

AMENDMENT NO. 2 TO THE OPERATING AND SUPPORT SERVICES AGREEMENT FOR I-95 HOV/HOT LANES PROJECT (this “**Amendment**”), entered into as of this May 15, 2017 between 95 Express Lanes LLC, a Delaware limited liability company (the “**Concessionaire**”) and Transurban (USA) Operations Inc., a Delaware corporation (the “**Operating Company**”).

RECITALS

WHEREAS, the Concessionaire and the Virginia Department of Transportation (the “**Department**”) have entered into an agreement pursuant to which the Concessionaire will design, build, finance, operate and maintain the Northern HOT Lanes extension to the I-95 HOV/HOT Lanes Project under an amendment to the Comprehensive Agreement Relating to the I-95 HOV/HOT Lanes Project, dated as of July 31, 2012, between the Concessionaire and the Department (the “**Comprehensive Agreement**”);

WHEREAS, in connection with the existing Operating and Support Services Agreement for the I-95 HOV/HOT Lanes Project (“**Operating Agreement**”), the Concessionaire and the Operating Company wish to clarify that the operating and support services provided by the Operating Company include those relating to the requirements under the Comprehensive Agreement and any related amendments to or restatements of the Comprehensive Agreement (and including for the avoidance of doubt the Northern HOT Lanes extension);

AGREEMENT

NOW, THEREFORE, the parties agree as follows:

Section 1 Amendment.

The Operating Agreement shall be amended by (a) deleting the reference to “(the CA)” in the first recital and (b) deleting the definition of “CA” in Exhibit A to the Operating Agreement and replacing such definition in its entirety with the following:

““CA” shall mean the Comprehensive Agreement Relating to the I-95 HOV/HOT Lanes Project, dated as of July 31, 2012, between the Concessionaire and the Department, as amended or restated from time to time.”

Section 2 Miscellaneous.

(a) This Amendment may be executed 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.

(b) This Amendment shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia without regard to the conflict of laws provisions of such laws.

(c) This Amendment and the Operating Agreement constitute the entire and exclusive agreement between the parties relating to the specific matters covered herein and therein. All prior written and prior or contemporaneous verbal agreements, understandings, representations and/or practices relative to the foregoing are hereby superseded, revoked and rendered ineffective for any purpose.

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IN WITNESS WHEREOF, the parties, intending to be legally bound, have executed this Amendment No. 2 to the Operating Agreement as of the date first written above.

95 EXPRESS LANES LLC

By: 
Name:
Title:

TRANSURBAN (USA) OPERATIONS INC.

By: 
Name:
Title:

