

MINUTES

**MEETING OF THE BOARD OF  
DIRECTORS' EXECUTIVE COMMITTEE**



**SAN ANTONIO RIVER AUTHORITY**

**February 16, 2011, 11:30 a.m.**

***GENERAL AND CEREMONIAL ITEMS:***

- 1. CALL TO ORDER WAS MADE BY THE CHAIRMAN, MR. GAYLON J. OEHLKE, AT 11:38 A.M.**
- 2. PLEDGE OF ALLEGIANCE WAS RECITED**
- 3. THE COMMITTEE SECRETARY, MR. ROBERTO G. RODRÍGUEZ, CALLED THE ROLL AND REPORTED THE FOLLOWING COMMITTEE MEMBERS PRESENT:**

- Terry E. Baiamonte
- Sally Buchanan (Absent)
- A.D. Kollodziej, Jr. (Absent)
- Hector R. Morales
- Gaylon J. Oehlke
- Roberto G. Rodríguez

- 4. CERTIFICATION OF A QUORUM BY THE SECRETARY**
- 5. INTRODUCTION OF VISITORS**

Ms. Sanchez announced the visitor who was present in the audience.

- 6. CITIZENS TO BE HEARD**

Ms. Sanchez announced that there were no citizens signed up to speak.

- 7. APPROVAL OF THE MINUTES OF THE EXECUTIVE COMMITTEE MEETING HELD ON DECEMBER 8, 2010**

Staff recommended a motion to approve the minutes of the Executive Committee Meeting held on December 8, 2010, as presented.

Motion made by Roberto G. Rodríguez

Seconded by Hector R. Morales

**Vote:** 4 - 0 Passed

Other: Sally Buchanan (Absent)

A.D. Kollodziej, Jr. (Absent)

**8. PRESENTATION, DISCUSSION, AND APPROPRIATE ACTION REGARDING  
SAN ANTONIO RIVER AUTHORITY BOARD OF DIRECTOR  
REPRESENTATION ON THE COMMITTEE OF EIGHT FOR RIVER SOUTH  
AREA MANAGEMENT PLAN IMPLEMENTATION**

Staff recommended a motion that the Committee support appointment of Bexar County at-large members Sally Buchanan and Hector Morales to represent the San Antonio River Authority Board on the Committee of Eight for River South Area Management Plan Implementation.

Motion made by Terry E. Baiamonte

Seconded by Hector R. Morales

**Vote:** 4 - 0 Passed

Other: Sally Buchanan (Absent)

A.D. Kollodziej, Jr. (Absent)

Mr. Rodríguez moved to amend the motion by naming Mr. Pérez as an alternate.

Motion made by Roberto G. Rodríguez

Seconded by Hector R. Morales

**Vote:** 4 - 0 Passed

Other: A.D. Kollodziej, Jr. (Absent)

Sally Buchanan (Absent)

**9. DISCUSSION AND APPROPRIATE ACTION REGARDING A MEMORANDUM  
OF UNDERSTANDING BETWEEN THE SAN ANTONIO RIVER AUTHORITY  
AND THE SAN ANTONIO RIVER FOUNDATION**

Staff recommended a motion indicating Executive Committee support for presenting the Memorandum of Understanding between the San Antonio River Authority and the San Antonio River Foundation to the San Antonio River Authority Board of Directors for approval.

Motion made by Terry E. Baiamonte

Seconded by Hector R. Morales

**Vote:** 4 - 0 Passed

Other: Sally Buchanan (Absent)  
A.D. Kollodziej, Jr. (Absent)

Attachments:  
MOU

**TIME CERTAIN:**

- 12:10 p.m. - The Committee recessed for lunch.
- 12:25 p.m. - The Committee resumed the meeting.

**10. PRESENTATION, DISCUSSION AND APPROPRIATE ACTION REGARDING ACTIVITIES ASSOCIATED WITH THE 82ND SESSION OF THE STATE LEGISLATURE AND THE 112TH CONGRESS**

There being no action taken on this item, Mr. Oehlke called for Agenda Item 11.

**11. EXECUTIVE SESSION PURSUANT TO TEXAS GOVERNMENT CODE SECTION 551.071 FOR CONSULTATION WITH ATTORNEY REGARDING THE ARANSAS PROJECT V. SHAW, ET. AL., CASE NO. 10-40633 IN THE UNITED STATES COURT OF APPEALS FOR THE FIFTH CIRCUIT**

After appropriate disclosure in accordance with Chapter 551 of the Texas Government Code, the Open Meetings Act, Section 551.071, Mr. Oehlke then recessed to meet in Executive Session at 1:17 p.m. for consultation with attorney regarding the Aransas Project v. Shaw, et. al., Case no. 10-40633 in the United States Court of Appeals for the Fifth Circuit. The Executive Session having concluded, the Executive Committee Meeting resumed into Open Session at 1:30 p.m.

**12. PRESENTATION, DISCUSSION, AND APPROPRIATE ACTION REGARDING THE ARANSAS PROJECT V. SHAW, ET. AL., CASE NO. 10-40633 IN THE UNITED STATES COURT OF APPEALS FOR THE FIFTH CIRCUIT**

There being no action taken on this item, Mr. Oehlke called for Agenda Item 13.

**13. GENERAL MANAGER'S REPORT CONCERNING THE FOLLOWING:**

- **UPCOMING EVENTS CALENDAR,**
- **FUTURE BOARD AND/OR COMMITTEE MEETINGS, AND**
- **MEETINGS INVOLVING THE ATTENDANCE OF ONE OR MORE BOARD MEMBERS**

Ms. Scott asked to postpone the General Manager's report until the Board meeting, scheduled immediately after the Executive Committee meeting, and Mr. Oehlke consented.

**14. ITEMS FOR FUTURE CONSIDERATION**

Mr. Rodríguez requested that an item be placed on a future agenda regarding a bill that will impose a new fee to the citizens of Bexar County. Ms. Scott assured Mr. Rodríguez that it will be discussed at the next Executive Committee meeting in March.

**15. NEXT MEETING DATE**

Mr. Oehlke announced that the the next Executive Committee meeting will be Wednesday, March 9, 2011, at 1:00 p.m.

**16. ADJOURN**

There being nothing further to report, Mr. Oehlke called the meeting adjourned at 1:35 p.m.

**PREPARED AND RECOMMENDED FOR COMMITTEE APPROVAL BY THE MANAGER.**

---

**SUZANNE B. SCOTT, General Manager**

**APPROVED BY THE BOARD OF DIRECTORS' EXECUTIVE COMMITTEE AT THE MEETING HELD ON MARCH 9, 2011.**

---

**GAYLON J. OEHLKE, Board Chairman**

**ATTEST:**

---

**ROBERTO G. RODRÍGUEZ, Board Secretary**

**MEMORANDUM OF UNDERSTANDING**  
**Between San Antonio River Authority and San Antonio River Foundation**

**WHEREAS**, the San Antonio River Authority (River Authority) formed the San Antonio River Foundation (River Foundation) on April 28, 2003, to assist the River Authority and other cooperating governmental entities in ensuring sustainable enhancements and management of the watersheds of the San Antonio River and its tributaries to benefit quality of life and the environment through charitable, scientific and educational activities; and

**WHEREAS**, since its creation the River Foundation has successfully raised private funding to support landscaping and public art enhancements to the Museum Reach and Mission Reach of the San Antonio River Improvements Project; and

**WHEREAS**, the mission of the River Foundation, a private non-profit organization, is to enhance the natural beauty, recreational use and public appreciation of the entire San Antonio River and its tributaries in Bexar, Wilson, Karnes and Goliad counties, and its established purpose is to operate exclusively to support charitable, scientific and educational activities that promote and encourage the conservation, stewardship, restoration, preservation, and enjoyment of the land and water resources of the San Antonio River and its tributaries; and

**WHEREAS**, the mission of the River Authority, a sovereign special purpose governmental entity, is to sustain and enrich life in the San Antonio River Watershed through innovative, sustainable, collaborative and customized watershed solutions; and

**WHEREAS**, the boards of directors of both the River Authority and the River Foundation believe that the adoption of an action plan between the two entities will ensure continued success and collaboration to the mutual benefit of the missions and purposes of both entities.

**NOW, THEREFORE, BE IT RESOLVED** that both the San Antonio River Authority and the San Antonio River Foundation have committed to work in unison under the terms of this Memorandum of Understanding, while maintaining each entity's independence and governance.

**ARTICLE I: Objectives**

- A. The River Authority and the River Foundation share a common objective to accomplish projects and programs that preserve and enhance the stewardship, enjoyment, ecosystem and economic benefits of the San Antonio River and its tributaries.
- B. The River Authority and the River Foundation recognize that each entity has defined roles and responsibilities in accomplishing a shared objective and agree to focus their respective resources toward tasks where each entity has the authority, responsibility and expertise to avoid duplication of efforts and promote synergy to advance complementary projects and activities.

**ARTICLE II: Roles and Responsibilities**

- A. The River Authority has the following roles and responsibilities for the San Antonio River:
  - a. All powers and duties granted by the State of Texas pursuant to Section 59 of Article 16 of the Constitution of Texas as originally authorized and subsequently amended. Generally, the River Authority has governmental responsibilities and expertise in the areas of: flood control, water quality, parks and recreation, environmental protection, utility service, water resource protection and development, asset management and maintenance and operation of river-related facilities,
  - b. The River Authority has agreed to perform specific roles and responsibilities for the project management, construction administration, operation and maintenance of the San Antonio River within Bexar County through separately executed Interlocal Agreements with the Bexar County Commissioners Court and the San Antonio City Council.
  - c. The River Authority Board of Directors annually approves a budget which includes programs, projects, and efforts to advance its mission and meet its roles and responsibilities.
  
- B. The River Foundation has the following roles and responsibilities for the San Antonio River:
  - a. The River Foundation raises and contributes private funding toward approved projects and programs to enhance the natural beauty, recreational use and public appreciation of the entire San Antonio River and its tributaries in Bexar, Wilson, Karnes and Goliad counties.
  - b. The River Foundation must remain fully qualified under the State of Texas and Federal law to engage in fundraising and receive philanthropic contributions.
  - c. The River Foundation may operate and maintain projects for which private funds have been applied and require specialized expertise.
  - d. The River Foundation serves as an advocate for the stewardship of the San Antonio River and its tributaries.

**ARTICLE III: River Authority and River Foundation Coordination of Projects and Activities**

- A. The River Authority and River Foundation agree to meet in January of each year to develop a three-year rolling River Authority and River Foundation Action Plan (Action Plan) to identify and agree upon projects and activities throughout the four-county River Authority district of Bexar, Wilson, Karnes and Goliad counties for which River Foundation private funding and/or collaboration with public funding could be used to enhance the natural beauty, recreational use and public appreciation of the entire San Antonio River and its tributaries. For the purpose of the Action Plan, a project is defined as requiring a capital investment in real estate, building or physical improvements of all types, and identification of individual entity role/responsibility. For the purpose of the Action Plan, an activity is defined as tasks not related to a capital investment such as operation, maintenance, public information, education, marketing, special events, media, governmental relations, and tasks of similar character.
  
- B. The Action Plan shall be approved by the board of each entity no later than March 30 of each year to ensure coordination with annual planning for each entity's fiscal year beginning July 1. The Action Plan for the 2011-2012 Fiscal Year shall be approved by the board of each respective entity no later than June 30 2011. Amendments to add or delete a new project or activity to the annual Action Plan or to modify project schedules or budgets may be made throughout the year jointly by the River Authority General Manager and River Foundation Executive Director. Such amendments shall be approved by the respective entity boards only if the amendment replaces a project in the current

year, or introduces a new project and/or activity in the current year valued at \$50,000 or more with funding sources and concepts previously identified. Projects and/or activities added, deleted or modified in the two subsequent years of the Action Plan must be approved jointly by the River Authority General Manager and River Foundation Executive Director and submitted for approval by the respective entity boards in March of the following year with the annual update to the Action Plan unless expenditures for these added subsequent-year projects and activities would occur in the current year and would require approval by the respective boards in accordance with operating policies and procedures.

- C. River Authority agrees to include in the annual Action Plan development process projects and/or activities within the following categories that either are initiated by the River Authority or brought to the River Authority for consideration:
  - a. Projects and/or activities for which private funding from any source has been or could be identified as the sole funding source or a partial funding source for project or program implementation.
  - b. Projects and/or activities that would propose the use of River Foundation property.
  - c. Mutual coordination of public information, communication, education, advocacy initiatives or special events that support projects and/or activities in the two categories above.
  
- D. River Foundation agrees to include in the annual Action Plan development process projects and/or activities within the following categories that either are initiated by the River Foundation or brought to the River Foundation for consideration:
  - a. Projects and/or activities, proposed privately or publicly, along the banks of the San Antonio River or its tributaries.
  - b. Demonstration of the River Foundation's financial capacity to support the projects, programs and activities it proposes to fund to the satisfaction of the River Authority.
  - c. Projects and/or activities for which public, governmental or funding from any source has been or could be identified as a potential source to support the project or activity.
  - d. Projects that would propose the use of River Authority and/or any other publicly owned property.
  - e. Projects and/or activities that propose involvement with other governmental entities within the River Authority's four-county district including projects and/or activities that require governmental entity review and approval.
  - f. Mutual coordination of public information, communication, education, advocacy initiatives and/or special events that support projects and/or activities in the five categories above.
  
- E. Through the annual development of the Action Plan, River Authority and River Foundation will:
  - a. Determine each entity's role/responsibility in each of the projects and/or activities to be identified in the Action Plan and the assigned contact person with each entity.
  - b. Identify the proposed schedule, budget and funding for the project and/or activity.
  - c. Update information in the Action Plan no less than quarterly to reflect the addition and/or deletion of projects and/or activities within the categories listed under Article III (C) and (D), and changes to schedules, budget and funding.
  
- F. The River Authority General Manager and the River Foundation Executive Director will meet no less than once a month to track progress and adherence to the Action Plan, address opportunities and challenges experienced with the Action Plan projects and/or activities and discuss new

projects/activities within the categories listed under Article III (C) and (D) that may be added to the Action Plan during the year.

- G. River Authority and River Foundation technical staff will meet no less than once every other month to coordinate the implementation of the projects and/or activities within the categories listed under Article III (C) and (D) included in the annual Action Plan or added to the Action Plan during the year.
- H. River Authority and River Foundation agree to make timely efforts to include the designated contact person/people, or representative, within the Action Plan in all meetings where the assigned project and/or activity would be discussed.
- I. Projects and/or activities within the categories listed under Article III (C) and (D) and located within the defined San Antonio River Improvements Projects should also be included in the Action Plan.

#### **ARTICLE IV: Approval of Projects and Activities**

- A. The approved Action Plan, and its amendments, will serve as the project plan for the River Foundation as it relates to projects and activities proposed to enhance the natural beauty, recreational use and public appreciation of the entire San Antonio River and its tributaries in Bexar, Wilson, Karnes and Goliad counties.
- B. The River Foundation and River Authority recognize that projects and activities implemented along the San Antonio River and its tributaries require various levels of public approvals to comply with local ordinances, local practices, state regulations and federal permitting requirements.
- C. The River Foundation and River Authority agree to work cooperatively to reach agreement on the designated roles and schedule of the appropriate public review and approval of project designs, construction and operation. The River Authority and River Foundation understand that required approvals will vary depending upon the project and may involve both compliance with formal approval processes as defined by local ordinance, state statute or federal public law and informal processes as defined through governmental expectations, practices and accepted public process.
- D. Upon agreement on the defined approval process for a project or activity, the River Authority- and River Foundation-designated staff will work together to ensure conformance with the approval process to achieve the most effective use of both private and public funding resources.
- E. The River Foundation and the River Authority may have approval requirements as defined by each entity's respective policies or practice. Both entities are responsible for integrating these approval processes at the appropriate time so not to hinder any public review process that may be required on projects within the Action Plan.

#### **ARTICLE V: Communications**

- A. The approved Action Plan will designate staff from the River Foundation and from the River Authority assigned to each project and activity within the plan. These respective designees are required to coordinate and communicate on the development and implementation of the project

and activity and report progress to the River Authority General Manager and the River Foundation Executive Director upon request.

- B. The River Authority General Manager, or designee, will be invited to attend each meeting of the River Foundation Board of Directors and will be requested no less than twice a year to provide a presentation to the River Foundation Board on the implementation of the Action Plan projects and activities and other matters of mutual interest to the entities.
- C. The River Authority General Manager, or designee, will be invited to attend River Foundation Executive Committee meetings and community meetings where issues on the development and implementation of Action Plan projects and activities would be on the agenda.
- D. The River Foundation Executive Director, or designee, will be invited to attend each meeting of the River Authority Board of Directors and will be requested no less than twice each year to provide a presentation to the River Authority Board on the implementation of the Action Plan projects and activities and other matters of mutual interest to the entities.
- E. The River Foundation Executive Director, or designee, will be invited to attend River Authority advisory committee meetings and community meetings where issues on the development and implementation of Action Plan projects and activities would be on the agenda.
- F. Both the River Foundation and River Authority agree to seek input, assistance and coordination first from each other when planning and implementing special events relating to projects and activities of mutual interest. Each entity shall not commit resources of the other without mutual approval from the River Authority General Manager and the River Foundation Executive Director.
- G. To promote coordination on project planning and implementation, the River Foundation Executive Director and the River Authority General Manager agree to inform each other of communication activities with elected officials representing all or part of Bexar, Wilson, Karnes and Goliad counties regarding projects in the Action Plan and other activities of mutual interest.
- H. The River Foundation and the River Authority agree to provide credit to each other and other governmental partners in news releases, videos, advertisements, signage and publications produced by the entities relating to projects and activities approved within the Action Plan. The actual wording of how the entity will be credited may vary with each project and activity and should be agreed to by the designated staff member(s) assigned to the project or activity.

## Article VI: General Operation

- A. The River Foundation agrees to maintain a minimum of five members of its Board of Directors appointed by the River Authority Board of Directors. The five members may be members of the River Authority Board of Directors or designated appointees from the River Authority Board of Directors. These five members shall have no distinction from other members of the River Foundation Board of Directors and shall enjoy and adhere to all the same rights, privileges and requirements as other members of the River Foundation Board of Directors.
  
- B. The River Foundation will coordinate with the River Authority on the role, responsibilities and tasks of its committees to avoid duplication with the role, responsibilities and tasks of the River Authority.
  
- C. The River Authority agrees to allow the River Foundation's use of the River Authority's Headquarter facility by means of a lease agreement. The lease agreement shall include details of space use, parking, authorized access passes and rent payments and related issues. Scheduling of the use of meeting rooms shall be coordinated through the River Authority. If scheduling conflicts or room usage conflicts arise, the River Authority event shall take priority over the River Foundation event. If appropriate notice is provided, River Authority shall reserve public parking in the front lot for meetings as designated by the River Foundation.
  
- D. The River Authority may assume operations and maintenance responsibilities for River Foundation facilities depending upon the River Authority's capability to provide required maintenance. The discussions of these operations and maintenance requirements for each proposed project shall be included in the development of the annual Action Plan and, upon general agreement on the roles and responsibilities, a separate operations and maintenance agreement may be executed to detail each entity's responsibilities in the operations and maintenance of implemented projects
  
- E. The River Foundation agrees to establish an Operational Fund with a percentage of resources sufficient to sustain the maintenance responsibilities the River Foundation will fund. The River Foundation and the River Authority will mutually agree on the amount of resources to be allocated in the Operational Fund to ensure that the required maintenance standards will be adequately achieved through the Operational Fund. The River Foundation agrees to share information regarding the allocation and use of the Operational Fund for projects and activities in which the River Authority and the River Foundation may have joint roles and responsibilities previously approved by the Action Plan.
  
- F. The River Foundation and the River Authority agree to review the Memorandum of Understanding annually to determine if modifications are required to continue to promote the most effective, efficient and responsive working relationship between the two entities or if the agreement should be terminated.

EXECUTED IN DUPLICATE ORIGINALS, EACH OF WHICH SHALL HAVE THE FULL FORCE AND EFFECT OF AN ORIGINAL, ON THIS, THE \_\_\_\_\_ DAY OF \_\_\_\_\_, 2011.

\_\_\_\_\_  
SUZANNE B. SCOTT, GENERAL MANAGER  
SAN ANTONIO RIVER AUTHORITY

\_\_\_\_\_  
ESTELA AVERY, EXECUTIVE DIRECTOR  
SAN ANTONIO RIVER FOUNDATION

\_\_\_\_\_  
GAYLON J. OEHLKE, BOARD CHAIRMAN  
SAN ANTONIO RIVER AUTHORITY

\_\_\_\_\_  
NICK HOLLIS, BOARD CHAIRMAN  
SAN ANTONIO RIVER FOUNDATION

ATTEST:

\_\_\_\_\_  
STEPHEN T. GRAHAM, ASSISTANT GENERAL MANAGER  
SAN ANTONIO RIVER AUTHORITY

SEAL