

**SUPPLEMENTAL AGREEMENT NO. 5
TO
AGREEMENT OF SEPTEMBER 15, 2010
FOR
ENGINEERING SERVICES for
Fort Bend Grand Parkway Toll Road, Segment D**

This Supplemental Agreement is made and entered into this 16th day of April, 2014, and modifies the ENGINEERING SERVICES AGREEMENT made with Brown & Gay Engineers, Inc. dated September 15, 2010 for engineering services for the Fort Bend Grand Parkway Toll Road, Segment D, as amended by various supplemental agreements.

The agreement is hereby modified as follows:

1. The first sentence of Section 2.a is replaced with the following:

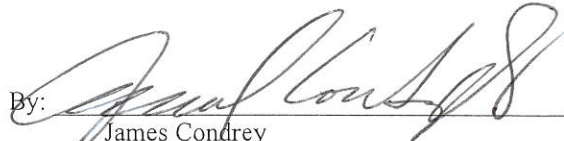
“Compensation for performance of services within the Scope of Services described in Attachment A will be as follows: The compensation shall be increased by \$350,000.00, for the additional work shown in Attachment A. The maximum amount payable under this agreement shall not exceed \$3,027,363.00, as shown in Attachment B.”
2. The Scope of Services shown in Attachment A shall be expanded to include Exhibit A-5, attached hereto.
3. The Compensation for Scope of Services shown in Attachment B shall be expanded to include Exhibit B-5, attached hereto.
4. The first sentence of Section 3 , Time of Performance, is replaced with the following:

“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 June 30, 2014.”

[Remainder of page intentionally left blank.]

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

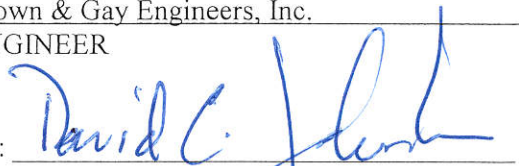
FORT BEND GRAND PARKWAY TOLL ROAD
AUTHORITY, a local government Texas
Corporation

By: 
James Condrey
Chairman, Board of Directors

ATTEST:

By 

Brown & Gay Engineers, Inc.
ENGINEER

By: 

Name: David C. Johnston, PE

Title: Senior Vice President

EXHIBIT A-5

ATTACHMENT A SCOPE OF SERVICES FORT BEND GRAND PARKWAY TOLL ROAD (SH 99) – SEGMENT D

GENERAL DESCRIPTION

This supplemental agreement is for additional Construction Management and Construction Inspection services due to the extended construction schedule past the original anticipated end date of December, 2013 (6 months of additional services).

CONSTRUCTION MANAGEMENT

Continue daily construction management as described in the previous supplemental agreements as well as the following additional services:

- Provide coordination between Transcore and the various construction contractors for the implementation of the tolling systems
- Provide additional management services for the toll gantry construction and the roadway construction contractors.
- Provide additional design review and change orders to correct conflicts with original Section design plans with the toll gantry construction contract.
- Additional coordination with utility providers (electric and communications) for the toll gantries.
- Provide additional review of sound attenuation for Section 1 (Riverpark Overpass).
- Additional coordination with toll gantry and overhead sign truss fabrication company.
- Review additional utility and access permits for the Grand Parkway

CONSTRUCTION INSPECTION

Continue daily construction inspection services:

- Provide a chief inspector to monitor project and construction inspection firms assigned to the project by the toll road authority. The chief inspector will assist with the day-to-day coordination with the inspectors, material testing technicians, and contractors, including sub-contractors. Also, the chief inspector will review the daily reports, daily contractor pay sheets, inspector and material testing time sheets, material testing reports, coordinate with the lab providers, and provide senior leadership guidance in resolving contractor issues.
- Provide additional inspection effort required due to the contractors and their sub-contractors working 7 days a week or other than an 8-hour shift per day (days and nights).

EXHIBIT B-5
ADDITIONAL SERVICES

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

BROWN & GAY ENGINEERS, INC

TASK DESCRIPTION	
CONSTRUCTION PHASE SERVICES	
CONSTRUCTION MANAGEMENT	\$ 126,300.00
CONSTRUCTION INSPECTION	\$ 223,700.00
TOTAL	\$350,000.00