

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, March 8, 2006
1:00 PM**

- 1) Call meeting to order.
- 2) Approval of the Minutes of the AlamoRMA February 8, 2006 Board of Directors Meeting.
- 3) 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
- 4) Discussion and appropriate action on resolution to reimburse certain expenditures with bond proceeds. (Terry Brechtel/Don Gonzales)
- 5) Discussion and appropriate action on the financial statements for the period ending December 31, 2005. (Carrie Connor)
- 6) Citizens' Communications (citizens must sign the register to speak).
- 7) Presentation/briefing - Executive Director Report. (Terry Brechtel)
- 8) 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: March 3, 2006 5:00 p.m.

Alamo Regional Mobility Authority

Meeting February 8, 2006, one P.M., in the Greater Kelly Development Authority Main Conference Room, 143 Billy Mitchell Blvd., Suite 6, San Antonio, Texas.

Minutes

1. **Call meeting to order.** Chairman Thornton called the meeting to order at 1:03pm. All Board members were present.

2. **Approval of the AlamoRMA January 1, 2006 Board of Directors Meeting Minutes.** *J. Reed made the motion to accept the January 11, 2005 meeting minutes as presented. R. Thompson seconded. Motion passed.*

3. **Discussion and appropriate action to elect officer for the Alamo RMA Board.**
R. Thompson nominated C. Rodriguez as Vice-Chair. R. Diaz seconded. Motion passed. J. Reed nominated R. Diaz as Secretary/Treasurer. R. Thompson and R. Diaz seconded. Motion passed.

4. **Discussion and appropriate action regarding statutory requirements for open records training and financial disclosure.** B. Cassidy went over the open government training memorandum. Effective January 1, 2006, elected and appointed public officials are required by a new state law to receive training in Texas open government laws. The Open Meetings Act (Government Code section 551.005) and the Public Information Act (Government Code section 552.012) impose mandatory open government educational requirements on elected and appointed officials who are subject to the those laws. The law requires at least two hours of open government training, consisting of a one-hour educational course on the Open Meetings Act and one-hour educational course on the Texas Public Information Act. Training is not to exceed a maximum of four hours. Officials who are in office **before January 1, 2006** have one year until **January 1, 2007** to complete the required training. Officials who are elected or appointed **after January 1, 2006** have **90 days** within which to complete the required training.

B. Cassidy also went over the Personal Financial Statement. Regional Mobility Authorities are now required to file an annual Personal Financial Statement to the Texas Ethics Commission. The Personal Financial Statement must be completed and sent via air mail, or hand delivery to the Ethics Commission no later than May 1st, 2006.

Chairman Thornton asked T. Brechtel to assign someone the task of keeping track of who has completed the certification and the Personal Financial Statement.

5. Project Status Report.

US-281/ Loop 1604 – F. Holzman, TxDOT engineer, briefed the board of the status of US281. TxDOT has been working with TTA & URS to set perimeters for the Traffic Revenue Study.

R. Thompson asked what the status is on the process to short list proposers for the CDA project, and when the decision will be made. F. Holzman told him that it will be Spring/Summer of 2007

Wurzbach Parkway – TxDOT will do a new environmental assessment from Wetmore to Blanco Road. The time line to clear the project is Summer 2007. Given the interest the RMA has

to move forward on this project, TxDOT offered that the RMA could take the lead on the Environmental Assessment.

T. Brechtel stated that the RMA has informed TxDOT that HNTB will look at alternative options to the interchange design. She expressed that since there needs to be a new Environmental Assessment done, then it would be the perfect opportunity to look at additional right of way associated with a new design. R. Thompson stated that the alternative designs are options for the proposed traffic control lights that had to be created on the exchange. The traffic light interchange was designed that way because of some constraints.

R. Diaz stated that he wanted to let the community know that even though once the board gets the CDA proposal and gets a look at the best deal the proposer has put forward and after the Board has put conditions on what the CDA is going to look like, the board can still reject it at that time if it's still not good enough or they (the Board) have a better plan available.

F. Holzman also informed the Board that TxDOT will be holding public meetings in March for the US 281 project as part of the new environmental document. There will be two meetings for the US 281 and another one for Loop 1604. F. Holzman explained the difference between a public meeting and a public hearing. A public hearing is a more stringent meeting, it's used generally to take comments from the public, and TxDOT does not generally respond back. A public meeting is more of a listen and respond, and normally discussions will take place. In the public hearing the Environmental Study is already in draft format, and the public has had a chance to review the document, and now have the chance to comment on it.

6. Discussion and appropriate action resulting from presentation by HNTB on the environmental requirements and process for toll projects. S. Benningfield, lead Environmental officer for HNTB, went over the National Environmental Protection Act. NEPA requires federal agencies to consider the potential environmental consequences of their actions, to document the analysis, and to make the document available for public review prior to implementation of the action.

S. Benningfield included in her presentation a recommended approach for SH16 & I 35 improvements in San Antonio. She recommended a comprehensive Environmental Assessment, to let the process run its course, and let the Environmental Assessment determine whether or not an Environmental Impact Statement is needed for these projects. She also suggests including public and agency scoping, to have ongoing public involvement, which will consist of a series of formal and informal public meetings, outreach to special interest groups, creation of project newsletters, and to proactively listen to the community. Her last suggestion is a creation of an Inter-office Technical Advisory committee. The purpose of this inter-office committee is to serve as forum for ensuring agency concerns/issues are thoroughly addressed and adequately considered.

R. Thompson asked S. Benningfield for some examples of reasonable alternatives she may suggest. S. Benningfield stated that there will be alternatives analysis regardless of whether the Environmental Study is an Environmental Assessment, or an Environmental Impact Statement. As for examples she stated that for existing facilities there are many ways to look at alternatives. For example if there is a right of way taking, the alternative may be to take the right of way from the east rather than the west, or possibly splitting them down the middle and equally taking from both sides. Another type of alternative could also be a design change alternative. A no build option is always an alternative.

Board members concurred with the environmental process outlined by HNTB consultant.

7. Discussion and appropriate action resulting from presentation by Estrada Hinojosa on financing requirements and process for toll projects. D. Gonzales, Executive Vice-President of Estrada Hinojosa, gave the board an update on the financing requirements and process for toll projects.

The board was briefed on the following items: project responsibilities, team members, project viability, the 281/1604 CDA process, traffic and revenue studies, and financial strategies and options.

H. Munoz stated that URS and the Financial Advisors should be looking at all of the projects as a system. D. Gonzales stated that they will be looking at each project individually from a financial stand point, but that we also want to look at them as a system incorporating build out schedules and connections to the system.

H. Munoz asked for some examples of pass through financing. D. Gonzales stated that there are none completed as far as he is aware. The first to come to market will be in Montgomery County. He explained that what he understands of the Montgomery County pass through is that they (Montgomery County) went out to the voters for general obligation bonds. The bond election passed, and the county will be issuing the debt. Montgomery County has a strong credit rating which in their case enables them to get bond insurance. As part of their application to TxDOT they went in with 7-8 different projects, and as part of their negotiations with TxDOT on their pass through financing, TxDOT says that they will reimburse them for some funds, but what they (Montgomery County) are going to do is take that amount, and use and redirect it to other projects they want to do.

8. Presentation by SAMCo on Transportation Funding Solutions in San Antonio Metropolitan Area. V. Boyer, Executive Director of SAMCo had a presentation regarding the bigger picture of transportation funding in the community. The presentation is being given at all locations where he has been asked to speak. The presentation gave a broad sense of what's been going on in the entire transportation arena in the San Antonio area and all of the different efforts that are going into solving the congestion problem and how they all fit together.

J. Jenkins asked V. Boyer where can he go to get more information regarding the formula for the gas tax. V. Boyer informed him that SAMCo has material at their offices if he'd like to review them. F. Holzman also stated that TxDOT has people who can explain and go over the break down of the gas tax at their offices.

Chairman Thornton suggested that J. Jenkins take up F. Holzman's invitation and that F. Holzman can arrange it in such a way that the explanation is helpful to him (J. Jenkins).

9. Discussion and appropriate action on the financial statements for the period ending January 31, 2006. C. Conner, Comptroller, presented the financial statements for period ending January 31, 2006. 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 asked a few questions regarding professional services expenditures.

C. Rodriguez suggested that at the next finance committee meeting we review contractors, their fee schedules, goals and projections for future work.

Chairman Thornton commented that the RMA work product will have to be at a level to meet rating agency requirements, and that this defines the way the RMA works, and that a lot of the work will be done by contractors and consultants.

J. Reed motioned, R. Thompson seconded. Motion passed.

10. **Citizens Communication.** T. Hall, resident of Comal County, expressed her views regarding the proposed toll lanes.

11. **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 3:05p.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 meeting on February 8, 2006.

ATTEST: _____
REYNALDO DIAZ
SECRETARY/TREASURER

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

RESOLUTION NO. 06-06

WHEREAS, the Alamo Regional Mobility Authority (the "Issuer") 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 Issuer desires to study the feasibility of establishing, and ultimately creating, a toll network of roads within Bexar County (the "Project"); and

WHEREAS, the Issuer has entered into an agreement with the Texas Department of Transportation ("TxDOT") for the purpose of TxDOT making a loan to the Issuer of certain project development and operating funds, and the Issuer and TxDOT anticipate future agreements of the same nature (hereinafter, collectively referred to as the "Loan"); and

WHEREAS, under the terms of the Loan and anticipated future agreements, the funds borrowed will be repaid in total from the proceeds of certain available revenues received by the Issuer, including a portion of the proceeds from any bonds or other obligations issued by the Issuer, its successor, or assigns; and

WHEREAS, Chapter 1201, Texas Government Code, as amended ("Chapter 1201"), permits the Issuer to use the proceeds of obligations to reimburse the Issuer for costs attributable to the Project paid or incurred before the date of issuance of the obligations for the purpose of financing public works projects, which include the Project; and

WHEREAS, this resolution is a declaration of intent to establish the Issuer's reasonable, official intent under section 1.150-2 of the Treasury Regulations to reimburse itself from the proceeds of the Obligations for any capital expenditures previously incurred (not more than 60 days prior to the date Hereof) with respect to the Project from the Issuer's General Fund or other lawfully available funds of the Issuer; and

WHEREAS, the Issuer finds, considers, and declares that the reimbursement of the Issuer for the payment of such expenditures under the Loan will be appropriate and consistent with the objectives of the Issuer's programs and, as such, chooses to declare its intention, in accordance with the provisions of Section 1.150-2(3) of the Treasury Regulations, to reimburse itself for such payments and repay the Loan at such time as it issues obligations to finance the Project.

NOW THEREFORE, BE IT RESOLVED, that this Resolution declares the intention of the Issuer to reimburse the expenditures made under the Loan for the Project with the proceeds of a borrowing. The Issuer presently intends to reimburse such expenditures by incurring debt the interest on which is excludable from gross income under section 103 of the Internal Revenue Code of 1986, as amended; and

BE IT FURTHER RESOLVED, that the Issuer reasonably expects to incur debt with an initial aggregate maximum principal amount currently estimated to not exceed \$450,000,000 for the purpose of paying the costs of the Project. A portion of the proceeds received by the Issuer from such borrowing are reasonably expected to be used to reimburse the Loan; and

BE IT FURTHER RESOLVED, that the Issuer intends that this Resolution satisfy the official intent requirement in Section 1.150-2(e) of the Treasury Regulations and evidences its intentions under Chapter 1201. The Issuer has no funds or sources of funds, other than the proceeds of the debt to be incurred, which the issuer has, or reasonably expects to be, reserved, allocated on a long-term basis, or otherwise set aside in the Issuer's budget or other financial policies with respect to the expenditures to be reimbursed; and

BE IT FURTHER RESOLVED, that none of the expenditures to be reimbursed pursuant to this Resolution have been allocated to expenditures entered on the books and records of the Issuer earlier than the date on which such expenditures are paid; and

BE IT FURTHER RESOLVED, that the expenditures discussed herein related to the Project are preliminary expenditures under Section 1.150-2(f) of the Treasury Regulations. The amount of expenditures under the Loan will not exceed 20% of the aggregate issue price of the issue that is reasonably expected by the Issuer to finance the Project for which the preliminary expenditures were incurred; and

BE IT FURTHER RESOLVED, that this Resolution shall be liberally construed to evidence the intent of the Issuer to comply with state and federal income tax law in the issuance of tax exempt obligations for the Project.

Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 7th day of March, 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 06-06
Date Passed 03/07/06

ALAMO REGIONAL MOBILITY AUTHORITY

Balance Sheet
February 28, 2006

ASSETS

Current Assets:	
Cash and cash investments	379,802
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Total Current Assets	379,802
Other Assets:	
Prepaid Insurance	2,510
Prepaid Rent	-
Security Deposit	5,514
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Total Other Assets	8,024
Total Assets	<u>387,826</u>

LIABILITIES AND FUND EQUITY

Current Liabilities:	
Accounts Payable	117,539
Accrued Vacation Time	1,970
Accrued Interest	38,334
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Total Current Liabilities	157,843
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
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Total Other Liabilities	1,250,000
Total Liabilities	<u>1,407,843</u>
Fund Deficit:	
Retained Deficit	(604,538)
Unreserved - Net loss	(415,480)
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	(1,020,018)
Total Liabilities and Fund Deficit	<u>387,826</u>

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 February 28, 2006

	ACTUAL MONTH	ACTUAL FISCAL Y-T-D	BUDGET FISCAL Y-T-D	ACTUAL VS. BUDGET VARIANCE FISCAL Y-T-D
Non-Operating Income:				
Interest Income	1,374	8,580	4,793	3,787
Total Non-Operating Income	<u>1,374</u>	<u>8,580</u>	<u>4,793</u>	<u>3,787</u>
Operating Expenses:				
Salary, Benefits and Retirement Expense	26,908	116,355	194,368	78,013
Payroll Tax Expense	1,863	5,672	10,609	4,937
Business & Travel	846	6,331	25,617	19,286
Insurance Expense	359	2,104	2,534	430
Website Development	-	257	1,710	1,453
Telephone	1,448	3,170	6,098	2,928
Supplies, Printing, Postage, Copier	644	4,344	6,740	2,396
Office Space	5,514	12,289	14,160	1,871
Utilities	-	-	4,500	4,500
Meeting Expense	204	778	1,850	1,072
Memberships	-	1,725	2,000	275
Professional Services	Note 1 120,387	234,155	187,500	(46,655)
Miscellaneous Expense	87	523	1,250	727
Total Operating Expenses	<u>158,260</u>	<u>387,704</u>	<u>458,936</u>	<u>71,232</u>
Loss From Operations	(156,886)	(379,124)	(454,143)	(75,019)
Nonoperating Expenses:				
Interest Expense	2,367	13,470	17,800	4,330
Total Non-Operating Expenses	<u>2,367</u>	<u>13,470</u>	<u>17,800</u>	<u>4,330</u>
Equipment Purchases	-	22,885	35,000	12,115
Net Loss	<u>(159,253)</u>	<u>(415,480)</u>	<u>(506,943)</u>	<u>(91,464)</u>
Retained deficit at October 1, 2005		(604,538)		
Retained deficit at February 28, 2006		(1,020,018)		

Note 1: Professional Services for the month of February and year-to-date also include accruals for services provided, but not paid, and are as follows:

	<i>February</i>		<i>F-T-D</i>
HNTB	70,908	HNTB	94,094
Garza Gonzale:	-	Garza Gonzalez	5,000
Locke, Liddell	32,911 (accrual for Jan/Feb svcs)	Locke, Liddell	81,476 (Tuggey - 4,895)
Jim Griffin	7,500	Jim Griffin	20,273
Jama Lopez	-	Jama Lopez	9,387
Carrie Conner	6,215	Carrie Conner	10,519
Global	2,854	Global	13,406
	<u>120,387</u>		<u>234,155</u>

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

ALAMO
REGIONAL MOBILITY AUTHORITY

Statement of Cash Flow
For the period ending February 28, 2006

OPERATING ACTIVITIES:	
Loss from operations	(\$415,480)
Adjustments to reconcile loss from operations to net cash used by operating activities:	
(Increase) Decrease in prepaid insurance	(2,203)
(Increase) Decrease in prepaid rent	400
Increase (Decrease) in accounts payable	(30,666)
Increase (Decrease) in accrued paid leave	(7,846)
Net cash provided by Operating Activities	<u>(\$455,796)</u>
INVESTING ACTIVITIES:	
Security Deposit	(5,514)
Net cash provided by Investing Activities	<u>(5,514)</u>
FINANCING ACTIVITIES:	
Increase (Decrease) in interest payable	13,470
Net cash provided by Capital and Related Financing Activities	<u>13,470</u>
Net cash increase for period	<u><u>(\$447,839)</u></u>
Net increase in cash and cash investments	
Cash and Cash Investments, October 1, 2005	827,641
Cash and Cash Investments, February 28, 2006	379,802
	<u><u>(\$447,839)</u></u>

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