

**CAMINO REAL REGIONAL MOBILITY AUTHORITY
BOARD RESOLUTION**

WHEREAS, the Camino Real Regional Mobility Authority (CRRMA) and the Texas Department of Transportation (TxDOT) have agreed that it would be to the region's benefit to cooperatively develop the I-10 at Loop 375 Americas Interchange Project;

WHEREAS, in 2010, the parties commenced the construction of three direct connectors for this interchange and subsequently agreed that the CRRMA should design a fourth and fifth direct connector (westbound to northbound (WBNB) and eastbound to southbound (EBSB)) to be constructed by TxDOT, through a Project Development Agreement (PDA) and a first amendment to that PDA;

WHEREAS, the parties now desire to further amend the PDA to permit the CRRMA to complete the remaining design services necessary for the ultimate schematic of the Americas Interchange, which includes the two final direct connectors (southbound to eastbound (SBEB) and northbound to eastbound (NBEB)), additional frontage road and cloverleaf work;

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

THAT the Executive Director be authorized to execute an Amendment No. 2 to the Project Development Agreement with the Texas Department of Transportation dated March 22, 2012 to increase the scope of such agreement for the development of the remaining design services necessary for the completion of the I-10 at Loop 375 (Americas Interchange) Project.

PASSED AND APPROVED THIS 29TH DAY OF AUGUST, 2012.

**CAMINO REAL REGIONAL
MOBILITY AUTHORITY**

ATTEST:

Scott McLaughlin, Chair

Susan A. Melendez, Board Secretary

APPROVED AS TO CONTENT:

Raymond L. Telles
Executive Director

AMENDMENT NO. 2

PROJECT DEVELOPMENT AGREEMENT

I-10 at Loop 375 Interchange Westbound to Southbound Direct Connector Project

THIS AMENDMENT NO. 2 TO THE PROJECT DEVELOPMENT AGREEMENT for the I-10 at Loop 375 Interchange Westbound to Southbound Direct Connector Project (this "Amendment") effective as of the ___ day of _____, 2012 (the "Effective Date"), is made by and between the **TEXAS DEPARTMENT OF TRANSPORTATION** ("TxDOT"), an agency of the State of Texas, and the **CAMINO REAL REGIONAL MOBILITY AUTHORITY** ("Authority"), a political subdivision of the State of Texas.

WHEREAS, TxDOT and the Authority entered into a Project Development Agreement, effective as of March 22, 2012 for the purpose of clarifying the relationship between TxDOT and the Authority in connection with the design of a westbound to southbound direct connector improvement to the I-10 at Loop 375 Interchange in El Paso County (the "PDA"); and

WHEREAS, TxDOT and the Authority entered into Amendment No. 1 for the Project Development Agreement, effective as of June 6, 2012 for the purpose of increasing the scope of work to include the design of an additional direct connector improvement to the I-10 at Loop 375 Interchange in El Paso County described as an eastbound to southbound direct connector (the "Amendment No. 1"); and

WHEREAS, the parties have mutually agreed to increase the scope of work as reflected in Paragraph 1 and Exhibit B-1 of the Amendment No. 1 to include the design of two additional direct connectors to the I-10 at Loop 375 Interchange described as the Loop 375 northbound to I-10 eastbound, and the Loop 375 southbound to I-10 eastbound direct connectors, and to increase the estimated costs to be incurred in carrying out the design services as reflected in Paragraph 2 of the PDA; and

WHEREAS, capitalized terms not defined herein shall have the meanings given to them in the PDA.

NOW THEREFORE in consideration of the agreements herein contained, the Parties hereto agree as follows:

A. Amendment to Paragraph 1. The parties hereby agree to delete Paragraph 1 of the Amendment No. 1 in its entirety and replace it with the following:

1. Scope of Work - Authority. As of the effective date of this Agreement, the Authority is authorized to commence and will undertake and diligently perform the services and work on the Project, as more fully described in Exhibit B-2, Project Description and Authority Scope of Work (“Authority Work”) to be performed for the Project located within the area more fully described in Exhibit A-2, Location Map of Project Limits. The Authority Work contemplated herein is limited to the design only of four direct connectors, frontage roads and cloverleaves for the I-10 at Loop 375 Interchange: (i) I-10 westbound to Loop 375 southbound, (ii) I-10 eastbound to Loop 375 southbound, (iii) Loop 375 northbound to I-10 eastbound, and (iv) Loop 375 southbound to I-10 eastbound; and does not include construction or any other work associated with the Project.

B. Amendment to Paragraph 2. The parties hereby agree to delete Paragraph 2 of the PDA in its entirety and replace it with the following:

2. Sources of Funds. The parties acknowledge and agree that total funding for the work to be performed by the Authority hereunder is anticipated to be \$7,010,000 to be provided by TxDOT.

C. Amendment to Exhibit A. The parties hereby agree to delete Exhibit A-1 in its entirety and replace it with Exhibit A-2.

D. Amendment to Exhibit B. The parties hereby agree to delete Exhibit B-1 in its entirety and replace it with Exhibit B-2.

E. Ratification. Except as expressly amended by this Amendment, the PDA and the Exhibits thereto shall remain in full force and effect. None of the rights, interests and obligations existing and to exist under the PDA are hereby released, diminished or impaired, and the parties hereby reaffirm all covenants, representations and warranties, obligations and agreements in the PDA. To the extent any provisions of the PDA are deleted by virtue of this Amendment, such provisions shall nevertheless survive for purposes of enforcing rights or obligations as provided in this Amendment.

F. Execution in Counterparts. For the convenience of the parties, this Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

G. Governing Law. This Amendment shall be governed and construed in accordance with the terms of the PDA.

The undersigned signatory for TxDOT and the Authority hereby represents and warrants that he has full and complete authority to enter into this Amendment to the PDA on behalf of the party represented, that such Amendment has received the approval necessary from the organization he represents, and to bind such party in accordance with the terms and conditions of the PDA as amended hereby.

IN WITNESS HEREOF, TxDOT and the Authority have executed this Amendment effective as of the date set forth above.

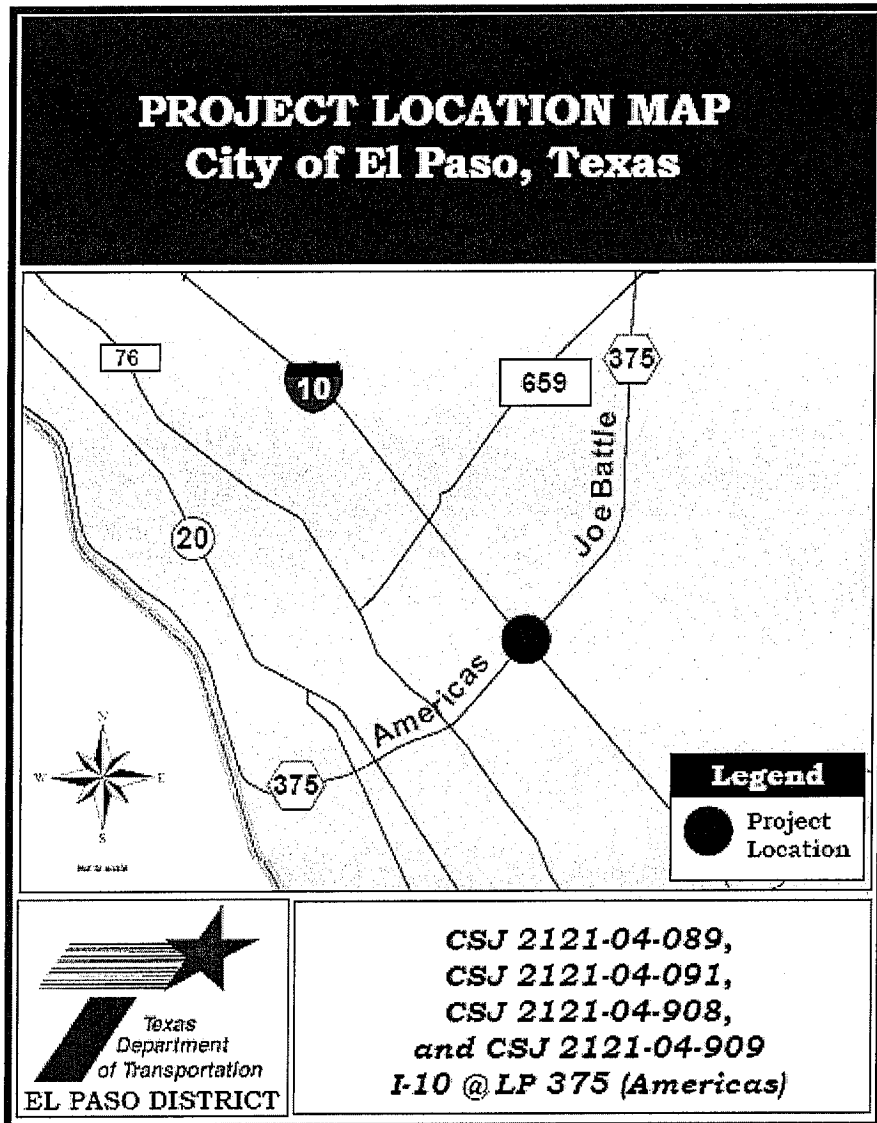
TEXAS DEPARTMENT OF
TRANSPORTATION

CAMINO REAL REGIONAL MOBILITY
AUTHORITY

By: _____
Name: Phil Wilson
Title: Executive Director
Date: _____

By: _____
Name: Raymond L. Telles
Title: Executive Director
Date: _____

EXHIBIT A-2



Revised: August 6, 2012

[END OF EXHIBIT]

EXHIBIT B-2

I-10 at Loop 375 Interchange Westbound to Southbound Direct Connector Project Project Description and Authority Scope of Work

GENERAL – Project Description

The scope of work includes the detailed design (i.e., plans, specifications and estimate – PSE, but not including input into DCIS) of the I-10 westbound (WB) to Loop 375 (SB) southbound, the I-10 eastbound (EB) to Loop 375 southbound (SB), the Loop 375 northbound (NB) to I-10 eastbound (EB), the Loop 375 southbound (SB) to I-10 eastbound (EB) direct connector ramps, frontage roads on I-10 and Loop 375, and the cloverleaf ramps not already designed or constructed, based on the FHWA approved schematic provided by TxDOT.

I-10 WB to Loop 375 SB Direct Connector Ramp

The CSJ number for the I-10 WB to Loop 375 SB direct connector ramp is 2121-04-089.

This direct connector will be designed as a two-lane ramp. The design will be based on the approved IH-10 at Loop 375 Interchange schematic and will include any work on the existing lanes of I-10 and Loop 375 necessary to accommodate construction, as well as any necessary realignment of the frontage roads of I-10 and Loop 375. The design will include design survey, geotechnical field and office services for design activities, subsurface utility engineering, bridge design including steel girder design, drainage revisions, including retention, modification/relocation of existing and additional proposed signage, pavement markings, and the coordination with utility companies for utilities in conflict with the construction of the direct connector. The Authority's utility design responsibility for this direct connector will be limited to the design for the relocation of the existing 20" waterline between the Loop 375 SBFR, EBSB frontage road ramp and the Right-of-Way (ROW). The limits are from the tie point constructed by AGB along the EBSB frontage road ramp to existing 20" encased (36" encasement) line that runs under Loop 375. The Scope of Work does not include right-of-way engineering or acquisition.

The design includes the realignment and reconstruction of the existing eastbound to northbound cloverleaf ramp necessary to accommodate the structural elements of the direct connector, including any modifications to existing drainage structures and highmast lighting and ITS systems. The design will complement the aesthetic treatment of the existing interchange.

The design of the westbound to southbound direct connector will insure that vehicular traffic flows moving westbound to southbound are accommodated adequately through the I-10 at LP375 interchange when this direct connector is implemented in combination with the direct connector ramps that are under construction (eastbound to northbound, southbound to westbound, and northbound to westbound) or under design (westbound to northbound) as of the Effective Date of this Agreement. Temporary entrance or exit ramps between mainlanes and frontage roads of I-10 and Loop 375, or other operational elements, will be considered in the design to the extent permitted and if otherwise necessary.

Notwithstanding the preceding provision regarding temporary ramps, the design will be based upon the FHWA approved schematic provided by TxDOT, and no other FHWA approvals are anticipated.

I-10 EB to Loop 375 SB Direct Connector Ramp

The CSJ number for the I-10 EB to Loop 375 SB direct connector ramp is 2121-04-091.

This direct connector will be designed as a one-lane ramp. The design will be based on the approved IH-10 at Loop 375 Interchange schematic and will include any work on the existing lanes of I-10 and Loop 375 necessary to accommodate construction, as well as any necessary realignment of the frontage roads of I-10 and Loop 375. The design will include design survey, geotechnical field and office services for design activities, subsurface utility engineering, bridge design drainage revisions, including any necessary retention and/or detention, modification/relocation of existing and additional proposed signage, pavement markings, and the coordination with utility companies for utilities in conflict with the construction of the direct connector. The Scope of Work does not include right-of-way engineering or acquisition.

The design includes the realignment and reconstruction of the existing southbound to eastbound cloverleaf ramp and the eastbound to southbound frontage road connector ramp necessary to accommodate the structural elements of the direct connector, including any modifications to existing drainage structures and highmast lighting and ITS systems.

The design will complement the aesthetic treatment of the existing interchange.

The design of the eastbound to southbound direct connector will insure that vehicular traffic flows moving eastbound to southbound are accommodated adequately through the I-10 at LP375 interchange when this direct connector is implemented in combination with the direct connector ramps that are under construction (eastbound to northbound, southbound to westbound, and northbound to westbound) or under design (westbound to northbound) as of the Effective Date of this Agreement. Temporary entrance or exit ramps between mainlanes and frontage roads of I-10 and Loop 375, or other operational elements, will be considered in the design to the extent permitted and if otherwise necessary.

Notwithstanding the preceding provision regarding temporary ramps, the design will be based upon the FHWA approved schematic provided by TxDOT, and no other FHWA approvals are anticipated.

The I-10 WB to Loop 375 SB direct connector ramp and the I-10 EB to Loop 375 SB direct connector ramp will each be designed as standalone design packages. However the plans will be developed in such a way that, if funding is available to construct both ramps, the design plans can be merged together without redesign effort and let as one package. This can be accomplished by revising the Title Sheet to include both ramps and adding a supplemental Index of Sheets showing a Volume 1 (standalone I-10 WB to Loop 375 SB direct connector ramp package) and Volume 2 (standalone I-10 EB to Loop 375 SB direct connector ramp package). All sheets (except the Title) and sheet numbers will remain the same as in the standalone packages, The

quantities for each project will remain on separate the Quantity sheets but will be combined within DCIS and a new Estimate and Quantity sheet yielding the combined quantities will be generated by TxDOT and inserted in the combined plans.

Loop 375 NB to I-10 EB Direct Connector Ramp

The CSJ number for the Loop 375 NB to I-10 EB direct connector ramp is 2121-04-909.

This direct connector will be designed as a one-lane ramp. The design will be based on the approved IH-10 at Loop 375 Interchange schematic and will include any work on the existing lanes of I-10 and Loop 375 necessary to accommodate construction, as well as any necessary realignment of the frontage roads of I-10 and Loop 375. The design will include design survey, geotechnical field and office services for design activities, subsurface utility engineering, bridge design drainage revisions, including any necessary retention and or detention , modification/relocation of existing and additional proposed signage, pavement markings, and the coordination with utility companies for utilities in conflict with the construction of the direct connector. The Scope of Work does not include right-of-way engineering or acquisition.

The design includes the realignment and reconstruction of the existing northbound to eastbound frontage road connector ramp. The design also includes the realignment and reconstruction of the existing eastbound to northbound cloverleaf ramp necessary to accommodate the structural elements of the direct connector, including any modifications to existing drainage structures and highmast lighting and ITS systems.

The design will complement the aesthetic treatment of the existing interchange.

The design of the northbound to eastbound direct connector will insure that vehicular traffic flows moving northbound to eastbound are accommodated adequately through the I-10 at LP375 interchange when this direct connector is implemented in combination with the direct connector ramps that are under construction (eastbound to northbound, southbound to westbound, and northbound to westbound) or under design (westbound to northbound) as of the Effective Date of this Agreement. Temporary entrance or exit ramps between mainlanes and frontage roads of I-10 and Loop 375, or other operational elements, will be considered in the design to the extent permitted and if otherwise necessary.

Notwithstanding the preceding provision regarding temporary ramps, the design will be based upon the FHWA approved schematic provided by TxDOT, and no other FHWA approvals are anticipated.

Loop 375 SB to I-10 EB Direct Connector Ramp

The CSJ number for the Loop 375 SB to I-10 EB direct connector ramp is 2121-04-908.

This direct connector will be designed as a one-lane ramp. The design will be based on the approved IH-10 at Loop 375 Interchange schematic and will include any work on the existing lanes of I-10 and Loop 375 necessary to accommodate construction, as well as any necessary realignment of the frontage roads of I-10 and Loop 375. The design will include design survey, geotechnical field and office services for design activities, subsurface utility engineering, bridge

design including steel girder design, drainage revisions, including retention, modification/relocation of existing and additional proposed signage, pavement markings, and the coordination with utility companies for utilities in conflict with the construction of the direct connector. The Scope of Work does not include right-of-way engineering or acquisition.

The design will complement the aesthetic treatment of the existing interchange.

The design of the southbound to eastbound direct connector will insure that vehicular traffic flows moving southbound to eastbound are accommodated adequately through the I-10 at LP375 interchange when this direct connector is implemented in combination with the direct connector ramps that are under construction (eastbound to northbound, southbound to westbound, and northbound to westbound) or under design (westbound to northbound) as of the Effective Date of this Agreement. Temporary entrance or exit ramps between mainlanes and frontage roads of I-10 and Loop 375, or other operational elements, will be considered in the design to the extent permitted and if otherwise necessary.

Notwithstanding the preceding provision regarding temporary ramps, the design will be based upon the FHWA approved schematic provided by TxDOT, and no other FHWA approvals are anticipated.

The Loop 375 NB to I-10 EB Direct Connector Ramp and the Loop 375 SB to I-10 EB to Direct Connector Ramp will be designed as one PS&E package.

Americas Interchange Frontage Roads

The CSJ number for the Frontage Roads is 2121-04-909.

Frontage roads on I-10 and Loop 375 not already designed or reconstructed to the ultimate condition, based on the approved Interchange schematic provided by TxDOT, will be designed in one PS&E package. The frontage road package will consist of all design work necessary to reconstruct and realign the existing IH10 and Loop 375 frontage roads to an urban curb and gutter facility. The design will include design survey, geotechnical services (both field and office), subsurface utility engineering, drainage revisions including elimination of the low water crossing and any necessary retention and/or detention, addition of highmast lighting, modification/relocation of existing and additional proposed signage, pavement markings, and the coordination with utility companies for utilities in conflict with the reconstruction of the frontage roads.

The frontage roads will be designed to either ultimate conditions or accommodate ultimate roadway width without significant reconstruction in the future. This PS&E package does not include the design of the proposed I-10 westbound braided ramp, which will be designed under a separated package.

Americas Interchange Cloverleaf Ramps

The CSJ number for the Cloverleaf Ramps is 2121-04-909.

The cloverleaf ramps of the Americas Interchange not already designed or reconstructed to the

ultimate condition, based on the approved Interchange schematic provided by TxDOT, will be designed in this PS&E package. The cloverleaf package will consist of all design work necessary to reconstruct and realign the existing cloverleaves to a curb and gutter facility and meet a 25 mph design speed. The design will include design survey, geotechnical services (both field and office), subsurface utility engineering, drainage revisions, including any necessary retention and/or detention, modification/relocation of existing and additional proposed signage, pavement markings, and the coordination with utility companies for utilities in conflict with the reconstruction of the cloverleaf ramps.

TxDOT will be responsible for all utility agreements.

[END OF EXHIBIT]