

**AMENDMENT NO. 10 TO THE COMPREHENSIVE AGREEMENT RELATING TO  
THE I-77 HOT LANES PROJECT**

This AMENDMENT NO. 10 TO THE COMPREHENSIVE AGREEMENT RELATING TO THE I-77 HOT LANES PROJECT (this "Amendment") is made and entered into on February 16th, 2022 by and between the NORTH CAROLINA DEPARTMENT OF TRANSPORTATION, a department of the State of North Carolina ("NCDOT"), and I-77 MOBILITY PARTNERS LLC, a Delaware limited liability company ("Developer").

**RECITALS**

**WHEREAS**, NCDOT and Developer entered into the Comprehensive Agreement Relating to the I-77 HOT Lanes Project, dated as of June 26, 2014, (as amended, the "Comprehensive Agreement") pursuant to which NCDOT granted to Developer the exclusive right, and Developer accepted the obligation, to finance, develop, design, construct, operate and maintain the Project, and to toll the HOT Lanes in accordance with the CA Documents; and

**WHEREAS**, NCDOT and Developer desire to amend their respective rights and obligations under the Comprehensive Agreement, on the terms set forth in this Amendment.

**AGREEMENT**


**NOW, THEREFORE**, in consideration of the covenants contained herein, 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 Comprehensive Agreement.
  
2. Amendment to Exhibit 5 of the Agreement. Attachment 1 of Exhibit 5 of the Comprehensive Agreement is amended and replaced with Attachment A of this Amendment.
  
3. No Modification or Waiver. This Amendment is limited to the matters set forth herein and shall not constitute a modification or waiver of any other provision, right or obligation under the Comprehensive Agreement.
  
4. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Parties hereto, intending to be legally bound, have executed this Amendment on the date first written above.

**NORTH CAROLINA DEPARTMENT OF  
TRANSPORTATION**

By:   
Brett Canipe, P.E.  
Authorized Representative

**I-77 MOBILITY PARTNERS LLC**

By:   
F. Jose Espinosa, CEO  
Authorized Representative

**Attachment A**

Attachment 1 of Exhibit 5 to the Comprehensive Agreement

[see attached]

**ATTACHMENT 1 TO EXHIBIT 5**

<b>Band</b>	<b>Revenue Payment Percentage</b>
1	0%
2	12.5%
3	25.0%
4	50.0%
5	75.0%

Calendar Year	Band 1 Floor: Cumulative Toll Revenue from:	Band 1 Ceiling: Cumulative Toll Revenue including:	Band 2 Floor: Cumulative Toll Revenue from:	Band 2 Ceiling: Cumulative Toll Revenue including:	Band 3 Floor: Cumulative Toll Revenue from:	Band 3 Ceiling: Cumulative Toll Revenue including:	Band 4 Floor: Cumulative Toll Revenue from:	Band 4 Ceiling: Cumulative Toll Revenue including:	Band 5 Floor: Cumulative Toll Revenue from:
2014	-	-	-	-	-	-	-	-	-
2015	-	-	-	-	-	-	-	-	-
2016	-	-	-	-	-	-	-	-	-
2017	-	-	-	-	-	-	-	-	-
2018	-	-	-	-	-	-	-	-	-
2019	-	16,216	16,216	18,402	18,402	20,708	20,708	23,193	23,193
2020	-	51,554	51,554	58,502	58,502	65,833	65,833	73,733	73,733
2021	-	94,491	94,491	107,227	107,227	120,663	120,663	135,142	135,142
2022	-	141,546	141,546	160,624	160,624	180,751	180,751	202,441	202,441
2023	-	193,777	193,777	219,894	219,894	247,448	247,448	277,142	277,142
2024	-	251,432	251,432	285,320	285,320	321,072	321,072	359,601	359,601
2025	-	314,618	314,618	357,022	357,022	401,759	401,759	449,971	449,971
2026	-	383,875	383,875	435,614	435,614	490,199	490,199	549,023	549,023
2027	-	459,794	459,794	521,765	521,765	587,145	587,145	657,603	657,603
2028	-	543,023	543,023	616,211	616,211	693,425	693,425	776,637	776,637
2029	-	634,273	634,273	719,760	719,760	809,950	809,950	907,145	907,145

North Carolina Department of Transportation  
I-77 HOT Lanes Project

ATTACHMENT 1 TO  
EXHIBIT 5  
Page 2 of 5

CA  
Ex. 5 – Compensation Terms  
Amendment No. 10

2030	-	734,326	734,326	833,298	833,298	937,715	937,715	937,715	1,050,242	1,050,242
2031	-	844,041	844,041	957,800	957,800	1,077,817	1,077,817	1,077,817	1,207,157	1,207,157
2032	-	964,357	964,357	1,094,333	1,094,333	1,231,459	1,231,459	1,231,459	1,379,235	1,379,235
2033	-	1,096,310	1,096,310	1,244,069	1,244,069	1,399,958	1,399,958	1,399,958	1,567,955	1,567,955
2034	-	1,241,032	1,241,032	1,408,297	1,408,297	1,584,765	1,584,765	1,584,765	1,774,939	1,774,939
2035	-	1,399,770	1,399,770	1,588,429	1,588,429	1,787,469	1,787,469	1,787,469	2,001,967	2,001,967
2036	-	1,568,906	1,568,906	1,780,362	1,780,362	2,003,451	2,003,451	2,003,451	2,243,868	2,243,868
2037	-	1,749,125	1,749,125	1,984,871	1,984,871	2,233,586	2,233,586	2,233,586	2,501,620	2,501,620
2038	-	1,941,157	1,941,157	2,202,785	2,202,785	2,478,806	2,478,806	2,478,806	2,776,266	2,776,266
2039	-	2,145,778	2,145,778	2,434,985	2,434,985	2,740,102	2,740,102	2,740,102	3,068,918	3,068,918
2040	-	2,363,818	2,363,818	2,682,412	2,682,412	3,018,533	3,018,533	3,018,533	3,380,761	3,380,761
2041	-	2,595,054	2,595,054	2,944,814	2,944,814	3,313,815	3,313,815	3,313,815	3,711,478	3,711,478
2042	-	2,840,287	2,840,287	3,223,099	3,223,099	3,626,971	3,626,971	3,626,971	4,062,213	4,062,213
2043	-	3,100,368	3,100,368	3,518,232	3,518,232	3,959,086	3,959,086	3,959,086	4,434,183	4,434,183
2044	-	3,376,197	3,376,197	3,831,238	3,831,238	4,311,313	4,311,313	4,311,313	4,828,677	4,828,677
2045	-	3,668,731	3,668,731	4,163,200	4,163,200	4,684,872	4,684,872	4,684,872	5,247,063	5,247,063
2046	-	3,977,499	3,977,499	4,513,583	4,513,583	5,079,161	5,079,161	5,079,161	5,688,667	5,688,667
2047	-	4,303,405	4,303,405	4,883,414	4,883,414	5,495,333	5,495,333	5,495,333	6,154,781	6,154,781
2048	-	4,647,400	4,647,400	5,273,773	5,273,773	5,934,606	5,934,606	5,934,606	6,646,767	6,646,767

North Carolina Department of Transportation  
I-77 HOT Lanes Project

ATTACHMENT 1 TO  
EXHIBIT 5  
Page 3 of 5

CA  
Ex. 5 – Compensation Terms  
Amendment No. 10

2049	-	5,010,493	5,010,493	5,685,803	5,685,803	6,398,266	6,398,266	6,398,266	7,166,067	7,166,067
2050	-	5,393,745	5,393,745	6,120,709	6,120,709	6,887,668	6,887,668	6,887,668	7,714,198	7,714,198
2051	-	5,798,278	5,798,278	6,579,765	6,579,765	7,404,246	7,404,246	7,404,246	8,292,766	8,292,766
2052	-	6,225,276	6,225,276	7,064,313	7,064,313	7,949,511	7,949,511	7,949,511	8,903,464	8,903,464
2053	-	6,675,990	6,675,990	7,575,774	7,575,774	8,525,060	8,525,060	8,525,060	9,548,080	9,548,080
2054	-	7,151,739	7,151,739	8,115,644	8,115,644	9,132,579	9,132,579	9,132,579	10,228,502	10,228,502
2055	-	7,653,916	7,653,916	8,685,505	8,685,505	9,773,846	9,773,846	9,773,846	10,946,722	10,946,722
2056	-	8,181,436	8,181,436	9,284,123	9,284,123	10,447,476	10,447,476	10,447,476	11,701,188	11,701,188
2057	-	8,735,580	8,735,580	9,912,954	9,912,954	11,155,102	11,155,102	11,155,102	12,493,731	12,493,731
2058	-	9,317,693	9,317,693	10,573,524	10,573,524	11,898,445	11,898,445	11,898,445	13,326,275	13,326,275
2059	-	9,929,189	9,929,189	11,267,437	11,267,437	12,679,309	12,679,309	12,679,309	14,200,844	14,200,844
2060	-	10,571,553	10,571,553	11,996,378	11,996,378	13,499,591	13,499,591	13,499,591	15,119,561	15,119,561
2061	-	11,246,346	11,246,346	12,762,119	12,762,119	14,361,283	14,361,283	14,361,283	16,084,658	16,084,658
2062	-	11,955,207	11,955,207	13,566,520	13,566,520	15,266,480	15,266,480	15,266,480	17,098,479	17,098,479
2063	-	12,699,858	12,699,858	14,411,534	14,411,534	16,217,379	16,217,379	16,217,379	18,163,488	18,163,488
2064	-	13,482,109	13,482,109	15,299,216	15,299,216	17,216,292	17,216,292	17,216,292	19,282,272	19,282,272
2065	-	14,303,860	14,303,860	16,231,722	16,231,722	18,265,647	18,265,647	18,265,647	20,457,550	20,457,550
2066	-	15,167,109	15,167,109	17,211,318	17,211,318	19,367,992	19,367,992	19,367,992	21,692,179	21,692,179
2067	-	16,073,953	16,073,953	18,240,387	18,240,387	20,526,008	20,526,008	20,526,008	22,989,158	22,989,158

North Carolina Department of Transportation  
I-77 HOT Lanes Project

ATTACHMENT 1 TO  
EXHIBIT 5  
Page 4 of 5

CA  
Ex. 5 – Compensation Terms  
Amendment No. 10

2068	-	16,945,909	16,945,909	19,229,864	19,229,864	21,639,473	21,639,473	24,236,240	24,236,240
2069	-	16,959,981	16,959,981	19,245,833	19,245,833	21,657,442	21,657,442	24,256,366	24,256,366

\*Note: The amounts in the above table are expressed in thousands of dollars (\$000s)