SUPPLEMENTAL AGREEMENT NO. 7
TO
AGREEMENT OF JULY 16, 2014
FOR TOLL SYSTEM IMPLEMENTATION AGREEMENT

THIS SUPPLEMENTAL AGREEMENT is made and entered into this 15th day of July, 2020, 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 (the "Contractor"), a limited partnership organized under the laws of the State of Delaware.

The Agreement is hereby modified as follows:

1. In accordance with Section 4.02 of the Agreement, the Authority and Contractor approve the addition of services and compensation evidenced by the attached **Exhibits A7 – D7** to this Supplemental Agreement.

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: Bobbie Tallas
Bobbie (Jul 16, 2020 08:41 CDT)

Name: Bobbie Tallas

Title: Vice Chairman

TRANSCORE, LP

By: Seth D. M. Thomas

Name: Seth Thomas

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-7

SCOPE OF WORK & COMPENSATION FOR DESIGN, PROCURE, INSTALL, AND SYSTEM TEST SIENNA RANCH TOLL WAY SITE (PROJECT 101.1027)

General Description

The Authority is installing and operating a new all electronic toll collection site on the Fort Bend Parkway Toll Road located in Fort Bend County, Texas. The work to be performed by TransCore under this scope of services includes the provision of toll system installation services for the Authority. The toll system will be installed on Fort Bend Parkway at Sienna Ranch Entrance / Exit ramps, final location to be determined. Toll system operation and maintenance services are independent of the roadway toll installation itself and will be handled under a separate task order.

Project Description

The Project shall include the design, procurement, implementation, system testing and one-year warranty of a toll collection system. The installation shall consist of two ramp locations with a full travel lane and two shoulders (8' – 14' – 4'). The draft lane layout used for this proposal can be found below, Exhibit D-7. The new ramps will report to the existing host environment.

Each location will have a single travel lane and one large outside shoulder that will have instrumentation. The inside shoulder will be less than four feet and will not have instrumentation. The system installation process is independent of the roadway construction itself. It is assumed that the duration from a 2022 Notice-to-Proceed (NTP) till completion of the System Acceptance Test (SAT) will last 185 days.

Payments for the development of the toll system will be made to TransCore at the milestones defined in Exhibit B-7.

Documentation

The following documents/requirements will be submitted within thirty (30) days following the issuance of the notice to proceed. Each will be reviewed and updated by TransCore as needed following the issuance of the notice to proceed.

a. Develop a detailed Critical Path Method (CPM) schedule for the development and testing of the System that compliments the Authority's construction schedule.
b. Prepare and deliver the Test Plan. TransCore's plan will include the testing of all components of the project and the fully functional system to include System Acceptance testing. This document will include plans for functional testing and performance testing during the System Acceptance Testing. The Test Plan will outline the conditions of the test and the number of test runs planned in addition to the method of verification. Tentative dates for conducting the various tests shall be included in the Test Plan
c. TransCore shall be responsible for coordinating its activities with the Authority, the Design Engineer, and other entities that are directly or indirectly impacted by the work. TransCore be responsible for documenting and reporting all work in accordance with the requirements of the contract.

Within ten (10) days of issuance of the Notice to Proceed, TransCore will conduct a Project Initiation Conference. The purpose of the conference will be to:

a. Introduce key personnel.
b. Review the overall design of the project as based on TransCore's proposal and project requirements.
c. Discuss early project coordination.

Hardware Requirements

TransCore will provide all Hardware, Equipment and Software required for the Toll Collection System. The System design shall ensure a ten (10) year minimum service life. Equipment will be designed, fabricated, and tested to ensure that it operates satisfactorily without material degradation for a minimum of ten years. Expendable and consumable materials and supplies will not be included in this requirement. All equipment, supplies, and materials for this system shall be new and unused, when installed.

Housings and Cabinets

The material and finish for new housings and cabinets shall be environmentally resistant to outdoor highway environments with wide temperature fluctuations. A minimum of ten years of service without additional painting or repairs is required. All cabinets and housings shall be fitted with required gaskets, grommets, and filters to prevent dust, dirt, smoke, moisture, or other contaminants from entering the enclosures in accordance with the application in which the equipment is employed. Cabinet foundations, conduits to electrical/communications/gantries to be provided by others.

Wires and Cables

All Work performed under this contract shall be in conformity with the current requirements of the following:

a) National Electrical Contractors Association (NECA)
b) Occupational Safety and Health Act (OSHA)
c) National Fire Protection Association (NFPA)
d) National Electric Code (NEC)
e) National Electrical Manufacturers Association (NEMA)
f) Institute of Electrical and Electronic Engineers (IEEE)
g) Applicable Electronic Industries Association (EIA)
h) Standards for Interface and Intercommunication Underwriters Laboratories (UL)

Tolling Installation

The system installation process is dependent of the roadway construction itself. During installation and field-testing, TransCore will have a full-time installation manager on site to coordinate with the Authority and TransCore personnel.

TransCore will be responsible for the following items:

- Installation / testing of all tolling equipment to include in pavement sensors and overhead equipment.
- Provide and install cabinets, pull wire, and any other equipment required for the system.
- Cabling from the equipment cabinet to toll system devices using conduit / pathways provided by others.
- TransCore will provide as-built drawings within thirty (30) days of project completion. As-built drawings will illustrate any changes to the original plans.
- TransCore will obtain all required FCC licenses in the name of the Authority

TransCore will not be responsible for the following items:

- Civil work
- Power service connections
- Third party communications

Traffic Control and Lane Closures

Lane closures are not anticipated for this installation and not included in the price proposal.

Utilities

Utilities are assumed to be the responsibility of the owner to include setup, billing, and payment.

Power and Communications

Third party wireless services may be required for this location in the event there is no existing fiber. This setup and monthly fees are not included in this quote. This portion of the scope is assumed to be handled directly by the Authority.

Electrical service and downstream conductors to the toll cabinet are assumed to be handled by others and are not included in this price proposal.

Gantries

TransCore will install tolling equipment on gantries to be provided by others. Upon completion of gantry construction and all required infrastructure, TransCore will receive a notice to proceed, or a site access letter from the Authority.

Existing Segment Functionality

TransCore will install a toll system that is fully integrated into the existing tolling systems with all the functionality currently operating on the Fort Bend Parkway toll segment.

System Acceptance Test (SAT)

The purpose of system acceptance testing is to verify in an operational environment (actual production) that the complete system (i.e., the full complement of application software) running on the toll system hardware and systems software infrastructure satisfies specified requirements (e.g., functional, performance, and security) and is acceptable to end users. Effective system acceptance includes, (1) processing transactions on each toll facility as established in the performance criteria. (2) meeting the reporting criteria established in the system requirements (3) accurately processing transactions from the Central Processing Center for tag transactions and ITOLL to the Interoperable HUB established by Team Texas, (4) accurately processing and updating tag validation lists from the Central Processing Center to the Violation Processing Center established by The Authority.

TransCore will perform a SAT that includes a series of baseline test procedures to demonstrate functionality of the roadsides system. The intention of SAT is to validate functionality of each installed toll zone. SAT will be performed once for each of the Peek ORT zones. All roadside functional requirements of the System, including external interfaces, are to be validated during the SAT in accordance with the Test Plan.

During the SAT, the processing of transactions will verify that no information is missing and validate related business rules for the data (i.e., automatic operations in the application to check for duplicates). Exceptions shall be flagged and provisions to modify transactions as data errors are detected will be provided.

The SAT will include correlation testing of platoons of closely spaced vehicles, classification of various vehicle sizes, vehicles changing lanes, straddling, vehicles driving in the shoulder, and some vehicles with and some without tags to verify that the System correctly identifies and captures images of the vehicles without transponders. This identification shall be accomplished without recourse to the use of license plate numbers of the test vehicles.

The Authority will be allowed to witness the testing. The testing will provide sufficient confidence to the Authority, in its sole determination, that the system meets the Authority's operational requirements, standards and performance criteria, and is ready for the live traffic.

If there are any failures or anomalies in conducting any test step, TransCore will take the necessary corrective action and the test shall be repeated. In the case that corrective action is undertaken by TransCore, it shall perform any necessary regression testing to ensure that such corrective action has not adversely affected the system's ability to pass previously conducted test steps. If necessary, this process shall continue until success is achieved.

TransCore will provide the required support personnel and any necessary test vehicles and test equipment (e.g. test transponders). Testing shall be conducted in accordance with the Project Schedule, the final approved Test Plan, and final approved SAT procedures. SAT procedures will be submitted to the Authority fourteen (14) days prior to the commencement of the test for review and approval.

Within fourteen (14) days of successful completion of the SAT, TransCore will submit a SAT Report covering each test describing the results of the test including a punch list of any outstanding items or issues. The SAT Report will document the test activities, including any redlined copy of the test procedures, and test results, including screenshots and reports, and shall include a narrative explaining the activities and results.

- Upon the successful completion of the System Acceptance Testing, Fort Bend County Parkway Toll Road Authority shall grant System Acceptance.

Warranty

In addition to other common law and statutory warranties, whether implied or express, Contractor's warranty applies to materials, parts, labor and workmanship for one (1) year from the date of Final Acceptance. Contractor shall transfer all manufacturers' warranties to the Authority.

EXHIBIT B-7

Compensation Milestones

Mobilization	$100,000.00
Project Management ($15,000 per month for 6 months)	$90,000.00
System Design (Plans & Drawings)	$50,500.00
Project Documentation – Invoice upon delivery of: a. Baseline Project Schedule b. Test Plan c. Delivery/review completion of typical drawings	$60,000.00
Fort Bend Parkway – Sienna Ranch Ramps a. Invoice 55% upon receipt of tolling equipment b. Invoice 45% upon System Acceptance Test completion	$425,500.00
System Acceptance	$84,500.00
Total Compensation (Not to Exceed)	**$810,500.00**

EXHIBIT C-7

Estimated Project Schedule

Project Schedule	Start Date	Duration
Notice To Proceed	TBD	
Documentation	NTP	30 Days
Procurement (Toll System Equip)	NTP + 15	120 Days
Configure System	NTP + 120	30 Days
FCC License	NTP + 75	30 Days
System Installation	NTP + 150	30 Days
System Acceptance Testing	NTP + 180	5 Days
Installation Complete	NTP + 180	
System Acceptance	NTP + 185	

EXHIBIT D-7

Toll System Design Plans (DRAFT)