Copy

Texas Department of Transportation

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

October 23, 2008

Received
OCT 29 2008
SH 130 CC

Received
OCT 9 2008
SH 130 CC

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

RE: SH 130 Segment 5 & 6 Facility Concession Agreement – Administrative Settlements

Dear Mr. Labarra:

This letter is being delivered to you to evidence our mutual agreements regarding certain changes to the right-of-way acquisition provisions contained in Book 2 - Technical Requirements of the Facility Concession Agreement (FCA) for the SH 130, Segments 5 & 6 facility dated March 22, 2007, (as amended) 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.

The request in your September 2, 2008 letter cannot be agreed to as written due to CFR Title-49 Part-24 Subpart B – Real Property Acquisition, Section 24.102 – Basic acquisition policies item (i) – Administrative Settlement, which states, *"The purchase price for the property may exceed the amount offered as just compensation when reasonable efforts to negotiate an agreement at that amount have failed and an authorized Agency Official approves such administrative settlement as being reasonable, prudent, and in the public interest."* However, in an effort to cooperate and move the project forward, I would like to suggest a compromise to your request.

The requested Developer's amendment to the FCA below is intended to assist the developer by facilitating and expediting minor negotiated settlements in order to provide for the acquisition of the right of way in a timely manner.

The following language will be added to Item 4 Section 7.4.1 of Book 2 – Technical Requirements:

"When the aggregate compensation requested by the property owner is equal to or less than $50,000, or the increase from the determination of just compensation to the compensation requested by the property owner is less than or equal to $25,000.00, the Developer may submit a recommendation for approval or disapproval of the settlement offer together with only such detail as necessary to justify the recommendation. A settlement that fits the above criteria will, in accordance with the Developer's recommendation, be approved or disapproved by the Texas Turnpike Authority Division Right of Way Administrator who is the authorized Agency Official.

Settlements meeting these criteria would not require consideration or participation by the Administrative Settlement Committee."

All Administrative Settlements requested by the property owners must be submitted to TxDOT for consideration.

As hereby amended, the FCA is in full force and effect. This letter agreement 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.

If the foregoing correctly reflects your understanding of our mutual agreements, please so indicate by signing both copies of this letter in the place indicated below and returning a signed original to the undersigned.

Sincerely,

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

cc: Mark E. Tomlinson, P.E., Director, Texas Turnpike Authority Division, TxDOT
Bob Jackson, Director, Office of General Counsel, TxDOT
John P. Campbell, P.E., Director, Right of Way Division, TxDOT
Frank P. Holzmann, P.E., San Antonio District, TxDOT
Don Toner, SR/WA, Texas Turnpike Authority Division, TxDOT

ACCEPTED AND AGREED TO
THIS 10th DAY OF ~~OCTOBER~~ NOVEMBER 2008

SH 130 CONCESSION COMPANY, LLC

By: _____
Name: Jose Labarra
Title: Chief Executive Officer