

**JOINT AGREEMENT IN THE INTEREST OF PUBLIC SAFETY BETWEEN THE KANSAS CITY SOUTHERN RAILWAY COMPANY, THE TEXAS MEXICAN RAILWAY COMPANY AND FORT BEND COUNTY, TEXAS, WITH CONSENT WITH THE STATE OF TEXAS, ACTING THROUGH THE TEXAS DEPARTMENT OF TRANSPORTATION**

WHEREAS, Fort Bend County ("County") is a political subdivision organized and existing under the laws of the State of Texas, with offices located at 301 Jackson Street, Richmond, TX 77469; and

WHEREAS, The Texas Mexican Railway Company ("Tex Mex") is a Texas corporation, and The Kansas City Southern Railway Company ("KCSR") is a Missouri corporation, each having principal offices at 427 West 12<sup>th</sup> Street, Kansas City, MO 64105 (mailing address: P.O. Box 219335, Kansas City, MO 64121-9335); and

WHEREAS, Tex Mex and KCSR (together "Railroads") own right-of-way and track extending through Fort Bend County generally from Rosenberg, westward through Beasley and Kendleton, TX to the Fort Bend/Wharton County line, and are authorized to conduct common carrier railroad service on that line; and

WHEREAS, KCSR and Tex Mex have entered into an agreement with the City of Kendleton for the closure of the existing crossing of Railroads' track and right of way by Hilltop Road at Railroads' Milepost 906.89 (DOT# 743484T) in favor of use of a new track crossing at approximately Railroads' Milepost 906.50 (DOT# 927027X) which new track crossing has active warning protection (namely, flashers and gates); and

WHEREAS, the County, Tex Mex and KCSR agree that closing the existing Hilltop Road at-grade crossing and routing motor vehicle traffic to the nearby crossing DOT# 927027X will enhance public safety; and

WHEREAS, to effectuate routing motor vehicle traffic from Hilltop Road to crossing DOT# 927027X, the County, KCSR and Tex Mex have agreed to cooperate in the construction of a roadway connecting Hilltop Road to crossing DOT# 927027X (the "Roadway"); and

WHEREAS, the County and the City of Kendleton have entered an Interlocal Project Agreement providing for the construction of the Roadway;

NOW, THEREFORE, the County, Tex Mex and KCSR mutually agree to the following:

1. KCSR agrees to pay County the sum of Fifty-Six Thousand Five Hundred Sixty-Three and no/100 Dollars (\$56,563.00) which money the County and the City of Kendleton will use, under their Interlocal Project Agreement toward funding construction of the Roadway. KCSR's agreed responsibility toward the cost of construction of the Roadway shall be fulfilled when KCSR's check for \$56,563.00 has been received by County with funds available to honor said check when it is presented by County for deposit.
2. The County agrees to construct the Roadway, generally paralleling the northwest edge of Tex Mex's right of way. The County shall use its best efforts to complete construction of the Roadway within thirty (30) days of County's receipt of KCSR's aforesaid check in the amount of \$56,563.00.
3. The City of Kendleton, shall maintain the Roadway after it is constructed; neither KCSR nor Tex Mex shall have any responsibility for the cost of or the performance of maintenance of the Roadway.
4. Following completion of the Roadway, Railroads will remove the portion of the currently-existing Hilltop Road crossing within the bounds of the Railroads' right of way, placing

MUTCD-compliant barricades as appropriate at such location. This removal and permanent barricading of the existing Hilltop Road at-grade crossing and payment of the aforesaid \$56,563.00 shall complete KCSR's and Tex Mex's obligations under this agreement.

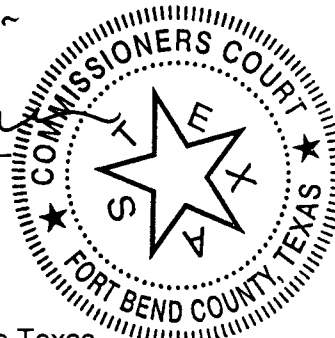
WHEREFORE, the above and foregoing considered, KCSR, Tex Mex and the County have each signified their agreement to the foregoing terms by the signatures of their duly-authorized officials as shown below.

FORT BEND COUNTY, TEXAS

By *Robert E. Hebert* 8/28/2012 *Dianne Wilson*  
Robert E. Hebert Date Witness ATTEST: Dianne Wilson  
County Judge County Clerk

THE TEXAS MEXICAN RAILWAY COMPANY AND  
THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By *[Signature]* 10/9/12 *Mary Lynn Ullmer*  
Their Authorized Representative Date Witness



CONSENT

WHEREAS, KCSR, the County, and The State of Texas acting by and through the Texas Department of Transportation (the "State") are parties to a Crossing Project Work Authorization Agreement executed by them, respectively, on January 26, 2009, March 3, 2009 and April 2, 2009; and

WHEREAS, said Crossing Project Work Authorization Agreement provided the right for Hilltop Road to cross Railroads' right of way and track; and

WHEREAS, said Crossing Project Work Authorization Agreement also called for the installation of active grade crossing warning devices at the existing crossing of Railroads' track and right of way by Hilltop Road at Railroads' Milepost 906.89 (DOT# 743484T); and

WHEREAS, said Crossing Project Work Authorization Agreement provided that if said crossing was relocated to another location (thought likely to be Railroads' Milepost 907.10), the authorization for the crossing and for construction of the active grade crossing warning devices would apply to that location; and


WHEREAS, it was subsequently agreed among KCSR, the County, the State and the City of Kendleton to relocate the crossing of Railroads' track and right of way by Hilltop Road to approximately Railroads' Milepost 906.50 (DOT# 927027X); and

WHEREAS, the active grade crossing warning devices provided for in the Crossing Project Work Authorization Agreement were installed at the new crossing of Railroads' track and right of way by Hilltop Road to approximately Railroads' Milepost 906.50 (DOT# 927027X);

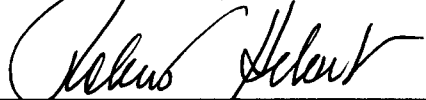
NOW, THEREFORE, KCSR, the County and the State, by the signatures below of their duly-authorized representatives, do hereby consent to and affirm that the terms and provisions (except the anticipated milepost location of the crossing) of the Crossing Project Work Authorization Agreement executed by them, respectively, on January 26, 2009, March 3, 2009 and April 2, 2009, a copy of which is attached hereto as Exhibit A, shall, upon completion of the Roadway specified in the foregoing agreement between KCSR, Tex Mex and the County, fully apply to the at-grade crossing at Railroads' Milepost 906.50 (DOT# 927027X) as if said location were originally specified therein.

TEXAS DEPARTMENT OF TRANSPORTATION


Executed for the Executive Director and approved for the Texas Transportation Commission for the purpose and effect of activating and/or carrying out the orders, established policies or work programs heretofore approved and authorized by the Texas Transportation Commission.

By  Date 9-21-12  
Darin Kosmak, Rail-Hwy-Sect. Dir.  
Rail Division

FORT BEND COUNTY, TEXAS

By  Date: 8/28/2012  
Robert E. Hebert, County Judge

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By  Date: 10/9/12  
JEFF SANGOR, V.P.

Notices:

For the purposes of this Consent, all notices, correspondence and other documentation shall be mailed to the following addresses:

For the State of Texas:  
Railroad Section Director  
Texas Dept. of Transportation  
Traffic Operations Div. (TRF-RR)  
Austin, TX 78701-2483

For Fort Bend County, TX:  
Robert Hebert, County Judge  
Fort Bend County, Texas  
301 Jackson Street  
Richmond, TX 77469

For The Kansas City Southern Railway Company:  
Executive Vice President, Operations  
The Kansas City Southern Railway Company  
P.O. Box 219335  
Kansas City, MO 64121-9335