

ANNEX EE
BASE TOLL CHARGE ESCALATION

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1. The Base Toll Charge may be escalated accordingly upon occurrence of any of the following alternate conditions:

Base Toll Charge (NIS)	5.0	6.0	7.0	8.0
Number of Vehicles utilizing all Tunnels during a Calendar Year (thousands)	=	=	20,481	22,744
Years of operation following Issuance of Permit to Operate	0	2 nd year	5 th year	8 th year

2. In the event the number of Vehicles utilizing all Tunnels during a Calendar Year surpasses the levels detailed in Section 1 of this Annex, the Concessionaire shall provide the CTA with any and all information and data in order to ascertain the validity of the proposed Base Toll Charge escalation. The CTA shall confirm or reject the proposed Base Toll Charge escalation within 30 days after receipt of all requested information and data. Such confirmation or rejection being solely based upon the information and data meeting and/or exceeding the criteria set forth in Section 1 of this Annex.

The provisions of this Section 2 are to be finalized within 120 days as of the Amendment Closing Date, pursuant to any amendment (if any) to Annex Y. In the absence of an agreed upon Section 2 within the 120-day period, the provisions of Section 2 as attached on the Amendment Closing Date shall apply.

3. If the CTA pays an Annual Revenue Guarantee to the Concessionaire, (i) any amendments, changes or modifications to Toll Charges proposed by the Concessionaire pursuant to the provisions of Section 15.4 of this Agreement, will be subject to the CTA's prior written approval (such approval shall be based on Project related economic considerations and shall not be unreasonably withheld) with respect to the subsequent Calendar Year (ii) the CTA may direct the Concessionaire to increase, change or modify Toll Charges for any and/or all Tunnels.

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<u>Number of Vehicles utilizing all Tunnels during a Calendar Year (thousands)</u>	<u>=</u>	<u>=</u>	<u>20,481</u>	<u>22,744</u>

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