

AMENDMENT NO. 19 TO
FACILITY CONCESSION AGREEMENT
SH 130, SEGMENTS 5 & 6 FACILITY

THIS AMENDMENT NO. 19 TO FACILITY CONCESSION AGREEMENT (this "Amendment") is entered into and effective as of JAN. 24, 2017 between the Texas Department of Transportation, a public agency of the State of Texas ("TxDOT"), and SH 130 Concession Company, LLC, a Delaware limited liability company ("Developer"), with reference to the following facts:

A. TxDOT and Developer entered into that certain Facility Concession Agreement dated as of March 22, 2007 (as amended, the "FCA"), together with related agreements collectively referred to in the FCA as the "FCA Documents." All capitalized terms used but not defined herein shall have the meanings set forth in the FCA.

B. TxDOT and Developer desire to clarify the Asset Condition Scoring process by amending Technical Requirements (Book 2) of the FCA, Section 19 as provided herein.

NOW, THEREFORE, for good and valuable consideration and the mutual covenants and agreements herein contained, the receipt and sufficiency of which are hereby acknowledged, the Developer and TxDOT hereby agree as follows:

1. Changes to Technical Requirements (Book 2), Section 19. Notes to Table 19.7.2.1, note 1 is hereby deleted in its entirety and replaced with the following:

"Developer shall score each Element within an Element Category in accordance with Table 19.7.2-1. The lowest score for any Element within an Element Category shall determine the Asset Condition Score for that Element Category. The calculation of percentage compliance is demonstrated by the following example for the Element Category "Pavement Markings, Object Markers, Barrier Markers, and Delineators":

Assume the Element Category is comprised of three (3) Elements: A) pavement markings with five (5) Targets; B) raised reflective markers with two (2) Targets; and, C) delineators and markers with one (1) Target. Assume forty (40) Auditable Sections.

Pavement markings: assume pavement markings are present in all forty (40) Auditable Sections, the total number of measurement records would equal two hundred (200) (5 Targets x 40 Auditable Sections). If one hundred eighty (180) of these measurement records meet the Target, there would be ninety percent (90%) compliance. In accordance with Table 19.7.2-1, the Element would score a four (4).

Raised reflective markers: assume raised reflective markers are present in all forty (40) Auditable Sections, the total number of measurement records would equal eighty (80) (2 Targets x 40 Auditable Sections). If seventy-six (76) of these measurement records meet the Target, there would be ninety-five percent (95%)

compliance. In accordance with Table 19.7.2-1, the Element would score a five (5).

Delineators and markers: assume delineators and markers are present in thirty-five (35) Auditable Sections, the total number of measurement records would equal thirty-five (35) (1 Target x 35 Auditable Sections). If twenty-seven (27) of these measurement records meet the Target, there would be seventy-seven and one-tenth percent (77.1%) compliance. In accordance with Table 19.7.2-1, the Element would score a two (2).

The Asset Condition Score for the Element Category in this example is two (2) As between the three (3) Elements, the lowest scoring Element determines the Element Category's Asset Condition Score and the lowest scoring Element in this example is Delineators and markers with a score of two (2)."

2. Changes to Technical Requirements (Book 2), Section 19. The following is hereby added to Notes to Table 19.7.2-1 as note 6:

"If an Asset Condition Score for an Element Category is less than three (3), the Developer may, within ten (10) days after submittal of the Quarterly Report containing that Asset Condition Score, request a meeting with TxDOT to discuss the Asset Condition Score. Following the meeting between Developer and TxDOT, if TxDOT determines the Asset Condition Score is not a reasonable representation of the condition of the Element Category, TxDOT may waive or defer, at its sole discretion, the assessment of Noncompliance Points, provided Developer remedies or repairs the Element(s) that resulted in the Asset Condition Score of less than three (3), in accordance with the standards and timeframes described in Section 19.2 of these Technical Requirements. Should TxDOT elect to decline Developer's meeting request, TxDOT shall not assess Noncompliance Points unless Developer has failed to remedy or repair the Element(s) that resulted in the Asset Condition Score of less than three (3) in accordance with the standards and within the timeframes described in Section 19.2 of these Technical Requirements."

3. Effectiveness of FCA Documents. Except as specifically amended hereby, the provisions of the FCA Documents, as previously amended by Amendments 1 – 18, are hereby confirmed without change.

4. Binding Effect of Amendment. This Amendment is entered into pursuant to Section 24.3 of the FCA, and shall be valid, effective and enforceable.

5. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall be fully effective as an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 19 to be duly executed as of the day and year first above written.

DEVELOPER:

SH 130 CONCESSION COMPANY, LLC


By: _____


Alfonso Orol
Chief Executive Officer

TxDOT:

**TEXAS DEPARTMENT OF
TRANSPORTATION**

By: _____


James M. Bass
Executive Director