

**AMENDED AND RESTATED**  
**LIMITED LIABILITY COMPANY AGREEMENT**  
**OF**

**██████ENS PARKING SHAREHOLDERS GP, LLC**

This Amended and Restated Limited Liability Company Agreement (as executed and as it may be amended, modified, supplemented or restated from time to time, as provided herein, this "**Agreement**"), dated as of September 30, 2014, is entered into among ██████ens Parking Shareholders GP, LLC, a Delaware limited liability company (the "**Company**"), the Persons identified on Schedule A hereto as members (the "**Members**") and any other Person who from time to time becomes party to this Agreement. The Members are sometimes referred to herein collectively as the "**Members**," and each individually, a "**Member**."

**RECITALS**

WHEREAS, Chandra R. Patel, as the initial member (the "**Initial Member**"), entered into an initial limited liability company agreement effective as of September 10, 2014 (the "**Original Agreement**"), and filed a Certificate of Formation, dated as of September 10, 2014, in the office of the Secretary of the State of the State of Delaware in order to establish the Company as a limited liability company under the laws of the State of Delaware;

WHEREAS, pursuant to that certain Contribution Agreement (the "**Contribution Agreement**"), dated as of the date hereof by and among the Partnership, the Company, Citizens Parking, Inc., a Delaware corporation ("**CPI**"), and the Members party thereto, the Members are exchanging a portion of their shares of common stock of CPI for Partnership Interests in the Partnership, and a portion of such shares for Interests;

WHEREAS, concurrent with the effectiveness of this Agreement, the Members and the Company are entering into the Partnership Agreement;

WHEREAS, the Initial Member and the Members admitted on the date hereof desire to amend and restate the Original Agreement in its entirety to permit the admission of certain Persons as Members and to make certain modifications to the Original Agreement; and

WHEREAS, the Company and the Members desire to enter into this Agreement to set forth their understanding and agreement as to the membership interests in the Company held by the Members, including the voting and transfer of such interests under the circumstances set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows: