

THE STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

The Commissioners Court of Fort Bend County, Texas, convened in REGULAR SESSION AT A REGULAR TERM OF SAID COURT, open to the public, on the 10 day of January, 2012, at the County Courthouse, with a quorum of said Court present:

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

RESOLUTION APPOINTING DIRECTORS OF
THE FORT BEND COUNTY TOLL ROAD AUTHORITY

(the "Resolution") 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. Prestage that the Resolution be passed; and, after due discussion, the motion, carrying with it the passage of the Resolution, prevailed and carried by the following vote:

AYES: 5
NOES: 0

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

**RESOLUTION APPOINTING DIRECTORS OF
THE FORT BEND COUNTY TOLL ROAD AUTHORITY**

WHEREAS, the Fort Bend County Toll Road Authority (the "Authority") was duly created and its Board of Directors organized; and

WHEREAS, the Articles of Incorporation of the Authority were approved by the Fort Bend County Commissioners Court and have been filed with the Secretary of State of Texas; and

WHEREAS, pursuant to the Articles of Incorporation of the Authority five members were appointed to serve on the Board of Directors of the Authority; and

WHEREAS, Commissioners Court of Fort Bend County, Texas desires to appoint the following to serve on the Board of Directors of the Authority for the lawful four-year term of office or until their successors shall be appointed and qualified:

James D. Condrey
Charles Rencher
Melody Hess

Bobbie A. Tallas
Cliff Terrell

WHEREAS, Commissioners Court of Fort Bend County, Texas have determined that said appointees are eligible to serve as they are over twenty-one years of age, a resident of the State of Texas, otherwise qualified by law to serve as Directors of the authority, and not disqualified from serving as Directors of the Authority by any reason of law;

BE IT RESOLVED BY THE FORT BEND COMMISSIONERS COURT THAT:

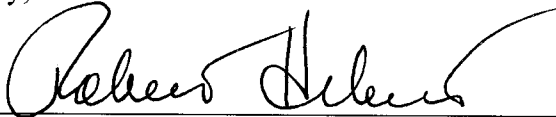
Section 1. The following are hereby appointed as Directors of the Fort Bend County Toll Road Authority to serve in that capacity until January 22, 2016, or until their successors shall be appointed and qualified:

James D. Condrey
Charles Rencher
Melody Hess

Bobbie A. Tallas
Cliff Terrell

Section 2. A copy of this Resolution shall be recorded in the minutes of this Court.

SIGNED AND SEALED the 10th day of January, 2012.

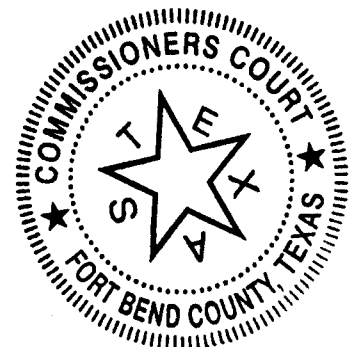


Robert E. Hebert, County Judge

ATTEST:



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



CERTIFICATE FOR RESOLUTION

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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 Resolution 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 Resolution (the "Resolution"), as adopted at the meeting described in such excerpt from the minutes, is attached to and follows such excerpt.

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

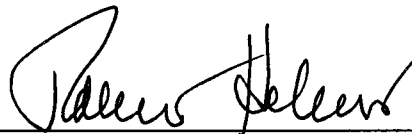
6. That written notice of the date, hour, place and subject of the meeting of the Court described in the excerpt from the minutes was posted on a bulletin board located at a place convenient to the public in the County Courthouse of the County; and that such meeting was open to the public as required by law at all times during which the Resolution 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 10 day of January, 2012.

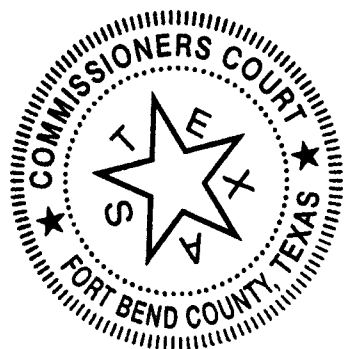


Dianne Wilson
County Clerk



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 Resolution of the Commissioners Court which was passed and adopted on the 10 day of January, 2012, 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 Resolution, 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 10 day of January, 2012.

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

Dianne Wilson

By: _____

(SEAL)

