

Alamo Regional Mobility Authority

*Meeting March 11, 2010, 1:00p.m.,
in the Al J. Notzon III Conference Room
of the Alamo Area Council Of Governments, at 8700 Tesoro Drive.*

Minutes

1. **Call meeting to order.** Chairman Thornton called the meeting to order at 1:00 p.m. All Board members present.
2. **Approval of minutes from the Regular Board of Directors Meeting of February 11, 2010.** *J. Reed made the motion to approve the minutes as presented to the Board. R. Thompson seconded. Motion passed by a unanimous vote.*
3. **Discussion and appropriate action on a resolution to approve the selection of the best value proposer for the U.S. 281 North/Loop 1604 Project Design/Build Comprehensive Development Agreement (Terry Brechtel/Pat Irwin) (Resolution No. 10-16).** T. Brechtel made a presentation (see power point) addressing the procurement process, the schedule, segment description, team makeup, the organization chart for review committees and the process for review and scoring. Pat Irwin discussed the scoring process, categories, points summary and calculations and ranking. Chairman Thornton discussed the options and that the motion in the resolution is to recommend the selection of Williams Brothers. *J. Reed made the motion to approve the resolution as presented to the Board, R. Diaz seconded.* J. Reed asked whether there was any reason not to go forward and T. Brechtel answered no. R. Thompson asked a question about the price and confirming that it was for all segments and whether there had been a discussion on the use of the additional funds. T. Brechtel stated that the use of the additional funds has not been discussed but that the incorporation of value added concepts is part of the CDA negotiations and that there is a stipend for the unsuccessful bidders and other costs such as contingency. R. Rodriguez asked whether all bidders were present and T. Brechtel stated that one other bidder, Austin Bridge, was there. R. Rodriguez asked about the involvement of the consultants in the proposal review process and whether this was a conflict of interest and T. Brechtel described the confidentiality and conflict disclosure forms and process for review. R. Rodriguez asked if HNTB or LLBL had any business with the bidders and T. Brechtel stated that she could not make that statement and B. Cassidy described the process for the distribution of the conflict forms and the review and discussion regarding the proposed plan to address the conflicts, to the extent any were described, to ensure it did not impact the proposal reviews and scoring process.. T. Brechtel stated that we did not find a conflict that was not addressed by the plan included in the forms. C. Villarreal stated that Williams Brothers was doing a project on the south side and they were doing a good job. Chairman Thornton thanked the teams and making it competitive and that the Board has stayed out of the process and this process encouraged competition and encouraged value added concepts and lets the engineers be creative. R. Diaz stated that in deciding to go out with this process that TxDOT wanted to get as much as possible and bid it out with segments and the authority to use design/build also helps. R. Thompson stated that design/build allows the RMA to proceed to construction much quicker. R. Thompson asked Austin Bridge whether the stipend was sufficient and the representative, Joseph Weich stated that the amount is less than they hoped for and each proposer is different in their approach and cost structure and what is reasonable depends on the resources committed but they would bid again. R. Rodriguez asked about what other RMA's pay for stipends and T. Brechtel stated that they would provide the information the RMA received addressing that during the prior 281 North toll transaction that

was never executed or paid. Pat Irwin stated that the prior survey indicated that $\frac{3}{4}$ to $\frac{1}{2}$ % for a stipend was typical. Mario Medina of TxDOT stated that they were involved in process and concurred in the process and oversight and they have found the best value proposer and recommend moving forward. Randy Rogers of Williams Brothers stated that they were thrilled to be chosen and Chairman Thornton asked him when the project would be complete and R. Rogers stated it depended on the start date but approximately 30 months. *All voted in favor.*

4. **Discussion and appropriate action on a resolution approving an amended contract for legal services with Locke Lord Bissell & Liddell LLP (Terry Brechtel/Lisa Adelman) (Resolution No. 10-17).** T. Brechtel made the presentation and stated that the current contract expires March 16, 2010 and described the proposed term and services and that it was divided by expertise in specific subject matters as set forth in Attachment A and further divided by primary and secondary levels of responsibility and allows the RMA to bring in local or subcontracted counsel for specific assignments. T. Brechtel stated that the rates are continuing to be offered at 30%/20% discount depending on the type of services and a list has been provided of the firm's clients as requested during the Finance Committee meeting and staff recommends approval. *J. Reed made the motion to approve the resolution as presented to the Board, A. Downey made the second.* R. Rodriguez stated that this agreement has been discussed in the Finance Committee and he had requested a list of clients which he received at the Board meeting and he noted that the firm represents 4 other RMA's and why wasn't this a conflict of interest and is there an association of RMA's and aren't there times when the RMAs are all seeking the same dollars so that is a conflict for the firm. T. Brechtel stated that there is an organization called Team Texas where all RMAs and other tolling authorities like NTTA get together to share information but no formal association. B. Cassidy stated that there are 8 RMAs and his firm represents 6 and as far as conflicts, his firm does not assist the MRA in pursuing funds or financial assistance, they only help with the structure and use of funds and it is the job of TxDOT and the MPO to handle the financial issues as well as the staff and leadership of the Alamo RMA. B. Cassidy stated that since he was hired there has not been a conflict scenario that has arisen and that in fact the common representation has provided a benefit to the RMAs as far as cost savings/sharing, planning, and legislation and the allocation of funding is done by region and a specific formula and the few instances where there was an interlocal agreement between 2 RMAs they used separate counsel. B. Cassidy stated that the legal ethics rules require that he disclose any potential conflict. R. Rodriguez stated that he would like a complete list of all of the firm's clients for transparency purposes and show that we are being thorough. B. Cassidy stated that the firm has over 5,000 clients and many can't be disclosed as they are not governmental entities and the firm is not at liberty to disclose the names. R. Rodriguez stated that there should be an RFP process to see if there are other competent and capable firms to do this work. R. Thompson stated that the code of professional responsibility for lawyers is an absolute standard and can't be waived and this firm has unique abilities and the RMA needs a broader look than just local issues such as legislative issues and working directly with TxDOT. J. Reed concurred with what Brian and Bob stated regarding the ability to have the firm as a resource as to what the other RMAs are doing is invaluable to the Planning Committee. R. Thompson stated that when the RMA went through the original procurement process he wanted to hire a local firm but they selected Brian and his firm for their expertise and Austin is as far as he is willing to reach for representation, C. Villarreal stated that since it was 5 years ago the process could have changed. B. Cassidy stated that when he was hired by the RMA he

represented 2 RMAs and now he is up to 6. R. Thompson stated that he reviewed the bar list and there is nobody in San Antonio with the expertise and the RMA tried Tim Tuggey and that was not helpful and there is no other firm with the same resources available that can answer the questions. R. Thompson stated that the original amendment was for another 5 year extension but that he requested it be changed to a 3 year extension with two one year renewals so the RMA can re-visit it if things change. R. Diaz stated that the professional code of conduct for lawyers includes conflict checks and penalties greater than losing a client for violations. R. Rodriguez stated that he was just bringing up a new view on the process and not the person. *All voted in favor except R. Rodriguez and C. Villarreal who voted no.*

5. **Discussion and appropriate action on a resolution approving an amendment to the interlocal agreement with Bexar County for the Loop 1604 Super Street Project (Terry Brechtel) (Resolution No. 10-18).** T. Brechtel made the presentation and stated that this amendment adds another \$900,000 for the next phase for design and environmental work with additional phases (see power point). *R. Diaz made the motion to approve the resolution as presented to the Board, R. Thompson made the second.* R. Rodriguez asked about the source of these funds and T. Brechtel stated that they are from savings from various pass-through projects from the ATD, Culebra and Blanco Road projects, and Bexar County obtained the approvals of the ATD, TxDOT and Commissioners Court for the use of the funds. C. Villarreal asked about the CE and the whether there would be a significant impact on the human environment and T. Brechtel stated that the requests to prepare CEs for the two projects have been submitted to FHWA and are currently under review and the environmental documents will look at the environmental impacts from the proposed projects. R. Thompson stated that it may be a close call on whether these projects can be classified as CEs. T. Brechtel stated that those are decisions for FHWA and that we have known that from the beginning and that all information that is being obtained will be incorporated into the 1604 EIS. Chairman Thornton stated that these requests were initiated by County Commissioners and a Councilmember. *All voted in favor.*
6. **Discussion and appropriate action on a resolution approving an amendment to the advance funding agreement with the Texas Department of Transportation for the US 281 Super Street Project (Terry Brechtel) (Resolution No. 10-19).** T. Brechtel made the presentation and stated that the amendment is for minor changes regarding reimbursement and invoicing. *J. Reed made the motion to approve the resolution as presented to the Board, R. Diaz made the second. All voted in favor.*
7. **Discussion and appropriate action on the financial statements for the period ending February 28, 2010.** C. Conner made a brief presentation on the balance sheet, statement of capitalized costs, statement of cash flow, and statement of revenues, expenses and changes in fund deficit. *R. Diaz made the motion to accept the Financial Statements as presented to the Board. R. Rodriguez seconded. All voted in favor.*
8. **Executive Director's Report.** T. Brechtel reviewed the calendar. C. Villarreal asked is times could be added to each item and T. Brechtel stated that they would be added in the future. T. Brechtel stated that Finance Committee would be the second Monday of each month at 4 p.m. and C. Villarreal asked if these were open to the public and T. Brechtel stated that they are not open to

the public. B. Cassidy gave a brief update on the legislature. R. Thompson stated that he noted that there are currently 240 EIS' ongoing around the US and 1/3 are in California, Texas and New York. R. Rodriguez asked if the minutes and agenda were placed on the RMA website and C. Villarreal asked if the whole packet could be placed on the website. T. Brechtel stated that the agenda and minutes are put on the website and that staff will discuss how to put the entire packet on the website. R. Rodriguez stated that we should add as much as possible.

9. **Citizens' Communications.** None.

10. **Executive Session.** In accordance with Subsection 551.071(1). Consultation with Attorney – Consultation with, and advice from legal counsel concerning pending/contemplated litigation, including but not limited to *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, the Board adjourned for Executive Session at 3:00pm.

Chairman reconvened the meeting at 3:55 p.m. stating that no decisions had been made while in Executive Session and adjourned the meeting.

APPROVED:

DR. WILLIAM E. THORNTON, CHAIRMAN

DATE ADOPTED: 4/15/2010

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 March 11, 2010.

ATTEST: _____
REYNALDO L. DIAZ, JR
SECRETARY/TREASURER