

## **REVISED AGENDA**

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

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

**Wednesday, May 11, 2005  
12:00 PM**

- 1) Call meeting to order.
- 2) Approval of AlamoRMA Special Board of Directors April 11, 2005, Board of Directors April 13, 2005 and Special Board of Directors April 28, 2005 Meeting Minutes.
- 3) Citizens' Communications (citizens must sign the register to speak).
- 4) Briefing and discussion on the status of development of the Starter System (TxDOT).
- 5) Discussion and appropriate action on the Texas Transportation Commission/Texas Department of Transportation response to the Resolution Regarding the Solicitation or Acceptance by TxDOT of a Comprehensive Development Agreement Proposal for Projects Located Within a Regional Mobility Authority Service Area. (Tom Griebel)
- 6) Discussion and appropriate action on the financial statements for the period ending April 30, 2005. (Jama Lopez)
- 7) Discussion and appropriate action on Resolution to Authorize a Deferred Compensation Plan. (Tom Griebel/Jama Lopez)
- 8) Presentation/briefing on AlamoRMA organization start-up progress. (Tom Griebel)
- 9) Executive Session - Pursuant to Chapter 551, Subchapter D, Texas Government Code:
  - A. Subsection 551.071(1). Consultation with Attorney – Consultation with, and advice from legal counsel concerning pending/contemplated litigation, settlement offers and negotiations, and other legal issues.
  - B. Section 551.074. Personnel Matters – Deliberation concerning the appointment, employment, reassignment, evaluation, duties, discipline, and/or dismissal of

personnel.

- C. Section 551.072. Deliberation Regarding Real Property - Discussion of real property purchase, exchange, lease, gift, donation, and/or negotiated settlement, including property to be acquired for right-of-way.

Adjournment

## NOTES

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

### **ALAMO REGIONAL MOBILITY AUTHORITY ACCESSIBILITY STATEMENT FOR DISABLED PERSONS**

This meeting site is accessible to disabled persons as follows: Entrance to the Greater Kelly Development Authority is accessible through the main entrance at 143 Billy Mitchell Blvd. Suite 6. Parking spaces reserved for the disabled are located at the main entrance. Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services, such as interpreters for persons who are deaf or hearing impaired, and readers of large print or Braille, are requested to contact Kimberly Miller at (210) 362-7830 at least two working days prior to the meeting so that appropriate arrangements can be made.

Presenters with audiovisual needs are requested to contact Kimberly Miller at (210) 362-7830, 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: May 6, 2005 4:30 p.m.

## ALAMO REGIONAL MOBILITY AUTHORITY

Special Board Meeting, April 11, 2005, 2:00 p.m., in the Greater Kelly Development Authority Map Room, 143 Billy Mitchell Blvd., Suite 6, San Antonio, Texas

### MINUTES

1. **Call meeting to order.** Chairman B. Thornton called the meeting to order at 2:00 p.m. All members were present with the exception of M.C. Rodriguez who had requested to be excused. Chairman Thornton thanked board members for their attendance. He singled out W. McBride for his leadership on the Special Committee on Consultant Services that has led the AlamoRMA through various stages including the General Counsel and the General Engineering Consultant (GEC). He also mentioned the many hours contributed by the various Technical Review Committees. Chairman Thornton asked W. McBride to chair the meeting.

2. **Receive presentations and conduct interviews for the General Engineering Consultant (GEC) to provide engineering services.** In preparing for oral presentations by the two finalist firms, W. McBride reviewed the time allowed for presentations, how and when questions would be asked of the presenters, critique and discussion by board, and, finally, the likelihood of authorizing the executive director to negotiate and execute an agreement. W. McBride asked Executive Director T. Griebel to report on the process and the scoring of the engineering firms by the Technical Review Committee (TRC). T. Griebel said the RFQ was issued on January 12, 2005, as authorized by the board. Proposals were received. He explained the evaluation form and scoring matrix on a handout provided to board members. T. Griebel discussed the handout in detail. In closing his report he provided the scores given to each of the firms.

T. D. Ellis, P.E., Vice President/Officer-in-Charge of the local team for HNTB was the first presenter and provided a handout explaining the consultant proposal. Qualifications, past experience, technical resources, local partners, and DBE participation were addresses in the presentation. Other local members of the HNTB team also made brief explanations of their individual roles.

M. Bierma, Principal in Charge, and D. McCoy, Senior Project Manager, represented PBS&J as lead presenters. Again, highlighted components in the presentation were the team's organization, experience in engineering, local experience with transportation projects, and mentoring and expanding DBE/HUB partners' resumes.

At the conclusion of the two presentations, W. McBride opened the meeting for discussion by board members for the purpose of selecting the GEC.

3. **Discussion and appropriate action to select a GEC and to authorize the Executive Director to negotiate and execute an agreement with a GEC to provide general**

**engineering consultant services to the AlamoRMA.** W. McBride called for a motion regarding this item. *R. Thompson made the motion to authorize the Executive Director to negotiate and execute an agreement with HNTB to serve as the GEC and to provide general engineering consultant services to the AlamoRMA. R. Diaz seconded. Motion passed.*

There being no further business to come before the Special Board Meeting, W. McBride asked Chairman Thornton to make closing comments. Chairman Thornton again expressed his appreciation to board members and staff for their dedication, diligence, and overall productivity.

Chairman Thornton adjourned the meeting at 5:50 p.m.

**APPROVED:**

\_\_\_\_\_  
**BILL THORNTON, CHAIRMAN**  
**ALAMO REGIONAL MOBILITY AUTHORITY**

**DATE ADOPTED:** \_\_\_\_\_

**ATTEST:** \_\_\_\_\_  
**M. CRISTINA RODRIGUEZ**  
**SECRETARY/TREASURER**

## ALAMO REGIONAL MOBILITY AUTHORITY

Meeting, April 13, 2005, Noon, in the Greater Kelly Development Authority Main Conference Room, 143 Billy Mitchell Blvd., Suite 6, San Antonio, Texas

### MINUTES

1. **Call meeting order.** Chairman B. Thornton called the meeting to order at Noon. All members were in attendance.

2. **Approval of AlamoRMA Board of Directors March 16, 2005 Meeting Minutes.** *W. McBride made the motion to accept the minutes of the meeting of March 16, 2005 as presented. J. Reed seconded. Motion passed.*

3. **Citizens' Communications (citizens must sign the register to speak).** There were no citizens signed to speak. Chairman Thornton took this opportunity to invite guests in the audience to introduce themselves.

4. **Briefing and discussion on the status of development of the Starter System.** T. Griebel, Executive Director, called the board's attention to a handout showing the diagram of the six (6) projects being developed by TxDOT. The diagram shows additional information previously requested by board members. He asked J. Moczygamba, TxDOT representative, to make the presentation on the Starter System. She was joined by C. Stong, HDR Project Engineer, who had prepared a visual presentation titled "Five-Star Interchange" which displayed computer graphics of the proposed toll lanes, slip ramp connectors, and interchanges. J. Moczygamba, in her presentation, indicated that ROW acquisitions are on schedule and that the toll lane and interchange design are in progress. All contracts are being monitored. W. McBride thanked TxDOT for the additional information requested which includes time-lines and letting dates for the six projects. J. Moczygamba also reported on the favorable public meeting held at Judson High School. She reported on a very positive meeting where the audience appeared anxious about toll lanes and road improvements.

5. **Discussion and appropriate action on Resolution Supporting the Pass Through Financing Proposal to be submitted to the Texas Transportation Commission.** T. Griebel introduced this item. He called upon S. Dawson, representing San Antonio Mobility Coalition (SAMCo), and County Engineer L. Locke, representing Bexar County, to make the presentation. Speaking first, S. Dawson said SAMCo would ask the AlamoRMA board to support and pass a resolution for a financial plan to be submitted by SAMCo to the Texas Transportation Commission. The plan brings forth goals provided

by local transportation partners that would enhance funding for the San Antonio area. L. Locke explained the participation of Bexar County Commissioners and key county staff in developing the proposal. The proposal to be submitted to the Texas Transportation Commission uses new financing tools that would provide discretionary funds from TxDOT over the next thirteen (13) years to San Antonio and Bexar County. He went on to explain the scenario of how local funds from the various entities mentioned by S. Dawson would be used to leverage the discretionary funds that had previously not been available to this community. He closed by emphasizing the proposal would not impact Bexar County revenues for county road projects; the proposal meets the Advanced Transportation District (ATD) commitments made to area voters; the cost savings by starting and completing local transportation project earlier; and meets the TxDOT requirements placed on local communities to provide matching funds. J. Reed spoke briefly of the committee work and his participation with the MPO and SAMCo. *J. Reed made the motion for the AlamoRMA board to pass a resolution supporting the Pass Through Financing Proposal to be submitted to the Texas Transportation Commission. R. Diaz seconded. Motion passed.*

**6. Discussion and appropriate action authorizing the Executive Director to execute a lease for office space and to sublease a portion of the office space to TxDOT.** T. Griebel spoke on this item. He said this item has been discussed in prior meetings and follows the board's direction. He mentioned the correspondence to and from TxDOT. At the present time, the AlamoRMA would enter a three-year lease for office space and sublease office space to TxDOT. *H. Munoz made the motion to authorize the Executive Director to execute a lease agreement for office space and to sub-lease a portion of the office space to TxDOT. W. McBride seconded. Motion passed.*

**7. Discussion and appropriate action to authorize the Executive Director to implement the Phase I Public Information initiative.** T. Griebel presented this item by saying this was a phase needing to begin as soon as possible. TxDOT was complimented for its effort in past projects when disseminating information on proposed construction, lane closures, signage, and public hearings. T. Griebel said the AlamoRMA will be involved in these same efforts with regard to toll lanes. He suggested it would be in the best interest of the AlamoRMA to proceed with an RFQ for this service. After some discussion among board members, some believed this effort might best be handled by one of the sub consultants of the General Engineering Consultant (GEC). In clarifying this item, T. Griebel said the GEC was still not under contract and this initiative merited attention at an early date. Other discussion the general public's understanding of the toll lane projects and learning from the TxDOT public information effort. This item will be reviewed by the Planning Committee. *R. Diaz made the motion to authorize the Executive Director to implement the Phase I Public Information initiative. W. McBride seconded. Motion passed.*

**8. Discussion and appropriate action on the financial statements for the period ending March 31, 2005.** J. Lopez, Comptroller, began this presentation by reviewing the Balance Sheet for the Period Ending March 31, 2005; the Statement of Cash Flow for the

Period Ending March 31, 2005; and the Statement of Expenses and changes in Fund Deficit for the Period Ending March 31, 2005. *R. Diaz made the motion to accept these financial statements for the period ending March 31, 2005. W. McBride seconded. Motion passed.*

**9. Discussion and appropriate action concerning approval of the revisions to the FY 2005 Operating Budget.** T. Greibel asked J. Lopez to explain the budget revision handout prepared for board members. She explained the operating budget and line item changes through September 30, 2005. These line items deal with staffing, rental of office space, and consulting services. He said he will soon begin working on the new fiscal year budget that will be effective October 1, 2005. *R. Diaz made the motion for approval of the revisions to the FY 2005 Operating Budget. W. McBride seconded. Motion passed.*

**10. Discussion and appropriate action authorizing the Executive Director to submit a \$500,000 FY 2006 Budget Request to Bexar County.** T. Griebel presented items 10 and 11 and requested one motion for both items. He mentioned deadlines for submitting request to Bexar County for the FY 2006 budget and soon thereafter a similar request to COSA to continue the loans for funding of the RMA. The risk factors in funding will continue to be a concern until revenue bonds are sold. When asked about other funds, aside from the city and county grants, T. Griebel explained the Toll Equity Grant and the amount expected to be received (\$13 million) which is in agreement with what the AlamoRMA had requested. *W. McBride made the motion to authorize the Executive Director to submit a \$500,000 request to Bexar County and a request in the same amount to the City of San Antonio. R. Diaz seconded. Motion passed.*

**11. Discussion and appropriate action authorizing the Executive Director to submit a \$500,000 FY 2006 Budget Request to the City of San Antonio.** This item was authorized in item 10, above.

**12. Presentation/briefing on AlamoRMA organization start-up progress.** T. Griebel began the presentation of this item by recognizing the General Engineering Consultant (GEC) firm represented by T. Ellis from the HNTB team. He reported on his meeting with the executive committee regarding items on the State Comptroller's Report regarding the on-going review of the AlamoRMA. In closing his report, T. Griebel mentioned the AlamoRMA Strategic Plan recently received from the printer and acknowledged the assistance provided by Valero Energy Corporation in reviewing and editing the text. Copies are available for all board members. B. Cassidy, General Counsel, provided an up-date on legislative committee meetings pertinent to transportation issues.

**13. Executive Session.**

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**The AlamoRMA did not meet in Executive Session**

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There being no further business to come before the board, Chairman Thornton adjourned the meeting at 2:12 p.m.

**APPROVED:**

\_\_\_\_\_  
**BILL THORNTON, CHAIRMAN**  
**ALAMO REGIONAL MOBILITY AUTHORITY**

**DATE ADOPTED:** \_\_\_\_\_

**I hereby certify that the above foregoing pages constitute the full, true and correct minutes of all the proceedings and official records of the Alamo Regional Mobility Authority at its regular meeting on April 13, 2005.**

**ATTEST:** \_\_\_\_\_  
**M. CRISTINA RODRIGUEZ**  
**SECRETARY/TREASURER**

## ALAMO REGIONAL MOBILITY AUTHORITY

Special Board Meeting, April 28, 2005, 3:30 p.m. in the Greater Kelly Development Authority Board Room, 143 Billy Mitchell Blvd., Suite 6, San Antonio, Texas

### MEETING

1. **Call meeting to order.** Chairman B. Thornton called the meeting order at 3:36 p.m. All members were in attendance. Chairman Thornton took this opportunity to acknowledge the presence of Texas Transportation Commissioner Hope Andrade. He also mentioned the AlamoRMA has just completed its first year of operation.

Chairman Thornton asked Commissioner Andrade to address the board. Transportation Commissioner Andrade congratulated the board on its first anniversary. She thanked and commended the board and staff for its accomplishments during this initial year. She introduced P. Russell, TxDOT Turnpike Authority Division Director, and D. Casteel, TxDOT District Engineer for San Antonio. In her comments, Commissioner Andrade spoke of the unsolicited proposal received by TxDOT on April 27, 2005 proposing private development of the Starter System and the planned extensions on Loop 1604 and US 281 in San Antonio. She said the Texas Transportation Commission (TTC) and TxDOT are committed to its original agreement with the AlamoRMA, the partnership and success of the RMA, and all future projects. She is requesting the board not take action on the resolution (agenda item 4) today. She believes board action today is premature and other avenues should be sought. She encouraged board members to join TxDOT officials in Austin to resolve issues and arrive at working solutions for worthwhile transportation projects. She then asked P. Russell and D. Casteel to brief the board on the process followed by TxDOT when an unsolicited proposal is received.

2. **Briefing and discussion on TxDOT's Comprehensive Development Agreement (CDA) policy and process for reviewing and approving an unsolicited CDA proposal.** P. Russell presented a handout to board members where he described the purpose and process of the Comprehensive Development Agreement (CDA). The CDA centers on 1) innovation and 2) equity. He discussed the nine identified benefits of CDA's, Risk Assessment and Allocation, Time Benefits of CDA's, the two types of CDA's, CDA Procurement Process, and the CDA Time Line.

Chairman Thornton started the discussion by explaining why this issue is confusing. He made reference to the Minute Order passed by the Texas Transportation Commission on March 31, 2005. He questioned the process and said since the inception of the RMA, all direction, all information, and all the effort by the RMA board and its participation as a

partner with TxDOT gave strong verbal and written indications the Starter System would be transferred from TxDOT to the AlamoRMA for operation and maintenance. He said the main issue is who will get the money. He thanked Commissioner Andrade for her visit to the AlamoRMA board meeting.

**3. Briefing and discussion on the AlamoRMA's Comprehensive Development Agreement (CDA) process for reviewing and approving an unsolicited CDA proposal.** T. Griebel, Executive Director, briefed the board on the AlamoRMA's process for reviewing and approving an unsolicited CDA proposal. He explained how these procedures were developed. B. Cassidy, General Counsel, commented further by said the CDA procedures are very similar to those used by Central Texas RMA because the statutory provisions for RMA's are the same as those for TxDOT.

**4. Discussion and appropriate action on a Resolution Regarding the Solicitation or Acceptance by TxDOT of CDA Proposal for Projects Located Within a RMA Service Area.** Chairman Thornton preceded his comments by thanking visitors from Austin for coming to the meeting and made clear the meeting was not confrontational and a good working relationship exists between the Texas Transportation Commission, TxDOT, and the AlamoRMA. He mentioned the letter mailed dated April 25, 2005 to Chairman Ric Williamson, TTC, and signed by the County Judge, Mayor of San Antonio, and himself which explain the good faith efforts made by the city and county and the support from TxDOT for local control. He said the RMA board would have a great deal of difficulty going back to local elected officials and telling them the board could not pass this resolution.

Commissioner Andrade said TTC and TxDOT support local control. The unsolicited proposal was received by TxDOT because the transfer of the Starter System to the AlamoRMA has not been made by TxDOT. She provided examples of how the RMA can negotiate for revenues from concessionaires to proceed with other projects. Again, she encouraged the board to meet with TxDOT officials before taking action.

Chairman Thornton called for a motion to bring this item for discussion. *H. Munoz made the motion to pass a Resolution Regarding the Solicitation or Acceptance by TxDOT of CDA Proposals for Projects Located Within RMA Service Areas. R. Diaz seconded.*

In discussion, R. Thompson said he was under the impression the transfer of the Starter System was going to happen as a matter of course and the only issue regarding this transfer was "when" it would be transferred. He said he was also under the assumption that any CDA proposals would be submitted to the RMA. He commented on the RMA coming this far in its development and has this degree of uncertainty about the positions of agreements with TxDOT. He cited the commitment made by the board to elected officials, local transportation partners, and the general public about having the wherewithal to repay the advanced loans to the city and county that would be generated from operating the Starter System. R. Thompson said the board had never considered not

receiving and not operating the Starter System. While the control of the Starter System still rests with TxDOT and TxDOT has the authority to receive and unsolicited CDA proposal, he thought the local linkage was through the AlamoRMA. He asked how TxDOT envisioned the procedure to link local participation with TxDOT direction. P. Russell offered two options. The first option was for TxDOT to absorb the initial costs of design work saving the RMA time and money as well as continue to discussions in Austin with TxDOT. The second option would be for the RMA to petition TxDOT to transfer the project now.

H. Munoz said he understands the changes taking place at TTC and appreciates the invitation to visit in Austin with both TTC Commissioners and TxDOT officials. He asked if there had ever been a project where an RMA had to consider parallel tracks and do dual feasibility studies trying to decide whether to go the traditional bid process versus a design/build concession process. If so, which one works better? A response from P. Russell said that is exactly what is being done on two segments of SH 130 project. He said both the traditional bid process and the design/build concession process are used by TxDOT. Advantages to the latter are--less risk, acceleration, and monies available for other projects. Another question raised by H. Munoz was about the amount of public participation on the design/build concession process. P. Russell said there still public involvement but mostly in the environment areas. H. Munoz also asked whether TxDOT saw a substantial difference in financial results when subsequent proposals are received. P. Russell responded by saying there is a huge difference and each firm has a different business model for generating revenues.

H. Munoz closed his comments by suggesting the board take the advice of the THC commissioner and meet with TxDOT in Austin after the board action on this item.

T. Griebel asked for clarification on the equity grant to develop the western extension which is now in progress and the first minute order was approved in March. If the \$13 million grant receives final approval in May, would the approval trigger the transfer to the RMA. His concern was how the split would occur with the RMA proceeding with a portion of the western extension which is also incorporated into the unsolicited proposal as a concession. In essence, only part of the project will be transferred.

R. Thompson stressed the need to continue to maintain a dialogue through meetings, to educate one another so that the development of toll lanes does not become more complicated and unexplainable to the public. Commissioner Andrade interjected that the RMA would have some control of the project, but would be as a result of negotiations of the CDA between the RMA and concessionaire. Any monies expended by the RMA would be negotiated in the agreement and repaid by the concessionaire.

H. Munoz asked when the transfer of the Starter System would occur. P. Russell responded by saying that the RMA could petition TxDOT to transfer the project now. B. Cassidy added the only transfer required would be requesting "project approval prior to beginning construction." In at least one case this action happened after the CDA proposal had begun. The transfer can not take place until after the environment study has been completed. A formal process will follow which will also include public meetings.

W. McBride said he agreed with the comments made by R. Thompson. He asked about the substance of the unsolicited proposal. P. Russell addressed the question by saying this information is confidential and he could not get into the specifics. He did specify the proposed system is the same system identified as the Starter System and the extensions, and could be delivered with no state or federal dollars. Clarification was also provided with reference to the "Risk Assessment and Allocation" page of the handout under the column "Issue/Risk" where the CDA developer oversees all of the operations. D. Casteel added that while he has not seen the unsolicited proposal, it may have different design elements being proposed. He also said he had known a firm had been working on an unsolicited proposal for some time. What was not known (prior to April 27, 2005) was when the proposal would be turned in. Unsolicited proposals are encouraged by TxDOT and information provided by firms is kept confidential. Commissioner Andrade said that is how business has been conducted by TTC and TxDOT. If a mistake was made in not informing the RMA of an unsolicited proposal from the private section being submitted it was unintentional and perhaps a part of the learning process for RMA's.

W. McBride also said the RMA board may have taken different courses of action with regard to hiring personnel and consultants had they known of the possibility of an unsolicited proposal. Further, W. McBride asked for an explanation of the role of the RMA; when the RMA should be notified of an unsolicited proposal; and if the RMA should have some authority to approve or disapprove of an unsolicited proposal.

J. Reed spoke briefly about who will have final authority to decide on a CDA project. M. Rodriguez said how she was impressed by the work and depth of knowledge of TxDOT staff. Her concern with this issue is the perception created by the receipt of an unsolicited proposal. R. Diaz said he did not get the impression that TxDOT has intended to harm the RMA in any manner. He spoke of the work of the RMA and supported the comments previously made by board members. Chairman Thornton specifically asked if the \$13 million Toll Equity grant will be on the Agenda for the May 26, 2005 TTC meeting and if we can expect the grant to be awarded. Commissioner Andrade and P. Russell responded that we should expect the grant to be awarded at the May TTC meeting.

In closing, Chairman Thornton advised Commissioner Andrade that her invitation to visit in Austin with TTC commissioners and TxDOT officials is accepted. He indicated that board members and staff will make the necessary trips to Austin. He stressed that whatever is done will be a joint effort. R. Thompson asked if TxDOT would consider permitting the RMA have joint approval with TxDOT with any CDA. This issue is presently being reviewed by TxDOT legal counsel. Commissioner Andrade explained this issue deals only with this CDA and the present status of the Starter System. Chairman Thornton indicated that he would ask the Planning Committee to take the lead on working on the details of this effort. *The vote was unanimous in favor of the resolution.*

## **5. Executive Session.**

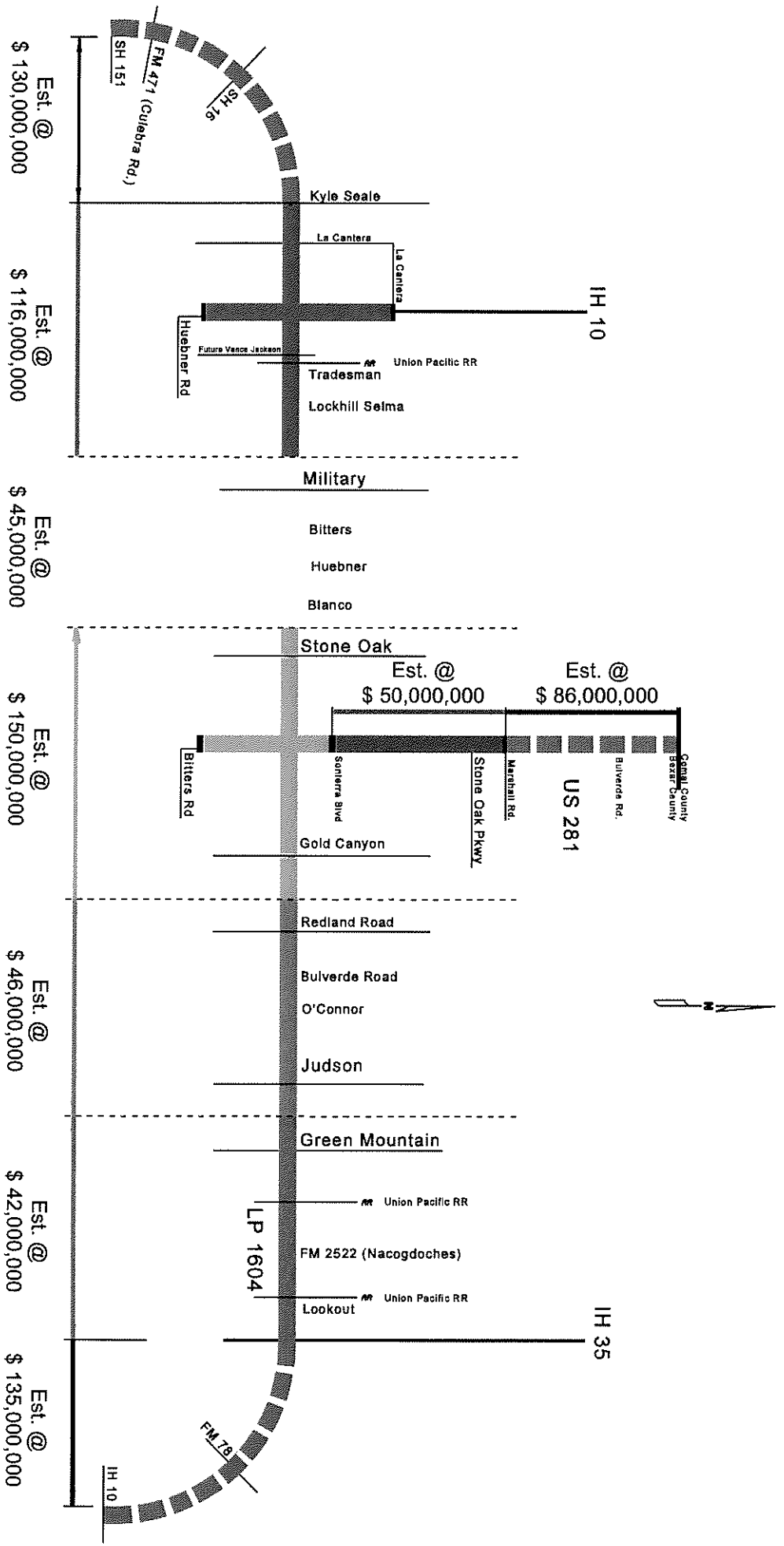




## TOLL STARTER SYSTEM PROJECT DEVELOPMENT UPDATE

	IH 10/LOOP 1604	LOOP 1604	US 281/LOOP 1604	LOOP 1604	LOOP 1604	US 281
<b>TASK</b>						
<b>Environmental</b>						
Expected completion:	New document August-05	Re-evaluation August-05	New Document May-05	Re-evaluation August-05	Re-evaluation August-05	Re-evaluation May-05
	Public Hearing July 05	Public Hearing July 05	Document approval 12-04 Public Hearing May 4, 2005	Public Hearing July 05	Public Hearing July 05	Public Hearing May 4, 2005
<b>Right of Way Acquisition</b>						
Expected completion:	None expected	None	16 parcels Mar-06	None	None	16 of 17 parcels acquired September-05
<b>Consultant:</b>	RTI/Grant Zedens (Evergreen)	LAN (Evergreen)	HDR (Project Specific)	CP&V (Evergreen)	TGB (Evergreen)	TGB (Project Specific)
<b>Design Status</b>	Schematic submitted for review	60% - May 05	60% - May 05	60% - May 05	60% - Jun 05	Background in Austin
Expected completion:	90% - Jun-05	November-05	November-05	November-05	November-05	COMPLETE
<b>Letting Date:</b>	May-06	January-06	March-06	January-06	January-06	January-06
<b>Construction Start Date:</b>	Jan-06	March-06	May-06	March-06	March-06	March-06
<b>Completion Date:</b>	October-09	June-09	August-10	June-09	June-09	June-09
<b>Begin Toll Collection</b>	April-09	June-09	June-09	August-10	June-09	June-09
<b>Estimated Cost:</b>	\$176 million	\$45 million	\$150 million	\$46 million	\$42 million	\$50 million





TOLL "STARTER SYSTEM" Mileage: LP 1604 (18.79) + US 281 (3.92) = 22.71 Miles ~ Total \$ 449 Million  
 Extensions Mileage: LP 1604 (18.81) + US 281 (5.40) = 24.21 Miles ~ Total \$ 351 Million





# Alamo Regional Mobility Authority

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DRAFT-05/10/05

## A RESOLUTION TO EXPLORE THE ALTERNATIVES TO INITIATE DEVELOPMENT OF THE TOLL NETWORK IN BEXAR COUNTY

**WHEREAS**, the enactment of House Bill 3588 during the 78<sup>th</sup> Legislative Session created enhanced opportunities for regions of the State to participate in transportation infrastructure improvements under local control and with the support and cooperation of the Texas Department of Transportation ("TxDOT"); and

**WHEREAS**, TxDOT encouraged regions of the State to identify potential projects for development through a regional mobility authority and to seek approval of the Texas Transportation Commission to form regional mobility authorities ("RMAs"); and

**WHEREAS**, the Bexar County Commissioners Court, the City of San Antonio, and other local organizations and community leaders, working in conjunction with TxDOT, identified a network of roadways (the "Toll Road Network") that could be developed through an RMA in a manner that would accelerate project delivery and provide financial support for additional projects in the region; and

**WHEREAS**, with the encouragement of TxDOT and the Texas Transportation Commission, the Bexar County Commissioners Court petitioned to form the AlamoRMA (f/k/a Bexar County RMA); and

**WHEREAS**, the petition for the AlamoRMA was approved on December 18, 2003, and the authority held its initial board meeting on April 13, 2004; and

**WHEREAS**, Bexar County and the City of San Antonio have committed to lending \$1.2 million to the AlamoRMA to assist with startup funding and are expected to loan additional funds as needs arise; and

**WHEREAS**, the AlamoRMA Board of Directors has proceeded diligently with hiring of staff and obtaining the expertise and resources necessary to operate the organization and move quickly towards developing the Toll Road Network in conjunction with TxDOT; and

**WHEREAS**, AlamoRMA board members and staff recently learned that an unsolicited proposal has been received by TxDOT proposing private development, construction, operation, and financing of a significant portion of the Toll Road Network including the Starter System and the planned extensions on Loop 1604 and US 281 through a comprehensive development agreement ("CDA"); and

**WHEREAS**, due to concerns over the effects that the development of a significant portion of the Toll Road Network through a CDA with TxDOT could have on the AlamoRMA and the region a letter from the Bexar County Judge, the Mayor of San Antonio, and the AlamoRMA Board Chair

was sent to the Chairman of the Texas Transportation Commission encouraging TxDOT to refer the CDA proposal to the AlamoRMA for consideration and final approval; and

**WHEREAS**, at a Special Board meeting held on April 28, 2005, the AlamoRMA Board of Directors adopted a resolution encouraging the Texas Transportation Commission and TxDOT to adopt a policy requiring that all CDA proposals for toll projects located within the AlamoRMA service area be submitted to and considered for final approval by the AlamoRMA; and

**WHEREAS**, in correspondence dated May 4, 2005, the Chairman of the Texas Transportation Commission responded that the AlamoRMA can either participate (in an advisory capacity) in the evaluation of the CDA proposal with TxDOT or can request a transfer of the project to the AlamoRMA; and

**WHEREAS**, the Board of Directors desires to explore the alternatives offered by the Texas Transportation Commission and to identify how the AlamoRMA can best serve the region;

**NOW THEREFORE, BE IT RESOLVED**, that the AlamoRMA Board of Directors directs the Executive Director to work with TxDOT to explore each of the alternatives for AlamoRMA involvement with the CDA proposal and to identify the actions necessary to accomplish a transfer of the project to the AlamoRMA; and

**BE IT FURTHER RESOLVED**, that the Executive Director shall report its findings to the Board of Directors at the next regular board meeting or at an earlier called special meeting of the board.

**Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 11th day of May, 2005.**

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Bill Thornton, Chairman  
Alamo Regional Mobility Authority



# Alamo Regional Mobility Authority

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DRAFT-05/10/05

## A RESOLUTION TO EXPLORE THE ALTERNATIVES TO INITIATE DEVELOPMENT OF THE TOLL NETWORK IN BEXAR COUNTY

**WHEREAS**, the enactment of House Bill 3588 during the 78<sup>th</sup> Legislative Session created enhanced opportunities for regions of the State to participate in transportation infrastructure improvements under local control and with the support and cooperation of the Texas Department of Transportation ("TxDOT"); and

**WHEREAS**, TxDOT encouraged regions of the State to identify potential projects for development through a regional mobility authority and to seek approval of the Texas Transportation Commission to form regional mobility authorities ("RMAs"); and

**WHEREAS**, the Bexar County Commissioners Court, the City of San Antonio, and other local organizations and community leaders, working in conjunction with TxDOT, identified a network of roadways (the "Toll Road Network") that could be developed through an RMA in a manner that would accelerate project delivery and provide financial support for additional projects in the region; and

**WHEREAS**, with the encouragement of TxDOT and the Texas Transportation Commission, the Bexar County Commissioners Court petitioned to form the AlamoRMA (f/k/a Bexar County RMA); and

**WHEREAS**, the petition for the AlamoRMA was approved on December 18, 2003, and the authority held its initial board meeting on April 13, 2004; and

**WHEREAS**, Bexar County and the City of San Antonio have committed to lending \$1.2 million to the AlamoRMA to assist with startup funding and are expected to loan additional funds as needs arise; and

**WHEREAS**, the AlamoRMA Board of Directors has proceeded diligently with hiring of staff and obtaining the expertise and resources necessary to operate the organization and move quickly towards developing the Toll Road Network in conjunction with TxDOT; and

**WHEREAS**, AlamoRMA board members and staff recently learned that an unsolicited proposal has been received by TxDOT proposing private development, construction, operation, and financing of a significant portion of the Toll Road Network including the Starter System and the planned extensions on Loop 1604 and US 281 through a comprehensive development agreement ("CDA"); and

**WHEREAS**, due to concerns over the effects that the development of a significant portion of the Toll Road Network through a CDA with TxDOT could have on the AlamoRMA and the region a letter from the Bexar County Judge, the Mayor of San Antonio, and the AlamoRMA Board Chair

was sent to the Chairman of the Texas Transportation Commission encouraging TxDOT to refer the CDA proposal to the AlamoRMA for consideration and final approval; and

**WHEREAS**, at a Special Board meeting held on April 28, 2005, the AlamoRMA Board of Directors adopted a resolution encouraging the Texas Transportation Commission and TxDOT to adopt a policy requiring that all CDA proposals for toll projects located within the AlamoRMA service area be submitted to and considered for final approval by the AlamoRMA; and

**WHEREAS**, in correspondence dated May 4, 2005, the Chairman of the Texas Transportation Commission responded that the AlamoRMA can either participate (in an advisory capacity) in the evaluation of the CDA proposal with TxDOT or can request a transfer of the project to the AlamoRMA; and

**WHEREAS**, the Board of Directors desires to explore the alternatives offered by the Texas Transportation Commission and to identify how the AlamoRMA can best serve the region;

**NOW THEREFORE, BE IT RESOLVED**, that the AlamoRMA Board of Directors directs the Executive Director to work with TxDOT to explore each of the alternatives for AlamoRMA involvement with the CDA proposal and to identify the actions necessary to accomplish a transfer of the project to the AlamoRMA; and

**BE IT FURTHER RESOLVED**, that the Executive Director shall report its findings to the Board of Directors at the next regular board meeting or at an earlier called special meeting of the board.

**Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 11th day of May, 2005.**

---

Bill Thornton, Chairman  
Alamo Regional Mobility Authority



## **Texas Transportation Commission**

125 E 11TH STREET • AUSTIN, TEXAS 78701-2483

May 4, 2005

The Honorable Nelson W. Wolff  
Judge of Bexar County  
100 Dolorosa  
San Antonio, Texas 78205

The Honorable Ed Garza  
Mayor, City of San Antonio  
P.O. Box 839966  
San Antonio, Texas 78283-3966

Dr. William E. Thornton  
Chair, Alamo Regional Mobility Authority  
143 Billy Mitchell Blvd., Suite 6  
San Antonio, Texas 78226

Dear Sirs:

Thank you for your letter dated April 25, 2005, concerning the Alamo Regional Mobility Authority (ARMA) "starter toll system." Tom Griebel sent us the resolution adopted by ARMA on April 28, 2005, requesting us to adopt a policy that would require all Comprehensive Development Agreement (CDA) proposals for toll projects located within the ARMA service area be submitted to and considered for final approval by ARMA.

On one hand, I understand you have concerns about a state managed public-private partnership and its impact on ARMA. I support your desires to bring forth solutions that most efficiently serve your constituents. On the other hand, I understand the complex process of implementing major public projects. The unsolicited proposal submitted to the Texas Department of Transportation (TxDOT) involves substantial improvements to the state highway system. Under current laws, TxDOT is the responsible (and proper) entity to receive and consider the proposal. TxDOT is committed to working with our partners, ARMA and the MPO, and will not enter into a CDA unless all of us agree that this is the best solution to solve transportation problems in the San Antonio metropolitan area.

We propose to work together at this early stage of the process through one of the following two alternatives.

The first alternative is for TxDOT to Internally evaluate the proposal. We would gladly do so with the involvement of ARMA and the MPO. This process would be best served with your input, TxDOT district staff and TxDOT statewide staff with CDA/Concession expertise. However, as a TxDOT project, TxDOT employees would retain sole responsibility for assigning the necessary value assessments and selecting the

The Honorable Nelson W. Wolff  
Dr. William E. Thornton  
The Honorable Ed Garza

- 2 -

May 4, 2005

apparent best value proposer. To do otherwise would be inconsistent with applicable law and open the procurement process to legal challenge. Concurrently, we must also work to define our ultimate responsibilities for the affected highways.

The second alternative is for TxDOT to transfer the project to ARMA. ARMA could assess the value of the proposed concepts, advertise for competing proposals, and procure and possibly enter into a CDA in accordance with pertinent statutes and rules adopted by ARMA. Attached is a summary of the necessary steps required to accomplish the transfer. Please note that the transfer would take place prior to construction, and possibly prior to designation of the project as a turnpike.

Remember, the Texas Legislature is currently considering the issue of conversion of non-tolled highways and what requirements would apply to a conversion which might influence your decision.

I hope you are open to consideration of either alternative. This could allow us to mutually carry out the responsibilities we have to the traveling public. Again, I thank you for your valued partnership and input. I look forward to future conversations.

Sincerely,



Ric Williamson  
Chair  
Texas Transportation Commission

Attachment

cc: Michael W. Behrens, P.E., Executive Director, TxDOT  
David Casteel, P.E., San Antonio District Engineer, TxDOT  
Bexar County Commissioners Court  
Alamo Regional Mobility Authority Board  
Tom Griebel, Executive Director, Alamo Regional Mobility Authority Board  
San Antonio Metropolitan Planning Organization

**PROCESS FOR TRANSFERRING NONTOLLED SEGMENT  
OF STATE HIGHWAY SYSTEM TO RMA  
(Section 370.035, Transportation Code; 43 TAC §§26.41-26.47)**

- An RMA may request that the commission convert a nontolled segment of the state highway system to a turnpike project and transfer that segment to the RMA
  - Requirements for Request in 43 TAC §26.41(b)
- If the commission determines that the proposed transfer is an integral part of the region's overall plan to improve mobility in the region (see, Section 370.035(a)(1)), TxDOT will hold one or more public hearings in each county in which the project is located, hold one or more public meetings (in the project area, if practicable), and solicit written comments on the proposed transfer
  - Requirements for the notice of public hearing, public meeting, and solicitation of written comments in 43 TAC §26.42(b)-(d)
- The commission may, after considering public input concerning the proposed transfer, approve a proposed transfer if:
  - the RMA agrees to assume all liability and responsibility for the highway upon its transfer and for compliance with laws, regulations, and policies applicable to the highway;
  - the commission determines the transfer is in the public interest;
  - the RMA agrees to assume all liability and responsibility for environmental permits, issues, and commitments;
  - the commission determines that the public has a reasonable alternative route on nontoll roads; and
  - the RMA has adopted rules providing criteria and guidelines for approval of the transfer of a highway
- A transfer must be approved by the Governor, and commission approval will be conditioned on the Governor's approval
- Commission may grant preliminary approval of the transfer, with final approval conditioned on the completion of preliminary studies needed to make the findings above, including environmental studies and T&R studies
  - Commission may require the RMA to pay for all or a portion of the studies

- An RMA is required to reimburse the commission for the cost of a transferred highway unless the commission determines that the transfer will result in a substantial net benefit to the state, TxDOT, and the traveling public
  - In computing the cost of the highway, the commission will:
    - include the total amount spent by TxDOT for the original construction of the highway transferred, including costs associated with preliminary engineering and design engineering for PS&E, acquisition of right of way, and actual construction; and
    - consider the anticipated future costs of expanding, improving, maintaining, operating, or extending the highway by the RMA and not by TxDOT if the highway is transferred
- The commission may, as a condition to the transfer, require that expenditures of surplus revenue, if any, derived from the transferred highway be made to implement projects in the MPO's transportation plan or TxDOT's UTP

**PROCESS FOR TRANSFERRING TURNPIKE PROJECT TO RMA<sup>1</sup>**  
**(Section 370.035, Transportation Code; 43 TAC §§26.41-26.47)**

- An RMA may request that the commission transfer an existing turnpike project that is part of the state highway system to the RMA
  - Requirements for Request in 43 TAC §26.41(b)
- If the commission determines that the proposed transfer is an integral part of the region's overall plan to improve mobility in the region (see, Section 370.035(a)(1)), TxDOT will hold one or more public hearings in each county in which the project is located, hold one or more public meetings (in the project area, if practicable), and solicit written comments on the proposed transfer
  - Requirements for the notice of public hearing, public meeting, and solicitation of written comments in 43 TAC §26.42(b)-(d)
- The commission may, after considering public input concerning the proposed transfer, approve a proposed transfer if:
  - the RMA agrees to assume all liability and responsibility for the highway upon its transfer and for compliance with laws, regulations, and policies applicable to the highway;
  - the commission determines the transfer is in the public interest;
  - the RMA agrees to assume all liability and responsibility for environmental permits, issues, and commitments; and
  - the RMA has adopted rules providing criteria and guidelines for approval of the transfer of a highway
- A transfer must be approved by the Governor, and commission approval will be conditioned on the Governor's approval
- Commission may grant preliminary approval of the transfer, with final approval conditioned on the completion of preliminary studies needed to make the findings above, including environmental studies and T&R studies
  - Commission may require the RMA to pay for all or a portion of the studies

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<sup>1</sup> This assumes that TxDOT constructs the Starter Toll System in Bexar County, and subsequently transfers the system to the Alamo RMA. The projects comprising the system would be designated as turnpikes by the Transportation Commission. There are additional requirements for the conversion of a nontolled highway.

- An RMA is required to reimburse the commission for the cost of a transferred highway unless the commission determines that the transfer will result in a substantial net benefit to the state, TxDOT, and the traveling public
  - In computing the cost of the highway, the commission will:
    - include the total amount spent by TxDOT for the original construction of the highway transferred, including costs associated with preliminary engineering and design engineering for PS&E, acquisition of right of way, and actual construction; and
    - consider the anticipated future costs of expanding, improving, maintaining, operating, or extending the highway by the RMA and not by TxDOT if the highway is transferred
- The commission may, as a condition to the transfer, require that expenditures of surplus revenue, if any, derived from the transferred highway be made to implement projects in the MPO's transportation plan or TxDOT's UTP



# Alamo Regional Mobility Authority

143 Billy Mitchell Blvd, Ste 6 ♦ San Antonio, TX 78226  
(210) 362-7831 ♦ (210) 362-7807 Fax  
[www.AlamorMA.org](http://www.AlamorMA.org)

April 29, 2005

Mr. Ric Williamson  
Chairman  
Texas Transportation Commission  
125 E. 11<sup>th</sup> Street  
Austin, TX 78701

Dear Chairman Williamson:


On behalf of the Board of Directors of the Alamo Regional Mobility Authority (AlamoRMA), I am pleased to submit to you a copy of the Comprehensive Development Agreement (CDA) Resolution the board unanimously passed on April 28, 2005.

We sincerely appreciate your assistance and your partnership with the AlamoRMA is invaluable. I would also like to ask that you please convey our sincere thanks and appreciation to Commissioner Hope Andrade, Phillip Russell, and David Casteel for taking the time to share with the board the Texas Department of Transportation's (TxDOT) Comprehensive Development Agreement Process. We recognize how valuable their time is and we are truly grateful.

The AlamoRMA Board of Directors recognizes the importance of our partnership with TxDOT and the Texas Transportation Commission as being key to the ultimate success and development of our organization.

Again, we thank you for your continued support as we usher San Antonio and Bexar County into a new transportation era.

Sincerely,



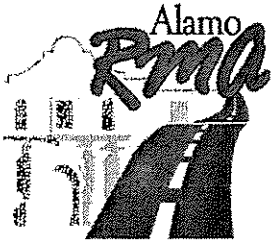
Thomas A. Griebel  
Executive Director

*Enclosure*

Cc: Texas Transportation Commission  
Michael W. Behrens, P. E.  
Phillip Russell, P.E. – Texas Turnpike Authority Division  
David Casteel, P.E. – TxDOT – San Antonio District Office  
AlamoRMA Board of Directors

Dr. William Thornton, Chairman ♦ Gen. William McBride, Vice Chairman ♦ M. Cristina Rodriguez, Secretary/Treasurer  
Reynaldo L. Diaz, Jr., Board Member ♦ Henry R. Munoz, III ♦ James Reed, Board Member ♦ Robert S. Thompson, Board Member  
Thomas Griebel, Executive Director





## Alamo Regional Mobility Authority

143 Billy Mitchell Blvd, Ste 6 • San Antonio, TX 78226  
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### **A RESOLUTION REGARDING THE SOLICITATION OR ACCEPTANCE BY TxDOT OF A COMPREHENSIVE DEVELOPMENT AGREEMENT PROPOSAL FOR PROJECTS LOCATED WITHIN A REGIONAL MOBILITY AUTHORITY SERVICE AREA**

**WHEREAS**, the enactment of House Bill 3588 during the 78<sup>th</sup> Legislative Session created enhanced opportunities for regions of the State to participate in transportation infrastructure improvements under local control and with the support and cooperation of the Texas Department of Transportation ("TxDOT"); and

**WHEREAS**, TxDOT encouraged regions of the State to identify potential projects for development through a regional mobility authority and to seek approval of the Texas Transportation Commission to form regional mobility authorities ("RMAs"); and

**WHEREAS**, the Bexar County Commissioners Court, the City of San Antonio, and other local organizations and community leaders, working in conjunction with TxDOT, identified a network of roadways (the "Toll Road Network") that could be developed through an RMA in a manner that would accelerate project delivery and provide financial support for additional projects in the region; and

**WHEREAS**, with the encouragement of TxDOT and the Texas Transportation Commission, the Bexar County Commissioners Court petitioned to form the AlamoRMA (f/k/a Bexar County RMA); and

**WHEREAS**, the petition for the AlamoRMA was approved by the Texas Transportation Commission (TTC) on December 18, 2003, and the authority held its initial board meeting on April 13, 2004; and

**WHEREAS**, Bexar County and the City of San Antonio have committed to lending \$1.2 million to the AlamoRMA to assist with startup funding and are expected to loan additional funds until the AlamoRMA becomes self sustaining; and

**WHEREAS**, the AlamoRMA Board of Directors has proceeded diligently with hiring of staff and obtaining the expertise and resources necessary to operate the organization and move quickly towards developing the Toll Road Network in conjunction with TxDOT; and

**WHEREAS**, AlamoRMA board members and staff recently learned that an unsolicited proposal had been, or will be received by TxDOT proposing private development, operation, and financing of a significant portion of the Toll Road Network including the Starter System and the planned extensions on Loop 1604 and US 281 through a comprehensive development agreement ("CDA"); and

**WHEREAS**, development of the Starter System and the planned extensions on Loop 1604 and US 281 through a CDA with TxDOT would significantly diminish the role for the AlamoRMA and

Dr. William Thornton, Chairman ♦ Gen. William McBride, Vice Chairman ♦ M. Cristina Rodriguez, Secretary/Treasurer  
Reynaldo L. Diaz, Jr. ♦ Henry R. Munoz, III ♦ James Reed ♦ Robert S. Thompson  
Thomas Griebel, Executive Director

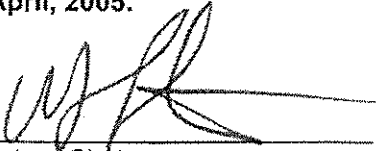
would shift to private entities the revenue stream from the Starter Toll System which is anticipated to support the initial AlamoRMA bond issuance and the generation of additional financial resources to invest in the region under local control; and

**WHEREAS**, such result would conflict with the purpose for which the AlamoRMA was formed and upon which Bexar County and the City of San Antonio pledged their support for the AlamoRMA and its operations; and

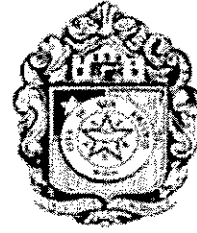
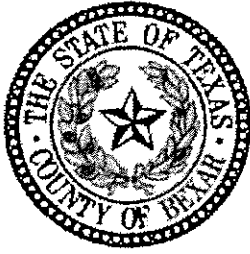
**WHEREAS**, the Board of Directors of the AlamoRMA desires to communicate to TxDOT the policy and financial concerns posed by the practice of TxDOT soliciting or accepting CDA's covering RMA projects;

**NOW THEREFORE, BE IT RESOLVED**, that the AlamoRMA Board of Directors requests that the Texas Transportation Commission and the Texas Department of Transportation adopt a policy that would require all Comprehensive Development Agreement proposals for toll projects located within the AlamoRMA service area be submitted to and considered for final approval by the AlamoRMA.

**Adopted by the Board of Directors of the Alamo Regional Mobility Authority on the 28th day of April, 2005.**

A handwritten signature in black ink, appearing to read 'WJ Thornton', is written over a horizontal line.

Bill Thornton, Chairman  
Alamo Regional Mobility Authority



April 25, 2005

Mr. Ric Williamson, Chair  
Texas Transportation Commission  
125 East 11<sup>th</sup> Street  
Austin, TX 78701-2483

Dear Chairman Williamson:

We very much appreciate the cooperation extended to this community in recent years by the Texas Transportation Commission and its state and district level staffs. With TXDOT's guidance and assistance, our community has used every available means to fund needed transportation infrastructure improvements. These measures include:

- November 2003 voter approval to issue more than \$69 million in City of San Antonio and Bexar County bonds for local road construction;
- November 2004 voter approval to create an Advanced Transportation District funded by a sales tax, a quarter of which will generate \$8.5 million per year to leverage state and federal funds;
- Approval of new Metropolitan Planning Organization policy to set aside 25% of its Surface Transportation Program-Metropolitan Mobility funds, which will generate an additional \$5.5 million dollars annually for further state and federal fund leveraging;
- Formation of Bexar County/TXDOT partnership to secure a \$2.7 million dollar State Infrastructure Bank loan to build needed road improvements in the vicinity of the new Toyota plant; and
- Formation of the San Antonio Mobility Coalition to help raise the community's awareness of the importance of transportation planning and financing.

We are justly proud of this progress and are thankful for your and the Commission's help in these efforts.

We, too, are proud and thankful for your and the Commission's help and encouragement in the creation of the Alamo Regional Mobility Authority (ARMA) which met for the first time on April 13<sup>th</sup> of last year. We believe it is important to note that formation of the ARMA was accomplished without the public discord other communities have experienced. Much of this can be attributed to the professionalism of those serving and staffing the ARMA. But we also think the community understood and appreciated that formation of an RMA would:

- Provide "enhanced local control over projects"\*; and
- Allow the County to "utilize surplus revenue that is generated on the toll road network through the RMA for developing other transportation projects ..." \*

\* Petition Of Bexar County For Authorization To Form A Regional Mobility Authority

Citizens also understood and appreciated that Bexar County had placed limits on potential RMA projects saying in a resolution of support that its "general support for RMA's and toll projects does not extend to the conversion of existing state highway lanes within Bexar County, State Highway 151, or Loop 1604 from State Highway 90 to FM 471 to toll facilities." [A Resolution Supporting The Creation of the Bexar County Regional Mobility Authority]

This prospect of local control and these restrictions were crucial to the local acceptance, and Commissioner Court approval, for the formation of the ARMA.

Commissioners Court received additional comfort in its decision both from TXDOT's identification of a viable "starter" toll system project for the ARMA to implement, and TXDOT's commitment to "carry much of the burden for developing the starter system since the newly created BCRMA has limited resources". As Mr. Casteel further stated in this letter, "the starter toll system ... provides the financial engine needed to accelerate projects and build the remaining toll network piece by piece as finances allow." [June 8, 2004 letter to Judge Wolff from District Engineer David Casteel]

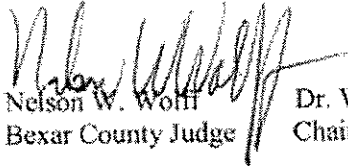
In reliance of these statements, Bexar County and the ARMA have acted in good faith to advance this project. For its part, Bexar County and the City of San Antonio have authorized more than \$1.2 million dollars for ARMA administrative costs and the County has committed to provide additional administrative funding as requested until the ARMA takes a project to funding. The ARMA has acted in good faith by using this money to develop policies and procedures and hire necessary staff to take on the responsibility of developing and operating the starter toll system. The ARMA also has requested and the Commission provided initial approval for a \$13 million dollar Advanced Toll Equity grant to develop the western extension of the starter system on Loop 1604.

We now have learned that TXDOT may be entertaining the prospect of considering a Comprehensive Development Agreement (CDA) to have a private entity, and not the ARMA, construct, operate and maintain the Bexar County starter toll system and planned extensions on Loop 1604 and U.S. 281.


We cannot speak to the merits of TXDOT accepting this CDA submission, but we ask should such a submission be made, it would be best if referred to and considered for final approval by the ARMA. Current law allows an RMA to enter into a CDA subject to certain procedural requirements, including payment of a non-refundable fee and a provision authorizing an RMA to purchase the interest in a project of any private equity investor. Submission of the CDA to the ARMA would allow promised local control to be maintained.

With existing traffic congestion costing our community \$475 million per year in lost time and fuel consumption, we need to focus on implementing plans and ideas that will allow the funding and construction of new road capacity in the shortest timeframe possible. We had hoped that our community, in creating the ARMA and having the ARMA operate a financially viable starter toll system identified by TXDOT, had placed itself on a clear path to rely less on the State of Texas to provide for our transportation funding needs. This unsolicited CDA submission makes this path to financial independence much less clear. The path additionally is obscured by current TXDOT policies which appear to be in conflict -- encouraging the development of unsolicited CDA proposals by private entities while at the same time helping publicly formed RMAs achieve financial independence. As uncertain as the ARMA's future may be, we are certain that no matter what the Commission decides on this particular issue, our community will continue to seek out the Commission's guidance and partnership to meet our community's mobility needs. We would appreciate your earliest response.


Sincerely yours,



Nelson W. Wolf  
Bexar County Judge



Dr. William E. Thornton  
Chair, Alamo Regional Mobility Authority



Ed Garza  
Mayor, City of San Antonio

NWW/shm:tg

CC: Texas Transportation Commission  
Michael Behrens, P.E., TXDOT Executive Director  
David Casteel, P.E., TXDOT - SAT District Engineer  
Bexar County Commissioners Court  
Alamo Regional Mobility Authority Board





## Firm drives for S.A. toll roads

Web Posted: 04/30/2005 12:07 AM CDT

**Patrick Driscoll**  
**Express-News Staff Writer**

A Spanish construction company and its local partner — just one month after signing a state contract to build the first segment of toll roads for the Trans Texas Corridor — now are seeking to take over the construction and operation of San Antonio's fledgling toll-road projects.

Although the consortium would fund construction of area toll roads — using no public money — its takeover could leave local officials with little or no oversight and ensure that up to 50 years worth of toll revenues end up in private hands.

Spanish-based Cintra and locally owned Zachry American Infrastructure submitted a proposal this week to the Texas Department of Transportation to build toll lanes on Loop 1604 across the North Side and on U.S. 281 north of the outer loop.

The proposal would free up \$450 million in public funds earmarked for the first toll lanes on Loop 1604 and could allow the toll system to open a decade sooner.

"It's 100 percent privately funded," Zachry spokeswoman Vicky Waddy said.

But Cintra and Zachry would collect all the toll fees, taking that revenue stream away from local officials.

State officials gave San Antonio a choice more than a year ago — take over planned toll roads here and use the toll fees to build other local roads or let the state keep the proceeds. The decision was easy, and the Alamo Regional Mobility Authority was formed to pursue toll road projects.

That's why Cintra-Zachry's latest proposal shocked local leaders.

"Local control means local control," Mayor Ed Garza said Friday. "It counters everything we've been hearing for the last few years."

Garza, County Judge Nelson Wolff and Mobility Authority Chairman Bill Thornton co-signed a letter to the Texas Transportation Commission earlier this week asking state officials to keep their promise of letting San Antonio control its toll roads.

Even if the Cintra/Zachry proposal turns out to be a better deal, the Mobility Authority should get final approval, the letter says.

"Whatever decision is made, it's best made locally by people who are driving on these roads and paying those tolls," Thornton said.

Transportation commission Chairman Ric Williamson said through a spokeswoman Friday that San Antonio officials will be part of the review and decision process.

"We wouldn't be making any decisions without them," spokeswoman Gabby Garcia said.

If state officials consider the Cintra/Zachry proposal, which was unsolicited, they would have to call for other bids.

The Transportation Commission encourages unsolicited proposals for toll roads and has received five in recent years, including pitches for projects in the Dallas-Fort Worth area and Austin.

"The commission has made it very clear, they want the private sector to come in with these proposals," Garcia said.

Zachry Construction Corp., owned by the local family that created Zachry American Infrastructure earlier this year, submitted an unsolicited proposal for a road connecting Interstate 35 to Texas 130 in Austin.

Cintra, which operates toll roads worldwide, and Zachry Construction signed a contract last month to develop plans for a 600-mile tollway segment of the Trans Texas Corridor that will run east of Interstate 35 from Mexico to Oklahoma.

Private interest in San Antonio toll roads is good news, Garcia said.

"Motorists could be looking for improvements here in a few years," she said. "How can you beat that?"

The transportation department is planning to build a 22-mile toll-road system on Loop 1604 between Interstate 10 and I-35, and on U.S. 281 north of the loop, with lanes opening by 2011.

The Mobility Authority is considering extending toll lanes on Loop 1604 to Texas 151 in the same time frame. Toll lanes on Loop 1604 to I-10 on the East Side are more than 15 years away.

The total cost is \$1.5 billion, with much of it coming from bonds backed by toll fees.

While local leaders say there hasn't been much of an outcry about toll roads, resentment has been building in other areas of the state.

More than half a dozen bills have been filed in the Legislature this year to stall or curb toll road plans. A group called Citizens Against the Trans Texas Corridor plans to protest at the Capitol on Tuesday, with state Comptroller Carole Keeton Strayhorn as a speaker.

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*pdriscoll@express-news.net*

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Online at: <http://www.mysanantonio.com/news/environment/stories/MYSA043005.1A.toll.228a09404.html>



## Funding confusion clogs toll road talks

Web Posted: 05/07/2005 12:00 AM CDT

**Patrick Driscoll**  
**Express-News Staff Writer**

Local leaders seeking to maintain a grip on a proposed toll-road network — which a Spanish company wants to take over — got a response Friday from the state but they're not sure if it's what they wanted to hear.

Texas Transportation Commission Chairman Ric Williamson said in a letter that state officials will work with local agencies to evaluate an offer from a private consortium to build toll roads in San Antonio, and won't sign a contract unless all agree.

Williams also said the Alamo Regional Mobility Authority could assume ownership of the project, and consider the private consortium's proposal, but he made no mention of whether \$450 million in gas-tax and other public funds that the state had earmarked for construction is still on the table.

"It's pretty confusing," said Bexar County Judge Nelson Wolff. "Staff is going to have to take a good close analysis in view of the previous commitments of \$450 million."

For a year, the Texas Department of Transportation has planned to build toll lanes on Loop 1604 between Interstate 35 and Interstate 10 and also on U.S. 281 north of the outer loop, then hand them over to the Mobility Authority as a financial engine to develop other tollways.

Spain-based Cintra and locally owned Zachry American Infrastructure submitted a proposal to the state last week that calls for private money to build those toll lanes and to extend them west to Texas 151 and east to I-10. Company officials also say they can do it faster.

But the companies would collect the toll fees for up to 50 years, and that's money the Mobility Authority would otherwise use to expand the tollway system.

Wolff, along with Mayor Ed Garza and Mobility Authority Chairman Bill Thornton, fired off a letter last week to the state to ask that the Mobility Authority have final approval over how toll roads are built and operated in San Antonio.

Wolff and Thornton said Friday they don't know if they got the answer they wanted. The Mobility Authority board will scrutinize options outlined in Williamson's letter, dated May 4 and received Friday, when it meets Wednesday.

"I want to compare what this immediate offer is to the original offer we had," Thornton said. "Quite frankly, (over the past year) we were skipping down the road holding hands."

Meanwhile, the two companies will wait until local and state officials work it out.

If the proposal from the companies is considered, a call for other bids will have to be made.

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[pdriscoll@express-news.net](mailto:pdriscoll@express-news.net)

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Online at: [http://www.mysanantonio.com/news/metro/stories/MYSA050705.1B.toll\\_road.24c91969c.html](http://www.mysanantonio.com/news/metro/stories/MYSA050705.1B.toll_road.24c91969c.html)



# ALAMO REGIONAL MOBILITY AUTHORITY

Balance Sheet

April 30, 2005

## ASSETS

Current Assets:

Cash and cash investments	\$523,747
Prepaid insurance	1,826
Prepaid rent	400

Total Current Assets 525,973

Fixed Assets:

Equipment	4,704
-----------	-------

Total Assets \$530,677

## LIABILITIES AND FUND EQUITY

Current Liabilities:

Accounts Payable	11,858
Accrued Interest	11,127
Total Current Liabilities	<u>22,985</u>

Other Liabilities:

Bexar County Loan #1 Payable	250,000
Bexar County Loan #2 Payable	500,000
Total Other Liabilities	<u>750,000</u>

Total Liabilities 772,985

Fund Deficit:

Retained Deficit	(53,632)
Unreserved - Net loss	(188,676)
	<u>(242,308)</u>

Total Liabilities and Fund Deficit \$530,677

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

# ALAMO REGIONAL MOBILITY AUTHORITY

Statement of Expenses and Changes in Fund Deficit  
For the period ending April 30, 2005

YEAR-TO-DATE	ACTUAL	BUDGET	VARIANCE
Ordinary Income:			
Interest Income	\$3,187	1,100	\$2,087
Total Ordinary Income	3,187	1,100	2,087
Operating Expenses:			
Salary, Benefits and Retirement Expense	\$113,196	\$162,970	\$49,774
Payroll Tax Expense	9,656	10,822	1,166
Business & Travel	6,028	16,348	10,320
Insurance Expense	3,113	2,071	(1,042)
Website Development	300	1,350	1,050
Telephone	691	2,650	1,959
GKDA, Supplies, Printing, Postage, Copier	9,847	1,650	(8,197)
Meeting Expense	1,159	1,400	241
Memberships	1,600	2,500	900
Professional Services	36,632	76,329	39,697
Office Space	-	-	-
Miscellaneous Expense	393	1,050	657
Total Operating Expenses	182,615	279,140	96,525
Loss From Operations	(179,428)	(278,040)	(98,612)
Nonoperating Expenses:			
Interest Expense	9,249	2,600	(6,649)
Total Nonoperating Expenses	9,249	2,600	(6,649)
Net Loss	(188,676)	(280,640)	(91,964)
Retained deficit at October 1, 2004	(53,632)		
Retained deficit at April 30, 2005	(\$242,308)		
Equipment Purchases & Reimbursement Contingency	4,704	42,000	37,296

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

# ALAMO REGIONAL MOBILITY AUTHORITY

Statement of Cash Flow  
For the period ending April 30, 2005

## OPERATING ACTIVITIES:

Loss from operations	(188,676)
Adjustments to reconcile loss from operations to net cash used by operating activities:	
Increase in prepaid insurance	(1,826)
Increase in prepaid rent	(200)
Increase in accounts payable	4,637
Decrease in salaries and taxes payable	(3,308)
Increase in interest payable	9,249
Net cash provided by Operating Activities	<u>(\$180,125)</u>

## INVESTING ACTIVITIES:

Furniture, fixtures & equipment	<u>(4,704)</u>
Net cash provided by Investing Activities	(4,704)

## FINANCING ACTIVITIES:

Bexar County Loan #2 Payable	<u>500,000</u>
Net cash provided by Capital and Related Financing Activities	500,000

Net cash increase for period \$315,171

Net increase in cash and cash investments	
Cash and Cash Investments, October 1, 2004	208,576
Cash and Cash Investments, April 30, 2005	<u>523,747</u>
	<u>\$315,171</u>



**THE UNITED STATES CONFERENCE OF MAYORS (USCM)  
DEFERRED COMPENSATION PROGRAM**

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE ALAMO REGIONAL MOBILITY  
AUTHORITY (AlamoRMA)**

**In the Matter of: ESTABLISHING A DEFERRED COMPENSATION PLAN FOR THE: ALAMO  
REGIONAL MOBILITY AUTHORITY**

I, Bill Thornton, Chairman of the AlamoRMA, State of Texas, do hereby certify that the following resolution, proposed by Board member \_\_\_\_\_, seconded by Board member \_\_\_\_\_, was duly passed and adopted by the Board of Directors of the AlamoRMA, at a regular meeting thereof assembled this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by the following vote, to wit:

AYES: BOARD MEMBERS: \_\_\_\_\_

NOES: \_\_\_\_\_

ABSENT: \_\_\_\_\_

\_\_\_\_\_, \_\_\_\_\_ EXECUTIVE DIRECTOR

**WHEREAS**, the AlamoRMA has considered the establishment of a Deferred Compensation Plan to be made available to all eligible employees, pursuant to Federal legislation permitting such Plans; and

**WHEREAS**, certain substantial tax benefits could accrue to employees, participating in said Deferred Compensation Plans; and

**WHEREAS**, such benefits will act as incentives to AlamoRMA employees to voluntarily set aside and invest portions of their current income to meet their future financial requirements and supplement the AlamoRMA retirement and Social Security, at no cost to the AlamoRMA; and

**WHEREAS**, The U.S. Conference of Mayors has established a master prototype deferred compensation program for cities and political subdivisions permitting their employees to enjoy the advantages of this program;

**WHEREAS**, The U.S. Conference of Mayors, as Plan Administrator, agrees to hold harmless and indemnify the AlamoRMA, its appointed and elected officers and participating employees from any loss resulting from The U.S. Conference of Mayors or its Agent's failure to perform its duties and services pursuant to The U.S. Conference of Mayors Program;

**NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE ALAMO REGIONAL  
MOBILITY AUTHORITY DOES HEREBY RESOLVE AS FOLLOWS:**

The Board of Directors hereby adopts the U.S. Conference of Mayors Deferred Compensation Program and its attendant investment options and hereby establishes the Alamo Regional Mobility Authority Deferred Compensation Plan for the voluntary participation of all eligible city employees.

The Executive Director or Designee is hereby authorized to execute for the AlamoRMA, individual participation agreements with each said employee requesting same, and to act as the "Administrator" of the Plan representing the AlamoRMA, and to execute such agreements and contracts as are necessary to implement the Program. It is implicitly understood that other than the incidental expenses of collecting and disbursing the employee's deferrals and other minor administrative matters, that there is to be no cost to the AlamoRMA for the Program.

PASSED AND ADOPTED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20 \_\_\_\_.

\_\_\_\_\_  
CHAIRMAN OF THE BOARD

\_\_\_\_\_  
AGENCY

ATTEST: \_\_\_\_\_ SECRETARY, of the Alamo Regional Mobility Authority



Carole Keeton Strayhorn  
Texas Comptroller of Public Accounts

512/463-4000

FAX: 512/463-4965

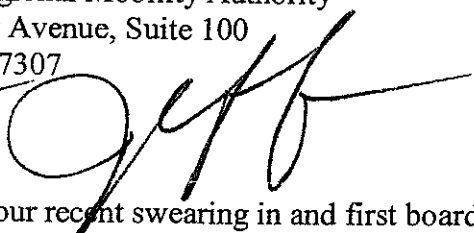
P.O. Box 13528

AUSTIN, TEXAS 78711-3528

April 26, 2005

Mr. Jeff Austin III  
Vice Chairman  
North East Texas Regional Mobility Authority  
305 South Broadway Avenue, Suite 100  
Tyler, Texas 75702-7307

Dear Mr. Austin:



Congratulations on your recent swearing in and first board meeting. I enjoyed meeting with you to discuss the North East Texas Regional Mobility Authority (NETRMA) and your vision for Tyler's future. I also appreciate your continued cooperation with my review of the NETRMA.

RMA's can make an important contribution to Texas, and I am confident that the NETRMA will do so for Smith and Gregg Counties. Entities that expend public dollars should be held to the highest standard of integrity, accountability, and management practices. Therefore, you are right to seek out best practices to get the NETRMA off to a solid start.

I hope that you find my report on the Central Texas RMA useful. I encourage you to review my recommendations, and to approach the chairman of the Alamo RMA, former San Antonio Mayor Dr. Bill Thornton, for an exchange of ideas about starting up an RMA from scratch. The Alamo RMA is the second oldest RMA in the state. Dr. Thornton may be reached through the Alamo RMA Executive Director, Tom Griebel, at 210/362-7831, or via mail at 143 Billy Mitchell Boulevard, San Antonio, Texas 78226.

As we discussed, I am reviewing all other RMA's to ensure that tax dollars are being spent wisely and to assess the forms and responsibilities that these new entities are assuming across the state. At the conclusion of these reviews, it is my intent to report on their efforts and practices.

I have been and will continue to be a strong advocate for good highways. I believe that along with a good education system, a good transportation system is vital to our state's continued economic future.

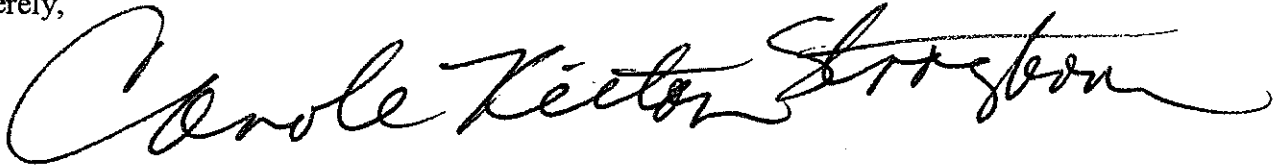
Under your leadership, I know that the NETRMA will become a model of sound fiscal management and public responsiveness for the rest of the state. Feel free also to contact my staff lead on the NETRMA review, Patrick Connelly. You may contact Patrick by e-mail at [patrick.connelly@cpa.state.tx.us](mailto:patrick.connelly@cpa.state.tx.us) or by phone at 1-800-531-5441, extension 3-2626.



Mr. Jeff Austin, III  
April 26, 2005  
Page Two

Please know that I welcome your good advice at any time. Thanks for all that you do for Texas.

Sincerely,

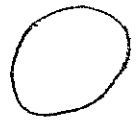
A handwritten signature in black ink that reads "Carole Keeton Strayhorn". The signature is written in a cursive, flowing style.

Carole Keeton Strayhorn  
Texas Comptroller

c: Board Members, North East Texas Regional Mobility Authority  
The Honorable Becky Dempsey, Smith County Judge  
The Honorable Bill Stoudt, Gregg County Judge  
Dr. Bill Thornton, Chairman, Alamo Regional Mobility Authority  
Tom Griebel, Executive Director, Alamo Regional Mobility Authority  
Mary Owen, TxDOT  
Patrick Connelly

*North East Texas Regional Mobility Authority  
305 S. Broadway, Suite 100  
Tyler, Texas 75702*

RECEIVED  
APR 14 2005



April 11, 2005

The Honorable Carole Keeton Strayhorn  
Texas Comptroller of Public Accounts  
P O Box 219  
Austin, Texas 78767-0219



305 South Broadway Ave.  
Suite 100  
Tyler, Texas 75702  
903-595-6585 Ext. 1505 Fax 903-593-2518  
jeff3@austinbank.com [www.austinbank.com](http://www.austinbank.com)

Jeff Austin III  
Vice Chairman

Dear Comptroller Strayhorn:

It was a pleasure to visit with you on April 1<sup>st</sup> to discuss the North East Texas Regional Mobility Authority. We are excited about the unanimity that this project has brought throughout East Texas between the City of Tyler (Mayor and City Council), Smith County Judge's office, Smith County Commissioners, Tyler MPO, Tyler Area Chamber of Commerce, Tyler Economic Development Corporation, Gregg County Judge's office, City of Longview, and local legislators – Representatives Leo Berman and Tommy Merritt; State Senators, Kevin Eltife, Todd Staples, and Bob Deuell.

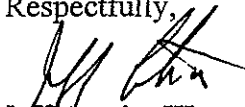
In the Vision 2000 and Vision 2010 plans, Loop 49 was named as a top priority for Tyler and Smith County. The formation of this RMA will allow us to expedite the completion of this project using the most cost efficient means possible for our citizens and state. Tom Mullins, President of the Tyler Economic Development Corporation, will be sending you a copy of the Vision 2010 plan under separate cover.

During our meeting, your staff asked questions regarding how and why our RMA was formed. As mentioned above, the RMA was formed as a unified effort by officials from Tyler, Longview, Smith County, and Gregg County. Additionally, you asked if I had seen the CTRMA audit. We have seen the audit and would like to obtain a list from your office of their "Best Practices" from your discussions with the CTRMA and other RMAs as well.

We want to make this RMA a success and need the help and cooperation of your office as we work to solve transportation issues in East Texas. Any guidance and assistance that your office can provide would be greatly appreciated.

Again, thank you for your thoughts and comments! Should you have any questions, or require any additional information, please do not hesitate to call at my office at (903) 595-6585

Respectfully,

  
Jeff Austin, III  
Chairman  
North East Texas RMA

JAI/iam

cc: Ruthie Ford, Special Assistant for Expenditure Analysis  
Tom Currah, Assistant Manager Expenditure Analysis  
W. Patrick Connelly, Expenditure Analysis  
Judge Bill Stoudt, Gregg County  
Judge Becky Dempsey, Smith County  
Mary Owen, TXDOT  
North East Texas RMA Board Members