



**CENTRAL TEXAS  
Regional Mobility Authority**

Meeting Date: October 28, 2015  
AGENDA ITEM # 4

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Approve an amendment  
to extend the agreement with the Cameron  
County Regional Mobility Authority to provide  
toll system maintenance services.

Strategic Plan Relevance: Regional Mobility  
Department: Operations  
Contact: Tim Reilly, Director of Operations  
Associated Costs: Pass Thru, No Cost to the Mobility Authority  
Funding Source: Not Applicable  
Action Requested: Consider and act on draft resolution

Summary:

On January 25, 2012, the Board approved in interlocal agreement (“ILA”) with the Cameron County Regional Mobility Authority (CCRMA) under which the Mobility Authority provides ongoing toll system maintenance services to CCRMA through Schneider Electric Mobility NA Inc. (successor in interest to Caseta and Telvent), the vendor that provides these services to the Mobility Authority. That agreement terminated on June 15, 2015.

CCRMA has requested an extension and continuation of the ILA to a new termination date of June 30, 2016.

All other provisions of the ILA will continue as they exist today.

Backup provided: Initial ILA with CCRMA for toll system maintenance services  
Proposed Amendment to ILA with the CCRMA  
Draft Resolution

**FIRST AMENDMENT TO THE INTERLOCAL AGREEMENT FOR  
TOLL SYSTEMS MAINTENANCE SERVICES**

**THIS FIRST AMENDMENT** is made effective as of the \_\_\_ day of \_\_\_\_\_, 2015, by and between the **CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY** (“CTRMA”) and the **CAMERON COUNTY REGIONAL MOBILITY AUTHORITY** (“CCRMA”), political subdivisions of the State of Texas.

**WITNESSETH:**

**WHEREAS**, the CTRMA and the CCRMA entered into an Agreement for Toll Systems Maintenance Services dated February 22, 2012, hereinafter referred to as the “Agreement,” whereby the CTRMA agreed to provide toll systems maintenance services to the CCRMA; and

**WHEREAS**, the term of the Agreement concluded on June 30, 2015; and

**WHEREAS**, the CTRMA and the CCRMA have each determined that it is in their best interest to continue performing their obligations under the Agreement; and

**WHEREAS**, the CCRMA and the CTRMA therefore desire to extend the term of the Agreement to June 30, 2016.

**NOW, THEREFORE**, and in consideration of the mutual covenants and agreement between the parties, the CTRMA and the CCRMA hereby agree to the following:

**I. EXTENSION OF TERM.**

Article III, Section 1. Term and Termination. of the Agreement for Toll Systems Maintenance Services by and between the CTRMA and the CCRMA dated February 22, 2012 shall be and hereby is amended to read as follows:

Subject to the following, this Agreement shall be effective as of the date first written above and shall continue in force and effect until June 30, 2016. The term of the Agreement may be extended by written agreement of the Parties. Notwithstanding the foregoing,

a) if the Telvent Maintenance Contract is terminated pursuant to Section 12 of that agreement, this Agreement shall terminate on the same day that the Telvent Maintenance Contract terminates, provided that the CTRMA shall give the CCRMA written notice of the termination within ten (10) days of providing notice to or receiving notice from Telvent in accordance with Section 12 of the Telvent Maintenance Contract; and

b) either party may terminate this Agreement in the event of a material breach of its terms, which may include, but is not limited to, failure to make timely payments of

amounts owed and failure to provide services and satisfy performance measures in accordance with this Agreement, provided that the party seeking to terminate the Agreement has provided written notice to the other of the alleged default and the default has not been cured within thirty (30) days of receipt of such notice; and

c) CCRMA may terminate this Agreement without cause at any time, provided that CCRMA shall provide CTRMA with notice sufficient to allow CTRMA to satisfy its obligations under the Telvent Maintenance Contract.

Notwithstanding the foregoing, CTRMA shall not issue to Telvent any task orders or work authorizations extending beyond the term of the Telvent Maintenance Contract.

**II. REMAINING TERMS AND CONDITIONS.**

Except to the extent expressly modified herein, all remaining terms and conditions of the Agreement for Toll Systems Maintenance Services by and between the CTRMA and the CCRMA dated February 22, 2012 shall continue in full force and effect.

**IN WITNESS WHEREOF**, the parties hereto have signed or have caused their respective names to be signed to multiple counterparts hereof as of the effective date first above written.

Authority:	Central Texas Regional Mobility Authority	Company:	Cameron County Regional Mobility Authority
Signature:	_____	Signature:	_____
By:	<u>Mike Heiligenstein</u>	By:	<u>Pete Sepulveda, Jr.</u>
Title:	<u>Executive Director</u>	Title:	<u>Executive Director</u>
Date:	_____	Date:	_____

**GENERAL MEETING OF THE BOARD OF DIRECTORS  
OF THE  
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY**

**RESOLUTION NO. 15-\_\_\_\_\_**

**APPROVING AN AMENDMENT TO EXTEND THE AGREEMENT WITH  
THE CAMERON COUNTY REGIONAL MOBILITY AUTHORITY TO  
PROVIDE TOLL SYSTEM MAINTENANCE SERVICES.**

WHEREAS, by Resolution No. 12-003, enacted on January 25, 2012, the Board approved an interlocal agreement with the Cameron County Regional Mobility Authority (“CCRMA”) under Chapter 791 of the Texas Government Code and Section 370.033 of the Transportation Code by which the Mobility Authority provides toll system maintenance services to CCRMA (the “ILA”); and

WHEREAS, CCRMA has requested an extension of the ILA to a new termination date of June 30, 2020, as set forth in the proposed amendment to the ILA provided to the Board in the agenda backup information; and

WHEREAS, the Executive Director recommends approval of the proposed amendment.

NOW THEREFORE BE IT RESOLVED that the proposed amendment to the ILA with the Cameron County Regional Mobility Authority is hereby approved; and

BE IT FURTHER RESOLVED that the Executive Director is authorized to finalize and execute the proposed amendment to the ILA on behalf of the Mobility Authority, in the form or substantially the same form provided in the agenda backup information.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 28<sup>th</sup> day of October, 2015.

Submitted and reviewed by:

Approved:

\_\_\_\_\_  
Andrew Martin, General Counsel

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Ray A. Wilkerson  
Chairman, Board of Directors