

SH 99 Consent Letter for H West Option and Connectors at SH 249 Interchange

Background:

- TxDOT continues to work with all Counties to advance the Grand Parkway and has made significant progress on the segments that TxDOT currently has primacy on to develop.
- TxDOT's goal is to advance completion of all elements of the Grand Parkway as funding and financing provides opportunity and where they have primacy to develop.
- TxDOT will continue to encourage all Counties to advance applicable portions of the Grand Parkway where the County has primacy.
- In 2009, TxDOT and the seven counties, Brazoria, Chambers, Fort Bend, Galveston, Harris, Liberty, and Montgomery executed a Market Valuation Waiver Agreement (MVWA) which provides terms and conditions for development, design, construction, and the establishment of baseline toll rates and escalation policies for the Grand Parkway.
- Due to some ambiguities in the MVWA and to provide transparency and clarity on TxDOT's intent to develop certain elements to advance the Grand Parkway, we have developed this letter consent to present to all parties of the MVWA.
- The MVWA indicates minimum scope of Segments H and I-1 to be 2-lane and minimum of Segment I-2 to be 4-lane. Additionally, expansion required to maintain Level of Service C.

Advancement of these elements benefit the Grand Parkway System and fulfill the intent of the MVWA in the following ways:

H West Option:

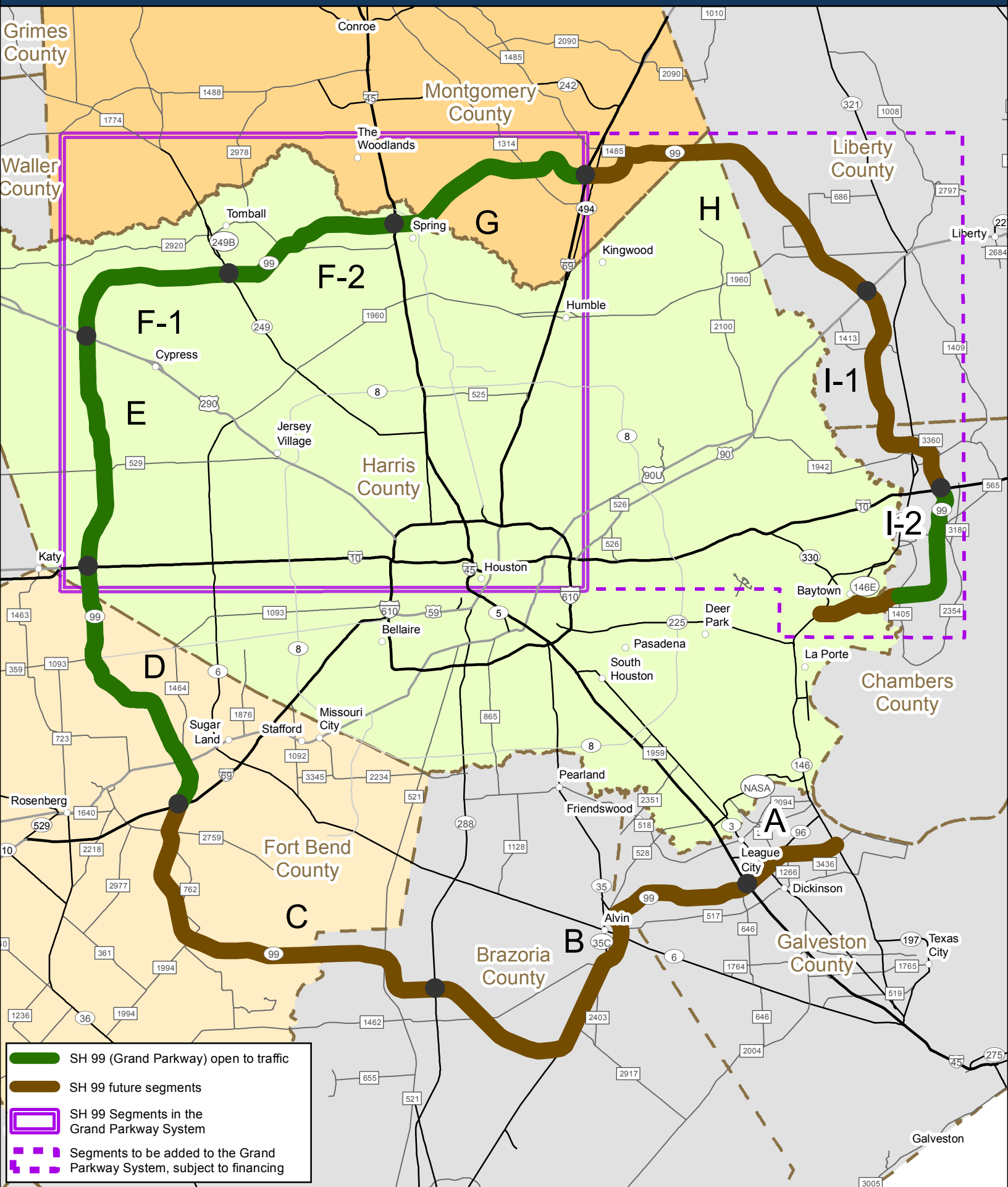
- Approximately 8 miles from I-69 to the East of 4-lane ultimate section to match into 4-lane section around to Luce Bayou in Liberty County.
- Enhances traffic operations and analysis shows it is needed less than 8 years from opening to traffic to maintain appropriate traffic levels and flows in this section. Projected traffic volumes in H West are 2.5 times to 3 times higher than the other segments of H and I-1 and will exceed Level of Service C for 2-lane facility by 2030. Peak hour in 2025 anticipated to be around 800 vehicles per hour in one direction [16,000 vehicles per day total both directions] rising to 1500 vehicles by 2035 in H West (or 750 per lane for 4-lane) [29,000 total per day in both directions]. Segments south of Luce Bayou projected at 300 vehicles per lane peak in 2025 [6,000 total per day for both directions] and 500 in 2035 [or 10,000 total per day in both directions].
- Financing plan can accommodate based on proposal prices received.
- Should traffic volumes exceed projections then surplus cash generated will support expansion of remaining Segments of H and I-1 to 4-lanes and this can be easily accomplished without impacting the existing traffic. Fill in the gaps based on highest traffic demands.

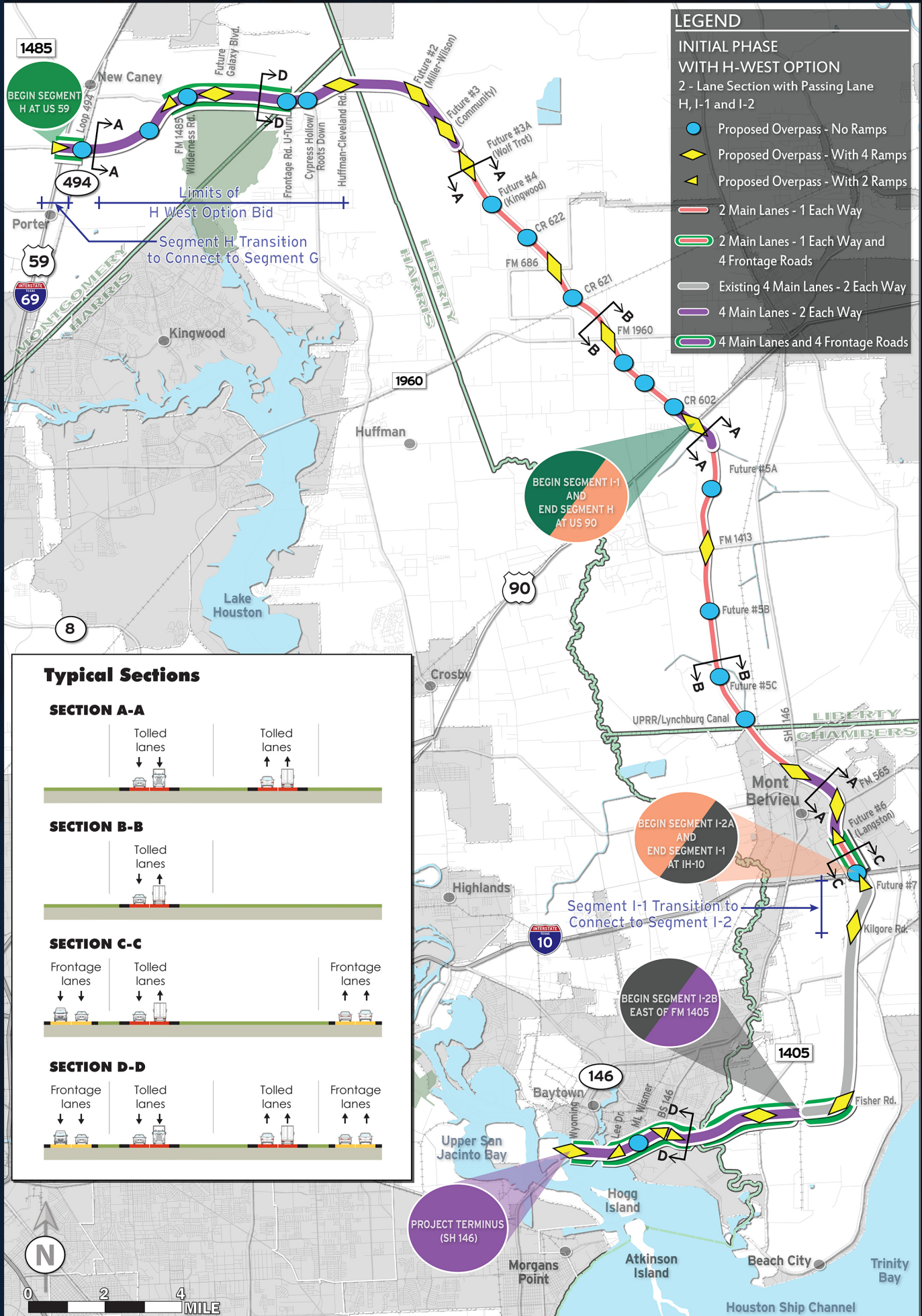
- Exercising H West now supports faster completion of the Grand Parkway and provides faster implementation of ultimate Segments H and I-1 with less gaps to fill in to complete 4-lane. Otherwise, higher traffic demand would require expansion in H West prior to the other sections.

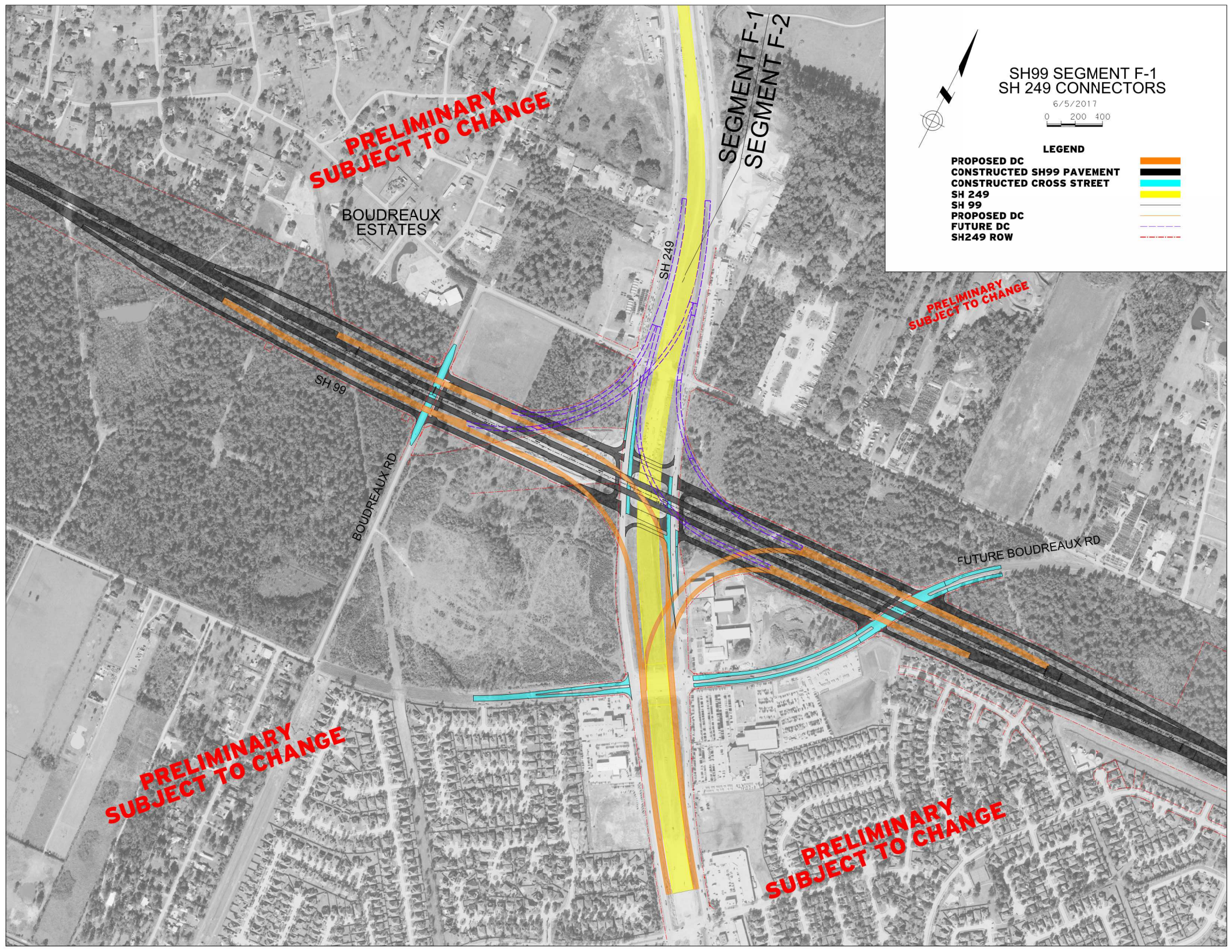
SH 249 Direct Connectors:

- HCTRA to provide funding for all design and 50% of the construction.
- Increases mobility and enhances use of both SH 99 and SH 249 based on traffic analysis.
- Enhances toll revenue which will support faster development of the minimum and ultimate scopes of the Grand Parkway as depicted in the MVWA.
- Supports intent of MVWA for partnerships to complete the entire system sooner.

Map of Proposed State Highway 99 (Grand Parkway)





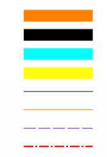


SH99 SEGMENT F-1 SH 249 CONNECTORS

6/5/2017
0 200 400

LEGEND

- PROPOSED DC
- CONSTRUCTED SH99 PAVEMENT
- CONSTRUCTED CROSS STREET
- SH 249
- SH 99
- PROPOSED DC
- FUTURE DC
- SH249 ROW





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[ENTER DATE]

The Honorable L. M. "Matt" Sebesta, Jr.
County Judge, Brazoria County
111 East Locust Street, Room 102A
Angleton, Texas 77515

The Honorable Ed Emmett
County Judge, Harris County
1001 Preston, Suite 911
Houston, Texas 77002

The Honorable Jimmy Sylvia
County Judge, Chambers County
404 Washington Avenue
Anahuac, Texas 77515

The Honorable Jay Knight
County Judge, Liberty County
1923 Sam Houston, Suite 201
Liberty, Texas 77575

The Honorable Robert F. Hebert
County Judge, Fort Bend County
301 Jackson, Suite 719
Richmond, Texas 77469

The Honorable Craig Doyal
County Judge, Montgomery County
501 North Thompson, Suite 401
Conroe, Texas 77301

The Honorable Mark Henry
County Judge, Galveston County
722 Moody, Second Floor
Galveston, Texas 77550

Re: SH 99 (Grand Parkway)
SH 249 Connectors and Segment H-West Option

Dear Judge Sebesta, Judge Sylvia, Judge Hebert, Judge Henry, Judge Emmett, Judge Knight, and Judge Doyal:

The Texas Department of Transportation ("TxDOT") and Brazoria County, Chambers County, Fort Bend County, Galveston County, Harris County, Liberty County, and Montgomery County (collectively, "Counties", or each one, "County") are parties to the Market Valuation Waiver Agreement ("MVWA") for SH 99 (Grand Parkway), effective as of March 25, 2009, which was entered into pursuant to former Texas Transportation Code section 228.0111, and which relates to the development, construction, and operation of the Grand Parkway Project.

TxDOT, and/or the Grand Parkway Transportation Corporation ("GPTC"), in conjunction with the Harris County Toll Road Authority, may develop, design, construct, operate, and maintain four direct connectors on the south side of the SH 249 and SH 99 interchange, with two direct connectors being on the southwest side of that interchange, and two direct connectors being on the southeast side of that interchange (the "SH 249 DCs"). Traffic volumes for movements between the two tollways show the need for the SH 249 DCs by year 2020.

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These would provide direct movement from westbound SH 99 and eastbound SH 99 to southbound SH 249 and from northbound SH 249 to westbound SH 99 and eastbound SH 99. If the SH 249 DCs are not constructed, traffic moving from one facility to the other would be required to continue to travel through the existing signalized intersection resulting in increasing congestion at that intersection.

Additionally, TxDOT, either through itself or through GPTC, as part of the design-build agreement ("DBA") to be executed for the design and construction of the SH 99 (Grand Parkway) Segments H, I-1 and I-2 Project, will have an option to include in the scope of work for the DBA the design and construction of two additional mainlanes, for a total of four mainlanes, on Segment H of SH 99 (Grand Parkway) from the US 59/I-69 and SH 99 interchange to a point approximately 8 miles east of that interchange ("H-West Option"). Traffic analysis indicates the two lanes in each direction that the H-West Option provides would be needed in less than 8 years from the opening of Segment H in order maintain desired operational levels and avoid delays due to the one lane in each direction capacity restriction. If exercised, it is expected that the H-West Option will enhance regional mobility and improve the efficiency of operations on the SH 99 (Grand Parkway) mainlanes allowing more traffic to safely and efficiently access the system.

Based on an analysis of traffic operations, it is expected that both the SH 249 DCs and the H-West Option will enhance toll revenues, which will support a faster development of the minimum scope of the Grand Parkway Project, as described in the MVWA. As recently experienced, the opening of each new segment of the Grand Parkway Project has increased traffic and associated revenues on every existing segment currently open to traffic which further supports a faster development of the overall project.

Of the SH 249 DCs, the two on the southwest side of that interchange are expressly included within the Segment F-1 ultimate project scope, as described in the MVWA. The two on the southeast side of that interchange are an enhancement to the Project considered necessary or useful to the efficient operation and maintenance of the Project, as provided in section 5 of the MVWA. The MVWA, among other things, provides for the substantial completion of the entire minimum project scope, as such is described in the MVWA, before the development of the remaining scope of the project. Notwithstanding this provision, TxDOT and the Counties support the early development, design and construction of the SH 249 DCs and the H-West Option. By their signatures below, and notwithstanding any provision of the MVWA to the contrary, each County acknowledges that the two SH 249 DCs on the southeast side of that interchange are enhancements as provided in section 5 of the MVWA. Further, each County waives any objection it has or might have under the MVWA, and agrees and consents, to the development, design and construction of the SH 249 DCs and the H-West Option before the substantial completion of the entire minimum project scope.

In all other respects, the MVWA remains binding and enforceable in accordance with its terms. Other than as specifically provided herein, the Counties do not intend to waive any duties or obligations of TxDOT under the MVWA. Further, except as specifically provided herein, this waiver, consent, and agreement by the Counties does not affect the obligation of TxDOT to comply with the applicable requirements of MVWA, including complying with the terms and conditions for the development, construction, and operation of the Grand Parkway that are prescribed in the MVWA.

Enter name of Recipient

3

Enter Date

Please indicate your agreement with the terms of this letter by signing in the space provided below.

Sincerely,

James M. Bass
Executive Director
Texas Department of Transportation

AGREED:

AGREED:

Brazoria County Judge
Brazoria County, Texas

Harris County Judge
Harris County, Texas

AGREED:

AGREED:

Chambers County Judge
Chambers County, Texas

Liberty County Judge
Liberty County, Texas

AGREED:

AGREED:

Fort Bend County Judge
Fort Bend County, Texas

Montgomery County Judge
Montgomery County, Texas

AGREED:

Galveston County Judge
Galveston County, Texas

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