

**AMENDMENT NO. 17 TO**  
**FACILITY CONCESSION AGREEMENT**  
**SH 130, SEGMENTS 5 & 6 FACILITY**

THIS AMENDMENT NO. 17 TO THE FACILITY CONCESSION AGREEMENT (this "Amendment") is entered into and effective as of August 22, 2016 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."

B. TxDOT and Developer desire to amend the FCA Documents 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. Definitions. All capitalized terms used but not defined herein shall have the meanings set forth in the FCA.

2. Amendment to Part B of FCA Exhibit 7. Section 1 of Part B of Exhibit 7 is hereby amended to read as follows:

**Part B. Revenue Sharing**

**1. General**

Developer shall pay to TxDOT the amounts determined in accordance with this Part B of Exhibit 7 (the "Revenue Share Amount") so as to enable TxDOT to participate in the Toll Revenue being generated by the Facility, and interest earned on such amounts prior to distribution at the same rate as earned by Developer on its undistributed Toll Revenues (which rate shall be the rate earned on the Toll Revenue Account or, if applicable, the Developer Claims Account, for so long as such amounts are held therein). For purposes of this Part B, Fiscal Year Toll Revenues shall include revenues accrued or earned during a Fiscal Year whether or not actually received by Developer during that Fiscal Year.

3. Effectiveness of FCA Documents. Except as specifically amended hereby, the provisions of the FCA Documents, as previously amended by Amendments 1 - 16, 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:   
\_\_\_\_\_  
Alfonso Oro  
Chief Executive Officer

**TxDOT:**

**TEXAS DEPARTMENT OF TRANSPORTATION**

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