

**SUPPLEMENTAL AGREEMENT NO. 1
TO
AGREEMENT OF DECEMBER 19, 2012
FOR TOLL SYSTEMS OPERATIONS AND MAINTENANCE AGREEMENT**

THIS SUPPLEMENTAL AGREEMENT is made and entered into this 19th day of February, 2014, and modifies the TOLL SYSTEM OPERATIONS AND MAINTENANCE 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 ("TransCore"), a limited partnership organized under the laws of the State of Delaware.

The Agreement is hereby modified as follows:

1. In accordance with Section 1.02 of the Agreement, the Authority and TransCore approve the addition of services evidenced by the proposal attached as **Attachment 1** to this Supplemental Agreement, and the Scope of Work and Compensation shown in Exhibit A to the Agreement shall be expanded to include **Attachment 1**.


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. 1
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: Whit Hall
Title: Senior Vice President

Supplemental Agreement No. 1
To Agreement of December 19, 2012

Attachment 1
ADDITION OF SERVICES
Fort Bend Grand Parkway, Segment D

GENERAL DESCRIPTION

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.

This supplement to the Toll System Operations and Maintenance Agreement of December 19, 2012 provides for additional monthly operations and maintenance costs and removal of one performance audit to sync the Toll System Operations and Maintenance Agreement with the final implementation schedule. It also includes Segment D's portion of the monthly costs associated with the operations and maintenance of the Disaster Recovery Site (DRS) for the Fort Bend County toll road system.

Cost of this additional operations and maintenance for Segment D, including the portion of the Disaster Recovery Site, shall be in the following amounts and quantities:

GPTRA SEGMENT D	UNIT PRICE	QUANTITY	TOTAL
Additional Lane Maintenance (9 additional months from syncing final implementation schedules)	\$21,406.77	9	\$192,660.93
Removing Performance Audit (1 year from syncing final implementation schedule)	\$24,724.36	1	-\$24,724.36
Additional Lane Decommissioning (new DRS)	\$8,750.00	1	\$8,750.00
Additional Operations (new DRS)	\$3,481.63	43	\$149,710.09
Additional Software Escrow (new DRS)	\$1,343.10	5	\$6,715.50
TOTAL			\$333,112.16

NOTES:

Additional Software Escrow for DRS = 7/8 for D and 1/8 for B-1

Additional Lane Decommissioning for new DRS = 7/8 for D and 1/8 for B-1

Additional Operations for new DRS = 7/8 for D and 1/8 for B-1