

EXHIBIT A

**WORK AUTHORIZATION NO. 2
AGREEMENT FOR PROFESSIONAL SERVICES**

THIS WORK AUTHORIZATION is made pursuant to the terms and conditions of Section XIII of the Professional Services Agreement entered into by and between Fort Bend County, Texas and HDR ENGINEERING, INC.(the Consultant), on the 23rd day of March, 2010.

PART I. The Consultant will perform professional services generally described as a basic sketch plan of a transit Command Center/Bus Operating Facility (BOF) in accordance with the project description attached hereto and made a part of this Work Authorization. The Consultant's Scope of Work, Labor Estimate, and Schedule are further detailed in Exhibits A, B, and C, respectively, which are attached hereto and made a part of the Work Authorization.

PART II. The maximum amount payable under this Work Authorization is nine thousand nine hundred and seventy-eight dollars and no/100 (\$9,978.00). This amount is based upon fees set forth in Exhibit B.

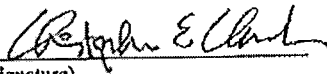
PART III. Payment to the Consultant for the services established under this Work Authorization shall be made in accordance with Section II of the Agreement.

PART IV. This Work Authorization shall become effective on the date of final acceptance of the parties hereto and shall terminate on May 15, 2012, unless extended by a supplemental Work Authorization as provided in the Agreement.

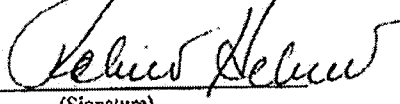
PART V. This Work Authorization does not waive the parties' responsibilities and obligations provided under the Agreement.

IN WITNESS WHEREOF, this Work Authorization is executed in duplicate counterparts and hereby accepted and acknowledged below.

**THE CONSULTANT
HDR ENGINEERING, INC.**


(Signature)
Christopher E. Claunch
(Printed Name)
Senior Vice President / Managing Principal
(Title)
4/20/12
(Date)

FORT BEND COUNTY, TEXAS


(Signature)
Robert Hebert, County Judge
(Title)
4-24-2012
(Date)

LIST OF EXIBITS

Exhibit A	Scope of Work
Exhibit B	Cost/Payment Agreement
Exhibit C	Schedule/Milestones

EXHIBIT A

Fort Bend County

Scope of Work

W.A. No. 2 - Transit Command Center/Bus Operating Facility

Introduction

Fort Bend County Transit (FBCT) is the primary provider of public transportation services in Fort Bend County (FBC). According to the 2010 U.S. Census Fort Bend County (FBC) increased its population from 2000 to 2010 65.1 percent to 585,357 and its nonfarm employment 42.4 percent to 111,961. To serve its growing population, FBCT operates demand response/local services within FBC as well as fixed route/commuter services to Greenway Plaza, Galleria/Uptown and the Texas Medical Center (TMC)

FBCT operates the following services:

- General Demand Response service for trips within Fort Bend County;
- Commuter services;
 - Three fixed route commuter services into Harris County from Rosenberg and Sugar Land to Greenway Plaza, Galleria/Uptown and Texas Medical Center

Other services in the planning stages but not yet implemented are:

- A new park and ride currently being studied for residents of FBC along the Westpark corridor. Service is expected to be operated to Greenway Plaza and the Galleria initially and then to TMC and the Westchase District,
- As the larger cities in FBC continue to grow, the need for fixed route service is expected to develop in cities like Richmond/Rosenburg, Sugarland, Missouri City and others

To properly serve the citizens of FBC, FBCT is continually trying to meet the growing need by planning and implementing transit services demanded by the public. In order to meet the need created by a growing fleet of transit vehicles, FBCT is pursuing a Transit Command Center/Bus Operating Facility that will be used to store and maintain their growing fleet of transit vehicles and house the administrative offices.

This Scope of Work and the attached budget will provide for a basic sketch plan of a transit Command Center/Bus Operating Facility (BOF) with the following elements.

- Minimal sketch plan of a Transit Command Center/BOF that will measure:
 - Major footprint of (including square foot space needs) the following facilities that may be required in this type of transit facility. These are but are not limited to:
 - Administration building;
 - Operations building;
 - Drivers room;
 - Locker rooms and restroom facilities;
 - Maintenance facilities;
 - Bus wash;

- Fueling facilities;
- Parking, including bus storage;
- And other necessary facilities;
- Overall facility space needs – number of acres required to build facility;
- Identification of potential facility sites currently identified by FBCT and whether these sites fit into the initial site plan of the proposed Command Center/BOF.

Scope of Work

Introduction

Planning for the implementation of a Transit Command Center/Bus Operating Facility includes the tasks described below. This feasibility study is intended to determine the minimum amount of land and square footage required to build a facility with the attributes listed above.

Task 1.0 – Tour METRO Bus Operating Facility (BOF) – Initial meeting with Fort Bend County Staff – Week of April 15, 2012 – Work will begin during the week of April 15, 2012 on Task 1. Due to the relatively short timeframe scheduled for this project, each week between April 15, 2012 and May 15, 2012 (the end-date of this WA) will see a milestone for this project become complete.

Task 1.1 Tour METRO BOF – The HDR Team will conduct a tour of an appropriate METRO BOF that will provide a practical model of what a BOF should look like in terms of the types of functions and their corresponding building footprints that will be needed in a facility for FBCT. The Consultant Team will tour a METRO BOF, take pictures of the various BOF functions and provide input into the following:

- Facility ROW needs;
- Transit vehicle parking needs;
- Non-revenue and employee parking needs;
- Visitor parking;
- Bus wash facilities;
- Bus and other non-revenue fueling facilities;
- Vehicle maintenance bus bays;
- Mechanic facilities;
- Storage;
- Parts inventory storage;
- Administrative team office space needs;
- Delivery dock(s); and
- Other BOF functions as deemed appropriate.

Task 1.2 – Meeting with FBCT Staff – On a date and time convenient to the Transit Director and The HDR Team:

- The HDR Team will meet with the Director of FBCT and staff to determine the functional areas currently utilized by FBCT;

- Analyze work flow of various departments to determine current and future staff needs both in administration and operations;
- Take pictures of various FBCT administrative and operating facilities for comparison purposes.

Task 2.0 – Analyze Work Flow of Various Departments to Determine Space Requirements – Week of April 22, 2012.

FBCT envisions a stand alone:

- Administration facility;
- Operations facility;
- Maintenance facility;
- Bus wash;
- Fueling facility.

All of these are to be on one contiguous site. Two site plans will be provided. One with combined building space and another for separate facilities because it is possible the County may elect to use existing County fueling, vehicle wash and maintenance facilities for the first few years.

Task 2.1 – Space Requirements - Administration – The Consultant Team will work with FBCT staff to identify and project the future employee population needed to operate, maintain and administer Transit operations to projected year 2035. Once the numbers of people needed to operate the system are identified, appropriate space will be allocated.

Space requirements will be considered for the following:

- Space need for the following:
 - Equipment storage;
 - Records storage;
 - Public meetings/other conference rooms;
 - Parts/Inventory;
 - Oil Recovery;
 - Water recovery on bus wash;
 - Use of recycled materials;
 - Water recovery for landscaping needs; and
 - Use of solar and other green building materials.

This task will require site visits as needed, analysis of the existing site and traffic patterns and client interviews.

Task 2.2 – Space Requirements - Maintenance - Based on fleet size and future projections the Consultant Team will assist FBCT in determining appropriate size for a maintenance facility as well as maintenance staff requirements. This task will require site visits (meetings) as needed, analysis of the existing site and traffic patterns and client interviews.

Task 2.3 – Space Requirements – IT – The Consultant Team will analyze the work flow of IT and all related computer needs that will result in space need requirements for FBCT. This analysis will include space needs for IT staff as well as other storage needs. This task will require site visits (meetings) as needed, analysis of the existing site and traffic patterns and client interviews.

Task 2.4 – Space Requirements – Vehicle Fueling and Bus Wash Activities – The Consultant Team will analyze the vehicle fueling and bus wash function to determine adequate space and location. For this task the Consultant Team will also take into account the type of fuel used to determine appropriate locations. This task will require site visits (meetings) as needed, analysis of the existing site and traffic patterns and client interviews.

Task 2.5 – Land and Construction – Based on the results of Tasks 2.1 thru 2.4, the Consultant Team will determine the number of acres needed to construct the facility and estimated associated construction costs. An analysis of water detention needs will also be conducted. This task will require site visits (meetings) as needed, analysis of the existing site and traffic patterns and client interviews.

Task 2.6 – Meeting with FBCT – Week of April 29, 2012 - The HDR Team will meet with the Director of FBCT and staff to present the final report for this WA. Time will be allotted for FBCT to review and provide comments to HDR.

Deliverables:

- Report summarizing space requirements for all departments identified in Task 2.1 through 2.5 above. The Consultant Team will concentrate on providing to FBCT deliverables that are more visual (schematic) rather than a lot of text;
- For this Work Authorization, the Consultant Team will provide only a basic schematic plan that will show building blocks, including parking without detailed site layout.
- Document Preparation/ images;
- For Task 2 – hours have been included in the budget to account for final document preparation and printing.

Task 3.0 – Final Report and Final Meeting with FBCT – Week of May 6, 2012 - The HDR Team will incorporate comments from the Draft Final Report into the Final Report document and attend one final meeting to deliver documentation and discuss next steps.

Task 3.1 – Final Report – The HDR Team will incorporate comments from the Draft Final Report into a Final Report document.

Task 3.2 – May 15, 2012 - Final Meeting with FBCT – The HDR Team will attend a final meeting with the Director of FBCT and/or members of Commissioner's Court to present the final report. This meeting is scheduled to occur on May 15, 2012 – the last day this Work Authorization is scheduled to be in effect. If for some unforeseeable event occurs that keeps the final report from being delivered on this date, the HDR Project Manager and FBC Transit Director will request an extension in advance.

Deliverables:

- Final Report that includes answers to comments from the Draft Final Report;
- For Task 3 – hours have been included in the budget to account for final document preparation and printing.

EXHIBIT B

Fort Bend County

Payment Schedule

W.A. No. 2 - Transit Command Center/Bus Operating Facility

Fort Bend County will pay HDR Engineering the contract total of \$9,978.00 upon receipt of final report.

AS PER ORIGINAL.



AS PER ORIGINAL

The image shows a technical drawing of a rectangular component. The top edge features a series of 12 small circular holes, with a larger hole on the left side. The component is divided into three horizontal sections by two lines. On the right side, there is a vertical slot. The drawing is oriented vertically on the page.

EXHIBIT C

Fort Bend County

Timeline

W.A. No. 2 - Transit Command Center/Bus Operating Facility

Week of April 15, 2012 - Complete Task 1.0

Task 1.1 - Tour Houston METRO BoF

Task 1.2 - Meet with FBCT staff to determine current office and maintenance functional areas utilized by FBCT.

Week of April 22, 2012 - Complete Task 2.0

Task 2.1 - Determine space requirements - administration

Task 2.2 - Determine space requirements - Maintenance

Task 2.3 - Determine space requirements - IT

Task 2.4 - Determine space requirements - vehicle fueling and bus wash activities

Task 2.5 - Land and construction.

Week of April 29, 2012 - Complete Draft Final Report

Task 2.6 - Deliver Draft Final Report - FBCT to review and submit comments to HDR for Final Report

Week of May 6, 2012

Task 3.1 - Incorporate comments from Draft Final Report into Final Report.

May 15, 2012 - Final Meeting/Deliver Final Report

Task 3.2 - Attend Final Meeting with FBCT and/or County Commissioners and deliver Final Report.