



**ALAMO RMA**  
*Alamo Regional Mobility Authority*  
*"Moving people faster"*

## **AGENDA**

### **ALAMO REGIONAL MOBILITY AUTHORITY BOARD OF DIRECTORS MEETING**

**TransGuide  
3500 N.W. Loop 410  
1<sup>st</sup> Floor Meeting Room  
San Antonio, Texas  
October 1, 2008  
12:00 PM**

.....  
***PUBLIC COMMENT***  
.....

.....  
● Individuals may sign up to speak on any item shown below on the agenda. Individuals interested in speaking must sign  
● up to speak prior to the item being placed in consideration before the Board of Directors. Speakers are allotted no more  
● than 3 minutes to speak and time is not transferable between speakers. Any comments, which do not address a specific  
● agenda item, must be made during the Citizens' Communications portion of the agenda, provided the individual has  
● signed to speak prior to this period starting.  
.....

- 1) Call meeting to order.
- 2) Approval of the Minutes of the Alamo RMA August 13, 2008 Board of Directors Meeting
- 3) Swearing in of Dr. William E. Thornton as Chairman of the Alamo RMA, for a term of office to expire on February 1, 2010
- 4) Discussion and appropriate action on acceptance of the fiscal year 2008 investment report (Terry Brechtel / Milo Nitschke)
- 5) Discussion and appropriate action on the extension of contractual services between the Alamo RMA and James W. Griffin, P.E., RPLS (Terry Brechtel)
- 6) Discussion and appropriate action on approval of a lease agreement, for administrative office space, at 1221 N. Main Avenue, also known as Cypress Tower, commencing on January 1, 2009 and ending on December 31, 2011 (Terry Brechtel)
- 7) Discussion and appropriate action on the financial statements for the period ending August 31, 2008 (Terry Brechtel/ Carrie Conner)
- 8) Citizens' Communications (citizens must sign the register to speak)

9) Presentation/briefing - Executive Director's Report. (Terry Brechtel)

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

- At any time during the meeting of the Alamo RMA Board of Directors, the Board may meet in executive session for consultation concerning attorney-client matters (real estate, litigation, contracts, personnel, and security) under Chapter 551 of the Texas Government Code:
  - A. Subsection 551.071(1). Consultation with Attorney – Consultation with, and advice from legal counsel concerning pending/contemplated litigation, including *Aquifer Guardians in Urban Areas and Texans Uniting for Reform and Freedom v. United States Federal Highway Administration et. al*, 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, license, gift, donation, and/or negotiated settlement, including property to be acquired for right-of-way.

11) 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.

Posted at the Bexar County Courthouse and the Alamo RMA Administrative Offices at 12:00 p.m., Friday, September 26, 2008

**Alamo Regional Mobility Authority**

*Meeting August 13, 2008, 12:00p.m.,  
in the 1<sup>st</sup> Floor Conference Room of TransGuide, at 3500 N.W. Loop 410.*

**Minutes**

1. **Call meeting to order.** Chairman Thornton called the meeting to order at 12:11 p.m. All Board members, with the exception of H. Muñoz and R. Diaz, were present.

2. **Approval of the Minutes of the July 22, 2008 Board of Directors meeting.**

*R. Thompson made the motion to approve the minutes as presented. J. Jenkins seconded. Motion approved by a 5-0 vote.*

3. **Discussion and appropriate action regarding a resolution revising the FY 2007-2008 Annual Operating Budget and adopting the FY 2008-2009 Annual Operating and Capital Budget.** T. Brechtel introduced the item for discussion and called upon M. Nitschke and C. Conner to present.

C. Conner presented the revised 2007-2008 Annual Operating Budget. C. Conner indicated that there was a favorable difference between the FY 08 Adopted Budget and the FY 08 Revised Budget. The difference between the two is an approximate \$5,610,325 saving between the adopted and proposed revisions to the FY 08 Budget.

C. Conner stated the limited budget increases between the two documents, on a line-by-line basis, were mainly due to changes in project development and other expenses, which included printing and other administrative services being greater than projected, due to the change in direction on Alamo RMA projects as a result of legislative changes from the 80<sup>th</sup> session of the Texas Legislature.

M. Nitschke presented the Board with the proposed Capital Budget for FY09 and explained Capital Project expenditures for key categories.

T. Brechtel advised the Board that the Capital Budget would be revised at the end of the calendar year 2008 or first quarter of 2009 to provide projected Capital Project Budgets through 2014.

The Operating Budget represents the cost of administration management, furnishings, fixtures, and equipment whereas the Capital Budget represents long-term project costs. C. Conner detailed the proposed Operating Budget for professional services, staff compensation, and other expenses, which total \$2,295,824 million.

Board discussion ensued. Board members acknowledged the budget was developed with a logical approach given the dynamic nature of the budget and the ever changing environment of developing projects. In addition to the above, Board members expressed a desire to see revisions to the budget on a more frequent basis. Board members also expressed the desire to control future Capital expenses specific to right of way costs by giving counties the authority to preserve and protect corridors in the future.

*J. Reed made the motion to adopt resolution 08-23 as presented to the Board. R. Thompson seconded. Motion carried by a 4-1 vote. J. Jenkins voted Nay.*

*A copy of this presentation is on file.*

4. **Discussion and appropriate action regarding a resolution on participation within Texas County and District Retirement System (TCDRS) for plan year 2009.** T. Brechtel asked C. Conner to present the item to the Board. C. Conner stated that the proposed changes to the TCDRS plan reduced the years for vesting from 8 years to 5 years. There were no other changes to the plan for plan year 2009.

*J. Reed made the motion to adopt resolution 08-24 as presented to the Board. R. Thompson seconded. Motion carried by a 5-0 vote.*

5. **Discussion and appropriate action on the financial statements for the period ending July 31, 2008.** C. Conner presented the financial statements for period ending July 31, 2008. 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 as presented. M. C. Rodriguez seconded. Motion carried by a 5-0 vote.*

6. **Citizens to be heard.**

Citizen, Mel Borell, San Antonio resident, went over his reasons why the Alamo RMA should stop their process on the 281 North Toll project. He also stated that he wanted the original overpass design.

Citizen, Nikki Khuns, San Antonio resident, expressed to the Board her opinion about the loans that the Alamo RMA received from the City of San Antonio and Bexar County early in its inception.

Citizen, Jack Finger, San Antonio resident, expressed his views regarding the toll roads.

7. **Presentation/briefing - Executive Director Report.**

8. **Executive Session.** Chairman Thornton adjourned the meeting at 1:01 p.m. for an Executive Session. Chairman Thornton stated that Pursuant to Chapter 551, Subchapter D, Subsection 551.071(1) and Section 551.074 of the Texas Government Code, the Board would be meeting in Executive Session to Consult with Attorney concerning pending/contemplated litigation on the 281 North Toll project.

Chairman Thornton reconvened the meeting at 1:31 p.m. Chairman Thornton stated that no action was taken by the Board.

There being no further business to come before the board, Chairman Thornton adjourned the meeting at 1:31 p.m.

**APPROVED:**

**DR. WILLIAM E. THORNTON, CHAIRMAN**

**DATE ADOPTED: 10/1/2008**

**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 August 13, 2008.**

**ATTEST: \_\_\_\_\_**  
**REYNALDO L. DIAZ, JR**  
**SECRETARY/TREASURER**



**ALAMO RMA**  
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**Board Memorandum**

**To: Alamo Board of Directors**

**From: Terry M. Brechtel, Executive Director**

**Copies: File**

**Date: September 29, 2008**

**Agenda Item: 4 Discussion and Appropriate Action on acceptance of the fiscal year 2008 investment report**

On January 9, 2008, the Board of Directors, in resolution 08-01 approved the Investment Policy for the Alamo RMA, which established, in accordance with relevant state law, required reporting as a part of the investment policy.

The Alamo RMA investment officers will present the 3<sup>rd</sup> Quarter 2008 investment report, a copy of which was provided to the Board, via electronic copy, in August 2008.

Additionally recommendations on the investment policy will be presented at a future Board meeting.

Staff will also discuss the current market situation as it relates to the Alamo RMA investments.

There is no formal action required at this time as part of this agenda item.

TMB

**BOARD OF DIRECTORS**

*DR. WILLIAM E. THORNTON*  
CHAIRMAN

*M. CRISTINA RODRIGUEZ*  
VICE-CHAIR

*REYNALDO L. DIAZ, JR.*  
SECRETARY/TREASURER

*JESSE F. JENKINS, P.E.*

*HENRY R. MUNOZ, III*

*JAMES R. REED*

*ROBERT S. THOMPSON*

*TERRY M. BRECHTEL*  
EXECUTIVE DIRECTOR



# ALAMO RMA

Alamo Regional Mobility Authority

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## Interoffice Memorandum

To: Chairman and Board Members  
From: Milo Nitschke, Chief Financial Officer  
Thru: Terry Brechtel, Executive Director *TMB*  
Copies: File  
Subject: Quarterly Investment Report for Period Ending June 30, 2008  
Date: August 15, 2008

### BOARD OF DIRECTORS

DR. WILLIAM E. THORNTON  
CHAIRMAN

M. CRISTINA RODRIGUEZ  
VICE-CHAIR

REYNALDO L. DIAZ, JR.  
SECRETARY/TREASURER

JESSE F. JENKINS, P.E.

HENRY R. MUNOZ, III

JAMES R. REED

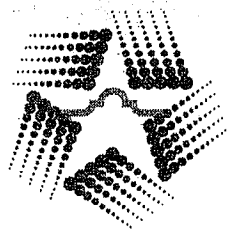
ROBERT S. THOMPSON

TERRY M. BRECHTEL  
EXECUTIVE DIRECTOR

The attached Investment Report for the Quarter ended June 30, 2008 has been prepared by the Alamo Regional Mobility Authority's ("Alamo RMA") designated Investment Officers. The report has been prepared in accordance with the requirements of the Texas Public Funds Investment Act, as amended, Chapter 2256 of the Texas Government Code and the Alamo RMA's Investment Policy.

The Alamo RMA utilizes Frost Bank, the Depository Bank, to sweep checking account cash balances in excess of \$1,000 into Invesco Aim Government and Agency Portfolio – Resource Class. This fund is used for investments and cash management purposes. The fund had an average weighted maturity of 51 days and a yield of 1.98% for June 2008.

Milo Nitschke  
Chief Financial Officer



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**Investment Portfolio  
Quarterly Report for the Period Ending  
June 30, 2008**

**June 30, 2008**

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## Mobility Authority Investment Report Certification

The Investment Report for the Quarter ended June 30, 2008 has been prepared by the Alamo Regional Mobility Authority's ("Alamo RMA") designated Investment Officers. This report and the information presented herein, has been prepared in accordance with the requirements of the Texas Public Funds Investment Act, as amended, Chapter 2256 of the Texas Government Code (the "Act"), and the Alamo RMA's Investment Policy (the "Investment Policy").

The Investment Officers certify that to the best of their knowledge, this report complies with the Act and the Investment Policy; the information is accurate; the investment strategy and management adheres to the Act; and the Policy incorporates the following attributes into the investment practice:

- (1) effectuated monetary transfers and investment transactions that satisfied, on a timely basis, cash flow requirements;
- (2) exercised prudence in the selection and trade of securities that are suitable investments for the financial requirements of the Alamo RMA;
- (3) preserved the safety of principal;
- (4) ensured investments have marketability and liquidity;
- (5) utilized a portfolio of investments that is comprised of diversified securities; and

(The Alamo RMA's investments are in a short-term investment trust fund called Invesco Aim, formerly Aim Investments, Short-Term Investments Trust Government and Agency Portfolio. Invesco Aim invests in direct obligations of the U. S. Treasury and other securities issued or guaranteed as to principal and interest by U. S. government agencies or instrumentalities, and in repurchase agreements secured by such obligations. Securities purchased have maturities of 397 days or less.)

- (6) maximize yield after due consideration is given to the above requirements.

Signature: Carrie Conner  
Name: Carrie Conner  
Title: Comptroller  
Date: 8/15/08

Signature: Milo Nitschke  
Name: Milo Nitschke  
Title: Chief Financial Officer  
Date: 8-15-2008

# Alamo Regional Mobility Authority Investment Report

## Introduction

The Alamo RMA's investment portfolio is managed in accordance with its Investment Policy and the Texas Public Funds Investment Act, as amended, Chapter 2256 of the Texas Government Code. Under these guidelines, the Alamo RMA Investment Officers are required to prepare and submit a quarterly investment portfolio report to the Alamo RMA Board of Directors and the Alamo RMA Executive Director, as well as a written report of investment transactions of all funds covered by this Policy and the Texas Public Funds Investment Act, for the preceding reporting period, within a reasonable time after the end of the period. The report must:

- (1) describe in detail the investment position of the Alamo RMA on the date of the report;
- (2) be prepared and signed jointly by each Investment Officer and authorized representative of the Securities Investment Firm;
- (3) contain a summary statement, prepared in compliance with generally accepted accounting principles, of each pooled fund group that states the purchase cost, beginning market value for the reporting period, additions and changes to the market value during the period, ending market value for the period, and fully accrued interest for the reporting period;
- (4) state the book value and market value of each separately invested asset at the beginning and end of the reporting period by the type of asset and fund type invested;
- (5) state the maturity date of each separately invested asset that has a maturity date;
- (6) state the account or fund or pooled group fund of the Alamo RMA for which each individual investment was acquired; and

state the compliance of the investment portfolio of the Alamo RMA as it relates to the investment strategy expressed in the Alamo RMA's Investment Policy and relevant provisions of the Texas Public Funds Investment Act. Reports prepared by the Investment Officers for investments transacted other than money market mutual funds, investment pools or accounts offered by the depository bank in the form of certificates of deposit, shall be formally reviewed at least annually by the Alamo RMA's independent auditors, and the result of the review shall be reported to the Alamo RMA Board of Directors.

## Summary of Cash Position and Investments

Alamo Regional Mobility Authority Summary of Fund Balances, Deposits, Withdrawals & Interest As of June 30, 2008					
	Balance at Dec. 31, 2007 (*)	Deposits	Withdrawals	Interest	Balance at June 30, 2008 (*)
Invesco Aim Short-Term Investments Trust Government and Agency Portfolio	\$ 70,280	\$ 1,434,000	(1,494,000)	\$ 2,336	\$ 12,616
Frost Bank Checking Account	145	2,124,471	(2,123,934)		682
<b>Total</b>	<u>\$ 70,424</u>	<u>\$ 3,558,471</u>	<u>\$ (3,617,934)</u>	<u>\$ 2,336</u>	<u>\$ 13,298</u>

(\*) Balances represent cash in bank for date specified, and do not include in-transit or uncleared amounts.

FAA3 Balance 12/31/07           \$ 2,552,152  
FAA3 Balance 6/30/08           \$ 662,961

## Management Discussion of Cash Position and Investments

The Invesco Aim Government and Agency Portfolio – Resource Class showed an average weighted maturity at June 30, 2008 of 51 days. The monthly yield at June 30, 2008 was 1.98%. Comparative short-term investments are shown in the table below.

Alamo Regional Mobility Authority Comparative Yields As of June 30, 2008		
	Yield	Average Life
Alamo RMA -- Invesco AIM Gov't & Agency Portfolio <sup>(1)</sup>	1.980%	51 days
TEXPOOL <sup>(2)</sup>	2.264%	39 Days
TEXPOOL Prime <sup>(3)</sup>	2.494%	36 Days
TexSTAR <sup>(4)</sup>	2.247%	N/A
1-Month T-Bill <sup>(5)</sup>	1.690%	N/A
3-Month T-Bill <sup>(5)</sup>	1.860%	N/A
6-Month T-Bill <sup>(5)</sup>	2.130%	N/A
1-Year T-Bill <sup>(5)</sup>	2.350%	N/A
10-Year Treasury (Constant Maturities) <sup>(5)</sup>	4.100%	N/A
30-Year Treasury (Constant Maturities) <sup>(5)</sup>	4.690%	N/A

Source:

<sup>(1)</sup> Invesco Aim Government & Agency Portfolio Short-Term Investments Trust -- Resource Class.  
<sup>(2)</sup> TexPool Monthly Rate History for 2008.  
<sup>(3)</sup> TexPool Prime Monthly Rate History for 2008.  
<sup>(4)</sup> TexSTAR Monthly Rate History for 2008.  
<sup>(5)</sup> Federal Reserve Statistical Release, H.15, Selected Interest Rates.

The Alamo RMA currently funds its start-up operations from loans provided by Bexar County, the City of San Antonio, investment income and financial assistance agreements with Texas Department of Transportation ("TxDOT"). The Bexar County and City of San Antonio funds are invested in the Invesco Aim, Short-Term Investments Trust Government and Agency Portfolio – Resource Class. The Invesco Aim investments are used primarily for cash management purposes. Moneys are drawn on when needed for payroll and accounts payable expenditures. The TxDOT financial assistance agreements provide for reimbursement of eligible toll road expenses. The Alamo RMA submits invoices to TxDOT on a monthly basis for reimbursement. As of June 30, 2008, the balance remaining for future reimbursements from TxDOT is \$662,961. The combination of TxDOT reimbursements and cash management through the Invesco Aim investments enables the Alamo RMA to make timely payroll and accounts payable expenditures. Cash that is held at Frost Bank, the depository bank, is kept at a minimal amount.

On May 29, 2008, the Texas Transportation Commission granted final approval of financial assistance to the Alamo RMA in the amount of \$19,800,000. This amount represents a portion of the San Antonio-Bexar County MPO allocation of \$112,220,000. On June 17, 2008 the Alamo RMA and TxDOT executed a Financial Assistance Agreement to implement the actions to draw on the \$19,800,000.

The funds will be drawn on and transferred to the Alamo RMA's depository bank, which Frost Bank, in approximately three equal amounts. It is expected that the first draw will be made in July in the amount of approximately \$6,600,000 and will be immediately invested in the Alamo RMA's Invesco Aim Government & Agency Portfolio fund. The draws from TxDOT will be requested in concert with projected expenditures on a timely basis to enable sufficient time between the draw request, transfer of funds to the Alamo RMA depository bank account and the timely payment to be made by the Alamo RMA.

Investment activity will become more active with the receipt of grant funding, bond proceeds, and revenues from operations. It is planned that as projected investment activity increases, the Alamo RMA will solicit responses for qualification to provide Securities Investment Advisor services. Upon receipt of written responses and evaluation, the recommended firm to provide such investment services will be presented to the Alamo RMA Finance Committee for review and comment prior to Alamo RMA Board action to engage the services of a Securities Investment Advisor.



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**Board Memorandum**

**To: Alamo Board of Directors**

**From: Terry M. Brechtel, Executive Director**

**Copies: File**

**Date: September 29, 2008**

**Agenda Item: 5 Discussion and Appropriate Action on extension of contractual services between the Alamo RMA and James W. Griffin**

This action item will revise the expiration date of the current contract with James W. Griffin from December 31, 2008 to be December 31, 2009.

Prior action by the Board of Directors has extended the services of Mr. Griffin on a year by year basis and his services continue to be a vital part of the overall process.

All other terms of the contract remain the same with this extension, with the difference being the expiration date.

Staff recommends approval of this action.

**BOARD OF DIRECTORS**

**DR. WILLIAM E. THORNTON**  
CHAIRMAN

**M. CRISTINA RODRIGUEZ**  
VICE-CHAIR

**REYNALDO L. DIAZ, JR.**  
SECRETARY/TREASURER

**JESSE F. JENKINS, P.E.**

**HENRY R. MUNOZ, III**

**JAMES R. REED**

**ROBERT S. THOMPSON**

**TERRY M. BRECHTEL**  
EXECUTIVE DIRECTOR

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

**RESOLUTION NO. 08-25**

WHEREAS, the Alamo Regional Mobility Authority (“Alamo RMA”) 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 Alamo RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, the Alamo RMA previously entered into an Advisory Services Agreement with James W. Griffin for the provision of independent, third-party engineering advice concerning project design and engineering development activities, review and oversight of the activities and billings of the Alamo RMA’s general engineering consultant, and assistance in the review of qualifications and proposals from firms or teams seeking to perform work for the Alamo RMA; and

WHEREAS, in Resolution No. 06-10, dated May 10, 2006, the Advisory Services Agreement with James W. Griffin was amended to extend the term of the Agreement through December 31, 2007; and

WHEREAS, in Resolution No. 08-05, dated January 9, 2008, the Advisory Services Agreement with James W. Griffin was amended to extend the term of the Agreement through December 31, 2008; and

WHEREAS, Alamo RMA staff now recommends amending the Advisory Services Agreement with James W. Griffin to extend the term of the Agreement through December 31, 2009

NOW THEREFORE, BE IT RESOLVED, that the Alamo RMA Board of Directors approves the Third Amendment to the Advisory Services Agreement with James W. Griffin, in the form or substantially the same form attached hereto as Attachment “A”; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to execute such Amendment on behalf of the Alamo RMA.

Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 1st day of October, 2008.

Submitted and reviewed by:

---

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

Approved:

---

William E. Thornton  
Chairman, Board of Directors  
Resolution Number 08-25  
Date Passed 10/01/08

**Third Amendment To  
Advisory Services Agreement  
Between  
Alamo Regional Mobility Authority  
And  
James W. Griffin**

This Third Amendment to the Advisory Services Agreement Between Alamo Regional Mobility Authority (“Alamo RMA”) and James W. Griffin (“Advisor”) is made effective as of the 1st day of October, 2008, and is for the purpose of amending the Advisory Services Agreement Between Alamo RMA and Advisor effective as of January 1, 2005.

Pursuant to action of the Alamo RMA Board of Directors, reflected in Resolution No. 08-25, the Agreement is amended as described below.

1. The first paragraph of Article III of the Agreement is amended to read as follows:

This Agreement shall be for a term of five (5) years from the Effective Date, thereby terminating on December 31, 2009 unless extended by mutual written agreement for an additional one-year term.

By their signatures, the parties to the Agreement evidence their agreement to this amendment set forth above.

ALAMO REGIONAL  
MOBILITY AUTHORITY

ADVISOR

---

Terry M. Brechtel,  
Executive Director

---

James W. Griffin, P.E.



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Alamo Regional Mobility Authority  
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Board Memorandum

To: Alamo Board of Directors

From: Milo Nitschke, Carrie Conner

Thru: Terry M. Brechtel, Executive Director

Copies: File

Date: September 26, 2008

Agenda Item: Cypress Tower Lease

The purpose of this memorandum is to provide key points for the Cypress Tower Lease that is being presented to the board on October 1, 2008.

During the months July-August, Alamo RMA management worked with Ben Crawford, Cross & Company, to identify prospective lease space for Alamo RMA staff. The current lease at Park Oaks Office Tower expires 12/31/08. A total of 13 office buildings were evaluated in both the downtown, or near downtown location, as well as the area at Loop 410/US281. Buildings evaluated were limited to those having comparable rental grade to Park Oaks Tower.

After a thorough search, Cypress Tower was determined to offer the best location and value for Alamo RMA staff over the next 3 year period, and to provide the additional space required for staff additions. Jim Reed had an opportunity to visit Cypress Tower on Thursday, September 25 and to see the prospective space and common areas.

Cypress Tower quick facts:

- Located at 1222 North Main Street just outside IH-35.
- Office space on the 10<sup>th</sup> floor, suite 1000, is prospective space
- Prospective lease effective 1/1/09.
- HEB recently purchased building to provide additional office space for HEB staff.
- Cypress Tower prior owner spent \$4M on renovations throughout common areas and lobby.
- On-site 24/7 security, paid for 100% by HEB, and on-site café.

Alamo Regional Mobility Authority  
16500 San Pedro, Ste 350 San Antonio, Texas 78232  
(210) 495-5256 (210) 495-5403 Fax  
www.AlamorMA.org

TMB

BOARD OF DIRECTORS

DR. WILLIAM E. THORNTON  
CHAIRMAN

M. CRISTINA RODRIGUEZ  
VICE-CHAIR

REYNALDO L. DIAZ, JR.  
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JAMES R. REED

ROBERT S. THOMPSON

TERRY M. BRECHTEL  
EXECUTIVE DIRECTOR

Alamo RMA currently has a 3 year lease at Park Oaks Office Tower, 16500 San Pedro, that expires 12/31/08. Listed below are the proposed renewal terms at Park Oaks Office Tower.

Proposed Park Oaks Lease – 5 Year Term effective 1/1/09

- Square footage 3,676 rsf (additional non-adjacent space available 3<sup>rd</sup> floor).
- Monthly rent year one \$6,280 using \$20.50/rsf and based on \$19.50/rsf plus estimated \$1/rsf for operations (2008 base year).
- Base rental increases .50/rsf in year two, and every year thereafter, plus additional amount for operations (2008 base year).
- One Month Security Deposit.
- Two months rent abatement.
- Tenant intent to vacate notice required by November 30, 2008 for December 31, 2008 lease termination.

Alamo RMA received and countered on proposals for 3 and 5 year terms at Cypress Tower. Given current business plan, management feels 3 year term is optimal. The cost per year is identical for both 3 and 5 year terms.

Cypress Lease - Applies to 3 Year & 5 Year Terms effective 1/1/09

- Square footage 4,814 rsf (31% increase over current space)
- Leased "as is".
- Monthly rent year one \$7,823 using \$19.50/rsf
- Base rental increases .50/rsf in year two, and every year thereafter, plus additional amount for operations (2009 base year) estimated at \$1/rsf, and will likely be less since HEB will ensure building expenses are contained to greatest extent possible for their staff.
- Two 3 year renewal terms at Market Rate with 9 months notice by tenant if renewal exercised .
- During renewal term landlord has right with 365 days notice to relocate tenant inside building; if no agreement on space inside building then tenant must give landlord 6 month notice for lease termination (and vacate within one year after receiving notice).

The Cypress Tower lease will be reviewed by Tuggey Rosenthal prior to final authorization by the Executive Director.

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

**RESOLUTION NO. 08-26**

WHEREAS, the Alamo Regional Mobility Authority (“Alamo RMA”) 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 Alamo RMA has been constituted in accordance with the Transportation Code and the RMA Rules; and

WHEREAS, the Alamo RMA’s current lease for administrative office space at Park Oaks Office Tower expires on December 31, 2008; and

WHEREAS, the expansion of the Alamo RMA staff has created a need for additional office space to facilitate the day-to-day operations of the Alamo RMA; and

WHEREAS, centrally-located office space will facilitate more efficient operations by Alamo RMA administrative personnel and improve convenience and accessibility for those seeking to do business with the Alamo RMA; and

WHEREAS, Alamo RMA staff and consultants have evaluated thirteen potential locations for the administrative offices of the Alamo RMA; and

WHEREAS, Alamo RMA staff and consultants have determined that Cypress Tower, located at 1221 N. Main Avenue, offers the best location and value for the Alamo RMA; and

WHEREAS, Alamo RMA staff and consultants have negotiated a lease for administrative office space in Cypress Tower, incorporating the general terms reflected in Attachment “A”.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of the Alamo RMA hereby approves entry into a lease agreement for administrative office space located in Cypress Tower at 1221 N. Main Avenue, incorporating the general terms reflected in Attachment “A”; and

BE IT FURTHER RESOLVED, that the Executive Director of the Alamo RMA is authorized to execute such lease agreement on behalf of the authority/

Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 1st day of October, 2008.

Submitted and reviewed by:

Approved:

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

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William E. Thornton  
Chairman, Board of Directors  
Resolution Number 08-26  
Date Passed 10/01/08



**ALAMO RMA**  
*Alamo Regional Mobility Authority*  
"Moving people faster"

**Board Memorandum**

**To: Alamo Board of Directors**

**From: Terry M. Brechtel, Executive Director**

**Copies: File**

**Date: September 29, 2008**

**Agenda Item: 7 Discussion and Appropriate Action on acceptance of the financial statements for the period ending August 31, 2008**

In accordance with Board policy, the Alamo RMA staff will present the monthly financial statements for the period ending August 31, 2008.

Given the date of the October meeting, staff is still closing out the September monthly statements and will present those statements to the Board at your next meeting.

Staff recommends approval of this action.

*TMB*

**BOARD OF DIRECTORS**

**DR. WILLIAM E. THORNTON**  
CHAIRMAN

**M. CRISTINA RODRIGUEZ**  
VICE-CHAIR

**REYNALDO L. DIAZ, JR.**  
SECRETARY/TREASURER

**JESSE F. JENKINS, P.E.**

**HENRY R. MUNOZ, III**

**JAMES R. REED**

**ROBERT S. THOMPSON**

**TERRY M. BRECHTEL**  
EXECUTIVE DIRECTOR

**ALAMO REGIONAL MOBILITY AUTHORITY**  
FINANCIAL STATEMENTS  
August 31, 2008

Board of Directors Reports

**ALAMO**  
**REGIONAL MOBILITY AUTHORITY**

**Balance Sheet**

August 31, 2008

**ASSETS**

Current Assets:

Cash and cash investments	<u>6,696,918</u>
Total Current Assets	6,696,918

Other Assets:

Prepaid Insurance	2,719
Security Deposit	<u>5,514</u>
Total Other Assets	8,233

Total Assets	<u><u>6,705,150</u></u>
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**LIABILITIES AND FUND EQUITY**

Current Liabilities:

Accounts Payable	-
Accrued Expense	939,183
Line of Credit Payable	-
Accrued Vacation Time	12,849
Medical Insurance Withholding	-
Total Current Liabilities	<u>952,032</u>

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	913,890
TxDOT Financial Assistance Agreement #2	4,542,185
TxDOT Financial Assistance Agreement #3	2,477,238
TxDOT Toll Equity Agreement	6,600,000
Accrued Interest	<u>135,412</u>
Total Other Liabilities	<u>15,918,725</u>

Total Liabilities	<u>16,870,757</u>
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Fund Deficit:

Retained Deficit	(6,671,621)
Unreserved - Net loss	<u>(3,493,985)</u>
	(10,165,606)

Total Liabilities and Fund Deficit	<u><u>6,705,150</u></u>
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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 August 31, 2008

	ACTUAL MONTH	ACTUAL FISCAL Y-T-D	REVISED BUDGET FISCAL Y-T-D	ACTUAL VS. BUDGET VARIANCE FISCAL Y-T-D
<b>Non-Operating Income:</b>				
Interest Income	11,484	14,963	3,223	11,740
Total Non-Operating Income	<u>11,484</u>	<u>14,963</u>	<u>3,223</u>	<u>11,740</u>
<b>Operating Expenses:</b>				
Salary, Benefits and Retirement Expense	102,218	828,960	826,316	(2,644)
Payroll Tax Expense	5,359	50,757	50,049	(708)
Loan Application Fee	-	30,000	30,000	-
Travel & Conference	3,106	20,095	25,302	5,207
Insurance Expense	813	9,502	9,502	0
Website Maintenance	-	30	30	0
Telephone	941	11,356	11,893	537
Supplies	1,450	6,157	7,679	1,522
Printing	-	10,553	13,803	3,249
Postage	38	2,225	2,049	(175)
Equipment	1,154	11,438	11,627	189
Subscriptions	20	246	227	(20)
Office Space	5,854	68,058	68,058	(0)
Meeting Expense	210	1,766	1,665	(101)
Memberships	-	2,955	2,955	-
Professional Services	137,823	2,409,665	2,601,736	192,071
Advertising	453	453	667	214
Miscellaneous Expense	210	1,714	1,823	109
Total Operating Expenses	<u>259,650</u>	<u>3,465,930</u>	<u>3,665,379</u>	<u>199,449</u>
Loss From Operations	(248,166)	(3,450,968)	(3,662,156)	(211,188)
<b>Nonoperating Expenses:</b>				
Interest Expense	3,179	34,974	34,905	(69)
Total Non-Operating Expenses	<u>3,179</u>	<u>34,974</u>	<u>34,905</u>	<u>(69)</u>
Equipment Purchases	3,789	8,045	8,452	407
<b>Net Loss</b>	<u><b>(255,134)</b></u>	<u><b>(3,493,985)</b></u>	<u><b>(3,705,515)</b></u>	<u><b>(211,527)</b></u>
Retained deficit at October 1, 2007		(6,671,621)		
Retained deficit at August 31, 2008		(10,165,606)		

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

	August		Y-T-D
HNTB	48,745		1,486,534
Garza Gonzalez	-		12,000
Locke Lord/Tuggey	85,353 (*)		859,744 (*)
Jim Griffin	3,725		50,666
Other Prof Svcs	-		720
	<u>137,823</u>		<u>2,409,665</u>

(\*)Locke Lord/Tuggey FY08 cash expenditure ratio 99/1%; FY07 ratio 88/12%

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

# ALAMO REGIONAL MOBILITY AUTHORITY

## Statement of Cash Flow

For the period ending August 31, 2008

### OPERATING ACTIVITIES:

Loss from operations	(\$3,493,985)
Adjustments to reconcile loss from operations to net cash used by operating activities:	
(Increase) Decrease in prepaid insurance	(1,748)
Increase (Decrease) in accrued expense	215,407
Increase (Decrease) in line of credit	0
Increase (Decrease) in medical insurance withholding	0
Net cash provided by Operating Activities	<u>(\$3,280,326)</u>

### FINANCING ACTIVITIES:

Increase (Decrease) in interest payable	34,974
Increase (Decrease) in Loans Payable - TxDOT FAA #1	200,659
Increase (Decrease) in Loans Payable - TxDOT FAA #2	533,713
Increase (Decrease) in Loans Payable - TxDOT FAA #3	2,477,238
Increase (Decrease) in Loans Payable - TxDOT Toll Equity Agreement	6,600,000
Net cash provided by Capital and Related Financing Activities	<u>9,846,584</u>

Net cash increase (decrease) for period \$6,566,259

Net increase (decrease) in cash and cash investments	
Cash and Cash Investments, October 1, 2007	130,659
Cash and Cash Investments, August 31, 2008	<u>6,696,918</u>
	<u><u>\$6,566,259</u></u>

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



# GEC ACTIVITIES REPORT

## September 2008

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The main GEC effort this month and the months to come will be **continued ROW acquisition** for the 281 N Project. Although TxDOT had already purchased 80% of the property needed, the remaining 20% is Alamo RMA's responsibility to obtain. This month the GEC's appraisers have been meeting with property owners and assessing the value of approximately 40 parcels that are needed for the project. The first sets of appraisals, title commitments, and relocation costs should be completed in the next few weeks. Using this information **offer packages** will be prepared. After approval by Alamo RMA staff, these offers will be forwarded to and discussed with the property owners.

The GEC has also continued to support Alamo RMA staff in **preparation for the oversight** of design and construction on the 281 N Project. Materials testing and quality assurance programs are being refined, technology and document control requirements are being developed, and personnel are being identified. A detailed scope for this 4 year effort is being developed in coordination with Alamo RMA staff and will be presented in the next few months to the Alamo RMA for approval.

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The following are specific 281 Project tasks for which the GEC provided support to Alamo RMA staff:

### **Right of Way Acquisition Efforts:**

- Prepared **forms for offer packages**
- Continued **appraisals and title commitments**
- Responded to **property owner calls**
- **Meetings with Property owners** on access and relocation issues
- **Weekly Status meetings** with Alamo RMA staff
- **Progress matrix** updated weekly
- Completed **survey** of 6 revised parcels, continued survey on others
- Continued collecting **Right of Entry requests**
- Prepared **Exhibits** for revisions to ROW at several locations

### **Design/Build Oversight Preparation Efforts:**

- Ongoing: Developed **organizational chart and labor schedule for Oversight activities** to begin after Notice to Proceed is issued for 281.
- Continued discussions concerning **material testing processes** and procedures
- Continued assessment of various **data management systems**

### **Financing Support Efforts (Bond Sale/ TIFIA):**

- No activity this period

**Misc Tolling/ Technical Support Efforts:**

- Continued evaluation of **document control systems** for construction management
- Completed development of System Integrator and Customer Service Center agency questionnaire

**Community Relation Efforts:**

- Continued to Coordinated with Alamo RMA staff to update **mailing list and data base**
- Continued development of comprehensive **HOA calendar** and **events list** for project area

<b>281 North Project Development Schedule (Subject to Change)</b>	
<b>Date</b>	<b>Description Of Event</b>
August 14, 2007	Receipt of Federal Highway Administration FONSI
August 30, 2007	Posting of FONSI in the Texas Register.
September 18, 2007	Request for Qualifications (RFQ) released for developer teams
October 24, 2007	Approved the short-list of three teams to participate in the Request for Detailed Proposals phase of the design/build Comprehensive Development Agreement (CDA) process
December 6, 2007	RMA submits TIFIA Letter of Interest
January 14, 2008	Initial meeting with TIFIA representatives and approval to proceed with submission of the application.
March 20, 2008	Design/Build CDA Proposals are received
May 14, 2008	RMA Board approves selection of best-value design/build team
June 4, 2008	Final GEC Engineering Report received
June 7, 2008	US 281 Traffic and Revenue (T&R) Study Final Report
June 11, 2008	RMA Board approves design/build contract
June 20, 2008	Receipt of Bond Rating Agency preliminary indication of senior lien bonds investment grade credit rating
June 20, 2008	TIFIA application submitted
July 3, 2008	T & R Peer Review complete
July 9, 2008	TIFIA oral presentation
	Execute CDA Agreement
	Bond Rating Presentations and Bond Insurer Presentations
	US Transportation Secretary Approves TIFIA Loan
	Bond Pricing
	Bond & TIFIA Delivery and Closing
	RMA issues Design/Build Notice to Proceed
	Partial project opening; Loop 1604 to Marshall; (977 Days)
	Substantial completion (1,325 Days)



ALAMO RMA  
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# October 2008 Alamo RMA Calendar

SUN	MON	TUE	WED	THU	FRI	SAT
			1 <b>RMA Board of Directors Meeting -TransGuide</b>	2	3	4 L. Alloway serving on a panel discussion for the Asian American Chamber of Commerce (Austin)
5	6 Transportation Taskforce Subcommittee Meeting	7	8 L. Alloway speaking to GRI – San Antonio  City County Transportation Task Force Meeting	9	10 Transportation Taskforce Subcommittee Meeting	11
12	13 SAMCo Executive Committee Mtg	14	15	16 <b>Planning Committee Meeting</b>	17 Transportation Taskforce Subcommittee Meeting	18
19	20 4 <sup>th</sup> Annual State of the District Luncheon  Transportation Taskforce Subcommittee Meeting	21 Bexar County Commissioners Court Strategic Plan Resolution	22 City County Transportation Task Force Meeting	23	24	25
26	27 <b>MPO Meeting – VIA Metro Center At 1:30pm</b>	28	29 City County Transportation Task Force Public Hearing	30	31 Transportation Taskforce Subcommittee Meeting	



ALAMO RMA  
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# November 2008 Alamo RMA Calendar

SUN	MON	TUE	WED	THU	FRI	SAT
						1
2	3 Transportation Taskforce Subcommittee Meeting	4	5 Transportation Task Force Meeting	6 Planning Committee Meeting	7	8
9	10	11 Veteran's Day Holiday – Alamo RMA Offices Closed	<b>12 Alamo RMA Board of Directors Meeting</b>  Tentative: Strategic Plan Meeting	13 Team Texas Meeting	14 Team Texas Meeting  Transportation Taskforce Subcommittee Meeting	15
16	17 Transportation Taskforce Subcommittee Meeting  B. Thornton speaking to Bond Buyers Conference	18 B. Thornton speaking to Bond Buyers Conference	19	20 Planning Committee Meeting	21	22
23	24	25	26	27 Thanksgiving Holiday – Alamo RMA Offices Closed	28 Thanksgiving Holiday – Alamo RMA Offices Closed  Transportation Taskforce Subcommittee Meeting	29
30						



# December 2008 Alamo RMA Calendar

SUN

MON

TUE

WED

THU

FRI

SAT

	1 MPO November/ December Meeting 1:30 VIA Metropolitan Transit Center	2	3 City County Transportation Task Force Meeting	4 Planning Committee Meeting	5	6
7	8	9	<b>10 Alamo RMA Board of Directors Meeting – TransGuide at Noon</b>	11	12	13
14	15	16	17	18 <i>Planning Committee Meeting</i>	19	20
21	22	23	<b>24 Christmas Holiday – Alamo RMA Offices Closed</b>	<b>25 Christmas Holiday – Alamo RMA Offices Closed</b>	26	27
28	29	30	31			