

**SUPPLEMENTAL AGREEMENT NO. 13
TO
AGREEMENT OF FEBRUARY 20, 2008
FOR
ENGINEERING SERVICES for
Fort Bend Parkway Toll Road Segment B (Phase 1)**

This Supplemental Agreement is made and entered into this 16th day of May, 2012, and modifies the ENGINEERING SERVICES AGREEMENT made with Brown & Gay Engineers, Inc., dated February 20, 2008 for engineering design, environmental assessment, geotechnical and survey services for the extension of the Fort Bend Parkway Toll Road, Segment B (Phase 1).

The agreement is hereby modified as follows:

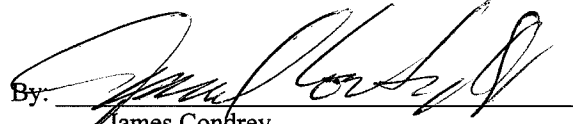
1. The Scope of Services are amended to include the additional service as described in Attachment A-1, which are made part of this Supplemental Agreement.
2. The first sentence of Paragraph 2.a is replaced with the following:

“Compensation for performance of the Services defined in Attachment A-1 will be as follows: The Additional Services compensation shall be increased by \$284,611.43, for the additional work shown in Attachment A-1 which provides for construction engineering and management services. The maximum amount payable under this agreement shall not exceed \$1,742,648.66 for all work except by separate agreement in accordance with the provisions of this agreement.”

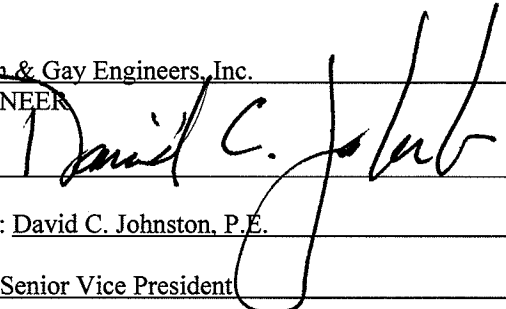
[Remainder of page intentionally left blank.]

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

FORT BEND COUNTY 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, P.E.
Title: Senior Vice President

SUPPLEMENTAL AGREEMENT NO. 13
ATTACHMENT A-1
SCOPE OF SERVICES

Fort Bend Parkway Toll Road, Segment B-1

General:

This supplemental agreement is for Construction Engineering and Management services.

During the anticipated sixteen (16) month construction phase portion of the contract, the engineer will provide construction management, field observation and administrative services, as directed by FBCTRA, in conjunction with FBCTRA's other consultants (inspection and materials & testing) associated with the construction of the project. The hourly, not-to-exceed fee proposed for the construction phase services are based upon the hours shown in Attachment B-1.

Pre-Construction Meetings

Pre-construction meeting will be held and project set up will be performed. This project set up will include verification of insurance and bond requirements; facilitate NPDES permitting requirements for FBCTRA as owner; and review of material testing requirements with the contractor and the independent testing laboratory.

Review/Approve Contractor Schedule(s)

Assist with the review of the contractor's proposed construction schedule to ensure it meets contract requirements, it is complete, and it is an attainable schedule.

Weekly Construction Meeting(s)

Weekly or bi-weekly construction update meetings will be held to monitor and update project status and review outstanding design and construction issues associated with the projects. The Engineer will review, monitor and coordinate field construction issues and assist design personnel in analyzing contract modifications, change orders, requests for information (RFI's), and submittal processing

Construction Engineering

Review shop drawings, prepare change orders, respond to RFI's, and provide engineering design support.

Construction Field Management

The Engineer will work with FBCTRA inspection consultants to maintain a project diary for the project that will document daily construction activities, weather conditions, time charges and contractor's resources as well as any project specific information associated with the project. This diary will also incorporate the contract items of observation and any decisions associated with the construction of the project. Traffic control plan implementation and monthly barricade inspection requirements will also be monitored and documented as required.

The Engineer will review and monitor the contractor's payment applications for compliance with the contract specifications and forward the monthly pay application to the FBCTRA for processing.

Construction Field Inspection

Prior to beginning construction, a meeting with the FBCTRA will be held to establish an understanding of the critical items of work on the projects to be inspected, establish processes for review and submittal processing, signature authorities, as well as the QC/QA testing requirements needed for the project. The Engineer will assist the FBCTRA's inspection consultants with the monitoring of the designated critical items of construction for general conformance to the plans and specifications.

An independent testing laboratory, not included in this scope of services, but under separate contract, will perform all required testing (field and plant) associated with the applicable construction projects. The Engineer will review and monitor the test results during the construction phase and include all reports and actions taken in the final documentation records

Preliminary/Final "Punch List"

One (1) preliminary punch list and one (1) final punch list will be conducted for each project and notification of final acceptance will be issued to the FBCTRA upon completion of the punch lists. Review and submittal of the "As Built" drawings signed by the contractor will be provided prior to final acceptance. The final project records, in accordance with the County's requirements will be assembled and provided to the County within sixty (60) days after final acceptance

Administrative Project Management

Coordinate with other FBCTRA consultants to maintain a document control and filing system which shall govern the distribution and file copies of all project-related correspondence, reports, plans, technical data, etc. of the Engineer and construction contractors.

Prepare Monthly Report

Monthly reports will be prepared for the board to indicate overall progress of construction, including overall program costs, schedule, and overall construction status.

Attend Monthly Board Meetings

Attend monthly board meetings to present monthly report and answer questions about the construction project.

Attend Other Project Meetings

Attend other project meetings with public officials, the public and other interested parties.

Prepare Monthly Invoice

Review invoices of other FBCTRA consultants required for this project. Attend monthly Bill Review Committee meetings.