

**SUPPLEMENTAL AGREEMENT NO. 2
TO
AGREEMENT OF SEPTEMBER 15, 2010
FOR
ENGINEERING SERVICES for
Fort Bend Grand Parkway Toll Road, Segment D**

This Supplemental Agreement is made and entered into this 21st day of March, 2012, and modifies the ENGINEERING SERVICES AGREEMENT made with Brown & Gay Engineers, Inc. dated September 15, 2010 for engineering services for the Fort Bend Grand Parkway Toll Road, Segment D.

The agreement is hereby modified as follows:

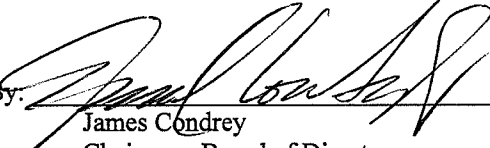
1. The first sentence of Section 2.a is replaced with the following:


“Compensation for performance of services within the Scope of Services described in Attachment A will be as follows: The compensation shall be increased by \$386,000.00, for the additional work shown in Attachment A. The maximum amount payable under this agreement shall not exceed \$1,347,363.00, as shown in Attachment B.”
2. The Scope of Services shown in Attachment A shall be expanded to include Exhibit A-2, attached hereto.
3. The Compensation for Scope of Services shown in Attachment B shall be expanded to include Exhibit B-2, attached hereto.

[Remainder of page intentionally left blank.]

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 _____

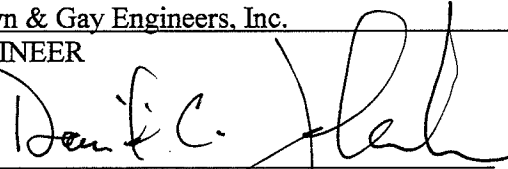
Brown & Gay Engineers, Inc.
ENGINEER
By: 
Name: David C. Johnston, PE
Title: Senior Vice President

EXHIBIT A-2

ATTACHMENT A SCOPE OF SERVICES FORT BEND GRAND PARKWAY TOLL ROAD (SH 99) – SEGMENT D PROGRAM MANAGEMENT ENGINEERING

GENERAL DESCRIPTION

The work to be performed by the Engineer under this supplemental agreement consists of providing additional program management engineering services for the following additional tasks:

Fort Bend County MUD 194

- West Belfort Improvements: This includes widening of West Belfort, adding an exit ramp, adding U-turns, removing existing entrance ramp, pavement markings, signing, illumination, and traffic signals. Also, additional survey work for outside of the right-of-way and to tie to the proposed access road.
- Fort Bend County MUD 194: Coordination and plan review of proposed access road from West Belfort north to south of Peek Road prepared by FBC MUD 194

Additional Program Management

- Eastbound to Northbound Direct Connector at SH 99 and Fort Bend Westpark Tollway interchange designed under Section 10 and coordinate with County.
- Access Control: Prepare Access Control Maps for entire corridor. Prepare FBGPTRA Access Policies and Procedures document
- Prepare Sound Guideline document
- Prepare and update special provisions and special specifications
- Combine seven section design projects into three bid packages. Revise general notes, bid sheets, front end documents, etc. for the bid documents
- Additional environmental documents: Prepare appropriate wetland documents for corridor as required by Reevaluation of Environmental Assessment document
- Additional coordination with adjacent LID's and MUD's
- Assist with review of all access permits throughout corridor
- Assist with review of all utility permits throughout corridor
- Prepare sketches and exhibits for various needs including schematics, access, access control, environmental, utilities, etc.
- Assist with maintenance needs for existing Grand Parkway

- Provide other miscellaneous services as requested.

Construction Management for Sections 1 & 4 (W. Riverpark and W. Airport)

- Provide construction management support for the overpass projects
- Coordinate inspection and materials testing with consultants
- Review monthly estimates, test reports, shop drawings, etc.
- Prepare change orders
- Prepare engineering designs for sound rail in Section 1
- Coordinate with Contractors and attend construction meetings
- Review consultant monthly invoices

**EXHIBIT B-2
ADDITIONAL SERVICES**

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

BROWN & GAY ENGINEERS, INC

TASK DESCRIPTION	
PROGRAM MANAGEMENT	
ADDITIONAL TASKS SHOWN IN EXHIBIT A-2	\$ 386,000.00