

North Texas Turnpike Authority Parcel P10

COMMENCING at a point southeast of S.H. 121 centerline station 991+82.46, said point being the POINT OF BEGINNING, and the point on a circular curve concave to the left, having a radius of 77.50 feet and a central angle of 89 degrees 33 minutes 51 seconds, and a chord of 109.18 feet bearing North 22 degrees 09 minutes 05 seconds East;

THENCE northeasterly along said curve, a distance of 121.15 feet at 92.38 feet southeast of centerline station 992+59.75;

THENCE North 22 degrees 37 minutes 44 seconds West, a distance of 218.04 feet to a point of curvature of a circular curve, at a distance of 125.65 feet northwest of centerline station 992+60.83, concave to the left, having a radius of 67.50 feet and a central angle of 90 degrees 17 minutes 42 seconds, and a chord of 95.70 feet bearing North 67 degrees 45 minutes 54 seconds West;

THENCE southwesterly along said curve, a distance of 106.38 feet at 193.50 feet northwest of centerline station 991+93.33;

THENCE South 67 degrees 05 minutes 15 seconds West, a distance of 61.50 feet to a point of curvature of a circular curve, at a distance of 193.50 feet northwest of centerline station 991+31.83, concave to the left, having a radius of 11,442.66 feet and a central angle of 02 degrees 00 minutes 00 seconds, and a chord of 399.40 feet bearing South 66 degrees 05 minutes 15 seconds West;

THENCE southwesterly along said curve, a distance of 399.42 feet at 186.53 feet northwest of centerline station 987+32.49;

THENCE South 65 degrees 05 minutes 15 seconds West, a distance of 1,032.64 feet to a point of curvature of a circular curve, at a distance of 150.49 feet northwest of centerline station 977+00.47, concave to the right, having a radius of 11,475.66 feet and a central angle of 02 degrees 00 minutes 00 seconds, and a chord of 400.56 feet bearing South 66 degrees 05 minutes 15 seconds West;

THENCE southwesterly along said curve, a distance of 400.58 feet at 143.50 feet northwest of centerline station 972+99.98;

THENCE South 67 degrees 05 minutes 15 seconds West, a distance of 499.98 feet at 143.50 feet southwest of station 968+00.00;

THENCE South 22 degrees 54 minutes 45 seconds East, a distance of 12.00 feet at 131.50 feet southwest of station 968+00.00;

THENCE South 67 degrees 05 minutes 15 seconds West, a distance of 800.00 feet at 131.50 feet northwest of station 960+00.00;

THENCE South 67 degrees 05 minutes 15 seconds West, a distance of 597.15 feet at 131.50 feet northwest of station 954+02.85;

THENCE North 22 degrees 54 minutes 46 seconds West, a distance of 12.00 feet at 143.50 feet northwest of station 954+02.85;

THENCE South 67 degrees 05 minutes 15 seconds West, a distance of 373.50 feet to a point of curvature of a circular curve, at a distance of 143.50 feet northwest of centerline station 950+29.35, concave to the right, having a radius of

5,746.08 feet and a central angle of 02 degrees 35 minutes 12 seconds, and a chord of 259.38 feet bearing South 68 degrees 22 minutes 51 seconds West;

THENCE southwesterly along said curve, a distance of 259.40 feet at 149.35 feet northwest of centerline station 947+70.04;

THENCE South 69 degrees 40 minutes 26 seconds West, a distance of 504.57 feet to a point of curvature of a circular curve, at a distance of 173.82 feet northwest of centerline station 942+67.20, concave to the left, having a radius of 5,713.08 feet and a central angle of 00 degrees 26 minutes 31 seconds, and a chord of 44.08 feet bearing South 69 degrees 27 minutes 13 seconds West;

THENCE southwesterly along said curve, a distance of 44.08 feet to the point of curvature of a circular curve, at a distance of 175.96 feet northwest of centerline station 942+23.28, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 54 minutes 07 seconds, and a chord of 34.00 feet bearing South 66 degrees 46 minutes 51 seconds West;

THENCE southwesterly along said curve, a distance of 34.00 feet at 176.05 feet northwest of centerline station 941+89.37;

THENCE South 64 degrees 19 minutes 48 seconds West, a distance of 162.91 feet at 169.73 feet southwest of station 940+27.00;

THENCE South 62 degrees 31 minutes 20 seconds West, a distance of 174.26 feet to a point of curvature of a circular curve, at a distance of 157.90 feet northwest of centerline station 938+53.55, concave to the right, having a radius of 202.50 feet and a central angle of 02 degrees 53 minutes 06 seconds, and a chord of 10.19 feet bearing South 63 degrees 57 minutes 45 seconds West;

THENCE southwesterly along said curve, a distance of 10.20 feet to the point of curvature of a circular curve, at a distance of 157.48 feet northwest of centerline station 938+43.38, concave to the left, having a radius of 5,689.08 feet and a central angle of 01 degrees 03 minutes 56 seconds, and a chord of 105.79 feet bearing South 64 degrees 52 minutes 28 seconds West;

THENCE southwesterly along said curve, a distance of 105.79 feet at 154.87 feet northwest of centerline station 937+37.86;

THENCE South 64 degrees 20 minutes 30 seconds West, a distance of 135.34 feet at 150.51 feet northwest of station 936+02.89;

THENCE North 25 degrees 39 minutes 32 seconds West, a distance of 24.00 feet at 174.49 feet northwest of station 936+02.14;

THENCE South 64 degrees 20 minutes 30 seconds West, a distance of 397.48 feet to a point of curvature of a circular curve, at a distance of 136.23 feet northwest of centerline station 932+05.79, concave to the left, having a radius of 5,713.08 feet and a central angle of 01 degrees 55 minutes 30 seconds, and a chord of 191.94 feet bearing South 63 degrees 22 minutes 45 seconds West;

THENCE southwesterly along said curve, a distance of 191.95 feet at 155.38 feet northwest of centerline station 930+14.46;

THENCE South 62 degrees 25 minutes 00 seconds West, a distance of 522.33 feet to a point of curvature of a circular curve, at a distance of 127.97 feet northwest of centerline station 924+93.92, concave to the left, having a radius of

5,746.08 feet and a central angle of 01 degrees 55 minutes 30 seconds, and a chord of 193.04 feet bearing South 63 degrees 22 minutes 44 seconds West;

THENCE southwesterly along said curve, a distance of 193.05 feet at 122.08 feet northwest of centerline station 923+01.32;

THENCE South 64 degrees 20 minutes 30 seconds West, a distance of 2,510.97 feet to a point of curvature of a circular curve, at a distance of 135.27 feet northwest of centerline station 897+94.03, concave to the right, having a radius of 5,746.08 feet and a central angle of 03 degrees 51 minutes 15 seconds, and a chord of 386.45 feet bearing South 66 degrees 16 minutes 07 seconds West;

THENCE southwesterly along said curve, a distance of 386.53 feet at 154.92 feet northwest of centerline station 894+08.08;

THENCE South 68 degrees 11 minutes 45 seconds West, a distance of 295.78 feet to a point of curvature of a circular curve, at a distance of 179.89 feet northwest of centerline station 891+13.35, concave to the right, having a radius of 11,442.66 feet and a central angle of 03 degrees 34 minutes 44 seconds, and a chord of 714.62 feet bearing South 66 degrees 24 minutes 23 seconds West;

THENCE southwesterly along said curve, a distance of 714.74 feet to the point of curvature of a circular curve, at a distance of 217.94 feet northwest of centerline station 883+99.74, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 20 minutes 50 seconds, and a chord of 30.15 feet bearing South 62 degrees 26 minutes 37 seconds West;

THENCE southwesterly along said curve, a distance of 30.16 feet at 217.46 feet northwest of centerline station 883+69.59;

THENCE South 60 degrees 16 minutes 11 seconds West, a distance of 165.03 feet at 208.58 feet northwest of station 882+04.80;

THENCE South 59 degrees 40 minutes 17 seconds West, a distance of 167.04 feet to a point of curvature of a circular curve, at a distance of 197.85 feet northwest of centerline station 880+38.11, concave to the right, having a radius of 402.50 feet and a central angle of 03 degrees 48 minutes 00 seconds, and a chord of 26.69 feet bearing South 61 degrees 34 minutes 18 seconds West;

THENCE southwesterly along said curve, a distance of 26.69 feet at 197.02 feet northwest of centerline station 880+11.43;

THENCE South 63 degrees 28 minutes 17 seconds West, a distance of 233.56 feet at 197.50 feet southwest of station 877+77.88;

THENCE North 26 degrees 31 minutes 39 seconds West, a distance of 24.00 feet at 221.50 feet northwest of station 877+77.93,

THENCE South 63 degrees 28 minutes 17 seconds East, a distance of 599.12 feet to a point of curvature of a circular curve, at a distance of 222.72 feet northwest of centerline station 871+78.81, concave to the left, having a radius of 11,442.66 feet and a central angle of 03 degrees 47 minutes 44 seconds, and a chord of 757.87 feet bearing South 61 degrees 34 minutes 25 seconds West;

THENCE southwesterly along said curve, a distance of 758.01 feet at 199.18 feet northwest of centerline station 864+21.31;

THENCE South 59 degrees 40 minutes 33 seconds West, a distance of 839.23 feet to a point of curvature of a circular curve, at a distance of 145.34 feet northwest of centerline station 855+83.81, concave to the left, having a radius of 5,746.08 feet and a central angle of 03 degrees 40 minutes 42 seconds, and a chord of 368.82 feet bearing South 61 degrees 30 minutes 54 seconds West;

THENCE southwesterly along said curve, a distance of 368.88 feet at 133.50 feet northwest of centerline station 852+15.18;

THENCE South 63 degrees 21 minutes 15 seconds West, a distance of 466.95 feet at 133.50 feet northwest of station 847+48.23;

THENCE South 26 degrees 38 minutes 45 seconds East, a distance of 12.00 feet at 121.50 feet northwest of station 847+48.23;

THENCE South 63 degrees 21 minutes 15 seconds West, a distance of 1,426.96 feet at 121.50 feet northwest of station 833+21.26;

THENCE North 26 degrees 38 minutes 45 seconds West, a distance of 12.00 feet at 133.50 feet northwest of station 833+21.26;

THENCE South 63 degrees 21 minutes 15 seconds West, a distance of 1,264.71 feet to a point of curvature of a circular curve, at a distance of 133.50 feet northwest of centerline station 820+56.55, concave to the left, having a radius of 5,746.08 feet and a central angle of 02 degrees 08 minutes 51 seconds, and a chord of 215.36 feet bearing South 64 degrees 25 minutes 41 seconds West;

THENCE southwesterly along said curve, a distance of 215.38 feet at 137.54 feet northwest of centerline station 818+41.22;

THENCE South 65 degrees 30 minutes 06 seconds West, a distance of 321.02 feet to a point of curvature of a circular curve, at a distance of 149.57 feet northwest of centerline station 815+20.42, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 08 minutes 50 seconds, and a chord of 28.77 feet bearing South 63 degrees 25 minutes 41 seconds West;

THENCE southwesterly along said curve, a distance of 28.77 feet at 149.60 feet northwest of centerline station 814+91.65;

THENCE South 61 degrees 21 minutes 17 seconds West, a distance of 340.42 feet to a point of curvature of a circular curve, at a distance of 137.72 feet northwest of centerline station 811+51.44, concave to the right, having a radius of 202.50 feet and a central angle of 03 degrees 02 minutes 06 seconds, and a chord of 10.73 feet bearing South 62 degrees 52 minutes 23 seconds West;

THENCE southwesterly along said curve, a distance of 10.73 feet to the point of curvature of a circular curve, at a distance of 137.64 feet northwest of centerline station 811+40.72, concave to the left, having a radius of 11,418.66 feet and a central angle of 01 degrees 02 minutes 08 seconds, and a chord of 206.36 feet bearing South 63 degrees 52 minutes 19 seconds West;

THENCE southwesterly along said curve, a distance of 206.36 feet at 139.50 feet northwest of centerline station 809+34.37;

THENCE North 26 degrees 38 minutes 47 seconds West, a distance of 24.00 feet at 163.50 feet northwest of station 809+34.37;

THENCE South 63 degrees 21 minutes 15 seconds West, a distance of 707.91 feet to a point of curvature of a circular curve, at a distance of 163.50 feet northwest of centerline station 802+26.46, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 16 minutes 23 seconds, and a chord of 254.23 feet bearing South 62 degrees 43 minutes 04 seconds West;

THENCE southwesterly along said curve, a distance of 254.24 feet at 160.68 feet northwest of centerline station 799+72.24;

THENCE South 62 degrees 04 minutes 52 seconds West, a distance of 625.00 feet to a point of curvature of a circular curve, at a distance of 146.79 feet northwest of centerline station 793+47.40, concave to the left, having a radius of 5,746.08 feet and a central angle of 02 degrees 57 minutes 28 seconds, and a chord of 296.59 feet bearing South 63 degrees 33 minutes 36 seconds West;

THENCE southwesterly along said curve, a distance of 296.62 feet at 147.86 feet northwest of centerline station 790+50.82;

THENCE South 65 degrees 02 minutes 20 seconds West, a distance of 871.45 feet at 173.48 feet northwest of station 781+79.74;

THENCE South 24 degrees 57 minutes 40 seconds East, a distance of 12.00 feet at 161.48 feet northwest of station 781+79.39;

THENCE South 65 degrees 02 minutes 20 seconds West, a distance of 385.53 feet to a point of curvature of a circular curve, at a distance of 172.82 feet northwest of centerline station 777+94.03, concave to the left, having a radius of 11,430.66 feet and a central angle of 02 degrees 57 minutes 28 seconds, and a chord of 590.01 feet bearing South 63 degrees 33 minutes 36 seconds West;

THENCE southwesterly along said curve, a distance of 590.07 feet at 174.93 feet northwest of centerline station 772+04.02;

THENCE South 62 degrees 04 minutes 52 seconds West, a distance of 259.07 feet at 169.18 feet northwest of station 769+45.02;

THENCE North 27 degrees 55 minutes 09 seconds West, a distance of 12.00 feet at 181.18 feet northwest of station 769+44.75;

THENCE South 62 degrees 04 minutes 52 seconds West, a distance of 210.03 feet to a point of curvature of a circular curve, at a distance of 176.51 feet northwest of centerline station 767+34.77, concave to the right, having a radius of 5,746.08 feet and a central angle of 02 degrees 42 minutes 18 seconds, and a chord of 271.27 feet bearing South 63 degrees 26 minutes 02 seconds West;

THENCE southwesterly along said curve, a distance of 271.29 feet at 178.83 feet northwest of centerline station 764+63.50;

THENCE South 64 degrees 47 minutes 11 seconds West, a distance of 521.75 feet to a point of curvature of a circular curve, at a distance of 189.93 feet northwest of centerline station 759+41.91, concave to the left, having a radius of 11,442.66 feet and a central angle of 00 degrees 49 minutes 14 seconds, and a chord of 163.86 feet bearing South 64 degrees 22 minutes 34 seconds West;

THENCE southwesterly along said curve, a distance of 163.86 feet to the point of curvature of a circular curve, at a distance of 192.85 feet northwest of centerline station 757+78.08, concave to the left, having a radius of 397.50

feet and a central angle of 04 degrees 20 minutes 52 seconds, and a chord of 30.16 feet bearing South 61 degrees 47 minutes 30 seconds West;

THENCE southwesterly along said curve, a distance of 30.16 feet at 192.03 feet northwest of centerline station 757+47.93;

THENCE South 59 degrees 37 minutes 04 seconds West, a distance of 339.08 feet to a point of curvature of a circular curve, at a distance of 169.93 feet northwest of centerline station 754+09.58, concave to the right, having a radius of 202.50 feet and a central angle of 03 degrees 54 minutes 08 seconds, and a chord of 13.79 feet bearing South 61 degrees 34 minutes 15 seconds West;

THENCE southwesterly along said curve, a distance of 13.79 feet at 169.50 feet southwest of centerline station 753+95.79;

THENCE South 63 degrees 21 minutes 15 seconds West, a distance of 224.32 feet to a point of curvature of a circular curve, at a distance of 169.50 feet northwest of centerline station 751+71.48, concave to the left, having a radius of 72.50 feet and a central angle of 63 degrees 54 minutes 32 seconds, and a chord of 76.74 feet bearing South 31 degrees 23 minutes 55 seconds West;

THENCE southwesterly along said curve, a distance of 80.87 feet at 128.88 feet northwest of centerline station 751+06.37;

THENCE South 00 degrees 33 minutes 12 seconds East, a distance of 242.46 feet to a point of curvature of a circular curve, at a distance of 88.87 feet southeast of centerline station 749+99.72, concave to the left, having a radius of 72.50 feet and a central angle of 116 degrees 18 minutes 28 seconds, and a chord of 123.17 feet bearing South 58 degrees 29 minutes 32 seconds East;

THENCE northeasterly along said curve, a distance of 147.17 feet at 193.50 feet southeast of centerline station 750+64.72;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 148.14 feet to a point of curvature of a circular curve, at a distance of 193.50 feet southeast of centerline station 752+12.85, concave to the left, having a radius of 11,442.66 feet and a central angle of 02 degrees 51 minutes 45 seconds, and a chord of 571.60 feet bearing North 61 degrees 55 minutes 22 seconds East;

THENCE northeasterly along said curve, a distance of 571.66 feet at 179.22 feet southeast of centerline station 757+84.27;

THENCE North 60 degrees 29 minutes 30 seconds East, a distance of 571.80 feet to a point of curvature of a circular curve, at a distance of 150.67 feet southeast of centerline station 763+55.36, concave to the right, having a radius of 5,746.08 feet and a central angle of 02 degrees 51 minutes 45 seconds, and a chord of 287.04 feet bearing North 61 degrees 55 minutes 23 seconds East;

THENCE northeasterly along said curve, a distance of 287.07 feet at 143.50 feet southeast of centerline station 766+42.31;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 305.36 feet at 143.50 feet northeast of station 769+47.66;

THENCE North 26 degrees 38 minutes 46 seconds West, a distance of 12.00 feet at 131.50 feet northeast of station 769+47.66;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 1,442.74 feet at 131.50 feet southeast of station 783+90.41;

THENCE South 26 degrees 38 minutes 45 seconds East, a distance of 12.00 feet at 143.50 feet southeast of station 783+90.41;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 401.35 feet to a point of curvature of a circular curve, at a distance of 143.50 feet southeast of centerline station 787+91.76, concave to the right, having a radius of 5,746.08 feet and a central angle of 02 degrees 08 minutes 51 seconds, and a chord of 215.36 feet bearing North 64 degrees 25 minutes 40 seconds East;

THENCE northeasterly along said curve, a distance of 215.38 feet at 147.54 feet southeast of centerline station 790+07.09;

THENCE North 65 degrees 30 minutes 06 seconds East, a distance of 478.39 feet to a point of curvature of a circular curve, at a distance of 165.46 feet southeast of centerline station 794+85.14, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 53 minutes 56 seconds, and a chord of 379.22 feet bearing North 64 degrees 33 minutes 08 seconds East;

THENCE northeasterly along said curve, a distance of 379.24 feet to the point of curvature of a circular curve, at a distance of 173.39 feet southeast of centerline station 798+64.28, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 03 minutes 16 seconds, and a chord of 28.12 feet bearing North 61 degrees 34 minutes 35 seconds East;

THENCE southwesterly along said curve, a distance of 28.13 feet at 172.52 feet southeast of centerline station 798+92.39;

THENCE North 59 degrees 32 minutes 54 seconds East, a distance of 340.11 feet to a point of curvature of a circular curve, at a distance of 149.94 feet southeast of centerline station 802+31.75, concave to the right, having a radius of 202.50 feet and a central angle of 04 degrees 04 minutes 15 seconds, and a chord of 14.38 feet bearing North 61 degrees 35 minutes 01 seconds East;

THENCE northeasterly along said curve, a distance of 14.39 feet at 149.50 feet southeast of centerline station 802+46.13;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 240.22 feet at 149.50 feet southeast of station 804+86.35;

THENCE South 26 degrees 38 minutes 44 seconds East, a distance of 24.00 feet at 173.50 feet southeast of station 804+86.35;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 421.87 feet to a point of curvature of a circular curve, at a distance of 173.50 feet southeast of centerline station 809+08.22, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 54 minutes 33 seconds, and a chord of 381.26 feet bearing North 62 degrees 23 minutes 59 seconds East;

THENCE northeasterly along said curve, a distance of 381.28 feet at 167.15 feet southeast of centerline station 812+89.43;

THENCE North 61 degrees 26 minutes 42 seconds East, a distance of 914.27 feet to a point of curvature of a circular curve, at a distance of 136.69 feet southeast of centerline station 822+03.19, concave to the right, having a radius of

5,746.08 feet and a central angle of 01 degrees 54 minutes 33 seconds, and a chord of 191.46 feet bearing North 62 degrees 23 minutes 58 seconds East;

THENCE northeasterly along said curve, a distance of 191.46 feet at 133.50 feet southeast of centerline station 823+94.62;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 1,076.28 feet at 133.50 feet southeast of station 834+70.90;

THENCE North 26 degrees 38 minutes 45 seconds West, a distance of 12.00 feet at 121.50 feet southeast of station 834+70.90;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 1,468.89 feet at 121.50 feet southeast of station 849+39.78;

THENCE South 26 degrees 38 minutes 45 seconds East, a distance of 12.00 feet at 133.50 feet southeast of station 849+39.78;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 275.40 feet to a point of curvature of a circular curve, at a distance of 133.50 feet southeast of centerline station 852+15.18, concave to the right, having a radius of 5,746.08 feet and a central angle of 03 degrees 40 minutes 42 seconds, and a chord of 368.82 feet bearing North 65 degrees 11 minutes 36 seconds East;

THENCE northeasterly along said curve, a distance of 368.88 feet at 145.34 feet southeast of centerline station 855+83.81;

THENCE North 67 degrees 01 minutes 57 seconds East, a distance of 850.96 feet to a point of curvature of a circular curve, at a distance of 199.93 feet southeast of centerline station 864+33.02, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 18 minutes 29 seconds, and a chord of 261.22 feet bearing North 66 degrees 22 minutes 42 seconds East;

THENCE northeasterly along said curve, a distance of 261.22 feet to the point of curvature of a circular curve, at a distance of 213.71 feet southeast of centerline station 866+93.88, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 20 minutes 50 seconds, and a chord of 30.15 feet bearing North 63 degrees 33 minutes 09 seconds East;

THENCE southwesterly along said curve, a distance of 30.16 feet at 213.81 feet southeast of centerline station 867+24.03;

THENCE North 61 degrees 22 minutes 36 seconds East, a distance of 165.00 feet at 208.12 feet southeast of station 868+88.94;

THENCE North 60 degrees 28 minutes 23 seconds East, a distance of 174.31 feet to a point of curvature of a circular curve, at a distance of 199.37 feet southeast of centerline station 870+62.73, concave to the right, having a radius of 11,418.66 feet and a central angle of 00 degrees 31 minutes 25 seconds, and a chord of 107.37 feet bearing North 63 degrees 25 minutes 23 seconds East;

THENCE northeasterly along said curve, a distance of 104.38 feet at 199.50 feet southeast of centerline station 871+67.11;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 149.31 feet at 199.50 feet southeast of station 873+16.41;

THENCE South 26 degrees 38 minutes 47 seconds East, a distance of 24.00 feet at 223.50 feet southeast of station 873+16.41;

THENCE North 63 degrees 21 minutes 15 seconds East, a distance of 325.09 feet to a point of curvature of a circular curve, at a distance of 223.50 feet southeast of centerline station 876+41.50, concave to the right, having a radius of 11,442.66 feet and a central angle of 05 degrees 34 minutes 20 seconds, and a chord of 1,112.38 feet bearing North 60 degrees 34 minutes 05 seconds East;

THENCE northeasterly along said curve, a distance of 1,112.82 feet at 169.43 feet southeast of centerline station 887+52.57;

THENCE North 57 degrees 46 minutes 55 seconds East, a distance of 125.33 feet to a point of curvature of a circular curve, at a distance of 157.26 feet southeast of centerline station 888+77.31, concave to the right, having a radius of 5,746.08 feet and a central angle of 06 degrees 33 minutes 35 seconds, and a chord of 657.49 feet bearing North 61 degrees 03 minutes 43 seconds East;

THENCE northeasterly along said curve, a distance of 657.85 feet at 130.96 feet southeast of centerline station 895+34.28;

THENCE North 64 degrees 20 minutes 30 seconds East, a distance of 3,128.17 feet at 143.14 feet southeast of station 926+67.46;

THENCE North 60 degrees 31 minutes 36 seconds East, a distance of 353.97 feet to a point of curvature of a circular curve, at a distance of 112.45 feet southeast of centerline station 930+20.75, concave to the right, having a radius of 202.50 feet and a central angle of 03 degrees 48 minutes 50 seconds, and a chord of 13.47 feet bearing North 62 degrees 26 minutes 00 seconds East;

THENCE northeasterly along said curve, a distance of 13.48 feet at 111.70 feet southeast of centerline station 930+34.23;

THENCE North 64 degrees 20 minutes 30 seconds East, a distance of 194.75 feet at 106.95 feet southeast of station 932+29.23;

THENCE South 25 degrees 39 minutes 32 seconds East, a distance of 24.00 feet at 130.95 feet southeast of station 932+29.85;

THENCE North 64 degrees 20 minutes 30 seconds East, a distance of 509.20 feet to a point of curvature of a circular curve, at a distance of 115.90 feet southeast of centerline station 937+39.74, concave to the right, having a radius of 5,746.08 feet and a central angle of 04 degrees 27 minutes 20 seconds, and a chord of 446.72 feet bearing North 66 degrees 34 minutes 10 seconds East;

THENCE northeasterly along said curve, a distance of 446.84 feet at 116.97 feet southeast of centerline station 941+87.22;

THENCE North 68 degrees 47 minutes 50 seconds East, a distance of 641.69 feet to a point of curvature of a circular curve, at a distance of 138.41 feet southeast of centerline station 948+29.59, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 42 minutes 35 seconds, and a chord of 341.43 feet bearing North 67 degrees 56 minutes 33 seconds East;

THENCE northeasterly along said curve, a distance of 341.44 feet at 143.50 feet southeast of centerline station 951+70.98;

THENCE North 67 degrees 05 minutes 15 seconds East, a distance of 518.07 feet at 143.50 feet southeast of station 956+89.05;

THENCE North 22 degrees 54 minutes 45 seconds West, a distance of 12.00 feet at 131.50 feet southeast of station 956+89.05;

THENCE North 67 degrees 05 minutes 15 seconds East, a distance of 310.95 feet at 131.50 feet southeast of station 960+00.00;

THENCE North 67 degrees 05 minutes 15 seconds East, a distance of 600.00 feet at 131.50 feet southeast of station 966+00.00;

THENCE South 22 degrees 54 minutes 45 seconds East, a distance of 12.00 feet at 143.50 feet southeast of station 966+00.00;

THENCE North 67 degrees 05 minutes 15 seconds East, a distance of 683.48 feet to a point of curvature of a circular curve, at a distance of 143.50 feet southeast of centerline station 972+83.48, concave to the right, having a radius of 11,475.66 feet and a central angle of 02 degrees 00 minutes 00 seconds, and a chord of 400.56 feet bearing North 68 degrees 05 minutes 15 seconds East;

THENCE northeasterly along said curve, a distance of 400.58 feet at 105.49 feet southeast of centerline station 976+83.97;

THENCE North 69 degrees 05 minutes 15 seconds East, a distance of 1,032.64 feet to a point of curvature of a circular curve, at a distance of 186.53 feet southeast of centerline station 987+15.99, concave to the left, having a radius of 11,442.66 feet and a central angle of 00 degrees 01 minutes 19 seconds, and a chord of 4.36 feet bearing North 69 degrees 04 minutes 27 seconds East;

THENCE northeasterly along said curve, a distance of 4.36 feet at 186.68 feet southeast of centerline station 987+02.35;

THENCE North 64 degrees 20 minutes 33 seconds East, a distance of 359.90 feet to a point of curvature of a circular curve, at a distance of 169.44 feet southeast of centerline station 990+79.83, concave to the right, having a radius of 11,418.66 feet and a central angle of 00 degrees 10 minutes 41 seconds, and a chord of 35.51 feet bearing North 67 degrees 10 minutes 36 seconds East;

THENCE northeasterly along said curve, a distance of 35.51 feet at 169.50 feet southeast of centerline station 991+15.33;

THENCE North 67 degrees 05 minutes 14 seconds East, a distance of 67.13 feet to the POINT OF BEGINNING; said described tract containing 171.5066 acres, more or less.

The above description was prepared using stations and offsets made from CAD files provided by the NITA consultant design engineers.

North Texas Turnpike Authority Parcel P11A

COMMENCING at a point southeast of S.H. 121 centerline station 1129+82.47, said point being the POINT OF BEGINNING;

THENCE North 14 degrees 32 minutes 12 seconds East, a distance of 442.10 feet at 169.50 feet northwest of station 1132+66.25;

THENCE North 25 degrees 23 minutes 45 seconds West, a distance of 24.00 feet at 193.50 feet northwest of station 1132+66.25;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 708.50 feet to a point of curvature of a circular curve, at a distance of 193.50 feet northwest of centerline station 1125+57.75, concave to the left, having a radius of 11,442.66 feet and a central angle of 03 degrees 34 minutes 35 seconds, and a chord of 714.12 feet bearing South 62 degrees 48 minutes 58 seconds West;

THENCE southwesterly along said curve, a distance of 714.23 feet at 171.22 feet southeast of centerline station 1118+43.98;

THENCE South 61 degrees 01 minutes 40 seconds West, a distance of 264.94 feet to a point of curvature of a circular curve, at a distance of 154.69 feet northwest of centerline station 1115+79.56, concave to the right, having a radius of 5,746.08 feet and a central angle of 03 degrees 34 minutes 35 seconds, and a chord of 358.61 feet bearing South 62 degrees 48 minutes 58 seconds West;

THENCE southwesterly along said curve, a distance of 358.66 feet at 143.50 feet southeast of centerline station 1112+21.12;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 1,274.89 feet to a point of curvature of a circular curve, at a distance of 143.50 feet northwest of centerline station 1099+46.24, concave to the right, having a radius of 5,746.08 feet and a central angle of 02 degrees 55 minutes 27 seconds, and a chord of 293.23 feet bearing South 66 degrees 03 minutes 58 seconds West;

THENCE southwesterly along said curve, a distance of 293.26 feet at 150.98 feet northwest of centerline station 1096+53.11;

THENCE South 67 degrees 31 minutes 42 seconds West, a distance of 869.44 feet to a point of curvature of a circular curve, at a distance of 189.21 feet northwest of centerline station 1087+80.36, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 28 minutes 07 seconds, and a chord of 30.99 feet bearing South 65 degrees 17 minutes 38 seconds West;

THENCE southwesterly along said curve, a distance of 31.00 feet at 130.84 feet northwest of centerline station 1087+49.11;

THENCE South 63 degrees 03 minutes 35 seconds West, a distance of 338.93 feet to a point of curvature of a circular curve, at a distance of 169.83 feet northwest of centerline station 1084+09.66, concave to the right, having a radius of 202.50 feet and a central angle of 03 degrees 16 minutes 40 seconds, and a chord of 11.58 feet bearing South 64 degrees 41 minutes 55 seconds West;

THENCE southwesterly along said curve, a distance of 11.58 feet at 169.50 feet northwest of centerline station 1083+98.08;

THENCE South 66 degrees 20 minutes 15 seconds West, a distance of 240.61 feet at 169.50 feet northwest of station 1081+57.47;

THENCE North 23 degrees 39 minutes 45 seconds West, a distance of 24.00 feet at 193.50 feet northwest of station 1081+57.47;

THENCE South 66 degrees 20 minutes 15 seconds West, a distance of 556.89 feet to a point of curvature of a circular curve, at a distance of 193.50 feet northwest of centerline station 1076+00.58, concave to the left, having a radius of 11,442.66 feet and a central angle of 04 degrees 00 minutes 15 seconds, and a chord of 799.52 feet bearing South 64 degrees 20 minutes 07 seconds West;

THENCE southwesterly along said curve, a distance of 799.68 feet at 165.57 feet northwest of centerline station 1068+01.55;

THENCE South 62 degrees 20 minutes 00 seconds West, a distance of 401.58 feet to a point of curvature of a circular curve, at a distance of 137.53 feet northwest of centerline station 1064+00.95, concave to the right, having a radius of 5,746.08 feet and a central angle of 04 degrees 00 minutes 15 seconds, and a chord of 401.49 feet bearing South 64 degrees 20 minutes 07 seconds West;

THENCE southwesterly along said curve, a distance of 401.57 feet at 123.50 feet northwest of centerline station 1059+99.71;

THENCE South 66 degrees 20 minutes 15 seconds West, a distance of 2,836.04 feet to a point of curvature of a circular curve, at a distance of 123.50 feet northwest of centerline station 1031+63.67, concave to the right, having a radius of 11,475.66 feet and a central angle of 01 degrees 38 minutes 12 seconds, and a chord of 327.78 feet bearing South 67 degrees 09 minutes 21 seconds West;

THENCE southwesterly along said curve, a distance of 327.79 feet at 128.18 feet northwest of centerline station 1028+35.93;

THENCE South 67 degrees 58 minutes 27 seconds West, a distance of 372.95 feet to a point of curvature of a circular curve, at a distance of 138.83 feet northwest of centerline station 1024+63.13, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 38 minutes 12 seconds, and a chord of 326.83 feet bearing South 67 degrees 09 minutes 21 seconds West;

THENCE southwesterly along said curve, a distance of 326.85 feet at 143.50 feet northwest of centerline station 1021+36.33;

THENCE South 66 degrees 20 minutes 15 seconds West, a distance of 336.33 feet at 143.50 feet northwest of station 1018+00.00;

THENCE South 66 degrees 20 minutes 15 seconds West, a distance of 466.21 feet to a point of curvature of a circular curve, at a distance of 140.64 feet northwest of centerline station 1013+31.94, concave to the right, having a radius of 11,475.66 feet and a central angle of 04 degrees 32 minutes 07 seconds, and a chord of 908.15 feet bearing South 68 degrees 36 minutes 19 seconds West;

THENCE southwesterly along said curve, a distance of 908.38 feet at 164.69 feet southeast of centerline station 1004+24.11;

THENCE South 70 degrees 52 minutes 22 seconds West, a distance of 58.29 feet to a point of curvature of a circular curve, at a distance of 168.54 feet northwest

of centerline station 1003+65.95, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 50 minutes 51 seconds, and a chord of 368.95 feet bearing South 69 degrees 56 minutes 57 seconds West;

THENCE southwesterly along said curve, a distance of 368.97 feet at 186.96 feet northwest of centerline station 999+97.46;

THENCE South 64 degrees 30 minutes 16 seconds West, a distance of 387.34 feet at 169.50 feet northwest of station 996+10.51;

THENCE South 67 degrees 05 minutes 15 seconds West, a distance of 85.35 feet to a point of curvature of a circular curve, at a distance of 169.50 feet northwest of centerline station 995+25.16, concave to the left, having a radius of 77.50 feet and a central angle of 87 degrees 08 minutes 02 seconds, and a chord of 368.95 feet bearing South 23 degrees 31 minutes 14 seconds West;

THENCE southwesterly along said curve, a distance of 117.86 feet at 95.88 feet northwest of centerline station 994+47.76;

THENCE South 22 degrees 36 minutes 37 seconds East, a distance of 221.55 feet to a point of curvature of a circular curve, at a distance of 125.67 feet southeast of centerline station 994+46.59, concave to the left, having a radius of 67.50 feet and a central angle of 90 degrees 27 minutes 00 seconds, and a chord of 95.84 feet bearing South 67 degrees 51 minutes 20 seconds East;

THENCE southwesterly along said curve, a distance of 106.56 feet at 193.50 feet southeast of centerline station 995+14.29;

THENCE North 67 degrees 05 minutes 15 seconds East, a distance of 239.04 feet to a point of curvature of a circular curve, at a distance of 193.50 feet southeast of centerline station 997+53.33, concave to the left, having a radius of 11,442.66 feet and a central angle of 03 degrees 30 minutes 00 seconds, and a chord of 698.88 feet bearing North 65 degrees 20 minutes 15 seconds East;

THENCE northeasterly along said curve, a distance of 698.99 feet at 172.16 feet southeast of centerline station 1004+51.89;

THENCE North 63 degrees 35 minutes 15 seconds East, a distance of 21.48 feet to a point of curvature of a circular curve, at a distance of 170.85 feet southeast of centerline station 1004+73.32, concave to the right, having a radius of 11,475.66 feet and a central angle of 02 degrees 44 minutes 37 seconds, and a chord of 549.48 feet bearing North 64 degrees 57 minutes 34 seconds East;

THENCE northeasterly along said curve, a distance of 549.53 feet at 150.42 feet southeast of centerline station 1010+23.68;

THENCE North 66 degrees 20 minutes 15 seconds East, a distance of 778.25 feet at 143.50 feet southeast of station 1018+00.00;

THENCE North 66 degrees 20 minutes 15 seconds East, a distance of 336.33 feet to a point of curvature of a circular curve, at a distance of 143.50 feet northwest of centerline station 1021+36.33, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 38 minutes 12 seconds, and a chord of 326.83 feet bearing North 65 degrees 31 minutes 09 seconds East;

THENCE northeasterly along said curve, a distance of 326.84 feet at 138.83 feet southeast of centerline station 1024+63.13;

THENCE North 64 degrees 42 minutes 03 seconds East, a distance of 454.78 feet to a point of curvature of a circular curve, at a distance of 125.84 feet southeast of centerline station 1029+17.73, concave to the right, having a radius of 5,746.08 feet and a central angle of 01 degrees 38 minutes 12 seconds, and a chord of 164.12 feet bearing North 65 degrees 31 minutes 09 seconds East;

THENCE northeasterly along said curve, a distance of 164.13 feet at 123.50 feet southeast of centerline station 1030+81.83;

THENCE North 66 degrees 20 minutes 15 seconds East, a distance of 936.33 feet to a point of curvature of a circular curve, at a distance of 123.50 feet southeast of centerline station 1040+18.16, concave to the right, having a radius of 5,746.08 feet and a central angle of 01 degrees 38 minutes 12 seconds, and a chord of 164.12 feet bearing North 67 degrees 09 minutes 21 seconds East;

THENCE northeasterly along said curve, a distance of 164.13 feet at 125.84 feet southeast of centerline station 1041+82.27;

THENCE North 67 degrees 58 minutes 27 seconds East, a distance of 454.78 feet to a point of curvature of a circular curve, at a distance of 138.83 feet southeast of centerline station 1046+36.87, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 38 minutes 12 seconds, and a chord of 326.83 feet bearing North 67 degrees 09 minutes 21 seconds East;

THENCE northeasterly along said curve, a distance of 326.84 feet at 143.50 feet southeast of centerline station 1049+63.67;

THENCE North 66 degrees 20 minutes 15 seconds East, a distance of 1,193.18 feet to a point of curvature of a circular curve, at a distance of 143.50 feet southeast of centerline station 1061+56.85, concave to the right, having a radius of 5,746.08 feet and a central angle of 02 degrees 51 minutes 45 seconds, and a chord of 287.04 feet bearing North 67 degrees 46 minutes 07 seconds East;

THENCE northeasterly along said curve, a distance of 287.06 feet at 150.67 feet southeast of centerline station 1064+43.79;

THENCE North 69 degrees 12 minutes 00 seconds East, a distance of 571.80 feet to a point of curvature of a circular curve, at a distance of 179.22 feet southeast of centerline station 1070+14.88, concave to the left, having a radius of 11,442.66 feet and a central angle of 00 degrees 28 minutes 41 seconds, and a chord of 95.50 feet bearing North 68 degrees 57 minutes 39 seconds East;

THENCE northeasterly along said curve, a distance of 95.50 feet to the point of curvature of a circular curve, at a distance of 183.59 feet southeast of centerline station 1071+10.28, concave to the left, having a radius of 207.50 feet and a central angle of 04 degrees 48 minutes 26 seconds, and a chord of 33.34 feet bearing North 66 degrees 19 minutes 05 seconds East;

THENCE northeasterly along said curve, a distance of 33.35 feet at 183.58 feet southeast of centerline station 1071+43.62;

THENCE North 63 degrees 54 minutes 52 seconds East, a distance of 338.24 feet to a point of curvature of a circular curve, at a distance of 169.28 feet southeast of centerline station 1074+81.56, concave to the right, having a radius of 202.50 feet and a central angle of 02 degrees 53 minutes 50 seconds, and a chord of 10.24 feet bearing North 65 degrees 21 minutes 47 seconds East;

THENCE North 61 degrees 58 minutes 27 seconds East, a distance of 336.67 feet to a point of curvature of a circular curve, at a distance of 169.57 feet southeast of centerline station 1127+50.61, concave to the right, having a radius of 202.50 feet and a central angle of 02 degrees 55 minutes 01 seconds, and a chord of 10.31 feet bearing North 63 degrees 25 minutes 57 seconds East;

THENCE northeasterly along said curve, a distance of 10.31 feet to the point of curvature of a circular curve, at a distance of 169.36 feet southeast of centerline station 1127+60.91, concave to the left, having a radius of 11,418.66 feet and a central angle of 00 degrees 17 minutes 12 seconds, and a chord of 57.15 feet bearing North 64 degrees 44 minutes 51 seconds East;

THENCE northeasterly along said curve, a distance of 57.15 feet at 169.50 feet southeast of centerline station 1128+18.06;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 164.41 feet to the POINT OF BEGINNING; said described tract containing 96.8980 acres, more or less.

The above description was prepared using stations and offsets made from CADD files provided by the NTTA consultant design engineers.

North Texas Turnpike Authority Parcel P11B

COMMENCING at a point southeast of S.H. 121 centerline station 1278+13.20, said point being the POINT OF BEGINNING;

THENCE North 16 degrees 34 minutes 35 seconds East, a distance of 616.31 feet to a point of curvature of a circular curve, at a distance of 143.84 feet northwest of centerline station 1282+25.37, concave to the left, having a radius of 58.50 feet and a central angle of 144 degrees 04 minutes 53 seconds, and a chord of 111.30 feet bearing North 55 degrees 27 minutes 52 seconds West;

THENCE southwesterly along said curve, a distance of 147.11 feet at 240.16 feet northwest of centerline station 1281+69.61;

THENCE South 52 degrees 35 minutes 20 seconds West, a distance of 146.86 feet to a point of curvature of a circular curve, at a distance of 209.59 feet northwest of centerline station 1280+25.97, concave to the right, having a radius of 3,016.50 feet and a central angle of 12 degrees 00 minutes 56 seconds, and a chord of 631.43 feet bearing South 58 degrees 35 minutes 47 seconds West;

THENCE southwesterly along said curve, a distance of 632.59 feet at 143.50 feet northwest of centerline station 1273+98.00;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 3,502.54 feet to a point of curvature of a circular curve, at a distance of 143.50 feet northwest of centerline station 1238+95.47, concave to the right, having a radius of 5,746.08 feet and a central angle of 01 degrees 54 minutes 33 seconds, and a chord of 191.46 feet bearing South 65 degrees 33 minutes 31 seconds West;

THENCE southwesterly along said curve, a distance of 191.46 feet at 146.69 feet northwest of centerline station 1237+04.04;

THENCE South 66 degrees 30 minutes 48 seconds West, a distance of 313.93 feet to a point of curvature of a circular curve, at a distance of 157.15 feet northwest of centerline station 1233+90.28, concave to the left, having a radius of 11,442.66 feet and a central angle of 00 degrees 12 minutes 09 seconds, and a chord of 40.45 feet bearing South 66 degrees 24 minutes 43 seconds West;

THENCE southwesterly along said curve, a distance of 40.45 feet to the point of curvature of a circular curve, at a distance of 158.23 feet northwest of centerline station 1233+49.84, concave to the left, having a radius of 197.50 feet and a central angle of 04 degrees 45 minutes 30 seconds, and a chord of 16.40 feet bearing South 63 degrees 55 minutes 54 seconds West;

THENCE southwesterly along said curve, a distance of 16.40 feet at 139.79 feet northwest of centerline station 1233+33.45;

THENCE South 61 degrees 33 minutes 09 seconds West, a distance of 346.45 feet to a point of curvature of a circular curve, at a distance of 139.79 feet northwest of centerline station 1229+87.49, concave to the right, having a radius of 202.50 feet and a central angle of 03 degrees 03 minutes 06 seconds, and a chord of 10.79 feet bearing South 63 degrees 04 minutes 42 seconds West;

THENCE southwesterly along said curve, a distance of 10.79 feet at 139.50 feet northwest of centerline station 1229+76.71;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 240.02 feet at 139.50 feet northwest of station 1227+36.69;

THENCE North 25 degrees 23 minutes 44 seconds West, a distance of 24.00 feet at 163.50 feet northwest of station 1227+36.69;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 509.55 feet to a point of curvature of a circular curve, at a distance of 163.50 feet northwest of centerline station 1222+27.14, concave to the left, having a radius of 11,442.66 feet and a central angle of 03 degrees 16 minutes 14 seconds, and a chord of 653.07 feet bearing South 62 degrees 58 minutes 08 seconds West;

THENCE southwesterly along said curve, a distance of 653.16 feet at 144.86 feet northwest of centerline station 1215+74.34;

THENCE South 61 degrees 20 minutes 01 seconds West, a distance of 210.44 feet to a point of curvature of a circular curve, at a distance of 132.86 feet northwest of centerline station 1213+64.24, concave to the right, having a radius of 5,746.08 feet and a central angle of 03 degrees 16 minutes 14 seconds, and a chord of 327.95 feet bearing South 62 degrees 58 minutes 08 seconds West;

THENCE southwesterly along said curve, a distance of 327.99 feet at 123.50 feet northwest of centerline station 1210+36.43;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 2,145.66 feet to a point of curvature of a circular curve, at a distance of 123.50 feet northwest of centerline station 1188+90.77, concave to the right, having a radius of 5,746.08 feet and a central angle of 03 degrees 48 minutes 51 seconds, and a chord of 382.43 feet bearing South 66 degrees 30 minutes 40 seconds West;

THENCE southwesterly along said curve, a distance of 382.51 feet at 136.23 feet northwest of centerline station 1185+08.55;

THENCE South 68 degrees 25 minutes 06 seconds West, a distance of 329.68 feet to a point of curvature of a circular curve, at a distance of 158.16 feet northwest of centerline station 1181+79.61, concave to the left, having a radius of 11,442.66 feet and a central angle of 00 degrees 50 minutes 57 seconds, and a chord of 169.58 feet bearing South 67 degrees 59 minutes 37 seconds West;

THENCE northeasterly along said curve, a distance of 169.58 feet to the point of curvature of a circular curve, at a distance of 168.18 feet northwest of centerline station 1180+10.33, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 48 minutes 26 seconds, and a chord of 33.34 feet bearing South 65 degrees 09 minutes 56 seconds West;

THENCE northeasterly along said curve, a distance of 33.35 feet at 160.51 feet southeast of centerline station 1179+76.99;

THENCE South 62 degrees 45 minutes 43 seconds West, a distance of 338.26 feet to a point of curvature of a circular curve, at a distance of 157.64 feet northwest of centerline station 1176+38.91, concave to the right, having a radius of 202.50 feet and a central angle of 02 degrees 53 minutes 50 seconds, and a chord of 10.24 feet bearing South 64 degrees 12 minutes 38 seconds West;

THENCE northeasterly along said curve, a distance of 10.24 feet to the point of curvature of a circular curve, at a distance of 157.56 feet northwest of centerline station 1176+28.67, concave to the left, having a radius of 11,418.66

feet and a central angle of 01 degrees 03 minutes 18 seconds, and a chord of 210.23 feet bearing South 65 degrees 07 minutes 54 seconds West;

THENCE northeasterly along said curve, a distance of 210.23 feet at 159.50 feet northwest of centerline station 1174+18.45;

THENCE North 25 degrees 23 minutes 47 seconds West, a distance of 24.00 feet at 183.50 feet northwest of station 1174+18.45;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 291.31 feet to a point of curvature of a circular curve, at a distance of 183.50 feet northwest of centerline station 1171+27.14, concave to the left, having a radius of 11,442.66 feet and a central angle of 03 degrees 16 minutes 14 seconds, and a chord of 653.07 feet bearing South 62 degrees 58 minutes 08 seconds West;

THENCE southwesterly along said curve, a distance of 653.16 feet at 164.86 feet northwest of centerline station 1164+74.34;

THENCE South 61 degrees 20 minutes 01 seconds West, a distance of 210.44 feet to a point of curvature of a circular curve, at a distance of 152.86 feet northwest of centerline station 1162+64.24, concave to the right, having a radius of 5,746.08 feet and a central angle of 03 degrees 16 minutes 14 seconds, and a chord of 327.95 feet bearing South 62 degrees 58 minutes 08 seconds West;

THENCE southwesterly along said curve, a distance of 327.99 feet at 143.50 feet northwest of centerline station 1159+36.43;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 1,157.56 feet to a point of curvature of a circular curve, at a distance of 143.50 feet northwest of centerline station 1147+78.87, concave to the right, having a radius of 5,746.08 feet and a central angle of 03 degrees 34 minutes 35 seconds, and a chord of 358.61 feet bearing South 66 degrees 23 minutes 32 seconds West;

THENCE southwesterly along said curve, a distance of 358.66 feet at 154.69 feet northwest of centerline station 1144+20.44;

THENCE South 68 degrees 10 minutes 50 seconds West, a distance of 264.94 feet to a point of curvature of a circular curve, at a distance of 171.22 feet northwest of centerline station 1141+56.02, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 25 minutes 12 seconds, and a chord of 283.57 feet bearing South 67 degrees 28 minutes 14 seconds West;

THENCE northeasterly along said curve, a distance of 283.58 feet to the point of curvature of a circular curve, at a distance of 185.40 feet northwest of centerline station 1138+72.81, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 48 minutes 26 seconds, and a chord of 33.34 feet bearing South 64 degrees 21 minutes 25 seconds West;

THENCE southwesterly along said curve, a distance of 33.35 feet at 185.25 feet northwest of centerline station 1138+39.47;

THENCE South 61 degrees 57 minutes 12 seconds West, a distance of 338.26 feet to a point of curvature of a circular curve, at a distance of 169.61 feet northwest of centerline station 1135+01.57, concave to the right, having a radius of 202.50 feet and a central angle of 02 degrees 53 minutes 49 seconds, and a chord of 10.24 feet bearing South 63 degrees 24 minutes 07 seconds West;

THENCE northeasterly along said curve, a distance of 10.24 feet to the point of curvature of a circular curve, at a distance of 169.39 feet northwest of centerline station 1134+91.33, concave to the left, having a radius of 11,418.66 feet and a central angle of 00 degrees 14 minutes 47 seconds, and a chord of 49.08 feet bearing South 64 degrees 43 minutes 38 seconds West;

THENCE southwesterly along said curve, a distance of 49.09 feet at 169.50 feet northwest of centerline station 1134+42.25;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 176.00 feet at 169.50 feet northwest of station 1132+66.25;

THENCE South 14 degrees 32 minutes 12 seconds West, a distance of 442.10 feet at 169.50 feet southeast of station 1129+82.47;

THENCE South 25 degrees 23 minutes 45 seconds East, a distance of 24.00 feet at 193.50 feet southeast of station 1129+82.47;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 326.60 feet to a point of curvature of a circular curve, at a distance of 193.50 feet southeast of centerline station 1133+09.07, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 54 minutes 33 seconds, and a chord of 381.26 feet bearing North 63 degrees 38 minutes 59 seconds East;

THENCE northeasterly along said curve, a distance of 381.28 feet at 187.15 feet southeast of centerline station 1136+90.28;

THENCE North 62 degrees 41 minutes 42 seconds East, a distance of 313.93 feet to a point of curvature of a circular curve, at a distance of 176.69 feet southeast of centerline station 1140+04.04, concave to the right, having a radius of 5,746.08 feet and a central angle of 01 degrees 54 minutes 33 seconds, and a chord of 191.46 feet bearing North 63 degrees 38 minutes 59 seconds East;

THENCE northeasterly along said curve, a distance of 191.47 feet at 173.50 feet southeast of centerline station 1141+95.47;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 479.53 feet at 173.50 feet southeast of station 1146+75.00;

THENCE North 25 degrees 23 minutes 45 seconds West, a distance of 12.00 feet at 161.50 feet southeast of station 1146+75.00;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 925.00 feet at 161.50 feet southeast of station 1156+00.00;

THENCE South 25 degrees 23 minutes 45 seconds East, a distance of 12.00 feet at 173.50 feet southeast of station 1156+00.00;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 552.26 feet to a point of curvature of a circular curve, at a distance of 173.50 feet southeast of centerline station 1161+52.26, concave to the right, having a radius of 5,746.08 feet and a central angle of 00 degrees 57 minutes 17 seconds, and a chord of 95.76 feet bearing North 65 degrees 04 minutes 54 seconds East;

THENCE northeasterly along said curve, a distance of 95.76 feet at 174.30 feet southeast of centerline station 1162+48.01;

THENCE North 65 degrees 33 minutes 33 seconds East, a distance of 249.60 feet to a point of curvature of a circular curve, at a distance of 178.46 feet southeast of centerline station 1164+97.58, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 00 minutes 43 seconds, and a chord of 27.83 feet bearing North 63 degrees 33 minutes 11 seconds East;

THENCE northeasterly along said curve, a distance of 27.83 feet at 177.95 feet southeast of centerline station 1165+25.40;

THENCE North 61 degrees 32 minutes 50 seconds East, a distance of 340.79 feet to a point of curvature of a circular curve, at a distance of 159.77 feet northwest of centerline station 1168+65.71, concave to the right, having a radius of 202.50 feet and a central angle of 03 degrees 09 minutes 02 seconds, and a chord of 11.13 feet bearing North 63 degrees 07 minutes 21 seconds East;

THENCE northeasterly along said curve, a distance of 11.14 feet to the point of curvature of a circular curve, at a distance of 159.48 feet northwest of centerline station 1168+76.84, concave to the left, having a radius of 11,418.66 feet and a central angle of 00 degrees 05 minutes 37 seconds, and a chord of 18.65 feet bearing North 64 degrees 39 minutes 03 seconds East;

THENCE northeasterly along said curve, a distance of 18.65 feet at 159.50 feet southeast of centerline station 1168+95.49;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 205.06 feet at 159.50 feet southeast of station 1171+00.54;

THENCE South 25 degrees 23 minutes 45 seconds East, a distance of 24.00 feet at 183.50 feet southeast of station 1171+00.54;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 270.34 feet to a point of curvature of a circular curve, at a distance of 183.50 feet southeast of centerline station 1173+70.88, concave to the left, having a radius of 11,442.66 feet and a central angle of 04 degrees 17 minutes 21 seconds, and a chord of 856.40 feet bearing North 62 degrees 27 minutes 35 seconds East;

THENCE northeasterly along said curve, a distance of 856.60 feet at 151.45 feet southeast of centerline station 1182+26.68;

THENCE North 60 degrees 18 minutes 54 seconds East, a distance of 158.57 feet to a point of curvature of a circular curve, at a distance of 139.59 feet southeast of centerline station 1183+84.81, concave to the right, having a radius of 5,746.08 feet and a central angle of 04 degrees 17 minutes 21 seconds, and a chord of 430.05 feet bearing North 62 degrees 27 minutes 35 seconds East;

THENCE northeasterly along said curve, a distance of 430.18 feet at 123.50 feet southeast of centerline station 1188+14.56;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 2,158.18 feet to a point of curvature of a circular curve, at a distance of 123.50 feet southeast of centerline station 1209+72.74, concave to the right, having a radius of 5,746.08 feet and a central angle of 02 degrees 32 minutes 41 seconds, and a chord of 255.19 feet bearing North 65 degrees 52 minutes 36 seconds East;

THENCE northeasterly along said curve, a distance of 255.21 feet at 129.17 feet southeast of centerline station 1212+27.87;

THENCE North 67 degrees 08 minutes 56 seconds East, a distance of 475.38 feet to a point of curvature of a circular curve, at a distance of 150.27 feet southeast of centerline station 1217+02.78, concave to the left, having a radius of 397.50 feet and a central angle of 04 degrees 35 minutes 20 seconds, and a chord of 31.83 feet bearing North 64 degrees 51 minutes 16 seconds East;

THENCE northeasterly along said curve, a distance of 31.84 feet at 150.41 feet southeast of centerline station 1217+34.61;

THENCE North 62 degrees 33 minutes 36 seconds East, a distance of 338.89 feet to a point of curvature of a circular curve, at a distance of 138.33 feet southeast of centerline station 1220+73.28, concave to the right, having a radius of 202.50 feet and a central angle of 02 degrees 54 minutes 07 seconds, and a chord of 10.26 feet bearing North 64 degrees 00 minutes 40 seconds East;

THENCE northeasterly along said curve, a distance of 10.26 feet to the point of curvature of a circular curve, at a distance of 138.22 feet southeast of centerline station 1220+83.54, concave to the left, having a radius of 11,418.66 feet and a central angle of 00 degrees 51 minutes 29 seconds, and a chord of 170.99 feet bearing North 65 degrees 01 minutes 59 seconds East;

THENCE northeasterly along said curve, a distance of 170.99 feet at 139.50 feet southeast of centerline station 1222+54.52;

THENCE North 64 degrees 36 minutes 16 seconds East, a distance of 69.21 feet at 139.50 feet southeast of station 1223+23.73;

THENCE South 25 degrees 23 minutes 49 seconds East, a distance of 24.00 feet at 163.50 feet southeast of station 1223+23.73;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 512.60 feet to a point of curvature of a circular curve, at a distance of 163.50 feet southeast of centerline station 1228+36.33, concave to the left, having a radius of 11,442.66 feet and a central angle of 01 degrees 38 minutes 12 seconds, and a chord of 326.83 feet bearing North 63 degrees 47 minutes 09 seconds East;

THENCE northeasterly along said curve, a distance of 326.84 feet at 158.83 feet southeast of centerline station 1231+63.13;

THENCE North 62 degrees 58 minutes 03 seconds East, a distance of 454.78 feet to a point of curvature of a circular curve, at a distance of 145.84 feet southeast of centerline station 1236+17.73, concave to the right, having a radius of 5,746.08 feet and a central angle of 01 degrees 38 minutes 12 seconds, and a chord of 164.12 feet bearing North 63 degrees 47 minutes 09 seconds East;

THENCE northeasterly along said curve, a distance of 164.13 feet at 145.84 feet southeast of centerline station 1237+81.83;

THENCE North 64 degrees 36 minutes 15 seconds East, a distance of 2,002.85 feet to a point of curvature of a circular curve, at a distance of 143.50 feet southeast of centerline station 1257+84.68, concave to the right, having a radius of 6,016.50 feet and a central angle of 02 degrees 59 minutes 31 seconds, and a chord of 314.14 feet bearing North 66 degrees 07 minutes 44 seconds East;

THENCE northeasterly along said curve, a distance of 314.18 feet at 151.86 feet southeast of centerline station 1260+98.72;

THENCE North 67 degrees 37 minutes 30 seconds East, a distance of 195.40 feet to a point of curvature of a circular curve, at a distance of 162.16 feet southeast of centerline station 1262+93.84, concave to the right, having a radius of 3,016.50 feet and a central angle of 07 degrees 50 minutes 23 seconds, and a chord of 412.42 feet bearing North 71 degrees 32 minutes 41 seconds East;

THENCE northeasterly along said curve, a distance of 412.74 feet at 211.99 feet southeast of centerline station 1267+03.23;

THENCE North 75 degrees 27 minutes 52 seconds East, a distance of 432.91 feet to a point of curvature of a circular curve, at a distance of 293.56 feet southeast of centerline station 1271+28.39, concave to the left, having a radius of 2,983.50 feet and a central angle of 10 degrees 51 minutes 34 seconds, and a chord of 564.62 feet bearing North 70 degrees 02 minutes 05 seconds East;

THENCE northeasterly along said curve, a distance of 565.47 feet at 346.99 feet southeast of centerline station 1276+90.48;

THENCE North 64 degrees 36 minutes 19 seconds East, a distance of 49.49 feet to a point of curvature of a circular curve, at a distance of 346.99 feet southeast of centerline station 1277+39.97, concave to the left, having a radius of 98.50 feet and a central angle of 48 degrees 01 minutes 44 seconds, and a chord of 80.17 feet bearing North 40 degrees 35 minutes 27 seconds East;

THENCE northeasterly along said curve, a distance of 82.57 feet to the POINT OF BEGINNING; said described tract containing 108.3106 acres, more or less.

The above description was prepared using stations and offsets made from CADD files provided by the NTA consultant design engineers.

North Texas Turnpike Authority Parcel P12

COMMENCING at a point southeast of S.H. 121 centerline station 1327+00.00, said point being the POINT OF BEGINNING;

THENCE North 35 degrees 35 minutes 00 seconds West, a distance of 212.42 feet at 122.44 feet northwest of station 1327+00.00;

THENCE South 58 degrees 24 minutes 51 seconds West, a distance of 3.53 feet to a point of curvature of a circular curve, at a distance of 122.69 feet northwest of centerline station 1326+96.48, concave to the left, having a radius of 2,981.50 feet and a central angle of 03 degrees 57 minutes 15 seconds, and a chord of 205.72 feet bearing South 56 degrees 26 minutes 23 seconds West;

THENCE southwesterly along said curve, a distance of 205.77 feet at 129.95 feet northwest of centerline station 1324+90.88;

THENCE South 54 degrees 27 minutes 45 seconds West, a distance of 446.05 feet at 130.31 feet northwest of station 1320+44.84;

THENCE North 35 degrees 30 minutes 49 seconds West, a distance of 2.00 feet at 132.31 feet northwest of station 1320+44.84;

THENCE South 54 degrees 27 minutes 45 seconds West, a distance of 951.57 feet to a point of curvature of a circular curve, at a distance of 133.07 feet northwest of centerline station 1310+93.27, concave to the right, having a radius of 8,611.50 feet and a central angle of 10 degrees 08 minutes 30 seconds, and a chord of 1,522.29 feet bearing South 59 degrees 32 minutes 00 seconds West;

THENCE southwesterly along said curve, a distance of 1,524.28 feet at 265.67 feet northwest of centerline station 1295+67.98;

THENCE South 64 degrees 36 minutes 15 seconds West, a distance of 344.51 feet to a point of curvature of a circular curve, at a distance of 304.32 feet northwest of centerline station 1292+07.66, concave to the left, having a radius of 128.50 feet and a central angle of 48 degrees 10 minutes 11 seconds, and a chord of 104.88 feet bearing South 40 degrees 46 minutes 00 seconds West;

THENCE southwesterly along said curve, a distance of 108.03 feet at 268.94 feet northwest of centerline station 1281+03.00;

THENCE South 16 degrees 41 minutes 01 seconds West, a distance of 727.16 feet to a point of curvature of a circular curve, at a distance of 260.00 feet southeast of centerline station 1285+89.31, concave to the left, having a radius of 48.50 feet and a central angle of 136 degrees 06 minutes 28 seconds, and a chord of 84.91 feet bearing South 51 degrees 32 minutes 16 seconds East;

THENCE southeasterly along said curve, a distance of 115.21 feet to the point of curvature of a circular curve, at a distance of 340.87 feet southeast of centerline station 1286+18.71, concave to the left, having a radius of 2,483.56 feet and a central angle of 10 degrees 58 minutes 42 seconds, and a chord of 475.13 feet bearing south 55 degrees 00 minutes 16 seconds West;

THENCE southwesterly along said curve, a distance of 475.86 feet at 273.33 feet southeast of centerline station 1290+90.97;

THENCE North 49 degrees 35 minutes 55 seconds West, a distance of 1,048.94 feet to a point of curvature of a circular curve, at a distance of 144.02 feet southeast of centerline station 1301+05.77, concave to the right, having a radius of 3,016.50 feet and a central angle of 04 degrees 54 minutes 07 seconds, and a chord of 258.00 feet bearing North 52 degrees 02 minutes 58 seconds East;

THENCE southwesterly along said curve, a distance of 258.08 feet at 133.36 feet southeast of centerline station 1303+63.55;

THENCE North 54 degrees 30 minutes 02 seconds East, a distance of 1,267.70 feet at 135.22 feet southeast of station 1316+31.25;

THENCE North 35 degrees 29 minutes 58 seconds West, a distance of 12.00 feet at 123.22 feet southeast of station 1316+31.27;

THENCE North 54 degrees 30 minutes 02 seconds East, a distance of 165.91 feet at 123.46 feet southeast of station 1317+97.18;

THENCE South 35 degrees 30 minutes 00 seconds East, a distance of 12.00 feet at 135.46 feet southeast of station 1317+97.16;

THENCE North 54 degrees 30 minutes 02 seconds East, a distance of 234.46 feet at 135.81 feet southeast of station 1320+31.63;

THENCE North 35 degrees 29 minutes 44 seconds West, a distance of 2.00 feet at 133.81 feet southeast of station 1320+31.63;

THENCE North 54 degrees 30 minutes 06 seconds East, a distance of 80.00 feet to a point of curvature of a circular curve, at a distance of 133.93 feet southeast of centerline station 1321+11.63, concave to the left, having a radius of 2,981.50 feet and a central angle of 05 degrees 52 minutes 50 seconds, and a chord of 305.88 feet bearing North 51 degrees 33 minutes 41 seconds East;

THENCE southwesterly along said curve, a distance of 306.01 feet at 118.69 feet southeast of centerline station 1324+17.13;

THENCE North 48 degrees 37 minutes 16 seconds East, a distance of 284.33 feet to the POINT OF BEGINNING, said described tract containing 30.2223 acres, more or less.

The above description was prepared using stations and offsets made from CADD files provided by the NTTA consultant design engineers.

Exhibit B

Delivered Materials
(Section 4)

1. All materials (including all ATCs) submitted by proposers in connection with the proposed procurement of the SH-121 Toll Project through a Comprehensive Development Agreement to the extent legally available.
2. All reference information documents provided developers in connection with the proposed procurement of the SH-121 Toll Project through a Comprehensive Development Agreement.
3. As-built plans for the TxDOT Structures when available.

Exhibit C

Remaining Parcels
(Section 6)

Segment 4 (US 75/SH 121 Interchange):

Parcel	General Location	Property Owner	Area
0364-04-045 Parcel 1	Fronting US 75 NB Frontage Road in the Southeast Quadrant of the Proposed US 75/SH 121 Interchange	H. Roger Lawler	1.1610 acres
0364-04-045 Parcel 2	Fronting US 75 SB Frontage Road, South of Shelby Drive, in the Southwest Quadrant of the Proposed US 75/SH 121 Interchange	Texas Ten Enterprises, LP	0.8912 acres
0364-04-045 Parcel 3	Fronting US 75 SB Frontage Road, North of Shelby Drive, in the Southwest Quadrant of the Proposed US 75/SH 121 Interchange	Allen Retail Center	0.1114 acres
0364-04-045 Parcel 4	Southwest Quadrant of the Proposed US 75/SH 121 Interchange	Metroamerican Realty Partners, LP	9.262 acres

Segment 5 (SH 121/DNT Interchange):

Parcel	General Location	Property or Easement Owner	Area
Parcel A	Northeast Quadrant of the Proposed SH 121/DNT Interchange	City of Frisco	2.5447 acres*
Parcel B	Northwest Quadrant of the Proposed SH 121/DNT Interchange	City of Frisco	0.1500 acres*
Parcel C	Southwest Quadrant of the Proposed SH 121/DNT Interchange	J.C. Penney Co., Inc. #9900-2	3.86 acres*

*Approximate

Exhibit D

TxDOT Structures
(Section 7)

Limits	Structure
From FM 2281 to DNT	6 lane frontage roads and 6 lane main lanes
From DNT to Custer Road	6 lane frontage roads through project limits and 6 lane main lanes from DNT to west of Hillcrest Road
From Custer Road to West of US 75	6 lane frontage roads through project limits and grade separation at Custer Road
From West of Hillcrest Road to East of Hillcrest Road	6 main lanes through project limits

Exhibit E

Capacity Improvements (Section 8)

- 1. Principles** This Exhibit E sets forth the criteria, requirements and provisions in respect of capacity improvements to the System.
- 2. Minimum Required Level of Service** Whenever capacity improvements are required, they shall restore and maintain Hourly Speeds that are higher than five miles per hour below the posted speed limit for at least 95% of each calendar month for a reasonable period of time after the capacity improvement is completed. "Hourly Speeds" are the average speed of traffic on the Project in miles per hour (mph) in one direction, measured and reported by the Authority, for hour-long time periods commencing every 15 minutes of every hour, 24 hours a day.
- 3. Maximum Peak Period Toll Rate Triggers** The trigger events set forth in Sections 4 and 5 below shall first be applied for the purpose of triggering the Authority's right to impose and charge Maximum Peak Period Toll Rates under Section B.9 of Exhibit R to this Agreement. The trigger events for capacity improvements set forth in Sections 4 and 5 below shall not be applied before the Authority's right to impose and charge Maximum Peak Period Toll Rates commences under Section B.9 of Exhibit R to this Agreement. Accordingly, all time periods in Sections 4 and 5 below for trigger events run only from and after such date.
- 4. Capacity Improvement First Trigger** Whenever over the course of three consecutive months more than 5% of Hourly Speeds over any five-mile section in one direction, for each included calendar month, are more than five mph below the lesser of the free flow speed or the posted speed limit, this shall be the first trigger event for a capacity improvement. The free flow speed is the monthly average Hourly Speed of vehicles traveling during periods of Level of Service A as defined in the Highway Capacity Design Manual or update thereof. For avoidance of doubt, for the purpose of determining the first trigger event for a Capacity Improvement, Hourly Speeds affected by non-routine traffic management, occurrence of incidents, weather conditions or occurrence of events that temporarily increase or decrease flows shall be excluded. Within 90 days following the occurrence of a first trigger event for a capacity improvement, the Authority shall prepare a proposal for capacity improvement to restore the Hourly Speeds to higher than the first trigger level. Such proposals shall include the nature of the capacity improvement, and the schedule for its design, implementation and placement into normal operation. The schedule for any work to be performed after the date the second trigger occurs shall be tied to such date.
- 5. Capacity Improvement Second Trigger** Whenever over the course of three consecutive months more than 10% of Hourly Speeds over any five-mile section in one direction, for each included calendar month are more than ten mph below the lesser of the free flow speed or the posted speed limit, this shall be the second trigger event for a capacity improvement. For the avoidance of doubt, for the purpose of determining the second trigger event for a capacity improvement, Hourly Speeds affected by non-routine traffic management, occurrence of incidents, weather conditions or occurrence of events that temporarily increase flows shall be

excluded. Except as provided otherwise in Section 6 below, following the second trigger event, the Authority shall design, implement and place into normal operation the capacity improvement within the deadline therefor established pursuant to Section 4 above.

6. Exceptions The Authority shall have no obligation to undertake a capacity improvement if the same is subject to obtaining a separate record of decision or other separate action thereon under NEPA and a no action alternative is selected. The Authority shall have no obligation to undertake a capacity improvement beyond the addition of surface limited access lanes in each direction within the boundaries of the then-existing Project Right of Way. (The parties anticipate that a total of eight surface limited access lanes, with the potential of auxiliary limited access lanes in some locations, can be accommodated within such boundaries. For the avoidance of doubt, the Authority shall have no obligation to expand frontage roads, but may have to modify frontage roads to accommodate mandatory capacity improvements.) The Authority shall have no obligation to undertake any capacity improvements if all of the following circumstances exist: (a) the second trigger event occurs during the last 15 years of the Term; (b) the only type of capacity improvement that is not otherwise excepted and is reasonably likely to meet the level of service set forth in Section 2 above is construction of additional limited access lanes; (c) the costs incurred to implement such capacity improvement cannot be reasonably recovered (including a reasonable rate of return on amount invested) over the remaining term of this Agreement; (d) the Authority submits to TxDOT a reasonable analysis demonstrating items (b) and (c) above, and setting forth reasonably detailed cost and financial information for such capacity improvements, including information on cost subsidies from TxDOT, maximum toll rate increases and extensions of the term that the Authority determines would be necessary to enable it to recover such costs (including a reasonable rate of return on amount invested); and (e) the Authority does not receive from TxDOT, within 60 days after TxDOT receives such analysis, written notice under which TxDOT commits to subsidize such cost, to increase maximum permissible toll rates or to extend the term (or to do any combination of such measures), to the extent necessary to enable the Authority to recover such costs (including a reasonable rate of return on amount invested). TxDOT's commitment to subsidize such cost may take the form of a commitment to pay the costs of such improvements as they are incurred or to pay an up front lump sum payment, in either case to the extent necessary to enable the Authority to realize a reasonable rate of return on its own capital invested. The Authority shall have no obligation to undertake capacity improvements if the Authority reasonably demonstrates that the congestion is directly attributable to the inability of connecting facilities to meet traffic demands of vehicles exiting the Project, thus causing delays and reduced travel speeds along the Project. If there are other contributing causes of degradation in Hourly Speeds, including traffic volumes entering the Project from connecting facilities, the impacts of congestion directly attributable to a connecting facility's inability to meet traffic demands of vehicles exiting the Project shall be factored out in determining whether first and second trigger events occur

7. **Costs** Capacity improvements required under this Exhibit E shall be at the Authority's sole cost and expense.

Exhibit F

[RESERVED]

Performance and Measurement Table						
Baseline						
ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
			location, type and wording to meet its intended purpose and any statutory requirements viii) All structures and elements of the signing system are kept clean and free from debris and have clear access provided. ix) All replacement and repair materials and equipment are in accordance with the requirements of the TMUTCD x) Dynamic message signs are in an operational condition			
	6.2	General - Safety critical signs	Requirements as 6.1, Plus: "Stop," "Yield," "Do Not Enter," "One Way" and "Wrong Way" signs are clean legible and undamaged.	Visual inspection	Number of damaged Safety critical signs	Nil
8) LIGHTING						
	8.1	Roadway Lighting - General	i) All lighting provides acceptable uniform lighting quality ii) Lanterns are clean and correctly positioned iii) Lighting units are free from accidental damage or vandalism iv) Columns are upright, correctly founded and structurally sound	a) Mainlane lights operable Night time inspection or automated logs b) Mainlane lights out of action Night time inspection or automated logs	Number of sections with less than 90% of lights functioning correctly at all times Instances of more than two consecutive lights out of action	Nil Nil
	8.2	Sign Lighting	Sign lighting is fully operational	Night time inspection or automated logs	Instances of more than one bulb per sign not working	Nil
	8.3	Electrical Supply	Electricity supply, feeder pillars, cabinets, switches and fittings are electrically, mechanically and structurally sound and functioning	Testing to meet NEC regulations, visual inspection	Inspection records showing safe installation and maintenance	100%

Exhibit G

Design Exceptions
(Section 9)

1. The Authority's System-wide Design Guidelines for landscaping and aesthetics.

Exhibit H

Handback Definitions (Sections 9 and 16)

Age means the elapsed time since an Element was first constructed or installed or, if applicable, last reconstructed, rehabilitated, restored, renewed or replaced.

Auditable Section means a defined section of the Project for the purpose of audit, inspection and measurement. An Auditable Section includes all travel lanes including main lanes, ramps and frontage roads of the roadway operating in one direction over a length of approximately 0.1 miles in length, together with all Elements of the Project and Related Transportation Facilities within the Project Right of Way associated with the relevant 0.1 mile length of roadway.

Construction Work means all Work to build or construct, make, form, manufacture, furnish, install, supply, deliver or equip the Project and/or the Utility Adjustments. Construction Work includes landscaping.

Element means an individual component, system or subsystem of the Project or of a Utility Adjustment included in the Construction Work, and shall include at a minimum a breakdown into the items described in the Performance and Measurement Table Baseline, further subdivided by Auditable Section where appropriate.

Eligible Investments means anyone or more of the following securities:

Direct obligations of, and obligations fully and unconditionally guaranteed by, (i) the United States of America or (ii) any agency or instrumentality of the United States of America the obligations of which are backed by the full faith and credit of the United States of America;

Demand or time deposits, federal funds or bankers' acceptances issued by any depository institution or trust company, provided that (i) any demand or time deposit or certificate of deposit is fully insured by the Federal Deposit Insurance Corporation or (ii) any commercial paper or the short-term deposit rating or the long-term unsecured debt obligations or deposits of such depository institution or trust company at the time of such investment or contractual commitment providing for such investment have been rated "A" or higher by a Rating Agency;

Commercial paper (including both non-interest-bearing discount obligations and interest-bearing obligations payable on demand or on a specified date not more than one year after the date of issuance thereof) which has been rated "A" or higher by a Rating Agency at the time of such investment;

Any money market funds, the investments of which consist of cash and obligations fully and unconditionally guaranteed by (i) the United States of America or (ii) any agency or instrumentality of the United States of America the obligations of which are backed by the full faith and credit of the United States of America and which have been rated "A" or higher by a Rating Agency; and

Other investments then customarily accepted by the State in similar circumstances;

provided, however, that no instrument or security shall be an Eligible Investment if such instrument or security evidences a right to receive only interest payments with respect to the obligations underlying such instrument or if such security provides for payment of both principal and interest with a yield to maturity in excess of 120% of the yield to maturity at par.

Existing Improvements means any and all portions of the Project which have been completed or are under construction by TxDOT's other contractors, except for the Existing Tolling Facilities. The Existing Improvements are more particularly described in the relevant contracts TxDOT issued prior to the Effective Date for the construction thereof.

Existing Tolling Facilities means the electronic toll collection system, including its components, systems and subsystems (including the VES and UCS), the hardware and physical infrastructure installed or to be installed by TxDOT on Segment 1.

Existing Utility Property Interest means any right, title or interest in real property (*e.g.*, a fee or an easement) claimed by a Utility Owner as the source of its right to maintain an existing Utility in such real property, which is compensable in eminent domain.

Handback Requirements means the terms, conditions, requirements and procedures governing the condition in which the Authority is to deliver the Project and Project Right of Way to TxDOT upon termination of this Agreement, as set forth in Exhibit M.

Handback Requirements Letter of Credit means a letter of credit delivered to TxDOT in lieu of the Handback Requirements Reserve, in accordance with Section 16(h) of this Agreement.

Handback Requirements Reserve has the meaning set forth in Section 16(d) of this Agreement.

NEPA Approval means (a) each decision document issued by the FHWA, TxDOT, the Authority, or other authorized party for the Project or a portion of the Project, and all approved supplements and reevaluations pertaining to the Project as of the Effective Date, and (b) any decision document under the NEPA that FHWA, TxDOT, the Authority, or other authorized party may issue for Segment 5.

Performance and Measurement Table Baseline means the performance and measurement table baseline set forth in Exhibit K.

Performance Requirements means, for each Element of the Project during the operating period, the requirements set forth in Exhibit K in the column headed "Performance Requirement."

Project means the transportation facilities and all related structures and improvements, used in connection with operation of such transportation facilities, to be financed, developed, designed, constructed, operated and maintained pursuant to the terms of the Project Agreement. The Project is divided into Segments 1, 2, 3, 4 and 5.

Project Right of Way or Project ROW means any real property (which term is inclusive of all estates and interests in real property), improvements and fixtures within the lines established by the NEPA Approval to delineate the outside limits of the Project, as such limits may be adjusted from time to time in accordance with the Project Agreement. The term specifically includes all air space, surface rights and subsurface rights within the limits of the Project Right of Way.

Rating Agency means any of Standard & Poor's Corporation, Moody's Investors Service, Inc., Fitch Investors Service, Inc or Duff & Phelps, Inc. or any other entity providing similar services and having comparable market recognition, or any of their respective successors.

Related Transportation Facility (ies) means all existing and future highways, streets and roads, including upgrades and expansions thereof, that are or will be adjacent to, connecting with or crossing under or over the Project.

Renewal Work means maintenance, repair, reconstruction, rehabilitation, restoration, renewal or replacement of any Element of a type that is not normally included as an annually recurring cost in highway maintenance and repair budgets. Annual Renewal Work hereunder is provided for under Section 8(e) of this Agreement.

Renewal Work Schedule means the schedule for Renewal Work to be prepared and updated by the Authority pursuant to Section 8(e) of this Agreement.

Replacement Utility Property Interest means any permanent right, title or interest in real property outside of the Project ROW (e.g., a fee or an easement) which is acquired for a Utility being reinstalled in a new location as a part of the Utility Adjustment Work. The term specifically excludes any statutory right of occupancy or permit granted by a governmental entity for occupancy of its real property by a Utility.

Residual Life means, for an Element, the period remaining until the Element will next require reconstruction, rehabilitation, restoration, renewal or replacement. The Residual Life of an Element would be equal to its originally calculated Useful Life less its Age if (a) the Element has performed in service in the manner and with the levels of traffic and wear and tear originally expected by the Authority and (b) the Authority has performed the type of routine maintenance of the Element which is normally included as an annually recurring cost in highway maintenance and repair budgets, and as a result thereof the Element complies throughout its originally calculated Useful Life with each applicable Performance Requirement. The Residual Life of an Element would be different from its originally calculated Useful Life minus its Age if any of the foregoing conditions is not true.

Residual Life at Handback means the calculated duration that any Element of the Project, subject to the type of routine maintenance of the Element which is normally included as an annually recurring cost in highway maintenance and repair budgets, will continue to comply with any applicable Performance Requirement or standard after Handback, before Renewal Work is required, determined through the application of the Residual Life Methodology and Residual Life Inspections.

Residual Life Inspection means the inspection undertaken in accordance with the Residual Life Table (including any testing undertaken by an independent testing organization) to determine the Residual Life of all Elements of the Project.

First Inspection means the first Residual Life Inspection as set forth in Exhibit M, Handback Requirements.

Second Inspection means the second Residual Life Inspection as set forth in Exhibit M, Handback Requirements.

Final Inspection means the final Residual Life Inspection as set forth in Exhibit M, Handback Requirements.

Residual Life Methodology (RLM) means the evaluation and calculation methodology by which the Residual Life of any Element of the Project will be calculated at Handback and contains the method by which any necessary Renewal Work will be identified to ensure that each Element of the Project for which a minimum Residual Life at Handback is required under Exhibit M, Handback Requirements, meets such requirement.

Residential Life Table means the table attached as Exhibit O to this Agreement.

Service Line means (a) a Utility line, the function of which is to directly connect the improvements on an individual property to another Utility line located off such property, which other Utility line connects more than one such individual line to a larger system, or (b) any cable or conduit that supplies an active feed from a Utility Owner's facilities to activate or energize TxDOT's or a local agency's lighting and electrical systems, traffic control systems, communications systems and/or irrigation systems.

Useful Life means, for an Element, the period following its first installation, or following its last reconstruction, rehabilitation, restoration, renewal or replacement, until the Element will next require reconstruction, rehabilitation, restoration, renewal or replacement.

Utility or utility means a public, private, cooperative, municipal and/or government line, Project or system used for the carriage, transmission and/or distribution of cable television, electric power, telephone, telegraph, water, gas, oil, petroleum products, steam, chemicals, hydrocarbons, telecommunications, sewage, storm water not connected with the drainage of the Project, and similar substances that directly or indirectly serve the public. The term "Utility" or "utility" also includes radio towers and/or transmission towers, and excludes (a) storm water facilities providing drainage for the Project ROW, (b) street lights and traffic signals, and (c) ITS and IVHS facilities. The necessary appurtenances to each Utility Project shall be considered part of such Utility. Without limitation, any Service Line connecting directly to a Utility shall be considered an appurtenance to that Utility, regardless of the ownership of such Service Line.

Utility Adjustment means each relocation (temporary or permanent), abandonment, Protection in Place, removal (of previously abandoned Utilities as well as of newly abandoned Utilities), replacement, reinstallation, and/or modification of existing Utilities necessary to accommodate construction, operation, maintenance and/or use of the Project; provided, however, that the term "Utility Adjustment" shall not refer to any of the work associated with facilities owned by any railroad or with TxDOT's completion of the Existing Improvements or Existing

Tolling Facilities. For any Utility crossing the Project Right of Way, the Utility Adjustment Work for each crossing of the Project Right of Way by that Utility shall be considered a separate Utility Adjustment. For any Utility installed longitudinally within the Project Right of Way, the Utility Adjustment Work for each continuous segment of that Utility located within the Project Right of Way shall be considered a separate Utility Adjustment.

Utility Adjustment Work means all efforts and costs necessary to accomplish the required Utility Adjustments, including all coordination, design, design review, permitting, construction, inspection, maintenance of records, relinquishment of Existing Utility Property Interests, preparation of Utility Joint Use Acknowledgements, and acquisition of Replacement Utility Property Interests, whether provided by the Authority or by the Utility Owners. Any Utility Adjustment Work furnished or performed by the Authority is part of the Work; any Utility Adjustment Work furnished or performed by a Utility Owner is not part of the Work.

Utility Joint Use Acknowledgment or Utility Joint Use Agreement means an agreement between TxDOT and a Utility Owner that establishes the rights and obligations of TxDOT and the Utility Owner with respect to occupancy of the Project ROW by such Utility Owner's Utility.

Utility Owner means the owner or operator of any Utility (including both privately held and publicly held entities, cooperative utilities, and municipalities and other governmental agencies).

Exhibit I

Contracts Relating to Warranted Improvements (Section 9)

The Warranted Improvements described within the plan sets provided to the Authority and constructed under the contracts listed in the table below were or will be completed within three years prior to the date of this Agreement and therefore are included in the three year warranty.

Contract Number	Limits	Scope of Work	Acceptance Date
3547-01-008	From Business 121 to East of I-35E	Construct SH 121 Main lanes and Direct connect ramps at I-35E	7/21/06
3547-01-009	From Hebron Pkwy. to FM 2281	Construct Main lanes of SH 121	12/28/06
0364-03-066	From FM 2281 to DNT	Construct 6 lane frontage roads and 6 lane main lanes	*
0364-04-037	From DNT to Custer Road	Construct 6 lane frontage roads through project limits and 6 lane main lanes from DNT to west of Hillcrest Rd.	*
0364-04-022	From Custer Road to West of US 75	Construct 6 lane frontage roads through project limits and grade separation at Custer Road.	8/16/2006
0364-04-043	From West of Hillcrest Road to East of Hillcrest Road	Construct 6 main lanes through project limits.	*

*Denotes contracts for which the work thereunder has not yet been accepted by TxDOT.

Exhibit K

Operations and Maintenance Standards and Reporting Requirements
(Section 13)

Operations and Maintenance Standards

Performance and Measurement Table						
Baseline						
ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
1) ROADWAY						
				Unless stated otherwise, measurements shall be conducted using procedures, techniques, and measuring equipment consistent with the Authority's Pavement Management Rating System.		
	1.1	Obstructions and debris	Roadway and clear zone free from obstructions and debris	Visual Inspection	Number of obstructions and debris	Nil
	1.2	Pavement	All roadways have an smooth and quiet surface course (including bridge decks, covers, gratings, frames and boxes) with adequate skid resistance and free from Defects.	a) Pavement Condition Rating System (CRS) Measurements and inspections necessary to derive Pavement Condition Score	Pavement Condition Score for 80% of Auditable Sections exceeding: <ul style="list-style-type: none"> • Mainlanes and ramps – CRS = 7.5 • Frontage roads - CRS = 6.8 Pavement Condition System Rating for each Auditable Section exceeding: <ul style="list-style-type: none"> • Mainlanes and ramps – CRS = 6.8 • Frontage roads - CRS = 6.6 	100% 100% 100% 100%
				b) Ruts - Mainlanes, shoulders & ramps Depth as measured using an automated device in compliance with TxDOT Standards. 10ft straight edge used to measure rut depth for localized areas.	Percentage of wheel path length with ruts greater than 1/8" in depth in each Auditable Section Mainlanes, shoulders and ramps - 3% Frontage roads - 10% Depth of rut at any location greater than 0.7	Nil Nil Nil
				c) Ride quality Measurement of International Roughness Index (IRI) according to TxDOT standard Tex-1091-S, Operating Inertial Profilers and Evaluating Pavement Profiles	For 80% of all Auditable Sections measured, IRI throughout 98% of each Auditable Section is less than or equal to: <ul style="list-style-type: none"> • Mainlanes, ramps - 95** inches per mile • Frontage roads - 120** inches per mile 	100% 100%

**Performance and Measurement Table
Baseline**

ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
	1.2 cont			** To allow for measurement bias, an adjustment of -10 (minus ten) is made to IRI measurements for concrete pavements before assessing threshold compliance.	IRI measured throughout 98% of Auditable Sections of less than or equal to: • Mainlanes, ramps 120** inches per mile Frontage roads – 150**inches per mile	100% 100%
					IRI measured throughout 98% of each lane containing a bridge deck in any Auditable Section, 0.1 mile average – 200** inches per mile	100%
				3ft straight edge used to measure discontinuities	Individual discontinuities greater than 0.75"	Nil
			d) Failures Instances of failures exceeding the failure criteria set forth in the NTTA Pavement Management System, including potholes, base failures, punchouts and jointed concrete pavement failures		Occurrence of any failure	Nil
			e) Edge drop-offs Physical measurement of edge drop-off level compared to adjacent surface		Instances of edge drop-off greater than 2"	Nil
			f) Skid resistance ASTM E 274 Standard Test Method for Skid Resistance Testing of Paved Surfaces at 50 MPH using a full scale smooth tire meeting the requirements of ASTM E 524.		• Mainlanes, shoulders and ramps – Number of sections investigated as to potential risk of skidding accident and appropriate remedial action taken where average Skid Number for 0.5 mile section of mainlanes, shoulders, and ramps are in excess of mean Skid Number measured for TxDOT equivalent roads	100%
	1.2 cont				* Frontage roads – Number of sections investigated as to potential risk of skidding accident and appropriate remedial action taken where average Skid Number for 0.5 mile section of frontage roads is in excess of mean Skid Number measured for TxDOT equivalent roads	100%
					* When the Skid Number is below 25 and/or when required by the Wet Weather Accident Reduction Program, areas categorized as high risk, the Concessionaire shall perform a site investigation and perform required corrective action	100%

Performance and Measurement Table						
Baseline						
ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
			Road users warned of potential skidding hazards	Skid resistance (as above)	Instances where road users warned of potential skidding hazard where remedial action is identified.	100%
	1.3	Crossovers and other paved areas	Crossovers and other paved areas are free of pavement or subgrade failures	a) Potholes b) Base failures	Potholes of low severity or higher (Number) Base failures of low severity or higher (Number)	Nil Nil
	1.4	Joints in concrete	Joints in concrete paving are sealed and watertight	Visual inspection of joints	Length unsealed joints greater than ¼"	Nil
			Longitudinal joint separation	Measurement of joint width and level difference of two sides of joints	Joint width more than 1" or faulting more than ¼"	Nil
	1.5	Curbs	Curbs are straight	Visual inspection	Length out of alignment	Nil
2) DRAINAGE						
	2.1	Pipes and Channels	Each element of the drainage system is maintained in its proper function by cleaning, clearing and/or emptying as appropriate from the point at which water drains from the travel way to the outfall or drainage way.	Visual inspection supplemented by CCTV where required to inspect buried pipe work	Length with less than 90% of cross section clear (feet)	Nil
	2.2	Drainage treatment devices	Drainage treatment and balancing systems, flow and spillage control devices function correctly and their location and means of operation is recorded adequately to permit their correct operation in Emergency.	Visual inspection	Devices functioning correctly with means of operation displayed (Number)	100%
	2.3	Travel Way	The travel way is free from water to the extent that such water would represent a hazard by virtue of its position and depth.	Visual inspection of water on surface	Instances of hazardous water build up	Nil
3) STRUCTURES						
	3.1	Structures having an opening	Substructures and superstructures are free of:	Inspection and assessment in accordance with the requirements of federal	Records as required in the TxDOT Bridge Inspection Manual	

**Performance and Measurement Table
Baseline**

ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
		measured along the centre of the roadway of more than 20 feet between undercopings of abutments or springlines of arches or extreme ends of openings or multiple boxes	<ul style="list-style-type: none"> • graffiti • undesirable vegetation • debris and bird droppings • blocked drains, weep pipes manholes and chambers • blocked drainage holes in structural components • joint sealants failures • pedestrian protection measure failure • scour damage • corrosion of rebar • paint system failures • impact damage 	National Bridge Inspection Standards (NBIS) of the Code of Federal Regulations, 23 Highways – Part 650, the TxDOT Bridge Inspection Manual, and the Federal Administration's Bridge Inspector's Reference Manual.	<p>Occurrences of condition rating below seven for any deck, superstructure or substructure</p> <p>All condition states to be one for all structure components</p>	<p>Nil</p> <p>100%</p>
	3.2	Structure components	<p>i) Expansion joints are free of:</p> <ul style="list-style-type: none"> • dirt debris and vegetation • non-functioning drainage systems • loose nuts and bolts • gasket failures <p>ii) The deck drainage system is free of all and operates as intended.</p> <p>iii) Carpets are free of:</p> <ul style="list-style-type: none"> • loose nuts or bolts • blockages of hollow section drain holes • graffiti • vegetation • accident damage <p>iv) Bearings and bearing shelves are clean.</p> <p>v) Sliding and roller surfaces are clean and greased to ensure satisfactory performance. Additional advice contained in bearing manufacturers' instructions in the</p>	<p>Inspection and assessment in accordance with the requirements of federal National Bridge Inspection Standards (NBIS) of the Code of Federal Regulations, 23 Highways -- Part 650, the TxDOT Bridge Inspection Manual, and the Federal Administration's Bridge Inspector's Reference Manual.</p>	<p>Records as required in the TxDOT Bridge Inspection Manual</p> <p>Occurrences of condition rating below seven for any deck, superstructure or substructure</p> <p>All condition states to be one for all structure components</p>	<p>Nil</p> <p>100%</p>

**Performance and Measurement Table
Baseline**

ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
			Structure Maintenance Manual is followed. Special finishes are clean and perform to the appropriate standards. vii) All non-structural items such as hoists and electrical fixings, operate correctly, are clean and lubricated as appropriate, in accordance with the manufacturer's recommendations and certification of lifting devices is maintained.			
	3.3	Non-bridge class culverts	Non-bridge-class culverts are free of: <ul style="list-style-type: none"> • vegetation and debris and silt • defects in sealant to movement joints • scour damage 	Visual inspection	Number with vegetation, debris and silt Number with defects in sealant and movement joints Number with scour damage	Nil Nil Nil
	3.4	Gantries and high masts	Sign signal gantries, high masts are structurally sound and free of: <ul style="list-style-type: none"> • loose nuts and bolts • defects in surface protection systems • graffiti 	Visual inspection	Number with loose assemblies Number with defects in surface protection Number with graffiti	Nil Nil Nil
	3.5	Load ratings	All structures maintain the design load capacity	Load rating calculations in accordance with the Manual for Bridge Evaluation and the TxDOT Bridge Inspection Manual Load restriction requirements as per the TxDOT Bridge Inspection Manual	Number of load restrictions for Texas legal loads (including legally restricted vehicles)	Nil

**Performance and Measurement Table
Baseline**

ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
	4.1	Pavement markings	<p>Pavement markings are:</p> <ul style="list-style-type: none"> • clean and visible during the day and at night • whole and complete and of the correct color, type, width and length • placed to meet the TMUTCD and TxDOT's Pavement Marking Standard Sheets 	<p>a) Markings - General Portable retroreflector, which uses 30 meter geometry meeting the requirements described in ASTM E 1710</p> <p>Physical measurement</p> <p>b) Profile Markings Visual inspection</p>	<p>Length meeting the minimum retroreflectivity 175 mcd/sqm/lx for white</p> <p>Length meeting the minimum retroreflectivity 125 mcd/sqm/lx for yellow</p> <p>Length with more than 5% loss of area of material at any point</p> <p>Length with spread more than 10% of specified dimensions.</p> <p>Length performing its intended function and compliant with relevant regulations</p>	<p>100%</p> <p>100%</p> <p>Nil</p> <p>Nil</p> <p>100%</p>
	4.2	Raised reflective markers	<p>Raised reflective pavement markers, object markers and delineators are:</p> <ul style="list-style-type: none"> • clean and clearly visible • of the correct color and type • reflective or retroreflective as TxDOT standard • correctly located, aligned and at the correct level • are firmly fixed • are in a condition that will ensure that they remain at the correct level. 	Visual inspection	<p>Number of markers associated with road markings that are ineffective in any 10 consecutive markers. (Ineffective includes missing, damaged, settled or sunk)</p> <p>A minimum of four markers should be visible at 80' spacing when viewed under low beam headlights</p> <p>Uniformity (replacement rpm's having equivalent physical and performance characteristics to adjacent markers).</p>	<p>Nil</p> <p>100%</p>
	4.3	Delineators & Markers	<p>Object markers, mail box markers and delineators are:</p> <ul style="list-style-type: none"> • clean and visible • of the correct color and type • legible and reflective • Straight and Vertical 	Visual inspection	Number of object markers or delineators defective or missing	Nil

**Performance and Measurement Table
Baseline**

ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
	5.1	Guard rails and safety barriers	All guardrails, safety barriers, concrete barriers, etc.) are maintained free of Defects. They are appropriately placed and correctly installed at the correct height and distance from roadway or obstacles. Installation and repairs shall be carried out in accordance with the requirements of NCHRP 350 standards.	Visual inspection	Length of road restraint systems correctly installed Length free from defects Length at correct height Length at correct distance from roadway and obstacle	100% 100% 100% 100%
	5.2	Impact attenuators	All impact attenuators are appropriately placed and correctly installed	Visual inspection	Number correctly placed and installed	100%
6) TRAFFIC SIGNS						
	6.1	General – All Signs	<p>i) Signs are clean, correctly located, clearly visible, legible, reflective, at the correct height and free from structural and electrical defects</p> <p>ii) Identification markers are provided, correctly located, visible, clean and legible</p> <p>iii) Sign mounting posts are vertical, structurally sound and rust free</p> <p>iv) All break-away sign mounts are clear of silt or other debris that could impede break-away features and shall have correct stub height</p> <p>v) Obsolete and redundant signs are removed or replaced as appropriate</p> <p>vi) Visibility distances meet the stated requirements</p> <p>vii) Sign information is of the correct size,</p>	<p>a) Retroreflectivity Coefficient of retro reflectivity</p> <p>b) Face damage Visual inspection</p> <p>c) Placement Visual inspection</p> <p>d) Obsolete signs Visual inspection</p> <p>e) Sign Information Visual inspection</p> <p>f) Dynamic Message Signs Visual inspection</p>	<p>Number of signs with reflectivity below the requirements of TxDOT's TMUTCD</p> <p>Number of signs with face damage greater than 5% of area</p> <p>Signs are placed in accordance with TxDOT's Sign Crew Field Book including not twisted or leaning</p> <p>Number of obsolete signs</p> <p>Sign information is of the correct size, location, type and wording to meet its intended purpose</p> <p>Dynamic message signs are fully functioning</p>	<p>Nil</p> <p>Nil</p> <p>100%</p> <p>Nil</p> <p>100%</p> <p>100%</p>

**Performance and Measurement Table
Baseline**

ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
			location, type and wording to meet its intended purpose and any statutory requirements viii) All structures and elements of the signing system are kept clean and free from debris and have clear access provided. ix) All replacement and repair materials and equipment are in accordance with the requirements of the TMUTCD x) Dynamic message signs are in an operational condition			
	6.2	General - Safety critical signs	Requirements as 6.1, Plus: "Stop," "Yield," "Do Not Enter," "One Way" and "Wrong Way" signs are clean legible and undamaged.	Visual inspection	Number of damaged Safety critical signs	Nil
8) LIGHTING						
	8.1	Roadway Lighting – General	i) All lighting provides acceptable uniform lighting quality ii) Lanterns are clean and correctly positioned iii) Lighting units are free from accidental damage or vandalism iv) Columns are upright, correctly founded and structurally sound	a) Maintain lights operable Night time inspection or automated logs b) Maintain lights out of action Night time inspection or automated logs	Number of sections with less than 90% of lights functioning correctly at all times Instances of more than two consecutive lights out of action	Nil Nil
	8.2	Sign Lighting	Sign lighting is fully operational	Night time inspection or automated logs	Instances of more than one bulb per sign not working	Nil
	8.3	Electrical Supply	Electricity supply, feeder pillars, cabinets, switches and fittings are electrically, mechanically and structurally sound and functioning	Testing to meet NEC regulations, visual inspection	Inspection records showing safe installation and maintenance	100%

Performance and Measurement Table						
Baseline						
ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
	8.4	Access Panels	All access panels in place at all times.	Visual Inspection	Instances of missing access panels	Nil
	8.5	High Mast Lighting	i) All high mast luminaries functioning on each pole ii) All obstruction lights are present and working (if required) iii) Compartment door is secure with all bolts in place iv) All winch and safety equipment is correctly functioning and maintained without rusting or corrosion (for structural requirements refer to Element Category 3)	Yearly inspection and night time inspections or automated logs	Instances of two or more lamps not working per high mast pole Identification of other defects	Nil Nil
9) FENCES, WALLS AND SOUND ABATEMENT						
	9.1	Design and Location	Fences and walls act as designed and serve the purpose for which they were intended	Visual Inspection	Inspection records showing compliance	100%
	9.2	Construction	Integrity and structural condition of the fence is maintained	Structural assessment if visual inspection warrants	Inspection records showing compliance	100%
12) EARTHWORKS, EMBANKMENTS AND CUTTINGS						
	12.1	Slope Failure	All structural or natural failures of the embankment and cut slopes of the Facility are repaired	Visual inspection by geotechnical specialist and further tests as recommended by the specialist	Recorded instances of slope failure	Nil
	12.2	Slopes General	Slopes are maintained in general conformance to the original graded cross-sections, the replacement of landscaping materials, reseeding and re-vegetation for erosion control purposes and removal and disposal of all eroded materials from the roadway and shoulders		Inspection records showing compliance	100%
13) ITS and ETCS EQUIPMENT						

Performance and Measurement Table						
Baseline						
ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
	8.4	Access Panels	All access panels in place at all times.	Visual Inspection	Instances of missing access panels	Nil
	8.5	High Mast Lighting	i) All high mast luminaries functioning on each pole ii) All obstruction lights are present and working (if required) iii) Compartment door is secure with all bolts in place iv) All winch and safety equipment is correctly functioning and maintained without rusting or corrosion (for structural requirements refer to Element Category 3)	Yearly inspection and night time inspections or automated logs	Instances of two or more lamps not working per high mast pole Identification of other defects	Nil Nil
9) FENCES, WALLS AND SOUND ABATEMENT						
	9.1	Design and Location	Fences and walls act as designed and serve the purpose for which they were intended	Visual Inspection	Inspection records showing compliance	100%
	9.2	Construction	Integrity and structural condition of the fence is maintained	Structural assessment if visual inspection warrants	Inspection records showing compliance	100%
12) EARTHWORKS, EMBANKMENTS AND CUTTINGS						
	12.1	Slope Failure	All structural or natural failures of the embankment and cut slopes of the Facility are repaired	Visual inspection by geotechnical specialist and further tests as recommended by the specialist	Recorded instances of slope failure	Nil
	12.2	Slopes (General)	Slopes are maintained in general conformance to the original graded cross-sections, the replacement of landscaping materials, reseeding and re-vegetation for erosion control purposes and removal and disposal of all eroded materials from the roadway and shoulders		Inspection records showing compliance	100%
13) ITS and ETCS EQUIPMENT						

**Performance and Measurement Table
Baseline**

ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
	13.1	ETCS Equipment – Maintenance	All ITS and ETCS equipment is fully functional and housing is functioning and free of defects. i) All equipment and cabinet identification numbers are visible, sites are well drained and access is clear. ii) Steps, handrails and accesses are kept in a good condition. iii) Access to all communication hubs, ground boxes, cabinets and sites is clear,	Visual Inspection	Inspection records showing compliance	100%
	13.1 con't.		iv) All drainage is operational and all external fixtures and fittings are in a satisfactory condition. v) All communications cable markers, cable joint markers and duct markers are visible and missing markers are replaced. vi) Backup power supply system is available at all times	Visual Inspection	Inspection records showing compliance	100%
	13.2	VES Equipment - Maintenance	All VES equipment is kept clean, the identification numbers are visible.	Visual Inspection	Inspection records showing compliance	100%
	13.3	Dynamic Message Sign Equipment	Dynamic Message Signs are free from faults such as: i) Any sign(s) displaying an message which is deemed to be a safety hazard ii) Failure of system to clear sign settings when appropriate. iii) 2 or more contiguous sign failures that prevent control office setting strategic diversions iv) Signs displaying an incorrect message.	Defect measurement dependent on equipment	Inspection records showing compliance	100%

**Performance and Measurement Table
Baseline**

ELEMENT CATEGORY	REF	ELEMENT	PERFORMANCE REQUIREMENT	INSPECTION AND MEASUREMENT METHOD*	MEASUREMENT RECORD*	TARGET
	13.4	CCTV Equipment	CCTV Systems are free from serious faults that significantly limit the availability of the operators to monitor the area network, such as: i) Failure of CCTV Systems to provide control offices with access and control of CCTV images ii) Failure of a CCTV camera or its video transmission system. iii) Failure of a Pan / Tilt unit or its control system. iv) Moisture ingress onto CCTV camera lens v) Faults that result in significant degradation of CCTV images	Defect measurement dependent on equipment	Inspection records showing compliance	100%
	13.5	Vehicle Detection Equipment	All equipment free of operational problems such as: i) Inoperable loops. ii) Malfunctioning camera controllers.	Defect measurement dependent on equipment Traffic Detector Loops: Loop circuit's inductance to be > 50 and < 1,000 micro henries. Insulation resistance to be > 50 meg ohms.	Inspection records showing compliance Instances of loops out of compliance	100% Nil

Reporting Requirements

The Authority maintains the NITA System through an asset management approach that involves extensive, frequent evaluation of the condition of its assets and the appropriate responses to any deficiencies identified. The evaluations take the form of various inspections, testing and evaluations. The following is a description of those activities:

1. Maintenance Rating Program (MRP). The MRP requires monthly inspection of 10% of the system selected on a random sample basis. This is done by both the Authority's internal Maintenance Department and the Total Routine Maintenance Contractor. The Authority will continue to file the results of these inspections and to have those applicable to the Project readily available to TxDOT for review/auditing at any time. Information relative to the specified standards to be provided to the Authority by TxDOT per this Exhibit K that are not already included or are more stringent will be added to this MRP.

2. Bondholders' Letter. This is an annual communication from the Authority's General Engineering Consultant to the bondholders that provides an overview of the condition of the Authority assets. This letter is based upon the results of the Capital Asset Management and Inspection Report (CAMIR) which is described in paragraph 3. The assets will be scored on a GASB rating scale, or equivalent scale, and the scores will be included in the bondholders' letter. The Authority will provide TxDOT with a copy of this letter each year. The contents of this letter pertaining to the Project will be adjusted to include any information about the Project that is required by this Exhibit K.

3. Capital Asset Management and Inspection Report (CAMIR). This is an annual report of the inspections performed on the Authority's assets during the previous year. The Authority will submit a copy of this report annually to TxDOT. The contents of this report pertaining to the Project will be adjusted to include any information about the Project that is required by this Exhibit K.

4. Pavement Management Report. This report provides the result of the pavement evaluation conducted during the previous year. It includes information about the International Roughness Index (IRI) and the Authority's condition rating system (CRS) as well as skid test results. The report includes a ten-year plan for pavement maintenance and rehabilitation. The Authority will provide a copy of this report annually to TxDOT. The contents of this report pertaining to the Project will be modified to include any information about the Project that is required by this Exhibit K.

5. Overhead Sign Inspection Report. This report provides the results of the inspections of overhead sign structures conducted during the previous year. The Authority inspects every sign structure every five years, inspecting a portion of the current total of 224 structures each year. The inspection will be expanded to include the Project structures. Adjustments and minor repairs are made during inspections. The Authority will have this report available for review by TxDOT.

6. High Mast Illumination Pole Inspection and Treatment Report. This report provides the results of inspections, repairs and ultrasonic impact treatment (UIT) to restore the structural soundness of all poles. The Authority will have this report available for review by TxDOT. An initial inspection of the Project poles will be conducted in the first year of this Agreement and the failing poles will be restored within two (2) years. Once all poles have been brought up to standard, the cycle for re-inspection will be four (4) years per the Authority's current procedure. New poles added to the Project system will be treated in a similar manner.

7. BRINSAP Reports. The Bridge Inspection and Appraisal Program (BRINSAP) reports are received biannually from TxDOT for each bridge. The bridge inspection results are included in CAMIR (see item 3 above).

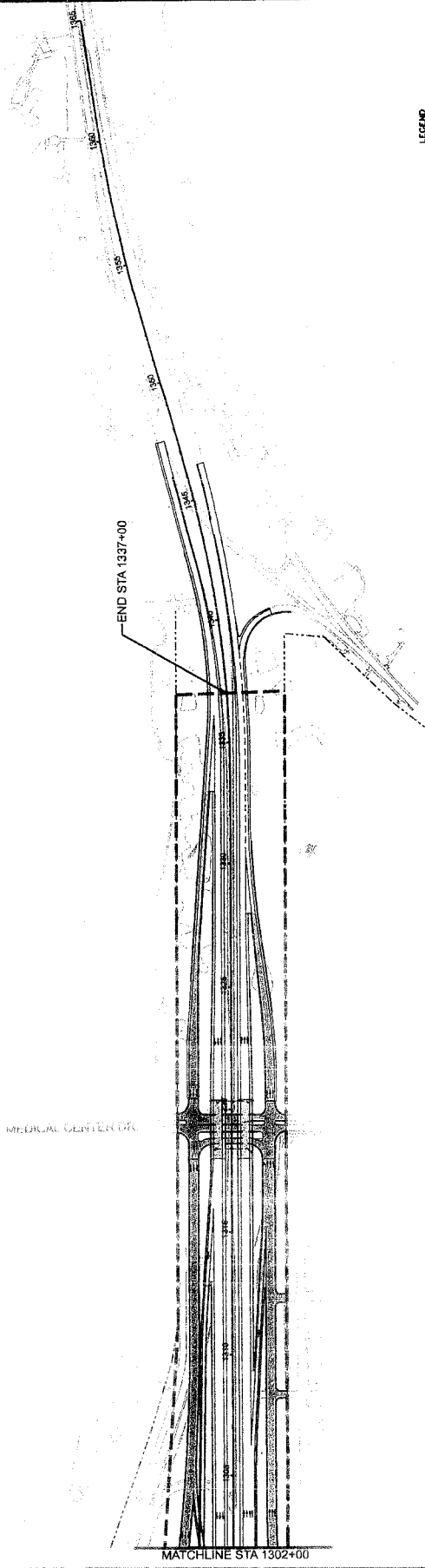
8. Other Reports. These are reports of special inspections that are conducted in response to assets exhibiting signs of abnormal wear or fatigue. Environmental studies are also conducted when required to comply with various issues, such as the MS4 program. The Authority will notify TxDOT of the studies and provide a copy of the reports if requested by TxDOT.

Exhibit L

NTTA/TxDOT Maintenance Limits
(Section 14)

[See Attached]

\$\$\$\$\$up\$\$\$\$\$



LEGEND
 - - - - - ROW
 ——— MAINTENANCE LIMIT

NO. DATE REVISION APPROVED

STATE HIGHWAY 121



SH 121 MAINTENANCE LIMITS

SHEET 24 OF 24

DATE	BY	CHKD	DATE	CHKD	DATE	SECTION
07.2007	MAC	07.2007	07.2007	07.2007	07.2007	
07.2007	MAC	07.2007	07.2007	07.2007	07.2007	

CONTRACT NO. SHEET OF

\$\$\$\$\$up\$\$\$\$\$

Exhibit M

Handback Requirements (Section 16)

1. Residual Life Methodology

The Authority shall prepare and submit to TxDOT for approval a Residual Life Methodology, 60 months before the due date for Handback. This submittal shall contain the evaluation and calculation criteria to be adopted for the calculation of the Residual Life at Handback of all Elements of the Project. The scope of any Residual Life testing shall be included, together with a list of all independent Residual Life testing organizations, proposed by the Authority. These organizations shall be on TxDOT's approved list, have third party quality certification, and be financially independent of the Authority and not be an affiliate.

TxDOT's approval of the Residual Life Methodology, including the scope and schedule of inspections, shall be required before commencement of Residual Life Inspections.

2 Residual Life Inspections

Inspections and testing shall be performed with appropriate coverage such that the results are representative of the whole Project as described in the Residual Life Table.

TxDOT shall be given the opportunity to witness any of the inspections and/or tests and shall be provided with a minimum of ten business days notice prior to the performance of any such tests. The Authority shall deliver to TxDOT, within ten days after it is created, the output data arising from any testing and any interpretation thereof made by the testers.

If the Authority fails to undertake inspections within the relevant time periods described below, TxDOT shall be entitled to undertake or arrange the relevant inspections itself, following 30 days written notice to the Authority.

First Inspection

Between 57 and 60 months before the Scheduled Termination Date, the Authority shall perform a Residual Life Inspection (the "First Inspection"), including all Elements set forth in the Residual Life Table.

Within 30 days following performance of the First Inspection, the Authority shall submit to TxDOT the findings of the inspection, including Residual Life test results, the report of the independent testing organization(s), the Authority's Residual Life calculations and the Authority's calculation of Residual Life at Handback for each inspected Auditable Section.

Exhibit N

Handback Requirements Reserve Elements and Reserve Funding Mechanism (Section 16)

1. The Authority shall make deposits to the Handback Requirements Reserve by the last day of each calendar quarter, commencing with the first calendar quarter of the fifth full calendar year before Scheduled Termination Date, and continuing thereafter.
2. The Authority shall make quarterly deposits into the Handback Requirements Reserve so that by the beginning of each of the last four years during the term of this Agreement the Handback Requirements Reserve will contain an amount equal to:
 - (a) The summation across all Elements that have a number of years stated in the "Useful Life" column in the Residual Life Table of the following factors, as set forth in the most recent Renewal Work Schedule (as it may be revised pursuant to the Handback Requirements): the estimated cost to perform the Renewal Work on such Element at the end of its Useful Life multiplied by the lesser of (i) one or (ii) a fraction the numerator of which is the average Age each such Element will have as of the end of the current calendar year and the denominator of which is the total average Useful Life thereof, plus
 - (b) The summation across all other Elements (*i.e.* those Elements that have a number of years stated in the "Residual Life at Handback" column in the Residual Life Table) of the estimated cost to perform the Renewal Work on each other Element that is to be performed prior to expiration of the term of this Agreement in accordance with the Handback Requirements multiplied by a fraction the numerator of which is four minus the number of full calendar years until the year in which the Renewal Work is scheduled to be performed pursuant to the Renewal Work Schedule (as it may be revised pursuant to the Handback Requirements) and the denominator of which is four; plus
 - (c) 10% of the amounts under clauses (a) and (b) above as a contingency.
3. The Authority's quarterly deposits in a year shall equal one-fourth of the amount required to be deposited in such year as described in Section 2 above, provided that if the Authority's aggregate actual draws during the current calendar year exceed the planned draws by more than 10% (including draws to fund safety compliance work allowed under Section 16(f)(i) of this Agreement), the Authority shall adjust its quarterly deposits for the remainder of the calendar year in order to make up the excess draws.
4. In determining the amount of the Authority's deposits to be made in the current calendar year, TxDOT and the Authority shall take into account the total amount in the Handback Requirements Reserve at the end of the immediately preceding calendar year and the

Authority's planned draws from the Handback Requirements Reserve during the current calendar year.

5. If at any time during the course of Renewal Work on an Element the actual incurred costs thereof are such that the balance in the Handback Requirements Reserve for such Element is less than the total amount required to be funded to the Handback Requirements Reserve for such Element, the Authority shall promptly increase its deposits in order to fully make up the difference.
6. If after completion of and payment in full for Renewal Work on an Element there remains an unused balance in the Handback Requirements Reserve for such Element during the term of this Agreement, the unused balance shall be reallocated and credited toward required balances in the Handback Requirements Reserve for other Elements.

Exhibit O

Residual Life Table
(Section 16)

Residual Life Table

Element Category	Residual Life at Handback (yrs)	Useful Life	Inspection Requirements	Residual Life Methodology (RLM) Requirement
Road Pavement				
Main lanes	A (Note 1)	10	Pavement inspections shall be undertaken by independent testing organizations. Inspections shall provide a continuous or near continuous record of Residual Life in each lane. Where the inspection method does not provide a continuous record of Residual Life, the number of valid measurements in each Auditable Section shall be sufficient to give a statistically valid result. Inspections shall be repeatable to an agreed level of accuracy and inspection contracts shall include an agreed proportion of inspections to verify accuracy. Inspections shall include ride quality, skid resistance and rutting.	RLM shall be capable of calculation of Residual Life for each 0.1 mile Auditable Section. For a nominal 10 year Residual Life at Handback, 85% of Auditable Sections shall have a Residual Life exceeding 10 years, and no Auditable Section shall have a calculated Residual Life of less than five years.)
Ramps/direct connectors	A (Note 1)	10		
Frontage/access roads	A (Note 1)	10		
Local/collector roads	A (Note 1)	10		
Structures				
Reinforced concrete	50	N/A	Inspections of structures shall be undertaken by independent testing organizations. Inspections shall follow the latest inspection guidelines (as they apply at the relevant date that the testing is undertaken) recognized by TxDOT. A close examination shall be made of all parts of each structure. Non-destructive tests shall be undertaken appropriate to the type of structure. These shall	RLM shall: Draw on historical asset maintenance records, inspection and test histories for each structure. Take account of TxDOT and FHWA records of other structures on the network with similar characteristics. Include an assessment of load carrying capacity based on the original structural design calculations, the as built drawings and results of
Pre-stressed concrete	50	N/A		
Structural steelwork	50	N/A		
Weathering steel	50	N/A		
Corrugated steel	50	N/A		
Corrosion protection for structural steelwork	A (Note 1)	?		
Deck surfacing	A (Note 1)	10		
Deck joints	A (Note 1)	?		

Residual Life Table

Element Category	Residual Life at Handback (Yrs)	Useful Life	Inspection Requirements	Residual Life Methodology (RLM) Requirement
Bearings	A (Note 1)	30	include the measurement of structural deflection under calibrated load, the identification and measurement of de-lamination in bridge decks, the measurement of chloride and carbonation profiles from surface to reinforcement and/or tendon level, and the in-situ strength testing of concrete Elements. Testing of steel structures shall include the depth of corrosion and/or the measurement of remaining structural thickness for hidden and exposed parts. All lengths of weld shall be tested for cracking at key areas of structural steelwork.	load deflection tests where appropriate. Take account of any trends in asset deterioration to determine the rate of deterioration and to predict the future condition of individual Elements and the entire structure.
Railing	50	N/A		
Sign/signal gantries (structural elements)	50	N/A		
Retaining walls	50	N/A		
Traffic signal poles	A (Note 1)	§		
High mast lighting	A (Note 1)	§		
Building and Maintenance Facilities (structural elements)				
	50	N/A	Inspections shall comply with Good Industry Practice	RLM shall draw on historical asset maintenance records, inspection and test histories for each building and maintenance facility
Building Maintenance Facilities (installation and finishes)				
	25	N/A		
Toll Collection and Traffic Management Facilities				
			Inspections shall comply with Good Industry Practice	RLM shall be based on the manufacturer's or Supplier's recommended component life, together with records of the performance of similar equipment from The Authority or TxDOT records.
Drainage				

Residual Life Table

Element Category	Residual Life at Handback (Yrs)	Useful Life	Inspection Requirements	Residual Life Methodology (RLM) Requirement
Underground storm sewer systems	30	N/A	Inspection of storm sewer systems shall include closed circuit TV inspection of all buried pipe work.	RLM shall draw on historical asset maintenance records, inspection and test histories for each Element of the drainage system.
Culverts	30	N/A	Groundwater level monitoring at selected locations will be required to provide assurance through the RLM of a 10 year Residual Life for groundwater interceptor drains.	The Authority shall include a methodology to determine the Residual Life of filter drains designed to intercept groundwater.
Ditches	A (Note 1)	10		
Inlets	25	N/A		
Outfalls	A (Note 1)	10		
Ancillary				
Earthwork slopes	30	N/A	For embankment and cut slopes a risk based inspection procedure shall be adopted following Good Industry Practice. Deformation monitoring will be required to provide assurance through the RLM of a 50-year Residual Life. Inspections of all ancillary items shall be undertaken by personnel having adequate training on modes of failure, risk assessment and observational skills.	RLM shall draw on historical asset maintenance records, inspection and test histories for each ancillary Element.
Metal beam guard rail	A (Note 1)	10		
Concrete barrier	A (Note 1)	20		
Impact attenuators	A (Note 1)	20		
Lighting columns	A (Note 1)	10		
Overhead signs	A (Note 1)	5		
Traffic signals housings and mountings	A (Note 1)	18		
Fences	A (Note 1)	10		
Manhole covers, gratings, frames and boxes	A (Note 1)	10		
Curbs and gutters	A (Note 1)	10		
Luminaries	A (Note 1)	5		
Roadside traffic signs	A (Note 1)	5		
Pavement markings	A (Note 1)	5		
Delimiters	A (Note 1)	5		

Note 1: Where designated by the letter "A", a Useful Life created at the time of last replacement, renewal, reconstruction, restoration or rehabilitation before the Scheduled Termination Date is specified in place of a Residual Life at Handback

Exhibit Q

Table 1 – Band Floors and Ceilings
(Section 21)

The numbers contained herein are for calendar years. Numbers for 2012 and beyond are stated in 2010 dollars and are to be adjusted in accordance with the actual toll escalation regime in Exhibit R. Numbers for 2008 to 2011 are nominal and do not need to be adjusted. All numbers are stated in U.S. dollars. Numbers are shown beyond 2058 if the Service Commencement Deadline for Segment 1 is extended beyond 2008. If needed, numbers for 2068 and onwards will be based on the 2067 numbers plus an increase of 0.325% per year.

Calendar Year	Band 1 Floor: Toll Revenues from:	Band 1 Ceiling: Toll Revenues to and including:	Band 2 Floor: Toll Revenues from:	Band 2 Ceiling: Toll Revenues to and including:	Band 3 Floor: Toll Revenues from:	Band 3 Ceiling: Toll Revenues to and including:	Band 4 Floor: Toll Revenues from:
2008 (Nominal)	0	57,576,000	57,576,000.01	71,138,000	71,138,000.01	100,941,000	100,941,000.01
2009 (Nominal)	0	66,382,000	66,382,000.01	82,018,000	82,018,000.01	116,379,000	116,379,000.01
2010 (Nominal)	0	106,301,000	106,301,000.01	131,340,000	131,340,000.01	186,365,000	186,365,000.01
2011 (Nominal)	0	116,289,000	116,289,000.01	143,681,000	143,681,000.01	203,876,000	203,876,000.01
2012	0	147,422,000	147,422,000.01	182,147,000	182,147,000.01	258,457,000	258,457,000.01
2013	0	156,457,000	156,457,000.01	193,311,000	193,311,000.01	274,298,000	274,298,000.01
2014	0	167,682,000	167,682,000.01	207,179,000	207,179,000.01	293,976,000	293,976,000.01
2015	0	179,672,000	179,672,000.01	221,994,000	221,994,000.01	314,998,000	314,998,000.01
2016	0	189,953,000	189,953,000.01	234,696,000	234,696,000.01	333,021,000	333,021,000.01
2017	0	201,029,000	201,029,000.01	248,381,000	248,381,000.01	352,440,000	352,440,000.01
2018	0	211,980,000	211,980,000.01	261,911,000	261,911,000.01	371,639,000	371,639,000.01
2019	0	224,171,000	224,171,000.01	276,974,000	276,974,000.01	393,012,000	393,012,000.01
2020	0	238,601,000	238,601,000.01	294,804,000	294,804,000.01	418,311,000	418,311,000.01
2021	0	252,886,000	252,886,000.01	312,453,000	312,453,000.01	443,355,000	443,355,000.01
2022	0	267,161,000	267,161,000.01	330,091,000	330,091,000.01	468,381,000	468,381,000.01
2023	0	283,706,000	283,706,000.01	350,532,000	350,532,000.01	497,387,000	497,387,000.01
2024	0	302,596,000	302,596,000.01	373,872,000	373,872,000.01	530,505,000	530,505,000.01
2025	0	316,624,000	316,624,000.01	391,204,000	391,204,000.01	555,098,000	555,098,000.01
2026	0	330,186,000	330,186,000.01	407,961,000	407,961,000.01	578,876,000	578,876,000.01
2027	0	344,730,000	344,730,000.01	425,931,000	425,931,000.01	604,373,000	604,373,000.01
2028	0	358,618,000	358,618,000.01	443,091,000	443,091,000.01	628,722,000	628,722,000.01
2029	0	374,539,000	374,539,000.01	462,762,000	462,762,000.01	656,634,000	656,634,000.01
2030	0	393,050,000	393,050,000.01	485,633,000	485,633,000.01	689,088,000	689,088,000.01
2031	0	397,591,000	397,591,000.01	491,243,000	491,243,000.01	697,048,000	697,048,000.01

2032	0	400,126,000	400,126,000.01	494,376,000	494,376,000.01	701,493,000	701,493,000.01
2033	0	404,787,000	404,787,000.01	500,134,000	500,134,000.01	709,664,000	709,664,000.01
2034	0	411,854,000	411,854,000.01	508,866,000	508,866,000.01	722,055,000	722,055,000.01
2035	0	416,655,000	416,655,000.01	514,798,000	514,798,000.01	730,471,000	730,471,000.01
2036	0	420,405,000	420,405,000.01	519,431,000	519,431,000.01	737,045,000	737,045,000.01
2037	0	424,765,000	424,765,000.01	524,817,000	524,817,000.01	744,688,000	744,688,000.01
2038	0	426,570,000	426,570,000.01	527,048,000	527,048,000.01	747,854,000	747,854,000.01
2039	0	430,285,000	430,285,000.01	531,638,000	531,638,000.01	754,366,000	754,366,000.01
2040	0	435,403,000	435,403,000.01	537,961,000	537,961,000.01	763,339,000	763,339,000.01
2041	0	438,446,000	438,446,000.01	541,721,000	541,721,000.01	768,674,000	768,674,000.01
2042	0	440,167,000	440,167,000.01	543,848,000	543,848,000.01	771,692,000	771,692,000.01
2043	0	443,288,000	443,288,000.01	547,704,000	547,704,000.01	777,164,000	777,164,000.01
2044	0	447,081,000	447,081,000.01	552,390,000	552,390,000.01	783,812,000	783,812,000.01
2045	0	449,940,000	449,940,000.01	555,923,000	555,923,000.01	788,826,000	788,826,000.01
2046	0	453,124,000	453,124,000.01	559,856,000	559,856,000.01	794,407,000	794,407,000.01
2047	0	455,885,000	455,885,000.01	563,268,000	563,268,000.01	799,248,000	799,248,000.01
2048	0	458,588,000	458,588,000.01	566,608,000	566,608,000.01	803,988,000	803,988,000.01
2049	0	461,293,000	461,293,000.01	569,950,000	569,950,000.01	808,729,000	808,729,000.01
2050	0	466,470,000	466,470,000.01	576,347,000	576,347,000.01	817,806,000	817,806,000.01
2051	0	469,310,000	469,310,000.01	579,856,000	579,856,000.01	822,785,000	822,785,000.01
2052	0	470,823,000	470,823,000.01	581,725,000	581,725,000.01	825,437,000	825,437,000.01
2053	0	473,721,000	473,721,000.01	585,306,000	585,306,000.01	830,518,000	830,518,000.01
2054	0	476,776,000	476,776,000.01	589,081,000	589,081,000.01	835,874,000	835,874,000.01
2055	0	478,319,000	478,319,000.01	590,987,000	590,987,000.01	838,579,000	838,579,000.01
2056	0	479,115,000	479,115,000.01	591,970,000	591,970,000.01	839,974,000	839,974,000.01
2057	0	480,670,000	480,670,000.01	593,891,000	593,891,000.01	842,700,000	842,700,000.01
2058	0	482,229,000	482,229,000.01	595,818,000	595,818,000.01	845,434,000	845,434,000.01
2059	0	483,794,000	483,794,000.01	597,751,000	597,751,000.01	848,178,000	848,178,000.01
2060	0	485,364,000	485,364,000.01	599,691,000	599,691,000.01	850,930,000	850,930,000.01
2061	0	486,939,000	486,939,000.01	601,637,000	601,637,000.01	853,692,000	853,692,000.01
2062	0	488,519,000	488,519,000.01	603,590,000	603,590,000.01	856,462,000	856,462,000.01
2063	0	490,105,000	490,105,000.01	605,548,000	605,548,000.01	859,241,000	859,241,000.01
2064	0	491,695,000	491,695,000.01	607,513,000	607,513,000.01	862,029,000	862,029,000.01
2065	0	493,291,000	493,291,000.01	609,485,000	609,485,000.01	864,827,000	864,827,000.01
2066	0	494,891,000	494,891,000.01	611,463,000	611,463,000.01	867,633,000	867,633,000.01
2067	0	496,497,000	496,497,000.01	613,447,000	613,447,000.01	870,449,000	870,449,000.01

Table 2 – TxDOT Revenue Share Applicable Percentages

Band	Applicable Percentage
1	0
2	12.5%
3	25%
4	50%

Table 2 – TxDOT Revenue Share Applicable Percentages

Band	Applicable Percentage
1	0
2	12.5%
3	25%
4	50%

Exhibit R

Toll Regulations
(Section 22)

A. User Classifications

1. User classifications are defined by vehicle axle count, as set forth in Table B-1 below, plus the class of Special Vehicles. Trailers are used to determine axle count. "Special Vehicles" are vehicles (including combined motor vehicles and trailer(s)) meeting one or more of the following characteristics: (i) over eight and a half feet in width; (ii) over 14 feet in height; (iii) over 65 feet in combined length; (iv) over 80,000 pounds in combined weight; or (v) any vehicle otherwise required to obtain a permit for travel on State Highways under applicable law.
2. The Authority shall have no right to prohibit Special Vehicles from using the Project. The Authority may place reasonable restrictions on time of day, place and manner of usage by Special Vehicles in order to minimize disruption of traffic, safety risks and damage to the Project, consistent with the Authority's policies and regulations in effect from time to time concerning overweight/oversize vehicles.

B. Maximum Base Toll Rate Schedule

The Authority has elected, and hereby agrees, to use Table B-1 below, for all purposes of establishing user classifications and maximum toll rates under this Agreement.

For each toll transaction, whether recorded as a transponder transaction or video transaction, the Authority shall have the right to charge and collect maximum base toll rates on the terms and conditions provided below.

1. Prior to 2012, the Maximum Base Toll Rates applicable for each user classification, shown in Table B-1 below, will be used. For 2006 and 2007, the Maximum Base Toll Rate²⁰⁰⁶ will be used. For 2008 and 2009, the Maximum Base Toll Rate²⁰⁰⁸ will be used. For 2010 and 2011, the Maximum Base Toll Rate²⁰¹⁰ will be used. Maximum Base Toll Rates are stated in cents per axle.

Table B-1

User Classification	Maximum Base Toll Rate ²⁰⁰⁶	Maximum Base Toll Rate ²⁰⁰⁸	Maximum Base Toll Rate ²⁰¹⁰
2 Axle	\$0.133	\$0.139	\$0.145
3 Axle	\$0.266	\$0.278	\$0.290
4 Axle	\$0.399	\$0.417	\$0.435
5 Axle	\$0.532	\$0.556	\$0.580
6 Axle	\$0.665	\$0.695	\$0.725

2. On January 1, 2012 and on January 1 of each even numbered year thereafter during the term of this Agreement (each hereafter referred to as the "Toll Rate Adjustment Date"), the Maximum Base Toll Rate for the user classifications set forth in Table B-1 will be adjusted for the next two-year period in accordance with the process set forth below. The adjustment will be upwards only. Therefore, where no increase or a decrease is calculated, it shall remain the same for the duration of the upcoming two-year period.

- a. Provided that the change in CPI over the preceding two-year period is less than or equal to 6.0%, the Maximum Base Toll Rate will be adjusted for the next two-year period in accordance with the following formula:

$$\text{Maximum Base Toll Rate}^t = \text{Maximum Base Toll Rate}^{2010} \times \{TPI^t / TPI^{2010}\}$$

Where $TPI^{2010} = CPI^{2010}$ and $TPI^t = \text{the greater of } \{\text{Maximum Base Toll Rate}^{t-1} / \text{Maximum Base Toll Rate}^{2010}\} \times TPI^{2010}$ and CPI^t

- b. In the event that the change in TPI over the preceding two-year period is greater than 6.0%, the Maximum Base Toll Rate shall be adjusted for the next two-year period in accordance with the following:

The adjustment shall be based upon a Toll Employment Cost Index (TECI) if ECI^t / ECI^{2010} is less than or equal to CPI^t / CPI^{2010} . In such case, the adjustment formula shall be as follows:

$$\text{Maximum Base Toll Rate}^t = \text{Maximum Base Toll Rate}^{2010} \times \{TECI^t / TECI^{2010}\} \text{ where } TECI^{2010} = ECI^{2010} \text{ and } TECI^t \text{ equals the greater of } \{\text{Maximum Base Toll Rate}^{t-1} / \text{Maximum Base Toll Rate}^{2010}\} \times TECI^{2010} \text{ and } ECI^t$$

The formula output provided by following Section B.2.a above shall be applied if ECI^t / ECI^{2010} is greater than CPI^t / CPI^{2010} .

Toll rate adjustments will be calculated using the most current available monthly data as published prior to the Toll Rate Adjustment Date in year t using the following indices and definitions.

CPI = the Consumer Price Index for All Urban Consumers (CPI-U), All City Average, All Items, as published by the United States Department of Labor, Bureau of Labor Statistics, for which the base year is 1982-84 = 100, or if such publication ceases to be in existence, a comparable index selected by TxDOT and approved by the Authority, acting reasonably. If such index is revised so that the base year differs from that set forth above, the CPI shall be converted in accordance with the conversion factor published by the United States Department of Labor, Bureau of Labor Statistics. If the Bureau of Labor Statistics otherwise alters its method of calculating such index, TxDOT and the Authority shall mutually determine appropriate adjustments in the affected index.

ECI = the Employment Cost Index for the South U.S. Census Region (which includes Texas) as published by the United States Department of Labor, Bureau of Labor

Statistics, or if such publication ceases to be in existence, a comparable index selected by TxDOT and approved by the Authority, acting reasonably. If such index is revised so that the base year differs from that set forth above, the ECI shall be converted in accordance with the conversion factor published by the United States Department of Labor, Bureau of Labor Statistics. If the Bureau of Labor Statistics otherwise alters its method of calculating such index, TxDOT and the Authority shall mutually determine appropriate adjustments in the affected index. This index measures quarterly changes in labor costs at all levels of employment, and include wages, salaries, bonuses and employer costs for employee benefits.

Maximum Base Toll Rate = the maximum toll per mile in U.S. dollars, for an applicable two-year period for a vehicle, determined by the user classifications described in Table B-1.

Base Toll Rate Adjustment Date = a schedule of dates falling every two years commencing with January 1, 2010.

Toll period t = the upcoming two year period, measured from each Base Toll Rate Adjustment Date.

Maximum Base Toll Rate ^{t} = the Maximum Base Toll Rate for toll period t . For example, the Maximum Base Toll Rate²⁰¹⁴ will be the toll rate for each applicable user classification set forth in Table B-1 from January 1, 2014 until December 31, 2015.

Maximum Base Toll Rate²⁰¹⁰ = the Maximum Base Toll Rate for each applicable user classification set forth in Table B-1 from January 1, 2010 until December 31, 2011.

CPI²⁰¹⁰ = the most current CPI as of December 31, 2009.

CPI ^{t} = the most recently published annual value of CPI as of the Base Toll Rate Adjustment Date.

ECI ^{t} = the most recently published value of an annual Employment Cost Index prior to the Base Toll Rate Adjustment Date applicable to toll period t .

ECI²⁰¹⁰ = the most recent Employment Cost Index as of December 31, 2009

TPI = the toll price index.

TPI²⁰¹⁰ (the toll price index) = the most current CPI as of December 31, 2009 (that is the CPI²⁰¹⁰).

TPI ^{t} = the greater of TPI ^{$t-1$} and CPI ^{t}

TECI will be the Toll Employment Cost Index.

TECI ^{t} = the greater of {Maximum Base Toll Rate ^{$t-1$} /Maximum Base Toll Rate²⁰¹⁰} x TECI²⁰¹⁰ and ECI ^{t} .

3. The resulting Maximum Base Toll Rate for each user classification set forth in Table B-1 will be rounded to the nearest tenth of a cent (\$0.001).
4. The Authority shall have the right to change toll rates for each user classification set forth in Table B-1 at any time or times, provided that (a) each toll rate charged does not exceed the applicable Maximum Base Toll Rate except as set out in Sections B.7, B.8 and B.9 below and (b) the toll rates charged are rounded to the nearest tenth of a cent (\$0.001), in each case subject to Section 22(b)(ii) of this Agreement.
5. Each toll charge that can be levied on the user will be determined by the possible distance traveled in the tolled section for screen-line configurations, as described below, subject to the per-mile toll rate set forth in Table B-1, and calculated in accordance with the other provisions of this Exhibit R. Each toll charged to the user will be rounded to the nearest penny, but within the Maximum Base Toll Rate, Maximum Peak Period Toll Rate or Maximum Low Volume Period Toll Rate, as applicable. Total lengths of actual or possible trips as defined will be based on total lengths to and from the beginning/ending points and ramps serving cross streets as derived from Table B-5.

The Authority shall divide the Project into tolled sections for each direction of travel. No tolled section may be less than 1.5 miles in length. There are three toll-free sections on the Project as identified in Figure B-5 (b). No tolled section of the Project may include any toll-free sections of the Project. Additionally, all proposed toll configurations shall be developed so that no user, other than exempt vehicles, is allowed to make a complete traffic movement onto and off of any tolled section without being levied at least one toll charge calculated in accordance with the provisions of this Exhibit R.

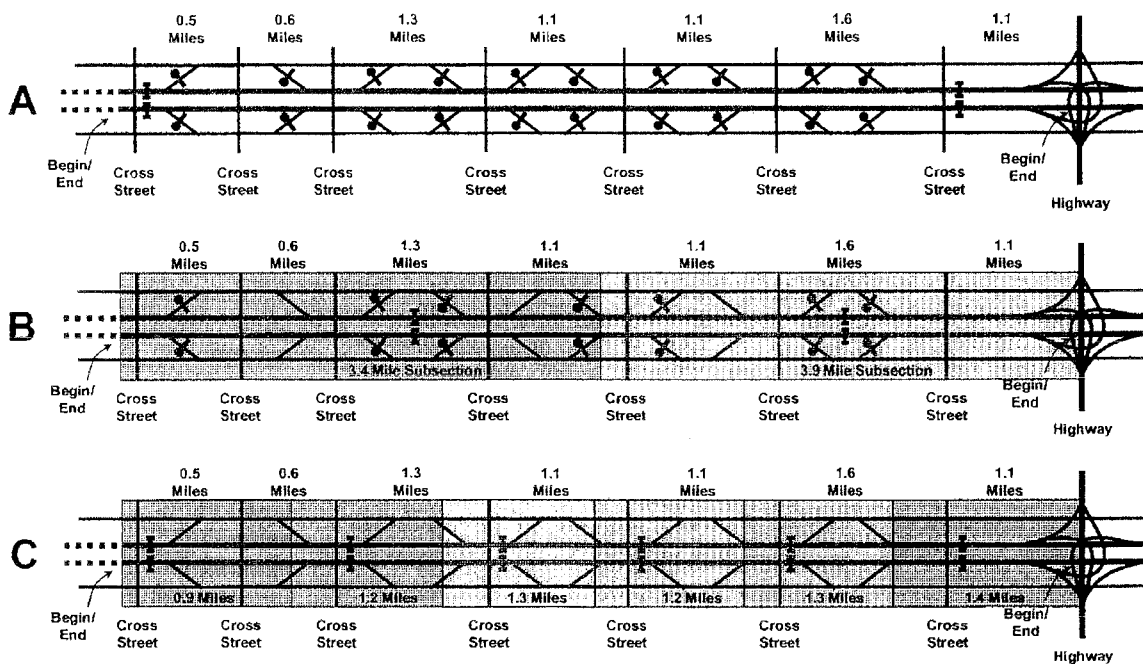
The Authority will charge tolls using the screen line configuration guidelines as described below.

Screen-line Configurations

- i. Tolls are charged incrementally throughout a user's trip. Screen-line tolling configurations may consist of a series of main lane toll sites or a combination of ramp and main lane toll sites.
- ii. A tolled section is defined as the length of main lane miles on the Project between two beginning/ending points. The maximum toll charged for the use of a tolled section, by a trip of any length that passes through a main lane toll site within that tolled section, may not exceed the applicable maximum toll rate per mile multiplied by the length of that tolled section. The maximum toll charged for the use of a tolled section, by a trip originating or terminating at a ramp toll site while not passing through a main lane toll site within that tolled section, may not exceed the applicable maximum toll rate per mile multiplied by the length of main lane miles between the limit of the tolled section or subsection where the trip originated or terminated and the intersection of the centerline of the cross street being served by the entrance or exit ramp, as applicable.

- iii. If one main lane toll site, combined with ramp toll sites, is proposed for a tolled section, it shall be positioned so that the length of a trip originating at a beginning/ending point and terminating at the first possible exit ramp after the main lane toll site is no less than 40% and no more than 60% of the length of main lane miles in the tolled section.
- iv. If more than one main lane toll site, combined with ramp toll sites, is proposed within a tolled section, then the Authority must divide the tolled section into subsections. The quantity of subsections shall equal the quantity of main lane toll sites, and the subsections shall be approximately equal in length. One main lane toll site shall be placed within each subsection and it shall be positioned so that the length of a trip originating or passing through a subsection limit and terminating at the first possible exit ramp after the subsection main lane toll site is no less than 40% and no more than 60% of the length of main lane miles in the subsection. See Figure B-5(a), example B.
- v. If a series of only main lane toll sites is proposed within a tolled section, then the tolled section shall be divided into subsections, one per main lane toll site. The limits of the subsections shall be the approximate midpoints between consecutive toll sites or the beginning/ending points, as applicable. The toll charged at each toll site shall not exceed the applicable maximum toll rate per mile multiplied by the length of main lane miles in the subsection. See Figure B-5(a), example C.

Figure B-5 (a)



Example Toll Schemes	
Legend	
	Proposed Mainlanes (Tolled)
	Proposed Mainlanes (Toll-Free)
	Existing Mainlanes (Tolled)
	Existing Mainlanes (Toll-Free)
	Direct Connector
	Ramp/Frontage Road/Cross Street
	Interstate/Tollway/Highway



Figure B-5 (b)

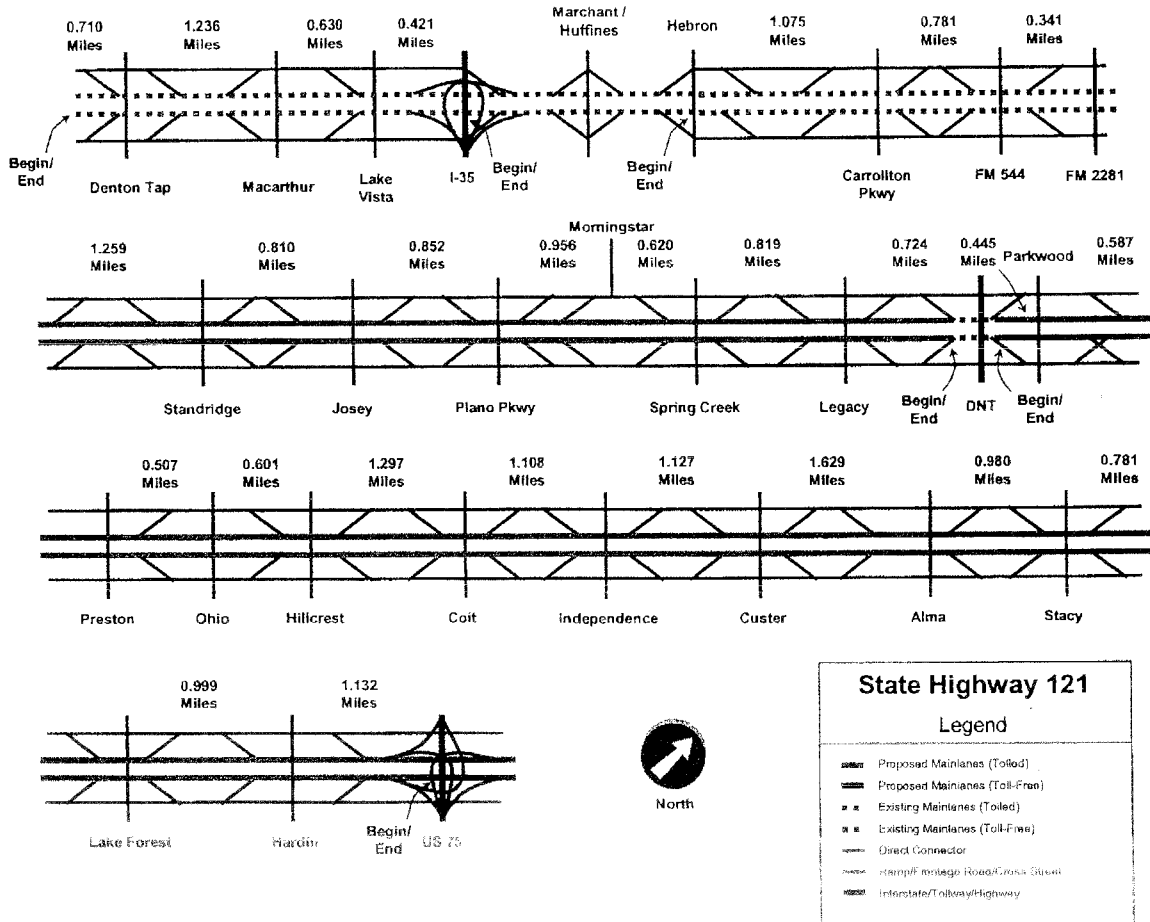


Table B-5

FROM	BEGIN STA	TO	END STA	FEET	MILES
Begin/End	2072+50	Denton Tap	2110+00	3,750	0.710
Denton Tap	2110+00	MacArthur	2175+25	6,525	1.236
MacArthur	2175+25	Lake Vista	2208+50	3,325	0.630
Lake Vista	2208+50	I-35E	2230+75	2,225	0.421
I-35E	2230+75	Begin / End	2245+00	1,425	0.270
Begin / End	2330+00	Hebron	2343+50	1,350	0.265
Hebron	2343+50	Carrollton	2400+25	5,675	1.075
Carrollton	2400+25	FM 544	2441+50	4,125	0.781
FM 544	2441+50	FM 2281	2459+50	1,800	0.341
FM 2281	2459+50	Standridge	0424+75	6,650	1.259
Standridge	0424+75	Josey	0467+50	4,275	0.810
Josey	0467+50	Plano Pkwy	0512+50	4,500	0.852
Plano Pkwy	0512+50	Morningstar	0563+00	5,050	0.956
Morningstar	0563+00	Spring Creek	0595+75	3,275	0.620
Spring Creek	0595+75	Legacy	0639+00	4,325	0.819
Legacy	0639+00	Begin/End	0677+25	3,825	0.724
Begin/End	0694+00	Parkwood	0717+50	2,350	0.445
Parkwood	0717+50	Preston	0748+50	3,100	0.587
Preston	0748+50	Ohio	0775+25	2,675	0.507
Ohio	0775+25	Hillcrest	0807+00	3,175	0.601
Hillcrest	0807+00	Coit	0875+50	6,850	1.297
Coit	0875+50	Independence	0934+00	5,850	1.108
Independence	0934+00	Custer	0993+50	5,950	1.127
Custer	0993+50	Alma	1079+50	8,600	1.629
Alma	1079+50	Stacy	1131+25	5,175	0.980
Stacy	1131+25	Lake Forest	1172+50	4,125	0.781
Lake Forest	1172+50	Hardin	1225+25	5,275	0.999
Hardin	1225+25	US 75	1285+00	5,975	1.132
US 75	1285+00	Begin / End	1315+00	3,000	0.568

6. The Authority is expressly prohibited from charging a toll for the use of the following ramps regardless of tolled section beginning/ending points listed in Table B-5:

- Exit to Denton Tap Rd from north bound SH 121
- Entrance from Denton Tap Rd. to south bound SH 121
- Direct connect and frontage road access ramps from I-35E to north bound SH 121
- Direct connect and frontage road access ramps from south bound SH 121 to I-35E
- Direct connect and frontage road access ramps from US 75 to points east of US 75
- Direct connect and frontage road access ramps from points east of US 75 to US 75
- Entrance from Parkwood Blvd. and exit to Legacy Dr. from south bound SH 121.
- Entrance from Legacy Dr. and exit to Parkwood Blvd. from north bound SH 121.

Direct connect ramps to and from the DNT will be considered as part of the beginning/ending points on each side of the toll-free section and can not be charged directly but will be charged as part of the tolled section as defined by the Authority in each direction along the Project from the DNT.

7. For either the trip or segment based configuration or the screen line configuration, the Authority shall have the right to levy a minimum toll charge equal to the applicable maximum toll rate per mile multiplied by a nominal tolled trip length of 1.5 miles, regardless of the actual length of the tolled trip.

8. Commencing 60 days after TxDOT delivers to the Authority written direction, but in no event before January 1, 2012 and continuing until toll rates are adjusted pursuant to Section B.9 below, the Authority shall implement a time of day pricing regime throughout the Project for the user classifications set forth in Table B-1 as follows.

a. The Authority will charge a "Maximum Peak Period Toll Rate" up to 1.17 times the applicable Maximum Base Toll Rate for each such user classification in each direction of travel for the hours from 6:30 am to 9:00 am and 3:00 pm to 6:30 pm, Monday through Friday. The Authority will impose such Maximum Peak Period Toll Rate for all such hours, and not for only part of such hours. The toll rate the Authority imposes for each such user classification during such hours shall be uniform across all such hours.

b. When the Authority is directed under Section B.8.a above to charge toll rates during such hours above the Maximum Base Toll Rate, the permissible maximum toll rates during all other hours of the week shall not exceed a Reduction Factor of (R) times the Maximum Base Toll Rate calculated under Section B.2 above for each user classification. TxDOT and the Authority agree that the value of (R) shall be 0.86.

9. When (i) the Authority has set toll rates at the Maximum Peak Period Toll Rates required under Section B.8.a above and (ii) under such toll rate regime the conditions set out in Sections 4 and 5 of Exhibit E to this Agreement are met for any five-mile section of the Project, the Authority shall have the right to implement throughout (and only throughout) the tolled portions of the Project a traffic management pricing regime for peak hour periods, low volume periods and off-peak periods for the user classifications set forth in Table B-1 as follows. If TxDOT has not given direction to set toll rates under Section B.8.a above and under the toll rate regime set forth in Section B.2 above the conditions set out in Sections 4 and 5 of Exhibit E to this Agreement are met for any five-mile section of the Project, the Authority shall have the right to implement throughout (and only throughout) the tolled portions of the Project a traffic management pricing regime for peak hour periods, low volume periods and off-peak periods for the user classifications set forth in Table B-1 as follows.
- a. The Authority will have the right to charge a Maximum Peak Period Toll Rate up to 1.3 times the applicable Maximum Base Toll Rate for each user classification. The Authority may implement such a charge for any one or more of the user classifications set forth in Table B-1. The Maximum Peak Period Toll Rate under this Section B.9 will be applied in each direction of travel for the six hours of lowest average Hourly Speeds, determined separately for each direction of travel, per weekday (Monday through Friday), excluding the following holidays: New Year's day, President's Day, Memorial Day, July 4, Labor Day, Thanksgiving Day and the Friday thereafter, Christmas. The six hours of peak period in each direction of travel need not be consecutive, provided that each discrete peak period shall be set at not less than two consecutive hours. If the conditions set forth in Sections 4 and 5 of Exhibit E to this Agreement indicate any discrete consecutive peak period of 1.5 hours or more, then the Authority may implement the Maximum Peak Period Toll Rate for a consecutive two-hour period inclusive of such peak period.
 - b. If the Authority elects under Section B.9 a above to charge during such hours a toll rate for a user classification set forth in Table B-1 above the applicable Maximum Base Toll Rate, then the Authority also shall charge during low volume periods toll rates for the same user classification not exceeding a "Maximum Low Volume Period Toll Rate" equal to 0.8 times the applicable Maximum Base Toll Rate for such user classification. The Maximum Low Volume Period Toll Rate will be applied in each direction for (i) the six hours of highest average Hourly Speeds, determined separately for each direction of travel, per weekday, excluding the foregoing holidays, plus (b) 12 hours per day of highest average Hourly Speeds, determined separately for each direction of travel, on the foregoing holidays. The low volume periods to which the Maximum Low Volume Period Toll Rate will apply shall be determined using the Hourly Speed data gathered pursuant to Sections 4 and 5 of Exhibit E to this Agreement. The low volume period need not be consecutive, provided that each discrete low volume period shall be set at not less than two consecutive hours. If the conditions set forth above for determining low volume periods indicate any discrete consecutive low volume period of 1.5 hours or more, then the Authority shall implement the Maximum Low Volume Period Toll Rate for a consecutive two-hour period inclusive of such low volume period.

- c. If the Authority elects under Section B.9.a above to charge during such hours a toll rate for a user classification set forth in Table B-1 above the applicable Maximum Base Toll Rate, then at all times of day during which toll rates are not governed by Sections B.9.a and b above the Authority shall charge toll rates for such user classification not exceeding the applicable Maximum Base Toll Rate determined under Section B.2 above.
 - d. All peak periods and low volume periods to which the Authority applies a Maximum Peak Period Toll Rate or a Maximum Low Volume Period Toll Rate shall commence and end on the hour or on the half-hour.
 - e. The Authority shall establish peak periods and low volume periods utilizing the Hourly Speed data and studies described in Exhibit E to this Agreement. The Authority shall re-evaluate and re-determine the peak periods and low volume periods at least once every six months.
 - f. Once the Authority elects to implement toll rates under this Section B.9, the Authority shall have the right to continue such implementation throughout the remainder of the term of this Agreement, notwithstanding subsequent implementation of Capacity Improvements pursuant to Section 8(d) and Exhibit E of this Agreement.
10. The Maximum Base Toll Rate for Special Vehicles shall not exceed the sum of:
- a. Lost revenue due to lane closures or impeded traffic flow; plus
 - b. The reasonably allocated cost of additional wear and tear on the roadway due to the oversize, overweight condition; plus
 - c. Expenses for special services such as escort, additional security, lane closures and physical modifications to the roadway; plus
 - d. Other direct costs associated with the trip, plus
 - e. The highest Maximum Base Toll Rate in effect at the time of the trip, without regard to adjustments under Section B.8 or B.9 above.

11. The following is an example of how to determine a Maximum Base Toll Rate under this Section B.

<u>t</u>	<u>CPI</u>	<u>TPI</u>	<u>ECI</u>	<u>TECI</u>	<u>Toll Rate Change (%)</u>	<u>Automobile Toll Per Mile</u>
2010	100	100	100	100	100	0.150
2012	104	104	110	110	104	0.156
2014	114	114	120	120	114	0.171
2016	124	124	120	120	120	0.180
2018	134	134	123	123	123	0.185
2020	136	136	120	123	136	0.205
2022	120	136	120	123	136	0.204
2024	122	136	120	123	136	0.204
2026	132	136	120	123	136	0.204

C. Video Transaction Toll Premiums

1. For each toll transaction that is a video transaction, the Authority shall have the right to charge and collect, in addition to the amount determined in B. above, a video transaction toll premium consistent with the Authority's toll policy.

D. Incidental Charges

1. The Authority shall have the right to charge reasonable incidental charges to its customers consistent with the Authority's toll policy.