

**SUPPLEMENTAL AGREEMENT NO. 3
TO
AGREEMENT OF DECEMBER 19, 2012
FOR TOLL SYSTEMS IMPLEMENTATION AGREEMENT**

THIS SUPPLEMENTAL AGREEMENT is made and entered into this 19th day of February, 2014, and modifies the TOLL SYSTEM IMPLEMENTATION AGREEMENT effective December 19, 2012 (the "Agreement"), by and between the Fort Bend Grand Parkway 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 change order attached hereto, which shall be included in the Agreement as **Exhibit G**.

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.]

Supplemental Agreement No. 3
To Agreement of December 19, 2012

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

TRANSCORE, LP

By: 
Name: Whitt Hall
Title: Senior Vice President

**Supplemental Agreement No. 3
To Agreement of December 19, 2012**

**Exhibit G
CHANGE ORDER
Fort Bend Parkway, Segment B-1**

Exhibit G
CHANGE ORDER

GENERAL DESCRIPTION

Fort Bend County Toll Road Authority is constructing an extension of the Fort Bend Parkway from State Highway 6 to Sienna Parkway, Segment B-1, and includes one tolled location.

The Grand Parkway Toll Road Authority (GPTRA) has contracted with TransCore, LP for the development, design, procurement, implementation, system testing, operations and maintenance and one-year warranty of a toll system for tolling locations located along Segment D of the Grand Parkway. On January 16, 2013, the GPTRA entered into Supplemental Agreement No. 1 with TransCore to provide toll system implementation services for Fort Bend Parkway, Segment B-1.

A requirement of the Toll System Operations and Maintenance Agreement of December 19, 2012, is for TransCore to develop a Business Continuity and Disaster Recovery Plan. The plans primary purpose is to ensure the continued operation of business critical systems for the GPTRA lane system in the event of a disaster. As defined in the Business Continuity and Disaster Recovery Plan Version 4.0, TransCore will provide a Disaster Recovery Site (DRS) from where secondary backup for the GPTRA Host CPC and Plaza System Server will reside.

Implementation of the DRS includes development and procurement of the infrastructure necessary to support Recovery Operations which includes:

- UPS Battery Power
- Physically secured server room with rack space and dedicated air conditioning
- Connectivity to the GPTRA MPLS network
- Voice communications
- Physically secured property

The DRS will be located at:

TransCore Primary Houston Office
4903 West Sam Houston Parkway North
Houston, TX 77041
713-939-5400

Cost of implementation of the Disaster Recovery Site for the Fort Bend Parkway, Segment B-1 performed pursuant to this Change Order shall be in the amount of \$15,953.38.