

CAMINO REAL REGIONAL MOBILITY AUTHORITY BOARD RESOLUTION

WHEREAS, pursuant to a completed procurement process, the Camino Real Regional Mobility Authority (CRRMA) Board selected Telvent USA, LLC as the proposer presenting the best value proposal to the CRRMA for the toll systems integration and maintenance services sought by the referenced procurement and subsequently authorized the CRRMA's Executive Director to execute an agreement with Telvent USA, LLC for Toll System Integration and Maintenance; and

WHEREAS, Telvent USA, LLC has since undergone an internal reorganization and now desires to transfer and assign all rights, title and interest in such Agreement for Toll System Integration and Maintenance to one of its affiliates, Schneider Electric Mobility NA, Inc., and has requested consent for such assignment of the CRRMA in accordance with said Agreement;

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

THAT the Executive Director is hereby authorized to execute an Acknowledgement and Consent for the transfer and assignment of the Agreement for Toll System Integration and Maintenance, with Telvent USA, LLC to Schneider Electric Mobility NA, Inc., including any additional documents or materials as may be required to effectuate such transfer and assignment.

PASSED AND APPROVED THIS 10TH DAY OF JUNE 2015.

**CAMINO REAL REGIONAL
MOBILITY AUTHORITY**

ATTEST:

Joe D. Wardy, Vice Chair

Susan A. Melendez, Board Secretary

APPROVED AS TO CONTENT:

Raymond L. Telles
Executive Director



April 15, 2015

Delivered by Mail

Camino Real Regional Mobility
2 Civic Center Plaza, 9th Floor
El Paso, Texas 79901
Attention : Raymond Telles, Executive Director

Re: Request for Consent to Assignment of the Toll Systems Integration and Maintenance Agreement

Dear Mr. Telles:

Reference is made to the Toll Systems Integration and Maintenance Agreement, dated as of December 12, 2012 (the "Agreement"), between Telvent USA, LLC (f/k/a Telvent Farradyne, Inc.) ("us") and Camino Real Regional Mobility ("you"). Capitalized terms used but not defined herein have the meaning ascribed to them in the Agreement.

In connection with an internal reorganization designed to provide consistency and to eliminate brand confusion, we wish to transfer and assign all rights, title and interest in the Agreement to one of our affiliates, Schneider Electric Mobility NA, Inc. ("Schneider Transportation"), which is solely dedicated to our transportation business, and Schneider Transportation will assume all of our obligations thereunder (such transfer and assignment the "Assignment"). Subject to your consent, we wish to effect this transfer on July 1, 2015.

In accordance with Section 5.4(a) of the Agreement, we hereby request your consent to the Assignment by signing the acknowledgement and consent below and returning it to Mary Kibble, Senior Legal Counsel, at Schneider Electric, 132 Fairgrounds Road, West Kingston, RI 02892, mary.kibble@schneider-electric.com, fax number : 1.401.788.2701.

If you have any legal questions regarding the Assignment or this request for consent, please contact Germaine Gurr, Vice President & Deputy General Counsel, at germaine.gurr@schneider-electric.com or 401.743.5371. For all other questions regarding the Assignment or this request for consent, please contact Tawnya Clark, Vice President-Sales - Tolling, at tawnya.clark@schneider-electric.com or 832.540.0521.

We appreciate your assistance and thank you in advance for your prompt attention to this matter.

Sincerely,

Telvent USA, LLC

By:  _____

Name: Steve Haddix

Title: Vice President

cc: Schneider Electric Mobility NA, Inc.

The undersigned hereby acknowledges and consents to the Assignment effective as of July 1, 2015:

Camino Real Regional Mobility

By: _____

Name:

Title: