



Texas Department of Transportation

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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: