

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 26 day of July, 2011, 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:

ORDER ADOPTING SECOND AMENDMENT TO FORT BEND COUNTY TOLL ROADS NON-REVENUE AND DISCOUNT USAGE POLICY

(the "Order") was duly introduced for the consideration of the Commissioners Court and reviewed in full. It was then duly moved by Comm. Meyers 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: 5
NOES: 0

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

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ORDER ADOPTING SECOND AMENDMENT TO FORT BEND COUNTY TOLL
ROADS NON-REVENUE AND DISCOUNT USAGE POLICY
RECITALS

WHEREAS, the Fort Bend County Toll Road Authority is operating and maintaining the Fort Bend Parkway Toll Road and the Fort Bend Westpark Tollway (the "Toll Roads") on behalf Fort Bend County; and

WHEREAS, Fort Bend County adopted a Non-Revenue and Discount Usage Policy for the Toll Roads dated December 22, 2009, and adopted an Amended Non-Revenue and Discount Usage Policy dated May 25, 2010; and

WHEREAS, recently passed legislation (House Bill 1274, 82nd Legislative Session) requires the modification of the Non-Revenue and Discount Usage Policy with respect to the usage of the Toll Roads by military vehicles; and

WHEREAS, Fort Bend County desires to adopt a Second Amendment to the Non-Revenue and Discount Usage Policy to incorporate the changes made by House Bill 1274;

NOW, THEREFORE, IT IS ORDERED BY THE COMMISSIONERS COURT OF FORT BEND COUNTY THAT:

Section 1. The recitals set forth in this order are true and correct.

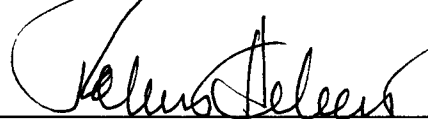
Section 2. Section 3.1, Item 4, of the Non-Revenue Discount Policy shall be replaced with the following paragraph:

Convoys of military vehicles of the State of Texas, another state, or the United States are permitted free passage. Individual military vehicles, including unmarked military vehicles operated by military personnel conducting an emergency preparedness, response, or recovery operation or participating in a training exercise for an emergency preparedness, response, or recovery operation, are permitted free passage to the greatest extent practicable, considering the technological and personnel limitations of operating the toll project (Texas Transportation Code §362.901). The preceding sentence does not include military vehicles operated for personal use.

Section 3. The Non-Revenue and Discount Usage Policy attached as Exhibit "A" is hereby approved and adopted.

ADOPTED this 26 day of July, 2011.

FORT BEND COUNTY



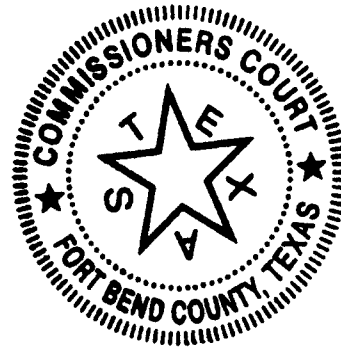
Robert Hebert, County Judge

ATTEST:



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

(SEAL)



CERTIFICATE FOR ORDER

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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.

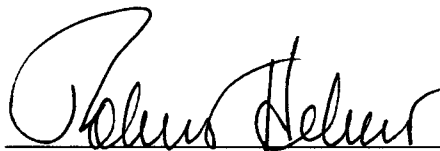
6. That written notice of the date, hour, place and subject of the meeting of the Court described in the excerpt from the minutes was posted on a bulletin board located at a place convenient to the public in the County Courthouse of the County; and that such meeting was open to the public as required 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 26 day of July, 2011.



Dianne Wilson
County Clerk



Robert Hebert
County Judge

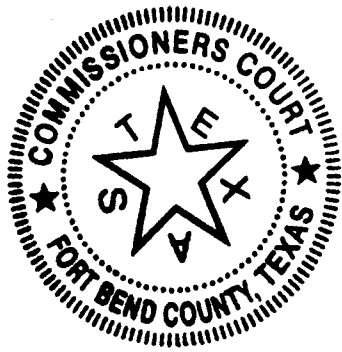
(COMM. CT. SEAL)



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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 26 day of July, 2011, 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 26 day of July, 2011,



(SEAL)

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

By: *Dianne Wilson*

FORT BEND COUNTY TOLL ROADS
NON-REVENUE AND DISCOUNT USAGE POLICY

Definitions. As used in this policy, the following terms shall be understood to have these meanings:

“Fort Bend County” means Fort Bend County, Texas and the Fort Bend County Flood Control District.

“FBCTRA” means the Fort Bend County Toll Road Authority.

“Toll Roads” means any or all of the roads made part of the Fort Bend County Toll Road system.

“Bond Indentures” means the various covenants and indentures contained within the revenue bonds that finance construction of the Toll Roads.

Section 1. Declaration of Policy. In order to comply with applicable statutes of the State of Texas and the Bond Indentures, Fort Bend County declares that there shall be no free service granted to vehicles using the Toll Roads, except as provided herein.

Section 2. Findings. It is hereby found, determined, and declared that allowing free passage to the vehicles described in Section 3 below is in the public interest and in the interest of the Toll Roads; will facilitate public safety and mobility; develop public and governmental awareness, support and acceptance of the Toll Roads; and promote enhanced use and increase total revenue collections.

Section 3. Categories of Free Passage on Toll Roads.

Section 3.1 Vehicles.

1. Marked police vehicles, fire department vehicles, and ambulances are permitted free passage.
2. Authorized emergency vehicles identified in Texas Transportation Code §541.201 (as amended from time to time by the Texas Legislature) are permitted free passage.
3. Vehicles designated by the Department of Public Safety as emergency vehicles during disasters declared by the governor of Texas are permitted free passage on the Toll Roads (Texas Transportation Code §546.006).

4. Convoys of military vehicles of the State of Texas, another state, or the United States are permitted free passage. Individual military vehicles, including unmarked military vehicles operated by military personnel conducting an emergency preparedness, response, or recovery operation or participating in a training exercise for an emergency preparedness, response, or recovery operation, are permitted free passage to the greatest extent practicable, considering the technological and personnel limitations of operating the toll project (Texas Transportation Code §362.901). The preceding sentence does not include military vehicles operated for personal use.
5. Fort Bend County owned/leased vehicles are permitted free passage on the toll road system while used in the performance of County business. With the exception of authorized emergency vehicles covered in Section 3.1.2., a Fort Bend County employee who is assigned a County vehicle and authorized to take the vehicle home will be required to reimburse FBCTRA for tolls incurred when not doing County business. The reimbursement to FBCTRA should include all commuting and any de minimis personal usage throughout the day. Qualifying vehicles under this section must be equipped with a HCTRA EZ-Tag on an active EZ-Tag account maintained by the County. EZ-Tags for qualifying vehicles must be approved and authorized by a County department head.
6. Vehicles with qualifying Texas license plates for Disabled Veterans and Purple Heart recipients are permitted free passage through electronic tolling lanes (Texas Transportation Code §372.053).
7. Metropolitan Transit Authority of Harris County, Houston, Texas (METRO) public transit vehicles actually engaged in service are permitted free passage on the toll road system. Qualifying vehicles under this section must be equipped with a HCTRA EZ-Tag on an active EZ-Tag account maintained by METRO. EZ-Tags for qualifying vehicles must be approved and authorized by a METRO department head. For ease of administration, all buses and vans will be assumed to be "actually engaged in service." It will be assumed that all other METRO vehicles are not "actually engaged in service." METRO may submit documentation to demonstrate that any such vehicle is "actually engaged in service."
8. School Buses of the school districts of the State of Texas actually engaged in service are permitted free passage on the FBCTRA toll road system. For ease of administration, all school buses and school vans will be assumed to be "actually engaged in service." Qualifying vehicles under this section must be equipped with a HCTRA EZ-Tag on an active EZ-Tag account maintained by the school district. EZ-Tags for qualifying vehicles must be approved and authorized by a school district department head.

9. Harris County owned/leased vehicles are permitted free passage on the FBCTRA toll road system while used in the performance of business related to the FBCTRA system. With the exception of authorized emergency vehicles covered in Section 3.1.2., a Harris County employee who is assigned a County vehicle and authorized to take the vehicle home will be required to reimburse FBCTRA for toll incurred when not doing business related to FBCTRA system. The reimbursement to FBCTRA should include all commuting and any de minimis personal usage throughout the day.

Section 3.2 Individuals. The following individuals are permitted discounted passage in the specified situations described below:

1. Disabled Veterans, Purple Heart Recipients, and Medal of Honor recipients are permitted free passage through electronic tolling lanes (Transportation Code §372.053).

Section 3.3. Circumstances. It is the intent of this policy to authorize personnel to react quickly to emergencies and events that endanger public safety and/or jeopardize human life while staying within the guidelines provided by applicable bond indentures. Where sufficient notice of an impending catastrophic event allows a reasonable opportunity for Commissioners Court to convene and act, authority to permit free passage on the Toll Roads must be obtained from Commissioners Court. When the emergency or event is unexpected or unforeseen, this policy strives to delegate authority to persons in the best position to exercise informed judgment in a manner that is timely and appropriate to the situation that exists.

The County Judge is authorized to permit free passage on part or all of the Toll Roads when a large-scale emergency or calamity (natural or man-made) threatens public safety and necessitates the immediate evacuation or relocation of large numbers of people that may obstruct or impede rapid movement on the Toll Roads.

In the event of a localized emergency or condition (such as refinery explosions, gas leaks, hazardous material spills, flooding, traffic accidents, lane closures, etc.) that substantially threatens public safety and mobility, an on-site Incident Management certified peace officer may permit limited free passage for a period of no more than one hour. Approval of the County Judge, Executive Director of Fort Bend County Public Infrastructure, or the Director of FBCTRA must be obtained to extend free passage beyond the initial one-hour period. FBCTRA will notify TranStar of localized emergencies and provide the coordination the circumstances require.

Lane and road closures required for construction and maintenance of the Toll Roads should be planned and coordinated so as to have the least impact on traffic flow. Where such closures are expected to substantially and adversely affect traffic flow and/or threaten public safety, free passage may be permitted by the Director of

FBCTRA, the Executive Director of Fort Bend County Public Infrastructure or their designee.

When opening a new road project or segment, FBCTRA's Director may designate a time period where free passage may be permitted to allow for testing of the infrastructure supporting the toll collection process. If the test period needs to exceed 45 days, FBCTRA's Director should obtain authorization from Commissioners Court to extend the test period.

Section 4. Contractors. Contractors will not be permitted free passage unless specifically provided for through the contracting process.

Section 5. Privately Owned Vehicles. Unless specifically addressed in Section 3 of this policy, privately owned vehicles will not be permitted free passage without specific approval from Commissioners Court.

A non-accountable car allowance is paid in lieu of reimbursement for mileage, parking, tolls, or other auto related expenditures incurred within the Fort Bend County limits. Individuals who non-accountable car allowances are not permitted free passage, with the exception of law enforcement personnel covered under Section 3.1.1.

Section 6. Items Not Addressed. Any free vehicular passage and/or temporary closure of the Toll Roads that has not been addressed through this policy must be approved and authorized by Commissioners Court on a case by case basis.

Section 7. Ratification of Prior Actions. All prior actions, policies, and determinations with respect to permitting vehicles to use the Toll Roads without paying tolls are hereby ratified and affirmed and determined to have been in the public interest or the interest of the Toll Roads during the period they were in effect within the meaning of the Bond Indentures.

Section 8. Conformity with Bond Indentures. Notwithstanding anything contained herein to the contrary, it is the intention of the Commissioners Court of Fort Bend County to provide for the collection of tolls from vehicles using the Toll Roads in conformity with the requirements of the Bond Indentures. The County expressly reserves the right to take such further actions as shall be required by, permitted under or consistent with the terms of such Bond Indentures, including, without limitation, providing for the use of commutation or other tickets or privileges based upon frequency or volume or other method which the Traffic Engineers (as defined in the Bond Indentures) may recommend will produce the maximum amount of net revenues to the Toll Roads and/or take such actions with respect to the collection of tolls as may be recommended by the Traffic Engineers consistent with the terms of the Bond Indentures.

Section 9. Effective Date. This Order shall take effect from and after the date of adoption.