CAMINO REAL REGIONAL MOBILITY AUTHORITY
BOARD RESOLUTION

WHEREAS, the Camino Real Regional Mobility Authority (CRRMA) and First Southwest Company (FSW), entered into an Agreement for Financial Advisory Services dated August 10, 2007 (Agreement), whereby FSW agreed to serve as the Financial Advisor to the CRRMA; and

WHEREAS, the CRRMA and FSW are currently involved in various pursuits for which the CRRMA requires the services of a Financial Advisor and the CRRMA has determined that it is in its best interest for FSW to continue to provide financial advisory services to the CRRMA until the CRRMA staff can complete a formal procurement process for a financial advisor; and

WHEREAS, the CRRMA further desires to direct its Executive Director to commence a new procurement process for the selection of a financial advisor as soon as possible.

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

THAT the Executive Director be authorized to execute a First Amendment to an Agreement for Financial Advisory Services with First Southwest Company, for the extension of such agreement; and that the Executive Director be authorized to commence a new procurement process for a Financial Advisor to the CRRMA.

PASSED AND APPROVED THIS 22ND DAY OF JANUARY, 2014.

CAMINO REAL REGIONAL MOBILITY AUTHORITY

_____
Scott McLaughlin, Chair

ATTEST:

_____
Susan A. Melendez, Board Secretary

APPROVED AS TO CONTENT:

_____
Raymond L. Telles
Executive Director

CAMINO REAL REGIONAL MOBILITY AUTHORITY

FIRST AMENDMENT TO AN AGREEMENT FOR

FINANCIAL ADVISORY SERVICES

THIS FIRST AMENDMENT is made effective as of the 10th day of August, 2012, by and between the **CAMINO REAL REGIONAL MOBILITY AUTHORITY**, 300 N. Campbell, 2nd Floor, El Paso, Texas 79901, hereinafter referred to as the "Authority", and **FIRST SOUTHWEST COMPANY**, a Delaware Corporation, 325 North St. Paul Street, Suite 800, Dallas, Texas 75201, hereinafter referred to as the "Company".

W I T N E S S E T H:

WHEREAS, the Authority and the Company entered into an Agreement for Financial Advisory Services dated August 10, 2007, hereinafter referred to as the "Agreement," whereby the Company agreed to provide financial advisory services to the Authority; and

WHEREAS, the term of the Agreement concluded on August 10, 2012, subject to an extension of one additional year upon prior written notice by the Authority; and

WHEREAS, the Authority and the Company are currently involved in various pursuits and the Authority has determined that it is in its best interest for the Company to continue to provide financial advisory services to the Authority; and

WHEREAS, the Authority and the Company therefore desire to extend the term of the Agreement to August 10, 2014.

NOW, THEREFORE, and in consideration of the mutual covenants and agreement between the parties, the Authority and Company hereby agree to the following:

I. EXTENSION OF TERM.

Section I. Term. of the Agreement for Financial Advisory Services by and between the Authority and Company dated August 10, 2007 shall be and hereby is amended to read as follows:

> The term of this Agreement commences on the Effective Date and shall remain in force for a term of <u>seven (7)</u> [~~five (5)~~] years. Provided, however, that the term of this Agreement may be extended for <u>a period not to exceed</u> one (1) [~~additional~~] year upon prior written notice by the CRRMA.

II. REMAINING TERMS AND CONDITIONS.

Except to the extent expressly modified herein, all remaining terms and conditions of the Agreement for Financial Advisory Services by and between the Authority and Company dated August 10, 2007 shall continue in full force and effect.

IN WITNESS WHEREOF, the parties hereto have signed or have caused their respective names to be signed to multiple counterparts hereof as of the effective date first above written.

Authority:	Camino Real Regional Mobility Authority	Company:	First Southwest Company
Signature:		Signature:	
By:	Raymond L. Telles	By:	
Title:	Executive Director	Title:	
Date:		Date:	