

**SUPPLEMENTAL AGREEMENT NO. 2  
TO  
AGREEMENT OF APRIL 20, 2011  
FOR  
ENGINEERING SERVICES for  
Fort Bend Grand Parkway Toll Road, Segment D**

This Supplemental Agreement is made and entered into this 15<sup>th</sup> day of February, 2012, and modifies the ENGINEERING SERVICES AGREEMENT made with HDR Engineering, Inc., dated April 20, 2011 for engineering services for the Fort Bend Grand Parkway Toll Road, Segment D.

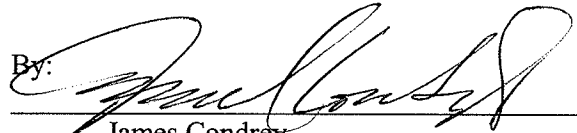
The agreement is hereby modified as follows:

1. The first sentence of Section 2.a is replaced with the following sentence:  
“The Maximum Compensation under this contract is \$823,917.60.”
2. The second paragraph of Section 2.a is replaced with the following paragraph:  
“Compensation for performance of services within the Scope of Services described in Attachment A will be as follows: The lump sum compensation shall be increased by \$52,738.80, for the additional work shown in Attachment A. The maximum amount payable under this agreement shall not exceed \$823,917.60, as shown in Attachment B. Progress payments for work detailed in Attachment A will be made when the Engineer has attained a level of completion equal to or greater than the agreed upon milestones of completion in the reasonable opinion of FBGPTRA.”
3. The Scope of Services shown in Attachment A shall be expanded to include Exhibit A-2, attached hereto.
4. The Compensation for Scope of Services shown in Attachment B shall be expanded to include Exhibit B-2, attached hereto.

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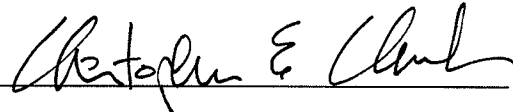
IN WITNESS WHEREOF, this Supplemental Agreement is hereby executed as of the date first set forth above.

FORT BEND GRAND PARKWAY TOLL  
ROAD AUTHORITY, a local government  
Texas Corporation

By:   
James Condrey  
Chairman, Board of Directors

ATTEST:   
By \_\_\_\_\_

HDR Engineering, Inc.  
ENGINEER

By: 

Name: Christopher E. Claunch

Title: Sr. VICE PRESIDENT / Managing Principal

**SUPPLEMENTAL AGREEMENT NUMBER 2**  
**Fort Bend Grand Parkway Toll Road, Segment D, Section 2**

**EXHIBIT A-2**

**ATTACHMENT A**  
**SCOPE OF SERVICES**

**General Description:** Revise the storm sewer design using the existing trunklines.

1. Eliminate the proposed median trunkline by tying the proposed inlets to the existing trunklines (northbound mainlane inlets will tie to existing trunkline along northbound frontage road; southbound mainlane inlets will tie to existing trunkline along southbound frontage road.)
2. Minimize or eliminate median inlets. If any median inlets are required, discuss and receive approval from PMC before finalizing design.
3. Mainlane inlet design shall maintain the 10 year frequency design and ponding criteria.
4. Use a 5 year design frequency for laterals and trunkline. Note any affects / warning messages to existing system and frontage road. Discuss with PMC before proceeding with final design.
5. Check the 10 year design frequency.
6. Revise plans sheets as needed, including plan & profile sheets, lateral sheets, and Winstorm calculations.
7. Modify pedestrian walkway and pedestrian rail due to addition of riprap under bridge from abutment to abutment.
8. Other design requirements (mitigation, 6-lane ultimate facility, etc.) shown in the original scope (and any previous supplements) shall remain.

**SUPPLEMENTAL AGREEMENT NO. 2**  
**EXHIBIT B-2**  
**ATTACHMENT B**  
**COMPENSATION FOR SCOPE OF SERVICES**  
**FORT BEND GRAND PARKWAY TOLL ROAD (SH 99) - SEGMENT D**

**FEE SCHEDULE SUMMARY**

**SECTION 2 DESIGN SERVICES**

Section 2 Limits: New Territory  
 Section 2 Station Limits: 737+00 to 788+00 (approximate)

**PRIME PROVIDER:** HDR Inc.  
**SUB PROVIDER:** Van De Wiele & Vogler Inc.

WORK TASK	DESCRIPTION	HDR Inc.	Van De Wiele & Vogler Inc.	TOTAL
2	ROADWAY	\$1,304.40		\$1,304.40
3	DRAINAGE	\$1,624.40	\$28,134.80	\$29,759.20
5	RETAINING WALLS	\$1,604.40		\$1,604.40
9	QUANTITY TAKE-OFFS AND QUANTITY SUMMARIES		\$2,274.00	\$2,274.00
11	MISCELLANEOUS DRAWINGS	\$4,758.40	\$2,504.40	\$7,262.80
13	PROJECT MANAGEMENT AND SECTION LEAD MANAGEMENT TASKS	\$2,584.40	\$1,949.60	\$4,534.00
	DIRECT EXPENSES	\$6,000.00		\$6,000.00
<b>TOTAL</b>		<b>\$17,876.00</b>	<b>\$34,862.80</b>	<b>\$52,738.80</b>
<b>PERCENTAGE OF WORK BY PROVIDER</b>		<b>33.9%</b>	<b>66.1%</b>	<b>100.0%</b>

**SUPPLEMENTAL AGREEMENT NO. 2  
EXHIBIT B-2  
ATTACHMENT B**

**COMPENSATION FOR SCOPE OF SERVICES  
FORT BEND GRAND PARKWAY TOLL ROAD (SH 99) - SEGMENT D**

HDR Inc.

**SECTION 2 DESIGN SERVICES**

Section 2 Limits: New Territory

Section 2 Station Limits: 737+00 to 788+00 (approximate)

TASK DESCRIPTION	NUMBER OF SHEETS	PRINCIPAL	SENIOR PROJECT MANAGER	PROJECT MANAGER	SENIOR PROJECT ENGINEER	PROJECT ENGINEER	EIT	DESIGNER	CADD OPERATOR	CLERICAL	TOTAL LABOR HRS & COSTS
<b>ROADWAY</b>											
LABOR RATE PER HOUR		\$259.25	\$243.70	\$158.70	\$203.70	\$143.70	\$123.70	\$138.70	\$83.70	\$60.00	
UPDATE ROADWAY PLAN AND PROFILE SHEETS WITH UPDATED STORM	16			4					8		12
SHEETS & HOURS SUBTOTAL	16	0	0	4	0	0	0	0	8	0	12
SUBTOTAL LABOR COSTS		\$0.00	\$0.00	\$634.80	\$0.00	\$0.00	\$0.00	\$0.00	\$669.60	\$0.00	\$1,304.40
<b>DRAINAGE</b>											
FIELD VERIFY DRAINAGE STRUCTURES WITH SUPPLEMENTAL SURVEY				4							12
SHEETS & HOURS SUBTOTAL	0	0	0	4	0	0	8	0	0	0	12
SUBTOTAL LABOR COSTS		\$0.00	\$0.00	\$634.80	\$0.00	\$0.00	\$989.60	\$0.00	\$0.00	\$0.00	\$1,624.40
<b>RETAINING WALLS</b>											
UPDATE RETAINING WALL PLAN AND PROFILES WITH UPDATED STORM	4			8					4		12
SHEETS & HOURS SUBTOTAL	4	0	0	8	0	0	8	0	4	0	12
SUBTOTAL LABOR COSTS		\$0.00	\$0.00	\$1,269.60	\$0.00	\$0.00	\$0.00	\$0.00	\$334.80	\$0.00	\$1,604.40
<b>MISCELLANEOUS DRAWINGS</b>											
PEDESTRIAN WALKWAY RIPRAP TIE-IN AND RAIL DETAILS	1		4		8		12		8		32
SHEETS & HOURS SUBTOTAL	1	0	4	0	8	0	12	0	8	0	32
SUBTOTAL LABOR COSTS		\$0.00	\$974.80	\$0.00	\$1,629.60	\$0.00	\$1,484.40	\$0.00	\$669.60	\$0.00	\$4,758.40
<b>PROJECT MANAGEMENT AND SECTION LEAD MANAGEMENT TASKS</b>											
QA/QC REVIEW				4							4
COORDINATION WITH VAN DE WIELE & VOGLER INC.			8								8
SHEETS & HOURS SUBTOTAL	0	0	8	4	0	0	0	0	0	0	12
SUBTOTAL LABOR COSTS		\$0.00	\$1,949.60	\$634.80	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,584.40

**SUPPLEMENTAL AGREEMENT NO. 2**  
**EXHIBIT B-2**  
**ATTACHMENT B**  
**COMPENSATION FOR SCOPE OF SERVICES**  
**FORT BEND GRAND PARKWAY TOLL ROAD (SH 99) - SEGMENT D**

HDR Inc.

**SECTION 2 DESIGN SERVICES**

Section 2 Limits: New Territory  
 Section 2 Station Limits: 737+00 to 788+00 (approximate)

DESCRIPTION	QUANTITY	RATE	UNIT	TOTAL COST
<b>DIRECT EXPENSES</b>				
FBC/LID 7 REVIEW FEE	1	\$6,000.00	EA	\$6,000.00
<b>SUBTOTAL DIRECT EXPENSES</b>				<b>\$6,000.00</b>

DESCRIPTION	SHTS BY WORK TASK	HRS BY WORK TASK	TOTAL COSTS BY WORK TASK
<b>TOTALS BY WORK TASK</b>			
ROADWAY	16	12	\$1,200.00
DRAINAGE	0	12	\$1,624.00
RETAINING WALLS	4	12	\$1,604.00
MISCELLANEOUS DRAWINGS	1	32	\$4,788.00
PROJECT MANAGEMENT AND SECTION LEAD MANAGEMENT TASKS	0	12	\$2,584.00
<b>TOTAL LABOR COSTS</b>	<b>21</b>	<b>60</b>	<b>\$11,876.00</b>

<b>SUMMARY</b>	
TOTAL COSTS FOR HDR Inc. ONLY	\$11,876.00
NON-SALARY (DIRECT EXPENSES)	\$6,000.00
<b>TOTAL HDR Inc.</b>	<b>\$17,876.00</b>

**SUPPLEMENTAL AGREEMENT NO. 2  
EXHIBIT B-2  
ATTACHMENT B**

**COMPENSATION FOR SCOPE OF SERVICES  
FORT BEND GRAND PARKWAY TOLL ROAD (SH 99) - SEGMENT D**

Van De Wiele & Vogler Inc.

**SECTION 2 DESIGN SERVICES**

Section 2 Limits: New Territory  
Section 2 Station Limits: 737+00 to 788+00 (approximate)

TASK DESCRIPTION	NUMBER OF SHEETS	PRINCIPAL	SENIOR PROJECT MANAGER	PROJECT MANAGER	SENIOR PROJECT ENGINEER	PROJECT ENGINEER	EIT	DESIGNER	CADD OPERATOR	CLERICAL	TOTAL LABOR HRS & COSTS
<b>DRAINAGE</b>		\$259.25	\$243.70	\$158.70	\$203.70	\$143.70	\$123.70	\$138.70	\$83.70	\$80.00	
Analyze and reconcile survey data to TxDOT record drawings			4		4			16			24
Convert existing WinStorm files to reconciled elevations			2		4			12			18
Modify Overall & Localized Drainage Area Maps to Concur w/TxDOT	3				4				8		12
Modify Existing Hydraulic Data (Winstorm) Model w/ rev elev/pipes			2		12				6		20
Develop Proposed Hydraulic Data (Winstorm) Model			2		16				4		22
Prepare New & Modify Existing P&P Sheets for two systems	8		2		8				40		66
Prepare New & Modify Existing Lateral Sheets for two systems	4				6				24		42
<b>SHEETS &amp; HOURS SUBTOTAL</b>	<b>15</b>	<b>0</b>	<b>12</b>	<b>0</b>	<b>54</b>	<b>0</b>	<b>28</b>	<b>28</b>	<b>82</b>	<b>0</b>	<b>204</b>
<b>SUBTOTAL LABOR COSTS</b>		<b>\$0.00</b>	<b>\$2,924.40</b>	<b>\$0.00</b>	<b>\$10,999.80</b>	<b>\$0.00</b>	<b>\$3,463.60</b>	<b>\$3,883.60</b>	<b>\$6,863.40</b>	<b>\$0.00</b>	<b>\$28,134.80</b>
<b>QUANTITY TAKE-OFFS AND QUANTITY SUMMARIES</b>											
Calculate Quantities; Modify Quantity Sheets and Hydraulic Data Sheets							4	8	8		20
<b>SHEETS &amp; HOURS SUBTOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>4</b>	<b>8</b>	<b>8</b>	<b>0</b>	<b>20</b>
<b>SUBTOTAL LABOR COSTS</b>		<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$494.80</b>	<b>\$1,109.60</b>	<b>\$669.60</b>	<b>\$0.00</b>	<b>\$2,274.00</b>
<b>MISCELLANEOUS DRAWINGS</b>											
Revise detail sheets and index sheet, QA/QC on new storm drain systems			8					4			12
<b>SHEETS &amp; HOURS SUBTOTAL</b>	<b>0</b>	<b>0</b>	<b>8</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>4</b>	<b>0</b>	<b>0</b>	<b>12</b>
<b>SUBTOTAL LABOR COSTS</b>		<b>\$0.00</b>	<b>\$1,949.60</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$554.80</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$2,504.40</b>
<b>PROJECT MANAGEMENT AND SECTION LEAD MANAGEMENT TASKS</b>											
PROJECT MANAGEMENT			8								8
<b>SHEETS &amp; HOURS SUBTOTAL</b>	<b>0</b>	<b>0</b>	<b>8</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>8</b>
<b>SUBTOTAL LABOR COSTS</b>		<b>\$0.00</b>	<b>\$1,949.60</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$1,949.60</b>

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**COMPENSATION FOR SCOPE OF SERVICES**  
**FORT BEND GRAND PARKWAY TOLL ROAD (SH 99) - SEGMENT D**

Van De Wiele & Vogler Inc.

**SECTION 2 DESIGN SERVICES**

Section 2 Limits: New Territory

Section 2 Station Limits: 737+00 to 788+00 (approximate)

DESCRIPTION	SHTS BY WORK TASK	HRS BY WORK TASK	TOTAL COSTS BY WORK TASK
<b>TOTALS BY WORK TASK</b>			
DRAINAGE	15	204	\$28,124.80
QUANTITY TAKE-OFFS AND QUANTITY SUMMARIES	0	20	\$2,724.00
MISCELLANEOUS DRAWINGS	0	12	\$2,504.40
PROJECT MANAGEMENT AND SECTION LEAD MANAGEMENT TASKS	0	6	\$1,948.80
<b>TOTAL LABOR COSTS</b>	<b>15</b>	<b>244</b>	<b>\$34,862.80</b>

<b>SUMMARY</b>	
TOTAL COSTS FOR Van De Wiele & Vogler Inc. ONLY	\$34,862.80
NON-SALARY (DIRECT EXPENSES)	\$0.00
<b>TOTAL Van De Wiele &amp; Vogler Inc.</b>	<b>\$34,862.80</b>