



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO. 08-45

**A RESOLUTION APPROVING A FORM OF
TOLLING SERVICES AGREEMENT FOR
THE TEXAS DEPARTMENT OF TRANSPORTATION'S
IH 635 MANAGED LANES PROJECT**

February 20, 2008

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

WHEREAS, under Chapter 223 of the Texas Transportation Code, the Texas Department of Transportation ("TxDOT") is authorized to procure under a comprehensive development agreement ("CDA") with a private entity services for the design, financing, construction, operation, and maintenance of a TxDOT toll project in Dallas County, Texas, known as the IH 635 Managed Lanes Project (the "Project"), and TxDOT is in the process of procuring such services for the Project under a CDA; and

WHEREAS, Section 366.038 of the Act provides that the NTTA shall provide for reasonable compensation customer service and other toll collection and enforcement services (collectively, "Tolling Services") for toll projects in the NTTA's service area of Collin, Dallas, Denton, and Tarrant counties, including toll projects developed, financed, constructed, and operated under a CDA; and

WHEREAS, pursuant to the requirements of Section 366.038 of the Act, the NTTA and TxDOT have negotiated an agreement for the NTTA to provide for reasonable compensation Tolling Services for the Project and the other services described in the form of tolling services agreement ("TSA") attached hereto to the private entity that TxDOT selects to design, finance, construct, operate, and maintain the Project (the "CDA Developer"); and

WHEREAS, the two private-entity proposers that are eligible to be considered for selection by TxDOT as the CDA Developer for the Project have actively participated in negotiations with the NTTA and TxDOT regarding the form of TSA attached hereto; and

WHEREAS, the NTTA staff believes the terms of the TSA for the Project are fair and reasonable and provide reasonable compensation to the NTTA for its provision of the Tolling Services, and staff recommends approval of the TSA for the Project in substantially the form attached hereto; and