

CAMINO REAL REGIONAL MOBILITY AUTHORITY BYLAWS & PROCEDURES

ARTICLE I MISSION STATEMENT

The mission of the Camino Real Regional Mobility Authority is to assist in the establishment of a comprehensive transportation system to directly benefit the traveling public within the El Paso region through the development of additional transportation alternatives within the region.

ARTICLE II CAMINO REAL REGIONAL MOBILITY AUTHORITY

These Bylaws are made and adopted for the regulation of the affairs and the performance of the functions of the Camino Real Regional Mobility Authority (the "CRRMA"), a regional mobility authority authorized and existing pursuant to Chapter 370 of the Texas Transportation Code (the "Act") and 43 Texas Administrative Code §26 (the "Rules"), as may be amended.

ARTICLE III PRINCIPAL OFFICE

The principal office of the CRRMA shall be located within the City of El Paso, El Paso County, Texas.

ARTICLE IV GENERAL POWERS OF THE CRRMA

The activities, property, and affairs of the CRRMA shall be managed by a Board of Directors (the "Board"). The general powers of the CRRMA shall be as permitted by the Constitution and statutes of the State of Texas, including but not limited to the Act, the Rules and these Bylaws, each as may be amended from time to time.

ARTICLE V INITIAL BOARD

- (A) The initial Board of the CRRMA shall consist of seven (7) Directors. The Governor of the State of Texas shall appoint one (1) member, who shall act as the Chair of the Board. The City Council of the City of El Paso shall appoint the remaining six (6) members. Each Director of the initial Board shall be a resident of the City of El Paso at the time of appointment and through the Director's initial term.

- (B) The terms of the initial Directors shall begin on the date of their appointment and shall be staggered terms. Three (3) of the City Council appointment terms shall terminate on February 1, 2008, while the remaining three (3) initial Board member terms shall terminate on February 1, 2009. The term for the Governor's appointment shall terminate on February 1, 2009. Thereafter, all terms shall be for a period of two (2) years. Directors may be reappointed at the discretion of the party appointing said Director.

ARTICLE VI SUBSEQUENT DIRECTORS

- (A) Each Director subsequently appointed to the CRRMA must be a resident of the City of El Paso at the time of their appointment, and through their term as a Director.
- (B) Upon the admission of a new entity to the CRRMA, the number of Directors may be increased in accordance with any then-applicable laws and regulations.

ARTICLE VII QUALIFICATIONS OF DIRECTORS

- (A) All Directors shall have and maintain the qualifications set forth in this Article, the Act, and the Rules.
- (B) All Directors shall be appointed without regard to disability, sex, religion, age, or national origin.
- (C) An elected official is not eligible to serve as a Director.
- (D) An employee of a city or county located wholly or partly within the boundaries of the CRRMA is not eligible to serve as a Director.
- (E) A person who is an officer, employee, or paid consultant of a Texas trade association in the field of road construction or maintenance, public transportation or aviation, or whose spouse is an officer, manager, or paid consultant of a Texas trade association in the aforementioned fields, is not eligible to serve as a Director or as the CRRMA's Executive Director.
- (F) A person is not eligible to serve as a Director or as the CRRMA's Executive Director if the person or the person's spouse:
- (1) is employed by or participates in the management of a business entity or other organization, other than a political subdivision, that is regulated by or receives money from TxDOT or the CRRMA;
 - (2) owns or controls, directly or indirectly, more than a 10 percent interest in a business entity or other organization that is regulated by or receives money from TxDOT or the CRRMA, other than compensation for acquisition of right-of-way;

- (3) uses or receives a substantial amount of tangible goods, services, or money from TxDOT or the CRRMA, other than compensation or reimbursement authorized by law for Board membership, attendance, or expenses, or for compensation for acquisition of right-of-way;
 - (4) is an officer, employee, or paid consultant of a Texas trade association in the field of road construction, maintenance, or operation; or
 - (5) is required to register as a lobbyist under Chapter 305, Government Code, because of the person's activities for compensation on behalf of a profession related to the operation of TxDOT or the CRRMA.
- (G) All Directors shall annually certify to the Secretary of the Board (as defined herein) that he or she is qualified to serve as a Director of the CRRMA, pursuant to and in accordance with these Bylaws, the Act, and the Rules, as may be amended. Such certification shall be made in a form as provided by the CRRMA; provided, however, that the submission to the Secretary of those similar certifications required by the State of Texas shall satisfy this requirement.
- (H) It is also strongly recommended that CRRMA Directors possess the following characteristics:
- (1) Significant financial expertise;
 - (2) Experience in business;
 - (3) Geographic diversity (through the City of El Paso);
 - (4) Educational achievement;
 - (5) Moral and ethical character;
 - (6) Integrity;
 - (7) High performance standards;
 - (8) Cultural diversity;
 - (9) Transportation knowledge;
 - (10) Availability (an appointment will require a significant commitment of time); and
 - (11) Strong desire for public service.

**ARTICLE VIII
VACANCIES, RESIGNATION AND REMOVAL OF DIRECTORS**

- (A) A vacancy on the Board shall be filled promptly by the entity that made the appointment. Any Director appointment to fill a vacancy shall be appointed only for the period remaining in the unexpired term. However, reappointment to a full term is permitted thereafter.
- (B) A Director may resign at any time, upon providing notice to the CRRMA and the entity that appointed such Director.
- (C) Any Director may be removed from the Board if the Director does not possess the required qualifications at the time of appointment or does not maintain such qualifications as required by these Bylaws, the Act, or the Rules, as may be amended. A Director may also be removed if the Director can not discharge the Director's duties for a substantial portion of the term because of illness, or disability. A Director that accumulates an absence for three (3) consecutive CRRMA Board meetings may be removed by the appointing entity.
- (D) If the Executive Director of the CRRMA learns that a potential ground for removal of a Director exists, the Executive Director shall notify the Chair and the Vice-Chair of such potential ground for removal. The Chair or the Vice-Chair shall immediately notify the appointing entity of such ground for removal in writing.
- (E) A Director shall be removed only after receiving written notice of such removal from the appointing entity.

**ARTICLE IX
COMPENSATION OF DIRECTORS**

Directors shall serve without compensation, but will be reimbursed for their actual expenses incurred for attending meetings of the Board and such other actual expenses as may be reasonably incurred in carrying out the duties and functions of a Director of the Board.

**ARTICLE X
CONFLICT OF INTEREST**

A Director shall not: (i) accept or solicit any gift, favor, or service that might reasonably tend to influence that Director in the discharge of official duties on behalf of the CRRMA or that the Director knows or should know is being offered with the intent to influence the Director's official conduct; or (ii) accept other compensation that could reasonably be expected to impair the Director's independence of judgment in the performance of the Director's duties. Further, the Board and employees are explicitly prohibited from accepting any meals, gifts or other items

of value from those individuals and firms identified as Key Personnel or Key Financial Personnel within the applicable CRRMA Conflict of Interest Policies.

Directors shall familiarize themselves and comply with all applicable laws regarding conflicts of interest, including Chapter 171 of the Texas Local Government Code and any conflict of interest policy adopted by the Board. Directors shall comply with the requirement to file an annual personal financial statement with the Texas Ethics Commission as provided by §370.2521 of the RMA Act and the requirement to complete training on the CRRMA's responsibilities under the Texas Open Meetings Act and Public Information Act as provided by §§551.005 and 572.012 of the Texas Government Code.

ARTICLE XI MEETINGS OF THE BOARD

- (A) All regular meetings of the Board shall be held in the City of El Paso at a specific date, time, and location as determined by the Board. The agenda for all regular meetings shall be set by the Chair. The Board shall have no less than four (4) regular Board meetings per calendar year. The Chair may postpone any regular meetings, upon the determination that such meeting is unnecessary or that a quorum will not be achieved.
- (B) Special meetings and emergency meetings of the Board may be called by the Chair or any three (3) Directors, upon compliance with all applicable notice requirements. The Chair or Directors calling any such special or emergency meeting shall also determine the date, time, location, and agenda for such meeting.
- (C) The presence of a majority of the appointed Directors shall constitute a quorum. The vote of a majority of the Directors present at any meeting shall be required for any action taken by the Board.
- (D) Pursuant to and in accordance with the Act, the CRRMA may conduct meetings via conference call. Any such meeting shall be conducted in strict accordance with the Act and Chapter 551 of the Texas Government Code.
- (E) All meetings of the Board and any of its committees shall be conducted in accordance with the Texas Open Meetings Act, the Act, the Rules, and these Bylaws. In the event of conflict, the Texas Open Meetings Act, the Act or the Rules shall govern.

ARTICLE XII COMMITTEES OF THE BOARD

- (A) The Chair may designate from among the Directors one (1) or more ad hoc or standing committees, each of which shall be comprised of two (2) or more Directors, and may designate one (1) or more Directors as alternate members of such committees. The alternate member(s) may, subject to any limitations imposed by the Chair, replace absent

or disqualified members at any meeting of the committee. The Chair shall appoint the Chair of any such committee, and shall identify any duties or obligations of such committee.

- (B) A majority vote of the Board may also establish a committee, which through such vote shall establish the Chair, obligations and duties of such committee.
- (C) A meeting of a committee may be called by the Chair of the Board, the Chair of the committee, or by two (2) members of the committee. Each committee shall keep minutes of its meetings and report the same to the Board as requested. To the extent applicable, the provisions within these bylaws regarding Board meetings shall also apply to committees.

ARTICLE XIII OFFICERS OF THE BOARD

- (A) The officers of the CRRMA shall consist of a Chair, a Vice-Chair, a Secretary, an Alternate Secretary and a Treasurer (collectively the "Officers"). The offices of Secretary and Treasurer may be held simultaneously by the same person.
- (B) Officers will be elected by the Board for a term of one (1) year, subject to the removal provisions of these Bylaws. Such elections shall be held at the first meeting of each February. Notwithstanding the provision above, the position of Chair is filled by the Governor, and not through an election of the Board.
- (C) Any Officer, except for the Chair, may resign his/her officer position at any time through written notice to the Chair. The Chair may resign at any time upon written notice to the Board and the Governor. Any Officer may be removed at any time with or without cause, by a majority vote of the Board. In the event of such a vacancy, the Board may vote during any regular, special, or emergency meeting to elect a new Officer, except for the Chair, for the remainder of the unexpired term.
- (D) Subject to the provisions of the Act, the Rules, and these Bylaws, the Chair is a Director of the Board appointed by the Governor to call, preside at, and set the agendas for all meetings of the Board. The Chair may also establish committees of the Board.
- (E) The Vice-Chair must be a Director of the CRRMA. During the absence or disability of the Chair, upon the Chair's death (and pending the Governor's appointment of a successor Chair), or upon the request of the Chair, the Vice-Chair shall perform the duties and exercise the authority and powers of the Chair.
- (F) Neither the Secretary nor the Alternate Secretary need be Directors of the CRRMA. The duties of the Secretary, or in the absence or upon the delegation of the Secretary, the duties of the Alternate Secretary shall include, but not be limited to, the following functions:

- (1) keep true and complete records of all proceedings of the Directors in books provided for that purpose and assemble, index, maintain, and keep up-to-date a book of all of the policies adopted by the CRRMA;
 - (2) attend to the giving and serving of all notices of meetings of the Board and its committees and such other notices as are required by the office of the Secretary and as may be directed by the Act, the Rules, any trust indenture binding on the CRRMA, Directors of the CRRMA, or the Executive Director;
 - (3) seal with the official seal of the CRRMA and attest all documents, including trust agreements, bonds, and other obligations of the CRRMA that require the official seal of the CRRMA to be impressed thereon;
 - (4) execute, attest, and verify signatures on all contracts in which the total consideration equals or exceeds an amount established in resolutions of the Board, contracts conveying property of the CRRMA, and other agreements binding on the CRRMA which by law or Board resolution require attestation;
 - (5) certify resolutions of the Board and any committee thereof;
 - (6) maintain custody of the corporate seal, minute books, accounts, and all other official documents and records, files, and contracts that are not specifically entrusted to some other Officer or depository; and
 - (7) hold such administrative offices and perform such other duties as the Directors or the Executive Director shall require.
- (G) The Treasurer need not be a Director of the CRRMA. The Treasurer's duties shall include, but not be limited to, the following functions:
- (1) execute all requisitions to the applicable bond trustee for withdrawals from the construction fund, unless the Board designates a different officer, Director, or employee of the CRRMA to execute any or all of such requisitions.
 - (2) execute, and if necessary attest, any other documents or certificates required to be executed and attested by the Treasurer under the terms of any trust agreement or supplemental trust agreement entered into by the CRRMA;
 - (3) maintain custody of the CRRMA's funds and securities and keep a full and accurate account of all receipts and disbursements, and endorse, or cause to be endorsed, in the name of the CRRMA and deposit, or cause to be deposited, all funds in such bank or banks as may be designated by the Authority as depositories;
 - (4) render to the Directors at such times as may be required an account of all financial transactions coming under the scope of the Treasurer's authority;

- (5) give a good and sufficient bond, to be approved by the CRRMA, in such an amount as may be fixed by the CRRMA;
- (6) invest such of the CRRMA's funds as directed by resolution of the Board, subject to the restrictions of any trust agreement entered into by the CRRMA; and
- (7) hold such administrative offices and perform such other duties as the Directors of the CRRMA or the Executive Director shall require. If, and to the extent that, the duties or responsibilities of the Treasurer and those of any administrator conflict and are vested in different persons, the conflicting duties and responsibilities shall be deemed vested in the Treasurer.

**ARTICLE XIV
CRRMA STAFF AND ADMINISTRATION**

- (A) The Executive Director of the CRRMA shall be selected by the Board and shall serve at the pleasure of the Board, performing all duties assigned by the Board and implementing all resolutions and policies adopted by the Board.
- (B) The Executive Director's duties shall include, but not be limited to, the following functions:
 - (1) general management, hiring, and termination of employees, and day-to-day operations of the CRRMA;
 - (2) prepare a draft of the Strategic Plan of the CRRMA's operations, as described herein;
 - (3) prepare a draft of the CRRMA's written Annual Report, as described herein;
 - (4) at the invitation of the City Council of the City of El Paso, appear with representatives of the Board before the City Council to present the CRRMA's Annual Report and respond to questions and receive comments regarding the report or the CRRMA's operations;
 - (5) execute inter-agency and interlocal contracts and service contracts;
 - (6) execute contracts, contract supplements, contract change orders, and purchase orders not exceeding amounts established in resolutions or motions of the Board; and
 - (7) such other obligations and authority as may be described in Board resolutions or motions adopted from time to time.

- (C) The Executive Director may delegate the foregoing duties and responsibilities as the Executive Director deems appropriate, provided such delegation does not conflict with applicable law or any express direction of the Board.
- (D) The Board may designate an interim Executive Director to perform the duties of the Executive Director during such times as the position of Executive Director is vacant. The Interim Executive Director need not be an employee of the CRRMA.
- (E) The Chief Administrator of the CRRMA shall be the Executive Director. Other administrators may be appointed by the Executive Director with the consent of the Board. All such administrators, except for the Executive Director, shall perform such duties and have such powers as may be assigned them by the Executive Director or as set forth in Board resolutions. Any administrator may be removed, with or without cause, at any time by the Executive Director. All administrators will be reimbursed for expenses incurred in performance of their duties as approved by the Executive Director. Notwithstanding the foregoing, all expense reimbursements to the Executive Director shall be subject to all applicable policies, board resolutions or motions of the Board.

ARTICLE XV INDEMNIFICATION

- (A) The CRRMA may indemnify one or more of its directors or officers for necessary expenses and costs, including attorney's fees, incurred by the Directors or Officers in connection with any claim asserted against the Directors or Officers in their respective capacities as Directors or Officers.
- (B) If the CRRMA does not fully indemnify a Director or Officer as provided in Subsection (A) above, the court in a proceeding in which any claim against the Director or Officer is asserted or any court with jurisdiction of an action instituted by the Director or Officer on a claim for indemnity may assess indemnity against the CRRMA, its receiver, or trustee only if the court finds that, in connection with the claim, the Director or Officer is not guilty of negligence or misconduct.
- (C) A court may not assess indemnity under Subsection (B) for an amount paid by the Director or Officer to the CRRMA.
- (D) This Article applies to a current or former Director or Officer of the CRRMA.
- (E) If an Officer or Director who has been indemnified by an authority under Subsection (A) is subsequently convicted of an offense involving the conduct for which the Officer or Director was indemnified, the Officer or Director is liable to the CRRMA for the amount of indemnification paid, with interest at the legal rate for interest on a judgment from the date the indemnification was paid.

**ARTICLE XVI
REPORTS OF THE CRRMA**

- (A) Each even-numbered year, the CRRMA shall issue a Strategic Plan of its operations covering the next five (5) fiscal years, beginning with the next odd-numbered fiscal year. A draft of each Strategic Plan shall be submitted to the Board for review, approval, and subject to revisions required by the Board, adoption.
- (B) Under the direction of the Executive Director, the staff of the CRRMA shall prepare a draft of an Annual Report on the CRRMA's activities during the preceding year and describing all turnpike revenue bond issuances anticipated for the coming year, the financial condition of the CRRMA, all project schedules, and the status of the CRRMA's performance under the most recent Strategic Plan. The draft shall be submitted to the Board for review, approval, and, subject to revisions required by the Board, adoption. Upon completion, the CRRMA shall file with the City Council of the City of El Paso, the CRRMA's Annual Report, as adopted by the Board.
- (C) At the invitation of the City Council of the City of El Paso, representatives of the Board and the Executive Director shall appear before the City Council to present the Annual Report, respond to questions, and receive comments from the City Council.


**ARTICLE XVII
GENERAL PROVISIONS**

- (A) All contracts and purchases on behalf of the CRRMA shall be entered into and made in accordance with rules of procedure prescribed by and adopted by the Board and those applicable laws and rules of the State of Texas and its agencies.
- (B) The CRRMA will not by agreement or otherwise, waive or impugn upon its sovereign immunity.
- (C) Employees of the CRRMA shall be employees at will unless they are party to an employment agreement with the CRRMA executed by the Chair upon approval of the Board. Employees may be terminated at any time, with or without cause, by the Executive Director subject to applicable law and policies in adopted by the CRRMA and in place at the time of the termination.
- (D) The Board shall, in accordance with all applicable trust agreements, the Act, the Rules, and other applicable laws, establish toll rates and fees, designate speed limits, establish fines for toll violators, and adopt rules and regulations for the use and occupancy of any toll project.
- (E) The official seal of the CRRMA shall consist of the embossed impression of a circular disk with the words "Camino Real Regional Mobility Authority, 2007" on the outer rim, with a star in the center of the disk.

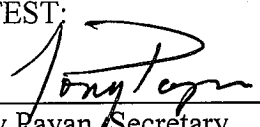
- (F) Except as may be otherwise provided by law, these Bylaws may be amended, modified, altered or repealed in whole or in part, at any regular meeting of the Board after applicable notice requirements have been complied with.
- (G) The Board shall comply with all requirements of the Act, the Rules, and all other applicable laws.
- (H) The fiscal year for the CRRMA shall be identical to the City of El Paso's fiscal year.

APPROVED AND ADOPTED THIS 19th DAY OF MARCH, 2009.

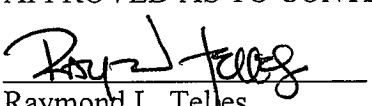
CAMINO REAL REGIONAL
MOBILITY AUTHORITY


Harold W. Hahn, Chair

ATTEST:


Tony Payan, Secretary

APPROVED AS TO CONTENT:


Raymond L. Telles
Executive Director