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October 20, 2015

Fort Bend County Toll Road Authority
Mr. Richard Stolleis, PE
Fort Bend County
301 Jackson St.
Richmond TX 77469

Subject: Fort Bend County Toll Road Authority Supplemental Agreement

Dear Mr. Stolleis:

CDM Smith is pleased to submit this proposed supplemental agreement for additional services and financing support related to the recently completed Fort Bend County Toll Road System Investment Grade (Comprehensive) Traffic and Revenue (T&R). CDM Smith completed a comprehensive T&R Study in support of the proposed extension of the Westpark Tollway in October 2015. Additional services have been requested that may include supporting the development of Bond disclosure documents, rating agency meetings including additional stress tests and sensitivity analyses, board presentations, potential investor meetings, and/or other additional analyses.

ADDITIONAL SERVICES WORK SCOPE

The anticipated scope of services is comprised of four tasks:

- Task 1: Project Administration and QA/QC
- Task 2: Financing Assistance
- Task 3: Rating Agency Presentations/Meetings
- Task 4: Review of Bond Disclosure Documents

A brief description of work elements and deliverable products associated with each of these tasks is provided below.

TASK 1: PROJECT ADMINISTRATION AND QA/QC

This task will include all administrative tasks required for the supplemental services, including coordination/team meetings, scheduling, etc. Additionally, quality assurance/quality control (QA/QC) will be undertaken for all results and documents to ensure their accuracy. This also includes internal executive review by CDM Smith principals.





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TASK 2: FINANCING ASSISTANCE

This task will involve running additional stress tests and sensitivity analyses as part of the bond sale process, responding to questions from the rating agencies and potential investors. For the purposes of estimation of the fee, it is assumed that CDM Smith staff will run sensitivity analyses for up to one (1) scenario and will perform up to one (1) stress test. Results of the analyses and additional tests would be summarized in a memo with supporting tables and graphs, as appropriate.

TASK 3: RATING AGENCY PRESENTATIONS/MEETINGS

During the course of supporting the potential bond sale to finance the construction of the Westpark Extension, there may be a need to attend meetings up to three (3) in the Sugar Land/Richmond area or by conference call. In addition, this task is intended to cover any additional presentations or meetings with board members, Commissioners Court, potential investors including an investor tour or an investor road show. This task may also include supporting the limited development of the presentation materials for the rating agencies.

TASK 4: REVIEW OF BOND DISCLOSURE DOCUMENTS

This task includes review and comment on Bond disclosure documents prepared by the financial advisors.

STUDY SCHEDULE

CDM Smith is prepared to initiate the additional services immediately upon receipt of notice-to-proceed. It is intended that these services should support the FBCTRA to the closing of the bond sale.

This project will be completed on an as needed basis as determined with the Client. Work will be billed on a time and material basis including hourly and related charges.

STUDY BUDGET

In return for the performance of the foregoing obligations, the FBCTRA shall pay CDM Smith a total amount not to exceed of \$30,710. A detailed breakdown of this cost is provided in Exhibit 1.



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We sincerely appreciate the opportunity to continue providing T&R services to the Fort Bend County Toll Road Authority. We hope this proposal meets your requirements. If not, we would be happy to discuss with you ways in which it could be made more responsive.

Sincerely,

Tobin Maples, AICP
Principal
Client Service Leader
CDM Smith Inc.

ACCEPTED BY CONTENT AND TERMS:

James D. Condry, PDS
NAME

Chairman
TITLE

Fort Bend County Toll Road Authority
ORGANIZATION

[Handwritten Signature]
SIGNATURE

October 21, 2015
DATE



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Proposal - FBCTRA 2015 Systemwide T&R Study Financing Support

<u>Personnel Category</u>	<u>Work Task / Person Hou</u>				<u>Total Hours</u>	<u>Average Rate</u>	<u>Salary Cost</u>
	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>			
Principal	2	2	2	8	14	\$90.00	\$1,260
Project Manager	12	12	12	2	38	\$75.00	\$2,850
Associate	4	8		0	12	\$65.00	\$780
Senior Engineer/Planner	2	10	20	0	32	\$55.00	\$1,760
Engineer / Planner	0	20		0	20	\$45.00	\$900
Assistant Engineer / Planner	0	22		0	22	\$35.00	\$770
Technician	0	2		0	2	\$30.00	\$60
Other Support Staff	8	0		0	8	\$30.00	\$240
Total Hours	28	76	34	10	148		
Total Salary	\$1,690	\$3,880	\$2,180	\$870			\$8,620
Overhead (175.89% of Salary)	\$2,973	\$6,825	\$3,834	\$1,530			\$15,162
Profit (10%)	\$466	\$1,070	\$601	\$240			\$2,378
Subtotal	\$5,129	\$11,775	\$6,616	\$2,640			\$26,160
<u>Direct Expenses</u>							
Travel	-	-	\$1,500				\$1,500
Subsistence	-	-	\$350				\$350
Report Productions (10 hard copies)	-	-	\$1,200	-			\$1,200
Field (travel time data)	-	-	-	-			\$0
Traffic Counts	-	-	-	-			\$0
CDS	-	-	\$1,500	-			\$1,500
Total Direct Expenses	-	-	\$4,550	-			\$4,550
Total Cost	\$5,129	\$11,775	\$11,166	\$2,640			\$30,710

Work Tasks

- Task 1: Project Admin and QA/QC
- Task 2: Financing Assistance; Stress Tests, etc.
- Task 3: Rating Agency Presentations/Meetings
- Task 4: Review of Financing Documents

ESTIMATED STUDY FEE

EXHIBIT 1