

AGENDA

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

**TransGuide
3500 N.W. Loop 410
1st Floor Meeting Room
San Antonio, Texas**

**Thursday, June 14, 2007
1:30 PM**

- 1) Call meeting to order.
- 2) Approval of the Minutes of the Alamo RMA April 30, 2007 Board of Directors Meeting.
- 3) Briefing and legislative update regarding 80th Legislative Session. (Brian Cassidy/Julie Brown/Terry Brechtel)
- 4) Discussion and appropriate action regarding Alamo RMA's possible development of the US 281/Loop 1604 toll project(s). (Terry Brechtel)
- 5) Discussion and appropriate action on the financial statements for the periods ending April 30, 2007 and May 31, 2007. (Terry Brechtel)
- 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 Executive Director and other 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 Alamo RMA Board of Directors.

ALAMO REGIONAL MOBILITY AUTHORITY ACCESSIBILITY STATEMENT FOR DISABLED PERSONS

This meeting site is accessible to disabled persons as follows: Entrance to TransGuide is accessible through the main entrance at 3500 N.W. Loop 410. 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: June 11, 1:00 p.m.

Alamo Regional Mobility Authority

Meeting April 30, 2007, noon, in the Transguide, 1st Floor Conference Room, at 3500 N.W. Loop 410.

Minutes

1. **Call meeting to order.** Chairman Thornton called the meeting to order at 12:15pm. All Board members present.
2. **Approval of the Minutes of the Alamo RMA April 11, 2007 Board of Directors meeting.** *R. Thompson made the motion to approve the minutes as presented. J. Jenkins seconded. Motion carried.*
3. **Discussion and approval of Application for Financial Assistance Toll Equity Grant for Project Development of IH 35, SH 16, Wurzbach Parkway, and Loop 1604 (Western Extension) totaling \$13,000,000.** T. Brechtel presented and discussed the need for additional funding with the Board. The supplemental Financial Assistance request is to assist with completion of environmental evaluations and ongoing operations of the Alamo RMA thru the end of calendar year 2008. T. Brechtel explained the requested funds would allow for the completion of the Bandera Road study, which will take additional time and dollars due to the Environmental Impact Statement that needs to be conducted, the completion of the IH 35 environmental assessment, and support the efforts of the Alamo RMA for ongoing project development for the Wurzbach Parkway and Western Extension project.
4. **Presentation/briefing - Executive Director Report.** T. Brechtel went over the Board calendar for the period of May through July.
5. **Executive Session.** Chairman Thornton announced the Board was going into executive session at 12:15pm.

* * * *

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 the US 281 and Loop 1604 CDA Toll Project.

* * * *

Chairman Thornton reconvened the meeting at 2:15 p.m. He advised the public the board had met in executive session to consult with legal counsel, he then advised the public that no action was taken by the board

There being no further business to come before the board, Chairman Thornton adjourned the meeting at 2:45 p.m.

APPROVED:

Senate Bill 792
80th Legislative Session

Brian Cassidy
Lori Fixley Winland
Locke Liddell & Sapp LLP
May 31, 2007

SB 792 is the transportation bill passed by the 80th Texas Legislature after a very contentious session for transportation issues. The legislation will have a significant impact on toll authorities and the financing and development of toll roads in the state. Governor Perry has yet to sign the bill, but he is expected to do so within the next several days. Below is a summary of the legislation as sent to the Governor.

Concession CDA Moratorium

SB 792 places a moratorium on any CDA entered into on or after May 1, 2007 between a toll project entity (defined as TxDOT, RTAs, RMAs, or county toll authorities) and a private participant that allows the private participant to operate or collect revenue from the toll project. It also prohibits a toll project entity from selling a project to a private entity. Further, the legislation creates a legislative study committee to conduct public hearings and study the public policy implications of concession CDAs and prepare a written report by December 1, 2008.

There are exceptions to the moratorium for several projects, including:

- Projects associated with the Trinity Parkway in Dallas;
- Projects adding managed lanes to existing controlled access facilities in nonattainment or near nonattainment areas and for which an RFQ was issued prior to May 1, 2007;
- A project associated with Loop 9 (in Dallas)
- A project associated with any part of SH 99 (the “Grand Parkway” in Houston);
- A project associated with the portion of I-69 south of Refugio County;
- SH 161 in Dallas;
- A non-TTC project located in Grayson County;
- SH 121 in Dallas;
- A project located in a border county with a population of 300,000 or more (El Paso, Cameron, and Hidalgo Counties, provided that in El Paso the project must have been in an approved MPO plan prior to May 1, 2007).

Market Valuation Process / Local Toll Project Entity (“LTPE”) Primacy

SB 792 provides that LTPEs (RMAs, RTAs, and county toll authorities) are to have primary responsibility (“primacy”) for toll project development within their areas. However, SB 792 contains a new procedure governing the development of toll projects called a market valuation (“MV”) analysis.

Unless otherwise agreed to by the LTPE and TxDOT, a MV must be conducted for all toll projects except those for which an RFQ was issued prior to May 1, 2007 and those projects specifically exempted in the bill (generally extensions of certain existing toll roads). The MV is to be based on terms agreed to by the LTPE and TxDOT for development, construction, and operation of a toll project, including initial toll rates; toll rate escalation; project scope; traffic & revenue projections; estimated cost to finance, construct, maintain and operate; market research; and other factors. The objective of the MV appears to be the quantification of the economic potential of a toll project (based on various factors) and the imposition of a requirement that the economic potential be captured and used to fund other projects in the region.

Overview of MV Process

Set forth below is a step-by-step overview of the MV process:

1. LTPE or TxDOT determines that a project should be developed as a toll project.
2. LTPE and TxDOT mutually agree on business terms for development of the project (including initial toll rates and toll rate escalation methodology).
 - If LTPE and TxDOT are unable to mutually agree on terms, neither the LTPE nor TxDOT may develop the project as a toll project.
3. LTPE and TxDOT mutually agree on a third party to develop a MV based on the agreed business terms (third party can be under contract with LTPE or TxDOT; but cannot have an investment in, or control or be controlled by, an entity that participates in the financing of the project subject to the MV).
 - If the LTPE and TxDOT are unable to agree on a third party to develop a MV, neither party may develop the project as a toll project.
4. LTPE and TxDOT have 90 days after receipt of draft MV to approve or negotiate a different valuation.
 - If the LTPE and TxDOT cannot agree on a valuation within 90 days, draft MV is deemed final and accepted.

5. ***RMA area only***: MPO shall determine whether toll project should be developed using the business terms in the MV.
 - If the MPO does not approve of development based on the business terms, neither party may develop the project as a toll project on those terms.
6. After MV is final (or MPO approves development in an RMA area under MV terms), LTPE has 6 months to exercise first option to develop project.
7. If option exercised and environmental review is not already underway, the environmental process must be started within 6 months of the exercise of the option.
8. If option exercised, within 2 years after completion of environmental LTPE must:
 - enter into a contract for construction of the project; and
 - either:
 - (i) commit to make a payment equal to the MV to a subaccount (held by TxDOT) to be used for other projects in the region;
 - (ii) commit to construct, within a period agreed to by TxDOT and the LTPE, projects in the region with construction costs equal to the MV amount; or
 - (iii) ***if in an RMA area***, for a period to be agreed to by TxDOT and the RMA, commit to using surplus revenues from the project to build additional transportation projects in an amount equal to the MV
9. If LTPE does not exercise option to develop or does not enter into a construction contract and make other commitments within 2 years, TxDOT has 2 months to exercise option to develop.
10. If TxDOT exercises option to develop, within 2 years after environmental is complete TxDOT must:
 - enter into a construction contract; and
 - either:
 - (i) commit to make a payment to a subaccount in an amount equal to the MV to be used for projects in the regions; or
 - (ii) commit to construct, within a period to be agreed upon by the LTPE and TxDOT, additional projects in an amount equal to the MV.
11. If TxDOT does not exercise the option to develop or fails to execute a construction contract or meet other commitments within 2 years, TxDOT and LTPE may meet again to determine revised business terms and re-start the MV analysis.

Other Issues Associated with MV and Toll Project Development

- LTPE shall be allowed to use state-owned ROW and access to the SHS.
- TxDOT may not require LTPE to pay for access to or use of ROW except to reimburse actual costs to be reimbursed to third parties.
- Parties must enter into an agreement for use of ROW; assure compliance with federal laws.
- LTPE and TxDOT may issue 30 year bonds to pay costs for projects under this section and to make deposits of MV amounts into subaccounts.
- Subaccounts are to be created in the state highway fund for each project, system or region; TxDOT holds it in trust for the region and “may” assign responsibility for allocating money in the subaccount to an MPO.
- Several NTTA projects are excluded from the MV analysis (primarily extensions of existing projects), as are projects for which an RFQ was issued prior to May 1, 2007.
- Section expires August 31, 2011.

Additional Provisions

In addition to the moratorium and MV provisions of SB 792, there are several other provisions which will be affect toll project development. These include:

- Concession CDA authority for TxDOT and RMAs expires August 31, 2009, but design/build CDA authority extends to August 31, 2011.
- Provides that the maximum term for a CDA is 50 years from the later of the date of final acceptance of the project or the start of revenue operations by the private participant, not to exceed a total term of 52 years, and provides for the submission of alternative proposals having terms ranging from 10 to 50 years.
- Authorizes TxDOT to issue up to \$6 billion in bonds in an amount not to exceed \$1.5 billion each year (i.e., double the current authorization for “Ogden bonds”).
- Adds a new Chapter 371 to the Transportation Code, which applies to all toll project entities (TxDOT, RTAs, RMAs, and county toll authorities) and creates certain requirements that must be complied with prior to or in connection with entering into a CDA, including:
 - requiring a toll project entity to submit a CDA to the attorney general for review;
 - requiring submission of the names of short-listed proposers, a copy of the CDA, a copy of the proposal submitted by the apparent best value proposer, and a financial forecast to the Legislative Budget Board;
 - requiring submission of a traffic and revenue report to the state auditor;

- requiring development of a formula for making termination payments to terminate a concession CDA;
 - prohibiting a non-compete clause in a CDA (but permitting a CDA to provide for compensation for a loss of toll revenue attributable to development of certain projects and requiring payment by the concessionaire for an increase in revenue attributable to certain projects);
 - requiring disclosure of certain information and a public hearing on that information prior to entering into a contract;
 - permitting the issuance of bonds for purposes of making termination payments under a concession CDA.
- Makes the payment of a stipend by TxDOT or an RMA to an unsuccessful CDA proposer discretionary rather than mandatory.
 - Provides that contract payments or revenue received by the commission or TxDOT from CDAs must be used to finance projects in the region of the project generating the payments/revenue and establishes a formula for allocation of funds among department districts when a project is located in more than one district.
 - Requires MPOs to establish bylaws containing an ethics policy to prevent conflicts of interest among board members.

Provisions Affecting RMAs

Provisions of SB 792 affecting RMAs (many of which are discussed above) include:

- Concession CDA moratorium (except for specific projects listed).
- Primacy for development of toll projects.
- Access to state-owned ROW for projects without payment of compensation.
- MV required for toll projects.
- New Chapter 371 provisions requiring reporting, public hearings, restrictions and requirements for certain contract terms, etc.
- Statutory authority for concession CDAs expires August 31, 2009; design/build CDA authority preserved until August 31, 2011.

- CDA stipend payments become discretionary (rather than mandatory).
- Design-build procedures must not materially conflict with new procedures applicable to local governments.

Provisions Specific to TxDOT, RTAs, and County Toll Authorities

SB 792 contains several other provisions specific to TxDOT, RTAs, and county toll authorities, including:

- Requiring TxDOT to make public certain information related to the Trans-Texas Corridor.
- Provisions specific to particular projects undertaken by a county toll authority (exempting many from the MV process).
- Granting county toll authorities the right to exercise powers of RMAs and to enter into CDAs to the extent applicable to TxDOT or RTAs; authorizing the use of surplus revenues by county toll authorities for other road, street, or highway projects; granting county toll authorities the power of TxDOT with regard to participation in Trans-Texas Corridor projects; and granting county toll authorities the right to use state right-of-way.
- Granting RTAs the authority to enter into CDAs; authorizing the use of surplus revenues by RTAs for other road, street, or highway projects related to a toll project; permitting RTAs to procure a combination of engineering, design, and construction services in a single procurement and to let a contract for construction of a turnpike project by a construction manager-at-risk procedure; governing gifts and contributions to RTA directors; granting RTAs the right to use state right-of-way; and invalidating the TxDOT/NTTA Regional Protocol.

The foregoing is only a summary of SB 792. Interested parties should consult the text of the legislation for specific issues. Questions may be directed to Brian Cassidy, (512) 305-4855 (bcassidy@lockeliddell.com) or Lori Fixley Winland (512) 305-4718 (lwinland@lockeliddell.com)

2007
Legislative Session
Transportation Issues

Alamo RMA
June 14, 2007

New Revenue/ Non-Highway Expenses

- NEW REVENUE – NONE
- Non Highway Expenses FY 08-09 INCREASED
 - Additional \$ 1.3 million for TTI
 - Additional \$ 260 million for DPS
 - Additional \$ 27 million for Medical Transport
 - \$150,000 for Lufkin Tourist Info Center
 - \$ 224,990 for Missing Senior Citizen Alerts

Increased \$242,559,528 over last two years
\$1,573,437,037 Total over next two years

Spending

- Revenue Projections about the same, but less available for transportation due to other uses of Fund 6
- SB 792 Authorizes an Additional \$3 billion in Debt to be paid with Fund 6 with 20 Year bonds
- Estimate \$500,000 million in 08, \$1.1 B in 09, \$1.4 B in 10
- Debt Service about \$22.5 M in 08, \$89.5 M in 09, \$191 M in 10 and \$240 M in 11 and 12.....
- 20 year bonds means 20 years of Fund 6 debt

Moratorium

- SB 792 STOPS all private development in toll roads except for special exceptions:
 - Trinity Pkwy, North Tarrant Express, DFW Connector, IH 635, SH 121, SH 161, Loop 9
 - SH 99 (Grand Pkwy)
 - IH 69 S of Refugio
 - Anything in El Paso, Cameron or Hidalgo Counties

Session Summary

- No New Revenue for Transportation
- Cut off access to Private Dollars
- Approx \$1.5 billion in non highway use
- Encourages State to mortgage more future funds to pay for projects now
- DFW CDA Projects moving forward
- Houston CDA Project Moving forward
- Border Area CDAs can move forward
- San Antonio CDA can **not** move

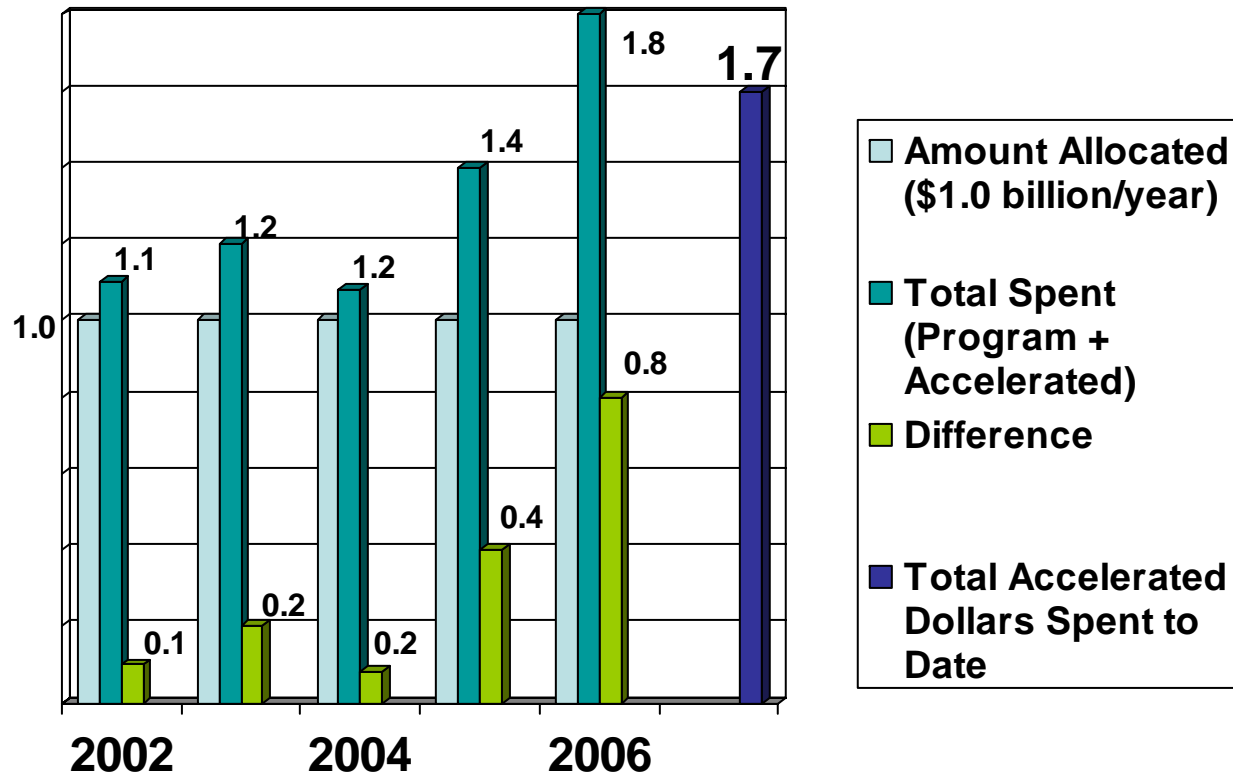
So what's next --Statewide

Inflation has impacted ability to maintain system

Highway Cost Index Change – 73% since 2002

Without additional revenue we will need mobility funding just to maintain system

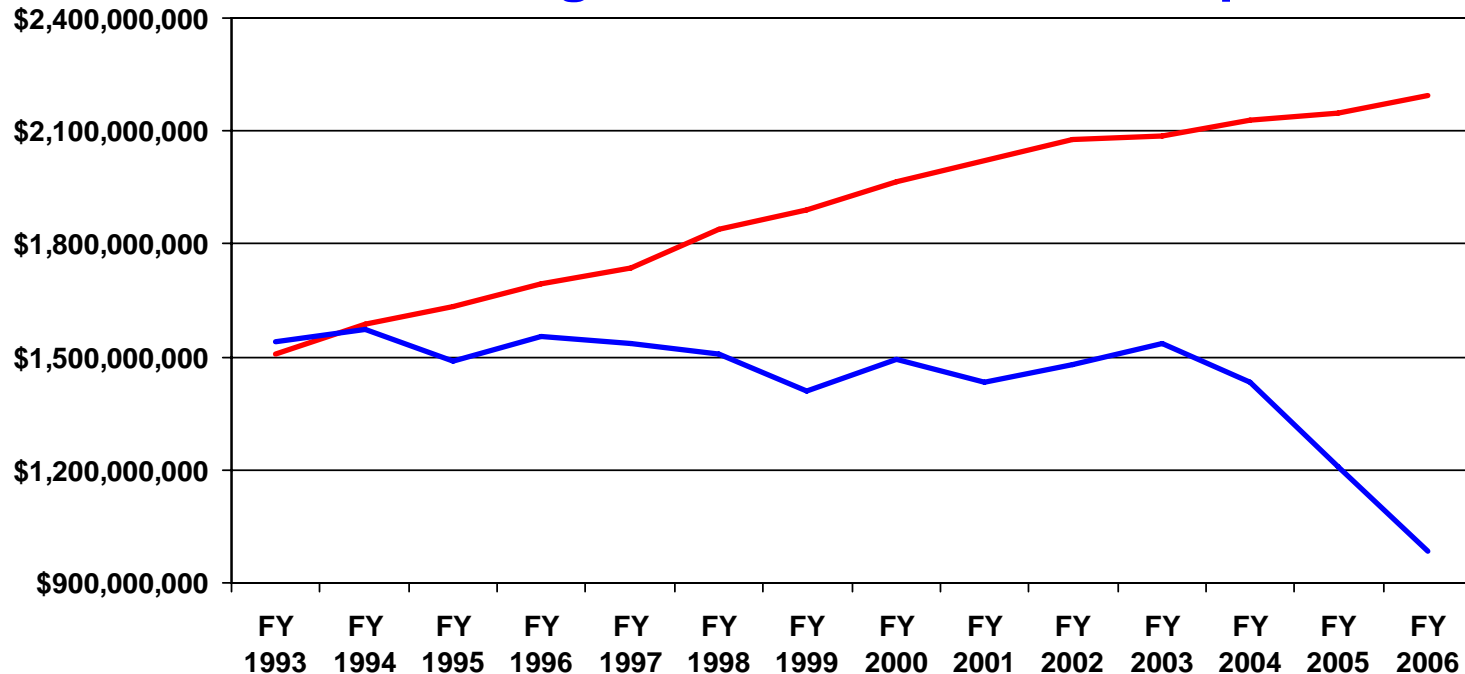
Actual Spending on Maint/ Rehab



Inflation Impacts Ability to Meet Goals

Gross State MFT Deposits

Purchasing Power of State MFT Deposits



- MFT= Motor Fuel Tax Deposits, (Source: FINANCE DIVISION)

- Adjusting Motor Fuel deposits by Highway Cost Index, we can perform less than 70% of the work that we could in 1993.

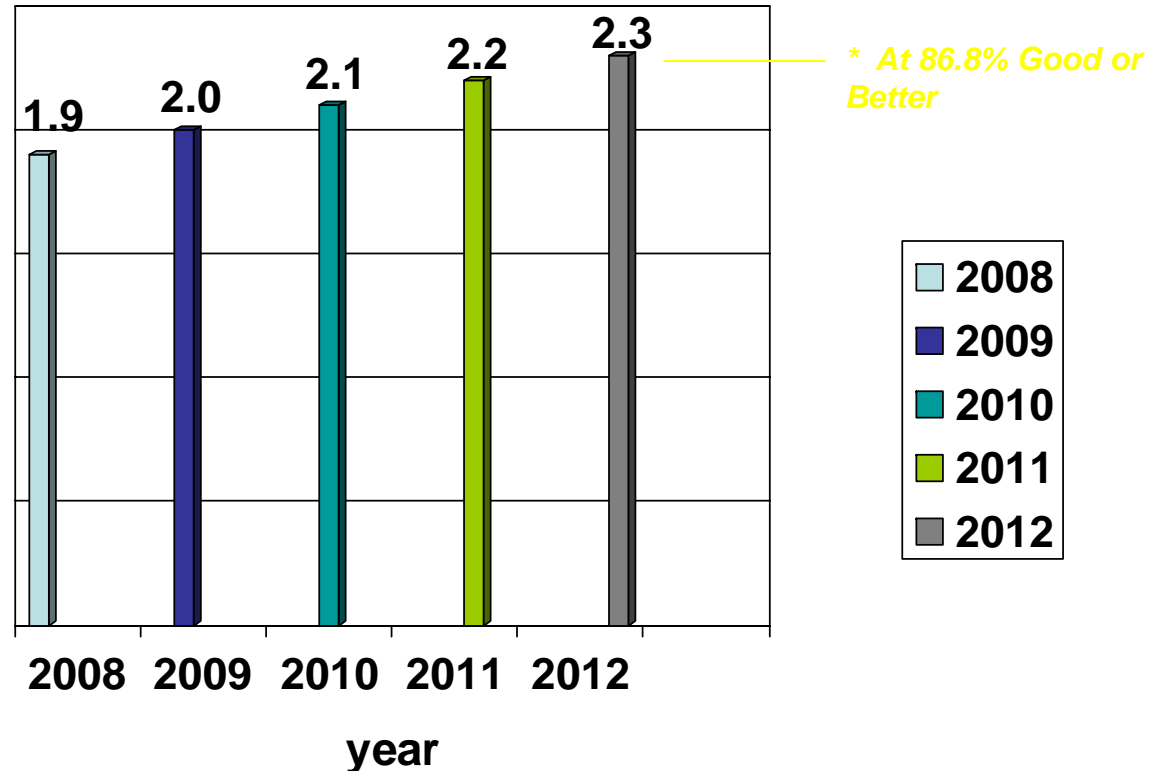
Adjusted for Inflation

Year	Pavement Condition Score (Good or Better)	Actual \$ Amount Spent (Billions)	\$ Amount Spent Adjusted for Inflation
2002	84.2	1.1	1.1
2003	85.3	1.2	1.2
2004	87.0	1.2	1.1
2005	87.3	1.4	1.1
2006	86.7	1.8	1.1
2007	86.8	1.2	0.7



Funds Necessary to Stay Even

Actual Dollars
(Billions)
Needed to Stay
Even



- To stay even on pavement conditions in the future we will need to spend \$1.1 billion in 2002 dollars.
- Required CAT 1 (Preventive Maintenance/Rehabilitation) allocation to stay even with pavement conditions from 2008-2012, is \$10.5 billion.
- Current CAT 1 (Preventive Maintenance/Rehabilitation) allocation for 2008-2012, is \$7.1 billion.

Affects on Mobility

- Putting additional money into Preventive Maintenance / Rehabilitation **REDUCES** the money available for **MOBILITY**.

2008 - 2012

Additional \$3.4 Billion to Stay Even

MOBILITY

CAT 2 Metro Corridors
CAT 3 Urban Corridors
CAT 4 Statewide Connectivity
CAT 11 District Discretionary
CAT 12 Strategic Priority



**CAT. 1 Preventive
MAINTENANCE
REHABILITATION**



Additional \$6.3 Billion to Meet Goal



Summary

2008 – 2012 Funding Needed

2008 - 2012	Funds Currently Allocated, Pavement Condition Decreases Significantly	Pavement Condition Decreases, Stay at 2006 Spending Level (\$1.8 Billion/year constant)	Pavement Condition Stays the Same, Funding Increases with Inflation (\$1.8 Billion in 2006 adjusted for 5% inflation through 2012)	Meet Pavement Condition Goal, Funding Increases (Add funds to raise level of maintenance. Adjust for 5% inflation through 2012)
CAT 1: Preventive Maintenance / Rehab	7.1 Billion	9.0 Billion	10.5 Billion	13.4 Billion
CAT 2: Metropolitan Corridors CAT 3: Urban Corridor CAT 4: Statewide Connectivity CAT 11: District Discretionary CAT 12: Strategic Priority	5.1 Billion	3.2 Billion	1.7 Billion	-1.2 Billion



San Antonio Impacts

- Opportunity to Access new Private Sector Dollars was STOPPED
- Moving Ahead with Toll Plans will require Additional Equity as Non Concession Projects
- Inflation and Maintenance/Rehabilitation Needs limit Equity availability
- VERY Limited Mobility Funds in Future Years
- Federal Budget Issues Compound Problem
- Air Quality Commitments Limit Flexibility

San Antonio Impacts, continued

US 281 and Loop 1604 Toll Projects

Value Determination

RMA First Right of Refusal

Equity Considerations

MPO Plan Adjustment May be Needed

Conclusions

- New Legislation changes previous local decisions
- Play with cards we are dealt; deck is smaller
- Will Move ahead-but slower
- AlamoRMA / MPO Partnership will be Key
- Equity Management will be an issue
- Inflation and Maintenance/Rehabilitation are HUGE factors

Discussion

- What Path will RMA follow?
- How will MPO adjust Equity Plan?
- What will SAMCo Advocate?
- What will be 09 session priorities?
- What existing projects will be delayed-toll and non-toll?
- What will TxDOT do with new debt authority?
- How will TxDOT deal with reduced budgets?
- How will DFW and Houston react?
- What will be Federal Budget/ Rescissions?

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

RESOLUTION NO. 07-09

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, the AlamoRMA has been working cooperatively with TxDOT on the development of the US 281 and Loop 1604 toll project (the “281 and 1604 Toll Project”) through a concession CDA procurement process; and

WHEREAS, the 80th Texas Legislature enacted Senate Bill 792 (“SB 792”) which made significant changes to the process and procedures for developing toll projects in areas throughout the state; and

WHEREAS, Governor Perry signed SB 792 on June 11, 2007, at which time it became law; and

WHEREAS, SB 792 provides that local toll project entities, such as the AlamoRMA, are to be given the primary role and the first option to develop toll projects within a region; and

WHEREAS, the moratorium on concession CDAs imposed by SB 792 would preclude the further development of the 281 and 1604 Toll Project under the concession model; and

WHEREAS, in a special called meeting held on June 14, 2007 the Texas Transportation Commission ordered that the 281 and 1604 Toll Project be developed as a toll project under the process and procedures prescribed by SB 792; and

WHEREAS, following the process and procedures of SB 792 will allow the 281 and 1604 Toll Project to be developed through a public model with AlamoRMA being given a right of first refusal to develop the project once market valuations have been completed and the San Antonio-Bexar County Metropolitan Area Planning Organization (“MPO”) has approved the business terms incorporated in the market valuations; and

WHEREAS, the AlamoRMA and TxDOT have already developed business terms and are prepared to secure the required market valuations for the 281 and 1604 Toll Project; and

WHEREAS, once the market valuations are secured, and provided that the MPO approves the business terms incorporated therein, the AlamoRMA anticipates exercising its right of first refusal to develop the 281 and 1604 Toll Project;

NOW THEREFORE, BE IT RESOLVED, that the Alamo Regional Mobility Authority Board of Directors directs its staff to take the steps necessary to seek a transfer of the development authority over the 281 and 1604 Toll Project, or appropriate portions thereof, to the AlamoRMA so that planning and development work may continue by the entity most likely to develop the project; and

BE IT FURTHER RESOLVED, that staff is directed to work with TxDOT to secure market valuations of the project and MPO approval of the business terms; and

BE IT FURTHER RESOLVED, that following receipt of the completed market valuations and approval of the business terms by the MPO, staff shall present a recommendation to the Board of Directors as to whether the AlamoRMA should exercise its right of first refusal to develop the 281 and 1604 Toll Project.

Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 14th day of June, 2007.

Submitted and reviewed by:

Approved:

Terry M. Brechtel
Executive Director for the
Alamo Regional Mobility Authority

William E. Thornton
Chairman, Board of Directors
Resolution Number 07-09
Date Passed 06/14/07

ALAMO REGIONAL MOBILITY AUTHORITY

FINANCIAL STATEMENTS

May 31, 2007

Board of Directors Reports

ALAMO REGIONAL MOBILITY AUTHORITY

Balance Sheet

May 31, 2007

ASSETS

Current Assets:	
Cash and cash investments	174,859
	<hr/>
Total Current Assets	174,859
Other Assets:	
Prepaid Insurance	3,341
Security Deposit	5,514
Other Prepaid Expense	113
	<hr/>
Total Other Assets	8,967
Total Assets	183,827
	<hr/> <hr/>

LIABILITIES AND FUND EQUITY

Current Liabilities:	
Accounts Payable	-
Accrued Expense	1,273,826
Accrued Vacation Time	8,551
	<hr/>
Total Current Liabilities	1,282,377
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
TxDOT Financial Assistance Agreement #1	535,637
TxDOT Financial Assistance Agreement #2	2,843,118
Accrued Interest	87,756
	<hr/>
Total Other Liabilities	4,716,511
Total Liabilities	5,998,888
	<hr/> <hr/>
Fund Deficit:	
Retained Deficit	(2,836,994)
Unreserved - Net loss	(2,978,068)
	<hr/>
	(5,815,062)
Total Liabilities and Fund Deficit	183,827
	<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 May 31, 2007

	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	1,228	5,679	4,550	1,129
Total Non-Operating Income	1,228	5,679	4,550	1,129
Operating Expenses:				
Salary, Benefits and Retirement Expense	50,780	333,811	538,238	204,427
Payroll Tax Expense	3,403	20,106	33,433	13,327
Travel & Conference	1,107	12,575	29,017	16,442
Insurance Expense	612	5,751	4,461	(1,290)
Website Maintenance	-	125	42	(83)
Telephone	1,210	7,072	11,790	4,718
Supplies	914	4,172	3,360	(812)
Printing	-	8,816	4,833	(3,983)
Postage	24	757	1,447	690
Equipment	831	7,093	9,344	2,251
Subscriptions	-	64	755	691
Office Space	5,985	45,524	45,766	242
Meeting Expense	136	2,725	3,211	486
Memberships	100	2,375	1,217	(1,158)
Professional Services	303,676	2,500,761	4,828,653	2,327,892
<i>Note 1</i>				
Advertising	-	453	2,000	1,547
Miscellaneous Expense	217	1,292	1,875	583
Total Operating Expenses	368,996	2,953,471	5,519,442	2,565,971
Loss From Operations	(367,767)	(2,947,791)	(5,514,892)	(2,567,101)
Nonoperating Expenses:				
Interest Expense	3,171	25,368	25,367	(1)
Total Non-Operating Expenses	3,171	25,368	25,367	(1)
Equipment Purchases	343	4,909	5,467	558
Net Loss	(371,281)	(2,978,068)	(5,545,726)	(2,567,658)
Retained deficit at October 1, 2006		(2,836,994)		
Retained deficit at May 31, 2007		(5,815,062)		

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

	May		Y-T-D
HNTB	261,910	HNTB	2,219,957
Garza Gonzalez	2,300	Garza Gonzalez	9,800
Locke Liddell/Loeffler	17,466	Locke Liddell/Loeffler	98,065 (*)
Jim Griffin	7,000	Jim Griffin	39,173
Carrie Conner	-	Carrie Conner	28,765
Estrada Hinojosa	15,000	Estrada Hinojosa	90,000
COSA Disparity Study	-	COSA Disparity Study	15,000
	303,676		2,500,761

(*)Locke Liddell/Loeffler FY07 cash expenditure ratio 76/24%; FY06 ratio 78/22%

ALAMO REGIONAL MOBILITY AUTHORITY

Statement of Cash Flow
For the period ending May 31, 2007

OPERATING ACTIVITIES:

Loss from operations	(\$2,978,068)
Adjustments to reconcile loss from operations to net cash used by operating activities:	
(Increase) Decrease in prepaid insurance	(2,582)
(Increase) Decrease in other prepaid expense	(20)
Increase (Decrease) in accounts payable	(103,316)
Increase (Decrease) in accrued expense	228,667
Net cash provided by Operating Activities	<u>(\$2,855,318)</u>

FINANCING ACTIVITIES:

Increase (Decrease) in interest payable	25,368
Increase (Decrease) in Loans Payable - TxDOT FAA #1	328,235
Increase (Decrease) in Loans Payable - TxDOT FAA #2	2,421,946
Net cash provided by Capital and Related Financing Activities	<u>2,775,549</u>

Net cash increase (decrease) for period (\$79,769)

Net increase (decrease) in cash and cash investments	
Cash and Cash Investments, October 1, 2006	254,628
Cash and Cash Investments, May 31, 2007	174,859
	<u><u>(\$79,769)</u></u>

ALAMO REGIONAL MOBILITY AUTHORITY

FINANCIAL STATEMENTS

April 30, 2007

Board of Directors Reports

ALAMO
REGIONAL MOBILITY AUTHORITY

Balance Sheet
April 30, 2007

ASSETS

Current Assets:	
Cash and cash investments	158,924
	<hr/>
Total Current Assets	158,924
Other Assets:	
Prepaid Insurance	3,817
Security Deposit	5,514
Other Prepaid Expense	113
	<hr/>
Total Other Assets	9,444
	<hr/>
Total Assets	168,368

LIABILITIES AND FUND EQUITY

Current Liabilities:	
Accounts Payable	-
Accrued Expense	1,276,927
Accrued Vacation Time	8,551
	<hr/>
Total Current Liabilities	1,285,478
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
TxDOT Financial Assistance Agreement #1	498,063
TxDOT Financial Assistance Agreement #2	2,494,022
Accrued Interest	84,584
	<hr/>
Total Other Liabilities	4,326,669
	<hr/>
Total Liabilities	5,612,147
Fund Deficit:	
Retained Deficit	(2,836,994)
Unreserved - Net loss	(2,606,786)
	<hr/>
	(5,443,780)
	<hr/>
Total Liabilities and Fund Deficit	168,368

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 April 30, 2007

	ACTUAL MONTH	ACTUAL FISCAL Y-T-D	BUDGET FISCAL Y-T-D	ACTUAL VS. BUDGET VARIANCE Y-T-D
Non-Operating Income:				
Interest Income	611	4,451	3,981	470
Total Non-Operating Income	611	4,451	3,981	470
Operating Expenses:				
Salary, Benefits and Retirement Expense	62,654	283,030	465,536	182,506
Payroll Tax Expense	3,710	16,703	28,888	12,185
Travel & Conference	2,808	11,469	25,390	13,921
Insurance Expense	359	5,139	3,903	(1,236)
Website Maintenance	-	125	37	(88)
Telephone	781	5,861	10,316	4,455
Supplies	214	3,258	2,940	(318)
Printing	4,771	8,816	4,229	(4,587)
Postage	62	733	1,266	533
Equipment	1,083	6,262	8,176	1,914
Subscriptions	-	64	660	596
Office Space	5,985	39,539	40,045	506
Meeting Expense	397	2,589	2,810	221
Memberships	-	2,275	1,065	(1,210)
Professional Services	14,395	2,197,084	4,244,945	2,047,861
Advertising	-	453	1,750	1,297
Miscellaneous Expense	119	1,075	1,641	566
Total Operating Expenses	97,337	2,584,474	4,843,597	2,259,123
Loss From Operations	(96,725)	(2,580,023)	(4,839,616)	(2,259,593)
Nonoperating Expenses:				
Interest Expense	3,171	22,197	22,196	(1)
Total Non-Operating Expenses	3,171	22,197	22,196	(1)
Equipment Purchases	399	4,566	4,783	217
Net Loss	(100,295)	(2,606,786)	(4,866,595)	(2,259,810)
Retained deficit at October 1, 2006		(2,836,994)		
Retained deficit at April 30, 2007		(5,443,780)		

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

	April		Y-T-D
HNTB	(19,013)	HNTB	1,958,047
Garza Gonzalez	-	Garza Gonzalez	7,500
Locke Liddell/Loeffler	15,163	Locke Liddell/Loeffler	80,599 (*)
Jim Griffin	2,457	Jim Griffin	32,173
Carrie Conner	789	Carrie Conner	28,765
Estrada Hinojosa	15,000	Estrada Hinojosa	75,000
COSA Disparity Study	-	COSA Disparity Study	15,000
	14,395		2,197,084

(*)Locke Liddell/Loeffler FY07 cash expenditure ratio 76/24%; FY06 ratio 78/22%

ALAMO REGIONAL MOBILITY AUTHORITY

Statement of Cash Flow
For the period ending April 30, 2007

OPERATING ACTIVITIES:

Loss from operations	(\$2,606,786)
Adjustments to reconcile loss from operations to net cash used by operating activities:	
(Increase) Decrease in prepaid insurance	(3,059)
(Increase) Decrease in other prepaid expense	(20)
Increase (Decrease) in accounts payable	(103,316)
Increase (Decrease) in accrued expense	231,768
Net cash provided by Operating Activities	<u>(\$2,481,413)</u>

FINANCING ACTIVITIES:

Increase (Decrease) in interest payable	22,197
Increase (Decrease) in Loans Payable - TxDOT FAA #1	290,661
Increase (Decrease) in Loans Payable - TxDOT FAA #2	2,072,849
Net cash provided by Capital and Related Financing Activities	<u>2,385,708</u>

Net cash increase (decrease) for period (\$95,704)

Net increase (decrease) in cash and cash investments	
Cash and Cash Investments, October 1, 2006	254,628
Cash and Cash Investments, April 30, 2007	158,924
	<u><u>(\$95,704)</u></u>

GEC ACTIVITIES REPORT

May, 2007

MAY HIGHLIGHTS and DELIVERABLES:

The GEC has complete IH 35 Phase I efforts.

- Submitted Early Implementation Concept Exhibit
- Finalized the Technical Memorandum to Alamo RMA documenting the Screening of Conceptual Alternatives
- Finalized the conceptual cost estimates of the Early Implementation concept and Conceptual Alternatives
- Held meetings with TxDOT to present findings

SH 16 (Bandera Road) - Environmental Impact Statement process is ongoing.

- Seventh Meeting of Bandera Rd Community Working Group (May 15, 2007)
- A meeting was held with FHWA to discuss environmental documentation determination
- Draft of Project Coordination Plan in support of the EIS effort completed
- Continued with the development of the affected environmental chapter of the EIS.
- Alternative Analysis Criteria was refined

Conceptual Alternatives refinement continued for the Wurzbach Parkway/US 281 Interchange. Continued Wurzbach Parkway alternative evaluation and development included:

- Submitted a white paper comparison of the current TxDOT phasing alternative and the street access alternative – presented findings to the RMA Planning committee and TxDOT.
- Continued with the development of the Supplemental Environmental Assessment for the Wurzbach Parkway Corridor
- Continuation of the archeological field survey – so significant findings to date.

DETAILED SUMMARY OF ALL ACTIVITIES

Project Management and Administration

- Periodic overview of project activities and status of work tasks, and prepared Monthly Project Progress Reports.
- Continued work on Subconsultant agreements and administrative activities to execute agreements and Work Authorizations, with required documentation.
- Attended AlamoRMA Regular Board of Directors Meeting on April 30, 2007.
- Attended AlamoRMA Planning Committee meeting on May 24, 2007
- Misc Meetings concerning work plan and upcoming projects
 - May 10- Status meeting with Pat Irwin.
 - May 17- Status meeting with Pat Irwin
 - May 24 – Site visit to Loop 1604 and SH 151 West
- Weekly progress update meetings with Pat Irwin

Public Information/Awareness/Marketing Program

The Public Involvement effort and program deals with all projects in the proposed added capacity tolled lane system, including Wurzbach Parkway, Bandera Rd, I-35 and US 281/ Loop 1604 CDA discussions. Presentations, graphics, talking points, and other related materials all include and provide information on all of these projects.

Specific activities and ongoing work for the Public Involvement / Outreach Program included:

- Attended meetings with AlamoRMA staff to implement the Work Plan for Phase 1B of the Public Involvement / Outreach Program.
- Continued planning for next Bandera Road and Wurzbach Parkway public meetings.
- Prepared for and held the seventh meeting of the Community Working Group process for the SH16-Bandera Road Project. Held meetings with AlamoRMA to discuss meeting agenda and preparation. The sixth meeting was held on May 15, 2007. Initiated preparations for the eighth Community Working Group Meeting tentatively scheduled for July.

Toll System Transfer Projects Implementation

Project Management and Program Implementation

- Continued with the preparation of additional subconsultant agreements for execution for the various work authorizations executed by the Authority.

- Reviewed the current status of active authorizations and refined/updated Project Schedules for implementation of the SH16, the US281/Wurzbach Parkway Interchange, and the IH35 Transfer Projects.
- Updated Transfer Projects Workplan in support of the Authority's next Advanced Funding Agreement for needs through the year 2008.

SH16 Toll Project

Development of the Environmental Impact Statement is continuing for the SH16 Toll Project. In addition, technical evaluation of the numerous alternative concepts continued with a focus on traffic analyses to evaluate the impacts on mobility in the Corridor. Significant efforts also continued on the implementation of a special process to include a Community Working Group in the SH16-Bandera Road Alternatives Analyses and Project Development process. This Community Working Group will be participating through the evaluation and screening of the alternative concepts, as well as provide input throughout the Schematic Design process. The seventh meeting of this group was held on May 15, 2007.

- Continued with the technical evaluation of the various alternatives that have been identified based on the evaluation criteria and Preliminary Evaluation Matrix with a focus on traffic analysis.
- Continued with the development of the affected environment sections for the environmental document for SH 16, including field investigations.
- Continued the historic structures survey
- Prepared internal draft of the Project Coordination Plan in support of the EIS effort.
- Prepared internal draft of the Notice of Intent in support of the EIS effort
- Coordinated with TxDOT and FHWA to discuss additional public involvement requirements for the EIS.

US 281/Wurzbach Parkway Interchange Toll Project.

Efforts on US 281/Wurzbach Parkway included the continued development of the Supplemental Environmental Assessment, including conducting the first phase of the archeological field work. It should be noted that the preliminary archeological survey results have not found any sites that should merit further testing. Traffic analysis continued on the interchange options, including the preparation of an analysis of the street access alternative. Conceptual design efforts focused on the development of a phased alternative with costs that would correspond with potential available funding and could provide access to US 281.

- Continued with the development of the Supplemental Environmental Assessment for the Wurzbach Parkway Corridor.
- Made refinements to previously developed interchange concepts.
- Refined cost estimates and reviewed project information from adjacent TxDOT projects.
- Conducted field survey for wetlands and other water impacts.
- Conducted first phase of the archeological field survey.
- Refined cost estimates and phasing scenarios of the street access alternative
- Prepared a white paper comparison of the current TxDOT phasing alternative and the street access alternative – presented findings to the RMA Planning committee and TxDOT.

IH 35 Toll Project.

Phase I efforts were finalized for the IH35 Toll Project to determine the viability of other project alternatives to the one developed by TxDOT in previous studies. The Phase I effort focused on an initial traffic analysis, identification of environmental constraints, and inventory of existing utility and right-of-way features, and the development and evaluation of alternative concepts and the consideration of alternative project development and implementation strategies. An alternative concept was developed and was studied for traffic and operations impacts. There was additional effort in May to coordinate design concepts with TxDOT-San Antonio and TxDOT-TTA's traffic and revenue consultant.

- Completed Early Implementation concept.
- Meeting held with Alamo RMA to review Early Implementation phasing concept and to review potential ramp configuration for improvements to traffic operations.
- Meeting held with TxDOT to present At-Grade Conceptual Alternative and Early Implementation Concept. TxDOT provided a copy of revised conceptual schematics.
- Revised the conceptual cost estimates of the Early Implementation concept and Conceptual Alternatives.
- Updated the Technical Memorandum to include revisions made to the Early Implementation concept. Requested and received copy of Traffic Report previously completed by Alliance-Transportation for TxDOT.
- Submitted information requested by TTA consultant URS to initiate a Level 1 analysis of the IH 35 corridor.

GEC TEAM WORK AUTHORIZATION STATUS - as of May 25, 2007

Work Auth. No.	Work Authorization - Description	BUDGET STATUS			PROGRAM STATUS		REMARKS
		AUTHORIZED	Incurred through 05/25/07*	BALANCE	% SPENT	%COMPLETE	
Project Management		\$1,063,031	\$780,426	\$282,605	73%	74%	
1	General Engineering Services / Timeline	\$23,943	\$23,943	\$0	100%	100%	Work Complete
3	General Engineering Services / Implementation Planning	\$24,508	\$24,508	\$0	100%	100%	Work Complete
9.1	Project Management	\$989,947	\$707,927	\$282,020	72%	75%	Ongoing Tasks - Management / Administration / Coordination
10	General Engineering Assistance	\$24,633	\$24,048	\$585	98%	98%	Ongoing Tasks - Engineering reviews and advise, as requested
Public Involvement Program		\$1,049,946	\$567,481	\$482,465	54%	55%	
2	Phase 1 - Public Surveys & Key Messages	\$69,982	\$69,982	\$0	100%	100%	Work Complete
4	Phase 1A - Message Delivery & Media	\$292,160	\$292,160	\$0	100%	100%	Work Complete
11	Phase 1B - Public Involvement & Outreach	\$687,804	\$205,339	\$482,465	30%	34%	Ongoing Tasks - Public Outreach efforts and media contacts
TxDOT US281/Loop 1604 Project CDA Procurement		\$24,754	\$14,980	\$9,774	61%	80%	
5	Initial CDA Evaluation	\$24,754	\$14,980	\$9,774	61%	80%	Review of Qualifications Submittals - Substantially Complete
IH35 Project Development		\$704,498	\$564,153	\$140,345	80%	100%	
6	Development of Work Plan and Schedule for IH35 Project	\$24,611	\$24,611	\$0	100%	100%	Work Complete
9.5	IH 35 Toll Project - Phase 1	\$679,887	\$539,542	\$140,345	79%	100%	Work Complete, Subconsultant invoices outstanding
SH16 (Bandera Road) Project Development		\$2,822,231	\$986,957	\$1,835,274	35%	37%	
7/7.1	Development of Work Plan and Schedule, Data Analysis	\$43,862	\$40,347	\$3,515	92%	100%	Work Complete
9.2	SH16 Toll Project - Phase 1	\$635,719	\$628,699	\$7,020	99%	100%	Phase one tasks completed Jan. 15
9.6	SH 16 Toll Project - Phase 2	\$1,892,760	\$186,747	\$1,706,013	10%	14%	Ongoing Tasks - EIS Development and Alternatives Studies
12	Bandera Road Community Working Group Process	\$249,890	\$131,164	\$118,726	52%	58%	Ongoing Tasks - Community Working Group process
US281/Wurzbach Parkway Inter. Project Development		\$1,790,642	\$427,338	\$1,363,304	24%	30%	
8/8.1	Development of Work Plan and Schedule for US281/WP Project	\$36,319	\$36,319	\$0	100%	100%	Work Complete
9.3	Wurzbach Parkway	\$175,338	\$95,476	\$79,862	54%	100%	Work tasks moved to 9.3F
9.3F	Wurzbach Parkway and Interchange Project	\$1,512,270	\$282,590	\$1,229,680	19%	32%	Interchange options development, EA development
9.4	Wurzbach Parkway Preliminary Cost Study	\$66,715	\$12,953	\$53,762	19%	100%	Work tasks moved to 9.3F
Total Work Authorizations		\$7,455,102	\$3,341,335	\$4,113,767	45%		

* Figures do not include outstanding subconsultant invoices



ALAMO RMA
 Alamo Regional Mobility Authority
 "Moving people faster"

June 2007 Alamo RMA Calendar

SUN

MON

TUE

WED

THU

FRI

SAT

					1	2
3	4	5 L. Alloway presentation to Leon Valley City Council	6 L. Alloway presentation to OASIS	7	8 Planning Committee Meeting	9
10	11 L. Alloway presentation to NNOD	12	13	14 Alamo RMA Board of Directors Meeting Alamo RMA Press Conference	15 Editorial Board meeting with B. Thornton, H. Munoz, J. Reed and T. Brechtel	16
17	18 SAMCo Board of Directors Meeting	19	20	21	22 Planning Committee Meeting	23
24	25 MPO Meeting	26 TTC Meeting- Austin, Texas Public Hearing on Loop 1604 Environmental Assessment – Alzafar Shrine 7 p.m.	27	28	29 Planning Committee Meeting	30



ALAMO RMA
Alamo Regional Mobility Authority
"Moving people faster"

July 2007 Alamo RMA Calendar

SUN	MON	TUE	WED	THU	FRI	SAT
1	2	3	4 Alamo RMA Holiday- Fourth of July Offices Closed	5	6 Planning Committee Meeting	7
8	9	10	11 Alamo RMA Board of Directors Meeting	12 Team Texas in San Antonio	13 Team Texas in San Antonio – B. Thornton opening remarks	14
15	16	17	18 Texas Transportation Forum - Austin, Texas	19 B. Thornton presentation at the Texas Transportation Forum – Austin, Texas	20 Texas Transportation Forum - Austin, Texas	21
22	23 MPO Meeting	24	25	26 TTC Meeting – Sugarland, TX	27	28
29	30	31				



ALAMO RMA
Alamo Regional Mobility Authority
"Moving people faster"

August 2007 Alamo RMA Calendar

SUN	MON	TUE	WED	THU	FRI	SAT
			1	2	3 Planning Committee Meeting	4
5	6	7	8 Alamo RMA Board of Directors Meeting	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27 J. Reed and T. Brechtel presentation to Frost Bank Advisory Committee MPO Meeting	28	29	30	31	