

**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 15th day of August, 2012, and modifies the ENGINEERING SERVICES AGREEMENT made with Nathelyne A. Kennedy & Associates, 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 \$627,117.40.”

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 compensation shall be increased by \$10,000.00, for the additional work shown in Attachment A, and shall be in accordance with the billing rates shown in Attachment B. The maximum amount payable under this agreement shall not exceed \$627,117.40, 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. Section 3 is replaced with the following paragraph:

“It is understood and agreed that the time for performance of the Engineer’s services under this Agreement shall begin with receipt of the Notice to Proceed and end on February 1, 2014.”

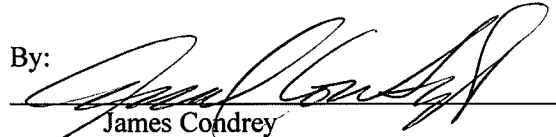
4. The Scope of Services shown in Attachment A shall be expanded to include Exhibit A-2, attached hereto.
5. The Compensation for Scope of Services shown in Attachment B shall be expanded to include Exhibit B-2, attached hereto.

[Remainder of page intentionally left blank.]

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To Agreement of April 20, 2011

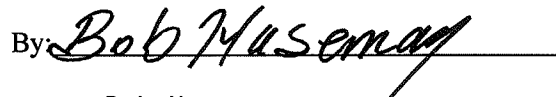
IN WITNESS WHEREOF, this Supplemental Agreement is hereby executed as of the date first set forth above.

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

By: 
James Condrey
Chairman, Board of Directors

ATTEST: 
By _____

Nathelyne A. Kennedy & Associates
ENGINEER

By: 
Name: Bob Haseman
(A. Setarehaseman, P.E.)
Title: Chief Engineer

**SUPPLEMENTAL AGREEMENT NUMBER 2
Fort Bend Grand Parkway Toll Road, Segment D, Section 9**

EXHIBIT A-2

**ATTACHMENT A
SCOPE OF SERVICES**

General Description: Provide construction phase services for Section 9 (Bellaire Boulevard) on an "as-needed" basis. Construction phase services may include but are not limited to the following tasks:

1. Prepare change orders.
2. Prepare engineering drawings for non-design error revisions.
3. Preparation of responses to contractor Requests for Information (RFIs).
4. Review shop drawings.
5. Provide other engineering support tasks.

**EXHIBIT B-2
ADDITIONAL SERVICES**

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

SECTION 9 DESIGN SERVICES

Section 9 Limits: Bellaire Boulevard

Section 9 Station Limits: 1244+50 to 1290+00 (approximate)

PRIME PROVIDER: Nathelyne A. Kennedy & Associates

SUB PROVIDER: Gunda Corporation

TASK DESCRIPTION	NOT TO EXCEED AMOUNT
CONSTRUCTION PHASE SERVICES	
ADDITIONAL TASKS SHOWN IN EXHIBIT A-2	\$ 10,000.00

The compensation for the work tasks shall be paid for the actual hours, billing rates and direct expenses. Compensation for each task shall be agreed upon with the PMC prior to beginning the work tasks.