

**SUPPLEMENTAL AGREEMENT NO. 5
TO
AGREEMENT OF April 18, 2012
FOR
ENGINEERING SERVICES for
Fort Bend Grand Parkway Toll Road, Segment D**

This Supplemental Agreement is made and entered into this 18th day of December, 2013, and modifies the ENGINEERING SERVICES AGREEMENT between Fort Bend Grand Parkway Toll Road Authority and Reynolds, Smith and Hills, Inc., dated April 18, 2012 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 \$758,053.26.”

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 \$156,304.94, for the additional work shown in Attachment A. The maximum amount payable under this agreement shall not exceed \$758,053.26, 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.”

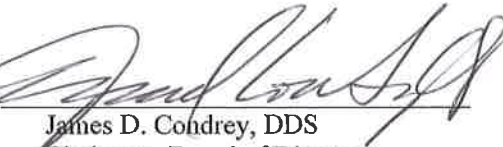
3. The Scope of Services shown in Attachment A shall be expanded to include Exhibit A-5, attached hereto.
4. The Compensation for Scope of Services shown in Attachment B shall be expanded to include Exhibit B-5, attached hereto.

[Remainder of page intentionally left blank.]

Supplemental Agreement No. 5
To Agreement of April 18, 2012

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

FORT BEND GRAND PARKWAY TOLL
ROAD AUTHORITY

By: 
James D. Condrey, DDS
Chairman, Board of Directors

ATTEST:

By: 

REYNOLDS, SMITH & HILLS, INC.

By: 

Name: Richard Hurst

Title: Vice President

**EXHIBIT A-5
ATTACHMENT A
SUPPLEMENTAL AGREEMENT NO. 5
ADDITIONAL SCOPE OF SERVICES**

**FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY
MANAGEMENT OVERSIGHT FOR TOLL SYSTEM IMPLEMENTATION,
VPC INTEGRATION AND TOLL OPERATIONS**

BACKGROUND

The Fort Bend Grand Parkway Toll Road Authority (FBGPTRA) is developing Segment D of the Grand Parkway. This project consists of mainlane overpasses from U.S. 59 to FM 1093/Westpark Tollway and is being constructed as a toll facility. The general mainlane typical section consists of four 12-foot lanes with depressed median, tolled overpasses, six-foot inside and 10-foot outside shoulders. The opening of this new toll facility necessitates that FBGPTRA take action to collect tolls including taking action to collect toll revenue from vehicles travelling on the facility without a required toll transponder. This includes issuing violation notices and collecting fees and tolls in response to these violation notices. This scope of continued services includes:

Toll System Implementation

Installation management and toll system implementation oversight for the Grand Parkway Segment 'D' through toll system acceptance. Tasks include oversight of System Acceptance Test, Installation, Commissioning, Operational Test, Disaster Recovery Plan, revised System Installation Plan, IOP HUB Testing coordination, documentation of Equipment Inventory and Toll System Acceptance.

VPC Integration

Completion of the development and staffing of the Violation Processing Center through Go-Live. Tasks include participation in Interface and Prototype Testing, RDD, Spanish translation for web, finalize development of Standard Operating Procedures (SOPs), Training, Certifications, Onsite Full Integration Test (OFIT), System Acceptance Testing, Image Review/Mail House, Collections, Flagrant Violators, Reconciliation, Reporting, Performance Managing, Court Processing Documentation and Process Development, Toll Agency Coordination and VPC System Acceptance (Go-Live).

Operations

In addition to Toll System Implementation and VPC Integration, Toll and VPC System and Maintenance Oversight for the scheduled operations period between March 3, 2014 and June 1, 2014.

**EXHIBIT B-5
ATTACHMENT B
SUPPLEMENTAL AGREEMENT NO. 5
ADDITIONAL SCOPE OF SERVICES**

**FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY
MANAGEMENT OVERSIGHT FOR TOLL SYSTEM IMPLEMENTATION,
VPC INTEGRATION AND TOLL OPERATIONS**

Client Name: FBGPTRA Date: 12/06/13		Tasks							RSH	
		Phase 1 -Toll System Implementation	Phase I Dollars	Phase 2 - VPC Integration	Phase II Dollars	Phase 3 - Operations	Phase III Dollars	Direct Expenses	Total Hours	Total Dollars
Name	Position	Burdened Rate	Hours	Hours	Hours	Hours	Hours	Travel		
Ramos	Project Principal	\$238.73	24	8	\$1,909.84		\$0.00		32	\$7,639.36
Hurst	Project Manager	\$249.03	64	128	\$31,875.84	32	\$7,968.96		224	\$55,782.72
Davis	Contract Specialist	\$84.64	12	12	\$1,015.68		\$0.00		24	\$2,031.36
Farmer	Project Controls	\$150.00	8	8	\$1,200.00		\$0.00		16	\$2,400.00
Palmer	Sr. System Integrator	\$235.58	56	68	\$16,019.44		\$0.00		124	\$29,211.92
Rich	Tolls Specialist	\$107.69	96	140	\$15,076.60	80	\$8,615.20		316	\$34,030.04
Total			260	364	\$67,097.40	112	\$16,584.16	\$11,000.00	736	\$142,095.40

10%	\$14,209.54
Total	\$156,304.94