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**AMENDMENT AND RENEWAL OF AMENDED AND RESTATED FACILITY
OPERATION AND MANAGEMENT SERVICES AGREEMENT**

This Amendment and Renewal of the Amended and Restated Facility Operation and Management Services Agreement (hereinafter "O&M Renewal") is entered into by and between **POLK COUNTY, TEXAS** (hereinafter "County") and **MANAGEMENT & TRAINING CORPORATION** (hereinafter "MTC" or "Operator") to be effective as of February 1, 2016.

WHEREAS, the County is the owner of that certain facility known as the "IAH Detention Center" (hereinafter, the "Facility"). The Facility is operated under the terms of the Amended and Restated Facility Operation and Management Services Agreement (the "O&M Agreement") dated as of November 1, 2015;

WHEREAS, the County and the Operator have agreed to extend the term of the O&M Agreement for an additional one (1) year term;

WHEREAS, the entering into this O&M Renewal is found to be in the best interests of the parties, the efficient and safe operation of the Facility, and the public.

NOW, THEREFORE, the parties hereto agree as follows:

1. In accordance with Article II, "Term", Section 2.01, the O&M Agreement is hereby extended for one (1) additional year renewal term expiring on February 1, 2017.

2. The County and Operator acknowledge and confirm the existence of that certain Amended and Restated Agreement Regarding Protective Advances and Forbearance by and among the County, the Operator, IAH Public Facility Corporation and U.S. Bank National Association, solely in its capacity as Trustee, being contemporaneously executed with this O&M Renewal (as the same may be amended from time to time, the "Amended Forbearance Agreement"). All references to the term "Forbearance Agreements" set forth in the O&M Agreement shall hereinafter be deemed to be references to the Amended Forbearance Agreement.

3. Except as amended hereby, the terms and conditions of the O&M Agreement, as heretofore amended, shall remain unchanged.

SIGNED this 26th day of January, 2016.

"COUNTY"

POLK COUNTY, TEXAS

ATTEST:

Shelana Hoch

County Clerk

By: *Sydney Murphy*

Sydney Murphy, County Judge



“OPERATOR”

MANAGEMENT & TRAINING CORPORATION

By: _____

Print Name: _____

Title: _____

ATTEST:

Corporate Secretary