

THE STATE OF TEXAS §

COUNTY OF CAMERON §

BE IT REMEMBERED on the 17th day of December 2012, there was conducted a Special Meeting of the Cameron County Regional Mobility Authority, at the Dancy Courthouse thereof, in Brownsville, Texas, for the purpose of transacting any and all business that may lawfully be brought before the same.

THE BOARD MET AT:

12:00 Noon

PRESENT:

DAVID E. ALLEX
CHAIRPERSON

DIRECTOR

DAVID N. GARZA
DIRECTOR

DIRECTOR

RUBEN GALLEGOS, JR.
DIRECTOR

DIRECTOR

MARK ESPARZA
DIRECTOR

Secretary

MICHAEL SCAIEF
ABSENT

HORACIO BARRERA
ABSENT

NAT LOPEZ
ABSENT

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The meeting was called to order by Chairman David E. Allex at 12:12 P.M. At this time, the Board considered the following matters as per RMA Agenda posted and filed for Record in the Office of the County Clerk on this 14th day of December, 2012 at 10:30 A.M.



AGENDA

**Special Meeting of the Board of Directors
of the
Cameron County Regional Mobility Authority**

**Dancy Courthouse
1100 E. Monroe Street
Brownsville, TX 78520**

Monday, December 17, 2012

12:00 Noon

Accepted for Filing in:
Cameron County

On: Dec 14, 2012 at 10:30A

By:
Maggie Pena

PUBLIC COMMENTS:

1. Public Comments

CONSENT ITEMS:

2. All Item(s) under the Consent RMA Agenda are heard collectively unless opposition is presented, in which case the contested Item will be considered, discussed, and appropriate action taken separately
 - A. Consideration and Approval of submission of the FY 2012 Cameron County Regional Mobility Authority Compliance Report to the Texas Department of Transportation
 - B. Consideration and Approval of a Resolution supporting the University of Texas Board of Regents efforts to establish a valley wide Emerging Research Facility and Medical School known as University for the Americas in the Rio Grande Valley
 - C. Consideration and Approval of a Resolution supporting the Co-Designation of U.S. 77 and U.S. 281 as part of the Interstate 69 (I-69) System in South Texas
 - D. Consideration and Approval of a Resolution supporting the Addition and Co-Designation of U.S. 83 as part of the Interstate System in South Texas
 - E. Consideration and Approval of Supplemental Right of Entry and Possession for Construction Easement Parcels 3 and 3E, Temporary Construction Easement - 1 TCE for the West Rail Relocation Project

- F. Consideration and Approval of extending Interlocal Agreement with the Texas Department of Transportation (TxDOT) to utilize TxDOT's Customer Service Center on terms and conditions agreeable to both parties for Customer Service on the SH 550 Toll Project, Extension Time from December 31, 2012 to March 31, 2013

ITEMS FOR DISCUSSION AND ACTION:

3. Action Items

- A. Approval of Claims
- B. Consideration and Approval of Resolution authorizing an Amendment to the Cameron County Agreement with the Cameron County Regional Mobility Authority for the transfer, assignment, pledge and/or payment of tax increment account funds from Transportation Reinvestment Zone No. 1, County of Cameron, to such authority for the development of the Cameron County Regional Mobility Authority Development Program
- C. Consideration and Approval of Resolution authorizing the Tax Increment from Transportation Reinvestment Zone No. 2, County of Cameron, to be deposited to the Tax Increment Account for such zone and authorizing an Agreement between Cameron County and the Cameron County Regional Mobility Authority for the transfer, assignment, pledge and/or payment of tax increment account funds to such authority for the development of the SPI Access Program
- D. Consideration and Approval of Change Order No. 19 for the SH 550 Port Spur Project
- E. Consideration and Authorization to Select a Consultant to provide Design, Engineering and Construction Management Services for the SH 32 (East Loop) Project.
- F. Consideration and Approval of an Interlocal Agreement between Cameron County and the Cameron County Regional Mobility Authority.
- G. Discussion regarding the Legislative Agenda for the 83rd Legislative Session

EXECUTIVE SESSION ITEMS:

4. Executive Session


- A. Deliberation and Discussion concerning the duties of the Cameron County Regional Mobility Authority Coordinator, Pete Sepulveda, Jr., pursuant to V.T.C.A. Government Code, Section 551.074

5. Action Relative to Executive Session

- A. Possible Action

ADJOURNMENT:

Signed this 14th day of December 2012


David E. Allex
Chairman

PUBLIC COMMENTS

1 PUBLIC COMMENTS

None were presented

CONSENT ITEMS

ALL ITEM(S) UNDER THE CONSENT RMA AGENDA ARE HEARD COLLECTIVELY UNLESS OPPOSITION IS PRESENTED, IN WHICH CASE THE CONTESTED ITEM WILL BE CONSIDERED, DISCUSSED AND APPROPRIATE ACTION TAKEN SEPARATELY

Director Garza moved to approve Consent Items 2A through 2F. The motion was seconded by Director Esparza and carried unanimously.

2-A Consideration and Approval of submission of the FY 2012 Cameron County Regional Mobility Authority Compliance Report to the Texas Department of Transportation

2-B Consideration and Approval of Resolution supporting the University of Texas Board of Regents efforts to establish a valley wide Emerging Research Facility and Medical School known as University for the Americas in the Rio Grande Valley

The Resolution is as follows:

2-C Consideration and Approval of a Resolution supporting the Co-Designation of U.S. 77 and U.S. 281 as part of the Interstate 69 (I-69) System in South Texas

The Resolution is as follows:

2-D Consideration and Approval of Resolution supporting the Addition and Co-Designation of U.S. 83 as part of the Interstate System in South Texas

The Resolution is as follows:

2-E Consideration and Approval of Supplemental Right of Entry and Possession for Construction Easement Parcels 3 and 3E, Temporary Construction Easement – 1 TCE for the West Rail Relocation Project

The Right of Entry and Possession is as follows:

2-F Consideration and Approval of extending Interlocal Agreement with the Texas Department of Transportation (TxDOT) to utilize TxDOT's Customer Service Center on terms and conditions agreeable to both parties for Customer Service on the SH 550 Toll Project, Extension Time from December 31, 2012 to March 31, 2013

The Amendment is as follows:

ACTION ITEMS

3-A Approval of Claims

The attached claims were presented to the Board of Directors for approval.

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced Claims into the record.

Director Esparza moved to approve the Claims. The motion was seconded by Director Garza and carried unanimously.

The Claims are as follows:

3-B Consideration and Approval of Resolution authorizing an Amendment to the Cameron County Agreement with the Cameron County Regional Mobility Authority for the transfer, assignment, pledge and/or payment of tax increment account funds from Transportation Reinvestment Zone No. 1, County of Cameron, to such authority for the development of the Cameron County Regional Mobility Authority Development Program

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and went over the purpose of the Amended Agreement having to do with the Transportation Reinvestment Zone Number 1.

Director Esparza moved for the approval of Resolution authorizing an Amendment to the Cameron County Agreement with the Cameron County Regional Mobility Authority for the transfer, assignment, pledge and/or payment of tax increment account funds from Transportation Reinvestment Zone No. 1, County of Cameron, to such authority for the development of the Cameron County Regional Mobility Authority Development Program. The motion was seconded by Secretary Gallegos and carried unanimously.

The Resolution is as follows:

3-C Consideration and Approval of Resolution authorizing the Tax Increment from Transportation Reinvestment Zone No. 2, County of Cameron, to be deposited to the Tax Increment Account for such zone and authorizing an Agreement between Cameron County and the Cameron County Regional Mobility Authority for the transfer, assignment, pledge and/or payment of tax increment account funds to such authority for the development of the SPI Access Program

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and went through a detailed explanation of the reason why Transportation Reinvestment Zone Number 2 was being created.

Director Esparza moved for the approval of Resolution authorizing the Tax Increment from Transportation Reinvestment Zone No. 2, County of Cameron, to be deposited to the Tax Increment Account for such zone and authorizing an Agreement between Cameron County and the Cameron County Regional Mobility Authority for the transfer, assignment, pledge and/or payment of tax increment account funds to such authority for the development of the SPI Access Program. The motion was seconded by Secretary Gallegos and carried as follows:

The Resolution is as follows:

3-D Consideration and Approval of Change Order No. 19 for the SH 550 Port Spur Project

Mr. Pete Sepulveda, Jr., RMA Coordinator explained the reason for the Change Order and why it was needed.

Secretary Gallegos moved to approve Change Order No. 19 for the SH 550 Port Spur Project. The motion was seconded by Director Esparza and carried as follows:

The Change Order is as follows:

3-E Consideration and Authorization to Select a Consultant to provide Design, Engineering and Construction Management Services for the SH 32 (East Loop) Project

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and explained to the Board the process used in the selection of a Consultant for the services being requested. Mr. Sepulveda informed the Board of the Evaluation Committee's recommendation. Mr. Sepulveda recommended to the Board that the Evaluation Committee's recommendation be approved and allow Staff to move forward accordingly.

Director Esparza moved to approve the Evaluation Committee's recommendation and select S&B Infrastructure as the Consultant for the SH 32 (East Loop) Project. The motion was seconded by Secretary Gallegos and carried as follows:

3-F Consideration and Approval of an Interlocal Agreement between Cameron County and the Cameron County Regional Mobility Authority

Mr. Pete Sepulveda, Jr., RMA Coordinator introduced the item and explained to the Board the need to hire two full time RMA employees, one for Marketing and one for a Financial Accountant. Mr. Sepulveda explained that the employees would be full time County employees assigned 100% of the time to the Cameron County Regional Mobility Authority. Mr. Sepulveda advised that the employees would be eligible for all County benefits that the Cameron County Regional Mobility Authority is not able to provide at this time. Mr. Sepulveda recommended approval of the Interlocal Agreement with the County.

Director Garza moved to approve the Interlocal Agreement between Cameron County and the Cameron County Regional Mobility Authority. The motion was seconded by Secretary Gallegos and carried unanimously.

The Agreement is as follows:

3-G Discussion regarding the Legislative Agenda for the 83rd Legislative Session

Mr. Pete Sepulveda, Jr., RMA Coordinator advised the Board of the start of the 83rd Legislature.

EXECUTIVE SESSION ITEMS

Secretary Gallegos moved to go into Executive Session; the motion was seconded by Director Garza and carried unanimously, the Board met in Executive Session at 12:22 P.M. to discuss the following matter(s):

EXECUTIVE SESSION:

- 4-A Deliberation and Discussion concerning the duties of the Cameron County Regional Mobility Authority Coordinator, Pete Sepulveda, Jr., pursuant to V.T.C.A. Government Code, Section 551.074**

Director Garza moved to reconvene into Regular Session. The motion was seconded by Secretary Gallegos and carried unanimously, the Board reconvened into Regular Session at 12:40 P.M.

ACTION RELATIVE TO EXECUTIVE SESSION:

- 5-A Deliberation and Discussion concerning the duties of the Cameron County Regional Mobility Authority Coordinator, Pete Sepulveda, Jr., pursuant to V.T.C.A. Government Code, Section 551.074**

Secretary Gallegos moved to proceed along the terms and conditions discussed in Executive Session. The motion was seconded by Director Esparza and carried unanimously.

ADJOURNMENT

There being no further business to come before the Board and upon motion by Secretary Gallegos seconded by Director Esparza and carried unanimously the meeting was **ADJOURNED** at 12:41 P.M.

APPROVED this 24th day of January 2013.

ATTESTED: 
SECRETARY RUBEN GALLEGOS, JR.


CHAIRMAN DAVID E. ALEX

**2-B CONSIDERATION AND APPROVAL OF A RESOLUTION
SUPPORTING THE UNIVERSITY OF TEXAS BOARD OF REGENTS
EFFORTS TO ESTABLISH A VALLEY WIDE EMERGING
RESEARCH FACILITY AND MEDICAL SCHOOL KNOWN AS
UNIVERSITY FOR THE AMERICAS IN THE RIO GRANDE VALLEY**

STATE OF TEXAS

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COUNTY OF CAMERON

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BE IT RESOLVED THAT ON THE 17th DAY OF DECEMBER, 2012, THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY CONVENED IN SPECIAL SESSION, AND UPON THE REQUEST OF THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY BOARD OF DIRECTORS, THE FOLLOWING ITEM WAS PLACED ON THE AGENDA OF THE SAID COURT FOR SUCH MEETING, PURSUANT TO GOVERNMENT CODE SECTION 551.041 *ET. SEQ.*, VERNON'S TEXAS CIVIL STATUTES (THE TEXAS OPEN MEETING ACT) TO BE CONSIDERED

**“CONSIDERATION AND APPROVAL OF A RESOLUTION SUPPORTING
THE UNIVERSITY OF TEXAS BOARD OF REGENTS EFFORTS TO ESTABLISH A
VALLEYWIDE EMERGING RESEARCH FACILITY AND MEDICAL SCHOOL
ALSO KNOWN AS UNIVERSITY OF TEXAS FOR THE AMERICAS
IN THE RIO GRANDE VALLEY”**

WHEREAS, on December 6, 2012, the Chancellor of the University of Texas, Dr. Francisco G. Cigarroa proposed an initiative to the University of Texas System Board of Regents to establish a new university that includes the University of Texas at Brownsville, the University of Texas-Pan American and the future South Texas School of Medicine; and

WHEREAS, the Board of Regents unanimously approved this initiative which would result in a single institution that spans the entire Rio Grande Valley, with a presence in each of the major metropolitan areas of Brownsville, Edinburg, Harlingen and McAllen; and

WHEREAS, the Board of Regents also approved the allocation of \$100 million over the next 10 years to accelerate the pace of transitioning the Regional Academic Health Center in Harlingen to a school of medicine; and

WHEREAS, if approved by the Texas legislature it would make this new institution eligible for revenue from Permanent University Fund (PUF) – a major catalyst for building a world class research facility of higher learning complemented with a school of medicine for the entire Rio Grande Valley; and

WHEREAS, the plan proposed and approved would result in a single institution spanning the Rio Grande valley with a presence in each of the major metropolitan areas of Brownsville, Edinburg, Harlingen and McAllen; and

WHEREAS, it is estimated that this initiative would spur economic growth and create over 10,000 jobs initially; and

WHEREAS, the Cameron County Regional Mobility Authority recognize that this is one of the largest educational and economic development opportunities for our region; and

WHEREAS, the Cameron County Regional Mobility Authority Board of Directors wants to personally thank Chancellor Cigarroa and the Board of Regents for their vision to transform the educational landscape of the Rio Grande Valley and to allow our future generations an opportunity to succeed in a medical profession given the close proximity they will have to an illustrious institution like the University of Texas Medical School in South Texas.

NOW, THEREFORE, BE IT RESOLVED that the Cameron County Regional Mobility Authority unanimously expresses its strong support to establish a valley wide emerging research facility and a medical school also known as the University of Texas for the Americas in the Rio Grande Valley and respectfully requests that all elected leaders in Austin support this initiative which has been a priority of this body and has been at the forefront for many leaders in the region for many years.

Passed, Approved and Adopted on this 17th, day of December, 2012.

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY



DAVID E. ALLEX
RMA CHAIRMAN



RUBEN GALLEGOS, JR.
RMA SECRETARY

absent

MICHAEL SCAIEF
RMA TREASURER



DAVID N. GARZA
RMA DIRECTOR

absent

NAT LOPEZ
RMA DIRECTOR

absent

HORACIO BARRERA
RMA DIRECTOR



MARK ESPARZA
RMA DIRECTOR

**2-C CONSIDERATION AND APPROVAL OF A RESOLUTION
SUPPORTING THE CO-DESIGNATION OF U.S. 77 AND U.S. 281 AS
PART OF THE INTERSTATE 69 (I-69) SYSTEM IN SOUTH TEXAS**

STATE OF TEXAS

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COUNTY OF CAMERON

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RESOLUTION

BE IT RESOLVED THAT ON THE 17TH DAY OF DECEMBER, 2012, THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY CONVENED IN SPECIAL SESSION, AND UPON THE REQUEST OF THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY BOARD OF DIRECTORS, THE FOLLOWING ITEM WAS PLACED ON THE AGENDA OF THE SAID BOARD FOR SUCH MEETING TO BE CONSIDERED

**“CONSIDERATION AND APPROVAL OF A RESOLUTION SUPPORTING
THE CO-DESIGNATION OF U.S. 77 AND U.S. 281 AS PART OF THE
INTERSTATE 69 (I-69) SYSTEM IN SOUTH TEXAS”**

WHEREAS, the Cameron County Regional Mobility Authority has proactively supported the improvements of U.S. 77 and U.S. 281 to Interstate design standards in South Texas; and

WHEREAS, the United States Congress identified U.S. 77 and U.S. 281 in South Texas as future parts of the Interstate System in the National Highway System Designation Act of 1995 and specified that sections of these routes may be added as parts of the Interstate Highway System when they meet all Interstate Highway design and designation criteria; and

WHEREAS, the Texas Department of Transportation (TxDOT) and the Federal Highway Administration (FHWA) will be upgrading and completing assessments of the existing design features and operational conditions of U.S. 77 and U.S. 281 in South Texas to confirm compliance with current Interstate standards; and

WHEREAS, upon confirmation that a section of U.S. 77 and U.S. 281 in South Texas complies with Interstate standards, that section of U.S. 77 and U.S. 281 will be eligible to be included as part of the Interstate Highway System; and

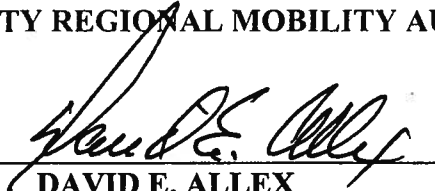
WHEREAS, providing for the safe and efficient movement of goods throughout South Texas, the Cameron County Regional Mobility Authority supports the economic sustainability of our region, the state and the nation.

NOW, THEREFORE, BE IT RESOLVED THAT THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY SUPPORTS THE CO-DESIGNATION OF THOSE ELIGIBLE SECTIONS OF U.S. 77 AND U.S. 281 IN SOUTH TEXAS AS PART OF THE I-69 SYSTEM, AND THAT IMPROVEMENTS CONTINUE TO ALL REMAINING CANDIDATE SECTIONS OF U.S. 77 AND U.S. 281.

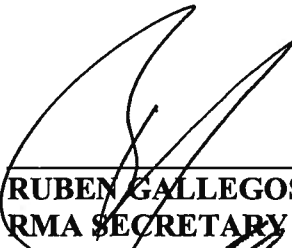
BE IT FURTHER RESOLVED that a final and adopted copy of this Resolution will be transmitted to the Texas Transportation Commission.

Passed, Approved and Adopted on this 17th, day of December, 2012.

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY



DAVID E. ALLEX
RMA CHAIRMAN



RUBEN GALLEGOS, JR.
RMA SECRETARY



DAVID N. GARZA
RMA DIRECTOR

absent

HORACIO BARRERA
RMA DIRECTOR

absent

MICHAEL SCAIEF
RMA TREASURER

absent

NAT LOPEZ
RMA DIRECTOR



MARK ESPARZA
RMA DIRECTOR

**2-D CONSIDERATION AND APPROVAL OF A RESOLUTION
SUPPORTING THE ADDITION AND CO-DESIGNATION OF U.S. 83
AS PART OF THE INTERSTATE SYSTEM IN SOUTH TEXAS**

STATE OF TEXAS

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COUNTY OF CAMERON

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RESOLUTION

BE IT RESOLVED THAT ON THE 17TH DAY OF DECEMBER, 2012, THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY CONVENED IN SPECIAL SESSION, AND UPON THE REQUEST OF THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY BOARD OF DIRECTORS, THE FOLLOWING ITEM WAS PLACED ON THE AGENDA OF THE SAID BOARD FOR SUCH MEETING TO BE CONSIDERED

“CONSIDERATION AND APPROVAL OF A RESOLUTION SUPPORTING THE ADDITION AND CO-DESIGNATION OF U.S. 83 AS PART OF THE INTERSTATE SYSTEM IN SOUTH TEXAS”

WHEREAS, the section of U.S. 83 from its connection with U.S. 77 to its limits of access control in Palmview, Texas meets all the standards of a highway on the Interstate System and would be a logical addition to the Interstate System; and

WHEREAS, this section of U.S. 83 would serve as a connector to major population centers totaling over 1 million people in the Rio Grande Valley and to cross routes serving numerous International border crossings; and

WHEREAS, this section of U.S. 83 would provide an important link between U.S. 77 and U.S. 281, both of which are major north-south trade routes that are legislatively authorized to be added as part of the I-69 System when they meet current Interstate standards; and

WHEREAS, the addition of this section of U.S. 83 has the affirmative recommendation of the State of Texas, and therefore meets the federal criteria established for new additions to the Interstate; and

WHEREAS, the Texas Department of Transportation (TxDOT) and the Federal Highway Administration (FHWA) are completing an assessment of the existing design features and operational conditions of U.S. 83 in South Texas to confirm compliance with current Interstate standards; and

WHEREAS, providing for the safe and efficient movement of goods throughout South Texas, the Cameron County Regional Mobility Authority supports the economic sustainability of our region, the state and the nation.

NOW, THEREFORE, BE IT RESOLVED THAT THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY SUPPORTS THE CO-DESIGNATION OF THIS U.S. 83 SECTION AS PART OF THE INTERSTATE SYSTEM IN SOUTH TEXAS.

BE IT FURTHER RESOLVED that a final and adopted copy of this Resolution will be transmitted to the Texas Transportation Commission.

Passed, Approved and Adopted on this 17th, day of December, 2012.

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY



DAVID E. ALLEX
RMA CHAIRMAN



RUBEN GALLEGOS, JR.
RMA SECRETARY

absent

MICHAEL SCAIEF
RMA TREASURER



DAVID N. GARZA
RMA DIRECTOR

absent

NAT LOPEZ
RMA DIRECTOR

absent

HORACIO BARRERA
RMA DIRECTOR



MARK ESPARZA
RMA DIRECTOR

**2-E CONSIDERATION AND APPROVAL OF SUPPLEMENTAL RIGHT OF
ENTRY AND POSSESSION FOR CONSTRUCTION EASEMENT
PARCELS 3 AND 3E, TEMPORARY CONSTRUCTION EASEMENT - 1
TCE FOR THE WEST RAIL RELOCATION PROJECT**

Cameron County
Joe G Rivera
County Clerk
Brownsville, TX 78520



70 2013 00006566

Instrument Number: 2013-00006566

Recorded On: February 22, 2013

As
Real Property

Parties:

To

Billable Pages: 31

Number of Pages: 32

Comment:

(Parties listed above are for Clerks reference only)

**** Examined and Charged as Follows: ****

Real Property	136.00
Total Recording:	136.00

***** DO NOT REMOVE. THIS PAGE IS PART OF THE INSTRUMENT *****

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY
because of color or race is invalid and unenforceable under federal law.

File Information:

Document Number: 2013-00006566
Receipt Number: 633478
Recorded Date/Time: February 22, 2013 08:05:53A
Book-Vol/Pg: BK-OR VL-19146 PG-54
User / Station: L Cantu - Cash Station # 5

Record and Return To:

ENGINEERING & R.O.W.
15-622-088
1390 W. EXPRESSWAY 83
SAN BENITO TX 78586

I hereby certify that this instrument was filed on the date and time stamped hereon and was duly recorded in the Official Public
Records in Cameron County, Texas



Joe G. Rivera
Cameron County Clerk

SUPPLEMENTAL RIGHT OF ENTRY AND POSSESSION

West Rail Relocation Project
Construction Easement – Parcels 3 & 3E
Temporary Construction Easement – 1TCE

STATE OF TEXAS

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COUNTY OF CAMERON

00006566

WHEREAS, Coronado Company LLC of the County of Cameron, State of Texas, is the owner, hereinafter referred to as Grantor, of a certain tract or parcel of land, hereinafter referred to as the Property, which is more fully described as Parcels 3 and 3E in Exhibit “A,” which is attached hereto and incorporated herein for any and all purposes; and,

WHEREAS, the Cameron County Regional Mobility Authority intends to acquire fee simple title (in the case of Parcel 3) and an permanent easement (in the case of Parcel 3E) in said Property, (save and except all the oil, gas and sulphur which can be removed from beneath the said Property without any right whatsoever remaining to the owners of such oil, gas and sulphur of ingress or egress to or from the surface of said Property for the purpose of exploring, developing, drilling or mining of the same), for the purpose of constructing a rail road track and appurtenances thereto, including but not limited to a gas line, for the West Rail Relocation Project; and,

WHEREAS, the Cameron County Regional Mobility Authority, intends to acquire the Property, encumbered with the improvements thereon, if any, by purchase, or upon failure to purchase by means of condemnation proceedings; and,

WHEREAS, by that certain “Right of Entry and Possession” dated February 23, 2010, Grantor conveyed to the Cameron County Regional Mobility Authority the Right of Entry and Possession to enter upon Parcels 3 and 3E to construct the project, including the railroad track and the gas line; and,

WHEREAS, subsequent refinement of survey work indicates the need for an additional parcel of land, (the “Additional Parcel”) described hereto in Exhibit B and referred to as Parcel 1 TCE, for use as a Temporary Construction Easement; and,

WHEREAS, the parties wish to supplement the previous Right of Entry and Possession.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that Grantor for and in consideration of the sum of One Dollar (\$ 1.00) and other good and valuable consideration to it in hand paid by the Cameron County Regional Mobility Authority, the receipt and sufficiency of which is hereby acknowledged and confessed, has Granted, Bargained, Sold and Conveyed and by these presents does Grant, Bargain, Sell and Convey unto the Cameron County Regional Mobility Authority, its successors and assigns, a Temporary Construction Easement over the Additional Parcel described in Exhibit “B” attached hereto and incorporated by reference for use in connection with the construction of the gas line described above and in conjunction with that certain “Right of Entry and Possession” attached hereto as Exhibit “A”.

The grant of the Temporary Construction Easement over the Additional Parcel shall be on the same terms and conditions as are reflected in the "Right of Entry and Possession" dated February 23 2010, except that the Temporary Construction Easement will expire upon completion of construction and acceptance of the railroad line and pipeline by Cameron County Regional Mobility Authority.

This supplemental grant of right of entry and possession is in addition to that certain "Right of Entry and Possession" fully described in Exhibit "A" attached hereto, and nothing in this document is intended to void, vacate, or supersede said document in any way.

Notwithstanding any provision herein, Grantor retains the right to revoke this supplemental grant of right of entry and possession upon thirty (30) days' written notice to Cameron County Regional Mobility Authority in the event that Cameron County Regional Mobility Authority receives written notice from the Texas Department of Transportation that the agreed to amount for consideration is not approved by the Texas Department of Transportation.

Grantor herein warrants that it has full power and authority to execute this agreement on behalf of the party executing this agreement as Grantor.

If any provision of this agreement shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision herein, and this agreement shall be construed as if such invalid, illegal or unenforceable provisions had never been contained herein.

Grantor and Cameron County Regional Mobility Authority may execute this agreement in one or more identical counterparts, all of which when taken together will constitute one and the same instrument.

TO HAVE AND TO HOLD the possession of the Additional Parcel described in the said Exhibit "B" for the purposes and subject to the limitations hereinabove set forth in addition and supplemental to all rights conveyed by Grantor to Cameron County Regional Mobility Authority by that certain "Right of Entry and Possession" dated February 23, 2010, and described in the said Exhibit "A".

Executed this, the 6 day of November, 2012.

ATTEST:

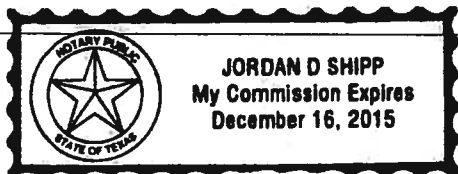
By: Betty W. Duncan, member
Coronado Company LLC
Betty W. Duncan, Member

Acknowledgement

State of Texas
County of Brazos

This instrument was acknowledged before me on November 6, 2012

by



Betty W Duncan

Notary Public's Signature

Corporate Acknowledgment

State of Texas
County of

This instrument was acknowledged before me on _____ by _____

of _____, a _____ corporation, on behalf of said corporation.

Notary Public's Signature

ACCEPTED AND AGREED TO by the Cameron County Regional Mobility Authority this 17th the day of December, 2012.

**CAMERON COUNTY
REGIONAL MOBILITY AUTHORITY**

Executed by and approved for the Cameron County Regional Mobility Authority for the purpose and effect of activating and/or carrying out the orders, established policies or work programs heretofore approved and authorized by the Cameron County Regional Mobility Authority.

By:  _____
David E. Alex, Chairman date

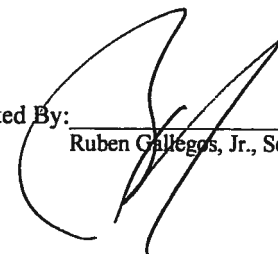
Attested By:  _____
Ruben Gallegos, Jr., Secretary date

Exhibit A

RIGHT OF ENTRY AND POSSESSION

West Rail Project Parcels 3 & 3E
CSJ: 0921-06-073
CSJ: 0921-06-233

STATE OF TEXAS

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COUNTY OF CAMERON

WHEREAS, Coronado Company LLC is the owner, hereinafter referred to as Grantors, whether one or more, of a certain tract or parcel of land, hereinafter referred to as the Parcel, which is more fully described in Exhibit "A," which is attached hereto and incorporated herein for any and all purposes; and,

WHEREAS, the Cameron County Regional Mobility Authority intends to acquire fee simple title and/or certain interests in said Parcel, (save and except all the oil, gas and sulphur which can be removed from beneath the said Parcel without any right whatsoever remaining to the owners of such oil, gas and sulphur of ingress or egress to or from the surface of said Parcel for the purpose of exploring, developing, drilling or mining of the same), for the purpose of constructing a railroad track and appurtenances thereto; and,

WHEREAS, the Cameron County Regional Mobility Authority, intends to acquire the Parcel, encumbered with the improvements thereon, if any, by purchase, or upon failure to purchase by means of condemnation proceedings; and,

WHEREAS, the Cameron County Regional Mobility Authority, requires possession of said Parcel for the purpose of beginning construction of said railroad track;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that Grantors for and in consideration of the sum of One Dollar (\$ 1.00) and other good and valuable consideration to them in hand paid by the Cameron County Regional Mobility Authority, the receipt and sufficiency of which is hereby acknowledged and confessed, have Granted, Bargained, Sold and Conveyed and by these presents do Grant, Bargain, Sell and Convey unto the Cameron County Regional Mobility Authority the right of entry upon said parcel to remove improvements, if any, with which the land is encumbered and exclusive possession of the said Parcel described in said Exhibit "A" and the right of entry upon said parcel for the purpose of constructing a railroad track and appurtenances thereto.

This grant of right of entry and possession is conditioned strictly upon the following:

1. The grant herein made shall not prejudice, in any way, Grantors' rights concerning any subsequent eminent domain proceeding concerning the Parcel, including without limitation, Grantor's right to receive full and just compensation for the interests to be acquired by the Cameron County Regional Mobility Authority in the Parcel, encumbered with the improvements thereon, if any, save and except all oil, gas and sulphur as hereinabove provided, and damages, if any, to the remaining property interests resulting from such acquisition.
2. The Cameron County Regional Mobility Authority agrees to acquire the Parcel either by purchase of said land or, in the alternative, agrees to initiate condemnation proceedings for the acquisition of said Parcel in a good faith and timely manner.

3. The parties agree that the date of taking for all purposes relating to any eminent domain proceeding concerning the Parcel (including, among other things, for the purpose of establishing the date of valuation and the date interest began to accrue) shall be the date of execution of this agreement.
4. This right of entry and possession shall extend to the Cameron County Regional Mobility Authority, its contractors, assigns and/or owners of any utility involved in the West Rail Relocation Project for the additional purposes of locating utility lines, replacing, repairing, making improvements to and/or maintaining the existing utility lines that lie within the Parcel. Said utility lines include, but are not limited to, those owned by: AEP, TransMontaigne and Rio Grande Valley MUD #2. Through this agreement, Grantor grants such rights to the extent of his/her interests, but does not purport to convey any interests of the owners of such utility lines. This right of entry and possession shall extend to the Cameron County Regional Mobility Authority, its contractors, assigns and/or owners for the purpose of constructing the railroad track.
5. Grantor herein warrants that he/she has full power and authority to execute this agreement on behalf of the party executing this agreement as Grantor.
6. If any provision of this agreement shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision herein, and this agreement shall be construed as if such invalid, illegal or unenforceable provisions had never been contained herein.
7. Grantor and Cameron County Regional Mobility Authority may execute this agreement in one or more identical counterparts, all of which when taken together will constitute one and the same instrument.

TO HAVE AND TO HOLD the possession of the Parcel described in the said Exhibit "A" for the purposes and subject to the limitations hereinabove set forth.

Executed this, the 23rd day of Feb., 2010.

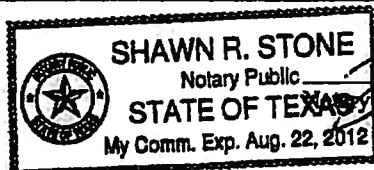
ATTEST:

By: Betty W. Duncan
Coronado Company LLC
Betty W. Duncan, Member

Acknowledgement

State of Texas
County of Brazos

This instrument was acknowledged before me on February 23rd, 2010
by Shawn R. Stone



[Signature]
Public's Signature

Corporate Acknowledgment

State of Texas
County of

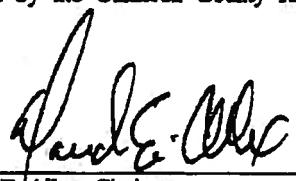
This instrument was acknowledged before me on _____ by _____
of _____, a _____ corporation, on behalf of said corporation.

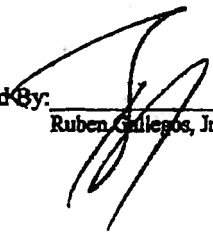
Notary Public's Signature

ACCEPTED AND AGREED TO by the Cameron County Regional Mobility Authority this 20th the
day of January, 2010.

**CAMERON COUNTY
REGIONAL MOBILITY AUTHORITY**

Executed by and approved for the Cameron County
Regional Mobility Authority for the purpose and effect of
activating and/or carrying out the orders, established
policies or work programs heretofore approved and
authorized by the Cameron County Regional Mobility
Authority.

By:  1-20-10
David E. Alex, Chairman date

Attested By:  1-20-10
Ruben Gallegos, Jr., Secretary date

September, 2006

Parcel No. 3

Page 1 of 7

Exhibit A

County:	Cameron	Highway:	West Rail Relocation Project
Railroad:	West Rail	CCSJ:	0921-06-073
Project Limits:	From: Rio Grande River	RCSJ:	0921-06-199
	To: US 77		
ROW CSJ:			

**PARCEL NO. 3
PROPERTY DESCRIPTION**

Being a 3.554 acre (154,820 square feet) parcel of land situated in the Jose Salvador de la Garza Survey, Abstract Number 2, Espiritu Santo Grant, Cameron County, Texas, and being out of and a part of Lot 39, Lot 26, Lot 61 and Lot 60, Block 17 of the Barrera Gardens Subdivision Map No. Four as shown on the plat thereof, recorded in Volume 8 at Page 67 of the Maps Records of Cameron County (M.R.C.C.), Texas, said Lots being a part of a called 729.50 acre tract conveyed to Coronado Company, LLC from Betty W. Duncan, et al by deed dated January 1, 1997 as recorded in Volume 4644 at Page 293 of the Official Records of Cameron County (O.R.C.C.), Texas, said 3.554 acre parcel of land is more particularly described by metes and bounds as follows; All bearings and coordinates are based on the Texas State Plane Coordinate System, South Zone, North American Datum of 1983, 1993 Adjustment. All distances and coordinates shown are surface and may be converted to grid by dividing by a combined scale factor of 0.99996;

COMMENCING at a 1 inch steel pipe found in the proposed easterly right of way line of West Rail Bypass (R.O.W. varies), for the northeast corner of a called 72.337 acre tract conveyed to Abel Gonzales, dba G & T Paving from Daisy L. Mcvay et al, by deed dated June 28, 2002, as recorded in Volume 8199 at Page 62 O.R.C.C., for the southwest corner of a called 210.22 acre tract conveyed to Miguel Ortiz, et al, from Ricardo Ortiz, et al, by deed dated February 29, 1984 and recorded in Volume 1357 at Page 583 of the Deed Records of Camerson County (D.R.C.C.), Texas, for the northwest corner of a called 257.37 acre tract conveyed to James L. Mayer from Mary Alice Mayer by deed dated April 9, 1964 and recorded in Volume 761 at Page 293 D.R.C.C. and for the most easterly southeast corner the Cameron County Floodway, a called 86.25 acre tract, as shown on the plat of Barrera Gardens Map No. 5, recorded in Volume 8 at Page 65 M.R.C.C.;

North 07 deg. 11 min. 10 sec. East, the with the westerly line of said 210.22 acre tract, the easterly line of said Barrera Gardens Map No. 5 and the proposed easterly right of way line of said West Rail Bypass, a distance of 625.74 feet to a 5/8 inch iron rod with RODS Surveying cap set for the southeast corner and POINT OF BEGINNING of this parcel and for the most northerly southeast corner of said Lot 39, having a State Plane Coordinate surface value of X = 1,286,939.79 and Y = 16,522,352.41 and is located 67.83 feet right of and at a right angle to the proposed West Rail baseline station 245+56.19;

September, 2006

Parcel No. 3

Page 2 of 7

Exhibit A


1. THENCE South 29 deg. 18 min. 56 sec. West, with the southeasterly line of said Lot 39 and an interior line of said 86.25 acre tract, a distance of 358.61 feet to a 5/8 inch iron rod with RODS Surveying cap set in the proposed westerly right of way line of said West Rail Bypass, for the southwest corner of the herein described parcel;
2. THENCE North 10 deg. 07 min. 58 sec. East, with the proposed westerly right of way line of said West Rail Bypass, at a distance of 1,272.33 feet pass the north line of said Lot 39 and the south line of Lot 26, at a distance of 1,774.81 feet pass the north line of said Lot 26 and the south line of Lot 61, a distance of 2,594.12 pass the north line of said Lot 61 and the south line of Lot 60, continuing for a total distance of 2,627.80 feet to a 5/8 inch iron rod with RODS Surveying cap set at intersection of the proposed westerly right of way line of said West Rail Bypass with the easterly line of said Barrera Gardens Subdivision Map No. 4 and the westerly line of said 210.22 acre tract, for the north corner of the herein described parcel;
3. THENCE South 07 deg. 11 min. 10 sec. West, with the easterly line of said Barrera Gardens Map No. four and the west line of said 210.22 acre tract, at distance of 33.65 feet pass the southeast corner of said Lot 60 and the northeast corner of Lot 61, at a distance of 843.74 pass the southeast corner of Lot 61 and the northeast corner of Lot 26, at a distance of 1,353.64 feet pass the southeast corner of Lot 26 and the northeast corner of Lot 39, at a distance of 1945.25 pass the easterly right of way line of proposed West Rail Bypass, continuing for a total distance of 2,292.15 feet to the POINT OF BEGINNING and containing within said boundaries 3.554 acres of land.

SURVEYED: October through December, 2004.

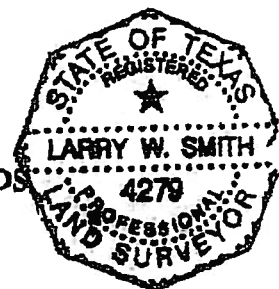
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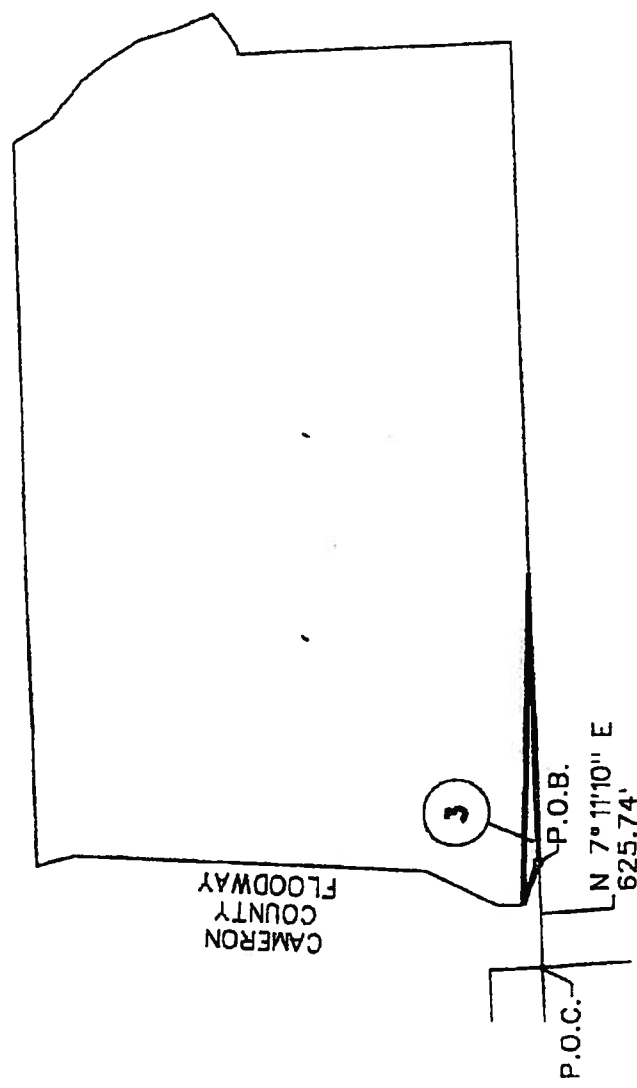
1. A parcel plat of even date was prepared in conjunction with this property description.

I, Larry W. Smith, Registered Professional Land Surveyor, Texas Registration No. 4279, do hereby certify that the foregoing description was prepared from a survey made on the ground under my supervision on the dates shown.

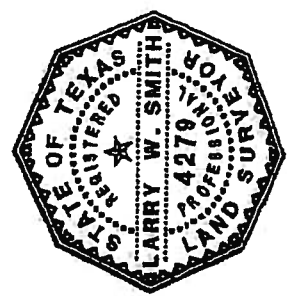
 9/21/2006

RODS Surveying, Inc. 6810 Lee Rd. Spring, Texas 77379 - Ph: 1-888-456-RODS





PARENT TRACT INSET
PARCELS NO. 3
N.T.S.



I do hereby certify that the plat shown hereon conforms to the current General Rules of Procedures and Practices as promulgated by the Texas Board of Professional Land Surveyors.
Larry W. Smith
Larry W. Smith, R.P.L.S., #4279

- Notes:
1. All bearings and coordinates are based on the Texas State Plane Coordinate System, South Zone, North American Datum of 1983, 1993 adjustment. All distances and coordinates shown are in feet and may be converted to grid by dividing by a combined adjustment factor of 0.999986.
 2. A metes and bounds description of even date accompanies this plat.

EXISTING	TAKING	REMAINING
729.50 AC. (Called)	3.554 AC. 154,819 Sq. Ft.	725.946 AC. LT

RIGHT OF WAY SKETCH
SHOWING PROPERTY OF
PARCEL 3

WEST RAIL BYPASS CAMERON COUNTY
RODS SURVEYING, INC. APRIL, 2005
CCSJ: RCSJ:

JOSE SALVADOR DE LA GARZA ESPIRITU SANTO GRANT

SURVEY A-2

MAP NO. 5
BARREDA GARDENS
VOL. 8 PG. 65
M.R.C.C.

MAP NO. 4
BARREDA GARDENS
VOL. 8 PG. 67
M.R.C.C.

BLOCK 17
LOT 39

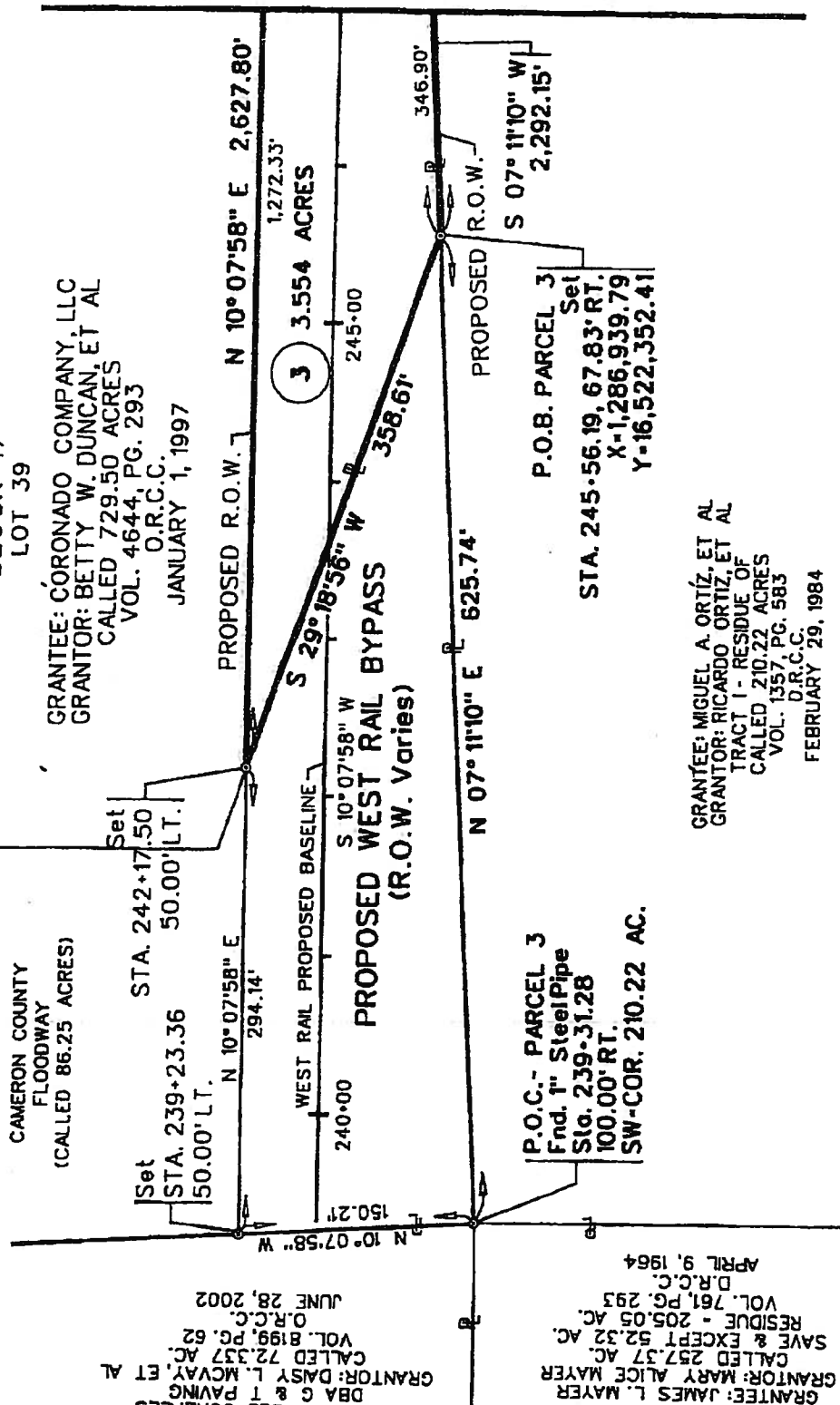
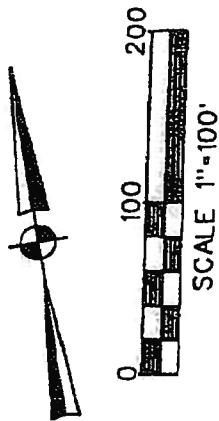
CAMERON COUNTY
FLOODWAY
(CALLED 86.25 ACRES)

GRANTEE: CORONADO COMPANY, LLC
GRANTOR: BETTY W. DUNCAN, ET AL
CALLED 729.50 ACRES
VOL. 4644, PG. 293
O.R.C.C.
JANUARY 1, 1997

GRANTEE: ABEL GONZALES
GRANTOR: DASY L. MCVAY, ET AL
DBA G & T PAVING
CALLED 72.337 AC.
VOL. 8199, PG. 62
O.R.C.C.
JUNE 28, 2002

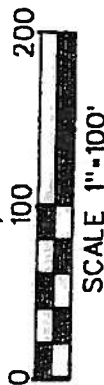
GRANTEE: JAMES L. MAYER
GRANTOR: MARY ALICE MAYER
CALLED 257.37 AC.
RESIDUE & EXCEPT 52.32 AC.
VOL. 761, PG. 293
D.R.C.C.
APRIL 9, 1964

GRANTEE: MIGUEL A. ORTIZ, ET AL
GRANTOR: RICARDO ORTIZ, ET AL
TRACT 1 - RESIDUE OF
CALLED 210.22 ACRES
VOL. 1357, PG. 583
D.R.C.C.
FEBRUARY 29, 1984



JOSE SALVADOR DE LA GARZA ESPIRITU SANTO GRANT SURVEY A-2

MAP NO. 4
BARREDA GARDENS
VOL. 8 PG. 67
M.R.C.C.



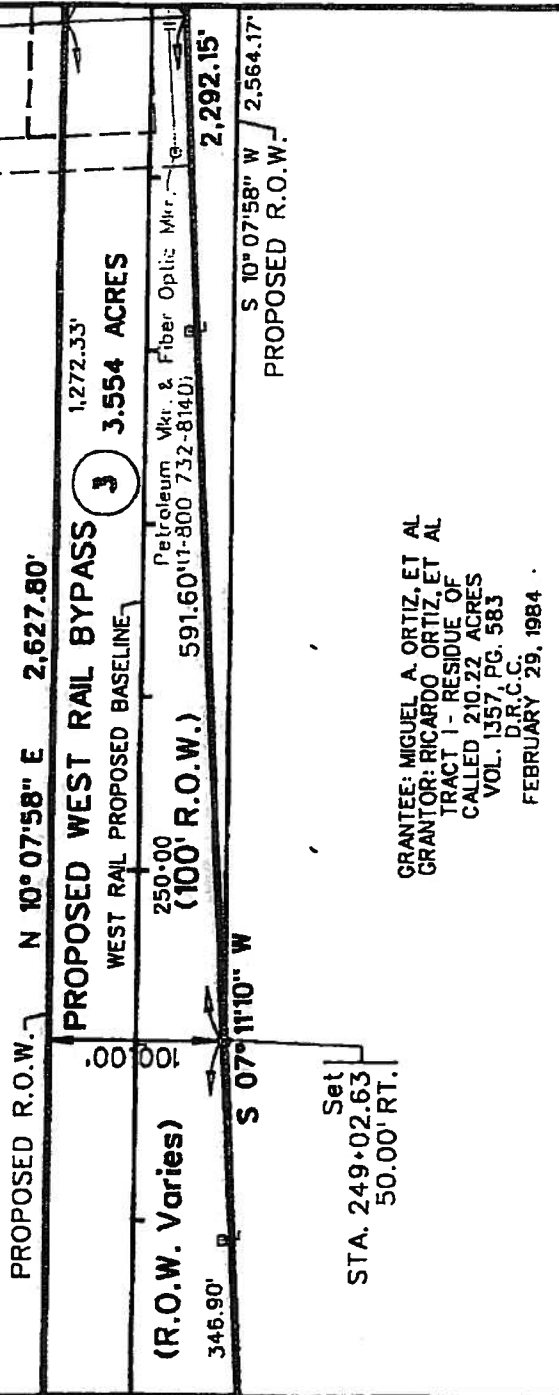
BLOCK 17
LOT 39

GRANTEE: CORONADO COMPANY, LLC
GRANTOR: BETTY W. DUNCAN, ET AL
CALLED 729.50 ACRES
VOL. 4644, PG. 293
O.R.C.C.
JANUARY 1, 1997

20' PIPELINE RIGHT-OF-WAY
& EASEMENT AGREEMENT
PMI SERVICES NORTH AMERICA INC.
VOL. 8529, PG. 27 O.R.C.C.
NOVEMBER 20, 2002

MATCH LINE STA. 255+00

MATCH LINE STA. 247+00



GRANTEE: MIGUEL A. ORTIZ, ET AL
GRANTOR: RICARDO ORTIZ, ET AL
TRACT 1 - RESIDUE OF
CALLED 210.22 ACRES
VOL. 1357, PG. 583
D.R.C.C.
FEBRUARY 29, 1984

JOSE SALVADOR DE LA GARZA ESPIRITU SANTO GRANT

SURVEY A-2

MAP NO. 4

BARREDA GARDENS

VOL. 8 PG. 67

M.R.C.C.

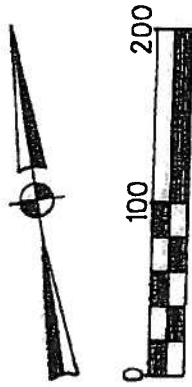
BLOCK 17
LOT 26

GRANTEE: CORONADO COMPANY, LLC
GRANTOR: BETTY W. DUNCAN, ET AL
CALLED 729.50 ACRES
VOL. 4644, PG. 293
O.R.C.C.
JANUARY 1, 1997

BLOCK 17
LOT 61

MATCH LINE STA. 255+00

MATCH LINE STA. 263+00



PROPOSED 20' PIPELINE
RIGHT-OF-WAY & EASEMENT
RELOCATION

3 3.554 ACRES

PROPOSED R.O.W.

502.48'

Petroleum Mkr. & Fiber Optic Mkr.
(1-800-732-8140)

509.90'

S 07°11'10" W

N 10°07'58" E 2,627.80'

819.31'

810.09'

2,292.15'

260+00 WEST RAIL PROPOSED BASELINE

PROPOSED WEST RAIL BYPASS

PROPOSED R.O.W.

CENTERLINE
INTERSECTION

STA. 258+73.96

S 10°07'58" W 2,564.17'

GRANTEE: MIGUEL A. ORTIZ, ET AL
GRANTOR: RICARDO ORTIZ, ET AL
TRACT 1 - RESIDUE OF
CALLED 210.22 ACRES
VOL. 1357, PG. 583
D.R.C.C.
FEBRUARY 29, 1984

JOSE SALVADOR DE LA GARZA ESPIRITU SANTO GRANT SURVEY A-2

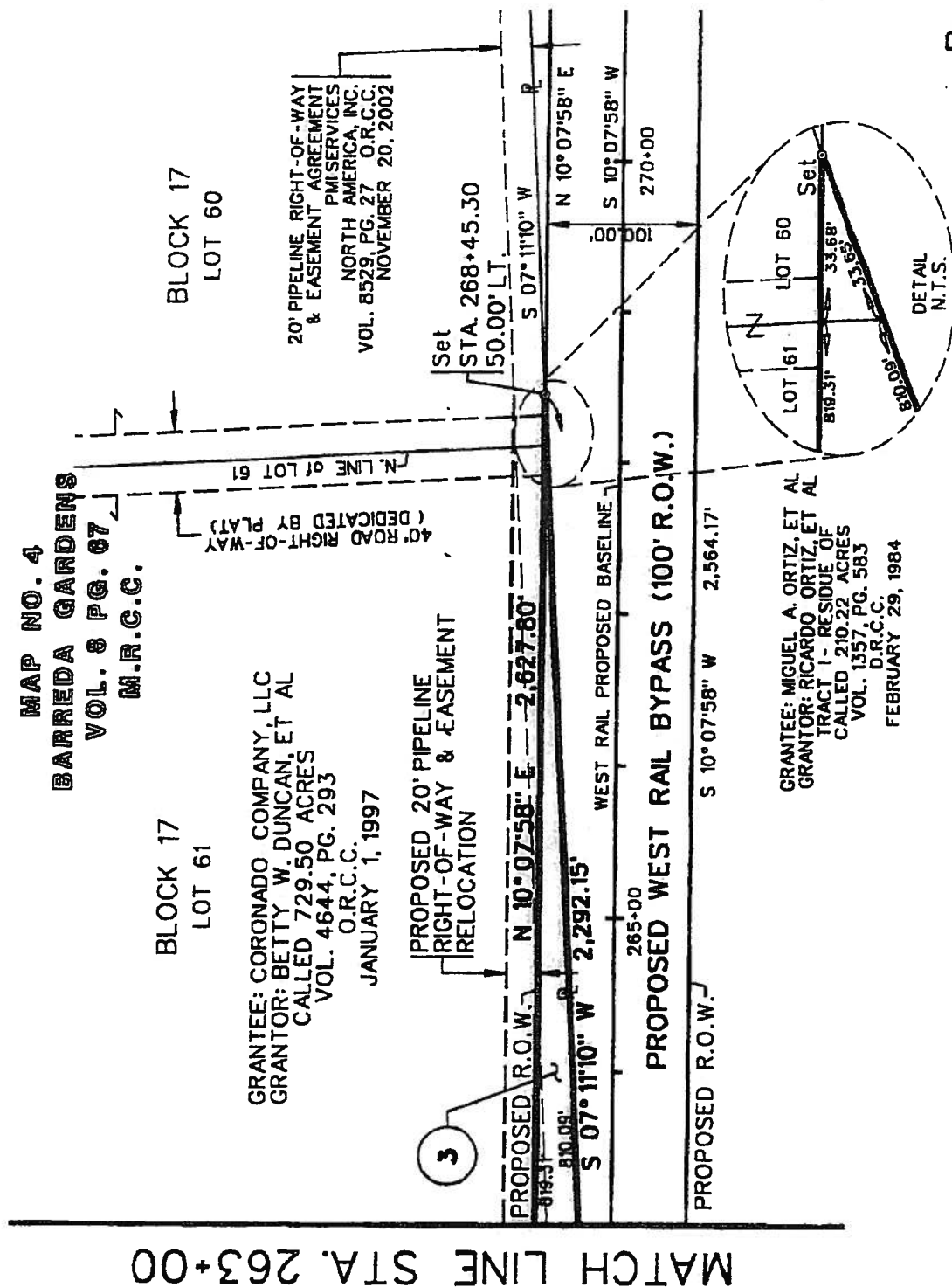
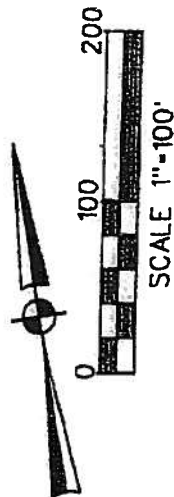


Exhibit A
Parcel 3
Page 7 of 7

September, 2006

Parcel No. 3E

Page 1 of 8

Exhibit A

County:	Cameron	Highway:	West Rail Relocation Project
Railroad:	West Rail	CCSJ:	0921-06-073
Project Limits:	From: Rio Grande River	RCSJ:	0921-06-199
	To: US 77		
ROW CSJ:			

PARCEL NO. 3E
PROPERTY DESCRIPTION

Being a 0.5636 acre (24,552 square feet) parcel of land situated in the Jose Salvador de la Garza Survey, Abstract Number 2, Espiritu Santo Grant, Cameron County, Texas, and being out of and a part of Lot 39, Lot 26, Lot 61 and Lot 60, Block 17 of the Barrera Gardens Map No. Four as shown on the plat thereof, recorded in Volume 8 at Page 67 of the Maps Records of Cameron County (M.R.C.C.), Texas, said Lots being a part of a called 729.50 acre tract conveyed to Coronado Company, LLC from Betty W. Duncan, et al by deed dated January 1, 1997 as recorded in Volume 4644 at Page 293 of the Official Records of Cameron County (O.R.C.C.), Texas, said 0.5636 acre parcel of land is more particularly described by metes and bounds as follows; All bearings and coordinates are based on the Texas State Plane Coordinate System, South Zone, North American Datum of 1983, 1993 Adjustment. All distances and coordinates shown are surface and may be converted to grid by dividing by a combined scale factor of 0.999996;

COMMENCING at a 1 inch steel pipe found in the proposed easterly right of way line of West Rail Bypass (R.O.W. varies), for the northeast corner of a called 72.337 acre tract conveyed to Abel Gonzales, dba G & T Paving from Daisy L. Mcvay et al, by deed dated June 28, 2002, as recorded in Volume 8199 at Page 62 O.R.C.C., for the southwest corner of a called 210.22 acre tract conveyed to Miguel Ortiz, et al, from Ricardo Ortiz, et al, by deed dated February 29, 1984 and recorded in Volume 1357 at Page 583 of the Deed Records of Cameron County, Texas, for the northwest corner of a called 257.37 acre tract conveyed to James L. Mayer from Mary Alice Mayer by deed dated April 9, 1964 and recorded in Volume 761 at Page 293 D.R.C.C. and for the most easterly southeast corner the Cameron County Floodway, a called 86.25 acre tract, as shown on the plat of Barrera Gardens Map No. 5, recorded in Volume 8 at Page 65 M.R.C.C.;

North 82 deg. 53 min. 20 sec. West, the with the northerly line of said 72.337 acre tract and the southerly line of said Barrera Gardens Map No. 5, a distance of 150.21 feet to a 5/8 inch iron rod with RODS Surveying cap set in the proposed westerly right of way line of said West Rail Bypass;

Exhibit A

North 10 deg. 07 min. 58 sec. East, the with the proposed westerly right of way line of said West Rail Bypass, at a distance of 294.14 feet pass a 5/8 inch iron rod with RODS Surveying cap set in the northerly line of said Barreda Gardens Map No. 5 and the common southeast line of Lot 39 of said Barreda Gardens Map No. 4, continuing for a total distance of 1,500.07 feet to the north line of a 20 foot wide pipeline right of way and easement agreement granted to PMI Services North America Inc. by deed dated November 20, 2002 and recorded in Volume 8529, Page 27 O.R.C.C., for the southeast corner and POINT OF BEGINNING of this parcel, having a State Plane Coordinate surface value of $X = 1,286,976.37$ and $Y = 16,523,226.85$ and is located 50.00 feet left of and at a right angle to the proposed West Rail baseline station 254+23.43;

1. THENCE North 82 deg. 53 min. 17 sec. West, with the north line of said 20 foot wide pipeline right of way and easement agreement, a distance of 20.03 feet to the southwest corner of the herein described parcel;
2. THENCE North 10 deg. 07 min. 58 sec. East, with the proposed westerly line of this parcel, a distance of 1,422.41 feet to the westerly line of said 20 foot wide pipeline right of way and easement agreement, for the northwesterly corner of the herein described parcel;
3. THENCE South 07 deg. 11 min. 10 sec. West, with the westerly line of said 20 foot wide pipeline right of way and easement agreement, a distance of 389.05 feet to the proposed westerly right of way line of said West Rail Bypass, for the northeasterly corner of the herein described parcel;
4. THENCE South 10 deg. 07 min. 58 sec. West, with the westerly right of way line of said West Rail Bypass, a distance of 1,032.82 feet to the POINT OF BEGINNING and containing within said boundaries 0.5636 acres of land.

SURVEYED: October through December, 2004.


NOTES:

1. A parcel plat of even date was prepared in conjunction with this property description.

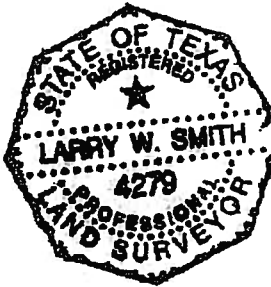
September, 2006
Parcel No. 3E
Page 3 of 8

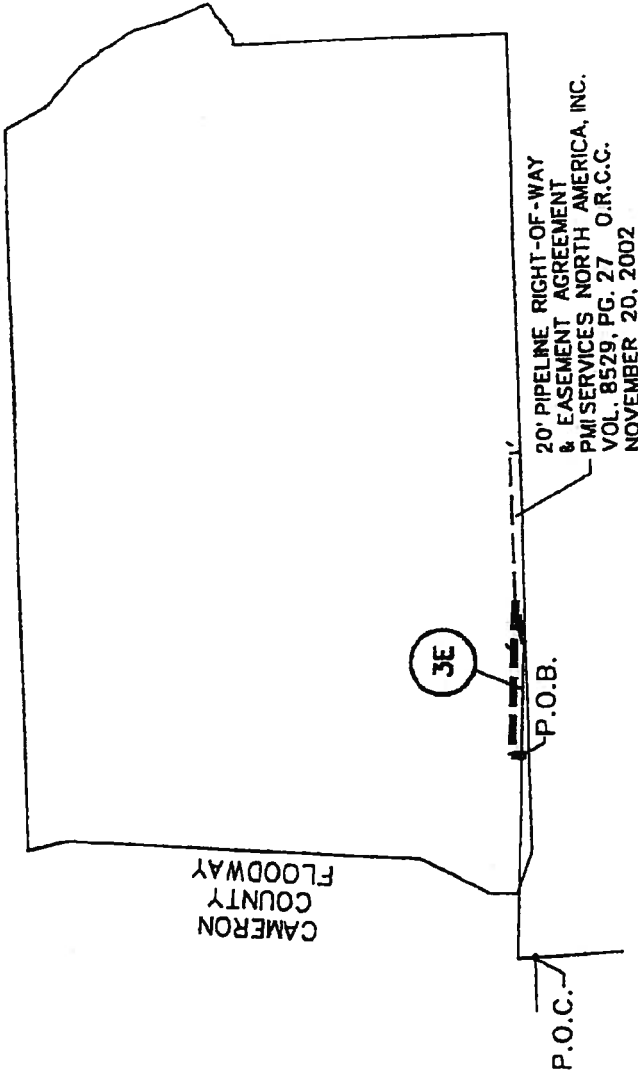
Exhibit A

I, Larry W. Smith, Registered Professional Land Surveyor, Texas Registration No. 4279, do hereby certify that the foregoing description was prepared from a survey made on the ground under my supervision on the dates shown.

 9.21.2006

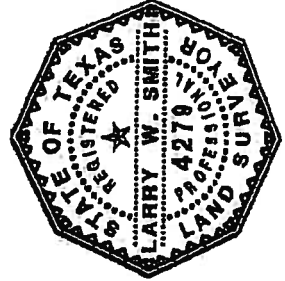
RODS Surveying, Inc. 6810 Lee Rd. Spring, Texas 77379 - Ph: 1-888-456-RODS





PARENT TRACT INSET
PARCEL NO. 3E

N.T.S.



I do hereby certify that the plot shown herein conforms to the current General Rules of Procedures and Practices as promulgated by the Texas Board of Professional Land Surveyors.

[Signature] 9-21-2006
Larry W. Smith, R.P.L.S., #4279

Notes:

1. All bearings and coordinates are based on the Texas State Plane Coordinate System, South Zone, North American Datum of 1983, 1983 Adjustment. All distances and coordinates shown are surface and may be converted to grid by dividing by a combined adjustment factor of 0.999986.

2. A map and bounds description of even date accompanies this plot.

EXISTING	TAKING	REMAINING
729.50 AC.	0.5636 AC.	
	24,552 Sq. Ft.	

RIGHT OF WAY SKETCH

SHOWING PROPERTY OF

PARCEL 3E

WEST RAIL BYPASS CAMERON COUNTY
RODS SURVEYING, INC. APRIL, 2005
CCSJ: RCSJ:

MAP NO. 5
BARREDA GARD
VOL. 8 PG. 8
M.R.C.C.

MAP NO. 4
BARREDA GARDENS
VOL. 8 PG. 87
M.R.C.C.

**CAMERON COUNTY
FLOODWAY
(CALLED 86.25 ACRES)**

GRANTEE: CORONADO COMPANY, LLC
GRANTOR: BETTY W. DUNCAN, ET AL
CALLED 729.50 AC.
VOL. 4544, PG. 293
O.R.C.C.
JANUARY 1, 1997

GRANTEE: ABEL GONZALES
DBA G & T PAVING
GRANTOR: DAISY L. MCVAY, ET AL
CALLED 72.337 AC.
VOL. 8199, PG. 62
O.R.C.C.
JUNE 28, 2002

P.O.C. - PARCEL 3E
Fnd. 1" SteelPipe
Sls. 239' 31.28
100.00' RT.
SW-COR. 210.22 AC.

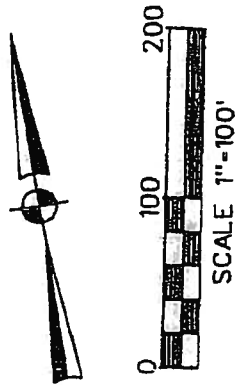
GRANTEE: MIGUEL A. ORTIZ, ET AL
GRANTOR: RICARDO ORTIZ, ET AL
TRACT 1 - RESIDUE OF
CALLED 210.22 ACRES
VOL. 1357, PG. 583
D.R.C.C.
FEBRUARY 29, 1984

GRANTEE: JAMES L. MAYER
GRANTOR: MARY ALICE MAYER
CALLED 257.37 AC.
SAVE & EXCEPT 52.32 AC.
RESIDUE - 205.05 AC.
VOL. 761, PG. 293
D.R.C.
APRIL 9, 1964

FILE: PAROSE-PC05.dgn Date: 12-15-05

Exhibit A
Parcel 3E
Page 5 of 8

Exhibit A



MATCH LINE STA. 247+00

1,500.07

PROPOSED R.O.W.

1,205.93

245.00

BYPASS

PROPOSED R.O.W.

PROPOSED WEST RAIL BYPASS
(R.O.W. Varies)

PROPOSED R.O.W.:-

P.O.C.- PARCEL 3E
Fnd. 1" Steel Pipe
Sla. 239'±31.28
100.00' RT.
SW-COR. 210.22 AC

GRANTEE: MIGUEL A. ORTIZ, ET AL
GRANTOR: RICARDO ORTIZ, ET AL
TRACT 1 - RESIDUE OF
CALLED 210.22 ACRES
VOL. 1357, PG. 583
D.R.C.C.
FEBRUARY 29, 1984

GRANTEE: JAMES L. MAYER
GRANTOR: MARY ALICE MAYER
CALLED 257.37 AC.
SAVE & EXCEPT 52.32 AC.
RESIDUE - 205.05 AC.
VOL. 761, PG. 293
D.R.C.
APRIL 9, 1964

FILE: PAROSE-PC05.dgn Date: 12-15-05

Exhibit A
Parcel 3E
Page 5 of 8

Exhibit A

JOSE SALVADOR DE LA GARZA ESPIRITU SANTO GRANT SURVEY A-2

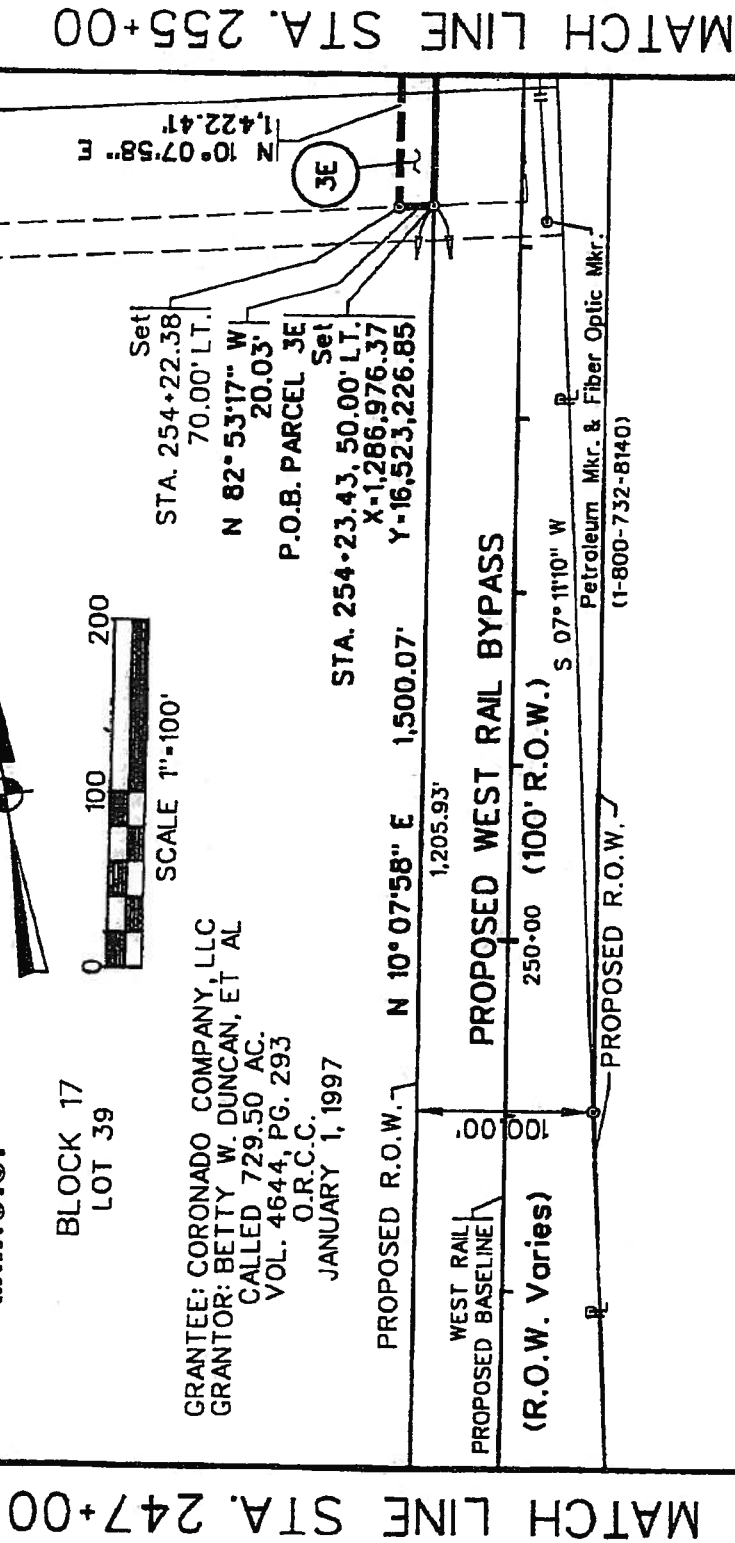
MAP NO. 4
BARREDA GARDENS
VOL. 8 PG. 67
M.R.C.C.

BLOCK 17
LOT 39

GRANTEE: CORONADO COMPANY, LLC
GRANTOR: BETTY W. DUNCAN, ET AL
CALLED 729.50 AC.
VOL. 4644, PG. 293
O.R.C.C.
JANUARY 1, 1997



20' PIPELINE RIGHT-OF-WAY
& EASEMENT AGREEMENT
PMI SERVICES NORTH AMERICA, INC.
VOL. 8529, PG. 27 O.R.C.C.
NOVEMBER 20, 2002



GRANTEE: MIGUEL A. ORTIZ, ET AL
GRANTOR: RICARDO ORTIZ, ET AL
TRACT 1 - RESIDUE OF
CALLED 210.22 ACRES
VOL. 1357, PG. 583
D.R.C.C.
FEBRUARY 29, 1984

Petroleum Mkr. & Fiber Optic Mkr.
(1-800-732-8140)

JOSE SALVADOR DE LA GARZA ESPIRITU SANTO GRANT

SURVEY A-2

MAP NO. 4

BARREDA GARDENS

VOL. 8 PG. 67

M.R.C.C.



BLOCK 17
LOT 26

BLOCK 17
LOT 61

GRANTEE: CORONADO COMPANY, LLC
GRANTOR: BETTY W. DUNCAN, ET AL
CALLED 729.50 AC.
VOL. 4644, PG. 293
O.R.C.C.
JANUARY 1, 1997

PROPOSED PIPELINE
RIGHT-OF-WAY & EASEMENT
RELOCATION
(3E)

N 10° 07' 58" E 1,422.41'

S 10° 07' 58" W 1,032.82'

PROPOSED R.O.W.

502.48' Petroleum Mkr. & Fiber Optic Mkr.
(1-800-732-8140)

260.00 WEST RAIL PROPOSED BASELINE

PROPOSED WEST RAIL BYPASS

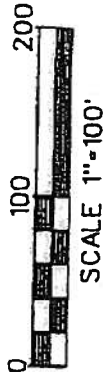
CENTERLINE
INTERSECTION
STA. 258+73.96

GRANTEE: MIGUEL A. ORTIZ, ET AL
GRANTOR: RICARDO ORTIZ, ET AL
TRACT 1 - RESIDUE OF
CALLED 210.22 ACRES
VOL. 1357, PG. 583
O.R.C.C.
FEBRUARY 29, 1984

MATCH LINE STA. 255+00

MATCH LINE STA. 263+00

JOSE SALVADOR DE LA GARZA ESPIRITU SANTO GRANT SURVEY A-2



MAP NO. 4
BARRERA GARDENS
VOL. 8 PG. 67
M.R.C.C.

BLOCK 17
LOT 61

GRANTEE: CORONADO COMPANY, LLC
GRANTOR: BETTY W. DUNCAN, ET AL
CALLED 729.50 AC.
VOL. 4644, PG. 293
O.R.C.C.
JANUARY 1, 1997

BLOCK 17
LOT 60

20' PIPELINE RIGHT-OF-WAY
& EASEMENT AGREEMENT
PMI SERVICES
NORTH AMERICA, INC.
VOL. 8529, PG. 27 O.R.C.C.
NOVEMBER 20, 2002

PROPOSED PIPELINE
RIGHT-OF-WAY &
EASEMENT RELOCATION

Set
STA. 264+56.25
50.00' LT.

N 10° 07' 58" E

S 07° 11' 10" W

1,032.82'

265+00 WEST RAIL PROPOSED BASELINE
PROPOSED WEST RAIL BYPASS (100' R.O.W.)

PROPOSED R.O.W.

S 07° 11' 10" W

389.05'

S 07° 11' 10" W

50.00' LT.

N 10° 07' 58" E

S 10° 07' 58" W

Set
STA. 268+44.79
70.00' LT.

S 07° 11' 10" W

50.00' LT.

N 10° 07' 58" E

S 10° 07' 58" W

MATCH LINE STA. 263+00

MATCH LINE STA. 271+00

GRANTEE: MIGUEL A. ORTIZ, ET AL
GRANTOR: RICARDO ORTIZ, ET AL
TRACT 1 - RESIDUE OF
CALLED 210.22 ACRES
VOL. 1357, PG. 583
D.R.C.C.
FEBRUARY 29, 1984

Exhibit B

Exhibit B

County: Cameron
Railroad: West Rail Bypass
Project Limits:

PROPERTY DESCRIPTION FOR PARCEL 1 TCE
TRANSMONTAIGNE, INC.

Being a 1.4324 acres (62,406 square feet) parcel of land, located in the Jose Salvador de la Garza Survey, Abstract Number 2, Espiritu Santo Grant, Cameron County, Texas, being out of and a part of Lot 39, Lot 26, Lot 61 and Lot 60, Block 17, Barrera Gardens Map No. 4 as shown on the plat thereof, recorded in Volume 8, Page 67, Maps Records of Cameron County (M.R.C.C.), Texas, said Lots conveyed to Coronado Company, LLC from Betty W. Duncan, et al by deed dated January 1, 1997, recorded in Volume 4644, Page 293, Official Records of Cameron County (O.R.C.C.), Texas, said 1.4324 acres being more particularly described in three parts as follows;

PART 1:

Being a 0.0589 of one acre (2,566 square feet) of land more particularly described as follows:

COMMENCING at a 1-inch steel pipe found in the proposed easterly right of way line of West Rail Bypass (R.O.W. varies), for the northeast corner of a called 72.337 acre tract conveyed to Abel Gonzales, dba G & T Paving by deed dated June 28, 2002, recorded in Volume 8199, Page 62, O.R.C.C., for the southwest corner of a called 210.22 acre tract conveyed to Miguel Ortiz, et al, by deed dated February 29, 1984, recorded in Volume 1357, Page 583, Deed Records of Cameron County, Texas, for the northwest corner of a called 257.37 acre tract conveyed to James L. Mayer by deed dated April 9, 1964, recorded in Volume 761, Page 293, D.R.C.C. and for the most easterly southeast corner the Cameron County Floodway, a called 86.25 acre tract, as shown on the plat of Barrera Gardens Map No. 5, recorded in Volume 8, Page 65, M.R.C.C. thence as follows;

North 82 deg. 53 min. 20 sec. West, the with the northerly line of said 72.337 acre tract and the southerly line of said Barrera Gardens Map No. 5, a distance of 150.21 feet to a 5/8 inch iron rod with RODS Surveying cap set in the proposed westerly right of way line of said West Rail Bypass;

North 10 deg. 07 min. 58 sec. East, the with the proposed westerly right of way line of said West Rail Bypass, a distance of 1,427.40 feet to the POINT OF BEGINNING and the southeast corner of the herein described parcel, having a State Plane Coordinate surface value of X = 1,286,963.58 and Y = 16,523,155.32;

1. THENCE, North 79 deg. 52 min. 02 sec. West, a distance of 50.00 feet to the southwest corner of the herein described parcel;

Exhibit B

2. THENCE, North 10 deg. 07 min. 58 sec. East, with the westerly line of this parcel, a distance of 50.00 feet to the northwesterly corner of the herein described parcel;
3. THENCE, South 82 deg. 53 min. 24 sec. East, a distance of 50.07 feet to the northeasterly corner of the herein described parcel, being on the westerly line of said West Rail Bypass;
4. THENCE, South 10 deg. 07 min. 58 sec. West, with the westerly line of said West Rail Bypass, a distance of 52.64 feet to the POINT OF BEGINNING and containing 0.0589 of one acre (2,566 square feet) of land.

PART 2:

Being a 0.3705 of one acre (16,138 square feet) of land more particularly described as follows:

COMMENCING for reference at the northeasterly corner of the above described Part 1, being a point on the proposed westerly right of way line of said West Rail Bypass, thence as follows;

North 10 deg. 07 min. 58 sec. East, with said proposed westerly right of way line of said West Rail Bypass, at a distance of 20.03 feet to a point for corner;

North 82 deg. 53 min. 24 sec. West, a distance of 20.03 feet to the southeast corner and POINT OF BEGINNING of this parcel, having a State Plane Coordinate surface value of X = 1,286,956.49 and Y = 16,523,229.33;

1. THENCE, North 82 deg. 53 min. 24 sec. West, a distance of 65.09 feet to the southwest corner of the herein described parcel;
2. THENCE, North 10 deg. 07 min. 58 sec. East, with the proposed westerly line of this parcel, a distance of 250.00 feet to the northwesterly corner of the herein described parcel;
3. THENCE, South 79 deg. 52 min. 02 sec. East, a distance of 65.00 feet to the northeasterly corner of the herein described parcel;
4. THENCE, South 10 deg. 07 min. 58 sec. West, with the easterly line of this tract, a distance of 246.57 feet to the POINT OF BEGINNING and containing 0.3705 of one acre (16,138 square feet) of land.

Exhibit B

PART 3:

Being 1.003 acres (43,702 square feet) of land more particularly described as follows:

COMMENCING for reference at the northeasterly corner of the above described Part 2, thence as follows;

North 10 deg. 07 min. 58 sec. East, a distance of 630.00 feet to the southeast corner and POINT OF BEGINNING of the herein described parcel, having a State Plane Coordinate surface value of X = 1,287,110.71 and Y = 16,524,092.23;

1. THENCE, North 79 deg. 52 min. 02 sec. West, a distance of 56.71 feet to the southwest corner of the herein described parcel;
2. THENCE, North 10 deg. 07 min. 58 sec. East, with the westerly line of this parcel, a distance of 800.00 feet to the northwesterly corner of the herein described parcel;
3. THENCE, South 79 deg. 52 min. 02 sec. East, a distance of 43.62 feet to the northeasterly corner of the herein described parcel;
4. THENCE, South 07 deg. 11 min. 10 sec. West, a distance of 254.49 feet to an angle point for corner;
5. THENCE, South 10 deg. 07 min. 58 sec. West, with the westerly right of way line of said Parcel 1E, a distance of 545.85 feet to the POINT OF BEGINNING and containing 1.003 acres (43,702 square feet) of land.

Notes:

1. All bearings and coordinates are based on the Texas State Plane Coordinate System, South Zone, North American Datum of 1983, 1993 adjustment. All distances and coordinates shown are surface and may be converted to grid by dividing by a combined adjustment factor of 0.99996.

2. A parcel plat of even date was prepared in conjunction with this property description.

Exhibit B

I, Ruben A. Calderon, hereby certify that the above description is true and correct and depicts a survey made on the ground under my supervision during the months of July to September 2011.

Ruben A. Calderon 3/7/2012
Ruben A. Calderon, RPLS
Texas Registration Number 5109

RODS Surveying Inc.
6810 Lee Road
Spring, Texas 77379
Phone (281)-257-4020



LEGEND

- UNADJUSTED BASELINE
- CONTINUED PRELIM
- TRACT BORDER
- TRAIL OF EASEMENT
- TEMPORARY FENCE
- ADDITIONAL TEMPORARY FENCE
- WORKSPACE
- EXISTING PIPELINE
- POINT OF INTERSECTION
- POINT OF BEGINNING
- FENCE POST/CORNER

TRANSMONTAIGNE, INC.
 WEST RAIL SITE 1
 JOSE SALVADOR DE LA GARZA SURVEY,
 ABSTRACT NO. 1, RESUBDIVISION GRANT
 CAMERON COUNTY, TEXAS
 BASEMENT PLAT

MAP NO. 4 BARREDA GARDENS
 VOL. B, PG. 67
 M.R.C.C.
 BLOCK 17

LOT 26
 CORONADO COMPANY, LLC
 CALLED 729.50 ACRES
 VOL. 4644, PG. 293
 O.R.C.C.
 JANUARY 1, 1997

20' PIPELINE RIGHT-OF-WAY
 NOVEMBER 20, 2002
 VOL. 8529, PG. 37 O.R.C.C.
 PMI SERVICES NORTH AMERICA, INC.
 & EASEMENT AGREEMENT

LOT 39

LOT 61

PARCEL 1, T.C.E. Part 2
 N=16,523.229.33
 E=1,286,956.48
 T.C.E. Part 1
 0.0989 AC
 (2,566 SQ. FT.)
 N=16,523.155.32
 E=1,286,963.58
 T.C.E. Part 2
 0.3705 AC (16,138 SQ. FT.)
 S 10°07'58" W 246.57'
 N 10°07'58" E 630.00'
 S 79°52'02" E 65.00'
 0.5636 AC (24,552 SQ. FT.)
 S 10°07'58" W 1032.82'
 1422.42'

MATCHLINE SEE SHEET 2

WEST RAIL CORRIDOR (100' R.O.W.)

PROP WEST RAIL
 R.O.W. LINE
 Fnd. 1" S.P.

MIGUEL A. ORTIZ, ET AL
 TRACT 1 - RESIDUE OF
 CALLED 210.22 ACRES
 VOL. 1357, PG. 583
 D.R.C.C.
 FEBRUARY 29, 1984

OWNERSHIP

1 72.337 AC.
 ABEL GONZALEZ DBA G&T PAVING
 VOL. 8199, PG. 62, O.R.C.C.
 JUNE 28, 2002

2 257.37 AC.
 JAMES L. MAYER
 VOL. 761, PG. 293, D.R.C.C.
 APRIL 9, 1964

3 86.25 AC.
 CAMERON COUNTY FLOODWAY
 PER BARREDA GARDENS MAP 5
 (VOL. 8, PG. 65, M.R.C.C.)

ALL COORDINATES, BEARINGS AND DISTANCES ARE
 SURFACE AND ARE REFERENCED TO THE STATE PLANE
 COORDINATE SYSTEM, SOUTH ZONE, (2203) NORTH
 DATUM, NAD 83, SURFACE ADJUSTMENT
 FACTOR = 0.99996
 PROJECT CONTROL IS BASED ON EXISTING WEST RAIL
 RIGHT-OF-WAY CONTROL

RODS
 Surveying, Inc.
 8810 LEE ROAD
 SPRING, TEXAS 77139
 TEL: 281-481-2311
 FAX: 281-481-2312

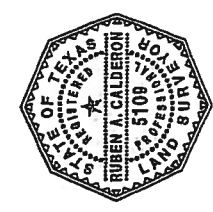
ORIGINAL DOCUMENT SIZE: 11" X 17"

REVISION:	
WEST RAIL	
SITE 1	
DATE: FEBRUARY, 2012	
FILE: WRAIL_SITE1_1.dgn	
DRAWN BY: bstedthomer	
SHEET: 1 OF 2	

NOTES:
 D.R.C.C. = DEED RECORDS CAMERON COUNTY
 M.R.C.C. = MAP RECORDS CAMERON COUNTY
 P.O.B. = POINT OF BEGINNING
 P.O.C. = POINT OF COMMENCING

LINE	TABLE
L1	S 10°07'58" W 52.64'
L2	N 79°52'02" W 50.00'
L3	N 10°07'58" E 50.00'
L4	S 82°53'24" E 50.07'
L5	N 82°53'24" W 20.03'
L6	N 82°53'24" W 65.09'

CERTIFICATION IS MADE TO THE LOCATION OF THIS EASEMENT
 USING DOCUMENTATION AND FIELD EVIDENCE AVAILABLE TO THIS
 SURVEYOR AT THE TIME OF THE SURVEY MADE ON THE GROUND
 UNDER MY SUPERVISION AND SIGN HEREON. THIS PLAT DOES
 NOT IN ANY WAY REPRESENT A "BOUNDARY SURVEY" AND DOES
 NOT COMPLY WITH TEXAS BOARD OF PROFESSIONAL LAND
 SURVEYING RULES AND REGULATIONS. THIS CERTIFICATION IS MADE AND LIMITED TO
 THOSE PERSONS OR ENTITIES SHOWN ON THE FACE OF THIS
 SURVEY AND IS NON-TRANSFERABLE.



Ruben A. Calderon
 RUBEN A. CALDERON, R.P.L.S. No. 5109
 FEBRUARY, 2012
 2/7/2012

2-F CONSIDERATION AND APPROVAL OF EXTENDING INTERLOCAL AGREEMENT WITH THE TEXAS DEPARTMENT OF TRANSPORTATION (TXDOT) TO UTILIZE TxDOT'S CUSTOMER SERVICE CENTER ON TERMS AND CONDITIONS AGREEABLE TO BOTH PARTIES FOR CUSTOMER SERVICE ON THE SH 550 TOLL PROJECT, EXTENSION TIME FROM DECEMBER 31, 2012 TO MARCH 31, 2013

STATE OF TEXAS §
COUNTY OF TRAVIS §

AMENDMENT TO INTERLOCAL CONTRACT**Amendment Number 03**

THIS INTERLOCAL AMENDMENT is made by and between the State of Texas acting by and through the Texas Department of Transportation, (TxDOT), and Cameron County Regional Mobility Authority (Local Government), and shall become effective when fully executed by both parties.

BACKGROUND

The TxDOT and the Local Government executed a contract on May 6, 2011 concerning the SH 550 Toll Project. The parties agreed that the Local Government may utilize TxDOT's Customer Service Center on terms and conditions agreeable to both parties for customer services on the SH 550 Toll Project. Separately, the Local Government has contracted with Central Texas Regional Mobility Authority for various toll systems implementation and transaction process services, and through that agreement and the Customer Service Center; Central Texas Regional Mobility Authority will process Local Government TxTAG-based transactions in a manner similar to how Central Texas Regional Mobility Authority transactions are currently processed. This contract is intended to further facilitate toll operations on the SH 550 Toll Project by providing for the provision of certain marketing and operational support services by TxDOT.

WHEREAS, that contract was amended by Amendment 1 on December 22, 2010 to extend the term of the agreement from December 31, 2011 to December 31, 2012

WHEREAS, that contract was amended by Amendment 2 on April 4, 2012 to replace Attachment B, Budget with Attachment B-1, Budget.

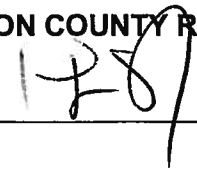
It is mutually understood and agreed by and between the undersigned contracting parties to the above numbered Interlocal Contract to amend the contract as follows:

AGREEMENT

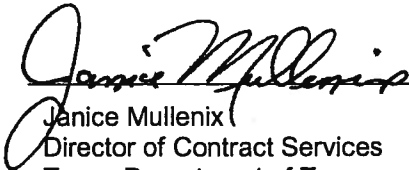
V. TERM OF CONTRACT: The termination date is extended from December 31, 2012 to March 31, 2013 in order to continue to facilitate toll operations on the SH 550 Toll Project.

All other terms and conditions of the above numbered Interlocal Contract not hereby amended remain in full force and effect.

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

By  Date 12-17-12
Pete Sapulveda
RMA Coordinator

THE STATE OF TEXAS

By  Date December 21, 2012
Janice Mullenix
Director of Contract Services
Texas Department of Transportation

**Interlocal Amendment
Contract Services Transmittal Form**

From: Toll Operations Division (87)	Contact Person: Anna Saldana Phone No.: 874-9710
Subject: Cameron County RMA ILA Revision of Attachment C, Budget	
Other Agency/Entity yes	Contract Maximum Amount Payable \$49,276.00
Are any federal funds used in this contract? N/A	
Will the non-TxDOT party undertake any out-of-state travel? Yes _____ No <u> X </u> _____	
Was the standard amendment format modified? Yes _____ No <u> X </u> _____ If modified, date of Contract Services approval: _____ Modifications made are as follows: 	

3-A APPROVAL OF CLAIMS



**Cameron County Regional Mobility Authority
Daily Check Register 12/17/2012**

FY 2013

Page 1

<u>Check No.</u>	<u>Vendor Name</u>	<u>Fund</u>	<u>Dept.</u>	<u>Purpose</u>	<u>PO#</u>	<u>Amount</u>
00001414	AVINA,VERONICA	110	110	CONTRACT SERVICES FROM	P182628	200.00
				Check No. 00001414	Total	200.00
00001415	BETANCOURT,BLANCA	110	110	CONTRACT SERVICES FROM	P182620	1,000.00
				Check No. 00001415	Total	1,000.00
00001416	DEHOYOS, SYLVIA	110	110	CONTRACT SERVICES FROM	P182843	650.00
				Check No. 00001416	Total	650.00
00001417	GALARZA,MARTHA	110	110	CONTRACT SERVICES FROM	P182658	1,100.00
				Check No. 00001417	Total	1,100.00
00001418	GARCIA,DAVID	110	110	DEC 12-13'12 TEXAS TRANSPORTAT		2,070.09
			110	CONTRACT SERVICES FROM	P182624	6,250.00
				Check No. 00001418	Total	8,320.09
00001419	GOVCONNECTION INC	110	110	MACBOOK AIR 13" 1.8GHZ 15/4GB/	P183852	61.56
				Check No. 00001419	Total	61.56
00001420	HNTB CORP	110	1108	SUPPLEMENTAL WORK	P178940	12,992.04
			1116	WORK AUTHORIZATION NO. 33 - WE	P161490	6,279.60
			1117	SUPPLEMENTAL WORK	P155605	44,406.79
			1117	SUPPLEMENTAL WORK	P155605	65,365.64
			1117	SUPPLEMENTAL WA NO. 6 TO INCRE	P183113	130,956.93
			1147	WORK AUTHORIZATION NO. 47	P167330	13,453.80
		111	1111	WORK AUTHORIZATION NO. 42 FOR	P155761	2,503.26
			1121	CAMERON COUNTY REGIONAL	P158036	514.85
			1126	SUPPLEMENTAL WORK	P180553	41,499.36
			1149	WA NO. 64 WITH HNTB FOR SH 32	P181906	959.80
			1149	WORK AUTHORIZATION NO. 49 FOR	P171413	49,049.92
			1155	WA NO. 55 FOR INTERNATIONAL	P174429	12,487.68
				Check No. 00001420	Total	380,469.67
00001421	LOCKE LORD BISSELL AND LIDDELL	110	110	Professional Services		9,652.98
			110	Professional Services		9,668.75
			110	Professional Services		127.50
			110	Professional Services		2,706.43
				Check No. 00001421	Total	22,155.66
00001422	PENA,JESUS MARTIN	110	110	CONTRACT SERVICES FROM	P182623	200.00
				Check No. 00001422	Total	200.00
00001423	QUELLHORST,HENDRICK	110	110	CONTRACT SERVICES FROM	P182625	250.00
				Check No. 00001423	Total	250.00



Cameron County Regional Mobility Authority
Daily Check Register 12/17/2012

FY 2013

Page 2

<u>Check No.</u>	<u>Vendor Name</u>	<u>Fund</u>	<u>Dept.</u>	<u>Purpose</u>	<u>PO#</u>	<u>Amount</u>
00001424	ROBLES,MARIA A	110	110	CONTRACT SERVICES FROM	P182622	450.00
				Check No. 00001424	Total	450.00
00001425	SAN MIGUEL,FRANCISCO	110	110	CONTRACT SERVICES FROM	P182626	300.00
				Check No. 00001425	Total	300.00
00001426	SEPULVEDA,PEDRO	110	110	CONTRACT SERVICES FROM	P182621	6,250.00
			110	Travel		480.35
				Check No. 00001426	Total	6,730.35
00001427	SMITH-REAGAN INSURANCE AGENCY	110	110	Bonds		336.35
				Check No. 00001427	Total	336.35
00001428	VEGA,DYLBIA JEFFERIES	110	110	CONTRACT SERVICES FROM	P182627	1,100.00
				Check No. 00001428	Total	1,100.00
				Total for All Checks:		423,323.68

Print Date: 12/17/2012 Print By: HENDRICK



Cameron County Regional Mobility Authority
Daily Check Register 12/17/2012

FY 2013

Page 1

<u>Check No.</u>	<u>Vendor Name</u>	<u>Fund</u>	<u>Dept.</u>	<u>Purpose</u>	<u>PO#</u>	<u>Amount</u>
00001429	BANK OF NEW YORK MELLON TRUST	110	000	Reserve for emergencies		44,444.45

Check No.	00001429	Total	44,444.45
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00001430	SEPULVEDA,PEDRO	110	110	Travel		663.91
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Check No.	00001430	Total	663.91
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Print Date: 12/17/2012 Print By: HENDRICK

Total for All Checks: 45,108.36

**3-B CONSIDERATION AND APPROVAL OF RESOLUTION
AUTHORIZING AN AMENDMENT TO THE CAMERON COUNTY
AGREEMENT WITH THE CAMERON COUNTY REGIONAL
MOBILITY AUTHORITY FOR THE TRANSFER, ASSIGNMENT,
PLEDGE AND/OR PAYMENT OF TAX INCREMENT ACCOUNT
FUNDS FROM TRANSPORTATION REINVESTMENT ZONE NO. 1,
COUNTY OF CAMERON, TO SUCH AUTHORITY FOR THE
DEVELOPMENT OF THE CAMERON COUNTY REGIONAL
MOBILITY AUTHORITY DEVELOPMENT PROGRAM**

THE STATE OF TEXAS § Contract No. 2012C12547
 §
COUNTY OF CAMERON §

**CAMERON COUNTY, TEXAS AND
CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
AMENDED AND RESTATED INTERLOCAL AGREEMENT TO PARTICIPATE IN
THE TRANSPORTATION REINVESTMENT ZONE NO. 1, COUNTY OF CAMERON**

This Amended and Restated Interlocal Agreement (this "Agreement") is made and entered into by and between the County of Cameron, Texas ("County"), and Cameron County Regional Mobility Authority ("CCRMA"), each a political subdivision of the State of Texas (collectively, the "Parties").

W I T N E S S E T H:

WHEREAS, the CCRMA is a regional mobility authority created pursuant to the request of Cameron County and operating pursuant to Chapter 370 of the Texas Transportation Code (the "Code") and 43 TEX. ADMIN. CODE §§ 26.1 et seq. (the "RMA Rules"); and

WHEREAS, Chapter 791 of the Texas Government Code provides that any one or more public agencies may contract with each other for the performance of governmental functions or services in which the contracting parties are mutually interested; and

WHEREAS, at a duly called and noticed meeting on December 16, 2010, the Commissioners Court of Cameron County (the "Commissioners Court"), pursuant to Section 222.107 of the Code, adopted a resolution and order (the "Adoption Resolution"), a copy of which is attached as Exhibit "A" hereto, authorizing the creation of "Transportation Reinvestment Zone Number One, County of Cameron" (the "Zone"), to be effective immediately upon passage of the Adoption Resolution; and

WHEREAS, the Zone was created to facilitate the development of portions of the "CCRMA Development Program", composed of several roadways and roadway improvements located within the Zone; and

WHEREAS, a clerical error in the Adoption Resolution resulted in two roadways located outside the Zone being inadvertently included in the initial definition of the CCRMA Development Program (specifically South Padre Island Second Access and West Parkway); and

WHEREAS, the CCRMA Development Program, as initially designated and as reflected in the boundary description and maps attached to the Adoption Resolution, was composed of State Highway 550, the Outer Parkway, East Loop, FM 509, and bypasses on US 77 and US 281; and

WHEREAS, at a duly called and noticed meeting on December 20, 2012, the Commissioners Court, pursuant to Section 222.107 of the Code, adopted a resolution and order (the "Amendment Resolution"), a copy of which is attached as Exhibit "B" hereto, amending the boundaries of the Zone to accommodate changes to the project limits and components initially designated as part of the CCRMA Development Program such that the CCRMA Development Program now consists of State Highway 550, State Highway 32 (East Loop), FM 509, US 77 South, and bypasses on US 77 and US 281; and

WHEREAS the Adoption Resolution included the finding that the designation of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the CCRMA Development Program; and

WHEREAS, the Amendment Resolution included the finding that the amendment of the boundaries of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the CCRMA Development Program; and

WHEREAS, at a duly called and noticed meeting on November 23, 2011, the Commissioners Court, pursuant to Sections 222.107 and 370.303 of the Code, adopted a resolution and order (the "Authorizing Resolution"), a copy of which is attached as Exhibit "C" hereto, authorizing the County to remit to the CCRMA a portion of the taxes collected by the County on property located in the Zone to fund development of all or part of the CCRMA Development Program and authorizing the County to enter into an interlocal agreement with the CCRMA (the "Interlocal Agreement"); and

WHEREAS, the Interlocal Agreement was executed and effective as of November 23, 2011; and

WHEREAS, at a duly called and noticed meeting on December 20, 2012, the Commissioners Court adopted a resolution and order (the "Amendment Approval Resolution" and, collectively with the Adoption Resolution, the Amendment Resolution, and the Authorizing Resolution, the "Resolutions"), a copy of which is attached as Exhibit "D" hereto, authorizing the County to enter into this Agreement amending and restating the terms of the Interlocal Agreement for the purpose of addressing the change in the boundaries of the Zone; and

WHEREAS, Section 370.303 of the Code authorizes the County to enter into and make payments under this Agreement in connection with the financing, acquisition, construction, or operation by the CCRMA of transportation projects such as the CCRMA Development Program; and

WHEREAS, Section 370.303 of the Code also authorizes the County to agree with the CCRMA in this Agreement to collect and remit to the CCRMA all or a portion of the taxes collected by the County on property located in the Zone for purposes of developing transportation projects such as the CCRMA Development Program, and provide a means for the County to pledge or otherwise provide funds for the development of the components of the CCRMA Development Program; and

WHEREAS, in order to advance the CCRMA Development Program, the CCRMA, on its own or through an entity created by the CCRMA, intends to issue debt with a maximum repayment term of no more than forty (40) years in one or more lawful forms, including without limitation, individually or in combination, bonds, notes, loans from the State Infrastructure Bank, assistance pursuant to the Transportation Infrastructure Finance and Innovation Act ("TIFIA"), other state and federal grant and loan programs, and/or a bank loan (the "RMA Debt") to obtain funding necessary to develop all or a portion of the CCRMA Development Program; and

WHEREAS, to secure payment of the RMA Debt associated with the CCRMA Development Program, the CCRMA intends to assign, pledge and transfer its right to receive the portion of the taxes collected on property located in the Zone and remitted by the County to the CCRMA pursuant to the Resolutions and this Agreement; and

WHEREAS, the RMA Debt shall be a limited obligation of the CCRMA, payable solely from the revenue derived from the tax increment of the Zone and, at the CCRMA's sole option, other sources of revenue available to the CCRMA, and the RMA Debt shall not be an obligation of the County and shall not be payable from taxes or any other revenues of the County other than revenues derived from the tax increment of the Zone unless otherwise specifically authorized by the County through separate action; and

WHEREAS, the Commissioners Court adopted the Resolutions to acknowledge, consent to, and confirm that the CCRMA will assign, pledge and transfer a portion of the taxes from the Zone to secure payment of the RMA Debt for so long as the RMA Debt is outstanding, and to authorize entering into this Agreement for such purpose; and

WHEREAS, the commitments and obligations of the County and the CCRMA as reflected in the Agreement shall remain fully effective as of the date of the effective date of the Interlocal Agreement, except for those specific changes required due to the amendment to the Zone boundaries;

NOW, THEREFORE, County and CCRMA, in consideration of the terms, conditions and covenants contained herein and other good and valuable consideration, and intending to be legally bound, hereby agree as follows:

I. DEFINITIONS

Terms not particularly defined herein shall be construed as defined in Section 222.107 of the Code. The following terms shall have the following meanings when used in this Agreement:

"Tax Increment" means the amount of property taxes levied and collected by the County for that year on the captured appraised value of real property taxable by the County and located in the Zone, which shall be deposited in the Tax Increment Fund.

"Captured Appraised Value" of real property taxable by the County for a year is the total appraised value of all real property taxable by the County and located in the Zone for that year less the tax increment base of the County.

"Tax Increment Base" means the total appraised value of all real property taxable by the County and located in the Zone on January 1, 2010, except for: (i) the total appraised value of real property removed from the Zone as reflected in the Amendment Resolution (for which a Tax Increment will be determined and deposited to the Tax Increment Account for 2011); (ii) the total appraised value of real property added to the Zone as reflected in the Amendment Resolution, which shall be considered part of the Tax Increment Base as of January 1, 2012.

"Tax Increment Account" means an account established by the County pursuant to the Resolutions, into which all the Tax Increments are to be deposited upon receipt by the County, as further described under Section 222.107 of the Code.

II. AGREEMENTS BY THE COUNTY

The County hereby acknowledges, consents to, and agrees as follows:

- A. The recitals of the Resolutions are incorporated into this Agreement as if fully set forth herein.
- B. The County shall deposit the entirety of the Tax Increment, upon receipt, into the Tax Increment Account.
- C. The County hereby assigns, pledges, transfers and remits the entirety of the Tax Increment and the amounts in the Tax Increment Account for the Zone to the CCRMA to fund costs of the financing, acquisition, construction, maintenance, or operation of all or part of the CCRMA Development Program, which the County has determined will benefit the County and its residents. Such costs include without limitation amounts necessary to fund reserves and capitalized interest accounts for the RMA Debt allocable to all or part of the CCRMA Development Program and to pay costs of issuance of the RMA Debt allocable to all or part of the CCRMA Development Program.
- D. The County hereby acknowledges and consents to the CCRMA's assignment, pledge and transfer of the revenue from the Zone to secure payment of the principal of, premium, if any, and interest on the RMA Debt provided such debt is used to fund costs of the financing, acquisition, construction, maintenance, or operation of all or part of the CCRMA Development Program. Such assignment, pledge and transfer may be to one or more of the owners or holders of such RMA Debt or a trustee acting on behalf of one or more owners or holders of such RMA Debt. For so long as any RMA Debt is outstanding and unpaid, the County covenants and agrees to annually assess, levy and collect its ad valorem tax on property within the Zone and not to terminate the Zone. Nothing in this Agreement requires the Commissioners Court to levy a tax on taxable property in the County at any minimum rate. The obligations of the County to the CCRMA are subject to the rights of any of the holders of bonds, notes or other obligations that have heretofore or are hereafter issued by the County that are payable from or secured by a general levy of ad valorem taxes throughout the taxing jurisdiction of the County.

E. The County hereby agrees that (i) the County shall deposit the Tax Increment into the Tax Increment Account upon receipt and shall remit, without counterclaim or offset, all amounts in the Tax Increment Account to the CCRMA on a monthly basis on the first business day of each month; and (ii) the County shall not seek to declare this Agreement void or ineffective, and shall not seek to rescind the Resolutions (or modify them in any way that would adversely affect the CCRMA's assignment, pledge and transfer of the revenue from the Zone or the owners or holders of the RMA Debt or a trustee acting on their behalf) or adopt any other resolution or order or take any other action to remove or rescind the revenue from the Zone, until the earlier of:

(a) the date on which all principal of, premium, if any, and interest on the RMA Debt is paid in full through additional CCRMA Development Program financing sources, revenues from operation of all or part of the CCRMA Development Program, or any other source of revenue used to satisfy the RMA Debt, and the RMA Debt is no longer outstanding; or

(b) the date on which the RMA Debt matures, all principal of, premium, if any, and interest on the RMA Debt is paid in full, and all RMA Debt is no longer outstanding.

F. The obligations of the County to make the payments set forth in this Agreement from the Tax Increment shall be absolute and unconditional, and until such time as all RMA Debt incurred as contemplated in this Agreement has been fully paid or provision for payment thereof shall have been made in accordance with its terms, the County will not suspend or discontinue any payments provided for in this Agreement, will not terminate the Zone and will not seek to terminate this Agreement for any reason whatsoever.

III. AGREEMENTS BY THE CCRMA

The CCRMA agrees to diligently pursue the CCRMA Development Program and to use its best efforts to develop all or part of the CCRMA Development Program for the benefit of the residents of the County. The CCRMA agrees further to periodically report on its progress on the advancement of the CCRMA Development Program to the Commissioners Court in accordance with requirements of the Code and the RMA Rules and to identify the RMA Debt which the Tax Increment received from the County has been pledged to secure.

IV. ADMINISTRATION OF AGREEMENT

This Agreement shall be administered by the County Judge of the County and the Executive Director or RMA Coordinator of the CCRMA or their respective designees.

V. NOTICES

Whenever this Agreement requires or permits any consent, approval, notice, request, proposal, or demand from one party to another, the consent, approval, notice, request, proposal, or demand must be in writing to be effective and shall be delivered to the party intended to receive it at the addresses shown below:

If intended for County, to:

Cameron County
1100 E. Monroe St.
Brownsville, TX 78520
Attn: Judge Carlos H. Cascos, CPA

If intended for CCRMA, to:

Pete Sepulveda, Jr.
RMA Coordinator
Cameron County Regional Mobility Authority
1100 E. Monroe St.
Brownsville, TX 78520

with a copy to:

Bruce W. Hodge
Chief Counsel, Commissioners Court
Legal Division
The County of Cameron
1100 E. Monroe Street
Brownsville, TX 78520

Locke Lord LLP
100 Congress Avenue
Suite 300
Austin, TX 78701
Attn: C. Brian Cassidy

or to such other addresses as the parties may request, in writing, from time to time.

VI. GOVERNING LAW AND VENUE

This Agreement is made subject to the provisions of the Texas constitution, codes, and statutes; and all other applicable state and federal laws, regulations and requirements, as amended. Venue shall lie exclusively in Cameron County, Texas.

VII. TERM

This Agreement is effective as of November 23, 2011, and shall terminate upon the termination date of the Zone, provided that in no event shall the termination date of the Zone be earlier than the date specified in Article 11 above; and further provided, however, that the obligations of the County to deposit to the Tax Increment Fund Tax Increments which accrue during the term of the Zone, but which are not collected until subsequent to the expiration of the term, shall survive.

VIII. ENTIRE AGREEMENT/AMENDMENTS/SUCCESSORS AND ASSIGNS

This Agreement embodies the complete understanding of the County and CCRMA, superseding all oral or written previous and contemporary agreements between the parties relating to matters herein. This Agreement may be amended, modified, or supplemented only by an instrument in writing executed by the County and the CCRMA. Any alterations, additions or deletions to the terms of this Agreement required by changes in federal, state or local law or regulations will be automatically incorporated into this Agreement without written amendment, and shall become effective on the date designated by such law or regulation. This Agreement shall bind and benefit the respective Parties and their legal successors, and shall not be assignable, in whole or in part by either Party without first obtaining the consent of the other Party, except that the CCRMA may assign all or any portion of its rights hereunder to one or more holders or owners of RMA Debt or a trustee acting on behalf of one or more holders or owners of RMA Debt.

IX. AMENDMENTS AND MODIFICATIONS

This Agreement may not be amended or modified except in writing executed by both the County and the CCRMA, and authorized by their respective governing bodies.

X. SEVERABILITY

If any provision of this Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof, but rather this entire Agreement will be construed as if not containing the particular invalid or unenforceable provision or provisions, and the rights and obligation of the Parties shall be construed and enforced in accordance therewith. The Parties acknowledge that if any provision of this Agreement is determined to be invalid or unenforceable, it is their desire and intention that such provision be reformed and construed in such a manner that it will, to the maximum extent practicable, to give effect to the intent of this Agreement and be deemed to be validated and enforceable.

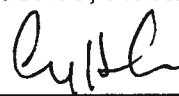
XI. EXECUTION IN COUNTERPARTS

This Agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall be considered fully executed as of the date above first written, when all parties have executed an identical counterpart, notwithstanding that all signatures may not appear on the same counterpart.

EXECUTED the 20th day of December, 2012, to be effective as of the 23rd day of November, 2011, by the County and the CCRMA.


CAMERON COUNTY, TEXAS

By: _____


Carlos H. Cascos, CPA
County Judge

ATTEST:

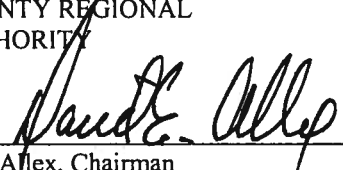
By: _____


Joe G. Rivera, County Clerk



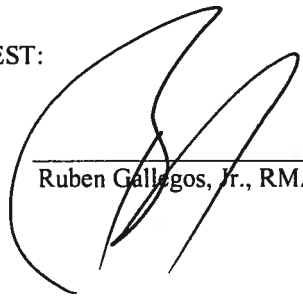
CAMERON COUNTY REGIONAL
MOBILITY AUTHORITY

By: _____


David E. Alex, Chairman

ATTEST:

By: _____


Ruben Gallagos, Jr., RMA Secretary

Attachments

Commissioner's Court Resolution No. 2010R12150
Commissioner's Court Resolution No. _____
Commissioner's Court Resolution No. _____
Commissioner's Court Resolution No. _____

Resolution No. 2010R12150

**STATE OF TEXAS §
 §
COUNTY OF CAMERON §**

**ORDER CALLING FOR THE ESTABLISHMENT OF TRANSPORTATION
REINVESTMENT ZONE NUMBER ONE, COUNTY OF CAMERON**

WHEREAS, Section 222.107 of the Texas Transportation Code (the "Code") allows for the creation of a county transportation reinvestment zone ("TRZ") for the purpose of promoting a transportation project which will facilitate the movement of traffic, promote public safety, and enhance the ability of a local entity to sponsor a project which will receive pass-through funding under Section 222.104 of the Code; and

WHEREAS, a county is authorized to abate ad valorem taxes, collect and dedicate ad valorem taxes for a specific use, or grant other relief from ad valorem taxes permitted under Section 222.107 of the Code on all real property located in a TRZ in an amount not to exceed the tax increment, defined generally as the amount of ad valorem taxes attributable to the excess of the appraised value of property in the TRZ over the appraised value of such property for the year in which the TRZ was established; and

WHEREAS, Cameron County, in conjunction with the Cameron County Regional Mobility Authority ("CCRMA"), is currently pursuing the development of portions of State Highway 550, the West Parkway, Outer Parkway, South Padre Island Second Access, and bypasses on US 77, and US 281 (the "CCRMA Development Program"); and

WHEREAS, the Cameron County Commissioners Court finds that the area depicted generally on the map attached hereto as Attachment "A" and described more specifically in the boundary description attached hereto as Attachment "B" is unproductive and underdeveloped; and

WHEREAS, in order to facilitate development of the CCRMA Development Program and as permitted by Section 222.107, the Cameron County Commissioners Court proposes to establish "Transportation Reinvestment Zone Number One, County of Cameron" (the "Zone") in the area depicted generally on the map attached hereto as Attachment "A" and described more specifically in the boundary description attached hereto as Attachment "B"; and

WHEREAS, the Cameron County Commissioners Court finds that the designation of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the CCRMA Development Program; and

WHEREAS, the Cameron County Commissioners Court finds that the promotion of the CCRMA Development Program will cultivate development or redevelopment of the Zone; and

WHEREAS, after providing the notice required by Subsection 222.107(e) of the Act, Cameron County Commissioner Court held a public hearing on November 11, 2010 on the

creation of the Zone, its benefits to Cameron County and to the property in the Zone, and eventual abatement of ad valorem taxes, collection and dedication of ad valorem taxes for a specific use, or grant of other relief from ad valorem taxes permitted under Section 222.107 the Code on real property located in the Zone; and

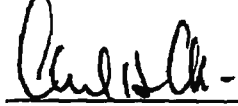
WHEREAS, the Commissioners Court heard interested persons speak for and against the designation of the Zone, its boundaries, and the abatement of ad valorem taxes, collection and dedication of ad valorem taxes for a specific use, or grant of other relief from ad valorem taxes permitted under Section 222.107 of the Code on real property located in the Zone.

THEREFORE, BE IT NOW ORDERED BY THE CAMERON COUNTY COMMISSIONERS COURT, that:

1. The area described in the boundary description attached hereto as Attachment "A" and described more specifically in the boundary description attached hereto as Attachment "B" shall be and is hereby designated as "Transportation Reinvestment Zone Number One, County of Cameron"; and
2. The designation of the Zone takes effect immediately upon passage of this Order, and the base year for purposes of computing the tax increment shall be 2010; and
3. The portion of the tax increment on property within the Zone that will be dedicated for use directly for the CCRMA Development Program, and the means to collect those amounts for such use, will be established through action by the Commissioners Court and an interlocal agreement with CCRMA.

WHEREUPON MOTION MADE BY COMMISSIONER David A. Garza AND SECONDED BY COMMISSIONER Edna Tamayo, THE ORDER AUTHORIZING THE ESTABLISHMENT OF TRANSPORTATION REINVESTMENT ZONE NUMBER ONE, COUNTY OF CAMERON, was passed on a vote of 4 for and 0 against. This ORDER being adopted, the County Judge is authorized to sign the ORDER and the County Clerk is instructed to record the ORDER in the official minutes of the Commissioners Court.

Approved and signed this 16th day of December, 2010.



Carlos H. Cascos, County Judge

ATTEST:



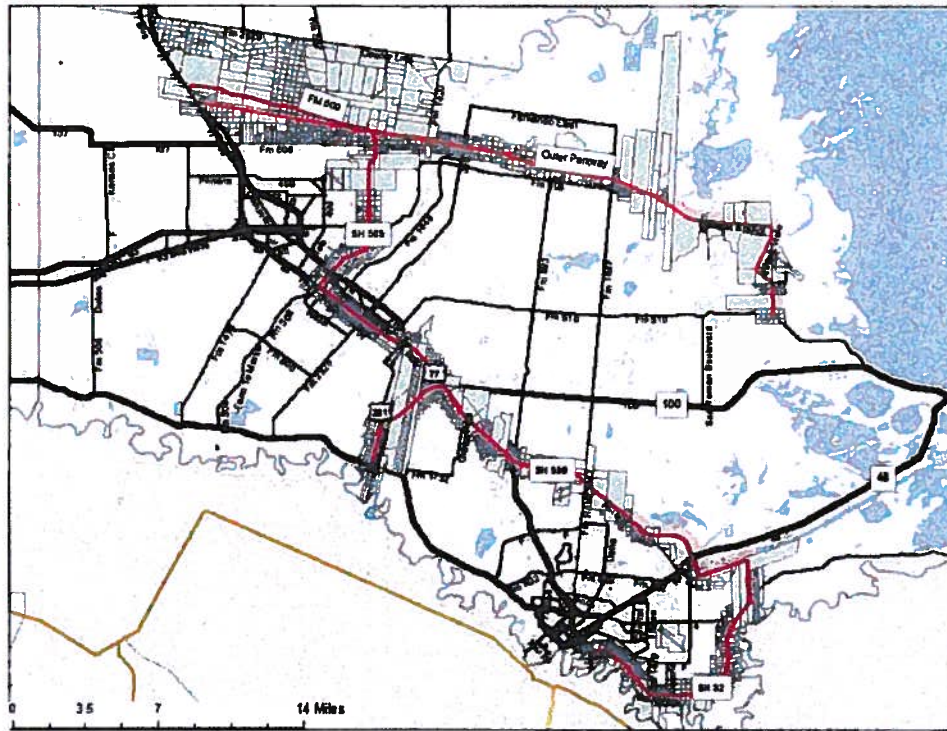
Joe G. Rivera, County Clerk



ATTACHMENT "A"

Map Depicting Transportation Reinvestment Zone Number One, County of Cameron

The Zone is depicted by the shaded area on the map below:



ATTACHMENT "B"

**TRANSPORTATION REINVESTMENT ZONE NUMBER ONE,
COUNTY OF CAMERON**

BOUNDARY DESCRIPTION

The TRZ consists of an area located entirely within Cameron County and encompassing approximately 81,920 acres (128 square miles). The TRZ boundary encompasses land parcels located within one half mile either side of the TRZ centerline as described henceforth:

BEGINNING at the intersection of US 77/83 and University Boulevard/East Avenue (Near the US/Mexico Border);

THENCE Easterly, along the proposed SH 32 for approximately 0.7 miles, then extending southeasterly to Paloma Blanca, then extending easterly to the intersection of FM 3068 (Indiana Avenue);

THENCE Northeasterly, along the proposed SH 32 centerline to FM 1419;

THENCE Northerly, along FM 1419 to Florida Road;

THENCE Northeasterly, to SH 4;

THENCE Northeasterly, along SH 4 to the future entrance to the Port of Brownsville;

THENCE Northerly, to the Port of Brownsville;

THENCE Westerly, extending along R. L. Ostos Road from SH 32, generally centered, to Ray Windhaus Road;

THENCE Northerly, continuing generally centered along Ray Windhaus Road to the intersection of Captain Donald L. Foust Road and the proposed Port Access Road;

THENCE Northwesterly, continuing centered along SH 550, from the intersection of Ray Windhaus Road and Port Access Road to the intersection of Old Alice Road and FM 511;

THENCE Northwesterly, continuing generally centered along FM 511/SH 550 to the intersection of US 77/83 and FM 511/SH 550;

THENCE Northwesterly, continuing along the centerline of US 77 from the intersection of US 77/83 and FM 550/FM 511 to the intersection of US 77 and SH 100;

THENCE Westerly, extending to Long Lane;

THENCE Southwesterly, to the intersection of US 281 and FM 732 to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at the intersection of US 77 and SH 100;

THENCE Northwesterly, continuing along the centerline of US 77 to the intersection of FM 509;

THENCE Northeasterly, continuing along the centerline of FM 509 to the intersection of FM 106 and FM 509 approximately 0.6 miles east of Bob Youker Street;

THENCE Northerly, continuing to a point approximately 0.3 miles south of Gomez Road and crossing Schmoker Road;

THENCE Northerly, to Mccloud Road;

THENCE Northwesterly, to a point approximately 0.1 miles northeast of the Bowen Road and Krupula Road intersection;

THENCE Westerly, to US 77 approximately 1 mile south of El Pie Road;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at approximately 0.1 miles northeast of the Bowen Road and Krupula Road intersection;

THENCE Easterly, continuing to a point approximately 0.3 miles west of Centerline Road and approximately 0.1 miles south of Norman Road;

THENCE Easterly, continuing to a point approximately 0.2 miles east of Parker Road and approximately 0.5 miles north of FM 106;

THENCE Easterly, continuing to a point approximately 1.3 miles east of FM 1847 and approximately 0.5 miles north of General Brant Road;

THENCE Southeasterly, to General Brant Road approximately 2.2 miles east of FM 1847;

THENCE Easterly, along General Brant Road to the intersection of General Brant Road and Buena Vista Road;

THENCE Southerly, along Buena Vista Road to FM 510;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at the intersection of US 77/83 and University Boulevard/East Avenue (Near the US/Mexico Border) which is the **POINT OF END**.

Land parcels located within the TRZ are described in "**Table 1 - Land Parcels Located within TRZ**".

STATE OF TEXAS

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COUNTY OF CAMERON

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RESOLUTION NO. 2011R11099

BE IT RESOLVED THAT ON THE 23RD DAY OF NOVEMBER, 2011, THE CAMERON COUNTY COMMISSIONERS' COURT CONVENED IN SPECIAL SESSION, AND UPON THE REQUEST OF THE CAMERON COUNTY COMMISSIONERS, THE FOLLOWING ITEM WAS PLACED ON THE AGENDA OF THE SAID COURT FOR SUCH MEETING, PURSUANT TO GOVERNMENT CODE SECTION 551.041 *ET. SEQ.*, VERNON'S TEXAS CIVIL STATUTES (THE TEXAS OPEN MEETING ACT) TO BE CONSIDERED

ORDER AUTHORIZING A PORTION OF THE TAX INCREMENT FROM CAMERON COUNTY TRANSPORTATION REINVESTMENT ZONE NUMBER 1 TO BE DEPOSITED TO THE TAX INCREMENT ACCOUNT FOR SUCH ZONE AND AUTHORIZING AN AGREEMENT WITH THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY FOR THE TRANSFER, ASSIGNMENT, PLEDGE AND/OR PAYMENT OF TAX INCREMENT ACCOUNT FUNDS TO SUCH AUTHORITY FOR THE DEVELOPMENT OF TRANSPORTATION PROJECTS

WHEREAS, at a duly called and noticed meeting on December 16, 2010, the Commissioners' Court of Cameron County (the "Commissioners' Court"), pursuant to Section 222.107 of the Texas Transportation Code (the "Code"), adopted an order (the "Adoption Resolution") authorizing the creation of "Transportation Reinvestment Zone Number One, County of Cameron" (the "Zone"), to be effective immediately upon passage of the Adoption Resolution; and

WHEREAS, the Zone was created to facilitate the development of portions of State Highway 550, the Outer Parkway, East Loop, FM 509, and bypasses on US 77, and US 281 (the "CCRMA Development Program") by Cameron County in conjunction with the Cameron County Regional Mobility Authority ("CCRMA"); and

WHEREAS, the Adoption Resolution included the finding that the designation of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the CCRMA Development Program; and

WHEREAS, the County is authorized to abate ad valorem taxes, collect and dedicate ad valorem taxes for a specific use, or grant other relief from ad valorem taxes permitted under Section 222.107 of the Code on all real property located in the Zone in an amount not to exceed the tax increment, defined generally as the amount of ad valorem taxes attributable to the excess of the appraised value of property in the Zone over the appraised value of such property for the year in which the Zone was established; and

years in one or more lawful forms, including without limitation, individually or in combination, bonds, notes, loans from the State Infrastructure Bank, assistance pursuant to the Transportation Infrastructure Finance and Innovation Act ("TIFIA"), other state and federal grant and loan programs, and/or a bank loan (the "RMA Debt") to obtain funding necessary to develop all or a portion of the projects identified in the CCRMA Development Program; and

WHEREAS, to secure payment of the RMA Debt associated with the CCRMA Development Program, the CCRMA intends to assign, pledge and transfer its right to receive the portion of the taxes collected on property located in the Zone and remitted by the County to the CCRMA pursuant to the Resolutions and this Agreement; and

WHEREAS, the RMA Debt shall be a limited obligation of the CCRMA, payable solely from the revenue derived from the tax increment of the Zone and, at the CCRMA's sole option, other sources of revenue available to the CCRMA, and the RMA Debt shall not be an obligation of the County and shall not be payable from taxes or any other revenues of the County other than revenues derived from the tax increment of the Zone unless otherwise specifically authorized by the County through separate action; and

WHEREAS, the Commissioners Court adopted the Resolutions to acknowledge, consent to, and confirm that the CCRMA will assign, pledge and transfer a portion of the taxes from the Zone to secure payment of the RMA Debt for so long as the RMA Debt is outstanding, and to authorize entering into this Agreement for such purpose.

NOW, THEREFORE, County and CCRMA, in consideration of the terms, conditions and covenants contained herein and other good and valuable consideration, and intending to be legally bound, hereby agree as follows:

I. DEFINITIONS

Terms not particularly defined herein shall be construed as defined in Section 222.107 of the Code. The following terms shall have the following meanings when used in this Agreement:

"Tax Increment" means the amount of property taxes levied and collected by the County for that year on the captured appraised value of real property taxable by the County and located in the Zone, which shall be deposited in the Tax Increment Fund.

"Captured Appraised Value" of real property taxable by the County for a year is the total appraised value of all real property taxable by the County and located in the Zone for that year less the tax increment base of the County.

"Tax Increment Base" means the total appraised value of all real property taxable by the County and located in the Zone on January 1, 2010.

"Tax Increment Account" means an account established by the County pursuant to the Orders, into which all the Tax Increments are to be deposited upon receipt by the County, as further described under Section 222.107 of the Code.

II. AGREEMENTS BY THE COUNTY

The County hereby acknowledges, consents to, and agrees as follows:

- A. The recitals of the Resolutions are incorporated into this Agreement as if fully set forth herein.
- B. The County shall deposit the entirety of the Tax Increment, upon receipt, into the Tax Increment Account.
- C. The County hereby assigns, pledges, transfers and remits the entirety of the Tax Increment and the amounts in the Tax Increment Account for the Zone to the CCRMA to fund costs of the financing, acquisition, construction, maintenance, or operation of one or more of the projects included within the CCRMA Development Program, which the County has determined will benefit the County and its residents. Such costs include without

and to authorize entering into the Interlocal Agreement with the CCRMA for such purpose, such agreement to be substantially in the form presented at this meeting and attached as Attachment "A";

THEREFORE, BE IT NOW ORDERED BY THE CAMERON COUNTY COMMISSIONERS' COURT, that:

1. An ad valorem tax increment account for the Zone shall be and is hereby established. The County shall pay into the tax increment account an amount equal to the tax increment (the "Tax Increment"), defined as the amount of ad valorem taxes levied and collected by the County for the year on the captured appraised value of real property taxable by the County and located in the Zone. The captured appraised value of real property taxable by the County for a year is the total appraised value of all real property taxable by the County and located in the Zone for that year less the tax increment base of the County.
2. The County hereby assigns, pledges, transfers and remits the Tax Increment and the amounts in the tax increment account for the Zone to the CCRMA upon receipt to fund costs of the financing, acquisition, construction, maintenance, or operation of one or more projects identified in the CCRMA Development Program which the County has determined will benefit the County and its residents.
3. The County hereby acknowledges and consents to the CCRMA's assignment, pledge and transfer of the revenue from the Zone to secure payment of the principal of, premium, if any, and interest on the RMA Debt provided such debt is used to fund costs of the financing, acquisition, construction, maintenance or operation of all or part of the CCRMA Development Program. Nothing in this Resolution and order requires the Commissioners' Court to levy a tax on taxable property in the County at any minimum rate.
4. The County hereby agrees that (i) the County shall remit the entirety of the Tax Increment to the CCRMA promptly upon its receipt and deposit into the tax increment account; and (ii) the County shall not rescind the Adoption Resolution or this Resolution and order (or modify them in any way that would adversely affect the CCRMA's assignment, pledge and transfer of the revenue from the Zone or the holders of the RMA Debt) or adopt any other resolution or order or take any other action to remove or rescind the revenue from the Zone, until the earlier of:
 - (a) the date on which all principal of, premium, if any, and interest on the RMA Debt is paid in full through additional CCRMA financing sources, revenues from operation of all or part of CCRMA Development Program, or any other source of revenue used to satisfy the RMA Debt, and the RMA Debt is no longer outstanding; or

(b) the date on which the RMA Debt matures, all principal of, premium, if any, and interest on the RMA Debt is paid in full, and all RMA Debt is no longer outstanding.

5. The Interlocal Agreement, substantially in the form attached as Attachment "A", is hereby authorized and approved, and the County Judge is hereby authorized to execute and deliver the Interlocal Agreement, with such changes therein as he shall approve, such approval to be conclusively evidenced by his execution of the Interlocal Agreement.

6. This Resolution shall be in effect from and after the date of its adoption.


Passed, Approved and Adopted on this 23rd day of November 2011.

COMMISSIONERS' COURT OF CAMERON COUNTY, TEXAS


CARLOS H. CASCOS, CPA
COUNTY JUDGE


SOFIA C. BENAVIDES
COMMISSIONER PRECINCT 1

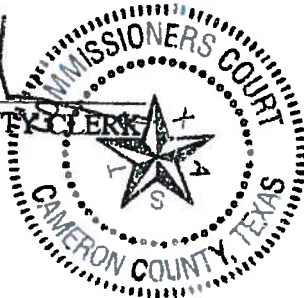

DAVID A. GARZA
COMMISSIONER PRECINCT 3


ERNIE HERNANDEZ
COMMISSIONER PRECINCT 2


DAN SANCHEZ
COMMISSIONER PRECINCT 4

ATTEST:


JOE G. RIVERA, COUNTY CLERK



STATE OF TEXAS §
 §
COUNTY OF CAMERON §

**ORDER CALLING FOR THE AMENDMENT OF THE BOUNDARIES OF
TRANSPORTATION REINVESTMENT ZONE NUMBER ONE, COUNTY OF
CAMERON**

WHEREAS, Section 222.107 of the Texas Transportation Code (the “Code”) allows for the creation of a county transportation reinvestment zone (“TRZ”) for the purpose of promoting a transportation project which will promote public safety; facilitate the improvement, development, or redevelopment of property; and facilitate the movement of traffic; and

WHEREAS, Section 222.107(k-1) allows a county that has created a TRZ to amend the boundaries of the TRZ to accommodate changes in the limits of the project for which the TRZ was designated; and

WHEREAS, Cameron County, in conjunction with the Cameron County Regional Mobility Authority (“CCRMA”), identified the development of the “CCRMA Development Program” as a priority for the region; and

WHEREAS, on December 16, 2010, in order to facilitate development of the CCRMA Development Program and as permitted by Section 222.107, the Cameron County Commissioners Court designated “Transportation Reinvestment Zone Number One, County of Cameron” and ordered that the base year for purposes of computing the tax increment in the Zone shall be 2010; and

WHEREAS, the tax increment from the Zone (prior to its amendment) has not been assigned or pledged by Cameron County or the CCRMA to secure bonds or other obligations; and

WHEREAS, the project limits and components initially designated as part of the CCRMA Development Program have changed such that the CCRMA Development Program now consists of portions of State Highway 550, State Highway 32, FM 509, US 77 South, and bypasses on US 77 and US 281; and

WHEREAS, to accommodate changes to the project limits and components initially designated as part of the CCRMA Development Program, Cameron County proposes to delete from Transportation Reinvestment Zone Number One, County of Cameron, the area depicted generally on the map attached hereto as Attachment “A” and described more specifically in the boundary description attached hereto as Attachment “B” and to add the area depicted generally on the map attached hereto as Attachment “C” and described more specifically in the boundary description attached hereto as Attachment “D”, such that the amended boundaries of Transportation Reinvestment Zone Number One, County of Cameron shall be as depicted

generally on the map attached hereto as Attachment “E” and described more specifically in the boundary description attached hereto as Attachment “F”; and

WHEREAS, the Cameron County Commissioners Court finds that the area to be added to the Zone is unproductive and underdeveloped; and

WHEREAS, the Cameron County Commissioners Court finds that the amendment of the boundaries of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the CCRMA Development Program; and

WHEREAS, the Cameron County Commissioners Court finds that the promotion of the CCRMA Development Program will cultivate development or redevelopment of property in the Zone; and

WHEREAS, after providing the notice required by Section 222.107(e) of the Code, the Cameron County Commissioner Court held a public hearing on November 15, 2012 on the amendment of boundaries of the Zone and the benefits of the boundary amendments to Cameron County and to the property in the Zone; and

WHEREAS, the Commissioners Court provided interested persons an opportunity to speak for and against the amendment of the Zone boundaries.


THEREFORE, BE IT NOW ORDERED BY THE CAMERON COUNTY COMMISSIONERS COURT, that:

1. The area depicted generally on the map attached hereto as Attachment “A” and described more specifically in the boundary description attached hereto as Attachment “B” is deleted from the Zone;
2. The area depicted generally on the map attached hereto as Attachment “C” and described more specifically in the boundary description attached hereto as Attachment “D” is added to the Zone;
3. The amended boundaries of the Zone are as depicted generally on the map attached hereto as Attachment “E” and described more specifically in the boundary description attached hereto as Attachment “F”;
4. The amendment of the Zone boundaries takes effect immediately upon passage of this Order, and the base year for purposes of computing the tax increment for the property added to the Zone pursuant to this Order shall be 2012; and
5. The base year for purposes of computing the tax increment for the property which was originally included in the Zone shall remain 2010.

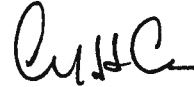
WHEREUPON MOTION MADE BY COMMISSIONER Garza AND
SECONDED BY COMMISSIONER Benavides, THE ORDER
AUTHORIZING THE AMENDMENT OF THE BOUNDARIES OF TRANSPORTATION
REINVESTMENT ZONE NUMBER ONE, COUNTY OF CAMERON, was passed on a vote of
5 for and 0 against. This ORDER being adopted, the County Judge is
authorized to sign the ORDER and the County Clerk is instructed to record the ORDER in the
official minutes of the Commissioners Court.

Approved and signed this 20th day of December, 2012.

ATTEST:



Joe G. Rivera, County Clerk

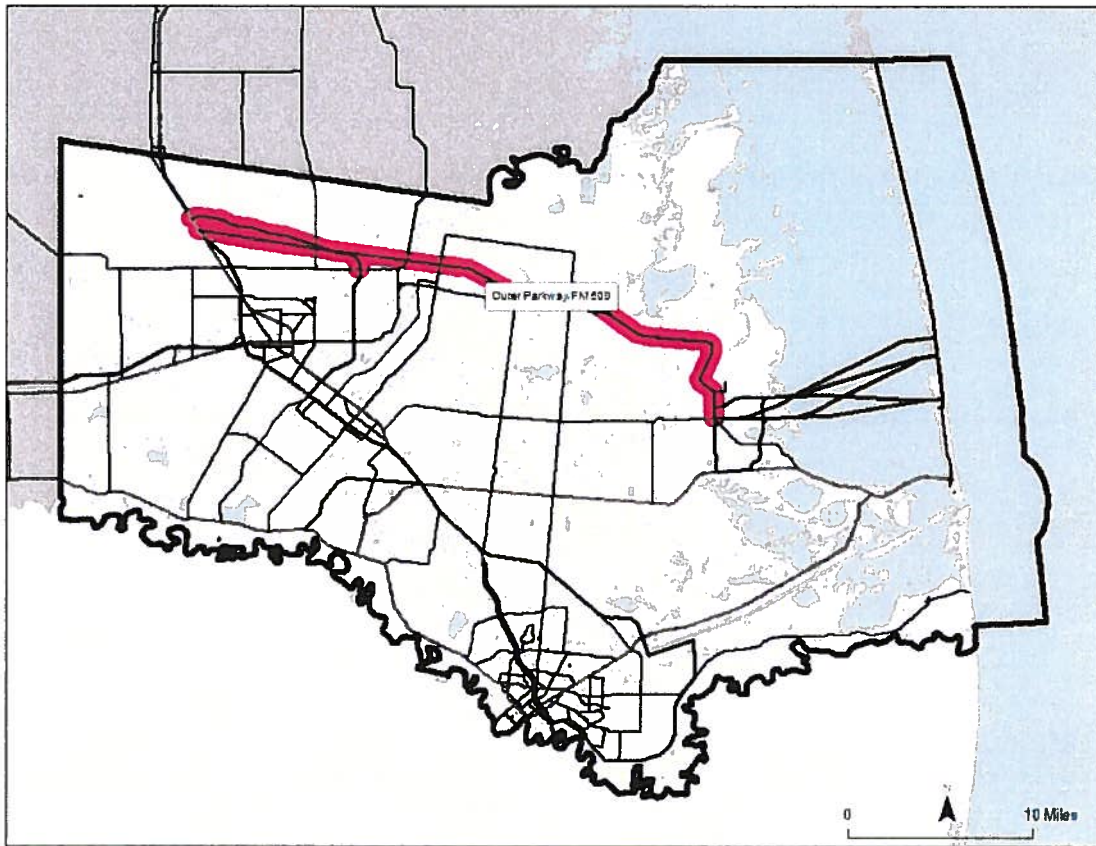


Carlos H. Cascos, CPA
County Judge

ATTACHMENT "A"

**Map Depicting Area to Be Deleted from Transportation Reinvestment Zone Number One,
County of Cameron**

The area to be deleted from the Zone is depicted by the shaded area on the map below:



ATTACHMENT "B"

**AREA TO BE DELETED FROM TRANSPORTATION
REINVESTMENT ZONE NUMBER ONE, COUNTY OF
CAMERON**

The area to be deleted from the Zone is within approximately one half mile on both sides of the Zone centerline as described henceforth:

BEGINNING at a point approximately 0.3 miles south of Gomez Road and crossing Schmoker Road;

THENCE Northerly, to Mccloud Road;

THENCE at a point approximately 0.1 miles northeast of the Bowen Road and Krupula Road intersection;

THENCE Westerly, to US 77 approximately 1 mile south of El Pie Road;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at approximately 0.1 miles northeast of the Bowen Road and Krupula Road intersection;

THENCE Easterly, continuing to a point approximately 0.3 miles west of Centerline Road and approximately 0.1 miles south of Norman Road;

THENCE Easterly, continuing to a point approximately 0.2 miles east of Parker Road and approximately 0.5 miles north of FM 106;

THENCE Easterly, continuing to a point approximately 1.3 miles east of FM 1847 and approximately 0.5 miles north of General Brant Road;

THENCE Southeasterly, to General Brant Road approximately 2.2 miles east of FM 1847;

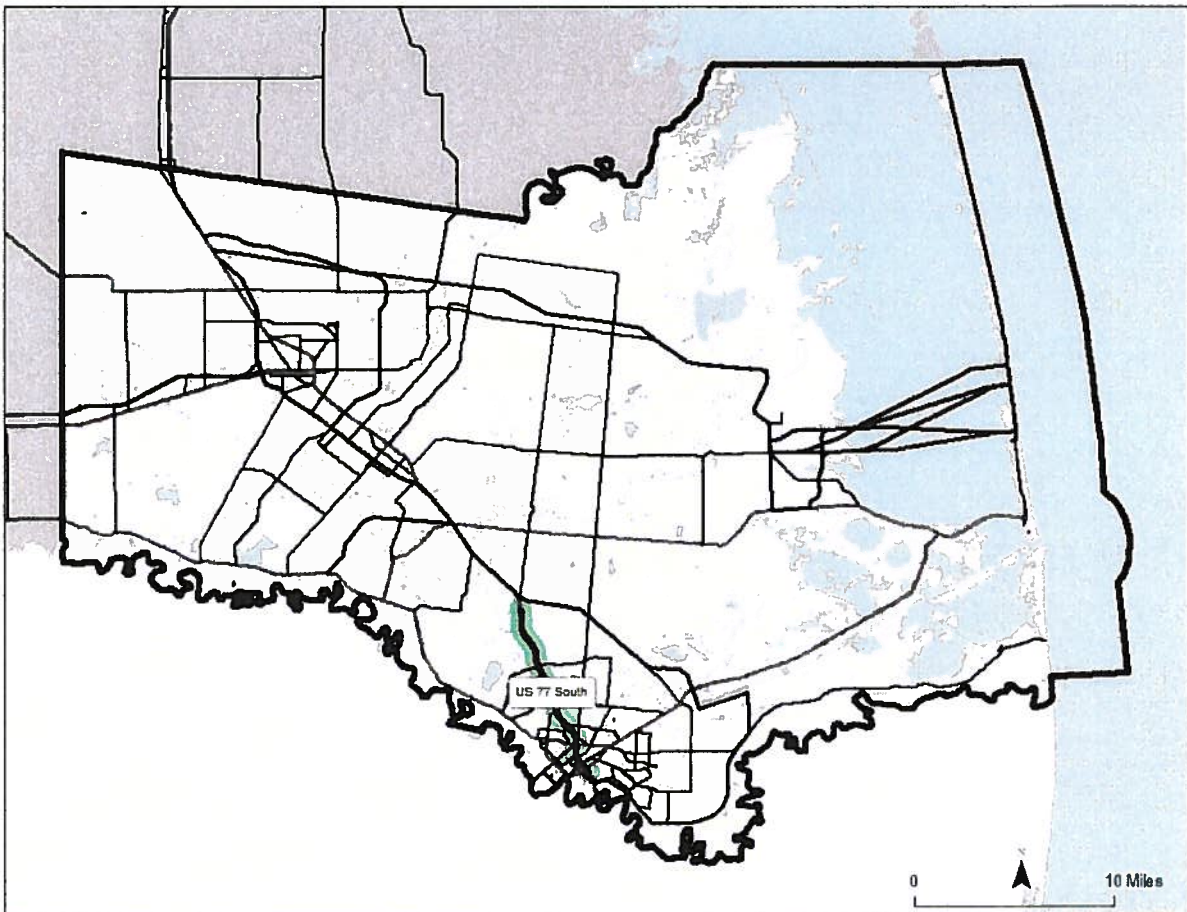
THENCE Easterly, along General Brant Road to the intersection of General Brant Road and Buena Vista Road;

THENCE Southerly, along Buena Vista Road to FM 510; which is the **POINT OF END**.

ATTACHMENT "C"

**Map Depicting Area to Be Added to Transportation Reinvestment Zone Number One,
County of Cameron**

The area to be added to the Zone is depicted by the shaded area on the map below:



ATTACHMENT "D"

**AREA TO BE ADDED TO TRANSPORTATION
REINVESTMENT ZONE NUMBER ONE, COUNTY OF
CAMERON**

The area to be added to the Zone is described below and is within approximately one half mile on both sides of the Zone centerline as described henceforth:

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at the intersection of US 77/83 and University Boulevard/East Avenue (Near the US/Mexico Border);

THENCE Northwesterly, continuing along the centerline of US 77/83 from the intersection of US 77/83 and University Boulevard/East Avenue (Near the US/Mexico Border) to the intersection of US 77/83 and FM 511/SH 550;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at the intersection of US 77/83 and FM 509;

THENCE Northwesterly, continuing along the centerline of US 77/83 from the intersection of US 77/83 and FM 509 to the intersection of US 77/83 and Whalen Road to **POINT OF END**;

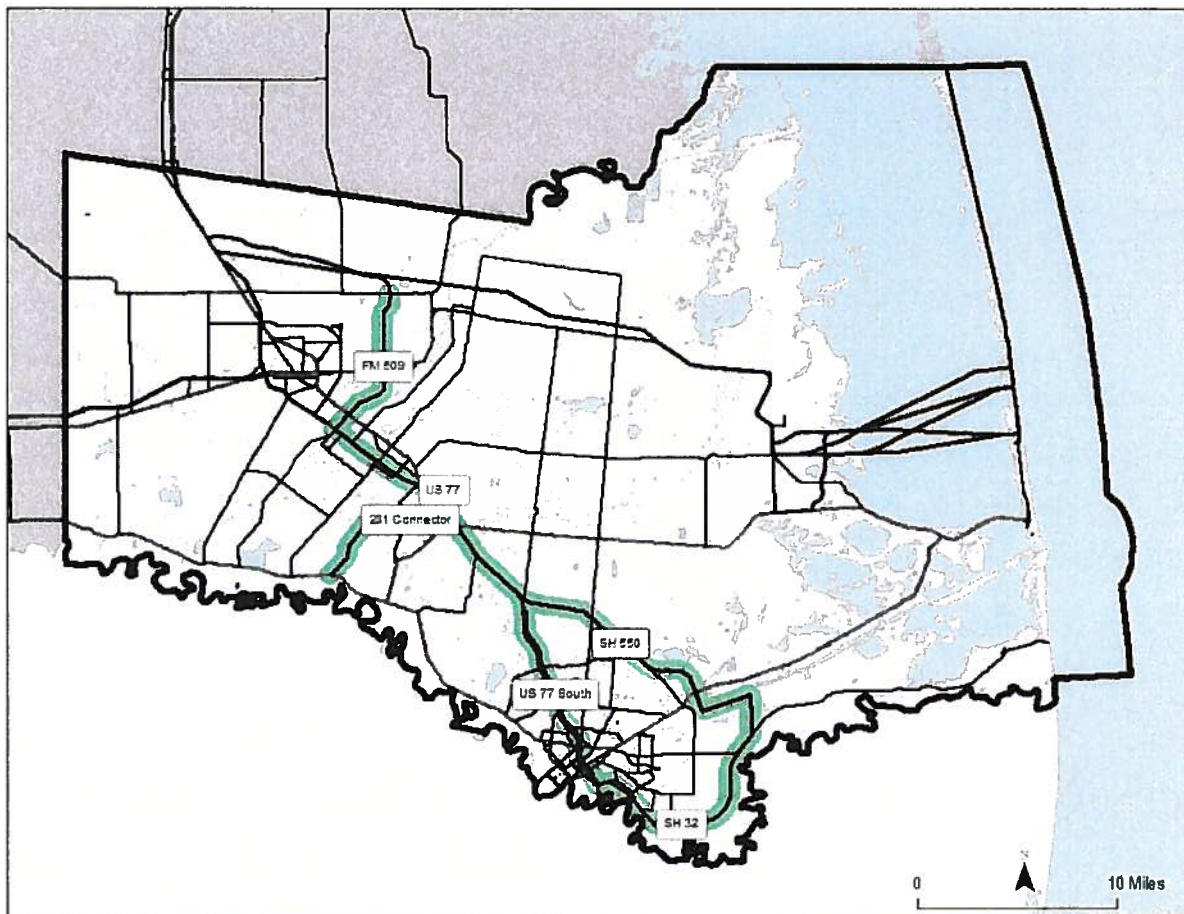
THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at approximately 0.3 miles south of Gomez Road and crossing Schmoker Road;

THENCE Northerly, to FM 508 to **POINT OF END**.

ATTACHMENT "E"

Map Depicting Amended Boundaries of Transportation Reinvestment Zone Number One, County of Cameron

The Zone, as amended, is depicted on the map below:



ATTACHMENT "F"

**BOUNDARY DESCRIPTION OF TRANSPORTATION
REINVESTMENT ZONE NUMBER ONE, COUNTY OF
CAMERON, AS AMENDED**

The boundaries of the Zone, as amended, can be described below and are within approximately one half mile on both sides of the Zone centerline as described henceforth:

BEGINNING at the intersection of US 77/83 and University Boulevard/East Avenue (Near the US/Mexico Border);

THENCE Easterly, along the proposed SH 32 for approximately 0.7 miles, then extending southeasterly to Paloma Blanca, then extending easterly to the intersection of FM 3068 (Indiana Avenue);

THENCE Northeasterly, along the proposed SH 32 centerline to FM 1419;

THENCE Northerly, along FM 1419 to Florida Road;

THENCE Northeasterly, to SH 4;

THENCE Northeasterly, along SH 4 to the future entrance to the Port of Brownsville;

THENCE Northerly, to the Port of Brownsville;

THENCE Westerly, extending along R. L. Ostos Road from SH 32, generally centered, to Ray Windhaus Road;

THENCE Northerly, continuing generally centered along Ray Windhaus Road to the intersection of Captain Donald L. Foust Road and the proposed Port Access Road;

THENCE Northwesterly, continuing centered along SH 550, from the intersection of Ray Windhaus Road and Port Access Road to the intersection of Old Alice Road and FM 511;

THENCE Northwesterly, continuing generally centered along FM 511/SH 550 to the intersection of US 77/83 and FM 511/SH 550;

THENCE Northwesterly, continuing along the centerline of US 77 from the intersection of US 77/83 and FM 550/FM 511 to the intersection of US 77 and SH 100;

THENCE Westerly, extending to Long Lane;

THENCE Southwesterly, to the intersection of US 281 and FM 732 to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at the intersection of US 77 and SH 100;

THENCE Northwesterly, continuing along the centerline of US 77 to the intersection of FM 509;

THENCE Northeasterly, continuing along the centerline of FM 509 to the intersection of FM 106 and FM 509 approximately 0.6 miles east of Bob Youker Street;

THENCE Northerly, continuing to a point approximately 0.3 miles south of Gomez Road and crossing Schmoker Road;

THENCE Northerly, to FM 508 to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at the intersection of US 77/83 and FM 509;

THENCE Northwesterly, continuing along the centerline of US 77/83 from the intersection of US 77/83 and FM 509 to the intersection of US 77/83 and Whalen Drive to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at the intersection of US 77/83 and University Boulevard/East Avenue (Near the US/Mexico Border);

THENCE Northwesterly, continuing along the centerline of US 77/83 from the intersection of US 77/83 and University Boulevard/East Avenue (Near the US/Mexico Border) to the intersection of US 77/83 and FM 511/SH 550 to **POINT OF END**.

STATE OF TEXAS

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§
§

Resolution No. 2012R12165

COUNTY OF CAMERON

ORDER AUTHORIZING AN AMENDED AND RESTATED AGREEMENT WITH THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY FOR THE TRANSFER, ASSIGNMENT, PLEDGE AND/OR PAYMENT OF TAX INCREMENT ACCOUNT FUNDS FOR TRANSPORTATION REINVESTMENT ZONE NUMBER ONE, COUNTY OF CAMERON, TO SUCH AUTHORITY FOR THE DEVELOPMENT OF THE CCRMA DEVELOPMENT PROGRAM

WHEREAS, at a duly called and noticed meeting on December 16, 2010, the Commissioners' Court of Cameron County (the "Commissioners' Court"), pursuant to Section 222.107 of the Texas Transportation Code (the "Code"), adopted an order (the "Adoption Resolution") authorizing the creation of "Transportation Reinvestment Zone Number One, County of Cameron" (the "Zone"), to be effective immediately upon passage of the Adoption Resolution; and

WHEREAS, the Zone was created to facilitate the development of the "CCRMA Development Program" by Cameron County in conjunction with the Cameron County Regional Mobility Authority ("CCRMA"); and

WHEREAS, the Adoption Resolution included the finding that the designation of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the CCRMA Development Program; and

WHEREAS, at a duly called and noticed meeting on November 23, 2011, the Commissioners' Court acknowledged changes in designations and components of the CCRMA Development Program and established a tax increment account for the Zone; committed to pay into the tax increment account an amount equal to the tax increment (the "Tax Increment"), defined as the amount of ad valorem taxes levied and collected by the County for the year on the captured appraised value of real property taxable by the County and located in the Zone; and agreed to assign, pledge, transfer and remit the Tax Increment and the amounts in the tax increment account for the Zone to the CCRMA upon receipt to fund costs of the financing, acquisition, construction, maintenance, or operation of one or more components of the CCRMA Development Program; and

WHEREAS, also at a duly called and noticed meeting on November 23, 2011, the Commissioners' Court authorized and approved an interlocal agreement with the CCRMA pursuant to which the County agreed to assign, pledge, and transfer the Tax Increment and the amounts in the tax increment account for the Zone to the CCRMA to secure payment of certain RMA obligations; and

WHEREAS, at a duly called and noticed meeting on December 20, 2012, the Commissioners Court, pursuant to Section 222.107 of the Code, adopted a resolution and order (the "Amendment Resolution") amending the boundaries of the Zone to accommodate changes to the project limits and components previously designated as part of the CCRMA Development Program such that the CCRMA Development Program now consists of portions of State Highway 550, State Highway 32, FM 509, US 77 South, and bypasses on US 77 and US 281; and

WHEREAS, the Amendment Resolution included the finding that the amendment of the boundaries of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the CCRMA Development Program; and

WHEREAS, the County now desires to approve an Amended and Restated Interlocal Agreement with the CCRMA (the "Amended and Restated Interlocal Agreement"), such Amended and Restated Interlocal Agreement to be substantially in the form presented at this meeting and attached as Attachment "A", to reflect the change in the boundaries of Transportation Reinvestment Zone No. 1, County of Cameron.

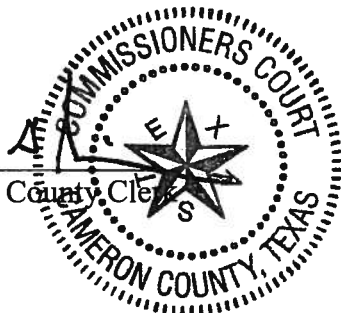
THEREFORE, BE IT NOW ORDERED BY THE CAMERON COUNTY COMMISSIONERS COURT, that the Amended and Restated Interlocal Agreement, substantially in the form attached as Attachment "A", is hereby authorized and approved, and the County Judge is hereby authorized to execute and deliver the Amended and Restated Interlocal Agreement, with such changes therein as he shall approve, such approval to be conclusively evidenced by his execution of the Amended and Restated Interlocal Agreement.

WHEREUPON MOTION MADE BY COMMISSIONER Garza AND
SECONDED BY COMMISSIONER Benavides, THE ORDER
AUTHORIZING THE AMENDED AND RESTATED AGREEMENT WITH CAMERON
COUNTY REGIONAL MOBILITY AUTHORITY, was passed on a vote of 5 for
and 0 against. This ORDER being adopted, the County Judge is authorized to sign the
ORDER and the County Clerk is instructed to record the ORDER in the official minutes of the
Commissioners Court.

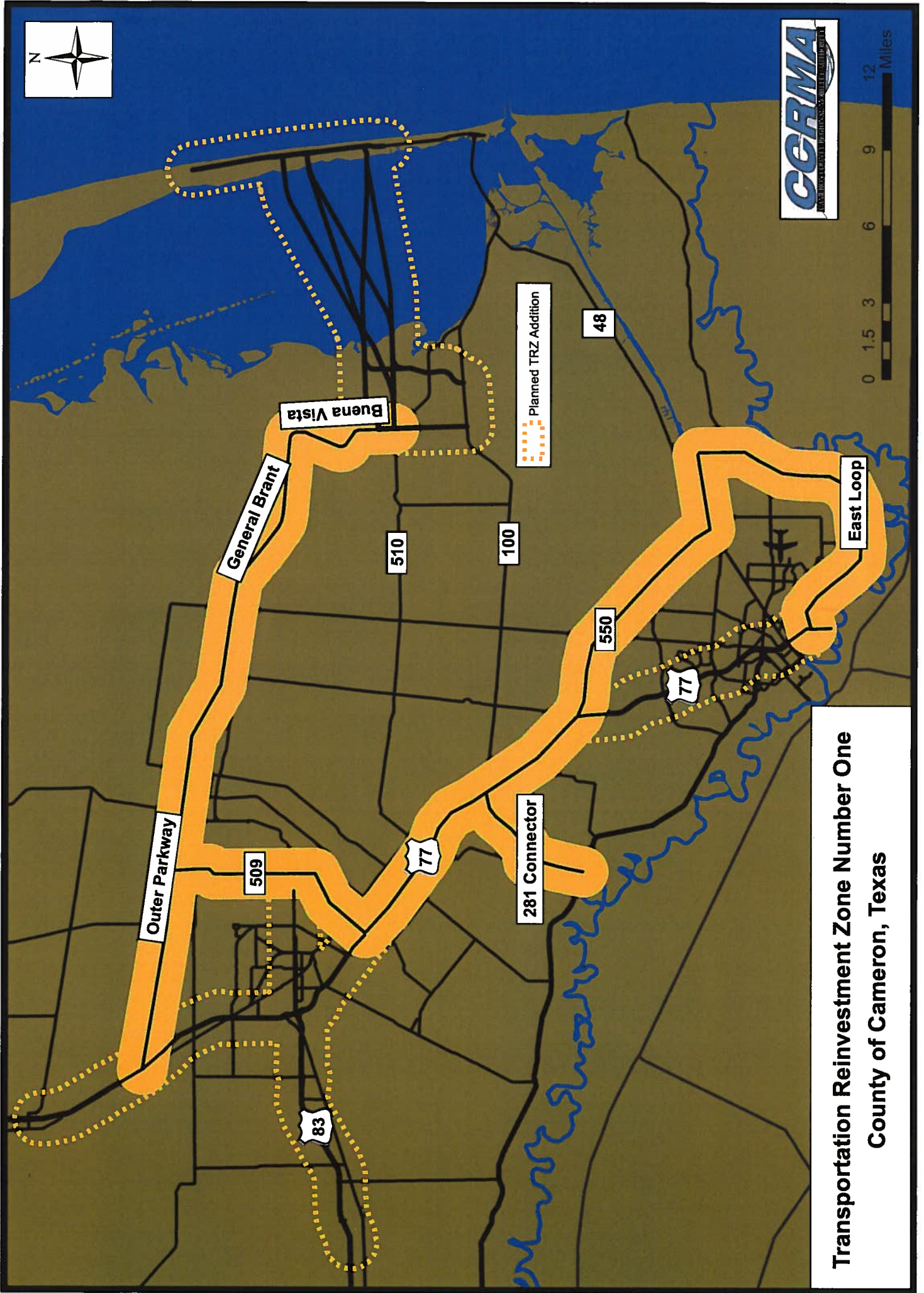
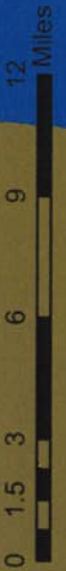
Approved and signed this 20th day of December, 2012.

ATTEST

Joe G. Rivera, County Clerk



Carlos H. Cascos, CPA
County Judge



Transportation Reinvestment Zone Number One
County of Cameron, Texas

**3-C CONSIDERATION AND APPROVAL OF RESOLUTION
AUTHORIZING THE TAX INCREMENT FROM TRANSPORTATION
REINVESTMENT ZONE NO. 2, COUNTY OF CAMERON, TO BE
DEPOSITED TO THE TAX INCREMENT ACCOUNT FOR SUCH
ZONE AND AUTHORIZING AN AGREEMENT BETWEEN CAMERON
COUNTY AND THE CAMERON COUNTY REGIONAL MOBILITY
AUTHORITY FOR THE TRANSFER, ASSIGNMENT, PLEDGE
AND/OR PAYMENT OF TAX INCREMENT ACCOUNT FUNDS TO
SUCH AUTHORITY FOR THE DEVELOPMENT OF THE SPI ACCESS
PROGRAM**

THE STATE OF TEXAS §
 §
COUNTY OF CAMERON §

**CAMERON COUNTY, TEXAS AND CAMERON COUNTY REGIONAL MOBILITY
AUTHORITY INTERLOCAL AGREEMENT TO PARTICIPATE IN THE
TRANSPORTATION REINVESTMENT ZONE NO. 2, COUNTY OF CAMERON**

This Interlocal Agreement (this "Agreement") is made and entered into by and between the County of Cameron, Texas ("County"), and Cameron County Regional Mobility Authority ("CCRMA"), each a political subdivision of the State of Texas (collectively, the "Parties").

WITNESSETH:

WHEREAS, the CCRMA is a regional mobility authority created pursuant to the request of Cameron County and operating pursuant to Chapter 370 of the Texas Transportation Code (the "Code") and 43 TEX. ADMIN. CODE §§ 26.1 et seq. (the "RMA Rules"); and

WHEREAS, Chapter 791 of the Texas Government Code provides that any one or more public agencies may contract with each other for the performance of governmental functions or services in which the contracting parties are mutually interested; and

WHEREAS, at a duly called and noticed meeting on December 20, 2012, the Commissioners Court of Cameron County (the "Commissioners Court"), pursuant to Section 222.107 of the Code, adopted a resolution and order (the "Adoption Resolution"), a copy of which is attached as Exhibit "A" hereto, authorizing the creation of "Transportation Reinvestment Zone Number Two, County of Cameron" (the "Zone"), to be effective immediately upon passage of the Adoption Resolution; and

WHEREAS, the Zone was created to facilitate the development of portions of US 83 and US 77 North, the Outer Parkway/FM 509, and the South Padre Island Second Access (the "SPI 2nd Access Program") by Cameron County in conjunction with the Cameron County Regional Mobility Authority ("CCRMA"); and

WHEREAS, the Adoption Resolution included the finding that the designation of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the SPI 2nd Access Program; and

WHEREAS, also at a duly called and noticed meeting on December 20, 2012, the Commissioners Court, pursuant to Sections 222.107 and 370.303 of the Code, adopted a resolution and order (the "Authorizing Resolution") and, collectively with the Adoption Resolution, the "Resolutions"), a copy of which is attached as Exhibit "B" hereto, authorizing the County to remit to the CCRMA a portion of the taxes collected by the County on property located in the Zone to fund development of all or part of those components of the SPI 2nd Access Program and authorizing the County to enter into this Agreement; and

WHEREAS, Section 370.303 of the Code authorizes the County to enter into and make payments under this Agreement in connection with the financing, acquisition, construction, or operation by the CCRMA of transportation projects such as the SPI 2nd Access Program and the component parts thereof; and

WHEREAS, Section 370.303 of the Code also authorizes the County to agree with the CCRMA in this Agreement to collect and remit to the CCRMA all or a portion of the taxes collected by the County on property located in the Zone for purposes of developing transportation projects such as the SPI 2nd Access Program, and provide a means for the County to pledge or otherwise provide funds for the development of the components of the SPI 2nd Access Program; and

WHEREAS, in order to advance the SPI 2nd Access Program, the CCRMA, on its own or through an entity created by the CCRMA, may: (i) issue debt with a maximum repayment term of no more than forty (40) years in one

or more lawful forms, including without limitation, individually or in combination, bonds, notes, loans from the State Infrastructure Bank, assistance pursuant to the Transportation Infrastructure Finance and Innovation Act ("TIFIA"), other state and federal grant and loan programs, and/or a bank loan; (ii) enter into a comprehensive development agreement with a private sector developer with a maximum term of fifty-two (52) years to develop portions of the SPI 2nd Access Program and pledge or assign a portion of the revenue from the Zone to the private sector developer; or (iii) undertake some combination of (i) and (ii) ((i), (ii), and (iii) are collectively referred to as "RMA Obligations") to obtain funding and/or resources necessary to develop all or a portion of the components of the SPI 2nd Access Program; and

WHEREAS, to secure payment of the RMA Obligations associated with the SPI 2nd Access Program, the CCRMA intends to assign, pledge and transfer its right to receive the portion of the taxes collected on property located in the Zone and remitted by the County to the CCRMA pursuant to the Resolutions and this Agreement; and

WHEREAS, the RMA Obligations shall be limited obligations of the CCRMA, payable solely from the revenue derived from the tax increment of the Zone and, at the CCRMA's sole option, other sources of revenue available to the CCRMA, and the RMA Obligations shall not be obligations of the County and shall not be payable from taxes or any other revenues of the County other than revenues derived from the tax increment of the Zone unless otherwise specifically authorized by the County through separate action; and

WHEREAS, the Commissioners Court adopted the Resolutions to acknowledge, consent to, and confirm that the CCRMA will assign, pledge and transfer a portion of the taxes from the Zone to secure payment of the RMA Obligations for so long as the RMA Obligations are outstanding, and to authorize entering into this Agreement for such purpose.

NOW, THEREFORE, County and CCRMA, in consideration of the terms, conditions and covenants contained herein and other good and valuable consideration, and intending to be legally bound, hereby agree as follows:

I. DEFINITIONS

Terms not particularly defined herein shall be construed as defined in Section 222.107 of the Code. The following terms shall have the following meanings when used in this Agreement:

"Tax Increment" means the amount of property taxes levied and collected by the County for that year on the captured appraised value of real property taxable by the County and located in the Zone, which shall be deposited in the Tax Increment Fund.

"Captured Appraised Value" of real property taxable by the County for a year is the total appraised value of all real property taxable by the County and located in the Zone for that year less the tax increment base of the County.

"Tax Increment Base" means the total appraised value of all real property taxable by the County and located in the Zone on January 1, 2012.

"Tax Increment Account" means an account established by the County pursuant to the Resolutions, into which all the Tax Increments are to be deposited upon receipt by the County, as further described under Section 222.107 of the Code.

II. AGREEMENTS BY THE COUNTY

The County hereby acknowledges, consents to, and agrees as follows:

- A. The recitals of the Resolutions are incorporated into this Agreement as if fully set forth herein.
- B. The County shall deposit the entirety of the Tax Increment, upon receipt, into the Tax Increment Account.

C. The County hereby assigns, pledges, transfers and remits the entirety of the Tax Increment and the amounts in the Tax Increment Account for the Zone to the CCRMA to fund costs of the financing, acquisition, construction, maintenance, or operation of one or more of the components included within the SPI 2nd Access Program, which the County has determined will benefit the County and its residents. Such costs include without limitation amounts necessary (i) to fund reserves and capitalized interest accounts for the RMA Obligations allocable to some or all of the components identified in the SPI 2nd Access Program, (ii) to pay costs of issuance of the RMA Obligations allocable to some or all of the components identified in the SPI 2nd Access Program, and (iii) to pay any amounts owed under a comprehensive development agreement.

D. The County hereby acknowledges and consents to the CCRMA's assignment, pledge and transfer of the revenue from the Zone to secure payment of the principal of, premium, if any, and interest on the RMA Obligations, and acknowledges and consents to the commitment of revenue from the Zone to a developer under a comprehensive development agreement, including any required assignment, pledge and transfer, provided such debt or commitment is used to fund costs of the financing, acquisition, construction, maintenance, or operation of all or part of the components included within the SPI 2nd Access Program. Such assignment, pledge and transfer may be to one or more of the owners or holders of such RMA Obligations or a trustee acting on behalf of one or more owners or holders of such RMA Obligations, or to a developer under a comprehensive development agreement. For so long as any RMA Obligations are outstanding and unpaid, the County covenants and agrees to annually assess, levy and collect its ad valorem tax on property within the Zone and not to terminate the Zone. Nothing in this Agreement requires the Commissioners Court to levy a tax on taxable property in the County at any minimum rate. The obligations of the County to the CCRMA are subject to the rights of any of the holders of bonds, notes or other obligations that have heretofore or are hereafter issued by the County that are payable from or secured by a general levy of ad valorem taxes throughout the taxing jurisdiction of the County.

E. The County hereby agrees that (i) the County shall deposit the Tax Increment into the Tax Increment Account upon receipt and shall remit, without counterclaim or offset, all amounts in the Tax Increment Account to the CCRMA on a monthly basis on the first business day of each month; and (ii) the County shall not seek to declare this Agreement void or ineffective, and shall not seek to rescind the Resolutions (or modify them in any way that would adversely affect the CCRMA's assignment, pledge and transfer of the revenue from the Zone or the owners or holders of the RMA Obligations or a trustee acting on their behalf) or adopt any other resolution or order or take any other action to remove or rescind the revenue from the Zone, until the later of:

(a) the date on which all principal of, premium, if any, and interest on the RMA Obligations is paid in full through additional SPI 2nd Access Program financing sources, revenues from operation of all or part of the SPI 2nd Access Program, or any other source of revenue used to satisfy the RMA Obligations, and the RMA Obligations are no longer outstanding;

(b) the date on which the RMA Obligations mature, all principal of, premium, if any, and interest on the RMA Obligations is paid in full, and all RMA Obligations are no longer outstanding; or

(c) the date on which contractual obligations of the CCRMA secured by the RMA Obligations pursuant to a comprehensive development agreement (or similar agreement) with a private sector developer for all or part of the SPI 2nd Access Program are satisfied in full.

F. The obligations of the County to make the payments set forth in this Agreement from the Tax Increment shall be absolute and unconditional, and until such time as all RMA Obligations incurred as contemplated in this Agreement have been fully paid or provision for payment thereof shall have been made in accordance with its terms, the County will not suspend or discontinue any payments provided for in this Agreement, will not terminate the Zone and will not seek to terminate this Agreement for any reason whatsoever.

III. AGREEMENTS BY THE CCRMA

The CCRMA agrees to diligently pursue the SPI 2nd Access Program and to use its best efforts to develop some or all of the components included within the SPI 2nd Access Program for the benefit of the residents of the County. The CCRMA agrees further to periodically report on its progress on the advancement of the SPI 2nd

Access Program to the Commissioners Court in accordance with requirements of the Code and the RMA Rules and to identify the RMA Obligations which the Tax Increment received from the County has been pledged to secure.

IV. ADMINISTRATION OF AGREEMENT

This Agreement shall be administered by the County Judge of the County and the Executive Director or RMA Coordinator of the CCRMA or their respective designees.

V. NOTICES

Whenever this Agreement requires or permits any consent, approval, notice, request, proposal, or demand from one party to another, the consent, approval, notice, request, proposal, or demand must be in writing to be effective and shall be delivered to the party intended to receive it at the addresses shown below:

If intended for County, to:

Cameron County
1100 E. Monroe St.
Brownsville, TX 78520
Attn: Carlos H. Cascos, CPA

If intended for CCRMA, to:

Pete Sepulveda, Jr.
RMA Coordinator
Cameron County Regional Mobility Authority
1100 E. Monroe St.
Brownsville , TX 78520

with a copy to:

Bruce W. Hodge
Chief Counsel- Commissioners Court
Legal Division
The County of Cameron
1100 E. Monroe Street
Brownsville, TX 78520

Locke Lord LLP
100 Congress Avenue
Suite 300
Austin, TX 78701
Attn: C. Brian Cassidy

or to such other addresses as the parties may request, in writing, from time to time.

VI. GOVERNING LAW AND VENUE

This Agreement is made subject to the provisions of the Texas constitution, codes, and statutes; and all other applicable state and federal laws, regulations and requirements, as amended. Venue shall lie exclusively in Cameron County, Texas.

VII. TERM

This Agreement is effective as of December 20, 2012, and shall terminate upon the termination date of the Zone, provided that in no event shall the termination date of the Zone be earlier than the date specified in Article II above; and further provided, however, that the obligations of the County to deposit to the Tax Increment Fund Tax Increments which accrue during the term of the Zone, but which are not collected until subsequent to the expiration of the term, shall survive.

VIII. ENTIRE AGREEMENT/AMENDMENTS/SUCCESSORS AND ASSIGNS

This Agreement embodies the complete understanding of the County and CCRMA, superseding all oral or written previous and contemporary agreements between the parties relating to matters herein. This Agreement may be amended, modified, or supplemented only by an instrument in writing executed by the County and the CCRMA.

Any alterations, additions or deletions to the terms of this Agreement required by changes in federal, state or local law or regulations will be automatically incorporated into this Agreement without written amendment, and shall become effective on the date designated by such law or regulation. This Agreement shall bind and benefit the respective Parties and their legal successors, and shall not be assignable, in whole or in part by either Party without first obtaining the consent of the other Party, except that the CCRMA may assign all or any portion of its rights hereunder to one or more holders or owners of RMA Obligations or a trustee acting on behalf of one or more holders or owners of RMA Obligations.

IX. AMENDMENTS AND MODIFICATIONS

This Agreement may not be amended or modified except in writing executed by both the County and the CCRMA, and authorized by their respective governing bodies.

X. SEVERABILITY

If any provision of this Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof, but rather this entire Agreement will be construed as if not containing the particular invalid or unenforceable provision or provisions, and the rights and obligation of the Parties shall be construed and enforced in accordance therewith. The Parties acknowledge that if any provision of this Agreement is determined to be invalid or unenforceable, it is their desire and intention that such provision be reformed and construed in such a manner that it will, to the maximum extent practicable, to give effect to the intent of this Agreement and be deemed to be validated and enforceable.

XI. EXECUTION IN COUNTERPARTS

This Agreement may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall be considered fully executed as of the date above first written, when all parties have executed an identical counterpart, notwithstanding that all signatures may not appear on the same counterpart.

EXECUTED and effective as of the 20th day of December, 2012, by the County and the CCRMA.

ATTEST:

By:

Joe G. Rivera, County Clerk

ATTEST:

By:

Ruben Gallegos, Jr., RMA Secretary

Attachments

Commissioner's Court Resolution No. _____

Commissioner's Court Resolution No. _____

CAMERON COUNTY, TEXAS

By:

Carlos H. Cascos, CPA
County Judge

CAMERON COUNTY REGIONAL
MOBILITY AUTHORITY

By:

David E. Allex, Chairman

STATE OF TEXAS

§ Resolution No. 2012R12167

COUNTY OF CAMERON

§
§
§

**ORDER AUTHORIZING THE TAX INCREMENT FROM CAMERON COUNTY
TRANSPORTATION REINVESTMENT ZONE NUMBER TWO TO BE DEPOSITED
TO THE TAX INCREMENT ACCOUNT FOR SUCH ZONE AND AUTHORIZING AN
AGREEMENT WITH THE CAMERON COUNTY REGIONAL MOBILITY
AUTHORITY FOR THE TRANSFER, ASSIGNMENT, PLEDGE AND/OR PAYMENT
OF TAX INCREMENT ACCOUNT FUNDS TO SUCH AUTHORITY FOR THE
DEVELOPMENT OF THE SPI 2ND ACCESS PROGRAM**

WHEREAS, at a duly called and noticed meeting on December 20, 2012, the Commissioners' Court of Cameron County (the "Commissioners' Court"), pursuant to Section 222.107 of the Texas Transportation Code (the "Code"), adopted an order (the "Adoption Resolution") authorizing the creation of "Transportation Reinvestment Zone Number Two, County of Cameron" (the "Zone"), to be effective immediately upon passage of the Adoption Resolution; and

WHEREAS, the Zone was created to facilitate the development of portions of US 83 and US 77 North, the Outer Parkway/FM 509, and the South Padre Island Second Access (the "SPI 2nd Access Program") by Cameron County in conjunction with the Cameron County Regional Mobility Authority ("CCRMA"); and

WHEREAS, the Adoption Resolution included the finding that the designation of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the SPI 2nd Access Program; and

WHEREAS, the County is authorized to abate ad valorem taxes, collect and dedicate ad valorem taxes for a specific use, or grant other relief from ad valorem taxes permitted under Section 222.107 of the Code on all real property located in the Zone in an amount not to exceed the tax increment, defined generally as the amount of ad valorem taxes attributable to the excess of the appraised value of property in the Zone over the appraised value of such property for the year in which the Zone was established; and

WHEREAS, the Commissioners' Court now desires to remit to the CCRMA a portion of the taxes collected by the County on property located in the Zone to be used in connection with the funding of the development of all or a portion of the components of the SPI 2nd Access Program; and

WHEREAS, Section 370.303 of the Code authorizes the County to enter into and make payments under an agreement (the "Interlocal Agreement") with the CCRMA in connection with the financing, acquisition, construction, or operation by the CCRMA of transportation projects such as the SPI 2nd Access Program and the components thereof; and

WHEREAS, Section 370.303 of the Code also authorizes the County to agree with the CCRMA in the Interlocal Agreement to collect and remit to the CCRMA all or a portion of the taxes collected by the County on property located in the Zone for purposes of developing transportation projects such as the SPI 2nd Access Program and the components thereof; and

WHEREAS, the Interlocal Agreement may include a means for the County to pledge or otherwise provide funds for advancement of the components of the SPI 2nd Access Program; and

WHEREAS, in order to advance the SPI 2nd Access Program, the CCRMA, on its own or through an entity created by the CCRMA, may: (i) issue debt with a maximum repayment term of no more than forty (40) years in one or more lawful forms, including without limitation, individually or in combination, bonds, notes, loans from the State Infrastructure Bank, assistance pursuant to the Transportation Infrastructure Finance and Innovation Act ("TIFIA"), other state and federal grant and loan programs, and/or a bank loan; (ii) enter into a comprehensive development agreement with a private sector developer with a maximum term of fifty-two (52) years to develop portions of the SPI 2nd Access Program and pledge or assign a portion of the revenue from the Zone to the private sector developer; or (iii) undertake some combination of (i) and (ii) ((i), (ii), and (iii) are collectively referred to as "RMA Obligations") to obtain funding and/or resources necessary to develop all or a portion of the components of the SPI 2nd Access Program; and

WHEREAS, to secure payment of the RMA Obligations associated with the components of the SPI 2nd Access Program, the CCRMA intends to assign, pledge and transfer its right to receive the portion of the taxes collected on property located in the Zone and remitted by the County to the CCRMA pursuant to this Resolution and order and the Interlocal Agreement; and

WHEREAS, the RMA Obligations shall be limited obligations of the CCRMA, payable solely from the revenue derived from the tax increment of the Zone and, at the CCRMA's sole option, other sources of revenue available to the CCRMA, and the RMA Obligations shall not be obligations of the County and shall not be payable from taxes or any other revenues of the County other than revenues derived from the tax increment of the Zone unless otherwise specifically authorized by the County through separate action; and

WHEREAS, the Commissioners' Court now desires to supplement the Adoption Resolution to confirm that the CCRMA will assign, pledge and transfer a portion of the taxes from the Zone to secure payment of the RMA Obligations for so long as the RMA Obligations are outstanding; and to authorize entering into the Interlocal Agreement with the CCRMA for such purpose, such agreement to be substantially in the form presented at this meeting and attached as Attachment "A";

THEREFORE, BE IT NOW ORDERED BY THE CAMERON COUNTY COMMISSIONERS' COURT, that:

1. An ad valorem tax increment account for the Zone shall be and is hereby established. The County shall pay into the tax increment account an amount equal

to the tax increment (the "Tax Increment"), defined as the amount of ad valorem taxes levied and collected by the County for the year on the captured appraised value of real property taxable by the County and located in the Zone. The captured appraised value of real property taxable by the County for a year is the total appraised value of all real property taxable by the County and located in the Zone for that year less the tax increment base of the County.

2. The County hereby assigns, pledges, transfers and remits the Tax Increment and the amounts in the tax increment account for the Zone to the CCRMA upon receipt to fund costs of the financing, acquisition, construction, maintenance, or operation of one or more components of the SPI 2nd Access Program, which the County has determined will benefit the County and its residents.

3. The County hereby acknowledges and consents to the CCRMA's assignment, pledge and transfer of the revenue from the Zone to secure payment of the principal of, premium, if any, and interest on the RMA Obligations provided such obligations are used to fund costs of (or secure services for) the financing, acquisition, construction, maintenance or operation of all or part of the SPI 2nd Access Program. Nothing in this Resolution and order requires the Commissioners' Court to levy a tax on taxable property in the County at any minimum rate.

4. The County hereby agrees that (i) the County shall remit the entirety of the Tax Increment to the CCRMA promptly upon its receipt and deposit into the tax increment account; and (ii) the County shall not rescind the Adoption Resolution or this Resolution and order (or modify them in any way that would adversely affect the CCRMA's assignment, pledge and transfer of the revenue from the Zone or the holders of the RMA Obligations) or adopt any other resolution or order or take any other action to remove or rescind the revenue from the Zone, until the later of:

(a) the date on which all principal of, premium, if any, and interest on the RMA Obligations is paid in full through additional CCRMA financing sources, revenues from operation of all or part of SPI 2nd Access Program, or any other source of revenue used to satisfy the RMA Obligations, and the RMA Obligations are no longer outstanding;

(b) the date on which the RMA Obligations mature, all principal of, premium, if any, and interest on the RMA Obligations is paid in full, and all RMA Obligations are no longer outstanding; or

(c) the date on which contractual obligations of the CCRMA secured by the RMA Obligations pursuant to a comprehensive development agreement (or similar agreement) with a private sector developer for all or part of the SPI 2nd Access Program are satisfied in full.


5. The Interlocal Agreement, substantially in the form attached as Attachment "A", is hereby authorized and approved, and the County Judge is hereby authorized to execute and deliver the Interlocal Agreement, with such changes therein as he shall approve, such approval to be conclusively evidenced by his execution of the Interlocal Agreement.

6. This Resolution shall be in effect from and after the date of its adoption.


WHEREUPON MOTION MADE BY COMMISSIONER Hernandez AND
SECONDED BY COMMISSIONER Garza, THE ORDER AUTHORIZING
DEPOSIT OF THE TAX INCREMENT FROM TRANSPORTATION REINVESTMENT
ZONE NUMBER TWO, COUNTY OF CAMERON, TO THE TAX INCREMENT ACCOUNT
AND AUTHORIZING AN AGREEMENT WITH CAMERON COUNTY REGIONAL
MOBILITY AUTHORITY, was passed on a vote of 5 for and 0 against. This ORDER
being adopted, the County Judge is authorized to sign the ORDER and the County Clerk is
instructed to record the ORDER in the official minutes of the Commissioners Court.

Approved and signed this 20th day of December, 2012.

ATTEST:


Joe G. Rivera, County Clerk





Carlos H. Cascos, CPA
County Judge

STATE OF TEXAS § Resolution No. 2012R12166
 §
COUNTY OF CAMERON §

**ORDER CALLING FOR THE ESTABLISHMENT OF TRANSPORTATION
REINVESTMENT ZONE NUMBER TWO, COUNTY OF CAMERON**

WHEREAS, Section 222.107 of the Texas Transportation Code (the “Code”) allows for the creation of a county transportation reinvestment zone (“TRZ”) for the purpose of promoting a transportation project which will promote public safety; facilitate the improvement, development, or redevelopment of property; and facilitate the movement of traffic; and

WHEREAS, Cameron County, in conjunction with the Cameron County Regional Mobility Authority (“CCRMA”), is currently pursuing the development of portions of US 83 and US 77 North, the Outer Parkway/FM 509, and the South Padre Island Second Access (collectively the “SPI 2nd Access Program”); and

WHEREAS, the Cameron County Commissioners Court finds that the area depicted generally on the map attached hereto as Attachment “A” and described more specifically in the boundary description attached hereto as Attachment “B” is unproductive and underdeveloped; and

WHEREAS, in order to facilitate development of the SPI 2nd Access Program and as permitted by Section 222.107, the Cameron County Commissioners Court proposes to establish “Transportation Reinvestment Zone Number Two, County of Cameron” (the “Zone”), in the area depicted generally on the map attached hereto as Attachment “A” and described more specifically in the boundary description attached hereto as Attachment “B”; and

WHEREAS, the Cameron County Commissioners Court finds that the designation of the Zone will promote public safety, facilitate the development or redevelopment of property, facilitate the movement of traffic, and promote the development of the SPI 2nd Access Program; and

WHEREAS, the Cameron County Commissioners Court finds that the promotion of the SPI 2nd Access Program will cultivate development or redevelopment of property in the Zone; and

WHEREAS, after providing the notice required by Section 222.107(e) of the Act, the Cameron County Commissioner Court held a public hearing on November 15, 2012 on the creation of the Zone and its benefits to Cameron County and to the property in the Zone; and

WHEREAS, the Commissioners Court provided an opportunity for interested persons to speak for and against the designation of the Zone and its boundaries.

THEREFORE, BE IT NOW ORDERED BY THE CAMERON COUNTY COMMISSIONERS COURT, that:

1. The area generally depicted on the map attached hereto as Attachment "A" and described more specifically in the boundary description attached hereto as Attachment "B" shall be and is hereby designated as "Transportation Reinvestment Zone Number Two, County of Cameron"; and

2. The designation of the Zone takes effect immediately upon passage of this Order, and the base year for purposes of computing the tax increment shall be 2012.

WHEREUPON MOTION MADE BY COMMISSIONER Benavides AND SECONDED BY COMMISSIONER Garza, THE ORDER AUTHORIZING THE ESTABLISHMENT OF TRANSPORTATION REINVESTMENT ZONE NUMBER TWO, COUNTY OF CAMERON, was passed on a vote of 5 for and 0 against. This ORDER being adopted, the County Judge is authorized to sign the ORDER and the County Clerk is instructed to record the ORDER in the official minutes of the Commissioners Court.

Approved and signed this 20th day of December, 2012.

ATTEST:

Joe G. Rivera, County Clerk

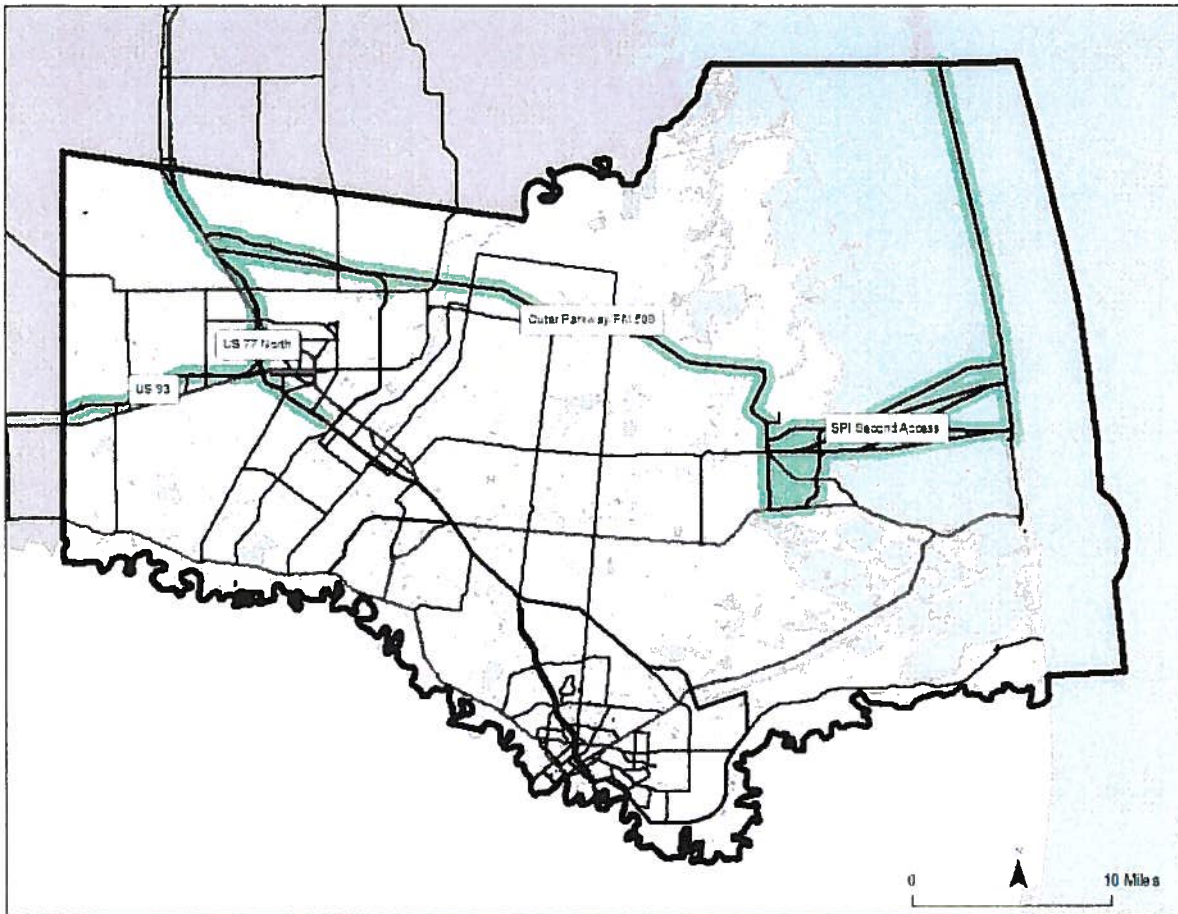


Carlos H. Cascos, CPA
County Judge

ATTACHMENT "A"

Map Depicting Transportation Reinvestment Zone Number Two, County of Cameron

The Zone is depicted by the shaded area on the map below:



ATTACHMENT "B"

**TRANSPORTATION REINVESTMENT ZONE NUMBER TWO,
COUNTY OF CAMERON**

BOUNDARY DESCRIPTION

The boundaries of the Zone are within approximately one-half mile on both sides of the Zone centerline as described henceforth:

BEGINNING at a point at the intersection US/77/83 and Whalen Road;

THENCE Northwesterly, continuing along the centerline of US 77/83 from the intersection of US 77/83 and Whalen Road to the intersection of US 77/83 and US 77 and US 83;

THENCE Northwesterly, continuing along centerline of US 77 from the intersection of US 77/83 and US 77 and US 83 to approximately 1 mile south of the intersection of US 77 and El Pie Road;

THENCE Northwesterly, continuing along centerline of US 77 to approximately 1 mile south of the intersection of US 77 and El Pie Road to the Willacy County Line to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at the intersection of US 77/83 and US 77 and US 83;

THENCE Westerly, continuing along the centerline of US 83 from the intersection of US 77/83 and US 77 and US 83 to the Hidalgo County Line to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at approximately 1 mile south of the intersection of US 77 and El Pie Road;

THENCE Southeasterly, to approximately 0.1 miles northeast of the intersection of Bowen Road and Krupula Road;

THENCE Southerly, at approximately 0.1 miles northeast of the intersection of Bowen Road and Krupula Road to FM 508 to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at approximately 0.1 miles northeast of the intersection of Bowen Road and Krupula Road;

THENCE Easterly, continuing to a point approximately 0.3 miles west of Centerline Road and approximately 0.1 miles south of Norman Road;

THENCE Easterly, continuing to a point approximately 0.2 miles east of Parker Road and approximately 0.5 miles north of FM 106;

THENCE Easterly, continuing to a point approximately 1.3 miles east of FM 1847 and approximately 0.5 miles north of General Brant Road;

THENCE Southeasterly, to General Brant Road approximately 2.2 miles east of FM 1847;

THENCE Easterly, along the centerline of General Brant Road to the intersection of General Brant Road and Buena Vista Road;

THENCE Southerly, along the centerline of Buena Vista Road to FM 510;

THENCE Southerly, along the centerline of Buena Vista Road to SH 100;

THENCE Easterly, along the centerline of SH 100 to approximately 1.5 miles southwest of the intersection of SH 100 and Palm Boulevard;

THENCE Northeasterly, to approximately 0.3 miles east of Holly Beach Road and approximately 0.3 miles south of Mesquite Drive;

THENCE Northeasterly, crossing the Laguna Madre to the intersection of Shore Drive and PR 100;

THENCE Southerly, along the centerline of PR 100 from the intersection of Shore Drive and PR 100 to the intersection of Orca Circle and PR 100 to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at the intersection of Shore Drive and PR 100;

THENCE Northerly, along the centerline of PR 100 from the intersection of Shore Drive and PR 100 to approximately 3.3 miles north of the intersection of Shore Drive and PR 100;

THENCE Northerly, along the centerline of PR 100 from approximately 3.3 miles north of the intersection of Shore Drive and PR 100 to the Willacy County Line to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, from approximately 3.3 miles north of the intersection of Shore Drive and PR 100;

THENCE Southwesterly, from approximately 3.3 miles north of the intersection of Shore Drive and PR 100 crossing the Laguna Madre to the intersection from approximately 0.6 miles north of FM 510 and Buena Vista Road;

In addition to the boundaries described above, the entire area located within the identified boundary described henceforth is included in the Zone:

BEGINNING at a point at the intersection from approximately 0.6 miles north of FM 510 and Buena Vista Road;

THENCE Southerly, at a point at the intersection of Buena Vista Road and SH 100;

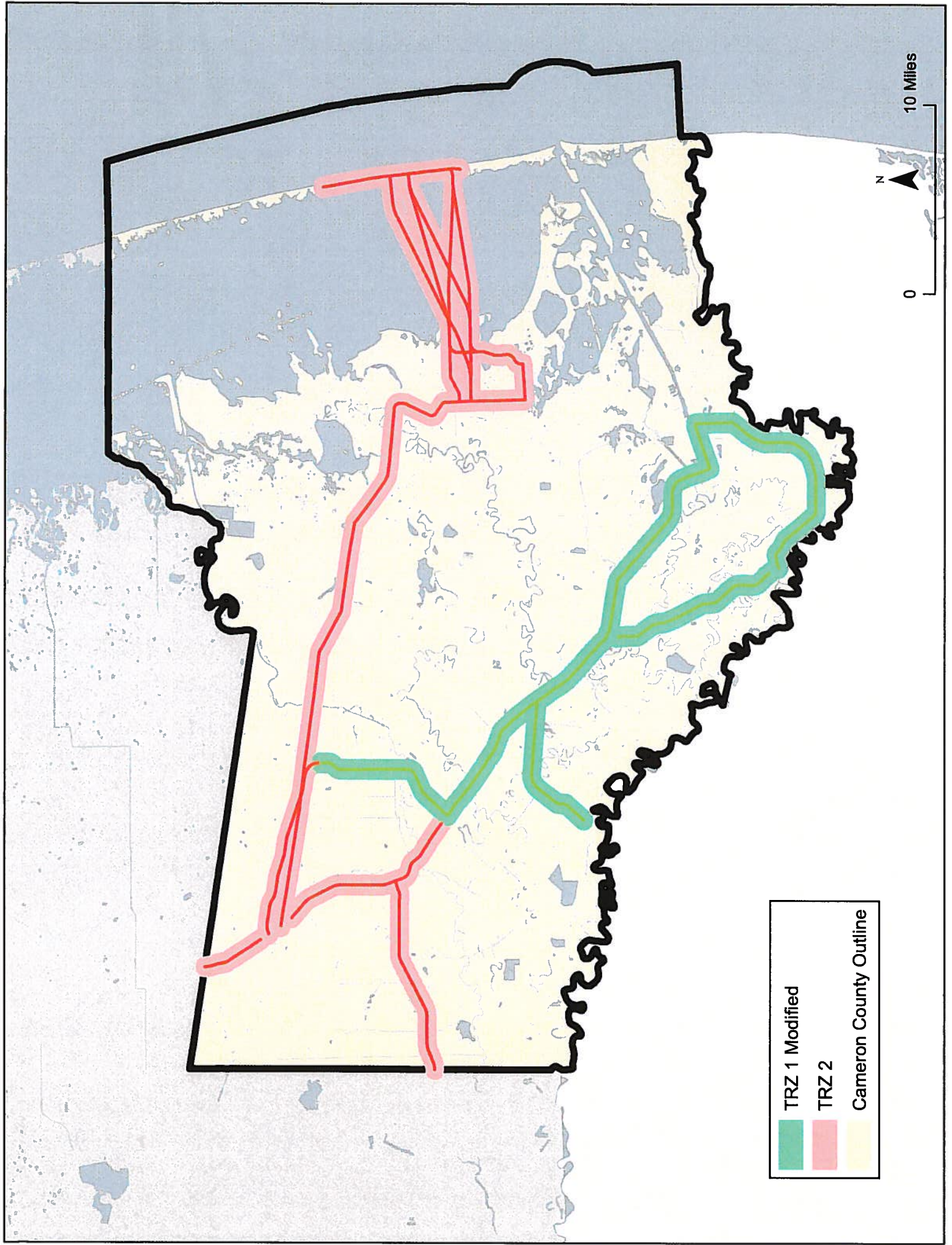
THENCE Easterly, at a point to approximately 1.5 miles southwest of the intersection of SH 100 and Palm Boulevard;

THENCE Northeasterly, at a point to approximately 0.3 miles east of Holly Beach Road and approximately 0.3 miles south of Mesquite Drive;

THENCE Northeasterly, at a point to the end of the mainland at the Laguna Madre to **POINT OF END**;

THENCE RETURNING TO A PREVIOUSLY IDENTIFIED POINT, at a point at the intersection from approximately 0.6 miles north of FM 510 and Buena Vista Road;

THENCE Northeasterly, at a point to the end of the mainland at the Laguna Madre to **POINT OF END**.



**3-D CONSIDERATION AND APPROVAL OF CHANGE ORDER NO. 19
FOR THE SH 550 PORT SPUR PROJECT**

TEXAS DEPARTMENT OF TRANSPORTATION

CONSTRUCTION CONTRACT CHANGE ORDER NUMBER: 19

Third Party Funding Notification Sheet

This form is used when the subject change order involves funding by a source other than TxDOT/U.S. DOT, and involves third parties who are providing funding under an Advance Funding Agreement or Donation Agreement.

1. Outside funding provided by:

CCRMA

(Outside Entity's Legal Name)

2. Type of outside funding agreement for this change:

☒ Existing ☐ Amended ☐ New
[Check one]

3. Indicate the type and amount of funding:

☐ Fixed Price (Lump Sum) (Estimated Amount \$3,620.26)
☒ Actual Cost

(a) Contract Items (Bid Items):			<u>\$3,620.26</u>
(b) E&C*:	(a) x	<u>3.5</u> enter %	= <u>\$126.71</u>
(c) Indirect Cost**:	(a + b) x	<u>0</u> enter %	= <u>\$0.00</u>
TOTAL			<u>\$3,746.97</u>

Use as needed:

I hereby acknowledge notification of the modifications covered by this Change Order.

Date 12.17.12
By PSS
Typed/Printed Name Pete Sepulveda, Jr.
Typed/Printed Title RMA Coordinator

* The percentage (%) for E&C (Engineering and Contingencies) charges varies from project to project depending on the contract amount of the project. Projects with a higher contract amount will have a lower rate of E&C charge. For a specific project, E&C rate (%) can be derived from the cost of "Engineering and Contingencies" in the "Estimated Cost" of the project.

** Use the statewide district rate as established by Finance Division each year. This line 3(c) is for Service Project only, unless otherwise specified in the Advance Funding Agreement. See Stand Alone Manual Notice 98-2 for instructions.

Funding for this Change Order has been arranged:

TxDOT Representative

Date

Typed/Printed Name:

CONTRACT ID: 362201301
PROJECT: STP 2309(562)ES
CONTRACT: 031C3002
AWARD AMOUNT: \$34,161,741.40
PROJECTED AMOUNT: \$34,357,241.40
CONTRACTOR: ANDERSON COLUMBIA CO., INC.
CO AMOUNT: \$3,620.26
CO TYPE: FED LETTER OF AUTH - MINOR - PART
3RD PARTY AMOUNT: \$0.00
APPRV LEVEL: OVERRIDE

HIGHWAY: SH 550
DISTRICT: 21
COUNTY: CAMERON
AREA ENGINEER: Juan Bosquez, P.E.
AREA NUMBER: 055

DESCRIPTION: ADDITIONAL STRIPING @ EXIST ON & OFF F
REASON: 1A - 1A-INCORRECT PS&E (TxDOT DESIG
SECONDARY REASON(S):

Functions: -
☒ Extra Work
☐ Zero Dollar
☒ Overrun/Un
☐ Time Adjust

DESCRIBE THE REASON FOR THE CHANGE ORDER AND WHAT IS BEING CHANGED. WHEN NECESSARY, INCLUDE EXCEPTIONS TO THIS AGREEMENT:

Change order # 19 introduces additional striping work to the contract.

Plans call to match striping at existing SH 550 "on & off" ramp limits under proposed Old Port Isabel Underpass at main lane STA. 1366+35.30. However, on & off ramps have no striping. Therefore, TxDOT instructed contractor to extend striping limits onto existing ramps so as to safely transition SH 550 traffic NB & SB frontage roads. No time is added to the contract by this change order.

See Revised SH# 526A.

ADDITIONAL TIME NOT NEEDED

"By signing this change order, the contractor agrees to waive any and all claims for additional compensation due to any and all other expenses, additional changes for overhead and profit, or loss of compensation as a result of this change and that this agreement is made in accordance item 4 and the Contract. Exceptions should be noted in explanation above."

THE CONTRACTOR

BY: 

DATE

TYPED/PRINTED NAME: Berry O'Bryan 12/15/2012

DATE

TYPED/PRINTED TITLE: Area Manager

DATE

AREA ENGINEER:  12/19/2012

DATE

AREA ENGINEER'S SEAL:



DISTRICT ENGINEER: _____

DIRECTOR, CONSTRUCTION DIVISION: _____

DEPUTY EXECUTIVE DIRECTOR: _____

FHWA: _____

CONTRACT ID . 362201001

CHANGE ORDER NBR. 19

CONTRACT ITEMS

PROJECT NBR 068401066

CATG NBR	LINE ITEM	ITEM CODE	SP NBR	DESCRIPTION	UNIT	UNIT PRICE	ORIG + PREV REV QTY	(THIS
001	1915	06662012 CO DESCR	008	REF. PAV MK TY I (W) 4" (SLD)(100MIL) EXIST ITEM# CO#19	LF	0.40000	17,441.000	1.131
001	1917	06662039 CO DESCR ADDT. CO DESCR		REF. PAV MK TY I (W) 12" (LNDP)(100MIL) NEW ITEM# CO#19 @ EXIST NBFR Between FM 3248 & Off-Ramp	LF	2.38000	0.000	387
001	1920	06662036 CO DESCR	008	REF. PAV MK TY I (W) 8" (SLD)(100MIL) EXIST ITEM# CO#19	LF	0.70000	438.300	1.268
001	1935	06662111 CO DESCR	008	REF. PAV MK TY I (Y) 4" (SLD)(100MIL) EXIST ITEM# CO#19	LF	0.40000	13,415.300	2.261
001	1957	06772001 CO DESCR ADDT. CO DESCR		ELIM EXT PAV MK & MKS (4") NEW ITEM# CO#19 EXIST CONTRACT PRICE BUT DIFFERENT CS.#	LF	0.40000	0.300	1.147

CHANGE ORDER #

**3-E CONSIDERATION AND AUTHORIZATION TO SELECT A
CONSULTANT TO PROVIDE DESIGN, ENGINEERING AND
CONSTRUCTION MANAGEMENT SERVICES FOR THE SH 32 (EAST
LOOP) PROJECT**



3E

MEMORANDUM

TO: Board of Directors

FROM: Pete Sepulveda, Jr. *755*
RMA Coordinator

DATE: December 14, 2012

SUBJ: Agenda Item 3-E

On September 27, 2012 Consultants provided RFQ's for Design, Engineering and Construction Management Services for the SH 32 (East Loop) Project. The five (5) Proposals received were from Halff Associates, L&G Engineering, S&B Infrastructure, TEDSI Infrastructure, and Entech Civil Engineers (attached is the Score sheet for each Consultant).

After review of the Proposals my recommendation is to award the Design, Engineering and Construction Management Services for the SH 32 (East Loop) Project to S&B Infrastructure.

Effective Mobility. . . . From Borders To Beaches

1390 West Expressway 83 • San Benito, TX 78586 • 956-982-5414 • fax 956-983-5099

TABULATION SHEET
PS&E SH 32 RFQ #06

12.14.12					
PROPOSER	HALFF ASSOCIATES	L&G CONSULTING ENG.	S&B INFRASTRUCTURE	TEDSI INFRASTRUCTURE GROUP	ENTECH CIVIL ENGINEERS
	5000 WEST MILITARY HWY S-100	2100 W. EXPRESSWAY 83	5408 NORTH 10TH ST.	1201 EAST EXPRESSWAY 83	16360 PARK PLACE
	McAlLEN, TX. 78503	MERCEDES, TX. 78570	MCALLEN, TX 78504	MISSION, TX 78572	HOUSTON, TX 77084
EVALUATOR:	(956) 664-0286	(956) 565-9813	(956) 926-5000	(956) 424-7898	(281) 945-0069
E1	87	82	93	89	81
E2	86	81	91	87	84
E3	82	83	90	87	81
TOTAL SCORE	255	246	274	263	246
AVERAGE	85	82	91	87	82

RECOMMENDATION

Per Evaluation Committee as approved by CCRMA Board David Garcia, Ruben Gallegos, Jr., Pete Sepulveda, Jr.

I HEREBY CERTIFY THE ABOVE TO BE THE CORRECT TABULATED SCORES:

SIGNATURE:

**3-F CONSIDERATION AND APPROVAL OF AN INTERLOCAL
AGREEMENT BETWEEN CAMERON COUNTY AND THE
CAMERON COUNTY REGIONAL MOBILITY AUTHORITY**

www

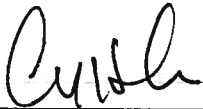
COUNTY OF CAMERON

This INTERLOCAL AGREEMENT constitutes the sole and only Agreement of the PARTIES hereto and supersedes any prior understandings or written or oral Agreements between the PARTIES respecting the within subject manner. This INTERLOCAL AGREEMENT may be modified at any time

by mutual consent of the PARTIES.

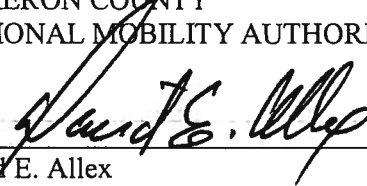
EXECUTED on this 20th day of December, 2012, at Brownsville, Cameron County, Texas.

CAMERON COUNTY



Carlos H. Cascos, CPA
County Judge

CAMERON COUNTY
REGIONAL MOBILITY AUTHORITY

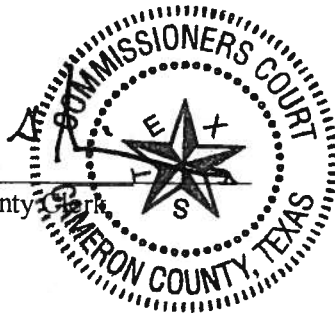


David E. Allex
RMA Chairman

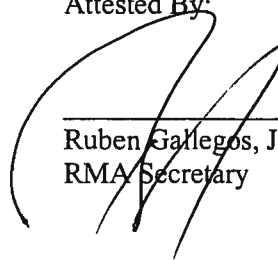
Attested By:



Joe G. Rivera, County Clerk
County Clerk



Attested By:



Ruben Gallegos, Jr.
RMA Secretary

EXHIBIT “A”

Position One: Accounting and Financial

Position Two: Marketing & Communications

**3-G DISCUSSION REGARDING THE LEGISLATIVE AGENDA FOR THE
83RD LEGISLATIVE SESSION**