

AMENDMENT NO. 22 TO
FACILITY CONCESSION AGREEMENT
SH 130, SEGMENTS 5 & 6 FACILITY

THIS AMENDMENT NO. 22 TO THE FACILITY CONCESSION AGREEMENT (this "Amendment") is entered into and effective as of Nov. 13, 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 modify Developer's reporting requirements by amending FCA Section 8.5.2 and Technical Requirements, Attachment 3, 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. Renewal Work. Section 8.5.2 of the FCA is hereby deleted in its entirety and replaced with the following:

Developer shall deliver to TxDOT and the Independent Engineer a written report of the Renewal Work performed in the immediately preceding calendar year twenty-eight (28) Days following the end of the calendar year. The report shall describe by location and Element, as listed in the Renewal Work Schedule, the: (i) type of work performed; (ii) dates of commencement and completion; (iii) cost; and, iv) total cost of all Renewal Work performed during the calendar year. During the period the Handback Requirements Reserve is in effect, the report also shall set forth the total draws from the Handback Requirements Reserve in the immediately preceding calendar year and the date, amount and use of each draw (including any use for Safety Compliance work).

2. Monthly, Quarterly and Annual Reporting Requirements. The Requirement identified in Technical Requirements, Attachment 3, Table 3 (Annual Report), Ref. 5 (Renewal Work Annual Report) is hereby deleted in its entirety and replaced with the following:

Renewal Work Annual Report

Report summarizing the Renewal Work and prepared in accordance with Section 8.5.2 of the FCA.

3. Effectiveness of FCA Documents. Except as specifically amended hereby, the provisions of the FCA Documents, as previously amended by Amendments 1 - 21, 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 to be duly executed as of the day and year first above written.

DEVELOPER:

SH 130 CONCESSION COMPANY, LLC

By: Andrew V. Bailey II
Andrew V. Bailey II
Chief Executive Officer

TxDOT:

TEXAS DEPARTMENT OF TRANSPORTATION

By: James M. Bass
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James M. Bass
Executive Director