October 1, 2004

To whom it may concern:

Pursuant to the authority granted under Chapter 361 of the Texas Transportation Code, the Texas Turnpike Authority Division of the Texas Department of Transportation (TxDOT) is seeking information that may assist in the development, deployment and operation of a proposed statewide toll collection system that would be implemented on TxDOT toll roads, including an open-road electronic toll collection system and related civil design and construction. TxDOT is also soliciting information to determine the availability of capable developer teams that can accomplish this task, which will require a combination of civil and electronic engineering, systems integration, and construction services.

Deadline for response to the Request For Information (RFI). A response to this RFI may be accepted by fax at (512) 936-0970 (Attention: David T. Powell) or by mail, hand-delivery, or overnight courier addresses to: Texas Department of Transportation, Texas Turnpike Authority Division, Attention: David T. Powell, 125 East 11th Street, Austin, Texas 78701. This request will also be published on the TxDOT website: http://www.dot.state.tx.us (the “Website”). Interested parties are responsible for monitoring the Website for information concerning any future status of the proposed Comprehensive Development Agreement. Teams interested in responding to the RFI may submit questions and requests for clarification in writing to the same address shown on the attachment. TxDOT must receive all responses not later than 4:00 P.M. CST on October 15, 2004. For more information regarding the TxDOT standards and specifications generally, we refer you to the Website. TxDOT looks forward to receiving and reviewing your RFIs and working to successfully develop toll roads in the State of Texas.

Sincerely,

[Signature]

Phillip E. Russell, P.E.
Director, Texas Turnpike Authority Division

Attachment
REQUEST FOR INFORMATION

TEXAS DEPARTMENT OF TRANSPORTATION
OPEN-ROAD ELECTRONIC TOLL COLLECTION SYSTEM

The Texas Department of Transportation ("TxDOT") is seeking information that may assist in the development, deployment and operation of a proposed statewide toll collection system that would be implemented on TxDOT toll roads, including an open-road electronic toll collection system and related civil design and construction. TxDOT is also soliciting information to determine the availability of capable developer teams that can accomplish this task, which will require a combination of civil and electronic engineering and construction services. This Request ("RFI") is a request for information only. It is issued solely to obtain information to assist TxDOT in its planning process and to identify firms that may be interested in participating in any future procurement. It does not constitute a Request for Qualifications ("RFQ"), a Request for Proposals ("RFP") or a promise to issue an RFQ or an RFP in the future. This RFI does not commit TxDOT to contract for any supply or service whatsoever. TxDOT will not pay for any information or administrative cost incurred in response to this RFI. Responses to this RFI are due by 4:00 PM, Central Standard Time, on October 15, 2004. See Sections 5 and 6 for further information.

1. BACKGROUND

There are currently 22 miles of toll roads in the State of Texas operated by TxDOT. An additional 72 miles are under construction, and TxDOT anticipates as many as 250 additional miles will come on line over the next 5 years. TxDOT is dedicated to providing a safe and efficient system of toll-supported highways while ensuring the highest possible level of service and efficiency to its customers. TxDOT desires to provide the traveling public with the many benefits of new technologies that enable motorists to pay tolls without slowing down from highway speeds, including enhanced safety, economic savings, and reduced pollution from the higher vehicle throughput, while retaining the possibility of more traditional toll collection strategies in conjunction with the open-road toll collection system.

Open road toll systems use overhead, in pavement, or roadside equipment to detect vehicles and read electronic tags mounted inside vehicles, and a computer system automatically deducts tolls from the motorists’ accounts. Meanwhile overhead cameras record the license-plate numbers of unregistered vehicles, and a notice is mailed to drivers who fail to pay the toll. Motorists avoid slowing down at tollbooths and fumbling for change. The open road toll system that TxDOT is interested in deploying (the "System") includes a “modified barrier” with a gantry located every 5 to 10 miles along the highway, and at certain onramps and off ramps. If a motorist passes through the gantry point, the motorist will pay a set toll. A signal or light will indicate when a violation has occurred for law enforcement purposes.
TxDOT may issue an RFQ to interested parties to develop a list of shortlisted and prequalified proposers to design, construct and develop the System (including all integration services related thereto).

Depending on responses to the RFQ, TxDOT may issue an RFP to shortlisted and prequalified proposers for a Comprehensive Development Agreement ("CDA") to be procured pursuant to Chapter 361 of the Texas Transportation Code (the "Code"), Sections 27.1-27.5 of Title 43, Texas Administrative Code (the "Rules") and other applicable provisions of Texas law. The CDA, if awarded, would require the developer to undertake some or all of the design, engineering, construction, procurement and integration services to implement a System that will collect vehicle data, identify vehicles and transponders, and send the images and data to one or more customer service centers. The developer also would be required to provide equipment and services including the roadside tag readers, a camera enforcement system, vehicle detection equipment, and the integration of systems for transmission of data to TxDOT’s back office billing system. The CDA may also include a maintenance component over a specified time period, plus optional extensions. It is not currently anticipated that the CDA would include any customer service or back office functions, but TxDOT reserves the right to include such functions in any RFP issued for the toll collection system work. In connection with the RFP, TxDOT anticipates issuing specifications identifying a particular transponder model number (or numbers) with which the proposed System must be compatible. The specifications would set forth certain performance criteria, such as the minimum required System availability percentage over a given time period (e.g., percent availability required as measured over every rolling 30 day period). Proposers may be invited to suggest alternative technical concepts ("ATCs") with their proposal.

TxDOT currently anticipates that the CDA will provide for an indefinite quantity of goods and services. TxDOT presently anticipates that proposers would be presented with a list of hypothetical project types, such as a one lane ramp, a two lane expressway, and the like. Proposers would be asked to provide a technical proposal, and a price proposal based on the specified hypothetical project types. TxDOT would evaluate the price proposals by modeling the likely mix of project types. TxDOT may also ask that proposers develop a prototype, which would be part of the evaluation and for which TxDOT would consider providing reasonable compensation.

The CDA would establish a unit price based on the successful proposer’s price proposals, but would not guarantee the successful proposer a minimum or specific volume of work. TxDOT contemplates that the CDA would provide for the issuance of multiple notices to proceed with System implementation at particular locations from time to time as the need arises over a term of 5 years. TxDOT anticipates that a typical proposer team would be led by a technical firm specializing in the systems integration and electrical engineering components of the work, with a civil engineering and construction firm as a subcontractor, although other teaming arrangements will be
considered. Proposer teams will need to comply with all relevant Texas contractor and engineering licensing requirements and other applicable Texas law.

2. PROCUREMENT SCHEDULE

The following dates are anticipated procurement milestones.

<table>
<thead>
<tr>
<th>DATE</th>
<th>EVENT</th>
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<tbody>
<tr>
<td>10/01</td>
<td>RFI Issuance</td>
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<tr>
<td>10/01</td>
<td>Publish Notice Regarding RFI to Interested Parties</td>
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<tr>
<td>10/15</td>
<td>RFI Response Deadline</td>
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<tr>
<td>10/25</td>
<td>Issue RFQ</td>
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<tr>
<td>11/15</td>
<td>Pre-qualifications Conference</td>
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<tr>
<td>12/01</td>
<td>RFQ Responses Due</td>
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<tr>
<td>12/15</td>
<td>Short Listing Announced</td>
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<tr>
<td>12/15</td>
<td>Issue Draft RFP Documents for Industry Review</td>
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<tr>
<td>01/21</td>
<td>Deadline for Proposer Submission of Comments to Draft RFP Documents</td>
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<tr>
<td></td>
<td>and for Finishing One Round of One-On-One Meetings</td>
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<tr>
<td>02/16</td>
<td>Issue Final RFP</td>
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<tr>
<td>03/14 - 18</td>
<td>One-On-One Meetings With Short listed Candidates</td>
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<tr>
<td>03/25</td>
<td>Deadline for Proposer Submission of Comments to RFP Documents</td>
</tr>
<tr>
<td>04/04</td>
<td>Response to Comments Due; Final Addendum (if any) issued</td>
</tr>
<tr>
<td>04/11</td>
<td>RFP Responses Due</td>
</tr>
<tr>
<td>04/25</td>
<td>Evaluation Complete</td>
</tr>
<tr>
<td>05/26</td>
<td>Apparent Best Value Proposer Announced at Commission Meeting</td>
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<tr>
<td>06/10</td>
<td>Contract (CDA) Executed</td>
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</table>

TxDOT reserves the right to modify the above anticipated schedule milestones at any time and for any reason.

3. INFORMATION REQUESTED

In responding to this RFI, TxDOT asks potentially interested vendors to submit information on the following subjects. The total number of pages for all elements of a response should be a maximum of 100 pages, excluding printed marketing brochures and corporate or product information. Please number the answers to match the question numbers below.

3.1 Is the proposed RFP process outlined above feasible and practical? Would the suggested specification coupled with a hypothetical project mix be sufficient for you to prepare a technical and price proposal? Would submittal of a prototype be feasible, taking into account the currently anticipated procurement schedule? Is there an alternative process that would provide a fair and equal or better means of addressing
3.2 Are TxDOT’s anticipated teaming approaches feasible and practical? What difficulties does it present? Are there other teaming approaches that would be preferable and why? Please comment on any difficulties presented by the civil work component of the project or the integration of civil and technical work.

3.3 Is the described CDA structure and approach feasible and practical? What difficulties are presented by the “indefinite quantities” approach? Is the contemplated 5 year CDA term reasonable? How will the risks presented by the indefinite quantities approach of the CDA affect your ability to make a proposal or price the proposal? What are the key elements that should be considered for inclusion in the CDA to enable TxDOT to secure the best technical solutions and economic terms?

3.4 Will it be possible to secure performance security (e.g., performance bonds) for the described CDA?

3.5 Is the proposed System concept outlined above feasible and practical? Is there an alternative approach that can be developed which provides an equal or greater level of motorist service, safety, efficiency and reliability at an equal or lesser cost?

3.6 Briefly describe the System you would anticipate providing to TxDOT should TxDOT move forward with a CDA procurement. Include a brief description of the technical architecture of your proposed system and the methods you would put into place to assure accuracy, stability and reliability.

3.7 Briefly describe the systems you would put in place to assist law enforcement in monitoring compliance with the open-road toll system.

3.8 Briefly describe the methods you would use to preserve and protect the data collected by the System.

3.9 Briefly describe the methods you would use to minimize traffic and toll collection disruption during installation of the System on existing roads.

3.10 What problems are presented by the switch over from existing toll collection methods at TxDOT’s current toll collection locations to a new system? How can the switch over and transition period effectively be implemented and managed? What is an anticipated time period for switch over?

3.11 What is a reasonable length of time for completion of the required components of the System and work for a particular project (give examples where possible)? How does it differ depending upon whether a particular project is a retrofit or a green field?
3.12 Does installation of the System present TxDOT with any unique opportunities to use the technology and architecture provided to achieve other benefits for the State in addition to toll collection?

3.13 Describe your expectations concerning the intellectual property and other rights you would maintain in any part of the proposed System you would supply and develop. TxDOT expects that the data collected in the System would be the government’s sole property and cannot be used for any non-governmental purpose. Describe your ability to provide updated and enhanced technology over the term of the CDA. Describe how you would propose to protect your proprietary technology and still ensure TxDOT’s ability to maintain, enhance and expand the System upon expiration or earlier termination of the CDA.

3.14 Provide estimates of the cost of the various components of your proposed System and how it might differ depending upon volume.

3.15 Briefly describe your company, products, services, history, ownership and any other information you deem relevant. In particular, describe any projects you have been involved in that are similar in concept to what is described in this RFI, including management and operations approach, security requirements, and any relevant lessons learned. Identify a point of contact for your company (individual’s name, address, telephone number and email address).

3.16 Include any suggestions for TxDOT’s proposed acquisition strategy. Is the suggested procurement schedule practical and feasible?

3.17 Include any comments on the structure or substance of the requirements for a formal RFP response.

3.18 Identify any commercial performance incentives that should be considered.

4. CONFIDENTIALITY/PUBLIC INFORMATION ACT

All written correspondence, exhibits, photographs, reports, other printed material, tapes, electronic disks, and other graphic and visual aids submitted to TxDOT in response to this RFI are, upon their receipt by TxDOT, the property of the State of Texas, may not be returned to the submitting parties, and are subject to the Public Information Act, Chapter 522, Texas Government Code (the “Act”). Respondents should familiarize themselves with the provisions of the Act. In no event shall the State of Texas, TxDOT, or any of their agents, representatives, consultants, directors, officers or employees be liable to a respondent for the disclosure of all or a portion of the information submitted in response to this RFI.
If TxDOT receives a request for public disclosure of all or any portion of a response, TxDOT will use reasonable efforts to notify the applicable respondent of the request and give such respondent an opportunity to assert, in writing and at its sole expense, a claimed exception under the Act or other applicable law within the time period specified in the notice issued by TxDOT and allowed under the Act.

If a respondent has special concerns about information which it desires to make available to TxDOT but which it believes constitutes a trade secret, proprietary information, or other information excepted from disclosure, such respondent should specifically and conspicuously designate that information by placing “CONFIDENTIAL” in the center header of each such page affected. Blanket, all-inclusive identifications by designation of whole pages or sections as containing proprietary information, trade secrets or confidential commercial or financial information are discouraged and may be deemed invalid. Nothing contained in this provision shall modify or amend requirements and obligations imposed on TxDOT by the Act or other applicable law, and the provisions of the Act or other laws shall control in the event of a conflict between the procedures described above and the applicable law.

TxDOT will submit a request for an opinion from the Office of the Attorney General prior to disclosing any documents designated as “Confidential”. The respondent shall then have the opportunity to assert its basis for non-disclosure to the Office of the Attorney General; however, it is the sole responsibility of the respondent to monitor such proceedings and make timely filings. TxDOT may, but is not obligated to make filings of its own concerning possible disclosure; however, TxDOT is under no obligation to support the positions of respondent. Under no circumstances will TxDOT be responsible or liable to a respondent or any other party as a result of disclosing any such labeled materials, whether the disclosure is deemed required by law, by an order of court, or occurs through inadvertence, mistake or negligence on the part of TxDOT or its officers, employees, contractors or consultants.

TxDOT will not advise a submitting party as to the nature or content of documents entitled to protection from disclosure under the Act or other Texas laws, as to the interpretation of such laws, or as to definition of trade secret. Each respondent is advised to contact its own legal counsel concerning the effect of applicable laws to the submitting party’s own circumstances.

In the event of any proceeding or litigation concerning the disclosure of any material submitted by the submitting party, TxDOT will be a stakeholder retaining the material until otherwise ordered by a court or such other authority having jurisdiction with respect thereto, and the submitting party shall be responsible for otherwise prosecuting or defending any action concerning the materials at its sole expense and risk; provided, however, that TxDOT reserves the right, in its sole discretion, to intervene or participate in the litigation in such manner as it deems necessary or desirable.
5. INFORMATION EXCHANGE MEETINGS

TxDOT will hold an information exchange meeting to discuss this RFI with interested potential respondents. Details about this meeting will be made available at a later date. If you wish to attend this meeting, please respond to the contact provided in Section 6, below.

In addition, TxDOT will consider meeting individually with interested potential respondents. If you are interested in requesting such a meeting, please respond to the contact provided in Section 6, below.

6. GENERAL INFORMATION

Posting Date: October 1, 2004
Response Date: October 15, 2004

Contracting Office Address:

Texas Department of Transportation – TTA Division
125 East 11th Street
Austin, TX 78701

Point of Contact:

David Powell
Texas Department of Transportation
Turnpike Information Technology Director
Texas Turnpike Authority Division
125 East 11th Street
Austin, TX 78701
(Ph): 512.936.0961
(E-mail): dpowell3@dot.state.tx.us

Please send 10 copies of your responses to this RFI to David Powell at the referenced address.