

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS     §  
                                     §  
COUNTY OF FORT BEND   §

I, the undersigned officer of the Board of Directors of Fort Bend County Toll Road Authority, do hereby certify as follows:

1. The Board of Directors of Fort Bend County Toll Road Authority, convened in regular session on the 20th day of April, 2011, and the roll was called of the members of the Board:

Jim Condrey	Chairman
Bobbie A. Tallas	Vice Chairman
Charles Rencher	Secretary
Cliff Terrell	Treasurer
Melody Hess	Assistant Secretary

and all of said persons were present except Director(s) Rencher, thus constituting a quorum. Whereupon, among other business, the following was transacted at the meeting: a written

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

was introduced for the consideration of the Board. It was then duly moved and seconded that the resolution be adopted; and, after due discussion, the motion, carrying with it the adoption of the resolution, prevailed and carried unanimously.

2. A true, full, and correct copy of the aforesaid resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this certificate; the action approving the resolution has been duly recorded in the Board's minutes of the meeting; the persons named in the above and foregoing paragraph are the duly chosen, qualified, and acting officers and members of the Board as indicated therein; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the aforesaid meeting, and that the resolution would be introduced and considered for adoption at the meeting, and each of the officers and members consented, in advance, to the holding of the meeting for such purpose; the meeting was open to the public as required by law; and public notice of the time, place, and subject of the meeting was given as required by Chapter 551, Texas Government Code.

SIGNED AND SEALED the 20th day of April, 2011.

(SEAL)



Melody Hess  
Asst. Secretary, Board of Directors



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

WHEREAS, Michael E. Stone, DBA 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 334<sup>th</sup> 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 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 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 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 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 20<sup>th</sup> day of April, 2011.

  
President, Board of Directors

ATTEST:

  
Asst. Secretary, Board of Directors

(SEAL)





**ATTACHMENT A**



TELEPHONE  
(713) 951-3700

**BECK, REDDEN & SECREST, LLP**

ATTORNEYS  
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WRITER'S EMAIL  
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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 334<sup>th</sup> Judicial District Court of Harris County, Texas

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

Email: [avinson@abhr.com](mailto: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

ME/smc

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

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M. E. Stone