

STATE OF TEXAS §
 §
 COUNTY OF FORT BEND §

**AMENDMENT NO. 1 TO FY 2007 SUB-AWARD INTERLOCAL
 AGREEMENT BY AND BETWEEN FORT BEND COUNTY
 AND THE GULF COAST RAIL DISTRICT**

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 the Gulf Coast Rail District (hereinafter "District"), a special district.

THAT WHEREAS, the parties executed and accepted that certain FY2007 Sub-Award Interlocal Agreement By and Between Fort Bend County and the Gulf Coast Freight Rail District dated October 14, 2008, attached hereto as Exhibit A, and incorporated by reference herein for all purposes;

WHEREAS, the name of the Gulf Coast Freight Rail District was changed to the Gulf Coast Rail District on November 17, 2009; and,

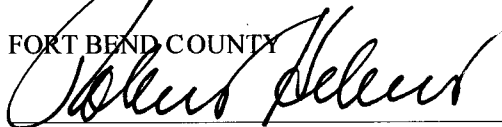
WHEREAS, the parties desire to extend the duration of the project for an additional eighteen (18) months.

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

The duration of the project shall be extended for an additional 18 months.

Except as provided herein, all terms and conditions of the FY2007 Sub-Award Interlocal Agreement By and Between Fort Bend County and the Gulf Coast Freight Rail District shall remain unchanged.

FORT BEND COUNTY



Robert E. Hebert, County Judge

4-13-2010

Date

ATTEST:



Dianne Wilson, County Clerk

4-13-10

Date

GULF COAST RAIL DISTRICT



Authorized Agent – Signature

Maureen Crocker

Authorized Agent – Printed Name

Interim Executive Director

Title

March 31, 2010

Date