

AMENDMENT NO. 8 TO
COMPREHENSIVE DEVELOPMENT AGREEMENT
IH 635 MANAGED LANES PROJECT

THIS AMENDMENT NO. 8 TO COMPREHENSIVE DEVELOPMENT AGREEMENT ("**Amendment**") is entered into and effective as of November 19, 2013 between the Texas Department of Transportation, a public agency of the State of Texas ("**TxDOT**"), and LBJ Infrastructure Group LLC, a Delaware limited liability company ("**Developer**"), with reference to the following facts:

- A. TxDOT and Developer entered into that certain Comprehensive Development Agreement for IH 635 Managed Lanes Project, dated as of September 4, 2009 (the "**CDA**"), together with related agreements collectively referred to in the CDA as the "CDA Documents".
- B. TxDOT and Developer desire to amend the CDA Documents as provided herein.

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

- 1. Definitions. All capitalized terms used but not defined in this Amendment have the respective meanings set forth in the CDA.
- 2. Amendment to Section 8.1.7.1 of the CDA. Section 8.1.7.1 of the CDA is amended as follows:

8.1.7.1 TxDOT at its expense will conduct a speed study of the Managed Lanes, ~~in each Project Segment and the corresponding portions of the~~ General Purpose Lanes and Frontage Roads between six to eight weeks after the last Service Commencement Date of the Project ~~Segment~~ (to allow time for traffic patterns to stabilize). TxDOT will conduct the speed study in accordance with applicable Law and TxDOT's standards, procedures and methodology applicable to speed studies of frontage roads and main lanes, including those set forth in TxDOT's manual entitled "Procedures for Establishing Speed Zones," as the same may be revised, updated or replaced from time to time (collectively the "TxDOT speed study standards"). TxDOT will work with local governments on ordinances enacting the appropriate posted speeds based on the study. TxDOT will keep Developer informed of study schedules and provide Developer a copy of the study results.

- 3. Amendment to Exhibit 1 of the CDA.

(a) Exhibit 1 is amended by adding the following new definition:

HOV Registration and Declaration System means the electronic toll collection technology provided by the Developer for registering and communicating vehicle occupancy status, HOV or SOV, of a transponder holder, and for detecting, capturing, collecting, classifying, generating, transferring and transmitting information and data, as described in Section 21 of the Technical Provisions.

(b) The definition of **Project Segment** is amended as follows:

Project Segment means a part of the Project extending the full width of the Project Right of Way, including the applicable portions of the Managed Lanes, General Purpose Lanes, Frontage Roads and cross streets and applicable transitions/connections to adjacent infrastructure, and extending lengthwise between and including permanent logical termini of the Managed Lanes and including appropriate transitions for the remainder of the Project. Where the Managed Lanes end short of a Project Terminal the end-most Project Segment shall be deemed to extend to such Project Terminal. For the purpose of this definition, "Project Terminal" means the two southernmost points of the IH 35E Section, the northernmost and westernmost points of the IH 635/IH 35E Interchange and the northernmost and easternmost points of the IH 635/US 75 Interchange. Notwithstanding the foregoing, the cross street Work required for Hillcrest Road pursuant to Section 1.2.2.1 of Book 2A may be included in any Project Segment, in accordance with an approved Project Segment Plan.

4. Amendment to Exhibit 4, Section G.1.c of the CDA. Exhibit 4, Section G.1.c of the CDA is amended by adding the following:

- vii) for all valid transponder account holders, a list of all HOV registration attempts along with the date and time of the attempt as well as a list of failed registration attempts along with the date, time and the reason for failure. The lists shall include the successful and unsuccessful registration attempt totals.
- viii) for all valid transponder account holders, a list of all HOV declaration attempts along with the date and time of the attempt as well as a list of failed declaration attempts along with the date, time and the reason for failure. The lists shall include the successful and unsuccessful declaration attempt totals.
- ix) for all valid transponder account holders, a list of all registration and declaration confirmations to the User from the back office system (BOS), as well as, the duration from each request to each confirmation to the User from the BOS. The list shall include the total number of all confirmations and the total number of request to confirmation durations from the BOS to the User greater than 15 seconds.

5. Amendment to Exhibit 4, Section G.1.e of the CDA. Exhibit 4, Section G.1.e of the CDA is amended as follows:

- e) TxDOT shall have the right (but not the obligation) to perform or have performed activities to enforce the valid use of the HOV self-declaration HOV Registration and Declaration System lanes and to validate the entitlement of Users to the HOV discount, including by providing policing services or other means. Developer shall provide assistance to TxDOT in accordance with Section 21.3.2.5 of the Technical Provisions.

6. Amendment to Section 1.2.2.1 of the Technical Provisions (Book 2A). Section 1.2.2.1 of the Technical Provisions is amended by deleting item i:

- ~~i) Construct associated High Occupancy Vehicle (HOV) declaration zones.~~

7. Amendment to Section 1.2.2.2 of the Technical Provisions (Book 2A). Section 1.2.2.2 of the Technical Provisions is amended by deleting item l:

~~l) — Construct associated High Occupancy Vehicle (HOV) declaration zones.~~
8. Amendment to Section 1.2.2.3 of the Technical Provisions (Book 2A). Section 1.2.2.3 of the Technical Provisions is amended by deleting item k:

~~k) — Construct associated HOV declaration zones.~~
9. Amendment to Section 1.2.2.4 of the Technical Provisions (Book 2A). Section 1.2.2.4 of the Technical Provisions is amended by deleting item c:

~~e) — Construct associated HOV declaration zones.~~
10. Amendment to Section 11.1.1 of the Technical Provisions (Book 2A). Section 11.1.1.e of the Technical Provisions is amended by deleting item e:

~~e) — The Developer shall provide operational declaration lanes for High Occupancy Vehicles (HOV).~~
11. Amendment to Section 11.2.3 of the Technical Provisions (Book 2A). Section 11.2.3 of the Technical Provisions is amended as follows:

11.2.3 Miscellaneous Roadway Design Requirements

The Developer shall submit an IAJ report to TxDOT and FHWA for approval where proposed changes in ramp physical gore locations are greater than 50 feet. The physical gore is located at the intersection of roadway surfaces.

The Developer shall provide raised concrete islands where applicable to provide refuge for crossing pedestrians.

~~The Developer shall provide declaration lanes for High Occupancy Vehicles (HOV) at entrances into the Managed Lanes that meet or exceed the requirements in Table 11-3A. A declaration lane is optional for the specific entrances into the Managed Lanes as listed below:~~

- ~~• The Webb Chapel Road by-pass ramp (RPEWCBP) entrance to the WB IH 635 — NB IH 35E connector (CONNWBLBJ); and~~
- ~~• The WB General Purpose Lanes entrance to CONNWBLBJ.~~

TABLE 11-3A Declaration Area Design Criteria

Description	Minimum
Transition Taper Ratio	50:1 ⁽¹⁾
Declaration Zone Length	100 ft
Right Lane Width (HOV Declaration)	11 ft ⁽²⁾
Left Lane Width (All Others)	11 ft ⁽²⁾
Usable Shoulder Width	4 ft ⁽³⁾
Median (Flush)	4 ft

Notes:

1. Taper length is based on the center of the travel lane for the controlling side. The taper transitions for both lanes shall occur within the same longitudinal limits.
2. The lane widths shall be 12 feet for the entrance into the EB Managed Lanes, which is located on the west side of the IH 635/IH 35E interchange.
3. The NB IH 35E-IH 635 Connector (RPNB35DC) and the NB LP 12 & IH 35E-IH 635 Connector (RPNB12DC) shall have at a minimum a 2 ft usable shoulder. The SB IH 35E-IH 635 Connector (RPEB635DC) and west entrance into the Managed Lanes shall have 4 ft inside and 8 ft outside shoulders.

12. Amendment to Section 21.3.2.1 of the Technical Provisions (Book 2A). Section 21.3.2.1 of the Technical Provisions is amended as follows:

21.3.2.1 Vehicle Occupancy

The system shall distinguish between single occupancy vehicles (SOV) and high occupancy vehicles (HOV) in the Managed Lanes at each tolling point through the use of declaration lanes the HOV Registration and Declaration System. The Developer system shall identify all declared HOV user transactions. The Developer shall provide TxDOT and the tolling services Contractor all HOV transaction information required to calculate an HOV discount payment. In addition, Developer shall transmit, or arrange for transmittal of, all valid HOV declaration files. Transmittal shall be through communication lines provided by TxDOT, to either a TxDOT designated host computer, or in case only one lane is added to the system, to that TxDOT designated gantry, at TxDOT's election. Developer's transmittal of the HOV declaration files shall commence upon receipt of written notice from TxDOT, and shall continue until December 31, 2016, or such earlier time as agreed in writing by TxDOT.

21.3.2.1.1 HOV Registration and Declaration System

Developer shall provide, operate and maintain an HOV Registration and Declaration System for the Project that meets the requirements of the CDA Documents and applicable law. The accuracy of the HOV Registration and Declaration System shall be measurable and auditable. Developer shall include the proposed method of audit in its ETCSP.

Developer shall be responsible for payment of the HOV discount in the event of any HOV Registration and Declaration System failure including failure to allow a user with a valid transponder to register or declare.

21.3.2.1.2 HOV Registration

The HOV Registration and Declaration System shall enable all Users with a valid transponder(s), at no cost to the User, to register as potential HOV Users through the use of website(s), smartphone applications, office walk-in service (at a minimum, during normal business hours), and other mutually agreed upon methods. Developer's HOV Registration and Declaration System shall accommodate current operating systems and platforms and shall be upgraded to accommodate widely accepted operating systems and platforms. The HOV Registration and Declaration System shall provide confirmation to the User when the registration process is complete and accepted by the system.

21.3.2.1.3 HOV Declaration

The HOV Registration and Declaration System shall enable all Users with registered and valid transponders to declare and un-declare their HOV status, at no cost to the User, through the use of website(s), smartphone applications, Short Message System (SMS) texting, automated telephone system (to be implemented within 180 days after the first Service Commencement Date) , and other mutually agreed upon methods. Developer's HOV Registration and Declaration System shall accommodate current operating systems and platforms and shall be upgraded to accommodate widely accepted operating systems and platforms. The HOV Registration and Declaration System shall provide confirmation to the Users when the declaration process is complete and accepted by the system. The HOV Registration and Declaration System shall also provide notification to the User when their transponder is in a declared or un-declared HOV status.

13. Amendment to Section 21.3.2.3 of the Technical Provisions (Book 2A). The last paragraph of Section 21.3.2.3 of the Technical Provisions is amended as follows:

All transactions for vehicles classified as Automobiles without trailers that do not have occupancy declaration information shall be HOV SOV transactions.

14. Amendment to Section 21.3.2.5.1 of the Technical Provisions (Book 2A). The last paragraph of Section 21.3.2.5.1 of the Technical Provisions is amended as follows:

At least one enforcement zone shall be located within each Toll Segment in each direction. Enforcement zones shall be located so that each vehicle that enters the Managed Lanes, via a declaration lane, must pass through an enforcement zone prior to exiting the Managed Lanes.

15. Amendment to Section 21.5 of the Technical Provisions (Book 2A). Section 21.5 of the Technical Provisions is amended by adding items 5 through 8 to Table 21-1A as follows.

TABLE 21-1A – Tolling Performance Requirements

Ref	Parameter	Requirement	Measurement Method	Performance Requirement
5	<u>HOV Registration and Declaration System availability</u>	<u>The HOV Registration and Declaration System shall be available to the public to register their transponders or self- declare their HOV status (if their transponder is already registered).</u>	<u>The availability of the HOV Registration and Declaration System shall mean the total number of complete hours the full functionality of the system was available expressed as a percentage of the total number of hours in a given month. This requirement does not apply to scheduled maintenance periods that are in conjunction with maintenance periods for the ETCS.</u>	<u>>99.75%</u>
6	<u>Registration success rate</u>	<u>For all Users with a valid transponder that attempt to register their transponders as a potential HOV transponder, the HOV Registration and Declaration System shall successfully allow the Users to register.</u>	<u>The reliability of the HOV Registration and Declaration System shall mean the total number of successful HOV registrations expressed as a percentage of the total number of HOV registration attempts (registration attempt failures caused solely by User error or third party system malfunction are to be excluded from reliability calculations).</u>	<u>>99.90%</u>
7	<u>Speed of confirmation</u>	<u>Acknowledgement (success or failure) of all registration and declaration requests from the BOS shall occur in 15 seconds or less from the completion of the request to the BOS.</u>	<u>The number of confirmations that occur within 15 seconds or less expressed as a percentage of all confirmations.</u>	<u>>90.00%</u>
8	<u>Declaration and un-declaration success rate</u>	<u>For all Users with a valid and registered transponder that attempt to declare or un-declare their transponders as a potential HOV transponder, the HOV Registration and Declaration System shall successfully allow the declaration or un-declaration of the HOV status.</u>	<u>The reliability of the Registration and Declaration System shall mean the total number of successful HOV declarations and un-declarations expressed as a percentage of the total number of HOV declaration and un-declaration attempts (declaration and un-declaration attempt failures caused solely by User error or third party system malfunction are to be excluded from reliability calculations).</u>	<u>>99.90%</u>

16. Use of System Data and Technology. TxDOT shall have the rights to, without fee or charge, (i) the data generated by the HOV Registration and Declaration System; and (ii) the HOV Registration and Declaration System technology developed by the Developer additionally to the BOS.
17. Release. In consideration of the mutual covenants and agreements contained in this Amendment, Developer does hereby fully, unconditionally and irrevocably release TxDOT from any Claims, Losses or other rights to compensation or other monetary relief or schedule relief, whether now known or unknown, arising out of or in connection with subject matter of this Amendment. TxDOT and Developer agree that the items, changes, terms and conditions described in this Amendment result in a zero net cost to both TxDOT and Developer and that there is no change to the Completion Deadlines or schedule for the Project as a result of this Amendment.
18. Effectiveness of CDA Documents. Except as specifically amended hereby, the provisions of the CDA Documents (including all prior written amendments thereto) are hereby confirmed and remain in full force and effect without change.
19. Binding Effect of Amendment. This Amendment is entered into pursuant to Section 24.3 of the CDA, and shall be valid, effective and enforceable notwithstanding Section 24.13 of the CDA or any similar provision in any other CDA Document declaring that the CDA Document constitutes the sole, integrated agreement of the Parties.
20. 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.

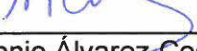
IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed as of the day and year first above written.

Developer

TxDOT

LBJ INFRASTRUCTURE GROUP LLC

TEXAS DEPARTMENT OF TRANSPORTATION

By: 
 Name: Mr. Antonio Álvarez-Cedrón
 Title: CEO/Program Manager

By: 
 Name: Phil Wilson
 Title: Executive Director