

**SUPPLEMENTAL AGREEMENT NO. 7  
TO  
AGREEMENT OF APRIL 17, 2013  
FOR VIOLATIONS PROCESSING SERVICES AGREEMENT**

THIS SUPPLEMENTAL AGREEMENT is made and entered into this 17<sup>th</sup> day of February 2016, and modifies the VIOLATION PROCESSING SERVICES AGREEMENT dated April 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:

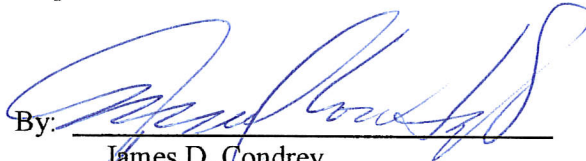
- 1. In accordance with Section 1.02 of the Agreement, the Authority and Xerox approve the change order attached hereto, which shall be included in the Agreement as Exhibit K.**

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

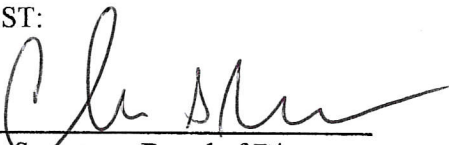
Supplemental Agreement NO. 7  
To Agreement of April 17, 2013

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

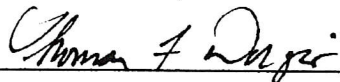
FORT BEND GRAND PARKWAY TOLL ROAD  
AUTHORITY, a local government Texas  
corporation

By:   
James D. Condrey  
Chairman, Board of Directors

ATTEST:

By:   
Secretary, Board of Directors

XEROX STATE & LOCAL SOLUTIONS, INC.

By:   
Name: Thomas F. Dorazio  
Title: SVP

**EFFECTIVE DATE**

THIS AGREEMENT IS EFFECTIVE ON THE DATE IT IS APPROVED BY THE FORT BEND COUNTY COMMISSIONERS COURT, AND IF NOT SO APPROVED SHALL BE NULL AND VOID.

DATE OF COMMISSIONERS COURT APPROVAL: \_\_\_\_\_

AGENDA ITEM NO.: \_\_\_\_\_

Exhibit K  
CHANGE ORDER

The following changes are incorporated into the Agreement:

- **Exhibit A, Scope of Work, Operations, is revised to add the following:**

**A. VPS Initial Toll Notice Implementation**

Fort Bend County Toll Road Authority ("FBCTRA") requested Xerox to implement a new process to incorporate an Initial Toll Notice ("ITN") for the Fort Bend County customers utilizing the Fort Bend Grand Parkway, Westpark Tollway & Fort Bend Parkway. The ITN will allow Fort Bend customers additional time to pay their violation notices using the non-tag toll rate.

The VPS system will have a five (5) day buffer from the 1st ITN due date for notices that are unpaid for ten (10) days. (Ref: Attachment A to this change order.)

As with the TVN, the VPS Notice escalation process will maintain the levels of notices that are used to identify the escalation level. In accordance with FBCTRA processing business rules, Xerox will configure the appropriate fields to escalate from ITN to TVN. If a notice remains unpaid after the violation process, notice will then be sent to a collection agency for further processing.

To incorporate this change, the following sections of the Detail Design Document (DDD) will be added and modified:

- Initial Toll Notice (ITN) Process (New)
- Initial Toll Notice Mailing (New)
- Mail House Return Process (Updated)
- Toll Violation Notice (Updated)
- Collection, IVR, Web and MoneyGram and Lockbox (updated)

These interfaces require changes to handle the inclusion of the new ITN.

Table 1-1: VECTOR Modules affected by the Initial Toll Notice Process

Software Module	Description
CAMS	<p>Customer Account Management System</p> <p>The Customer Account Management Subsystem provides all of the functions required to enroll and maintain customer accounts, including changes and additions to account features (e.g.: transponders and vehicle information). This module also provides historical views of both posted toll and financial transactions</p>
FPMS	<p>Financial Processing Management System</p> <p>The Financial Processing Management Subsystem provides tracking and accounting of all revenues for customer account management and violation enforcement. FPMS will also include provisions for adjustments, reversals, refunds and handling other disputes.</p>
TPMS	<p>Quick Automation Toll Processing</p> <p>The Transaction Processing Management Subsystem focuses on pre-processing, posting and reconciling every vehicle transaction that is either transponder-based or image. This module also handles all of the reciprocal transactions arising from the use of other toll system facilities by accounts held in the FBCTRA system, in full compliance and conformance with current IAG specifications.</p>
VEMS	<p>Violation Enforcement Management System</p> <p>The Violations Enforcement Management Subsystem handles all functions related to the processing of violation transactions received from the lanes. It also identifies and categorizes the subsequent violation notices, escalations, DMV holds and Registered Video Account prepayments. VEMS handles receipt and processing of disputes, revenues and final disposition. This module also handles image review, interfaces with DMVs to obtain customer names and addresses and interface with both collections and DMVs for delinquent violations.</p>
REPORTS	<p>The Reporting Subsystem handles the production of various reports, including operational and management, financial, transactional and violations, throughout all modules, in order to satisfy the requirements of ETC and call centers.</p>
WEB	<p>WEB Online</p>
IVR	<p>Interactive Voice Response</p>

- Modify the following existing reports to support the escalation process. (10 reports)

Table 1-1 Reports

Report	Name
VIOL1005	Transaction Reconciliation
V3	Monthly Toll Evasion Summary
213	Violation Reconciliation
FIN1001	Trail Balance
FIN1002	Subsidiary Account
VIOL0038	Violation Payments by Plaza
VIOLVCD	Violation Citation Detail Report
360 and 361	Violation Aging Report
V1NP	Violation Transaction Processing Report

- Modify the web site, static pages to show the Initial Toll Notice process.
  - Modify ITN payment logic on the website to allow processing of the ITN payments, appeals.
- Web site static page mock-ups for the new Initial Toll Notice (ITN)
  - Modify the VPS to allow processing of ITN notice payments IVR.
  - Testing will be done on the ITN escalation jobs, Web, IVR, interfaces in a QA environment. Upon completion of internal testing Xerox will provide Fort Bend a Test Summary Report which will publish the results.
  - Xerox will monitor Operations CSC for a period of 45 days to ensure proper operations.
  - Update the appropriate sections of the “As Built” DDD/RDD for Fort Bend approval.
  - Review and approve the Fort Bend Business Rules to include the ITN level notice change.
  - Modify vendor Interface Control Documents (ICDs) to incorporate the ITN level.

Vendor ICD
AST (aka DataPalette) –Mail House
Perdue Brandon /Linebarger- Collections
CYS - Lockbox

- Xerox will deliver the ITN Change Order 90-120 days after Notice to Proceed (NTP).
- Coordinate the ITN template changes with FBCTRA to the mail house. See Attachment C.

**B. Fort Bend / RS&H Responsibilities**

1. Review and approve the updated sections of the "As Built" DDD/RDD.
2. Submit updated Fort Bend Business Rules noting adjustments to toll noticing time line and escalation fees.
3. Review and approve the Xerox ITN.
4. Review and approve the Internal Test Summary Report.
5. Submit updated Fort Bend CSR scripts noting ITN time line changes and escalation fees.
6. Submit updated Fort Bend Standard Operating Procedures (SOPs) noting ITN time line changes and escalation fees.

**C. Assumptions**

1. Xerox will submit ITN every 10 days for any transactions occurring on an account. Xerox will no longer use the current five transaction threshold.
2. FBCTRA will modify the Business Rules to waive the five transaction threshold.
3. Mail house will modify the ITN template to handle the escalation fee and date change.
4. Fort Bend & Xerox will update the Business Rules document before NTP.
5. The ITN level change applies to any new and existing unbilled transactions after Software Go-Live.
6. Changes to the IVR will be on the back end. Updates to the Call Tree and Voice Talent are required based upon the current script utilized in the call tree. The IVR will need to be modified to distinguish the difference among Notice levels to accommodate the request being processed.
7. Update the Website in accordance with the Mock-ups.
8. Xerox will start work on the Initial Toll Notice (ITN) project 30 days after FBCTRA issues NTP.

**D. Success Criteria**

1. Operations CSC will validate on the level ITN in the Production environment.
2. Evidence of the ITN will be supplied to FBCTRA within 5 business days.
3. System Acceptance:  
Fort Bend will issue Xerox System Acceptance on the 31<sup>st</sup> day after Xerox has completed 30 consecutive days of Operational monitoring following the FBCTRA authorization date of Go-Live.

**E. Exhibit B, Compensation, is revised to add the following:**  
Pricing and Payment Schedule for implementing Initial Toll Notice

Implementation Milestone Payments

<b>Criteria</b>	<b>Percentage</b>	<b>Milestone Amount</b>	<b>Expected Completion Date</b>
Invoicing Process			
Notice to Proceed	50%	\$148,325.50	3/1/2016
Development Complete	30%	\$88,995.30	5/10/2016
Test Report Summary	10%	\$29,665.10	5/24/2016
Software Deployment Go-Live	10%	\$29,665.10	6/1/2016
Total	100%	\$296,651.00	

Operational Payments – begins upon commencement of operations

**FIXED FEES**

Monthly Fixed Fee for ITN Issuance anticipated go live date June 1, 2016,

O&M Continued Effort \$5,291.00 monthly

The monthly Operational Payments will begin on the first month of completion and acceptance. The Supplement Agreement will be revised to include the additional \$5,291.00 monthly fixed fee.

**VARIABLE FEES**

The Initial Toll Notice will maintain the \$1.209 per unit price to remain consistent with other violation notices issued under this contract.

<b>Fort Bend Violation Process</b>						
		Initial Toll Notice		Violation Process		Collections
		30 Days	Initial Toll Notice (ITN)	30 Days	30 Days	90 Days
(Example)				TVN	Final TVN	Collections
<b>Tolls</b> (Grand Privvy Non-Tag Rate = \$0.50)	7	\$3.50		\$3.50	\$3.50	\$3.50
<b>Initial Toll Notice</b> (\$2.50 violation fee per notice)	1	\$2.50		\$2.50	\$2.50	\$2.50
<b>TVN Txn - Viol Fee</b>						
· \$5 Admin fee per txn	7	\$0.00		\$35.00	\$35.00	\$35.00
<b>TVN Late Fee</b>						
· \$5 Final notice fee per notice	1	\$0.00		\$0.00	\$5.00	\$5.00
<b>Collection Fee</b>						
· \$14 per transaction	7	\$0.00		\$0.00	\$0.00	\$98.00
<b>Court Charges</b>						
1) Summons Fee = \$50.00	1	\$0.00		\$0.00	\$0.00	\$0.00
2) Court Cost = \$60.00						
3) Legal Fee = \$50.00						
<b>Total Due</b>		\$6.00		\$41.00	\$46.00	\$144.00
First notice sent no later than 15 days after the first toll incurred.						
						\$160.00
						\$304.00

# CERTIFICATE OF INTERESTED PARTIES

FORM 1295


1 of 1

Complete Nos. 1 - 4 and 6 if there are interested parties. Complete Nos. 1, 2, 3, 5, and 6 if there are no interested parties.	<b>OFFICE USE ONLY</b> <b>CERTIFICATION OF FILING</b>
<b>1 Name of business entity filing form, and the city, state and country of the business entity's place of business.</b> Xerox State & Local Solutions, Inc. Fairfax, VA United States	<b>Certificate Number:</b> 2016-21819  <b>Date Filed:</b> 03/04/2016
<b>2 Name of governmental entity or state agency that is a party to the contract for which the form is being filed.</b> Fort Bend County Toll Road Authority	<b>Date Acknowledged:</b> 3/14/16
<b>3 Provide the identification number used by the governmental entity or state agency to track or identify the contract, and provide a description of the goods or services to be provided under the contract.</b>  03032016 Toll violation processing	

4 Name of Interested Party	City, State, Country (place of business)	Nature of interest (check applicable)	
		Controlling	Intermediary
Walsh, Brian	Norwalk, CT United States	X	
Anderson, Troy	Germantown, MD United States	X	
Amoriell, David	Germantown, MD United States	X	
Peffer, J. Michael	Lexington, KY United States	X	
Xerox Business Services, LLC	Dallas, TX United States	X	

5 Check only if there is NO Interested Party.

6 **AFFIDAVIT** I swear, or affirm, under penalty of perjury, that the above disclosure is true and correct.

  
 \_\_\_\_\_  
 Signature of authorized agent of contracting business entity

AFFIX NOTARY STAMP / SEAL ABOVE

Sworn to and subscribed before me, by the said in my presence, this the 14th day of March, 2016, to certify which, witness my hand and seal of office.

She Ann Keefer  
Signature of officer administering oath

She Ann Keefer  
Printed name of officer administering oath

Notary Public for the State of Maryland  
Title of officer administering oath

My Commission Expires: 4/10/2017