

**SUPPLEMENTAL AGREEMENT NO. 4
TO
AGREEMENT OF APRIL 17, 2013
FOR VIOLATIONS PROCESSING SERVICES AGREEMENT**

THIS SUPPLEMENTAL AGREEMENT is made and entered into this 13th day of August 2014, and modifies the VIOLATION PROCESSING SERVICES AGREEMENT effective 17, 2013 (the "Agreement") by and between the Fort Bend Grand Parkway Toll Road Authority, a Texas Local Government Corporation (the "Authority"), and Xerox State & Local Solutions, Inc., a corporation organized under the laws of the State of New York (herein called "Xerox").

The Agreement is hereby modified as follows:

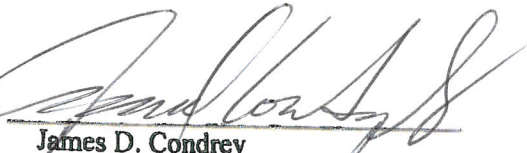
1. In accordance with Section 1.02 of the Agreement, the Authority and Xerox approve the change order attached hereto, which shall be included in the Agreement as **Exhibit H**.

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

Supplemental Agreement No. 4
To Agreement of April 17, 2013

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

XEROX STATE & LOCAL SOLUTIONS, INC.

By: 
Name: Thomas F. Dorazio
Title: SVP

Supplemental Agreement No. 4
To Agreement of April 17, 2013

Exhibit H
CHANGE ORDER

**Exhibit H
CHANGE ORDER**

The following changes are incorporated into the Agreement:

1. Exhibit A, Scope of Work, Operations, is revised to add the following:

A. Two New Roadways

The Xerox Violations Processing System (VPS) will be modified to include an additional Authority called the Fort Bend County Toll Road Authority (FBCTRA). The two (2) new additional roadways are Westpark Tollway and Fort Bend Parkway as noted in this change order.

The following VECTOR modules will be modified to incorporate the new Authority:

Module	Description
CAMS	Customer Account Management System
FPMS	Financial Processing Management System
IVR	Interactive Voice Response
LICA	License Plate Matching
QATP	Quick Automation Toll Processing
TPMS	Transaction Management System
VEMS	Violations Enforcement Management System

The VPC components mentioned below will be customized and configured to support the additional FBCTRA Authority:

1. To process the transaction for the FBCTRA Authority, the TPMS, VEMS, CAMS, FPMS subsystems, Mailhouse, BPO, and Collections will require customization and configuration changes to support the two (2) new roadways.
 - a. Transaction processing engine will be configured to process transactions from the new Authority and segregated from the existing GPTRA Authority. The QATP, Image processing, BPO, LICA will also require additional changes accommodate the 2 additional roadways.
 - b. Violation Processing System which includes DMV and skip-tracing will be configured for processing the transactions from the Authority.
 - c. CAMS and Financial Management System will require changes to distinguish the transactions and post to the respective revenue Authorities.

- d. The interfaces will require configuration changes to segregate and post the transactions by the revenue Authority.
 - e. Modifications for CYS payment processing to accommodate the changes for new additional roadways.
 - f. Xerox will extend the infrastructure to accommodate the additional volumes from the 2 new roadways. This effort also includes reconfiguring existing Servers, additional DB storage and file system storage to accommodate images files.
 - g. Websites statics will be modified to accommodate the additional roadways
 - h. IVR will be modified and generalized to accommodate the additional roadways.
 - i. Modifications to support the external interfaces i.e., MG to process the transactions across multiple revenue Authorities.
 - j. Development of a new design document to articulate the transaction and processing across multiple Authorities.
 - k. Modifications to existing ICD, Business Rules:
 - TRX files from Transcore
 - Image files from TC
 - iToll file from Xerox to TC
 - iToll recon file from TC to Xerox
 - Modification to FVL file across the 2 Authorities
 - Acknowledgement Files
2. Project Documentation
- a. Detail Design Document (2 additional agencies)
 - b. Requirements Document (updates to RTM)
 - c. Operational Full System Integration Testing (OFSIT) procedures/test script
 - d. Standard Operational Procedures (SOP) updates
3. Program Management
- a. Xerox will provide a project schedule to Fort Bend 30 days after NTP for baseline approval.
 - b. Xerox will provide a project schedule for the development, testing and deployment on a monthly basis after schedule is baselined.
 - c. Xerox shall submit the RTM, Business rules and ICD to Fort Bend 45 days after NTP for review and approval.
 - d. Xerox will hold weekly status meeting and provide a status report recording action items.
4. Testing: Operational Functional System Integration Testing (OFSIT)
- a. Within 15 days after software development has completed, Xerox shall conduct an Operational Functional System Integration Test (OFSIT) that will demonstrate the VPC operation and system functionality, external interfaces and VPC system at the Germantown, MD facility. During the test Xerox will

- capture any major or critical defects, provide resolution to each noted defect and retest these failures prior to Operational testing.
- b. Within 15 days after OFSIT Xerox will submit a summary report to FBCTRA for sign-off on the VPC system noting all critical issues have been resolved.
- c. FBCTRA will authorize System Go-Live on approval of the signed-off OFSIT test Summary report.

5. Operational Testing (Monitoring after Go-Live)

- a. Within ten (10) days after the approval of OFSIT sign-off by Fort Bend, Xerox will perform an Operational testing for a period of thirty (30) consecutive days to verify that all functional elements are in conformance with the FBCTRA approved requirements and Xerox software design. At a minimum Xerox will be required to provide:
 - Full functional, technical, and peripheral testing;
 - Interface testing (TransCore, BPO, DMV, Collection agency(s))
 - Processing of actual lane data (sample data is acceptable if lane data is not available for testing.
- b. During the Operational Testing Xerox shall document all critical failures and note the resolution in a Summary Report. Xerox will submit a summary report to FBCTRA no later than fifteen (15) days after the 30 consecutive days of monitoring the system.
- c. FBCTRA will provide System Acceptance to Xerox after sign-off on the Operational Test Summary report.

6. System Acceptance

System Acceptance is deemed after Xerox has demonstrated no critical failures during the 30 consecutive days of Operational testing and sign-off on the Operational Test Summary Report.

B. Tag Validation List (TVL) Automated Process Software Requirements

- 1. Xerox shall send all transactions as iTolls accepted by BPO as valid plates, and transmit back to TransCore via iToll file.
- 2. Xerox shall check all valid plates against the predefined account list, not including violation accounts, prior to sending to TransCore as iToll (Non-revenue list, Fleet Account list, etc.)
- 3. Xerox shall transmit all iToll rejects from TransCore to DMV for address lookup.

4. Xerox will revise the Financial and Transaction reports (22 reports) to accommodate the 2 additional roadways as referenced in Section C.

Proposed Delivery Schedule for TVL Automation:

NTP August 1, 2014

Deployment into Production: September 26, 2014

Note: This change order does not include the effort for the manual TVL process. The cost for this effort will be provided separately.

C. Reports

Xerox shall provide enhancements to the existing 22 reports to allow for the addition of the two roadways as agencies. The reports will be modified to show the data and totals and subtotals by Revenue Authority. The appropriate reports can be run by the Revenue Authority to show transactions/revenue details by authorities or combination of both.

The following reports as listed below:

1. PDR Summary of Deposit
2. PDR 57 PDR Summary by Payment
3. 58 PDR Summary by Transaction
4. F3M Processor Reconciliation
5. FIN1001 Trail Balance
6. FIN1002 Subsidiary Account
7. Q14 Refund
8. 213 Violation Reconciliation
9. 22A Distribution of Funds
10. 55B Violation Account Receivable
11. Nixie and Skip Tracing
12. F1M Daily Credit Card Reconciliation
13. 33 Video Image Processing

14. 35A Summary of Transaction by Rejected
15. 36A Image Review Statistics Imaging to Noticing
16. VIOL1005 Transaction Reconciliation
17. VIOL0038 Violation Payments by Plaza
18. VIOLVCD Violation Citation Detail
19. VINPD Violation Status Daily
20. VINPD Violation Status Month
21. 318 DMV Request and Rejected Plates
22. 319 DMV Address Accuracy Statistics

2. Exhibit B, Compensation, is revised to add the following:

Pricing and Payment Schedule

Implementation Milestone Payments

Criteria	Percentage	Milestone Amount	Expected Completion Date
<u>New Roadways</u>			
Notice to Proceed	10%	\$ 36,698	08/01/2014
Development Complete	40%	\$146,791	11/01/2014
OFSIT (Testing)	30%	\$110,093	12/31/2014
Westpark Tollway Go-Live	10%	\$ 36,698	01/01/2015
Fort Bend Parkway Go-Live	10%	<u>\$ 36,697</u>	02/01/2015
Total		\$366,977	

Tag Validation List (TVL) Automated Process Software Requirements

Notice to Proceed	50%	\$ 49,365	08/01/2014
Deployment into Production	50%	<u>\$ 49,365</u>	09/26/2014
Total		\$ 98,730	

Operational Payments – begins upon commencement of operations

FIXED FEES

Monthly Fixed Fee for Violations Processing effective January 1, 2015 for the Fort Bend Grand Parkway and the Westpark Tollway: \$172,385

Monthly Fixed Fee for Violations Processing effective February 2015 for the Fort Bend Grand Parkway, Westpark Tollway and Fort Bend Parkway: \$192,835

VARIABLE FEES

Monthly billing will increase incrementally at a cost of \$0.75 per transaction when violation transactions exceed 140,000 in a given month for three consecutive months. With the fourth occurrence and each additional consecutive occurrence, Xerox will bill an additional \$0.75 per each transaction over 140,000.

ADJUSTED FEES

1. Not more often than twice per year, the average number of Violation Transactions received by the Violation Processing Center (VPC) per month shall be calculated. If the average number of Violation Transactions being sent to the Violation Processing Center each month for the preceding six month period has decreased by 10% or more, the fixed monthly fee will be adjusted by Change Order.
2. Violation Transaction - A Violation Transaction is hereby defined as any transaction that is received by the Violation Processing Center and actually posted to a violation account.
3. For the purposes of determining the percentage of violations to be paid the percentage shall be calculated by dividing the amount collected on toll collection notices (collection letters) by the total amount forwarded to collections for the same period.

LIQUATED DAMAGES:

Xerox will provide Fort Bend hardware (router) to gain access to the Xerox Vector system pertinent to the Fort Bend Violation Processing System (VPC). Fort Bend has provided the IP addresses with confirmation from Comcast to configure the router for Fort Bend Network. The hardware with the FB configuration settings is required to gain access and will be shipped on or before August 31, 2014. . Fort Bend must provide a Network Engineer and Comcast technician (if required) to work with the Xerox technician to gain access to the VPS within five (5) business days of receiving the router. Should this access not be provided by the specified date above due solely to the fault of Xerox, Fort Bend will charge Xerox liquidated damages in the amount of \$100 per day until the access is provided.

The following changes are incorporated into the Agreement:

Agreement, Exhibit D

1. PO#14 of Exhibit D of the Agreement is hereby deleted and replaced with the following:

14	Collections	Calls made to validated non-cellular phone number	Up to a minimum of (1) phone attempt every 7 calendar days made during the 90 days	97%	Monthly/ Call is made	Monthly system report to be determined	If monthly average <97% compliant then \$500 per non-compliant day
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Agreement, Statement of Work

2. The paragraph captioned "Collections" in the Statement of Work of the Agreement, is hereby deleted and replaced with the following:

Collections: Each TVN that goes unpaid for a period of forty-five (45) days will be subject to collections. Collections, handled by the VPC, will result in a penalty to be added on to the violation account balance. Once an account has been sent to collections, violators will have at least ninety (90) days to pay the expected amount. While in collections, unless otherwise agreed to by FBGPTRA the VPC is required to make one (1) contact attempt per week by phone or letter to each violator. An attempt constitutes a phone call made to a known working, non-cellular number, waiting till it is answered, reaches voice mail, or rings for six (6) ring tones without an answer and or a letter sent to a valid address. Exceptions to the above are:

- a) Accounts in current payment plan
- b) Accounts that have made a payment within the last 30 days
- c) Accounts that have had the same phone # called 8 times and no answer or returned call from that #
- d) Accounts where a cease and desist has been communicated
- e) Accounts which have been identified as Bankruptcy, Deceased or Active Military Duty
- f) Accounts with no good phone # or address must be skipped monthly

g) Accounts in an active dispute

If the VPC is able to collect the full outstanding balance prior to the collections period expiring, enters into a payment agreement, receives a cease and desist notice, or is otherwise removed from an active status the minimum number of attempts at Customer contact will be ignored. The VPC will adhere to all applicable federal and state collection laws as well as the State of Texas Bar Association laws when VPC is engaged with collection law firms for the adjudication and/or collection of TVNs.

Acronyms

Acronyms	Description
BPO	Business Process Outsourcing
CAMS	Customer Account Management System
FBGPTRA	Fort Bend Grand Parkway Toll Road Authority
FBCTRA	Fort Bend County Toll Road Authority
FPMS	Financial Processing Management System
FVL	Flagrant Violator List
IMRV	Image Review
IVR	Interactive Voice Response
LICA	License Plate Matching
QATP	Quick Automation Toll Processing
TMS	Transaction Management System
VEMS	Violations Enforcement Management System
VPC	Violations Processing Center
VPS	Violations Processing Services