

THE STATE OF TEXAS §
 §
 COUNTY OF FORT BEND §

The Commissioners Court of Fort Bend County, Texas, ("Commissioners Court") convened in REGULAR SESSION AT A REGULAR TERM OF SAID COURT, open to the public, on the 8th day of June, 2010, at the County Courthouse, with a quorum of said Court present:

Whereupon, among other business the following was transacted at said meeting: a written order entitled:

AN ORDER APPROVING THE CREATION OF THE FORT BEND GRAND
 PARKWAY TOLL ROAD AUTHORITY; APPROVING THE ARTICLES OF
 INCORPORATION AND THE BYLAWS THEREOF; AND CONTAINING FINDINGS
 AND OTHER PROVISIONS RELATING TO THE SUBJECT

(the "Order") was duly introduced for the consideration of the Commissioners Court and reviewed in full. It was then duly moved by Comm. Prestage and seconded by Comm. Patterson that the Order be passed; and, after due discussion, the motion, carrying with it the passage of the Order, prevailed and carried by the following vote:

AYES:	<u>4</u>
NOES:	<u>0</u>
<u>Absent</u>	<u>1</u>

The County Judge thereupon announced that the Order has been duly and lawfully adopted. The Order thus adopted follows:

AN ORDER APPROVING THE CREATION OF THE FORT BEND GRAND PARKWAY
TOLL ROAD AUTHORITY; APPROVING THE ARTICLES OF INCORPORATION
AND THE BYLAWS THEREOF; AND CONTAINING FINDINGS AND OTHER
PROVISIONS RELATING TO THE SUBJECT

WHEREAS, Section 431.101 of Chapter 431 of Texas Transportation Code ("Chapter 431") authorizes the creation and organization of public non-profit local government corporations to act as a duly constituted authority of a county to aid and assist the county in the performance of one or more governmental functions; and

WHEREAS, Section 431.102 of Chapter 431 requires a local government corporation to be created pursuant to provisions of Chapter 394, Texas Local Government Code ("Chapter 394"); a local government corporation's articles of incorporation and bylaws shall be in the form and be executed, approved, and filed in the manner prescribed by Chapter 394; and

WHEREAS, a local government corporation may have and exercise all of the powers prescribed by Chapter 394, Chapter 431 and Article 1396-1.01 et seq., Vernon's Texas Civil Statutes, as amended (collectively, the "Acts"); and

WHEREAS, Chapter 394 requires as a condition to the creation of a local government corporation that at least three (3) residents of the county who are citizens of the state and at least eighteen (18) years of age submit a written application for the incorporation of the local government corporation; and

WHEREAS, there has been presented to and filed with the County an application executed by three (3) residents of the County who meet the requirements of Chapter 394 requesting the incorporation of the Fort Bend Grand Parkway Toll Road Authority (the "Authority"); and

WHEREAS, Senate Bill 792 (Acts 2007, 80th Legislature, Reg. Session) (the "Act") provided seven counties, including Fort Bend County, the right to develop State Highway 99 (the "Grand Parkway"); and

WHEREAS, since 2007, Fort Bend, Harris, Montgomery, Liberty, Chambers, Galveston and Brazoria Counties (the "Counties") have been engaged in the process set forth in the Act for the development of the Grand Parkway; and

WHEREAS, on September 7, 2009, the County exercised its right to develop the portion of the Grand Parkway within the County; and

WHEREAS, the development of the Grand Parkway must comply with the Terms and Conditions that were approved by the Texas Department of Transportation ("TxDOT"), the Houston-Galveston Area Council, and the Counties; and

WHEREAS, the Grand Parkway must be developed as a "stand alone" facility and revenues from the Grand Parkway must be used solely for the completion of the entire Grand Parkway until the ultimate project is completed; and

WHEREAS, County Commissioners Court desires to grant the application for incorporation of the Authority, authorize its Articles of Incorporation, approve its Bylaws, and take other action with respect to the Authority; NOW, THEREFORE:

BE IT RESOLVED BY THE COUNTY COMMISSIONERS COURT OF THE COUNTY OF FORT BEND, TEXAS:

Section 1. The County Commissioners Court hereby finds, determines, and declares that the application for the incorporation of the Authority is executed and filed in the manner required by Chapter 394 and the County Commissioners Court therefore has authority to consider and act on the application for incorporation of the Authority.

Section 2. The County Commissioners Court hereby finds, determines, recites and declares that it is wise, expedient, necessary, and advisable that the Authority be formed, the creation and organization of the Authority under the provisions of the Acts and Chapter 394 as a duly constituted authority of the County is hereby approved, and the Authority is hereby authorized to aid, assist, and act on behalf of the County in the performance of its essential governmental purposes, specifically to assist the County in conjunction with the appropriate local governmental entities where necessary to develop the Grand Parkway, including without limitation, planning, designing, acquiring, financing, building, extending and improving causeways, bridges, tunnels, turnpikes, highways, overpasses, underpasses, interchanges, entrance plazas, toll houses, service stations, approaches, fixtures, accessories and necessary equipment, including drainage facilities (the "Projects"); and to perform the other purposes described in the Articles of Incorporation.

Section 3. The Authority is created as a local government corporation pursuant to the Acts and shall be a governmental unit within the meaning of Section 101.001 Texas Civil Practice and Remedies Code. The Authority shall have the power to acquire land in accordance with the Act as amended from time to time. The Authority shall have the power to purchase land for rights-of-way or obtain such land through use of eminent domain. The Authority shall have the power to borrow, including but not limited to contractual obligations, bonds and notes, to meet any expenses or needs associated with the operations of the Authority or any capital improvements undertaken by the Authority.

Section 4. The County Commissioners Court hereby authorizes the Authority to work directly with the Texas Department of Transportation, federal agencies, and other local subdivisions in developing the Projects and performing all actions authorized under the Acts, the Articles of Incorporation and the Bylaws.

Section 5. The County Commissioners Court hereby approves the Articles of Incorporation of the Authority in substantially the form attached hereto as Exhibit "A" and authorizes the incorporators of the Authority to file such Articles of Incorporation with the Secretary of State of the State of Texas in the manner provided by law.

Section 6. The County Commissioners Court hereby approves the Bylaws of the Authority in substantially the form attached hereto as Exhibit "B".

Section 7. The County Commissioners Court hereby finds, determines, recites, and declares that any notes, bonds, loans, debts or other obligations of the Authority shall not be deemed an indebtedness, liability, general or moral obligation or pledge of the faith or credit of the County of Fort Bend, or any political subdivision or governmental unit, unless such entities specifically consent to such an obligation or pledge, nor shall any such notes, bonds, loans, debts or other obligations constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction or indebtedness of the County or of the State of Texas within the meaning of any constitutional or statutory provision whatsoever.

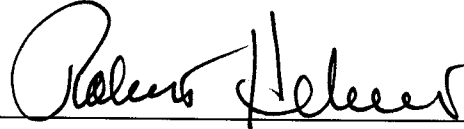
Section 8. The County Commissioners Court hereby finds, determines, recites, and declares that it is the purpose, intent, and desire of the County in approving the creation of the Authority and its Articles of Incorporation and Bylaws, that such actions and the Authority hereby authorized comply with the requirements of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations and Internal Revenue Service rulings promulgated thereunder and the rulings issued pursuant thereto, such that the Authority shall be deemed to be a constituted authority acting on behalf of the County pursuant to the provisions of the Acts and Chapter 394, Local Government Code.

Section 9. This Order shall take effect immediately upon its passage and approval by the County Commissioners Court.

[Remainder of page intentionally left blank.]

ADOPTED this 8 day of June, 2010.

FORT BEND COUNTY



Robert Hebert, County Judge

ATTEST:



Dianne Wilson, County Clerk and Ex-Officio
Clerk of the Commissioners Court of
Fort Bend County, Texas

(SEAL)



CERTIFICATE FOR ORDER

THE STATE OF TEXAS §
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COUNTY OF FORT BEND §

We, the undersigned officers of the Commissioners Court (the "Court") of Fort Bend County, Texas (the "County"), do hereby certify as follows:

1. That we are the duly chosen, qualified and acting officers of the Court for the offices shown below our signatures and that as such we are familiar with the facts herein certified.

2. That there is attached to and follows this certificate an excerpt of proceedings from the minutes of a meeting of the Court which is a true, full and complete excerpt of all proceedings from the minutes of the Court pertaining to the adoption of the Order described therein; and that the persons named in such excerpt as the officers and members of the Court or as officers of the County are the duly chosen, qualified and acting officers and members as indicated therein.

3. That a true and complete copy of the Order (the "Order"), as adopted at the meeting described in such excerpt from the minutes, is attached to and follows such excerpt.

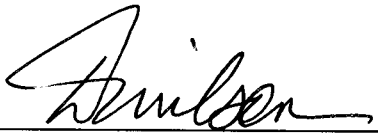
4. That the Order has been duly and lawfully adopted by the Court and that the County Judge of the County has approved, and hereby approves, the Order; that the County Judge and the County Clerk of the County have duly signed and attested the Order and each, respectively, hereby declares that the signing of this certificate shall also constitute the signing of the Order for all purposes; and that the Order, as signed, has been duly recorded in the minutes of the Court for such meeting.

5. That each of the officers and members of the Court was duly and sufficiently notified officially and personally, in advance, of the date, hour, place and subject of such meeting of the Court, and that the Order would be introduced and considered for passage at such meeting, and each of such officers and members consented, in advance, to the holding of such meeting to consider and act upon such subject.

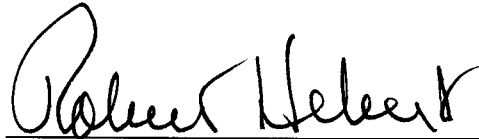
6. That written notice of the date, hour, place and subject of the meeting of the Court described in the excerpt from the minutes was posted on a bulletin board located at a place convenient to the public in the County Courthouse of the County; and that such meeting was open to the public as required by law at all times during which the Order and the subject matter thereof were discussed, considered and formally acted

upon, all as required by the Open Meetings Act, Chapter 551, Texas Governmental Code, as amended.

SIGNED AND SEALED the 8 day of June, 2010.



Dianne Wilson
County Clerk



Robert Hebert
County Judge

(COMM. CT. SEAL)

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I, the undersigned, County Clerk and Ex-Officio Clerk of the Commissioners Court of Fort Bend County, Texas, do hereby certify that the above and foregoing is a true and correct copy of a Order of the Commissioners Court which was passed and adopted on the ____ day of _____, 2010, together with a copy of so much of the minutes as show the canvassing of the Court, the names of the members present and absent and the passage and adoption of such Order, all as same appears of record in the minutes of said Court and on file in my office.

WITNESS MY HAND AND THE SEAL OF THE COMMISSIONERS COURT OF
FORT BEND COUNTY, TEXAS, this 8 day of June, 2010.

DIANNE WILSON
County Clerk and Ex-Officio Clerk of the
Commissioners Court of Fort Bend County,
Texas

By: 

(SEAL)