

**MINUTES  
MANAGEMENT/AUDIT COMMITTEE  
APRIL 20, 2011**

**MEMBERS PRESENT**

Katie Reed, Chairman  
Judge Diana Bautista  
Judge Richard Evans  
Mayor David Marne  
Judge Marvin Quinney  
Mayor Don Tymrak

**ALTERNATES PRESENT**

Victor Cavazos

**MEMBERS ABSENT**

Judge James Barden  
Linda Rivas

**STAFF PRESENT**

Dean Danos  
Mario Gutierrez  
Cindy Krueger  
Susan Lodge  
Melissa Pulido  
Joe Ramos  
Blanca Tapia

**GUESTS PRESENT**

John Crider  
Mayor Dan Heckler

1. The meeting was called to order at 10:01 a.m. by Katie Reed.
2. Roll call was taken and a quorum established. Mrs. Reed stated Mrs. Arriaga will not be present today.
3. Citizens to be Heard – Mayor Heckler signed up to speak and addressed the committee. Mayor Heckler made comments on the internal communications at AACOG. Mayor Heckler also stated he would like to request that it be brought to the full Board of Directors a proposed policy that any Board member has the right and privilege to request an item be placed on the Board or Management/Audit Committee agendas.

This time is for citizens to address the Management / Audit Committee on issues and items of concern. There will be no Management / Audit Committee action at this time.

4. Consent Agenda.

Items on the consent agenda are considered being of a routine nature and may require only limited discussion. Any member of the committee may request that items be removed from the Consent Agenda and considered separately for purpose of discussion and voting.

- A. Consider and act upon approving the March 23, 2011 Minutes.
- B. Consider and act upon the following personnel recommendation:

Bexar Aging

*Alamo Service Connection Care Specialists (2)*

A Motion was made by Victor Cavazos, seconded by Judge Bautista to approve the items on the consent agenda. The Motion carried unanimously.

5. Discussion and review of school district memberships.

Katie Reed stated that after the due date had passed for the 2011 membership dues to be paid, it was determined that membership by School Districts had fallen below the minimum six (6) required for School Districts to have representation on the AACOG Board of Directors. Mrs. Reed stated that the question was asked regarding whether the lack of six (6) school district members affected her status on the AACOG Board. Mario Gutierrez, AACOG's General Counsel indicated that the Bylaws only provide for the removal of Board Members for: (1) Non-payment of annual dues; and (2) three successive Board meeting absences. The Bylaws also provide for members to serve for terms of two (2) years, provided however, that at the end of a member's term, the members shall continue to serve until a successor is elected or until such time as the member may become ineligible for any reason other than end of term. The Bylaws therefore, do not specifically require that Vice-Chair Reed's membership be terminated until such time as her term has expired. Once her term ends, there will need to be at least six (6) school districts as members of the Agency, for the Vice-Chair to be eligible for re-appointment to the Board. Mr. Gutierrez stated that Mrs. Arriaga had engaged the services of Attorney Charlie Zech of Denton, Navarro, Rocha, and Bernal to provide a legal opinion on Mrs. Reed's Board status as well. Mr. Zech was provided copies of AACOG's Articles of Agreement and Bylaws. Mr. Zech's legal opinion was the same as AACOG's General Counsel specifically, that Mrs. Reed was still a member of the Board. Mayor Heckler addressed the Committee on his concerns regarding the eligibility of Mrs. Reed as a member of the Board of Directors. Mayor Tymrak stated that his interpretation is that if there are not at least six (6) school districts as members, Mrs. Reed is ineligible to serve on the Board of Directors and should not be conducting the meeting. Judge Quinney stated that until the Bylaws are reviewed and changed, the legal opinion staff has provided should stand and the meeting should move forward. Mayor Tymrak stated that while Mrs. Reed is continuing to proceed with chairing the meeting he does not feel comfortable to stay and left the meeting at 10:30 p.m. Mrs. Reed stated that she will abstain from any votes for the remainder of the meeting.

**MANAGEMENT**

6. Discussion and appropriate action on changing the dates of the Management / Audit Committee meetings.

A Motion was made by Judge Evans, seconded by Victor Cavazos to stay with the current dates. The Motion carried unanimously.

**ACCOUNTING**

7. Consider and act upon approving the following:

- A. Grants.
- B. Recoveries.
- C. Balance Sheet.
- D. Income Statement.
- E. Board Expenditures.
- F. TexPool.
- G. 2011 Annual Budget - 1<sup>st</sup> budget amendment.

Blanca Tapia reported on the above status reports and approval of the 1<sup>st</sup> budget amendment which reflects an increase of \$557,426.00. After consideration, a Motion was made by Judge Evans, seconded by Victor Cavazos acceptance of the above status reports including the 1<sup>st</sup> budget amendment. The Motion carried unanimously.

8. Consider and act upon approving the 2010 Audit report for the year ending December 31, 2010.

John Crider from Weaver and Tidwell addressed the Committee on the 2010 Audit report. Mr. Crider stated that currently the 2010 Audit is not completed due to the additional information received from the recent forensic audit on the Weatherization Program. Mr. Crider indicated that a finalized report should be available for next month. At this time no action is required due to the 2010 Audit report not available for consideration.

**ADMINISTRATIVE SERVICES**

9. Consider and act upon authorizing the Executive Director to renew contracts for the agency's standard office supplies with the following vendors:

- A. American Business Solutions
- B. Computata Products (CPI)
- C. Global Government Education Solutions, Inc.
- D. Office Resource Center
- E. Quill Corporation
- F. The Stallion Company
- G. V-Quest Office Machines & Supplies, Ltd.

Cindy Krueger stated staff is requesting authorization for the Executive Director to renew contracts for the agency's standard office supplies with the above vendors. After discussion, a Motion was made by Judge Evans, seconded by Judge Bautista to approve renewing contracts with the above vendors for the agency's standard office supplies with the caveat that the contracts are non-exclusive and that staff will continue to seek other vendors. The Motion carried unanimously.

### **GOVERNMENTAL SERVICES**

10. Consider and act upon authorizing the Executive Director to submit an application for the Texas Commission on Environmental Quality (TCEQ) Texas Emission Reduction Plan Rebate Grant to replace three (3) diesel vehicles for Alamo Regional Transit (ART).

Dean Danos stated staff recommends authorizing the Executive Director to submit an application for the Texas Commission on Environmental Quality (TCEQ) Texas Emission Reduction Plan Rebate Grants to replace three (3) diesel vehicles for Alamo Regional Transit (ART). After consideration, a Motion was made by Judge Bautista, seconded by Mayor Marne to authorize the Executive Director to submit an application to TCEQ. The Motion carried unanimously.

11. Consider and act upon the following from the Alamo Regional Transit Program:
  - A. Authorizing the Executive Director to enter into contract with *Rush Bus Centers* for the purchasing and installation of Sixty Three (63) On-Board Security Vehicle Cameras in the amount not to exceed \$100,000.00.
  - B. Authorize the Executive Director to enter into contract with *State Aire* and *Apex Enterprises Inc.* for the repairs and upgrades at the Kerrville Intermodal Facility as listed in the Request for Proposals (RFP) in the amount not to exceed \$30,000.00.
  - C. Authorize the Executive Director to amend the Texas Department of Transportation (TxDOT) – Job Access Reverse Commute (JARC) Grant transferring operating funds into capital funds in the amount of \$450,000.00. Funds will be used to purchase six Type III Buses.
  - D. Authorize the Executive Director to utilize the most cost effective method of procurement including an Interlocal Agreement or State contract to purchase six (6) Type III - Buses with the Job Access Reverse Commute (JARC) grant.

Dean Dean stated staff recommends approving the above items from the Alamo Regional Transit Program. After consideration, a Motion was made by Judge

Evans, seconded by Judge Bautista to approve the above items from the Alamo Regional Transit Program. The Motion carried unanimously.

12. Consider and act upon the following from the Weatherization Assistance Program:

- A. Authorize the Executive Director to accept \$2,315,593.00 in Low Income Energy Assistance Program (LIHEAP) from the Texas Department of Housing and Community Affairs (TDHCA) for the 2011-2012 program years.

Joe Ramos stated staff recommends authorizing the Executive Director to accept \$2,315,593.00 in Low Income Energy Assistance Program (LIHEAP) from the Texas Department of Housing and Community Affairs (TDHCA) for the 2011-2012 program years. After consideration, a Motion was made by Judge Evans, seconded by Judge Bautista to authorize the Executive Director to accept \$2,315,593.00 in Low Income Energy Assistance Program from TDCHA. The Motion carried unanimously.

- B. Discussion and update on AACOG's Weatherization Assistance Program Protocol, Processes and Procedures.

- 1) WAP Process flow chart.
- 2) Program report through March 31, 2011.

Joe Ramos discussed and updated the Committee on AACOG's Weatherization Assistance Protocol, Processes and Procedures which includes the Weatherization Assistance Process flow chart and Program report through March 31, 2011. No action required.

### **HUMAN SERVICES**

13. Review and discussion on Department of Aging and Disability Services (DADS) 2<sup>nd</sup> Quarter Performance Measures and Outcome Targets for Fiscal Year 2011.

Susan Lodge discussed the Department of Aging and Disability Services (DADS) 2<sup>nd</sup> Quarter Performance Measures and Outcome Targets for Fiscal Year 2011. No action required.

14. Executive Session.

The Committee adjourned at 11:36 a.m. into Executive Session to discuss the following:

In accordance with Chapter 551 of the Texas Government Code, Subchapter D, the Management /Audit Committee may meet in executive session on any item listed below or on this agenda for consultation concerning attorney-client matters (real estate, litigation, contracts, personnel and security); any final action or vote taken will be in public.

Pursuant to 551.074 an Executive Session will be held to discuss the Executive Director's Employee Performance Evaluation.

15. Discussion and appropriate action on Executive Director Performance Evaluation.

The Committee reconvened from Executive Session at 11:55 a.m. No action required.

16. Consider and act upon items to be placed on the Board of Directors Agenda from the Management / Audit Committee.

Kate Reed stated items 5, 10 and 12.B. will be placed on the Board of Directors Agenda as well as an Executive Session at the beginning of the agenda regarding the Interim Executive Director.

17. Discussion of items to be placed on the agenda for the next Management / Audit Committee meeting.

There are no items on the agenda at this time.

18. Mrs. Reed stated that the next meeting date is Wednesday, May 18, 2011, 10:00 a.m.
19. The meeting was adjourned at 12:04 p.m.