Texas Department of Transportation

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

September 18, 2007

To All Shortlisted Proposers:

The Texas Department of Transportation (TxDOT) is pleased to (1) provide the final Request for Proposals (RFP) for the IH 635 Managed Lanes Project (the Project) to the shortlisted proposers; (2) describe the Project opportunity; (3) provide an update of the North Texas Tollway Authority (NTTA) Tolling Services Agreement; and (4) identify the initial one-on-one meeting dates, including a one-on-one conference call on September 26, 2007, that should be calendared by the Proposers.

TxDOT welcomes this opportunity for you to initiate preparation of your final proposal for the project and will endeavor to be responsive to questions and concerns that will arise during the course of your proposal development.

1. Issuance of Final RFP Documents

The Final RFP documents include those listed below and can be viewed at:

ftp://ttaih635:hale635@ftp.dot.state.tx.us

A. The Instructions to Proposers (ITP);
B. Book 1 – The Comprehensive Development Agreement;
C. Book 2A – Project Specific Technical Provisions;
D. Book 2A – Attachments;
E. Book 2B – Programmatic Technical Provisions;
F. Reference Information Documents

2. Project Opportunity

The project provides an exciting opportunity for the private sector to enter into a long term partnership with TxDOT. Elements of the project that are of particular interest include the following:

TxDOT's commitment to the success of the Project. The project is included as a "priority one" project in the Dallas-Fort Worth region's Mobility 2030 Plan. TxDOT completed construction of the Dallas High Five interchange in December 2005. In addition, TxDOT has invested significant time and resources in an effort to reduce the construction and operational costs of the project, as well as securing additional public funds for the project.

TxDOT's commitment to the use of public-private partnerships for the development of transportation infrastructure. TxDOT has invested significant resources to establish a public-private partnership program and views this project as a key part of the program.

Public support for the project as a toll highway. Within the Dallas - Fort Worth Metropolitan Area, population increases and associated development have resulted in traffic increases that have created congestion. The project will provide significant travel time savings for commuters traveling in the region. Revenue studies show a demand that supports the decision to designate the project as a Managed Lanes Corridor.

Support for the Project by the Regional Transportation Council (RTC). The RTC has worked closely with TxDOT on planning and development efforts to date. The RTC is a key stakeholder for transportation projects in the area and includes members from both Dallas County, as well as the other surrounding counties.

Support for the project by the Dallas County Commissioners Court. On August 21, 2007, the Dallas County Commissioners Court unanimously passed a resolution supporting the TxDOT's execution of a Comprehensive Development Agreement for this project.

A compelling economic argument for the Project. The Dallas - Fort Worth Metropolitan Area is the ninth largest region in the country with a population of five million according to the 2000 census and is expected to grow to nine million by 2030 with employment figures estimated to increase from 3.1 million in 2000 to 5.4 million by 2030.

3. Status of NTTA Tolling Services Agreement

TxDOT is continuing negotiations with NTTA on a Tolling Services Agreement (TSA) for the project and will be included in an addendum to the RFP once completed. These negotiations are built upon the discussions that TxDOT and Developers had with NTTA on our original TSA initiated in late 2006/early 2007. Our schedule anticipates conclusion of the process with an agreement signed by the NTTA Board by the end of November 2007. We would welcome your comments regarding this approach at our initial one on one meeting (see below).

4. One-on-One Meetings

Reference is made to the ITP for a list of one-on-one meetings scheduled for this procurement. TxDOT believes that this schedule is complete but reserves the right, in its sole discretion, to change, eliminate, or schedule additional meetings. TxDOT will endeavor to provide as much lead time as possible in communicating any changes to this schedule.

The one-on-one meetings are **mandatory** for all shortlisted Proposers, and a representative of each shortlisted Proposer must be present at these meetings or, if by telephone, present on the call. In certain instances, shortlisted Proposers will be asked to provide written questions or input to TxDOT in advance of the one-on-one meetings. Further details will be provided by TxDOT in advance of each round of one-on-one meetings in order to afford the Proposers time to respond.

All one-on-one meetings during the procurement process will adhere to the following procedures:

The meetings are intended to offer the Proposers an opportunity to obtain a better understanding of the current RFP requirements. The Proposers cannot rely on statements made by TxDOT and/or its representatives at these meetings, including statements regarding any changes or modifications to the RFP or statements relating to concepts discussed at the meeting. Any changes or modifications made to the RFP or to any other aspect of the project procurement process shall be made solely through written changes to the RFP issued by TxDOT.

If TxDOT deems it advisable, it may issue written responses to all of the Proposers addressing questions raised at the meetings, and/or it may issue one or more addenda revising and/or supplementing the RFP documents. If TxDOT elects to issue such written responses, TxDOT will not identify the Proposer(s) which raised the question or issue.

The Proposers may seek input from TxDOT regarding potential technical concepts, but shall not seek to obtain commitments from TxDOT in the meetings or otherwise seek to obtain an unfair competitive advantage over any other Proposer. Any discussions during the one-on-one meetings regarding potential technical concepts will not replace the Alternative Technical Concept submission requirements contained in Section 3.0 of the ITP.

No aspect of these one-on-one meetings is intended to provide any Proposer with access to information that is not similarly available to other Proposers, and no part of the evaluation of Proposals will be based on the conduct or discussions that occur during these meetings.

Prior to commencing the one-on-one meetings, TxDOT requires that each Proposer, by executing Attachment A (Countersignature to Letter Agreement) agrees to the foregoing procedures and confirms that it will not base any protest regarding this procurement on the fact that one-on-one meetings occurred. The deadline for returning an executed copy of Attachment A to TxDOT is one week prior to the scheduled one on one. Proposers shall return such executed Attachment A to TxDOT by E-mail to Mr. Edward P. Pensock, Jr., P.E. at epensoc@dot.state.tx.us followed by delivery of an original by U.S. mail or other means to Texas Department of Transportation, 125 East 11th Street, Fifth Floor, Austin, Texas, 78701-2483, Attn: Mr. Edward P. Pensock, Jr., P.E.

In addition, Proposers will be required at the one-on-one meeting to execute an acknowledgment regarding one-on-one meetings in the form attached hereto as Attachment B. Any reservations Proposers may have to the acknowledgment regarding one-on-one meetings contained in Attachment B must be forwarded to Mr. Pensock no later than 4:30 p.m. (CDT) one week prior to the scheduled one-on-one. The following lists the first three one-on-one meetings. Additional meeting schedules will be forwarded as they become available.

One-on-One Meeting #1

The first meeting will be telephonic one-on-one meetings to discuss business terms and are scheduled as follows:

September 26, 2007: 8:30 a.m. – 10:30 a.m. Dragados-Zachry Partnership
September 26, 2007: 11:00 a.m. – 1:00 p.m. Cintra
September 26, 2007: 2:00 p.m. – 4:00 p.m. Dallas Mobility Link

Please provide a call in number to be used for your timeslot to me via e-mail by close of business on Friday, September 21, 2007. TxDOT currently anticipates that it will have 8 to 12 people in attendance on these calls.

One-on-One Meeting #2
The second meeting will be in person at the Dallas District Office complex, located at 4777 E. US 80, Mesquite, TX 75150, to discuss Fire, Security and Life Safety issues and are scheduled as follows:

October 23, 2007: 8:30 a.m. – 11:30 a.m. Cintra
October 23, 2007: 1:30 p.m. – 4:30 p.m. Dallas Mobility Link
October 24, 2007: 8:30 a.m. – 11:30 a.m. Dragados-Zachry Partnership

One-on-One Meeting #3
The third meeting will be in person at TxDOT's Greer Building, located at 125 E. 11th Street, Austin, TX 78701 to discuss Technical Provisions, Tolling Services and Alternative Technical Concepts, etc. and are scheduled as follows:

October 31, 2007: 8:30 a.m. – 4:30 p.m. Dallas Mobility Link
November 1, 2007: 8:30 a.m. – 4:30 p.m. Dragados-Zachry Partnership
November 2, 2007: 8:30 a.m. – 4:30 p.m. Cintra

TxDOT looks forward to working closely with the shortlisted Proposers as we 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

Attachment

cc: Edward P. Pensock, Jr., P.E., TTA, TxDOT

## ATTACHMENT A

## COUNTERSIGNATURE TO LETTER AGREEMENT

The undersigned Proposer, on its own behalf and on behalf of _____, hereby confirms its intent to participate in the above-described one-on-one meeting process, agrees to the one-on-one meeting procedures set forth herein and waives any and all rights to contest and/or protest the IH 635 Managed Lanes procurement based on the fact that such meetings occurred.

By: _____
Name: _____
Title: _____

Date:_____, 2007

## ATTACHMENT B

## ACKNOWLEDGMENT REGARDING ONE-ON-ONE MEETINGS

The undersigned hereby acknowledge the following:

1. On May 20, 2005, TxDOT issued a Request for Qualifications to Develop, Design, Construct, Finance, Operate and Maintain the IH-635 Managed Lanes Project ("Project")

2. On September 18, 2007, TxDOT issued a Request for Proposals ("RFP") to Develop, Design, Construct, Finance, Operate and Maintain the Project

3. TxDOT and shortlisted proposers for the Project, including the Proposer, intend to hold a series of one-on-one meetings to discuss various issues relating to the RFP

4. Each person attending the one-on-one meetings has been given notice of certain rules and procedures as described herein.

5. The undersigned individuals representing the Proposer acknowledge and agree to comply with the following rules and restrictions applicable to these meetings:

a. The meetings are intended to offer the Proposer an opportunity to obtain a better understanding of the current RFP requirement.

b. The Proposer cannot rely on statements made by TxDOT and/or its representatives at these meetings, including statements regarding any changes or modifications to the RFP or statements relating to concepts discussed at the meeting. Any changes or modifications made to the RFP or to any other aspect of the Project procurement process shall be made solely through written changes to the RFP issued by TxDOT.

c. If TxDOT deems it advisable, it may issue written responses to all of the Proposers addressing questions raised at the meetings and/or it may issue one or more addenda revising and/or supplementing the RFP documents. If TxDOT elects to issue such written responses, TxDOT will not identify the Proposer(s) which raised the question or issue.

d. The Proposer may seek input from TxDOT regarding potential technical concepts, but shall not seek to obtain commitments from TxDOT in the meetings or otherwise seek to obtain an unfair competitive advantage over any other Proposer. Any discussions during the one-on-one meetings regarding potential

technical concepts will not replace the Alternative Technical Concept submission requirements contained in Section 3.0 of the Instructions to Proposers.

e. No aspect of these one-on-one meetings is intended to provide any Proposer with access to information that is not similarly available to other Proposers, and no part of the evaluation of Proposals will be based on the conduct or discussions that occur during these meetings.

6. The undersigned TxDOT representatives acknowledge the requirement in the RFP to maintain confidential, to the extent permitted by law, any information disclosed during the one-on-one meetings.

This Acknowledgment is executed on _____.

| TxDOT Representatives: | [Proposer Name] Representatives: |
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