



Because demand for the Transportation Infrastructure Finance and Innovation Act (TIFIA) credit program exceeds budgetary resources, the DOT is utilizing periodic fixed-date solicitations to establish a competitive group of projects to be evaluated against program objectives. Applicants must prepare a Letter of Interest using the format provided below.

The FY 2010 Appropriations Act and FY 2011 Continuing Appropriations Act authorized the DOT to use up to \$150 million of the amount available for Transportation Investment Generating Economic Recovery (TIGER) Discretionary Grants for similar purposes, including TIFIA. The purpose of this application is to request a TIGER TIFIA Payment. Letters of Interest being submitted for TIGER TIFIA Payments are due by 5:00 p.m. EST on October 31, 2011. The total narrative for this letter should not exceed 20 pages, excluding any exhibits.

Only competitive projects identified at the Letter of Interest stage will be considered and invited to submit a formal application. As such, this Letter of Interest format incorporates information related to the project's satisfaction of the statutory evaluation criteria, as detailed in the January 2011 Federal Register notice. Please reference the Notice of Funding Availability published in the Federal Register in January 2011 and the TIFIA Program Guide for guidance on the TIFIA evaluation criteria and application process, as well as the Interim TIGER Notice of Funding Availability published in the Federal Register in July 2011 and Final Notice for guidance on the application process for TIGER TIFIA Payments.

After concluding its review of the Letters of Interest, the DOT will invite complete applications (including the Executive Summary, preliminary rating opinion letter and detailed plan of finance) for the highest-rated projects. The application due date will be established after consultation between the TIFIA JPO and the applicant. By submitting this Letter of Interest, the applicant certifies that if selected to submit a formal application and enter negotiations, the applicant will pay the required fees.

If you have any questions regarding completing this form, please contact Duane Callender at (202) 366-9644. Please complete all applicable information using this Letter of Interest form and attach this request via email to TIFIAcredit@dot.gov by 5:00 p.m. ET on October 31, 2011.

A) ***Project Description.*** *Describe the project, including its location, purpose, design features, estimated capital cost, and development schedule.*

Project Description and Location

The Interstate 35W Corridor through Tarrant County is one of the oldest, most highly congested, demand-critical and mobility-constrained corridors in the region. It has been under a constant state of maintenance, upgrade, expansion, evaluation, planning, design and construction since it originally opened in the 1960s. IH 35W is also a key North America Free Trade Agreement (NAFTA) corridor. An estimated 3 million trucks per year use Texas highways during some part of their journey to reach Mexico with 1H 35 carrying 37% of that total trafficⁱ. This will increase by 263% by 2030ⁱⁱ.

The North Tarrant Express (NTE) project is dedicated to improving mobility and connectivity along IH 35W and other critical corridors in northern Tarrant County, Texas, through reconstruction and expansion of existing freeway segments and addition of a regionally supported managed lane system. Two Segments of the NTE project along IH 820 (Segments 1 and 2W) are already in the design-construction stage and should be completed in 2015.

The portion of the NTE project that is the subject of this Letter of Interest is NTE Segments 3A and 3B ("the Project"), which consists of reconstruction of more than 12 miles of freeway and the addition of managed / transit lanes on IH 35W in Tarrant County immediately north of the city of Fort Worth. The Project incorporates the reconstruction of the IH 820/IH 35W interchange, one of the area's most highly congested road segments. The corridor is oriented in a north-south direction from north of IH 30 (on the south) to North Tarrant Parkway (on the north), and includes intersections with US 280, SH 121, and US 287 in addition to IH 820.



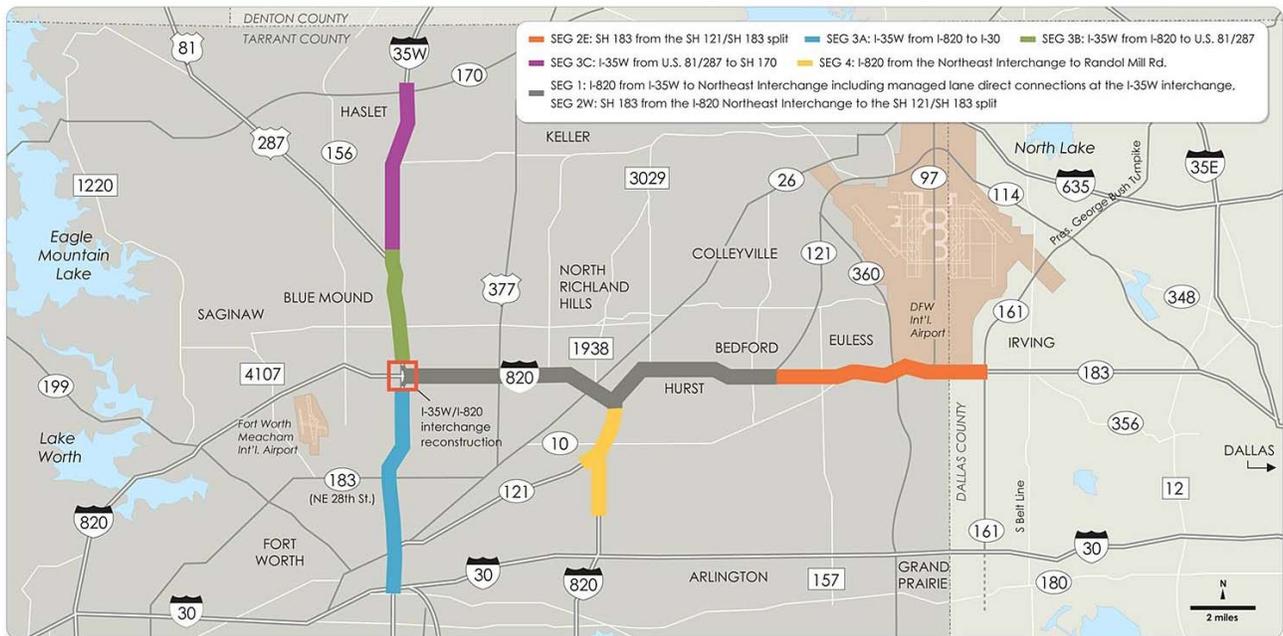
The Project is segmented as follows:

- **Segment 3A:** North of IH 35W / IH 30 Interchange to Meacham Blvd. (5.4 miles).
- **IH 35W / IH 820 Interchange:** north of Meacham Blvd. to north of Fossil Creek Blvd. on IH 35W (1.7 miles) and west of Mark IV Parkway to N. Riverside Dr. on IH 820 (1.9 miles).
- **Segment 3B:** North of Fossil Creek Blvd. to North Tarrant Parkway (3.4 miles)

Certain portions of the Project will be designed and constructed via a public-private partnership agreement and certain portions will be procured separately by TxDOT using traditional design-bid-build delivery methods. TxDOT will be responsible for the construction of the Segment 3B. The private partner will be responsible for the construction of the Segment 3A, including the IH 35W / IH 820 Interchange, and will perform the operations and maintenance for the entire facility, including works constructed by TxDOT.

Figure 1 below shows Segments 3A, 3B and the IH 35W / IH 820 interchange in the context of the larger NTE project.

Figure 1: North Tarrant Express Project Map



SEG*	Roadway and Limits	Existing lanes (Each dir.)	Frontage lanes (Each dir.)	Configuration as proposed in Regional Mobility 2030 Plan**		
				General purpose lanes (Each dir.) ^{***}	Managed lanes (toll) (Each dir.)	Frontage lanes (Each dir.)
2E	SH 183 from the SH 121/SH 183 split	3	2 ^a	4	3	2 ^{aa}
3A	I-35W from I-820 to I-30	2 - 3	2 ^a	4	2	2 ^a
3B	I-35W from I-820 to U.S. 81/287	2	2	4	2 - 3	2
3C	I-35W from U.S. 81/287 to SH 170	2	2	3	2	2
4	I-820 from the Northeast Interchange to Randal Mill Rd.	2 - 4	0	5 (SH 121N to SH 121S)	1 (SH 121N to SH 121S)	0

* Segments identified by number do not denote priority or sequence. ** All segments will include one-way frontage roads at identified locations and connections to all existing and proposed improvements.
^a Discontinuous. ^{aa} Continuous. ^{***} Potential deferral of additional general purpose lanes.

Project Purpose

The purpose of the Project is to reduce the traffic congestion in the IH 35 W Corridor within the Tarrant County, improve level of service, mobility on the IH 35 W corridor and associated connections, and bring the roadway facilities up to current design standards, all of which would help to improve safety.

Additionally, as stated in more detail in the TIGER Discretionary Grant filed for the Project, the further purpose is to advance the efforts of the North Central Texas Council of Governments’ (NCTCOG) plans as set forth in its Mobility 2035 Plan, namely “to advance the development of a multi-modal transportation system that



contributes to the region’s mobility, quality of life, system sustainability and continued project implementation.” The project’s contribution to these regional imperatives include use of the free flowing transit lanes by all transit vehicles as well as one-quarter of all future traffic in the corridor (50,000 vehicles per day) utilizing the free-flowing managed/transit lanes.

Design Features

The proposed improvements to IH 35W consist of the reconstruction of general purpose lanes; construction of barrier-separated, managed toll / high occupancy vehicle (HOV) lanes; construction of managed lane ramps; improvements to several intersecting interchanges; and construction of frontage roads and cross street intersections. The Project will be designed as an interim configuration that allows for additional general purpose lanes to be added as a future ultimate configuration.

The basic typical sections for the Project improvements consist of the following, as shown in Figure 2:

- **Segment 3A:** This section of IH 35W currently contains two to three general purpose lanes in each direction paralleled by discontinuous two-lane frontage roads. The interim facility will maintain the existing number of general purpose lanes and add two managed lanes in each direction. The ultimate facility will expand the number of general purpose lanes to four. The total length of Segment 3A is 5.4 miles.
- **IH 35W / IH 820 Interchange:** The interchange currently contains two general purpose lanes in each direction paralleled by discontinuous two-lane frontage roads and connected by one-lane non-tolled direct connectors. The interim facility will maintain the existing number of general purpose lanes and add two managed lanes on IH 35W and one to two managed lanes on IH 820. The ultimate facility will expand the number of general purpose lanes in each direction to three. The total length of the interchange is 1.7 miles on IH 35W and 1.9 miles on IH 820.
- **Segment 3B:** This section of IH 35W currently contains two general purpose lanes in each direction paralleled by discontinuous two lane frontage roads. The interim facility will maintain the existing number of general purpose lanes and add two to three managed lanes in each direction. The ultimate facility will expand the number of general purpose lanes in each direction to four. The total length of Segment 3B is 3.4 miles.

Figure 2: Proposed Interim Typical Section between IH 30 and North Tarrant Parkway



The Project’s managed lanes will be tolled using a state-of-the-art Electronic Toll Collection System (ETCS) that utilizes dynamic pricing to set variable toll rates according to demand so that the average speed on the managed lanes is maintained at or above a contractually mandated minimum speed of 50 miles per hour. These toll rate schemes will comply with the regional managed lane policy and excess toll revenue sharing policy for managed lanes adopted by the North Central Texas Council Of Governments (NCTCOG), a voluntary association of, by and for local governments, established to assist local members in planning for common needs, cooperating for mutual benefit and recognizing regional opportunities for improving the quality of life in North Central Texas. These policies can be found at http://www.nctcog.org/trans/committees/rtc/ManagedLanePolicies_091307.pdf

Intelligent Transportation System (ITS) devices to be deployed on the Project include traffic monitoring technology, such as closed-circuit television cameras, vehicle detection devices, and dynamic message signs. Traffic monitoring technologies detect incidents in a timely manner to create quicker responses from



transportation and enforcement officials. The speed at which an incident is detected affects the amount of time in which it can be cleared and the amount of disruption the incident will cause to the remainder of the traffic queue. In addition, the existing ITS equipment in the corridor will help mitigate traffic disruptions while the corridor is under construction, providing road users with important information regarding traffic and road conditions along the corridor.

Capital Cost

General capital cost estimates for the Facility (other than in respect of the TxDOT Works) are presented in Table 1 below.

Table 1: Capital Cost Breakdown

Element	Estimated Costs
Civil Works	1,013,000
Right of Way	105,472
Tolling Systems and ITS	57,833
Overheads	25,067
Advisors	22,450
Total	1,223,822

Under the financing package presented in this Letter of Interest, the USDOT will allow for a significant infusion of debt-leveraged private capital, resulting in about \$3.5 billion of total investment over the life of the concession (including the capital costs above, plus operations and maintenance costs).

Development Schedule

The Project is well advanced in its development. TxDOT and the private partner currently expect to execute a Facility Agreement in the first quarter of 2012. Concurrently with execution of the Facility Agreement, TxDOT anticipates issuing a notice to proceed authorizing the private partner (or continue performing, as applicable) right of way acquisition and utility adjustment work in anticipation of financial close and construction commencement. Financial Close is currently anticipated to occur on or before March 2013. Following financial close, TxDOT will issue a notice to proceed, allowing Developer to proceed almost immediately with final design and commencement of construction. Environmental clearance under the National Environmental Policy Act (NEPA) is currently anticipated by March 2012. Substantial completion of the Project is anticipated in early 2018 and tolling would begin at this point. The preliminary development schedule is shown in Figure 3 below.

Figure 3: Project Development Timetable





B) Project Participants. Describe the overall organizational structure for the project. What entity (i.e., public-sector agency/authority or private-sector company) will serve as the applicant? Will the applicant and the borrower be the same entity? Who are the members of the project team?

Name of Applicant/Borrower: Texas Department of Transportation (TxDOT)

Following is a description of TxDOT (and the Texas Transportation Commission as TxDOT's governing body) as the applicant.

The Commission

The Commission is the governing body of the Texas Department of Transportation (TxDOT) and is composed of five commissioners appointed by the Governor of the State of Texas with the advice and consent of the State Senate. Commissioners serve staggered six-year terms. One member is designated by the Governor as the Chair and serves as the chief executive officer of the Commission.

TxDOT

TxDOT is a state agency created in 1917 as the "Texas Highway Department" by act of the Texas Legislature to administer federal funds for highway construction and maintenance. In 1991, the Legislature combined the State Department of Highways and Public Transportation, the Department of Aviation, and the Texas Motor Vehicle Commission to create TxDOT. TxDOT is headquartered in Austin, Texas, with 25 district offices and 27 divisions/offices located throughout Texas. Each district is responsible for the planning, design, construction, maintenance, and operation of its area's transportation systems. TxDOT is managed by an Executive Director, who is subject to and under the direction of the Commission.

Authority and Duties

The general enabling law for the Commission and TxDOT is found in Chapter 201, Texas Transportation Code. The Commission is responsible for planning and making policies for the location, construction, and maintenance of a comprehensive system of state highways and public roads (Sec. 201.103). Among other varied duties, TxDOT is charged with developing and maintaining a statewide multimodal transportation network (Sec. 201.601).

TxDOT and the Commission have broad statutory authority relating to the planning and development of toll projects (Subchapter E, Chapter 223, and Chapter 228, Transportation Code), including the issuance of toll revenue bonds (Sec. 228.102), holding the proceeds of toll revenue bonds and revenue pledged to the payment of toll revenue bonds in trust outside the state treasury (Sec. 228.113), imposition of tolls (Sec. 228.053), enforcement of the payment of tolls (Sec. 228.054- 228.058), and receiving and pledging revenues from other sources (Secs. 201.206, 228.0055, 228.006, 228.104, 228.105, and 228.113). TxDOT has statutory authorization to enter into innovative agreements for the development of toll projects with public entities (Sec. 228.002) and private entities (Subchapter E, Chapter 223). Subchapter E of Chapter 223 (Secs. 223.201-223.209) grants TxDOT wide latitude in negotiating and entering into comprehensive development agreements ("CDA" – the Texas equivalent to a public-private partnership) to design, develop, finance, construct, maintain, repair, operate, extend, or expand various types of highway projects, including toll projects.

Sec. 49-k, Article 3, of the Texas Constitution and Subchapter M, Chapter 201, Transportation Code, provide that money in the Texas Mobility Fund, a revolving fund constitutionally created to provide a method of financing the construction, reconstruction, acquisition, and expansion of state highways, may be used to provide participation by the state in the payment of part of the costs of constructing and providing publicly owned toll roads.

Organizational Structure: The Project will be developed through a public-private partnership memorialized by a Facility Agreement between TxDOT and a private entity, as detailed below. In June 2009, TxDOT entered into a CDA with the private entity, NTE Mobility Partners (NTEMP), to develop, design, construct, finance, operate and maintain the IH 820 component of the overarching North Tarrant Express project over a 52-year



period (Segments 1 and 2 in Figure 1) over a 52-year concession term. At the same time, TxDOT and affiliates of NTEMP (formally known as “NTEMP Segments 2-4”) entered into a separate CDA under which NTEMP segments 2-4 is providing financial and development plans for the balance of the NTE project (Segments 2E, 3A, 3B, 3C and 4). This CDA authorized TxDOT to enter into a “Facility Agreement” with NTEMP affiliates when both parties agree that a distinct project is “ready for development” - meaning, the preliminary design and financial analysis establish a corridor as feasible for construction and operation.

In May 2010, NTEMP Segment 2-4’s work under that CDA identified Segments 3A, 3B and the IH 35W / IH 820 Interchange as “ready for development”. TxDOT’s assessment of the underlying analysis confirmed this designation. As a result, negotiations on the Facility Agreement for the Project between TxDOT and a new special purpose entity to be formed by NTEMP affiliates (the “Developer”) are now well underway. This Facility Agreement will be similar to the CDA already in effect for Segments 1 and 2 and will not only provide the critical financial and technical support to construct the facility, it will also relieve the region of having to fund its operation and maintenance for nearly 50 years.

Developer’s Project Team

Prior to execution of the Facility Agreement, a new entity, a Special Purpose Vehicle (“SPV”) tentatively named NTE Mobility Partners Segments 3 (“NTEMP-3” or “Developer”) will be formed to enter into a Facility Agreement with TxDOT to (1) design, construct, and finance the Segment 3A of the Project and the IH 35W/IH 820 interchange, (2) design, develop, construct, install and test the ITS and tolling infrastructure equipment including but not limited to the gantries, associated tolling equipment and cabling for the Segment 3B of the Project, and (3) upon substantial completion, to operate and maintain the 3A and 3B segments of the Project over the term.

The equity members of this SPV are Cintra Infraestructuras S.A. (Cintra) and Meridiam Infrastructure (Meridiam). The Dallas Police and Fire Pension System (DFPPS) has also confirmed its interest in this new project by issuing a letter of intent to become an equity member at financial close (please see [Appendix A](#)).

Cintra is one of the world’s largest private developers of transportation infrastructure, with four decades of experience and 4,000 employees worldwide. Cintra has developed and is operating 24 concessions in seven countries, including five in the U.S. Cintra is responsible for the operation and maintenance of over 1,900 miles of highways. Cintra is a subsidiary of Ferrovial S.A., a Spanish corporation with business lines related only to infrastructure. Headquartered in Spain, Cintra has subsidiaries in three continents, including a US Headquarters in Austin, Texas, and a project finance office in New York, showing its strong commitment to the North American market. In fact, Cintra has participated in most of the transportation P3 procurements in North America since the introduction of the concept in the early 2000s.

Meridiam was founded in 2006 as an infrastructure fund designed for investing equity, subordinated debt, mezzanine debt and hybrid instruments in PPP projects in the transportation, health, education, public accommodations and environmental sectors. In addition to the Texas projects on which it has partnered with Cintra, Meridiam’s investments include the Port of Miami Tunnel, Limerick Tunnel (Ireland), A5 Ypsilon Motorway (Poland) and A5 Motorway (Germany).

The DPFPS provides benefits to more than 3,000 pensioners, spouses, and their dependents, and covers some 4,500 active members. The System’s assets are maintained for the exclusive benefit of the members and their qualified beneficiaries. The potential inclusion of the DPFPS exemplifies the team’s commitment to ensuring that the local community reaps financial rewards from the region’s growth.

Cintra, Meridiam and the DPFPS have recently partnered on the NTE Segments 1 and 2W project and the LBJ Express (IH 635 Managed Lanes) project in Dallas. The \$2.1 billion NTE Segments 1 and 2W achieved financial close in December 2009 and was the only revenue-risk toll road financed in the U.S. during 2009. The \$2.7 billion LBJ Express project reached financial close in June 2010 and was the only revenue-risk toll road



project financed in the U.S. during 2010. The teams' experience, position, ingenuity and structure allowed them to complete these transactions during one of the most challenging periods in the financial markets in recent memory.

The Developer will subcontract design and construction work to an entity yet to be formed composed of Ferrovial Agromán, S.A. (Ferrovial Agromán), or an affiliate thereof, and W.W. Webber, LLC (Webber) (hereinafter referred to as the "Design-Build Joint Venture" or "DBJV").

Ferrovial Agromán is a world-leading construction company with a presence in more than 50 countries, 15,000 employees and annual revenues in excess of \$4 billion. Ferrovial has over 40 years and approximately 1,500 miles of experience in design-build highway construction, often teamed with its affiliate company, Cintra.

Webber is a leading Texas construction company with over 40 years of experience that includes some of TxDOT's largest projects. The firm has constructed 35 miles of toll roads, 750 miles of new highways and has participated in the construction of more than 1,600 TxDOT projects.

AECOM will serve as lead design engineer for the DBJV. AECOM is a global provider of technical and management support services to the transportation, facilities, environmental and energy markets. AECOM has provided planning and engineering services for more than 20 transportation design-build and public-private partnership projects, and has worked with Cintra and Ferrovial on three of them: Trans-Texas Corridor, NTE managed lanes and Texas SH 130 Segments 5 and 6.

TxDOT Oversight Team

TxDOT will oversee the Developer's work through a diverse and capable project team that includes advisors with high-level expertise with tolling, innovative finance, procurement, and CDA project management, including:

- Policy Advisory Group.
- Technical Steering Committee.
- Project Manager – Matthew MacGregor, P.E., TxDOT.
- Independent Engineer – HNTB
- Financial Advisor – KPMG.
- Legal Advisors – Nossaman, LLP.
- Traffic and Revenue Advisor– Wilbur Smith Associates.
- Procurement and Technical Advisor– Jacobs Inc / Halcrow Inc.
- Traffic and Revenue Advisor– Wilbur Smith Associates.

Project Website or Applicant/Borrower Website: The following websites contain additional information on the NTE project:

- TxDOT – General Information on NTE Project:
http://txdot.gov/project_information/projects/fort_worth/north_tarrant_express/default.htm
- TxDOT – Ready for Development Submittal for NTE Segments 3A and 3B:
http://txdot.gov/project_information/projects/fort_worth/north_tarrant_express/cda.htm#5
- TxDOT – Comprehensive Development Agreements for Segments 1 and 2 and Segments 2-4:
http://txdot.gov/project_information/projects/fort_worth/north_tarrant_express/cda.htm
- Project Website (currently covers NTE Segments 1 and 2):
<http://www.northtarrantexpress.com/>



C) *Proposed Financing.* Describe the plan of finance. State the proposed sources and uses of funds for the project, including the type and the amount of credit assistance sought from DOT. Identify the source(s) of revenue or other security that would be pledged to the TIFIA credit instrument. Address the status of any revenue feasibility study.

The plan of finance presented with this request is based on the best information available at this time regarding estimated toll traffic and revenues, capital costs, sources and uses of funds, funding terms and operating and maintenance costs. As a consequence, at this stage the finance plan and the facility sizes indicated herein should be considered preliminary and subject to further revision. However, the private sector equity which forms the foundation of the financing structure for the Project is presently available and prepared to be committed by the equity partners to the Project.

Sources and Uses of Funds:

The finance plan for the Project is structured as a typical project financing whereby the cash flows generated from the project itself will secure the senior lien obligations and provide a return for the private sector equity investment. As identified in Table 2 below, the preliminary plan of finance is based on the use of tax exempt private activity bonds and the subordinated TIFIA loan, together with equity (private and public).

Table 2: Sources and Uses of Funds (\$ million)

Sources of Funds		Uses of Funds	
Private Activity Bonds	300.00	Design and Construction	1,013.00
TIFIA Loan	536.85	ROW	105.47
Private Partners Equity	505.72	ITS & Tolling	57.73
TIFIA Interest Earned	61.25	Advisors	47.52
Interest Earned	2.60	PABs Interest	118.16
TxDOT funds	92.87	TIFIA Interest Capitalized	61.25
		Project Reserves	72.50
		Fees	3.56
		Bid Costs	20.00
Total	1499.29	Total	1499.29

The initial debt to equity ratio at financial close is assumed to be 62/38. Implicit in the above is that, consistent with the requirements of TIFIA, the debt ranking above it will, necessarily achieve an “Investment Grade” rating.

Type of Credit Assistance: This application is requesting TIFIA credit assistance in the form of a subordinated loan in the amount of \$537 million.

Amount: \$537,000,000.00

Description of Revenue Source(s) Pledged to Repayment: Tolls will be collected electronically at 10 toll gantries located at every entry point to the managed lanes; six on Segment 3A and four on Segment 3B. Tolls will be charged for the use of the segment irrespective of the point of entry and will be calculated by segment, direction and period, to comply with the toll regulation provisions under the Facility Agreement, which set out the dynamic tolling mechanism.

The assumed segment tolls (applicable at all entry points) are as follows:

- Segment 3A: 6.2 miles x Base Toll Rate (that varies by period/direction)
- Segment 3B: 4.0 miles x Base Toll Rate (that varies by period/direction)



The Developer retains the right, however, to charge differential tolls in different tolling points at any time during the concession, always subject to the maximum tolls applicable under the Facility Agreement (Toll Rate Cap of 0.75\$/mi in 2009\$).

Rates may change during the day on five-minute intervals depending on demand patterns and are expected to have variations depending on the day of the week and month of the year. Annual variations will be driven by changes in congestion in the network further to regional growth, and by increases in willingness to pay as income levels grow over time. Tolls over the cap are charged when those tolls are necessary to maintain the volume and speeds thresholds defined in the Facility Agreement (maximum of 3,300 pce/h and minimum of 50 mph respectively).

The modeled toll rates for light users (calculated following an iterative process within the traffic model) range between 0.09\$/mi overnight and 0.41\$/mi during peak periods in the opening year and grow over time reaching the Toll Rate Cap during peak periods in 2030.

D) Satisfaction of TIFIA Selection Criteria. Describe the potential benefits to be achieved through the use of a TIFIA credit instrument with respect to the TIFIA selection criteria, as clarified.

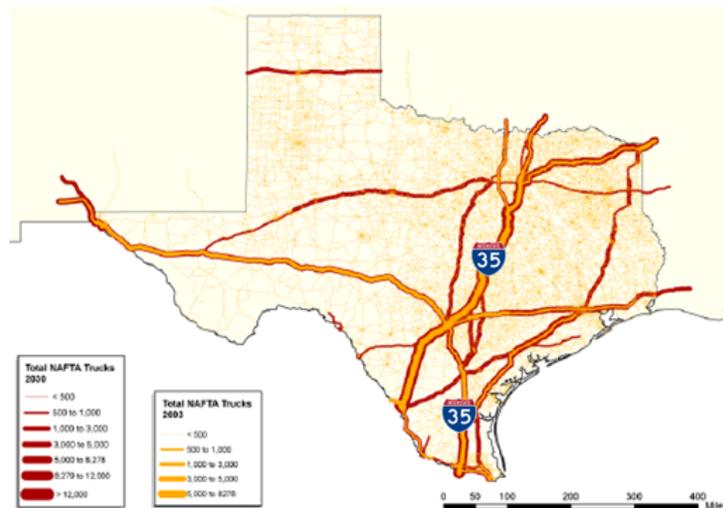
Significance (also address issues related to the project's impact on: livability (providing transportation options linked with housing and commercial development to improve the economic opportunities/quality of life in U.S. communities); economic competitiveness (improving the long-term efficiency and reliability in the movement of people and goods); and safety (improving the safety of U.S. transportation facilities and systems and the communities and populations they impact.):

Economic Competitiveness

IH 35W is the key North American Free Trade Agreement (NAFTA) corridor and the DFW Metroplex serves as the principal inland distribution center for all NAFTA trade in the stateⁱⁱⁱ. In 2003, the Texas highway system carried more than \$196 billion in trade between the United States and Mexico—roughly equivalent to 83 percent of the value of all U.S.- Mexico trade and 10 percent of all U.S. international trade for that year^{iv}. An estimated 3 million trucks per year use Texas highways during some part of their journey to reach Mexico with IH 35 carrying 37% of that total traffic^v. This will increase by 263% by 2030^{vi}. Already, I-35 is the fourth-most congested area for trucks on the entire U.S. Interstate System^{vii}. Without the proposed enhancements to the region's transportation network as planned for in the Mobility 2035 Plan, including the construction and maintenance of the Project, the average trip will take an unacceptably 58% longer to complete over the next twenty-five years^{viii}.



Figure 5.9 – 2003 versus 2030 Daily NAFTA Truck Flows on the Current Texas Highway Network
(Average Annual Weekday Trucks – AAWT)



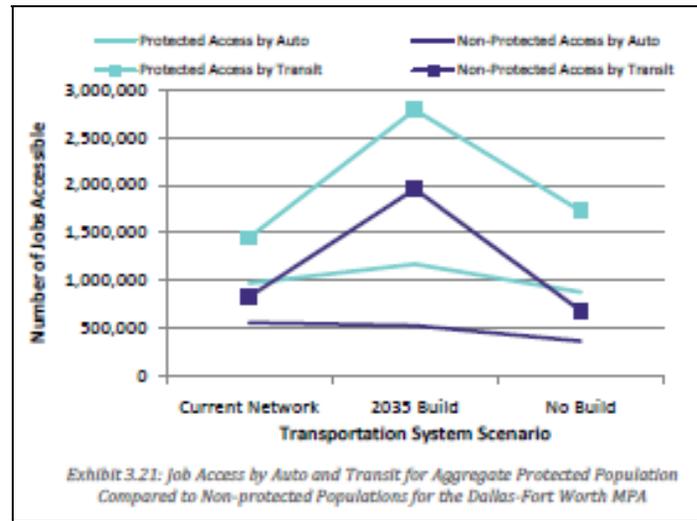
With 107,000 daily trips, Segments 3A and 3B serve as important routes into downtown Fort Worth for northern Tarrant County and Denton County commuters and also provide job access from central Tarrant County to northern employment centers such as AllianceTexas, Alliance Intermodal Center and the Texas Motor Speedway, as well as numerous residential locations. The Alliance Airport is a critical national and international hub of commerce located on IH 35W in northern Tarrant County and is severely impacted by congestion on IH 35W and IH 820. The Alliance free-trade zone is consistently ranked the Number 1 U.S. general purpose free-trade zone in foreign merchandise admitted to the zone, while the adjacent 17,000 acre AllianceTexas development and airport generates over \$2 billion of economic activity a year and employs directly and indirectly just under 100,000 people^{ix}. The strategic location of the Project is also in close proximity to the Naval Air Station Fort Worth Joint Reserve Base, Fort Worth Meacham International Airport, and Hicks Airfield and is within a five-mile radius of Tower 55, one of the country's busiest and most congested rail terminals accommodating more than 100 trains a day. The current debilitating levels of congestion will be greatly reduced due to the future expansion of the mainlanes and commuters' access to the free-flowing conditions of the managed/transit lanes. In fact, by 2030 the managed/transit lanes of the Project are projected to carry 50,000 travelers daily – one-quarter of the capacity of the entire corridor. This will result in a reduced travel time delay of 275 million passenger hours^x. The Project will thus greatly enhance access to job and recreational opportunities for these and the remaining 1.8 million Tarrant County residents.

Furthermore, projections are that by 2035 the population of Tarrant County will grow by the largest number of people in the region (975,000) and employment will grow by 545,000, exceeded only by Dallas County^{xi}. The Project is critical to supporting this growth particularly given that Tarrant County is projected to have the highest growth in density (growing from 2000 to over 3000 persons/square mile^{xii}) requiring even greater efficiency of the transportation network. Also important to note is that a full 41% of the jobs in the area depend substantially on the movement of goods.

Another important aspect to the economic viability of the region going forward is accessibility provided by the transportation system. While mobility measures the ease with which a traveler can move from one place to another, accessibility denotes how well the system provides access to locations and opportunities, including employment opportunities. The NCTCOG's assessment of the 2035 Mobility Plan is that if built, the roadway and transit recommendations provide protected populations access to 21% more jobs by car and 92% more jobs by transit in the future when compared to the current network^{xiii}. This segment of IH 35W also serves as the



primary commuting corridor for an adjacent community of 10,000 people of which 82% are Hispanic^{xiv}. The difference between the number of accessible jobs in the build vs. no-build scenarios is highlighted below:



Livability

Even if the DFW Metroplex was not facing severely restrained financial resources, it would remain committed to the six livability principles enunciated in the Partnership for Sustainable Communities. The NCTCOG has long understood the connection between land uses and the transportation choices that support them. More importantly, the region has made investments in direct support of those principles, including pursuing sustainable projects such as the NTE project. In fact, the percent change from Mobility 2030 (the last regional 25 year plan) to the Mobility 2035 Plan shows that Mobility 2035 allocates 86 and 55 percent more funds to growth, development and land-use strategies, and management and operations strategies, respectively, over Mobility 2030^{xv}. Correspondingly, the largest decrease in funding from Mobility 2030 to Mobility 2035 is in the freeway, tollway, high-occupancy vehicle/managed lane, and arterial system projects. The remaining projects that add roadway capacity in the Mobility 2035 Plan have thus undergone the highest level of scrutiny in terms of their ability to offer strategic, low cost, highly-effective congestion management but which also promote the six principles of livability. The Project is unequivocally one of those critical projects.

As discussed previously, the Project, as part of the Mobility 2035 Plan will also support regional access to 21 percent and 92 percent more jobs by auto and transit, respectively, for protected populations over the current system. Furthermore, the region is expected to become more dense by the year 2035 with more people living closer to the major city centers. This is a shift in the past trend of populations moving outward to the peripheral counties. This denser development supports opportunities to manage the transportation system in a more efficient way, making strategic investments in the existing system instead of building new facilities to serve growth outside urban counties. It also supports continued investment in existing communities that have historically suffered as scarce resources were diverted to support expensive sprawling development patterns.

The managed/transit lanes of the Project also support the coordination of these aforementioned policies by having long-distance commuters pay for and in turn financially support the infrastructure required to support those longer trips. At the same time, by offering those commuters access to free-flowing traffic conditions, they are able to choose a shorter commute time thus reducing their time spent in congestion and offering them more free time to pursue other activities consistent with a higher quality of life. It is anticipated that 50,000 commuters will make this choice daily by 2030.

The Project is also an integral and critical component to meet goals set forth in the Fort Worth Transportation Authority’s (the MTA for Fort Worth referred to as “the T”) Strategic Plan. Specifically, the Project will allow



the T to significantly improve transit services and park-n-ride facilities throughout the corridor. The T has purchased property adjacent to I-35W for the construction of a park-and-ride facility and plans to implement express bus service to downtown Fort Worth and the Intermodal Transportation Center. The T's research indicates that by making use of the managed/transit lanes, the T's express buses, vanpools, and carpools heading southbound or northbound on the IH 35W corridor will see up to 60% travel time savings^{xvi}. The improvements will lead to improved reliability and increased transit ridership from an estimated 42,840 trips annually on express buses, pre-investment, to 76,500 trips annually post-investment, a nearly 80% ridership improvement^{xvii}. The mix of managed lanes and express bus service will reduce vehicle miles travelled and provide mobility, livability and sustainable benefits. This growth in reliability allows for improved utilization of the transit agency's assets by allowing fewer buses to carry more passengers. This is critical in a time when mass transit authorities are struggling with dwindling budgets and battling to avoid service cuts.

Further, with the implementation the Project, total vehicle operating costs savings over 20 years is estimated at \$175 million. Travel time in the corridor is also reduced by twenty-two minutes when using the managed lanes relative to the general-purpose mainlanes. Appendix D shows the calculated benefits of the reduction in vehicle operating costs resulting from the Project. This reduction in transportation costs, whether through transit use or lowered costs for auto travel, will in turn allow more of the region's disposable income to go towards housing, recreation and other discretionary needs.

Safety

The Project will significantly improve traveler safety in a corridor that has been identified as one of the most traveled and heavily congested in the State of Texas and the nation.

Reconstruction of the main lanes allows existing facilities to be built to current design standards, which will in turn improve operations and provide higher levels of safety. In addition, repair of structurally and functionally deficient pavement along the IH 35W corridor will alleviate pavement roughness and rutting that leads to increased crash rates on urban highways^{xviii}.

Incremental safety benefits are derived from the addition of two managed/transit lanes per direction Research shows that fatality rates on U.S. toll facilities are 9% lower than on urban U.S. Interstate Highways^{xix}. It should be noted that this well-documented safety benefit is not included in the Project cost/benefit analysis as the net safety benefits derived from the addition of the managed lanes is difficult to calculate in light of the potential for increased weaving on the facility as drivers move from main lanes to managed/transit lanes. TxDOT and the Developer are currently working to ensure a design which minimizes any risk associated with weaving.

Much of the original IH 35W facility remains in operation today, including many of the cross street bridges and original ramping which predate requirements of current design and safety standards. Construction of the Project will address operational deficiencies on IH 35W and update the freeway to current design standards. Examples of current deficiencies include the following:

- The distance from exit ramps to cross street intersections on IH 35W is too short in some instances.
- The inside shoulders of IH 35W from 28th Street/SH 183 to Spur 280/US 287 are substandard.
- Several vertical bridge clearances under IH 35W are less than the standard 16.5 feet.
- The interchange between IH 35W, US 377/SH 121, and Spur 280/US 287 contains merging and weaving with substandard minimum distances.

Environment (also address issues related to sustainability (improving energy efficiency, reducing dependence on oil, reducing greenhouse gas emissions and reducing other transportation-related impacts on ecosystems, including the use of tolling or pricing structures to reduce or manage high levels of congestion on highway facilities and encourage the use of alternative transportation options); and state of good repair (improving the condition of existing transportation facilities and systems, with particular emphasis on projects that minimize lifecycle costs and use environmentally sustainable practices and materials):



Sustainability

The DFW Metroplex is currently classified by the EPA as a “serious non-attainment area” and has until June 2013 to attain the NAAQS ozone standard. That makes accomplishment of the region’s environmental objective standards especially critical. The sustainable aspects of the Project take a number of forms. Because all transit vehicles, including most importantly, high-capacity transit vehicles such as BRT and express buses, will have free access to the managed/transit lanes, transit riders will have a significant advantage over single-occupancy vehicles traveling in the congested general purpose lanes. Because of this advantage, transit ridership in the corridor is expected to increase by 80%^{xx}. This increased transit ridership reduces emissions in the corridor by moving travelers out of single-occupancy vehicles into high-capacity transit vehicles. This reduction in emissions is compounded by the fact that the T operates an entire fleet of Compressed Natural Gas buses.

Contributing to the reduction of emissions in the NTE corridor is the fact that 50,000 vehicle trips per day will move from congested conditions to free-flowing conditions. It is especially critical to move as many vehicles as possible to out of the current and projected Level of Service F conditions into free-flowing conditions because the proximity of this corridor to downtown Fort Worth creates a canyon-effect to pollutants increasing their negative effect on the health of the surrounding communities.^{xxi}

These significant aspects of the Project result in an overall reduction of emissions value of \$8.8 million in the corridor^{xxii}. The Project also contributes to NCTCOG’s projected 63% reduction of nitrogen oxide emissions from on-road mobile sources between 2012 and 2035^{xxiii}. The cost-benefit analysis further indicates the region will save 154 million gallons of fuel over the next twenty years^{xxiv}. The increase in transit ridership also reduces the region’s oil dependency and builds on the Dallas-Fort Worth Clean Cities initiative which has already displaced over 58 million gasoline equivalent gallons of fuel^{xxv}.

Appendix D shows the calculated benefits and costs of the Emissions Reduction.

An equally significant but longer term strategy for the environmental sustainability of the region is the shift in the region’s land-use patterns away from suburban sprawl to one of more compact growth in the urban core. Because the Project significantly enhances mobility in the urban core of Fort Worth, it makes that area viable for future growth which is more compact and sustainable. As mentioned previously, the region’s desired (and projected) increase in population density within Tarrant County (growing by 1,085 persons/square mile to 3,143 p/sm - the largest gain in the region) is only possible with significant mobility improvements in the IH 35W corridor. This change in land-use patterns, from non-sustainable sprawl to more compact growth in the urban core, as fostered by the Project, is crucial to the long-term environmental sustainability of the region as well as maintaining the quality-of-life for Tarrant County’s projected 1.8 million residents.

Additionally, the Project is included in the Freeway Incident Management (FIM) Training Program. The goal of the FIM training course is to initiate a common, coordinated response to traffic incidents that will enhance safety for emergency personnel, reduce upstream traffic accidents, improve the efficiency of the transportation system, and improve air quality in the Dallas- Fort Worth region.

Many large employers located within the limits of this project area are also eligible to be in the active Employee Trip Reduction program. The goal of the Employer Trip Reduction Program is to plan and implement trip reduction and transportation demand management strategies such as subsidized transit pass programs; walking, bicycling, ridesharing programs; alternative work schedule arrangements; telecommuting programs; parking management; and other transportation incentive programs.

State of Good Repair

Achieving a state of good repair is an important goal of the Project. The Project will consider the full set of system needs – including state of good repair – but also capacity and performance requirements driven by the business and service plans of users. The Developer will reconstruct the existing facility to current design



standards, as discussed above under the “Safety” heading. Infrastructure components will be replaced with those that meet the current use requirements, up-to-date engineering standards, and new regulatory requirements.

The Developer will be contractually obligated to maintain the constructed Project according to detailed performance requirements set by TxDOT. The Facility Agreement will also specify handback requirements mandating the facility’s state of good repair and residual life requirements at the end of the concession term. A program of general, specialist and audit inspections will be mandated to ensure the performance requirements are met.

The Project’s Facility Management Plan, along with the business/service plans that underpin it, will be updated on a regular basis for changes in user needs, market demand, asset condition, technology and other considerations. Operations and maintenance planning will consider assets that may be “functioning as designed” but still be overdue for replacement. To be in a state of good repair, these assets must not only be functioning as designed but also be within their useful lives and reliability. This will be achieved by means of regular maintenance and replacement programs.

Project Acceleration:

The Project is being delivered as public-private partnership (CDA) which maximizes the leverage of limited state and federal resources while delivering the project decades ahead of when it would have otherwise been constructed under a pay-as-you-go system. This is possible through innovations in financing, delivery and technology. CDAs allow the project to benefit from the private sector’s innovation and creativity in dealing with unique project challenges. This approach offers potential for both cost and time savings during design and construction as it allows the contractor to work directly with the designer to find the best solutions for construction staging, traffic management and generating efficiencies. The Developer will also carry out operations and maintenance of the Project allowing for a smooth transition from construction due to the Developers in-depth familiarity with the Project. In addition, the CDA delivery method assures that risks such as cost overruns and traffic risks are borne by the Developer rather than the State.

The Developer will also be investing \$500 million of equity in the Project, money which would not be invested outside of utilizing a CDA. Furthermore, the local region has agreed to develop this project as a tolled facility realizing the ability to issue debt from toll revenues and the investment of equity it supports will result in a rapidly accelerated delivery of the Project.

Creditworthiness (to the extent information is available at this stage):

There is a demonstrated demand for the Project based on traffic and revenue analysis to date, and the traffic congestion experienced by users on the existing IH 35 W and throughout a rapidly growing Tarrant County. The existing congestion in both directions along the corridor during peak and non-peak hours supports a strong case for introducing tolled or managed lanes. In addition, the Project’s success is not dependent on traffic diverted from other routes as existing demand is sufficient to support the proposed financing of the Project. For these reasons, the extra capacity the Project will deliver is expected to provide roadway users with substantial time savings and improved travel time reliability.

Adjusting rates through dynamic tolling allows for revenue optimization at all times (a potential decrease in traffic can be compensated with higher rates during heavier periods of traffic). Furthermore, the high level of congestion and the high proportion of commuters using the corridor on a daily basis makes the project less susceptible to economic or market cycles. This will make the Project very robust with the total capability to meet the required debt service coverage ratios.

Use of Technology:

The Project’s managed lanes will be tolled using a state-of-the-art Electronic Toll Collection System (ETCS). Toll rates will be set according to demand so that the average speed on the managed lanes is maintained at or above a contractually mandated minimum speed of 50 miles per hour. Intelligent Transportation System (ITS) devices to be deployed on the Project include traffic monitoring technology, such as closed-circuit television



cameras, vehicle detection devices, and dynamic message signs. Traffic monitoring technologies detect incidents in a timely manner to create quicker responses from transportation and enforcement officials. The speed at which an incident is detected affects the amount of time in which it can be cleared and the amount of disruption the incident will cause to the remainder of the traffic queue. In addition, the existing ITS equipment in the corridor will help mitigate traffic while this corridor is under construction and provide information to travelers.

Budget Authority (to the extent information is available at this stage):

The submission of this application is not subject to the approval of any other entity. The Texas Transportation Commission approves TxDOT's budget each year. Because the Project is being developed as a Public-Private Partnership, it will be financed primarily with private sector debt and equity. Except for toll revenue bonds issued to pay the cost of toll projects, the obligations of the Commission and TxDOT are subject to legislative appropriation. Neither the adoption of TxDOT's budget nor the expenditure of funds is subject to the approval of any other governmental entity.

On October 28, 2010, in Minute Order 112474, the Texas Transportation Commission committed \$135 million of Proposition 14 bond proceeds for the construction of the Segment 3B portion of the Project.

Reduced Federal Grant Assistance:

Assuming all else remains constant (except for leverage ratios), if there is no competitively priced and structured subordinate or mezzanine debt available to replace TIFIA and TIFIA is not available to the project, the level of public funds required of TxDOT increases by approximately \$498.5 million. Under traditional pay-as-you go financing for National Highway System designated projects, FHWA pays 80% of construction costs and the State and local governments pay for the remaining costs. If the public funds contribution for the project is sourced using a similar split, federal grant assistance would be reduced by \$169.7 million (\$398.8 million federal grant amount less \$70 million TIFIA subsidy) as compared to a scenario where a TIFIA loan is not a part of the project financing.

E) Environmental Review. Summarize the status of the project's environmental review. Specifically, discuss whether the project has received a Categorical Exclusion, Finding of No Significant Impact, or Record of Decision or whether a draft Environmental Impact Statement has been circulated.

Preliminary engineering and environmental studies conducted beginning in 1992 determined that Environmental Assessments (EA) were required for the development of the Project under the provisions of the National Environmental Policy Act (NEPA). Draft EAs were published for the portion of IH 35W containing Segment 3A (IH 820 to IH 30) in May 2009 and for the portions containing Segments 3B and 3C (SH 114 to IH 820) in July 2009. Both EAs considered a single build option and no-build alternative and designated the build option as the preferred alternative.

The Federal Highway Administration (FHWA) is the lead agency for the environmental process under NEPA delegation. TxDOT is currently pursuing a Finding of No Significant Impact (FONSI) with FHWA for the Environmental Assessments conducted for the Project. Completion of the environmental review through a Record of Decision is currently anticipated to occur by March 2012.

F) Other Information. Briefly discuss any other issues that may affect the development and financing of the project, such as community support, pending legislation or litigation.

The Project is a top priority for the region and the broad support for the project manifests that priority. The project is in the regional long-term transportation plan and is fully supported by the Regional Transportation Council (RTC), the NCTCOG and the T. Letters of support from the RTC and the T are included in Appendix E.



The Project is also among the top priorities supported by the Tarrant Regional Transportation Coalition, a broad-based transportation advocacy group composed of the Mayor of Fort Worth, local government representatives from Tarrant and Johnson counties and regional business and civic leaders. The IH 35W Coalition, another leading transportation advocacy organization in the Dallas Fort Worth Metroplex also considers delivery of the Project one of the region's most critical infrastructure projects and it has submitted a letter of support attached as Appendix E. In addition, speakers at NEPA public hearings also voiced strong support for the Project.

The Project arises from and is authorized by the CDA for NTE Segments 2-4. Under this CDA, TxDOT is authorized to enter Facility Agreements for certain projects, including, among others, the NTE Segments 3A and 3B Project. The State Legislature expressed its support by specifically authorizing the Project to proceed pursuant to Senate Bill 1420.

G) Is the project consistent with the State Transportation Plan and, if applicable, the metropolitan plan?

No Yes Not applicable

Please briefly elaborate. The Project is listed in TxDOT's Unified Transportation Plan (UTP), an 11-year plan to guide transportation project development and construction throughout the state. The Project is also an integral component of the transportation network shown in Mobility 2030, the NCTCOG/RTC's Metropolitan Transportation Plan for the Dallas-Fort Worth Area.

H) Is the project prepared to submit an application for TIFIA assistance within a short timeframe after receiving an invitation from the TIFIA JPO? What factors could impact this timetable?

Yes, the project is prepared to submit an application for TIFIA assistance within a very short time after receipt of an invitation from the TIFIA JPO. The Project has the necessary information readily available to complete a full TIFIA Application.

I) Please provide any additional information necessary.

In addition to local stakeholder support of the project, I-35W North Tarrant Express was also listed as a top priority in the MY 35 Plan, a grass-roots planning effort for the I-35 corridor in Texas led by citizens' committees. As part of the MY 35 planning effort, public planning workshops were held in September 2010 to gather input from the public on projects and solutions proposed by the regional citizen-led committee to address current and future traffic demand in the I-35 corridor. Based on this input, the regional committee recommended the I-35W North Tarrant Express project to the Corridor Advisory Committee for consideration in the MY 35 Plan. The project was then recommended by the I-35 Corridor Advisory Committee in the MY 35 Plan as one of the top two roadway projects for implementation within the next 5 to 10 years in this region. A preliminary draft of the MY 35 Plan has been posted at www.MY35.org.

The joint efforts of the stakeholder groups, as well as participation by the general public during the public involvement process and the MY 35 planning process ensure that the Project has the full support of the local and regional stakeholders and the community.



J) Identify a key contact person with whom all communication should flow.

Name:	James Bass
Title:	Chief Financial Officer
Street Address:	Texas Department of Transportation Texas Turnpike Authority Division 125 East 11 th Street
City/State:	Austin, Texas, 78701
Phone:	512-305-9507
Fax:	512-463-6661
E-mail:	james.bass@TxDOT.gov

K) Additional information requested.

DUNS:	806782553		
Project Location:			
	State: Texas	County: Tarrant	City: Fort Worth
Congressional Districts Impacted by the Project:	12 th and 26 th U.S. Congressional Districts		
Type of Jurisdiction (e.g., rural, urban):	Urban		

Fees. The undersigned certifies that, if invited to submit a formal application, payment of a non-refundable \$50,000 application fee will be made to the DOT concurrent with the application submission. For projects that enter credit negotiations, the undersigned further certifies a transaction fee will be paid at closing or, in the event no final credit agreement is reached, upon invoicing by the DOT, in the amount equal to the actual costs incurred by the DOT in procuring the assistance of outside financial advisors and legal counsel. This fee is due whether or not the loan closes.

Debarment. The undersigned certifies that it is not currently, nor has it been in the preceding three years: 1) debarred, suspended or declared ineligible from participating in any Federal program; 2) formally proposed for debarment, with a final determination still pending; 3) voluntarily excluded from participation in a Federal transaction; or 4) indicted, convicted, or had a civil judgment rendered against it for any of the offenses listed in the Regulations Governing Debarment and Suspension (Governmentwide Nonprocurement Debarment and Suspension Regulations: 49 C.F.R. Part 29).

Default/Delinquency. The undersigned further certifies that neither it nor any of its subsidiaries or affiliates are currently in default or delinquent on any debt or loans provided or guaranteed by the Federal Government.

Signature: By submitting this Letter of Interest, the undersigned certifies that the facts stated herein are true, to the best of the applicant's knowledge and belief after due inquiry, and that the applicant has not omitted any material facts. The undersigned is an authorized representative of the applicant.

Submitted by: [SIGNATURE PAGE SUBMITTED AS SEPARATE DOCUMENT]

Applicant/Borrower Name _____

Title _____

Organization _____

Date _____



Please attach any relevant documents (e.g., maps, organization charts, etc.).

Appendices:

Appendix A: Parties - Detailed

Appendix B: (Reserved)

Appendix C: (Reserved)

Appendix D: Benefit-Cost Analysis

Appendix E: Letters of Support

References:

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- ⁱ Texas NAFTA Study Update – Final Report (2003): <http://www.bts.gov/programs/international/transborder>
- ⁱⁱ Id.
- ⁱⁱⁱ Texas NAFTA Study Update – Final Report (2003): www.bts.gov/programs/international/transborder
- ^{iv} U.S. Census Bureau, Foreign Trade Statistics. <http://www.census.gov/foreigntrade/statistics/historical/goods.txt>.
- ^v Texas NAFTA Study Update – Final Report (2003): <http://www.bts.gov/programs/international/transborder>
- ^{vi} Id.
- ^{vii} San Antonio Express News, February 24, 2011
- ^{viii} North Central Texas Council of Governments, Mobility 2035: The Metropolitan Transportation Plan, page 7.2
- ^{ix} <http://www.alliancetexas.com/Research/AllianceTexasFacts/EconomicImpact/tabid/202/Default.aspx>
- ^x See Appendix D
- ^{xi} North Central Texas Council of Governments, Mobility 2035: The Metropolitan Transportation Plan, pages 3.3, 3.4
- ^{xii} Id.
- ^{xiii} North Central Texas Council of Governments, Mobility 2035: The Metropolitan Transportation Plan, page 3.13
- ^{xiv} 2010 Census – US Census Bureau
- ^{xv} North Central Texas Council of Governments, Mobility 2035: The Metropolitan Transportation Plan, Conclusion
- ^{xvi} See the T letter of support attached as Appendix E
- ^{xvii} Id.
- ^{xviii} Transportation Research Board, “Effects of Asphalt Pavement Conditions of Traffic Accidents in Tennessee Utilizing Pavement Management Systems”, Chang, Huang, Yan and Richards (2009).
- ^{xix} Tollways Journal - IBTTA, “Toll vs Nontoll: Toll facilities are safer”, Jeff Campbell (2008).
- ^{xx} See the T letter of support attached as Appendix E
- ^{xxi} Environmental Health Perspectives, “Urban Issues: Canyons Up the Pollution Ante”, Mead, Nathaniel (2008)
- ^{xxii} See Appendix D
- ^{xxiii} North Central Texas Council of Governments, Mobility 2035: The Metropolitan Transportation Plan, page 4.1
- ^{xxiv} See Appendix D
- ^{xxv} North Central Texas Council of Governments, Mobility 2035: The Metropolitan Transportation Plan, page 4.1