

# ALLEN BOONE HUMPHRIES ROBINSON LLP

ATTORNEYS AT LAW

PHOENIX TOWER  
3200 SOUTHWEST FREEWAY  
SUITE 2600  
HOUSTON, TEXAS 77027  
TEL (713) 860-6400  
FAX (713) 860-6401  
abhr.com

Direct Line: (713) 860-6415  
Direct Fax: (713) 860-6615

rmuller@abhr.com

Richard L. Muller  
Partner

March 16, 2011

Board of Directors  
Fort Bend County Toll Road Authority

Re: Supplemental Engagement for Legislative Services

Dear Board of Directors:

Thank you for asking us to represent the Fort Bend County Toll Road Authority (the "Authority") in connection with the upcoming 81st Regular Session of the Texas Legislature. As you know, we currently serve as general counsel and bond counsel to the Authority pursuant to an engagement letter between the Authority and Allen Boone Humphries Robinson LLP, as it may have been amended (the "Engagement Letter"). This letter constitutes our agreement to provide supplemental legal services to you pursuant to the terms of the Engagement Letter, as supplemented and amended hereby.

The Authority is particularly interested in legislation relating to: transportation, toll roads, the Texas Department of Transportation, special districts that may assist in the financing of toll projects (e.g. County Assistance Districts, Transportation TIRZ, and eminent domain. Our role will be to assist the Authority in monitoring legislation relating to these subjects by reviewing filed bills and amendments and tracking the progress of such bills and amendments through House and Senate committees, calendars and floor consideration. We will regularly update the members of the Board of the Directors of the Authority and Fort Bend County representatives as to the existence and progress of bills and amendments of interest. On behalf of and at the direction of the Authority, we will lobby for or against the passage or modification of bills or amendments of interest. We will coordinate our efforts with other lobbyists for Fort Bend County.

For this matter, our fee will be a flat-fee of \$32,500, inclusive of all expenses. Such fee will be invoiced to you in five (5) equal installments during the months of January through May 2011 (i.e., \$6,500 per month).

The Authority acknowledges that certain ABHR attorneys are required by law to register and report to the Texas Ethics Commission the compensation paid by the Authority to the firm for these legislative services.

If this, including the terms set forth in the Engagement Letter and the Standard Terms of Engagement for Legal Services, as supplemented and amended hereby, correctly reflects your understanding of the terms and conditions of our representation, please so indicate by executing the enclosed copy of this letter in the space provided below and returning it to me.

Please contact me if you have any questions. Thank you again for asking us to represent you in this matter.

Sincerely,

Allen Boone Humphries Robinson LLP

A handwritten signature in cursive script that reads "Richard L. Muller".

Richard L. Muller

AGREED TO AND ACCEPTED:

Fort Bend County Toll Road Authority

By: 

Name: James D. Cordrey

Title: Chairman, Board of Directors