

**SUPPLEMENTAL AGREEMENT NO. 1
TO
MASTER SERVICE AGREEMENT DATED NOVEMBER 15, 2017
FOR
TOLL SYSTEMS OPERATION AND MAINTENANCE SERVICES**

This Supplemental Agreement is made and entered into this 17th day of January 2018, and modifies the MASTER SERVICE AGREEMENT (the "Agreement") between Fort Bend Grand Parkway Toll Road Authority, a Texas local government corporation (the "Authority"), and TransCore, LP, a Delaware limited partnership (the "Contractor") dated November 15, 2017.

The parties hereto inadvertently included the cost of "Decommissioning" and "Decommissioning DR" in the yearly cost, when it is a one-time cost in the total five-year term of the Agreement. The parties therefore desire to modify and amend the Agreement to correct this error.

The Agreement is therefore hereby modified as follows:

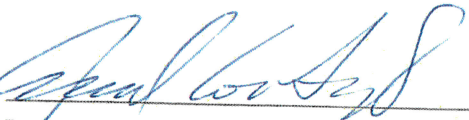
1. Total Compensation is modified by replacing \$5,959,671.94 with \$5,439,488.12.
2. The table on page 10 of the Agreement is replaced with the second table in The Exhibit attached hereto.

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 GRAND PARKWAY TOLL
ROAD AUTHORITY

By: 
James D. Condrey, DDS
Chairman, Board of Directors

ATTEST:

By: 
Name: Charles Pencher
Title: Secretary

TRANSCORE, LP

By: 
Name: R. Clint Holley
Title: Vice President

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 A
(revised 1/17/2018)

Compensation for Operations and Maintenance

Compensation.

TransCore Product**

| Description | Part# | UOM | Unit Price | QTY | Extended Price |
|---|--------------|-----|------------|-----|----------------|
| Universal 6" Blade | UTS-05120-01 | ea | 7,437.48 | 12 | \$89,249.76 |
| E6 Reader NO NEMA | 10-6002-367 | ea | 10,000.00 | 2 | \$20,000.00 |
| IVIS Blade, Single Detector | UTS-19012-04 | ea | 4,283.37 | 8 | \$34,266.96 |
| VCAR unit complete | UTS-05101-02 | ea | 40,000.00 | 4 | \$160,000.00 |
| 8 ft gradient sensor | UTS-19001-06 | ea | 1,367.13 | 2 | \$2,734.26 |
| 10 ft gradient sensor | UTS-19001-02 | ea | 1,396.74 | 6 | \$8,380.44 |
| UL Listed NEMA 3R 3 Door Style 72"H x 120"W x 36"D | 1-350-003800 | ea | 16,100.00 | 1 | \$16,100.00 |

\$330,731.42

| Fort Bend Parkway | Month | Year | Total (5 Year) |
|----------------------|--------------|---------------|-----------------|
| Operations * | \$ 9,012.33 | \$ 108,148.00 | \$ 540,740.00 |
| Operations (DR) | \$ 429.73 | \$ 5,156.78 | \$ 25,783.92 |
| Maintenance | \$ 17,200.00 | \$ 206,400.00 | \$ 1,032,000.00 |
| Escrow 5 yr | | \$ 3,506.60 | \$ 17,533.00 |
| Escrow DR 5 yr | | \$ 798.20 | \$ 3,991.00 |
| Annual Audit | | \$ 12,708.50 | \$ 63,542.50 |
| Decommissioning | | | \$ 37,707.06 |
| Decommissioning (DR) | | | \$ 1,050.00 |
| Westpark Tollway | | | |
| Operations * | \$ 6,284.33 | \$ 75,412.00 | \$ 377,060.00 |
| Operations (DR) | \$ 429.73 | \$ 5,156.78 | \$ 25,783.92 |
| Maintenance | \$ 10,320.00 | \$ 123,840.00 | \$ 619,200.00 |
| Escrow 5 yr | | \$ 3,506.60 | \$ 17,533.00 |
| Escrow DR 5 yr | | \$ 798.20 | \$ 3,991.00 |
| Annual Audit | | \$ 8,980.60 | \$ 44,903.00 |
| Decommissioning | | | \$ 37,707.06 |
| Decommissioning (DR) | | | \$ 1,050.00 |
| Grand Parkway | | | |

Supplemental Agreement No. 1
To Agreement dated November 15, 2017

| | | | |
|----------------------|--------------|---------------|------------------------|
| Operations * | \$ 10,376.33 | \$ 124,516.00 | \$ 622,580.00 |
| Operations (DR) | \$ 1,289.20 | \$ 15,470.35 | \$ 77,351.76 |
| Maintenance | \$ 20,640.00 | \$ 247,680.00 | \$ 1,238,400.00 |
| Escrow 5 yr | | \$ 8,182.09 | \$ 40,910.43 |
| Escrow DR 5 yr | | \$ 1,476.67 | \$ 7,383.35 |
| Annual Audit | | \$ 27,468.20 | \$ 137,341.00 |
| Decommissioning | | | \$ 131,974.70 |
| Decommissioning (DR) | | | \$ 3,240.00 |
| | | | |
| Total | | | \$ 5,108,756.70 |

* Increase included New features for Aggregated Tolling Website Support and Increased Communications Speeds to 50MB between Primary and Disaster Recovery Site.

Total **\$ 5,439,488.12**