

**SUPPLEMENTAL AGREEMENT NO. 2  
TO  
AGREEMENT OF DECEMBER 19, 2012  
FOR TOLL SYSTEMS OPERATIONS AND MAINTENANCE AGREEMENT**

THIS SUPPLEMENTAL AGREEMENT is made and entered into this 19<sup>th</sup> day of February, 2014, and modifies the TOLL SYSTEM OPERATIONS AND MAINTENANCE AGREEMENT effective December 19, 2012 (the "Agreement"), by and between the Fort Bend Grand Parkway Toll Road Authority (the "Authority"), a Texas Local Government Corporation, and TransCore, LP ("TransCore"), a limited partnership organized under the laws of the State of Delaware.

The Agreement is hereby modified as follows:

1. In accordance with Section 1.02 of the Agreement, the Authority and TransCore approve the addition of services evidenced by the proposal attached as **Attachment 2** to this Supplemental Agreement, and the Scope of Work and Compensation shown in Exhibit A to the Agreement shall be expanded to include **Attachment 2**.


This Supplemental Agreement does not alter, modify, or otherwise change any part of the Agreement, except as specifically stated in this Supplemental Agreement.

**[Remainder of page intentionally left blank.]**

Supplemental Agreement No. 2  
To Agreement of December 19, 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, a local government Texas  
corporation

By:   
James D. Condrey  
Chairman, Board of Directors

ATTEST:

By:   
Asst. Secretary, Board of Directors

TRANSCORE, LP

By:   
Name: Whit Hall  
Title: Senior Vice President

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**Attachment 2**  
**ADDITION OF SERVICES**  
**Fort Bend Parkway, Segment B-1**

## GENERAL DESCRIPTION

Fort Bend County Toll Road Authority is constructing an extension of the Fort Bend Parkway from State Highway 6 to Sienna Parkway, Segment B-1, and includes one tolled location.

The Grand Parkway Toll Road Authority (GPTRA) has contracted with TransCore, LP for the development, design, procurement, implementation, system testing, operations and maintenance and one-year warranty of a toll system for tolling locations located along Segment D of the Grand Parkway. On January 16, 2013, the GPTRA entered into Supplemental Agreement No. 1 with TransCore to provide toll system implementation services for Fort Bend Parkway, Segment B-1.

This supplement to the Toll System Operations and Maintenance Agreement of December 19, 2012 provides for the additional monthly labor costs to operate and maintain Fort Bend Parkway, Segment B-1. It also includes Segment B-1's portion of the monthly costs associated with the operations and maintenance of the Disaster Recovery Site (DRS) for the Fort Bend County toll road system.

Cost of this additional operations and maintenance for Segment B-1, including the portion of the Disaster Recovery Site, shall be in the following amounts and quantities:

FBCTRA SEGMENT B-1	UNIT PRICE	QUANTITY	TOTAL
Additional Operations (4 B-1 lanes)	\$1,211.72	43	\$52,103.96
Additional Lane Maintenance (4 B-1 lanes)	\$3,058.11	43	\$131,498.73
Additional Software Escrow (4 B-1 lanes)	\$1,123.91	5	\$5,619.55
Additional Performance Audit (4 B-1 lanes)	\$3,532.05	3	\$10,596.15
Additional Lane Decommissioning (4 B-1 lanes)	\$17,456.97	1	\$17,456.97
Additional Lane Decommissioning (new DRS)	\$1,250.00	1	\$1,250.00
Additional Operations (new DRS)	\$497.37	43	\$21,386.91
Additional Software Escrow (new DRS)	\$191.90	5	\$959.50
TOTAL			\$240,871.77

### NOTES:

Additional Software Escrow for DRS = 7/8 for D and 1/8 for B-1

Additional Lane Decommissioning for new DRS = 7/8 for D and 1/8 for B-1

Additional Operations for new DRS = 7/8 for D and 1/8 for B-1