NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO. 12-25

A RESOLUTION CONFIRMING WAIVER OF MARKET VALUATION AND FIRST OPTION REGARDING THE SH 183 MANAGED LANES PROJECT FROM SH 161 TO IH 35E/TRINITY PARKWAY

March 1, 2012

WHEREAS, the North Texas Tollway Authority (the "NTTA"), is a regional tollway authority created and operating pursuant to Chapter 366 of the Texas Transportation Code (the "Code"), known as the Regional Tollway Authority Act, under which Act the NTTA is authorized to study, design, construct, operate, maintain, expand, enlarge, and extend turnpike projects in Collin, Dallas, Denton, and Tarrant counties; and

WHEREAS, Chapters 228 and 373 of the Code pertain to the development, construction, and operation of toll projects, including NTTA turnpike projects, located within the boundaries of local toll project entities, including the NTTA; and

WHEREAS, Senate Bill 19, passed by the 82nd Legislature and effective June 17, 2011, created a streamlined primacy determination for the allocation of toll projects between the Texas Department of Transportation ("TxDOT") and the local toll project entities, such as the NTTA, replacing the market valuation and primacy determination created by Senate Bill 792, passed by the 80th Legislature and codified as Section 228.0111 of the Code; and

WHEREAS, while Section 11 of Senate Bill 19 repealed Section 228.0111 of the Code effective September 1, 2011, Section 13 of that bill provided that such repeal did not affect any agreement, resolution, or minute order previously entered into or adopted by TxDOT and any local toll project entity under that repealed section; and

WHEREAS, the NTTA and TxDOT, pursuant to former Section 228.0111 of the Code, have previously taken actions and entered into or adopted the materials described below which, pursuant to Section 13 of Senate Bill 19, are intended to remain in effect, and by which the NTTA waived both the market valuation and the NTTA's first option (defined below) to develop, finance, construct, and operate the SH 183 Managed Lanes (defined below), subject to certain conditions; and

WHEREAS, under former Section 228.0111(c) of the Code, the NTTA is the local toll project entity with primary responsibility for the financing, construction, and operation of toll projects located in its boundaries, and under former Section 228.0111(g) of the Code, the NTTA has the first option (the "first option") to develop, finance, construct, and operate a toll project within its boundaries; and

WHEREAS, the proposed reconstruction and redevelopment of State Highway (SH) 183 from SH 161 to IH 35E/Trinity Parkway in Dallas County currently is planned to include two concurrent-flow managed lanes in each direction in the median, hereinafter referred to as the "SH 183 Managed Lanes;" and

WHEREAS, the SH 183 Managed Lanes constitute a "toll project" under Chapter 228 of the Code and was subject to the market valuation and first option provisions of that chapter; and

WHEREAS, the NTTA's Board of Directors (the "Board") adopted NTTA Resolution 08-407B, which was later superseded by NTTA Resolution 08-528, under which the Board authorized and agreed that the NTTA waived the market valuation of SH 183 Managed Lanes, subject, however to TxDOT similarly waiving the market valuation; and

WHEREAS, the Board adopted NTTA Resolution 09-138, under which the Board waived its first option to undertake the SH 183 Managed Lanes, but stipulated that the waiver would not apply if all or any portion of the SH 183 Managed Lanes is modified to (a) fail to comply with the Regional Transportation Council's generally applicable Managed Lanes Policy (the "RTC Policy") or (b) make a majority of the SH 183 lanes (exclusive of service roads) managed or toll lanes; and

WHEREAS, on June 21, 2011, TxDOT sent a letter to the NTTA requesting that it (a) confirm its previous waivers of its first option to develop, finance, construct, and operate the SH 183 Managed Lanes and (b) waive or decline to exercise its similar option under Chapter 373 of the Code; and

WHEREAS, in November 2011, TxDOT issued a Request for Information ("RFI") to assist TxDOT in developing a strategy for project development and implementing the procurement process for the SH 183 Managed Lanes, and the RFI revealed that the scope and potential terms of the SH 183 Managed Lanes changed since the NTTA last waived its first option on the SH 183 Managed Lanes and that TxDOT intended to develop the SH 183 Managed Lanes through a comprehensive development agreement approach; and

WHEREAS, TxDOT has delivered further information on the current scope of the SH 183 Managed Lanes and the NTTA staff and consultants have reviewed this information; and

WHEREAS, under Section 373.055(a) of the Code, either TxDOT or the NTTA may at any time before or during the process established by Subchapter B of Chapter 373 waive or decline to exercise any option, step, or other right under that subchapter that solely benefits that entity by notifying the other entity of its decision in writing;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby (a) confirms the NTTA's previous waivers of the market valuation and its first option to develop, finance, construct, and operate the SH 183 Managed Lanes, and (b) waives and declines to exercise the NTTA's option to develop, finance, construct, and operate the SH 183

Managed Lanes pursuant to Section 373.055 of the Code, as described, and only upon the terms, in this resolution; and

BE IT FURTHER RESOLVED that the NTTA hereby states its strong support of TxDOT's development of the SH 183 Managed Lanes, as described above in this resolution and in accordance with the RTC Policy; and

BE IT FURTHER RESOLVED that nothing in this resolution shall be construed to waive a market valuation or any option, step, or other right for any toll project other than the SH 183 Managed Lanes or to waive any right or obligation of the NTTA to develop, finance, construct, or operate any toll project other than the SH 183 Managed Lanes or otherwise signify an intention by the NTTA not to undertake any other toll project that it is authorized to study, finance, construct, operate, or maintain under the Regional Tollway Authority Act, Chapter 373 of the Code, or any other applicable law, or to waive the NTTA's right to provide customer service and other toll collection and enforcement services for a toll project pursuant to Section 366.038 of the Code or any successor thereto; and

BE IT FURTHER RESOLVED that the foregoing waivers apply solely to the SH 183 Managed Lanes as described above in this resolution and in accordance with the RTC Policy, and such waivers shall not apply if (a) all or any portion of the SH 183 Managed Lanes is modified to (1) fail to comply with the RTC Policy or (2) make the majority of the SH 183 lanes (exclusive of service roads) managed or toll lanes in their ultimate configuration.

Kenneth Barr, Chairman

ATTEST:

Ruby Franklin, Secretary

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TITLE 43	TRANSPORTATION
PART 1	TEXAS DEPARTMENT OF TRANSPORTATION
CHAPTER 27	TOLL PROJECTS
SUBCHAPTER H	DETERMINATION OF TERMS FOR CERTAIN TOLL PROJECTS
RULE §27.90	**Purpose**

Transportation Code, §228.013 requires, for certain department toll projects in which a private entity has a financial interest in the project's performance, that the distribution of the project's financial risk, the method of financing for the project, and the tolling structure and methodology be determined by a committee comprised of representatives from the department, any local toll project entity for the area in which the project is located, the applicable metropolitan planning organization, and each municipality or county that provides revenue or right of way for the project. This subchapter prescribes the process for a committee's issuance of its determination.

Source Note: The provisions of this §27.90 adopted to be effective September 15, 2011, 36 TexReg 5951

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TITLE 43	TRANSPORTATION
PART 1	TEXAS DEPARTMENT OF TRANSPORTATION
CHAPTER 27	TOLL PROJECTS
SUBCHAPTER H	DETERMINATION OF TERMS FOR CERTAIN TOLL PROJECTS
RULE §27.91	**Definitions**

The following words and terms, when used in this subchapter, shall have the following meanings, unless the context clearly indicates otherwise.

(1) Availability payment contract--A comprehensive development agreement under which payments are made to a private entity from project and other revenue to compensate the private entity for capital, operating, and financial costs, which may be based on the private entity's performance under the agreement.

(2) Commission--The Texas Transportation Commission.

(3) Committee--A committee established under this subchapter.

(4) Comprehensive development agreement--An agreement with a private entity authorized under Transportation Code, Chapter 223, Subchapter E that, at a minimum, provides for the design and construction, reconstruction, extension, expansion, or improvement of a toll project and may also provide for the financing, acquisition, maintenance, or operation of a toll project.

(5) Concession agreement--A comprehensive development agreement under which a private entity agrees to develop, finance, and construct a toll project, and to assume operation or maintenance responsibilities for a toll project, in exchange for rights to revenue of the project.

(6) Department--The Texas Department of Transportation.

(7) Executive director--The executive director of the department or the executive director's designee.

(8) Local funds--Funds of a city or county, any other funds paid by a city or county to meet local participation requirements, and money deposited in a subaccount created under Transportation Code, §228.012.

(9) Local toll project entity--Has the meaning assigned by Transportation Code, §373.001.

(10) Metropolitan planning organization--The organization or policy board of an organization created and designated under 23 U.S.C. §134 and 49 U.S.C. §5303, as amended, to make transportation planning decisions for a metropolitan planning area in which a toll project is located and to carry out the metropolitan transportation planning process.

(11) Toll project--Has the meaning assigned by Transportation Code, §201.001.

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Source Note: The provisions of this §27.91 adopted to be effective September 15, 2011, 36 TexReg 5951

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TITLE 43	TRANSPORTATION
PART 1	TEXAS DEPARTMENT OF TRANSPORTATION
CHAPTER 27	TOLL PROJECTS
SUBCHAPTER H	DETERMINATION OF TERMS FOR CERTAIN TOLL PROJECTS
RULE §27.92	**Financial Terms**

(a) Applicability. This subchapter applies only to a department toll project that will be developed under a concession agreement or an availability payment contract, and for which:

(1) funds allocated to a metropolitan planning organization are expected to be used to pay for project costs;

(2) local funds are expected to be used to pay for project costs; or

(3) property of a city or county is expected to be used as project right of way or a city or county is expected to pay for the acquisition of right of way for the project.

(b) Formation and membership of committee. For a project subject to Transportation Code, Chapter 373, Subchapter B, the committee shall be formed after the department exercises its option under that subchapter to develop, finance, construct, and operate the project. The membership of a committee shall be determined after the commission authorizes the department to initiate a procurement for a toll project that provides for the potential delivery of the project through a concession agreement or an availability payment contract. A committee consists of the following members:

(1) one member appointed by each metropolitan planning organization within whose boundaries all or part of the proposed project may be located;

(2) one member appointed by each local toll project entity within whose boundaries all or part of the proposed project may be located;

(3) one member appointed by each city and county which has:

(A) provided local funds to pay for right of way acquisition or other project costs or to acquire right of way for the project, or has provided property of the city or county for use as project right of way; or

(B) submitted to the department an order or resolution adopted by the city council or county commissioners court committing local funds or property to the project; and

(4) one member appointed by the executive director to represent the department.

(c) Officers. The committee will, subject to the concurrence of the commission, elect a chair and vice-chair by majority vote of the members of the committee.

(d) Duties. A committee established under this subchapter shall submit a report to the executive director before the date the department issues a request for qualifications for the toll project, except for a project

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for which the department and a local toll project entity have agreed on the terms and conditions for the project under Transportation Code, §228.0111, or for which a local toll project entity has waived its option to develop, construct, and operate the project, in which case the report shall be submitted before the date the department issues a request for proposals for the project. If the project is subject to a market valuation agreement, market valuation waiver agreement, or similar agreement entered into under Transportation Code, §228.0111, or a toll project agreement entered into under Transportation Code, §373.006, the report may not include determinations that are inconsistent with the provisions of the agreement that relate to the determinations to be included in the report. A report shall contain the following determinations:

(1) the distribution of project financial risk, which is the allocation of revenue risk for a toll project between the department and the private entity with which the department enters into an agreement for the project;

(2) the method of financing for the project, which is a determination of whether the project should be funded with private or public funding or a combination of private and public funding; and

(3) unless the project is subject to a regional tolling policy, the project's tolling structure and methodology.

(e) Failure to submit report. All members of a committee will utilize their best efforts to support the generation of a report. If a committee does not submit a report by the date the department is scheduled to issue a request for qualifications or request for proposals, as applicable, for a project, the department will use any business terms applicable to the project that have been adopted by the metropolitan planning organization and that relate to the determinations to be included in the report.

(f) Meetings.

(1) Meeting requirements. The department's Office of General Counsel will submit to the Office of the Secretary of State notice of a meeting of the committee at least eight days before the date of the meeting. The notice will provide the date, time, place, and purpose of the meeting. A meeting of a committee will be open to the public. A committee will follow the agenda set for each meeting under paragraph (2) of this subsection.

(2) Scheduling of meetings. Meeting dates, times, places, and agendas will be set by the office designated under subsection (g) of this section. Any committee member may suggest an agenda item, provided that the agenda item must be approved by the chair of the committee and the department. A committee's report may only discuss items that are within the committee's jurisdiction. The office designated under subsection (g) of this section will provide notice of the time, date, place, and purpose of meetings to the members, by mail, email, telephone, or any combination of the three, at least eight calendar days before each meeting. All meetings must take place in Texas and must be held in a location that is readily accessible to the general public.

(3) Committee action. A quorum of the committee is one half or more of the number of members appointed to the committee. A committee may act only by majority vote of the members present at the meeting and voting.

(4) Record. Minutes of all committee meetings shall be prepared and filed with the executive director. The complete proceedings of all committee meetings must also be recorded by electronic means.

(5) Public information. All minutes, transcripts, and other records of the committees are records of the department and as such, are subject to disclosure under the provisions of Government Code, Chapter 552.

(g) Administrative support. For each committee, the executive director will designate an office or division of the department that will be responsible for providing any necessary administrative support essential to the functions of the committee. The department will provide project information and other information to the committee to assist the committee in carrying out its duties, including the project procurement schedule.

(h) Duration. After a committee submits the report described in subsection (d) of this section, the committee ceases to exist. The department may, in its discretion, reconvene a committee if changed circumstances may result in a change in the committee's determinations.

Source Note: The provisions of this §27.92 adopted to be effective September 15, 2011, 36 TexReg 5951

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COURT ORDER

ORDER NO. 2012 0585

DATE: April 3, 2012

STATE OF TEXAS

COUNTY OF DALLAS

BE IT REMEMBERED, at a regular meeting of the Commissioners Court of Dallas County, Texas, held on the 3 day of April, 2012, on motion made by Mike Cantrell, Commissioner of District No. 2, and seconded by John Wiley Price, Commissioner of District No. 3, the following order was adopted.

WHEREAS, Texas Department of Transportation (TxDOT) is engaged in project development activities associated with the planned redevelopment of an 8.9 mile section of SH 183 from SH 161 to IH 35E in Dallas County; and

WHEREAS, at the next Texas Transportation Commission (Commission) meeting, it is expected that the Commission will take action on the SH 183 Managed Lanes Project (Project) and adopt a minute order authorizing TxDOT to move forward with the Project; and

WHEREAS, the minute order will authorize TxDOT to exercise its option to develop, finance, construct, and operate the project and issue a request for qualifications to develop, design, construct, finance, maintain, and operate all or any portion of the Project; and

WHEREAS, authorization to initiate the procurement would allow for the formation of a Senate Bill (SB) 1420 Committee, which would be required to issue a report to determine the distribution of financial risk, method of financing, and tolling structure and methodology for this Project; and

WHEREAS, participating cities and entities that have committed to provide funding and/or right of way for this project will be asked to reconfirm their commitment, appoint one member to represent them on the SB 1420 Committee, and provide a certified copy of a resolution or other action authorizing their representative; and

WHEREAS, this project will comply with Vision 4 of Dallas County's Strategic Plan, addressing critical regional issues; and

WHEREAS, Dallas County currently has funding of $750,000.00 available for project costs for SH 183- IH 35E to Elm Fork of Trinity River and $3,894,000.00 for Loop 12 and SH 183; and

WHEREAS, it is recommended that Dallas County Public Works Director, Alberta Blair, P.E., be designated as the committee member on the SB 1420 – SH 183 Managed Lanes Project Committee, with Assistant Director Antoinette Bacchus, P.E. as the alternate member for voting purposes.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED by the Dallas County Commissioners Court that Dallas County is committed to the project development of the SH 183 Managed Lanes Project; and that the appointed committee member for the SB 1420 Committee shall be the Director of Public Works, Alberta Blair P.E., with alternate Antoinette Bacchus, P.E.; and funding for MCIP Project SH 183 will be secured by a future agreement.

DONE IN OPEN COURT, this the 3 day of April, 2012.

Judge Clay Lewis Jenkins

Maurine Dickey, District 1

Mike Cantrell, District 2

John Wiley Price, District 3

Dr. Elba Garcia, District 4

Recommended for Approval:

Alberta L. Blair, P.E., Director of Public Works

Texas Department of Transportation

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

March 27, 2012

Ms. Alberta Blair, P.E.
Public Works Director
Dallas County
411 Elm Street
Dallas, Texas 75202-3301

RE: Notice of intent to move forward with procurement of SH 183 project

Dear Ms. Blair:

As you are aware, the Texas Department of Transportation (TxDOT) is engaged in project development activities associated with the planned redevelopment of an 8.9 mile section of SH 183 from SH 161 to IH 35E in Dallas County (SH 183 Managed Lanes Project).

Please note that we expect the Texas Transportation Commission (Commission) to take action on the SH 183 Managed Lanes Project at the next Commission Meeting on March 29, 2012. We anticipate that the Commission will adopt a minute order authorizing TxDOT to move forward with the project. This minute order would authorize TxDOT to exercise its option to develop, finance, construct and operate the project; and issue a request for qualifications (RFQ) for the development, design, construction, and potentially to finance, maintain and operate all or any portion of the project.

Authorization to initiate the procurement would allow for the formation of a Senate Bill (SB) 1420 Committee, which would be required to issue a report to determine the distribution of financial risk, method of financing, and tolling structure and methodology for this project. We anticipate issuing the RFQ later this year, after the SB 1420 Committee's report is issued.

Participating cities and entities that have committed to provide funding and/or right of way for this project will be asked to reconfirm their commitment, appoint one member to represent them on the SB 1420 Committee, and provide a certified copy of a resolution or other action authorizing their representative.

Since choosing an appointee and finalizing an authorization (resolution or other action) may take a significant amount of time, please begin to consider your potential choice of appointee and the time requirement to execute an authorization. A copy of a draft resolution is attached for your convenience.

If you have any questions or would like additional information, please contact me at (214) 320-6110.

Sincerely,

William L. Hale, P.E.
Dallas District Engineer

Attachment

cc: Antoinette Bacchus, Transportation/Planning, Dallas County

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CITY OF IRVING

COUNCIL RESOLUTION NO. RES-2012-121

WHEREAS, the Texas Department of Transportation (TxDOT) is engaged in project development activities associated with the planned redevelopment of a 8.9-mile section of SH 183 from SH 161 to IH 35E in Dallas County (the "SH 183 Managed Lanes Project"); and

WHEREAS, TxDOT and local stakeholders, including the City of Irving, are currently analyzing options for the financing and delivery of the SH 183 Managed Lanes Project; and

WHEREAS, for proposed TxDOT toll projects in which a private entity has a financial interest in the project's performance, Transportation Code Section 228.013 and TxDOT rules implementing that section require formation of a committee (SB 1420 Committee) comprised of representatives from TxDOT, the local toll project entity for the area in which the project is located, the metropolitan planning organization, and each municipality or county that has either provided revenue or right-of-way as described in the statute and rules, or has submitted to TxDOT an order or resolution adopted by the city council or county commissioners court committing local funds or property to the project; and

WHEREAS, the City of Irving has provided an initial investment of right-of-way in the amount valued at $5,127,000 for the SH 183 Managed Lanes Project, and is therefore authorized to participate as a member of the SB 1420 Committee for the project; and

WHEREAS, Section 228.013 and the TxDOT rules implementing that section provide that, for a project described therein, the distribution of financial risk, method of financing, and the tolling structure and methodology must be determined by the SB 1420 Committee for that project; and

WHEREAS, the SB 1420 Committee for the SH 183 Managed Lanes Project will be comprised of representatives from TxDOT, the North Central Texas Council of Governments (NCTCOG), the North Texas Tollway Authority (NTTA), and each city or county that provides funding or right-of-way for the project, or has submitted to TxDOT an order or resolution adopted by the city council or county commissioners court committing local funds or property to the project, including the City of Irving;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF IRVING, TEXAS:

SECTION I. THAT the City Council hereby appoints Councilmember Rick Stopfer as representative and Public Works Director Ramiro Lopez as an alternate to serve on the SB 1420 Committee for the SH 183 Managed Lanes Project.

SECTION II. THAT the City Council appointed representative and alternate are authorized to participate in meetings, assist with preparation of reports, vote as a member of the committee, and take such other and further actions as deemed appropriate in connection with the SB 1420 Committee function on behalf of the City of Irving.

SECTION III. THAT the City has provided an initial investment of right-of-way valued in the amount of $5,127,000.00 for the SH 183 Managed Lanes Project.

SECTION IV. THAT this resolution shall take effect from and after its final date of passage, and it is accordingly so ordered.

PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF IRVING, TEXAS, on April 19, 2012.

BETH VAN DUYNE
MAYOR

ATTEST:

Shanae Jennings
Acting City Secretary

APPROVED AS TO FORM:

Charles R. Anderson
City Attorney

CITY OF IRVING SEAL STATE OF TEXAS

RES 2012-121

RESOLUTION APPOINTING MICHAEL MORRIS TO REPRESENT THE METROPOLITAN PLANNING ORGANIZATION FOR THE DALLAS-FORT WORTH AREA ON THE SH 183 MANAGED LANES PROJECT COMMITTEE (R12-02)

WHEREAS, the North Central Texas Council of Governments is designated as the Metropolitan Planning Organization for the Dallas-Fort Worth Metropolitan Area by the Governor of Texas in accordance with federal law; and,

WHEREAS, the Regional Transportation Council, comprised primarily of local elected officials, is the regional transportation policy body associated with the North Central Texas Council of Governments, and has been and continues to be the regional forum for cooperative decisions; and,

WHEREAS, under Senate Bill 1420, 82nd Legislature, 2011, Texas Transportation Code Section 228.013 was added, which requires the creation of a committee to determine, for certain toll projects, such as the SH 183 managed lanes project, the distribution of a project's financial risk, the method of financing for the project and the tolling structure and methodology; and,

WHEREAS, this committee is to be comprised of representatives from the Texas Department of Transportation, any local toll project entity for the area in which the project is located, the applicable metropolitan planning organization and each municipality or county that has provided revenue or right-of-way for the project; and,

WHEREAS, since the Regional Transportation Council is eligible to appoint a member to the committee and the SH 183 managed lanes project is now moving forward and will soon be underway; an appointment to the committee is required.

NOW, THEREFORE, BE IT HEREBY RESOLVED THAT:

Section 1. The Regional Transportation Council appoints Michael Morris, Director of Transportation, to represent the North Central Texas Council of Governments' Regional Transportation Council on the committee required by Senate Bill 1420 and Texas Transportation Code Section 228.013.

Section 2. This resolution shall be in effect immediately upon its adoption.

Jungus Jordan, Chair
Regional Transportation Council
Councilmember, City of Fort Worth

I hereby certify that this resolution was adopted by the Regional Transportation Council of the North Central Texas Council of Governments for the Dallas-Fort Worth Metropolitan Area on March 8, 2012.

Kathryn Wilemon, Secretary
Regional Transportation Council
Councilmember, City of Arlington

NORTH TEXAS TOLLWAY AUTHORITY

5900 West Plano Parkway • Plano, Texas 75093 • (214) 461-2000 • Fax (214) 528-4826 • www.ntta.org

April 9, 2012

Mr. Bill Hale
Dallas District Engineer
Texas Department of Transportation
P.O. Box 133067
Dallas, Texas 75313

Dear Mr. Hale:

The North Texas Tollway Authority has received your letter dated March 27, 2012, in regards to your intent to move forward with the procurement for the SH 183 project (from SH 161 to IH35E in Dallas County) and the formation of a committee to recommend a distribution of the project's financial risk, the method of financing for the project and the project's tolling structure and methodology.

This letter is to advise you that the NTTA is appointing Elizabeth Mow, P.E., Interim Assistant Executive Director of Project Delivery, to represent the Authority on the committee. Gerry Carrigan, Interim Executive Director, will serve as the alternate. Please see the resolution attached.

The NTTA looks forward to working with the regional stakeholders to advance the SH 183 project. Please contact Elizabeth Mow at (214) 224-2157 or emow@ntta.org.

Sincerely,

Gerry Carrigan
Interim Executive Director

Cc: Elizabeth Mow, P.E., Interim Assistant Executive Director of Project Delivery

NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO. 12-47

A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY AUTHORIZING APPROVAL OF APPOINTMENT AND ALTERNATE APPOINTMENT TO THE SB 1420 COMMITTEE FOR THE DEVELOPMENT OF SH 183 (from SH 161 TO IH 35E/Trinity Parkway)

March 21, 2012

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional toll way authority governed by Chapter 366 of the Texas Transportation Code, known as the Regional Tollway Authority Act (the "Act"); and

WHEREAS, on February 2, the NTTA Board of Directors approved the confirmation of waiver of market valuation and first option regarding the SH 183 managed lanes project from SH 161 to IH 35E/Trinity Parkway; and

WHEREAS, the NTTA anticipates receiving a written request from the Texas Department of Transportation (TxDOT) in the near future requesting the NTTA appoint one member and an alternate to the SB 1420 Committee to represent the NTTA; and

WHEREAS, the SB 1420 Committee serves to recommend financial terms for TxDOT toll projects including; distribution of the project's financial risk, the method of financing for the project and the project's tolling structure and methodology (SH 183 is subject to the regional tolling policy); and

NOW, THEREFORE, BE IT RESOLVED that the NTTA Board of Directors authorizes Elizabeth Mow, P.E., to represent the NTTA as the primary member and Gerry Carrigan as the alternate member on the SB 1420 Committee for the development of SH 183 (from SH 161 to IH 35E/Trinity Parkway).

ATTEST:

Kenneth Barr, Chairman

Ruby Franklin, Secretary

Handout 4.3

MEMORANDUM

TO: Russell L. Zapalac, P.E.
Bill Hale, P.E.
Moosa Saghian, P.E.

DATE: June 20, 2012

FROM: Phil Wilson

SUBJECT: Designation of SH 183 SB 1420 Committee Representative and Office

Transportation Code, §228.013, added by Senate Bill 1420, 82nd Legislature, Regular Session, 2011, requires a committee to be established for certain department toll projects for the purpose of making determinations concerning the distribution of the project's financial risk, the method of financing for the project, and the tolling structure and methodology (SB 1420 Committee).

A SB 1420 Committee is comprised of representatives from the department, any local toll project entity for the area in which the project is located, the applicable metropolitan planning organization, and each municipality or county that provides revenue or right of way for the project.

Rules adopted by the commission to implement Transportation Code §228.013 require the Executive Director of the department to appoint one member of a SB 1420 Committee to represent the department, and to designate an office or division of the department to provide administrative support to the SB 1420 Committee. The department and local stakeholders are currently analyzing options for the financing and delivery of the SH 183 Managed Lanes Project that require the formation of a SB 1420 Committee for the project.

I previously designated Bill Hale, P.E. as the department representative on the SH 183 SB 1420 Committee. Pursuant to Transportation Code §228.013 and 43 TAC 27.92, I appoint Moosa Saghian, P.E. as the alternate department representative on the SH 183 SB 1420 Committee. The DFW Strategic Project Office will continue to be the office that will be responsible for providing any necessary administrative support to the committee.

cc: Edward P. Pensock, Jr., P.E., Director, Strategic Projects Division, TxDOT
Randall C. Redmond, P.E., DFW Strategic Projects Office Director, TxDOT
John Hudspeth, P.E., DFW Strategic Projects Office Deputy Director, TxDOT
Jack Ingram, Office of General Counsel, TxDOT

SH 183 Managed Lanes Project
SB 1420 Committee Report

In accordance with Texas Transportation Code, Section 228.013, added by SB 1420, 82nd Legislature, Regular Session, 2011 ("SB 1420"), and Title 43, Texas Administrative Code, Sections 27.90 – 27.92 (the "Rules"), this committee (the "Committee"), consisting of the members identified below, was formed for the purpose of making certain statutorily-required determinations with respect to the SH 183 Managed Lanes Project in Dallas County.

The SH 183 Managed Lanes Project (the "Project") includes the project as depicted in Exhibit A to this Report. The scope of the Project may be changed from that depicted in Exhibit A for reasons that include but are not limited to changes in the available public funds allocated to the Project.

The Committee held its duly noticed initial meeting on June 21, 2012. At the initial meeting of the Committee, _____ was elected to serve as Chair and _____ was elected to serve as Vice Chair.

At its duly noticed initial meeting on June 21, 2012, the Committee made the following determinations concerning the Project, as required by SB 1420 and the Rules:

1. Distribution of the Project's financial risk.

The distribution of a project's financial risk is defined in the Rules as the allocation of revenue risk for a toll project between the Texas Department of Transportation ("TxDOT") and the private entity with which TxDOT enters into an agreement for the project. Revenue risk for the Project will be retained by TxDOT, as set forth in the comprehensive development agreement.

2. Method of financing for the Project.

The method of financing for a project is defined in the Rules as the determination of whether the project should be funded with private or public funding or a combination of private and public funding. The Project will be financed with public funds, which may include the proceeds of bonds or other obligations.

3. Tolling structure and methodology.

The tolling structure and methodology as set by the Regional Transportation Council of the North Central Texas Council of Governments ("RTC") will be used for the Project. The RTC's current tolling structure and methodology, adopted on May 11, 2006 and modified on September 14, 2006 and September 13, 2007, are set forth in Exhibit B to this Report.

SH 183 Managed Lanes Project
SB 1420 Committee Report

In accordance with Texas Transportation Code, Section 228.013, added by SB 1420, 82nd Legislature, Regular Session, 2011 ("SB 1420"), and Title 43, Texas Administrative Code, Sections 27.90 – 27.92 (the "Rules"), this committee (the "Committee"), consisting of the members identified below, was formed for the purpose of making certain statutorily-required determinations with respect to the SH 183 Managed Lanes Project in Dallas County.

The SH 183 Managed Lanes Project (the "Project") includes the project as depicted in Exhibit A to this Report. The scope of the Project may be changed from that depicted in Exhibit A for reasons that include but are not limited to changes in the available public funds allocated to the Project.

The Committee held its duly noticed initial meeting on June 21, 2012. At the initial meeting of the Committee, _____ was elected to serve as Chair and _____ was elected to serve as Vice Chair.

At its duly noticed initial meeting on June 21, 2012, the Committee made the following determinations concerning the Project, as required by SB 1420 and the Rules:

1. Distribution of the Project's financial risk.

The distribution of a project's financial risk is defined in the Rules as the allocation of revenue risk for a toll project between the Texas Department of Transportation ("TxDOT") and the private entity with which TxDOT enters into an agreement for the project. Revenue risk for the Project will be retained by the private entity, as set forth in the comprehensive development agreement.

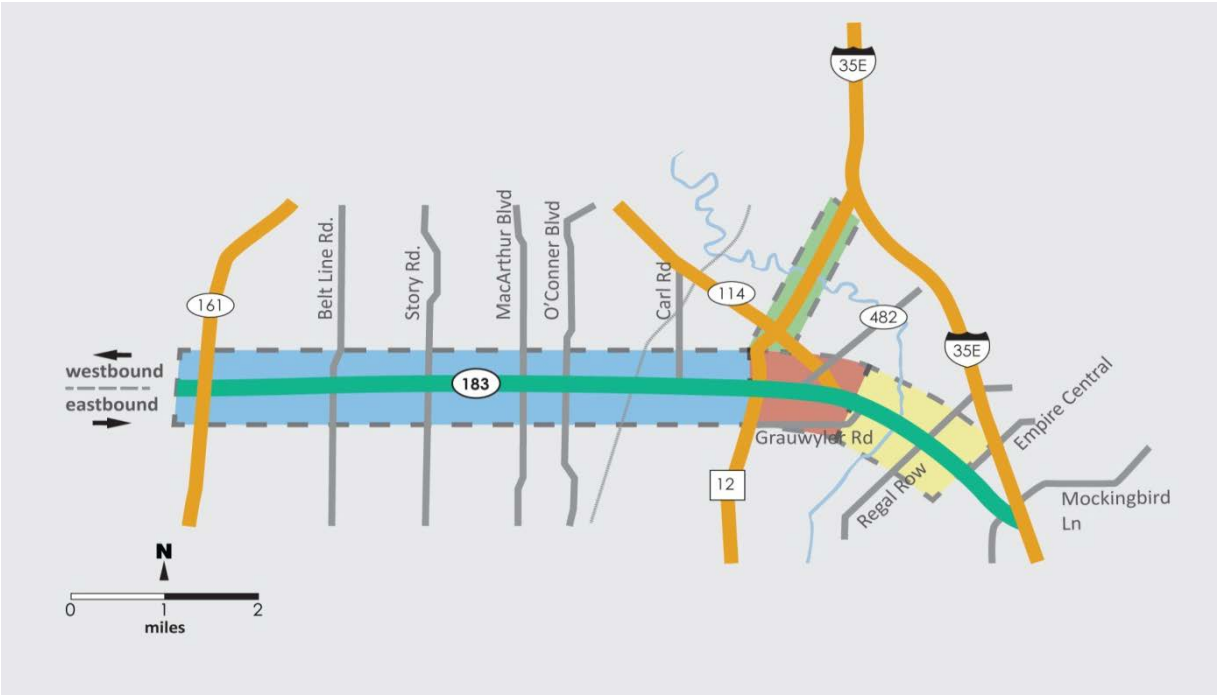
2. Method of financing for the Project.

The method of financing for a project is defined in the Rules as the determination of whether the project should be funded with private or public funding or a combination of private and public funding. The Project will be financed with a combination of public and private funds, which may include the proceeds of bonds or other obligations.

3. Tolling structure and methodology.

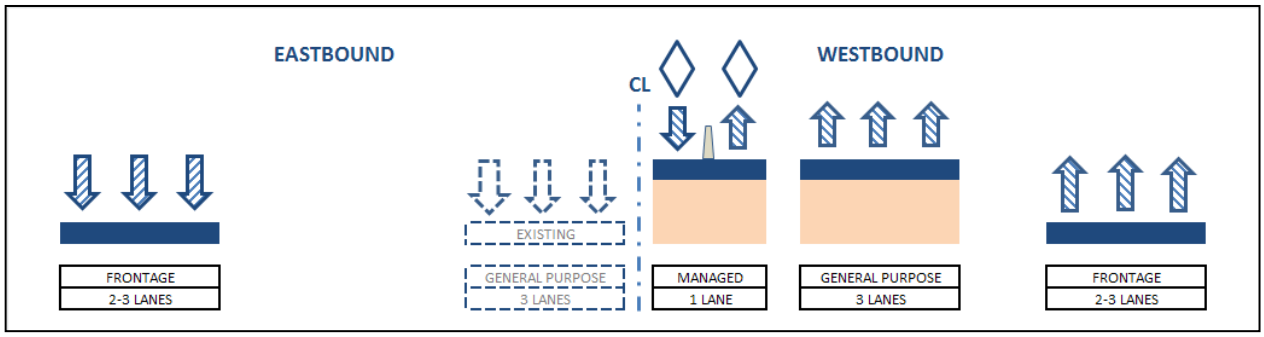
The tolling structure and methodology as set by the Regional Transportation Council of the North Central Texas Council of Governments ("RTC") will be used for the Project. The RTC's current tolling structure and methodology, adopted on May 11, 2006 and modified on September 14, 2006 and September 13, 2007, are set forth in Exhibit B to this Report.

Exhibit A
SH 183 Managed Lanes Project Description

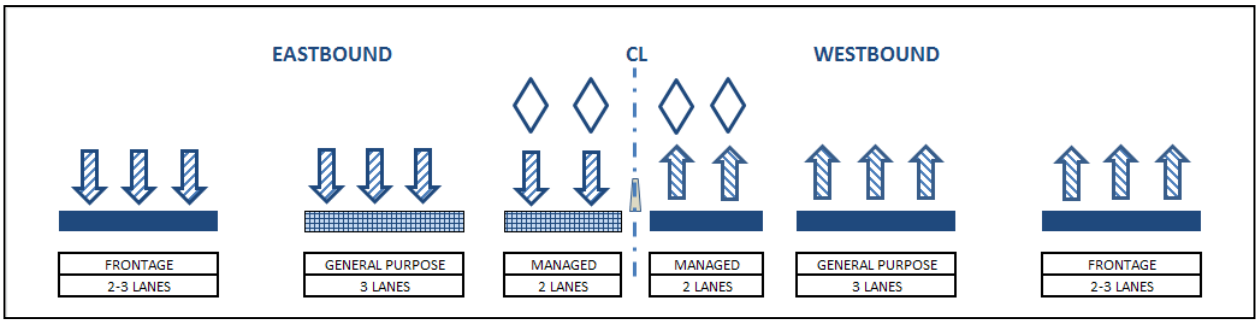


Project Limits: The SH 183 Managed Lane Project limits are generally described as: from just west of SH 161 to just west of IH 35E, and on Loop 12 from SH 183 to just south of IH 35E.

Phase 1: 1+1 Managed Lanes



Phase 2: 2+2 Managed Lanes



FINAL

4. Committee members.

The Committee was comprised of the members required by SB 1420 and the Rules, to include, as shown below, a representative of TxDOT, every local toll project entity for the area in which the Project is located, the applicable metropolitan planning organization, and each city and county that will provide revenue or right-of-way for the Project.

Submitted and approved by a majority vote of the members of the Committee present and voting at the meeting held on June 21, 2012:

SH 183 Managed Lanes Project
SB 1420 Committee Members:

	Representing:	Signature:
Michael Morris	NCTCOG	_____
Elizabeth Mow	NTTA	_____
Moosa Saghian	TxDOT	_____
Alberta Blair	Dallas County	_____
Richard Stopfer	City of Irving	_____
Rick Galceran	City of Dallas	_____

Attachments:
Exhibit A
Exhibit B

MANAGED LANE POLICIES

1. A fixed-fee schedule will be applied during the first six months of operation; dynamic pricing will be applied thereafter.
2. The toll rate will be set up to $0.75 per mile during the fixed-schedule phase. The established rate will be evaluated and adjusted, if warranted, with Regional Transportation Council (RTC) approval.
3. Toll rates will be updated monthly during the fixed-schedule phase.
4. Market-based tolls will be applied during the dynamic-pricing phase. During dynamic operation, a toll rate cap will be established. The cap will be considered “soft” during times of deteriorating performance when a controlled rate increase above the cap will be temporarily allowed.
5. Transit vehicles will not be charged a toll.
6. Single-occupant vehicles will pay the full rate.
7. Trucks will pay a higher rate, and no trucks will be permitted in the LBJ tunnel.

North Central Texas Council of Governments

MANAGED LANE POLICIES
(continued)

8. High-occupancy vehicles of two or more occupants and vanpools will pay the full rate in the off-peak period.

9. High-occupancy vehicles of two or more occupants will receive a 50 percent discount during the peak period.* This discount will phase out after the air quality attainment maintenance period. RTC-sponsored public vanpools are permitted to add peak-period tolls as eligible expenses. Therefore, the Comprehensive Development Agreement (CDA) firm will be responsible for the high-occupancy vehicle discount and the Regional Transportation Council will be responsible for the vanpool discount.

10. The toll rate will be established to maintain a minimum average corridor speed of 50 miles per hour.

*6 hours per weekday: 6:30 a.m. - 9:00 a.m. and 3:00 p.m. - 6:30 p.m.

North Central Texas Council of Governments

MANAGED LANE POLICIES
(continued)

11. During the dynamic-pricing phase, travelers will receive rebates if the average speed drops below 35 mph. Rebates will not apply if speed reduction is out of the control of the operator.

12. Motorcycles qualify as high-occupancy vehicles.

13. No discounts will be given for “Green Vehicles.”

14. No scheduled inflation adjustments will be applied over time.

15. Every managed lane corridor will operate under the same policy.

16. Adoption of this policy will have no impact on the Regional Transportation Council Excess Revenue Policy previously adopted.

North Central Texas Council of Governments

MANAGED LANE POLICIES
(continued)

17. The Regional Transportation Council requests that local governments and transportation authorities assign representatives to the Comprehensive Development Agreement procurement process.

18. The duration of the Comprehensive Development Agreement should maximize potential revenue.

19. Tolls will remain on the managed lanes after the Comprehensive Development Agreement duration.

Handout 4.5

RTC Approved – May 11, 2006
RTC Modified – September 14, 2006
RTC Modified – September 13, 2007

Exhibit B

North Central Texas Council of Governments

MANAGED LANE POLICIES

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North Central Texas Council of Governments

MANAGED LANE POLICIES
(continued)

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North Central Texas Council of Governments