

**SECOND AMENDMENT TO AGREEMENT BETWEEN THE
FORT BEND COUNTY TOLL ROAD AUTHORITY AND
MICHAEL E. STONE DBA PROFESSIONAL PROJECT MANAGEMENT SERVICES**

This Second Amendment is made and entered into this 15th day of December, 2010, and modifies the Agreement for Professional Services (the "Agreement") between the Fort Bend County Toll Road Authority and Michael E. Stone, d.b.a. Professional Project Management Services, dated May 10, 2006, and the first amendment to the Agreement dated October 17, 2008.

The Agreement, as amended, is hereby modified as follows:

1. Add the following provision:

TO THE EXTENT ALLOWED BY LAW, THE FORT BEND COUNTY TOLL ROAD AUTHORITY (THE "AUTHORITY") SHALL DEFEND, INDEMNIFY, AND HOLD HARMLESS THE CONSULTANT, MICHAEL E. STONE, D.B.A. PROFESSIONAL PROJECT MANAGEMENT SERVICES, FROM AND AGAINST ANY AND ALL CLAIMS, DEMANDS, OR CAUSES OF ACTION (AND ALL LOSSES, LIABILITIES, EXPENSES, AND JUDGMENTS INCURRED IN CONNECTION THEREWITH, INCLUDING BUT NOT LIMITED TO ATTORNEYS' FEES AND EXPENSES, COURT COSTS, AND OTHER EXPENSES INCURRED IN ENFORCING THIS INDEMNITY PROVISION) OR FROM ANY OTHER LOSS OR CLAIM ARISING FROM THIRD PARTY PERSONAL INJURY OR PROPERTY DAMAGE BROUGHT BY ANY THIRD PARTY, BASED UPON OR RESULTING FROM THE NEGLIGENT ACT OR, OMISSION, OR MISCONDUCT OF AUTHORITY'S EMPLOYEES, DIRECTORS, OFFICERS, AGENTS, OUTSIDE ADVISORY OR SUPPORT CONSULTANTS, OR REPRESENTATIVES, EXCEPT FOR CONSULTANT'S OWN ACTS OF GROSS NEGLIGENCE OR WILLFUL MISCONDUCT. NOTWITHSTANDING THE FOREGOING, NOTHING CONTAINED IN THIS AGREEMENT SHALL BE CONSTRUED OR INTERPRETED AS THE AUTHORITY'S WAIVER OF ITS RIGHTS TO GOVERNMENTAL IMMUNITY. The Consultant shall be added as additional insured to all general liability and automobile liability insurance. All such policies written on behalf of the Authority shall also contain a waiver of subrogation in favor of the Consultant.

This Second Amendment does not alter, modify, or otherwise change any part of the Agreement, as amended, except as specifically stated in this amendment.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, this Second Amendment is effective as of January 1, 2011.

FORT BEND COUNTY TOLL ROAD
AUTHORITY

By



James Condrey
Chairman, Board of Directors

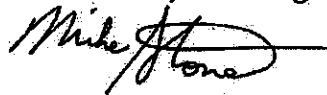
Michael E. Stone,
d.b.a. Professional Project Management
Services

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FORT BEND COUNTY TOLL ROAD
AUTHORITY

By: _____
James Condrey
Chairman, Board of Directors

Michael E. Stone,
d.b.a. Professional Project Management
Services

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