

CERTIFICATE FOR ORDER

THE STATE OF TEXAS §
COUNTY OF FORT BEND §

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

1. The Board of Directors of Fort Bend Grand Parkway Toll Road Authority convened in regular session on August 15, 2012. inside the boundaries of the Authority, 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

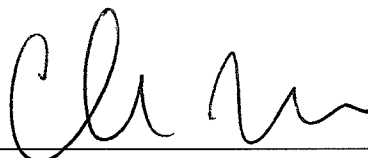
and all of said persons were present except Director(s) Hess, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

ORDER ADOPTING PROCEDURES FOR POST-ISSUANCE COMPLIANCE

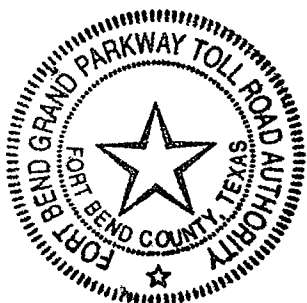
was introduced for the consideration of the Board. It was then duly moved and seconded that the order be adopted, and, after due discussion, the motion, carrying with it the adoption of the order, prevailed and carried unanimously.

2. A true, full, and correct copy of the aforesaid order adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; the action approving the order 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 order 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, and Section 49.063, Texas Water Code.

SIGNED AND SEALED on August 15, 2012.


Secretary, Board of Directors

(SEAL)



PASSED AND APPROVED on August 15, 2012.

FORT BEND GRAND PARKWAY
TOLL ROAD AUTHORITY


Chairman, Board of Directors

ATTEST:


Secretary, Board of Directors

(SEAL)



ORDER ADOPTING PROCEDURES FOR POST-ISSUANCE COMPLIANCE

WHEREAS, Fort Bend Grand Parkway Toll Road Authority (the "Authority") has been legally created pursuant to Subchapter D of the Texas Transportation Code, Section 431; and

WHEREAS, the Authority has issued and will issue additional bonds to finance construction and maintenance of Segment D of the Grand Parkway within Fort Bend County; and

WHEREAS, while its bonds are outstanding, the Authority must comply with certain post-issuance requirements (the "Post-Issuance Requirements") contained in Sections 103 and 141 through 150 of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations promulgated thereunder; and

WHEREAS, the Board of Directors of the Authority (the "Board") desires to adopt the procedures set forth in Appendix A to this Order to comply with the Post-Issuance Requirements; NOW, THEREFORE,

BE IT ORDERED BY THE BOARD OF FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY THAT:

Section 1. Approval and Implementation of the Procedures. The Board hereby approves and adopts the procedures set forth in Appendix A to this Order (the "Procedures") as the Authority's official post-issuance procedures for outstanding bonds. The Board further directs that the Procedures shall be implemented as of the date of this Order.

Section 2. Declaration of Policy, Purpose and Intent. The Procedures set forth the manner in which the Authority will comply with the Post-Issuance Requirements.

Section 3. The Procedures shall remain in effect until modified by action of the Board of Directors.

APPENDIX A
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY
PROCEDURES FOR POST-ISSUANCE COMPLIANCE

I. GENERAL

The purpose of these Procedures for Post-issuance Compliance (these “Procedures”) is to ensure that the bond financings of **Fort Bend Grand Parkway Toll Road Authority** (the “Authority”) remain in compliance with the following federal tax requirements:

- General Recordkeeping & Record Retention
- Timely return filings
- Proper and timely use of bond proceeds and bond-financed property
- Arbitrage - yield restriction and rebate
- Reissuance requirements
- Corrective Action

These Procedures apply to any obligations to which Sections 103 and 141 through 150 of the Internal Revenue Code of 1986 (the “Code”) apply, whether or not such obligations are in fact tax-exempt. For example, these Procedures will be followed with respect to any issue of tax credit bonds to which such sections of the Code apply. Further, the Authority is responsible for compliance with any requirements set forth in subsequent rulings and other advice published by the Internal Revenue Service (the “Service” or the “IRS”), as such authorities may apply to the Authority and its obligations.

II. RESPONSIBLE PARTIES

The Board of Directors of the Authority is ultimately responsible for the post-issuance compliance of bond financings. The Board of Directors will be assisted in its post-issuance compliance efforts by the following consultants:

- General Counsel
- Bond Counsel
- Special Tax Counsel, if applicable to a specific bond issue
- Financial Advisor
- Bookkeeper
- Engineer
- Operator
- Rebate Analyst
- Auditor
- General Manager, and/or Other Consultant, if General Counsel, not Record Manager.

For purposes of these Procedures, the term Bookkeeper shall include the Authority's Bookkeeper, the Fort Bend County Auditor, and/or the Fort Bend County Treasurer, as appropriate. The Authority will direct parties responsible for the financing aspects and the operational aspects of bond-financed facilities to coordinate efforts to ensure that any actions taken with respect to a bond-financed facility will be in compliance with the requirements of the Code.

III. GENERAL RECORDKEEPING & RECORD RETENTION

General record retention duties are the responsibility of the Authority's General Counsel, acting as the Authority's duly-appointed records manager (the "Records Manager").

The Records Manager and Bookkeeper will maintain a copy of the following documents on file at all times:

- Audited Financial Statements
- Reports of any examinations by the Internal Revenue Service of the Authority or its tax-exempt financings

With respect to each issue of obligations, the Records Manager will retain the following for the life of the obligations (including the life of any obligations issued to refund the original debt) plus three years:

- Bond transcript, including authorizing documents, offering document, the federal tax certificate and certificates regarding issue price
- Minutes and resolution(s) authorizing the issue
- Appraisals, demand surveys, and/or feasibility studies for bond-financed property
- Related publications, brochures, and newspaper articles
- Records of any formal tax elections (e.g., election to employ an accounting methodology other than specific tracing)
- Records relating to the payment of debt service (including credit enhancement)
- Documentation relating to investments and arbitrage compliance, as described in "Arbitrage - Yield Restriction and Rebate - Recordkeeping" below
- Documentary evidence of when and for what purpose the bond proceeds were expended, as described in "Expenditures of Bond Proceeds - Recordkeeping" below
- Any agreement listed in "Private Business Use - Special Legal Entitlements" that relates to a bond-financed facility
- Documentation of any purchase or sale of bond-financed assets
- Bond paying agent/trustee statements
- Rebate compliance reports

- Related IRS filings (e.g. Form 8038-T Rebate)
- IRS correspondence regarding such issue
- Other documentation material to the particular requirements that are applicable to the tax status of the financing

Documents may be retained as hard copies or in an electronic format (in accordance with Revenue Procedure 97-22, 1997-1 C.B. 652), so long as such documents are retained in organized, accessible format that preserves the accuracy of such documents.

IV. RETURN FILINGS

Bond Counsel and, if applicable, Special Tax Counsel will be responsible for tracking the timely filing of the Form 8038-G information report (or such other series 8038 form as may be applicable to a specific issue of bonds) with the Service, which filing may be completed by bond counsel after the issuance of the obligations. The Authority must file a separate Form 8038-G for each issue of bonds not later than the 15th day of the second calendar month after the close of the calendar quarter in which the bonds are issued.

V. EXPENDITURE OF BOND PROCEEDS

General

For new money bond issues, the Engineer and the Bookkeeper are responsible for the oversight of the expenditure of bond proceeds, including monitoring whether such expenditures are made in a timely manner for the purposes for which the bonds were authorized. The Engineer will manage the construction of the projects for which bonds have been or will be issued and will coordinate with the Bookkeeper for payment of invoices. The Bookkeeper will ensure that all proceeds of a bond issue are allocated to expenditures by the later of 18 months after the expenditure was made or the date the project is placed in service (and in no event, later than 60 days after [i] the fifth anniversary of the issue date or [ii] retirement of the issue). The Bookkeeper will consult with Bond Counsel regarding the allocation of expenditures between each Bond issue to ensure timely expenditure of Bond proceeds.

With respect to the reimbursement of any expenditure paid prior to the date of issue of the bonds, the Bookkeeper will ensure that such reimbursement allocation to bond proceeds is made not later than 18 months after the later of (i) the date the original expenditure is made or (ii) the date the project is placed in service, but in no event more than three years after the original expenditure is paid. Furthermore, the Bookkeeper, in consultation with Bond Counsel, will ensure that such reimbursement allocation is for the reimbursement of expenditures paid on or after 60 days prior to the date of a reimbursement resolution (including for this purpose the bond order or resolution).

For refunding bond issues, the Financial Advisor will direct the paying agent for the issue of refunded bonds or the escrow agent, as applicable, to use the proceeds of the bonds for the payment of principal, interest and redemption premium, if any, in accordance with the directions given to such entity at the time of the issuance of the refunding bonds.

Recordkeeping

With respect to each issue of obligations, the Bookkeeper, Financial Advisor, and/or Auditor will retain the following for the life of the obligations plus three years:

- Documentation of allocations of bond proceeds to expenditures (e.g., allocation of bond proceeds for expenditures for the construction, renovation or purchase of facilities)
- Documentation of allocations of bond proceeds to bond issuance costs
- Copies of all requisitions, draw schedules, draw requests, invoices, bills, and cancelled checks related to bond proceeds spent during the construction period
- Records of expenditure reimbursements incurred prior to issuing bonds for bond-financed facilities
- Depreciation schedules for bond-financed depreciable property

With respect to each issue of obligations, the Records Manager, the Engineer, and/or Auditor will retain the following for the life of the obligations plus three years:

- Copies of all contracts entered into for the construction, renovation or purchase of bond-financed facilities
- List or schedule of all bond-financed facilities or equipment

Documents may be retained as hard copies or in an electronic format (in accordance with Revenue Procedure 97-22, 1997-1 C.B. 652), so long as such documents are retained in organized, accessible format that preserves the accuracy of such documents.

VI. PRIVATE BUSINESS USE

General

To confirm that the Bonds serve “purely” governmental purposes for the general public, it must be determined whether the issuer expects that there will be any private business use of the proceeds of the bonds. Private business use exists if any portion of the proceeds of the issue or the property to be financed by the bond proceeds are used directly or indirectly by any non-governmental person in that person’s trade or business. In addition, no more than five percent (and, in certain circumstances, ten percent) of the proceeds of an issue may be secured directly or indirectly by property or payments derived from private business use under the “private security or payment

test.” Private business use may occur due to trade or business use by unrelated third parties, the existence of special legal entitlements with respect to the bond-financed property or sale or other transfer of bond-financed property. Finally, no more than five percent of the proceeds of an issue of bonds may be used to make loans or arrangement that allow a non-governmental person to defer payments that it is obligated to make with respect to the financed property or the bonds.

The Operator, Engineer, Bookkeeper and/or General Counsel will communicate to the Board of Directors any activity that may give rise to private business use, including but not limited to any potential take contract, take or pay contract or requirements contract.

Trade or Business Activities by Third Parties

The Records Manager and/or the Operator will maintain records of all trade or business activities by third parties allocable to the Authority’s bond-financed facilities. The Records Manager, Operator, and/or Board of Directors acting together are responsible for tracking trade or business activity by third parties as it relates to bond-financed facilities and will monitor such activity no less frequently than yearly and, in any event, upon being notified of any new activity that will give rise to a significant amount of trade or business activity by a third party.

Special Legal Entitlements

A special legal entitlement is an arrangement that conveys rights similar to ownership, a lease or a management contract (e.g., priority rights to use the facility). Recognizing that a special legal entitlement may give rise to private business use, each time the Board of Directors intends to enter into one of the following, the Board of Directors will consult with its General Counsel, with input from its Operator, Engineer, and Bookkeeper, as necessary, to determine if such agreement relates to any bond-financed facility:

- Management and other service contracts
- Ownership
- Leases
- Subleases
- Leasehold improvement contracts
- Joint venture arrangements
- Limited liability corporation arrangements
- Partnership agreements
- Non-contractual use of bond-financed office space and/or parking facilities by any non-governmental person
- Any other contract conferring a special legal entitlement or special economic benefit that are comparable to ownership, including but not limited to a take contract, take or pay contract or requirements contract.

If such an agreement will be entered into with respect to a bond-financed facility, the Authority will take measures, including consultation with Bond Counsel, to ensure that such agreement does not create impermissible private business use with respect to any issue of bonds used to finance such facility. Such measures may include ensuring that such agreement falls into an applicable safe harbor, making a determination that private use will not occur, or such other action as may be recommended by Bond Counsel.

VII. PAYMENTS ON THE BONDS

The paying agent for the bonds will determine the amount of principal and interest payable on each payment date for the bonds. Periodically, and no less frequently than annually, the Bookkeeper will review the amount of the interest payments to verify that proper determinations of interest have been made.

VIII. ARBITRAGE - YIELD RESTRICTION & REBATE

General

The General Counsel and the Rebate Analyst are responsible for monitoring the Authority's compliance with the yield restriction requirements of section 148(a) of the Code and the rebate requirements of section 148(f) of the Code. Such monitoring includes, but is not limited to:

- Tracking the allocation of bond proceeds to expenditures for compliance with any temporary period and spending exceptions, no less frequently than yearly
- Ensuring that any forms required to be filed with the IRS relating to arbitrage and any payments required pursuant thereto are filed in a timely manner
- Ensuring that "fair market value" is used with respect to the purchase and sale of investments

The Board of Directors has contracted with the Rebate Analyst to monitor compliance with rebate and yield restriction rules.

Compliance with the investment rules requires that the Authority be able to account for, in terms of dates and amounts, all uses (including disbursements and investment activity) of particular categories of bond-related money. The Bookkeeper will account for all of the following disbursements: monies in the project fund, debt service fund, any other fund into which proceeds of the obligations have been deposited, including any reserve fund, and the general fund to the extent that proceeds of the obligations are used to reimburse the general fund for preliminary expenditures or capital expenditures pursuant to a reimbursement resolution. In doing so, the Bookkeeper will use any reasonable, consistently applied accounting method to account for gross proceeds, investments and expenditures of an issue.

Recordkeeping

With respect to each issue of obligations, the Records Manager, the Bookkeeper, and/or the Rebate Analyst will retain the following for the life of the obligations plus three years:

- Documentation of allocations of investments and calculations of investment earnings
- Documentation for investments of the bond proceeds and yield computation related to:
 - a) Investment contracts (*e.g.*, guaranteed investment contracts)
 - b) Credit enhancement transactions (*e.g.*, bond insurance contracts)
 - c) Financial derivatives (*e.g.*, swaps, caps, etc.)
 - d) Bidding of financial products
- Documentation regarding arbitrage compliance, including:
 - a) Computation of bond yield
 - b) Computation of rebate and yield reduction payments
 - c) Form 8038-T, *Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate*
 - d) Form 8038-R, *Request for Recovery of Overpayments Under Arbitrage Rebate Provisions*

Documents may be retained as hard copies or in an electronic format (in accordance with Revenue Procedure 97-22, 1997-1 C.B. 652), so long as such documents are retained in organized, accessible format that preserves the accuracy of such documents.

IX. REISSUANCE

Prior to making any changes to the terms of an obligation, including its underlying security, the Authority will consult with Bond Counsel to determine whether such change will result in the reissuance of such obligation for federal tax law purposes. If it is determined that a change will result in a reissuance, the Authority will take such action, including the recalculation of yield, the filing of a new Form 8038-G and the payment of rebate obligations, as is necessary to maintain the tax status of the bonds.

X. CORRECTIVE ACTION

Once the Authority has issued bonds, reports regarding compliance policies will be made to the Board of Directors no less frequently than annually. At such time that the report is made, the Board of Directors, in consultation with its General Counsel, Bond Counsel and Special Tax Counsel, as applicable, will determine whether any corrective action is required with respect to the applicable issue.

A corrective action may be required if, for example, it is determined that bond proceeds were not properly expended, the Authority is not in compliance with the arbitrage

requirements imposed by the Code or the Authority has taken a deliberation action that results in impermissible private business use (e.g., sale of bond-financed property to a non-governmental person). If the Authority determines or is advised that corrective action is necessary with respect to any issue of its obligations, the Authority will, as may be applicable, in a timely manner:

- Seek to enter into a closing agreement under the Tax-Exempt Bonds Voluntary Closing Agreement Program described in Notice 2001-60 (or any successor notice thereto)
- Take remedial action described under Section 1.141-12 of the Code
- Take such other action as recommended by Bond Counsel or Special Tax Counsel