

AMENDED AND RESTATED RESOLUTION ESTABLISHING INDEMNIFICATION OF
AND ADVANCEMENT OF EXPENSES TO MICHAEL E. STONE DBA PROFESSIONAL
PROJECT MANAGEMENT SERVICES

WHEREAS, the Fort Bend County Toll Road Authority (the "Authority") is a local government corporation created pursuant to the provisions of Subchapter D of the Texas Transportation Corporation Act, Chapter 431, Texas Transportation Code; and

WHEREAS, on April 20, 2011, the Authority previously adopted a Resolution Establishing Indemnification of and Advancement of Expenses to Michael E. Stone d/b/a Professional Project Management Services (the "Resolution"); and

WHEREAS, the Authority desires to amend and restate the Resolution in its entirety as provided herein;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE FORT BEND COUNTY TOLL ROAD AUTHORITY THAT:

WHEREAS, Michael E. Stone of Mike Stone & Associates, formally known as Professional Project Management Services, (the "Agent") is a consultant of the Fort Bend County Toll Road Authority (the "Authority") and acted as its agent with respect to construction management of Westpark Tollway; and

WHEREAS, a fatal accident occurred on Westpark Tollway on January 1, 2007, as a result of which a lawsuit was filed with the 334th Judicial District Court of Harris County, Texas, No. 2008-19417; *Zuleima Olivares, Individually and as the Representative of the Estate of Pedro Olivares, Jr., and Pedro Olivares, Individually v. Harris County, Fort Bend County, Texas Department of Transportation, Harris County Toll Road Authority and Fort Bend County Toll Road Authority* (the "Olivares Case"); and

WHEREAS, Agent was named as a party to the Olivares Case; and

WHEREAS, the Authority's Bylaws permit the Authority, by adoption of a resolution of the Board, to indemnify an agent of the Authority for settlements and reasonable expenses incurred by him in connection with such proceeding; and

WHEREAS, Agent has provided the Authority with a written affirmation, included as **Attachment A**, that it is his good faith belief that he has met the standard of conduct necessary for indemnification and that he will repay all advanced amounts for settlements and reasonable expense if it shall ultimately be determined that he is not entitled to be indemnified; and

WHEREAS, the Board of Directors of the Authority wishes to indemnify Agent for settlements and reasonable expenses related to the Olivares Case; NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF FORT BEND COUNTY TOLL ROAD AUTHORITY THAT:

Section 1: The Board of Directors of the Authority hereby agree to indemnify and advance Agent's settlements and reasonable expenses (including, without limitation, attorneys' fees)

actually incurred by Agent in connection with the Olivares Case, as permitted by the Authority's Bylaws, in an amount not to exceed \$100,000.00 without further Board authorization; provided, however, that if it shall ultimately be determined that he is not entitled to be indemnified (including, but not limited to, Agent's own acts of gross negligence or willful misconduct), Agent will be required to repay all advanced amounts for reasonable expenses.

Section 2: Nothing contained in this resolution shall be construed or interpreted as the Authority's waiver of its right to governmental immunity.

Section 3: The effective date of the provisions of this Resolution shall be April 20, 2011.

PASSED AND APPROVED this 20th day of April, 2016.

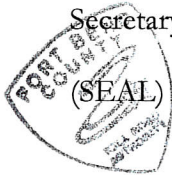


Chairman, Board of Directors

ATTEST:



Secretary, Board of Directors



ATTACHMENT A

TELEPHONE
(713) 951-3700

BECK, REDDEN & SECREST, LLP

ATTORNEYS
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WRITER'S EMAIL
mifogler@brsfirm.com

April 18, 2011

Re: *No. 2008-19417; Zuleima Olivares, Individually and as the Representative of the Estate of Pedro Olivares, Jr., and Pedro Olivares, Individually v. Harris County, Fort Bend County, Texas Department of Transportation, Harris County Toll Road Authority and Fort Bend County Toll Road Authority; In the 334th Judicial District Court of Harris County, Texas*

Alia Vinson
Allen Boone Humphries Robinson LLP
3200 Southwest Freeway, Suite 2600
Houston, Texas 77027

Email: avinson@abhr.com

Dear Ms. Vinson:

I write to affirm on behalf of Mike Stone and his company Mike Stone Enterprises:

1. It is Mike's good faith belief that he has met the standard of conduct necessary for indemnification from FBCTRA; that is, he has acted in good faith and reasonably believed that his conduct was in the Authority's best interests.
2. Mike agrees to repay all amounts advanced by the Authority for defense costs and expenses, should it be ultimately determined that he has not met the requisite standard of conduct and therefore is not entitled to be indemnified.

If we can provide any further information, please do not hesitate to ask.

Very truly yours,


Murray Fogler

MF/smc

c: Mike Stone (Email: mikestone@cpmguru.com)


M. E. Stone