

EXHIBIT M

TOLL MOU

AMENDED AND RESTATED MEMORANDUM OF UNDERSTANDING (MOU) BETWEEN THE FHWA VIRGINIA DIVISION OFFICE (DIVISION) AND THE VIRGINIA DEPARTMENT OF TRANSPORTATION (VDOT)

WHEREAS, on April 10, 2017, the FHWA and VDOT entered into a memorandum of understanding (the “Existing Toll MOU”) permitting VDOT to toll the high occupancy vehicle (“HOV”) lanes facility on Interstates 95 and 395 from approximately I-395 just south of the Washington D.C. line, at the northern terminus, to approximately mile marker 142.5 on I-95 in Stafford County, at the southern terminus, including the Phase VIII HOV-only lanes and HOV connector ramps through the Springfield Interchange (the “Existing Facility”); and

WHEREAS, VDOT desires to extend and expand the Existing Facility 10 miles farther south to approximately I-95 mile marker 133 (the entire span from mile marker 133 to just south of the Washington D.C. line hereinafter referred to as the “Toll Facility”); and

WHEREAS, based on the Existing Toll MOU, VDOT has previously implemented or plans to implement tolls using a congestion pricing toll strategy on the Existing Facility and now also desires to implement tolls using a congestion pricing toll strategy on the portion of the Existing Facility to be extended and expanded farther south to approximately I-95 mile marker 133, such that tolling using a congestion pricing toll strategy will eventually be implemented on the entirety of the Toll Facility; and

WHEREAS, the FHWA and VDOT desire to enter into this Amended and Restated MOU to reflect the mutual understanding that 23 U.S.C. 129(a) and 23 U.S.C. 166, HOV to HOT conversion applies to the entirety of the Toll Facility; and

WHEREAS, 23 U.S.C. 166(b)(4), as amended by the FAST Act, provides that a public authority may allow vehicles not otherwise exempt pursuant to 23 U.S.C. 166(b) to use a HOV facility by paying a toll.

NOW THEREFORE, the FHWA and VDOT hereby agree as follows:

1. The Toll Facility meets the toll eligibility requirements of 23 U.S.C. 166.
2. VDOT shall comply with all requirements of 23 U.S.C. 129(a) and 23 U.S.C. 166, as amended by the FAST Act, with respect to the Toll Facility. VDOT shall also ensure compliance with these requirements through appropriate contractual arrangements with a private operator of the Toll Facility.
3. The Existing Toll MOU is hereby amended and restated to apply to the entirety of the Toll Facility and replaced with this Amended and Restated MOU.

IN WITNESS THEREOF, the parties hereto have caused this Amended and Restated MOU to be duly executed, on the date of the last signature below.

COMMONWEALTH OF VIRGINIA
VIRGINIA DEPARTMENT OF TRANSPORTATION

BY: _____
Stephen C. Brich, P.E.
Commissioner of Highways

DATE: _____

FEDERAL HIGHWAY ADMINISTRATION
VIRGINIA DIVISION

BY: _____

DATE: _____