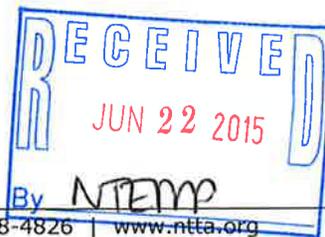




NORTH TEXAS TOLLWAY AUTHORITY

5900 West Plano Parkway | Plano, Texas 75093 | (214) 461-2000 | Fax (214) 528-4826 | www.ntta.org



June 17, 2015

Andrew L. Wallace, Esq.
General Counsel

**NTE Mobility Partners LLC | NTE Mobility Partners Segment 3 LLC | LBJ
Infrastructure Group LLC**
9001 Airport Freeway, Suite 600
North Richland Hills, TX 76180

RE: Various TSA Amendments

Dear Andrew:

As we discussed last month, I have enclosed fully executed originals of the following amendments:

- Amendment No. 1 to Tolling Services Agreement – NTTA/NTE
- Letter Amendment Dated January 20, 2015 regarding 2015 Quality Monitoring Form – NTTA/NTE
- Letter Amendment Dated January 20, 2015 regarding 2015 Quality Monitoring Form – NTTA/LBJ-IG
- Letter Amendment Dated January 20, 2015 Daily and Monthly Transaction Reports – NTTA/LBJ-IG
- Letter Amendment Dated January 20, 2015 Daily and Monthly Transaction Reports – NTTA/NTE

Thank you for all your time and assistance on these matters. If you have any further questions or concerns, please advise.

Sincerely,

Bob Schell
Assistant Director of General Counsel

cc: James Hofmann
Renee Sanders

**AMENDMENT NO. 1 TO
TOLLING SERVICES AGREEMENT
BETWEEN NORTH TEXAS TOLLWAY AUTHORITY AND
NTE MOBILITY PARTNERS LLC
NORTH TARRANT EXPRESS PROJECT**

THIS AMENDMENT NO. 1 TO TOLLING SERVICES AGREEMENT (this "**Amendment**"), dated as of November 10, 2013, is entered into and executed by the North Texas Tollway Authority ("**NTTA**") and NTE Mobility Partners LLC ("**Developer**"). NTTA and Developer may sometimes respectively be referred to as "**Party**" and jointly as the "**Parties**".

RECITALS

- I. WHEREAS, the Parties entered into that certain Tolling Services Agreement (the "**TSA**") dated as of June 23, 2009 (the "**Original Agreement**") (all capitalized terms used herein and not otherwise defined shall have the respective meanings assigned to such terms in the Original Agreement) covering the performance by NTTA of toll collection and processing services;
- II. WHEREAS, the Parties desire to amend the Original Agreement to:
 1. Modify Performance Item 13 in Attachment 2 of the Original Agreement ; and
 2. Modify the quality monitoring form attached to Attachment 2 as Appendix A.
- III. WHEREAS, the Parties have prepared this Amendment to memorialize such changes to the Original Agreement.

NOW, THEREFORE, in consideration of the premises and mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

A. AMENDMENT TO ORIGINAL AGREEMENT

1. Appendix A of Attachment 2. The quality monitoring form Appendix A of Attachment 2 of the Original Agreement is hereby replaced with the revised quality monitoring form attached to this Amendment as Schedule 1.
2. Performance Item 13 in Attachment 2. Performance Item 13 in Attachment 2 of the Original Agreement is hereby amended, as follows:

"The NTTA Customer Service Center shall maintain an 80% or higher quality monitoring rating each month, based on evaluations using the quality monitoring form appended to this Attachment 2 as Appendix A. "

B. MISCELLANEOUS

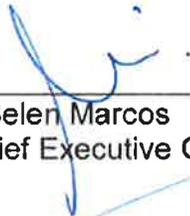
1. Effect of Amendment. Except as amended hereby, the Original Agreement is, in all respects, ratified and confirmed.
2. Binding Effect. This Amendment shall be binding upon and inure to the benefit of the Parties hereto and their successors and assigns.
3. Entire Agreement. This Amendment constitutes the entire agreement among the Parties pertaining to the subject matter hereof and supersedes all prior agreements and understandings pertaining thereto.
4. Severability. If any provision of this Amendment is or becomes invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions hereof, or of such provision in other respects, shall not be affected thereby.
5. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, and taken together they shall be considered one agreement.
6. Applicable Law. This Amendment shall be governed by and construed and enforced in accordance with the laws of the State of Texas.

[Signature Page Follows]

IN WITNESS WHEREOF, this Amendment has been duly executed by NTTA and Developer as of the date first above written.

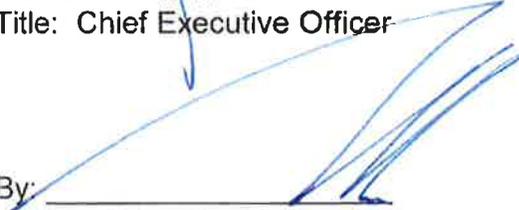
**NTE MOBILITY PARTNERS LLC,
A Delaware Limited Liability Company**

**NORTH TEXAS TOLLWAY AUTHORITY,
A regional tollway authority and a
subdivision of the State of Texas**

By: 
Name: Belen Marcos
Title: Chief Executive Officer

By: 
Name: Mr. Gerald Carrigan
Title: Executive Director

JFH
6/5/15

By: 
Name: Steve Hankins
Title: Chief Operating Officer

APPENDIX A to Attachment 2

Quality Monitoring Form

(Refer to Item 13 of Attachment 2)

2011 NTTA Quality Monitoring Form

Revised 05/20/2011 - TNM					
1.0 Opening	Base % = 20%	YES	NO	N/A	Point Value
1.1 Used standard greeting by a warm, friendly tone of voice					1
1.2 Reassured caller of ability to help					2
1.3 Was this a Toll Tag Customer?					
1.31 Was the driver's license number AND Account Holder's name verified? -OR- Account Number and Account Holder's name verified? -OR- DNT number and Account Holder's name verified?					2
1.32 Did the customer provide a phone number?					1
1.33 Did the customer provide the e-mail address or was an e-mail address added?					1
1.34 Did the customer provide the mailing address?					1
1.4 Was this either a Violation or Zip Cash customer?					
1.41 Was the name on the invoice AND 1 of the following items: license Plate number; ZipCash account number; ZipCash/Violation invoice number or Collection Agency account number verified?					2
2.0 Communication Skills	Base % = 20%	YES	NO	N/A	Point Value
2.1 Allowed customer to speak without interruption					2
2.2 Did the CSS avoid unnecessary customer repetition?					2
2.3 Paraphrased to ensure understanding					2
2.4 Eliminate periods of unexplained silence					2
2.5 Adjusted pace, volume, and tone of voice throughout the call					2
2.6 Made empathetic statements when appropriate					2
2.7 Used customer's name appropriately during the call					2
2.8 Avoided the use of internal jargon/slang					2
2.9 Used courtesy phrases such as, "Please" and "Thank You"					2
2.10 Maintained control or made an attempt to handle a difficult situation					2
2.11 Followed all Hold and Transfer procedures					2
3.0 Problem Solving	Base % = 20%	YES	NO	N/A	Point Value
3.1 Accurately identified issue(s) to be resolved					2
3.2 Offered alternatives/options when applicable					2
3.3 Took all necessary actions to resolve future account impacting issues					2
3.4 Offered Toll Tag when appropriate					2
4.0 Job Knowledge	Base % = 20%	YES	NO	N/A	Point Value
4.1 Followed all policy & procedures re: Toll Collection					2
4.2 Followed all policy & procedures re: Escalation/Callback					2
4.3 Followed all policy & procedures re: Refunds					2
4.4 Followed all policy & procedures re: Airport					2
4.5 Followed all policy & procedures re: Other					2
4.6 Gave accurate and complete information re: TT, Vio, 2C, TXDOT, ETC.					2
4.7 Effectively utilized all resources					2
4.8 Accurately entered all data					2
5.0 Closing	Base % = 20%	YES	NO	N/A	Point Value
5.1 Accurately and completely documented the call "Comments"					1
5.2 Effectively recapped main points of the call and/or next steps					1
5.3 Directed/educated customer to NTTA Website					3
5.4 Offered additional assistance					1
5.5 Used standard closing					1



NORTH TEXAS TOLLWAY AUTHORITY

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January 20, 2015

Ms. Belen Marcos, CEO
NTE Mobility Partners, LLC
9001 Airport Freeway, Suite 600
North Richland Hills, Texas 76180

Belen,

Attached is the revised 2015 NTTA Quality and Monitoring Form. The document was updated to reflect our continued refinement in how NTTA evaluates the effectiveness of interactions through our Customer Service Center. This revised form sets clearer expectations for our customer service agents and enables our supervisors to more accurately measure an agent's performance, ability to gather customer contact information, and resolving the issue at hand.

The following sections were updated:

- Opening Section (to ensure that NTTA has accurate customer contact information)
- Communications Skills Section (to ensure that agents are focused on the customer)
- Job Knowledge Section (to ensure that agents follow all policies and procedures)

NTTA looks forward to our continued partnership and values the positive working relationship with NTE Mobility Partners, LLC. Feel free to contact me if you have any questions or should require additional information.

Sincerely,

James Hofmann
AED, Operations

JH/sj

cc: Randy Redmond – Texas Department of Transportation
Ed Pensock – Texas Department of Transportation

Scanned to EDMS Date 1/28/15
Doc ID# NTEID0320808

Approved:

By: Belen Marro CEO
Title

Date: 02/02/15

NTE Mobility partners LLC
Company

Approved:

By: AED - Operations
Title

Date: 6/5/15

NTTA
Company

2015 NTTA Quality Monitoring Form

		Yes	No	N/A	Point Value
1.0 Opening	Base % = 20%				
1.1	Used standard NTTA greeting by a warm, friendly tone of voice				1
1.2	Reassured caller of ability to help				2
1.3	Was this a Toll Tag Customer?				N/A
1.3.1	Was First and Last name AND one of the following verified: Driver's License Number, DNT Number, or Account Number?				2*
1.3.2	Did the customer provide a phone number?				1
1.3.3	Did the customer provide the e-mail address?				1
1.3.4	Did the customer provide the mailing address?				1
1.3.5	Did CSS discuss or update account contact information? (NEW)				2
1.4	Was this either a Violation or Zip Cash customer?				N/A
1.4.1	Was the First and Last name on the invoice AND one of the following items verified: License Plate Number, ZipCash Account Number, ZipCash/Violation Invoice Number, or Collection Agency Account Number verified?				2*
1.4.2	Were the phone number AND email address requested from the ZipCash or Violation customer? (NEW)				2
2.0 Communication Skills	Base % = 20%				
2.1	Allowed customer to speak without interruption				2
2.2	Utilize active listening skills and avoid unnecessary customer repetition				2
2.3	Paraphrased to ensure understanding				2
2.4	Eliminate periods of unexplained silence				2
2.5	Adjusted pace, volume, style to accommodate the caller				2
2.6	Made empathetic statements when appropriate				2
2.7	Used customer's name appropriately during the call				2
2.8	Avoided the use of internal jargon/slang				2
2.9	Used courtesy phrases such as, "Please" and "Thank You"				2
2.10	Maintained control or made an attempt to handle a difficult situation				2*
2.11	Followed all Hold and Transfer procedures				2
2.12	Did the CSS avoid distractions during the call? (NEW)				2
3.0 Problem Solving	Base % = 20%				
3.1	Accurately identified Issue(s) to be resolved				2
3.2	Offered alternatives/options when applicable				2
3.3	Took all necessary actions to resolve future account impacting issues				2
3.4	Offered Toll Tag when appropriate				2
4.0 Job Knowledge	Base % = 20%				
4.1	Followed all policy & procedures re: Toll Collection				2
4.2	Followed all policy & procedures re: Escalation/Callback				2
4.3	Followed all policy & procedures re: Refunds				2
4.4	Followed all policy & procedures re: Airport				2
4.5	Followed all policy & procedures re: Payment Processing (NEW)				2
4.6	Followed all policy & procedures re: Other				2
4.7	Gave accurate and complete information re: TT, Vio, ZC, TXDOT, NTE, OTA, TER, ETC				2
4.8	Followed all PCI and PII guidelines (NEW)				2*
4.9	Effectively utilized all resources				2
4.10	Accurately entered all data				2
5.0 Closing	Base % = 20%				
5.1	Accurately and completely documented the call "Comments"				1
5.2	Effectively recapped main points of the call and/or next steps				1
5.3	Directed/educated customer to NTTA Website				2
5.4	Offered additional assistance				1
5.5	Used standard closing				1



NORTH TEXAS TOLLWAY AUTHORITY

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January 20, 2015

Ms. Belen Marcos, CEO
NTE Mobility Partners, LLC
9001 Airport Freeway, Suite 600
North Richland Hills, Texas 76180

Belen,

In early 2013, NTTA and NTE Mobility Partners, LLC agreed that NTTA would provide daily and monthly transaction and reconciliation reports in lieu of a portal as described in TSA IH 635 Managed Lanes Project Section 4. Toll Collection and Enforcement Services subsection J. "NTTA will provide Developer access to standardized toll collection system reports described in Section 14 hereof by means of a secure website/portal..."

NTE Mobility Partners, LLC and NTTA IT groups agreed this was a long-term temporary solution. NTTA will continue to provide transactional reports during the interim and anticipates providing the portal with the implementation of the NTE 3A&3B toll service agreement module.

We look forward to our continued partnership and anticipate an exciting and progressive 2015.

Sincerely,

James Hofmann
AED, Operations

JH/sj

cc: Randy Redmond – Texas Department of Transportation
Ed Pensock – Texas Department of Transportation

Approved:

Scanned to EDMS Date 1/28/15
Doc ID# NTEID 0320807

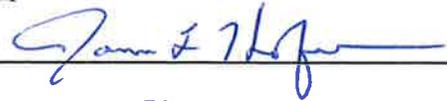


By: Belen Heras, CEO
Title

Date: 02/02/15

NTE Mobility Partners, LLC
Company

Approved:



By: AED OPERATIONS
Title

Date: 6/5/15

NTTA
Company