

## Alamo Regional Mobility Authority

*Meeting February 13, 2008, 12:00pm,  
in the 1<sup>st</sup> Floor Conference Room of Transguide, at 3500 N.W. Loop 410.*

### Minutes

1. **Call meeting to order.** Chairman Thornton called the meeting to order at 12:10 pm. All Board members with the exception of M.C. Rodriguez.
2. **Approval of the minutes of the December 4, 2007 Board of Directors meeting Minutes.** *J. Reed made the motion to approve the minutes as presented. R. Diaz seconded. Motion approved. Motion carried by a 6-0 vote.*
3. **Discussion and appropriate action regarding a resolution to elect the position of Vice-Chair and Secretary/Treasurer, in accordance with the Alamo RMA By-laws.** Chairman Thornton placed the item for consideration before the Board. Chairman Thornton indicated that in conversations with M. Cristina Rodriguez, Vice-Chair of the Board and Reynaldo L. Diaz, Secretary/Treasurer of the Board, both expressed a willingness to continue to serve in the respective positions, if the Board does desire their continued service.

B. Thompson stated that he appreciates the job that M.C. Rodriguez and R. Diaz have done in their roles as Vice-Chair and Secretary/Treasurer, but believes that the responsibilities should be shared by all of the Board members. He recognizes what they have done, but doesn't want the responsibility to be a greater burden than it has to be. B. Thompson thanked them for taking on the responsibility and said that he would be glad to vote for them.

R. Diaz stated that he was happy to serve and thanked the other Board members for their continued support.

One citizen signed up to speak on this item. Citizen John Shackett of Austin Texas stated that he is not against toll roads, and that he appreciates the job that the Alamo RMA is trying to do.

*J. Jenkins made the motion to approve Resolution 08-06 keeping M.C. Rodriguez as Vice-Chair and R. Diaz as Secretary/Treasurer. J. Reed seconded. Motion carried by a 6-0 vote.*

4. **Presentation and update on the status of the 281 North Toll project.** T. Brechtel stated that the RMA has been working with the RMA Design/Build proposing teams through the procurement process, including one-on-one meetings with each team. T. Brechtel reported to the Board that the RMA visited with representatives of the US Department of Transportation who deal with the TIFIA program, given that TIFIA is included in the financial model for the development of the 281 North Toll corridor. The RMA went through the timeline that has been proposed to move forward with bond financing and the group at TIFIA advised to move the timeline back approximately three weeks to allow for ample review time of the TIFIA application and process.

The net result of the timeline shift is that the RMA is now looking to be in the Bond Market with delivery of Bonds at the end of July and construction to commence in August. With this timeline change, the RMA staff has also elected to pass on this additional time to the proposing teams as

they prepare their proposals for the 281 North Toll project. The proposal deadline for the Request for Detailed Proposals has moved from February 28, to March 14.

P. Irwin stated that as far as the major elements of the project are concerned, there have been some changes made. The Planning Committee had reviewed those changes at the February 8 Planning Committee meeting. The changes made involve redirecting the purchase of the right of way that had been originally assigned to the proposer, to the RMA; taking control of the utility adjustments rather than having the contractor doing it, and HAZMAT responsibilities.

The project delivery originally had two notices to proceed. Notice to proceed one would allow the contractor to begin non-construction activities while notice to proceed two would be the authorization to begin construction. In an effort to clear up any confusion, the contract will have only one notice to proceed.

J. Reed stated that the timeline slippage was discussed at length during a Planning Committee meeting and although the Planning Committee is committed to the project staying on schedule as much as possible, they understand that it is absolutely necessary to make these changes, including the time revisions to ensure a quality project for the RMA.

5. **Presentation of overview of proposed 281 North Toll Project financing.** T. Brechtel introduced R. Marino of Citigroup, the RMA's Bond Underwriting Senior Manager, and D. Gonzales of Estrada Hinojosa, the RMA's Financial Advisor. R. Marino and D. Gonzales presented information to the Board regarding toll financing and current market conditions.

D. Gonzales stated that market conditions change day to day, and currently, the market is at a place that hasn't been seen, or experienced, before. D. Gonzales stated that the day the RMA goes into the market to issue Bonds is the day the RMA locks in their interest rates.

D. Gonzales and R. Marino went over the major bond insurers current ratings, the toll financing process, and major considerations in toll financing. They also went over the development of toll projects and explained how all aspects of a projects' development and implementation plan must be carefully constructed.

R. Marino explained the reasonableness of the traffic and revenue study which included going over traffic demands and trends, economic strength and diversity, revenue, and future infrastructure. The goal of the traffic and revenue study is to ensure a start up facility achieves an investment grade rating. R. Marino went over the factors that make forecasts more reliable, and the factors that make forecasts more problematic.

*A copy of this presentation is on file.*

6. **Discussion and appropriate action on a resolution regarding selection of Bond Underwriting team for the 281 North Toll project.** T. Brechtel stated that the selection of the Bond Underwriting team would be Citigroup as Senior Manager, UBS as Co-manager, followed by Coastal Securities, Frost Bank, Ramirez and Company, Samco Capital Markets, Seibert Bradford and Shank.

*H. Muñoz made the motion to approve resolution 08-07 regarding the selection of the Bond Underwriting team for the 281 North Toll project. R. Thompson seconded. Motion carried by a 6-0 vote.*

7. **Discussion and appropriate action regarding a resolution authorizing the Executive Director to enter into a Project Development Agreement with the Texas Department of Transportation for the development of the 281 North Toll Project.** T. Brechtel stated that the project development agreement (PDA) is an agreement between TxDOT and the RMA assigning responsibility for the two entities during construction of the 281 North Toll Project and then post construction responsibilities for that corridor.

The Texas Transportation Commission will be meeting at the end of February to consider a Minute Order to transfer 281 to the RMA. The transfer will take 281 off the highway system and it will create the 281 North Toll Project.

The RMA has been in discussions with the Design/Build teams regarding the responsibilities that will then be assigned to the RMA during construction.

TxDOT's local district office and the RMA have met on several occasions to discuss components of the agreement, and their position is that during the construction phase it is appropriate that the RMA take control of the entire corridor. TxDOT will continue the permitting process, but the RMA will take over the operations and the maintenance of the corridor while it is under construction there is also a process set forth that after substantial completion of Phase 1 of the project, the non-tolled roads will be transferred back to TxDOT where they will take responsibility of maintenance of the corridor, the non-tolled facility.

The RMA would be responsible for the main lanes of the corridor. After completion of the second segment of the project the RMA would turn over that portion of the corridor back to TxDOT as well.

The RMA , through their design build contractor, will be maintaining responsibility for the traffic signals until final construction is complete and final acceptance of the project. The RMA will not have responsibility for the traffic signals after the construction is complete and the road is open to traffic. .

*J. Reed made the motion to accept resolution 08-08, authorizing the Executive Director to enter into a Project Development Agreement with the Texas Department of Transportation for the development of the 281 North Toll Project, as presented. R. Thompson seconded. Motion carried by a 6-0 vote.*

8. **Discussion and appropriate action regarding a resolution authorizing a request for Financial Assistance for Toll Equity Funds.** T. Brechtel stated that under the San Antonio Bexar County Metropolitan Planning Organization's Transportation Improvement Plan, the Alamo RMA has the ability to access up to \$112.2 million in Texas Mobility Funds (Toll Equity) for the 281 North Toll Project.

In order to access this funding, the Alamo RMA Board of Directors is required to pass a resolution authorizing the Executive Director to request the financial assistance from TxDOT. This request expands upon the previous resolution passed by the Board in January 2008 authorizing a request for access to \$19 million in funding from the available toll equity to assist with right of way acquisition. T. Brechtel stated that she and M. Nitschke, Alamo RMA CFO, met with J. Bass, TxDOT CFO. J. Bass advised T. Brechtel and M. Nitschke to apply for the full amount of \$12.2 million. T. Brechtel stated that the resolution is something that has been submitted to TxDOT pending final Board approval. The application for the requested dollars is on the February 28, 2008

Texas Transportation Commission meeting agenda. The TTC would be acting to give staff the authority to begin negotiations of the \$112.2 million with the RMA.

*H. Muñoz made the motion to accept resolution 08-09 as presented. R. Diaz seconded. Motion carried by a 6-0 vote.*

9. **Discussion and appropriate action regarding a resolution authorizing the submission of an application for the Transportation Infrastructure Finance and Innovation Act (TIFIA) program, including authorization of related application fees.** T. Brechtel stated that the Transportation Infrastructure Finance and Innovation Act of 1998 (TIFIA) provides Federal credit assistance to major transportation investments of critical national importance, such as: highway, transit, passenger rail, certain freight facilities, and certain port projects with regional and national benefits.

The TIFIA credit program is designed to fill market gaps and leverage co-investment by providing supplemental and subordinate capital. TIFIA assistance may be an amount up to thirty-three percent (33%) of projected eligible project costs which include development costs, construction, professional services and finance transaction costs. Credit assistance is available in the form of subordinate loans, loan guarantees, and standby lines of credit.

The Alamo RMA is assessing the utilization of a loan as well as a loan guarantee and standby line of credit. On December 6, 2007 the Alamo RMA initiated the TIFIA application process by submitting a Letter of Interest to the TIFIA Credit Program which requested the maximum allowable TIFIA assistance, depending upon final eligible capital cost estimates.

The Alamo RMA expects to request assistance in the form of a direct loan, although it is possible that the Alamo RMA's actual application will request a combination of a loan and loan guarantee or line of credit equaling the same amount of total credit. This total credit amount will not exceed 33% of eligible US 281 Project costs.

The letter of Interest requested a TIFIA loan in the amount of \$121,185,000 which could be increased, subject to the maximum allowable size, pending the final structuring of the finance plan. On January 14, Alamo RMA staff, Financial Advisor and Underwriter met with the TIFIA Director and Senior Financial Advisor to discuss the Alamo RMA request and application process. The TIFIA Director advised that they would work with the Alamo RMA and suggested that the application be submitted as soon as is practicable.

*H. Muñoz made the motion to approve resolution 08-10, authorization of submission of an application to TIFIA, as presented. J. Reed seconded. Motion carried by 6-0 vote.*

10. **Discussion and appropriate action on a resolution authorizing the Executive Director to execute an inter-local agreement with the Texas Department of Transportation for off-site material testing and inspection for the 281 North Toll project.** P. Irwin stated that under the proposed design/build contract and procurement, the Alamo RMA has indicated that the RMA will enter into an Inter-local agreement with the Texas Department of Transportation to provide off-site material testing and inspection to assist with quality assurance and control for prefabricated materials for the 281 North Toll project.

As the Texas Department of Transportation has inspectors across the state, these inspectors can be available to perform the necessary inspections to allow for materials to be constructed or developed off the 281 job site, and be accepted for use within the 281 project. The cost for the off-site inspection will be incorporated into the design/build proposals and will be paid by the developer from the monthly draws when the services of the inspectors are utilized. In order to engage the services of the TxDOT inspectors, the Alamo RMA must enter into the inter-local agreement with TxDOT.

*J. Reed made the motion to accept resolution 08-11, authorization for the Executive Director to execute an inter-local agreement with TxDOT for off-site material testing and inspection for the 281 North Toll project, as presented. J. Jenkins seconded. Motion carried by a 4-0 vote.*

- 11. Discussion and appropriate action regarding a resolution approving the 2007 Annual Report of the Alamo RMA.** L. Alloway stated that in accordance with Chapter 370 of the Texas Transportation Code, and the by-laws of the Alamo Regional Mobility Authority, Alamo RMA staff, under the direction of the Executive Director, has prepared, for Board consideration, a draft of the 2007 Annual Report. As established in the relevant state laws, the annual report must be on file with the Bexar County Commissioners Court no later than March 31, 2008. However, it has been the practice of the Alamo RMA to beat this deadline and provide the information to our community as soon as practically possible. The 2007 Annual Report, following on previous practice, has been produced in-house and utilized existing staff resources for graphics and creation. Michelle Martinez, Public Information Officer, has been the lead staff member on this year's report and has overseen all aspects of this document. Printing services will be secured after authorization has been granted by the Board of Directors. Printing for this document has been included in the current fiscal year operating budget. The 2007 Annual Report will be published on the Alamo RMA website, in both English and Spanish, and will be released to the public no later than March 15, 2008, depending upon Board action at the February board meeting.

*J. Reed made the motion to approve resolution 08-12, approval of the 2007 Alamo RMA Annual Report, as presented. R. Thompson seconded. Motion carried by a 4-0 vote.*

- 12. Discussion and appropriate action on the financial statements for the periods ending January 31, 2008.** C. Conner presented the financial statements for period January 31, 2008. She reviewed the balance sheet, described the assets, liabilities, and fund equity; the statement of revenue, expenses, and changes in fund deficit, explained the monies allocated for each column, and the statement of cash flow.

*J. Reed made the motion to accept the financial statements as presented. J. Jenkins seconded. Motion carried by a 4-0 vote.*

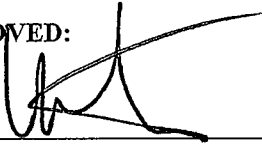
- 13. Citizens to speak.** No citizens signed up to speak.
- 14. Presentation/briefing - Executive Director Report.** T. Brechtel went over the GEC Reports, as well as the Board calendars for February through April. T. Brechtel also reminded the Board about the Personal Financial Forms that are due to the Texas Ethics Commission by April 30, 2008.
- 15. Executive Session.** Chairman Thornton adjourned the meeting at 12:33pm for Executive Session. Chairman Thornton stated that Pursuant to Chapter 551, Subchapter D, Subsection 551.071(1) and Section 551.072 of the Texas Government Code the Board would be meeting in Executive Session

to Consult with Attorney and to deliberate regarding Real Property.

Chairman Thornton reconvened the meeting at 1:41pm. Chairman Thornton stated that no action was taken by the Board.

There being no further business to come before the board, Chairman Thornton adjourned the meeting at 3:10 p.m.

APPROVED:

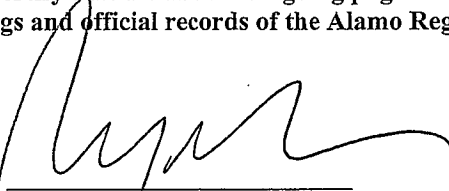


DR. WILLIAM E. THORNTON, CHAIRMAN

DATE ADOPTED: 3/12/2008

I hereby certify that the above foregoing pages constitute the full, true, and correct minutes of all the proceedings and official records of the Alamo Regional Mobility Authority at its meeting on February 13, 2008.

ATTEST:

  
REYNALDO L. DIAZ, JR  
SECRETARY/TREASURER