

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS     §  
                                     §  
COUNTY OF FORT BEND   §

I, the undersigned officer of the Board of Directors of Fort Bend County Toll Road Authority, do hereby certify as follows:

1. The Board of Directors of Fort Bend County Toll Road Authority, convened in organization session on the 16th day of June, 2010, and the roll was called of the members of the Board:

Jim Condrey	Chairman
Bobbie A. Tallas	Vice Chairman
Charles Rencher	Secretary
Cliff Terrell	Treasurer
Melody Hess	Assistant Secretary

and all of said persons were present except Director(s) Rencher, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

RESOLUTION ESTABLISHING DIRECTOR COMPENSATION  
AND REIMBURSEMENT POLICY

was introduced for the consideration of the Board. It was then duly moved and seconded that the resolution be adopted; and, after due discussion, the motion, carrying with it the adoption of the resolution, prevailed and carried unanimously.

2. A true, full, and correct copy of the aforesaid resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; the action approving the resolution has been duly recorded in the Board's minutes of the meeting; the persons named in the above and foregoing paragraph are the duly chosen, qualified, and acting officers and members of the Board as indicated therein; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the aforesaid meeting, and that the resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; the meeting was open to the public as required by law; and public notice of the time, place, and subject of the meeting was given as required by Chapter 551, Texas Government Code.

SIGNED AND SEALED the 16th day of June, 2010.

Melody Hess  
Ash Secretary, Board of Directors

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WHEREAS, Section 284.0665, Texas Transportation Code, as amended from time to time, authorizes the Board of Directors of Fort Bend County Toll Road Authority (the "Authority") to establish compensation for a director of the Authority for each day the director actually spends performing the duties of a director; provided, however, that such compensation may not exceed the maximum annual amount allowed by law; and

WHEREAS, Section 284.0665, Texas Transportation Code, permits directors to be reimbursed for actual and necessary expenses in performing the duties of a director; and

WHEREAS, the Board of Directors of the Authority wishes to establish compensation for directors and to establish and clarify its policy on reimbursement of expenses in accordance with Section 284.0665, Texas Transportation Code; NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF FORT BEND COUNTY TOLL ROAD AUTHORITY THAT:

Section 1: The Board of Directors of the Authority hereby establishes compensation for directors at \$150.00 per day for each day the director actually spends performing the duties of a director; provided, however, if the director also performs the duties of a director of the Fort Bend Grand Parkway Toll Road Authority on the same day, the total compensation to the director for that day will be a total amount of \$150.00, to be split equally between the Authority and the Fort Bend Grand Parkway Toll Road Authority.

Section 2: The total amount of compensation paid to any one director for performing the duties of a director for the Authority shall not exceed \$7,200 per year.

Section 3: Directors of the Authority shall be entitled to receive reimbursement for substantive performance of the management or business of the Authority, including participation in board and committee meetings and other activities involving the substantive deliberation of Authority business and in pertinent educational programs. Directors of the Authority shall not be entitled to receive reimbursement for routine or ministerial activities such as the execution of documents, self-preparation for meetings, or other activities requiring a minimal amount of time.

Section 4: Directors of the Authority shall be entitled to receive reimbursement from the Authority of actual expenses reasonably and necessarily incurred while engaging in activities on behalf of the Authority.

Section 5: In order to receive compensation or reimbursement of expenses, a director must file with the Authority, prior to disbursement of such compensation or reimbursements, a Verified Statement.

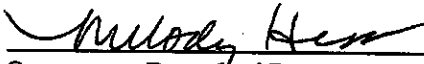
Section 6: For purposes of this Resolution, a Verified Statement shall be a statement signed and sworn to by the director seeking compensation or a reimbursement, setting forth, in the case of compensation, the number of days spent in the service of the Authority and a general description of the duties performed for each such day of service, and, in the case of reimbursements, an itemized list and explanation of expenses sought to be reimbursed; provided further that original receipts substantiating all expenses (except expenses not typically evidenced by a receipt) must be attached to such Verified Statement.

Section 7: The effective date of the provisions of this Resolution shall be June 16, 2010.

PASSED AND APPROVED this 16<sup>th</sup> day of June, 2010.

  
President, Board of Directors

ATTEST:

  
Asst. Secretary, Board of Directors