

**Webb County - City of Laredo
Regional Mobility Authority (RMA)
Board of Directors Meeting
Monday, December 15, 2014
9:00 AM**

Minutes

The Webb County - City of Laredo Regional Mobility Authority Board of Directors convened in a meeting at 9:04 a.m. on Monday, December 15, 2014 at the Texas Department of Transportation (TxDOT) Office in the Laredo District Meeting Room, 1817 Bob Bullock Loop, Laredo, TX. They discussed the following agenda:

1. Welcome and Opening Remarks
2. Discussion / Approval of Past Board Meeting Minutes
3. Committee Reports
4. RMA / TRZ / TRiZ Workshop
5. Required RMA Reports, Etc.
6. Comments
7. Date/Time/Location of the Next Full Board Meeting
8. Adjournment of Open Meeting into Executive Session
9. Adjournment

Minutes are as follows:

Present: Ruben Soto, Jr., Chairman and Presiding Officer; David Arredondo, Carlos Flores, Viviana Frank, Albert Muller, Sr., Jose Murillo and Enrique S. Valdez

Absent: Steve LaMantia and Board Member for Precinct 3 & 4 (Unassigned)

Others: Melisa D. Montemayor, TxDOT District Administrator, Laredo District
David Plutowski, Transportation Engineer, TxDOT Austin Planning
Division (Presenter)
Raul Leal, Public Information Officer, TxDOT Laredo District (Photographer)
Mike Graham, Environmental Coordinator, TxDOT Laredo District
Marissa Montoya, Office Technician, TxDOT Laredo District (Registration,
Note taker)
Araceli Rangel, Staff Assistant, CPA Office of Ruben Soto, Jr., (Note taker)
Arturo Bujanda, Associate Research Specialist, Texas A&M Transportation
Institute (Presenter)

1. Welcome and Opening Remarks

After establishing a quorum, Presiding Officer Ruben Soto, Jr., called the meeting to order at 9:04 a.m. He asked everyone to stand for the Pledge of Allegiance. Mr. Soto informed all present that the meeting was being recorded.

He proceeded to thank TxDOT for hosting, and Marissa and Araceli for taking notes.

2. Discussion / Approval of Past Board Meeting Minutes

Chairman Soto asked board members if they had a chance to review the meeting minutes and if they had any recommendations or revisions that needed to be made.

Mr. Jose Murillo stated that he approved the minutes as such.

Mr. Murillo made a motion, seconded by Albert Muller, Sr., to approve the meeting minutes for the Webb County – City of Laredo RMA meeting that took place on Monday, November, 17, 2014. Motion carried.

Mr. Soto then stated that an email was sent out to the Board Members regarding the requirements of the Texas Open Meetings Act and Public Information Act training. Mr. Soto informed the Board Members that they had to complete the trainings in 90 days from the day of appointment. After they get their certificate of completion, they can mail/email it to Mr. Soto so he can have it on file.

He stated that the RMA would have to put the procurement policies on hold because they need legal representation to help them decide on the policies and procedures.

Mr. Soto then asked Mrs. Melisa Montemayor, TxDOT Laredo District Administrator, to discuss Webb County funds. She stated that they're a couple of avenues that she looked into and discussed with TxDOT Division and other RMA's throughout the state. One avenue is through an advanced funding agreement, an inter-local agreement between Webb County and the RMA, where a legally binding document is executed for X amount of dollars to be diverted from Webb County to the RMA. That document would have the associate items that funds can be used for. Another way that it can be done is through a resolution from Webb County Commissioners Court. It would be taken to an agenda meeting, be approved, and then those funds would be diverted to the RMA, again with associated costs listed where those funds can be used. She then stated that she forwarded an example to Mr. Soto from another RMA and what they used to execute and divert money from a County to an RMA, which was in the form of an agreement. Whatever the County and the RMA feels comfortable with, whether the agreement or the resolution, that would be something that both entities can discuss further and make a decision on.

3. Committee Reports

Chairman Soto asked the By-Laws Committee to discuss the recommendations and revisions on the proposed By-Laws.

Mr. Carlos Flores passed out an original and a red lined copy (Attached) of the By-Laws to the Board Members.

Mr. Flores stated that the By-Laws Committee met last week for an informal meeting to discuss proposed changes to a draft that had been prepared by the City of Laredo. The red lined copy is the Committee's changes to the draft.

He mentioned that changes were made to Sub Section 2: Principal Office, page 1, where there was a suggestion to change the principal office of the Authority to the 'County of Webb,

Texas,' but the committee decided to keep 'City of Laredo' because it is the largest municipality within Webb County.

Section 4: Initial Board, page 1; the Committee proposed that the Board Members who drew a short term should have a two year term, and those that drew a long term should have a four year term. The reason behind this is because they have several projects that are already on board that they are going to be working on, and the timeframe for those projects can go for several years, so they wanted to make sure that the people that are appointed are here to see these projects through in their entirety, or close to their entirety. He stated that they made that change to both the members appointed by the Webb County Commissioners Court and those appointed by the City of Laredo.

Section 4: Initial Board, C, page 2, they added a statement that no Board Members should be able to serve more than eight consecutive years. On Section 4, when the Commissioners Court or the City of Laredo appoints a Board Member in the future, they are requiring that the Board Member resides in the precinct or district from where they've been appointed. The reasoning behind that is if a Board Member resides in Pct. 1, they might have particular insight into what the needs are in that area. Also, when the petition to form the RMA was sent, that was a requirement. Mr. Flores then asked if anyone had questions. No response followed.

Section 5: Subsequent Directors, B., page 2, he stated that anyone who is appointed after them will also serve a four year term. Mr. Jose Murillo then mentioned to Mr. Flores, regarding Section 5, E., page 3, it stated that the Directors can only serve for eight years, but in letter E. there is no limitation on the number of years. (That proposed change will be added to the action item list and will be changed prior to voting on the By-Laws.)

Section 5, D., page 3, Mr. Flores stated that if a new entity is added to the Authority that the Director of that new entity would be appointed by the Governor. Mr. Soto stated that that portion was an example from another RMA's By-laws. Mr. Flores then recommended that the new entity appoint their own Director. Mr. Soto then added that they would have to look into and abide by the Transportation Code.

Section 6: Qualifications of Directors, H. (1 & 2), page 4, based on their review of the Transportation Code, they eliminated the local governmental agencies, the City of Laredo and Webb County. Section 6, H., 1 & 2, will only include TxDOT and/or the Authority.

Section 8: Resignation and Removal, page 5, Mr. Flores stated that the main change was on the last sentence of Section 8, B., where it states, "Additionally, the Webb County Commissioners Court (or the Commissioners Court of another county appointing a Director) or the Laredo City Council, may respectively remove a Director appointed by that entity for just cause pursuant of state law." The reason why they included "pursuant of state law," is because the Transportation Code has that stated as a specific reason why someone would be removed. It allows for any changes in state law to be applicable to the By-Laws.

Section 11: Additional Obligations of Directors, page 7, the Committee added a letter E., which states, "Adopt policies and procedures governing the procurement of goods and services on behalf of the RMA." They also added letter F., which states, "Adopt resolutions necessary for conducting the business of the RMA and providing the Executive Director directives." Mr. Flores stated that it is within their authority, but it was not stated. For example, when they are

seeking an Executive Director, he stated that they may want to lay out the criteria, or if they want to give them policy direction.

Section 17: Notice of Meetings, page 10, the Committee added a statement that says “Notice of each meeting of the Board shall be posted in accordance with the Texas Open Meetings Act.”

Section 23: Chairman, page 11, they added a statement under the duties of the chairman to include “The Chairman will be the sole spokesperson on behalf of the WCCL-RMA and any other director(s) as authorized by the Chairman.” This means that whenever the RMA is going to take an official position on something, like the RMA projects for this calendar year, then he is the sole person to speak on behalf of the RMA.

Section 29: Interim Executive Director, page 14, Mr. Flores stated that this was constructed by the City of Laredo to provide us with an interim or outsourced Executive Director until the RMA has approved one. The Committee did not find it in the other RMA By-Laws, so they are rejecting it. They are not looking to outsource, they would just select an interim Director internally until they have an Executive Director to replace them.

Section 30: Indemnification by the Authority, page 14, this section is regarding indemnification of the Authority and individual Directors. The Committee questioned who would pay for the indemnification. Mr. Flores said that he spoke to Chairman Soto and he stated that the RMA would be getting insurance, so that the indemnification provision can be insured through an insurance policy. He said more information will follow.

Mr. Carlos Flores stated that these are the proposed changes to the original draft, and if anyone had other changes or comments please email him and he will incorporate them for the next meeting.

Chairman Soto stated that if everyone was in agreement of the proposed revisions, then they would adopt the By-Laws at the next meeting.

Additional information can be found on the attached red lined By-Laws.

Actions:

- **By-Law Committee will edit By-Laws Section 5, E., to include Director term limit.**
- **By-Law Committee will check Section 5, D., with the Transportation Code.**

4. RMA / TRZ / TRiZ Workshop

Mrs. Melisa Montemayor then introduced Arturo Bujanda, a Texas Transportation Institute Assistant Research Scientist and Project Manager, who was instrumental in developing a workshop that took place several months ago for the City and County staff and elected officials in preparation of forming the RMA. This helped inform the local public and elected officials of the benefits of the RMA, how the RMA works, how the Transportation Reinvestment Zone works, and how it could be implemented here in Laredo.

For additional information, please view the attached PowerPoint that was presented by Mr. Arturo Bujanda.

Mrs. Montemayor stated this was one of the financing tools available to the City and the County, and clarified that it's the City and the County that have the authority to establish the Transportation Reinvestment Zone. Once a decision is made, then they divert a percentage of that TRZ to transportation projects, in this case to the RMA priority projects. She informed the Board that time is of the essence when it comes to a TRZ. When it comes to the priority projects, I-69 and Loop 20, they are looking to start the development as soon as possible. The longer they wait, the more development occurs along Loop 20, and the smaller the delta is between post-development and pre-development, which is a difference of monies that would go to the tax increment account. They want to be able to catch the TRZ at the time when development has not occurred, so they have the largest delta that goes into the tax increment account. She reiterated that if a TRZ is going to be implemented, sooner rather than later is best so that more chance of monies will be diverted to the tax increment account and then hopefully diverted to the RMA so they can use it towards priority projects.

Mrs. Montemayor then stated that regarding pass through tolls, which was mentioned in Mr. Bujanda's presentation, there were several slides that mentioned innovative financing options. Texas Department of Transportation is currently not accepting applications for pass through tolls. For those not familiar with pass through tolls, the Laredo District built one in Del Rio, Texas, SL 79. The County came together with a private entity, who built the roadway, which is a loop around Del Rio. The State is paying them back based on traffic taking that relief route in Del Rio every year. They are secured the minimum amount per year regardless of traffic, but if the traffic gets higher, there is an increment towards the maximum amount that can be reimbursed from the State to the developer.

Webb County has obtained a State Infrastructure Bank (SIB) Loan from the State in the past. Those are very low interest rate loans that can be applied for by the City or the County through Texas Department of Transportation. She stated that the SIB loan is very lucrative and for the RMA priority projects, that loan could be something that the Board might want consider.

5. Required RMA Reports, Etc.

Chairman Soto then introduced Mr. David Plutowski, TxDOT Statewide RMA Coordinator.

Mr. Plutowski stated that the reporting and audits is basically what the Texas Transportation Code states in the statute or law. In TxDOT, the Texas Administrative Code (TAC) rules show that TxDOT has limited oversight of the RMA. The RMA in general has more power to do more effective projects than TxDOT. He mentioned that the rules have changed and expanded the definition of transportation projects for the RMA. He then proceeded to discuss what was needed from the RMA in regards to reporting and auditing.

For additional information, please view the attached RMA Reporting and Audits handout that was presented by Mr. David Plutowski.

6. Comments

No public comments.

7. Date/Time/Location of the Next Full Board Meeting

Chairman Soto stated that everyone should have received a tentative schedule of meetings for the rest of the year. He proposed the next meeting be held on Wednesday, January 21, 2015, at 9 a.m. at the TxDOT facilities. He asked if anyone had any comments or conflicts with the schedule to email him. Attached is the tentative schedule of meetings for the year.

8. Adjournment of Open Meeting into Executive Session

Chairman Soto then closed the Webb County - City of Laredo RMA meeting at 10:21 a.m. for the Executive Session. He thanked everyone for coming and asked for the general public to step out during the Executive Session.

[The Webb County-City of Laredo Regional Mobility Authority Board may retire into Executive Session pursuant of the Texas Government Code, Sections 551.071 - 551.088 to discuss any of the following: (The items listed below are matters of the sort routinely discussed in Executive Session, but the Board may move to Executive Session to discuss any of the items on this agenda, consistent with the terms of the Open Meetings Act, as Amended.)]

Section 551.071 Consultation with Attorney
Section 551.072 Deliberation Regarding Real Property
Section 551.073 Deliberation Regarding Prospective Gifts
Section 551.074 Personnel Matters
Section 551.076 Deliberation Regarding Security Devices

Mr. Soto adjourned the Executive Session at 11:07 a.m. to return to the Webb County - City of Laredo RMA meeting. He then asked the general public to join the Board Members.

9. Adjournment

Jose Murillo made a motion, seconded by Albert Muller, Sr. to adjourn the Webb County - City of Laredo RMA meeting at 11:08 a.m. Motion carried.

Action Items Previously Discussed

Date	Action Item	Date Completed
11/17/14	Board members will decide the term limits.	12/15/2014
11/17/14	Board members will decide on the RMA Mission Statement	
11/17/14	Legal Responsibilities: <ul style="list-style-type: none"> • Surety Bonds • Conflict of Interest Policy forms • Procurement Policy (Samples will be discussed at the next board meeting. A RMA standard must be used.) • File an annual Personal Financial Statement • Training on responsibilities under the Open Meetings Act and Publication Information Act • Nepotism laws • Ethics and Compliance Program 	
11/17/14	Future Services / Facilities Required: <ul style="list-style-type: none"> • Lease facilities for staff • Banking services (Finance Committee will need to draw up agreement with county to agree how much the \$10 fee will go to RMA and then set up an account.) • Legal council • Financial advisory services • Accounting and auditing services • Public informational material • Branding, web site design & maintenance • Inter-local Agreements- TRZ, Toll Equity Bonds, Tolling • Executive Director (job description to be developed and posted when needed with experience in business, management, state policy and TxDOT) • Staffing (Receptionist, secretary (preferably paralegal), executive director and support staff.) 	

MINUTES FOR THE WEBB COUNTY - CITY OF LAREDO REGIONAL MOBILITY AUTHORITY BOARD OF DIRECTORS MEETING HELD ON DECEMBER 15, 2014 WERE COMPLETED ON THIS THE 4th DAY OF FEBRUARY 2015.

Submitted by:
 Marissa J. Montoya
 Office Technician
 TxDOT Laredo Dist.