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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): December 31, 2018**

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**InfraREIT, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**001-36822**  
(Commission  
File Number)

**75-2952822**  
(IRS Employer  
Identification No.)

**1900 North Akard Street**  
**Dallas, Texas**  
(Address of Principal Executive Offices)

**75201**  
(Zip Code)

**Registrant's telephone number, including area code: (214) 855-6700**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01. Entry into a Material Definitive Agreement.**

On December 31, 2018, Sharyland Distribution & Transmission Services, L.L.C. (“SDTS”), which is a subsidiary of InfraREIT, Inc. (“InfraREIT” and, together with its subsidiaries, the “Company”), amended and restated its rent supplements with Sharyland Utilities, L.P. (“Sharyland”) (other than the lease supplement with respect to the Stanton Transmission Loop Lease) to establish the rent under its existing leases after giving effect to the capital expenditures that the parties expect to place in service during 2019 (collectively, the “Amended Rent Supplements”). Rent under the Amended Rent Supplements with respect to the Company’s 2019 capital expenditures consists only of base rent, but was otherwise negotiated in the manner described under “Rental Rates” under “Provisions of Our Leases” included under the subheading “Leases” in “Item 1. Business” in InfraREIT’s Annual Report on Form 10-K that was filed with the Securities and Exchange Commission (the “Commission”) on March 5, 2018. Accordingly, the rent payments under the Amended Rent Supplements are intended to provide the Company with approximately 97% of the projected regulated return on 2019 rate base investment attributable to the Company’s assets that SDTS and Sharyland would receive if they were a fully-integrated utility, based on the regulatory parameters in Sharyland’s existing rates, including an allowed return on equity of 9.7%, a capital structure of 55% debt and 45% equity, a cost of debt of 6.73% and the recovery of an income tax allowance at the 21% federal income tax rate. The previously negotiated rent payments with respect to capital expenditures placed in service through the end of 2018 remain unchanged and, therefore, continue to reflect the recovery of an income tax allowance at the prior 35% federal income tax rate.

The foregoing description of the Amended Rent Supplements is qualified in its entirety by reference to the complete text of the Amended Rent Supplements, copies of which are filed as Exhibits 10.1, 10.2, 10.3 and 10.4 to this Current Report on Form 8-K and are incorporated herein by reference.

**Relationships**

As more fully described in the section entitled “Transactions with Related Persons” included in InfraREIT’s definitive proxy statement filed with the Commission on March 22, 2018, which section is incorporated herein by reference, Sharyland is privately-owned by Hunter L. Hunt and other members of the family of Ray L. Hunt and is controlled by Hunter L. Hunt. Hunter L. Hunt is the Co-Chairman, Co-Chief Executive Officer and Co-President of Hunt Consolidated, Inc., which is deemed to be a beneficial owner of more than 5% of InfraREIT’s common stock and indirectly owns the Company’s external manager. Hunter L. Hunt also serves on the InfraREIT Board of Directors.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
10.1	— <a href="#"><u>Sixteenth Amended and Restated Rent Supplement (McAllen Lease), dated December 31, 2018, between Sharyland Distribution &amp; Transmission Services, L.L.C. and Sharyland Utilities, L.P.</u></a>
10.2	— <a href="#"><u>Tenth Amended and Restated Rent Supplement (ERCOT Transmission Lease), dated December 31, 2018, between Sharyland Distribution &amp; Transmission Services, L.L.C. and Sharyland Utilities, L.P.</u></a>
10.3	— <a href="#"><u>Fourteenth Amended and Restated Rent Supplement (CREZ Lease), dated December 31, 2018, between Sharyland Distribution &amp; Transmission Services, L.L.C. and Sharyland Utilities, L.P.</u></a>
10.4	— <a href="#"><u>Second Amended and Restated Rent Supplement (Permian Lease), dated December 31, 2018, between Sharyland Distribution &amp; Transmission Services, L.L.C. and Sharyland Utilities, L.P.</u></a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

InfraREIT, Inc.

Date: January 7, 2019

By: /s/ Stacey H. Doré

Stacey H. Doré

Senior Vice President and General Counsel

Sixteenth Amended and Restated Rent Supplement  
(McAllen Lease)  
December 31, 2018

This Sixteenth Amended and Restated Rent Supplement (this “Sixteenth Amended Supplement”) between Sharyland Distribution & Transmission Services, L.L.C. (“Lessor”) and Sharyland Utilities, L.P. (“Lessee”) is executed and delivered on December 31, 2018 to memorialize supplements to the McAllen Lease (as defined below), effective as of January 1, 2019. Capitalized terms used herein that are not otherwise defined will have the meanings assigned to them in the McAllen Lease.

WHEREAS, Lessor and Lessee are Parties to a Third Amended and Restated Master System Lease Agreement (McAllen System) dated December 1, 2014 (as amended from time to time in accordance with its terms, the “McAllen Lease”);

WHEREAS, on February 28, 2018, the Parties executed a Fifteenth Amended and Restated Rent Supplement (McAllen Lease) effective as of January 1, 2018 (the “Fifteenth Amended Supplement”);

WHEREAS, the Parties wish to amend and restate the Fifteenth Amended Supplement pursuant to Section 3.2(b) of the McAllen Lease; and

WHEREAS, the Parties intend to memorialize in this Sixteenth Amended Supplement the Incremental CapEx the Parties expect during 2019.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Parties hereto agree to the following:

1. The Fifteenth Amended Supplement is hereby amended and restated in its entirety as set forth below.
2. The McAllen Lease, except as supplemented by this Sixteenth Amended Supplement, shall remain in full force and effect.

**Incremental CapEx:**

<b>2010</b>	\$ 2,195,000
<b>2011</b>	\$ 504,000
<b>2012</b>	\$ 1,262,963
<b>2013</b>	\$ 16,391,255
<b>2014</b>	\$ 46,042,142
<b>2015</b>	\$ 2,431,198
<b>2016</b>	\$ 914,401
<b>2017</b>	\$ 928,457
<b>2018</b>	\$ 1,368,925*
	\$ 10**
<b>(Total 2018)</b>	<u>\$ 1,368,935***</u>
<b>2019</b>	\$ 2,308,270#
	\$ 5,462,437##
<b>(Total 2019)</b>	<u>\$ 7,770,706###</u>

\* Represents the amount of distribution Incremental CapEx that the Parties expected to be placed in service in 2018, with an expected weighted average in-service date of December 1, 2018 (“2018 Distribution CapEx”). Rent supplements with respect to this distribution Incremental CapEx were agreed to and memorialized as part of the Fourteenth Amended and Restated Rent Supplement (McAllen Lease) dated December 31, 2017 (“Fourteenth Amended Supplement”).

- \*\* Represents the aggregate amount of transmission Incremental CapEx the Parties expected to be placed in service in 2018. Rent supplements with respect to this transmission Incremental CapEx were agreed to and memorialized as part of the Fourteenth Amended Supplement. Of the 2018 transmission Incremental CapEx, \$0 was expected to be in service as of the balance sheet date reflected in Lessee’s first 2018 Regulatory Order (“First 2018 CapEx”), \$0 was expected to be in service as of the balance sheet date reflected in Lessee’s second 2018 Regulatory Order (“Second 2018 CapEx”) and an aggregate of \$10 was expected to be placed in service throughout the remainder of 2018 (“2018 Stub-Year CapEx”) and included in the first 2019 Regulatory Order. The Parties expected the First 2018 CapEx, Second 2018 CapEx and 2018 Stub-Year CapEx, collectively, to have a weighted average in-service date of June 1, 2018. A “Regulatory Order” is defined as either (i) the PUCT’s approval of Lessee’s application for updated wholesale transmission rates or (ii) final resolution or settlement of a rate case applicable to Lessee’s transmission rates. Pursuant to the Fourteenth Amended Supplement, the Parties expected the first 2018 Regulatory Order to be effective on June 1, 2018, the second 2018 Regulatory Order to be effective on September 1, 2018, and the first 2019 Regulatory Order to be effective on May 1, 2019. The Parties have agreed that any Rent Validation with respect to First 2018 CapEx, Second 2018 CapEx or 2018 Stub-Year CapEx will use the actual effective dates of the applicable Regulatory Order (to the extent known), but will otherwise be determined in accordance with Section 3.2(c) of the McAllen Lease
- \*\*\* Represents the total amount of transmission and distribution Incremental CapEx that the Parties expected to be placed in service in 2018.
- # Represents the amount of distribution Incremental CapEx that the Parties expect to be placed in service in 2019, with an expected weighted average in-service date of March 1, 2019.
- ## Represents the amount of transmission Incremental CapEx that the Parties expect to be placed in service in 2019, with an expected weighted average in-service date of March 1, 2019.
- ### Represents the total amount of transmission and distribution Incremental CapEx that the Parties expect to be placed in service in 2019 (“2019 CapEx”).

**Lessee CapEx:**

2010	\$	666,488
2011	\$	121,897
2012	\$	263,733
2013	\$	68,303
2014	\$	89,405
2015	\$	168,289
2016	\$	0
2017	\$	0
2018	\$	0
2019	\$	0

**Base Rent:**

2010	\$	5,260,447
2011	\$	5,453,529
2012	\$	5,521,881
2013	\$	6,566,290
2014	\$	8,445,964
2015	\$	11,818,692
2016	\$	11,860,813
2017	\$	11,118,502
2018	\$	9,345,546*
2019	\$	9,712,472**

\* The amount of 2018 Base Rent included in the Fifteenth Amended Supplement was \$9,345,546, including 2018 Base Rent payments of \$777,867 on the 15<sup>th</sup> day of each month beginning on March 15, 2018 through July 15, 2018 (with respect to January 2018 through May 2018), \$779,459 on the 15<sup>th</sup> day of each month beginning on August 15, 2018 through October 15, 2018 (with respect to June 2018 through August 2018), with the increase in monthly Base Rent reflecting 2017 Stub-Year CapEx and First 2018 CapEx and commencing June 1, 2018, which was the expected effective date of Lessee’s first 2018 Regulatory Order, and \$779,459 on the 15<sup>th</sup> day of each month beginning on November 15, 2018 through February 15, 2019 (with respect to September 2018 through December 2018), with the increase in monthly Base Rent reflecting Second 2018 CapEx and commencing September 1, 2018, which was the expected effective date of Lessee’s second 2018 Regulatory Order.

\*\* Lessee will make a monthly 2019 Base Rent payment of \$793,153 on the 15<sup>th</sup> day of each month beginning on March 15, 2019 through June 15, 2019 (with respect to January 2019 through April 2019). Lessee will then make a monthly 2019 Base Rent payment of \$793,153 on the 15<sup>th</sup> day of each month beginning on July 15, 2019 through September 15, 2019 (with respect to May 2019 through July 2019), with the increase in monthly Base Rent reflecting 2018 Stub-Year CapEx and commencing May 1, 2019, which was the expected effective date of Lessee's first 2019 Regulatory Order included in the Fourteenth Amended Supplement. Lessee will then make a 2019 Base Rent payment of \$832,081 on the 15<sup>th</sup> day of each month beginning on October 15, 2019 through February 15, 2020 (with respect to August 2019 through December 2019).

**Percentage Rent Percentages:**

2010	36.993%
2011	36.972%
2012	36.923%
2013	37.0%
2014	36.9%
2015	37.2%
2016	32.1%
2017	31.2%
2018	30.3%
2019	29.9%

**Annual Percentage Rent Breakpoints:**

2010	\$ 5,260,447
2011	\$ 5,453,529
2012	\$ 5,521,881
2013	\$ 6,566,290
2014	\$ 8,445,964
2015	\$11,818,692
2016	\$12,616,219
2017	\$11,897,593
2018	\$10,156,546*
2019	\$10,158,502**

\* The 2018 Annual Percentage Rent Breakpoint reflects the assumptions set forth above regarding the timing of the first 2018 Regulatory Order and the second 2018 Regulatory Order, as well as the amount of 2018 Distribution CapEx, First 2018 CapEx and Second 2018 CapEx.

\*\* The 2019 Annual Percentage Rent Breakpoint reflects the same assumptions as the 2018 Annual Percentage Rent Breakpoint, in addition to the assumptions set forth above regarding the timing of the first 2019 Regulatory Order, as well as the amount of 2018 Stub-Year CapEx and 2019 CapEx.

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**Revenues Attributable to Lessee CapEx:**

<b>2010</b>	\$ 60,546
<b>2011</b>	\$249,481
<b>2012</b>	\$289,945
<b>2013</b>	\$345,693
<b>2014</b>	\$355,744
<b>2015</b>	\$360,527
<b>2016</b>	\$206,130
<b>2017</b>	\$ 97,925
<b>2018</b>	\$ 73,431
<b>2019</b>	\$ 45,266

**TCOS Allocation:**

before June 20, 2013: 100%  
between June 20, 2013 and October 17, 2013: 27.8%  
between October 17, 2013 and February 25, 2014: 11.8%  
between February 25, 2014 and May 1, 2014: 8.2%  
between May 1, 2014 and October 3, 2014: 8.6%  
between October 3, 2014 and March 31, 2015: 12.0%  
between April 1, 2015 and October 31, 2015: 11.9%  
between November 1, 2015 and June 13, 2016: 10.6%  
between June 14, 2016 and September 22, 2016: 9.8%  
between September 23, 2016 and April 13, 2017: 8.5%  
between April 14, 2017 and October 25, 2017: 8.0%  
between October 26, 2017 and November 9, 2017: 7.5%  
between November 10, 2017 and May 31, 2018: 5.9%  
between June 1, 2018 and August 31, 2018: 5.9%  
between September 1, 2018 and April 1, 2019: 5.7%  
between May 1, 2019 and July 31, 2019: 5.4%  
starting August 1, 2019: 5.3%

**Term of Rent Supplement:** Expires 12/31/19

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The Parties have executed this Sixteenth Amended Supplement to the McAllen Lease as of the date set forth above.

**SHARYLAND UTILITIES, L.P.**

By: /s/ Greg Wilks

Name: Greg Wilks

Title: Chief Financial Officer

**SHARYLAND DISTRIBUTION & TRANSMISSION  
SERVICES, L.L.C.**

By: /s/ Brant Meleski

Name: Brant Meleski

Title: Chief Financial Officer

**M C A L L E N L E A S E**



Tenth Amended and Restated Rent Supplement  
(ERCOT Transmission Lease)  
December 31, 2018

This Tenth Amended and Restated Rent Supplement (this “Tenth Amended Supplement”) between Sharyland Distribution & Transmission Services, L.L.C. (“Lessor”) and Sharyland Utilities, L.P. (“Lessee”) is executed and delivered on December 31, 2018, to memorialize supplements to the ERCOT Transmission Lease (as defined below), effective as of January 1, 2019. Capitalized terms used herein that are not otherwise defined will have the meanings assigned to them in the ERCOT Transmission Lease.

WHEREAS, Lessor and Lessee are Parties to a Lease Agreement (ERCOT Transmission Assets) dated December 1, 2014 (as amended from time to time in accordance with its terms, the “ERCOT Transmission Lease”);

WHEREAS, on February 28, 2018, the Parties executed a Ninth Amended and Restated Rent Supplement (ERCOT Transmission Lease) effective as of January 1, 2018 (the “Ninth Amended Supplement”);

WHEREAS, the Parties wish to amend and restate the Ninth Amended Supplement pursuant to Section 3.2(b) of the ERCOT Transmission Lease; and

WHEREAS, the Parties intend to memorialize in this Tenth Amended Supplement the Incremental CapEx the Parties expect during 2019.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Parties hereto agree to the following:

1. The Ninth Amended Supplement is hereby amended and restated in its entirety as set forth below.
2. The ERCOT Transmission Lease, except as supplemented by this Tenth Amended Supplement, shall remain in full force and effect.

**Incremental CapEx:**

<b>2014</b>	\$18,470,677
<b>2015</b>	\$22,517,350
<b>2016</b>	\$ 9,050,252
<b>2017</b>	\$ 4,217,866
<b>2018</b>	\$ 759,766*
<b>2019</b>	\$ 4,861,790**

\* Represents the aggregate amount of Incremental CapEx the Parties expected to be placed in service in 2018. Rent supplements with respect to this Incremental CapEx were agreed to and memorialized as part of the Eighth Amended and Restated Rent Supplement (ERCOT Transmission Lease) dated December 31, 2017 (“Eighth Amended Supplement”). Of the 2018 Incremental CapEx, \$0 was expected to be in service as of the balance sheet date reflected in Lessee’s first 2018 Regulatory Order (“First 2018 CapEx”), \$0 was expected to be in service as of the balance sheet date reflected in Lessee’s second 2018 Regulatory Order (“Second 2018 CapEx”), and an aggregate of \$759,766 was expected to be placed in service throughout the remainder of 2018 (“2018 Stub-Year CapEx”) and included in the first 2019 Regulatory Order. The Parties expected the First 2018 CapEx, Second 2018 CapEx and 2018 Stub-Year CapEx, collectively, to have a weighted average in-service date of November 1, 2018. A “Regulatory Order” is defined as either (i) the PUCT’s approval of Lessee’s application for updated wholesale transmission rates or (ii) final resolution or settlement of a rate case applicable to Lessee’s transmission rates. Pursuant to the Eighth Amended Supplement, the Parties expected the first 2018 Regulatory Order to be effective on June 1, 2018, the second 2018 Regulatory Order to be effective on September 1, 2018 and the first 2019 Regulatory Order to be effective on May 1, 2019. The Parties have agreed that any Rent Validation with respect to First 2018 CapEx, Second 2018 CapEx or 2018 Stub-Year CapEx will use the actual effective dates of the applicable Regulatory Order (to the extent known), but will otherwise be determined in accordance with Section 3.2(c) of the ERCOT Transmission Lease.

\*\* Represents the amount of Incremental CapEx the Parties expect to be placed in service in 2019, with a weighted average in-service date of September 1, 2019 (“2019 CapEx”).

**Lessee CapEx:**

2014	\$0
2015	\$0
2016	\$0
2017	\$0
2018	\$0
2019	\$0

**Base Rent:**

2014	\$ 484,276
2015	\$2,477,452
2016	\$4,601,290
2017	\$4,855,027
2018	\$5,056,079*
2019	\$4,974,428**
2020	\$4,881,768
2021	\$4,708,024
2022	\$4,540,132

\* The amount of 2018 Base Rent included in the Ninth Amended Supplement was \$5,056,079, including 2018 Base Rent payments of \$421,208 on the 15<sup>th</sup> day of each month beginning on March 15, 2018 through July 15, 2018 (with respect to January 2018 through May 2018), \$421,434 on the 15<sup>th</sup> day of each month beginning on August 15, 2018 through October 15, 2018 (with respect to June 2018 through August 2018), with the increase in monthly Base Rent reflecting 2017 Stub-Year CapEx and First 2018 CapEx and commencing June 1, 2018, which was the expected effective date of Lessee's first 2018 Regulatory Order, and \$421,434 on the 15<sup>th</sup> day of each month beginning on November 15, 2018 through February 15, 2019 (with respect to September 2018 through December 2018), with the increase in monthly Base Rent reflecting Second 2018 CapEx and commencing September 1, 2018, which was the expected effective date of Lessee's second 2018 Regulatory Order.

\*\* Lessee will make a monthly 2019 Base Rent payment of \$406,435 on the 15<sup>th</sup> day of each month beginning on March 15, 2019 through June 15, 2019 (with respect to January 2019 through April 2019). Lessee will then make a 2019 Base Rent payment of \$414,015 on the 15<sup>th</sup> day of each month beginning on July 15, 2019 through September 15, 2019 (with respect to May 2019 through July 2019), with the increase in monthly Base Rent reflecting 2018 Stub-Year CapEx and commencing May 1, 2019, which was the expected effective date of Lessee's first 2019 Regulatory Order included in the Eighth Amended Supplement. Lessee will then make a 2019 Base Rent payment of \$421,328 on the 15<sup>th</sup> day of each month beginning on October 15, 2019 through February 15, 2020 (with respect to August 2019 through December 2019).

**Percentage Rent Percentages:**

2014	35.8%
2015	35.1%
2016	31.1%
2017	28.2%
2018	27.2%
2019	26.2%
2020	25.3%
2021	24.4%
2022	23.5%

**Annual Percentage Rent Breakpoints:**

2014	\$ 484,276
2015	\$2,477,452
2016	\$4,664,546
2017	\$4,879,227
2018	\$5,056,079*
2019	\$4,937,862**
2020	\$4,794,596**
2021	\$4,624,802**
2022	\$4,460,124**

\* The 2018 Annual Percentage Rent Breakpoint reflects the assumptions set forth above regarding the timing of the first 2018 Regulatory Order and the second 2018 Regulatory Order, as well as the amount of First 2018 CapEx and Second 2018 CapEx.

\*\* The 2019-2022 Annual Percentage Rent Breakpoint reflects the same assumptions as the 2018 Annual Percentage Rent Breakpoint, in addition to the assumptions set forth above regarding the timing of the first 2019 Regulatory Order, as well as the amount of 2018 Stub-Year CapEx and 2019 CapEx.

**Revenues Attributable to Lessee CapEx:**

2014	\$0
2015	\$0
2016	\$0
2017	\$0
2018	\$0
2019	\$0
2020	\$0
2021	\$0
2022	\$0

**TCOS Allocation:** before October 3, 2014: 0%  
between October 3, 2014 and March 31, 2015: 2.1%  
between April 1, 2015 and October 31, 2015: 2.1%  
between November 1, 2015 and June 12, 2016: 3.6%  
between June 13, 2016 and September 22, 2016: 4.1%  
between September 23, 2016 and April 13, 2017: 3.6%  
between April 14, 2017 and October 25, 2017: 3.6%  
between October 26, 2017 and November 9, 2017: 3.7%  
between November 10, 2017 and May 31, 2018: 2.9%  
between June 1, 2018 and August 31, 2018: 2.9%  
between September 1, 2018 and April 30, 2019: 2.8%  
between May 1, 2019 and July 31, 2019: 2.7%  
starting August 1, 2019: 2.6%

**Term of Rent Supplement:** Expires 12/31/22

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The Parties have executed this Tenth Amended Supplement to the ERCOT Transmission Lease as of the date set forth above.

**SHARYLAND UTILITIES, L.P.**

By:  /s/ Greg Wilks  
Name: Greg Wilks  
Title: Chief Financial Officer

**SHARYLAND DISTRIBUTION & TRANSMISSION SERVICES, L.L.C.**

By:  /s/ Brant Meleski  
Name: Brant Meleski  
Title: Chief Financial Officer

Fourteenth Amended and Restated Rent Supplement  
(CREZ Lease)  
December 31, 2018

This Fourteenth Amended and Restated Rent Supplement (this “Fourteenth Amended Supplement”) between Sharyland Distribution & Transmission Services, L.L.C. (“Lessor”) and Sharyland Utilities, L.P. (“Lessee”) is executed and delivered on December 31, 2018 to memorialize supplements to the CREZ Lease (as defined below), effective as of January 1, 2019. Capitalized terms used herein that are not otherwise defined will have the meanings assigned to them in the CREZ Lease.

WHEREAS, Lessor and Lessee are Parties to a Fourth Amended and Restated CREZ Lease Agreement dated November 9, 2017 (as amended from time to time in accordance with its terms, the “CREZ Lease”);

WHEREAS, on February 28, 2018, the Parties executed a Thirteenth Amended and Restated Rent Supplement (McAllen Lease) effective as of January 1, 2018 (the “Thirteenth Amended Supplement”);

WHEREAS, the Parties wish to amend and restate the Thirteenth Amended Supplement pursuant to Section 3.2 of the CREZ Lease; and

WHEREAS, the Parties intend to memorialize in this Fourteenth Amended Supplement the Incremental CapEx the Parties expect during 2019.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Parties hereto agree to the following:

1. The Thirteenth Amended Supplement is hereby amended and restated in its entirety as set forth below.
2. The CREZ Lease, except as supplemented by this Fourteenth Amended Supplement, shall remain in full force and effect.

**Incremental CapEx:**

<b>2013</b>	\$466,424,280
<b>2014</b>	\$198,982,000
<b>2015</b>	\$ 3,493,096
<b>2016</b>	\$ 3,906,367
<b>2017</b>	\$ 44,499,993
<b>2018</b>	\$ 86,778,539*
	\$ 0**
<b>(Total 2018)</b>	<u>\$ 86,778,539***</u>
<b>2019</b>	\$ 3,283,251#
	\$ 0##
<b>(Total 2019)</b>	<u>\$ 3,283,251###</u>

\* Represents the aggregate amount of Incremental CapEx related to the Panhandle Assets (“Panhandle CapEx”) that the Parties expected to be placed in service in 2018. Rent supplements with respect to this Incremental CapEx were agreed to and memorialized as part of the Twelfth Amended and Restated Rent Supplement (CREZ Lease) dated December 31, 2017 (“Twelfth Amended Supplement”). Of the 2018 Panhandle CapEx, an aggregate of \$27,181,110 was expected to be in service as of the balance sheet date reflected in Lessee’s first 2018 Regulatory Order (“First 2018 CapEx”), an aggregate of \$43,170,873 was expected to be in service as of the balance sheet date reflected in Lessee’s second 2018 Regulatory Order (“Second 2018 CapEx”), and an aggregate of \$16,426,556 was expected to be placed in service throughout the remainder of 2018 (“2018 Stub-Year CapEx”) and to be included in the first 2019 Regulatory Order. The Parties expected the First 2018 CapEx, Second 2018 CapEx and 2018 Stub-Year CapEx, collectively, to have a weighted average in-service date of April 1, 2018. Pursuant to the Twelfth Amended Supplement, the Parties expected the first 2018 Regulatory Order to be effective on June 1, 2018, the second 2018 Regulatory Order to be effective on September 1, 2018 and the first 2019 Regulatory Order to be effective on May 1, 2019.

- \*\* Represents the aggregate amount of Incremental CapEx related to the Acquired Transmission Assets (“Acquired Assets CapEx”) that the Parties expected to be placed in service in 2018. Rent supplements with respect to this Incremental CapEx were agreed to and memorialized as part of the Twelfth Amended Supplement. Of the 2018 Acquired Assets CapEx, \$0 was expected to be in service as of the balance sheet date reflected in Lessee’s first 2018 Regulatory Order, \$0 was expected to be in service as of the balance sheet date reflected in Lessee’s second 2018 Regulatory Order, and \$0 was expected to be placed in service throughout the remainder of 2018 and included in the first 2019 Regulatory Order
- \*\*\* Represents the total amount of Incremental CapEx that the Parties expected to be placed in service in 2018.
- # Represents the aggregate amount of Panhandle CapEx that the Parties expect to be placed in service in 2019, with an expected weighted average in-service date of October 1, 2019.
- ## Represents the amount of Acquired Assets CapEx that the Parties expect to be placed in service in 2019.
- ### Represents the total amount of Incremental CapEx that the Parties expect to be placed in service in 2019 (“2019 CapEx”).

**Lessee CapEx:**

2013	\$0
2014	\$0
2015	\$0
2016	\$0
2017	\$0
2018	\$0
2019	\$0

**Total Base Rent by Lease Year:**

2013	\$ 21,758,233
2014	\$ 67,335,947
2015	\$ 68,524,342
2016	\$ 66,118,564
2017	\$ 70,772,369
2018	\$114,025,481*
2019	\$117,332,082**
2020	\$114,529,218

- \* The amount of 2018 Base Rent included in the Thirteenth Amended Supplement was \$114,025,481, including 2018 Base Rent payments of \$9,129,533 on the 15<sup>th</sup> day of each month beginning on March 15, 2018 through July 15, 2018 (with respect to January 2018 through May 2018), \$9,526,450 on the 15<sup>th</sup> day of each month beginning on August 15, 2018 through October 15, 2018 (with respect to June 2018 through August 2018), with the increase in monthly Base Rent reflecting 2017 Stub-Year CapEx and First 2018 CapEx and commencing June 1, 2018, which was the expected effective date of Lessee’s first 2018 Regulatory Order, and \$9,949,617 on the 15<sup>th</sup> day of each month beginning on November 15, 2018 through February 15, 2019 (with respect to September 2018 through December 2018), with the increase in monthly Base Rent reflecting Second 2018 CapEx and commencing September 1, 2018, which was the expected effective date of Lessee’s second 2018 Regulatory Order.
- \*\* Lessee will make a monthly 2019 Base Rent payment of \$9,669,059 on the 15<sup>th</sup> day of each month beginning on March 15, 2019 through June 15, 2019 (with respect to January 2019 through April 2019). Lessee will then make a monthly 2019 Base Rent payment of \$9,830,160 on the 15<sup>th</sup> day of each month beginning on July 15, 2019 through September 15, 2019 (with respect to May 2019 through July 2019), with the increase in monthly Base Rent reflecting 2018 Stub-Year CapEx and commencing May 1, 2019, which was the expected effective date of Lessee’s first 2019 Regulatory Order included in the Twelfth Amended Supplement. Lessee will then make a 2019 Base Rent payment of \$9,833,073 on the 15<sup>th</sup> day of each month beginning on October 15, 2019 through February 15, 2020 (with respect to August 2019 through December 2019).

**Monthly Transition Costs Payment: \$8,662\***

- \* Lessee will make a monthly Transition Costs Payment of \$8,662 on the 15<sup>th</sup> day of each month beginning on January 15, 2018 through December 15, 2019 (with respect to November 2017 through October 2019).

**Percentage Rent Rates:**

2013	29.2%
2014	31.6%
2015	31.3%
2016	30.3%
2017	29.5%
2018	28.5%
2019	27.7%
2020	26.8%

**Annual Percentage Rent Breakpoints:**

2013	\$21,758,233
2014	\$67,335,947
2015	\$68,524,342
2016	\$66,109,550
2017	\$64,404,829
2018	\$68,832,414*
2019	\$73,106,965**
2020	\$71,266,440**

\* The 2018 Annual Percentage Rent Breakpoint reflects the assumptions set forth above regarding the timing of the first 2018 Regulatory Order and the second 2018 Regulatory Order, as well as the amount of 2017 Stub-Year CapEx, First 2018 CapEx and Second 2018 CapEx.

\*\* The 2019 and 2020 Annual Percentage Rent Breakpoints reflect the same assumptions as the 2018 Annual Percentage Rent Breakpoint, in addition to the assumptions set forth above regarding the timing of the first 2019 Regulatory Order, as well as the amount of 2018 Stub-Year CapEx and 2019 CapEx.

**Revenues Attributable to Lessee CapEx:**

2013	\$0
2014	\$0
2015	\$0
2016	\$0
2017	\$0
2018	\$0
2019	\$0

**TCOS Allocation:** between June 20, 2013 and October 17, 2013: 65.3%  
between October 17, 2013 and February 25, 2014: 84.8%  
between February 25, 2014 and May 1, 2014: 83.3%  
between May 1, 2014 and October 3, 2014: 80.9%  
between October 3, 2014 and March 31, 2015: 75.8%  
between April 1, 2015 and October 31, 2015: 72.7%  
between November 1, 2015 and June 13, 2016: 65.6%  
between June 14, 2016 and September 22, 2016: 56.8%  
between September 23, 2016 and April 13, 2017: 49.0%  
between April 14, 2017 and October 25, 2017: 46.5%  
between October 26, 2017 and November 9, 2017: 46.3%  
between November 10, 2017 and May 31, 2018: 36.3%  
between June 1, 2018 and August 31, 2018: 35.8%  
between September 1, 2018 and April 30, 2019: 37.2%  
between May 1, 2019 and July 31, 2019: 40.3%  
starting August 1, 2019: 39.1%

**Allocated Other Revenue :** None

**Term of Rent Supplement :** Expires 12/31/20

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The Parties have executed this Fourteenth Amended Supplement to the CREZ Lease as of the date set forth above.

**SHARYLAND UTILITIES, L.P.**

By: /s/ Greg Wilks  
Name: Greg Wilks  
Title: Chief Financial Officer

**SHARYLAND DISTRIBUTION & TRANSMISSION SERVICES, L.L.C.**

By: /s/ Brant Meleski  
Name: Brant Meleski  
Title: Chief Financial Officer



Second Amended and Restated Rent Supplement  
(Permian Lease)  
December 31, 2018

This Second Amended and Restated Rent Supplement (this “Second Amended Supplement”) between Sharyland Distribution & Transmission Services, L.L.C. (“Lessor”) and Sharyland Utilities, L.P. (“Lessee”) is executed and delivered on December 31, 2018 to memorialize supplements to the Permian Lease (as defined below), effective as of January 1, 2019. Capitalized terms used herein that are not otherwise defined will have the meanings assigned to them in the Permian Lease.

WHEREAS, Lessor and Lessee are Parties to a Permian Lease Agreement dated December 31, 2017 (as amended from time to time in accordance with its terms, the “Permian Lease”);

WHEREAS, on February 28, 2018, the Parties executed a First Amended and Restated Rent Supplement (Permian Lease) effective as of December 31, 2017 (the “First Amended Supplement”);

WHEREAS, the Parties wish to amend and restate the First Amended Supplement pursuant to Section 3.2 of the Permian Lease; and

WHEREAS, the Parties intend to memorialize in this Second Amended Supplement the Incremental CapEx the Parties expect during 2019.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Parties hereto agree to the following:

1. The First Amended Supplement is hereby amended and restated in its entirety as set forth below.
2. The Permian Lease, except as supplemented by this Second Amended Supplement, shall remain in full force and effect.

**Incremental CapEx:**

<b>2018</b>	\$ 10,025,211*
	\$58,071,834**
<b>(Total 2018)</b>	<b>\$68,097,045***</b>
<b>2019</b>	\$ 994,262#
	\$59,422,355##
<b>(Total 2019)</b>	<b>\$60,416,617###</b>

\* Represents the amount of distribution Incremental CapEx that the Parties expected to be placed in service in 2018, with an expected weighted average in-service date of May 1, 2018. Rent supplements with respect to this distribution Incremental CapEx were agreed to and memorialized as part of the Rent Supplement (Permian Lease) dated December 31, 2017 (“Effective Date Rent Supplement”).

\*\* Represents the aggregate amount of transmission Incremental CapEx the Parties expected to be placed in service in 2018. Rent supplements with respect to this transmission Incremental CapEx were agreed to and memorialized as part of the Effective Date Rent Supplement. Of the 2018 transmission Incremental CapEx, an aggregate of \$446,511 was expected to be in service as of the balance sheet date reflected in Lessee’s first 2018 Regulatory Order (“First 2018 CapEx”), an aggregate of \$7,255,992 was expected to be in service as of the balance sheet date reflected in Lessee’s second 2018 Regulatory Order (“Second 2018 CapEx”), and an aggregate of \$50,369,331 was expected to be placed in service throughout the remainder of 2018 (“2018 Stub-Year CapEx”) and included in the first 2019 Regulatory Order. The Parties expected the First 2018 CapEx, Second 2018 CapEx and 2018 Stub-Year CapEx, collectively, to have a weighted average in-service date of September 1, 2018. Pursuant to the Effective Date Rent Supplement, the Parties expected the first 2018 Regulatory Order to be effective on June 1, 2018, the second 2018 Regulatory Order to be effective on September 1, 2018, and the first 2019 Regulatory Order to be effective on May 1, 2019.

\*\*\* Represents the total amount of transmission and distribution Incremental CapEx that the Parties expected to be placed in service in 2018.

- # Represents the amount of distribution Incremental CapEx that the Parties expect to be placed in service in 2019, with an expected weighted average in-service date of February 1, 2019.
- ## Represents the amount of transmission Incremental CapEx that the Parties expect to be placed in service in 2019, with an expected weighted average in-service date of April 1, 2019.
- ### Represents the total amount of transmission and distribution Incremental CapEx that the Parties expect to be placed in service in 2019.

**Lessee CapEx:** N/A

**Base Rent:**

<b>2018</b>	\$53,812,844*
<b>2019</b>	\$60,572,554**
<b>2020</b>	\$64,881,382

- \* The amount of 2018 Base Rent included in the First Amended Supplement was \$53,812,844, including 2018 Base Rent payments of \$4,451,115 on the 15<sup>th</sup> day of each month beginning on March 15, 2018 through July 15, 2018 (with respect to January 2018 through May 2018), \$4,464,736 on the 15<sup>th</sup> day of each month beginning on August 15, 2018 through October 15, 2018 (with respect to June 2018 through August 2018), with the increase in monthly Base Rent reflecting Prior Stub-Year CapEx (as defined in the First Amended Supplement) and First 2018 CapEx and commencing June 1, 2018, which was the expected effective date of Lessee's first 2018 Regulatory Order, and \$4,540,766 on the 15<sup>th</sup> day of each month beginning on November 15, 2018 through February 15, 2019 (with respect to September 2018 through December 2018), with the increase in monthly Base Rent reflecting Second 2018 CapEx and commencing September 1, 2018, which was the expected effective date of Lessee's second 2018 Regulatory Order.
- \*\* Lessee will make a monthly 2019 Base Rent payment of \$4,486,438 on the 15<sup>th</sup> day of each month beginning on March 15, 2019 through June 15, 2019 (with respect to January 2019 through April 2019). Lessee will then make a 2019 Base Rent payment of \$5,014,222 on the 15<sup>th</sup> day of each month beginning on July 15, 2019 through September 15, 2019 (with respect to May 2019 through July 2019), with the increase in monthly Base Rent reflecting 2018 Stub-Year CapEx and commencing May 1, 2019, which was the expected effective date of Lessee's first 2019 Regulatory Order included in the Effective Date Rent Supplement. Lessee will then make a monthly 2019 Base Rent payment of \$5,516,827 on the 15<sup>th</sup> day of each month beginning on October 15, 2019 through February 15, 2020 (with respect to August 2019 through December 2019).

**Percentage Rent Percentages:**

<b>2018</b>	0%
<b>2019</b>	0%
<b>2020</b>	0%

**Annual Percentage Rent Breakpoints:** N/A

**Revenues Attributable to Lessee CapEx:** N/A

**TCOS Allocation:** N/A

**Allocated Other Revenue:** N/A

**Term of Rent Supplement :** Expires 12/31/20

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The Parties have executed this Second Amended Supplement to the Permian Lease as of the date set forth above.

**SHARYLAND UTILITIES, L.P.**

By: /s/ Greg Wilks

Name: Greg Wilks

Title: Chief Financial Officer

**SHARYLAND DISTRIBUTION & TRANSMISSION  
SERVICES, L.L.C.**

By: /s/ Brant Meleski

Name: Brant Meleski

Title: Chief Financial Officer

**PERMIAN LEASE**