



## SUPPLEMENTAL AGREEMENT NO. 1 TO COOPERATIVE PURCHASING AGREEMENT

MDX PROCUREMENT/CONTRACT NO. MDX-18-02  
MDX WORK PROGRAM NO. VARIOUS  
MDX PROJECT/SERVICE TITLE: TOLL COLLECTION SYSTEM: EQUIPMENT, INSTALLATION, MAINTENANCE, AND SUPPORT SERVICES

THIS SUPPLEMENTAL AGREEMENT NO. 4 TO COOPERATIVE PURCHASING AGREEMENT (as "SA #1") is made and entered into this 6th day of November, 2024 (the "Effective Date"), by and between the **Greater Miami Expressway Agency** (the "Agency" or "GMX"), a body politic and corporate, a public instrumentality and an agency of the State of Florida, existing under Florida Statutes Chapter 348, Part I, as amended, acting by and through its Governing Board, and **Transcore, LP** (as the "Contractor"), a **Delaware** Limited Partnership, located at **150 4th Avenue North, Suite 1200, Nashville, Tennessee 37219** and duly authorized to conduct business in the State of Florida, Federal I.D. No. **25-1730334** (collectively, referred to herein as the "Parties" to this SA #1).

### WITNESSETH

**WHEREAS**, pursuant to RFP-DOT-15/16-8001-WS, the Florida Department of Transportation (FDOT) competitively procured for a Toll Equipment Contractor and subsequently on May 17, 2017, entered into Standard Written Agreement No. BE355 with the Contractor for a term of ten (10) years; and

**WHEREAS**, subject to §43 (Cooperative Purchasing) of the DMS PUR 1000, and as permitted by Section 4.7 (Cooperative Purchasing and Piggy-Backing) of the Procurement Policy, the Miami-Dade Expressway Authority ("MDX"), the predecessor agency to GMX, on **February 1, 2018** entered into a Cooperative Purchasing Agreement for MDX Procurement/Contract No. **MDX-18-02** with the Contractor to provide Toll Collection System: Equipment, Installation, Maintenance, and Support Services (the "Services"), as solicited for, and in accordance with the terms and conditions of the FDOT Contract, unless otherwise set forth in MDX Procurement/Contract No. MDX-18-02 (the "Agreement" or "Contract"); and

**WHEREAS**, during the 2023 Regular Legislative Session, the Florida Legislature clarified the legal status, ownership, and control of the roads that constitute the expressway system in Miami-Dade County and portions of northeast Monroe County. (348.03031(1), Fla. Stat); and

**WHEREAS**, the Legislature clarified the authority of GMX and dissolved MDX (Chapter 2019-169, Laws of Florida; 348.03031(4), Fla. Stat., and 2019-169, Laws of Florida); and





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WHEREAS, as approved by the Florida Department of Management Services (DMS) through an *Agency Request for Approval of Alternate Contract Source (ACS) (PUR 7102)*, attached hereto as *Exhibit B, Approved GMX-15 Agency Request for Approval of Alternate Contract Source (ACS) (PUR 7102)-24*, the Parties wish to:

- Increase the contract capacity of the Agreement with the Contractor to allow for Maintenance Services associated with projected increase in Annual Average Daily Traffic (AADT); and
- Amend the Agreement to include Systemwide Toll Collection System Modernization Services.

NOW THEREFORE, in accordance with GMX Board approval, and in accordance with section 8.3 *Approval Authority of Agreements and Supplemental Agreements* of the GMX Procurement Policy incorporated herein, and in consideration of the mutual promises and covenants contained herein, and for such other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties do hereby agree as follows:

1. The foregoing recitations are true and correct and are incorporated herein by reference.
2. The MDX Procurement/Contract No. MDX-18-02 is hereby replaced with GMX Procurement/ Contract No. **GMX-18-02**.
3. The MDX Work Program No.: Various is hereby replaced with **GMX Work Program No.: Various**.
4. The MDX Project/Service Title: Toll Collection System: Equipment, Installation, Maintenance, and Support Services is hereby replaced with the GMX Project/Service Title: **Toll Collection System: Equipment, Installation, Maintenance, and Support Services**.
5. All references to MDX in the Contract Documents are hereby replaced with GMX.
6. *Exhibit A, Entitlement Analysis and Attachment A-1, Capacity Increase Calculation for Annual Average Daily Traffic (AADT) and Attachment A-2, Scope of Work and Fee for Modernization Services*, are made part of this SA #1 and are hereby incorporated herein.
7. In accordance with *Exhibit A, Entitlement Analysis and Attachment A-1, Capacity Increase Calculation for Annual Average Daily Traffic (AADT)*, the budgetary capacity of the Agreement is hereby increased by **Twelve Million, Seventy-Eight Thousand, Four Hundred Twenty-Eight Dollars and Ten Cents (\$12,078,428.10)**.





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8. Additionally, as stated in *Exhibit A, Entitlement Analysis and Attachment A-2, Scope of Work and Fee for Modernization Services*, an amount of **Three Million, Twenty-Nine Thousand, Four Hundred Ninety-Six Dollars and Zero Dollars and Zero Cents (\$3,029,496.00)** is hereby added to increase the contract value of the Agreement.
9. Pursuant to *Exhibit A, Entitlement Analysis and Attachments A-1 and A-2*, the total increase to the contract value for Services performed under this Agreement is **Fifteen Million, Four Hundred Seven Thousand, Nine Hundred Twenty-Four Dollars and Ten Cents (\$15,407,924.10)**.
10. As a result of *Exhibit A, Entitlement Analysis, and Attachments A-1 and A-2*, **Fifteen Million, Four Hundred Seven Thousand, Nine Hundred Twenty-Four Dollars and Ten Cents (\$15,407,924.10)** is hereby added to the contract value of **Thirty-Three Million, Six Hundred Nine Thousand, Seven Hundred Forty-Five Dollars and Zero Cents (\$33,609,745.00)** for a contract value of **Forty-Nine Million, Seventeen Thousand, Six Hundred Sixty-Nine Dollars and Ten Cents (\$49,017,669.10)**.
11. The defined terms used herein, unless otherwise defined in this SA #1, shall have the meanings ascribed to them in the Contract Documents.
12. Except as expressly provided herein, all the terms, conditions, covenants, agreements and understandings contained in the Contract Documents shall remain unchanged and in full force and effect, and the same are hereby expressly ratified and confirmed by the Parties.
13. This SA #1 shall not alter or change in any manner the force and effect of the Agreement except insofar as the same is altered and amended by this SA #1. Wherever the terms of this SA #1 and the terms of the Contract Documents are in conflict, the terms of this SA #1 shall govern and control.
14. The Parties hereby agree that the monetary sum(s) agreed to herein constitute a full and complete settlement of all the matters relating to and set forth herein, including, but not limited to, all direct costs for equipment, manpower and materials, as well as indirect costs, expenses and profit (inclusive of overhead of any kind) and delay damages relating to the issues set forth in this SA #1. The settlement outlined herein is limited to and applies only to any claims arising out of or on account of the matters described and set forth in this SA #1 which constitutes the totality of SA #1.





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15. Exhibits:

Exhibit A Entitlement Analysis

Attachment A-1 Capacity Increase for Maintenance Services Associated with  
Projected Increase in Annual Average Daily Traffic (AADT)

Attachment A-2 Scope of Work and Fee for Modernization

Exhibit B Approved GMX-15 Agency Request for Approval of Alternate Contract Source  
(ACS) (PUR 7102)-24

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IN WITNESS WHEREOF, the Parties have caused this SA #1 to be executed by their respective and duly authorized officers as of the Effective Date set forth herein.

GREATER MIAMI EXPRESSWAY AGENCY

TRANSCORE, LP

By: \_\_\_\_\_

11/6/24

Torey Alston  
Executive Director/CEO

By: \_\_\_\_\_

Signature of Authorized Officer

Whitt Hgill

Print Name of Authorized Officer

President & CEO

Title of Authorized Officer

Approved by GMX Board: 5/9/2024 & 7/11/2024