

Attachment 3 to Exhibit 2
Alternative Technical Concept #6
Interim Toll Segments 3A and 3B



IH 635 MANAGED LANES PROJECT – CONFIDENTIAL ATCS

PROPOSER: CINTRA

ALTERNATIVE TECHNICAL CONCEPT - NUMBER 6 (ATC-06)



(a) ~~CINTRA_ATC-06_Interim-Toll-Segments-3A-and-3B~~

(b) A description and conceptual drawings of the configuration of the ATC or other appropriate descriptive information, including a traffic operational analysis, if appropriate:

The main concept of this ATC is to temporarily divide Toll Segment 3, as defined in Book 1, Exhibit 4, Section B.1, into two smaller interim Toll Segments 3A and 3B as shown in the table below.

Toll Segment	Description	Point (STA)	Point (STA)	Length (mi.)
3A	The Dallas North Tollway to east of Preston Road	262+55	325+00	1.18
3B	East of Preston Road to Greenville Ave.	325+00	507+00	3.45

The purpose of dividing Toll Segment 3 is that the limits as defined in the CDA do not coincide with the entrance and exit points to and from the Managed Lanes. By temporarily dividing Toll Segment 3 into two Toll Segments as defined above, it is anticipated that Service Commencement can be achieved for Toll Segment 3B much sooner than for Toll Segment 3A. Upon Service Commencement of Toll Segment 3A, the interim Toll Segments would no longer apply and the CDA would then function in accordance with the original Toll Segment configuration (subject to any other TxDOT approved changes).

(c) The locations where, and an explanation of how, the ATC will be used on the Project:

This ATC will be applied to Toll Segment 3. By splitting this Toll Segment into Toll Segments 3A and 3B, Service Commencement of Toll Segment 3B could be achieved much earlier than for all of Toll Segment 3 due to the limited amount of construction needed to complete this part of the project. This in turn will allow tolls to be collected sooner on this portion of the Managed Lanes resulting in an increase in Project revenue.

(d) Any changes in operations requirements associated with the ATC, including ease of operations:

The early opening of Segment 3B will provide a most needed period to fine-tune the Toll Collection performance prior to the start of operations in the remaining of the project. It will also provide users with time to familiarize with the concept of dynamic pricing/invoicing thus reducing the expected ramp-up period of traffic in the project.

Toll rates to be applied on segment 3B will be calculated in accordance with the actual length of 3B until 3A is open to traffic, at which point toll rates per segment will be calculated based on the full length of segment 3.

(e) Any changes in maintenance requirements associated with the ATC, including ease of maintenance:

This ATC should not result in any changes in maintenance requirements.

(f) Any changes in Handback Requirements associated with the ATC:



~~This ATC should not result in any changes in Handback Requirements.~~

(g) Any changes in the anticipated life of the item(s) comprising the ATC:

This ATC should not result in any changes in the anticipated life of the items.

(h) Any reduction in the time period necessary to design and construct the Project resulting from implementing the ATC, including, as appropriate, a description of method and commitments:

This ATC will not result in a reduced time period necessary to construct the Project, but will result in an earlier Service Commencement of the portion of the project defined above as Toll Segment 3B. If this ATC is approved, the Proposer can commit to reaching Service Commencement for Toll Segment 3B as defined above no later than 3 years after NTP 2.

(i) References to requirements of the RFP which are inconsistent with the proposed ATC, an explanation of the nature of the deviations from said requirements, and a request for approval of such deviations:

This ATC is inconsistent with Book 1, Exhibit 4, Section B. Toll Segments. Section B.1. of Exhibit 4 defines the limits of Toll Segment 3 as being from the Dallas North Tollway to US 75 and from Station 262+55 to 507+00. Section B.2. of Exhibit 4 also states that "Developer shall not modify the Toll Segments unless it submits a justification to and receives a written approval from TxDOT in TxDOT's sole discretion before implementation."

The Proposer requests TxDOT approval to deviate from the requirements referenced above by temporarily dividing Toll Segment 3 into two smaller Toll Segments, 3A and 3B as defined under item (b) above, during the construction phase of the Project so that Toll Segment 3B could be opened to Managed Lanes traffic and tolled prior to the completion of Toll Segment 3A.

(j) The analysis justifying use of the ATC and why the deviation, if any, from the requirements of the RFP should be allowed:

This ATC is justified because it will result in an increase in revenue and will allow a portion of the Managed Lanes to be put into operation earlier in the Project.

(k) A preliminary analysis of potential impacts on vehicular traffic (both during and after construction), environmental permitting, community impact, safety, and lifecycle project and infrastructure costs, including impacts on the cost of repair, maintenance and operation:

This ATC will improve vehicular traffic during the project construction by placing a portion of the Managed Lanes into operation sooner than would be possible without the ATC. Although Section G(4) of Exhibit 4 to the CDA excuses the Developer from its obligation to maintain Average Speeds in the Managed Lanes of the Toll Segment at or above 50 mph for events that are beyond Developer's control, which would include, without limitation, any construction activities being undertaken with respect to Toll Segments that have not yet reached Service Commencement and that may impact traffic on Toll Segments for which Service Commencement has been reached, the opening of Toll Segments for early operation (such as the Toll Segments contemplated herein) would provide for an overall positive benefit to the region.

There is no adverse impact on safety. Furthermore, there should not be any adverse impacts on environmental permitting, community impacts, lifecycle project and infrastructure costs, including the



~~cost-repair, maintenance, and operation. There should actually be a positive community impact since a completed portion of the project would be opened to traffic sooner than it would be without this ATC.~~

(l) A preliminary analysis of potential impacts on Project revenue:

The implementation of this ATC will result in an increase of Project revenue by allowing Toll Segment 3b to be open and collecting tolls earlier than would be possible without the ATC.

(m) If and what additional right of way will be required to implement the ATC and Proposers are advised that they shall (i) be solely responsible for the acquisition of any such right of way, including the cost thereof and obtaining any necessary Environmental Approvals; (ii) not be entitled to any Change Order for time or money as a result of Site conditions (i.e., Hazardous Materials, differing site conditions, geotechnical issues, Utilities, etc.) on such additional right of way; and (iii) not be entitled to any Change Order for time or money as a result of any delay, inability or cost associated with the acquisition of such right of way):

No additional ROW will be required to implement this ATC.

(n) A description of other projects where the ATC has been used, the degree of success or failure of such usage and names and contact information including phone numbers and e-mail addresses for project owner representatives that can confirm such statements:

The proposer does not know of any other project in which this specific case has been applied.

(o) A description of added risks to TxDOT or third parties associated with Implementing the ATC:

No added risks are foreseen for the implementation of this ATC.

(p) An estimate of any additional TxDOT, Developer and third party costs associated with implementation of the ATC:

This ATC should not result in any added costs to TxDOT, Developer or third parties.

(q) An estimate of any savings that would accrue to TxDOT should the ATC be approved and implemented:

See question (s) for details for savings on potential Public Funds Request due to an increase in revenue.

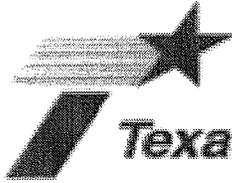
(r) A description of how the ATC is equal or better in quality and performance than the requirements of the RFP:

This ATC is equal in quality and performance to the requirements of the RFP because no deviations are being requested pertaining to the Technical Provisions.

(s) A preliminary analysis of potential impacts on the Public Funds Request or Concession Payment, as applicable:



This ATC will reduce the Public Funds Request by approximately \$10 Million due to the increase in revenue.



Texas Department of Transportation

P.O. BOX 133067 • DALLAS, TEXAS 75313-3067 • (214) 320-6100

April 18, 2008

CONFIDENTIAL

Mr. Alfonso Orol
Cintra
7700 Chevy Chase Dr.
Chase Park One, Suite 500
Austin, TX 78752

Re: IH 635 Managed Lanes Project – Response to Proposed ATCs

Mr. Orol,

The Texas Department of Transportation ("TxDOT"), has completed it's review of your proposed Alternative Technical Concepts (ATCs) submitted on April 10, 2008 and April 14, 2008 respectively in accordance with Section 3.3 of the Instruction to Proposers. Please note that regardless of these initial determinations shown below, the Proposer is still responsible for ensuring that the final submittal complies with the RFP requirements.

ATC #5 - CINTRA_ATC-05_USE OF PVC PIPING ON STANDPIPE SYSTEM. ATC #5 is not acceptable in its present form, but may be acceptable upon the satisfaction, in TxDOT's sole discretion, of certain identified conditions which must be met or clarifications or modifications that must be made. Please clarify the following:

- What are the applicable code(s) governing the planned approach
- That PVC is a material listed for this service

ATC #6 - CINTRA_ATC-06_INTERIM TOLL SEGMENTS 3A AND 3B. The proposed ATC #6 is acceptable for inclusion in the proposal.

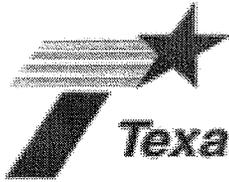
TxDOT looks forward to working closely with you as we continue to collectively move forward with the proposal development phase of the Project procurement.

Sincerely,

John D. Hudspeth, P.E.
IH 635 Managed Lanes Project Manager
Texas Department of Transportation

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June 30, 2008

CONFIDENTIAL

Mr. Alfonso Orol
Cintra
7700 Chevy Chase Dr.
Chase Park One, Suite 500
Austin, TX 78752

Re: Updated Response
IH 635 Managed Lanes Project – Response to Proposed ATCs

Mr. Orol,

The Texas Department of Transportation ("TxDOT"), has completed it's review of your proposed Alternative Technical Concepts (ATCs) submitted on April 10, 2008 and April 14, 2008 respectively in accordance with Section 3.3 of the Instruction to Proposers. Please note that regardless of these initial determinations shown below, the Proposer is still responsible for ensuring that the final submittal complies with the RFP requirements.

ATC #6 - CINTRA_ATC-06_INTERIM TOLL SEGMENTS 3A AND 3B. The proposed ATC #6 is acceptable for inclusion in the proposal.

TxDOT's approval of ATC #6 is subject to compliance with Section 6.2.13 of the Comprehensive Development Agreement for the IH 635 Managed Lanes Project and Section 11.1.2 of the Technical Provisions for the IH 635 Managed Lanes Project.

TxDOT looks forward to working closely with you as we continue to collectively move forward with the proposal development phase of the Project procurement.

Sincerely,

John D. Hudspeth, P.E.
IH 635 Managed Lanes Project Manager
Texas Department of Transportation

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