

AMENDMENT NO. 1 TO THE VIOLATIONS PROCESSING SERVICES AGREEMENT (this “**Amendment**”), entered into as of this May 18, 2018 between the Virginia Department of Transportation (“**VDOT**”) and 95 Express Lanes LLC, a Delaware limited liability company (the “**Participant**”).

RECITALS

WHEREAS, the Participant operates the I-95/395 HOV/HOT Lanes Project (the “**Facility**”) pursuant to the Amended and Restated Comprehensive Agreement Relating to the I-95/395 HOV/HOT Lanes Project dated as of June 8, 2017 by and between VDOT and Participant;

WHEREAS, VDOT and the Participant entered into the Violations Processing Services Agreement, dated as of July 31, 2012 (the “**Agreement**”), pursuant to which VDOT provides the Participant certain violations processing services; and

WHEREAS, VDOT and the Participant desire to amend the Agreement to add certain HOV detection notification processing services.

AGREEMENT

NOW, THEREFORE, in consideration of the covenants contained herein and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree as follows:

1. **Definitions**. Each capitalized term used and not otherwise defined herein shall have the respective meanings assigned to such term in the Agreement.
2. **Amendment to Exhibit A Violations and Processing Services**
 - a. The scope of services listed in Exhibit A is hereby amended to add the following:

“ Issuing by mail or e-mail to such individual or entity one or more HOV detection notices according to Exhibit B-2.”
3. **Addition of Exhibit B-2 HOV Notification Business Rules and Procedures**
 - a. Appendix A attached hereto is hereby added to the Agreement as Exhibit B-2 titled “HOV Notification Business Rules and Procedures”.
4. **Amendment to Exhibit C Fee Schedule and Payment Provisions**
 - a. Exhibit C is hereby amended to add the following as Part D:

“The preliminary fee schedule for HOV detection notices is subject to change as provided in Part B of this Exhibit C. These rates will be reviewed and reset annually based on actual experience and operating costs as provided in Part B of this Exhibit C. Fees for these activities undertaken by the Violation Processing Center will be assessed according to the schedule below:

Fee	Unit	Value
One-page letter notice	Per letter notice	\$1.35
Email notice	Per email notice	\$0.60

5. No Modification. This Amendment is limited to the matters set forth herein and shall not constitute a modification or waiver of any other provision of the Agreement.
6. Governing Law. This Amendment shall be governed and construed in accordance with the laws of the Commonwealth of Virginia. Venue for any legal action arising out of this Amendment shall lie in the Circuit Court for the City of Richmond, Virginia, Division I.
7. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but together shall constitute one and the same instrument.


[Signature page follows]

IN WITNESS WHEREOF, the parties, intending to be legally bound, have executed this Amendment No. 1 to the Violations Processing Services Agreement as of the date first written above.

95 EXPRESS LANES LLC

By: 
Name: Jennifer Aument
Title: President

VIRGINIA DEPARTMENT OF TRANSPORTATION

By: 
Name: DAVID CASPIK
Title: DA TOLLING OPS

Appendix A

Exhibit B-2

HOV Notification Business Rules and Procedures

The Participant's Express Lanes Back Office System has the existing capability to send files to the VDOT Customer Service Center (CSC) via an Outgoing Correspondence Interface. The Correspondence Interface between VTFG agencies and the VDOT CSC is used to transmit files to the VDOT CSC in order to print/email predefined formatted letters with custom parameter information. Correspondence interface files will be made available to VDOT via an FTP Server. For this activity, the correspondence interface files shall specify the transponder ID, transmission method and letter template ID to allow VDOT to send the appropriate customer correspondence via letter, email or postcard.

The Participant will send lists of transponders to be sent notifications to VDOT (individually a "List" and collectively the "Lists") weekly on Fridays (excluding holidays). Notifications may come in the form of letters, postcards, or emails. Each List will have a designated form of notification or allow for a combination of the three forms above. For example, one List would be for transponders to receive a postcard, and another List would be for transponders to receive all three notification forms. VDOT will in turn provide the Participant a list of transponders with the method(s) of notification used and the day the notification were sent. VDOT shall send notification to transponder holders within 7 days of receiving a List from the Participant.