



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO. 07-123

**A RESOLUTION SUPPORTING
THE TEXAS DEPARTMENT OF TRANSPORTATION'S
UNDERTAKING, PURSUANT TO THE TERMS OF SENATE BILL 792,
MANAGED LANES PROJECTS KNOWN AS IH 635 LBJ FREEWAY,
IH 35W/IH 820/SH 183 NORTH TARRANT EXPRESS,
AND SH 114/SH 121 DFW CONNECTOR**

November 8, 2007

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority created and operating pursuant to Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act;" and

WHEREAS, in 2007, the 80th legislature passed, and the governor signed into law, Senate Bill 792 ("SB 792"), which provides procedures by which the Texas Department of Transportation ("TxDOT") and a "local toll project entity," such as the NTTA, shall undertake a valuation ("Market Valuation") of a proposed toll project based on terms established mutually by the local toll project entity and TxDOT and other factors specified in SB 792; and

WHEREAS, SB 792 excludes from its Market Valuation requirements certain projects under development or study by the NTTA, including the Eastern Extension of the President George Bush Turnpike, the Phase 3 and 4 Extensions of the Dallas North Tollway in Collin and Denton Counties and the planned future extension into Grayson County, the Lewisville Lake Toll Bridge, and Southwest Parkway (State Highway 121) in Tarrant County from Dirks Road/Altamesa Boulevard to IH 30; and

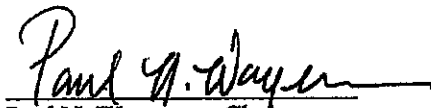
WHEREAS, SB 792 also excludes from its Market Valuation requirements any project, other than SH 161 in Dallas County, for which TxDOT, before May 1, 2007, had issued a request for qualifications or request for competing proposals and qualifications for development of the project under a comprehensive development agreement ("CDA"); and


WHEREAS, before May 1, 2007, TxDOT issued a request for qualifications or request for competing proposals and qualifications for the development under one or more CDAs of three managed lanes projects in the NTTA's service area, known as: (i) IH 635 LBJ Freeway; (ii) IH 35W/IH 820/SH 183 North Tarrant Express; and (iii) SH 114/SH 121 DFW Connector (collectively, the "Managed Lanes Projects"); and

WHEREAS, SB 792 also exempted the Managed Lanes Projects from provisions of SB 792 that prohibit a CDA from allowing a private participant under the CDA to operate a toll project or collect revenue from a toll project (the "CDA Moratorium");

NOW, THEREFORE, BE IT RESOLVED, that (1) at the request of TxDOT and of the Regional Transportation Council of the North Central Texas Council of Governments and (2) in accordance with the provisions of SB 792 that permit TxDOT to develop the Managed Lanes Projects as CDA projects, notwithstanding the CDA Moratorium, and exempt the Managed Lanes Projects from the Market Valuation process, the Board of Directors of the NTTA hereby supports TxDOT's development of each of the Managed Lanes Projects and acknowledges that the NTTA's sole role will be to provide the associated toll operations at a reasonable cost, all as provided under applicable law.

ATTEST:


Paul N. Wageman, Chairman


Debra L. Smith, Secretary