



**I-495 HOT Lanes Groundbreaking
Tysons Corner Center
July 22, 2008
Program**

Welcome and Introductions

Virginia Secretary of Transportation Pierce Homer

Remarks by...

Vice Admiral Thomas J. Barrett, USCG (Ret.), Deputy Secretary,
U.S. Department of Transportation

U.S. Representative Tom Davis

Chairman Gerald Connolly, Fairfax County Board of Supervisors

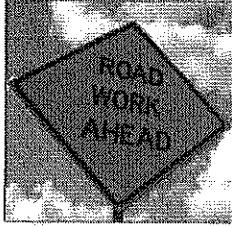
Herb Morgan, Vice President of Operations, Fluor Corporation

Groundbreaking Photo Op

Federal, state and county officials and Fluor-Transurban partners will join Secretary Homer outside tent for a photo op with groundbreaking shovels.



I-495 Capital Beltway HOT Lanes Transportation Management Plan



The Transportation Management Plan (TMP) includes a wide variety of actions the Virginia Department of Transportation, the Department of Rail and Public Transportation, Fairfax County, Virginia State Police, local police and fire and rescue are providing to help maintain mobility during the five-year construction project to add HOT lanes to the Beltway. The goal of the TMP is to minimize construction impacts on motorists, businesses, employers and shoppers by:

Public Information and Outreach

- Providing constant updated information on the latest lane closures, project details and construction schedules at www.virginiahotlanes.com or by using the 511 system – calling 511 on the telephone or logging into www.511Virginia.org
- E-mail and PDA alerts
- Information and commuter assistance stores at Tysons Corner Center and Springfield Mall
- Informational newsletters and brochures
- Community and media briefings
- Advance notification of major lane closures or detours through radio, print and Web advertising
- Information line at 1-877-495-VDOT

Commuter Assistance and Solutions

An aggressive business outreach program to inform employees of alternative commute solutions such as:

- Carpooling and HOV use
- Establishing or joining a vanpool
- Riding existing and new bus service
- Park and ride lots
- Signing up for Guaranteed Ride Home Program
- Joining NuRide (carpool incentive program similar to frequent flyer benefits)

Assisting employers with setting up:

- Telework programs
- Alternative work schedules
- Commute incentive program (Smart Benefit Program)
- Shuttle services

Incident Management Program

- Additional Virginia State Police troopers, VDOT Safety Service patrollers, Fairfax County Police, Fire and Rescue officers dedicated to clearing incidents and providing motorist assistance
- Additional VDOT traffic cameras to be available at www.VirginiaDOT.org
- Real-time traffic and incident information at www.511Virginia.org, or by calling 511 or tuning into highway advisory radio at 1620 AM
- Increased Fairfax County Police patrols on roads leading to and from the Beltway

Local Road Network Enhancements

- Traffic signal timing plans
- Fairfax County Police officers monitoring speeding and unsafe driver behavior
- Modifications to intersections and other locations to improve traffic flow



FOR IMMEDIATE RELEASE
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July 22, 2008
www.VirginiaHOTlanes.com

HOT Lanes Construction Begins on the I-495 Beltway in Northern Virginia *Bringing new travel choices to motorists*

Federal, state and local leaders broke ground today on a \$1.4 billion public-private transportation project that will bring new travel choices to the I-495 Capital Beltway in Fairfax County. Construction is beginning on 14 miles of High Occupancy Toll (HOT) lanes – two new lanes in each direction – that will stretch from the Springfield Interchange to just north of the Dulles Toll Road.

The new lanes will provide the Beltway's first ever HOV network for carpools and vanpools and create opportunities for new bus services. Vehicles carrying three or more people and motorcycles will travel the new lanes for free while other motorists can opt to pay a toll to use the HOT lanes or continue to ride in the regular lanes for free. Variable toll prices will be used to ensure the HOT lanes are always free-flowing and provide faster, more reliable travel.

"We are connecting three of the most important travel corridors in the nation – I-95, I-66 and the Dulles Toll Road – that support our national security and nearly 30 percent of the state's population," said Virginia Transportation Secretary Pierce Homer. "By bringing HOV and future transit to the Beltway, the Commonwealth is ensuring more transportation choices than ever before to keep people moving on this heavily congested corridor."

U.S. Department of Transportation Deputy Secretary Thomas Barrett noted, "This project will bring the freedom of free-flowing lanes to one of the nation's most congested highways. Virginia continues to be a national leader in embracing innovative solutions to tackle congestion that are changing the way highway projects are financed and operated throughout the country."

In addition to the HOT lanes construction, 50 bridges and 10 interchanges will be rebuilt, and three new interchanges will be added at Jones Branch Drive, Westpark Drive and Route 29. The project will add new walking and bike paths, replace sound walls and build new sound walls to reduce noise impacts for surrounding neighborhoods.

"During construction, commuters may face challenges, but when completed we will have a Beltway that provides transportation choices for carpooling and bus service," said Fairfax County Board of Supervisors Chairman Gerald Connolly. "The County and VDOT will work with the community on strategies to keep motorists informed and offer them assistance and solutions for avoiding congestion-related impacts."

Construction and Traffic Management:

Construction will last five years, with this summer's work to include:

- Concrete barriers going up along the outside shoulders of the Beltway,
- Crews clearing land on VDOT right of way to make room for the new HOT lanes; and

- Workers preparing for construction along the entire project area, including work on interchanges and lane closures during non-peak hours.

The first outer two lanes will be completed in 2010. Then traffic will be shifted to the new lanes, so work on the inner two lanes can take place from 2009-2012. Bridges and overpasses along the corridor will be rebuilt and lengthened. The HOT lanes will open to traffic in 2013.

There will be no lane closures on the Beltway during rush-hours, weekends and holidays. Traffic management strategies that are underway include:

- an aggressive public outreach program allowing motorists to make informed travel decisions;
- helping employers set up alternative commute and telework programs for their employees;
- dedicating safety service patrols;
- re-timing traffic signals to ease delays;
- adding traffic cameras to spot accidents and dispatch assistance; and,
- coordinating efforts with state police, fire and rescue during emergencies.

Partnership:

The HOT lanes construction is a Commonwealth of Virginia project, with VDOT as the lead agency in collaboration with the Federal Highway Administration (FHWA) and coordination with the Virginia Department of Rail and Public Transportation and Fairfax County. Fluor-Transurban is the private partner.

The Beltway HOT lanes will be built under a \$1.4 billion private, federal and state funding partnership that includes \$409 million from the Commonwealth, \$349 million in private equity and \$1.1 billion from tolls paid by motorists to support bonds and loans. Under this partnership, VDOT will own and oversee the lanes, and Fluor-Transurban will build, operate and maintain them. Fluor-Transurban is investing funds to help pay for construction of the lanes, with tolls being the primary source of funding. Fluor-Transurban assumes the debt, the construction risks and operations and maintenance costs.

How HOT lanes will work:

HOT lanes are tolled lanes that operate alongside the existing highway lanes. Buses, carpools, motorcycles and emergency vehicles will have free access. Vehicles with fewer than three people can choose to pay a variable toll to use the HOT lanes, or they can ride in the general purpose lanes for free as they do today.

The HOT lanes will use an "open road" toll collection system – meaning no toll booths. HOT lane users will need a transponder to travel in the lanes. Electronic readers above the HOT lanes will read transponders. To keep vehicles moving at a reliable, steady speed, tolls will change according to traffic conditions. When traffic increases, tolls will go up. When traffic decreases, tolls will go down.

Commuter Solutions and Information during Construction:

Commuters can save frustration and stress by teleworking, carpooling, vanpooling and riding the bus. They can obtain information and assistance in finding their best options as well as sign up for project updates at www.virginiahotlanes.com. A project information line is also available at 1-877-495-VDOT.

END



VIRGINIA HOT LANES

SOME THINGS CAN'T WAIT FOR TRAFFIC



ABOUT THE PROJECT

VDOT and Fluor-Transurban are working in partnership to deliver the most significant package of improvements to the Capital Beltway in a generation – providing congestion relief and new travel choices to one of Virginia's busiest roadways.

Improvements include:

- Two new High Occupancy Toll (HOT) lanes in each direction from the Springfield Interchange to just north of the Dulles Toll Road (14 miles)
- First-time introduction of HOV and reliable transit options to the Beltway and Tysons Corner
- Replacement of more than \$250 million of aging infrastructure, including more than 50 bridges and overpasses
- Replacement of existing soundwalls and construction of new soundwalls to double existing noise reduction tools for surrounding neighborhoods
- Construction of carpool ramps connecting I-95 with the Beltway to create a seamless HOV network
- Upgrades to 12 key interchanges and new access points at Merrifield and Tysons Corner

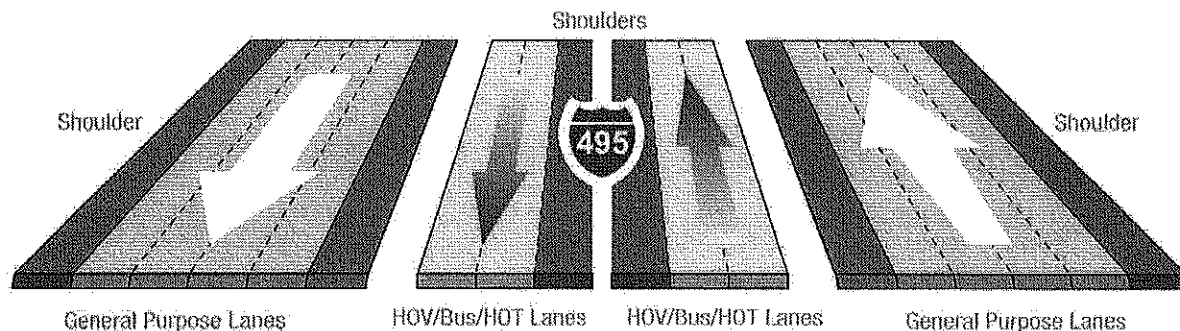
HOT LANES & HOW THEY WORK

HOT lanes are tolled lanes that operate alongside existing highway lanes to provide users with a faster and more reliable travel option. Buses, carpools (HOV-3), motorcycles and emergency vehicles will have free access to HOT lanes. Drivers with fewer than three occupants can choose to pay to access the lanes.

Tolls for the HOT lanes will change according to traffic conditions to regulate demand for the lanes and keep them congestion free – even during peak hours. When traffic increases, tolls will go up. When traffic decreases, tolls will go down.

Fully electronic tolling on the HOT lanes will allow customers to pay tolls

with E-ZPass – eliminating the need for toll booths. Electronic signs will display toll rates to help drivers decide whether to use HOT lanes. Drivers will lock in their toll rate when they enter the HOT lanes.



Less Time Sitting in Traffic

Using HOT lanes will cut commuting time in half from Springfield to Tysons Corner during rush hour, saving the average traveler 24 minutes a day.*

* Estimated average time savings in year 2015 morning and afternoon; 12 minutes each way; Transurban, fall 2007.



VIRGINIA HOT LANES

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USING CAPITAL BELTWAY HOT LANES

HOT lanes are tolled lanes that operate alongside existing highway lanes. Buses, carpools (HOV-3+), motorcycles and emergency vehicles will be able to access the Virginia HOT lanes for free while drivers with fewer than three occupants can choose to pay for a faster, more reliable trip on the HOT lanes.

What will the toll rate be?

Tolls for the HOT lanes will change throughout the day to regulate demand for the lanes and keep them congestion free – even during peak hours. When traffic increases, tolls will go up. When traffic decreases, tolls will go down. Toll prices may be as low as 10 cents a mile in light traffic conditions. To keep traffic on the HOT lanes flowing freely, tolls could reach around \$1 per mile in some high-demand sections of the Beltway at peak times. As a guide, the average trip cost is estimated to be between \$5 and \$6.



How will I pay the tolls?

The HOT lanes will be fully electronic toll lanes. Customers will pay tolls with E-ZPass – eliminating the need to stop or slow down for traditional toll booths.

How will I know ahead of time what the toll will be so I can decide whether to use the lanes?

Electronic signs will provide motorists with the latest toll rates. Motorists will see electronic message signs well before they enter the HOT lanes so they will have plenty of time to choose whether to use HOT lanes or travel on the regular lanes for free. Information will also be available on the Web and through other technology-based channels.

Will the tolls change while I am in the lane?

No, drivers will lock in their toll rates when they enter the HOT lanes.

Will carpoolers be required to have an E-ZPass?

Carpoolers (HOV-3+) will have free access to HOT lanes. In order to keep violators out of the lanes, it is anticipated that carpoolers will be required to carry some type of transponder or other technology that identifies them as HOV-3+ for free access to the HOT lanes. This device will have to be compatible with E-ZPass and meet all applicable state and federal requirements.

Detailed plans and processes for obtaining any required transponder will be communicated to all users of the HOT lanes prior to the lanes opening.



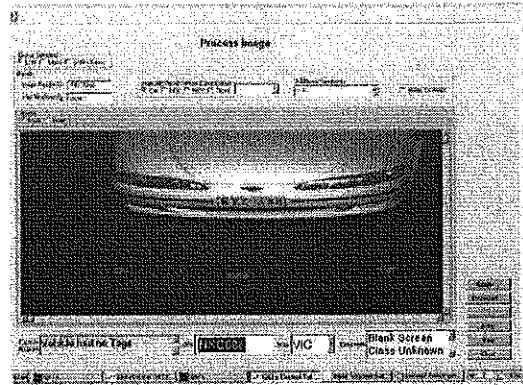
VIRGINIA HOT LANES

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How will access and tolling in the lanes be enforced?

Fluor-Transurban and VDOT will conduct extensive community education efforts to ensure motorists understand how to use HOT lanes. The enforcement strategy for the lanes will require all HOT lanes users to have an E-ZPass or similar transponder to use HOT lanes. Drivers without a transponder would be ticketed through the same kind of photo enforcement used on Virginia toll roads today. Additional technologies may be used to help law enforcement officers identify those vehicles most likely to be HOV violators. Protecting customer privacy will be paramount in the development of all enforcement strategies.



How can you guarantee to maintain free-flowing conditions in the HOT lanes?

The HOT lanes will use congestion pricing to manage the number of toll-paying customers in the HOT lanes and keep them free-flowing. The HOT lanes operator has a business incentive to keep traffic moving, as travelers will not pay a toll unless they can depend on a faster and more reliable travel time.

Will the lanes be tolled 24 hours-a-day?

Tolls will always be in effect for non-HOV motorists on the HOT lanes but there will be low toll rates during off-peak hours. Motorists will always have a choice to pay to use HOT lanes or use the regular lanes for free.

What safety measures will be in place to manage incidents on the lanes?

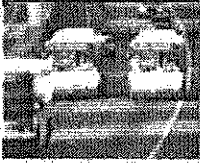
The HOT lanes are designed to promote driver safety. Closed-circuit video cameras and traffic sensors will continuously monitor the lanes and identify incidents on the HOT lanes within seconds. Private, dedicated incident response crews will be deployed to manage incidents quickly, in cooperation with first responders and emergency service providers. Electronic signs will alert motorists to incidents ahead.

Will hybrids be allowed to travel free in the lanes?

Hybrid drivers, like all drivers, will have choices. They may choose to pay a toll to access the free-flowing HOT lanes or use the regular lanes for free.

Will commercial trucks be allowed to use the HOT lanes?

Mid-sized trucks such as local delivery trucks may pay a toll to use the HOT lanes. Large, 18-wheel trucks will not be allowed to access the HOT lanes.



VIRGINIA HOT LANES

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Community input

Local residents, business leaders and elected officials have played a critical role in shaping the scope of the Beltway improvements to best meet the needs of the community.

When VDOT first unveiled initial plans in 2002, local government officials and members of the public raised concerns over the extensive cost and environmental impacts of the project, including costs estimated as high as \$3 billion (in 2002 dollars) and significant displacements of homes and businesses.

VDOT substantially scaled back the project in response to these public concerns. Right-of-way needs drop from 170 acres to only 10 acres, reducing anticipated displacements from 300 to approximately 8.

VDOT hosted another formal series of public hearings in 2004. More than 64 percent of written comments submitted during these meetings were in support of the HOT lanes plan.

Since that time, stakeholder input has continued to shape the project, leading to improvements such as reduced impacts to local streams and the addition of two new access points in Tysons Corner to improve traffic flow and take pressure off single major arteries like Rt. 123 and Rt. 7.



Procurement process

2002 In accordance with the Public-Private Transportation Act of 1995, Fluor submits an unsolicited conceptual proposal to develop and construct Capital Beltway HOT lanes.

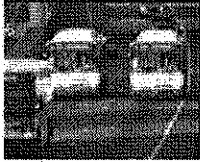
VDOT initiates a formal solicitation of competing proposals; no competing proposals were received in response to posted and published notices.

2003 Commonwealth Transportation Board approves proposal for further evaluation.

Independent Public-Private Transportation Advisory Panel evaluates Fluor's detailed proposal, including consideration of public comments; recommends further development of the plan.

2004 VDOT enters into an initial development agreement with Fluor-Transurban and discloses the full agreement to the public.

2007 VDOT releases key terms of the contractual agreement for public review and consideration by the Commonwealth Transportation Board.



VIRGINIA HOT LANES

SOME THINGS CAN'T WAIT FOR TRAFFIC



PROJECT TIMELINE: A DECADE OF STUDY, REVIEW & PUBLIC INPUT

The Capital Beltway HOT lanes project has been shaped by more than a decade of studies, environmental review and public input. The private proposal to develop HOT lanes was evaluated by an independent review panel and tested for its competitiveness through a formal appeal for competing proposals. The result is a project that has evolved over a decade to best meet the needs of the region.

Environmental review and evaluation of alternatives

- 1994** VDOT completes a Major Investment Study, concluding highway improvements promoting the use of High Occupancy Vehicles and bus travel would be the most effective strategy to serve current and future demand on the Beltway.
- 1998** Federal Highway Administration (FHWA) and VDOT initiate an Environmental Assessment of a variety of plans to improve the Beltway.
In response to public feedback, the FHWA escalates its review from an Environmental Assessment to an Environmental Impact Statement (EIS).
- 2002** FHWA approves the EIS, including three HOV alternatives and 15 specific concepts to improve the Beltway. VDOT seeks community input on the plans during three public hearings and significantly scales back the project in response to public concerns.
- 2004** VDOT hosts public meetings to present and solicit public input on both a traditional HOV and a HOT lanes plan; 64 percent of comments received from the public support the HOT lanes plan.
- 2005** On January 19, the Commonwealth Transportation Board selects the HOT lanes plan as the locally preferred alternative.
On April 18, FHWA signs the Final EIS and releases it for public comment.
After a public review period, the National Capital Region Transportation Planning Board votes to include the Beltway HOT lanes project in the region's Constrained Long-Range Plan.
- 2006** On June 29, FHWA releases its Record of Decision that selected the HOT lanes plan for the Capital Beltway.
- 2007** FHWA releases a re-evaluation of the Record of Decision and determines project scope enhancements have no significant environmental impact.
On December 21, VDOT and Fluor-Transurban sign final partnership agreement.



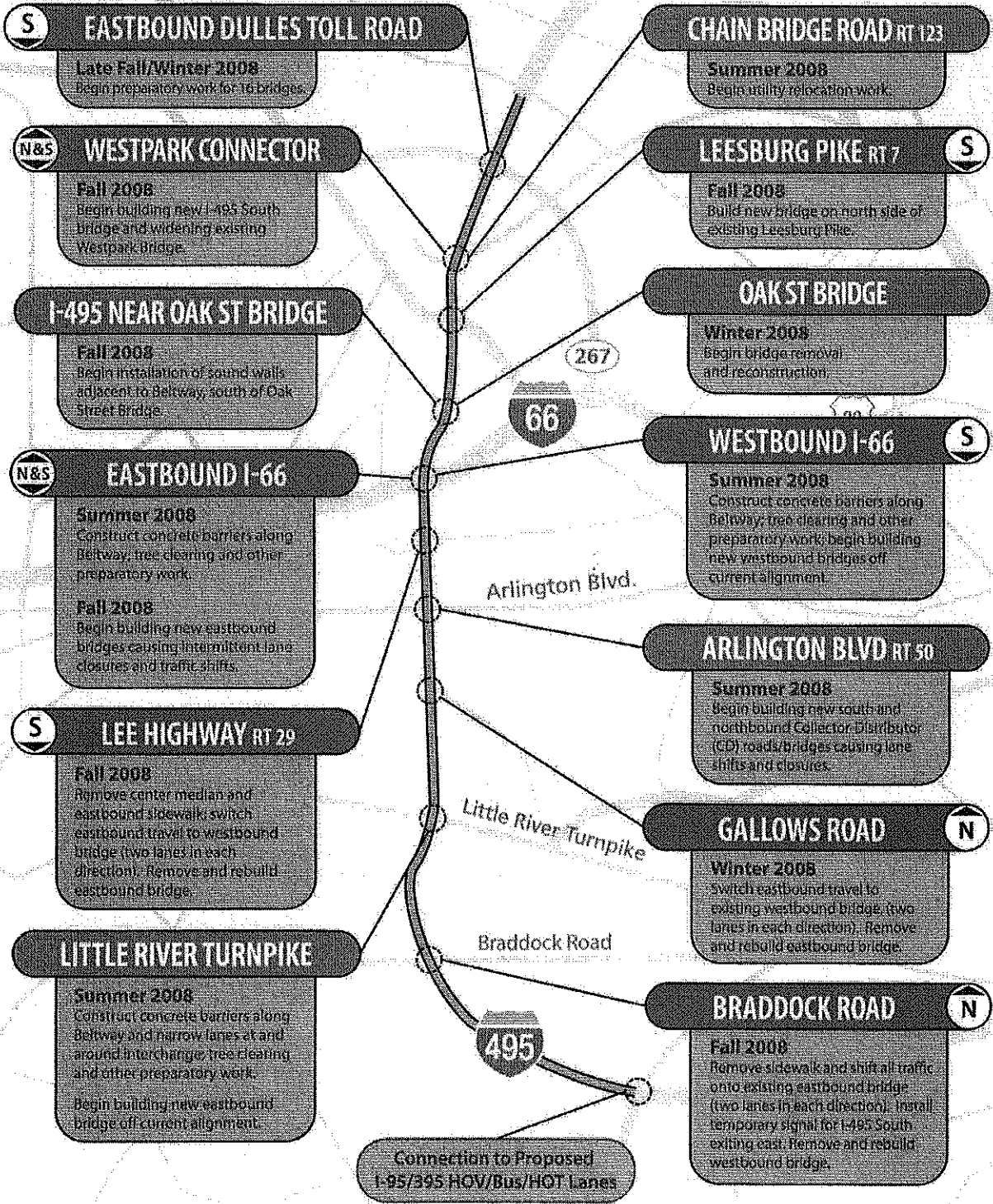
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INTERCHANGE IMPROVEMENTS

Construction Look-Ahead



NEW ACCESS RAMPS TO HOT LANES

N North Access only

N&S Full North-South Connection

S South Access only