

EXHIBIT II

WORK AUTHORIZATION NO. 3

This Work Authorization is made pursuant to the terms and conditions of the Professional Services Agreement ("Agreement") entered into by and between Williamson County, Texas, a political subdivision of the State of Texas, (the "County") and Raba-Kistner Infrastructure, Inc. (the "Engineer") executed on March 18, 2008.

Part1. The *Engineer* will provide the following engineering services: Professional Engineering Services for US 79 Section 3 Pass Through Finance project (*the "Project"*):

Professional Engineering Construction Management

- Manage the Request for Information (RFI) process.
- Negotiate and make recommendations for Change Orders. Prepare Change Orders for execution.
- Evaluate and recommend acceptance of contractor's CPM schedules.
- Maintain a current approved set of construction contract documents at the project site.
- Review and provide recommendation of acceptance to the County on the Contractor's monthly pay estimate.
- Manage Contractor receipt and dispersal of Contractor submittals to the GEC, then back to the Contractor.
- Revise or update the storm water pollution prevention plan in accordance with TPDES Permit TXR150000 Part III Section E.
- Identify construction issues that arise and advise the County in the resolution of those issues.
- Provide advice to the County in dispute negotiations and claim resolutions.
- Monitor utility relocation/adjustments for compliance with approved plans for the *Project*.
- Monitor Compliance with DBE requirements of construction contract provisions.
- Provide vehicles, communication devices (i.e cell phones, radios), computers, office supplies and internet service.
- Review and provide recommendation to the County on the acceptance of As-built drawings provided by the Contractor.
- Review Contractors final punchlist of incomplete and noncompliant construction items and perform final inspections of items prior to completion of the work and recommendation of acceptance, including coordination of walkthroughs with County and TxDOT.
- Assist County and TxDOT on audit reviews as required.
- As-built Final Plans will be signed and sealed by CEI engineer stating that the construction is in substantial compliance with the final as-built plans and specifications.
- Approve subcontractor agreements.
- Provide certification of material used at the end of the project.
- Obtain test reports from TxDOT for pre-approved material sources (such as box culverts), as required.

Provide Reports of Construction Activities

- Perform a review of the construction of the *Project* to monitor compliance with the *Designer's* plans and specifications and document construction activities using daily reports, journal, logs, or other, as necessary.
- Perform inspections in accordance with the environmental provisions of the PS&E, relating to the SW3P and provide reports to the County containing the results of the inspection.
- Perform inspections of the implemented Traffic Control Plan of the PS&E and provide inspection reports to the County.
- Provide advice to the County on modifications to the Traffic Control Plans to be provided by the Designer.
- Develop project progress meeting minutes and distribute to attendees.
- Provide weekly report of the construction project progress to the County and the GEC.
- Provide reports of the results of tests performed on materials used in construction in accordance with the QAP as required.
- Provide reports of Contractor compliance with DBE provisions of construction contract at the end of the project.
- Provide reports of Contractor compliance with Wage Rate provisions of construction contract at the end of the project.
- Provide notification of lane closures to TxDOT, GEC and the County received from the Contractor.
- Provide report of accidents in accordance with Section XI L. of the Agreement.

Meetings and Record Keeping

- Attend Pre-Bid and Pre-Construction Conferences.
- Attend project progress meetings.
- Maintain all records as detailed in the QAP for delivery to the County at project completion.
- Maintain a status report of change orders, RFIs, barricade inspection reports, schedule updates, shop drawing review and time extensions.
- Maintain current set of plans and specifications at project completion.
- Maintain list of contact information of stakeholders including County, TxDOT, cities, law enforcement, schools and emergency personnel.
- ▶ Provide weekly pictures of construction progress to be transmitted to the County with weekly progress report.

Materials Testing

Perform materials sampling and testing in accordance with the approved QAP.

Survey

- As requested by the GEC, review the data supplied by the County, check the horizontal and vertical control in the field, and compare the results with the supplied data. Provide compliance/non-compliance report to the County.
- Provide a field crew to check the contractor horizontal and vertical results of constructed facilities periodically for the *Project*. Provide compliance/non-compliance report to the County.
- * The Engineer will perform Additional Services consisting of Engineering Construction Management tasks, other than those identified above, as requested by the County. Engineer shall perform these Additional Services within the maximum amount payable, as set forth in Part 2

below. However, to the extent that such Additional Services cause the maximum amount payable, as identified in Part 2 below to be exceeded, the County agrees to increase the maximum amount payable in the amount of no more than the total of all such Additional Services.

- Part 2. The maximum amount payable for services under this Work Authorization without modification is \$1,186,379.00.
- **Part 3.** Payment to the *Engineer* for the services established under this Work Authorization shall be made in accordance with the Agreement.
- **Part 5.** This Work Authorization shall become effective on the date of final acceptance of the parties hereto and shall terminate on December 31, 2011, unless extended by a Supplemental Work Authorization.
- **Part 6.** This Work Authorization does not waive the parties' responsibilities and obligations provided under the Agreement.

Part 6. This Work Authorization is hereby accepted and acknowledged below.

EXECUTED this day of	_, 2010.	
ENGINEER: Raba-Kistner Infrastructure, Inc.		COUNTY: Williamson County, Texas
By: Signature		By:Signature
John A. Roberts Printed Name		Printed Name
<u>Vice President</u> Title		Title
		My 11/2011
		My 11 / 1

	Position/Service Description CONSTRUCTION MANAGEMENT	Unit	2010 Rate	2011 Rate	Qty	Sep-10 Cost (Qty	t-10 Cost	Qty (iov-10 Cost	Qly	Dec-10 Cost	J: Qiy	an-11 Cost	Qty F	eb-11 Cost	Qty	Mar-11 Cost	Qty Ar	Pr-11 Cost	May- Qty 0		Ju Hy	n-11 Cost Qty	Jul-11 Cost	Qty	ug-11 Cost	Sep-11 Qty Cost	Qty	Oct-11 Cost	Qty No	ov-11 Cost		Cost T	otal
P.E.S.	Project Manager	hr	\$232.46	\$240.59	45	\$10,460.51	100 5	23,245.58	100	\$23,245.58	90	\$20,921.02	100	\$24,059.18	32	\$7,698.94	32	\$7,698.94	40	\$9,623.67	32 \$7	,698.94	32 3	\$7,698.94 32	\$7,698.94	32	\$7,698.94	16 \$3,849.47	16	\$3,849.47	16	\$3,849.47	8	\$1,924.73	\$171,222.31
	Resident Engineer Senfor Inspector	hr hr	\$117.83 \$74.99					326,512.82 316,871.79		\$21,210.26 \$13,497.44	180	\$13,497.44	225	\$27,440.77 \$17,462.31	180		180	\$21,952.61 \$13,969.85	225 \$	\$27,440.77 \$17,462.31	180 \$21 180 \$13	952.61 1	80 S	21,952.61 225 13,969.85 225	\$27,440.77 \$17,452.31		\$21,952.61 \$13,969.85	180 \$21,952.61 180 \$13,969.85		\$27,440.77 \$17,462.31					\$352,384.82 \$222,370.24
P.E.S.	Inspector	hr	\$82.48 \$64.27	\$85.37		\$742.32		\$8,248.00	80	\$6,598,40				\$8,536.68		\$6,829.34		\$6,829.34		\$8,536.68	80 \$6			\$6,829.34 100					100	\$8,536.68	80	\$6,829.34	60	\$6,829.34	\$110,968.59
P.E.S.	Junior Inspector Records Keeper	hr	\$58.92	\$50.98	5	\$294.59	100	\$5,891.74	60	\$4,713.39	80	\$4,713.39	100	\$6,097.95	80	\$4,878.36	80	\$4,878.36	100	\$6,097.95	80 \$4	,878,36	60	\$4,878.35 100	\$6,097.95	80	\$4,878.36	80 \$4,878.36	100	\$6,097.95	80	\$4,878.36	80	\$4,878.36	\$79,031.77
	Administrative Technician Environmental Quality Specialist	hr hr	\$59.99 \$163.00			\$1,467.00	16	\$2,608.00	16	\$2,508.00	16	\$2,608.00	8	\$1,349.64					8	\$1,349.64			+	8	\$1,349.64				8	\$1,349.64					\$14,689,56
	Subtotal Construction Management MATERIAL TESTING	t			1	\$15,910.29		83,377.93		\$71,873.06		\$69,548.50	-	\$84,946.52		\$55,329.10		\$55,329.10	- 3	370,511.01	\$55	,329.10	\$	55,329.10	\$68,686.28		\$55,329.10	\$51,479.63		\$64,736.81	5	47,488.25	\$	45,563.51	\$950,667.29
1	Field Technician (2 hr. minimum)																		_				_						.				1.		
1.2	Junior Soil Technician Senior Technician (Soils or Concrete)	hr hr	\$49.49 \$56.24					\$2,474.53 \$1,743.42		\$2,474.53 \$1,743.42		\$2,474.53 \$1,743.42		\$2,048.91 \$1,804.44			31	\$1,804.44	31	\$1,804.44	31 51	.804.44	31	\$1,804.44 31	\$1,804.44	31	\$1,804.44	31 \$1,804.44	31	\$1,804.44					\$10,496.96 \$23,274.64
	Concrete Technician (ACI Grade I) Asphalt Technician	hr	\$49.49				6	\$295.94	6	\$296.94	6	\$296.94	- 6	\$307.34				\$307.34		\$204.89	-		-		<u> </u>										\$2,017.73
1.4.1	TxDOT Certified Technician (Level IA and IB)	hr	\$49.49						64			\$3,563.32		\$4,507.60				\$4,507,60				507.60 1	60	\$8,195.64 32	\$1,639.13										\$39,103.51
1.4.2	TxDOT Certified Technician (Level II) Field Testing Equipment (2 hr. minimum,	hr	\$56.24	\$58.21					10	\$562.39	10	\$562.39	12	\$698.49	12	\$698.49	12	\$698.49	12	\$698.49	12	\$698.49	12	\$698.49 10	\$582.03										\$5,897.82
	(echnician time not included)	اـــــــــــــــــــــــــــــــــــــ		60.50	4707	\$2,393.50 4	4707	£2 202 ED	4707	\$2.202.50	4707	\$2.202.50	1707	\$3 303 50	4707	\$2.202.50	4707	\$2 202 50	4707	\$2.203.60	797 63	202 50 42	107	\$2 202 EO 4707	\$2.203.50	4797	52 203 50	4787 \$2,393.50	4707	£2.707.60	A707	\$2.203.60	4707	\$2 202 50	\$38,296.00
2.2	Vehicle Concrete/Asphalt Coring Equipment	mi mi	\$0.50 \$33.74	\$34.92	2 4107	32,353.00	*****	92,033.00	4101	92,333.00	3	\$101.23		\$104.77				\$104.77		\$104.77				\$104.77 3		47.07	V2,033,00	4707 92,033.00	4701	1 02,000.00	7,0,	92,055.50	3101	32,003.30	\$834.65
	Core Bit Charges 3 Inch Diameter Core	ea	\$3.96	\$4.10												-	- 1		-			-	+	-							-		-		
2.2.1.2	4 Inch Diameter Core 6 Inch Diameter Core	ea ea	\$5.03 \$6.75	\$5.21					- 4	\$26.99	8	\$53.99	R	\$55.88	я	\$55.88		\$27.94	4	\$27.94		\$27.94		\$27.94 4	\$27.94	-			ļ						\$332.44
3	Testing of Soils and Base Materials	1"		1						720.00		******			Ĭ			427.41		42		127.42	1	75.02.1	¥=:										7772.77
	Sampling Field Nuclear Density (TEX-115-E)	hr ea	\$49.49 \$35.99			l	16	\$575.89	16	\$575.89	16	\$575.89	16	\$596.05	16	\$596.05	16	\$596.05	16	\$596.05	16 5	\$596,05	15	\$596.05 16	\$596.05										\$5,900.00
3.3	Sample Preparation (TEX-101-E) Natural Moisture Content (TEX-103-E)	ea	\$52.92 \$18.00	\$54.77	7		8	\$423.35 \$143.97	8	\$423.35 \$143.97	8	\$423.35 \$143.97	8	\$438.17 \$111.76		\$438.17 \$37.25				\$219.08				\$219.08 4		Ŧ			+-		\dashv		$-\top$		\$3,450.87 \$580.93
3.5	Sieve Analysis (TEX-110-E)	ea ea	\$65.24				4	\$260.95	4	\$260.95	4	\$260.95	4	\$270.08	4	\$270.08							_			_			ļ				_		\$1,323.02
3.6	Atterberg Limits (Liquid & Piastic Limits) (TEX-104- E,TEX-105-E,TEX-106-E)	ea	\$65.24	\$67.52	<u>.</u>		4	\$260.95	4	\$250.95	4	\$260,95	4	\$270.08	4	\$270.08					<u> </u>														\$1,323.02
	Percent Passing No. 200 Sieve (TEX-111-E)	ea	\$41.67				4	\$166.68	4	\$166.68	4	\$166.68	4	\$172.52	4	\$172.52	-		-T		$-\Pi$		\top				-		<u> </u>	<u> </u>	-T		$-\top$	-	\$845.08
	Bar Linear Shrinkage of Soils (TEX-107-E) if required by spec	ea	\$52.92	\$54.77	4		\perp																\perp		ļ	ļ			_	ļ					
3.9	Moisture Density Relationship (TEX-113-E) Compaction Test	ea	\$235.21	\$244.47	,		_1	\$236.21		\$236.21	1	\$236.21	1	\$244.47		\$244.47	1	\$244.47							ļ										\$1,442.03
3.10	Moishire Density Relationship (TEX-114-E, Part I) Compaction Test		\$236.21	\$244.47	1 1																					T									
3.11	Moisture Density Relationship (TEX-114-E, Part II)	1"											T										T						1	1					
3.12	Compaction Test Texas Triaxial Compression Test on Base Material	ea ea	\$258.70 \$1,860.40	\$267.76	6 I		+																\pm						 				-		
	TEX-117-E, Part II; including the following: Molding, Curing, and Testing 8 Specimens	ea	\$1,181.03	\$1,222.36																					+	\dashv							+		
3.3	Sample Preparation (TEX-101-E)	ea	\$52.92	\$54.77	7																		1												
3.5 3.6	Sieve Analysis (TEX-110-E) Atterberg Limits (Liquid and Plasito Limits) (TEX-104-	63	\$65.24	\$67.52	-						\vdash																		1				1		
3.8	E, TEX-105-E, TEX-106-E) Bar Linear Shrinkage of Soils (TEX-107-E)	ea ea	\$65.24 \$52.92	\$67,52 \$54.77	2 7	 			-																										
	Moisture Density Relationship (TEX-113-E)																						T										\neg		
	Compaction Test Wet Ball Mil (TEX-116-E)	ea	\$236.21 \$206.96	\$214.20	0 1														_														\dashv		
	Soil Specific Gravity (TEX-108-E) Soil Lime Compression Test (TEX-121-E)	ea	\$61.92 \$67.49		5	 													-1		_														
3.17	Resistivity of Soils (TEX-129-E) Lime Series Curve (TEX-112-E)	ea point	\$89.98	\$93.13	3		4	\$359.93	4	\$359.93		\$359.93	- 2	\$186.26	- ,	\$186.26			-				+						 				\dashv		\$1,452.32
	pH of Soil (TEX-128-E)	ea	\$80.34	\$83.15	5							1						£222.64																	\$1,373.63
	Thickness (TEX-140-E) Determining Sulfate Content in Solis (TEX-145-E)	ea ea	\$45,00 \$80.30				20	\$225.00 \$1.606.00		\$225.00 \$1,606.00	20	\$225.00 \$1,606.00	20	\$232.88 \$1,662.21	-	\$232.88	-	\$232.88					#			_									\$6,480.21
4.1	Testing of Concrete Sampling	hr	\$49.49	\$51.27	2						\vdash		\dashv						-+				-						+						
4.2	Aggregate Gradation Analysis (TEX-401-A)	ea	\$65.24				1	\$65.24	1	\$65.24	1	\$65.24	1	\$67.52	1	\$67.52	1	\$67.52					\perp		1	\dashv									\$398.28
	Specific Gravity of Aggregate (TEX-403-A) (Includes Absorption)	ea	\$50.67				!	\$50.67	1	\$50.67		\$50.67	_1	\$52.44	1	\$52.44	1	\$52.44			_		\perp												\$309.33
	Unit Weight of Aggregate Abrasion Test (TEX-410-A)	ea ea	\$33,74 \$224.96				1	\$33.74		\$33,74		\$33.74											_												\$101.23
	Decantation (TEX-406-A) Organic Impurities (TEX-408-A)	ea ea	\$28.17 \$44.99			-	1	\$28,17 \$44.99	1	\$28.17	1	\$44.99	-1	\$29.16	1	\$46.57							+												\$85.51 \$136.55
4.8	Soundness, Sodium, or Magnesium (TEX-411-A)	cyc						•																							\Box				
4.9	Concrete Cylinder Compressive Strength (TEX-418-E)) ea	\$22.50	\$23.2	8	ļ	4	\$89.98	4	\$89.98	4	\$89.98	4	\$93.13	_4	\$93,13	4	\$93.13					\perp		1			L	1_		\sqcup				\$549.35
4.10	Beam Flexural Strength (TEX-420-A or TEX-448-A)	ea	\$35.99	\$37.2											<u> </u>														ļ	1					
	Cearse Aggregate Angularity (Superpave) Fine Aggregate Angularity (Superpave)	ea ea	\$67.49 \$67.49	9 \$59.8		 			$\vdash \exists$		\vdash	-	+		\vdash		 						-						\vdash						
4.13	Flat, Elongated Particles (TEX-224-F)	ea	\$67.49				\neg						_		\square								1						ļ	 					
	Deleterious materials (Clay Lumps/Friable Part I) (TEX 413-A)	ea	\$59.67	7 \$61.70			1	\$59.67	Ш		ļl												\perp						 	ļ					\$59.67
4.15 5	Sand Equivalent (Clay Content.) (TEX-203-A)	ea	\$53.56	6 \$55.4·	4	 -	1	\$53,56			\vdash		\dashv		\vdash								+		1			 	+				-+	-	\$53.56
£ 4	Testing of HMAC (Testing Performed at OVR Lab) Sampling	hr	\$49.49	9 5512	2		-		ļ		 			- 1			$\vdash \vdash$		-		-	-+	+		<u> </u>	\dashv		-	-	ļ	·		_		
5.2	Specimen Molding, Bulk Density (3 per set)	ea	\$62.13	3 \$64.3					21	\$1,304.75		\$1,304.75			21	\$1,350.42	21	\$1,350.42	21	\$1,350,42	21 51	1,350.42	21	\$1,350.42 21 \$1,077.12 4	\$1,350.42	3	\$192.92						1		\$12,255.35
5.3 5.4	Gradation and Asphalt Content (TEX-236-F) Maximum Theoretical Specific Gravity, Rice Method	ea					\dashv			\$1,248.83		\$1,248.83		\$1,292.54			l 1	1 1	- 1	ļ	- 1				1										\$10,252.93
5.5	(TEX-227-F) Specific Gravity, Bulk	ea ea	\$44.95 \$22.50		8				21 21	\$944.82 \$472.41	21	\$944.82 \$472.41	21	\$977,89 \$488,94		\$977.89 \$488.94	21 21	\$977.89 \$488.94	21	\$977.89 \$488.94		\$977.89 \$488.94	21	\$977.89 21 \$488.94 21	1 \$977.89 1 \$488.94	3	\$139.70 \$69.85		\perp						\$8,874.56 \$4,437.28
5.6	Sand Equivalent (TEX-203-F)	ea ea	\$53.56 \$11.00	6 \$55.4·	4	ļ	_,	\$11.00											_		-		-						-				\neg		\$11.00
	Fineness Modulus				1	1	' -	V,1.00				42.5.5		4222		£3.00.00		p 200 00		5300.00		6226.62	7	P226 03 24			610.50						\neg		1
	Voids in Mineral Agor. (VMA) (TEX-207-F) (Calc. only Moisture Content (TEX-212-F)	n) ea ea	\$15.00 \$20.00	0 \$20.7	0				21	\$315.00 \$20.00		\$315.00	21	\$326.03	21	\$326,03	21	\$326.03	21	\$326.03	21	\$326.03	-11	\$326,03 21	\$326.03	3	\$46.58								\$2,958.76 \$20.00 \$1,725.00
	Hamburg Wheet Tracke (TEX-242-F) In-Place Air Voids (TEX-207-F)	ea ea	\$575.00 \$30.00	0 \$595.1			-+		21	\$1,725,00 \$630.00		\$630,00	21	\$552.05	21	\$652.05	21	\$652.05	21	\$652.05	21	\$652.05	21	\$652.05 21	1 \$652.05	3	\$93.15		_						\$1,725.00 \$5,917.50
6	Engineering Consultation	١.					_			\$1,079.79		\$1,079.79											1			\dashv			-					-	\$2,159.59
6.1	Senior Consultant/Project Principal Subtotal Materials Testin	ig.	\$134.9	7 \$139.7	J	\$2,393.50		\$11,604.35	8	\$22,932.53		\$1,079.79		\$21,435.54		\$18,691.77		\$16,441.19	1	\$15,429.21	\$16	5,224.32	1	18,912.36	\$12,024.01		\$4,740.13	\$4,197.94	<u> </u>	\$4,197.94		\$2,393.50	_	\$2,393.50	\$194,740.28
	SURVEY CONSTRUCTION QA - Subcontractor (SAM, Inc.)						***************************************																			Ll			1						
	Project Manager	hr	\$149.9		5 3	\$449.91	3	\$449.91					3	\$465.66	3	\$465.66			_		3	\$455.66	3	\$465.66	Ţ	_		3 \$465.66	3	\$465.66			_		\$3,693.80
Survey	Surveyor (RPLS) Survey Tech	he he	\$133.94 \$91.0	5 \$94.2	4 4	\$364.22							4	\$376.96	\Box						4	\$376,96	_		1			4 \$376.96	3						\$1,495.11
	Clerk 2-Person GPS Crew	hr hr	\$53.54 \$187.40	6 \$194.0	3 40	\$7,498.58							40	\$7,761.03							40 \$7	7,761.03	\pm			\vdash		40 \$7,761.03	3	ļ			-		\$30,781,65
Survey	2-Person Crew 3-Person Crew	pa.	\$133.94 \$155.3	0 \$138.5	9						 		\dashv		$\vdash \exists$		$\vdash \exists$		- [T															
	Subtotal Survey Construction Q				91 (29)	\$8,312.71 \$26,616.49		\$449.91 \$95,432.20	200000	\$94,805.69	2022	\$91,277.00		\$8,603.65 \$114,985.71		\$465.66 \$74,486.53	60,000	\$71,770.28	Access to	\$85,940.23		8,603.65 9,157.07	١.	\$465.66 74,707.12	\$80,610,29	35000	\$60,069.23	\$8,603.65 \$64,281.22		\$465.66 \$69,400.41	000000	\$49,881.75	000000	47,957.01	\$35,970.56 \$1,181,379
L	I	## (Sept.)	 ************************************	was promoted to be		. \$40,010,035	100000000000000000000000000000000000000	e25,431.20	10000	334 005 63	q 0.000000	991.4(1.00)	0.000000	v : 17,300./]:	1 1	#1 7,400.03	4	A1 +111 A-10	4200,000			*****	Sec. 1		400,010,23	45.000	AAA.A.02.23	407,501.21	•1	1 44444444		-10,001.50	190001111	*********	411019101