

TEXAS TRANSPORTATION COMMISSION

HARRIS County

MINUTE ORDER

Page 1 of 2

HOUSTON District

In HARRIS COUNTY, on STATE HIGHWAY 288 (SH 288), a controlled access facility from US 59 to a terminus at approximately the county line between Harris and Brazoria Counties, a distance of approximately 10.3 miles, is currently planned for redevelopment. The SH 288 Toll Lanes Project in Harris County (project) will add four tolled lanes (two lanes in each direction) within the existing median and add up to eight new tolled direct connectors at Beltway 8 and may include a tolled connector to the Texas Medical Center (TMC connector) and reconstruction of the interchange at I-610. Additional main lanes may be included in the project in the future. Improvements to this corridor are critical to the region's continued mobility and economic vitality. The goals of the project are to add capacity to an extremely congested corridor and utilize tolls as a pricing mechanism to operate and fund parts of the project.

Transportation Code, § 228.051 provides that the Texas Transportation Commission (commission), by order, may designate one or more lanes of a segment of the state highway system as a toll project or system.

The Federal Highway Administration (FHWA) issued a Finding of No Significant Impact on May 23, 2013. Environmental clearance to permit the TMC connector to be included in the initial project is expected by the end of 2013.

Subchapter E, Chapter 223, Transportation Code prescribes the process by which the Texas Department of Transportation (department) may enter into a comprehensive development agreement (CDA) with a private entity that provides for the design, development, financing, construction, maintenance, repair, operation, extension, or expansion of an eligible project.

Transportation Code, § 223.203, prescribes requirements for a solicited proposal and requires the department to publish a request for qualifications (RFQ) in the *Texas Register* that includes the criteria that will be used to evaluate any received qualifications statements, the relative weight given to the criteria, and a deadline by which qualifications statements must be received.

On April 26, 2012, by Minute Order 113075, the Texas Transportation Commission (commission) authorized the department to issue an RFQ for the development of the SH 288 Toll Lanes Project in Harris County from US 59 to a terminus at approximately the county line between Harris and Brazoria Counties (Project). The department issued the RFQ on May 3, 2013, and subsequently determined that three teams submitting qualifications statements in response to the RFQ were best qualified to be on the short list of teams that will be requested to submit detailed proposals to develop, design, construct, finance, maintain, and operate the project.

Transportation Code, § 223.203 and 43 TAC § 27.4 provide that, if authorized by the commission, the department will issue a request for proposals (RFP) from all private entities qualified for the short list. The department intends to issue an RFP for the SH 288 Toll Lanes Project in Harris County and request detailed proposals from the three short-listed teams to develop, design, construct, finance, maintain, and operate the project.

Transportation Code, § 223.203(m) and 43 TAC § 27.4(f) authorize the department to pay an unsuccessful private entity who submits a detailed proposal that is responsive to the requirements of the RFP a stipulated amount in exchange for the work product contained in that proposal. The stipulated amount must be stated in the RFP and may not exceed the value of any work product

TEXAS TRANSPORTATION COMMISSION

HARRIS County

MINUTE ORDER

Page 2 of 2

HOUSTON District

contained in the proposal that can, as determined by the department, be used by the department in the performance of its functions. Payment for this work product would allow the department to use the work product for the benefit of the SH 288 Toll Lanes Project in Harris County or other department projects without further payment to the unsuccessful proposer.

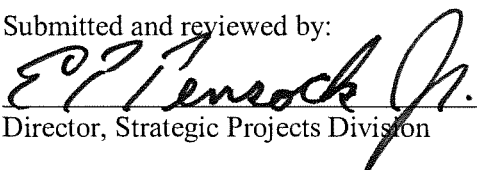
IT IS THEREFORE ORDERED by the commission that the SH 288 Toll Lanes Project in Harris County from US 59 to a terminus at approximately the county line between Harris and Brazoria Counties, and all appropriate connections, are designated as a toll project on the state highway system.

IT IS FURTHER ORDERED that the department is authorized and directed to issue an RFP to develop, design, construct, finance, maintain and operate the SH 288 Toll Lanes Project in Harris County from US 59 to a terminus at approximately the county line between Harris and Brazoria Counties.

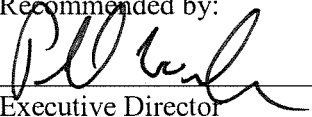
IT IS FURTHER ORDERED that the department is authorized to pay each proposer who submits a responsive, but unsuccessful, proposal for the SH 288 Toll Lanes Project in Harris County an amount based upon the value of the work product provided in the proposal that can, as determined by the department, be used by the department in the performance of its functions, up to a maximum amount per proposer of \$950,000.

IT IS FURTHER ORDERED that payment for work product may only be paid to the extent that the work product submitted meets the minimum criteria and other conditions of payment identified by the department in the SH 288 Toll Lanes Project in Harris County procurement documents.

Submitted and reviewed by:


Director, Strategic Projects Division

Recommended by:


Executive Director

113737 OCT 31 13

Minute
Number

Date
Passed

Exhibit A
SH 288 Toll Lanes Project in Harris County
List of Proposer Teams and Their Equity Members

All teams noted below will be invited to submit a detailed proposal.

<u>Proposer:</u>	<u>Score (Maximum 100)</u>
1. SH 288 Mobility Partners	83.25
Equity Members	
• Cintra Infraestructuras, S.A.	
2. SH 288 Mobility Alliance	73.35
Equity Members	
• OHL Concesiones, S.A.	
• Macquarie Capital Group Limited	
3. Blueridge Transportation Group	70.95
Equity Members	
• ACS Servicios y Concesiones, S.L.	
• InfraRed Capital Partners Limited	
(acting in its capacity as manager on behalf of	
each of the several limited partnerships	
comprising InfraRed Infrastructure Fund III)	
• Shikin & Binui Ltd.	