

**Webb County – City of Laredo
Regional Mobility Authority (RMA)
Board of Directors Meeting
Monday, April 20, 2015
9:00 AM**

Minutes

The Webb County – City of Laredo Regional Mobility Authority Board of Directors convened in a meeting at 9:01 a.m. on Monday, April 20, 2015 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. Open Meeting and Establish Quorum
2. Welcome and Opening Remarks – Ruben Soto (WCCL-RMA Presiding Officer)
3. Discussion / Action to Approve March 16, 2015 Meeting Minutes
4. Report: Personal Financial Statements to Ethics Commission due 4/30/15
5. Report: David Arredondo Resignation
6. Action: Discussion and Possible Action on Selection of Outside General Counsel Services
7. Report: Brief Report on Recent Team Tx Meetings – Oscar Lopez
8. Report: Discussion on the Development of a WCCL-RMA Strategic Plan
9. Action: Discussion and Possible Action Regarding Preparation of Standard Operating Procedures (SOP) (Environmental Reviews, Employee Conduct Code, etc.)
10. Report: Update on Contributions from the City of Laredo and Webb County on Providing Funds for RMA Non-Project Operating Expenses
11. Report: Update on the Vehicle Registration Fund Memorandum of Understanding (MOU) with the County along with the Accelerated TxDOT Match and Possible Assignment to WCCL-RMA Projects
12. Action: Discussion on Possible Matching of VRF fees by TxDOT – Melisa Montemayor
13. Report: Presentation of Vallecillo Road project – Rolando Ortiz
14. Report: Discussion on Potential Funding Source – CAMPO Plan Example
15. Report: Update on the Hachar / Green Ranch Road Project
16. Report: Update on the Loop Main Lanes over IH-35/U-P RR and International Blvd. Interchange Projects and the Development of the Funding Plan for the US 59/Loop 20/ I-69 (International to US 59) project – Melisa D. Montemayor (TxDOT Laredo District Administrator)
17. Public Comments
18. Date / Time / Location of the Next Full Board Meeting
19. Adjournment

Minutes are as follows:

Present: Ruben Soto, Jr., Chairman and Presiding Officer; Steve LaMantia, Albert Muller, Sr. and Oscar Lopez

Absent: Jose Murillo, Alfonso Mendiola, Board Member for Precinct 1 (Unassigned) and Board Member for Districts 7 & 8 (Unassigned)

Resigned: David Arredondo

Others: Paul Saenz (BOD Pending Confirmation / Oath of Office)
Melisa D. Montemayor, District Administrator, TxDOT Laredo District
Raul Leal, Public Information Officer, TxDOT Laredo District (Photographer)
Mike Graham, Environmental Coordinator, TxDOT Laredo District (Presenter)
Marissa Montoya, Office Technician, TxDOT Laredo District (Registration,
Note taker)
Rolando Ortiz, Killam Development (Presenter)

1. Open Meeting and Establish Quorum

After establishing a quorum, Presiding Officer, Ruben Soto, Jr., called the meeting to order at 9:01 a.m. He then announced all the Board Members present; Steve LaMantia, Albert Muller, Sr., Oscar Lopez, Paul Saenz (Pending Confirmation / Oath of Office) and himself, Ruben Soto, Jr.

2. Welcome and Opening Remarks

Chairman Soto notified everyone present that the meeting was posted in accordance with the Texas Open Meetings Act and then asked everyone to stand for the Invocation and Pledge of Allegiance. Mr. Soto informed all present that the meeting was being recorded. He proceeded to thank TxDOT for hosting, Melisa Montemayor, Laredo District Administrator, and Marissa Montoya for assisting with the minutes and record keeping.

3. Discussion / Action to Approve March 16, 2015 Meeting Minutes

Chairman Soto stated that the Board Members had been supplied with a copy of the March 16, 2015 meeting minutes for review. He then asked for a motion to approve the minutes for the Webb County - City of Laredo RMA meeting that took place on March 16, 2015 as presented.

Albert Muller, Sr. made a motion, seconded by Oscar Lopez to approve the meeting minutes. No discussion was held. Motion carried.

4. Report: Personal Financial Statements to Ethics Commission due 4/30/15

Chairman Soto reminded the Board that the Personal Financial Statements to the Ethics Commission is due on April 30th. There is an extension of 60 days that may be requested and there is a fine of \$500 for filing late. Mr. Soto encouraged everyone to get their reports filed.

5. Report: David Arredondo Resignation

Chairman Soto stated that on March 16, 2015, he received the resignation letter from David Arredondo. Mr. Soto asked for a motion to accept the resignation of Mr. Arredondo as presented.

Albert Muller, Sr. made a motion, seconded by Oscar Lopez to approve Mr. Arredondo's resignation. No discussion was held. Motion carried.

Attached is his resignation letter.

6. Action: Discussion and Possible Action on Selection of Outside General Counsel Services

Chairman Soto stated that the Board received responses to their request for qualifications from two teams of law firms; the De Anda Law Firm PC and Bracewell & Giuliani LLP, and the second team, Juan Cruz & Associates LLC and Locke Lord LLP. He thanked them for responding to his request. After reviewing the responses, the Board was very impressed with their expertise, qualifications and their experience with issues they might be encountering in the future. Mr. Soto stated that both respondents scored high and the margin of difference was small. The Executive Committee's recommendation to the Board for General Counsel Services is the Juan Cruz and Locke Lord team. Mr. Soto asked for a motion to select the law firms of Juan Cruz and Locke Lord, contingent upon the negotiations of the fee schedule.

Albert Muller, Sr. made a motion, seconded by Oscar Lopez to approve the selection of Juan Cruz & Associates LLC and Locke Lord LLP as the law firms for General Counsel Services. No discussion was held. Motion carried.

7. Report: Brief Report on Recent Team Tx Meetings - Oscar Lopez

Chairman Soto stated that the Vice-Chairman, Oscar Lopez, attended a Team Texas meeting last week in Austin. Below is his brief report of what transpired at those meetings.

Mr. Lopez stated that Team Texas is a statewide transportation organization, which was created to promote regional and statewide solutions to improve mobility. Team Texas is made of representatives from transportation agencies all over the state of Texas and meets once a year to discuss transportation issues. The following are members of Team Texas: The Alamo RMA, Cameron County RMA, Brownsville, Camino Real RMA, Central Texas Regional Mobility Authority, Grayson County RMA, Harris County Toll Road Authority, North East Texas RMA, North Texas Toll-way Authority, Hidalgo County RMA, Sulfur River RMA, TxDOT, and now Webb County-City of Laredo RMA.

He stated that he attended a round table discussion that was led by Richard Ramirez. The discussion was on key strategies for successful financing and general information on successful planning for financial issues that come before the RMA. There was also a presentation given by TxDOT's Veronica Beyer on communicating with the public. He also listened to an agency update from TxDOT and a legislative update from Joe Pickett, State Representative from El Paso; he is also the chairman of the House Transportation Committee. Several agencies presented a brief overview of their recent milestone activities. Mr. Lopez then stated that

Cameron County RMA has some interesting projects in the works; they are completing a toll road that takes trucks and traffic to the port of Brownsville. They are also constructing a new railroad bridge from the United States into Matamoros, and they are in the preliminary planning stages for a second bridge to South Padre Island, which would be north of the current bridge and 8 miles long. They are planning to construct a toll road from Highway 77 to the entrance of that bridge. The Cameron County RMA was established in 2004 and used County employees and, until just recently, hired their first employees. Camino Real RMA is working on a managed lane project toll road to connect I-10 with Cesar Chavez and a bicycle shared program with street car project. The El Paso RMA, established in 2007, is working on parking facilities. The Central Texas RMA, established in 2002 and located in Austin, will be completing some express lanes in the middle of the Mopac corridor. They also operate what they call, "HERO," the Highway Emergency Response Operator program, which provides free roadside assistance to motorists stranded on the highway. This would minimize traffic congestion and improve highway safety along I-35. They are experimenting with smart phone apps that seem to be successful. These apps guide drivers to higher capacity routes during peak driving times and they are also experimenting with an automobile share program. He then stated that in an informal discussion with other RMA members, it seemed clear that the other RMA's faced similar processes that our RMA is undergoing now; getting the mission statement in place, setting up policies and procedures, and hiring paralegal and engineering experts to get them up to speed with their required filing and training. Mr. Lopez said he feels the WCCL-RMA is on track and following along the same footsteps as other RMA's.

8. Report: Discussion on the Development of a WCCL-RMA Strategic Plan

Chairman Soto then asked the Director's and TxDOT if they could assist with coming up with a Strategic Plan. He said they might ask TAMIU to assist in putting it together, so the RMA doesn't incur many costs.

9. Action: Discussion and Possible Action Regarding Preparation of Standard Operating Procedures (SOP) (Environmental Reviews, Employee Conduct Code, etc.)

Chairman Soto stated that Alfonso Mendiola and Albert Muller, Sr., have volunteered in reviewing a draft of the Standard Operating Procedures. The contracted legal representation can assist them with finalizing the procedures.

10. Report: Update on Contributions from the City of Laredo and Webb County on Providing Funds for RMA Non-Project Operating Expenses

Mr. Soto said regarding the contribution request from the City and the County, the RMA will develop a budget that will be presented to them, so they can participate in providing the start-up funds. One of the key line items would be legal costs, so the RMA will have to work with their representation to provide them with the final cost.

11. Report: Update on the Vehicle Registration Fund Memorandum of Understanding (MOU) with the County along with the Accelerated TxDOT Match and Possible Assignment to WCCL-RMA Projects

Chairman Soto stated that he received the draft for the inter-local agreement. He will forward to legal counsel and the board for review, and finalize soon.

12. Action: Discussion on Possible Matching of VRF fees by TxDOT - Melisa Montemayor

Mr. Soto then introduced Melisa Montemayor, TxDOT Laredo District Administrator, to discuss the possible matching of vehicle registration fees.

Mrs. Montemayor stated that once the draft of the inter-local agreement is finalized and executed at the County level, then that can be forwarded to TxDOT administration. When they first discussed the vehicle registration fees and the RMA set up, back in February 2014, TxDOT did agree to match the vehicle registration fees up to five years. The next step would be to present the inter-local agreement and then request the matching fees. If all five years of the matching fees are requested today, then that's one thing that the RMA can decide and vote on and then request formally from TxDOT's finance division and their administration. The RMA would have to have a financial plan in place as to what project that is going towards and how much of the project that is going to fund.

Mr. Soto asked if TxDOT still matched year by year for the first five years. Mrs. Montemayor stated that they do match year by year, but the County and the RMA can request acceleration of those funds.

13. Report: Presentation of Vallecillo Road project - Rolando Ortiz

Chairman Soto introduced Rolando Ortiz, Killam Development, who would present on an alternative route that connects to Mines Road to IH-35, the Vallecillo Road project.

View attached PowerPoint presentation for additional information.

14. Report: Discussion on Potential Funding Source - CAMPO Plan Example

Mr. Soto stated that in the past, the Capitol Area MPO, which is around Austin, approved an innovative plan to generate new funding for future transportation projects in Texas under the plan "CAMPO," which allocated a certain amount of dollars to the Central Texas RMA for the construction of a specific project. In return, the RMA, over a twenty five year period, deposited X amount of dollars into a regional infrastructure fund, which can be used to fund other critical transportation projects in central Texas. He said this might be a tool the RMA could use in the future.

View attached CAMPO News Release for additional information.

Brian Cassidy, Locke Lord LLP, stated that they represented that RMA and the origin of that transaction was because TxDOT had discovered some budget money they didn't know they had, so they made it available to the MPO's around the state on the condition that they had to

use it quickly, but there were very few shovel ready projects around the state. He stated that one of those projects was the Mopac improvement project. The idea that came to fruition was, instead of selling bonds to support that project, to take the allocation from TxDOT for that project and treat it almost like a loan from the region to the project and have the project pay back the region over time. The \$130 million dollars is contributed to the project and the commitment is to repay that, or to contribute \$230 million back to the region in the form of the Regional Infrastructure Fund. The MPO would decide how that money gets used within the region. Mr. Soto asked him if that money could go back into an RMA project. Mr. Cassidy responded that it could, but it doesn't have to. Mr. Soto then stated that it was basically an imputed rate that was calculated, but it's not a loan. Mr. Steve LaMantia asked if it was a one-time shot of the program. Mr. Cassidy responded that it was a one-time shot, but then the program will funnel that money back to the fund that generates the opportunity to invest in any more projects. Mr. LaMantia stated that it would be a new fund with a new project. He asked if it was still available and Mr. Cassidy responded that it was specific to that situation and couldn't be replicated in other situations with TxDOT, or modified. Mr. LaMantia asked if Mr. Cassidy had seen it replicated. Mr. Cassidy responded that he hadn't. He said in Dallas it was different in origin because it was an upfront payment to secure the right to develop a toll road. Blakely Fernandez, Bracewell & Giuliani, said that the money they put back in could also be used for additional revolving funds project. It can also be done with local governments. They would use the money up front and put the money back into the revolving fund, so they can have a consistent pool of money to take care of projects.

15. Report: Update on the Hachar / Green Ranch Road Project

Chairman Soto stated that as of now, there are no updates, but they might use the SIB Loans that the City and County will be responsible for acquiring. He said there is also a possibility that the RMA could be involved.

16. Report: Update on the Loop Main Lanes over IH-35/U-P RR and International Blvd. Interchange Projects and the Development of the Funding Plan for the US 59/Loop 20/I-69 (International to US 59) project - Melisa D. Montemayor (TxDOT Laredo District Administrator)

Mr. Soto then introduced Melisa Montemayor, TxDOT Laredo District Administrator, to discuss an update on the first RMA project, in conjunction with TxDOT, the Loop main lanes over IH-35.

View attached map for additional information.

Mrs. Montemayor stated that the Loop main lanes over IH-35 (green arrow on map) project, the MPO recently took action to use \$40 million dollars of coordinated border infrastructure (CBI) funds to fund that project. Currently the Plans, Specifications & Estimates (PS&E), which is the design of the project, is under technical review. They have to update that set of plans to meet specifications that are new for 2014. They were originally developed under 2004 specifications. It is in the final stages of technical review. The railroad coordination is coming along. She also stated that environmental would be cleared and it will be placed on the STIP soon. This \$40 million dollar project should meet the August 2016 letting date.

Mrs. Montemayor then stated that the next project is the International Grade Separation. That project will let in December 2015. It is a \$23 million dollar grade separation. It is the overpass that is needed south of the McPherson project that was just constructed a few years ago. Along with the overpass over International, there is going to be construction of the main lanes over the middle portion of McPherson. This project is also being updated to 2014 specifications. It is in its final stages and under technical review.

Mr. Soto asked how things were going for the Spur 400 project. Mrs. Montemayor responded that it was coming along. Water and waste lines are being moved and the contractor should be breaking ground soon. Right of Way requirements have also been finalized for that project. She stated that this project is the gateway to a lot of other projects that they have on Loop 20. An opening up of the bottleneck will continue with the KCS overpass that will let in August 2015.

17. Public Comments

No public comments.

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

Chairman Soto proposed the next meeting be held on Monday, May 18, 2015, at 9 a.m. Location to be announced.

19. Adjournment

Albert Muller, Sr. made a motion, seconded by Oscar Lopez to adjourn the Webb County - City of Laredo RMA meeting at 9:32 a.m. Motion carried.

Action Items Previously Discussed

Date	Action Item	Date Completed
11/17/14	<p>Legal Responsibilities:</p> <ul style="list-style-type: none"> • Surety Bonds • Conflict of Interest Policy forms • Procurement Policy <u>(In process)</u> • File an annual Personal Financial Statement (Completed 2/24/15) • Training on responsibilities under the Open Meetings Act and Publication Information Act • Nepotism laws • Ethics and Compliance Program 	
11/17/14	<p>Future Services / Facilities Required:</p> <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 	

	<p>fee will go to RMA and then set up an account.)</p> <ul style="list-style-type: none"> • Legal counsel (Completed 4/20/15) • Financial advisory services (<u>In process</u>) • 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.) 	
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MINUTES FOR THE WEBB COUNTY - CITY OF LAREDO REGIONAL MOBILITY AUTHORITY BOARD OF DIRECTORS MEETING HELD ON APRIL 20, 2015 WERE COMPLETED ON THIS THE 8th DAY OF MAY 2015.

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