



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

March 3, 2008

To: All Shortlisted Proposers

Re: IH 635 Managed Lanes Project

The Texas Department of Transportation ("TxDOT") is pleased to (1) provide Addendum # 2 to the final Request for Proposals ("RFP") for the IH 635 Managed Lanes Project (the "Project") to the shortlisted Proposers, (2) transmit the NTTA approved Tolling Services Agreement (3) identify scope change updates that will be included in Addendum #3, and (4) update the schedule for the remainder of the procurement and provide details on the upcoming one-on-one meeting dates that should be noted by the Proposers.

TxDOT welcomes this opportunity to assist in the continued preparation of the final proposals for the Project and will continue to endeavor to be responsive to questions and concerns that will arise during the course of proposal development.

#### Addendum # 2 Contents

Attached and on the ftp site, please find Addendum #2 that contains provisions for submitting Alternative Financial Concepts and additional Reference Information Documentation (RID posted to the ftp site).

#### NTTA Tolling Services Agreement

Also attached is the NTTA drafted TSA sent to TxDOT after the NTTA Board meeting from February 20, 2008. The submittal also includes supplemental documents.

#### Scope Change Items

After due consultation with various stakeholders of the Project, the following Project Scope changes will be reflected in Addendum #3:

- Proposer provided aesthetics – Technical Provisions will be revised to simplify the requirements of the aesthetics package currently envisioned. However, the selected Developer will be required to incorporate in the design included with their proposal, aesthetic enhancements using the themes included in the Reference Information Documents, to the value of \$10 M.

#### THE TEXAS PLAN

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- Elimination of requirement to reconstruct all infrastructure – Technical Provisions will be revised to permit Developer to incorporate existing infrastructure in their design. However, no changes will be made to the Technical Provisions with respect to required upgrades to the design and geometric requirements of TP 11 nor will there be changes made to the maintenance and handback requirements of TP 19 (Books 2A and 2B).
- Allow early opening of revenue generating Toll Segments – The CDA provisions will be revised to permit tolling and revenue collection on a Toll Segment as soon as all relevant elements of the Managed Lanes, General Purpose Lanes and Frontage Roads are completed within the limits of that Toll Segment and compliance is made with the requirements of Service Commencement.
- Lane Rental Charges – The Technical Provision will be revised to increase lane closure allowance from \$10 M to \$15 M and include provisions for some relief in Period A and Period B.
- Revise scope of IH 35E Section (Initial Construction) – The scope for construction will require a minimum of 2 lanes in each direction of the ultimate 3 lane Direct Connectors. Tolls will be permitted on this section until the end of the Term. TxDOT retains the right to terminate tolling before the end of the term as a TxDOT Change.

### Schedule Update

The schedule has been modified due to the nature of the proposed changes mentioned above:

- Issuance of Addendum # 2 – March 3, 2008
- Issuance of Addendum # 3 – on or about March 14, 2008
- Questions regarding Addendums # 2 and # 3 to TxDOT – due by noon, March 24, 2008
- 12<sup>th</sup> mandatory one on one meetings (see below) March 26 & 27, 2008
- Deadline for ATC's – April 14, 2008
- Deadline for TxDOT response to ATC's – April 28, 2008



- Deadline for receipt of proposals – June 23, 2008

The 12th mandatory meeting has been changed from the originally scheduled dates of March 5 and 6, 2008, and moved to the dates listed below. These will be in person at TxDOT's Chevy Chase office, 7600 Chevy Chase Dr., Building 2, Suite 400, Austin, TX 78752 but the discussion topics may be modified as necessary to discuss comments arising from the release of either Addendum (as anticipated above). Correspondence requesting agenda items may be issued with respect to content of these meetings.

- Wednesday, March 26, 2008: 8:00 a.m. – 5:00 p.m. ACS-ZAI Partnership
- Thursday, March 27, 2008: 8:00 a.m. – 5:00 p.m. Cintra-Macquarie

As always, TxDOT looks forward to working closely with the shortlisted Proposers as we collectively move forward in the proposal development phase of the Project procurement.

Sincerely,



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

Attachments