

MEMORANDUM OF AGREEMENT BETWEEN AUTHORITIES REGARDING LAW ENFORCEMENT SERVICES

This Memorandum of Agreement (this "Agreement") is made and entered into as of the 20th of August, 2014 (the "Effective Date") by and between Fort Bend Grand Parkway Toll Road Authority ("GPTRA"), a Texas Local Government Corporation, and Fort Bend County Toll Road Authority ("FBCTRA"), a Texas Local Government Corporation, (collectively, the "Parties" or individually, a "Party").

The Parties entered into a JOINT PROJECT AGREEMENT FOR CERTAIN TOLLING COLLECTION SERVICES FOR THE FORT BEND PARKWAY, SEGMENT B-1 dated February 19, 2014 (the "Joint Project Agreement") for the purpose of efficiently operating the Authorities' toll road systems.

The Parties have entered into various agreements with Fort Bend County law enforcement agencies to provide toll enforcement and other services on the toll road systems (the "Law Enforcement Contracts").

In accordance with the Joint Project Agreement the Parties agree that the Joint Project Agreement will include the Law Enforcement Contracts.

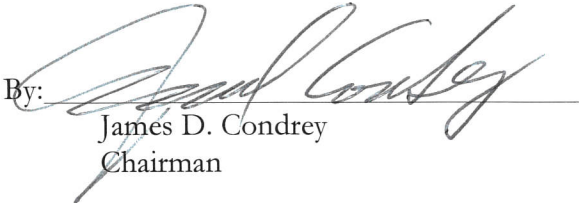
Further, the parties agree to select a Task Force Leader, after consultation with the law enforcement agencies, to coordinate all law enforcement services for the two toll road systems. The Task Force Leader will coordinate all law enforcement activities including; the number of deputies needed on each road and / or for each shift, scheduling of the deputies, creation of daily work assignments, reporting to the Authorities' General Manager and Board of Directors.

Except as specifically mentioned above, the Joint Project Agreement shall remain in full force and effect in accordance with its original terms and conditions.

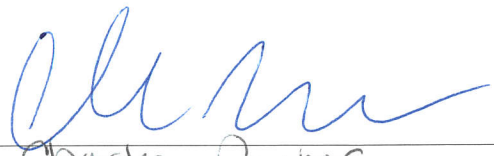
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EXECUTED on August 20, 2014, to be effective as of the Effective Date of this Agreement.

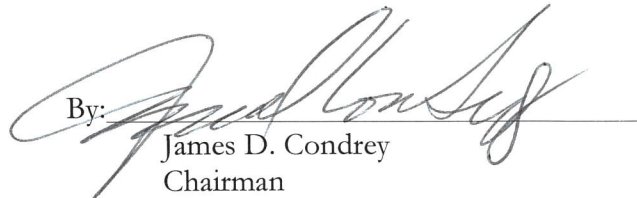
**FORT BEND GRAND PARKWAY
TOLL ROAD AUTHORITY**

By: 
James D. Condrey
Chairman


ATTEST:

By: 
Name: Charles Rencher
Title: Secretary

**FORT BEND COUNTY TOLL ROAD
AUTHORITY**

By: 
James D. Condrey
Chairman

ATTEST:

By: 
Name: Charles Rencher
Title: Secretary