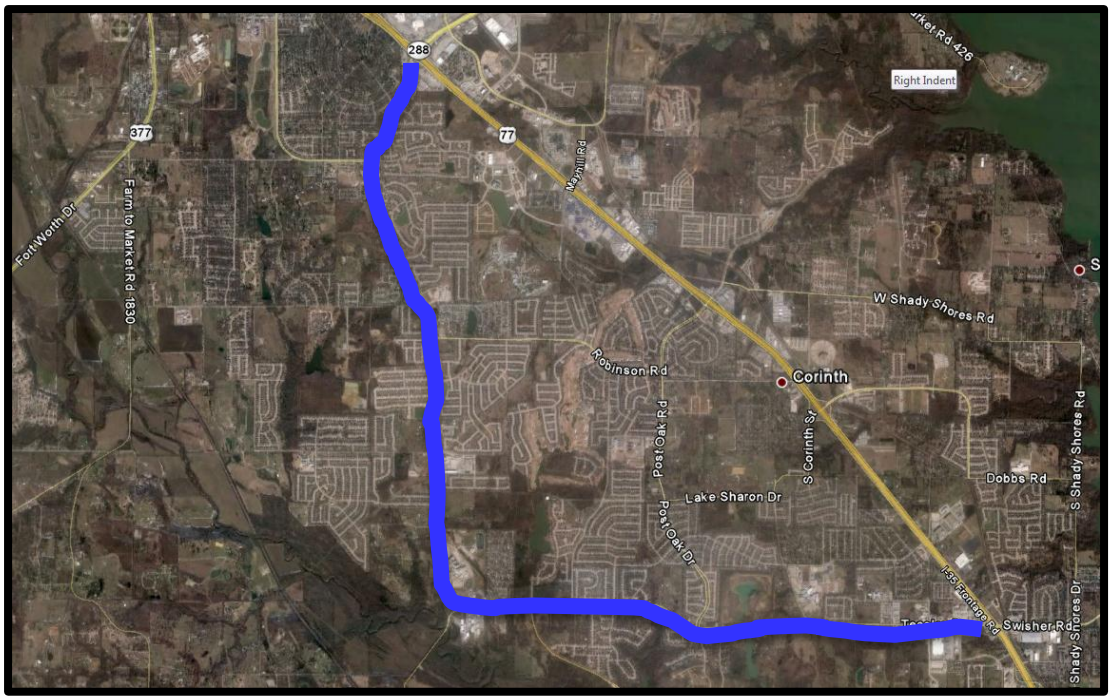
Precinct 1 Transportation Task Force

July 25, 2011

PROJECT STATUS UPDATES

- FM 2181
- Lake Lewisville Bridge & FM 720
- FM 2499, Section 4
- FM 2499, Section 5
- FM 720 (North/South)
- FM 423 Frisco
- US 377 Pilot Point
- FM 455
- Lakeview Drive
- Cowling Road
- Mayhill Road
- Witt Road Bridge
- Stanley Road
- Krugerville – Various City Streets
- Lake Sharon Extension
- Parkridge South
- Keaton Road
- Southridge Library Driveway Extension
- North Texas Boulevard
- IH-35E Ultimate
- Little Elm CIP

FM 2181			
CSJ:	2054-02-015	2054-02-015	2054-02-016
Limits (From):	Lillian Miller	Lillian Miller	Hickory Creek
(To):	IH-35E	Hickory Creek	IH-35E
Jurisdiction:	Denton, Corinth	Denton	Corinth
Project Description:	Widen from two-lane to six-lane divided roadway		
Firm:	Huitt-Zollars		
Key Contact:	David Nufer, Jeremy Doneghue		
Schematic Approved:	December 15, 2005		
Plans Adequate:	August 2006		
Public Hearing:	November 2006		
FONSI:	January 28, 2008		
100% Plans Submission:	June 2011		
ROW Acquisition Begins E/W Section – N/S Section:	November 2009	January 2011	
Utility Relocation:	*	*	
DCIS Let Date E/W Section – N/S Section	January 2012	*	



Current Activities

- **ROW:** TxDOT has retained three firms to acquire the E/W portion of FM 2181. They are: American Acquisition Group (AAG) for parcels 1-51 (99% complete), 122 (29A &29B will be acquired by TXDOT); Associated Right of Way Services (ARWS) for parcels 52-100 (98%

complete); and Property Acquisition Services (PAS) for parcels 101-148 (100% complete). ROW acquisition is now underway for the North-South Section of the Project. TxDOT has retained MACTEC to acquire the N/S portion of FM 2181 (45% complete). ROW status reports will be provided to stakeholders electronically.

- **PS&E:** The project has been divided into two construction packages. The North/South Segment will consist of the construction from Lillian Miller to the City of Denton/Corinth City limits. The East/West Segment will extend from the City of Denton/Corinth city limits to IH-35E. East/West FM 2181 will let first, and North/South FM 2181 will lag slightly behind East/West FM 2181. Revised construction cost estimates have been submitted, and bridge class culverts and retaining wall layouts are being submitted to TxDOT for review.
- **Utilities:** District has cleared plans to be distributed to the cities along the corridor and to affected utility providers for utility relocation coordination. TxDOT has retained utility coordination services for the East/West Segment of FM 2181. TxDOT will do utility coordination in-house.
- See attached report from Huitt-Zollars.

PROGRESS REPORT

FM 2181

DENTON COUNTY

July 2011

ROUTE STUDIES

Revised Schematic was approved by TxDOT on July 27, 2006.
Outstanding Issues: None

ENVIRONMENTAL ASSESSMENT

The FONSI was issued on January 28, 2008 and delivered to the TxDOT Denton area office the week of February 10, 2008.
Outstanding Issues: None

RIGHT OF WAY MAPPING

Outstanding Issues: Right of Way Appraisal Process.
ROW Acquisition is progressing well on the East-West Section of the Project and is now underway for the North-South Section of the Project.
Property 15 has been divided between two owners. ROW documents are being updated to reflect this change.
Parcel 37 is being updated to reflect the deletion of the ROW requirements.
Revised ROW takes along Summit Oaks subdivision to remove impact to sewer lift station and minimize impacts to subdivision HOA retaining wall. Parcels 21-30 are being revised to show no ROW takes.
Huitt-Zollars prepared and submitted revisions to ROW Parcel Documentation to address recent changes in ownership on several parcels.

FIELD SURVEYING AND PHOTOGRAMMETRY

Outstanding Issues: Survey being scoped to tie FM2499 south project and FM2499 north project to FM2181 project. Additional survey has been scoped to determine limits of temporary construction easements required to construct retaining wall at Summit Oaks Subdivision.
Additional survey has been scoped to account for recent developments along the corridor.

ROADWAY, DRAINAGE, SIGNING, MARKING, SIGNAL, AND TRAFFIC CONTROL DESIGN

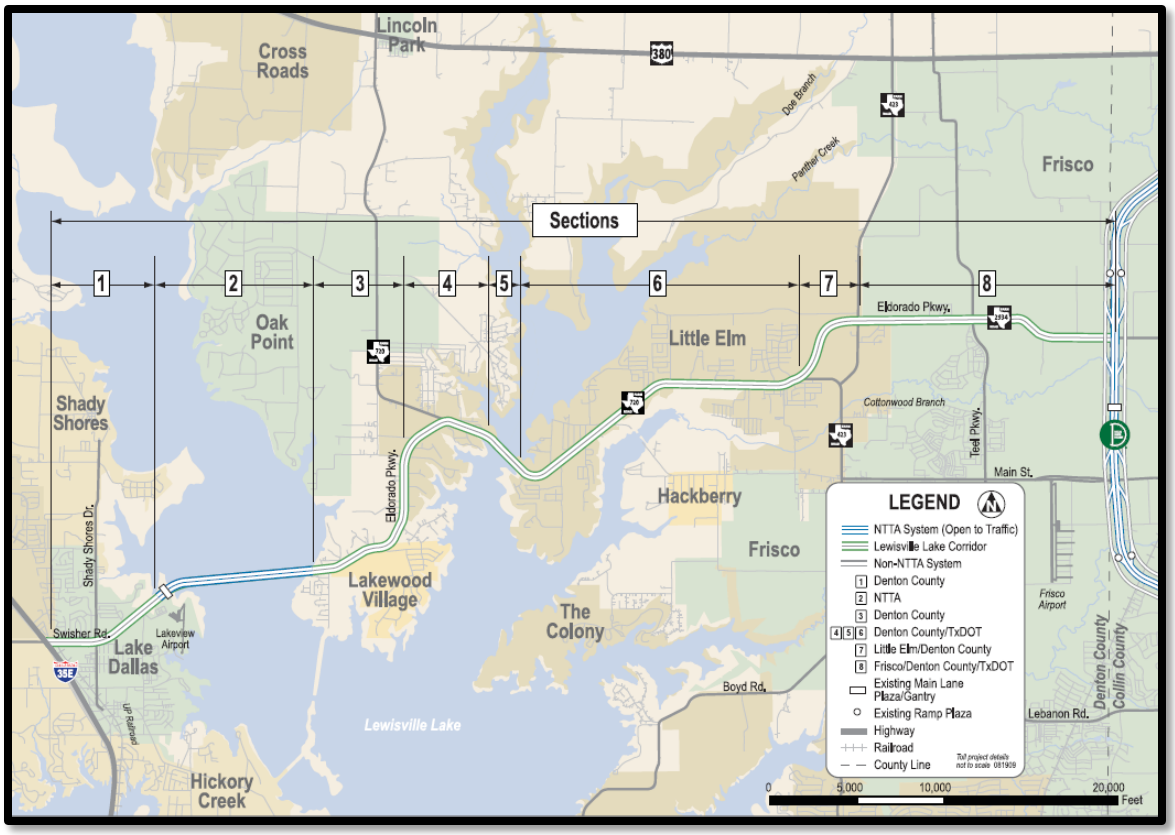
Huitt Zollars is preparing plans for a safety review meeting on the traffic control plans.
Huitt-Zollars is preparing Hydraulic Reports for both the East – West and North – South Projects.
Huitt-Zollars is completing all TxDOT forms required for PS&E submission packages to district and bridge section for completion of the plan review process.
Huitt-Zollars is continuing to prepare 90% PS&E plans for North-South Section of the project.
Ongoing coordination meetings are being held with TxDOT, Lake Cities Municipal Utility Authority, Halff Associates, City of Denton, and ITS to expedite the resolution of any PS&E challenges.
Ongoing coordination with the City of Denton on new signal installations and upgrades within the project limits.
Huitt Zollars has incorporated the connection at FM2499 into the FM2181 plans and will survey and tie to the ongoing construction south of FM2181

Develop wall plans and revise grading adjacent to Summit Oaks subdivision.
Huitt-Zollars is coordinating with Teague Nall and Perkins to accommodate in the FM 2181 design plans improvements to Parkridge south of FM 2181.
Huitt-Zollars is coordinating with Brian Burke, P.E. to accommodate realignment of Crawford Road to be directly across from Oakmont Drive.

Outstanding Issues:
- Geotechnical requirements for retaining wall design.
- ROW Parcels with change in ownership since the ROW documentation was performed.
- New signals being warranted at several intersections within project limits.
- Coordinating with TxDOT on replacing screen walls for Corinthian Palisades Subdivision in East – West Project.

Lake Lewisville Bridge & FM 720

CSJ:	1567-01-029
Limits (From):	Eldorado Parkway
(To):	FM 423
Ext. Const. Cost:	$54,321,262.70
Description:	Construct a six-lane divided urban roadway from Eldorado Parkway to FM 423



Current Activities

- FM 720 was let for construction in July 2010. The low bid was $54,321,262.70, submitted by J.D. Abrams. There will be 566 contract days and 30 months of barricades.
- The Eldorado Speed Study is complete, and distribution has been made to Little Elm, Lake Dallas, Denton County, and NTTA.
- Lake Dallas has implemented new speed limits. On June 15, 2011, the NTTA Board of Directors approved raising the speed limit on the toll bridge to 50 mph. On June 21, Ivan Langford confirmed Little Elm's intent to raise their speed limit after the county raises the speed limit in the county section. A public hearing will be held on August 2, 2011, at 9:00 a.m. at the Denton County Courthouse.
- See attached Cardno TBE meeting minutes regarding utility coordination.
- See attached TxDOT report.

TxDot & City of Little Elm Weekly Utility Meeting
Tuesday, July 5, 2011

I. Coserv (Electrical)
   a. Completion Date: End of July
   b. % Complete – 90%
   c. The above completion date is only for the new lines and poles to be installed. The completion date does not include the removal of the old poles.
   d. Coserv is currently in the process of tying up some loose ends on the east side of the project.
   e. Coserve is also waiting on a new plan for a boring at Preston on the Lakes Road. The new plan should be ready in the next couple of weeks. Once Coserve has the new plan the will begin the bore.

II. Coserv (Gas) – Work Completed

III. Grande Comm.
   a. Completion Date: 1st Week of August 2011
   b. % Complete: 60%
   c. Grande did not attend meeting.
   d. Grande has all of the pull strings up on the new poles and is ready to start pulling their fiber cable. The fiber cable is currently on order and Grande is not sure when they will receive it.
   e. Grande is in the process of completing two bores on the east end of the project.

IV. Sudden Link
   a. Completion Date: Not Available
   b. Sudden Link did not attend the meeting.
   c. Sudden Link is supposed to submit their plans to TxDOT for their permit.
   d. TxDOT at this time has not seen there plans.
   e. Sudden Link also has to obtain permits form the City of Little Elm and the USACE.

V. AT&T
   a. Completion Date: Part A – End of July 2011
      Part B – End of September 2011
      Part A extends from the beginning of the project on the West end to Lewis Dr.
      Part B extends from Lewis Dr. till the end of the project on the East end.
   b. % Complete: 20% - For the whole job.

TxDOT Monthly Project Report for Precinct 1 Task Force

Date of report: July 6, 2011
Report prepared by: Tim Massey

Project: **STP 2010(982)MM, Etc.**
Control: **1567-01-029, Etc.**
Highway: **FM 720**
Limits: From: West of Garza Lane
To: West of FM 423
Contractor: **J.D. Abrams, L.P.**

TxDOT Project manager: Tim Massey Phone: (972) 464-0426
Contractor's Superintendent: Brian Barton Phone: (214) 688-0525

Date Work Began: Time charges suspended until July 31, 2011
Anticipated Completion Date: January 2014

Current Activities:

Current activities include: Prepping work area for Lake Lewisville bridge construction. Awaiting utility relocation

Narrative Description of last month's activities: Awaiting utility relocation

Narrative Description of activities planned for next month: Awaiting utility relocation

Traffic issues: None

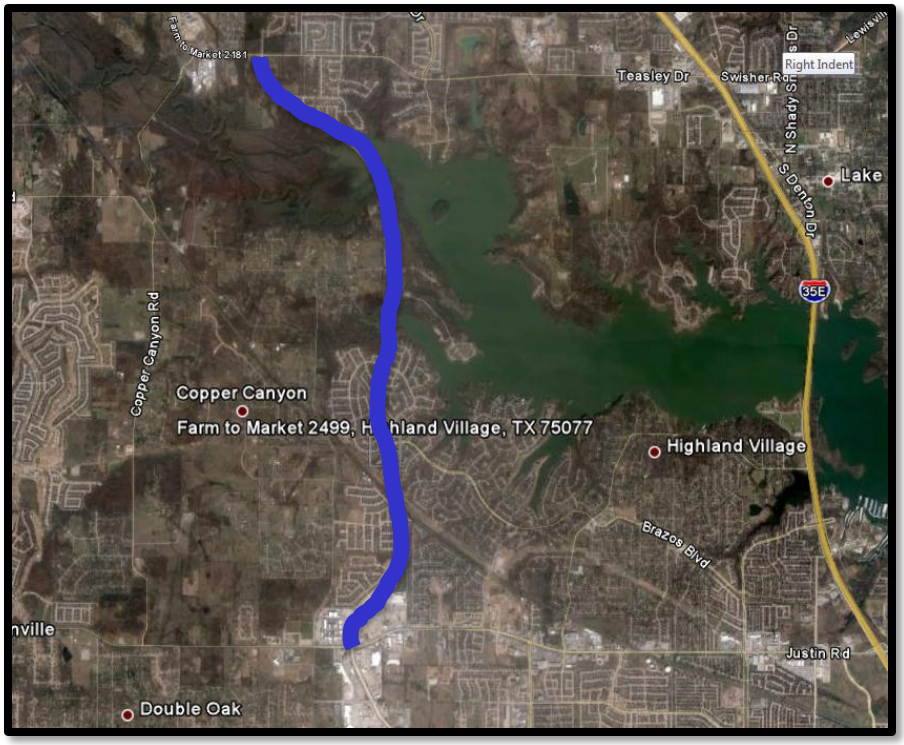
Plans for changes in traffic patterns: No

Item(s) of work currently controlling project completion: n/a

Other items of significance: n/a

FM 2499 – Section 4

CSJ:	2681-01-009	**Public Hearing:**	July 31 & October 4, 2003
Limits (From):	FM 407	**FONSI:**	June 2005
(To):	FM 2181	**100% Plans:**	November 2006
Length:	4.7 miles	**Let Date:**	November 2007
Est. Const. Cost:	$45 million	**Open to Traffic:**	October 2010
Description:	Construct to four-lane divided urban roadway	**Construction Complete:**	September 2011



Current Status:

- Denton County and the communities along FM 2499-4 hosted a Ribbon Cutting Ceremony on Saturday, October 30, 2010.
- TxDOT authorized the signal at FM 2181 and will be maintaining it. The signal was installed and was fully functional on November 4, 2010.
- CoServ received payment for the signal installation and sent out a crew on February 24, 2011, to connect the signal circuits.
- See Attached Construction Status Report from TxDOT.

TxDOT Monthly Project Report for Precinct 1 Task Force

Date of report: July 7, 2011
Report prepared by: Mark Wiley

Project: **NH2008(040)**
Control: **2681-01-009**
Highway: **FM 2499**
Limits: From: FM 407
To: FM 2181

Contractor: **Ed Bell Construction Company**
TxDOT Project Manager: Mark Wiley Phone: (214) 336-0326

Date Work Began: June 16, 2008
Anticipated Completion Date: September 2011

Current Activities: Striping crosswalks remains to be completed.

Narrative Description of last month's activities: Project cleanup and punch list items.

Narrative Description of activities planned for next month: Punch list items.

Traffic issues: FM 2499 is open to traffic. Periodic lane closures will remain to complete construction.

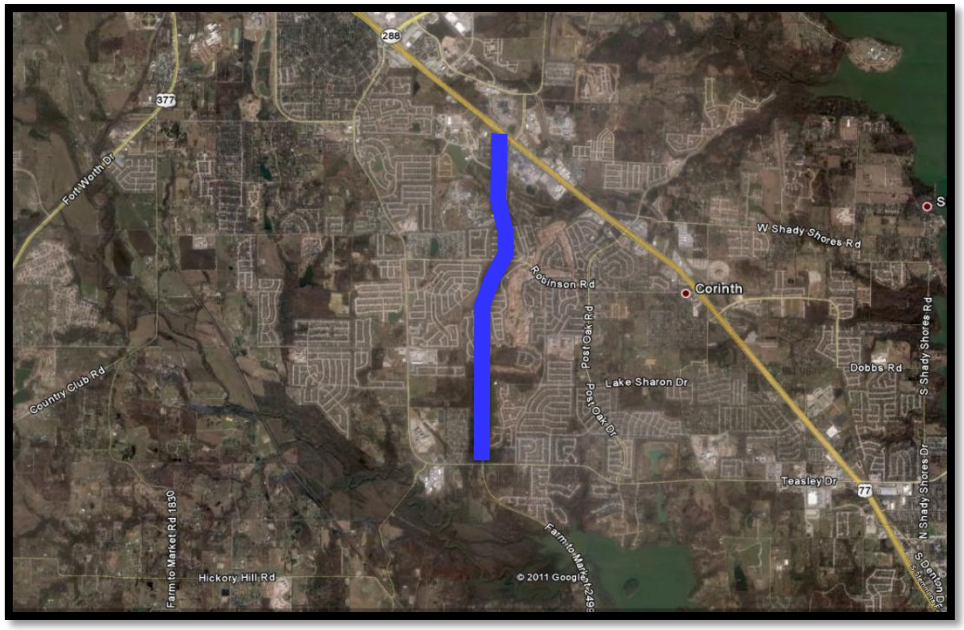
Plans for changes in traffic patterns: N/A

Item(s) of work currently controlling project completion: Punch list items

Other items of significance: N/A

FM 2499 – Section 5

CSJ:	2681-01-012	**EA Complete for TxDOT review:**	March 2004
Limits (From):	FM 2181	**EA and Schematic submitted:**	June 2004
(To):	IH-35E	**Clearance for Public Involvement:**	October 16, 2007
Length:	2.97 miles	**Public Hearing:**	January 17, 2008
Est. Const. Cost:	$30.4 million	**FONSI:**	November 3, 2010
Description:	Construct six-lane divided urban roadway	**100% PS&E:**	July 2011
		ROW Complete:	*
		Utilities Relocated	*
Firm:	Halff Associates	**Project Tracker Let Date:**	*
Key Contact:	Mike Romanowski	**Construction complete:**	*

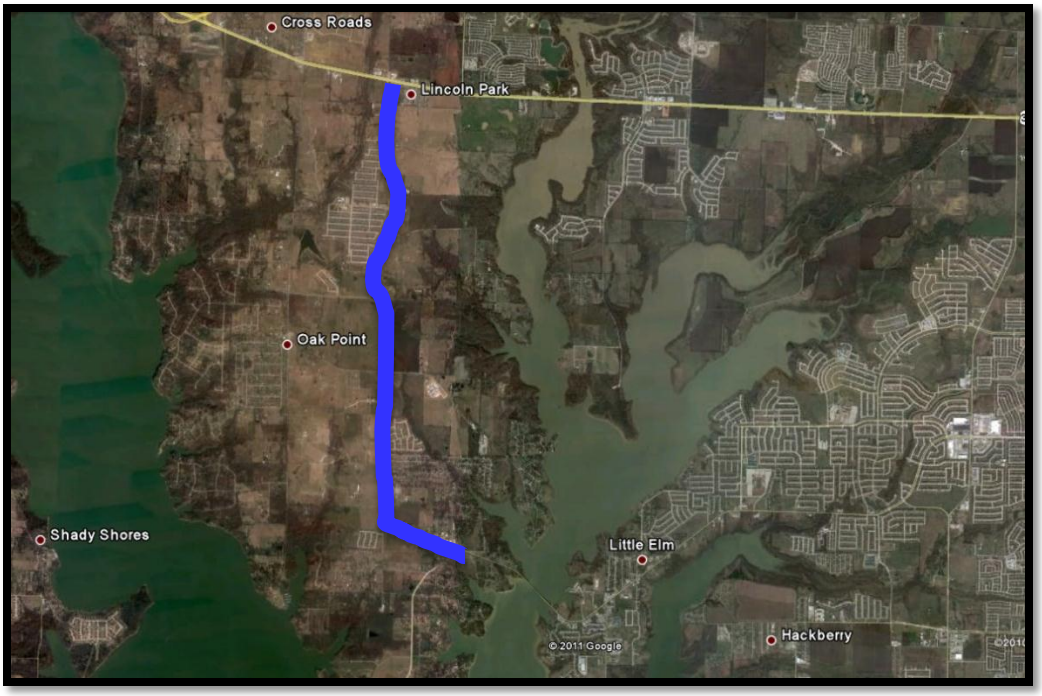


Current Activity:

- **ENV:** This project will require non-regulatory mitigation and ongoing coordination. After approval of the EA, Halff will publish a Notice of Availability (NOA).
- **PS&E:** The 95% plans were submitted May 3, 2011. TxDOT comments were received on June 21, 2011.
- **ROW:** ROW and easement parcels have been reduced in size and deleted where possible with some minor design modifications. The total number of parcels has been reduced from 39 to 31, which includes ROW and drainage easements.
- Denton County is proceeding with a TIP modification to shift Right-of-Way acquisition to Regional Toll Revenue Initiative. The approval of the modification is anticipated by May 2011.
- SUE work is needed, as well as some utility coordination. The City of Denton will expose W&S lines. The second utility coordination meeting was held on June 22, 2011.
- Some ongoing coordination with developers in the corridor is needed.

FM 720 North/South

CSJ:	1567-01-025	**Complete Draft CE:**	March 2006
Limits (From):	US 380	**Schematic Approved:**	October 2007
(To):	Garza Lane	**Public Hearing:**	August 2011
Est. Const. Cost:	$33,000,000	**FONSI:**	November 2011
Project Description:	Widen two-lane rural roadway to six-lane divided urban	**100% PS&E:**	August 2012
		ROW Acquisition Complete:	May 2013
Firm:	TxDOT	**Utility Relocation Begins:**	February 2013
Key Contact:	Mike Hainline	**Anticipated Let Date:**	February 2013



Current Activities

- See attached TxDOT status report.

FM 720: From Eldorado Pkwy To US 380
CSJ 1567-01-025
Denton County

PROJECT STATUS AS OF Wednesday, July 27, 2011:

COMPLETED MILESTONES

- **Original Schematic Approved - August 8, 2007**
- **Completed 30% PS&E – April 29, 2009**
- **Original 60% PS&E Completed – May 28, 2010**
- **Revised Schematic approved – November 4, 2010**
- **Revised ROW Map approved: March 21, 2011**
- **Environmental Assessment approved: July 5, 2011.**

FUTURE MILESTONES

- **Public Hearing: August 2011**
- **Environmental Clearance: November 2011**
- **60% PS&E revisions complete: March 2012.**
- **100% PS&E complete: August 2012.**
- **Estimated Letting Date: February 2013 based on current Env clearance and ROW acquisition time lines.**

SCHEMATIC AND ENVIRONMENTAL

- **Revised schematic incorporating new alignment (avoid AT&T Central Office) approved on November 4, 2010.**
- **Environmental Assessment (EA) approved: July 5, 2011**
- **Remaining Environmental Schedule:**
  Public Hearing: late August 2011
  Public Comment period, address comments, submit public hearing packet for review: Sept-Oct 2011
  Environmental Clearance expected: November 2011

DESIGN

- **PS&E: currently 58 % complete**
- **60% PS&E revisions (address realignment of FM 720 to avoid impacts to AT&T Central Office facilities) - estimate completion by March 2012**
- **100% PS&E – estimate completion by August 2012**
- **Items remaining for 60% PS&E:**
  Plan/Profile revisions
  Storm Sewer revisions
- **Additional items remaining for 100% PS&E:**
  Summaries
  TCP
  Drainage Computation Sheets
  Miscellaneous Roadway and Drainage Details

Signing & Pavement Markings
Signal Plans
SW3P Sheets
BMP Sheets
General Notes, Specifications, Contract Time Determination, etc.

ROW

- **ROW Mapping – Original ROW map completed March 31, 2010. ROW Div accepted on May 24, 2010.**
- **ROW Map revisions noted below. Work Authorization started on January 3, 2011, delivery to District by March 2011, ROW Division approved revised ROW map on March 21, 2011.**

  1) **Parallel Drainage – Revise one parcel**
  2) **Schematic revision to avoid impacts to AT&T facility – Revise 7 parcels, remove 1 parcel (AT&T).**

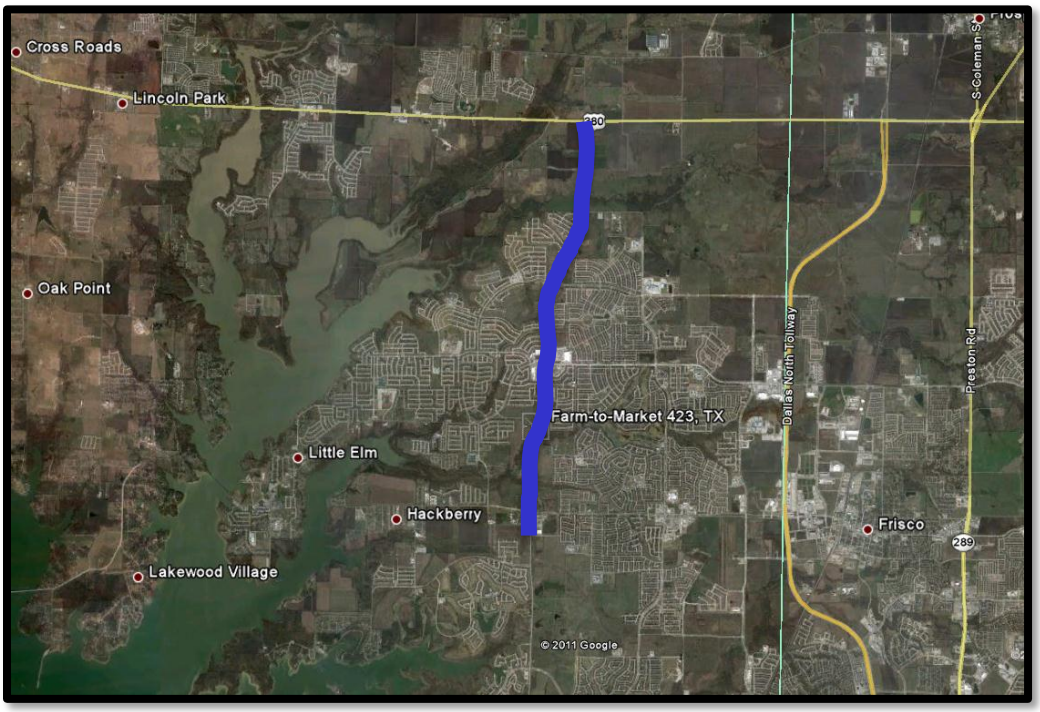
- **Estimate ROW acquisition complete by May 2013 based on current Env clearance.**

UTILITIES

- **WA for Subsurface Utility Engineering (SUE) signed with CardnoTBE. Notice to Proceed issued on April 19, 2010. SUE delivered to District on July 29, 2010.**
- **AT&T, TxDOT, City of Little Elm officials met on 6-21-2010 to discuss project impacts to AT&T facility near station 61+00. Issues: 1) proposed FM 720 pavement section conflicts with major underground vault currently on AT&T property; 2) proposed ROW line is approximately 17' from corner of AT&T building leaving little to no room to relocate vault. Revised schematic incorporating new alignment (avoid AT&T Central Office) submitted to Austin office on October 28, 2010, approved on November 4, 2010.**
- **Utility Relocations – Projected to begin by February 2013 based on Env clearance and ROW acquisition time lines.**

FM 423: North and Middle Sections

CSJ:	1315-02-009	**ROW Acquisition Begins:**	December 2010
Limits (From):	Stewart Creek Road	**ROW Acquisition Complete:**	January 2012
(To):	US 380	**Utility Relocation Begins:**	July 2011
Length:	6.91 miles	**Utility Relocation Complete:**	February 2012
Ext. Const. Cost:	To be determined	**Let Date:**	September 2011
Description:	Construct four to six-lane divided urban roadway	**Construction Begins:**	March 2012
Firm:	Jacobs Engineering	**Construction Complete:**	March 2014
Key Contacts:	Debbie Neubert, Olivia Tanyadji, Audie Harris		
TxDOT Contact:	Noe Rodriguez		



<u>Current Activity</u>:

- Pavement Design Change on the middle project will be changed by TxDOT Denton as it was determined that there was only 4 inches of subgrade savings using the new TxDOT criteria. There may be no savings in dollars, but there will be significant savings in time and disruption.
- **ROW:** TxDOT has contracted with ARWS to complete the Right-of-Way acquisition. ARWS began work in December 2010. There are approximately 60 parcels to be acquired. Status reports will be provided electronically to stakeholders.
- **See attached March 2011 Jacobs Progress Report.**
- **See attached March 2011 TxDOT Project Report.**

Project Update
FM 423 North Improvements
July 1, 2011

I. Efforts this month:

- Attended comment resolution meeting on June 2, 2011.
- ROW acquisition is in progress: 61 offers made, 47 signed agreements and 38 parcels closed and 7 ED out of 62 total parcels.

II. Construction Efforts:

A. Current Activities:

1. Placing hot mix on southbound FM 423 from FM 720 to Del Webb Blvd.
2. Placing concrete pavement on FM 720 Spur (Little Elm Pkwy)
3. Installing slotted drains in front of 7-11
4. Forming manholes at Line B2 as part of CO #1 and CO #10
5. Excavation and liming process is in progress between Del Webb Blvd and Lebanon Rd.
6. Construction of small intersections are in progress.

B. Last Month Activities:

1. Placement of lime along southbound FM 423.
2. Inlets were installed
3. Limed dirt was blue topped in preparation for hot mix placement.

C. Next Month Planned Activities:

1. Lime, hot mix and concrete pavement placement for Phase 1, Stage 1 construction.

III. Outstanding Issues: None this month.

TxDOT Monthly Project Report for Precinct 1 Task Force

Date of report: July 6, 2011
Report prepared by: Noe Rodriguez

Project: **C 1567-2-27**
Control: **1567-02-027**
Highway: **FM 423**
Limits: From: 0.6 miles south of FM 2934 (Eldorado Parkway)
To: Stewarts Creek Road

Contractor: **Austin Bridge & Road, LP**

TxDOT Project manager: Noe Rodriguez Phone: (214) 923-2242
Contractor's Superintendent: Steve Gould Phone: (214) 596-7300

Date Work Began: December 10, 2009
Anticipated Completion Date: November 2012

Current Activities: Austin B&R placing hot mix from south bound FM 423 at FM 720 to Del-Webb, placing concrete pavement at FM 720 (Little Elm Parkway) and have closed Smotherman Road. JT Dersner is placing slotted drains in front of 7-11 and forming man holes at line B2 for CO#1 & CO#10. Weir Brothers is excavating, placing lime from Del-Webb to Boyd. The contractor is also constructing small sections of intersections.

Narrative Description of last month's activities: Weir excavated, placed lime for south-bound FM 423 lanes, JT Dersner placed inlets, and Austin blue topped lime dirt in preparation for hot mix.

Narrative Description of activities planned for next month: Place lime, hot mix and concrete pavement for stage 1 phase 1

Traffic issues: None

Plans for changes in traffic patterns: To open FM 720 by October and open Smotherman before school starts on August 22.

Item(s) of work currently controlling project completion: Excavation, embankment, placing lime

Other items of significance: Change orders, added turn lanes

US 377 Pilot Point

CSJ:	0081-06-029	**Begin Advanced Planning:**	June 2010
Limits (From):	FM 455	**Complete Draft Env. Document:**	August 2011
(To):	Denton/Grayson County Line	**Schematic Submitted:**	September 2011
Est. Const. Cost:	$12 million	**Public Hearing:**	July 27, 2010
Project Description:	Reconstruction of roadway to include a continuous left-turn lane	**FONSI:**	*
Length:	3.5 miles	**ROW Acquisition Begins:**	*
Firm:	Bridgefarmer	**Utility Relocation Completed:**	*
Key Contact:	Firoze Shams	**Anticipated Let Date:**	*

Current Activity:

- **ENV:** Denton County retained the services of Bridgefarmer and Associates to provide the advanced planning and design for this project. The kick-off meeting was held on July 9, 2010.
- **Route Design Studies:** The four-lane divided section would cost approximately 60% more than the currently anticipated section ($18 million versus $12 million). The largest component of the increase is the cost of ROW, which is estimated at $4.7 million.
- The project was flown in May, and ground survey was conducted at all important locations, including the creeks.
- Bridgefarmer plans to meet with property owners soon after the quarterly meeting is held.
- Bridgefarmer received the survey information from their subconsultant the week of June 6, and they have been working on the drainage evaluation.
- **Schematic:** Work began as a part of the environmental clearance in June 2010.
- **ROW:** Will begin once the project has been environmentally cleared.
- **PS&E:** Will begin once the schematic is sufficiently developed.
- A US 377 technical meeting has been scheduled for the third Monday of the month, quarterly. The quarterly meeting occurred on July 22, 2011 at the City of Pilot Point. See attached meeting minutes.
- **See Status Report from Bridgefarmer.**
- **See updated project schedule from Bridgefarmer.**

BRIDGEFARMER & ASSOCIATES, INC.
DALLAS * AUSTIN

MEETING MINUTES

Meeting Date: July 22, 2011 **Time:** 10:00 pm –12:00 pm
B&A Project No: 310401 **Project Name:** US 377 in Pilot Point, TX (CSJ: 0081-06-029)

Attendees	Company / Agency
Hugh Coleman	Denton County Commissioner, Precinct One
Steve Rollins	Chief Administrator, Precinct One
Gary Bailey	TxDOT
Ritch Johnson	TxDOT
Randy Hosea	Planning & Development Director, Pilot Point
Dean Cordell	City Council member, Pilot Point
Alice Holloway	City of Pilot Point
Tom Adams	City Manager, Pilot Point
Buz Elsom	ITS/Denton County
Jeremy Nortman	TNMP
Brian Wright	Bridgefarmer
Firoze Shams	Bridgefarmer

Meeting Location: Pilot Point City Hall, Pilot Point, Texas **Minutes Prepared By:** Brian Wright/Firoze Shams

Topics Discussed: Quarterly Progress Meeting with Commissioner Coleman, Denton County and City of Pilot Point

If these Minutes do not reflect your understanding of the discussions and agreements reached, please contact Bridgefarmer & Associates at 972-231-8800. Otherwise, these Minutes will be considered accurate

This meeting is part of a series of regular quarterly project update meetings. This meeting was attended by Denton County Precinct One officials, TxDOT officials, Pilot Point Officials, ITS/Denton County, Bridgefarmer and TNMP.

Item No.	Discussion	Action By:
1	Bridgefarmer presented the schematic plans and gave a project progress update to the county. Items discussed at the meeting included drainage design and easements, existing roadway cross slope, pavement structure design, raised median option and four lane divided highway option with additional ROW purchase.	----
2	Preliminary drainage analysis and design was presented for the storm drainage system parallel and adjacent to southbound US 377 between Burks St and E. Northside Dr. The quantity and proximity of driveways, undersized driveway pipes and a zero percent roadway slope were shown to be the primary causes of inadequate drainage flow in the area. Bridgefarmer recommended utilizing a closed drainage system with area inlets to pick up the surface runoff, instead of an open roadside channel system, primarily because a closed system is the only means to achieve the required slope needed to convey the design storm flow. Bridgefarmer also discussed that, with a closed drainage system in this area, all driveways can be left intact, and driveway consolidation and/or removal would be unnecessary. Gary Bailey pointed out that a closed system would also allow for smoother traffic control operations, since an open channel would not have to be maintained during construction. It was agreed upon by all that a closed system is the best solution. It was also suggested that the closed drainage	B&A

	system can comprise of precast box structures for quicker construction. *Bridgefarmer will evaluate the options in more detail during the PS&E process.*	
3	Bridgefarmer discussed the drainage analysis of the major culvert crossings perpendicular to US 377. Bridgefarmer pointed out that all 10 of the culvert crossings will require downstream channel grading, 4 of which will extend across private property. Buz Elsom and Gary Bailey suggested that temporary construction easements be shown on the design schematic for all locations where grading is required outside of the ROW. No permanent drainage easements were deemed necessary. *All temporary drainage easements will be shown in the schematic plans.*	B&A
4	Gary Bailey mentioned that the drainage runoff coefficients (land use) should be based on City of Pilot Point zoning maps, but would like to see a comparison between existing and future land use to see what impacts and changes would be required in the design of the culverts. It was suggested that all drainage structures need to be sized according to the ultimate zoning drainage flows; however, the proposed area inlets in the undeveloped areas need only to be sized to catch the drainage flow within a 100'-200' strip adjacent to the ROW on the west side. It is expected that any future development will tie to the proposed trunk system being built for the US 377 project. Gary Bailey requested that Bridgefarmer and TxDOT have a technical review meeting regarding the hydrology and hydraulics design as soon as B&A is ready, to ensure compliance with TxDOT standards from the beginning of the project.	TxDOT, B&A
5	Randy Hosea mentioned that the drainage design should not increase the flows to any detention ponds near the project. The only detention pond that might be impacted is the one adjacent to the Da Federico Italian Restaurant. The project itself is not expected to add any additional drainage flows to the detention pond as all flows are away from the detention pond towards the roadway.	----
6	Analysis of the existing parallel drainage system indicates that water encroaches across the ROW during the 10-year storm event. According to the FEMA guidelines, water would be allowed to encroach past the ROW as long as the upstream water surface elevation was unchanged or improved. It was also suggested that the drainage design should be checked against the updated FIRM maps for the Pilot Point area. Randy Hosea added that the City has a policy for new development not to increase surface runoff.	B&A
7	Bridgefarmer brought up the fact that the existing US 377 cross slope is 2.60%. B&A also mentioned that since the project is a 3R project, that a design exception would not be required and that it would be acceptable to maintain the 2.60% cross slope, since it is an existing condition. Buz Elsom suggested milling down the existing pavement to achieve the recommended 2.0% cross slope. Gary Bailey said that TxDOT would have a pavement design conference to determine the proposed pavement structure. *Bridgefarmer will investigate this in more detail during the PS&E process.*	B&A
8	Bridgefarmer mentioned that the roadway side slopes could potentially be 2:1 on the west side of the highway at the north end between N. Washington Street and the Denton/Grayson County Line from station 330+00 to station 340+00. Gary Bailey and Buz Elsom suggested shifting the transition from existing to proposed width further south in order to maintain the existing 4:1 side slope in this area. Gary Bailey also wanted to have an idea about the parallel drainage structures at the north end as a result of the shift in transition from proposed to	B&A

	the existing. *Bridgefarmer agreed to revise the transition location to maintain a 4:1 side slope.*	
9	Bridgefarmer presented a typical intersection layout with curbed/raised median at the dedicated left turn lanes. Bridgefarmer discussed several reasons why a raised median would be undesirable throughout the US 377 project limits. Tom Adams mentioned that the City of Pilot Point was no longer pursuing raised medians at dedicated left turn lanes.	---
10	Plots with typical section were presented to the group depicting the ROW take associated with the construction of a four lane divided facility by preserving the existing lanes and building two additional lanes on the east side on new ROW. Tom Adams mentioned that this became a dead issue recently after internal meetings at Pilot Point. The project needs to progress as a pavement widening job to add the two-way-left-turn-lane in the middle. It was pointed out to the group the NCTCOG model for the area shows a 4-lane US 377 in the year 2030 and it would be less expensive to purchase the additional ROW now to build the 4-lane facility. However, any ROW takes would have significant impacts to businesses that might relocate to outside the City, impacting the Pilot Point tax base. *Bridgefarmer will proceed with the project in accordance with the agreed upon scope of adding a two-way-left-turn-lane in the middle and drop any further considerations for a 4-lane facility.*	B&A

US 377 in Pilot Point, TX
CSJ: 0081-06-029

Engineer: Bridgefarmer & Associates, Inc.
Progress Report # 13
Period: June, 2011

Activities during this Period

Project Management (FC 110)

1. Continued project coordination with TxDOT, Denton County (ITS)
2. Continued project management activities
3. Coordinated with the survey sub-consultants for the survey of US 377 project corridor

Route Design Studies (FC 110)

1. Received the aerial, ground survey and the topo for the project from the surveyors
2. Begun the drainage design for the flood prone areas in preparation for the project progress meeting on July 22, 2011

Firoze Shams, P.E., PTOE
Project Manager

DENTON COUNTY
EXHIBIT F
WORK SCHEDULE FOR
WORK AUTHORIZATION NUMBER 1

SCHEMATIC & PS&E FOR US 377 – FM 455 TO DENTON/GRAYSON COUNTY LINE
BRIDGEFARMER AND ASSOCIATES
JULY 10, 2011

Milestone / Dates for Schematic Development

Milestones	**From**	**To**
Drainage Analysis/Design based on the updated DTM	07-01-11	07-21-11
Meeting with all Stakeholder Agencies to Discuss the Property Owner Meeting Presentation Materials, Provide Update on Design Issues	07-22-11	
Refine Plans and Presentation Materials	07-22-11	07-29-11
Meetings with Property Owners to Discuss Access Control and Driveway Consolidation/Elimination and Drainage Mitigation Measures	08-01-11	
Submit Draft Environmental PCE Report	08-05-11	
Compile Property Owner Meeting Findings, and Implement Comments on 60% Submittal and Advance Plans and Cost Estimates to 60%,	08-02-11	08-23-11
Submit 60% Plans and Cost Estimate to TxDOT	08-24-11	
Meeting with all Stakeholder Agencies to Provide Update on Design Issues, Receive TxDOT Comments on 60% Plans and Cost Estimates	09-01-11	
Advance Plans and Cost Estimates to 100%	09-02-11	09-16-11
Receive TxDOT Dallas District Review Comments on the Draft Environmental Study Report (assume 30 day for review after 08-05-11 submittal)	09-05-11	
Incorporate TxDOT Comments on the Draft Environmental Study Report	09-05-11	09-15-11
Submit Revised Environmental Study Report to Austin (assume 30 day review period)	09-15-11	
Submit Final Schematic Plans, Cost Estimate and Technical Memorandum	09-19-11	
Receive Comments on Environmental Study report from Austin	10-15-11	
Finalize Environmental Study Report	10-15-11	10-24-11
Submit Final Environmental Study Report	10-24-11	

DENTON COUNTY
EXHIBIT F
WORK SCHEDULE FOR
WORK AUTHORIZATION NUMBER 1

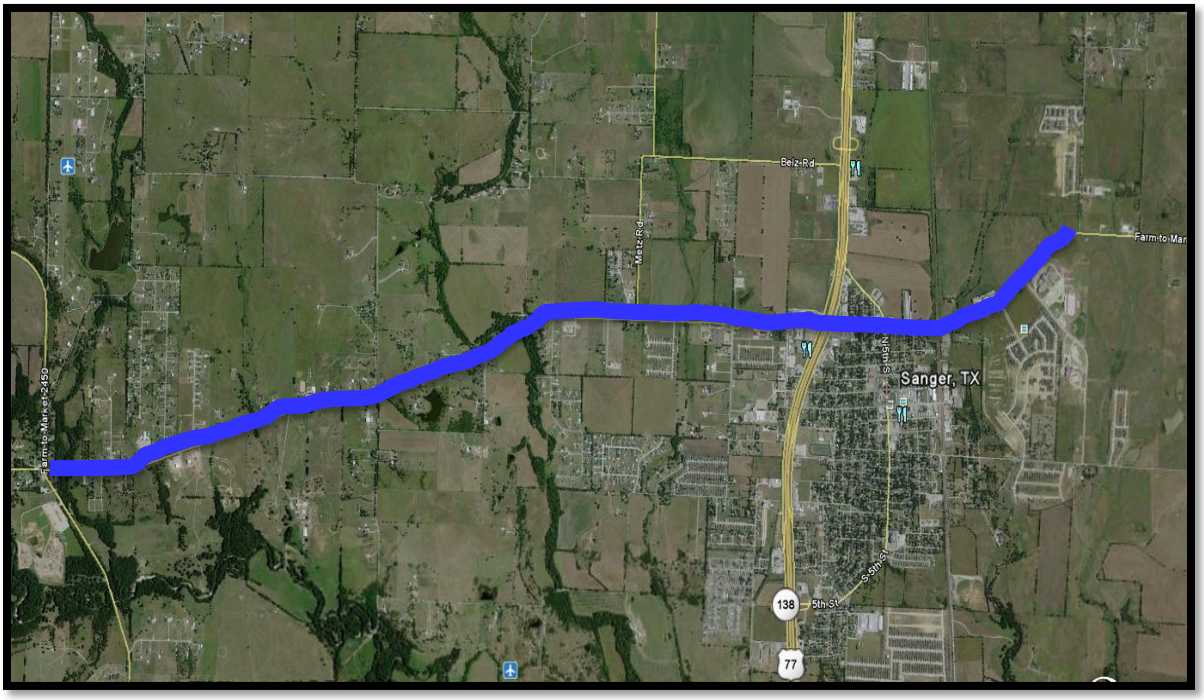
SCHEMATIC & PS&E FOR US 377 – FM 455 TO DENTON/GRAYSON COUNTY LINE
BRIDGEFARMER AND ASSOCIATES
JULY 10, 2011

Milestone / Dates for PS&E

Milestone	**From**	**To**
Notice to Proceed for PS&E	09-01-11	
Begin Utility Coordination Process	09-02-11	
Plan Preparation for 30% Submittal	09-02-11	11-02-11
30% Submittal to TxDOT	11-03-11	
Receive TxDOT Comments on 30%, Progress Meeting	11-10-11	
Plan Preparation for Plans Adequate Submittal	11-11-11	01-11-12
Plans Adequate Submittal to TxDOT	01-12-12	
Receive TxDOT Comments on Plans Adequate Submittal (60%), Progress Meeting	01-19-12	
Implement Comments and Advance PS&E for Final Submittal (100%)	01-20-12	03-20-12
District Review Submittal to TxDOT, Progress Meeting	03-21-12	
Receive TxDOT Comments on Final Submittal	03-28-12	
Implement Comments and Advance PS&E for Final Mylars Submittal	03-29-12	04-05-12
Submit Final Mylar Plans to District	04-06-12	
Submit Final Mylar Plans to Austin	04-23-12	

FM 455

CSJ:	0816-02-TBD	**Begin Advanced Planning:**	June 2010
Limits (From):	FM 2450	**Complete Draft Env. Document:**	*
(To):	Marion Road	**Schematic Approved:**	December 2011
Length:	5.3 miles	**Clearance for Public Involvement:**	*
Est. Const. Cost:	$40 million	**Public Hearing:**	*
Project Description:	Widen two-lane rural roadway to four-lane urban roadway with turn lanes at IH-35	**FONSI:**	*
		ROW Acquisition Begins:	*
Firm:	Dannenbaum	**Utility Relocation Completed:**	*
Key Contact:	Greg Vowels	**Anticipated Let Date:**	*



Current Activity:

- Dannenbaum sent a second round of Right-of-Entry letters to property owners that had not responded to the first round.
- Dannenbaum is finalizing the vertical profile. The ROW has been set throughout the corridor.
- Dannenbaum continues work on the preliminary hydraulic analysis of bridges and culverts.
- **ENV:** Dannenbaum met with ENV the week of July 11 to begin EA research.
- **Schematic:** Dannenbaum has been moving forward with schematics by setting horizontal alignments, as well as analyzing ROW impacts. Dannenbaum has the proposed ROW designated throughout the corridor.
- **ROW:** Will begin once the project has been environmentally cleared.
- **PS&E:** Will begin once the schematic is sufficiently developed.
- **See Dannenbaum report.**

FM 455 July Progress Report

7/01/11

C-S-J:	0816-02-TBD
Limits (From):	FM 2450
(To):	Marion Road
Length:	5.3 miles
Est. Const. Cost:	$40 million
Description of Project:	Widen two lane rural roadway to a four lane urban roadway with turn lanes at IH 35

Past Month's Activities (June/July):

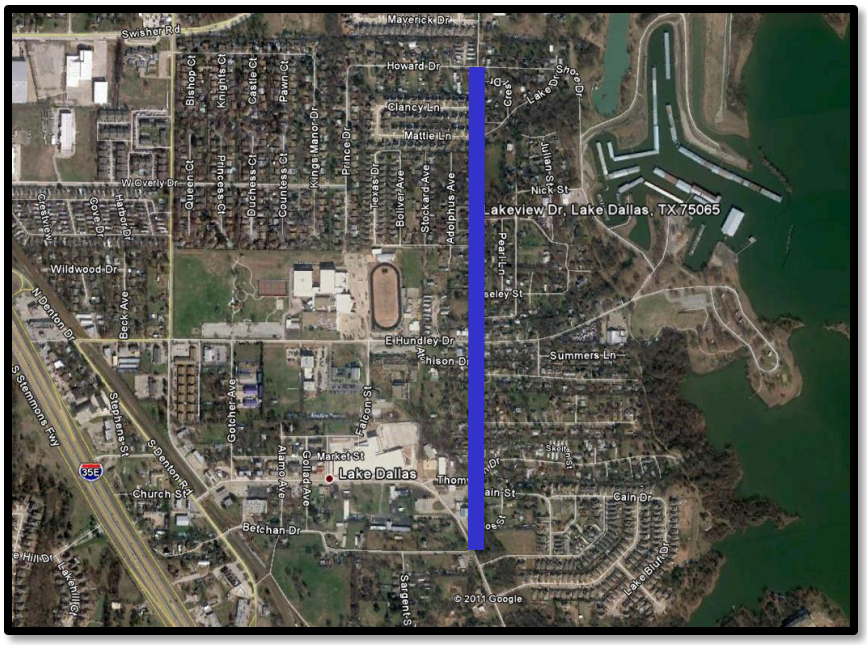
- Continue to receive Right-of-Entry Letters
- Moving schematic development forward with direction/input from local officials.
- Finalized ROW needs through the corridor.
- Performing preliminary hydraulic analysis of bridges and culverts

Next Month's Activities (July/August):

- Continue schematic developments for 60% submittal.
- Compute all flows for culverts and bridges.
- Begin meeting with affected property owners.

Lakeview Drive

Limits (From):	Howard Lane	**Executed ICA:**	August 3, 2010
(To):	Main Street	**ROW Acquisition Complete:**	May 2011
Length:	0.8 miles	**Utility Relocation Complete:**	August 2011
Est. Const. Cost:	$2 million	**Award Contract:**	September 2011
Project Description:	Widen existing two-lane roadway to two-lane urban roadway	**Construction Complete:**	June 2012
Firm:	Lake Dallas		
Key Contact:	Earl Berner		



Current Activity

- A pre-construction meeting with the utility companies was held on August 24, 2010, in an effort to obtain the companies' requirements and schedules.
- Utility companies have submitted to the City Engineer their plans for relocation of utility lines.
- Two public meetings have been held, the first on October 14, 2010, with engineers presenting the plan for improvements and then an open discussion. On October 28, 2010, a "public discussion" item was on the agenda for the City Council Meeting so that citizens could express their opinions to the Council. Some concern regarding environmental mitigation was raised, and the City has promised to address these concerns.
- The City has received the final survey information and engineering for a storm water issue.
- It is anticipated that agreements on ROW will be completed by the end of July 2011, and ROW acquisition should be completed by the end of August 2011.
- Utilities will be relocated from September through November.
- Bidding on construction should begin in November or December 2011.

Cowling Road

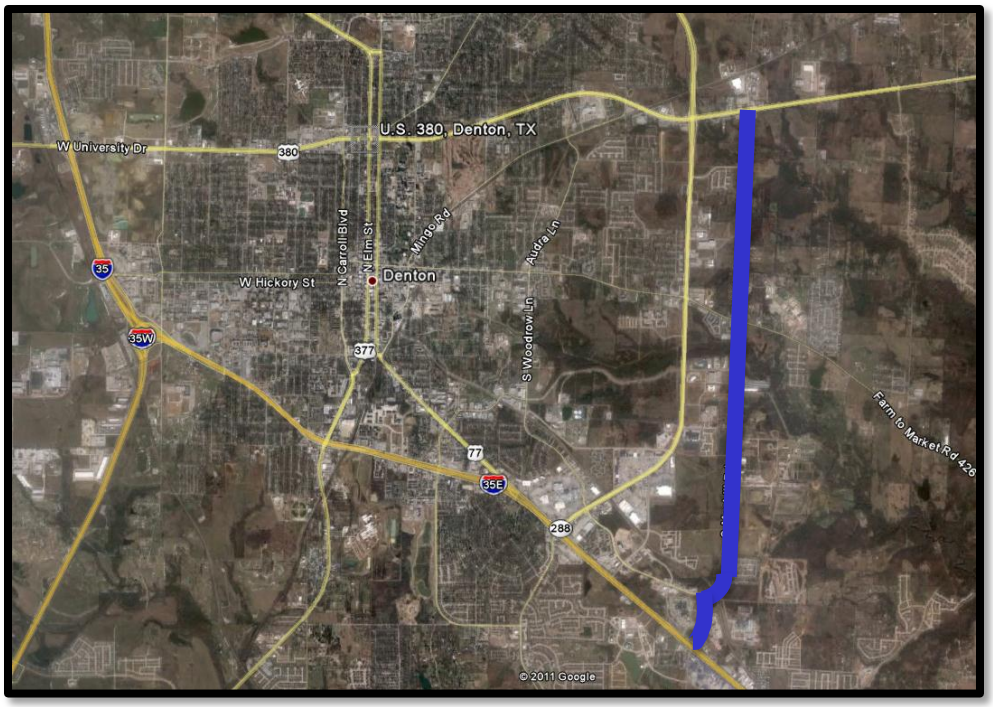
Limits (From):	Deer Run Drive
(To):	Clear Creek Bridge
Length:	0.6 miles
Ext. Const. Cost:	$271,688
Description:	Construction of asphalt roadway along with associated storm water improvements and sanitary sewer improvements
Firm:	Sanger
Key Contact:	Robert Woods

Current Activity

- The City executed the contract with Calvert Paving on August 5, 2010.
- Sanger provided Calvert Paving with a Notice-to-Proceed letter on August 6, 2010.
- The project is approximately 99% complete. The City of Sanger has conducted a walk-through, and the contractor is finishing the last few punch-list items. The City has not yet released final retainage payment to the contractor due to waiting for the contractor to provide an affidavit of payment to all sub-contractors. This is the only outstanding item left on the punch list for release of the final retainage.
- The City of Sanger is still waiting for the contractor to provide an affidavit of payment to all sub-contractors. Sanger has contacted the City attorney regarding the outstanding affidavit. The attorney will be working with the bonding company to resolve this issue.

Mayhill Road

Limits (From):	IH-35E	**ROW Acquisition Begins:**	April 2011
(To):	US 380	**ROW Acquisition Complete:**	December 2011
Length:	3.9 miles	**Design Complete:**	December 2011
Est. Const. Cost:	$56,670,566	**Utility Relocations Complete:**	April 2011
Project Description:	Widen existing two-lane roadway to four-lane, divided urban cross section	**Award Construction Contract:**	April 2012
Firm:	City of Denton	**Construction Let Date:**	January 2012
Key Contact:	Frank Payne	**Construction Complete:**	Fall 2015

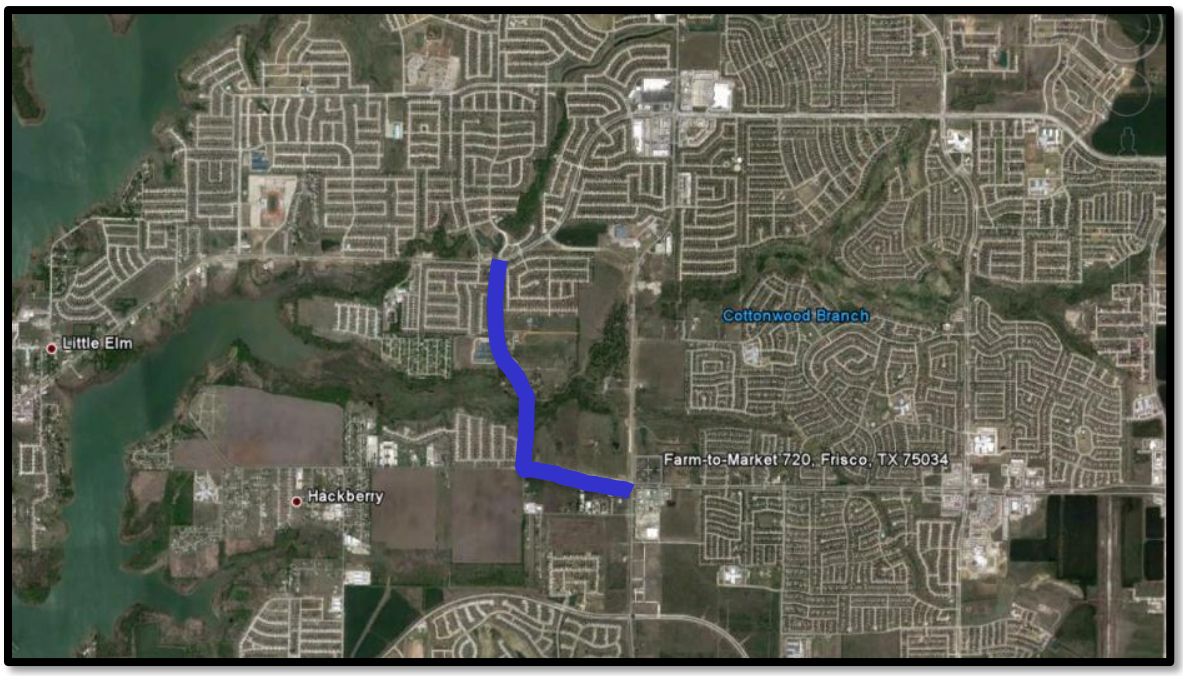


Current Activity

- The City of Denton has finalized the preliminary schematic.
- Right-of-entry letters have been issued, and design survey is underway.
- The property acquisition process has started with preliminary landowner meetings. No offers have been tendered to date.
- A public meeting to introduce the project and garner public feedback was held on December 15, 2010.
- The City continues to refine the schematic with field information and is attempting to complete survey and geotechnical data acquisition.
- The City's primary goal at this point is to establish a preliminary design set and to initiate offers for Right-of-Way.
- The project website contains updates and project information: www.mayhillroad.com.

Witt Road Bridge

Limits:	On Witt Road approximately 0.25 miles north of King Road, at Cottonwood Creek
Ext. Const. Cost:	$5,565,000
Description:	Replace bridge over Cottonwood Creek and elevate to a 100-year flood plain elevation
Firm:	Town of Little Elm
Key Contact:	Ivan Langford



Current Activity

- Little Elm executed the ICA on May 17, 2011. The Denton County Commissioners Court executed the ICA on May 31, 2011.
- The design consultant has completed 100% design.
- Staff submitted the project to the United States Army Corps of Engineers for approval. The Town received notice from the USACE District office that the pre-construction notification (PCN) was accepted.
- Staff is working to acquire right-of-way on six parcels. Staff has received agreements on five of the properties and is currently working to acquire ROW on the last parcel: King's Crossing Homeowners' Assocation.
- Utility relocation affects only AT&T and CoServ Electric, and is expected to be completed as soon as ROW acquisition has been finalized. It should not affect construction since relocations will be completed on the west side of the road, and the bridge is on the east side.
- The project was advertised, and bids were received on July 7, 2011. The design consultant has completed the bid tabulation to determine the apparent low bidder. Currently, staff is working to acquire additional funding. Construction is expected to last fourteen months. Expected construction cost is $5 million.

Stanley Road – Aubrey

Limits:	From SH 377 to Jerry Street
Length:	712 feet
Ext. Const. Cost:	$101,243
Description:	Remove existing HMAC pavement and replace with 6-inch concrete pavement over 6-inch stabilized subgrade; repair existing curb and gutter as needed
Firm:	Allison Engineering Group
Key Contact:	Lee Allison

COMPLETE!

Current Activity

- Project is nearing completion.
- Final walk-through took place on Tuesday, July 12, 2011.

Krugerville – Various City Streets

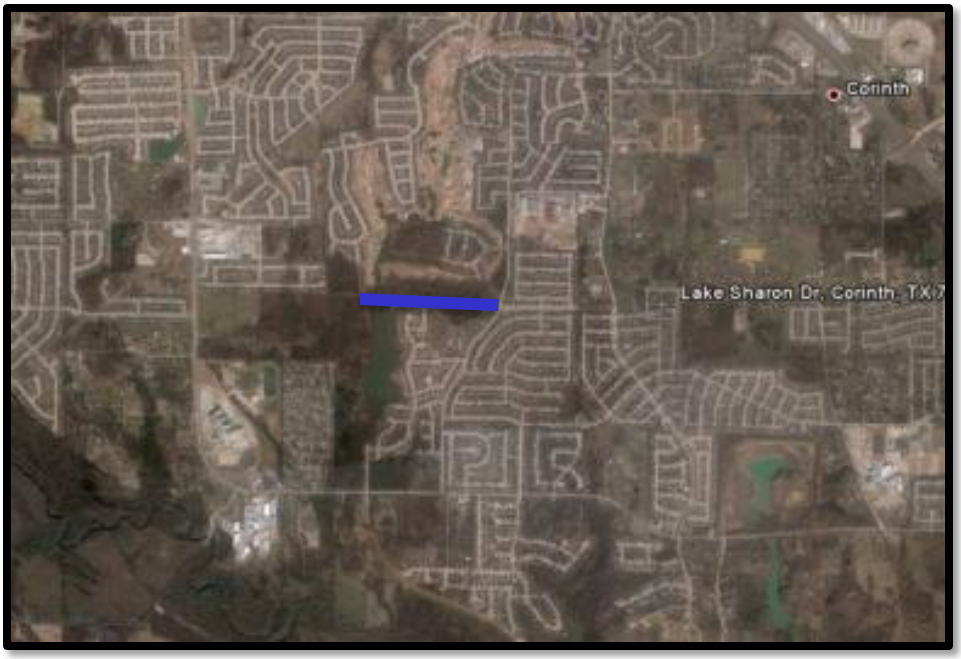
Limits:	Various
Ext. Const. Cost:	$250,000
Description:	Storm water sewer system improvements and chip sealing to various city streets
Firm:	Krugerville
Key Contact:	Tim Lackey

Current Status:

- The city streets proposed for improvement are: Sherry Lane South, Fair Meadows Circle at Sherry Lane South, and Fairview Drive at Sherry Lane South.
- The City of Krugerville executed an ICA with Denton County for $250,000. Denton County executed the ICA on court July 12, 2011.
- The City is preparing bid documents for the project.

Lake Sharon Extension

Limits:	From Oakmont Drive to FM 2499-5
Length:	3,100 feet
Ext. Const. Cost:	$2,500,000
Description:	Construct a four-lane divided roadway
Firm:	City of Corinth
Key Contact:	Justin Brown

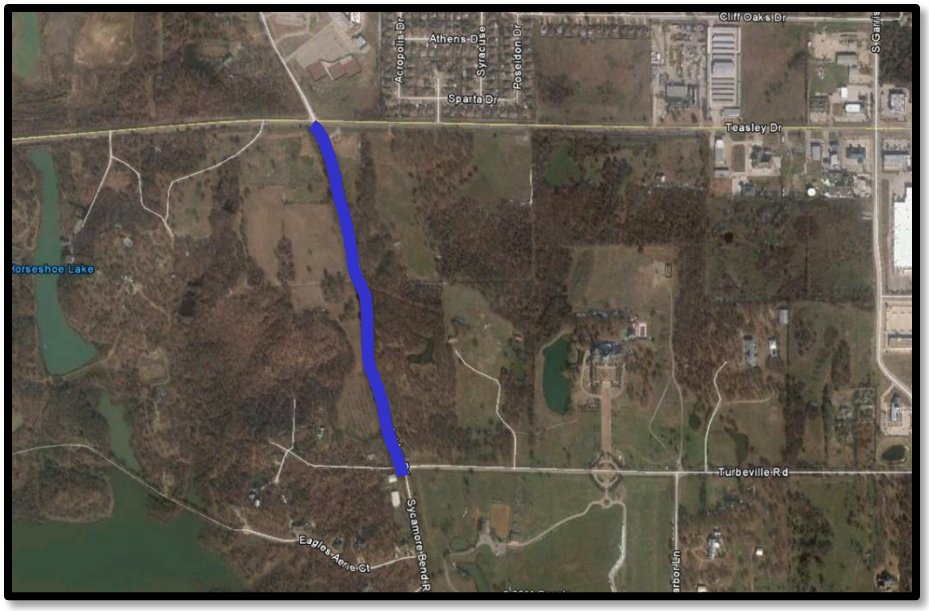


Current Activity

- An ICA between Denton County and the City of Corinth is currently being reviewed by City staff.
- The project is currently unfunded, and no timetable has been set for construction.

Park Ridge South

Limits:	FM 2181 to Turbeville Road
Length:	2,900 feet
Project Cost:	$1,481,000
Description:	Reconstructing existing dirt road with three-lane road
Firm:	City of Corinth
Key Contact:	Justin Brown

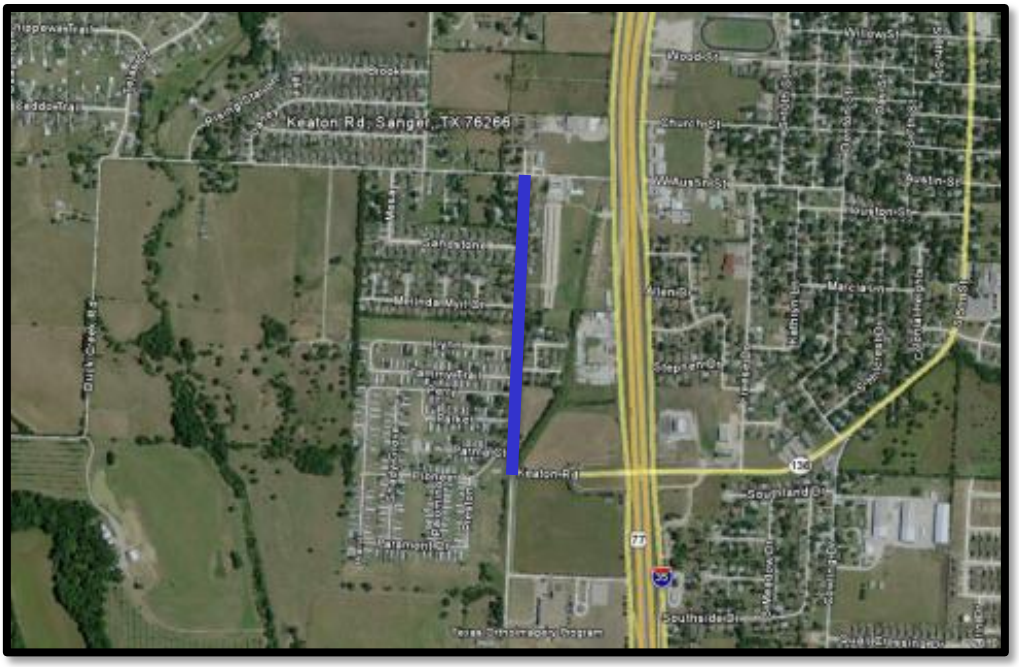


Current Status:

- **Engineering:** An engineering design contract was awarded to Teague, Nall and Perkins.
- The City staff have reviewed the 35% Plans and have returned comments to the engineer. The engineer is currently working to submit 60% Plans.
- The project should be ready to advertise for bids by mid-October.
- **ROW:** Right-of-way acquisition is currently underway and is anticipated to be complete by September 2011.
- The City has acquired ROW for all the Goldfield property and is actively negotiation ROW acquisition with two of the property owners that are willing to dedicate ROW for free. One additional property owner will dedicate ROW for compensation; his acquisition will cost approximately $10,000. The last property will most likely have to be condemned.
- **Construction:** The project should be ready for construction by the end of November or the beginning of December 2011 and will take four to five months to construct.

Keaton Road

Limits:	From Duck Creek Road south to Fifth Street
Length:	2,300 feet
Ext. Const. Cost:	$656,968.50
Description:	Construct concrete street
Firm:	City of Sanger
Key Contact:	Robert Woods



Current Status:

- Quality Excavation was awarded the contract for Keaton Road. The total contract price was $656,968.50.
- The contractor has begun construction on the utilities portion of the project.

Southridge Library – Driveway Extension

Firm:	City of Denton
Key Contact:	Frank Payne

COMPLETE!

Current Status:

- The project was completed in June 2011.

North Texas Boulevard

Ext. Const. Cost:	$50,000
Description:	Add pedestrian fence to North Texas Boulevard bridge
Key Contact:	Gary Bailey

Current Status:

- Met with Gary Bailey on July 7, 2011. He confirmed that he is working with the District to draft and submit an LPAFA to Denton County to construction pedestrian fence on NTB. The County should receive an LPAFA in August 2011.

IH 35E Ultimate Status Report

- HB 2255 (Phillips) – Relating to the use of CDAs for five state-wide projects, including IH-35E, was passed out of the House Transportation Committee on April 13, 2011.
- CSSB 1420, the TxDOT Sunset Bill, was passed to engrossment in the House Friday, April 29, 2011, by a vote of 109-27 with 78 amendments. Representative Larry Phillips filed Amendment 90, which incorporated CSHB 2255 into the sunset bill, extending CDA authority for the North Tarrant Express, I-35E, SH 183, and other projects across the state.
- The Senate has selected their conferees for CSSB 1420. They are Hinojosa, Williams, Hegar, Nichols, and Nelson.
- The House has selected their conferees for CSSB 1420. They are Harper-Brown, Bonnen, McClendon, Pickett, and Phillips.
- CSSB 1420 was passed by both houses over the weekend of May 24, 2011. The CDA authority was clean and had no negative language related to buy-back or non-compete provisions.
- TxDOT Austin is beginning the process of setting up procurement processes. Austin may select a procurement manager that would report to John Barton in Austin. This needs to be monitored to ensure that this does not jeopardize IH-35E's procurement. Mr. Barton and no one currently working in administration have ever procured a project. All of the previous CDAs were procured by people in the district or by people who no longer work at TxDOT.
- Denton County has requested a meeting with TxDOT Austin to discuss this matter.
- The Texas Department of Transportation, in conjunction with the North Texas Region, has issued a Request for Information on the IH-35E project, from IH-635 to US 380; responses are due by July 20, 2011. One-on-one-meetings will be held with submitters in the North Texas Region.
- See attached items.

Current Schedule:

- **October 28, 2009:** Received Federal Highway Administration's satisfactory for further processing (SFP) on the schematic for all three segments of IH 35E

Middle Section:

- **June 25, 2010 –** TxDOT to submit employment opportunities impact assessment technical report to FHWA.
- **October 14, 2010 -** Received Federal Highway Administration's Satisfactory for Further Processing on the Environmental Assessment.
- **November 2010 –** Conduct Public Hearing
- **January 28, 2011** – Received FHWA Finding of No Significant Impact (FONSI).
- **Summer 2011** – Right of Way (ROW) Acquisition (To Begin after FONSI is obtained).
- **2011 / 2012** – Early Project Construction may begin.

South Section:

- TxDOT submitted the response to FHWA comments with the Revised Environmental Assessment document to FHWA on May 3, 2011.
- **June 2011** – Receive Satisfactory for Further Processing (SFP)
- **July 2011** – Conduct Public Hearing
- **September 2011** – Anticipating Environmental Clearance from FHWA.

North Section:

- The North Section will most likely follow the South Section by one month.
- **July 2011** – Receive Satisfactory for Further Processing (SFP)
- **August 2011** – Conduct Public Hearing
- **September/October 2011** – Anticipating Environmental Clearance from FHWA.

The Texas Department of Transportation, in conjunction with the North Texas Region, drafted and issued a "Request for Information" (RFI) for IH 35E from US 380 to IH 635. Responses are due by July 20, 2011. Attached as Exhibit 1.

Extensive debate occurred between TxDOT Headquarters and the North Texas Region regarding the protocol for moving forward on IH 35E. As a result of these discussions, TxDOT Headquarters is attempting to establish both the process and the committee structure to "address" North Texas' concerns. See attached email and schedule. A series of meetings were scheduled to discuss both the process and the actual information received from the RFI. No input from the Region was sought before the meetings were set. Additionally, clarification was sought regarding the dual locations listed in the schedule. See attached email from ITS. Please note that the initial meeting is scheduled for July 12 at 11:00 a.m. That is the same time that both Denton and Dallas County hold their Commissioners Court. This was pointed out to TxDOT Headquarters on July 5th. The North Texas Region is attempting to get the first meeting moved to July 12th from Noon to 3 pm. At the time of this memo, it was not readily known if this had been confirmed.

Of additional concern is a memo sent by Amadeo Saenz to all TxDOT departments regarding his role in public, private partnerships. See attached memo. Mr. Saenz is under the mistaken perception that the legislature placed its faith in TxDOT to put the "reinvigorated" program on solid footing and that he is the man to do it in 8 weeks. This memo is the clearest example of the ongoing problems we are having with an agency that does not learn from past mistakes. It was exactly this type of "top down" approach that the Legislature reacted to the first time P3 authority was removed from TxDOT.

EXHIBITS:

1. Request for Information
2. Email from Bill Hale
3. Proposed Committee schedule
4. Email from ITS
5. Memo from Amadeo Saenz

REQUEST FOR INFORMATION

REGARDING THE DEVELOPMENT OF AND PROCUREMENT PROCESS FOR THE

IH 35E PROJECT

IN DENTON AND DALLAS COUNTIES
TEXAS DEPARTMENT OF TRANSPORTATION

RFI Issuance Date: June 10, 2011
RFI Closing Date: July 20, 2011

The Texas Department of Transportation ("TxDOT") is seeking information to assist TxDOT, working in cooperation with regional transportation providers and local governments, in developing a strategy for project development and implementing the procurement process for the IH 35E Project ("Project"). This Request for Information ("RFI") is issued solely to obtain information to assist TxDOT on an administrative level. It does not constitute a Request for Qualifications ("RFQ"), an RFP or other solicitation document nor does it represent a commitment 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 on July 20, 2011. [See Sections 3 and 4 for further information.]

OVERVIEW

During the recent legislative session, TxDOT was provided with authority under Senate Bill 1420 to develop certain projects through public-private partnership (P3) agreements under Texas Transportation Code Section 223.201, including the IH 35E Project, as well as the North Tarrant Express and SH 183 projects in the Dallas/Fort Worth area, and the State Highway 99 (Grand Parkway), SH 249, SH 288 and US 290 projects in the Houston area. Subject to Senate Bill 1420 being signed by the Governor or otherwise going into effect, TxDOT intends to expeditiously pursue the development of these projects - working with stakeholders, the public and the private sector to deliver these projects to meet urgent transportation needs in the State of Texas.

Along with TxDOT, the public sector entities in the Dallas/Fort Worth region, including Denton and Dallas counties, the cities along the proposed project route, the North Texas Tollway Authority, the North Central Texas Council of Governments, Dallas Area Rapid Transit (DART) and Denton County Transportation Authority (DCTA) seek the successful development of the Project. The Regional Transportation Council, the policy body of the North Central Texas Council of Governments, has made the Project its highest priority. During the RFI process, these entities will consider additional ways to assist with the development of the Project, including identifying potential additional sources of funds and other means of support for the project. These entities recognize the need for and support private sector involvement in the Project and assisted in creating the opportunity for such involvement.

Purpose of RFI

This document is a Request for Information (RFI) from individual firms or teams with experience in developing and/or financing large transportation infrastructure projects that may be interested in designing, building, financing, operating and / or maintaining the Project. Prospective industry participants are encouraged to review TxDOT's rules regarding organizational conflicts of interest in Title 43 of the Texas Administrative Code, Chapter 27, Subchapter A, § 27.8. Amendments to these rules were proposed by the Texas Transportation Commission on May 26, 2011 and will become final 20 days from the date the amended rules are filed with the Office of Secretary of State of Texas following their final adoption.

The purpose of this RFI is to inform potential respondents of this opportunity and solicit private sector interest and innovation in the delivery of the Project. Specifically, the RFI seeks to:

- Communicate to all parties TxDOT's interest in facilitating a solution to the mobility issues in this corridor.
- Provide general background information related to the Project.
- Communicate to potential private sector partners the objectives for the development of the Project.
- Provide an opportunity for potential respondents to articulate their interest in participating.
- Solicit input from industry on a variety of issues, including Project scope and the delivery method that would have the greatest potential to satisfy the objectives for the Project.

The information gathered from the RFI will be used to assist TxDOT, in cooperation with other stakeholders, with the preparation of any resulting RFP and agreement for the proposed Project. Submissions will be reviewed to assist in refining the approach to Project development, including the scope and structure of any P3 agreement(s). By responding to this RFI, you can provide valuable input and help shape the framework for the development of the Project. One key area of interest is the assignment of financial risk and optimal scope for the Project.

Please note that while a response to this RFI is not a pre-requisite to participating in any resulting procurement process, potential respondents are encouraged to respond to the RFI.

Industry Meetings

After receipt and analysis of the responses to the RFI, TxDOT intends to hold one-on-one meetings with companies capable of and expecting to lead prospective developer teams regarding their responses to the RFI on a first come, first served basis. Local transportation partners will be represented in the meetings. During the one-on-one meetings we would like industry participants that lead teams that develop and/or finance major projects to provide their analyses regarding the optimal project development approach for achieving the objectives for the Project. (See Section 2.C.) The one-on-one meetings will be held in Dallas on July 26-28, 2011. TxDOT will notify interested developers of the assigned timeslot and location for the one-on-one meeting in advance of the meeting. **Parties interested in**

attending a one-on-one meeting regarding the Project must indicate their interest in their response to the RFI.

PROJECT DETAILS

Project Description

The Project consists of the redevelopment of a 28-mile section of Interstate 35E (IH 35E) from IH 635 to US 380 in Dallas and Denton Counties. The Project is planned to include reconstruction and widening of the existing IH 35E to incorporate additional main lanes/general purpose lanes, managed lanes and frontage roads through the cities of Farmers Branch and Carrollton in Dallas County, the Town of Hickory Creek, the cities of Lewisville, Highland Village, Lake Dallas, Corinth, Shady Shores and Denton in Denton County.

The Project consists of three segments: north, middle, and south:

North Segment (FM 2181 to North of US 380): The existing configuration for this section consists of four general purpose lanes (two lanes in each direction) and two-lane frontage roads. The new facility will include two to four managed lanes (one to two lanes in each direction), eight general purpose thru lanes (four lanes in each direction) as well as continuous frontage roads of two to three lanes in each direction. The total length of the North Segment is 10.5 miles.

Middle Segment (President George Bush Tollway (PGBT) to FM 2181): The existing configuration for this section consists of six general purpose lanes (three lanes in each direction) and two-lane frontage roads. The existing frontage roads do not extend across Lake Lewisville. The new facility will result in eight general purpose thru lanes (four lanes in each direction), four managed lanes (two lanes in each direction) and a Collector-Distributor (C/D) road from PGBT to SH 121. In addition, separate frontage road bridge structures will extend across Lake Lewisville. The total length of the Middle Segment is 12.1 miles.

South Segment (I-635 to SH 190/PGBT): The existing configuration for this section consists of six general purpose lanes (three lanes in each direction) and two-lane frontage roads. The new facility will contain eight general purpose lanes (four lanes in each direction), four managed lanes (two lanes in each direction) and continuous frontage roads of two to three lanes in each direction. The total length of the South Segment is 5.5 miles.

The Project has coordination challenges at the following locations: FM 407, the University of North Texas pedestrian bridge, the Belt Line Road intersection in the South Segment, and Dickerson Parkway. These areas will be the subject of further discussion at the one-on-one meetings.

Estimated Capital Costs and Public Funds

The total capital costs to design, acquire right-of-way, address utility relocation and construct the Project have been estimated to be approximately $3.863 billion. The Project capital costs are summarized in the following table.

PROJECT CAPITAL COSTS			
Segment	Design and Construction Costs (2010, Millions)	Right-of-Way Acquisition Costs (2010, Millions)	Total Project Costs (2010, Millions)
South	$483	$324	$807
Middle	$1,292	$504	$1,796
North	$835	$425	$1,260
TOTAL	$2,610	$1,253	$3,863

Public funding has been identified from the Regional Toll Revenue (RTR, i.e. the SH 121 payment) and other public funds for the Project. A total of $592 million has been identified for use on the project.

Additional information, including traffic and revenue information, may be found on the Project website at http://webtest/project_information/projects/dallas/i35e/rfi.htm.

Objectives for the Project

TxDOT and local stakeholders have developed the following objectives for the Project:

- Deliver as much of the Project as is possible with the available public funds;
- Structure a procurement to generate robust competition;
- Promote fairness in subcontracting that facilitates small business and DBE/HUB opportunities and encourages local business participation;
- Capture private sector innovation to maximize mobility, capacity, safety and aesthetics and reduce existing transportation system deficiencies in order to accommodate both local and regional traffic;
- Maintain and enhance accessibility to commercial centers, employment sites and other activity areas;
- Promote an environment that will increase funding opportunities and value capture techniques for additional Project delivery;
- Utilize principles of congestion pricing and demand management to operate and fund parts of the Project.

Status of Key Approvals and Project Development

Environmental

Three Environmental Assessments were prepared for the north, middle, and south segments of the Project. In October 2009, TxDOT received FHWA approval on schematics for all three segments of the Project. In January 2011, TxDOT received a Finding of No Significant Impact

(FONSI) from the Federal Highway Administration (FHWA) for the Middle Segment of the Project and is nearing completion of the other two Environmental Assessment documents in anticipation of public hearings.

The anticipated Project schedule is as follows:

- Mid Summer 2011 – Satisfactory for further processing for remaining portions of proposed Project
- Late Summer 2011 - Public hearings for remaining portions of proposed Project
- Fall 2011– Complete environmental process (FONSI) for remaining portions of proposed Project
- 2011/2012 – Target date for completing right-of-way mapping and initiating right-of-way acquisition
- 2013 – Target date to begin early Project construction

Right of Way

TxDOT has identified Right of Way needs, as shown in the Project schematics and environmental assessments, and is evaluating the opportunity to acquire certain parcels prior to Project award. The list of early acquisition parcels and accompanying schedules will be provided as they become available.

Project Delivery Methodology

A P3 agreement is an agreement between TxDOT and the private sector that, at a minimum, provides for the design and construction, rehabilitation, expansion, or improvement of a tolled project and may also provide for the financing, acquisition, maintenance, or operation of a tolled project. In general, TxDOT is considering developing the Project under one or more of the following models:

- a full concession,
- an availability payment structure (as described below) or
- a design/build or design-bid-build with traditional tax exempt toll revenue bonds.

Under an availability payment structure, TxDOT would make milestone and/or availability payments to compensate the developer for capital costs, operating/maintenance costs and financing costs, including a return on equity. Payments would be subject to deductions due to a failure on the part of the developer to comply with prescribed standards.

The sources of funding for availability payments may be structured as follows:

Project toll revenues as the first source of payment. The Project toll revenues would be committed for satisfaction of the payment obligations and allocated first to the financing

cost components of the availability payment, including interest cost and return on equity; and

If toll revenues are insufficient, funding would be made from the State Highway Fund, including receipts from constitutionally dedicated fees and taxes. This funding source is subject to appropriation and to legal limitations on use. Eligible costs payable from this funding source consist of costs of construction, other capital expenditures including Project capacity improvements, major maintenance expenses, costs for operation, maintenance and repair, consumables and similar costs. Financing costs, including return on equity are not an eligible cost to be paid from the State Highway Funds.

Tolling Considerations

The Project will include managed lanes and facilities for barrier-free electronic toll collection (ETC) and video tolling. Toll rates and escalation methodology will be in accordance with the terms of the Regional Transportation Council Managed Lanes Tolling Policies, which provides for fixed schedule pricing during the first six months and dynamic pricing thereafter, based on user demand. The RTC Managed Lanes Tolling Policies can be found on the Project website at http://webtest/project_information/projects/dallas/i35e/rfi.htm.

Current Schedule

TxDOT, with input from local transportation partners, currently anticipates procuring any P3 agreement for the Project in accordance with the milestones in the following chart:

Milestone	Anticipated Date
1. Responses to RFI Due	July 20, 2011
2. One-on-one meetings	July 26-28, 2011
3. Issue Request for Qualifications (RFQ)	August 31, 2011
4. Proposer submission of Qualification Statements in response to RFQ	October 31, 2011
5. TxDOT issues short-list of proposers eligible to submit detailed proposals	November 28, 2011
6. TxDOT issues draft RFP to short-listed proposers	December 2, 2011
7. Industry review meetings - a series of one-on-one meetings with short-listed proposers	January 4-5, 2012
8. TxDOT issues final RFP to short-listed proposers	February 14, 2012
9. Proposer submission of Proposals in response to RFP	June 7, 2012

10. TxDOT selection of preferred proposer/conditional award of P3 agreement	July 26, 2012

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

INFORMATION REQUESTED

TxDOT is interested in your views on our current Project phasing and anticipated Project delivery methodology. In responding to this RFI, TxDOT asks parties to submit their perspectives on as many of the following issues as possible. Please number the answers to match the question numbers below. In addition, please provide point of contact information and a brief (no more than 3 page) summary of your organization and your previous experience with large transportation-related procurements and other relevant qualifications.

Project Scope and Phasing

A1. Based on the technical information provided to date, do you see any preliminary value engineering opportunities for the Project?

A2. Identify what level of public funding, if any, would be needed to deliver the entire project by 2018.

A3. Given the amount of identified available public funds, what Project scoping or phasing opportunities would you suggest to improve overall Project feasibility in light of the stated Project objectives?

A4. If the full scope of North, Middle, and South Segments under a 52 year concession model is not deemed feasible (with or without TIFIA), please identify a project scope and / or phased delivery that would be financially feasible without any additional public funds beyond the amount identified in Section 2.B. How would your recommended approach help achieve the stated Project objectives? What are your ideas for accomplishing the entire Project?

A5. $592 million of RTR and other public funds are available for use on the Project. What level of additional public funds, if any, would be required to develop, operate and maintain the Project if the limits are in Denton County only? What level of additional public funds, if any, would be required to develop, operate and maintain the Project if the limits of the Project are in Dallas County only? If the $592 million of RTR funds had to be distributed between Dallas and Denton counties, how would this impact the overall financial feasibility of the project and/or the potential for phased implementation?

A6. If the implementation phasing was restricted to require that the Project begins at US 380 and continues south or IH-635 and goes North, how much of the Project could be delivered without any additional public funds beyond the amount identified in Section 2.B.?

A7. The current Project schedule targets service commencement for the Project by January 2018. Please provide a discussion on whether you believe your

firm/team would be able to achieve the service commencement goals. Please identify any road blocks or impediments that would prevent the Project being open by this date and describe any solutions you would recommend for avoiding or mitigating the impacts of such impediments.

Delivery Methodology

TxDOT is considering using one of the delivery models described in Section 2.E. to deliver the Project. Please identify the benefits and disadvantages of each delivery model in achieving the objectives for the Project. Do you see any impediments to the success of any of the models? What are proposed solutions for overcoming any identified impediments?

Which delivery method for the proposed Project do you believe will be the most successful in achieving the stated objectives for the Project? To the extent possible, please provide detail on how this delivery method would best achieve stated objectives.

Provide your preliminary views on the financing tools that you would propose to utilize for the Project and the amount of time you believe would be required to reach financial close after award by the Commission. Based on your anticipated financing structure, what impediments, if any, would prevent you from reaching financial close in a timely manner and how would you propose to overcome these impediments?

Under the delivery model you recommend in response to Question B2, would the Project be financially feasible without TxDOT support? If not, what level of public funding would be required to deliver the entire Project by 2018?

TxDOT has submitted a request for TIFIA loan assistance in the amount of $800 million for the Project, but is not guaranteed to receive it. Within the context of your response to Question B2, please comment on the importance of TIFIA to the feasibility of the Project. What is the feasibility of the Project without TIFIA assistance?

Please provide your perspective on the optimal financial risk sharing position under the delivery model you recommend in response to Question B2.

Considering the environmental status of the North and South Segments and the 180-Day NEPA finality requirements (estimated to occur in March 2012), how does that impact your ability and or willingness to propose on this Project? Please discuss any recommended solutions for mitigating any impact on your ability or willingness to propose on this Project. Please comment on the schedule and optimal timing for the procurement.

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 the 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 specific documents entitled to protection from disclosure under the Act or other Texas laws or as to the interpretation of such laws. 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.

GENERAL INFORMATION

RFI Issuance Date: June 10, 2011

RFI Closing Date: July 20, 2011

One on One meetings: July 26-28, 2011

Page limits: While there is no page limit to the response to questions in Section 3.A. and 3.B., any other information, including marketing materials is limited to 3 pages.

Format: Please provide five paper copies and one complete electronic copy of your response to the RFI in a searchable format to the Point of Contact listed below.

Questions: Questions regarding this RFI should be in writing and e-mailed to the Point of Contact listed below. TxDOT will post responses to questions on the Project website without identifying the party(ies) submitting the questions. Responders are encouraged to submit any questions to the Point of Contact below prior to July 14, 2011.

Point of Contact:

Mr. Ed Pensock, Jr., P.E.
Texas Department of Transportation
Director, Corridor Systems
Texas Turnpike Authority Division
7600 Chevy Chase Drive, Bldg. 2, Suite 400
Austin, Tx 78752
(Ph): 512.936.0980
(E-mail): txdot-ppp-rfi-i35e@txdot.gov

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

At its option, TxDOT may also elect to follow-up directly with respondents with more detailed questions or to clarify submissions.

From: Bill Hale [mailto:Bill.Hale@txdot.gov]
Sent: Thursday, June 30, 2011 8:03 PM
Subject: IH 35 E Stakeholders Meetings - Save the Dates

Please see the letter pasted below. A hard copy is being mailed to each of you to notify you of the upcoming IH 35E Project Meetings on July 12, July 22, July 26-28 and August 1.

Please mark your calendars.

Thank you. Bill Hale

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This letter is to advise you of current developments regarding the IH 35E Project between IH 635 and US 380 in Dallas and Denton Counties (Project). The Texas Department of Transportation (TxDOT) and local transportation partners are seeking input from the private sector on their unique ideas for delivering the Project. Meetings have been set up to help you and other stakeholders follow the process that should result in a procurement scope with the greatest opportunity to satisfy the objectives of the Project.

On June 10th, a Request for Information (RFI) was issued to the private sector for their ideas on the development of the Project. Individual firms or teams with experience in designing, building, financing, operating and/or maintaining large transportation infrastructure projects are the targeted respondents. The information gathered from the RFI will help develop procurement agreements for the development and implementation of the Project. TxDOT anticipates receiving responses to the RFI on July 20, 2011.

We invite you, or your designee, to participate in three meetings (detailed on the enclosed attachment); July 12, July 22, and August 1.

We also ask that you work collectively with other stakeholders to designate a limited number of non-elected officials to represent you in the July 26-28 one-on-one meetings to witness and simply report to the stakeholders on this process. Respondents will be encouraged to clarify their responses to the RFI and to openly discuss their unique ideas. Participants will be expected to restrict openly disclosing some of this information outside of the meeting.

Your involvement was critical for this Project being granted special authority to explore innovative delivery methods during the 82nd State Legislative Session. TxDOT looks forward to working closely with the local stakeholders and transportation partners as we move forward to the next phase of the Project procurement. Please call me at 214-320-6110 if you have any questions.

Sincerely,

William L. Hale, P.E.

IH 35E Project Meeting Schedule

MEETING DATE:	MEETING DESCRIPTION:	MEETING LOCATION:
July 12 - 9:00 am – 12:00 pm	Briefing regarding potential project delivery options	Dallas District/Austin
July 22 - 9:00 am – 12:00 pm	Briefing regarding industry responses to RFI	Dallas District/Austin
July 26-28 - 8:00 am – 5:00 pm	One-on-one meetings with responders to RFI	Dallas District
August 1 - 9:00 am – 12:00 pm	Briefing regarding results of RFI process	Dallas District/Austin

From: John Barton
To: Bill Hale <Bill.Hale@txdot.gov>
Cc: <Mary.Horn@dentoncounty.com>
To: <JPolster@itsinc-tx.com>
Cc: <lpolster@itsinc-tx.com>
Cc: <mmorris@nctcog.org>

Sent: 6/30/2011 9:27:29 PM
Subject: Re: IH 35 E Stakeholders Meetings - Save the Dates

John,

I think the intent is to host the meetings in Dallas but to allow others to participate by video-teleconference from Austin to maximize our ability to include all the people who need to be on the same page. We didn't ntend this to be perceived as that we were proposing to have some meetings in Austin and not Dallas.

Bill, isn't this correct?
-----Original Message-----
From: "John Polster" <JPolster@itsinc-tx.com>
To: Bill Hale <Bill.Hale@txdot.gov>
Cc: John Barton <John.Barton@txdot.gov>
Cc: 00-Mary Horn <Mary.Horn@dentoncounty.com>
Cc: Lisa Polster <lpolster@itsinc-tx.com>
Cc: Michael Morris <MMorris@nctcog.org>

Sent: 8/15/2011 9:25:22 PM
Subject: Re: IH 35 E Stakeholders Meetings - Save the Dates

Bill,

What does it mean in the attachments when it says Dallas/Austin?

There will be no meetings on 35 that occur in Austin. This is a North Texas project with North Texas money. When someone other than North Texas has "skin in the game" they can have a say in the locations of the meetings.

Pass it on as needed.

MEMORANDUM

Texas Department of Transportation

TO: Administration
District Engineers
Division Directors
Office Directors
Regional Directors

DATE: July 1, 2011

FROM: Amadeo Saenz, Jr., P.E.

SUBJECT: Public-Private Partnership Program

As I near my retirement date of August, 31, 2011, it is important that I focus on the agency's most pressing priorities.

The single most important activity is to ensure that the legislatively restored public-private partnership program (PPP) is up and running in short order. The Texas Legislature has placed a tremendous amount of faith in us and it is absolutely critical that we exceed their expectations.

To that end, I have informed the Texas Transportation Commission that my primary focus will be to lead our PPP team over the next eight weeks. My goals are to put the reinvigorated program on solid footing and key projects on the path to success.

cc: Texas Transportation Commission
Harris County Toll Road Authority
North Texas Tollway Authority
Regional Mobility Authorities

CIP FAST FACTS
July 8, 2011

Little Elm and Denton County Projects

Little Elm and Denton County Projects

Witt Road Bridge – Bids were received on Thursday for this project and the design consultant completed the bid tabulation to determine the apparent low bidder. Currently staff is working to acquire additional funding.

Eldorado Parkway Streetscape and Gateway Improvements – The contractor completed demolition on the on the second phase of construction at Walker Lane and Eldorado Parkway. Also this week, the contractor poured several areas of stamped concrete in the medians and is getting the intersection of Walker Lane and Eldorado Parkway ready for pouring.

Lobo Lane Paving & Drainage Project
The contractor has switched traffic on to the new concrete for almost all of Lobo Lane. Also, the contractor has started excavation on the West lanes of Lobo Lane. Staff continues to follow up with the contractor on keeping Lobo Lane's temporary surface in better repair. The Notice to Proceed records the contract start date as July 31st and the final completion date as September 29, 2011. The duration of the project is 425 days. The project is approximately 56% complete.