

**SUPPLEMENTAL AGREEMENT NO. 1
TO
TOLL SYSTEM IMPLEMENTATION AGREEMENT OF JULY 16, 2014**

THIS SUPPLEMENTAL AGREEMENT is made and entered into this 17th day of December 2014, and modifies the TOLL SYSTEM IMPLEMENTATION AGREEMENT effective July 16, 2014 (the "Agreement"), by and between the Fort Bend County Toll Road Authority (the "Authority"), a Texas Local Government Corporation, and TransCore, LP, a Delaware Limited Partnership, hereinafter called (the "Contractor").

The Agreement is hereby modified as follows:

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1. The first sentence of Section 2.02. is replaced with the following sentence:

"The Maximum Compensation for the Scope of Work under this agreement is \$4,324,000.00."

2. The Scope of Services and Compensation for the Scope of Services shown in Attachment A shall be expanded to include Exhibit A-2, attached hereto.

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.]

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

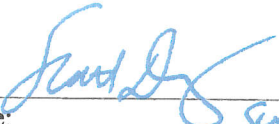
FORT BEND COUNTY TOLL ROAD
AUTHORITY, a local government Texas
corporation

By: 
James D. Condrey
Chairman, Board of Directors

ATTEST:

By: 
Asst. Secretary, Board of Directors

TRANSCORE, LP

By: 
Name: SCOT DOERING
Title: VICE PRESIDENT

**EXHIBIT A-2
 ATTACHMENT A
 CHANGE ORDER TO
 TOLL SYSTEM IMPLEMENTATION AGREEMENT
 OF JULY 16, 2014**

1. Scope – Westpark Tollway and Ft. Bend Parkway Tolling Communications Integration

The following outlines the proposed scope in order to integrate the FBCTRA’s toll plaza communications back to TransCore’s toll data center:

- a. All toll sites on the Ft. Bend section of the Westpark Tollway and the Ft. Bend Parkway are to be tied into existing fiber optic trunk line on each respective corridor.
- b. Westpark and Ft Bend would each receive a new point of Comcast demarcation which would in turn be integrated back to TransCore's data center (separate from CCTV communications).
- c. TransCore would pay for the “last mile” demarcation infrastructure; however, FBCTRA would pay for the re-occurring monthly cost of demarcation under their current tolling contract.

2. Compensation Information

The following table outlines the total compensation for the aforementioned scope:

ITEM	DESCRIPTION	PRICE
	Tolling Communication	
1	Tolling Communication & Integration	\$ 148,000.00

Table 1 – Compensation Breakdown