalition, Inc.

February 22, 2006

Reception

6:00 pm—7:30 pm

Serranos Café & Cantina

1111 Red River

Austin, TX 78701

***Seating is limited**

February 23, 2006

Delegation Presentation

9:00 am

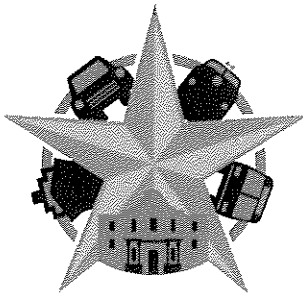
Texas Department of
Transportation

125 East 11th Street

Austin, TX 78701

Join us as we:

- 1) Honor and thank members of the Texas Transportation Commission for their important contributions to resolving mobility issues in our state
- 2) Provide our annual update on San Antonio/Bexar County transportation projects and needs to the Texas Transportation Commission



San Antonio/Bexar County Delegation Presentation

REGISTRATION DEADLINE IS JANUARY 20, 2006

Name: _____ Title: _____
Company: _____ Address: _____
City: _____ ST/Zip: _____
Phone: _____ Fax: _____

February 22, 2006

- Yes, I will attend the reception
- No, I will not be able to attend the reception

February 23, 2006

- Yes, I will attend the Delegation Presentation and please reserve a seat on the bus
- Yes, I will attend the Delegation Presentation, but will provide my own transportation
- No, I will not be able to attend the Delegation Presentation

Hotel Reservations (Hotel charges to be paid by individual)

- I will need a hotel reservation
- I will not need a hotel reservation

***All rooms are king non-smoking**

Please fax or mail forms to:
Ms. Jessica Casarez
San Antonio Mobility Coalition, Inc.
602 E Commerce St
San Antonio, TX 78205
Phone (210) 229-2134
Fax (210) 229-1600
Email: jcasarez@samobilitycoalition.org

**SAMCo Delegation Presentation –
Texas Transportation Commission
February 23, 2006**

Proposed Agenda

February 22 – Dinner/reception in honor of Commissioners
(Video thanking Commissioners)

February 23 – Delegation presentation – TTC meeting (9:00 a.m. or thereafter)

- I. Joseph Krier, SAMCo Chairman (Delegation Host) –
 - Overview and thank Commissioners
 - Economic trends impacting transportation in Bexar County
 - Utilizing all financial tools/multi-modal /investing in ourselves
 - Trans-Texas Corridor/SH 130

 - II. Bill Thornton, AlamoRMA Chairman
 - Toll equity request (I-35)

 - III. Judge Nelson Wolff, Bexar County
 - Pass through finance request (Bexar County)
 - Rail relocation/Bexar County Rail Study update

 - IV. Mayor Phil Hardberger, City of San Antonio
 - Growth issues affecting San Antonio
 - New Projects – Military, Economic Development, Fred-Med, etc.

 - V. Tim Tuggey, VIA Board Chairman
 - ATD/Public Transportation/BRT

 - VI. Selected Legislators – Supportive Comments

 - VII. Closing Comments – Joe Krier
-
- Video to accompany dinner/reception
 - PowerPoint and glossy brochure with maps for delegation presentation

2006

San Antonio/Bexar County Delegation

[Draft #7 – January 10, 2006 – For review and approval of text only; graphics remain under development]



San Antonio Mobility Coalition, Inc. (SAMCo)

The 2006 Annual Presentation
from the Bexar County – San Antonio Region
to the Texas Transportation Commission

February 23, 2006

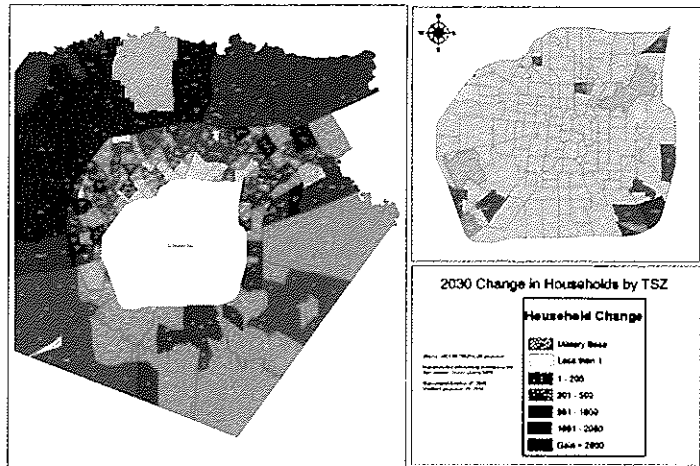
[Note: Above logo will be incorporated into design of cover with several new pictures.]

The San Antonio Mobility Coalition, Inc. and its public transportation partners – AlamoRMA, Bexar County, City of San Antonio, Bexar County/SA MPO, and VIA – are pleased to present our annual update to the Texas Transportation Commission on transportation issues and priority projects for our region – February 23, 2006

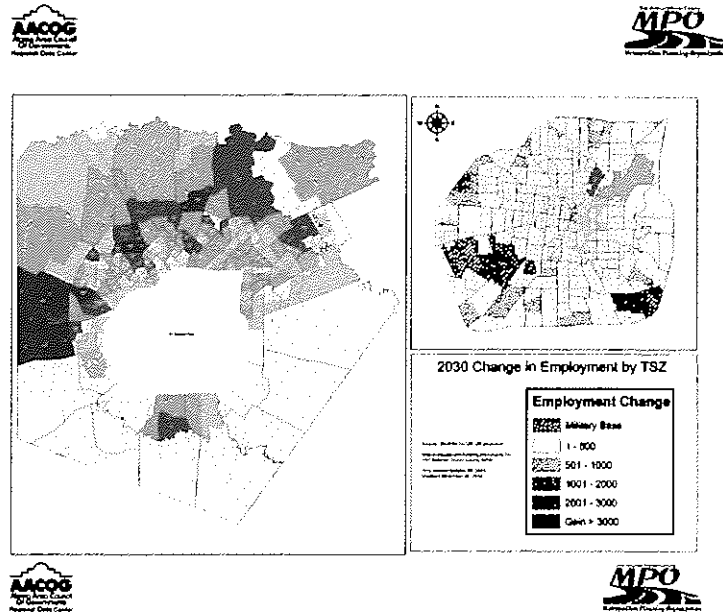
Bexar County – San Antonio Regional Transportation Challenges

The Bexar County – San Antonio region continues to experience rapid population and economic growth. That growth places greater demand on an already limited transportation network. Demand for transportation services will continue to grow in coming decades, as evidenced by the following trends:

- Population Growth – Recent projections indicate that regional population will grow from 1.42 million in 2000 to 2.39 million in 2030. Total population will rise by roughly one million residents, an increase of 68 percent. The number of households will grow by 78 percent.



- Economic Growth – During the same thirty year period, total employment will grow from about 720,000 to 1,260,000, an increase of 75 percent. The addition of Toyota’s sixth North American assembly plant with at least 21 on-site suppliers and rapid expansion in the biotechnology, health services, financial, and higher education sectors indicate that local economic growth will continue to be a significant contributing factor.

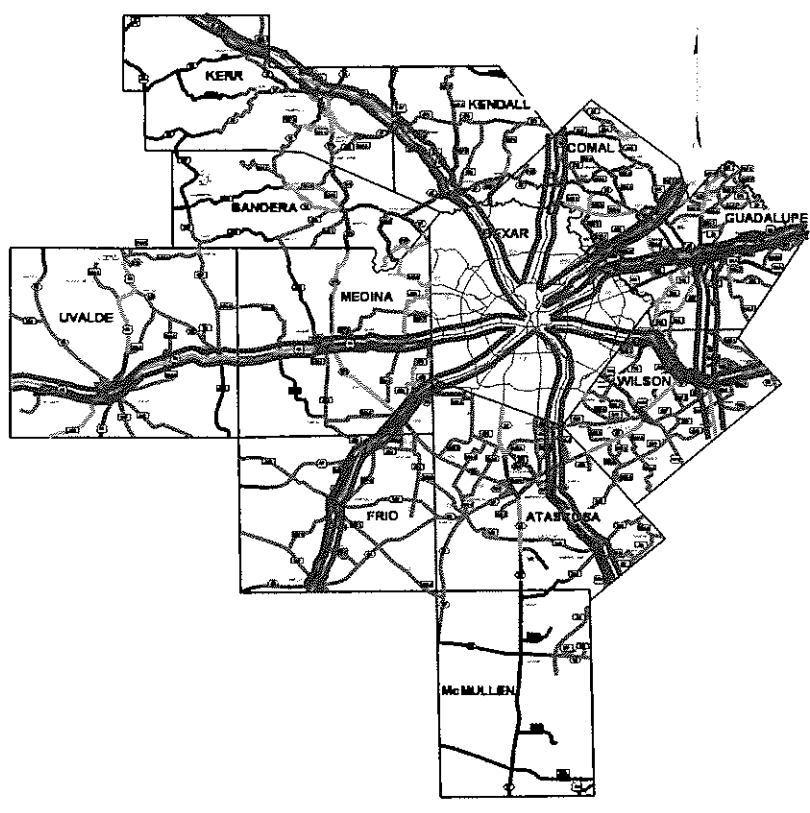


[Seeking aerial photo of Toyota Campus.]

- International Trade – With more than 50 percent of export/import traffic with Mexico passing through the region, international trade growth places additional pressure on the local and regional transportation network. NAFTA traffic through the IH 35 Corridor continues to grow at an exponential rate, adding thousands of trucks to the region's already-congested highway system. Truck traffic is growing by nearly 15 percent per year along IH 35, compared with a 2 percent average nationally. According to Union Pacific Railroad, NAFTA-related rail traffic is growing at an annual rate of 6 percent. Throughout the region, however, studies have shown that the overall growth in the movement of freight by rail is

forecasted to nearly double by 2025. Simply put, by 2025 the region can expect to see twice as many trains as there are now.

- Military – The most recent round of base realignment and closures (BRAC) has resulted in a net increase of more than 4,000 military employees in San Antonio and the addition of new missions at Fort Sam Houston, Randolph Air Force Base, and Lackland Air Force Base. Expanded missions at Fort Sam Houston will result in a net increase of 13,000 military employees, dependents, and students. Many of the new missions are medical in nature. San Antonio continues to be the home of more than 89,000 employees in the armed services.
- Regional Trade Corridors/Hurricane Evacuation Routes – During the recent hurricane season, San Antonio served as a center for mass evacuations of citizens from Houston, New Orleans, Corpus Christi, and other points along the Texas Gulf Coast. During such emergencies, the regional corridors between these Gulf Coast communities and San Antonio (IH 10, IH 37, and US 281) have proven inadequate for the demand. These routes also serve as important regional trade and statewide connectivity corridors.



Key international trade and regional trade corridor routes converging in San Antonio

Vehicle miles traveled (VMT) in San Antonio have grown four times faster than population during the last decade. In 2000, San Antonian's drove 35 million miles/day. In 2030, that number will increase to 56 million, a 60% increase.

Meeting the Challenge – Applying New Tools and Multimodal Solutions

As outlined in the Texas Metropolitan Mobility Plan (TMMP) released in October 2004, San Antonio faces an \$8.4 billion funding gap between over the next 25 years to reduce congestion to acceptable levels. An additional \$8.5 billion will be needed to address rehabilitation of the existing highway and arterial network.

[Box or bar chart - \$10.1 billion anticipated need, less \$1.7 billion Expected from traditional sources = \$8.4 billion “gap”]

Working cooperatively, officials from local and regional entities – AlamoRMA, Bexar County, City of San Antonio, VIA, MPO, and SAMCo – are partnering with TxDOT to apply the new transportation funding tools made possible in recent years by the Texas Legislature and the Texas Transportation Commission.

By aggressively applying these new funding tools, and by undertaking related efforts to focus on multi-modal and regional solutions, significant transportation projects are being accelerated in the San Antonio/Bexar County region years and in some instances decades earlier than would have been the case with traditional funding mechanisms.

Taken together, the application of the new funding tools will begin to take a bite out of the projected \$8.4 billion funding gap. Specific new funding tools already being applied include:

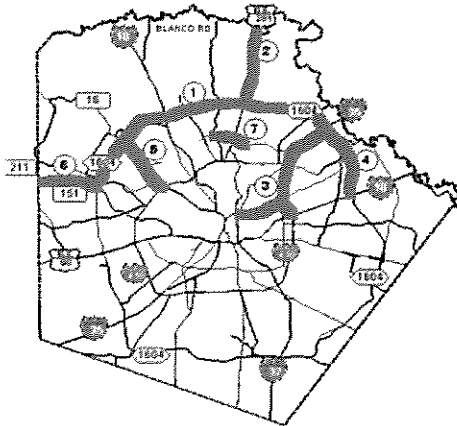
- Advanced Transportation District (ATD) Leveraging – Quarter cent sales tax approved by San Antonio voters in November 2004 generates \$34 million in new annual funding for street, transit, and highway improvements.
- AlamoRMA/Toll Lane System – A 70-mile system of new toll lanes along US 281, Loop 1604, IH 35, and other high traffic corridors is being developed to provide additional capacity and a choice for motorists.
- Pass-Through Financing – Bexar County officials have submitted to TxDOT plans for pass-through financing of portions of Blanco and Culebra Roads.
- Texas Mobility Fund Bonds – Are being applied as part of state equity in various toll lanes projects planned in Bexar County.
- Proposition 14 Bonding – This financial tool is being used to accelerate non-toll capacity expansions along portions of IH 35 and the IH 410/US 281 interchange.
- Private Sector Dollars – A proposal for a private sector comprehensive development agreement (CDA) for toll lanes along US 281 and Loop 1604 is being jointly evaluated by TxDOT and the AlamoRMA. The CDA has the potential to generate an additional \$600 million for local transportation projects.
- Multi-Modal Solutions - MPO transportation planners continue to incorporate a variety of multi-modal transportation solutions – Bus Rapid Transit (BRT), Express Bus Service, Commuter Rail, Freight Rail, Public Transportation, and Toll Lanes - into community and regional transportation plans.
- Federal Earmarks – San Antonio recently received more than \$30 million in federal earmarks (SAFETEA-LU) providing partial funding for eight priority projects for the San Antonio/Bexar County region.

SAMCo supports efforts of the Texas Transportation Commission and the Legislature to develop and apply new funding mechanisms to accelerate priority transportation projects and reduce congestion in our state. We look forward to a continuing strong partnership with TxDOT Commissioners and staff, local governments, and the private sector to address the significant transportation challenges now before us.

Investing in Ourselves – ATD and Toll System

- Toll System (AlamoRMA) - Through the cooperative efforts of TxDOT and Alamo Regional Mobility Authority (AlamoRMA) a 70-mile system of toll lanes in Bexar County is envisioned to accelerate delivery of congestion relief projects and provide motorists with additional choices to speed travel. Construction has started on a three-mile section of US 281.

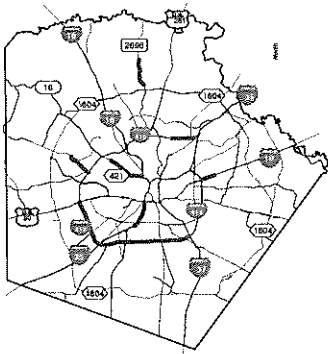
Proposed Toll Lane System



In November 2005, the Texas Transportation Commission approved transfer of future development rights for toll projects along portions of IH 35, SH 16, and Wurzbach Parkway. In addition, TxDOT and AlamoRMA officials continue to review proposed private sector concession agreements (CDA's) for US 281 and Loop 1604.

The AlamoRMA is currently developing a strategy for the implementation of the tolled lanes network in Bexar County. The RMA is initiating financing and engineering plans for the SH 16 and IH 35 tolled projects along with the US 281/Wurzbach Parkway Interchange toll project. The AlamoRMA will submit a request to the Commission in the near future for additional toll equity to make the AlamoRMA toll system financially viable.

Advanced Transportation District (ATD) TxDOT Projects

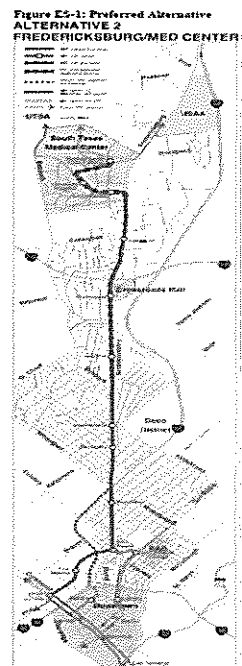


- Advanced Transportation District (ATD) – On November 2, 2004 San Antonio voters approved formation of an Advanced Transportation District (ATD) and a quarter-cent sales tax that will generate more than \$34 million annually for street, transit, and highway improvements. One-fourth of the quarter cent – about \$8.5 million annually – has been reserved as additional local leverage for the nine TxDOT highway projects outlined in the map at left.

One-half of ATD funds are reserved for public transportation improvements. VIA Metropolitan Transit is implementing extended service on busiest routes, expanded service to new areas, improved passenger facilities, and new technologies to improve bus travel times. As a result of the ATD, VIA now has the means to

pursue bus rapid transit (BRT), a form of public transportation that combines the advantages of rail travel with the flexibility of bus service using rubber tire vehicles. Two separate analyses have identified Fredericksburg Road as being especially suitable for the service because it connects two of San Antonio's major employment centers, the downtown central business district to the Medical Center. Additionally, the 2005 federal reauthorization bill, SAFETEA-LU, authorized funding of BRT in San Antonio.

The remaining one-fourth of ATD funds are being used to increase the City of San Antonio's resources for street improvements. The City is making specialized improvements along major arterial streets throughout the City to enhance connectivity between neighborhoods and major roadways. Improved signal timing, additional signals, new turn lanes, street widenings, improved sidewalks, and ADA improvements are among the many street improvements made possible with dedicated ATD revenue.



Proposed Bus Rapid Transit Route (BRT) along Fredericksburg Rd

Significant Regional Projects and Plans

- Trans-Texas Corridor (TTC-35)/State Highway 130 – SAMCo supports the Trans-Texas Corridor (TTC-35) concept as a solution that addresses increasing transportation demand along the present IH 35 corridor. SAMCo has also endorsed alignment alternatives CA and S1A to provide optimal access to existing and emerging trade and employment centers in Bexar County and to make full use of the existing IH 35 corridor south of San Antonio to Laredo. SAMCo continues to encourage: 1) on-time completion of Segments 5-6 of State Highway 130; 2) integration of rail and additional road components along the existing SH 130 corridor in or near the future TTC-35 alignment; and 3) optimal connectivity with the existing highway, arterial, and rail networks. Last year, the Bexar County/San Antonio MPO revised the Metropolitan Transportation Plan (MTP) to provide direct connectivity with TTC-35.
- Freight Rail Study – Bexar County/TxDOT – A San Antonio Rail Master Plan is being developed through three ongoing studies that will examine options for relocation of rail through freight to the east of existing alignments in Austin and San Antonio (Phase I), relocation of rail through freight to by-pass the metropolitan area of San Antonio (Phase II), and potential improvements to existing infrastructure considering possible outcomes of the first two studies (Phase III). A specific list of projects and their costs and benefits will be included as part of the Phase III. Improvements to the regional rail infrastructure is a critical piece of the state's rail infrastructure as the region serves as a crossroads for both north-south and east-west lines. Given the close proximity of San Antonio to several border crossings and the expected increases in freight coming from Mexico, improvements to rail infrastructure may alleviate some of the strain that the expected increases in freight will put on the roadway system.
- Commuter Rail – The Austin-San Antonio Intermunicipal Commuter Rail District (Rail District) approved June 3, 2005 a locally preferred alternative for commuter rail service between San Antonio and Georgetown, located in the existing Union Pacific rail corridor from San Antonio to Round Rock and in the MoKan corridor from Round Rock to Georgetown. The Bexar County/SA MPO has also endorsed the locally preferred alternative. The Rail District has received authorization for a \$2 million “New Starts” planning grant from the Federal Transit Agency for this project. SAMCo continues to support this effort as a key component in reducing congestion along the IH 35 corridor.
- Air Quality – SAMCo supports the air quality planning effort for the San Antonio region under the Air Improvement Resources (AIR) Committee of the Alamo Area Council of Governments. Because of proactive planning on the part of local elected leadership, the Texas Commission on Environmental Quality and the US Environmental Protection Agency, this region signed an Early Action Compact on December 9, 2002. As a result, our status is “nonattainment/deferred” under the 8-hour ozone standard, allowing the region to avoid traditional air quality planning requirements to which nonattainment regions are subject. By maintaining their proactive pollution reduction efforts both through rulemaking now in effect and through ongoing voluntary efforts by business and industry, notably the Alamo Clean Air Partnership, the AIR Committee leadership hopes to attain federal air quality standards when the EAC expires in December 2007.

Combined Map:

- 1) preferred alignment of TTC-35 around San Antonio and SH 130 (Seg 5 and 6);
- 2) potential freight rail corridor; and
- 3) future commuter rail alignment.

– TxDOT to provide map as per discussion with Jennifer M. and David Casteel. Also MTP – how it links to TTC?

Actions for Commission Consideration

Trans-Texas Corridor (TTC-35)/SH 130 – SAMCo and its public sector transportation partners have submitted detailed policy statements on TTC-35 regarding specific alignment preferences, rail integration, and optimal connectivity with the existing highway and arterial networks. We urge the Commission to move forward with implementation of TTC-35 with expedited completion of Segments 5 and 6 of SH 130 as an initial stage.

Trans-Texas Corridor Concession Revenue – We encourage the Commission to apply future concession revenue associated with TTC-35 to tolled and non-tolled highway, rail, and transit projects designed to improve connectivity with TTC-35 and key population and economic centers along this corridor.

Rail Relocation – Phase II and III of the San Antonio Region Rail Study will be completed by the summer of 2006, including development of a rail master plan and specific recommendations for rail relocation away from urban areas. We support the Commission’s continuing efforts to address congestion and safety issues along key rail corridors in the state and to incorporate specific rail elements in design of the TTC-35 project.

AlamoRMA – SAMCo commends both TxDOT and the AlamoRMA for their continuing cooperative efforts to finalize and implement plans to initiate a toll lane system along portions of Loop 1604 and US 281. With planning efforts now shifting toward implementation of tolled lanes within the SH 16, IH 35, and Wurzbach Parkway corridors, the AlamoRMA has begun feasibility, preliminary engineering, and financial planning studies along these corridors. We thank the Commission for its most recent financial assistance and urge its continued support in future funding request required for full implementation.

Bexar County Pass-Through Agreements – As early as April 2006, separate pass-through financing agreements will be placed on the Commission agenda for portions of FM 3487 (Culebra Road) and FM 2696 (Blanco Road), subject to final negotiations between TxDOT and Bexar County staff. We urge favorable consideration of these two agreements to help accelerate needed capacity improvements along these two high growth corridors.

Military Projects – [Jennifer]

Hurricane Routes – SAMCo supports ongoing efforts to review potential capacity improvement along key regional corridors between the Gulf Coast communities and San Antonio (IH 37, IH 10 etc.) to better prepare for future emergencies, while also supporting additional cooperative economic development opportunities along these key regional corridors.

Legislative Initiatives

SAMCo will work with its local, regional, and statewide partners during the 2007 Legislative Session on the following legislative issues impacting statewide legislative funding:

- Reduce/reverse continuing diversions revenue from the State Highway Fund to non-transportation programs. More than \$___ billion in funds have been diverted away from their intended use since ____ (*TUTA – working on this number – Vic Suhm*).
- Index the Motor Fuels Tax to inflation to stabilize its purchasing power relative to costs. The tax has remained constant at 20 cents per gallon since 1991.
- Protect the current funding and flexibility achieved with the House Bill 3588 funding tools, as amended by House Bill 2702 in 2005.
- Encourage legislative approval of local option taxes or fees to provide additional funding for local/regional projects.
- Encourage legislators to provide at least \$100 million a year to capitalize the Texas Rail Relocation and Improvement Fund.

SAMCo Partners

Delegation Presenters

Nelson Wolff
Bexar County Judge
2005 SAMCo Chairman

Phil Hardberger
Mayor, City of San Antonio
SAMCo Executive Committee

Bill Thornton
Chairman, AlamoRMA

Tim Tuggey
Chairman, VIA Metropolitan Transit
SAMCo Executive Committee

Joe Krier
President & CEO
Greater San Antonio Chamber of Commerce
2006 SAMCo Chairman

SAMCo Executive Committee

Pamela Bain
President, Bain Medina Bain, Inc.

Larry Clark
Mayor's Appointee, City of San Antonio

Bonnie Conner
Mayor's Appointee, City of San Antonio

Annie Dadian-Williams
Director of Engineering & Operations
Clark Construction of Texas

Art Hall
Councilman, District 8, City of San Antonio

Nettie Hinton
Mayor's Appointee, City of San Antonio

Mary Q. Kcily
The Gardner Law Firm

Richard Perez
Chairman, San Antonio/Bexar County MPO
Councilman, District 4, San Antonio

Gary Raba
Senior Vice President & COO
Raba-Kistner Consultants

Jim Reed
Representative
Alamo Regional Mobility Authority

Michael Schroenbrun
Real Estate Council San Antonio

Tom Turk
Vice President
Lockwood Andrews & Newnam, Inc.

Michael Villyard
Representative, Bexar County

Duane Wilson
President & CEO
North San Antonio Chamber of Commerce
2006 SAMCo Treasurer

Transportation Providers

Terry Brechtel
Executive Director
Alamo Regional Mobility Authority

David Casteel
District Engineer,
Texas Department of Transportation

Isidro Martinez
Interim Director
San Antonio/Bexar County MPO

Les Locke
Bexar County

John Milam
President & CEO
VIA Metropolitan Transit Authority

Tom Wendorf
Director of Public Works, City of San Antonio

SAMCo is a non-profit corporation organized in December 2001 to identify and advocate multi-modal transportation solutions for the San Antonio Metropolitan Area. Funded by both public and private entities, SAMCo Members include the AlamoRMA, Bexar County, City of San Antonio, VIA Metropolitan Transit, major San Antonio headquartered corporations, chambers of commerce, transportation construction and supply industry, real estate development community, consulting engineers and other interested organizations.

SAMCo Members

Alamo Cement Company
Arias & Associates, Inc.
ARCADIS
Austin/San Antonio Corridor Council
Bain Medina Bain, Inc.
Barshop & Oles Company
Bexar County
BNSF Railway
Broadway National Bank
BSCI, Inc.
Capitol Aggregates
Carter & Burgess, Inc.
Cemex, Inc.
CH2M Hill
Chiang Patel & Yerby, Inc.
City of San Antonio
CPS Energy
Civil Engineering Consultants
Clark Construction of Texas, Ltd.
Cox, Smith & Matthews, Inc.
Dannenbaum Engineers Corporation
Drash Consulting Engineers, Inc.
Free Trade Alliance San Antonio
Flasher Equipment Company
Freese & Nichols, Inc.
Frost Bank
Fugro Consultants, LP
Greater Kelly Development Authority
Half Associates, Inc.
HDR Engineering, Inc.
HEB Grocery Company
HNTB Corporation
HOLT CAT
Huitt Zollars, Inc.
Jacobs
Klotz Associates, Inc.

LVN Engineering, Inc.
Lockwood, Andrews, & Newnam Inc
Locke Liddell & Sapp, LLP
Loeffler Tuggey Pauerstein
Rosenthal LLP
LOPEZGARCIA GROUP
Martin Marietta Materials SW
Medical Center Alliance
Metropolitan Contracting Company
Pape-Dawson Engineers, Inc.
PBS&J Corporation
R.L. Worth & Associates, Inc.
Raba-Kistner Consultant, Inc.
Real Estate Council of San Antonio
SA Council of Engineering
Companies
SAMCO Capital Markets
Shelton & Valadez, P.C.
The Greater SA Chamber
The North SA Chamber
The South SA Chamber
Turner Collie & Braden, Inc.
Unintech Consulting Engineers
Union Pacific Railroad
URS Corporation
USAA
VIA Metropolitan Transit
Vickrey & Associates, Inc.
Vulcan Materials SW Division
Washington Group International
Wells Fargo Bank
Williams Brothers Construction Co.
Winstead Sechrest & Minick P.C.
Witte Museum
Zachry Construction Company

ALAMO REGIONAL MOBILITY AUTHORITY

Balance Sheet
December 31, 2005

ASSETS

Current Assets:	
Cash and cash investments	513,102
	<hr/>
Total Current Assets	513,102
Other Assets:	
Prepaid Insurance	3,226
Prepaid Rent	5,514
Security Deposit	5,514
	<hr/>
Total Other Assets	14,254
Total Assets	527,356
	<hr/> <hr/>

LIABILITIES AND FUND EQUITY

Current Liabilities:	
Accounts Payable	11,204
Accrued Vacation Time	1,970
Accrued Interest	33,330
	<hr/>
Total Current Liabilities	46,504
Other Liabilities:	
Bexar County Loan #1 Payable	250,000
Bexar County Loan #2 Payable	500,000
City of San Antonio Loan #1 Payable	500,000
	<hr/>
Total Other Liabilities	1,250,000
Total Liabilities	1,296,504
	<hr/>
Fund Deficit:	
Retained Deficit	(604,538)
Unreserved - Net loss	(164,610)
	<hr/>
	(769,148)
Total Liabilities and Fund Deficit	527,356
	<hr/> <hr/>

These financial statements are unaudited and for management's use only.

ALAMO REGIONAL MOBILITY AUTHORITY

Statement of Revenue, Expenses and Changes in Fund Deficit
For the period ending December 31, 2005

	MONTH	Y-T-D	BUDGET	VARIANCE
Non-Operating Income:				
Interest Income	1,700	5,674	3,331	2,343
Total Non-Operating Income	1,700	5,674	3,331	2,343
Operating Expenses:				
Salary, Benefits and Retirement Expense	24,218	66,893	83,944	17,051
Payroll Tax Expense	594	2,110	2,625	515
Business & Travel	2,551	4,831	15,371	10,540
Insurance Expense	429	1,194	1,258	64
Website Development	150	257	770	513
Telephone	433	571	2,126	1,555
Supplies, Printing, Postage, Copier	1,321	2,412	3,580	1,168
Office Space	380	380	4,720	4,340
Utilities	-	-	1,500	1,500
Meeting Expense	124	312	950	638
Memberships	1,700	1,700	-	(1,700)
Professional Services	27,961	58,337	112,500	54,163
Note 1				
Miscellaneous Expense	424	436	750	314
Total Operating Expenses	60,285	139,433	230,094	90,661
Loss From Operations	(58,585)	(133,759)	(226,763)	(93,004)
Nonoperating Expenses:				
Interest Expense	2,637	8,466	9,900	1,434
Total Non-Operating Expenses	2,637	8,466	9,900	1,434
Equipment Purchases	4,647	22,385	27,000	4,615
Net Loss	(65,869)	(164,610)	(263,663)	(99,053)
Retained deficit at October 1, 2005		(604,538)		
Retained deficit at December 31, 2005		(769,148)		

Note 1: Professional Services for the month of December and the year-to-date are as follows:

Locke, Liddell	14,420	Locke, Liddell	33,291	
Jim Griffin	6,808	Jim Griffin	9,580	
Jama Lopez	2,100	Jama Lopez	6,675	
Global	4,633	Global	8,791	
	27,961		58,337	(Tuggey - 2,288)

These financial statements are unaudited and for management's use only.

ALAMO REGIONAL MOBILITY AUTHORITY

Statement of Cash Flow
For the period ending December 31, 2005

OPERATING ACTIVITIES:

Loss from operations	(\$164,610)
Adjustments to reconcile loss from operations to net cash used by operating activities:	
(Increase) Decrease in prepaid insurance	(2,920)
(Increase) Decrease in prepaid rent	(5,114)
Increase (Decrease) in accounts payable	(137,001)
Increase (Decrease) in accrued paid leave	(7,846)
Net cash provided by Operating Activities	<u>(\$317,491)</u>

INVESTING ACTIVITIES:

Security Deposit	<u>(5,514)</u>
Net cash provided by Investing Activities	(5,514)

FINANCING ACTIVITIES:

Increase (Decrease) in interest payable	<u>8,466</u>
Net cash provided by Capital and Related Financing Activities	8,466

Net cash increase for period (\$314,539)

Net increase in cash and cash investments	
Cash and Cash Investments, October 1, 2005	827,641
Cash and Cash Investments, December 31, 2005	513,102
	<u><u>(\$314,539)</u></u>

