

**THE STATE OF TEXAS §**

**COUNTY OF CAMERON §**

**BE IT REMEMBERED** on the 8<sup>th</sup> day of **JANUARY 2009**, there was conducted a **REGULAR Meeting** of the **Cameron County Regional Mobility Authority**, at the **Levis Building**, thereof, in the **City of San Benito, Texas**, for the purpose of transacting any and all business that may lawfully be brought before the same.

**THE BOARD MET AT:**

**1:30 P.M.**

**PRESENT:**

**DAVID E. ALLEX**  
**CHAIRPERSON**

**FRANK PARKER, JR.**  
**DIRECTOR**

**RUBEN GALLEGOS, JR.**  
**DIRECTOR**

**VICTOR ALVAREZ**  
**DIRECTOR**

\_\_\_\_\_  
**DIRECTOR**

**DAVID N. GARZA**  
**DIRECTOR**

**YOLANDA VILLALOBOS**  
**DIRECTOR**

**Mary Robles**  
**Secretary**

**MICHAEL SCAIEF**  
**ABSENT**

\_\_\_\_\_  
**The meeting was called to order by Chairman David A. Alex at 1:30 P.M. He then asked Director Garza for the invocation.**

**At this time, the Board considered the following matters as posted and filed for Record in the Office of the County Clerk on January 5, 2009, at 10:02 A.M.:**

# AGENDA

Regular Meeting of the Board of Directors  
of the  
Cameron County Regional Mobility Authority

ACCEPTED FOR FILING  
CAMERON COUNTY

Levis Building  
1390 W. Expressway 83  
San Benito, Texas 78586

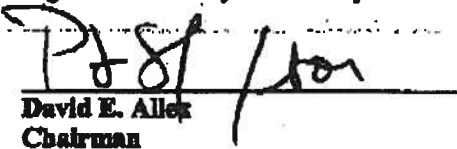
2009 JAN -5 A 10:02  
JOE G RIVERA  
COUNTY CLERK

Thursday, January 8, 2009

1:30 PM

- I. Public Comments
- II. Administer Oath of Office to Chairman Alex
- III. Approval of minutes of the December 11, 2008 Meeting
- IV. Consideration and approval of GEC Report for December 2008
- V. Consideration and approval of Revenue and Expenditure Report for December 2008
- VI. Consideration and approval of Supplemental Work Authorization No. 3 to Work Authorization No. 8
- VII. Consideration and approval of Letter of Engagement (Contract) between CCRMA and Locke Lord Bissell & Liddall
- VIII. Executive Session Items
  - a. Consultation with Attorney - Consultation with, and advice from Legal Counsel concerning pending/contemplated litigation, settlement offers and negotiations, market valuation negotiations and related issues regarding the Cameron County Regional Mobility Authority's projects, specifically SH 550 and West Loop and other legal issues affecting the authority, Pursuant to V.T.C.A. Government Code, Section 551.071
- IX. Action relative to Executive Session
  - a. Possible Action
- X. Adjournment

Signed this 5<sup>th</sup> day of January 2009

  
 \_\_\_\_\_  
 David E. Alex  
 Chairman

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**I. PUBLIC COMMENTS**

None was presented at this time.

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**II. ADMINISTER OATH OF OFFICE TO CHAIRMAN  
ALEX**

At this time, Cameron County Judge Carlos H. Cascos administered the Oath of Office to Mr. David E. Alex, Chairperson for the Cameron County Regional Mobility Authority.

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**III. APPROVAL OF MINUTES OF THE DECEMBER 11,  
2008 MEETING**

Upon motion by Director Garza, seconded by Director Villalobos and carried unanimously, the Minutes for the December 11, 2008 Meeting were approved.

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**IV. CONSIDERATION AND APPROVAL OF THE GEC  
REPORT FOR DECEMBER 2008**

Mr. Bobby Balli, HNTB, presented and highlighted the December 2008 GEC Report.

**NOTE: DIRECTOR ALVAREZ ARRIVED AT THIS TIME.**

Mr. Arturo De Las Fuentes, Cruces y Puentes Internacional, informed the Board of up to date work progress within Mexico, noting that the bridge design was under review for approval. He stated that construction should commence by May 2009 and end October 2010.

Mr. Sepulveda noted that Mr. De Las Fuentes and he have daily communication via email and monthly meetings that may need to change and be every two weeks from here on.

Director Gallegos moved that the GEC Report for December 2008 be acknowledged.

The motion was seconded by Director Garza and carried unanimously.

**The Report is as follows:**

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**V. CONSIDERATION AND APPROVAL OF REVENUE  
AND EXPENDITURE REPORT FOR DECEMBER 2008**

Mr. Sepulveda informed that the \$5.00 mobility fee would increase to \$10.

Upon motion by Director Alvarez, seconded by Director Gallegos and carried unanimously, the December 2008 Revenue and Expenditure Report was approved.

**The Report is as follows:**

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**VI. CONSIDERATION AND APPROVAL OF  
SUPPLEMENTAL WORK AUTHORIZATION NO. 3 TO  
WORK AUTHORIZATION NO. 8**

Mr. Bobby Balli, HNTB, explained that Supplemental Work Authorization No. 3 would extend the contract with Mr. Arturo De Las Fuentes to June 30, 2009, at an additional fee of \$67,163.00.

Director Garza moved that Supplemental Work Authorization No. 3 to Work Authorization No. 8 be approved.

The motion was seconded by Director Alvarez and carried unanimously.

**The WA is as follows:**

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**VII. CONSIDERATION AND APPROVAL OF LETTER OF  
ENGAGEMENT (CONTRACT) BETWEEN CCRMA  
AND LOCKE LORD BISSEL & LIDDELL**

Upon motion by Director Parker, seconded by Director Alvarez and carried unanimously, the Letter of Engagement (Contract) between CCRMA and Locke Lord Bissel & Liddell was approved, as recommended by Mr. Sepulveda.

**The Contract is as follows:**

## **EXECUTIVE SESSION**

### **(VIII) EXECUTIVE SESSION**

Upon motion by Director Gallegos, seconded by Director Alvarez and carried unanimously, the Board met in Executive Session at 1:59 P.M. to discuss the following matters:

- A. **Consultation with Attorney-Consultation with, and advice from Legal Counsel concerning pending/contemplated litigation, settlement offers and negotiations, market valuation negotiations and related issues regarding the Cameron County Regional Mobility Authority's projects, specifically SH 550 and West Loop and other legal issues affecting the authority, Pursuant to Vernon Texas Code Annotated (V.T.C.A.), Government Code, Section 551.071.**

Upon motion by Director Alvarez, seconded by Director Parker and carried unanimously, the Board reconvened into Regular Session at 2:12 P.M.

### **(IX) ACTION RELATIVE TO EXECUTIVE SESSION:**

- A. **Consultation with Attorney-Consultation with, and advice from Legal Counsel concerning pending/contemplated litigation, settlement offers and negotiations, market valuation negotiations and related issues regarding the Cameron County Regional Mobility Authority's projects, specifically SH 550 and West Loop and other legal issues affecting the authority, Pursuant to Vernon Texas Code Annotated (V.T.C.A.), Government Code, Section 551.071.**

Director Gallegos moved that the report presented by Staff be acknowledged.

The motion was seconded by Director Parker and carried unanimously.

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VII. There being no further business to come before the Board and upon motion by Director Alvarez, seconded by Director Gallegos, the meeting was **ADJOURNED** at 2:12 P.M.

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**APPROVED** this 5<sup>th</sup> day of February 2009.

  
\_\_\_\_\_  
CHAIRMAN DAVID E. ALEX

**ATTESTED:**

  
\_\_\_\_\_  
SECRETARY RUBEN GALLEGOS, JR.



**IV. CONSIDERATION AND APPROVAL OF THE GEC  
REPORT FOR DECEMBER 2008**

Pete Sepulveda Jr.  
CCRMA Coordinator  
Cameron County Regional Mobility Authority  
1100 East Monroe Street  
Brownsville, TX 78520

**HNTB**

January 9, 2009

Dear Mr. Sepulveda,

The following is a summary of our progress on the subject projects for the month of December, 2008.

**Project Management:**

**General GEC**

- Prepared contract correspondence and monthly GEC progress report.
- Prepared & submitted CCRMA GEC Invoice No. 32 for work performed on Work Authorization Nos. 7, 12 and 14.
- Updated and submitted November 2008 GEC work authorization status report.
- On December 4<sup>th</sup>, Keith Rosbury, President - HNTB Corporate Ventures Division and Tom O'Grady, President - HNTB Central Division met with Michael Scaief, Ruben Gallegos, Pete Sepulveda and David Garcia to discuss the current GEC contract status and direction of CCRMA projects.
- On December 15<sup>th</sup>, Bobby Ballí, Richard Ridings and Robert Slimp, South Central District Leader as well as the individuals meeting on December 4<sup>th</sup>, met to discuss solutions to the GEC contract status and direction of projects.

**North Rail Relocation Project (Work Authorization No. 4)**

*North Rail Relocation Project relocates the existing and operating freight rail lines away from incorporated and unincorporated areas of Cameron County, Texas, in particular in and around Harlingen, Texas. An effective relocation of the existing freight rail facility will not only improve freight rail operations to and from the US/Mexico border, but may aid in the enhancement of air quality for the area, improve the safety of the traveling public with regard to the freight rail/passenger interface, improve the response time of emergency vehicles, minimize if not eliminate the transport of hazardous material via freight rail through towns, improve traffic congestion, and ultimately enhance the economic development of the region.*

- HNTB staff continued discussions with UPRR representatives and CCRMA staff.

**FM 509 Project (Work Authorization No. 5)**

*The FM 509 project is a relief route around the north and east areas of the City of Harlingen that would construct FM 509, in Cameron County, from US 77 to the Intersection with FM 508. The proposed facility would consist of a four-lane roadway with directions of travel separated by a center median. Dependent upon traffic projections, an interim facility with fewer lanes may initially be constructed. Interchanges or grade separations would be constructed at major thoroughfares. As proposed, the right-of-way would be 300-feet (usual) wide and sufficient to*

accommodate future transportation needs; however, any future improvements would be subject to environmental review. This could include bicycle and pedestrian facilities, general purpose lanes, truck lanes, or some combination of these modes.

- Project coordination.
- HNTB addressing TxDOT District comments on re-submitted draft EA. Submittal of revised draft, ready for TxDOT ENV review, pending; however, HNTB is seeking clarification of several comments from the District prior to submittal.

**West Loop Project (Work Authorization No. 7):**

The proposed West Loop Road is a new location facility and will provide a four-lane controlled access expressway with interchanges and connections at strategic locations and grade separation structures for several crossing streets in Brownsville. The majority of the project alignment falls within or in the vicinity of the existing Union Pacific Railroad right-of-way. Negotiations are underway to relocate the railroad and donate the right-of-way to the county for the project.

- HNTB coordinated approvals on all correspondence and resource material with TxDOT and CCRMA staff.
- HNTB completed the development of travel demand model and toll diverted traffic numbers.
- HNTB continued efforts on microsimulation model.
- HNTB responded to numerous telephone calls and drop in office visits from members of the general public requesting information on the project.
- HNTB currently conducting QC review of Draft Public Meeting Summary Report, submittal of report to CCRMA for review anticipated in January 2009.
- HNTB continues to prepare Draft EA, completion contingent upon possible additional public involvement.
- HNTB assisted with the development of a Power point presentation on the West Loop for use at a Brownsville Chamber of Commerce presentation.
- At the direction of the CCRMA Board during the November 24<sup>th</sup> meeting, HNTB assisted with the response to questions regarding the West Loop opposition.

**West Rail Relocation Project (Work Authorization No. 8):**

This Work Authorization provides appropriate subconsultant(s) for staff coordination with the Mexican agencies to monitor and determine project schedules, permit requirements, funding technical agreements and design for the West Rail Relocation around Brownsville, Texas. The project plans will require approval by Secretaría de Comunicaciones y Transportes (SCT), Comisión Internacional de Límites Y Aguas (CILA) and Kansas City Southern Mexico (KCSM).

- The 22<sup>nd</sup> Technical Group Reunion took place on December 5, 2008 in Brownsville, Texas.
- The Communications and Transports Secretariat sent the International Railroad Project Brownsville Matamoros calendar to the Foreign Affairs Secretariat and the State Department to obtain the Binational agreement regarding the third diplomatic note.
- The International Bridges Reunion took place on December 12, 2008 where the Communications and Transports Secretariat approved railway track and switchyard plans; as well as, commented on the executive project cost benefit analysis and environmental impact manifestation studies.

**South Padre Island Second Access (Work Authorization No. 12):**

*This work authorization provides engineering and environmental services associated with the development and advancement of the National Environmental Policy Act (NEPA) process for the proposed South Padre Island (SPI) 2<sup>nd</sup> Access Project. The tasks associated with the project will include the development of the necessary environmental documentation, corridor alternatives assessments and related public involvement activities.*

- HNTB continued to develop and refine a set of draft evaluation criteria to narrow the preliminary alternatives to a set of reasonable alternatives and submitted the draft criteria.
- HNTB revised the draft need and purpose and drafted the existing conditions section of the DEIS.
- HNTB revised the Native American tribes' letter, removing the request for specific Section 106 consultation.
- HNTB updated the environmental schedule.
- HNTB prepared photo log journals for the project.
- HNTB continued preparing the Data Collection Summary Document.
- Supplemental Work Authorization No. 2 to Work Authorization No. 12 for Traffic Studies/Public Involvement and other items was submitted on August 12<sup>th</sup> for CCRMA Staff review and approval.
- HNTB began preparations for the 3<sup>rd</sup> PI TWG meeting and 3<sup>rd</sup> Public meeting to be held in February.

**Request for Statements of Interest (Work Authorization No. 14):**

*This work authorization provides professional technical services associated with the development of request for statements of interest (RFI) and qualifications from firms to provide strategic partnership/investor opportunities for the proposed CCRMA projects located in Cameron County, Texas; as well as, provide recommendations for the selection of projects that the CCRMA could pursue through a separate CDA procurement process.*

- HNTB has been facilitating and participating in discussions with TxDOT officials in an effort to coordinate activities of this project and the activities of TxDOT and their associated concession projects.
- HNTB prepared draft summary fact sheets for all current CCRMA projects which included projected schedules, project limits and estimated costs.
- HNTB continues communication with CCRMA staff on the CDA project direction.

**SH 550 Re-Evaluation (Work Authorization No. 15):**

*This work authorization provides professional services and deliverables in support of the CCRMA's development of the SH 550 (Port Spur) toll project from FM 511 at Old Port Isabel Road to State Highway 48 and the proposed entrance to the Port of Brownsville. The focus of the re-evaluation will be on the effects of tolling the project.*

- HNTB submitted revised draft wetland delineation report, reflective of 1<sup>st</sup> draft comments, to TxDOT Pharr District Office on November 4, 2008.
- HNTB is currently conducting QC review of Open House Summary Report, submittal of report to CCRMA anticipated in January 2008.
- HNTB submitted the revised Draft EA Re-evaluation report, reflective of 1<sup>st</sup> draft comments, to TxDOT Pharr District Office on November 4, 2008.

**Consultant Management:**

- Continued ongoing coordination with all subconsultants.
- Updated Progress Report Sheet that is utilized to provide project status to the CCRMA Board of Directors.

**Agency Coordination:**

- Conducted ongoing discussions with CCRMA staff, TxDOT staff, TTA staff and subconsultants for preparation of SPI 2<sup>nd</sup> Access Project, West Loop Project and West Rail Project.
- Conducted ongoing discussions with TxDOT staff and Officials for the preparation of the CCRMA System CDA program.

Best regards,

Lamberto "Bobby" Balli, P.E.  
Associate Vice President

cc: David Garcia  
Robert Slimp, P.E.  
Richard Ridings, P.E.

**December Status Report**



Project SH 550 Re-Evaluation  
 Work Authorization  15 Environmental Studies  
 Supplemental  \_\_\_\_\_  
 Supplemental  \_\_\_\_\_

WA Cost: \$ 402,102.00  
 SA Cost: \_\_\_\_\_  
 SA Cost: \_\_\_\_\_  
 Total Cost: \$ 402,102.00

**Description:** The SH 550 Re-Evaluation project provides professional services and deliverables in support of the CCRMA's development of the SH 550 (Port Spur) toll project from FM 511 at Old Port Isabel Road to SH 48 and the proposed entrance to the Port of Brownsville. The focus of the re-evaluation will be on the effects of tolling the project.

**Scope:** Project Management and Social, Economic and Environmental studies for the AUTHORITY. Environmental Acitivity necessary for obtaining Re-evaluation clearance for a tolled roadway

**Deliverable:** Environmental Acitivity necessary for obtaining Re-evaluation clearance for a tolled roadway

**Project Activity**

<b>Status:</b>	EA Re-evaluation – under review by TxDOT (Pharr)
<b>Recent Activity:</b>	Public Meeting Report – prepared/in QC process, revisions to drafts of EA and Wetland Report
<b>Upcoming Activity:</b>	Submission of Draft EA and Wetland Report to TxDOT ENV, upon satisfaction of District comments Public Meeting Report submission – Under QC Review
<b>Outstanding Issues:</b>	
<b>Status:</b>	-
<b>Recent Activity:</b>	-
<b>Upcoming Activity:</b>	-
<b>Outstanding Issues:</b>	-
<b>Status:</b>	-
<b>Recent Activity:</b>	-
<b>Upcoming Activity:</b>	-
<b>Outstanding Issues:</b>	-

Task	Status	Date of Anticipated Completion	% Complete
Environmental Assessment Doc. Preparation	Addressing district comments	2/27/2009	80%
Wetland Delineation, Permitting and Mitigation	Addressing district comments	2/27/2009	60%
Public Involvement	Open house report under review	1/30/2009	95%

WA Amount	\$	402,102.00	Outstanding Invoice Number	Days Old	Invoice Amount
Billed To Date	\$	294,338.66			
Paid To Date	\$	294,338.66			
Unpaid Balance	\$	-			
Funding Source	County License Plate Fees				
		Total: \$		-	

**V. CONSIDERATION AND APPROVAL OF REVENUE  
AND EXPENDITURE REPORT FOR DECEMBER 2008**

**Cash Disbursement Journal By GL**  
**From 12/01/2008 To 12/31/2008**

1006660

<u>Fund Dept</u>	<u>LnItem</u>	<u>PEID</u>	<u>Vendor Name</u>	<u>Check #</u>	<u>Check Date</u>	<u>Post Date</u>	<u>PO #</u>	<u>Invoice #</u>	<u>Fund Total</u>	<u>Amount</u>
REGIONAL MOBILITY AU									6,189,409.64	
110 110	6050	0000012778	AMERICAN EXPRESS	00211803	12/11/2008	12/10/2008	P130459	5268763737829		578.00
110 110	6050			00211803	12/11/2008	12/10/2008	P130459	5268763737830		578.00
110 110	6050			00211803	12/11/2008	12/10/2008	P130459	8908148373059		80.00
110 110	6050			00211803	12/11/2008	12/10/2008	P130459	5268764267141		249.00
110 110	6050	0000166064	GARCIA,DAVID	00212393	12/18/2008	12/18/2008		REIMB 12/11-12	<b>Check Total</b>	1,485.00
110 110	6050	0000127024	SEPULVEDA,PETE	00212318	12/16/2008	12/16/2008		REIMB 12/11-12	<b>Check Total</b>	786.14
110 110	6050			00212664	12/22/2008	12/22/2008		AUSTIN 17-18	<b>Check Total</b>	786.14
110 110	6050			00212664	12/22/2008	12/22/2008		TIJUANA 12/01-03	<b>Check Total</b>	318.50
110 110	6050	0000167593	TTI-TTF08	00211629	12/04/2008	12/04/2008		REGISTRATIONS	<b>Check Total</b>	983.27
110 110	6082	0000154776	BETANCOURT,BLANCA	00212170	12/16/2008	12/16/2008		DEC CONTRACT	<b>Check Total</b>	1,100.00
110 110	6082	0000089010	GALARZA,MARTHA	00212217	12/16/2008	12/16/2008		DEC CONTRACT	<b>Check Total</b>	1,100.00
110 110	6082	0000119900	ROBLES,MARIA A	00212308	12/16/2008	12/16/2008		DEC CONTRACT	<b>Check Total</b>	500.00
110 110	6082	0000163539	ROBLES,MARICRUZ	00212309	12/16/2008	12/16/2008		DEC CONTRACT	<b>Check Total</b>	300.00
110 110	6082	0000166843	SAENZ,PERLA J	00212314	12/16/2008	12/16/2008		DEC CONTRACT	<b>Check Total</b>	300.00
110 110	6082	0000155472	VEGA,DYLBIA JEFFERIES	00212349	12/16/2008	12/16/2008		DEC CONTRACT	<b>Check Total</b>	416.67
									<b>Check Total</b>	416.67
									<b>Check Total</b>	416.67
									<b>Check Total</b>	200.00
									<b>Check Total</b>	200.00
									<b>Check Total</b>	500.00
									<b>Check Total</b>	500.00
									<b>Check Total</b>	300.00
									<b>Check Total</b>	300.00
									<b>Check Total</b>	200.00
									<b>Check Total</b>	200.00
									<b>Check Total</b>	1,000.00
									<b>Check Total</b>	1,000.00
									<b>Line Item Total</b>	2,616.67
									<b>Dept. Total</b>	7,289.58



Cash Disbursement Journal By GL  
 From 12/01/2008 To 12/31/2008

1101106

<u>Fund Dept</u>	<u>LnItem</u>	<u>PEID</u>	<u>Vendor Name</u>	<u>Check #</u>	<u>Check Date</u>	<u>Post Date</u>	<u>PO #</u>	<u>Invoice #</u>	<u>Amount</u>
SPI Second Causeway Study									
110 1106	6082	0000160653	HNTB CORP	00212400	12/18/2008	12/18/2008	P116569	22-40619-PL-012	57,347.55
110 1106	6082			00212400	12/18/2008	12/18/2008	P116569	23-40619-PL-012	73,597.49
								<b>Check Total</b>	130,945.04
								<b>Line Item Total</b>	130,945.04
								<b>Dept. Total</b>	130,945.04

Cash Disbursement Journal By GL  
 From 12/01/2008 To 12/31/2008

1101107

<u>Fund Dept</u>	<u>Ln</u>	<u>Ln</u>	<u>PEID</u>	<u>Vendor Name</u>	<u>Check #</u>	<u>Check Date</u>	<u>Post Date</u>	<u>PO #</u>	<u>Invoice #</u>	<u>Amount</u>
110 1107	6082				00212400	12/18/2008	12/18/2008	P118014	24-40619-PL-007	53,914.22
110 1107	6082				00212400	12/18/2008	12/18/2008	P118014	23-40619-PL-007	48,668.14
<b>Check Total</b>										102,582.36
<b>Line Item Total</b>										102,582.36
<b>Dept. Total</b>										102,582.36

Cash Disbursement Journal By GL  
 From 12/01/2008 To 12/31/2008

1101114

<u>Fund Dept</u>	<u>LnItm</u>	<u>PEID</u>	<u>Vendor Name</u>	<u>Check #</u>	<u>Check Date</u>	<u>Post Date</u>	<u>PO #</u>	<u>Invoice #</u>	<u>Amount</u>
110 1114	6042			00212231	12/16/2008	12/16/2008	P127093	30-40619-PL-014	46,311.92
110 1114	6042			00212231	12/16/2008	12/16/2008	P127093	29-40619-PL-014	42,045.17
								<b>Check Total</b>	88,357.09
								<b>Line Item Total</b>	88,357.09
								<b>Dept. Total</b>	88,357.09

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY**  
**Statement of Net Assets**  
**December 31, 2008**

<b>Assets:</b>	<u>2009</u>
<b>Current assets:</b>	
Cash and cash equivalents	\$ 184,798
Accounts Receivable	190,955
Due from other agencies	19,963
<b>Total current assets</b>	<u>395,716</u>
 <b>Capital Assets: CWIP</b>	
Prep Public Inv. Plan	1,490
SPI 2nd. Causeway	1,106,538
West Loop	1,295,229
West Rail Relocation	225,344
East Loop	70,192
Port Spur	294,339
Construction work in progress	2,993,132
<b>Total assets</b>	<u>\$ 3,388,848</u>
 <b>Liabilities:</b>	
<b>Current liabilities:</b>	
Accounts payable	\$ 307,360
Due to other agencies	234,778
<b>Total current liabilities</b>	<u>542,139</u>
<b>Total liabilities</b>	<u>542,139</u>
 <b>Net assets:</b>	
Contributed Capital	2,680,649
Aid from Other Govt./TxDot	-
Net Assets	166,060
<b>Total net assets</b>	<u>2,846,709</u>
<b>Total liabilities and net assets</b>	<u>\$ 3,388,848</u>

**CAMERON COUNTY REGIONAL MOBILE AUTHORITY**  
**AS OF 12/31/2008**  
**Statements of Revenues & Expenditures**

<u>OPERATING REVENUES</u>		<u>2009</u>	
RMA Fees		\$ 190,955	
Interlocal Revenue		25,000	
Interest Income		<u>1,178</u>	
TOTAL OPERATING REVENUES			\$ 217,133
<u>OPERATING EXPENSES</u>			
Office Supplies		-	
Travel		5,984	
Advertising		-	
Education & Training		-	
Aid to other Governments		-	
Contractual		<u>7,850</u>	
TOTAL OPERATING EXPENSES			13,834
DEVELOPMENT PROGRAMS			
Strategic Plan Development			
Expenditures	-	-	
RFI-Comp Dev Agree			
Expenditures	88,357	<u>88,357</u>	
TOTAL NON CWIP EXPENDITURES			<u>88,357</u>
CHANGE IN NET ASSETS			114,943
TOTAL NET ASSETS - Beginning of Year			<u>51,118</u>
TOTAL NET ASSETS - End of Year			<u><u>\$ 166,060</u></u>

**VI. CONSIDERATION AND APPROVAL OF SUPPLEMENTAL  
WORK AUTHORIZATION NO. 3 TO WORK AUTHORIZATION  
NO. 8**

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY  
General Engineering Consultant Services**

**SUPPLEMENTAL WORK AUTHORIZATION NO. 3  
WORK AUTHORIZATION NO. 8  
West Rail  
International Advisor Services**

This Supplemental Work Authorization No. 3 to Work Authorization No. 8 is made pursuant to the terms and conditions of the Base Contract, effective February 16, 2006, hereinafter identified as the "Agreement", entered into by and between Cameron County Regional Mobility Authority (the "AUTHORITY") and HNTB Corporation (the "CONSULTANT").

**Part 1.** The CONSULTANT will provide the following consulting services:

Services to Work Authorization No. 8 are unchanged and remain in full force and effect.

**Part 2.** Without modification, the maximum amount payable under this Lump Sum Supplemental Work Authorization No. 3 to Work Authorization No. 8 is hereby increased by **\$67,163** or from **\$ 321,006** to **\$388,169** Exhibit D, providing details supporting the increased amount, is attached and hereby made part of Work Authorization No. 8.

**Part 3.** Payment to the CONSULTANT for the services established under this Supplemental Work Authorization No. 3 to Work Authorization No. 8 shall be made in accordance with the Agreement.

**Part 4.** This Supplemental Work Authorization No. 3 to Work Authorization No. 8 is effective as of January 1, 2009, and shall terminate June 30, 2009, unless extended by a Supplemental Work Authorization.


**Part 5.** This Supplemental Work Authorization No. 3 to Work Authorization No. 8 does not waive the parties' responsibilities and obligations provided under the Agreement.

Supplemental Work Authorization No. 3  
Work Authorization No. 8

Part 6. This Supplemental Work Authorization No. 3 to Work Authorization No. 8 is hereby accepted and acknowledged below.

CONSULTANT:  
HNTB Corporation

AUTHORITY:  
Cameron County Regional Mobility Authority

By:   
Signature

By:   
Signature

Robert J. Slimp, P.E.  
Printed Name

David E. Accer  
Printed Name

Vice President  
Title

Chairman  
Title

1/12/09  
Date

1-8-09  
Date

LIST OF EXHIBITS

- Exhibit B – Scope Arturo
- Exhibit C - Work Schedule
- Exhibit D - Fee Schedule



**SCOPE OF SERVICES FOR  
DR. ARTURO DE LAS FUENTES HERNANDEZ  
ON THE WEST BROWNSVILLE/MATAMOROS  
INTERNATIONAL RAILBRIDGE AND RAILROAD  
RELOCATION PROJECT**

**The activities being performed by Dr. Arturo de las Fuentes Hernández on the Brownsville West Railroad Relocation project during the months of January 1, 2009 until June 30, 2009, are as follows:**

- Assist in obtaining Financing for the construction of the project on the Mexican side.
- Assist in obtaining City of Matamoros authorization of the Master Plan for the Project area.
- Coordination assistance in the Acquisition of required Right-of-way on the Mexican side.
- Facilitate technical meetings for the purpose of evaluating project progress.

**TASKS TO BE ACCOMPLISHED:**

**FINANCING:**

- To complete the contractual agreement with the National Financing Division to perform the Financial Plan for the project.
- To facilitate meetings with the General Direction of Multimodal Transport of the SCT, the Credit unit of the Secretary of Treasury and Public Credit, National Financier, the Government of the State of Tamaulipas and Kansas City Southern of Mexico, with the intention of obtaining federal resources for the financing of the project on the Mexican side.
- Meetings with the B&M Bridge Company, the State of Tamaulipas and National Treasury to obtain data and requirements of the Financial Plan for the project.

## ACCEPTANCE OF THE CITY OF MATAMOROS WEST MASTER PLAN:

Meetings with the new Municipal President of Matamoros Ing. Erick Silva Santos and his staff and colleagues to demonstrate the advances of the project, requesting his support in the process of approving the Master Plan for the west zone, the support of the Rail project, as well as his support to the Government of the State of Tamaulipas in the acquisition of the right of way.

## ACQUISITION OF RIGHT OF WAY:

- Technical Meetings with Kansas City Southern of Mexico to define the details of the rail route and to proceed with the ROW acquisition process preformed by the State of Tamaulipas
- To support the Government of the State of Tamaulipas and the City of Matamoros in the acquisition of the right of way.

## TECHNICAL REVIEW MEETINGS:

- To organize two technical meetings in the City of Brownsville with the Agencies involved in the project in order to check advances.
- To organize a meeting with the Secretary of Exterior Relations to update to the federal Mexican Agencies on the advances of the project and to request his support for the negotiations both in the financial plan and with ROW acquisition

## BINATIONAL INTERNATIONAL BRIDGE AND CROSSING CONFERENCE:

- To prepare the presentation for the first meeting in 2009 that will demonstrate the advances of the project and to present it before the federal authorities both of the United States and of Mexico

**WORK SCHEDULE**

This Supplemental Work Authorization shall become effective January 1, 2009 and shall terminate on June 30, 2009, unless extended by a Supplemental Work Authorization.





**VII. CONSIDERATION AND APPROVAL OF LETTER  
OF ENGAGEMENT (CONTRACT) BETWEEN CCRMA  
AND LOCKE LORD BISSELL & LIDDALL**

**Locke Lord Bissell & Liddell**<sub>LLP</sub>  
Attorneys & Counselors

WRITER'S DIRECT TELEPHONE: (512) 305-4855  
WRITER'S DIRECT FAX: (512) 391-4855  
e-mail: bcassidy@lockelord.com

December 8, 2008

Mr. Pete Sepulveda  
RMA Coordinator  
Cameron County Regional Mobility Authority  
1100 E. Monroe  
Brownsville, Texas 78521

Re: Agreement For Legal Services

Dear Pete:

We are pleased that you have asked our Firm to serve as counsel for the Cameron County Regional Mobility Authority ("CCRMA"). This letter will confirm our engagement and will describe the basis on which our Firm will provide legal services to CCRMA.

Accordingly, we submit for your approval the following provisions governing our engagement. If you are in agreement, please sign the enclosed copy of this letter in the space provided. If you have any questions about these provisions, or if you would like to discuss possible modifications, do not hesitate to call. Again, we are pleased to have the opportunity to work with the CCRMA.

1. *Client; Scope of Representation.* Our client in this matter will be the CCRMA. We are being engaged to advise CCRMA in connection with the planning, development, financing, procurement, contracting and operation of several potential toll road projects located within Cameron County. Our services may also include monitoring and providing advice concerning legislative issues, as well as negotiations with various third parties, including the Texas Department of Transportation and the Federal Highway Administration, on project development, finance, procurement, and other matters. You may limit or expand the scope of our representation from time to time, provided that any substantial expansion must be agreed to by us.

2. *Term of Engagement.* Our engagement will be deemed affective as of August 14, 2008. Either of us may terminate the engagement at any time for any reason by written notice, subject on our part to applicable rules of professional conduct. In the event that we terminate the engagement, we will take such steps as are reasonably practicable at that time to protect your interests in the above matter.

3. *Conclusion of Representation; Retention and Disposition of Documents.* Unless previously terminated, our representation of CCRMA will terminate upon our sending you our final statement for services rendered in this matter. Following such termination, any otherwise non-public information you have supplied to us which is retained by us will be kept confidential in accordance with applicable rules of professional conduct. At your request, your papers and property will be returned to you promptly upon receipt of payment for outstanding fees and costs. Our own files pertaining to the matter will be retained by the Firm. These Firm files include, for example, Firm administrative records, time and expense reports, personnel and staffing materials, and credit and accounting records; and internal lawyers' work product such as drafts, notes, internal memoranda, and legal and factual research, including investigative reports, prepared by or for the internal use of lawyers. All such documents retained by the Firm will be transferred to the person responsible for administering our records retention program. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to destroy or otherwise dispose of any such documents or other materials retained by us within a reasonable time after the termination of the engagement.

4. *Post-Engagement Matters.* You are engaging the Firm to provide legal services in connection with the matters described above. After completion of our work, changes may occur in the applicable laws or regulations that could have an impact upon your future rights and liabilities. Unless you engage us after completion of the matter to provide additional advice on issues arising from that project, the Firm has no continuing obligation to advise you with respect to future legal developments.

5. *Fees and Expenses.* Our fees will be based on the billing rate for each attorney and legal assistant devoting time to this matter. As noted below, we have discounted our rates for work for CCRMA from our standard hourly rates. Billing rates (as discounted) for attorneys expected to work on matters for CCRMA are as follows:

<u>ATTORNEY</u>	<u>STANDARD RATE</u>	<u>DISCOUNTED RATE</u>
C. Brian Cassidy	\$500.00	\$425.00
Curt Ashmos	\$450.00	\$382.50
Lori Fixley Winland	\$300.00	\$255.00
Nguyet Chau	\$275.00	\$233.75

These billing rates are subject to change from time to time, and additional attorneys may be involved as our work progresses.

We will include on our statements separate charges for performing services such as photocopying, messenger and delivery service, computerized research, travel, long-distance telephone and telecopy, word processing, and search and filing fees. Fees and expenses of others (such as consultants, appraisers, and local counsel) generally will not be paid by us, but will be billed directly to you.



Mr. Pete Sepulveda  
December 8, 2008  
Page 3

If you request us to do so, we will provide to you with each bill the detailed information maintained in our accounting database concerning time expended by each attorney and legal assistant in connection with the work covered by the bill as well as each charge item by the Firm.

Statements normally will be rendered monthly for work performed and expenses recorded on our books during the previous month. Payment is due promptly upon receipt of our statement. If any statement remains unpaid for more than 90 days, we may suspend performing services for you until arrangements satisfactory to us have been made for payment of outstanding statements and the payment of future fees and expenses.

As we have discussed, the fees and costs relating to this matter are not predictable. Accordingly, we have made no commitment to you concerning the maximum fees and costs that will be necessary to resolve or complete this matter. It is also expressly understood that payment of the Firm's fees and costs is in no way contingent on the ultimate outcome of the matter.

6. *Client Responsibilities.* You agree to cooperate fully with us and to provide promptly all information known or available to you relevant to our representation. You also agree to pay our statements for services and expenses in accordance with paragraph 5 above.

7. *Conflicts.* It is possible that during the time that we are representing CCRMA, some of our present or future clients will have matters involving CCRMA. CCRMA agrees that we may continue to represent or may undertake in the future to represent existing or new clients in any matter that is not substantially related to our work for you even if the interests of such clients in those other matters are directly adverse. We agree, however, that your prospective consent to conflicting representation contained in the preceding sentence shall not apply in any instance where, as a result of our representation of you, we have obtained proprietary or other confidential information of a non-public nature, that, if known to such other client, could be used in any such other matter by such client to your material disadvantage.

Once again, we are pleased to have this opportunity to work with you. Please call me if you have any questions or comments during the course of our representation.

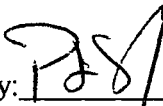
Very truly yours,



C. Brian Cassidy

Agreed and accepted:

**CAMERON COUNTY REGIONAL MOBILITY AUTHORITY**

By:  Date 1.8.9  
Name: Pete Sepulveda, RMA Coordinator