

STATE OF TEXAS            §  
  §  
COUNTY OF FORT BEND    §

**AMENDMENT TO AGREEMENT FOR  
ARBITRAGE REBATE COMPLIANCE SERVICES  
FOR FORT BEND COUNTY**

**THIS AMENDMENT**, is made and entered into by and between Fort Bend County (hereinafter "County"), a body corporate and politic under the laws of the State of Texas, and Arbitrage Compliance Specialists, Inc., (hereinafter "Contractor"), a company authorized to conduct business in the State of Texas.

WHEREAS, the parties executed and accepted that certain Agreement for Arbitrage Rebate Compliance Services for Fort Bend County on November 18, 2014, (hereinafter "Agreement"), incorporated by reference herein for all purposes; and

WHEREAS, the parties desire to add calculation and support services to the original Scope of Services as described in Exhibit A, attached hereto and incorporated by reference herein for all purposes.

**NOW, THEREFORE**, the parties do mutually agree as follows:

1. Contractor shall provide additional calculation and support services as described in Exhibit A for an amount not to exceed nine hundred dollars and no/100 (\$900.00).
2. The Maximum Compensation shall be increased to an amount not exceed eighteen thousand nine hundred dollars and no/100 (\$18,900.00) for the original Scope of Services and additional calculation and support services. In no case shall the amount paid by County to Contractor under the Agreement or this Amendment exceed the Maximum Compensation without an approved change order.

Except as provided herein, all terms and conditions of the Agreement shall remain unchanged.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK.]

FORT BEND COUNTY

*Robert E. Hebert* 5-12-15  
Robert E. Hebert, County Judge

ATTEST:

*Laura Richard*  
Laura Richard, County Clerk

APPROVED:

*Gilbert D. Jalomo, Jr.*  
Gilbert D. Jalomo, Jr., CPPB, Purchasing Agent

ARBITRAGE COMPLIANCE SPECIALISTS,  
INC.

*Doug Pohnke*  
Authorized Agent - Signature

Doug Pohnke  
Authorized Agent - Printed Name

Managing Director  
Title

5/14/15  
Date

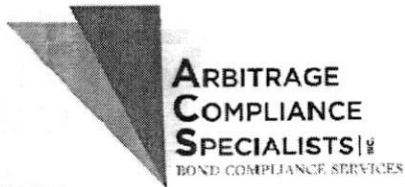


**AUDITOR'S CERTIFICATE**

I hereby certify that funds are available in the amount of \$ 18,900.00 to accomplish and pay the obligation of Fort Bend County under this contract.

*Robert Edward Sturdivant*  
Robert Edward Sturdivant, County Auditor

# EXHIBIT A



April 30, 2015

Mr. Ed Sturdivant, CPA, County Auditor  
Fort Bend County, Texas ("Issuer")  
301 Jackson Street, Suite 533  
Richmond, TX 77469

**ENGAGEMENT LETTER FOR ARBITRAGE COMPLIANCE SERVICES**

**CONTROL #11.00**

**\$30,245,000.00 UNLIMITED TAX ROAD BONDS, SERIES 2006**

Arbitrage Compliance Specialists, Inc. ("ACS") is pleased to present our fees to provide arbitration compliance services for the Issuer. Our firm has distinctive legal and accounting experience with arbitration compliance services dating back to the inception of the arbitration rebate regulations of 1986. ACS is one of the most prominent and well-respected providers of arbitration compliance services in the nation. ACS' staff members are accounting professionals who have extensive knowledge of governmental accounting, accounting allocation methods and legal interpretation skills to compute the lowest permissible liability allowed. We pride ourselves on our unprecedented commitment to each and every client we represent.

ACS has provided a fee schedule to encompass the various elements that we may encounter during the calculations. ACS' fees are derived by the number of years included in the calculation. The fee schedule listed on page 2 provides fees for reports covering the applicable periods. Each calculation includes both a legal opinion and a CPA opinion to provide assurance that the calculations were completed according to Section 148(f) of the Internal Revenue Code of 1986 that governs the arbitration rebate requirements (the "Tax Code").

We appreciate the opportunity to provide assistance to help the Issuer comply with the IRS arbitration compliance requirements. As always, if we may be of further assistance or if there are any questions, please do not hesitate to call us at (800) 672-9993 ext.7538.

Sincerely,

Arbitrage Compliance Specialists, Inc.

Matt Collins, Account Manager

Please acknowledge acceptance of this engagement by signing and faxing this letter in its entirety to Arbitrage Compliance Specialists, Inc. at (800) 756-6505 or scanning and e-mailing to [Matt@rebatebyacs.com](mailto:Matt@rebatebyacs.com).

Accepted by – Signature

Print Name, Title

Date

Bond Compliance Program Services:	Fees
Project Yield Restriction Calculation Final: 01/10/2011 to 03/01/2015	\$900.00
<b>TOTAL</b>	<b>\$900.00</b>

#### Calculation Services

1. Review the documents related to the debt issue to include the Official Statement, Tax Certificate, IRS Form 8038-G and CPA Verification Report.
2. Complete an in-depth analysis of the debt structure by our in-house tax attorney to determine if the debt issue is subject to rebate and/or yield restriction and identify applicable exceptions.
3. Monitor IRS filing deadlines, election requirements and restricted periods in our database tracking system to ensure timely reporting.
4. Perform the rebate, yield restriction/yield reduction or spending exception/penalty calculations in compliance with Internal Revenue Code of 1986.
5. Provide calculations with legal opinion and CPA certified professional opinion that can be relied upon by the Issuer regarding the liability. The report will provide supporting documentation to include the calculation method employed, assumptions and conclusions.
6. Prepare payment Form 8038-T with detailed filing instructions for accurate and timely filing to the IRS, if applicable.

#### Support Services

7. Discuss the report and findings to ensure a complete understanding of the procedures and recommendations in such report.
8. Prepare a debt compliance monitoring schedule that identifies all-important relevant information by issue including prior calculations, liability amounts, future calculation due dates and important status notes.
9. Advise on how future changes in the Tax Code may affect the debt issue.
10. Provide technical assistance and consultation in matters related to the arbitrage compliance regulations.
11. Assist in the IRS record retention requirements, which include storage of records related to the debt issue.
12. Provide no cost audit support in the event of an IRS audit.