

**SUPPLEMENTAL AGREEMENT NO. 1
TO
MASTER SERVICE AGREEMENT OF
FEBRUARY 21, 2022
WITH SWC GROUP, L.P.**

THIS SUPPLEMENTAL AGREEMENT is made and entered into this 20th day of June, 2022, and modifies the MASTER SERVICE AGREEMENT (“Agreement”) effective February 21, 2022 (“Effective Date”) by and between Fort Bend Grand Parkway Toll Road Authority, a local government corporation (“Authority”), and SWC GROUP L.P., (“Contractor”).

The Agreement is hereby modified as follows:

1. The first sentence of Section 1.01. Services is replaced with the following:
Contractor shall perform services for the Authority provided in **Exhibit A2** of this Agreement (“Services”), and Contractor shall be compensated for Services duly approved in the manner set forth in Article II of this Agreement.

2. The first sentence of Section 2.01. Payment for Services is replaced with the following:
In consideration for the Services, the Authority will pay the Contractor as described in **Exhibit B2** of this 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 GRAND PARKWAY TOLL ROAD AUTHORITY

By: _____

Print Name: Shoukat Dhanani

Title: Board Chairman

SWC GROUP, L.P., a limited partnership, by SWC GP LLC, a Limited Liability Company, its general partner

By: _____

Print Name: Jeff Hazzard

Title: COO

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 A2

Collection Services

Southwest Credit Systems, LP (SWC) has been providing collection services for over 47 years to various Fortune 100 companies, utilities, and toll agencies. We ensure that those chosen to perform the services maintain the highest quality of character, and meet every requirement dictated by your standards. Our staff are ready to design, integrate and implement a superior solution that is highly effective, and exceeds the expectations dictated by Fort Bend County Toll Road Authority.

SWC is fully registered, licensed, and bonded to provide collection services in all 50 states, plus Puerto Rico. SWC abides by the Fair debt Collection Practices Act (FDCPA), the Telephone Consumer Protection Act (TCPA), as well as all federal and state regulations as required.

SWC can perform collection activities on pre-administrative hearing accounts as well as accounts in citation status and post administrative hearing status. Pricing will be the same regardless of account status and will be based on a contingency fee and age of the invoice.

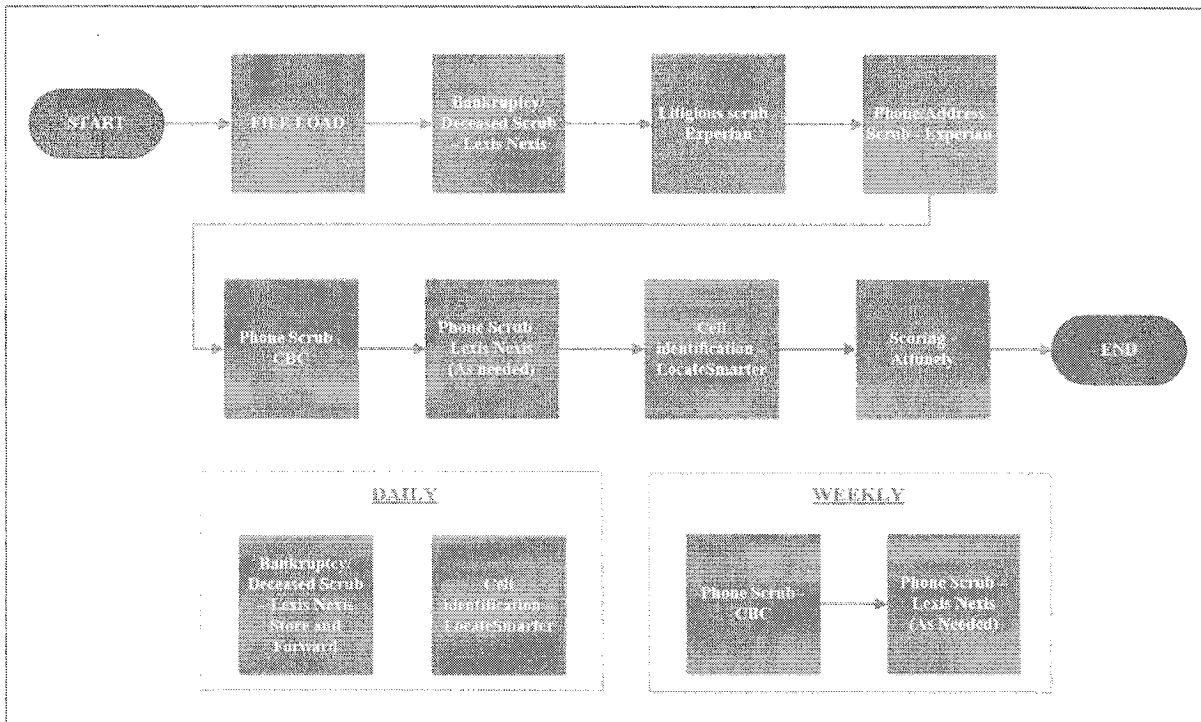
Multi-Vendor Skip Tracing

Skip tracing and fresh data is essential to any successful collection attempt. We currently work with multiple third-party vendors including **LexisNexis, CBC Innovis, Locate Smarter, Experian, and Accurint** for skip tracing to locate phone and address information, bankruptcy and deceased records searches, litigious consumer search, as well as the **National Change of Address service** to locate debtor address information. We have automated processes that integrate with these third-party vendors and our systems are flexible and robust to bring on new vendors seamlessly. Upon initial placement, SWC scrubs all accounts through a multi-vendor skip tracing process to scrub for information. Accounts without good contact phone numbers or with addresses that result in returned mail, will receive skip tracing efforts via Experian, Locate Smarter, and CBC Innovis. For commercial and high balance accounts, we allow our collectors to attempt location of good contact information using their desktop skip tracing tools based on score, balance, and age criteria. Large balance accounts may be run through more comprehensive searches with management approval.

All accounts are scrubbed for bankruptcy filings and deceased records through LexisNexis (Lexis) upon placement, and SWC is notified should the debtor file at any time while the account is in our inventory. SWC will close and return the account to the Fort Bend if any account is identified through the bankruptcy and deceased processing.

Lexis offers bankruptcy and deceased databases, which are used to keep your portfolio of accounts complete and up to date to help optimize the collection process. Lexis' national bankruptcy database contains complete information on all bankruptcy filings, discharges, dismissals, and conversions in the United States. Lexis gathers complete bankruptcy information from all Federal Bankruptcy Districts daily. This information is then imported into one, easy-to-use bankruptcy database, saving time and bankruptcy court on-line fees. Each bankruptcy filed is tracked on a case-by-case basis to collect all filings, discharges, dismissals, and conversions. Deceased debtor accounts are closed and returned to the PTC with all pertinent information related to date of death.

The following chart details our multi-vendor skip tracing approach on every account upon assignment:



Conducting Collection Calls/Emails/Texts

SWC will make the first contact attempt via phone, email, or text (in this order depending on the contact data available) on the account minimally within the first three business days of receiving an account. Notices will be sent after NCOA and address verification scrubs are performed upon placement. Dialing campaigns are altered by time of day, day of week, and when history indicates right party connects is higher. SWC continuously monitors and evaluates the collection strategy implemented for each portfolio to ensure that it is always maximizing recovery dollars.

After this initial period, the account will be followed up per the strategy determined by account attributes. The following is the section of the SWC Policy on Account Work Standards:

- Each available number on the account is attempted via phone or text
- Request for balance in full will be made on first contact
- Second payment request will attempt to secure full balance within 90 days or less
- Subsequent payment requests will attempt to secure reasonable monthly payment arrangements. Payment arrangements should be established using post-dated checking or credit card debits, when possible
- When dealing with a third party, the collector is required to ask for additional contact information prior to leaving a message

- When contacting a main number at a place of employment, the collector will request a direct number or extension for future contact purposes
- Collectors will attempt contacting the customer during “off hours” when repeatedly getting no answer, answering machines, busy tones, etc. These “off hour” attempts will be made during evening and/or Saturday shifts
- In addition to automated phone dialer attempts, contact will be attempted through the use of email.

SWC utilizes the Human Clicker Initiator (HCI) platform from Livevox to dial cell phones in a TCPA compliant manner. Each call is launched manually and meets the standards as applied by TCPA. SWC utilizes the predictive dialing and automated messaging capabilities of Livevox for landline dialing strategies.

Consumers can call a dedicated 800 number in use solely for this contract, and a SWC representative will be available to assist during the hours of operations of 8am – 9pm CST Mon-Fri, and 8am – 3pm on Saturday. Consumers will also have access to a 24/7/365 IVR and customer portal on our website to make a payment.

SWC has been using IVR and predictive dialing technology for more than 13 years. Recently, we implemented Artificial Intelligence assisted IVR created a better experience and fewer calls transferred from the IVR to an agent.

We have a dedicated dialer management staff and a dedicated support team to handle all campaign generation, IVR, voice recording, data exchanges and telephony reporting. During the implementation process, the implementation team will document all the telephony requirements with the client. Those requirements will be translated into the telephony setup and tested by the vendor and dialer management staff before moving into production.

Issuance of Collection Letters

All written correspondence is pre-scrubbed via the National Change of Address (NCOA) for any new or updated change of address prior to being mailed. Any change of address is noted on the account and notification will be sent to the PTC.

- All assigned accounts will receive automatically generated collection notices upon assignment
- Automated letter series will consist of one to two scheduled letters, depending on account balance and other attributes
- Collectors can manually request additional letters as needed and/or requested

Examples of collection notices are included in Appendix A. SWC can customize any notice to comply with the business rules of the PTC.

Omnichannel Communication Platform

All your communications, records, and audits from 1 platform!

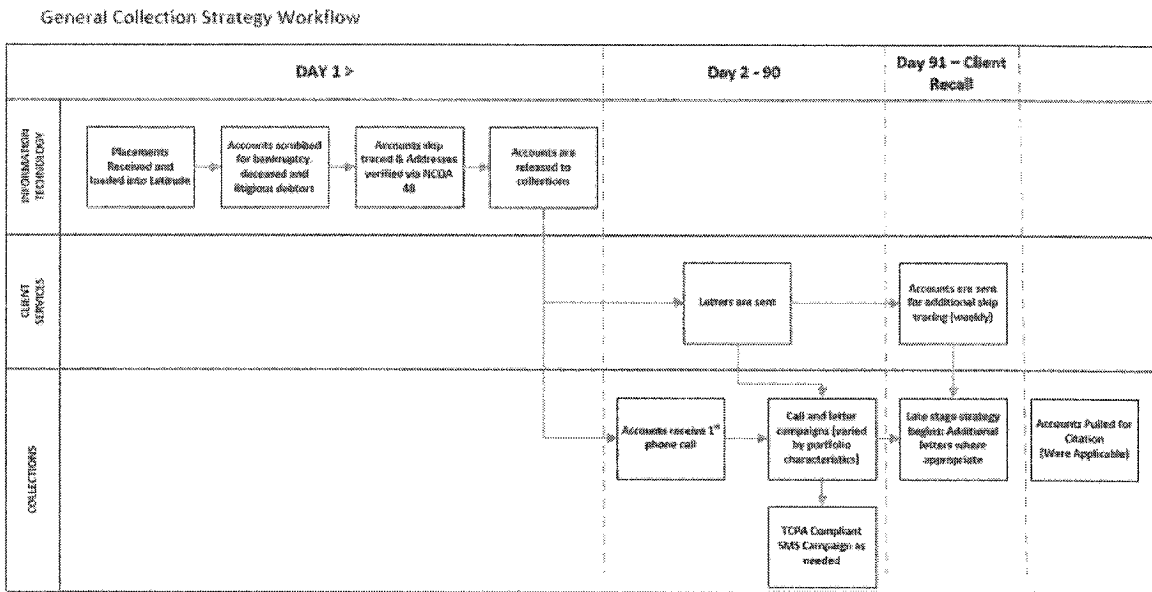
Having an Omnichannel solution allows the SWC Group to communicate in the preferred method of the customer. By utilizing our omnichannel communication platform both the SWC Group, and our clients, have easy access and visibility into **all interactive data across all channels of communication** (inbound/outbound dialing, IVR, SMS/Text, email, and chat) **in a single location in real time**. This enables simplified access and speed to all data impacting customer engagement success from a single desktop. **The platform records 100% of all inbound and outbound communications, and screen captures of all text/SMS/email communications.** All communication lines are auditable for quality assurance and compliance with an interactive Quality Management program including speech analytics and agent specific scorecards.

Account Attributes Effecting Strategy

In addition to external factors (machine learning scores), our strategy focuses on internal segmentation of accounts and internal recovery trends. These trends generally revolve around account characteristics, including but not limited to balance, previous payors, account age, propensity to pay score, and address location and types. We deviate from the trends if we see a specific segment that needs additional attention.

All accounts are continually monitored and benchmarked to ensure that optimal analytics, scoring, treatment strategy, and operational execution are always applied to each portfolio. Validation of the collection strategy is an on-going process as changes to the economy, the client's portfolio characteristics or other outside influences can cause a need to alter the collection approach.

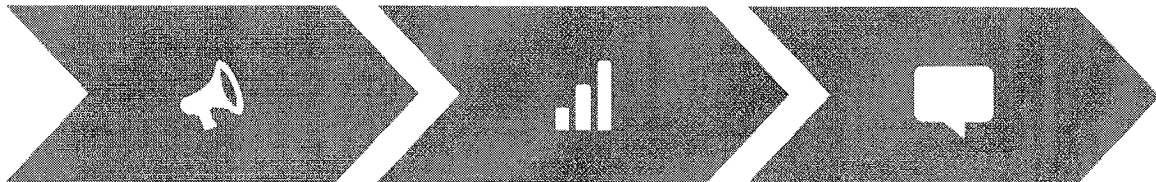
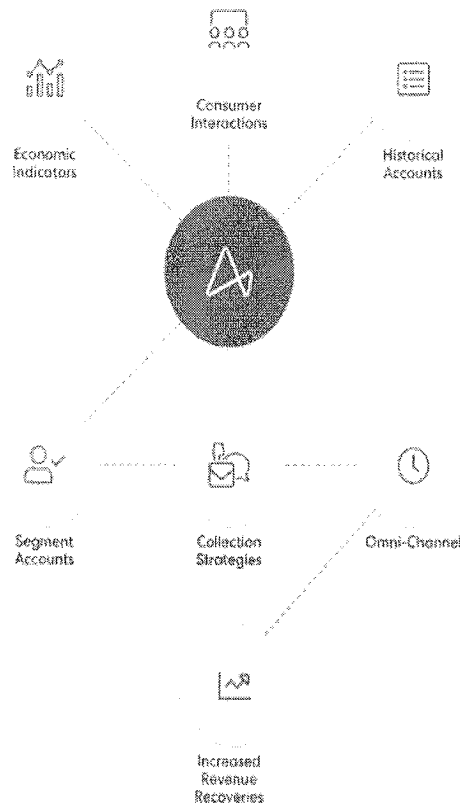
Variations in strategy will occur with debt that is considered high balance (>\$500). High balance accounts receive additional treatments such as a third-tier skip trace search, additional contact attempts via phone as well as additional collection notices



Machine Learning Technology

SWC uses the services of Attunely to maximize our effectiveness and efficiencies in our communications and recoveries. Attunely's machine learning decision engine identifies the optimal action for every account. Attunely has analyzed over 8 years of our data to determine which forms of communication

(phone, email, letter or text) and the timing of the communication created the highest rate of return for contacts and recoveries. It also factors in both internal and external data points when making decisions:



PLACEMENT DATA

- Account Balance
- Debt Placement and Age
- Originating Creditor

ECONOMIC DATA

- Aggregate Payroll Trends
- National Unemployment Rates
- Federal Credit Availability Stats

BEHAVIORAL DATA

- Calls / Letters / E-Mail / SMS
- Payments and Reversals
- Payment Plans / Settlements

Quality Assurance and Quality Control

SWC makes sure that all QA is 'Customer Focused'. An often-used term in the industry; however, for SWC it is at the core of our corporate culture. SWC's QA solution records every call received and uses voice analytics as well as traditional quality monitoring to provide a score on every interaction. Our

process includes calibration sessions with the client to make certain the desired tone and approach is established and understood. The training structure is designed to support the clients desired outcome.

SWC has designed and created an industry leading quality assurance and compliance system through our Customer Service contracts with NTTA to mitigate and manage risks. SWC Quality Assurance and Compliance Management Systems consist of:

- Policies and Procedures
- Training
- Technology
- Monitoring

Quality management requires the assistance of all employees and processes, thus there are multiple levels of quality assurance built into the management structures. This leads to a culture of many side-by-side training sessions, utilization of speech analytics, exception reporting and QA analysts who listen to calls, review accounts and also report trends. Furthermore, incentive/disincentive programs related to quality compensations become relevant. Most importantly, we have had success through the use of transparent KPI reporting being available to all levels of management. With this structure in place, a quality customer experience will naturally result.

To evaluate quality and compliance, our Quality Assurance program conducts internal audits continuously. These audits encompass all operational components including the following:

- Phone monitoring
- Screen capture auditing
- Text/SMS/email auditing
- Account history review
- Process quality

The Quality Assurance Program is overseen by members of Administration, Training, IT and Management organization to maximize quality and eliminate compliance issues. These audits are conducted to ensure quality and compliance in the following areas:

- Account Workflow and Work Standards
- Payment Activity
- Business Rule Adherence
- Active management of service levels and abandonment rates + contact rates from workforce management analysis

Importantly, the QA Program uses a combination of speech analytics software, human listening, and live monitoring to ensure that you are producing top agent QA results. Agents receive daily coaching and feedback from their managers and quality results can have a material impact on agent and manager compensation. QA exceptions are tracked in a non-conformity log which is maintained by our compliance group. Each non-conformity is assigned to an owner which manages the non-conformity through to completion. SWC conducts weekly QA meetings to review non-conformities and discuss trends.

SWC will manage your QA and compliance programs proactively to ensure continuing compliance. Compliance efforts require an ongoing commitment from all levels of management and are part of SWC's daily business operations.

SWC employs ACA International Certified Training Specialists and a full-time corporate Counsel. This team works closely with the internal quality assurance experts to develop extensive compliance policies and procedures and to ensure proper application.

SWC will record 100 percent of all calls.

SWC utilizes the Speech IQ Call Analytics Platform which scores all calls handled. Our auditing team utilizes Speech IQ to monitor consumer service representatives (CSR) adherence with speech analytics as a guide to train CSRs and develop your representatives on resolving accounts within a set time designation within the client specifics. CSRs are required to maintain a minimum quality assurance score on an ongoing basis.

PCI-DSS Level 2 certified, SSAE18 Type II certified, and ISO 27001 compliant

SWC is PCI-DSS Level 2 certified, SSAE18 Type II certified, and ISO 27001 compliant. We have attached the PCI compliance report of auditing as well as the SSAE18 Type II certification. SWC currently has data security policies in place to protect non-public company and client information. We enforce strict physical and logic controls around client and customer data to ensure it is maintained in a secure environment. Some of these controls include an IPS/IDS solution to continually monitor/alert for possible network intrusions, monthly internal/external security and penetration scans from an independent auditor, as well as various internal physical and logical security systems to prevent access to secure data. SWC utilizes FireEye to prevent email phishing, impersonation, malware attacks and other email borne threats. SWC utilizes McAfee for antivirus and antimalware protection with signatures updated daily or as threats emerge. SWC utilizes Cisco equipment for networking which is continually monitored and patched. The network design isolates group using V-Lans and firewalls to ensure protection. These data security components allow us to reduce the risk associated with the unauthorized access, disclosure, or destruction of SWC, client and customer data.

SWC uses encryption technology for standard file transport (SSH/SFTP) and encryption at rest for non-public information or personally identifiable information in order to protect sensitive data. SWC is audited on a monthly, quarterly and annually by a qualified QSA and it completes an annual PCI and SSAE18 audit and certification.

SWC maintains an extensive security and compliance infrastructure due to the sensitive nature of the data that is processed and its involvement in the debt collection industry. All access to the network is controlled through an active directory, which allows us to ensure that client data is viewed and accessed by the appropriate personnel based on job role and assignment. Audit logs are maintained to ensure that all activity can be accounted for and tracked for auditing purposes. We employ security programs for internal personnel which require our employees to maintain confidentiality of client and consumer information. All employees receive information security training on an annual basis to ensure that our clients' data, and their customers' data, remains confidential

Reporting

We understand that the need for timely and accessible reporting to make informed decisions. As such, reporting tools will be made available to the Fort Bend business users.

At the award of a contract, we will work with Fort Bend staff to establish individual reporting needs and develop a schedule for report delivery. Reports can be provided electronically, hard copy, or any other means, as requested. Standard reports currently being provided to clients include:

- Acknowledgement reports
- Collection and remittance reports
- Performance reports (Weekly Cash Collected, Batch Performance, Stair Step Performance)
- Inventory status reports
- Debtor activity reports, including contact information changes
- Cancel and return request
- Invoices

In addition to our standard reports, SWC can provide the following reports:

- File confirmation reports
- Exception reports
- Recall reports
- Reconciliation reports
- Closed account reports

Sample reports - See Appendix B

Southwest Account No.	Creditor	Creditor Account No.	Balance
60791421	NITA	26907940-573427794	\$40.99
60854955	NITA	27213682-533687651	\$42.57

Total Due: \$83.47

2nd Notice



4120 International Pkwy, Suite 1150
Carrollton, TX 75007-1958
Toll Free: 866-410-9866

Office Hours:
Monday - Thursday 8:00AM to 9:00PM CST
Friday 8:00AM to 6:00PM CST
Saturday 8:00AM to 4:30PM CST

March 7, 2019

Dear RUBEN MEDINA,

Our records indicate that this debt remains unpaid.

Please contact our office if you would like assistance with this matter.

You may pay your account by enclosing your payment with the tear-off coupon below, or by contacting us to make payment arrangements on your account.

Check or credit card payments can also be made 24-hours a day, through our secure website at www.swcpayonline.com.

M. Sasser
Southwest Credit Systems, L.P.

Account Summary	
Creditor	NTTA - 2NDS BL
Creditor Account No.	[REDACTED]
SouthWest Account No.	[REDACTED]
License Plate No.	[REDACTED]
License Plate State	TX
Total Amount Due	\$65.05

SATISFY THIS OBLIGATION BY

Pay by Credit Card

Receive Code: 4D77

Pay online by internet

www.swcpayonline.com
 Visa, MasterCard, Debit Card and
 Check (ACH) accepted

[REDACTED]

Pay by Phone

866-410-9866
 24-Hour touch tone service
 Visa, MasterCard, Debit Card
 and Check (ACH) accepted

Pay by Check

Send check or money order to
 PO BOX 650784
 DALLAS, TX 75265-0784

This is an attempt to collect a debt by a debt collector. Any information obtained will be used for that purpose.

*** Detach This Portion and Return with Payment *** -G09W0616-00133-070-019

PO BOX 650784
DALLAS TX 75265-0784
ELECTRONIC SERVICE REQUESTED

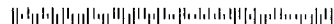
PAY BY CREDIT CARD	
GARDHOLDER NAME	AMOUNT DUE
CARD NUMBER	CC#
SIGNATURE	EXP. DATE
AMOUNT PAID	

SouthWest Reference
Creditor Account No. [REDACTED]
Please send correspondence to this address:

12345678901234567890



RUBEN MEDINA
5800 COTSWOLD DR 1313
FORT WORTH, TX 76112

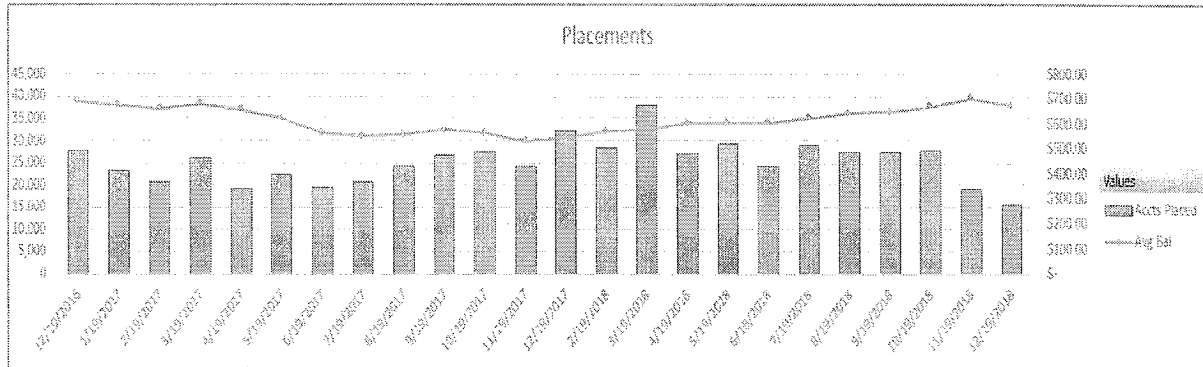


SOUTHWEST CREDIT
PO BOX 650784
DALLAS TX 75265-0784

6507846965496301300000000000002697566956583655700085053

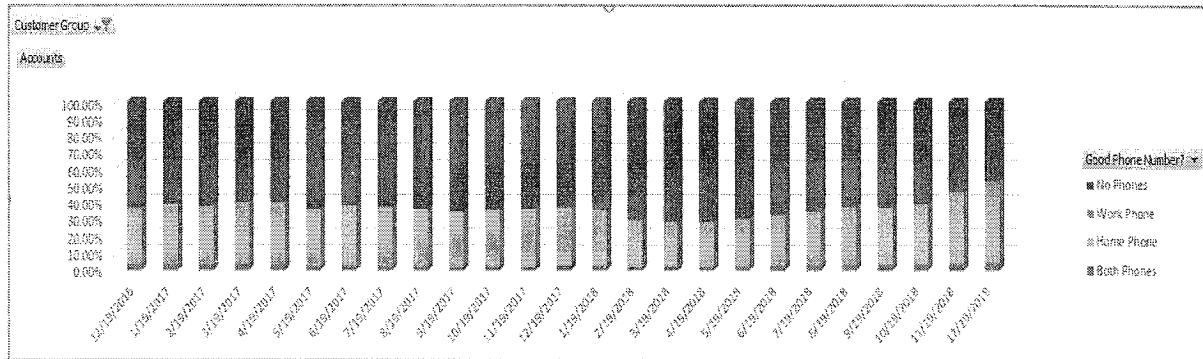
Appendix B

Placements



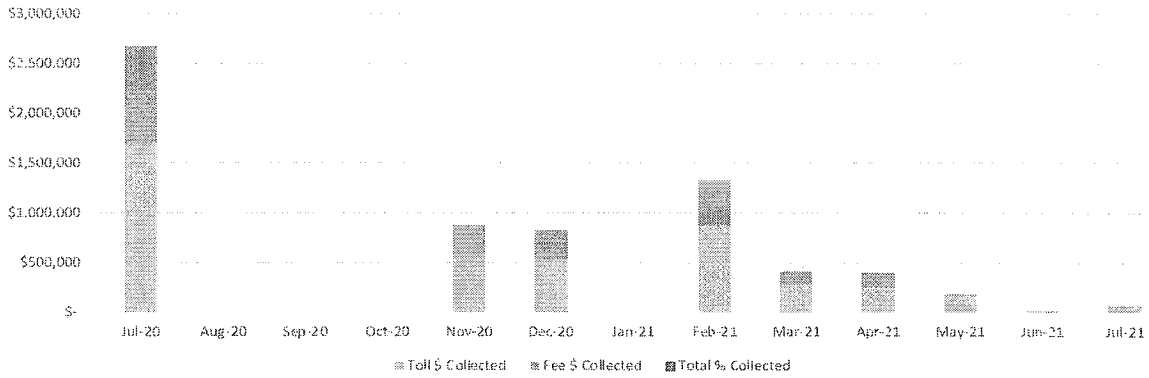
Place Month	Act Placed	Bal Placed	Avg Bal	Paid	Liq%	Avg Score
5/19/2018	29,365	17,738,293	\$604.06	\$207,834.39	1.17%	699
6/19/2018	24,117	14,591,541	\$605.03	\$171,591.39	1.18%	701
7/19/2018	29,162	18,210,735	\$624.47	\$181,696.48	1.00%	698
8/19/2018	27,602	17,777,570	\$644.07	\$160,956.96	0.91%	697
9/19/2018	27,607	17,903,617	\$648.52	\$143,832.60	0.80%	693
10/19/2018	27,810	18,635,132	\$670.09	\$119,187.57	0.64%	692
11/19/2018	19,204	13,494,501	\$702.69	\$ 74,726.76	0.55%	693
12/19/2018	15,526	10,444,124	\$672.69	\$ 42,015.58	0.40%	693

Phone Data



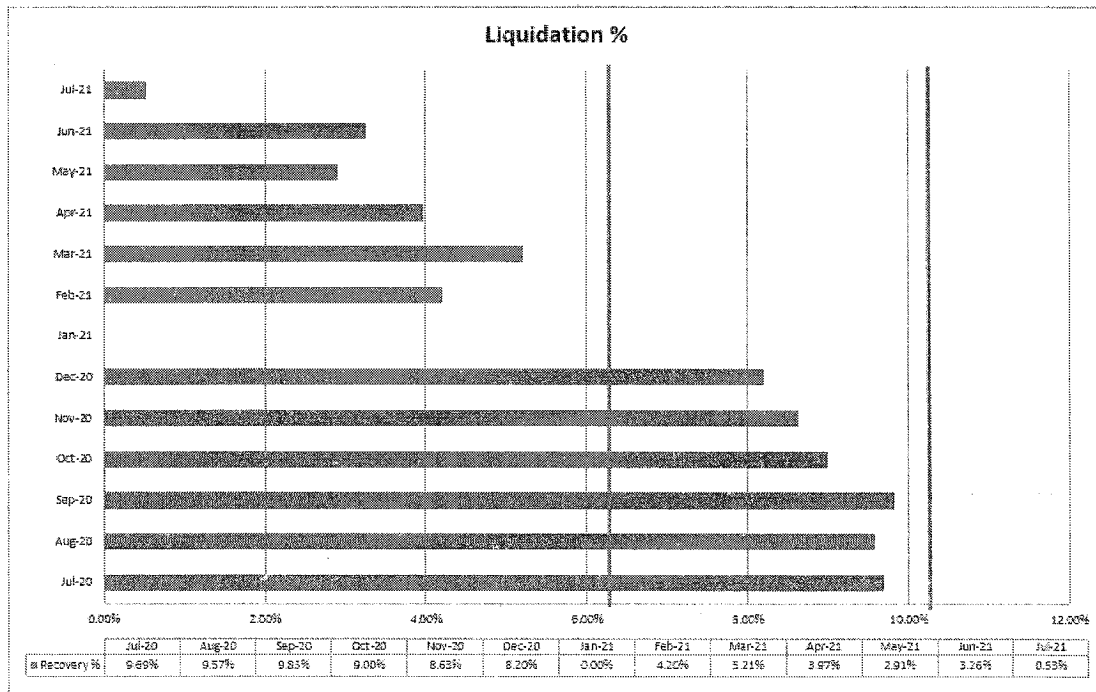
Recoveries

Tolls and Fees Collected



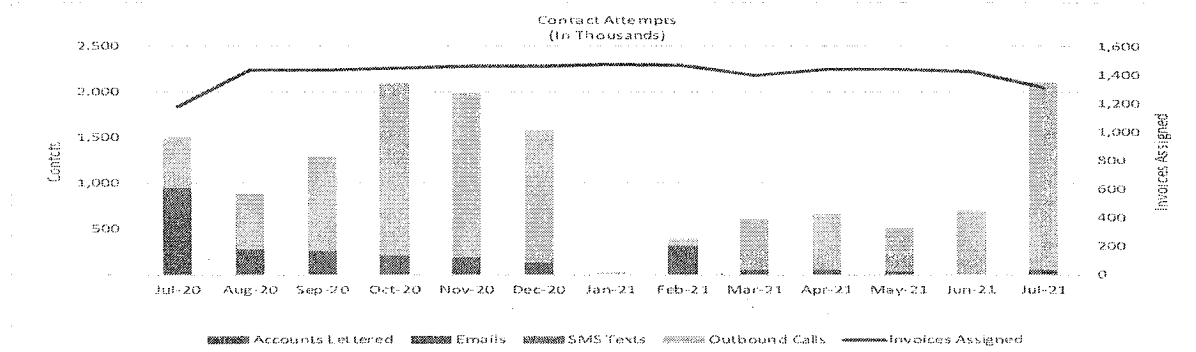
	Jul-20	Aug-20	Sep-20	Oct-20	Nov-20	Dec-20	Jan-21	Feb-21	Mar-2021	Apr-2021	May-2021	Jun-2021	Jul-2021
Toll \$ Placed	\$15,588,894	\$5,035,493	\$5,238,587	\$5,610,689	\$6,060,653	\$5,959,666	\$0	\$19,299,673	\$4,728,323	\$5,955,481	\$5,443,732	\$166,514	\$10,649,950
Fee \$ Placed	\$12,270,945	\$3,894,435	\$4,052,185	\$3,963,255	\$4,151,575	\$4,242,905	\$0	\$12,290,192	\$3,346,285	\$4,295,985	\$1,135,970	\$19,845	\$36,600
Total \$ Placed	\$27,859,839	\$8,929,928	\$9,290,772	\$9,573,944	\$10,212,228	\$10,202,571	\$0	\$31,589,864	\$8,074,608	\$10,251,466	\$6,579,702	\$186,359	\$10,686,550
Toll \$ Collected	\$1,707,647	\$521,789	\$548,693	\$527,279	\$562,650	\$537,341	\$0	\$878,642	\$278,965	\$257,661	\$159,223	\$5,116	\$55,638
Fee \$ Collected	\$972,050	\$329,565	\$363,949	\$333,998	\$317,912	\$298,505	\$0	\$446,731	\$141,805	\$148,588	\$31,800	\$962	\$520
Total \$ Collected	\$2,679,697	\$851,354	\$912,642	\$861,277	\$880,562	\$835,846	\$0	\$1,325,373	\$420,770	\$406,249	\$191,023	\$6,078	\$56,158
Toll % Collected	10.95%	10.36%	10.47%	9.40%	9.28%	9.02%	0.00%	4.55%	5.90%	4.33%	2.92%	3.07%	0.52%
Fee % Collected	7.92%	8.46%	8.98%	8.43%	7.66%	7.04%	0.00%	3.63%	4.24%	3.46%	2.80%	4.85%	1.42%
Total % Collected	9.62%	9.53%	9.82%	9.00%	8.62%	8.19%	0.00%	4.20%	5.21%	3.96%	2.90%	3.26%	0.53%

Liquidation



	Jul-20	Aug-20	Sep-20	Oct-20	Nov-20	Dec-20	Jan-21	Feb-21	Mar-21	Apr-21	May-21	Jun-21	Jul-21
Recovery %	9.62%	9.53%	9.82%	9.00%	8.62%	8.20%	0.00%	4.20%	5.21%	3.87%	2.91%	3.26%	0.53%

Contact Attempts



Placement Month	Invoices Assigned	Invoices by Month	Accts Let Letered	Emails	SMS Texts	Outbound Calls
Jul-20	1,176,173	359,133	948,825	-	-	555,118
Aug-20	1,434,168	111,296	273,683	-	-	607,587
Sep-20	1,434,200	115,821	252,690	-	-	1,038,011
Oct-20	1,445,328	113,258	210,851	-	-	1,883,684
Nov-20	1,461,724	118,613	191,733	-	-	1,799,892
Dec-20	1,461,915	110,646	137,041	-	-	1,447,412
Jan-21	1,474,879	0	-	-	-	19,295
Feb-21	1,465,739	332,128	308,868	-	-	76,148
Mar-21	1,395,527	114,519	60,747	-	-	548,848
Apr-21	1,439,086	122,701	56,675	-	-	608,264
May-21	1,438,284	111,720	34,004	-	-	472,565
Jun-21	1,427,221	2,740	852	-	-	692,077
Jul-21	1,315,412	209,857	57,085	-	-	2,054,568

KPIs

	Jul-20	Aug-20	Sep-20	Oct-20	Nov-20	Dec-20	Jan-21	Feb-21	Mar-21	Apr-21	May-21	Jun-21	Jul-21
Outbound Calls	555,118	607,587	1,038,011	1,883,684	1,799,892	1,447,412	19,295	76,148	548,848	608,264	472,565	692,077	2,054,568
Inbound Calls	2,571	3,584	3,421	4,189	3,470	3,788	633	2,584	3,311	2,851	2,121	1,855	4,047
ASA (in seconds)	10	15	5	3	3	4	78	116	16	17	22	11	9
SL%	93.12%	90.23%	97.22%	98.02%	98.30%	97.78%	59.56%	51.92%	87.86%	89.06%	85.23%	91.56%	97.58%
Abandoned %	2.84%	3.5%	1.8%	0.8%	0.7%	1.5%	16.1%	19.0%	4.3%	3.5%	5.5%	4.4%	1.7%
AHT	4	4	3	3	3	3	5	6	4	4	4	3	2
After Hours Calls	48	48	36	57	56	108	9	0	24	22	247	541	114

EXHIBIT B2

Pricing:

Segment	Description	Contingency Fee
Forward Flow	Violations from 1-12 months after the Final Toll Violation Notice	20%
Backlog Forward Flow	Violations from 12-24 months after the Final Toll Violation Notice	25%
Backlog	Violations from 24 – 60 months after the Final Toll Violation Notice	27%

** All Post Administrative Hearing violations will be collected at 20% contingency fee