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MEMBER

RAYMOND L. TELLES
EXECUTIVE DIRECTOR

May 9, 2013

Via: Email (Mildred.Litchfield@txdot.gov) & Regular U.S. Mail

Phil Wilson, Executive Director
Texas Department of Transportation
125 E. 11th Street
Austin, Texas 78701-2483

Re: CRRMA Waiver of Primacy - Border Highway West Extension Project

Dear Mr. Wilson,

Attached, you will find a fully executed Board Resolution from the Camino Real Regional Mobility Authority (CRRMA) Board of Directors, which waives the CRRMA's right of primacy to develop, construct, finance and operate the Border Highway West Extension Project (BHW Project). This waiver of primacy is made pursuant to Chapter 373.055, Texas Transportation Code and in response to your request for the same, dated April 8, 2013.

Despite the referenced waiver, it was explained by your staff that there may be opportunities for the CRRMA to be involved in this important regional project in the future. As the CRRMA is the local toll project entity for the El Paso region and the BHW Project includes a tolling component, the CRRMA remains interested in discussing opportunities to be engaged in the toll operations side of this project. Similarly, the State Spur 601 model developed between the CRRMA, TxDOT and a private developer, which utilized the CRRMA as a conduit bond issuer was very effective in reducing total project costs for the Spur 601. Accordingly, I believe that there are various ways in which the BHW Project could benefit from the CRRMA's involvement and the CRRMA will continue to be available to assist TxDOT as you move this project forward.

Sincerely,

Raymond L. Telles
Executive Director

cc via Email: Scott McLaughlin, CRRMA Chair
Frank P. Holzmann, P.E., TxDOT - Strategic Projects Office
Robert Bielek, P.E., TxDOT - El Paso District Engineer

CAMINO REAL REGIONAL MOBILITY AUTHORITY BOARD RESOLUTION

WHEREAS, the Texas Department of Transportation ("TxDOT") is currently pursuing the environmental approvals necessary for the development of the Loop 375 Border Highway West Extension Project (the "BHW Project") from Racetrack Drive near Doniphan Road and New Mexico 273 (west of downtown) to US 54 (east of downtown), which includes a tolled lane alternative;

WHEREAS, under Section 373.052 of the Texas Transportation Code, the Camino Real Regional Mobility Authority (the "CRRMA") has the first option to develop, finance, construct and operate any new toll project located within the territory of the CRRMA, but may waive or decline to exercise any option, step or other right to develop, finance, construct or operate any such toll project;

WHEREAS, the CRRMA is in receipt of a correspondence from the Executive Director of TxDOT that requests the CRRMA to waive its right to "develop, construct, finance, operate and maintain" the BHW Project so that TxDOT may do so;

WHEREAS, the CRRMA supports the goal of the BHW Project, which is to provide an alternative route to Interstate 10, and the CRRMA therefore desires to facilitate the continued timely development of the BHW Project by waiving or declining to exercise the CRRMA's right to develop, finance, construct and operate the BHW Project, thereby permitting TxDOT to pursue the same;

WHEREAS, the CRRMA is the local toll project entity for the El Paso region and is currently engaged in the development of various aspects of other toll projects located on the Loop 375 Corridor as is the BHW Project, including the preliminary engineering and environmental phase of the Americas Managed Lanes Project and the design and installation of toll equipment for the operation of the César Chávez Managed Lanes Project; and

WHEREAS, in the event TxDOT is not able to or no longer desires to retain the right to operate the BHW Project, the CRRMA is interested in discussing with TxDOT an agreement pursuant to which the CRRMA would operate and maintain any tolled lanes of the BHW Project in order that the traveling public would eventually interface only with a single tolling entity while utilizing the toll road system currently being constructed in the El Paso region;

NOW, THEREFORE, BE IT RESOLVED BY THE CAMINO REAL REGIONAL MOBILITY AUTHORITY:


THAT the Camino Real Regional Mobility Authority (CRRMA) hereby waives and declines to exercise its option under Chapter 373, Texas Transportation Code, to develop, finance, construct and operate the Loop 375 Border Highway West Extension Project so that TxDOT may take such actions; and

\\ THAT the CRRMA's Executive Director is authorized to initiate negotiations with TxDOT for any agreements or other documentation necessary under Chapter 373, Texas Transportation Code, and other applicable law, for TxDOT to develop, finance, construct and operate the Loop 375 Border Highway West Extension Project with the benefit of input from, and collaboration with, the CRRMA; and

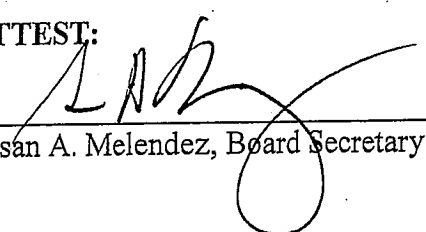
THAT the CRRMA's Executive Director be authorized to take any such acts necessary to implement the directives provided herein, including negotiation for operation of the Loop 375 Border Highway West Extension Project, in the event TxDOT no longer desires to retain the right to operate; provided, however, that the Executive Director will bring any agreements arising from the directives provided herein to the Board for consideration and action.

PASSED AND APPROVED THIS 8TH DAY OF MAY, 2013.

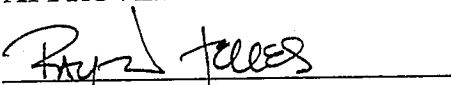
CAMINO REAL REGIONAL
MOBILITY AUTHORITY


Scott McLaughlin, Chair

ATTEST:


Susan A. Melendez, Board Secretary

APPROVED AS TO CONTENT:


Raymond L. Telles
Executive Director