GENERAL MEETING OF THE BOARD OF DIRECTORS
OF THE
CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

RESOLUTION NO. 14-004

APPROVING AN AMENDMENT TO THE TOLL SYSTEM IMPLEMENTATION CONTRACT WITH TELVENT USA LLC TO EXTEND THE LENGTH OF THAT CONTRACT AND INCREASE TOTAL COMPENSATION PAYABLE FOR SERVICES PROVIDED UNDER THE CONTRACT.

WHEREAS, the Central Texas Regional Mobility Authority ("Mobility Authority") entered into a contract with Caseta Technologies, Inc. dated April 27, 2005, for the design, procurement, and installation of a toll collection system on the Authority's turnpike system (the "Contract"); and

WHEREAS, Caseta Technologies, Inc., was subsequently acquired by Telvent USA Corporation, a Maryland corporation ("Telvent"), and all rights and obligations of Caseta Technologies, Inc. under the Contract are now the rights and obligations of Telvent; and

WHEREAS, the initial term of the Contract originally expired on April 26, 2010, but has been extended with approvals by the Board of Directors to expire the later date of April 26, 2013, or 365 days after substantial completion of the Manor Expressway project; and

WHEREAS, Telvent is providing toll system implementation services for the MoPac Improvement Project under the Contract, and staff recommends that the Contract remain in effect until all work on the MoPac Improvement Project is complete; and

WHEREAS, staff also recommends making additional amendments to the existing scope of services, increasing the total contract price to pay for that work, and recommends approval of the proposed amendment to the Contract attached as Exhibit 1 to this Resolution.

NOW THEREFORE, BE IT RESOLVED, that Board approves the proposed amendment to the Contract and authorizes the Executive Director to execute the amendment in the form or substantially the same form as shown on Exhibit 1 to this Resolution.

Adopted by the Board of Directors of the Central Texas Regional Mobility Authority on the 29th day of January, 2014.

Submitted and reviewed by:

Andrew Martin
General Counsel for the Central
Texas Regional Mobility Authority

Approved:

Ray A. Wilkerson
Chairman, Board of Directors
Resolution Number 14-004
Date Passed: 1/29/14

EXHIBIT 1 TO RESOLUTION 14-004

AMENDMENT TO CONTRACT FOR TOLL SYSTEM IMPLEMENTATION

[Following 8 Pages]

THIRD AMENDMENT TO CONTRACT FOR TOLL SYSTEM IMPLEMENTATION BETWEEN CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY AND TELVENT USA LLC

This Third Amendment amends the Contract for Toll System Implementation between the Central Texas Regional Mobility Authority ("CTRMA") and Telvent USA LLC, as successor in interest to Caseta Technologies, Inc. (the "Contractor"), effective April 27, 2005, and as amended effective February 26, 2010, and again on May 2, 2011 (the "Contract"), and is effective on the ___ day of February, 2014.

Pursuant to action of the CTRMA Board of Directors, reflected in Resolution No. 14-__, dated January 29, 2014, CTRMA and Contractor amend the Contract as described below.

Section 13 of the Contract, as amended May 2, 2011, is amended to read as follows:

13. **TERM OF CONTRACT** Unless otherwise terminated under Article 15 of Attachment A, this Contract for Toll System Implementation terminates 180 days after the Contractor completes all services authorized and required by all Work Authorizations (and any Change Order or Change Directive to a Work Authorization) approved under this Contract.

Section B 2.0 of Attachment B – SCOPE OF WORK is amended by adding the following Subsections B2.09, B2.10, B2.11, B2.12, B2.13:

B2.09. Cameron County Regional Mobility Authority (CCRMA) SH 550 – Port Spur Toll Project

The SH 550 Project improves the corridor to include a two-lane Toll Road; one lane each direction with shoulders. The Toll Lanes are separated from the frontage roads by a grassed elevated median and physical barrier. The toll collection system for the project will be all Electronic Toll Collection (ETC).

B2.10. MoPac Improvement Project: Toll System and Toll-Related ITS Design, Coordination, and D/B Contractor Oversight

The MoPac Improvement Project will add one Express Lane in each direction along an 11-mile stretch of MoPac (Loop 1) from Parmer Lane north of Austin to Cesar Chavez Street in downtown Austin. The Express Lanes will be located in the middle of the corridor, separated from the general purpose lanes by a striped buffer zone with delineators. The Express Lanes will employ dynamic pricing to manage throughput and Toll System and Toll-Related ITS equipment will be installed to support the Express Lanes operation. This scope of work is for design coordination and oversight of the D/B Contractor during the design phase of the project.

B2.11. Traffic Management Center Implementation

The project consists of renovations to the existing space and facilities at the current Mobility Authority Field Operations Building, located at 104 North Lynnwood Trail in

Cedar Park, Texas, to accommodate the proposed Traffic Management Center (TMC). The TMC will serve the Manor Expressway, the MoPac Improvement Project, and other future projects on the Mobility Authority System. The TMC will Traffic Management System (TMS) components for projects may include but not limited to closed circuit television (CCTV) cameras, dynamic message signs (DMS), radar vehicle sensing detector stations, traffic detection system (TDS), variable toll message signs (VTMS), VTMS cameras, and VTMS AVI system.

B2.12. MoPac Improvement Project: Parmer Lane to Cesar Chavez Street

The MoPac Improvement Project will add one Express Lane in each direction along an 11-mile stretch of MoPac (Loop 1) from Parmer Lane north of Austin to Cesar Chavez Street in downtown Austin. The Express Lanes will be located in the middle of the corridor, separated from the general purpose lanes by a striped buffer zone with delineators. The Express Lanes will employ dynamic pricing to manage throughput and Toll System and Toll-Related ITS equipment will be installed to support the Express Lanes operation. This scope of work is for design and construction of the facility's tolling system during the construction phase of the project.

B2.13. SH 71 Express Project

The SH 71 Express Project is part of a series of improvements intended to complete a highway upgrade to SH 71. The project is dedicated to improving mobility along SH 71 in a safe, efficient, and reliable manner.

Schedule 1 – PRICE SCHEDULE is amended by:

(1) Adding the attached Schedule 1.2 (pages 1.2-1 through 1.2-2) after Schedule 1.1, page 1.1-5;
(2) Adding the attached pages for Schedules 1-20b, 1-20c, 1-20d, 1-20d, and 1-20e;
(3) Deleting the TOTAL PROPOSED PRICE-All Segments and Common Items: $22,559,465, as it appears on Schedule 1-21, as amended May 2, 2011.

Except to the extent modified herein, all terms and condition of the Contract shall continue in full force and effect.

By their signatures below, the parties to this Contract evidence their agreement to the amendment set forth above.

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY

Mike Heiligenstein
Executive Director

TELVENT USA LLC

TOLL COLLECTION SYSTEMS IMPLEMENTATION FEE SCHEDULES

Payment Measurement

This schedule provides description of the Method of Measurement and the Basis of Payment for the bid items necessary to complete the work under the Project. The Contractor is required to submit price proposals which are based on the Method of Measurement and Basis of Payment for each item described in this schedule.

Payment Items

110. ITS Devices *(Includes: Equipment /materials, installation & integration)*

Method of Measurement

ITS devices shall be measured per each ITS device installed on Express Lanes and General Purpose Lanes. Each shall include furnishing all labor, materials, and support services to complete the design, fabrication, unit testing, packaging, delivery, onsite installation, integration and testing, and acceptance of the ITS Devices, complete with all its internal components, cabinets, UPS, network equipment and mounting devices, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the unit bid price upon successful delivery and verification of the ITS Devices. Payment for the ITS Devices delivery does not relieve the Proposer from any responsibilities and terms specified in the Contract.

111. Equipment Cabinet *(Includes: Equimentp/materials, install & integration; Excludes: elec/civil, foundations, concrete slabs, etc.)*

Method of Measurement

Equipment Cabinets shall be measured per each Equipment Cabinet installed at the Tolling Zone. Each shall include furnishing all labor, materials, and support services to complete the design, fabrication, unit testing, packaging, delivery, onsite installation, integration and testing, and acceptance of the Equipment Cabinets, complete with all its internal components and AC, all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the unit bid price upon successful delivery and verification of the Equipment Cabinets. Payment for the Equipment Cabinets delivery does not relieve the Proposer from any responsibilities and terms specified in the Contract.

112. Dynamic Pricing Server and HOST Upgrade *(Includes: Equipment /materials, installation & integration)*

Method of Measurement

Dynamic Pricing Server and Host Upgrade shall be measured on a lump sum basis each for the Dynamic Pricing Servers installed for the Express Lanes and CTRMA Host Server and Database upgrade. Each shall include furnishing all labor, materials, and support services to complete the design, fabrication, unit testing, packaging, delivery, onsite installation, integration and testing, and acceptance of the Dynamic Pricing Server and Host Upgrade, complete with all its internal components, storage devices, operating system, database and warranty all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the lump sum bid price upon successful delivery, integration and verification of the complete Dynamic Pricing Server and Host Upgrade. Payment shall also include warrant-guarantee services and maintenance services, in accordance with the requirements of the Contract. Payment for the Dynamic Pricing Server and Host Upgrade does not relieve the Proposer from any responsibilities and terms specified in the Contract.

113. Dynamic Pricing and Trip Building SW Design/Development

Method of Measurement

Dynamic Pricing and Trip Building SW Design/Development shall be measured on a lump sum basis as developed, tested and deployed on the Express Lanes and shall include all software required for the integration of the Dynamic Pricing and Trip Building SW into the Express Lanes Toll System software. The lump sum unit shall include furnishing all labor, materials, licenses, and support services to complete the design, development, unit testing, integration, configuration, on-site testing and acceptance of the Dynamic Pricing and Trip Building SW all in conformance with the requirements of the Contract, and as accepted by the CTRMA.

Basis of Payment

Payment will be made at the lump sum bid price upon successful delivery, integration, testing and acceptance of the complete Express Lanes Toll System which includes the Dynamic Pricing and Trip Building SW. Payment shall also include warrant-guarantee services and maintenance services, in accordance with the requirements of the Contract. Payment for the Dynamic Pricing and Trip Building does not relieve the Proposer from any responsibilities and terms specified in the Contract.

CCRMA SH-550 TOLL SYSTEM				UNIT PRICE		AMOUNT	
ITEM #	QTY.	UNIT	DESCRIPTION	DOLLARS	CENTS	DOLLARS	CENTS
1	1	LS	Installation/Electrical Design and Plans	9,535	00	9,535	00
2	1	LS	Field Installation and Electrical Work, Materials and Labor	317,183	00	317,183	00
3	2	Ea.	Site Prep	32,646	00	65,292	00
4	1	Ea.	Dual 3343 Cabinet, A/C, and Foundation	72,743	00	72,743	00
5	1	LS	Primary Electrical Service	21,226	00	21,226	00
6	2	Ea.	Zone Controller Hardware & SW	30,624	00	61,248	00
7	2	Ea.	Communication Equipment	61,479	00	122,958	00
8	6	Ea.	Automatic Vehicle Classification System, Express ETC Lane	16,392	00	98,352	00
9	4	Ea.	AVI System Hardware, Express ETC Lane	14,598	00	58,392	00
10	6	Ea.	Violation Enforcement System Hardware, Express ETC Lane	40,473	00	242,838	00
11	1	LS	UPS	13,322	00	13,322	00
12	0	LS	Emergency Generator & Automatic Transfer Switch	49,697	00	-	00
13	1	LS	ROMS HW/SW & Security Server(s) (ie: Digital Video Recorder & Audit)	76,897	00	76,897	00
14	1	LS	Host System (Store & Forward) HW/SW	50,592	00	50,592	00
15	1	LS	Training	8,321	00	8,321	00
16	1	LS	Documentation	34,979	00	34,979	00
17	1	LS	Project Management	65,375	00	65,375	00
18	1	LS	Spare Equipment	27,901	00	27,901	00
19	1	LS	Site Commissioning Test	19,863	00	19,863	00
20	1	LS	Operational Test	19,863	00	19,863	00
					Total	1,386,880	00

The Pricing shown above Excludes:

-- Bonding

-- Excludes UAE Certification/Testing and all other UAE costs

-- Gantries (provided by others)

-- All Recurring Data Communication Costs

-- Recurring 3rd-Party SW/HW Support Agreements & SW Licenses

-- System HW/SW Warranty/Maintenance Services/Support & Spares Replenishment Costs

MoPac Improvement Project - Systems Integrator - Price Build-up												
Item Description / Position Title	Rate	DSoS - A3.01		DSoS - A3.02		DSoS - A3.03		DSoS - A3.04		Ext Price
		Hrs	Price	Hrs	Price	Hrs	Price	Hrs	Price	
Software Engineer	$ 116.00	8	$ 928	32	$ 3,712	8	$ 928	12	$ 1,392	$ 6,960.00
System Engineer	$ 127.00	200	$ 25,400	460	$ 58,420	64	$ 8,128	64	$ 8,128	$ 100,076.00
Technician	$ 89.00		$ -	24	$ 2,136	12	$ 1,068	8	$ 712	$ 3,916.00
Database Administrator	$ 165.00		$ -	24	$ 3,960		$ -	8	$ 1,320	$ 5,280.00
Documentation Clerk	$ 119.00	60	$ 7,140	80	$ 9,520		$ -	40	$ 4,760	$ 21,420.00
Testing Engineer	$ 126.00		$ -	36	$ 4,536		$ -		$ -	$ 4,536.00
Project Manager	$ 165.00	140	$ 23,100	140	$ 23,100	80	$ 13,200	120	$ 19,800	$ 79,200.00
SUB-TOTAL LABOR		408	$ 56,568	796	$ 105,384	164	$ 23,324	252	$ 36,112	$ 221,388.00
Other Costs										
									Equipment/Materials	$ -
									Sub-Contractors	$ -
									Travel Exp's	
									ODC's	$ 2,500.00
SUB-TOTAL OTHER COSTS										$ 2,500.00
G&A / Fee on Other Costs									15%	$ 375.00
TOTAL PRICE										$ 224,263.00

A3.01. - Coordination, workshops, meetings, and over the shoulder reviews

A3.02. - Toll System and Toll-Related ITS requirements and Site Design

A3.03. - Schedule Review and Acceptance

A3.04. - Plan Review and Acceptance

1) Excludes any and all Taxes (Including State/Federal/Local taxes)

2) Excludes Bonding and/or costs for additional Insurance

3) Excludes Subcontractor, Materials/Equipment and Other Direct Costs (If required, these costs/expenses/services will be billed back to CTRMA at Cost + 15%)

Final PRICE SHEET
TMC Command Center

Task No.	Description	Qty	Unit	Unit Price (US $'s)	Extended Price (US $'s)
1	HW - Materials / Equipment	1	Lot	71,905.64	71,905.64
2	Program Management	1	Lot	41,933.35	41,933.35
3	Design & System Documentation	1	Lot	16,843.80	16,843.80
4	Furniture	1	Lot	30,246.07	30,246.07
5	Integration/Test (FAT, Commissioning, Final Accept, etc.)	1	Lot	64,406.08	64,406.08
6	Construction	1	Lot	464,677.73	464,677.73
	TOTAL				$690,012.67

The Pricing shown above Excludes:
-- All Recurring Data Communication Costs
-- Recurring 3rd-Party SW/HW Support Agreements & SW Licenses
-- Spares Replenishment Costs

MOPAC Express Lanes Project					
ITEM #	QTY.	UNIT	DESCRIPTION	UNIT PRICE	EXT PRICE
1	4	EA	Tolling Zone. Includes: Materials/equipment, SW mods to add new locations to system, field installation/labor & electrical work.	$ 402,291	$ 1,609,163
2	1	LS	ITS Devices. Includes: Equipment /materials, installation & integration.	$ 1,339,610	$ 1,339,610
3	1	LS	Communication Equipment. Includes: Equipment /materials, installation & integration.	$ 154,819	$ 154,819
4	1	LS	Video/DVR System Equipment. Includes: Equipment /materials, installation & integration.	$ 109,708	$ 109,708
5	4	EA	Equipment Cabinet. Includes: Equip/materials, install & integration (excls: ele/civil, foundations, concrete slabs, etc.)	$ 23,078	$ 92,312
6	1	LS	Dynamic Pricing Server and HOST Upgrade. Includes: Equipment /materials, installation & integration.	$ 329,557	$ 329,557
7	1	LS	Fiber Optic Installation	$ 471,325	$ 471,325
8	1	LS	Spare Equipment	$ 164,894	$ 164,894
9	1	LS	Dynamic Pricing and Trip Building SW Design/Development	$ 523,496	$ 523,496
10	1	LS	Documentation. Includes: Plans, training manuals, design doc's, etc.	$ 258,359	$ 258,359
11	24	Mth	Project Management	$ 16,368	$ 392,830
12	1	LS	On-site First Installation Testing (OFIT)	$ 64,519	$ 64,519
13	3	EA	Per Zone Commissioning test support (remaining 3-Zones)	$ 12,673	$ 38,019
14	1	LS	Operational Testing	$ 212,413	$ 212,413
15	1	LS	Bonding	$ 58,996	$ 58,996
16	1	LS	Additional Insurance above basic Corporate Policy to cover added ROW coverage	$ 20,000	$ 20,000
TOTAL				$	5,840,021

Excludes:

-- Excludes All Recurring Data Communication Costs

-- Excludes Traffic Control (MOT) & Lane Rental Charges

-- Excludes System HW/SW Warr/Maint Services/Support & Spares Replenishment Costs

-- Equipment Cabinet Installation Excludes electrical/civil, foundations, concrete slabs, etc.

-- Excludes Any/all taxes (Assumes CTRMA is Tax Exempt)

-- Pricing above is based on mutually agreeable payment terms.