

**CAMINO REAL REGIONAL MOBILITY AUTHORITY
BOARD RESOLUTION**

WHEREAS, the Camino Real Regional Mobility Authority (CRRMA) is in need of toll transaction processing and toll collection services (including “pay-by-mail” processing, violation processing, and debt collection services) related to the Loop 375 César Chávez – Border Highway Managed Lanes Project and any future CRRMA toll projects;

WHEREAS, the Central Texas Regional Mobility Authority (CTRMA), independently and by and through its consultants, has the expertise required to provide toll transaction processing and toll collection services in connection with toll projects;

WHEREAS, Locke Lord, LLP was asked to and did assist in the development of an interlocal agreement between the CRRMA and CTRMA for the referenced services, but Locke Lord, LLP serves as outside legal counsel to both the CRRMA and CTRMA; and

WHEREAS, the CRRMA and CTRMA believe that neither party was adversely affected by Locke Lord’s assistance in the development of the agreement but the law firm must advise the parties of a potential conflict and receive consent for such continued representation pursuant to the Texas Disciplinary Rules of Professional Conduct;

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

THAT the Executive Director be authorized to execute a waiver of potential conflicts for Locke Lord, LLP’s continued representation as it relates to the Interlocal Agreement between the CRRMA and CTRMA for toll transaction processing and toll collection services.

PASSED AND APPROVED THIS 10TH DAY OF JULY 2013.

**CAMINO REAL REGIONAL
MOBILITY AUTHORITY**

ATTEST:

Scott McLaughlin, Chair

Susan A. Melendez, Board Secretary

APPROVED AS TO CONTENT:

Raymond L. Telles
Executive Director



Attorneys & Counselors

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July 2, 2013

Raymond Telles
Executive Director
Camino Real Regional Mobility Authority
300 North Campbell, 2nd Floor
El Paso, Texas 79901

Re: Representation of CRRMA in Connection with Interlocal Agreement with CTRMA

Dear Raymond:

As you know, we serve as legal counsel to both the Camino Real Regional Mobility Authority ("CRRMA") and the Central Texas Regional Mobility Authority ("CTRMA"). As part of that representation, we have been asked to assist the CRRMA and the CTRMA with the preparation, execution, and/or amendment of an interlocal agreement ("ILA") that will allow the CTRMA to provide, through its consultants, toll transaction processing services to the CRRMA. We are not aware of any facts which would cause us to believe that our representation of the CRRMA will be adversely affected by our representation of the CTRMA. Pursuant to the Texas Disciplinary Rules of Professional Conduct, Rule 1.06, however, it is our duty to advise you that there may be a potential for a conflict of interest between the CRRMA and the CTRMA. Rule 1.06 provides that a lawyer may not represent more than one client in a matter in which the interests of the clients potentially conflict unless each affected client consents to the representation.

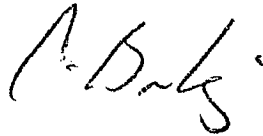
Please be advised that we could be prevented from continuing to represent both the CRRMA and the CTRMA in this matter if a dispute were to arise between the two entities. For instance, if the CTRMA and the CRRMA were to get into a dispute regarding performance under the ILA or amounts owed by one party to the other, we might be required to withdraw from representing one or both of the authorities with respect to such matters. If such a situation occurs, you will be informed immediately as to the possible conflict and as to whether we might have to withdraw as your counsel.

While the CRRMA and the CTRMA are aware of and have agreed to our representation of both entities in connection with this matter, we have not memorialized this agreement in writing. Accordingly, please sign and return this letter indicating that the CRRMA agrees to waive any potential conflicts of interest and to allow the above-mentioned representation to continue.

Raymond Telles
July 2, 2013
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If you have any questions with regard to the representation of your interests in this matter, please contact me so that we may discuss the issue further.

Sincerely,



C. Brian Cassidy

AGREED TO AND ACCEPTED
ON BEHALF OF CAMINO REAL REGIONAL MOBILITY AUTHORITY

By: _____
Raymond Telles
Executive Director

Date: _____