Proj No.	Project	Limits	Length (ft)	Bond Amount	Total Project Cost	Description	Benefits
13101	1st Street (Kendleton)	FM 2919 to Crawford Street	2400	$ 1,800,000.00	$ 1,800,000.00	Extend 1st Street in Kendleton from FM 2919 to Crawford Street. The new street will be concrete pavement with curbs.	This project will provide a second point of access for the area.
13102	A Myers Road	Berdett Rd. to Royal Lakes Blvd.	12000	$ 6,100,000.00	$ 9,220,000.00	Construction a two-lane asphalt road with shoulders along a new alignment.	This project will provide access from Royal Lakes Estates to FM 762, and improve access to the George Ranch High School complex.
13103	Airport Avenue	Louise St. to Graeber Rd.	4200	$ 2,200,000.00	$ 3,520,000.00	Reconstruct existing Airport Avenue in Rosenberg. The new street will be concrete pavement with curbs. It will have one lane in each direction with a continuous left turn lane in the middle.	The project will improve mobility and traffic safety by adding a continuous left turn lane. The project will improve drainage by constructing an underground storm drain.
13104	Bryan Road	FM 2218 to Spacek Rd	5300	$ 4,700,000.00	$ 7,470,000.00	Construct a four-lane concrete roadway with curbs. Realign the road at FM 2218.	The project will improve mobility in the area by adding additional lanes in each direction, safety by providing wider lanes and drainage by constructing an underground storm drain system.
13105	Doris Road RR Overpass	At KCSRR / US 59	2500	$ 6,000,000.00	$ 17,900,000.00	Construct Railroad Overpass at the Kansas City Southern Railroad intermodal yard to connect to the US 59 frontage road.	This project will provide safe access to the railroad intermodal yard and prevent delays associated with the current intersection.
13106	FM 762 Extension / 10th Street	US90A (Jackson St.) to Clay St.	3600	$ 4,900,000.00	$ 6,670,000.00	Construct a four-lane concrete roadway with curbs. Expand the road right-of-way to 80 feet.	This project will improve mobility in north Richmond and is the first phase of a long range project to provide a toll access bridge over the Brazos River. It will improve roadway drainage with the construction of an underground storm drain system.
13107	Ladonia Street	Compton Street to Brisco Canal	3900	$ 2,800,000.00	$ 2,800,000.00	Construct four-lane concrete street with curbs to replace the existing asphalt and gravel road with open ditches.	This project will improve safety by eliminating the deep roadside ditches and improve drainage by constructing an underground storm sewer system.
13108	Lamar Drive	FM 1640 to FM 2218	1000	$ 1,400,000.00	$ 1,840,000.00	Construct a four-lane concrete roadway with curbs. Expand the road right-of-way to 120 feet.	This project will improve traffic circulation in the area by providing an alternate connection to FM 2218 from Lamar Drive at FM1640.
13109	Old Needville Fairchild Road	FM 361 to City limit (near SH 36)	20200	$ 7,300,000.00	$ 7,360,000.00	Reconstruct the existing aphalt road and add 6-foot wide shoulders on each side of the driving lanes. The project will be constructed using County Road & Bridge crews. The road right-of-way will be widened to a total of 60 feet.	This project will improve traffic safety along this designated major thoroughfare by providing shoulders and creating a larger safe zone outside of the travel lanes.
13110	Powerline Road	S curve to NW of Sunrise Meadow DR.	1100	$ 400,000.00	$ 780,000.00	Straighten the existing "S" curve with a new 2-lane asphalt road.	This project will improve safety by eliminating the 90-degree turns.
13111	Sansbury Boulevard	FM 762 to Canyon Lake Drive	12600	$ 4,400,000.00	$ 21,000,000.00	Construct a new concrete four-lane boulevard and a bridge over Rabbs Bayou.	This project will improve mobility between Crabb River Road and FM 762 by extending the existing road to connect to Williams Way and eventually FM 762.
13112	South Post Oak Road	Hunter Green to Trammel Fresno	5200	$ 4,500,000.00	$ 4,500,000.00	Construct a four-lane concrete road with curbs between Trammel Fresno Road and Sycamore Street. North of Sycamore Street to Hunter Green, the road will be constructed as a two-lane concrete road with curbs. The right-of-way will be expanded to 120-feet between Trammel Fresno and Sycamore Road.	This project will improve safety by eliminating the 2-lane asphalt road with deep ditches and replacing with curbs and an underground storm drain system. This project will improve mobility by extending South Post Oak and adding a north-south route in the area.
13113	Sycamore Road	Eaglewood Trail to Rabb Rd.	1300	$ 800,000.00	$ 800,000.00	Straighten the existing "S" curve with a new two-lane asphalt road.	This project will improve safety by smoothing out existing 90-degree bends in this important collector street.
13114	Williams Way	US 59 to FM 762	5300	$ 4,700,000.00	$ 7,400,000.00	Construct a four-lane concrete boulevard with curbs.	This project will improve mobility by creating a new north/ south connection from US 59 to FM 762.

Proj No.	Project	Limits	Length (ft)	Bond Amount	Total Project Cost	Description	Benefits
13115	Willie Melton Boulevard	West of FM 2919	3100	$ 1,400,000.00	$ 1,400,000.00	Repair the four-lane concrete street	This project will extend the life of the existing road and eliminate hazards associated with the crumbling pavement.
13201	Beechnut Boulevard	FM 1464 East (Clodine Rd.) to Lobera Dr.	4400	$ 3,700,000.00	$ 3,700,000.00	Construct a four-lane concrete boulevard between FM 1464 to Lobera Drive.	This project will fill in the gap between two sections of Beechnut that currently exist as four-lane boulevard roadways and will improve east/west traffic in North Fort Bend County.
13202	Bellaire Boulevard	San Pablo Dr to FM 1464 (Clodine Rd)	3500	$ 5,600,000.00	$ 5,600,000.00	Construct a four-lane concrete boulevard between FM 1464 to San Pablo Drive.	This project will fill in the gap between two sections of Bellaire that currently exist and will improve east/ west traffic in north Fort Bend County.
13203	Chimney Rock Boulevard	FM 2234 to Rosa Parks Elementary	11600	$ 11,700,000.00	$ 11,700,000.00	Construct two- lanes of concrete road with curbs. The right-of-way width will be 100'. Construction will include bridges over the American Water Canal and over Mustang Bayou.	This project will extend Chimney Rock to fill in the gap between sections that are already in place. It will improve north/south travel in east Fort Bend County.
13204	Independence Boulevard - Seg 1	Staffordshire Road to 1,400 feet east of Moore Road	2500	$ 1,900,000.00	$ 3,700,000.00	Construct a four-lane concrete road with a left turn lane between Staffordshire Road to east of Moore Road.	This project will extend the existing four-lane road that currently exists. This is part of an overall plan to complete Independence Boulevard as a four-lane road throughout Missouri City.
13205	Independence Boulevard - Seg 2	Moore Road to S. Revolution Way	3400	$ 1,100,000.00	$ 2,100,000.00	Build an additional two lanes of concrete boulevard to complete the four-lane boulevard road. The project will be constructed within 100-feet of rght-of-way.	This project will extend the existing four-lane road that currently exists. This is part of an overall plan to complete Independence Boulevard as a four-lane road throughout Missouri City.
13206	Knight Road Extension	Fort Bend County Tollroad to McKeever Road	8000	$ 2,800,000.00	$ 5,550,000.00	Replace existing roadway with a two-lane asphalt road with shoulders. The construction will include a bridge over the American Water Canal. The project will connect McKeever Road with SH 6.	This project will provide an improved north/ south route to connecct the Sienna Plantation area to SH 6 and the Fort Bend Parkway.
13207	Lake Olympia Parkway Segment 1	Hurricane Lane to Chimney Rock	3600	$ 5,800,000.00	$ 5,800,000.00	Construct a four-lane concrete boulevard between Hurricane Lane and Chimney Rock.	When connected to the Hurricane Lane extension, this project will provide an east/ west connection to the Fort Bend Parkway.
13208	Ludwig Road	Dulles Ave to Brand Lane	1500	$ 2,000,000.00	$ 2,000,000.00	Replace the existing roadway with a new three-lane concrete road between Dulles Avenue and Brand Lane. The road will be constructed within a 60-foot right-of-way.	This project will iimprove safety by eliminating the existing ditches and replacing with curbs and an underground drainage system.
13209	Staffordshire Road	Scanlin Street to Court Road	3600	$ 2,200,000.00	$ 4,250,000.00	Reconstruct the existing asphalt road and add shoulders. The project will re-align the intersection with Court Road. The construction will take place within a 60-foot right-of-way.	This project will improve safety with improved visibility and allow wider turns for vehicles at the intersection with Court Road.
13210	Staffordshire Road - Sidewalks	Scanlin Street to Stafford City Limits (near Cravens Road)	17000	$ 700,000.00	$ 1,610,000.00	Construct sidewalks along Staffordshire Road between Scanlin Street and Cravens Road.	This project will provide safe access for pedestrians between major residential and commercial areas.
13211	Sugar Land-Howell Road	Bissonnet Road to Old Richmond Road	3500	$ 4,500,000.00	$ 4,500,000.00	Widen the existing two-lane asphalt road to a three-lane concrete road between Bissonet Road and Old Richmond Road.	This project will improve safety by eliminating the existing roadside ditches and replacing with a curbed road with underground drainage. It will improve mobility between Bissonnet and Old Richmond Road by providing a left turn lane that will allow traffic to flow smoothly.
13212	Watts Plantation Road	Sienna Parkway to Knight Road	4900	$ 1,800,000.00	$ 4,200,000.00	Reconstruct the existing road and replace with a two- lane asphalt road with shoulders between Sienna Parkway and Knight Road. A bridge will be constructed over Oyster Creek. The construction will be performed within an 80-foot right-of-way.	The project will improve safety by adding shoulders and flattening the slopes of the ditches. The project will improve mobility between Sienna Parkway and Knight Road.

Proj No.	Project	Limits	Length (ft)	Bond Amount	Total Project Cost	Description	Benefits
13213	West Fuqua Road	Bazel Brook Drive to Fondren Road	9200	$ 2,300,000.00	$ 4,420,000.00	Reconstruct the concrete pavement between Bazel Brook Drive and Fondren Road.	This project will improve safety and mobility by replacing concrete pavement that is experiencing failures and cracking.
13214	Avenue E	At FM 1092	1000	$ 600,000.00	$ 1,550,000.00	Realign Avenue E so that the intersection with FM 1092 is more perpendicular. Include dedicated left and right turn lanes on Avenue E.	This project will reduce congestion at the intersection of FM 1092 and Avenue E by adding turn lanes.
13215	West Airport Boulevard	At FM 1092	300	$ 600,000.00	$ 1,400,000.00	Construct right-turn and left-turn lanes on West Airport.	This project will reduce congestion at the intersection of West Airport at FM 1092 by adding turn lanes.
13216	Kirkwood	UPRR to West Airport Boulevard	700	$ 200,000.00	$ 410,000.00	Construct dedicated turn lanes on northbound Kirkwood Drive at US 59 and at Greenbriar. Close the median on Kirkwood north of US 59.	This project will improve safety by closing the median and decrease congestion.
13301	36-A Coalition	West Fort Bend County	N/A	$ 500,000.00	$ 500,000.00	Conduct a study to determine a route for a new thoroughfare to connect US 59 to IH-10.	This new route will improve north/ south mobility in Fort Bend County.
13302	Bellaire Boulevard	Drainage Ditch (Sierra Bend) to Parkway Lakes Ln	3000	$ 1,800,000.00	$ 1,800,000.00	Construct a four-lane concrete boulevard between Parkway Lakes Lane and Sierra Bend Drive.	This project will fill in the gap between segments of road previously completed.
13303	Bellaire Boulevard	Lakemont Bend Ln to Sierra Bend Dr	1700	$ 2,100,000.00	$ 2,100,000.00	Construct a four-lane concrete boulevard between Lakemont Bend Lane and Sierra Bend Drive.	This project will fill in the gap between segments of road previously completed.
13304	Bellaire Boulevard	Lakehead Ln to S. Mason Rd	2400	$ 2,800,000.00	$ 3,800,000.00	Construct remaining two-lanes of concrete roadway to complete the four-lane boulevard between Lakehead Lane and South Mason Road.	This project will improve mobility and decrease congestion by adding travel lanes.
13305	Brandt Lane	Skinner Road to Mason Road	2100	$ 1,350,000.00	$ 1,350,000.00	Construct a two-lane asphalt road with shoulders to replace the existing asphalt road with no shoulders.	This project will improve safety by adding shoulders.
13306	Cane Island Boulevard	North side of Willow Fork to FM 1463	2300	$ 6,800,000.00	$ 6,800,000.00	Construct two lanes of a concrete road between Willow Fork and FM 1463. The project will include a new bridge and channel improvements to reduce flooding.	This project will provide a new connection from FM 1463 to a new overpass interchange on I-10.
13307	Crossover Road Segment 1	FM 1463 to Katy Flewellen (Spring Green)	3500	$ 2,650,000.00	$ 3,300,000.00	Construct two lanes of a concrete road between FM 1463 and Katy Flewellen Drive.	This project will improve mobility and decrease congestion.
13308	FM 1463 Segment 1	IH 10 to Spring Green	5400	$ 1,600,000.00	$ 8,500,000.00	Reconstuct FM 1463 to a four-lane concrete road between IH-10 and Spring Green.	This project will reduce congestion by adding additional lanes.
13309	Fulshear Parkway	I-10 to 2,500' south of FM 1093	33000	$ 4,500,000.00	$ 47,000,000.00	Construct a new four-lane concrete road between FM 1093 and IH-10.	This project will improve mobility by adding a new, major north/ south corridor to connect FM 1093 to IH-10.
13310	Gaston Road Segment 2	Katy Flewellen to Spring Green	2600	$ 3,100,000.00	$ 4,750,000.00	Construct a new four-lane concrete boulevard between Spring Green and Katy Flewellen Drive.	This project will improve mobility and decrease congestion.
13311	Gaston Road Segment 1	Greenbusch to Katy Flewellen	8200	$ 9,100,000.00	$ 9,100,000.00	Construct a new four-lane concrete boulevard between Greenbusch and Katy Flewellen Drive.	This project will improve mobility and decrease congestion.
13312	Greenbusch	Gaston to Westheimer Pkwy	6900	$ 7,400,000.00	$ 7,400,000.00	Construct a four-lane concrete road with a new bridge between Gaston Road and Westheimer Parkway.	This project will improve mobility and decrease congestion.

Proj No.	Project	Limits	Length (ft)	Bond Amount	Total Project Cost	Description	Benefits
13313	Huggins Drive	FM 359 (Main St) to Katy Fulshear	3300	$ 2,500,000.00	$ 2,500,000.00	Construct a new two-lane asphalt road with shoulders between FM 359 and Katy Fulshear Road.	This project will provide improved mobility around the City of Fulshear.
13314	IH-10 East Frontage Road	2400' East of FM 1463 to 2500' West of I-10 Pin Oak Rd Entrance Ramp	4700	$ 400,000.00	$ 2,600,000.00	Add turn lanes on the IH-10 eastbound frontage road at FM 1463.	This project will decrease congestion at the intersection of FM 1463 at IH-10
13315	IH-10 West Frontage Road	800' West of Pin Oak Rd to 1650' East of FM 1463	1300	$ 200,000.00	$ 2,000,000.00	Add turn lanes on the IH-10 westbound frontage road at FM 1463.	This project will decrease congestion at the intersection of FM 1463 at IH-10
13316	Katy Flewellen Road Segment 1	Gaston Rd to Roundabout (Crossover Rd)	2700	$ 3,400,000.00	$ 3,600,000.00	Construct a four-lane concrete boulevard between Gaston Road and Spring Green Drive.	This project will complete a connection of Katy Flewellen to Spring Green Boulevard and will improve regional mobility in the Katy area.
13317	Katy Fulshear Road	FM 1093 to Huggins Dr	2400	$ 3,300,000.00	$ 3,450,000.00	Construct a four-lane concrete boulevard between FM 1093 and Huggins Drive.	This project will provide improved mobility around the City of Fulshear.
13318	Spring Green Boulevard	Avalon at Katy to Hawks Prairie Blvd.	5300	$ 2,500,000.00	$ 11,900,000.00	Construct a new four-lane concrete boulevard including a round-about at the intersection of Spring Green and Crossover Drive.	This project will extend Spring Green Drive and fill in the gap to create a continuous thoroughfare between Westpark Tollway and IH-10.
13319	Traffic Improvements	Various Locations within Precinct 3	N/A	$ 2,000,000.00	$ 2,000,000.00	Construct traffic signals at various intersections in Precinct 3.	These projects will improve safety at high volume intersections and decrease travel delays.
13401	Beechnut Rehab	Peek Road to FBISD	9600	$ 2,100,000.00	$ 2,100,000.00	Construct a two-lane asphalt road with shoulders. The right-of-way width will be 100-feet.	This project will fill in the gap between sections of Beechnut previously constructed.
13402	Burney Road Extension	Stadium Dr to US 90A	2500	$ 1,300,000.00	$ 13,400,000.00	Construct a four-lane concrete boulevard between Stadium Drive and US 90A. The project will include a new crossing of the Union Pacific Railroad and a bridge over Oyster Creek.	This project will improve access to Constellation Field and to northern Sugar Land.
13403	Owens Road	FM 1464 to Harlem Rd	10600	$ 2,800,000.00	$ 10,700,000.00	Construct a four-lane roadway with shoulders and / or boulevard roadway along portions of the project.	This project is proposed to convert the existing prison road to a public road to improve access for FBISD schools and for future access to the Grand Parkway.
13404	Scenic Rivers Drive	Commonwealth to L J Parkway	6100	$ 600,000.00	$ 7,500,000.00	Construct a two-lane asphalt road with shoulders.	This project will improve traffic safety along this designated collector road by providing shoulders and creating a larger safe zone outside of the travel lanes.
13405	SH 6	Lexington Ave to First Colony	9000	$ 1,400,000.00	$ 8,750,000.00	Construct one additional lane on each side of the existing concrete boulevard roadway.	This project will improve the movement of traffic along this congested roadway.
13406	Transportation Facility	Office, bus maintenance and storage	N/A	$ 6,600,000.00	$ 7,600,000.00	Provide centralized bus service center including maintenance shop, dispatch, vehicle parking and wash area.	This project will improve bus operations by centralizing all services and operations at one facility.
13407	University Boulevard	Lexington to Telfair	3000	$ 500,000.00	$ 1,250,000.00	Construct one additional lane on each side of the existing concrete boulevard roadway.	This project will increase traffic capacity along this congested roadway.
13408	US 90A Segment 1	650' West of SH 6 to 250' West of Ellis Creek Boulevard	5400	$ 1,300,000.00	$ 9,600,000.00	Expand US 90A from 4-lanes to 6-lanes of concrete pavement between SH 6 and Ellis Creek Boulevard	This project will improve mobility and decrease congestion along US 90A.
13409	US 90A Segment 2	250' West of Ellis Creek Boulevard to 2250' West of Grand Parkway (SH 99)	8300	$ 5,800,000.00	$ 30,250,000.00	Expand US 90A from 4-lanes to 6-lanes of concrete pavement between Ellis Creek Boulevard to west of Grand Parkway (SH 99). The project will include a new overpass over Grand Parkway.	This project will improve mobility and decrease congestion at the intersection of US 90A and Grand Parkway

Proj No.	Project	Limits	Length (ft)	Bond Amount	Total Project Cost	Description	Benefits
13410	US 90A Segment 3	2250' West of Grand Parkway (SH 99) to 100' West of Harlem Rd	7100	$ 1,500,000.00	$ 6,500,000.00	Expand US 90A from 4-lanes to 6-lanes of concrete pavement between Grand Parkway and Harlem Road.	This project will improve mobility and decrease congestion along US 90A.
13411	West Airport Boulevard	EB W Airport to SB SH 6	400	$ 600,000.00	$ 600,000.00	Construct a right turn lane on this existing concrete boulevard roadway.	This project will relieve congestion by adding a dedicated right turning lane for traffic headed south on Highway 6.
13412	Williams Trace Boulevard	US 59 to Lexington Ave	3000	$ 500,000.00	$ 2,500,000.00	Construct one additional lane on each side of the existing concrete boulevard roadway between US 59 and Lexington Avenue	This project will increase traffic capacity along this congested roadway.
13413	Glenn Lakes Boulevard Bridge	At Oyster Creek	500	$ 500,000.00	$ 1,100,000.00	Reconstruct deteriorating bridge	Reconstruct an important access to the Quail Valley area.
13414	Glenn Lakes Boulevard Bridge	At Oyster Creek Tributary	500	$ 500,000.00	$ 1,100,000.00	Reconstruct deteriorating bridge	Reconstruct an important access to the Quail Valley area.
				$ 184,900,000.00	$ 384,350,000.00		

MOODY'S
INVESTORS SERVICE

Rating Update: Moody's affirms A2 rating on Fort Bend County Toll Road Authority's (TX) Senior Toll Revenue Bonds; Outlook Stable

Global Credit Research - 22 May 2014

Affects $30.775 million of rated debt outstanding

FORT BEND COUNTY TOLL ROAD AUTHORITY, TX
Toll Facilities
TX

Opinion

NEW YORK, May 22, 2014 --Moody's Investors Service affirms the A2 rating on Fort Bend County's Series 2012 Senior Lien Toll Road Revenue Bonds. The outlook is stable.

SUMMARY RATING RATIONALE

The A2 rating is based on the sound financial metrics of the authority; strong commuter usage of the two toll roads in a sizable and growing metropolitan Houston region; and the county's ability to transfer surplus funds from the authority for major roadway projects in the county, including non-toll road projects, which Moody's views as a credit weakness. The stable outlook is based on the county's ability to meet above-median financial metrics, including debt service coverage ratios (DSCRs) at or above currently forecasted levels, while adding additional debt for near-term capital improvements.

LEGAL SECURITY: The bonds are secured by a first lien on gross revenues on authority managed roads. Debt service reserve fund (DSRF) is cash funded at 100% of maximum annual debt service and the rate covenant is gross revenues of at least 1.25 times annual senior lien debt service.

INTEREST RATE DERIVATIVES: None.

STRENGTHS

* Strong DSCR for senior lien bonds above 3.0 times on a net revenue basis in stress scenario

*Toll policy includes automatic annual adjustment factor determined by greater of 2% or CPI for the Houston MSA

* Growing service area in affluent suburban region of the Houston MSA, with direct access to Houston's central business district and outer ring highway

CHALLENGES

* Small system of two limited access highways competing with free parallel local roads

* Surplus revenues may be used at anytime for major county street and highway projects

* Lack of a long-term capital plan for a growing system

What Could Change the Rating- UP

Significant growth in traffic and revenues that increase DSCRs and liquidity could exert positive rating pressure.

What Could Change the Rating - DOWN

Significant traffic diversion onto competing free roadways, construction costs overruns or speculative system expansions that increase debt levels without corresponding traffic increases, or significant reduction in liquidity levels due to surplus fund transfers could place downward pressure on the rating.

DETAILED CREDIT DISCUSSION

The authority's two toll roads, Fort Bend Parkway and Westpark Tollway, help facilitate travel between Fort Bend County (Aa1/NOO) and the Harris County (Aaa/Stable) and Houston (Aa2/Stable) area via direct connection to the Harris County Toll Road Authority's (Aa3/Stable) system at the county line. Fort Bend County abuts Harris County on the southwest side of the Houston MSA, and as the Houston MSA has continued to grow, Fort Bend has been home to a series of successful planned communities that have led to a population increase of 65% between 2000 and 2010. Traditionally, many county residents have commuted to Harris County and Houston, though economic development within Fort Bend County has increased the amount of intracounty trips. Fort Bend County is one of the fastest growing counties in Texas and in the U.S.

The two county toll roads have displayed uneven traffic growth since their start-up in 2004 and 2005, including a 9% decline in FY 2009 due to replacement of cash tolling with all electronic tolling, and a 3% decline in 2010 due to general economic conditions, before recovering 4% and 8% in FYs 2011 and 2012. Transactions were flat in FY 2013. Revenue growth has been relatively more steady, with a five-year CAGR of 7%, which includes double-digit growth of 15% in FY 2013. For FY 2014, both transactions and revenues are projected to grow 5%, and FY 2014 year-to-date though February, both are up 6% from the previous year. Automatic toll increases were implemented in October 2011, with an annual adjustment factor determined by greater of 2% or Houston MSA CPI, which should contribute to continued revenue reliability in the future.

Future bond issuance plans include $93.5 million senior lien bonds in 2014 for construction of the Highway 6 overpass for the Fort Bend Parkway and construction of a Westpark Tollway 4.3 mile expansion extending to the FM 1463 in the Fulshear area. Another $31 million is expected to be issued in 2018 for the full build-out extension of Westpark Tollway. Including this additional debt, management's base scenario projects senior lien DSCR on a bond ordinance basis to be a strong 4.99 times and 4.16 times for 2015 and 2016, respectively. Management's base scenario senior lien DSCR on Moody's net revenue basis would be 3.9 times and 3.2 times for 2015 and 2016, respectively. Outstanding subordinate lien unlimited tax toll road bonds, which the authority issued during the start up phase of the roads, total $121 million. The subordinate lien bonds are paid from net toll revenues.

Legal provisions are weak and include an open loop flow of funds, whereby all surplus moneys remain with the county and may be used for any lawful county transportation project. At year end FY 2013, the authority had $48 million of unrestricted reserves, which is equivalent to 5,149 days cash on hand, significantly above the FY 2012 toll road sector median of 675 days, though we note that all of the toll road operations are outsourced. The authority does anticipate utilizing a portion of reserves starting in 2016 for transportation projects, which could potentially reduce the reserves to approximately $18 million or 1,900 days, still significantly above the sector median. Moody's does note that the continued policy of reserving $10 million for subordinate bond debt service provides a good portion of this ample liquidity, and that deviations from this policy or increased transfer of surplus funds to non-revenue generating projects could place negative pressure on the rating.

KEY INDICATORS

Type of System: Start-up multi-asset suburban toll road

FY 2013:

Transaction Growth: 0.2%

Transaction 5-year CAGR: 0.0%

Revenue growth: 15.0%

Revenue 5-year CAGR: 7.4%

Days Cash on Hand: 5,149

Senior Lien DSCR, bond ordinance basis, FY 2015 projected: 4.99 times

Senior Lien DSCR, Moody's net revenue basis, FY 2015 projected: 3.9 times

DEBT OUTSTANDING

Senior Lien Toll Road Revenue Bonds: $30.775 million

Unlimited Tax and Subordinate Lien Toll Road Revenue Bonds: $120.805 million (NR)

METHODOLOGY SCORECARD FACTORS:

Factor 1a - Asset Type: Baa

Factor 1b - Operating History: Baa

Factor 1c - Competition: A

Factor 1d - Service Area Characteristics: A

Factor 2a - Annual Traffic: Baa

Factor 2b - Traffic Profile: Aaa

Factor 2c - Five-Year Traffic CAGR: Baa

Factor 2d - Ability and Willingness to Increase Toll Rates: Aa

Factor 3a - Net Revenue DSCR: A

Factor 3b - Debt/Operating Revenue: Baa

Factor 4a - Capital Needs: A

Factor 4b - Limitations to Growth: A

Notching Factors:

-0.5 notch for open loop flow of funds

+1.0 for Days Cash on Hand

Scorecard Outcome: A2

ISSUER CONTACT

Ed Sturdivant

County Auditor

281-341-3769

RATING METHODOLOGY

The principal methodology used in this rating was Government Owned Toll Roads published in October 2012. Please see the Credit Policy page on www.moodys.com for a copy of this methodology.

REGULATORY DISCLOSURES

For ratings issued on a program, series or category/class of debt, this announcement provides certain regulatory disclosures in relation to each rating of a subsequently issued bond or note of the same series or category/class of debt or pursuant to a program for which the ratings are derived exclusively from existing ratings in accordance with Moody's rating practices. For ratings issued on a support provider, this announcement provides certain regulatory disclosures in relation to the rating action on the support provider and in relation to each particular rating action for securities that derive their credit ratings from the support provider's credit rating. For provisional ratings, this announcement provides certain regulatory disclosures in relation to the provisional rating assigned, and in relation to a definitive rating that may be assigned subsequent to the final issuance of the debt, in each case where the transaction structure and terms have not changed prior to the assignment of the definitive rating in a manner that would have affected the rating. For further information please see the ratings tab on the issuer/entity page for the respective issuer on www.moodys.com.

Regulatory disclosures contained in this press release apply to the credit rating and, if applicable, the related rating outlook or rating review.

Please see www.moodys.com for any updates on changes to the lead rating analyst and to the Moody's legal entity that has issued the rating.

Please see the ratings tab on the issuer/entity page on www.moodys.com for additional regulatory disclosures for each credit rating.

Analysts

Sarah Lee
Lead Analyst
Public Finance Group
Moody's Investors Service

Chee Mee Hu
MANAGING_DIRECTOR
Public Finance Group
Moody's Investors Service

Maria Matesanz
Additional Contact
Public Finance Group
Moody's Investors Service

Contacts

Journalists: (212) 553-0376
Research Clients: (212) 553-1653

Moody's Investors Service, Inc.
250 Greenwich Street
New York, NY 10007
USA

RATINGS NOR MOODY'S PUBLICATIONS COMMENT ON THE SUITABILITY OF AN INVESTMENT FOR ANY PARTICULAR INVESTOR. MOODY'S ISSUES ITS CREDIT RATINGS AND PUBLISHES MOODY'S PUBLICATIONS WITH THE EXPECTATION AND UNDERSTANDING THAT EACH INVESTOR WILL, WITH DUE CARE, MAKE ITS OWN STUDY AND EVALUATION OF EACH SECURITY THAT IS UNDER CONSIDERATION FOR PURCHASE, HOLDING, OR SALE.

MOODY'S CREDIT RATINGS AND MOODY'S PUBLICATIONS ARE NOT INTENDED FOR USE BY RETAIL INVESTORS AND IT WOULD BE RECKLESS FOR RETAIL INVESTORS TO CONSIDER MOODY'S CREDIT RATINGS OR MOODY'S PUBLICATIONS IN MAKING ANY INVESTMENT DECISION. IF IN DOUBT YOU SHOULD CONTACT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

All information contained herein is obtained by MOODY'S from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, all information contained herein is provided "AS IS" without warranty of any kind. MOODY'S adopts all necessary measures so that the information it uses in assigning a credit rating is of sufficient quality and from sources MOODY'S considers to be reliable including, when appropriate, independent third-party sources. However, MOODY'S is not an auditor and cannot in every instance independently verify or validate information received in the rating process or in preparing the Moody’s Publications.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability to any person or entity for any indirect, special, consequential, or incidental losses or damages whatsoever arising from or in connection with the information contained herein or the use of or inability to use any such information, even if MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers is advised in advance of the possibility of such losses or damages, including but not limited to: (a) any loss of present or prospective profits or (b) any loss or damage arising where the relevant financial instrument is not the subject of a particular credit rating assigned by MOODY’S.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability for any direct or compensatory losses or damages caused to any person or entity, including but not limited to by any negligence (but excluding fraud, willful misconduct or any other type of liability that, for the avoidance of doubt, by law cannot be excluded) on the part of, or any contingency within or beyond the control of, MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers, arising from or in connection with the information contained herein or the use of or inability to use any such information.

FITCH AFFIRMS FORT BEND COUNTY, TX'S $30.8MM SENIOR LIEN TOLL ROAD REVS; OUTLOOK STABLE

Fitch Ratings-Chicago-08 April 2014: Fitch Ratings has affirmed the 'A+' rating for Fort Bend County, Texas' approximately $30.8 million senior lien toll road revenue bonds issued on behalf of the Fort Bend County Toll Road Authority (FBCTRA or the authority). The Rating Outlook is Stable.

The rating reflects the continued strong and growing traffic and revenue profile coupled with expense containment, which should provide robust coverage through the medium term. Anticipated future issuance of approximately $115MM in senior lien bonds over the next five years is embedded in the rating. The system's low senior leverage (currently negative, however, growing to 4x) and strong liquidity with nearly 4,000 days cash on hand (DCOH) provide further rating stability. The rating also takes into account the limited catchment area the project serves which exposes it to adverse fluctuations in a narrow segment of the Houston, TX area economy.

KEY RATING DRIVERS

DEVELOPING NETWORK WITH LIMITED OPERATING HISTORY: The system's two toll roads opened in 2004 and 2005 and experienced some volatility in recent years as a result of the recession and toll increases. Still, traffic performance on the system has been slightly positive over the past five years, exhibiting a five-year compound annual growth rate (CAGR) of 0.9%. The traffic base is nearly 100% commuter oriented and the facilities are on the western edge of the strong and growing Houston MSA. While the Westpark and Fort Bend Parkway do provide direct access to the Harris County Toll Road Authority's loop around Houston, there is some level of competition from alternative routes. (Revenue Risk - Volume: Midrange)

DEMONSTRATED RATE-MAKING FLEXIBILITY: Effective beginning in fiscal 2012, the authority followed Harris County in approving a toll policy providing for automatic annual increases the greater of 2% or CPI-U. Prior to this policy, management raised tolls twice since the system's opening in 2004 - first in 2009 in response to the recession and again in 2011. The average toll rate remains on the moderate side at $0.22 per mile and all-electronic tolling makes implementing rate increases easier. (Revenue Risk - Price: Stronger)

MANAGEABLE NEAR-TERM CAPITAL PROGRAM: The two system roadways consist of only 60 lane miles with minimal maintenance needed given the relatively young age of the assets. Additional parity senior lien bond issuances for the SH-6 connector and proposed Westpark extension projects are anticipated in fiscal 2014 and 2015, respectively; however, FBCTRA indicates flexibility to shift the timing of future projects to coincide with an adequate cashflow-generation profile. Fitch views there to be minimal completion risk associated with these projects given the relatively small and routine nature of the construction and the authority's favorable history of scheduled delivery and budget. (Infrastructure Development/Renewal: Stronger)

CONSERVATIVE DEBT STRUCTURE: All presently outstanding senior lien debt is fixed-rate with conservative amortization. A cash-funded debt service reserve fund equal to maximum annual debt service (MADS) provides additional credit strength. (Debt Structure: Stronger)

MODERATE LEVERAGE, STRONG COVERAGE, AND COUNTY SUPPORT: FBCTRA continued to maintain liquidity in excess of senior lien debt for fiscal 2013. Projected senior leverage (including three currently contemplated additional issuances) is forecast to grow to a still moderate 4x on a net debt-to-CFADS basis by 2015. Total leverage, including subordinate debt backed by Fort

Bend County's general obligation pledge (rated 'AA+' by Fitch), is higher at 5.6x for fiscal 2013 and forecast to grow to 9x with the additional issuances. Assuming all projected senior bonds are issued, Fitch's rating case reflects pro forma senior debt service coverage (on a net basis) at a relatively strong 2.8x or greater through the medium-term.

RATING SENSITIVITIES

--Additional leverage used to fund future projects that materially dilutes projected coverage ratios would pressure the rating;
--Increased operating expenses or delays in implementing adequate toll adjustments that materially affect the financial profile could be inconsistent with the current rating;
--Material underperformance of new system segments could impact credit quality.

SECURITY

The bonds are secured by a senior lien on the revenues derived from the ownership or operation of the toll road system and certain funds under the indenture. In addition, as long as there are any senior or subordinate bonds outstanding the system benefits from an O&M tax pledge. Only the authority's subordinated obligations have the additional security of the county's unlimited general obligation tax pledge.

CREDIT UPDATE

Completed in 2004 and 2005, the system provides attractive commuter access into the greater roadway network leading into downtown Houston for a growing county economy and population. While the nearly 100% commuter-based traffic is still somewhat susceptible to macroeconomic factors, the system has been fairly resilient in its limited operating history. Overall system traffic has grown slightly, exhibiting a five-year CAGR of 0.9% despite volatile fuel costs, the economic recession, and two toll increases. Since approximately March of 2011, transactions have grown every month year-over-year. Transactions grew by 9.0% in fiscal 2013 to nearly 26.5 million, building upon the 7.5% growth in 2012, and are up another 5.5% through the first two months of fiscal 2014.

Over the same five-year period, toll revenues grew at a more robust CAGR of 6.8% as a result of the authority's proactive toll increase in fiscal 2009 to counteract the recessionary traffic loss. Management raised rates again in 2011 and adopted an automatic annual toll increase, the greater of 2% or CPI-U (Houston) rounded to the nearest nickel, following Harris County's lead. Further, FBCTRA's all-electronic tolling system makes implementing these increases easier. Fitch views the authority's demonstrated willingness to raise rates favorably and believes that management will take the necessary actions to preserve strong coverage levels with adequate toll rates.

The outstanding series 2012 senior lien bonds are fixed-rate, fully amortizing bonds with a relatively level debt service profile. Future senior lien issuances are anticipated to follow a similar structure. Fitch views this conservative structure as a credit strength. Further, assuming all three additional senior lien issuances, fiscal 2013 CFADS would provide for a strong 1.96x coverage of projected senior MADS (net of expenses), demonstrating the strength of the current system.

Fitch anticipates FBCTRA to issue $25 million-$30 million in parity senior lien bonds by September 2014 to construct the planned SH-6 connector and achieve maximum benefit from the new Parkway extension. Factoring in this and two additional future bond issuances, senior lien leverage is projected to remain moderate at 4.1x net debt-to-CFADS, but total leverage is higher at 8.9x, including the subordinate lien bonds. Further, senior debt service coverage ratio (DSCR) in Fitch's rating case (including three expected future issuances) is projected to remain high at 2.8x or greater on a net revenue basis, and total net coverage, including the subordinate lien, is projected to never drop below 1.3x.

Adding additional financial flexibility and serving as a credit strength is the FBCTRA's robust and growing unrestricted cash balance of $30.3 million which, when combined with O&M and R&R reserves, equates to nearly 4,000 days cash on hand. Fitch also notes that the county's O&M tax pledge, as well as the unlimited GO tax pledge for the outstanding subordinate bonds, provides additional support in a downside scenario.

The existing system is relatively new and remains in excellent condition. FBCTRA does not anticipate any major capital expenditure until 2020, when actions will be taken to ensure the system's 40-year useful life. The authority recently completed a small 2.2 mile extension of the Fort Bend Parkway on budget and schedule (aside from a brief delay required by HCTRA to update the Parkway's toll plazas), in line with its history of delivering projects under-budget and ahead of schedule. The strength of the existing system's revenues helps to mitigate future construction risk.

Contact:

Primary Analyst
Jeffrey Lack
Associate Director
+1-312-368-3171
Fitch Ratings, Inc.
70 West Madison Street
Chicago, IL 60602

Secondary Analyst
Casey Cathcart
Associate Director
+1-312-368-3214

Committee Chairperson
Scott Zuchorski
Senior Director
+1-212-908-0659

Media Relations: Elizabeth Fogerty, New York, Tel: +1 (212) 908 0526, Email: elizabeth.fogerty@fitchratings.com.

Additional information is available at 'www.fitchratings.com'.

Applicable Criteria & Related Research:
--'Rating Criteria for Infrastructure and Project Finance'(July 12, 2012);
--'Rating Criteria for Toll Roads, Bridges, and Tunnels'(Oct. 16, 2013).

Applicable Criteria and Related Research:
Rating Criteria for Infrastructure and Project Finance
http://www.fitchratings.com/creditdesk/reports/report_frame.cfm?rpt_id=682867
Rating Criteria for Toll Roads, Bridges and Tunnels
http://www.fitchratings.com/creditdesk/reports/report_frame.cfm?rpt_id=720736

TERMS OF USE OF SUCH RATINGS ARE AVAILABLE ON THE AGENCY'S PUBLIC WEBSITE 'WWW.FITCHRATINGS.COM'. PUBLISHED RATINGS, CRITERIA AND METHODOLOGIES ARE AVAILABLE FROM THIS SITE AT ALL TIMES. FITCH'S CODE OF CONDUCT, CONFIDENTIALITY, CONFLICTS OF INTEREST, AFFILIATE FIREWALL, COMPLIANCE AND OTHER RELEVANT POLICIES AND PROCEDURES ARE ALSO AVAILABLE FROM THE 'CODE OF CONDUCT' SECTION OF THIS SITE. FITCH MAY HAVE PROVIDED ANOTHER PERMISSIBLE SERVICE TO THE RATED ENTITY OR ITS RELATED THIRD PARTIES. DETAILS OF THIS SERVICE FOR RATINGS FOR WHICH THE LEAD ANALYST IS BASED IN AN EU-REGISTERED ENTITY CAN BE FOUND ON THE ENTITY SUMMARY PAGE FOR THIS ISSUER ON THE FITCH WEBSITE.

STANDARD
& POOR'S
RATINGS SERVICES

RatingsDirect®

Summary:

Fort Bend County, Texas; General Obligation

Primary Credit Analyst:
Lauren H Spalten, Dallas (1) 214-871-1421; lauren.spalten@standardandpoors.com

Secondary Contact:
Kate Choban, Dallas (1) 214-871-1420; kate.choban@standardandpoors.com

Table Of Contents

Rationale

Outlook

Related Criteria And Research

Summary:

Fort Bend County, Texas; General Obligation

Credit Profile		
Fort Bend Cnty GO		
Long Term Rating	AA+/Stable	Affirmed

Rationale

Standard & Poor's Ratings Services affirmed its 'AA+' long-term rating and underlying rating (SPUR) on Fort Bend County, Texas' general obligation (GO) bonds outstanding based on our recently released local GO criteria. The outlook is stable.

The county's full faith and credit pledge secures the bonds.

The ratings reflect our assessment of the following factors for the county:

- We consider Fort Bend County's economy to be strong, with its projected per capita effective buying income at 131.9% of the U.S. and per capita market value of $68,431. The county also has access to the broad and diverse economy of Houston, and the county unemployment rate for calendar year 2012 was 6.1%.
- In our opinion, the county's budgetary flexibility remains very strong, with reserves above 15% of expenditures for the past several years and no plans to significantly spend them down. Audited fiscal 2012 available reserves were $35.7 million, or 17.6% of expenditures, after adjusting for certain one-time expenditures.
- The county's budgetary performance has been adequate, in our view, despite a deficit of 4% for the general fund in fiscal 2012 and a deficit of 3.3% of total governmental funds, after adjusting for certain one-time revenues and expenditures. However, the county stated that the deficits were intentional; officials utilized the excess general fund balance over the county's 15% reserve policy for planned expenditures, as is common practice for the county. Fiscal 2013 unaudited results indicate a deficit of about 2.6% in the general fund and a deficit of about 2.1% in the total governmental fund, for the same purpose. However, the fiscal 2014 budget shows that planned drawdowns will level off, as demonstrated by planned surpluses of 0.1% in the general fund and 5.0% in the total governmental fund, which we anticipate will result in some expected structural improvement.
- Supporting the county's finances is liquidity we consider very strong, with total government available cash at 48% of total governmental fund expenditures (adjusted for one-time expenditures and use of previously deposited bond proceeds) and over 400% debt service. We believe the county has exceptional access to external liquidity.
- We view the county's management conditions as strong with strong financial practices.
- In our opinion, the county's debt and contingent liabilities profile is very weak, with total governmental fund debt service as a percentage of total governmental fund expenditures at 10.2%, and with net direct debt as a percentage of total governmental fund revenue at 129.9%. The county's overall net debt burden of 10.8% is due largely to the significant amount of overlapping debt. We understand that county officials may issue approximately $41 million of additional direct debt by the end of fiscal 2014.
- The county participates in the Texas Municipal Retirement System to provide pension benefits for employees. The combined annual required contribution pension costs and other postemployment benefit costs for fiscal 2012 were less than 10% of expenditures, and we do not anticipate that these costs will increase substantially in the near term.

1212212 | 300125218

The county's pension is approximately 84% funded as of the latest actuarial study.

- We consider the Institutional Framework score for Texas counties as strong. See Institutional Framework score for Texas.

Outlook

The stable outlook reflects our view of the county's consistent financial performance, which are supported by strong management, and economy. We do not expect to revise the ratings during the next two years because we anticipate that the county's debt and contingent liabilities profile will remain very weak due largely to overlapping debt and that the county will continue to participate in the broad and diverse Houston metropolitan statistical area.

Related Criteria And Research

- USPF Criteria: Local Government GO Ratings Methodology And Assumptions, Sept. 12, 2013
- S&P Public Finance Local GO Criteria: How We Adjust Data For Analytic Consistency, Sept. 12, 2013
- Institutional Framework Overview: Texas Local Governments

Ratings Detail (As Of November 5, 2013)		
Fort Bend Cnty GO		
Unenhanced Rating	AA+(SPUR)/Stable	Affirmed
Fort Bend Flood Cntl Wtr Supply Corp, Texas		
Fort Bend Cnty, Texas		
Fort Bend Flood Cntl Wtr Supply Corp (Fort Bend Cnty)		
Long Term Rating	AA+/Stable	Affirmed
Many issues are enhanced by bond insurance.		

Complete ratings information is available to subscribers of RatingsDirect at www.globalcreditportal.com. All ratings affected by this rating action can be found on Standard & Poor's public Web site at www.standardandpoors.com. Use the Ratings search box located in the left column.