

MEMORANDUM OF UNDERSTANDING
REGARDING THE FM 1093 WIDENING/WESTPARK TOLLWAY EXTENSION

This MEMORANDUM OF UNDERSTANDING between the **FORT BEND COUNTY TOLL ROAD AUTHORITY** (the “Authority”) and **FORT BEND COUNTY** (the “County”) (collectively the “Parties”) sets forth the allocation of costs and responsibility for the expansion of FM 1093 and the extension of the Westpark Tollway (the “Project”).

- I. **Project Description.** The Project will be developed in the following three phases:
1. The expansion of FM 1093 from SH99 (the Grand Parkway) to FM 1463, including toll road main lanes from SH99 to FM 723.
 2. The expansion of FM 1093 from FM 1463 to James Lane.
 3. The construction of toll main lanes from FM 723 to Bois D’Arc Lane.
- II. **Allocation of Project Costs.** Generally, Project costs will be allocated as follows:
1. The County will pay for:
 - a. pavement and drainage related to the FM 1093 widening; and
 - b. utility relocation costs west of Bois D’Arc Lane.
 2. The Authority will pay for:
 - a. pavement and drainage related to the toll main lanes;
 - b. all the costs of right of way acquisition for the Project;
 - c. utility relocation costs that are required as a result of the additional right of way and the toll main lanes; and
 - d. tolling equipment and infrastructure.
 3. The Parties will each pay a pro-rata share of the costs of engineering design, survey, construction phase services, environmental associated with the Project. Pro-rata shares will be based on each party’s total construction costs as a percentage of the total construction costs.
 4. The current allocation of costs for the Project, Phases I & II, is attached as **Exhibit A**.
 5. The Authority will be responsible for all costs associated with Phase III of the Project.
- III. **Contract Administration.** The County has designed and taken competitive bids for Phase I of the Project and is currently designing Phase II. The County shall administer the Phase I

construction contract for the benefit of the Parties. The County, through its engineer or authorized representative, shall provide on-site inspection of construction of Phase I. The County will report monthly to the Authority on the progress of the construction contract, including payments made to the contractor for the month and overall Project costs.

Within 60 days of the completion of Phase I of the Project, the County shall submit to the Authority a final accounting of each Party's allocated costs under Section II above. If the final accounting shows that the amounts owed by the Authority for Phase I of the Project are less than the amount paid, the Authority shall remit any amounts due to the County within sixty (60) days of the submission of the final accounting. If the final accounting shows that the amounts paid by the Authority for Phase I of the Project exceed the amounts due, the County shall remit any amounts due to the Authority within sixty (60) days of the submission of the final accounting.

- IV. **Cash Flow of Project Costs.** The County Auditor will use available cash from Toll Road Revenue Fund, 2016 Series Toll Road Bonds, and County sources through all phases of the Project with the responsibility to reimburse any amounts between the Authority and the County pursuant to reimbursement resolutions previously adopted to ensure compliance with Section II above.
- V. **Ownership and Maintenance of Phase I of the Project.** After the completion of final inspection and acceptance of Phase I, Texas Department of Transportation will be responsible for the maintenance of FM 1093. The Authority will operate and maintain the extension of the Westpark Tollway main lanes, ramps, and toll equipment.

EXHIBIT A

FM 1093 Westpark Extension Phase I
Cost Breakdown
100% Final Design

		Phase I Advertisement - December 2015 Low Bidder		
		FM 1093 (FBC)	Toll Road (FBCTRA)	Total
1	Roadway Items	\$15,609,697	\$15,132,861	\$30,742,558
2	Bridge Items	\$0	\$2,774,091	\$2,774,091
3	Retaining Walls	\$0	\$4,566,542	\$4,566,542
4	Storm Sewer	\$4,436,462	\$5,201,913	\$9,638,375
5	Illumination	\$0	\$381,845	\$381,845
6	SWPPP	\$70,634	\$70,634	\$141,267
7	Signage & Traffic Signals	\$544,466	\$622,499	\$1,166,964
8	Traffic Control	\$2,035,260	\$2,098,622	\$4,133,882
9	Pavement Marking	\$95,769	\$389,019	\$484,789
10	Electronic Toll Collection	\$0	\$1,988,899	\$1,988,899
11	Sound Walls	\$1,540,191	\$1,540,191	\$3,080,382
12	Total	\$24,332,479	\$34,767,116	\$59,099,595
13	Mobilization (10%)	\$2,470,319	\$3,529,681	\$6,000,000
	Construction Cost	\$26,802,799	\$38,296,796	\$65,099,595
		41.2%	58.8%	
14	Construction Cost Contingency (10%)	\$2,680,280	\$3,829,680	\$6,509,959
15	Potential Incentive for Early Completion	\$0	\$450,000	\$450,000
16	METRO ROW Clearing (by FBC)	\$0	\$454,983	\$454,983
17	Utility Relocations (Agreements Signed through 12/07)	\$0	\$2,864,345	\$2,864,345
18	Utility Relocations (Estimates)	\$0	\$3,025,952	\$3,025,952
19	Right of Way - METRO Acquisition by FBCTRA	\$0	\$13,733,018	\$13,733,018
20	Right of Way - Pre-2012 Acquisitions by FBC	\$0	\$3,099,267	\$3,099,267
21	Right of Way - 2012-11/2015 Acquisitions by FBC	\$0	\$1,725,863	\$1,725,863
22	Right of Way - Firm Negotiated Cost (SCH Ruling, Not Closed)	\$0	\$3,346,519	\$3,346,519
23	Right of Way - Estimate of Property to be Acquired ¹	\$0	\$2,700,000	\$2,700,000
24	Right of Way - Other Fees (Muller, ABHR, Percheron, etc.)	\$0	\$548,142	\$548,142
25	TxDOT - Review Costs	\$82,344	\$117,656	\$200,000
26	TxDOT - D9 Testing	\$20,586	\$29,414	\$50,000
27	Environmental/Engineering - Prior to 11/22/11 (Jacobs)	\$120,415	\$172,053	\$292,468
28	Engineering/Survey - 11/22/11 through 11/30/15 (Dannenbaum)	\$2,945,144	\$4,208,127	\$7,153,271
29	Remaining Engineering/Survey (Dannenbaum)	\$57,720	\$82,472	\$140,192
30	Construction Phase Services (Dannenbaum Support)	\$123,516	\$176,484	\$300,000
31	Construction Phase Services (Management, Testing, & Inspections)	\$1,646,880	\$2,353,120	\$4,000,000
32	Contingency (10%) ²	\$0	\$556,435	\$556,435
	Phase I Totals	\$34,479,683	\$81,770,326	\$116,250,009

Notes

- Right of Way cost does not include proposed property at Lakes of Bella Terra and Sage Fulshear Developments (estimated at \$1,914,337).
- Contingency for Utility Relocations and remaining ROW acquisition.
- CDM Smith Traffic and Revenue Study fees not included in this estimate (\$600,000).

FM 1093 Westpark Extension Phase II
Cost Breakdown
50% Design

		Phase II 50% Design - December 2015		
		FM 1093 (FBC)	Toll Road (FBCTRA)	Total
1	Roadway Items	\$19,766,584	\$1,782,510	\$21,549,094
2	Bridge Items	\$558,040	\$0	\$558,040
3	Retaining Walls	\$736,860	\$0	\$736,860
4	Storm Sewer	\$4,107,349	\$2,424,888	\$6,532,237
5	Illumination	\$0	\$0	\$0
6	SWPPP	\$54,130	\$24,355	\$78,485
7	Signage & Traffic Signals	\$1,196,742	\$215,362	\$1,412,104
8	Traffic Control	\$2,595,974	\$0	\$2,595,974
9	Pavement Marking	\$133,035	\$0	\$133,035
10	Electronic Toll Collection	\$0	\$0	\$0
11	Sound Walls	\$0	\$0	\$0
12	Total	\$29,148,714	\$4,447,115	\$33,595,829
13	Mobilization (10%)	\$2,914,871	\$444,711	\$3,359,583
	Estimated Construction Cost	\$32,063,585	\$4,891,826	\$36,955,412
		86.8%	13.2%	
14	Construction Cost Contingency (15%)	\$4,809,538	\$733,774	\$5,543,312
15	Potential Incentive for Early Completion			
16	METRO ROW Clearing (by FBC)	\$225,000	\$225,000	\$450,000
17	Utility Relocations (Estimates)	\$2,252,500	\$3,027,500	\$5,280,000
18	Right of Way - To be Acquired ¹	\$4,454,040	\$705,980	\$5,160,020
19	Right of Way - To be Donated/Dedicated ²	\$115,819	\$6,345,800	\$6,461,619
20	Right of Way - Wetlands Mitigation	\$700,000	\$0	\$700,000
21	Right of Way - Other Fees (Percheron, etc.)	\$431,591	\$68,409	\$500,000
22	TxDOT - Review Costs			
23	TxDOT - D9 Testing	\$43,381	\$6,619	\$50,000
24	Engineering/Survey as of 11/30/15	\$2,527,199	\$385,566	\$2,912,764
25	Remaining Engineering/Survey	\$900,231	\$137,345	\$1,037,576
26	Construction Phase Services (Dannenbaum Support)	\$130,144	\$19,856	\$150,000
27	Testing and Inspections	\$1,735,258	\$264,742	\$2,000,000
28	Contingency (10%) ³	\$795,395	\$1,014,769	\$1,810,164
Phase II Totals		\$51,183,682	\$17,827,185	\$69,010,866

Notes

- Right of Way costs based on \$10/sf north of FM 1093 and \$5/sf south of FM 1093. Relocation costs included for Parcels 409 and 410 (Storage Buildings). METRO acquisition is included in Phase I.
- Proposed property expected to be donated/dedicated (City of Fulshear, Trend Development, Harrison Property).
- Contingency for Utility Relocations, ROW acquisition, and Other Fees.