

**AMENDMENT NO. 1 TO MASTER SERVICES AGREEMENT
BY AND BETWEEN
BANC OF AMERICA MERCHANT SERVICES, LLC,
BANK OF AMERICA, NA
AND
CENTRAL FLORIDA EXPRESSWAY AUTHORITY**

This Amendment No. 1 ("Amendment 1") is made and entered into by and between Banc of America Merchant Services, LLC ("BAMS") and Bank of America, NA ("Bank") (collectively, "Servicers") and Central Florida Expressway Authority fka Orlando Orange County Expressway Authority, ("Customer") as of this 24 day of July, 2014, to amend and supplement that certain Master Services Agreement between the parties dated July 3, 2013 (the "MSA").

In consideration of the mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Servicers and Customer do hereby agree as follows:

I. Customer's legal name has been changed to "Central Florida Expressway Authority."

II. **Amendment of Section 2 Term.** Section 2.1 is hereby amended to read as follows:

"2.1 This MSA, and each Addendum, shall (i) be in effect June 21, 2014, and shall remain effective through the initial term of five (5) years and (ii) automatically renew for successive one (1) year terms until terminated by the parties thereto upon one hundred and twenty (120) days' notice prior to the end of the then existing term. If Customer terminates this MSA or an Addendum in accordance with the foregoing provision and continues to use the Services after the effective date of such termination, then Customer's termination shall be deemed rescinded and the MSA or Addendum shall remain in effect until subsequently terminated in accordance with the foregoing terms. This MSA shall remain in effect until all Addenda are terminated at which time it shall terminate automatically."

III. **Agreement Confirmation.** Except as otherwise amended hereby, the MSA is hereby ratified in all respects and shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment 1 to be duly executed by their authorized officers, all as of the day and year first written above.

BANC OF AMERICA MERCHANT SERVICE, LLC

BY: *Vyfh Robinson*

TITLE: SUP

DATE: 7/30/2014

BANK OF AMERICA, NA
By: Banc of America Merchant Services, LLC
pursuant to limited Power of Attorney

NAME: *Vyfh Robinson*

TITLE: SUP

DATE: 7/30/2014

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

BY: *Paula Nulle*

TITLE: Director of Procurement

DATE: 7/24/14

REVIEWED AND APPROVED
BY CFX LEGAL

Joseph Flaminio