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September 21, 2009

Collin County Commissioners Court
Attn: Bill Bilyeu
Jack Hatchell Administration Building
2300 Bloomdale Road, Suite 4192
McKinney, TX 75071

Re: CCTRA – Operating Guidelines

Dear Bill:

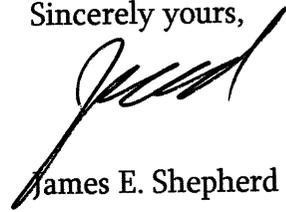
The subject of bylaws for the Collin County Toll Road Authority has come up on a number of occasions. In reviewing the matter, I have reviewed the provisions of Chapter 284 of the Transportation Code, which is the enabling legislation for a county toll road authority.

Nothing within Chapter 284 suggests that there is any requirement that a county toll road authority create its own set of bylaws. Like a general law city, the “charter” of the general law city, or the “bylaws” of a county toll road authority, are the statute itself. This is in sharp contrast to home rule cities, who have, by specific state statute, broad authority to create their own charter, which then governs the operation and policy of a city. The legislature provides for private corporations statutory language requiring, and authorizing, provisions to be within the charters, and bylaws of private corporations. These requirements are not in Chapter 284. Long term county toll road authorities, such as HECTRA, do not have a set of bylaws. HECTRA has, over a decade of existence, created a few policy guidelines, which their general counsel does not consider bylaws.

The court has requested bylaws, and therefore I have prepared them based very specifically on the authorizations of Chapter 284. These Bylaws are attached to the original of this letter. An electronic version of the Bylaws is provided for distribution at your discretion.

I hope this is helpful to you. I look forward to discussing this with the court at your convenience.

Sincerely yours,

A handwritten signature in black ink, appearing to read "James E. Shepherd", written in a cursive style.

Enclosure: Bylaws