

## SUPPLEMENT NO. 2 TO COOPERATIVE ENDEAVOR AGREEMENT

This Supplement No. 2 to Cooperative Endeavor Agreement (the "Agreement"), is made and entered into on the 19 day of May, 2011, by and between:

The **Louisiana Transportation Authority**, (the "LTA"), a public corporation possessing full corporate powers and created, organized and existing under and pursuant to the Louisiana Transportation Authority Act, being Chapter 30 of Title 48 of the Louisiana Revised Statutes (the "Act"), herein represented by its duly authorized and empowered Chairman in accordance with the proceedings adopted by the Board of Directors of the Authority, acting as the governing authority thereof on May 19, 2011; and

The **Department of Transportation and Development**, an agency of the State of Louisiana (the "DOTD"), herein represented by its duly authorized and empowered Secretary.

WHEREAS, the LTA and the DOTD entered into the DOTD Cooperative Endeavor Agreement dated as of May 31, 2005, as supplemented to the date hereof (collectively, the "CEA"); and

WHEREAS, under the provisions of the CEA, LTA formally delegated certain responsibilities to DOTD in connection with (a) the design, construction, and implementation of a two-lane toll bridge over Bayou Lafourche with interchanges and connection roads immediately north and south of Leesville, Louisiana, and including a two-lane elevated highway from Leesville south to Port Fourchon; and (b) the implementation of an electronic toll collection system for the collection of tolls from vehicles traveling across the said toll bridge (the "LA 1 Toll Facility"); and

WHEREAS, under the provisions of Section 3 of the CEA, DOTD undertook certain obligations, including the obligation to operate the LA 1 Toll Facility and collect, on behalf of LTA, the tolls payable at the LA 1 Toll Facility as set by the LTA pursuant to the Act, La. R.S. 48:2077(5); and

WHEREAS, due to issues with the electronic toll collection system (which system was contracted for by the DOTD), the DOTD has not been able to collect the industry standard of 95% of the tolls that should have been collected based on the number of vehicles that have passed over the toll road; and

WHEREAS, the LTA issued its (i) \$78,350,000 of LA 1 Project Senior Lien Toll Revenue Bonds, Series 2005A; (ii) \$16,313,286.35 of LA 1 Project Senior Lien Toll Revenue Capital Appreciation Bonds, Series 2005B; (iii) \$66,000,000 of LA 1 Project Subordinate Lien Toll Revenue Bond Anticipation Notes, Series 2005; and (iv) \$66,000,000 of Louisiana Transportation Authority LA 1 Project Subordinate Lien Toll Revenue Bonds (TIFIA - No. 2005-002) TIFIA Bond (collectively, the "Series 2005 Obligations") under a Master Indenture of

Trust dated as of April 1, 2005, as amended and supplemented to the date hereof (the "Indenture"), by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as Trustee; and


WHEREAS, DOTD has agreed to make certain payments to LTA to supplement the LA 1 Toll Facility collections by depositing before June 1, 2011 and January, 2012, into the Revenue Fund created under the Indenture an amount of monies, drawn from the Transportation Trust Fund, equal to the tolls lost due to the failure of the toll collection system to meet industry standards for the period from inception to the end of the year, which monies, together with the collected tolls, are expected to provide the LTA with funds sufficient to meet the 1.20 times coverage requirement on the Senior Lien bonds debt service and the 1.10 times coverage requirement on all debt service (Senior Lien bonds and TIFIA loan);

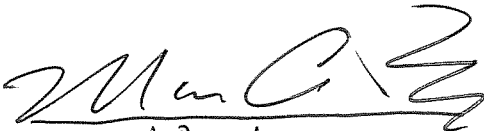
NOW, THEREFORE, in consideration of the covenants contained herein, LTA and DOTD do agree to enter into this Cooperative Endeavor Agreement on the following terms and conditions:

1. DOTD agrees to pay and LTA agrees to accept payments in an amount equal to the expected toll collection loss due to the failure of the toll collection system to meet industry standards, with the amount of lost tolls for calendar years 2009 and 2010 being paid to the LTA no later than June 1, 2011, and the lost tolls for calendar year 2011 being paid to the LTA no later than January, 2012 (collectively, the "PAYMENT").
2. In consideration of and to the extent of the PAYMENT, LTA does hereby subrogate, assign, and convey to DOTD all of LTA's right, title, and interest in all claims against Electronic Transaction Consultants Corporation for the recovery of lost toll revenue in the civil action bearing no. C592,603 on the docket of the Nineteenth Judicial District Court, State of Louisiana, Parish of East Baton Rouge, styled: "Department of Transportation and Development, State of Louisiana v. Electronic Transaction Consultants Corporation."
3. This Agreement may be executed in multiple original counterparts, each of which shall constitute an original, but all of which together shall constitute but a single agreement.
4. The Cooperative Endeavor Agreement, as supplemented, remains in full force and effect.
  
5. This Agreement shall be governed by the laws of the State of Louisiana.

**LOUISIANA TRANSPORTATION AUTHORITY**

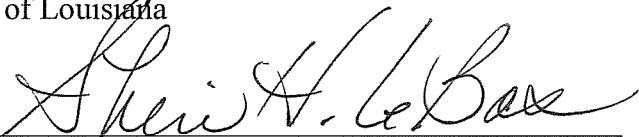
**LOUISIANA TRANSPORTATION AUTHORITY**

  
Sen. McPherson  
Chairman, Louisiana Transportation Authority  
Date: May 19, 2011

  
Mark A. Brady  
Secretary - Treasurer

**DEPARTMENT OF TRANSPORTATION AND DEVELOPMENT**

State of Louisiana

  
Sherri LeBas  
Secretary, Department of Transportation and Development  
State of Louisiana  
Date: May 19, 2011

**APPROVED**  
Office of the Governor  
Office of Contractual Review

MAY 20 2011

  
Sandra G. Gillen  
DIRECTOR

**LOUISIANA TRANSPORTATION AUTHORITY  
COOPERATIVE ENDEAVOR SUPPLEMENT NO. 2 RESOLUTION  
MAY 19, 2011**

The following resolution was offered by Brady and unanimously approved:

A resolution approving the execution of Supplement No. 2 Cooperative Endeavor Agreement with the Department of Transportation and Development, and providing for other matters in connection therewith.

WHEREAS, the Louisiana Transportation Authority (the "Authority") issued its (i) \$78,350,000 of LA 1 Project Senior Lien Toll Revenue Bonds, Series 2005A; (ii) \$16,313,286.35 of LA 1 Project Senior Lien Toll Revenue Capital Appreciation Bonds, Series 2005B; (iii) \$66,000,000 of LA 1 Project Subordinate Lien Toll Revenue Bond Anticipation Notes, Series 2005; and (iv) \$66,000,000 of Louisiana Transportation Authority LA 1 Project Subordinate Lien Toll Revenue Bonds (TIFIA - No. 2005-002) TIFIA Bond (collectively, the "Series 2005 Obligations") under a Master Indenture of Trust dated as of April 1, 2005, as amended and supplemented to the date hereof (the "Indenture"), by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as Trustee; and

WHEREAS, capitalized terms used in this resolution and not specifically defined herein shall have the meanings assigned thereto in the Indenture; and

WHEREAS, the Authority and the Department of Transportation and Development ("DOTD") entered into the DOTD Cooperative Endeavor Agreement dated as of April 1, 2005, as supplemented to the date hereof (the "CEA") regarding the relationship of the parties in connection with: (a) the design, construction and implementation of a two-lane toll bridge over Bayou Lafourche, with interchanges and connection roads immediately north and south of Leesville, Louisiana, and including a two-lane elevated highway from Leesville south to Port Fouchon; and (b) the implementation of an electronic toll collection system for the collection of tolls from vehicles traveling across the said toll bridge (the "LA 1 Toll Facility"); and

WHEREAS, the CEA requires the DOTD to assume all operational responsibility and cost for the toll collection operations for the LA1 Toll Facility; and

WHEREAS, the Indenture requires the Authority to collect tolls in each calendar year so that debt service coverage is equal to at least (i) 120% of the debt service due on the Senior Lien Bonds in such calendar year and (ii) 110% of the debt service due on the Series 2005 Obligations due in such calendar year (the "Rate Covenant"); and

WHEREAS, due to issues with the electronic toll collection system, the DOTD has not been able to collect the industry standard of 95% of the tolls that should have been collected based on the number of vehicles that have been traveling on the LA1 Toll Facility; and

WHEREAS, the DOTD has agreed to make payments from the State's Transportation Trust Fund to supplement the Tolls by depositing no later than June 1, 2011 and January, 2012, into the Revenue Fund created under the Indenture an amount of monies equal to the Tolls lost due to the failure of the toll collection system to meet industry standards, which monies, together with the collected Tolls, are expected to be sufficient to enable the Authority to meet the aforesaid Rate Covenant; and

WHEREAS, in this connection, the Authority desires to authorize the execution of Supplement No. 2 to the Cooperative Endeavor Agreement (the "Supplemental CEA") with the DOTD in connection with the deposit of said Transportation Trust Fund monies;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Louisiana Transportation Authority (the "Authority") as follows:

SECTION 1. The Authority hereby authorizes and approves the Supplemental CEA in substantially the form presented at this meeting.

SECTION 2. The Chairman and Secretary-Treasurer of this Board of Directors are hereby authorized to execute the Supplemental CEA, with such additions or changes as may be approved by counsel to the Authority. The signatures of the said Chairman and Secretary-Treasurer on the Supplemental CEA, or as may be otherwise required for or necessary, convenient or appropriate to effect the purposes of this resolution, is deemed to be conclusive evidence of the due exercise of the authority vested in them hereunder.


SECTION 3. The Authority agrees to accept the payments from the DOTD under the Supplemental CEA on the dates set forth in the Supplemental CEA, and to immediately cause the transfer of such amount to the Trustee.

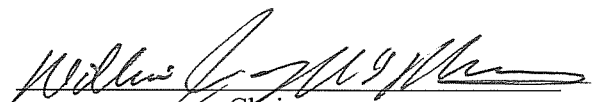
SECTION 4. The Chairman and/or Secretary-Treasurer of this Board of Directors are further authorized to execute any other documents and/or certificates necessary to effect the purposes of this resolution.

SECTION 5. This resolution shall be placed on file in the office of the Authority and shall be available for public inspection immediately upon adoption in accordance with state law.

SECTION 6. This resolution shall take effect immediately.

And the resolution was declared adopted by the Authority on this 19<sup>th</sup> day of May, 2011.

  
Secretary-Treasurer

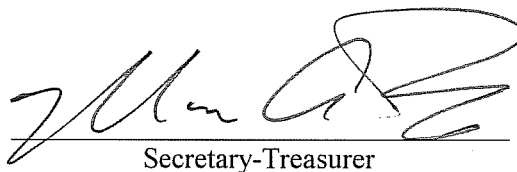
  
Chairman

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Secretary-Treasurer of the Board of Directors of the Louisiana Transportation Authority (the "Authority"), do hereby certify that the foregoing pages constitute a true and correct copy of a resolution adopted by said Board of Directors on May 19, 2011, approving the execution of a Supplemental Cooperative Endeavor Agreement with the Department of Transportation and Development, and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of said Authority at Baton Rouge, Louisiana, on this 19<sup>th</sup> day of May, 2011.



A handwritten signature in black ink, appearing to read 'J. M. ...', is written over a horizontal line. The signature is stylized and cursive.

Secretary-Treasurer

[SEAL]