

CAMINO REAL REGIONAL MOBILITY AUTHORITY

RESOLUTION Authorizing the filing of an Application for Financial Assistance from the State Infrastructure Bank and an Amendment to a Contract with the City of El Paso in support of such financial assistance and other documents and instruments relating thereto

WHEREAS, the Camino Real Regional Mobility Authority (the “CRRMA”) has been created and organized pursuant to and in accordance with the Constitution and laws of the State of Texas, including, particularly, Chapter 370, Texas Transportation Code, as amended (the “Act”) for the purposes of developing, or facilitating the development of, transportation and mobility projects; and

WHEREAS, the State Infrastructure Bank (the “SIB”), operated by the Texas Department of Transportation, is a revolving loan fund; and

WHEREAS, the City of El Paso, Texas (the “City”) has previously established a Transportation Reinvestment Zone Number Two, City of El Paso, Texas (the “Zone”) to promote transportation projects described by Section 222.104 of the Texas Transportation Code that cultivate development and redevelopment of the Zone; and

WHEREAS, on June 29, 2010, the CRRMA and the City entered into an “Agreement With Respect to Transportation Reinvestment Zone Number Two,” which was amended by a First Amendment to the Agreement With Respect to Transportation Reinvestment Zone Number Two dated as of January 24, 2012 (collectively as amended, the “Original Agreement”), for the development and construction of one or more transportation projects within the Zone and the transfer and pledge of certain Zone revenues for the payment of such projects; and

WHEREAS, the City and CRRMA desire to develop and construct one or more additional transportation projects within the Zone, including the expansion of Interstate 10 to increase the number of existing lanes for certain segments of the highway, ramp reconfigurations and reconstruction of portions of existing frontage roads and operational improvements, all located within the Zone (the “Project”); and

WHEREAS, the CRRMA deems it proper and in the best interest of the CRRMA to apply for a loan from the SIB in an amount up to \$30,000,000 (the “SIB Loan”) to be used to finance the development and construction of the Project; and

WHEREAS, the City and the CRRMA have agreed to make certain changes to the Original Agreement in the form of the attached “Second Amendment To Agreement With Respect To Transportation Reinvestment Zone Number Two” (the “Amendment”) to allow Zone revenues to be used to support and repay the SIB Loan and the CRRMA and the City have each independently determined that such Amendment is in their respective best interests; and

WHEREAS, the CRRMA is qualified to apply for and obtain financial assistance from the SIB for purposes of financing the Project; and;

WHEREAS, the Project is a roadway with a functional classification greater than a local road or rural minor collector and therefore a “transportation project” under the Act, it is located within the CRRMA’s jurisdiction and the geographic area of the Zone and will be part of the State Highway System upon completion; and

WHEREAS, pursuant to Section 370.033 of the Act, the CRRMA is authorized to: (i) finance transportation projects, individually or as a system; and (ii) borrow money from or enter into a loan agreement or other arrangement with the SIB;

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CAMINO REAL REGIONAL MOBILITY AUTHORITY THAT:

1. APPROVAL OF SIB LOAN APPLICATION AND AMENDMENT TO ORIGINAL AGREEMENT

1.1 Approval of Application. The Board believes that it is in the best interest of the CRRMA to apply for the SIB Loan in the amount of \$30,000,000 to finance the development and construction of the Project and the Board hereby authorizes the Executive Director to execute an application for financial assistance from the SIB and to submit the application, together with all required documentation, to the Texas Department of Transportation for consideration.

1.2 Approval of Amendment. The Board hereby approves the Amendment in substantially the form attached hereto as Exhibit A, and the Executive Director or any other Authorized Representative is hereby authorized and directed, for and on behalf of the CRRMA, to execute the Amendment and the Board Secretary or another Authorized Representative is hereby authorized to attest such officer’s signature on the Amendment, and such officers are hereby authorized to deliver the Amendment. Upon the date of its effectiveness as set forth in such Amendment, the Amendment shall be binding upon the CRRMA in accordance with the terms and provisions thereof.

1.3 Execution and Delivery of Other Documents. The Authorized Representatives of the CRRMA are each hereby severally authorized to execute, attest, affix the CRRMA’s seal to and deliver such other agreements, commitments, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, notices of acceptance, written requests and other documents, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution, the SIB Loan and the Amendment.

1.4 Authorized Representatives. The following persons are each hereby named as Authorized Representatives of the CRRMA for all purposes of this Resolution, the SIB Loan and the Amendment, including, without limitation for the purposes of executing, attesting, affixing the CRRMA’s seal, and delivering the documents and instruments and taking the other actions referred to herein: Executive Director of the CRRMA and the Chair, Vice Chair, Secretary and Treasurer of the Board.

- 1.5 Recitals and Exhibits Incorporated Herein. The facts and recitations contained in the preamble of, and the recitals to, this Resolution are hereby found and declared to be true and correct legislative findings and are adopted as part of this Resolution for all purposes. All of the terms and provisions of each of the documents listed below as an exhibit shall be and are hereby incorporated into and made a part of this Resolution for all purposes:

Exhibit A Second Amendment To Agreement With Respect To
Transportation Reinvestment Zone Number Two

2. GENERAL PROVISIONS

- 2.1 Notice of Meeting. The Board of Directors of the CRRMA hereby finds and declares that written notice of the date, hour, place and subject of the meeting at which this Resolution was adopted was posted and that such meeting was open to the public as required by law at all times during which this Resolution and the subject matter of this Resolution were discussed, considered and formally acted upon, all as required by Chapter 551, Texas Government Code, as amended.
- 2.2 Certification of the Minutes and Records. Any Authorized Representative of the CRRMA is hereby authorized to certify and authenticate minutes and other records on behalf of the CRRMA for the execution of the application for the SIB Loan, the Amendment and for all other CRRMA activities.
- 2.3 Ratifying Other Actions. All prior actions taken by the Executive Director, any Authorized Representative, officer, legal counsel, or other agent of the CRRMA in connection with the SIB Loan application process or the negotiation and execution of the Amendment are hereby ratified and confirmed.
- 2.4 Further Procedures. The Executive Director and all other Authorized Representatives and agents of the CRRMA, and each of them, shall be and they are hereby expressly authorized, empowered and directed from time to time and at any time to do and perform all such acts and things and to execute, acknowledge and deliver in the name and under the seal of the CRRMA and on behalf of the CRRMA all agreements, instruments, or such other documents, whether mentioned herein or not, as may be necessary or desirable in order to carry out the terms and provisions of this Resolution, the SIB Loan application or the Amendment. In addition, the Executive Director, the Chair of the Board and the CRRMA's Bond Counsel are hereby authorized and directed to approve any technical changes or corrections to this Resolution, the Amendment or any other document or instruments authorized hereby (i) in order to cure any technical ambiguity, formal defect, or omission in the Resolution, the Amendment or such other document; or (ii) as requested by the SIB, the Texas Attorney General or their respective representatives to obtain the approval of the SIB Loan to the extent required by applicable law and if such officer or counsel determines that such ministerial changes are consistent with the intent and purpose of the Resolution, which determination shall be final and evidenced by the execution of

such documents. In the event that any officer of the CRRMA whose signature shall appear on any document shall cease to be such officer before the delivery of such document, such signature nevertheless shall be valid and sufficient for all purposes the same as if such officer had remained in office until such delivery.

- 2.5 Effective Date. This Resolution shall be in full force and effect from and upon its adoption.

[Remainder of page left blank intentionally.]

Adopted, passed and approved by the Board of Directors of the Camino Real Regional Mobility Authority on this _____, 2020.

Chair

Attest:

Secretary

Approved as to content:

Raymond L. Telles
Executive Director

EXHIBIT A
Amendment to Original Agreement
(See Attached)

STATE OF TEXAS §

COUNTY OF EL PASO §

**SECOND AMENDMENT TO AGREEMENT WITH RESPECT TO
TRANSPORTATION REINVESTMENT ZONE NUMBER TWO**

THIS AMENDMENT is made by and between the City of El Paso, Texas, a municipal corporation organized under the laws of the State of Texas (the “City”), and the Camino Real Regional Mobility Authority, a regional mobility authority organized and existing under Chapter 370 of the Texas Transportation Code, as amended (the “CRRMA”).

W I T N E S S E T H:

WHEREAS, the City has previously established a Transportation Reinvestment Zone Number Two, City of El Paso, Texas (the “Zone”) to promote transportation projects and further the purposes described by Section 222.106 of the Texas Transportation Code (“Section 222.106”) that cultivate development and redevelopment of the Zone; and

WHEREAS, on June 29, 2010, the CRRMA and the City entered into an “Agreement With Respect to Transportation Reinvestment Zone Number Two,” which was amended by a First Amendment to the Agreement With Respect to Transportation Reinvestment Zone Number Two dated as of January 24, 2012 (collectively as amended, the “Original Agreement”), for the development and construction of one or more transportation projects within the Zone and the transfer and pledge of certain Zone revenues for the payment of such projects; and

WHEREAS, the City and CRRMA desire to undertake one or more additional transportation projects within the Zone and have determined that it would be desirable and further the public purposes of Section 222.106 for the CRRMA to finance such additional projects through a loan obtained from the State Infrastructure Bank in an amount not to exceed \$30 million (the “SIB 2020 Loan”) for the purposes of increasing the number of existing lanes for certain segments of Interstate 10 as more specifically described in the SIB 2020 Loan; and

WHEREAS, the City and the CRRMA have agreed to make certain additional changes to the Original Agreement to allow Zone revenues to be used to support and repay the SIB 2020 Loan and any additional financings of Projects as subsequently agreed to by the CRRMA and the City, and the CRRMA and the City have each independently determined that such changes are in their respective best interests; and

WHEREAS, two prior “CRRMA Obligations” (as defined in the Original Agreement) in the form of (i) a State Infrastructure Bank Promissory Note dated December 9, 2010 (the “SIB 2010 Note”) and (ii) a State Infrastructure Bank Loan Agreement (SIB # S2011-001-03(FIN)) dated February 27, 2012 (such SIB Loan Agreement and the SIB 2010 Note are collectively referred to herein as the “Prior CRRMA Obligations), have been incurred; and

WHEREAS, the consent of the paying agent and the holder/obligee of the Prior CRRMA Obligations are required to amend the Original Agreement;

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants and agreements herein contained, the parties agree as follows:

1. The definition of “Projects” contained in Section I of the Original Agreement is hereby amended in its entirety to read as follows:

“Projects” shall mean (i) the projects identified within the 2008 Comprehensive Mobility Plan as recipients of Zone funds, namely, the Loop 375 at FM 659 (Zaragoza) project and the Loop 375 at I-10/Americas Interchange; (ii) to the extent it is located within the Zone, the I-10 Widening Project as identified in the El Paso Metropolitan Planning Organization Regional Mobility Strategy Plan 2020 (“RMS 2020”); and (iii) such other projects within the RMS 2020 as may be authorized by the City.

2. The addressees and notice information contained in Section IX of the Original Agreement are hereby amended to provide the following updated addresses:

Camino Real Regional Mobility Authority
801 Texas Avenue
El Paso, Texas 79901
Attn: Executive Director

City of El Paso
300 N. Campbell
El Paso, Texas 79901
Attn: City Manager

3. The City acknowledges that the CRRMA is entering into the SIB 2020 Loan at the City’s request for the express purpose of developing and financing the construction of one or more of the Projects. The City and the CRRMA agree that the CRRMA may pledge the Tax Increment and TRZ Contract Payments to the SIB 2020 Loan and use such funds to repay the SIB 2020 Loan in accordance with the terms of the Original Agreement. The SIB 2020 Loan shall be deemed a “CRRMA Obligation” for purposes of the Original Agreement. The City agrees and acknowledges that any required prior notice with respect to the incurrence of a CRRMA Obligation in the form of the SIB 2020 Loan has been received by the City.

4. The City and the CRRMA agree to cooperate fully in accessing Texas Department of Transportation funding for additional El Paso area transportation projects identified within the RMS 2020, which funding may be available because of the funding of Projects with the SIB 2020 Loan. The CRRMA will work with the City to ensure that any such funding will be used toward RMS 2020 transportation projects identified by the City.

5. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Original Agreement, as amended. This Amendment may be executed in any number of counterparts, each of which shall be regarded as an original and all of which shall constitute one and the same instrument.

6. This Amendment shall be effective upon the last to occur of the following: (i) execution of this Amendment by all the parties hereto; (ii) receipt of consent of the Paying Agent and the holder/obligee of the Prior CRRMA Obligations to this Amendment; and (iii) receipt of an opinion of bond counsel to the CRRMA that this Amendment will not adversely impair the rights of the owners of any outstanding bonds, notes or other obligations issued by the CRRMA.

[Remainder of Page Intentionally Left Blank]

EXECUTED this ____ day of _____, 20____.

CITY OF EL PASO

Name: _____

Title: _____

APPROVED AS TO FORM:

APPROVED AS TO CONTENT:

Name: _____

Title: City Attorney

Name: _____

Title: _____

**CAMINO REAL REGIONAL
MOBILITY AUTHORITY**

Raymond L. Telles
Executive Director