



Texas Department of Transportation

DEWITT C. GREER STATE HIGHWAY BLDG. • 125 E. 11TH STREET • AUSTIN, TEXAS 78701-2483 • (512) 463-8585

June 30, 2009

Mr. Jose Labarra
SH 130 Concession Company, LLC
7700 Chevy Chase Drive
Chase Park One, Suite 350
Austin, Texas 78752-1562

RE: Change Order No. 3 (Reverse Stacking at CR 222 and CR 218) and
Facility Concession Agreement (FCA) Amendment No. 6

Dear Mr. Labarra:

This letter is being delivered to you to issue Change Order No.3 pursuant to Article 14 of the FCA for the SH 130, Segments 5&6 facility dated March 22, 2007, (as amended, the FCA) between the Texas Department of Transportation (TxDOT) and SH 130 Concession Company, LLC (Developer). Initially capitalized terms not otherwise defined in this letter shall have the meanings given those terms in the FCA.

Change Order No. 3 implements Change Request No. 1 dated April 22, 2009, which was submitted by Developer on April 23, 2009 (the Change Request). Pursuant to Change Order No. 3, Developer shall revise the design of the Facility based on the Change Request and the following FCA Amendment No. 6:

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, TxDOT and the Developer agree as follows:

1. Attachment 9 (Cross Road Matrix) to Book 2 (Technical Requirements) of the FCA is amended by changing the position (over/under) of CR 222 and CR 218 (Maple Street). The Cross Road Matrix shall be amended to reflect CR 222 and CR 218 cross "Over SH 130".
2. As hereby amended the FCA is in full force and effect.

Approval of Change Order No. 3 does not grant any additional deviations or amendments other than the amendment listed above.

TxDOT's acceptance of the Change Request as reflected in this Change Order No. 3 is conditioned upon the following:

1. Developer shall be solely responsible for payment of any increased costs associated with utility adjustments and utility easements resulting from the Change Request.
2. Notwithstanding anything to the contrary contained in this Change Order No. 3 or in the FCA, TxDOT will not be liable for toll impacts, for any revenue losses, or other direct Developer impacts resulting from the future expansion of CR 222 or CR 218 to the Ultimate Configuration (the "Future Expansion"), provided that (i) TxDOT utilizes good industry practice and construction methods to carry out such Future Expansion and (ii) in the event that TxDOT hires a third party contractor to perform any portion of the Future Expansion, TxDOT shall use commercially reasonable efforts to obtain from such third party contractor, through insurance or otherwise, an indemnity of Developer for any physical damage to the Facility or third party claims resulting from the work performed by such third party contractor in connection with the Future Expansion.

The specific details, cost and scope of Change Order No. 3 are included in the Change Request and related correspondence from Tim Brunette to Frank Holzmann dated April 7, 2009, a copy of which is attached hereto and incorporated herein for all purposes.

In addition to the conditions and amendments set forth above, Developer shall be solely responsible for payment of any increased costs, for any revenue losses and for any Facility Schedule delays or other impacts resulting from this change order and FCA amendment.

If the foregoing correctly reflects your understanding of our mutual agreement, please so indicate by signing both copies of this letter in the space provided and returning a signed original to the office of Frank Holzmann.

Mr. Jose Labarra
SH 130 FCA Amendment No. 6

-3-

June 30, 2009

This letter may be signed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Sincerely,



Phillip E. Russell, P.E.
Assistant Executive Director
Innovative Project Development

Attachments: Correspondence dated April 7, 2009 from Tim Brunette to Frank Holzmann.
Change Request No. 1 dated 04/22/2009

cc: Don Toner, SRWA, Texas Turnpike Authority Division, TxDOT
Brett Jackson, FHWA
Frank P. Holzmann P.E., San Antonio District, SAMI Office

ACCEPTED AND AGREED TO
THIS 13th DAY OF JUNE, 2009

AVG/SJ

SH 130 CONCESSION COMPANY, LLC

By: _____

Name: Jose Labarra
Title: Chief Executive Officer