

**THIRD AMENDED AND RESTATED  
LIMITED PARTNERSHIP AGREEMENT  
OF  
CITIZENS PARKING SHAREHOLDERS, LP**

This Third Amended and Restated Limited Partnership Agreement (as executed and as it may be amended, modified, supplemented or restated from time to time, as provided herein, this "**Agreement**"), of Citizens Parking Shareholders, LP, a Delaware limited partnership (the "**Partnership**"), is dated as of March 10, 2017, by and among Citizens Parking Shareholders GP, LLC, a Delaware limited liability company, as general partner (the "**General Partner**"), and each of the Persons executing a signature page counterpart to this Agreement and identified as Limited Partners on Schedule A hereof (the "**Limited Partners**").

**RECITALS**

WHEREAS, the Partnership was formed pursuant to a Certificate of Limited Partnership, dated September 10, 2014, which was executed by the General Partner and filed in the office of the Secretary of State of the State of Delaware on such date and a Limited Partnership Agreement dated as of such date (the "**Original Agreement**") between the General Partner and Chandra R. Patel, as initial limited partner (the "**Initial Limited Partner**");

WHEREAS, each of the Limited Partners admitted to the Partnership on September 30, 2014, are parties to that certain Stockholders Agreement, dated February 28, 2014 (the "**Stockholders Agreement**"), between Citizens Parking, Inc., a Delaware corporation (f/k/a Citizens Parking Holding Incorporated) (the "**Company**") and such Limited Partners (the "**Stockholders**");

WHEREAS, pursuant to that certain Contribution Agreement (the "**Contribution Agreement**") dated as of September 30, 2014, by and among the Company, the Partnership, the General Partner and the Stockholders party thereto, the Stockholders exchanged their shares of common stock of the Company for Class A Interests in the Partnership, with such duties, rights and preferences as set forth in the First A&R Agreement (as defined below);

WHEREAS, pursuant to the Contribution Agreement, in exchange for all of the intangible assets derived from the Pursuit Opportunities and Costs (as defined in the Contribution Agreement), the Partnership issued Class C Interests to one or more Affiliates of Antarctica granting the holder a profits interest in distributions of the Partnership to the extent set forth in Section 5.01;

WHEREAS, pursuant to that certain Securities Purchase Agreement dated as of September 30, 2014, by and among the Partnership and the Stockholders party thereto, Antarctica Infrastructure Partners, LLC, a Delaware limited liability company ("**Antarctica**") contributed to the Partnership its rights (or the rights of its Affiliates) to certain closing payments (the "**Icon Closing Payments**") from the Partnership in exchange for Class B Interests as set forth on Schedule A hereto;